



**Notice of the 2026 Annual General Meeting of
Shareholders Via Electronic Media (E-AGM)**

Vanachai Grup Public Company Limited

Monday, 27 April 2026

At 10.00 hrs.

Process of sending advance questions for the 2026 Annual General Meeting of the Shareholders

Shareholders can submit questions and inform details of shareholder as follow;

1. Name and last name
2. Telephone number
3. E-mail
4. Questions and agendas to be enquired

Please kindly submit the questions in advance - before 22 April 2026 (date of documents received at the company), and have them sent to the below address;

1. E-mail : aruck@vanachai.com

2. Mail : Company Secretary

No. 2/1 Wongsawang Road, Kwaeng Wongsawang, Khet Bangsue, Bangkok 10800

(Tel 02 585 4900-3 ext. 702)

25 March 2026

Subject Invitation to the 2026 Annual General Meeting (Electronic meeting)

To Shareholders of Vanachai Group Public Company Limited

- Enclosure
1. The 2025 annual report in QR Code
 2. A Copy of minutes of the 2025 Annual General Meeting
 3. The profiles of directors who retire by rotation and being proposed to be re-appointed as directors for another term
 4. Articles of Association relevant to the shareholders' meeting
 5. Profiles of the directors proposed as proxy
 6. Proxy Form
 7. Documents and evidence that attendees have to identity proofing before joining the 2026 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting
 8. Manual to Attend the Annual General Meeting of Shareholders for the year 2026 and voting through Electronic means (E-AGM) by IR PLUS AGM Application

The Board of Directors of Vanachai Group Public Company Limited (“the **Company**”) resolved to hold the 2026 Annual General Meeting of Shareholders (the “**AGM**”) on Monday, 27 April 2026 at 10.00 hrs. through electronic media (E-Meeting / E-AGM) only, according to the criteria specified in relevant laws, to consider the matters in the following agenda items:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders 2025 held on 24 April 2025

Fact and Rationale

- Following the Annual General Meeting 2025 (the “**AGM**”) held on 24 April 2025, the Company has prepared the minutes of the AGM and submitted its copy to each of the Stock Exchange of Thailand (the “**SET**”) and the Ministry of Commerce as required by applicable laws as well as delivered its copy to the shareholders together with this notice (see Enclosure No. 2).

The Board of Directors' Opinion

- The Board of Directors considered the minutes were correctly recorded and it appropriate to have it proposed to the AGM to consider and certify.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.



Agenda 2 To acknowledge the Annual Report 2025 of the Board of Directors

Fact and Rationale

- The company also encloses the annual report (Enclosure No.1) which is presented to the shareholders with this meeting invitation letter.

The Board of Directors' Opinion

- The Meeting to acknowledge the Company's performance as presented in the Annual Report 2025 of the Board of Directors.

This agenda does not require the vote by shareholders since this agenda is for information only.

Agenda 3 To consider and approve the company's balance sheet and income statements for the fiscal year ended 31 December 2025

Fact and Rationale

- The company's balance sheet and income statements for this fiscal year, which ended on 31 December 2025, had been examined and endorsed by the auditor and had been reviewed by the audit committee for accuracy - referring to the enclosure No. 1 (Financial Statements Section) submitted along with this meeting invitation letter to the shareholders.

The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and approve the balance sheet and the income statements as ended on 31 December 2025 already audited by the Certified Public Accountants of the Company, reviewed by the Audit Committee and the Board of Directors.

A key summary is as follows:

<u>Items</u>	<u>Consolidated financial statements</u> (Unit : Million Baht)	<u>Separate financial statements</u> (Unit : Million Baht)
Total assets	18,439	12,302
Total liabilities	11,713	5,188
Total shareholders' equity	6,726	7,114
Total revenue	11,342	4,452
Profit (Loss) for the year*	(602)	(396)
Basic earnings (loss) per share	(0.35) Baht/share	(0.23) Baht/share

* Profit (Loss) for the year refers Profit (Loss) attributable to equity holders of the Company.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.



Agenda 4 To consider and approve the suspension of dividend payments for the year 2025

Fact and Rationale

- The company's dividend policy paying dividend not less than 40% of its net profit from the Company's consolidated financial statements of each fiscal year after all deductions from reserve funds as required by law and the Company including accumulated loss carried forward (if any). However, other dividend policy factors were put into considerations such as legal compliance, financial performance, cash flow, liquidity, terms and conditions of the agreements entered by the Company including investment plan of the company and subsidiaries, other necessity and suitability factors in the future.

