



บริษัท ทีทีซีแอล จำกัด (มหาชน)
TTCL PUBLIC COMPANY LIMITED

TAX ID 0107551000185 (HEAD OFFICE)
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เลขประจำตัวเสียภาษี 0107551000185 (สำนักงานใหญ่)
159/42-44 อาคารเสริมมิตรทาวเวอร์ ชั้น 28-30 ถนนสุขุมวิท 21 (อโศก)
แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
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13th March 2026

Ref. no. TTCL (CS)-005/2569

Subject: Invitation to the 2026 Annual General Meeting of Shareholders through Electronic Devices (E-AGM)

To: Shareholders
TTCL Public Company Limited

Attachments:

1. Supporting Documents for Agendas to the 2026 Annual General Meeting of Shareholders

(1.1) Supporting Document for agenda 1

- The 2025 Minutes of the Annual General Meeting of Shareholders held on 11th April 2025

(1.2) Supporting Document for agenda 2 and 3

- 56-1 One Report 2025 and The Statement of Financial Position and the Statement of Comprehensive Income for the year ended 31st December 2025 (in QR Code)



Remarks: If the shareholders would like to receive the Hard copy of the 56-1 One Report 2025, please contact: Administration Department and Company Secretary Tel: 0-22608505 Ext. 1501, 1503, 1518 Fax: 0-2260-8525-6 or E-mail: ir@ttcl.com

(1.3) Supporting Document for agenda 5

- Profile of directors who are re-elected to resume the office for another term.
- The definition of independent directors of the Company

(1.4) Supporting Document for agenda 7

- The details of Certified Public Accountants (Auditors) and determination of auditors' fees for the year 2026

2. Supporting Documents for Attendance of the Meeting

(2.1) Proxy Form A, Proxy Form B and Proxy Form C (The Forms can be downloaded from <https://www.ttcl.com/th/investor-relations/downloads/shareholders-meetings>)

(2.2) Guidelines for registration, the method of Granting Proxy, Voting, Counting and Procedures for attending the meeting through Electronic Device (E-AGM)

(2.3) Guideline for attending Electronic Meeting by Inventech Connect

(2.4) Company's Article of Association relating to the General Meeting of Shareholders

- (2.5) Question Form in advance or the Form for submission of Questions in advance through QR Code
- (2.6) Privacy Notice for the Shareholders' Meeting
- (2.7) Contact more information and detail of the Meeting

Meeting Agenda

- Agenda 1: To adopt the 2025 Minutes of the Annual General Meeting of Shareholder held on April 11th, 2025.
- Agenda 2: To report on the result of the company's operation for the year 2025.
- Agenda 3: To approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the fiscal year ended December 31st, 2025.
- Agenda 4: To consider and approve non-payment of dividend for the operation result for the fiscal year 2025.
- Agenda 5: To consider and elect new Directors in place of those to be retired by rotation.
- Agenda 6: To consider and approve the Board of Directors, Audit Committee and other sub-committee remuneration for the year 2026.
- Agenda 7: To consider and approve the appointment of an Auditor and Audit Fee for the year 2026.
- Agenda 8: Other business (if any).

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors of TTCL Public Company Limited (the “**Company**”), no. 1/2569, held on 2nd March 2026, the 2026 Annual General Meeting of Shareholders will be held on **Friday, 10th April 2026** through Electronic Devices (E-AGM) under the Royal Decree on Teleconference through Electronic Mean E.E. 2563 (2020) and relevant law and regulations, which would broadcast live at 14.00 hrs. at the meeting Room 30th Floor, Sermmit Tower, No. 159/42-44, Sukhumvit 21 (Asoke) Road, Khweang Klongtoey Nuer, Khet Wattana, Bangkok. **Onsite registration services are not allowed on the meeting day.** Identify proofing or granting proxy are required to submit in advance.

The Company publicizes the relevant documents to the 2026 Annual General Meeting of Shareholders from 13th March 2026 onward as follows.

1. The agendas of the meeting, Supporting Documents for Agendas and Supporting Documents for Attendance via: <https://www.ttcl.com/th/investor-relations/downloads/shareholders-meetings>
2. 56-1 One Report 2025 via: <https://www.ttcl.com/th/investor-relations/downloads/one-reports>

The Company had granted the opportunity for Shareholders to exercise their rights to propose matters to be included in the Meeting Agenda in advance as well as to nominate a candidate to be appointed as a director during 2nd September 2025 up to 30th December 2025. There was no proposal from such. The agendas are as follows;

Agenda 1 To adopt the 2025 Minutes of the Annual General Meeting of Shareholder held on 11th April 2025.

