



March 30, 2026

- Subject** Invitation to the 2026 Annual General Meeting of Shareholders
- To** Shareholders of NTF Intergroup (Thailand) Public Company Limited
- Attachments**
1. 2025 Annual Report (Form 56-1 One Report) in QR Code format
  2. Profiles and information of the Candidates nominated to be appointed as directors of the Company
  3. Definition and qualifications of independent directors
  4. Articles of Association of the Company relating to the shareholders' meeting
  5. Identity verification documents and registration methods for attending the shareholders' meeting via electronic media (E-AGM)
  6. Proxy Form A, Form B, and Form C
  7. List and details of independent directors nominated as proxies by shareholders
  8. Form for submitting questions in advance for the electronic meeting (E-AGM)

The Board of Directors of NTF Intergroup (Thailand) Public Company Limited (the "Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on April 28, 2026, at 1:00 p.m. The meeting will be held via electronic media (E-AGM). To ensure the meeting complies fully with legal requirements, the Company has chosen a meeting system certified by the Electronic Transactions Development Agency (ETDA), which complies with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and the Notification of the Ministry of Digital Economy and Society regarding Standards for Maintaining Security of Meetings via Electronic Means. The Record Date for identifying shareholders entitled to attend the meeting is set for March 16, 2026, to consider the following agenda items:

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

Facts and Rationale

The Company has compiled significant events and summarized its operating results for the past year, ended December 31, 2025, in the 2025 Annual Report (Form 56-1 One Report) under the heading "Financial Position and Operating Results for the year 2025." The Company has published this report on its website at <https://www.ntfintergroup.com> since March 30, 2026. Shareholders can download the report via the enclosed QR Code (**Attachment 1**).



### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders acknowledge the Company's operating results report for the year 2025, ending December 31, 2025.

### Voting

This agenda is for acknowledgment; therefore, no voting is required.

**Agenda 2 To acknowledge the change in the objectives of utilizing the capital increase from the IPO by reallocating the investment budget or expenses among the items already disclosed in the Filing, which is considered an insignificant change.**

### Facts and Rationale

Regarding the Company's offering of newly issued ordinary shares to the initial public offering ("IPO") on December 4-9, 2025, in the amount of 60,000,000 shares for 6.00 Baht per share, the Company received net proceeds (after deducting underwriting fees and other related expenses in this share offering) totaling 341.60 million Baht. The objectives and timeframe for utilizing the funds are specified in the Company's registration statement for securities offering and prospectus ("Filing").

However, the Board of Directors considered and deemed that this budget reallocation is necessary and appropriate to align with the Company's current operational situation, facilitate liquidity management, and enhance operational efficiency. The Company will reallocate the remaining budget as of December 31, 2025, totaling 70.00 million Baht, to be used as internal working capital. This change remains within the framework of objectives and timeframe for fund utilization originally disclosed in the Filing, with details as follows:

Unit: Million Baht

Objectives for Fund Utilization	Received Amount	Utilized Amount as of Dec 31, 2025	Remaining Amount as of Dec 31, 2025 (Old)	Remaining Amount as of Dec 31, 2025 (New)
Invest in manufacturing tools and equipment	120.00	2.20	117.80	47.80
Internal working capital	171.60	171.60	0.00	70.00
Partial repayment of bank loans	50.00	50.00	0.00	0.00
<b>Total</b>	<b>341.60</b>	<b>223.80</b>	<b>117.8</b>	<b>117.800</b>



### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders acknowledge the change in the objectives of utilizing the capital increase from the initial public offering (IPO) by reallocating the investment budget or expenses among items already disclosed in the Filing, as this is considered an insignificant change according to the criteria specified in the Notification of the Office of the Securities and Exchange Commission No. SorJor. 63/2561.

### Voting

This agenda is for acknowledgment; therefore, no voting is required.

### **Agenda 3 To consider and approve the annual financial statements for the year ended December 31, 2025**

#### Facts and Rationale

Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (and its amendments) (the "PLC Act") and Article 44 of the Company's Articles of Association, the Board of Directors must prepare the balance sheet and the profit and loss statement at the end of the Company's fiscal year to propose to the annual general meeting of shareholders for approval.

