



## Invitation to the 2026 Annual General Meeting of Shareholders

Hybrid Meeting Format (Physical attendance and via electronic media)

Thursday 30 April 2026

Time: 1.30 p.m.

Shareholders wishing to attend in person : Ngernturbo Public Company Limited (the “Company”) will open for registration at 11.30 a.m. For convenience and efficiency in registration, please bring the meeting notice with the printed barcode on the meeting day

Shareholders wishing to attend via electronic media : Please submit the registration form for attending the meeting via electronic media (Attachment 5) along with the documents specified in the guidelines for attending the shareholders' meeting and proxy appointment (Attachment 6) to the Company by 23 April 2026.

Shareholders who are unable to attend the meeting can appoint an independent director of the Company as a proxy (Attachment 8) by using Proxy Form B (Attachment 7).

The Company will not provide souvenirs to shareholders and proxies attending the meeting.

## List of Attachments

Name		Page
Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report 2025) and Financial Statements for the Fiscal Year Ended 31 December 2025	Attachment 1	Please refer to the separate attachment
Names and Profiles of Persons Nominated to be Directors in Place of Those Retiring by Rotation	Attachment 2	Page 9
Definition of Independent Director	Attachment 3	Page 13
Profile and Work Experience of the Auditors	Attachment 4	Page 15
Registration Form for Attending the Annual General Meeting via Electronic Media (E-AGM)	Attachment 5	Page 20
Guidelines for Attending the Annual General Meeting and Appointment of Proxies	Attachment 6	Page 21
Proxy Forms (Form A. / B. / C.)	Attachment 7	Page 30
Names and Details of Independent Directors for Proxy Appointment by Shareholders	Attachment 8	Page 46
Articles of Association Relating to the Shareholders' Meeting	Attachment 9	Page 49
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Privacy Notice pursuant to the Personal Data Protection Act B.E. 2562 (2019)	Attachment 11	Page 55
Map of the Meeting Venue	Attachment 12	Page 56

April 1, 2026

**Subject** Invitation to the 2026 Annual General Meeting of Shareholders in Hybrid Meeting

**To** Shareholders of Ngernturbo Public Company Limited

**Attachment**

1. Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report 2025) and Financial Statements for the Fiscal Year Ended 31 December 2025 (For agenda 1,2,3 and 4)
2. Names and Profiles of Persons Nominated to be Directors in Place of Those Retiring by Rotation (For agenda 5)
3. Definition of Independent Directors (For agenda 5)
4. Profile and Work Experience of the Auditors (For agenda 6)
5. Registration Form for Attending the Annual General Meeting via Electronic Media (E-AGM)
6. Guidelines for Attending the Annual General Meeting and Appointment of Proxies
7. Proxy Forms (A. / B. / C.)
8. Names and Details of Independent Directors for Proxy Appointment by Shareholders
9. Articles of Association Relating to the Shareholders' Meeting
10. Question Form for the 2026 Annual General Meeting of Shareholders
11. Privacy Notice pursuant to the Personal Data Protection Act B.E. 2562 (2019)
12. Map of the Meeting Venue

The Board of Directors' Meeting of Ngernturbo Public Company Limited (the "Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on Thursday 30 April 2026, at 1.30 p.m. at the AUDITORIUM Meeting Room, 4th Floor, Ngernturbo Public Company Limited, Head Office, No. 500 Moo 3, Ban Mai Sub-district, Pak Kret District, Nonthaburi 11120, in a Hybrid Meeting format. Shareholders can attend the meeting at the venue (Physical) and via electronic media (E-AGM).

