

No. QTC.CS 008/2026

Date 27 February 2026

Subject: Notice of the 2026 Annual General Meeting of Shareholders

To: Shareholders

Attachments: 1. 56-1 One Report comprising a copy of the audited financial statement for 2025 ended as of 31 December 2025 (QR Code)  
2. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025  
3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation  
4. Qualifications of Independent Director of the Company  
5. Profiles of the Company's auditors for 2026  
6. Company's Articles of Association concerning shareholders meetings and voting procedures  
7. Profiles of the independent directors proposed by the Company as proxies  
8. Guidelines for attending the 2026 AGM through Electronic Media (E-AGM) and the Appointment of Proxies  
9. Personal Data Protection Notice for the Shareholder Meeting QTC Energy Public Company Limited  
10. Registration form for attending the 2026 AGM through Electronic Method (E-AGM)  
11. Proxy form  
12. Manual for attending the Annual General Meeting of Shareholders via Electronic Method (QR Code)

NOTICE is hereby given that QTC Energy Public Company Limited (the "**Company**") is holding the 2026 Annual General Meeting of Shareholders (the "**2026 AGM**") on Friday 3 April 2026 at 14.00 p.m., will be held via an electronic media only., according to procedures as stipulated by laws relating to the electronic meeting. The agendas of the Meeting will be as follows:

**1. To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025**

Facts and reasons: The Extraordinary General Meeting of Shareholders No. 1/2025 (the "EGM 1/2025") was held on 18 September 2025 and the copy was sent to the Stock Exchange of Thailand within 14 days from the date of the annual general meeting of shareholders. The Board of Directors has reviewed such minutes, which were correctly recorded in accordance with the resolutions of the EGM 1/2025 and published on the Company's website (<http://www.qtc-energy.com>) on 23 September 2025 so as to disclose such minutes to its shareholders and investors. There were no comments and objections.

Board's opinion: The Board recommends the minutes of the EGM 1/2025, as detailed in Attachment no. 2, be proposed to the 2026 AGM for an acknowledgment.

Resolution This agenda is for an acknowledgment, which does not require resolution.

**2. To acknowledge the report on the Company's operating results in respect of 2025**

Facts and reasons: The details of the Company's operating results in respect of 2025 are set out in the 2025 56-1 One Report part 1 section 4 Management Discussion and Analysis sent to the shareholders in the form of QR Code, together with the Notice of 2026 AGM (Attachment no. 1).

Board's opinion: The Board recommends such operating results, as detailed in the Attachment no.1, be proposed to 2026 AGM for further acknowledgement.

**Resolution** This agenda is for an acknowledgment which does not require resolution.

**3. To approve the audited consolidated financial statements for the fiscal year ended as 31 December 2025**

Facts and reasons: The Board has arranged to have the Company's consolidated financial statements in respect of the fiscal year ended as of 31 December 2025 and audited by the certified public accountant in order to submit such financial statements to the shareholders' meeting for further consideration and approval in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (details in Attachment no. 1).

Board's opinion: The Board recommends that Company's audited consolidated financial statements in respect of the fiscal year ended as 31 December 2025, as detailed in the 56-1 One Report part 3 Financial Reports (Attachment no.1), be proposed to 2026 AGM for further consideration and approval.

**Resolution** This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

**4. To approve the dividend payment derived from retain earnings of the Company**

Facts and reasons: The Company has the policy for the payment of annual dividends at no less than fifty percent of the net profit in separate financial statements after deduction of corporate income taxes and allocation of reserve funds in compliance with the law. However, the Company may consider dividend payments differing from the policy, depending upon operating results, financial liquidity, economic situations and necessity to use current working capital in order to manage operations and expand the Company's business.

In addition, Sections 115 and 116 of the Public Companies Limited Act B.E. 2535 and Clauses 47, 49 and 50 of the Company's Articles of Association provide that:

- 1) Shareholders' meeting must consider allocation of profit and payment of annual dividend;
- 2) The company must allocate 5 percent of the annual net profit (after deduction of (carried forward) accumulated loss (if any)) as a legal reserve until it reaches 10 percent of registered capital; and
- 3) No dividend can be paid from other type of monies except for profit and no dividend is made if the Company incurs accumulated loss.

According to the Company's operating results for the fiscal year ended 31 December 2025, the Company had the total net profit as per the separate financial statements of 35,083,194.58 baht and the retain earnings of 107,686,196.84 baht.

In this regard, the Company had set aside a reserve fund up to the 10 percent of the registered capital, the Company has no need to reserve a legal reserve in this annual general meeting of shareholders.