The financial statements for the fiscal year ended December 31, 2025, have been audited by a certified public accountant and reviewed by the Company's Audit Committee, as shown in the 2025 Annual Report (Form 56-1 One Report), presenting the Company's consolidated financial statements (**Attachment 1**), with the following summary:

Unit: Million Baht

Financial Position	Year 2025
Assets	703,301,581
Liabilities	249,778,058
Shareholders' Equity	453,523,523

Unit: Million Baht

Operating Results	Year 2025
Total Revenues	2,540,161,349
Expenses	2,310,542,993
Net Profit	229,618,356
Net Profit per Share	1.60



#### Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose the 2026 Annual General Meeting of Shareholders approve the annual financial statements for the year ended December 31, 2025, which have been audited by a certified public accountant, reviewed by the Audit Committee, and endorsed by the Board of Directors.

#### Voting

This agenda must be approved by a majority of the total votes cast by shareholders who attend the meeting.

#### **Agenda 4      To consider and approve the allocation of profit as legal reserve and the annual dividend payment for the year 2025**

##### Facts and Rationale

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to allocate at least 5% of annual net profit to a reserve fund. This allocation is calculated after deducting any accumulated losses carried forward (if any) until the reserve fund amounts to at least 10% of the registered capital. In addition, the Company has a policy to pay dividends at a rate of not less than 40 percent of the net profit from the separate financial statements after deducting taxes and legal reserves, provided there are no other necessities and the dividend payment does not significantly affect the Company's normal operations. The dividend payments will be determined by various factors, including operating results, financial position, liquidity, investment plans of the Company and its subsidiaries, and overall economic conditions.

Based on the operating results from the annual financial statements ending December 31, 2025, the Company has sufficient net profit to allocate as a legal reserve and to pay the 2025 annual dividend to shareholders in accordance with the law and the Company's Articles of Association. The details of the net profit allocation are as follows

- 1) Allocate net profit as a legal reserve in the amount of 3,878,121.43 Baht.
- 2) Pay dividends for the Company's operating results for the year 2025 at the rate of 1.60 Baht per share, totaling 230.61 million Baht, representing 102.85 percent of the net profit after deducting the legal reserve. The Company has already paid interim dividends for the operating results in 2025, with details as follows:



(1) Board of Directors Meeting No. 1 on May 31, 2025, approved an interim dividend payment of 0.13 Baht per share, totaling 17.50 million Baht.

(2) Board of Directors Meeting No. 2 on August 13, 2025, approved an interim dividend payment of 0.71 Baht per share, totaling 100.00 million Baht.

(3) Board of Directors Meeting No. 3 on September 29, 2025, approved an interim dividend payment of 0.36 Baht per share, totaling 50.00 million Baht.

(4) Board of Directors Meeting No. 4 on October 31, 2025, approved an interim dividend payment of 0.29 Baht per share, totaling 40.21 million Baht.

And the Company will pay the remaining dividend from the operating results for the period of October 1, 2025, to December 31, 2025, on Friday, May 22, 2026, at the rate of 0.1145 Baht per share, amounting to 22.90 million Baht. This dividend payment rate aligns with the established dividend payment policy. The Record Date for specifying the list of shareholders entitled to receive the dividend is set for Friday, May 8, 2026.

Summary table of interim dividend payments for the operating results in 2025

Unit: Million Baht

	Year 2023	Year 2024	Year 2025	
			Paid	Proposed
Net profit per share	0.16	0.46	1.45	0.13
Dividend rate per share	1.00	5.46	1.49	0.11
Total dividend payment value	12.00	76.51	207.71	22.90
Dividend payout ratio compared to net profit (Percentage)	53.05	119.35	102.42	85.37
Dividend	12,000,000.00	76,510,000.00	207,707,700.00	22,900,000.00
Net Profit	22,618,659.00	64,105,058.00	202,793,207.00	26,825,149.00

Board of Directors' Opinion

The Board of Directors has considered and deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders approve the allocation of net profit as a legal reserve and the dividend payment for the operating results of the year 2025.