The Company had given shareholders the opportunity to propose matters to be included as meeting agendas in advance for the 2026 Annual General Meeting of Shareholders between 1 December 2025 and 31 January 2026. Since no shareholders proposed any matters, the Board of Directors has determined the following meeting agendas:



**Agenda 1 To acknowledge the Company's operating results for the 2025 fiscal year**

**Objectives and Rationale**

According to Section 113 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) (“PLCA”) and Article 46 of the Company's Articles of Association (“AOA”), it is required that the Company reports its operating results for the previous year to the Annual General Meeting of Shareholders for acknowledgment. In this regard, the Company has summarized its operating results for the year 2025, which appear in Form 56-1 One Report 2025. The said information can be downloaded via the QR Code specified in this meeting invitation, as detailed in Attachment 1.

**Board of Directors' Opinion**

It is deemed appropriate to propose Form 56-1 One Report 2025, which summarizes the Company's operating results for the year 2025, to the Annual General Meeting of Shareholders for acknowledgement.

**Resolution**

As this agenda item is for acknowledgment, there will be no voting on this agenda.

**Agenda 2 To consider and approve the Company's financial statements for the year ended 31 December 2025**

**Objectives and Rationale**

In order to comply with Sections 112 to 114 of the PLCA and Articles 52 to 54 of the AOA, the Company has prepared the financial statements for the year ended 31 December 2025, which have been audited and certified by the certified public accountant. Such financial statements appear in the Form 56-1 One Report 2025. This information can be downloaded via the QR Code specified in this meeting invitation, as detailed in Attachment 1

**Board of Directors' Opinion**

The Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the Company's financial statements for the year ended 31 December 2025, which have been audited and certified by the auditor from PricewaterhouseCoopers ABAS Ltd. The auditor expressed the opinion that the financial statements present fairly, in all material respects, in accordance with the financial reporting standards. These financial statements have been reviewed and approved by the Audit Committee and the Board of Directors, showing the financial position and operating results of the Company for the past year 2025, with the following material details:

Detail	Consolidated Financial Statements		Separate Financial Statements	
	2025	2024	2025	2024
Total Assets	12,677.24	12,816.99	12,715.15	12,985.11
Total Liabilities	8,899.94	10,205.92	9,029.65	10,450.72
Total Equity	3,777.30	2,611.07	3,685.50	2,534.39
Net Profit	503.12	141.56	487.99	288.24
Net Profit per Share (Baht/Share)	0.215	0.064	0.208	0.130

### **Resolution**

The resolution for this agenda requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, excluding abstentions and voided ballots from the calculation base. In the event of a tie vote, the Chairman of the meeting shall cast an additional vote to be the casting vote.

### **Agenda 3 To consider and approve the omission of the dividend payment and the allocation of net profit as legal reserves for the year ended 31 December 2025**

#### **Objectives and Rationale**

In order to comply with Section 116 of the PLCA and Article 56 of the AOA, which stipulate that the Company must allocate a portion of the annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any), until the reserve fund amounts to not less than 10 percent of the registered capital.

The Company has a reserve fund as of 31 December 2025, in the amount of 30,181,000 Baht, which is still less than 10 percent of the Company's registered capital. However, the Company has a net profit according to the separate financial statements for the accounting year ended 31 December 2025, amounting to 487,991,898 Baht. Therefore, it is deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the allocation of the net profit for the year 2025 in the amount of 24,500,000 Baht, which is not less than 5 percent of the net profit for the year 2025, as a legal reserve fund. This will result in the Company's total legal reserve fund amounting to 54,681,000 Baht. Furthermore, according to Section 115 of the PLCA and Article 55 of the AOA, it is prohibited to pay dividends out of funds other than profit. The payment of dividends shall be divided equally according to the number of shares, and the Company can pay dividends to shareholders if approved by the shareholders' meeting. However, the Company has considered and deems it appropriate to retain such funds for investment in various projects to enhance the continuous growth of the business and increase long-term value for shareholders.

### **Board of Directors' Opinion**

In considering the dividend payment to shareholders, the Board of Directors has taken into account several factors, including the Company's operating results, future operational plans, investment capital requirements, and other factors. In this regard, the Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the allocation of the net profit for the year 2025 as a legal reserve fund and the omission of dividend payment.

