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No.CGC 016/2026

April 7, 2026

- Subject:** Invitation to the 2026 Annual General Meeting of Shareholders
- To:** Shareholders of Chayo Group Public Company Limited
- Enclosure**
1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders held on April 23, 2025;
  2. Annual registration statement (Form 56-1 One Report) and financial statements for the fiscal year ending December 31, 2025 in QR Code format;
  3. Capital increase report form (Form F53-4);
  4. Profiles of candidates nominated for election as directors to replace those who will retire by rotation;
  5. Provisions of the Articles of Association of the Company relating to the shareholders' meeting; and;
  6. Rules for attending the AGM 2026 through electronic media (E-MEETING), appointment of proxy and procedures for attending the meeting;
  7. Proxy Form A. (general form), Form B. (detailed form), and Form C. (for foreign shareholders appointing custodian in Thailand to be their shares depository and keeper);
  8. Name and profile of the independent directors which the Company proposes to be appointed as proxy and definition of independent director of the Company;
  9. Notice of Personal Data Protection for the Shareholders' Meeting; and
  10. QR code user procedures for downloading the documents of the shareholders' meeting.

The Board of Directors' Meeting of Chayo Group Public Company Limited (the "**Company**") No. 1/2026 held on February 26, 2026 has passed a resolution to convene the 2026 Annual General Meeting of Shareholders on Wednesday, April 29, 2026, at 10.00 hrs., through the Electronic Media (e-Meeting) with the following agendas:

**Agenda 1** **For acknowledgement**

**Objective and Rationale** This agenda provides an opportunity to the chairman to independently communicate with the shareholders on issues of major importance which the shareholders should be informed.

**Opinion of the Board of Directors** For acknowledgement

**Required Votes** This agenda is for acknowledgement and no voting is required.

**Agenda 2** **To adopt the 2025 Minutes of Annual General Meeting of Shareholders**

**Objective and Rationale** The 2025 Annual General Meeting of Shareholders was held on April 23, 2025. The minutes of the meeting was prepared by the Company and a copy of the said minutes was delivered to the Stock Exchange of Thailand (the "**SET**") within 14 days from the

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meeting date and was published on the Company's website. The details of which are set out in the copy of the 2025 Annual General Meeting of Shareholders held on April 23, 2025, [Enclosure 1](#).

**Opinion of the Board of Directors** The Board of Directors' Meeting has considered and opined that the minutes of the 2025 Annual General Meeting of Shareholders are accurate and completely reflected the resolutions passed by the said shareholders' meeting. In addition, there has been no dissent, objection, or argument from any shareholders, interested persons or relevant persons. The Board of Directors, therefore, deemed appropriate to the Annual General Meeting of Shareholders to consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders

**Required Votes** The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

### **Agenda 3 To acknowledge the Company's operating results of the year 2025**

**Objective and Rationale** Pursuant to Section 113 of the Public Limited Company Act B.E. 2535 (as amended) (the "**Public Company Act**"), the Board of Directors shall deliver the annual report along with written notice calling for an annual general meeting to the shareholders. In this regard, the Company has prepared the annual report for the year 2025 and material changes occurred during the year 2025 which contains correct and complete details as prescribed by the Public Company Act and the regulations of the Capital Market Supervisory Board. The details of which are set out in Annual registration statement (Form 56-1 One Report) and financial statements for the fiscal year ending December 31, 2025, in QR Code format, [Enclosure 2](#).

**Opinion of the Board of Directors** The Board of Directors' Meeting has considered and deemed appropriate to propose to the annual general meeting of shareholders to consider and acknowledge the Company's operating results for the year 2025.

