

# SUPALAI

**Supalai Public Company Limited**

**Invitation Letter to the Annual General Meeting  
of Shareholders for the year 2026  
On Tuesday, April 21, 2026, at 2.30 p.m.**

**Convention Room, 33<sup>rd</sup> Floor, Supalai Grand Tower,  
1011, Rama III Road, Chong Nonsi Subdistrict,  
Yannawa District, Bangkok.**

Annual Registration Statement / Annual Report 2025 (Form 56-1 e-One Report)  
in a hard copy was not distributed by the Company in order to reduce environmental impacts.  
Shareholders can download the documents on the Company's website.

Refraining from distributing souvenirs at the Annual General  
Meeting of Shareholders to be in accordance with the  
guidelines campaigned by the Listed Companies Regulatory Authority.

The Company pays attention to the protection of your personal data as a shareholder,  
including in the case that you are a proxy in order to ensure that the Company  
protects and treats personal data in accordance with the Personal Data  
Protection Act B.E. 2562 (2019). The Company would like to inform you of the details of  
the processing of personal data as well as the right to personal data in accordance  
with the "Privacy Policy for Shareholders, Directors and Advisors",  
The details are shown in the QR Code.



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SPL.042/2026

March 23, 2026

Subject Invitation to attend the 2026 Annual General Meeting of Shareholders

To Shareholders of Supalai Public Company Limited

- Enclosures
1. A Notification of Meeting for Registration
  2. Annual Registration Statement / Annual Report 2025 (Form 56-1 e-One Report) and the Financial Statements of the Year 2025 in the Format of QR Code as Shown in the Letter of Invitation to the Shareholders' Meeting
  3. Biographies of Directors to be Elected
  4. Biography of the Person Nominated for Appointment as Independent Director
  5. The Article of Association Regarding the Shareholders' Meeting
  6. Statements of Registration, Provision of Identification Evidence for Meeting Attendance, Proxy Authorization Procedures, and Vote Casting at Shareholders' Meeting
  7. The Detail of Independent Directors to be the Proxy
  8. Proxy Form A, B and C set up by the Department of Business Development, Ministry of Commerce
  9. Location Map of the Company

Supalai Public Company Limited (SPALI) would like to invite all shareholders to attend the 2026 Annual General Meeting of Shareholders. The Shareholders can attend the Meeting on Tuesday, April 21, 2026, at 2.30 p.m., at Convention Room, 33<sup>rd</sup> Floor, Supalai Grand Tower, 1011, Rama III Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok, 10120, Tel. 0-2725-8888 to consider matters in accordance with the agenda, including opinions of the Board of Directors as follows;

**Agenda 1** To acknowledge the Directors' report on the Company's operating performance for the year 2025 and to consider and approve the Financial Statements for the year ended December 31, 2025.

**Objectives & Rationale:** The Company's operating performance 2025 can be found in the Annual Registration Statement / Annual Report 2025 (Form 56-1 e-One Report) attached together with this invitation as per details in Enclosure#2. The Company's financial statements for the year ended December 31, 2025, were reviewed by the Company's Audit Committee and audited by the Company's auditor. Based on the auditor's opinion, the consolidated financial statements of the Company and its subsidiaries were presented fairly in all material respects and in accordance with Thai-Financial Reporting Standards, the details of which are attached in the Annual Registration Statement / Annual Report 2025 (Form 56-1 e-One Report) as follows:

#### Summary of Consolidated Financial Statements

Unit: Million Baht

|                                       | 2025   | 2024   | Increase / (Decrease) |
|---------------------------------------|--------|--------|-----------------------|
| Total Assets                          | 99,285 | 96,231 | 3,054                 |
| Total Liabilities                     | 44,499 | 42,011 | 2,488                 |
| Total Equities                        | 54,786 | 54,220 | 566                   |
| Revenue from Sales of Real Estate     | 23,714 | 30,817 | (7,103)               |
| Total Revenues                        | 24,772 | 31,985 | (7,213)               |
| Net Profit                            | 4,015  | 6,190  | (2,175)               |
| Basic Earnings per Share (Baht/Share) | 2.09   | 3.17   | (1.08)                |

## Summary of Separate Financial Statements

Unit: Million Baht

|                                       | 2025   | 2024   | Increase / (Decrease) |
|---------------------------------------|--------|--------|-----------------------|
| Total Assets                          | 94,134 | 91,268 | 2,866                 |
| Total Liabilities                     | 43,391 | 40,723 | 2,668                 |
| Total Equities                        | 50,743 | 50,545 | 198                   |
| Revenue from Sales of Real Estate     | 20,289 | 25,822 | (5,533)               |
| Total Revenues                        | 21,511 | 27,098 | (5,587)               |
| Net Profit                            | 3,537  | 5,577  | (2,040)               |
| Basic Earnings per Share (Baht/Share) | 1.84   | 2.86   | (1.02)                |

**Opinion of the Board of Directors:** It was appropriate to propose the Meeting for approval of the Financial Statements for the year ended December 31, 2025, which was audited and certified by the external auditor, EY Company Limited as well as reviewed by the Audit Committee.