Supporting Information: The 2025 Minutes of the Annual General Meeting of Shareholder held on 11th April 2025, to consider all necessary matters according to the requirement of the laws, were recorded correctly. The Minutes has sent to the Stock Exchange of Thailand (“SET”) within the prescribed timeframe and has uploaded the Minutes on the Company’s website. The minutes in detail were enclosed herewith as **(1.1) Supporting document for agenda 1** for shareholders’ adoption.

Board of Directors’ opinion: Having considered the matter, the Board of Directors was of the opinion that the 2025 Minutes of the Annual General Meeting of Shareholder were correct with full information and should be adopted by the shareholders.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 2 To report on the result of the company’s operation for the year 2025.

Supporting Information: The summary of the Company’s performance and major changes during the year 2025 is shown in 56-1 One Report 2025, as **(1.2) Document to support Agenda 2.**

Board of Directors’ opinion: It is deemed appropriate to report the Company’s operation results for the year 2025 to the meeting of shareholders for acknowledgment without passing any resolution.

Voting: This agenda item is only for acknowledgement therefore, no voting is required.

Agenda 3 To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2025.

Supporting Information: The Company has prepared a Statement of Financial Position as well as the Statement of Comprehensive Income at the end of 31st December 2025 which was audited & certified by the auditor and has been reviewed by the Company’s Audit Committee and Board of Director.

Board of Directors’ opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve the Statement of Financial Position as well as the Statement of Comprehensive Income for the year ended 2025, as reviewed correctly, duly audited, and certified as **(1.2) Document to support Agenda 3.**

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve non-payment of dividend from the operation result of fiscal year 2025.

Supporting Information: The Company has a policy to pay dividends at the rate of not less than 50% of the net profit after tax and reservation required by law. However, the Board of Directors of the Company has the authority to consider the exception of compliance to this policy or change the policy from time to time but subject to the conditions that in all aspects it shall be proceeded for the best benefit of the shareholders.

The Company has a net loss approx. on its account (the consolidated financial statement) total of -6,254 million baht from the performance of the year 2025.

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve non-payment of dividend for the year 2025 according to the company has net loss in consolidated financial statements.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and elect new Directors in place of those to be retired by rotation.

Supporting Information: According to the Company's Articles of Association Clause 22, at every Annual General Meeting of Shareholders, one-third of the total directors must retire from office. The 4 directors who are retired in this Annual General Meeting namely;

- | | | |
|-----------------|---------------|----------------------|
| 1) Mr. Hironobu | Iriya | Director |
| 2) Ms. Nijaporn | Charanachitta | Director |
| 3) Mr. Tiwa | Jaruke | Director |
| 4) Mr. Suvit | Manomaiyanon | Independent Director |

The Company provided an opportunity for shareholders to propose names of qualified candidates for the directorship via SET Link and on the Company's website from 2nd September – 30th December 2025. However, no shareholders nominated a candidate for directorship. The Nomination and Remuneration Committee, excluding the interested director has considered the director's qualifications, knowledge, competency, experience and expresses opinions independently, which will benefit the Director's performance and necessity of the Board Structure that aligns with the Company's strategy.

Mr. Suvit Manomaiyanon as Independent Director from 1st March 2021 to 10th April 2026 (5 years 1 month). Their qualifications in accordance with the definition of the Capital Market Supervisory Board, The Stock Exchange of Thailand and independent directors' qualifications and performance are outstanding and well respected. They also possessed expertise, experience, and understanding of the Company's business.

It is deemed appropriate to propose the Board of Directors propose to the meeting of shareholders to re-elect 4 retiring directors as above to resume their offices for another term.

Profile of directors who are re-elected to resume the office for another term and definition of the nominated independent director are enclosed as **(1.3) Document to support Agenda 5**

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve according to the recommendation of the Nomination & Remuneration Committee and has been agreed by the Board of Directors as follows;

- To re-elect 4 retiring directors to resume their offices for another term namely;

1)	Mr. Hironobu	Iriya	Director
2)	Ms. Nijaporn	Charanachitta	Director
3)	Mr. Tiwa	Jaruke	Director
4)	Mr. Suvit	Manomaiyanon	Independent Director

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 6

To consider and approve the Board of Directors, Audit Committee, and other sub-committee remuneration for the year 2026.