### Voting

This agenda must be approved by a majority of the total votes cast by shareholders who attend the meeting.

### **Agenda 5 To consider and approve the appointment of directors to replace those retiring by rotation, and a new director**

#### Facts and Rationale

Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 21 of the Company's Articles of Association, one-third of the directors must retire from their positions at each annual general meeting of shareholders. If the total number of directors is not a multiple of three, the number closest to one-third will be required to retire. Directors who are retiring in the first and second years following the Company's registration will be selected by lot. In subsequent years, the director who has held office the longest shall retire, and the retiring director may be re-elected. In this Annual General Meeting, 3 directors are due to retire by rotation, whose names are as follows:

- 1) Mr. Apichet Paiboonpan Independent Director
- 2) Miss Ruethairat Thongcharoen Director
- 3) Miss Suparat Suradecha Director

Furthermore, the Company provided shareholders with the opportunity to nominate qualified individuals without prohibited characteristics for consideration as directors, in accordance with the criteria disclosed on the Company's website between January 15, 2026, and February 15, 2026. However, no shareholders submitted any nominations during this period.

The Audit Committee, acting as the Nomination and Remuneration Committee under the Company's charter (excluding directors with conflicts of interest), considered the knowledge, abilities, specific expertise, work experience, diversity, and past performance of directors, deemed that the nominated persons have passed the Company's specified screening process, possess all required qualifications in accordance with relevant regulations, and are suitable for the Company's business. Therefore, it proposed that the Board of Directors consider proposing the reappointment of 2 directors retiring by rotation for another term, and the appointment of 1 new director to replace a former director who requests to resign from the position in this Annual General Meeting, whose names are as follows:

- 1) Mr. Apichet Paiboonpan Independent Director
- 2) Miss Ruethairat Thongcharoen Director
- 3) Mr. Pranai Ruengprach Director, replacing Miss Suparat Suradecha



The proposed directors do not hold directorships in companies that have conflicts of interest or compete with the Company's business. In addition, the Board considered that the person nominated as an independent director possesses qualifications in accordance with the relevant laws concerning independent directors' requirements.

Details of the brief profiles and information of the directors, as well as the definition and qualifications of the directors retiring by rotation who are nominated for reappointment for another term, and the newly nominated director, appear in **Attachments 2 and 3**.

#### Board of Directors' Opinion

The Board of Directors has considered and concluded that the individuals proposed by the Audit Committee (acting as the Nomination and Remuneration Committee) possess suitable qualifications for the Company's business. Therefore, the Board deemed it appropriate to propose the 2026 Annual General Meeting of Shareholders to approve the appointment of Mr. Apichet Paiboonpan and Miss Ruethairat Thongcharoen to resume their positions for another term, and the appointment of Mr. Pranai Ruengprach to replace Miss Suparat Suradecha, who has expressed her intention to resign, as detailed above.

#### Voting

This agenda must be approved by a majority of the total votes cast by shareholders who attend the meeting.

### **Agenda 6 To consider and approve the determination of the Board of Directors' remuneration for the year 2026**

#### Facts and Rationale

Pursuant to Section 90 of the PLC Act and Article 26 of the Company's Articles of Association regarding Directors, directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other forms of benefits as approved by the shareholders' meeting. This remuneration may be set as a fixed amount or based on certain criteria, and it may be determined from time to time or take effect permanently until changed. Additionally, directors shall receive allowances and welfare benefits in accordance with the Company's regulations.