**Resolution:** This agenda shall be approved by the Meeting of shareholders by the majority votes of the shareholders attending and casting their votes at the Meeting.

**Agenda 2** To consider and approve the allocation of profit for the year 2025 for distribution of dividend to shareholders at the rate of 1.25 baht per share.

**Objectives & Rationale:** It is the policy of the Company to pay dividends to shareholders at a rate of not less than 35 percent of net profit of the separate financial statements. In case the Company has accumulated losses, not allowing the Company to pay dividends, according to the Company's Articles of Association Clause 36. Nevertheless, the Company's Board of Directors may resolve to pay the interim dividend to shareholders in case the Company has adequate profits and subsequently informs the shareholders at the next Shareholders' Meeting.

This year 2025, the Company recorded a net profit of 3,537 million baht. The Company's Board of Directors considered proposing to Shareholders' Meeting to pay dividends from the operating performance of 2025 to shareholders at the rate of 1.25 baht per share amounting to 2,361 million baht or 67% of net profit. This is consistent with the dividend policy of the Company. However, the Board of Directors No. 8/2025 held on August 13, 2025, had resolved to approve interim dividend payment 0.55 baht per share, the Company still has to pay the dividend for the second half-year operations of 2025 at the rate of 0.70 baht per share.

The dividend will be paid to shareholders whose names were shown on the record date of May 7, 2026. The dividend payment date is May 19, 2026.

### The Dividend Payment Record

| Details of Dividend Payment           | 2025 (proposed) | 2024          |
|---------------------------------------|-----------------|---------------|
| 1. Net Profit (Baht)                  | 3,536,589,230   | 5,576,749,000 |
| 2. Earning Per Share (Baht)           | 1.84            | 2.86          |
| 3. Dividend Per Share (Baht/Share)    |                 |               |
| 3.1 Interim Dividend                  | 0.55            | 0.60          |
| 3.2 Dividend for the Second-Half-Year | 0.70            | 0.85          |
| Total Dividend Payment (Baht/Share)   | 1.25            | 1.45          |
| 4. Payout Ratio (%)                   | 67              | 51            |

**Opinion of the Board of Directors:** The Meeting should approve the allocation of the profit and approve the dividend payment from the net profit for the second half-year operations of 2025 at the rate of 0.70 baht per share as proposed. The total dividend of 2025 will be 1.25 baht per share including the interim dividend for the first half-year operations of 2025 at the rate of 0.55 baht per share. The dividend will be payable on May 19, 2026, to those shareholders who are entitled to receive the dividend as listed on the Record Date on May 7, 2026.

**Resolution:** This agenda shall be approved by the Meeting of Shareholders by the majority votes of the shareholders attending and casting their votes at the Meeting.

**Agenda 3** To consider and approve to elect Directors in replacement of those who are retired by rotation.

**Objectives & Rationale:** According to Article 14 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected. In this year, the name lists of the 4 directors who retired by rotation are as follows:

- |                            |                  |                      |
|----------------------------|------------------|----------------------|
| 1. Assoc. Prof. Dr. Virach | Aphimeteetamrong | Independent Director |
| 2. Mr. Anant               | Gatepithaya      | Independent Director |
| 3. Mrs. Ajchara            | Tangmatitham     | Director             |
| 4. Mr. Krid                | Chancharoensuk   | Director             |

In the nomination process for directors, the Company made an announcement among minor shareholders to nominate some qualified candidates for the positions of the Company's directors via the Stock Exchange of Thailand (SET)'s media channel as well as on the Company's website (www.supalai.com) from September 10, 2025, to November 10, 2025. However, in selecting and nominating the candidates, the Nomination and Compensation Committee has carefully considered the qualified candidates based on their competencies, experience, good working records, leadership, vision, virtue, ethics, good attitude to the Company as well as their dedication and availability sufficiently beneficial to the Company's operation.