Supporting Information: According to the Company's Articles of Association Clause 35, The Directors are entitled to remuneration from the company in form of salary, award, meeting fee, reward, bonus, or any benefits in accordance with the Article of Association or as approved by a meeting of shareholders.

Remuneration Policy to the Board of Directors, Audit Committee, and other sub-committees for the year 2026 has been considered by the Nomination and Remuneration Committee and by comparing it with companies in the same industry, that has been similar size and performance. This consideration must include reliable reference, such as the results of Directors compensation survey of listed companies conducted by Thai Institute of Directors Association (IOD) to ensure transparency and accountability.

2026 Remuneration for the Board of Directors, Audit Committee, and Others sub-committee

Board of Directors

- Directors (TTCL Employee) : No Payment
- Non – Executive Directors : 4,080,000 Baht per year
80% payment from Normal remuneration same as year 2025

Audit Committee

: 480,000 Baht per year
80% payment from Normal remuneration same as year 2025

Sub-Committee

- Risk Management Committee
 - Nomination & Remuneration Committee
 - Corporate Governance Committee
- } No Remuneration same as Previous year

Total 2026 Remuneration : 4,560,000 Baht per year

Remuneration (Baht/year/person)

Remuneration	2026 (Year propose)	2025
Board of Directors		
1. Remuneration (Baht/year/person)		
Directors (TTCL Employee)	0	0
Chairman of the Board/Non-Executive Director	480,000	0
Non- Executive Director	400,000	400,000
2.Meeting Allowance (Baht/time/person)		
	None	None
Audit Committee		
1. Remuneration (Baht/year/person)		
Chairman of Audit Committee	240,000	240,000
Audit Committee	120,000	120,000
2.Meeting Allowance (Baht/time/person)		
	None	None
Sub-committees		
1. Remuneration (Baht/year/person)		
Nomination and Remuneration Committee	None	None
Corporate Governance Committee	None	None
Risk Management Committee	None	None
2.Meeting Allowance (Baht/time/person)		
	None	None

- Bonus : None
- Other remunerations : None

Board of Directors' opinion: It is deemed appropriate to propose that the Meeting of shareholders grant approval to the 2026 remuneration for Board of Directors, Audit Committee, and Other sub-committee as above proposed by the Nomination & Remuneration Committee as above mentioned and has been accepted by the Board of Directors.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the shareholders who attend the meeting.

Agenda 7 To consider and approve the appointment of Auditor and Audit Fee for the year 2026.

Supporting Information: The Company's Audit Committee has considered the selection of the Auditor for the Company and proposed the Board to appoint Grant Thornton Limited ("Grant Thornton") to be the auditor of the Company for another year (7th year) and the name list of auditors as the name list follows;

1) Mr. Paisan	Boonsirisukapong	C.P.A.(Thailand) No. 5216
2) Ms. Kesanee	Srathongphool	C.P.A.(Thailand) No. 9262
3) Ms. Saranya	Akharamahaphanit	C.P.A.(Thailand) No. 9919
4) Ms. Sawinee	Sawanont	C.P.A.(Thailand) No. 7092
5) Ms. Atchara	Sorananupap	C.P.A.(Thailand) No. 11458

and one of those shall be made auditing and giving suggestions to the financial statement of the Company for the fiscal year ended of 31st December 2026. In case those cannot perform the duty, Grant Thornton is to provide the other qualified CPA from its office to perform. Profiles of the selected auditors are enclosed as **(1.4) Document to support Agenda 7.** The audit fee for TTCL shall be fixed at Baht 6,200,000.- (Six million and two hundred thousand Baht only) which is same as the 2025 audit fee.

Grant Thornton is also appointed for being auditor of 15 out of 27 company branches and subsidiaries. The Company shall pay attention to the financial statement of non-audited by Grant Thornton to be submitted in time for consolidation.

Board of Directors' opinion: It is deemed appropriate to propose to the Meeting of shareholders to consider and approve the appointment of Grant Thornton Limited as the Company's auditors and the auditor name list are as follows;

1) Mr. Paisan	Boonsirisukapong	C.P.A.(Thailand) No. 5216
2) Ms. Kesanee	Srathongphool	C.P.A.(Thailand) No. 9262
3) Ms. Saranya	Akharamahaphanit	C.P.A.(Thailand) No. 9919
4) Ms. Sawinee	Sawanont	C.P.A.(Thailand) No. 7092
5) Ms. Atchara	Sorananupap	C.P.A.(Thailand) No. 11458

and fix the audit fee at Baht 6,200,000 (Baht six million and two hundred thousand only) for the fiscal year ended 31st December 2026 as recommended by Audit Committee and has been accepted by Board of Directors.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 8 Other Business (if any)

The Shareholders are free to ask any question and the Board will answer their questions (if any).