Board's opinion: The Board deems it appropriate to propose to the shareholders' meeting to approve the dividend payment from retain earnings of the Company in the amount of Baht 0.20 for 341,092,557 shares, totalling 68,218,511.40 Baht. (Sixty-eight Million Two Hundred Eighteen Thousand Five Hundred Eleven baht forty Satang) to shareholders. The names of shareholders who are entitled to receive dividends will be determined on 16 April 2026 (Record Date), and the dividends will be paid on 30 April 2026.

The dividend pay-out's rate is not consistent with the Company's dividend policy due to the fact that the distribution of dividend derived from retain earnings of the Company. However, the dividend pay-out's rate compared with the retained earnings equals to 63.35 percent of the Company's retained earnings.

The individual shareholders may apply for tax credit for tax on dividend, which derived from the Company's profits levied by corporate income tax at the rate of 20 percent. The tax credit will equal to one-fourth of the dividend paid to shareholders.

Table of comparison of the dividends in relation to the operating result of 2022-2024

<b>Details of dividend payment</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
1. Net profit (Loss profit) (Baht)	97,609,220	48,037,316	99,252,127
2. Retained earnings (Deficits) (Baht)	157,123,601	137,042,386	163,688,931
3. Number of the Company's issued shares	341,092,557	341,092,557	341,092,557
4. Amount of dividend per share			
• Interim Dividends (Baht/Shares)	-	-	-
Amount of the money (Baht)	-	-	-
• Annual Dividends (Baht/Shares)	0.20	0.20	0.25
Amount of the money (Baht)	68,218,511.40	68,218,511.40	85,273,139.25
5. Total amount of paid dividends (Baht)	68,218,511.40	68,218,511.40	85,273,139.25
6. Percentage of the annual profit (%)	69.89%	49.78% (Retained earnings)	85.92%

The right to receive dividends above remains uncertain unless the 2026 AGM has granted its approval.

**Resolution** This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

**5. To approve the appointment of directors replacing those retire by rotation.**

**Facts and reasons:** Under Article 18 of the Company's Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. The directors who occupy the position for the longest period must retire. Therefore, the retiring directors are as follows:

- |                             |                                                                                                                                                 |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Mr. Norachit Sinhaseni   | Vice Chairman of the Board of Directors and Chairman of the Nomination Remuneration and Corporate Governance Committee and Independent Director |
| 2. Mr. Suroj Lamsam         | Director                                                                                                                                        |
| 3. Miss Panita Kuansataporn | Director                                                                                                                                        |
| 4. Mr. Phot Wongkham        | Director                                                                                                                                        |

The process of selection of persons to serve on the Board of Directors of the Company (**Selection Process**) is as follows:

- As per the SEC's and SET's requirements, the minority shareholders are allowed to nominate the person(s) through the Company's website for consideration by the Nomination, Remuneration and Corporate Governance Committee in order to subsequently propose to the shareholders' meeting for further consideration to be appointed as the Company's director(s);

2. The Company has inquired the voluntary of its independent directors who retired by rotation to return in their position for another term;
3. The Nomination, Remuneration and Corporate Governance Committee shall have discretion to consider before proposing to the Board of Directors in order to subsequently propose to the shareholders' meeting for further appointment as director(s), taking into account the qualification required by the relevant laws, articles of association and charter of the Board of Directors.

The Company has given an opportunity to its shareholders to nominate the qualified person for further consideration as the Company's director in accordance with the Selection Process in advance for the period of 92 days, commencing from 1 September 2025 to 1 December 2025, via the Company's website. As a result, no shareholders nominated any person for election as director.

Mr. Phot Wongkham has formally expressed his intention not to resume or return to the position of Director of the Company, citing health-related reasons as the basis for his decision.

**Board's opinion:** The Board has carefully considered and screened all 3 candidates in line with the nomination process specified by the Company, and it deemed that all 3 candidates hold qualifications in accordance with applicable regulations and are suitable to the Company's operation, by having the knowledge, experiences, and competencies that shall benefit the Company's operations and its growth. Therefore, it deemed to propose to the shareholders' meeting to approve the appointment of Mr. Norachit Sinhaseni, Mr. Suroj Lamsam and Miss Panita Kuansataporn the directors retired by rotation to be re-elected for another term.

Moreover, Mr. Norachit Sinhaseni, who has been nominated to be an independent director, is qualified in accordance with the law requirements relating to independent directors. He has held the position of independent directors for 5 years (if re-elected to this position for another 3 years, the total period of being an independent director will be 8 years), profiles of 3 candidates are shown in Attachment no.3, and the qualifications of the independent directors of the Company are in accordance with the rules and regulations prescribed by the Capital Market Supervisory Board, the definition of independent directors appears as Attachment no. 4.