In addition, the appropriate qualifications are taken into account which are consistent with the composition and the structure of directors in accordance with the business strategies of the Company. The persons nominated this time were carefully and prudently scrutinized by the Nomination and Compensation Committee and the Board of Directors considered that they were qualified for the Company's business operations. It was therefore deemed appropriate to re-elect Assoc. Prof. Dr. Virach Aphimeteetamrong, Mr. Anant Gatepithaya, Mrs. Ajchara Tangmatitham, and Mr. Krid Chancharoensuk who must retire by rotation, to hold the position of director for another term. (Biographies of the 4 candidates are attached herewith in Enclosure#3)

**Biographies of the Nominees to be re-elected.**

| Details for Consideration                                                                                                                                                 | 1. Assoc. Prof. Dr. Virach Aphimeteetamrong<br>Proposed to Be Independent Director |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| % Shareholding (not exceed 1% of the total voting shares of the Company, in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 39/2559) |                                                                                    |
| - Number of Shares (as of December 31, 2025)                                                                                                                              | 2,791,632 shares                                                                   |
| - % Shareholding of total voting shares                                                                                                                                   | 0.14%                                                                              |

| Details for Consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1. Assoc. Prof. Dr. Virach Aphimeteetamrong<br>Proposed to Be Independent Director                                                                                                                                                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Benefit and interest with the Company/ subsidiaries/ associated companies, or juristic person(s) that might post conflict(s) at present or in the past 2 years are as follows:</p> <p>1. Being/ Not being a director who takes part in the management of the Company, employee, or advisor who receives a regular salary.</p> <p>2. Being or not being professional service providers (e.g., auditor, legal advisor)</p> <p>3. Have/ not having business relationship</p> | <p>1. Not being a director who takes part in the management of the Company, employee, or advisor who receives a regular salary.</p> <p>2. Not being professional service providers (e.g., auditor, legal advisor)</p> <p>3. Not having business relationship</p> |
| Length of Service                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p>33 years 6 months (as of April 21, 2026)</p> <p>Should he be re-elected as a director, his entire tenure will be 36 years 6 months</p>                                                                                                                        |
| <p>Number of Participation in 2025 / Total Meeting</p> <p>- The Board of Directors</p> <p>- The Audit Committee</p> <p>- The Nomination and Compensation Committee</p> <p>- The Independent Committee</p>                                                                                                                                                                                                                                                                    | <p>11/12 (91.67%)</p> <p>1/1 (100%)</p> <p>(Appointed as Chairman of the Audit Committee by the resolution of the Board of Directors' Meeting No. 11/2025 held on November 11, 2025)</p> <p>2/2 (100%)</p> <p>1/1 (100%)</p>                                     |

| Details for Consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2. Mr. Anant Gatepithaya<br>Proposed to be Independent Director                                                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>% Shareholding (not exceed 1% of the total voting shares of the Company, in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor 39/2559)</p> <p>- Number of Shares (as of December 31, 2025)</p> <p>- % Shareholding of total voting shares</p>                                                                                                                                                                                                                | <p>-None-</p>                                                                                                                                                                                                                                                    |
| <p>Benefit and interest with the Company/ subsidiaries/ affiliated companies/ associated companies, or juristic person(s) that might post conflict(s) at present or in the past 2 years are as follows:</p> <p>1. Being/ Not being a director who takes part in the management of the Company, employee, or advisor who receives a regular salary.</p> <p>2. Being or not being professional service providers (e.g., auditor, legal advisor)</p> <p>3. Have/ not having business relationship</p> | <p>1. Not being a director who takes part in the management of the Company, employee, or advisor who receives a regular salary.</p> <p>2. Not being professional service providers (e.g., auditor, legal advisor)</p> <p>3. Not having business relationship</p> |

| Details for Consideration                                                                                                                                              | 2. Mr. Anant Gatepithaya<br>Proposed to be Independent Director                                                                   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| Length of Service                                                                                                                                                      | 25 years 3 months (as of April 21, 2026)<br>Should he be re-elected as a director, his entire tenure will be<br>28 years 3 months |
| Number of Participation in 2025 / Total Meeting<br>- The Board of Directors<br>- The Audit Committee<br>- The Risk Management Committee<br>- The Independent Committee | 12/12 (100%)<br>12/12 (100%)<br>2/2 (100%)<br>1/1 (100%)                                                                          |