**Required Votes** This agenda is for acknowledgement and no voting is required.

### **Agenda 4 To consider and approve the financial statements for the fiscal year ended December 31, 2025**

**Objective and Rationale** Pursuant to Section 112 of the Public Company Act, the Board of Directors shall prepare the financial statements as of the end of the fiscal year of the Company (ends on December 31 of each calendar year) to propose to the annual general meeting of shareholders for further consideration and approval. In this regard, the Company has prepared the financial statements for the fiscal year ended December 31, 2025 which have been audited by the auditor and approved by the Audit Committee and the Board of Directors. The details of which are set out in Annual registration statement (Form 56-1 One Report) and financial statements for the fiscal year ending December 31, 2025, in QR Code format, [Enclosure 2](#), which are summarized as follows:

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**Comparative financial statement information (partial) of the company**

**Unit: Million Baht**

<b>Item</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
Revenue from Operation	1,527.07	2,026.58	2,166.03
Cost of Services	277.63	342.68	248.29
Gross Profit	1,249.44	1,683.90	1,917.74
Net Profit	448.83	365.26	(437.96)
Total Assets	9,331.41	9,750.11	8,795.99
Total Liabilities	5,035.89	5,132.19	4,701.35
Total Shareholder's Equity	4,295.52	4,572.92	4,094.65

**Unit: Percent**

<b>Item</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
Gross Profit Margin	81.82%	83.09%	88.54%
Net Profit Margin	29.39%	18.02%	(20.22)%
Debt to Equity (D/E) (Times)	1.17	1.12	1.15
Return on Assets	9.97%	8.28%	-2.35%
Return on Equity	12.41%	7.00%	-16.58%
Earning per Shares (EPS) (Baht)	0.3440	0.2121	(0.4704)

**Opinion of the Audit Committee** The Audit Committee has reviewed and examined the Company's annual financial statements, which have been audited by a certified public accountant, and is of the opinion that such financial statements have been prepared in accordance with the Thai Financial Reporting Standards.

**Opinion of the Board of Directors** The Board of Directors' Meeting has considered and deemed appropriate to propose the annual general meeting of Shareholders to consider and approve the financial statements of the Company for the fiscal year ended December 31, 2025, which have been audited by the auditor and reviewed by the Audit Committee.

**Required Votes** The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 5**

**To consider and approve the allocation of net profit as legal reserve and approve the omission of dividend payment for the year 2025**

**Objective and Rationale** Pursuant to Section 116 of the Public Company Act and article 54 of the Articles of Association of the Company, the Company shall allocate not less than 5 percent of the annual net profit, less with the accumulated loss (if any) as legal reserve, until such legal reserve reaches the amount of not less than 10 percent of the registered capital of the Company.

As of December 31, 2025, The Company has net profit of THB 206,363,615 according to the Company's separate financial statement, it is deemed appropriate to propose to the annual general meeting of shareholders to consider and approve the allocation of the net profit of the year 2025 of THB 10,318,181 or equivalent to 5 percent of the annual net profit, as a legal reserve. After such allocation, the total legal reserve of the Company as of December 31, 2025, will be THB 52,908,117.

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In addition, pursuant to Section 115 of the Public Company Act and Article 53 of the Articles of Association of the Company, no dividend shall be paid out if funds other than profit and in the case where the company still sustains an accumulated loss, no dividend shall be paid. In this regard, the Company has a policy to pay dividend not less than 40 percent of net profit, according to the standalone financial statements, after corporate income tax and all legal reserves required by the laws. However, the dividend payment may be subject to change depending on investment plans, conditions and restrictions determined in loan agreements or other relevant agreements (if any), financial position, operating results and other factors in relation to the Company. In this regard, the Board of Directors may review and revise the dividend payment policy from time to time to be in line with business expansion of the Company's group in the future, needs of investment funds and working capital. However, the dividend payment shall not exceed the retained earnings according to the Company's separate financial statements and it will be complied with the relevant laws. Therefore, it is considered appropriate to propose to the general meeting of shareholders to consider approving the omission of dividend payment from the operating results for the year 2025 because the company intends to invest the money in purchasing Non-Performing Loan (NPL) for repayment of debt and investment in subsidiaries.