Details relating to the number of shares held by the nominated directors

Names of persons nominated to be the director	Number of shares held	Voting rights
1. Mr. Norachit Sinhaseni	-	-
2. Mr. Suroj Lamsam	-	-
3. Miss Panita Kuansataporn	-	-

**Resolution** This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

#### 6. **To approve the determination of director's remuneration.**

**Facts and reasons:** The Nomination, Remuneration and Corporate Governance Committee has discretion to determine directors' remuneration taking into account the operating results in the previous year, the directors' performance and their scope of responsibilities by comparing with the other companies in the same or similar industry. The Company only pays directors' remuneration in forms of meeting allowance, monthly remuneration and yearly remuneration with no other type of remunerations and benefits. Also, two directors who are executive do not receive monthly remuneration and yearly remuneration.

#### **Criteria and Procedures for Proposal of Director's Remuneration**

The directors' remuneration is provided according to the criteria and policy determined by the Board of Directors, which was initially considered by the Nomination, Remuneration and Corporate

Governance Committee. Such criteria also relate to the Company's operating results, performances and responsibilities of the directors. The Company has clearly and transparently determined its policy for directors' remuneration. The remuneration is at the appropriate level and consistent with industry, which can attract and preserve the qualified directors.

The Company pays directors' remuneration in form of meeting allowance, monthly remuneration and yearly remuneration as follows:

<b>Meeting allowance</b>	<b>2025</b>	<b>2026 (as proposed)</b>
	<b>(Baht per meeting)</b>	<b>(Baht per meeting)</b>
Chairman of the Board of Director	30,000	30,000
Director	20,000	20,000
Chairman of Audit Committee	25,000	25,000
Member of Audit Committee	20,000	20,000
Chairman of Nomination, Remuneration and Corporate Governance Committee	20,000	20,000
Member of Nomination, Remuneration and Corporate Governance Committee	15,000	15,000
Chairman of the Corporate Risk Management and Sustainable Development Committee	20,000	20,000
Member of Corporate Risk Management and Sustainable Development Committee	15,000	15,000
<b>Monthly Renueration</b>	<b>(Baht/Month)</b>	<b>(Baht/Month)</b>
Chairman of the board	30,000	30,000
Director	25,000	25,000
<b>Yearly Remuneration</b>	Actual payment not exceeding Baht 6 million	Actual payment not exceeding Baht 6 million
<b>Other remunerations</b>	None	None

Remarks: Yearly Remuneration is paid to non-executive directors and subject to the discretion of the Nomination, Remuneration and Corporate Governance Committee, however directors who are the Company's employees will receive separate bonuses and benefits as employees of the Company.

The 2025 AGM the directors' remuneration comprising of meeting allowance, monthly remuneration and yearly remuneration and the details of actual payment of such remuneration are set out in the table below.

Name-Last Name	Position	Meeting Allowance			Monthly Remuneration	Remuneration of 2025	Total
		Directors	Audit Committee	Nomination Committee			
1. Mr. Krirk-krai Jirapaet	Chairman of the Board of Director	210,000	-	-	360,000	1,333,331	1,903,331
2. Mr. Norachit Sinhaseni	Vice Chairman / Chairman of Nomination Committee	140,000	-	60,000	300,000	666,667	1,166,667
3. Mr. Natthaphon Lilawatthananon	Chairman of Audit Committee/ Director	140,000	125,000	-	300,000	666,667	1,231,667
4. Dr. Kamol Takabut	Director/Nomination Committee/ Audit Committee	140,000	100,000	45,000	300,000	666,667	1,251,667
5. Mrs. Wasara Chotithammarat	Director/ Audit Committee	140,000	100,000	-	300,000	666,667	1,206,667
6. Mr. Suroj Lamsam	Director	140,000	-	-	300,000	666,667	1,106,667
7. Mr. Monkhol Kittipoomvong	Director	140,000	-	-	300,000	666,667	1,106,667
8. Miss Panita Kuansataporn	Director	140,000	-	-	300,000	666,667	1,106,667
9. Mr. Poonphiphat Tantanasin	Director/Nomination Committee	120,000	-	45,000	-	-	165,000
10. Mr. Phot Wongkham	Director	20,000	-	-	-	-	20,000
11. Miss Sasikarn Tantanasin	Director	40,000	-	-	-	-	40,000
12. Mr. Ruangchai Kritsnakriengkrai	Director	80,000	-	-	-	-	80,000
<b>Total</b>		<b>1,450,000</b>	<b>325,000</b>	<b>150,000</b>	<b>2,460,000</b>	<b>6,000,000</b>	<b>10,385,000</b>

**Board's Opinion:** The Board of Directors has considered the opinion of the Nomination and Remuneration Committee and Corporate Governance Committee, deemed that the Board of Directors has duties and responsibilities to manage and operate its business efficiently under the principles of good corporate governance, as well as dedicate their time to attend the meeting as regular basis. Therefore, it deemed to propose to the shareholders' meeting to consider and approve the remuneration of the Board of Directors for the year 2026 at the same rate as the year 2025, which shall be paid in the form of meeting allowance, monthly remuneration, and yearly remuneration without other forms of remunerations and other benefits. Whereby directors who are employed as the employees of the Company, shall be entitled to receive bonus and benefit as the employee, separately.