| Details for Consideration                                                                                                                              | 3. Mrs. Ajchara Tangmatitham<br>Proposed to be Director of the Board                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number of Shares and Percentage of the Company's Shareholding (as of December 31, 2025)<br>- Held personally<br>- Held by spouse and/or minor children | 122,933,850 shares 6.29% of total voting shares<br>674,359,855 shares 34.53% of total voting shares                                                                                                                                 |
| Listed Company<br>- Number of companies<br>- Type of director                                                                                          | 1<br>Director of the Board, Director of the Nomination and<br>Compensation Committee<br>of Supalai Public Company Limited                                                                                                           |
| Related Companies / Other Companies (non-listed companies)<br>- Number of companies<br>- Type of director                                              | 5<br>1. Director of Supalai Property Management Co., Ltd<br>2. Director of Supalai Northeast Co., Ltd<br>3. Director of Haadyai Nakarin Co., Ltd<br>4. Director of Phuket Estate Co., Ltd<br>5. Director of Munkong Estate Co., Ltd |
| Position in Competitors/Business related to Company's Business                                                                                         | - None -                                                                                                                                                                                                                            |
| Length of Service                                                                                                                                      | 36 years 10 months (as of April 21, 2026)<br>Should she be re-elected as a director, her entire tenure will be<br>39 years 10 months                                                                                                |
| Number of Participation in 2025 / Total Meeting<br>- The Board of Directors<br>- The Nomination and Compensation Committee                             | 12/12 (100%)<br>2/2 (100%)                                                                                                                                                                                                          |

| Details for Consideration                                                                                                                              | 4. Mr. Krid Chancharoensuk<br>Proposed to be Director of the Board                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Number of Shares and Percentage of the Company's Shareholding (as of December 31, 2025)<br>- Held personally<br>- Held by spouse and/or minor children | 9,600 shares 0.0005% of total voting shares<br>-None-                                                        |
| Listed Company<br>- Number of companies<br>- Type of director                                                                                          | 1<br>Director of the Board, Director of the Risk Management Committee of Supalai Public Company Limited      |
| Related Companies / Other Companies (non-listed companies)<br>- Number of companies<br>- Type of director                                              | - None -                                                                                                     |
| Position in Competitors/Business related to Company's Business                                                                                         | - None -                                                                                                     |
| Length of Service                                                                                                                                      | 12 years (as of April 21, 2026)<br>Should he be re-elected as a director, his entire tenure will be 15 years |
| Number of Participation in 2025 / Total Meeting<br>- The Board of Directors<br>- The Risk Management Committee                                         | 12/12 (100%)<br>2/2 (100%)                                                                                   |

Supalai Public Company Limited or the Company has defined the term of "independent Director" in accordance with the regulation of the Securities and Exchange Commission and the Stock Exchange of Thailand (SET). Assoc. Prof. Dr. Virach Aphimeteetamrong and Mr. Anant Gatepithaya have qualifications as independent directors which are subject to laws relating to the requirements of independent directors and as specified by the Company as follows:

1. Appointed by the Board of Directors or the Shareholders' Meeting of the Company to be the independent director.
2. Holding shares of no more than 0.5% of the total voting shares of the Company, its subsidiaries, associates, major shareholders, or controlling persons, including the shareholding of related parties of such independent director.
3. Not being or having been an executive director, workers, employees, advisors receiving regular salaries, or controlling persons of the Company, its subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling persons, unless he/she has been discharged from the aforementioned characteristics for at least two years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand; such prohibited characteristics shall not include the case where the independent director was a government official or an advisor of a government agency, who is a major shareholder or a controlling person of the Company.
4. Not being a person with a blood relationship or legal registration in the manner of a parent, spouse, siblings, and children, including the spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as a director or a controlling person of the Company or its subsidiaries.

5. Not having or never had a business relationship with the Company, its subsidiaries, associates, major shareholders, or controlling persons in the manner that may impede the use of its independent discretion, including not being or never been a significant shareholder or a controlling person of a person having a business relationship with the Company, its subsidiaries, associates, major shareholders, or controlling persons, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand.

The business relationship under Paragraph One shall include normal business transactions, rental or lease of real estate, transactions related to assets or services, or granting or receipt of financial assistance through receiving or providing loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the Company's net tangible assets or from 20 million Baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person.