The Board of Directors' Opinion

- The Meeting of Shareholders should consider no payment of dividend out of the result of operation in the year ending 31 December 2025, because the Company has a net operating loss.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 To consider and approve the election of directors replace those retiring by rotation

Fact and Rationale

- Under the Articles of Association of the Company, one-third of the directors shall in each AGM vacate the office. If their number is not a multiple of three, then the number nearest to one-third shall vacate the office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A retiring director is eligible for re-election. In AGM 2026, the following 5 directors are to retire by rotation:

<u>List of name</u>	<u>Position</u>
1. Police General Visanu Prasattongosoth	Independent Director and Audit committee
2. Mr. Praphan Anaman	Independent Director and Audit committee
3. Mr. Wanthana Jaroennawarat	Director
4. Mr. Patta Sahawat	Director
5. Mr. Surapong Dumrisilp	Director

Please note that an opportunity to nominate candidates for directorship was open to the Shareholders from 1 October 2025 to 31 December 2025. However, no nomination for directorship was made.

The Nomination and Remuneration Committee did review and agree to propose to the Board of Directors to appoint directors to replace the 5 directors whose term has retired by rotation as directors for another term.

The selection of the Company's directors, the board of directors considered qualifications in various aspects, looking at the suitability of their qualifications, experience in related business, a variety in professional expertise and previous performance as the Company's directors.



The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and re-elect the 5 directors who had been in full term be resumed as the directors as follows:

<u>List of name</u>	<u>Position</u>
1. Police General Visanu Prasattongosoth	Independent Director and Audit committee
2. Mr. Praphan Anaman	Independent Director and Audit committee
3. Mr. Wanthana Jaroennawarat	Director
4. Mr. Patta Sahawat	Director
5. Mr. Surapong Dumrisilp	Director

The persons who have been nominated for this time have passed assessment process of the Board of Directors. Those nominated persons are in qualification and appropriate for the company business.

The board has considered it is of the opinion that the person who will be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent directors.

Details of the nominated persons, information on the holding of ordinary shares in Vanachai Group Public Company Limited including information on directorship or executive position in other listed companies and other companies / business are available in the Enclosure No.3.

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of directors

Fact and Rationale

- According to the company rule article 13, the director has the rights to obtain the company compensation in reward, remuneration, pension, bonus or any other gratuities which are according to the regulations or the approval by the AGM. This practice could be well clarified in specific numbers or by procedure which could be either stated on every occasion or in perpetually until further notice. This also includes the allowance and other welfares which are subjected to the company regulations.

The Nomination and Remuneration Committee has considered the determination of the remuneration of the directors and sees fit to propose to the Board of Directors for consideration and to propose to the shareholders' meeting for approval of the remuneration of the directors.



The Board of Directors' Opinion

- The Board of Directors considered it appropriate to propose to the AGM to consider and approve the remunerations for the year 2026, not over 6,000,000 Baht. Details of directors' remuneration are as follows:

Monthly compensation per year	4,100,000 Baht
Yearly gratuity	1,900,000 Baht

The Chairman shall consider the allocation of the amount.

However, apart from the above remuneration, there are no other benefits provided to directors.

Criteria and Method of Remunerations

The determination of the remuneration of the Company's directors has been carefully considered by the Board of Directors' meeting. It is deemed appropriate to determine the remuneration of the Company's directors at the proposed rate.

Comparison of remunerations of directors since 2023 to 2025 be as follows.

(Unit : Baht)

<u>Detail</u>	<u>Year 2023</u> <u>(actual</u> <u>payment)</u>	<u>Year 2024</u> <u>(actual</u> <u>payment)</u>	<u>Year 2025</u> <u>(actual</u> <u>payment)</u>	<u>Year 2026</u> <u>(year of</u> <u>offer)</u>
Monthly compensation per year	3,006,666.67	3,530,000.00	4,080,000.00	4,100,000.00
Yearly gratuity	1,400,000.00	1,300,000.00	-	1,900,000.00
Other benefits	-	-	-	-
Total	<u>4,406,666.67</u>	<u>4,830,000.00</u>	<u>4,080,000.00</u>	<u>6,000,000.00</u>

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7 To consider and approve the appointment of the company's auditors and determine the audit fee for year 2026

Fact and Rationale

- The audit committee consider the company's auditors and agree on their compensation. Thus, the audit committee proposes the company committee to present this agenda to the shareholders' meeting in order to appoint Miss Praphasri Leelasupha, CPA. No. 4664 or Mr. Naris Saowalagsakul, CPA No. 5369 or Miss Gunyanun Punyaviwat, CPA No. 12733 or Mr. Burin Prasongsamrit, CPA No. 12879 or Miss Pimjai Kerdkumrai, CPA No. 13975 from SAM NAK-NGAN A.M.C. Company Limited ("SAM NAK-NGAN A.M.C.") to be the auditors in year 2026 . SAM NAK-NGAN A.M.C has been auditing the financial statements of the Company and subsidiary companies, has provided useful recommendations to the company and in order to approve their compensation of year 2026 in 975,000 Baht.