**Details of dividend payment compared to the previous year are as follows:**

<b>Details of dividend payment (the common stock and cash dividend payment)</b>	<b>Year 2024</b>	<b>Year 2025</b>
1. Net Profit (THB: Million)	264,849,059	206,363,615
2. Rate of dividend payment in shares and cash (THB : Stock) <ul style="list-style-type: none"><li>• Interim Dividend (first half period)</li><li>• Dividend (second half of the year)</li></ul>	0.035 0.0138889	- Omission of Dividend Payment
Total stock and cash dividend payment (THB)	Not exceed 57,175,322	-

**Opinion of the Board of Directors** The Board of Directors' Meeting has considered and deemed appropriate to propose the 2026 Annual General Meeting of Shareholders to consider and approve the allocation of net profit of the fiscal year ended 2025 as a legal reserve and the omission of dividend payment.

**Required Votes** The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 6**

**To consider and approve the extension of the allocation period for newly issued shares under a General Mandate for an additional period of one year.**

**Objective and Rationale** Since the Annual General Meeting of Shareholders for the year 2025, held on April 23, 2025, resolved to approve the capital increase under a General Mandate of up to 113,719,028 shares, with a par value of Baht 0.50 per share, totaling not exceeding Baht 56,859,514 (equivalent to 10% of the paid-up capital as of the date the Board of Directors resolved to approve the capital increase), for the purpose of offering shares to specific investors (Private Placement), which will expire at the Annual General Meeting of Shareholders for the year 2026. Details regarding the allocation of newly issued shares are set out in the Capital Increase Report Form (F53-4), as shown in Enclosure 3.

Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the extension of the allocation period for the capital increase under

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a General Mandate of up to 113,719,028 shares, with a par value of Baht 0.50 per share, totaling not exceeding Baht 56,859,514, for an additional period of 1 year. The conditions for the allocation of such newly issued ordinary shares shall remain in all respects as approved by the Annual General Meeting of Shareholders for the year 2025, held on April 23, 2025, except for any amendments made to comply with the Notification of the Capital Market Supervisory Board regarding the approval for listed companies to offer newly issued shares to specific investors (Private Placement), as amended.

In this regard, the Board of Directors or any person authorized by the Board of Directors shall have the authority to undertake any actions necessary and related to the allocation of such newly issued ordinary shares, within the scope of applicable laws. This includes, but is not limited to, determining and/or amending and/or changing various conditions and details, such as the objectives of the issuance and offering of the newly issued ordinary shares, the offering price, offering period, allocation ratio and method, share subscription payment, the selection of investors in a private placement, as well as determining or changing the offering period, subscription period, and payment period. This also includes carrying out any other actions necessary and related to the offering of such newly issued ordinary shares in all respects.

**Opinion of the Board of Directors** The Board of Directors' Meeting has considered and deemed appropriate to propose the 2026 Annual General Meeting of Shareholders to consider and approve the extension of the allocation period for the capital increase under a General Mandate of up to 113,719,028 shares, with a par value of Baht 0.50 per share, totaling not exceeding Baht 56,859,514. The Board of Directors and/or the Chief Executive Officer, or any person authorized by the Board of Directors or the Chief Executive Officer, shall be authorized to undertake any actions related to the offering of such newly issued ordinary shares for an additional period of 1 year, in accordance with the details stated above.

**Required Votes** The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and having the rights to vote, including the abstention in the calculation base.

## Agenda 7

### **To consider and approve the re-election of directors who were due to retire by rotation**

**Objective and Rationale** Pursuant to Section 71 of the Public Company Act and Article 24 of the Articles of Association of the Company prescribe that “at every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire, if the number of directors cannot be divided into one-third, the closest number of one-third (1/3) shall be applied. After conversion to public company, the directors retiring from the company in the first and second years shall be selected by drawing lots. In subsequent years, the directors who have been in the position the longest shall retire by rotation, and in case there are many directors who have been in the position for the same period, the director who will retire shall be selected by drawing lots. In this regard, any of those retired directors are entitled to be re-elected.”