6. Not being or never been an auditor of the Company, its subsidiaries, associates, major shareholders, or controlling persons, and not being a significant shareholder, a controlling person, or a partner of the audit office for which the auditor of the Company, its subsidiaries, associates, major shareholders, or controlling person works, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand.
7. Not being or never been a professional service provider, including a legal advisor or a financial advisor which receives service fees of exceeding 2 million Baht per year from the Company, its subsidiaries, associates, major shareholders, or controlling persons, and not being a significant shareholder, a controlling person, or a partner of the professional service provider, unless he/she has been discharged from the aforementioned characteristics for at least 2 years prior to the date of application submission to the Office of the Securities and Exchange Commission, Thailand.
8. Not being a director appointed as the representative of the Company's directors, major shareholders or any shareholders who are connected persons of the major shareholders of the Company.
9. Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiaries or not being a significant partner in partnerships or an executive director, workers, employees, advisors receiving regular salaries, or holding more than 1% of the voting shares of other companies, which operate a business of the same nature and in significant competition with the business of the Company or its subsidiaries.
10. Not possessing any other characteristics that will prevent the independent expression of opinions in respect of the operations of the Company.
11. The independent director who is qualified according to Item 1-10 may be assigned by the Board of Directors to make decision on the operations of the Company, the operations of the subsidiaries, associates, or juristic persons which may have a conflict. The decision could be made in the form of panel..

**Opinion of the Board of Directors:** The Board of Directors, excluding the director with interests, had considered the opinion of the Nomination and Compensation Committee during the period from September 10, 2025 - November 10, 2025. It appeared that no shareholder proposed names to the Board of Directors for consideration in this election. In this regard, the Board of Directors had carefully and prudently scrutinized to ensure that the persons nominated at this time are qualified in accordance with the corporate

governance guidelines of the Company and relevant laws, and suitable for the Company's business operations. In other words, they must be qualified and have background and expertise from a variety of professions, leadership, wide vision, including morale and ethics, and transparent work experiences. They can apply their extensive experience, knowledge, and expertise to make recommendations beneficial in strategy formulation and business operation of the Company in accordance with sustainable development guidelines.

In this regard, the Board of Directors has thoroughly considered and concluded that Assoc. Prof. Dr. Virach Aphimeteetamrong and Mr. Anant Gatepithaya fully possess the qualifications of an independent director as stipulated by relevant laws and the Stock Exchange of Thailand (SET). They have no relationship with or vested interest in the Company, its subsidiaries, executives, major shareholders, or related persons. They are capable of expressing their opinions independently, which is beneficial to the Company's corporate governance. Furthermore, they possess the knowledge, expertise, and experience that are valuable to the Company's business operations. Moreover, throughout their past tenure, they have consistently discharged their duties as independent directors with the utmost responsibility and efficiency.

Therefore, there was the resolution to nominate 4 retired independent directors and directors to propose to the Annual General Meeting of Shareholders, who are qualified and should be re-elected as directors of the Company for another term.

**Resolution:** This agenda shall be approved by the Meeting of Shareholders by the majority votes of the shareholders attending and casting their votes at the Meeting.

**Agenda 4** To consider and approve the election of an additional Director of the Company as an independent director.

To comply with section 70 of the Public Limited Companies, Act B.E. 2535 (1992) and Article 13 of the Company's Articles of Association which specify that the Company's directors shall be appointed by the meeting of shareholders. In this regard, according to the Board of Directors' regulations, the appointment of directors must be proposed to the shareholders' meeting for consideration, whereby the Nomination and Compensation Committee is responsible for selecting and nominating the qualified candidates to the Board of Directors.

At the Nomination and Compensation Committee Meeting, No.1/2026 held on January 29, 2026, considered the composition and the number of directors on the Board to accommodate business growth. This review also aimed to enhance independence and the checks and balances mechanism, thereby elevating the Board of Directors' operational efficiency and broadening the diversity of perspectives and skills. The Committee strictly adhered to the Company's established nomination criteria and procedures, which encompass background verification, selection, and the rigorous screening of suitably qualified candidates for directorship. Such consideration took into account the candidates' educational qualifications, knowledge, expertise, and specific experience relevant to the Company's business operations. Furthermore, the Committee thoroughly evaluated the independence of the candidates for independent directorships to ensure full compliance with the Company's criteria, applicable laws, and the regulations of SEC and the Stock Exchange of Thailand (SET).