### **Resolution**

The resolution for this agenda requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, excluding abstentions and voided ballots from the calculation base. In the event of a tie vote, the Chairman of the meeting shall cast an additional vote to be the casting vote.

### **Agenda 4 To consider and approve the remuneration of the Board of Directors and Sub-Committees for 2026**

#### **Objectives and Rationale**

According to Section 90 of the PLCA and Article 36 of the AOA, the Company's directors are entitled to receive remuneration for the performance of their duties from the Company in the form of salary, monetary reward, meeting allowance, gratuity, bonus, or other types of benefits in accordance with the Articles of Association or as determined by the shareholders' meeting.

#### **Board of Directors' Opinion**

The Board of Directors has considered and agreed with the proposal of the Nomination and Remuneration Committee. It is deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the directors' remuneration for the year 2026 according to the details above. Therefore, it is deemed appropriate to determine the remuneration budget for the Company's directors and sub-committee members for the year 2026.

#### **Monetary Remuneration : Meeting Allowance**

Position	Board of Directors	Audit Committee	Executive Committee	Risk Management Committee	Nomination and Remuneration Committee	Corporate Governance and Sustainability Committee
Chairman	60,000	30,000	30,000	30,000	30,000	30,000
Director	40,000	20,000	20,000	20,000	20,000	20,000

**Remark:** Directors who are executives or employees of the Company are not entitled to receive the meeting allowance.

**Non-monetary Remuneration / Other Benefits : None**

### **Resolution**

The resolution for this agenda requires approval by a vote of not less than two-thirds (2/3) of the votes of the shareholders who attend the meeting, including abstentions and voided ballots from the calculation base.

### **Agenda 5      To consider and approve the election of directors in place of those retiring by rotation**

#### **Objectives and Rationale**

According to Section 71 of the PLCA and Article 21 of the AOA, at every Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third shall retire from office.

At this 2026 Annual General Meeting of Shareholders, there are 3 company directors who must retire from office by rotation, with details as follows

1. Ms. Tanya Sripatanasakul : Independent Director / Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee
2. Mrs. Salitip Ruangsuttipap : Director
3. Mr. Thanan Limsaiprom: Director / Executive Director

In this regard, the Company sent a notice to provide an opportunity for shareholders to nominate qualified persons to be elected as the Company's directors at the 2026 Annual General Meeting of Shareholders in advance, along with specifying the details of qualifications and nomination procedures according to the criteria set by the Company for all shareholders' acknowledgment. This was published via the website of the Stock Exchange of Thailand and the Company's website from 1 December 2025 to 31 January 2026. However, no shareholder nominated any qualified person to be elected as a director of the Company at this Annual General Meeting of Shareholders.

#### **Board of Directors' Opinion**

The Board of Directors has screened, carefully considered, and agreed with the proposal of the Nomination and Remuneration Committee. Therefore, it is deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the election of the directors who are due to retire by rotation to be re-elected as the Company's directors for another term.

### **Resolution**

The resolution for this agenda requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, excluding abstentions and voided ballots from the calculation base. In the event of a tie vote, the Chairman of the meeting shall cast an additional vote to be the casting vote.

**Agenda 6 To consider and approve the appointment of the external auditors and the audit fees for 2026**

**Objectives and Rationale**

In order to comply with Section 120 of the PLCA and Article 57 of the AOA, which stipulate that the Annual General Meeting of Shareholders shall consider the appointment of the auditor and determine the annual audit fee of the Company. The Audit Committee and the Board of Directors have considered the selection of the Company's auditor based on performance, experience, standards and efficiency in work, auditing expertise, independence of the auditor, and the auditor's remuneration. Therefore, it is proposed for approval to appoint the auditor and approve the audit fee for the year 2026 as detailed in Attachment 4 as follows:

1. Approve the appointment of the auditor by nominating the following persons as the auditor for the year 2026:
  - i. Ms. Viphasiri Vimanrat Certified Public Accountant No. 9141 and/or
  - ii. Mr. Paiboon Tunkoon Certified Public Accountant No. 4298 and/or
  - iii. Ms. Sinsiri Thangsombat Certified Public Accountant No. 7352

In this regard, the proposed auditors do not have any relationship or conflict of interest with the Company, its subsidiaries, executives, directors, major shareholders, or any persons related to the said persons. Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.