After surveying the remuneration of directors and sub-committees for the year 2026, the Board evaluated the proposed compensation based on established policy guidelines. This evaluation considered the responsibilities and performance of the directors and each sub-committee, business expansion, the Company's operating results, comparative data from leading listed companies and industry peers of similar size and characteristics, as well as the director remuneration survey conducted by the Thai Institute of Directors (IOD). Consequently, the Board deems it appropriate to propose the directors' remuneration for 2026 for approval as follows:



Directors' Remuneration (Meeting Allowance - Per Meeting)	Year 2026 (Proposed Year)	Year 2025
Chairman of the Board of Directors	30,000 Baht	30,000 Baht
Director	15,000 Baht	15,000 Baht
Chairman of the Audit Committee	20,000 Baht	20,000 Baht
Audit Committee Member	10,000 Baht	10,000 Baht
Chairman of the Risk and Sustainability Committee	20,000 Baht	-None-
Risk and Sustainability Committee Member	10,000 Baht	-None-
Annual Bonus	Not exceeding 2,000,000 Baht / Payment cycle every 6 months	-None-
Non-monetary remuneration or other benefits	-None-	-None-

Other benefits may also be allocated to directors and sub-committee members, both existing and those that may be established in the future, as deemed appropriate. The Board's remuneration is in line with the principles and policies set by the Board, aligned with the assigned duties and responsibilities, and linked to both the Company's overall performance and each director's individual performance.

#### Board of Directors' Opinion

The Board of Directors has considered the proposed directors' remuneration to be appropriate and consistent with the scope of their duties, responsibilities, and the Company's operating results. Therefore, the Board deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders approve the determination of the Board of Directors' remuneration for the year 2026, as detailed above.

#### Voting

This agenda item must be approved by a vote of not less than two-thirds of the total votes cast by the shareholders attending the meeting.



**Agenda 7 To consider and approve the determination of the Board of Directors' remuneration for the year 2025**

Facts and Rationale

The Audit Committee, acting to consider the nomination and remuneration as specified in the Audit Committee Charter, has determined the remuneration for directors and sub-committees for the year 2025. Which consideration was based on policy guidelines, evaluating the responsibilities and performance of the directors and each sub-committee, business expansion, the Company's operating results, and comparative data from other companies in the same industry with similar sizes and business characteristics. To ensure coverage of the missions and operations occurring throughout the 2025 fiscal year, and after a careful review of all the aforementioned factors, the Committee deems it appropriate to propose to the Board of Directors for endorsement, and subsequently to the Annual General Meeting of Shareholders, to consider and approve the remuneration for the directors and sub-committees for the year 2025 in an amount not exceeding 1,200,000 Baht (One Million Two Hundred Thousand Baht), to cover the duties and operations for the 2025 fiscal year and shall remain in effect until the shareholders resolve otherwise.

Board of Directors' Opinion

The Board of Directors considered that the proposed directors' remuneration is appropriate and consistent with the scope of duties, responsibilities, and the Company's operating results for the past year. Therefore, the Board deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders approve the determination of the Board of Directors' remuneration to cover the missions and operations for the 2025 fiscal year.

Voting

This agenda item must be approved by a vote of not less than two-thirds of the total votes cast by the shareholders attending the meeting.

**Agenda 8 To consider and approve the appointment of the auditor for the year 2026 and the determination of the audit fee**

Facts and Rationale

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535, the annual general meeting of shareholders is required to appoint an auditor and determine the audit fee of the company every year. The same auditor may be re-appointed. Furthermore, the Notification of the Capital Market Supervisory



Board No. TorJor. 75/2561 Re: Rules, Conditions, and Procedures for Disclosure of Information Relating to Financial Status and Operating Results of Issuing Companies (effective from January 1, 2019) requires a company to rotate its auditor if an auditor has performed the duty of reviewing or auditing and expressing an opinion on the company's financial statements for seven fiscal years, whether consecutive or not. The company may re-appoint such an auditor only after a lapse of at least five consecutive fiscal years. KPMG Phoomchai Audit Ltd. has been selected as the Company's auditor for the year 2026, and the auditor signing the Company's financial statements has signed consecutively for the 4th year, with the following details:

List of Auditors	Certified Public Accountant License No.	Number of years the auditor has signed the Company's financial statements in the past 7 years
Mr.Waiyawat Korsamarnchaiyakij	Registration No. 6333 and/or	3 years since 2023
Miss Sophit Prompol	Registration No. 10042 and/or	-
Miss Dussanee Yimsuwan	Registration No. 10235 and/or	-
Miss Kunnatee Kerdchana	Registration No. 12418	-

All 4 auditors have no relationships or conflicts of interest with the Company, its subsidiaries, executives, major shareholders, or any person related to any of them. Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements. Additionally, none of the certified public accountants listed above has audited the Company's accounts beyond the period specified by the relevant notification criteria. The Company has 1 subsidiary and has considered selecting the same audit firm, KPMG Phoomchai Audit Ltd., to act as the Company's auditor for the year 2026 as well.

If the certified public accountants are unable to perform their duties, KPMG shall provide another certified public accountant as a replacement. The Company has set the auditor's remuneration for the year 2026 at an amount not exceeding 2,120,000 Baht (Two Million One Hundred Twenty Thousand Baht only), with the following details:

Item	Year 2026 (Proposed Year)	Year 2025	Increase/(Decrease)
Annual financial statement audit fee	2,000,000 Baht	1,750,000 Baht	250,000 Baht
Subsidiary audit fee (1 company)	120,000 Baht	-	(120,000 Baht)
Other services (Non-audit Fee)	-	-	-
Total auditor remuneration	2,120,000 Baht	1,750,000 Baht	370,000 Baht



#### Board of Directors' Opinion

The Board of Directors, in concurrence with the Audit Committee, has considered and deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders approve the appointment of the auditor from KPMG Phoomchai Audit Ltd. to audit and express an opinion on the financial statements of the Company and its subsidiary, and to determine the auditor's remuneration for the year 2026 in an amount not exceeding 2,120,000 Baht (Two million one hundred twenty thousand Baht only), as detailed above.

#### Voting

This agenda must be approved by a majority of the total votes cast by shareholders who attend the meeting.

#### **Agenda 9 To consider other matters (if any)**

None

Furthermore, the Company has published the Invitation to the 2026 Annual General Meeting of Shareholders, along with the meeting documents, on the Company's website at <https://www.ntfintergroup.com/>. Therefore, we cordially invite the Company's shareholders to attend the 2026 Annual General Meeting of Shareholders via electronic media (E-AGM), which will be broadcast live on April 28, 2026, at 1:00 p.m.

To ensure that meeting attendance and registration procedures for the 2026 Annual General Meeting of Shareholders proceed conveniently and swiftly, the Company requests cooperation from shareholders or proxies to study the guidelines for attending the 2026 Annual General Meeting of Shareholders via electronic media (E-AGM) as shown in **Attachment 5**. The Company will conduct the meeting in accordance with its Articles of Association; details appear in **Attachment 4**.

Additionally, to protect the rights and benefits of shareholders in the event they are unable to attend the meeting in person and wish to appoint an independent director of the Company to attend and vote on their behalf, shareholders may appoint any of the Company's independent directors listed with profiles in **Attachment 7**. Please submit the proxy form as shown in **Attachment 6** along with supporting documents to the Investor Relations Department, NTF Inter Group (Thailand) Public Company Limited, No. 195 One Bangkok Tower 4, 12th Floor, Room No. 1211-1213, Wireless Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330, or submit copies of the documents to the Company via email at IR@ntfintergroup.com. However, to facilitate document verification, the Company kindly requests shareholders to submit the acceptance form for attending the 2026 Annual General Meeting of Shareholders via electronic media (E-AGM), identity verification evidence, and/or proxy forms, along with supporting documents, to the Company by April 24, 2026. If shareholders wish to submit questions in advance of the meeting date, please use the form for submitting



advance questions for the electronic meeting (E-AGM) shown in **Attachment 8**. The Company will open registration for attendance at the 2026 Annual General Meeting of Shareholders from April 13, 2026, until the meeting is completed (08:30 a.m. – 05:30 p.m.), on business days only, excluding public holidays.

Sincerely yours,

(Mr. Sumek Chantrasuriyarat)

Chairman of the Board