In this regard, Emeritus Professor Dr. Sahas Bunditkul fully possesses the qualifications of an independent director in accordance with the regulations of the Stock Exchange of Thailand (SET) and Section 68 of the Public Limited Companies Act B.E. 2535 (1992). He has no relationship with or vested interest in the Company, its subsidiaries, executives, major shareholders, or related persons. Furthermore, he possesses the knowledge, capabilities, experience, and an excellent professional background. He is capable of devoting sufficient time to the Company, which is highly beneficial to the Company's corporate governance and business operations. His qualifications are also well suited to and align with the composition and structure of the Board of Directors in accordance with the Company's business strategies. (A brief biography is attached herewith in Enclosure#4)

Therefore, it is proposed that the Board of Directors resolve to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of Emeritus Professor Dr. Sahas Bunditkul as an additional independent director of the Company. Consequently, this appointment will increase the total number of the Board of Directors from 10 to 11 members

**Opinion of the Board of Directors:** The Board of Directors has thoroughly and prudently considered this matter, considering the candidate's qualifications, knowledge, expertise, and experience to accommodate the Company's business growth. The Board is of the opinion that the nominated person fully possesses the qualifications of an independent director as stipulated by the regulations of SEC and the Stock Exchange of Thailand (SET) and Section 68 of the Public Limited Companies Act B.E. 2535 (1992). The nominee has no relationship with or vested interest in the Company, its subsidiaries, executives, major shareholders, or related people. Furthermore, this nomination has been rigorously screened by the Nomination and Compensation Committee in accordance with the nomination criteria and procedures established by the Company.

Therefore, the Board of Directors has resolved to propose that the Annual General Meeting of Shareholders consider the appointment of Emeritus Professor Dr. Sahas Bunditkul as an additional independent director of the Company. He possesses the knowledge, capabilities, experience, and an excellent professional background, and is capable of devoting sufficient time to the Company, which will be highly beneficial to its corporate governance and business operations. Furthermore, his qualifications are well suited and align with the composition and structure of the Board of Directors in accordance with the Company's business strategies. This appointment will result in the Board of Directors comprising a total of 11 members, an increase from the current 10 members.

**Resolution:** This agenda shall be approved by the Meeting of Shareholders by the majority votes of the shareholders attending and casting their votes at the Meeting.

**Agenda 5** To consider and approve the remuneration and allowance of the Board of Directors, the Audit Committee and Other Subcommittees had been appointed by the Board of Directors for the year 2026.

**Objectives & Rationale:** Section 90 of the Public Limited Company Act indicated that “the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-thirds of the total number of shareholders present at the Meeting and entitled to vote” The Nomination and Compensation Committee considered and determined the remuneration for the Company’s directors by thoroughly scrutinizing the appropriateness of various aspects based on good corporate governance principles, operating results, and responsibilities of the Board of Directors, which are compared with similar business type and size, and also considering the business expansion of the Company. The details are as follows:

| Detail of allowance and remuneration        | 2026 (Proposed)                                        | 2025                                                   |
|---------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
| <b>Remuneration for Director</b>            |                                                        |                                                        |
| 1. Remuneration / month                     | Chairman and Directors<br>45,000 Baht / Person / Month | Chairman and Directors<br>45,000 Baht / Person / Month |
| 2. Special Remuneration / year              | Chairman and Directors<br>600,000 Baht / Person / Year | Chairman and Directors<br>800,000 Baht / Person / Year |
| <b>Remuneration for the Audit Committee</b> |                                                        |                                                        |
| 1. Remuneration / month                     |                                                        |                                                        |
| - Chairman                                  | 35,000 Baht / Person / Month                           | 35,000 Baht / Person / Month                           |
| - Directors                                 | 30,000 Baht / Person / Month                           | 30,000 Baht / Person / Month                           |

| Detail of allowance and remuneration                                                                                                                                                                                                                                                                                                    | 2026 (Proposed)                | 2025                           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|
| Remuneration for subcommittee: Meeting allowance will be paid only once at the Meeting. (Subcommittees comprise of the Nomination and Compensation Committee, the Corporate Governance and Sustainability Development Committee, the Risk Management Committee and the other subcommittee who are appointed by the Board of Directors.) |                                |                                |
| 1. Meeting allowance<br>(not including Executive Director)                                                                                                                                                                                                                                                                              |                                |                                |
| - Chairman                                                                                                                                                                                                                                                                                                                              | 35,000 Baht / Person / Meeting | 35,000 Baht / Person / Meeting |
| - Directors                                                                                                                                                                                                                                                                                                                             | 30,000 Baht / Person / Meeting | 30,000 Baht / Person / Meeting |
| <b>Other Benefits</b>                                                                                                                                                                                                                                                                                                                   |                                |                                |
| <b>Other Benefits and Privileges</b>                                                                                                                                                                                                                                                                                                    |                                |                                |
| 1. Directors and Officers Insurance                                                                                                                                                                                                                                                                                                     |                                |                                |
| 2. Privileges to attend training courses and seminars organized by the Thai Institute of Directors (IOD) and other relevant institutions                                                                                                                                                                                                |                                |                                |
| 3. Privileges for purchasing products and services of the Group of the Company                                                                                                                                                                                                                                                          |                                |                                |

