



บริษัท ฐิติกร จำกัด (มหาชน)

69 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240 โทร. 0-2310-7000
ทะเบียนเลขที่ 0107546000130
<http://www.tk.co.th>

TK.018/2569

March 18, 2026

Re: Invitation to Annual General Meeting (AGM) for the year 2026

Attn: All Shareholders

Attachment:

1. Minute of AGM for the year 2025
2. 56-1 One Report 2025
3. Clarification on the Attendance by Proxy Form at the Annual General Meeting
4. Proxy Form (An English version) can be downloaded from the Thitikorn website:
http://tkw03.thespi.com/tkweb/tk/ir/en/shareholder_meeting.html
5. Appendix for agenda 5
6. Profiles of the Independent Directors who serve as proxy for Shareholders
(Excluding Independent Directors to be retired by rotation in the year 2026)
7. Documents required for attending the meeting with supporting attendance right
8. The Company rules and regulations related to shareholders' meeting
9. Map of meeting venue
10. Request Form for the Invitation to the 2026 Annual General Meeting of Shareholders
The hard copy of the invitation will be provided on 31 March 2026. (Before the AGM 14 days in advance)

According to the Board of Directors Meeting resolution the AGM for the year 2026 was set for Wednesday, April 22, 2026, at 14.00 hrs. (Physical) at Meeting Room 5th floor SP Arcade, located at 69 Ramkhamhaeng Road, Huamark, Bangkok, to review all aspects according to the following agendas;

Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders 2025

Objective and Reason: The Annual General Shareholders' Meeting for the year 2025 was held on April 22, 2025, of which the meeting minutes were prepared within 14 days after the AGM and submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the requirements of the laws as well as posted on the Company's website.
http://tkw03.thespi.com/tkweb/tk/ir/report_meeting.html

Directors comment: The Board recommended that the meeting of shareholders certify the Minutes of the AGM 2025

Agenda 2: To acknowledge the company operating results for the year 2025

Objective and Reason: The Company summarizes operating performance for the year 2025, as shown in the 56-1 One Report 2025.

Directors comment: The Board recommended that the meeting of shareholders acknowledge the company operating results which enumerates the Company's 2025 performance and other important information.

Agenda 3: To consider and approve the financial statements for the year ended 31 December 2025

Objective and Reason: The Company's balance sheet and profit and loss statements for the year ended December 31, 2025, were reviewed and endorsed by the Company's Audit Committee and audited by the Company's auditor. The documents mentioned can be summarized as follows:

Consolidated FS	Year 2025	Year 2024
Total Assets	5,643.5 Million Baht	5,877.9 Million Baht
Total Liabilities	297.8 Million Baht	449.8 Million Baht
Total Revenues	902.9 Million Baht	1,295.7 Million Baht
Net profit	90.4 Million Baht	(15.9) Million Baht
Earning per share	0.18 Baht per Share	(0.03) Baht per Share

Detail of the above information is as shown in the Company's 56-1 One Report 2025 which is delivered to Shareholders together with an invitation to the Annual General Meeting

Directors comment: The Board recommended that the meeting of shareholders should consider and approve the audited financial statement for the year ended 31 December 2025, which have been considered by the Audit Committee and audited by the Company's auditor.

Agenda 4: To consider and approve the allocation of the net profit and dividend payment for 2025 operation results

Objective and Reason: Thitikorn has fully set aside a legal reserve and this year the company has a net profit after tax (Consolidated FS) of 90.4 Million Baht and according to the dividend policy of the company, dividend payout should not exceed 60% of company's net profit after tax (Consolidated FS). However, the right to receive the dividend is subject to shareholders' approval at the AGM.

In the year ending on 31 December 2025, the Company had a net profit of 90.4 Million Baht (Consolidated FS) and has unappropriated retained earnings on the separate financial statements for the year in the amount of 2,162.0 Million Baht.

The company's Board of Directors proposed to pay dividends with respect to the operation from 1 January 2025 to 31 December 2025 to shareholders from net profit and retained earnings at 0.20 baht per share, amounting to 100 Million Baht, or equivalent to 110.6% of net profit (Consolidated FS), which is not in accordance with the dividend payment policy.