**Resolution** This agenda requires approval by the votes of not less than two-thirds of the total votes of the shareholders present.

**7. To approve the appointment of auditors, and their remuneration.**

**Facts and reasons:** Section 120 of the Public Company Act B.E. 2535 requires that the annual general meeting of shareholders appoints the auditors and determine their remuneration annually.

In addition, according to the Notification of the Securities and Exchange Commission No. TorChor. 75/2561 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Companies (No. 14), which provides that the Company shall ensure that there is a rotation of auditors in case where such auditor has performed the audit duties for seven fiscal years (regardless of consecutiveness). Such rotation needs not to change the audit firm, the Company may appoint other auditors within the same auditing firm to replace the previous auditor. However, the Company shall appoint the same auditor who is relieved from the duty under the rotation upon the expiration of at least five fiscal consecutive periods.

**Audit Committee's opinion:** The Audit Committee has considered the qualification of the Company's auditors based on their independence and auditor's remuneration and deemed it appropriate to appoint the following auditors of EY Office Limited to be the auditors of the Company for the year 2026, with their remuneration of up to 1,700,000 baht per annum, excluding out-of-pocket expenses.

Names of Auditors	Certified Public Accountant No.	Number of Years of Services
1. Ms. Wilaiporn Chaowiwatkul	9309	2
2. Ms. Rosaporn Decharkom	5659	2
3. Ms. Pimjai Manitkajohnkit	4521	0
4. Ms. Naraya Srisukh	9188	0

**Table of comparison of the auditors' remuneration**

Auditors' remuneration	Financial Year 2025 (Baht) EY Office Limited	Financial Year 2026 (Baht) EY Office Limited (As proposed)
1. Auditing fee	1,650,000	1,700,000
2. Other service charges and expenses	-	-

**Board's opinion:** The Board recommends that the appointment of Ms. Wilaiporn Chaowiwatkul, Certified Public Accountant No.9309 or Ms. Rosaporn Decharkom Certified Public Accountant No. 5659 or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 or Ms. Naraya Srisukh, Certified Public Accountant No. 9188 of EY Office Limited to be the auditors of the Company for the year 2026.

In this regard, the auditors to be proposed for appointment as the Company's auditors this year have performed duty as auditors for the third year. However, if the nominated auditors are unable to perform their duties for the Company, EY Office Limited agrees to designate other qualified auditors of its firm to replace the nominated auditors in order to audit the Company's books and accounts and express opinion on the Company's financial statements and to determine their remuneration of up to 1,700,000 baht per annum, not including out-of-pocket expenses.

The above nominated auditors do not have any relationship or interest with or in the Company, subsidiaries, executives, major shareholders or those related to such persons in any way. (Details and profiles of the auditors are set out in the Attachment no. 5)

The Company's auditor and subsidiary Company's auditor is the same.

**Resolution** This agenda requires approval by majority votes from the shareholders who attend the meeting and exercise their voting rights.

## **8. Other business (if any)**

All the shareholders are invited to attend the 2026 AGM via electronic means (E-AGM) on the aforementioned date and time.

The Company fixes 26 February 2026 as the record date for determining the shareholders' names entitled to attend the 2026 Annual General Meeting. The Company has published the Notice of 2026 Annual General Meeting of Shareholders with related documents on Company's website ([www.qtc-energy.com](http://www.qtc-energy.com)).

For shareholders wishing to attend the meeting in person via electronic media or granting proxies to other persons or independent directors of the Company to attend meetings via electronic means,

please study the procedure, registration method and manual for attending the 2026 AGM via Electronic Means (E-AGM) as per the Attachment no. 8 and 12.

The Company has given opportunity to minority shareholders to exercise their rights in proposing their own agenda item(s) in order to promote the compliance with good corporate governance's guideline. In this regard, a shareholder or shareholders holding shares in aggregate of 1 percent of the total number of shares which have voting rights for the period of not less than 6 consecutive months may propose agenda item for the 2026 AGM during the period between 1 September 2025 and 1 December 2025. The relevant criteria are publicized on the Company's website and reported to the SET. However, none has proposed agenda item for 2026 AGM.

Yours sincerely,  
QTC Energy Public Company Limited



(Mr. Krirkkrai Jirapaet)  
Chairman of the Board of Directors

Note: - The Company will post the minutes of 2026 AGM on our website ([www.qtc-energy.com](http://www.qtc-energy.com)) within 14 days after the 2026 AGM.

The Office of the Company's Secretary  
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