**Opinion of the Board of Directors:** The Board of Directors reviewed and determined the remuneration for the Company's directors by thoroughly scrutinizing the appropriateness of various aspects based on good corporate governance principles, operating results, and responsibilities of the Board of Directors, which are compared with similar business type and size, and also considering the business expansion of the Company. The Board deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve a decrease in the director's special remuneration from the year 2025, while maintaining the directors' remuneration and allowance at the same rate as 2025, as proposed by the Nomination and Compensation Committee.

**Resolution:** The resolutions on this agenda shall be approved by the vote of not less than two-thirds of the total votes of the shareholders present at the Meeting.

**Agenda 6 To consider and approve the appointment of auditor and auditing fee for the year 2026.**

**Objectives & Rationale:** In section 120 of the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected." Regarding principles of rotation, the auditor (Norpor. 5/2561), the Securities and Exchange Commission, Thailand, which has been stipulated for every 7 years so as to enhance stability of the internal control as well as independence of the auditor in auditing the Company's financial statements.

For 2026 the Audit Committee considered auditing fee and elect 3 auditors from EY Office Limited to be the auditing firm. Having evaluated their independence, audit quality, professional expertise, as well as the appropriateness of the audit fee and non-audit fees, the Audit Committee is of the opinion that the proposed auditors are independent and suitable. The details are follows:

1. **Ms. Krongkaew Limkittikul CPA. License No.5874** (Has signed the Company's Financial Statements for 2016-2017, 2023-2025 or 3 years representing 3 consecutive years and a total of 5 years, which is in compliance with the Notification of the Securities and Exchange Commission No. NorPor. 5/2561)

**Experience and Competence:**

- Bachelor's degree in accounting from Thammasat University, and a Master of Business Administration from Assumption University. She is a Certified Public Accountant (Thailand), and a Thai SEC-approved auditor.

- Has experience working as an auditor with EY Office Limited for more than 30 years, has been the auditor of many large companies which covers many types of businesses both listed companies in the Stock Exchange of Thailand (SET) and foreign businesses with branches all over the world. She has great expertise in the business of manufacturing, services, construction and real estate industries. In addition, she is Certified Public Accountant of The Securities and Exchange Commission, Thailand.

or

2. **Ms. Pimjai Manitkajohnkit CPA. License No.4521** (Has not signed the Company's Financial Statement)

Experience and Competence:

- Bachelor's degree and master's degree in accounting from Thammasat University. She is a Certified Public Accountant (Thailand), and a Thai SEC-approved auditor.
- Has experience working as an auditor with EY Office Limited for more than 30 years, overseeing audits and serving large corporations, covering a wide range of industries, including listed, non-listed and multinational corporations with particular industry experience in real estate, manufacturing, and trading. Also, considerable overseeing management advisory and the Stock Exchange of Thailand (SET) listing engagement.

or

3. **Ms. Rosaporn Decharkom CPA. License No. 5659** (Has not signed the Company's Financial Statement)

Experience and Competence:

- Bachelor's degree and master's degree in accounting from Thammasat University. She is a Certified Public Accountant (Thailand) and a Thai SEC-approved auditor.
- Has experience working as an auditor with EY Office Limited for more than 30 years, in the business of real estate, manufacturing and trading, information and technology, energy and logistics businesses with experience in controlling audits of large companies including companies with businesses in foreign countries. In addition, she is Certified Public Accountant of the Securities and Exchange Commission, Thailand.

Proposed auditors must not have benefit and / or interest from the Company, affiliated company, associated company, related company or majority shareholder of the Company which enable auditors to independently audit and provide opinion on financial reports of the Company.