The Company currently has 9 directors. In the 2026 Annual General Meeting of Shareholders, there are 3 directors who will retire by rotation as follows:

1. Mr. TheeranatTangsathapornphong Chairman of the Risk Management Committee / Chairman of the Corporate Governance and Sustainability Committee / Audit Committee Member / Nomination and Remuneration Committee Member / Independent Director
2. Ms. Rossaporn Suksomphon Audit Committee and Independent Director
3. Mr. Vitthaya Inala Director

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In compliance with the principles of good corporate governance, the Company invited the shareholders to nominate candidates to be elected as directors at the 2026 Annual General Meeting of Shareholders during the period of October 1, 2025 to December 31, 2025 as per the details disclosed on SET's website and the Company's website on September 30, 2025. Nonetheless, no shareholders nominated any candidates for election as directors at this meeting.

The Nomination and Remuneration Committee (excluding the directors who have conflict of interest) has considered and opined that those 3 directors who will retire by rotation have suitable proficiency, ability and working experience which are beneficial to the Company and are qualified under the Public Company Act, the Securities and Exchange Act B.E. 2535 (as amended) and other relevant notifications. As for Mr. Theeranat Tangsathapornphong and Ms. Rossaporn Suksomphon, who have served as independent directors for more than nine years, the Nomination and Remuneration Committee (excluding directors with a conflict of interest) has carefully and thoroughly considered the matter and is of the opinion that both individuals possess the appropriate qualifications and continue to be beneficial to the Company. The Company deems it necessary to have independent directors with diverse knowledge and expertise who can provide valuable opinions to support the development of the Company's various projects, which will be advantageous to the Company's business operations. Thus, they should be nominated to be the director for another term.

The details of the directors who are nominated to be elected as directors in the replacement of those who will retire by rotation are set out in the profiles of candidates nominated for election as directors to replace those who will retire by rotation, [Enclosure 4](#), respectively.

**Opinion of the Board of Directors** The Board of Directors (excluding the directors who have conflict of interest) has considered and opined that the directors have been carefully considered by the Nomination and Remuneration Committee. The Board of Directors deemed appropriate to propose the annual general meeting of shareholders to consider and approve the election of the following directors who will retire by rotation as a director of the Company for another term:

1. Mr. TheeranatTangsathapornphong Chairman of the Risk Management Committee / Chairman of the Corporate Governance and Sustainability Committee / Audit Committee Member / Nomination and Remuneration Committee Member / Independent Director
2. Ms. Rossaporn Suksomphon Audit Committee and Independent Director
3. Mr. Vitthaya Inala Director

**Required Votes** The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

**Remark** *To comply with the principles of good corporate governance, the Company will propose the Annual General Meeting of Shareholders to consider and approve the election of each director individually.*

## Agenda 8

### **To consider and approve the directors' and sub-committee members' remuneration for year 2026**

**Objective and Rationale** Pursuant to Section 90 of the Public Company Act and Article 34 of Articles of Association of the Company, director is entitled to receive the remuneration for performance of their duties, which are reward, attendance fee, pension, bonus, or other forms of remuneration as specified in the Articles of Association or approved by the shareholders' meeting.

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In this regard, the Nomination and Remuneration Committee has carefully considered the remuneration of the Company's directors and the sub-committee members. Appropriation is taken into account based on the Company's operating result, business size, scopes of duties and responsibilities of the directors and the sub-committee members in comparison with other companies with similar market capitalization and the same industry, including the business expansion and financial position of the Company. It is deemed appropriated to propose the annual general meeting of shareholders to consider and approve the directors' and sub-committee members' remuneration for the year 2026 as follows:

**Monetary compensation:** in form of meeting allowance and other remunerations including bonus in total of not exceeding THB 3,000,000 (equivalent to last year) per year as detailed as follows:

The directors' and sub-committee members' remuneration	Year 2025	Year 2026 (proposed year)
	Amount of remuneration (THB)	Amount of remuneration (THB)
Total Remuneration	Not exceeding 3,000,000	Not exceeding 3,000,000

**Details of meeting allowance of directors and sub-committee members are as follows:**

Board of Directors of the Company	Meeting allowance (per time/per person)
Chairman of the Board of Directors	THB 27,500
Director	THB 15,000