The record date for the right to attend the 2026 TK AGM and the right to receive the dividend will be 12 March 2026 and the payment will be made on 15 May 2026. The dividend Payout Table for 2025 and 2024 are as follows:

Detail of Dividend Payment	Year 2025 (Current Year)	Year 2024
1. Net Profit (Consolidated FS)	90.4 Million Baht	(15.9) Million Baht
2. Number of Shares	500,000,000 shares	500,000,000 shares
3. Dividend per share	0.20 Baht	0.20 Baht
4. Total Payment	100.0 Million Baht	100.0 Million Baht
5. Dividend Payout Ratio	110.6%	-629.3%

However, the right to receive the dividend is subject to shareholders' approval at the AGM.

Directors comments: The Board recommended that the meeting of shareholders should consider and approve the payment of dividends from the 2025 operation results from net profit and retained earnings at the rate of 0.20 baht per share, or equivalent to 110.6% of net profits after deducting the company's income tax (Consolidated FS), which is not in accordance with the dividend payment policy, which is not exceeding 60% of the net profit after deducting the company's income tax (Consolidated FS), due to the company has a net profit of 90.4 Million Baht. However, the Company has unappropriated retained earnings of separate financial statements amount 2,162.0 Million Baht and has liquidity which is cash and cash equivalents and fixed deposits with banks of 2,497.6 Million Baht (Consolidated FS), therefore, the company has an excess of surplus liquidity to be able to pay dividend to shareholders.

The names of shareholders who are entitled to receive dividend (Record Date) will be 12 March 2026 and dividend payments will be made on 15 May 2026.

Agenda 5: To consider and approve the appointment of directors in replacement of those who must retire by rotation

Objective and Reason: According to the listed Companies Act and Article 18 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. If the number of directors is not multiple of three, the number of directors close to one-third vacate their offices which this year, 3 directors will have to retire by rotation :

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|--------------------------------|--|
| 1. Dr. Chumpol Phornprapha | Chairman |
| 2. Mr. Kiattikhun Chartprasert | Independent Director / Audit Committee |
| 3. Mr. Satitphong Phornprapha | Director |

The Company has announced on its website http://tkw03.thespi.com/tkweb/tk/ir/en/addperson_agenda.html and invited all shareholders to nominate the qualified person to be elected as TK director as well as to propose the meeting agenda on the Company. However, there was neither a proposal for a director nominee nor a meeting agenda submitted to the Company. The Nomination and Remuneration Committee has proposed to reelect 3 retiring directors who are suitable persons with qualifications for the TK Board of Directors as follows:

- | | |
|--------------------------------|--|
| 1. Dr. Chumpol Phornprapha | Chairman |
| 2. Mr. Kiattikhun Chartprasert | Independent Director / Audit Committee |
| 3. Mr. Satitphong Phornprapha | Director |
- (Profiles of the Directors are shown in Attachment 5)

Directors comment: The nominated persons on this occasion have been considered in accordance with the company process and they are qualified as regulations related and suitable for the company operation. The Board of Directors has considered that a person who will be nominated as an independent director is qualified according to the laws and regulations related to independent directors.

Approved to propose to AGM for shareholders' reappointment of 3 retired directors as proposed by the Nomination and Remuneration Committee without any voting from the re-elected directors.

Agenda 6: To consider and approve the director's remuneration for the year ended 31 December 2026

Objective and Reason: Approve of directors' remuneration for the year 2026 as proposed by the Nomination and Remuneration Committee with appropriateness and comparable to the industry benchmark as well as the business and profitable expansion of the Company, the Committee seeks approval of budget no more than 3,000,000 Baht as follows;

Directors Remuneration	Year 2026 (Current Year)	Year 2025
Proposed Budget	3,000,000 Baht	3,000,000 Baht
1. Remuneration of Directors Attendance fee (as number of attended) - Director	40,000 Baht/Director/Time	40,000 Baht/Director/Time
2. Remuneration of Sub-committees: Attendance fee to be paid per each attendance (There are 2 Sub-committees as follows: Audit Committee and Nomination and Remuneration Committee)		
- Chairman of Sub-committee	45,000 Baht/Director/Time	45,000 Baht/Director/Time
- Director of Sub-committee	40,000 Baht/Director/Time	40,000 Baht/Director/Time
3. Remuneration of Non-Executive Director meeting	10,000 Baht/Director/Time	10,000 Baht/Director/Time
4. Other benefits	-None-	-None-