Regarding the auditor's compensation, the Board of Directors proposed by the Audit Committee agreed that setting annual audit fees for year 2026 proposed at shareholder's meeting as follows:

| Auditing Fee                | 2026 (Proposed)           | 2025           |
|-----------------------------|---------------------------|----------------|
| Auditing fee of the Company | 2,790,000 Baht            | 2,790,000 Baht |
| Non-audit fee*              | Charge on service usage** | 967,000 Baht   |

Note:

- The auditor of the Company and its subsidiaries (in Thailand and oversea) use the auditors, which are the same EY Group's auditor.
- \*Such non-audit fees pertain to consulting services (namely, tax advisory services, agreed-upon procedures, and special purpose audits unrelated to the preparation of the Company's financial statements). The Audit Committee has considered the nature and scope of these services and is of the opinion that they do not pose any conflict of interest, nor do they impair the independence and professional ethics of the auditors. This is in compliance with the regulations set forth by Thailand Federation of Accounting Professions Under the Royal Patronage of His Majesty the King (TFAC) and the Office of the Securities and Exchange Commission (SEC).
- \*\*Non-audit fee in 2026 (if any) shall vary according to categories and actual workload serviced by EY Office

**Opinion of the Board of Directors:** The Board of Directors agreed with the Audit Committee to elect EY Office Limited to be the auditing firm and recommends the Meeting to approve the appointment of the auditors and auditor fees as follows:

1. Ms. Krongkaew                      Limkittikul                      CPA.      License No.5874

(Has signed the Company's Financial Statements for 2016-2017, 2023-2025 or 3 years representing 3 consecutive years and a total of 5 years, which is in compliance with the Notification of the Securities and Exchange Commission No. NorPor. 5/2561) or

2. Ms. Pimjai                      Manitkajohnkit                      CPA.      License No.4521

(Has not signed the Company's Financial statements) or

3. Ms. Rosaporn                      Decharkom                      CPA.      License No.5659

(Has not signed the Company's Financial statements)

and propose auditing fee for the year 2026 is 2,790,000 baht.

**Resolution:** This agenda shall be approved by the Meeting of Shareholders by the majority votes of the shareholders attending and casting their votes at the Meeting.

**Agenda 7 Other matters (if any).**

The Company has published the letter of invitation to the Shareholders' Meeting with documents supporting the Meeting on its website, [www.supalai.com](http://www.supalai.com). All shareholders of the Company are invited to attend the 2026 Annual General Meeting of Shareholders which will be held on Tuesday, April 21, 2026, at 2.30 p.m. at Convention Room, 33<sup>rd</sup> Floor, Supalai Grand Tower, 1011, Rama III Road, Chong Nonsi, Yannawa, Bangkok, 10120. The registration starts at 12:00 p.m.-The Company has determined the Record Date which shareholders to attend the 2026 Annual General Meeting of Shareholders on March 11, 2026.

The Company would like to ask for the cooperation of shareholders and/or proxies to study the following details, Enclosure#6 Statements of Registration, Provision of Identification Evidence for Meeting Attendance, Proxy Authorization Procedures, Vote Casting at Shareholders' Meeting, Counting, and Announcement of the Vote.

In the event of any changes to the meeting format, date, time, or venue, the Company will disclose such information via the Stock Exchange of Thailand (SET)'s disclosure system and/or the Company's website (<https://investor.supalai.com/th>), as well as through other channels, to ensure shareholders are informed in advance.

**If any shareholder is inconvenient to attend the Meeting, he/she can appoint the Company's independent director who is nominated to be a proxy of the shareholder for this Annual General Meeting of Shareholders to be his/her proxy according to Enclosure#8, consisting of 1) Assoc. Prof. Dr. Virach Aphimeteetamrong 2) Assist. Prof. Aswin Bijayayodhin 3) Assoc. Prof. Dr. Somjai Phagaphasvivat and 4) Mr. Anant Gatepithaya. The details of independent directors are shown in Enclosure#7. All shareholders are required to fill in and sign the proxy form as attached and submit such proxy form to the Company Secretary within April 16, 2026.**

- e-mail: [secretary@supalai.com](mailto:secretary@supalai.com) or
- Postal Mail: Company Secretary Section, Supalai Public Company Limited

1011, Supalai Grand Tower, 31<sup>st</sup> Floor, Rama III Road, Chong Nonsi Subdistrict, Yannawa District, Bangkok, 10120

Supalai Public Company Limited facilitates all proxies by affixing the stamp duty in the proxy form for the proxies who register to attend this Shareholders' Meeting. The Company also prepares documents for Meeting in the format of electronic document via QR Code and the Company's website to shareholders.

Sincerely yours,

*Prateep Tangmatitham*

(Dr. Prateep Tangmatitham)

Chairman of the Board of Directors

# SUPALAI

Supalai Public Company Limited

Registration No. 0107535000303  
1011 Supalai Grand Tower Building, Rama III Road,  
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