2. Approve the audit fee by determining the auditor's remuneration for the year 2026 as follows:
  - Audit fee for the Company only: not exceeding 2,610,000 Baht.

The audit firm and the auditors listed above have no relationship and/or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or any related

**Board of Directors' Opinion**

The Board of Directors has considered and agreed with the proposal of the Audit Committee. Therefore, it is deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment of the auditor from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor for the year 2026, with the names of the auditors as detailed above, and to determine the annual audit fee for the year 2026 in an amount not exceeding 2,610,000 Baht.

**Historical Remuneration Details**

Detail	2026 <u>Proposed Year</u>	2025
Annual Audit and Quarterly Review Fees	2,610,000	3,150,000
Other service	-	-

## **Resolution**

The resolution for this agenda requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, excluding abstentions and voided ballots from the calculation base. In the event of a tie vote, the Chairman of the meeting shall cast an additional vote to be the casting vote.

## **Agenda 7: To consider other matters (if any)**

### **Information for Shareholders**

1. The Company has determined the list of shareholders entitled to attend the meeting and cast their votes (Record Date) on 11 March 2026, and the Ex-Meeting (XM) date on 10 March 2026.
2. The Company has published the Invitation to the 2026 Annual General Meeting of Shareholders along with the meeting documents, which can be downloaded from the Company's website from 1 April 2026, as follows

English Version : <https://investor.turbo.co.th/en/downloads/shareholders-meetings>

3. To facilitate the shareholders in traveling to attend the Annual General Meeting of Shareholders, the Company has prepared a map of the meeting venue and directions along with this meeting invitation, as shown in Attachment 12. In order to protect the rights of the shareholders and for convenience and efficiency, shareholders are kindly requested to follow the guidelines for attending the shareholders' meeting and proxy appointment in Attachment 6 (For both physical attendance and via electronic media). Furthermore, for this shareholders' meeting, the Company has complied with the Privacy Notice in accordance with the Personal Data Protection laws, as shown in Attachment 11.
4. If shareholders are unable to attend the shareholders' meeting in person, you may appoint a proxy to attend the meeting and cast votes on your behalf by using either Proxy Form A or Form B only. For foreign shareholders who have appointed a Custodian to act as their share depository and keeper, please use Proxy Form C. The details of the Proxy Forms are shown in Attachment 7. In addition, shareholders may appoint any one of the Company's independent directors, whose names and details are shown in Attachment 8, as a proxy to attend the meeting and cast votes on your behalf by using Proxy Form B. The independent director will vote on each agenda as specified by the shareholder in the proxy form.
5. The Company will conduct the meeting in accordance with the AOA relating to the shareholders' meeting, details of which are shown in Attachment 9.
6. Shareholders can submit questions in advance regarding the agendas of the 2026 Annual General Meeting of Shareholders by sending the question form for the 2026 Annual General Meeting of Shareholders, as shown in Attachment 10 , by 23 April 2026, via the following channels:



**Email** : corpsec@turbo.co.th or

**Mail** : Company Secretary Department

Ngernturbo Public Company Limited, 500 Moo 3, Ban Mai Subdistrict,  
Pak Kret District, Nonthaburi 11120

Therefore, all shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders in a Hybrid Meeting format on the date, time, venue, and via the methods specified above.

Yours Sincerely,

(Mr. Ek Burapawong)  
Chairman of the Board