The Company has confirmed Monday 16th March 2026 is the Record Date on which the shareholders whose names appear on the company's share register book shall have the right to attend the 2026 Annual General Meeting of Shareholders through Electronic Devices (E-AGM)

All shareholders are cordially invited to attend 2026 Annual General Meeting of Shareholders through Electronic Devices (E-AGM) only, on Friday, 10th April 2026 at 14:00 hours. (The Company has not arranged any meeting room.)

1. For shareholders attending by themselves.

The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from Thursday, 2nd April 2026 at 08:30 hours until the meeting is adjourned. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification e-mail containing information about username and password and a link to register and attend the meeting on the meeting day (10th April 2026) from 12:00 hours until the meeting is adjourned.

Proceed with E-Request at https://sent.inventech.co.th/TTCL544864R/#/homepage	 Or Scan QR Code
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2. For shareholders attending by proxy:

For Shareholders who wish to appoint a proxy to attend and vote on their behalf in the meeting, please kindly complete and duly sign either Proxy Form A or Form B provided herewith as (2.1) Supporting Documents for Attendance or download them at <https://www.ttcl.com/th/investor-relations/downloads/shareholders-meetings>. Then, submit the meeting attendance request form and other required documents via E-Request and submit the Completed Proxy Form with the required documents to the Company in advance. For your convenience, the Company will facilitate the affixing of stamp duty to the Proxy Form submitted to the Company.

3. The company requests the shareholders consider appointing an Independent Directors to vote on his or her behalf without attending the meeting in person by complete the Proxy Form (Form B) together with the required documents in proxy granting. After that, please send all documents to the Company.

The documents must be arrived to the Company within Wednesday, 8th April 2026, 17:30 hrs. via the following channels;

- Email: adm.cs@ttcl.com or
- Fax: 02-260-8526 or
- By Post and send it back to the Company;
Company Secretary Office
TTCL Public Company Limited
159/42-44 Sermmit Tower 28th – 30th Floor, Sukhumvit 21
(Asoke Road), North Klongtoey, Wattana, Bangkok, 10110

Shareholders may appoint an Independent Director of the Company. The name lists of Independent Directors are as follows.

- | | |
|------------------------------------|---|
| 1. Pol. Lt. Sivaraks Phinicharomna | Independent Director
Chairman of Audit Committee |
| 2. Mr. Suvit Manomaiyanon | Independent Director
Audit Committee
Chairman of Risk Management Committee
Chairman of Corporate Governance Committee
Nomination and Remuneration Committee |
| 3. Mr. Eiji Hagiwara | Independent Director
Audit Committee
Chairman of Nomination and
Remuneration Committee |
| 4. Mr. Nuttachat Charuchinda | Independent Director |

In this regard, the independent directors of the Company who are proxies from the shareholders disinterested in the proposed agenda for this meeting except the independent director No. 2 who will retire by rotation and has been nominated for re-election for another term in Agenda 5. Further details of independent directors are shown in **(2.2) Supporting Documents for Attendance.**

The Company will conduct the meeting in accordance with Company's Articles of Association relating to the Shareholders' Meeting and details of attending the meeting through Electronic Device (E-AGM) as per **(2.2) (2.3) and (2.4) Document to support Attendance.**

Please also note that the 2026 Invitation to the Annual General Meeting of Shareholders including relevant information and the proxy forms are publicized on the Company's website at <https://www.ttcl.com/en/investor-relations/downloads/shareholders-meetings> from 13th March 2026 onward.

If there are any questions relating to the meeting agendas, shareholders may submit them in advance by completing the **Advance Question Form in (2.5) Supporting Documents for Attendance** and sending it via email to ir@ttcl.com , or by scanning the **QR Code to access the Advance Question Submission Form in (2.7) Supporting Documents for Attendance**. The questions must be submitted **by 8th April 2026 at 17:30 hrs.** so that the Company can prepare clarification and/or additional information for presentation at the Meeting in order to protect the best interests of the shareholders.

Yours faithfully,



(Mr. Eiji Hagiwara)
Chairman of the Board of Director