Directors comment: The Board concurred with the Nomination and Remuneration Committee's recommendation that the meeting of shareholders should consider and approve the remuneration of members of the Board of Directors and members of Board committees for the year 2026

Agenda 7: To consider and approve the appointment of auditor and their remuneration for the year ended 31 December 2026

Objective and Reason: The Audit Committee has nominated 4 auditors according to their performance, independent, audit fee and proposed to the Board of Directors for approval consist of Ms. Kornthip Wanichwisedkul or Mr. Methree Ratanasrimetha or Mr. Pisit Chiwaruangroch or Ms. Muntana Supanurak from M.R. & Associates Co., Ltd. Which were the Company current auditor to be Auditor of the Company and its subsidiaries for 2026 which use the same audit firm that the Board of Directors will be able to manage the financial statements to be prepared on time and to seek approval for the 2026 audit fee (current year) of 4,120,000 Baht which is equal to the audit fee in 2025 of 4,120,000 Baht.

Directors comment: The Board concurred with the Audit Committee's recommendation that the meeting of shareholders should approve the appointment of the auditors from M.R. & Associates Co., Ltd. has nominated one of the following auditors to perform an audit and sign the audit report for Thitikorn and its subsidiaries for the year 2026:

- Ms. Kornthip Wanichwisedkul Auditor license no. 6947 or
(Signer of the Company audited financial statement, 3 years, for 2023-2025)
- Mr. Methree Ratanasrimetha Auditor license no. 3425 or
(Signer of the Company audited financial statement, 2 years, for 2021-2022)
- Mr. Pisit Chiwaruangroch Auditor license no. 2803 or
(Has not signed the Company audited financial statement)
- Ms. Muntana Supanurak Auditor license no. 4151
(Has not signed the Company audited financial statement)

The proposed auditor is not related to the company or subsidiaries/ managements/ major shareholders or related persons enable to perform an audit and express an audit opinion independently. The Board of Directors, proposed by the Audit Committee, would like to seek approval by the AGM for the 2026 audit fee (current year) of 4,120,000 Baht which is equal to the audit fee in 2025 of 4,120,000 Baht for Thitikorn and its subsidiaries are as follows:

Auditor's remuneration	Year 2026 (Current Year)		Year 2025 (Paid)	
	M.R.& Associates Co., Ltd		M.R.& Associates Co., Ltd	
	Audit fee	Non-audit service fee	Audit fee	Non-audit service fee
Thitikorn Public Company Limited	1,580,000	-None-	1,580,000	-None-
Subsidiaries	2,540,000	-None-	2,540,000	-None-
Total	4,120,000	-None-	4,120,000	-None-

Agenda 8: To consider other agendas

Directors comment: The Board of Directors has agreed to the above agendas, in case any shareholders would like to propose other issues.

The Record date for the right to attend the 2026 TK AGM and the right to receive the dividend will be on March 12, 2026, However, the right to receive the dividend is subject to shareholders' approval at AGM.

Therefore, Thitikorn would like to invite all shareholders to attend the AGM on the aforementioned date and if a shareholder needs to transfer voting rights by proxy, please complete the attached Proxy Form with signature and send it back with a certified copy of the Identification Card. If the transfer party is a legal entity, the copy of the Affidavit or Certificate of Incorporate with certified true and correct. For shareholder's convenience and speedy process on the AGM please send all required documents to the Company by April 17, 2026, or present all required documents to the Company staff prior to the AGM. The registration of the AGM will commence from 12:00 am.

In order for shareholders to make the best use of AGM and shareholders' rights please submit your questions in advance with regard to any agendas to the Company website http://tkw03.thespi.com/tkweb/tk/ir/en/contact_ir.html

Please be informed accordingly.

Sincerely yours,

(Ms. Prathama Phornprapha)
Director / Managing Director

Notes: The Company has announced a Privacy Notice, to notify the shareholders of details about the collecting, use, and disclosure of your personal data. Please see further details at <https://m.tk.co.th/tk-personal-privacy-policy/>