Sub-committee members	Meeting allowance (per time/per person)
Chairman of the sub-committee	THB 12,500
Member of the sub-committee	THB 10,000

**Remark** Director who receives a regular salary as an executive of the Company and/or the Company's subsidiary shall not be entitled to receive remuneration as director and member of the sub-committee

**Non-monetary compensation other than general employee's welfare:** None

The directors' and sub-committee members' remuneration	Year 2025	Year 2026 (proposed year)
	Amount of remuneration (THB)	Amount of remuneration (THB)
Total Remuneration	None	None

**Opinion of the Board of Directors** The Board of Directors has considered the suggestion of the Nomination and Remuneration Committee and deemed appropriate to propose the annual general meeting of shareholders to consider and approve the directors' and sub-committee members' remuneration for the year 2026 as detailed above.

**Required Votes** The resolution of this agenda item requires a vote of not less than two-thirds (2/3) of total votes of shareholders attending the meeting, including the abstention in the calculation base.

**Agenda 9**

**To consider and approve the appointment of auditors of the Company and the Company's subsidiaries and the audit fee for fiscal year ended 2026**

**Objective and Rationale** Pursuant to Section 120 of Public Company Act and Article 59 and 62 of the Articles of Association of the Company, it requires that the annual general meeting of shareholders shall appoint the auditor and determine the auditor's remuneration every year where the former auditor may be re-appointed by the annual general meeting of shareholders. In this regard, the Company shall arrange for the rotation of auditor according to the rules and regulations as determined in the Securities and Exchange laws and/or other relevant laws.

In this regard, the Audit Committee has considered and selected the auditor according to the Public Company Act and the relevant notification of the Capital Market Supervisory Board taking performance of the auditors from EY Office Limited ("EY") into account. The Audit Committee opined that the auditors from EY are independent and appropriate to be the auditor of the Company and the subsidiaries as EY has been well-performed for the past years. In addition, EY has multinational networks worldwide, which has been recognized internationally. The Audit Committee, therefore, proposed the Board of Directors to consider and approve the appointment of any of the following auditors to review and give opinions on the financial statements of the Company and in the event that the following auditors cannot perform their duties, EY may appoint other auditor from EY to perform the duties instead.

- 1) Ms. Bongkot Kriangphanamorn Certified Public Accountant No. 6777 and/or
- 2) Ms. Somjai Khunpasut Certified Public Accountant No. 4499 and/or
- 3) Ms. Saranya Phatsri Certified Public Accountant No. 6768 and/or
- 4) Ms. Wanwilai Phetsang Certified Public Accountant No. 5315

In this regard, the proposed auditors do not have neither relationship nor conflict of interest with the Company, its subsidiaries, executives, directors, major shareholders or other related persons thereof. Thus, they are independent to audit and give opinions on the financial statement of the Company.

Additionally, the Audit Committee has considered the proposed audit fee of EY for the year 2026 and opined that it is appropriate and suitable for the scope of auditing services. The Board of Directors, therefore, deemed appropriate to propose the annual general meeting of shareholders to consider and approve the determination of auditors' fee of the Company and the subsidiaries for the fiscal year ended December 31, 2026 in the amount of not exceeding THB 4,800,000, which increased by THB 1,120,000 from the previous fiscal year. The details of the audit fee are as follows:

**The details of audit fee**

<b>Fees</b>	<b>Year 2025 (actually paid)</b>	<b>Year 2026 (proposed year)</b>
Audit fee of the Company and its subsidiaries	Not exceeding 3,680,000 (total 6 companies)	Not exceeding 4,800,000 (total 6 companies)

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Non-audit fee of the Company and its subsidiaries (total 6 companies)	None	None
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**Opinion of the Board of Directors** The Board of Directors has considered the suggestion of the Audit Committee and deemed appropriate to propose the annual general meeting of shareholders to consider and approve the appointment of auditors from EY as an auditor of the Company and its subsidiaries and the determination of audit fee of the Company and the Company's subsidiaries for the year 2026 in the amount of not exceeding THB 4,800,000 as detailed above.