The Board of Directors' Opinion

- Conforming to the Public Company Act 1992 section 120 to require the Annual General Meeting of Shareholders to appoint the auditors and to identify the company audit expenses in yearly, Board of Directors agrees with the audit committee, therefore has appointed the company's auditors and identified the annual audit expenses of year 2026 and agree to propose the General Meeting of Shareholders as follow;

1. To approve the appointment of the following auditors from SAM NAK-NGAN A.M.C. Company Limited:

1. Miss Praphasri Leelasupha CPA. No. 4664 or
(She signed to certify the Company's financial statements for the year 2025, totaling 1 year.)
2. Mr. Naris Saowalagsakul CPA. No. 5369 or
(He has never signed to certify the Company's financial statements.)
3. Miss Gunyanun Punyaviwat CPA. No. 12733 or
(She has never signed to certify the Company's financial statements.)
4. Mr. Burin Prasongsamrit CPA. No. 12879 or
(He has never signed to certify the Company's financial statements.)
5. Miss Pimjai Kerkumrai CPA. No. 13975
(She has never signed to certify the Company's financial statements.)

The proposed auditors are from the same auditing company of subsidiary companies.

The proposed auditors above are independent and do not have any interest that could result in the conflict of interest with the company / subsidiary companies / executives / major shareholders or related persons.

2. To approve auditing fees in year 2026 in the amount of 975,000 Baht, the same as for 2025.

The company's auditor information in year 2025:

1. Miss Praphasri Leelasupha CPA. No. 4664 or
2. Mr. Naris Saowalagsakul CPA. No. 5369 or
3. Miss Gunyanun Punyaviwat CPA. No. 12733 or
4. Mr. Burin Prasongsamrit CPA. No. 12879 or
5. Miss Pimjai Kerkumrai CPA. No. 13975

Information of auditor fees in year 2025:

- | | |
|-------------------------|---------------------|
| 1. Annual audit fee | 510,000 Baht |
| 2. Quarterly review fee | <u>465,000</u> Baht |
| Total | <u>975,000</u> Baht |



In addition, the Meeting should acknowledge the fees for auditing of the company and its subsidiaries, the detail below this,

(Unit : Baht)

<u>Detail</u>	<u>Year 2025</u>	<u>Year 2026</u>	<u>Increase (Decrease)</u>
fees for auditing and reviewing only the Company	975,000	975,000	-
fees for auditing and reviewing of the Company's consolidated financial statements in year	400,000	400,000	-
fees for reviewing and auditing financial statements of 9 subsidiary companies	2,921,000	2,830,000	(91,000)
fees for auditing of Company in accordance with the BOI conditions	35,000	35,000	-
fees for auditing of 1 subsidiary companies in accordance with the BOI conditions	35,000	70,000	35,000
Total	4,366,000	4,310,000	(56,000)

Resolution of this agenda shall be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 Other (if any)

In this connection, the name of shareholders who are entitled to attend the 2026 AGM shall be determined as of 18 March 2026 (Record Date).

All shareholders are hereby invited to join the 2026 Annual General Meeting of Shareholders at the time and date specified above. As this meeting will be held through electronic media (E-AGM), the registration process will be done electronically. For shareholders who wish to attend the meeting, please follow the detailed procedures provided in Enclosure No 7. The company will allow shareholders to complete KYC (Know Your Customer) and register to attend the meeting from on 10-24 April 2026, through the IR PLUS AGM system.

In this regard, the Company would like to ask for the cooperation of shareholders, who wish to attend the meeting or grant a proxy other person or independent director, kindly study the explanation of documents or evidence required for attending the meeting (via electronic media), submission of documents and evidence that attendees have to identity proofing before joining the 2026 AGM through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting in Enclosure No.7.

If shareholder wish to attend the meeting by yourself or appoint a proxy and to vote through electronic means (E-AGM), please study the Manual to Attend the Annual General Meeting of Shareholders for year 2026 and Voting through Electronic Means (E-AGM) by IR PLUS AGM Application in the enclosed document in Enclosure No 8.



For convenience in attending the meeting, please register through e-registration system at least 1 day in advance before the meeting. For registration troubleshooting, please contact IR Plus Call Center at telephone number 02 023-8800 ext. 2 or ID line : @irplusagm from 10 April 2026 to 24 April 2026 on Monday to Friday at 9.00 hrs. - 17.00 hrs.

For those shareholders who wish to appoint a director of the Company as proxy, kindly note the directors proposed to be proxy below:

<u>List of name</u>	<u>Position</u>
1. Mr. Sompop Sahawat	Chairman
2. Mr. Suebtrakul Soonthornthum	Vice Chairman / Independent Director

You are kindly requested to submit the complete Proxy Form to the Company by Wednesday, 22 April 2026.

Yours sincerely



(Mr. Sompop Sahawat)

Chairman