**Required Votes** The resolution of this agenda item requires a simple majority vote of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

**Agenda 10 Other matters (if any)**

Section 105 of the Public Company Act requires that a request for the meeting's consideration on matters other than those indicated in the invitation letter shall be made by the shareholders holding shares not less than one-third (1/3) of the total number of issued shares.

The shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders, which will be held through the Electronic Media (e-Meeting), on Wednesday, April 29, 2026, at 10:00 hrs.

In this regard, in order for registration to attend the 2026 Annual General Meeting of Shareholders via electronic media (E-Meeting) to be accurate and complete. The company would like to ask shareholders and /or proxies, please prepare documents or evidence to show the right to attend the 2026 Annual General Meeting of Shareholders and comply with the regulations for attending the 2026 Annual General Meeting of Shareholders via electronic media (E-Meeting), documents as set out in [Enclosure 6](#).

Furthermore, to reserve the rights and benefits of any shareholder who is unable to attend the meeting in person and wishes to appoint an independent director of the Company as his or her proxy to attend the meeting and cast votes on his or her behalf, such shareholder may appoint one of the independent directors of the Company whose names are set out in Name and profile of the independent directors which the Company proposes to be appointed as proxy and definition of independent director of the Company, [Enclosure 8](#) as his or her proxy by filling out the details and signing the name in any type of proxy form, by which the Company has attached Proxy Form A. (general form), Form B. (detailed form), and Form C. (for foreign shareholders appointing custodian in Thailand to be their shares depository and keeper), [Enclosure 7](#), or the shareholders may download the aforementioned proxy forms from the Company's website at [www.chayo555.com](http://www.chayo555.com) by using one of the form as specified only. In light of this, we ask your cooperation to please deliver the proxy form along with the supporting evidence to the Company, [Enclosure 7](#) to the Secretariat Division of Chayo Group Public Company Limited, at No. 44/543-544, Phahonyothin Road, Anusawari Sub-district, Bang Khen District, Bangkok 10220 **within April 27, 2026, at 17.30 hrs.** The Company deemed that only proxy forms received by post on or before **April 27, 2026**, will be eligible for attend the meeting.

In case shareholders have questions or wish to express opinions, please submit questions or opinion (if any) to the Company in advance within April 27, 2026, via the following channels:

1. The Secretariat Division of Chayo Group Public Company Limited, at No. 44/543-544, Phahonyothin Road, Anusawari Sub-district, Bang Khen District, Bangkok 10220; or
2. Email to [Info.ir@chayo555.com](mailto:Info.ir@chayo555.com).

The Company reserves the right to screen questions related to the meeting agenda as appropriate.

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The company will conduct the meeting in accordance with the company's regulations regarding the shareholders' meeting, [Enclosure 5](#). In this regard, the Company would like to recommend that shareholders study documents/evidence to show their rights to attend the 2025 Annual General Meeting of Shareholders via electronic media (E-MEETING) and guidelines for attending the 2025 Annual General Meeting of Shareholders via electronic media (E-MEETING), [Enclosure 6](#).

In this regard, the Company had set the date to determine the names of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date) on Friday, March 13, 2026.

Sincerely yours,

*-Signature-*

(Mr. Suksan Yasasin)

Director and Chief Executive Officer

### **Remarks**

The shareholders can view the invitation to the 2026 Annual General Meeting of Shareholders and enclosures on the Company's website from April 7, 2026 onwards at [www.chayo555.com](http://www.chayo555.com) under the heading "investor relation" > "shareholders meeting" and can submit questions with regards to agendas of the 2026 Annual General Meeting of Shareholders in advance to the Secretariat Division of Chayo Group Public Company Limited, No. 44/543-544, Phahonyothin Road, Anusawari Sub-district, Bang Khen District, Bangkok Metropolis, 10220 or via email at [info.ir@chayo555.com](mailto:info.ir@chayo555.com).

**For additional details, please contact:** Mr. Kitti Tungswong

Secretariat Division, Chayo Group Public Company Limited

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