



**Notice of the Annual General Meeting
of Shareholders for 2026
of Muangthai Capital Public Company Limited**

on Wednesday, April 22nd, 2026 at 10.00 A.M.

via electronic means (E-AGM)

according to the Emergency Decree on Electronic Meetings
B.E. 2563 (2020) and other related laws and regulations



Personal Data Protection Policy

The Company places great importance on protecting your personal data as a shareholder, including in cases where you are acting as a proxy or authorized representative of such persons. To assure you that the Company will handle and protect your personal data appropriately and in compliance with the Personal Data Protection Act B.E. 2562 (2019), the Company hereby informs you of the details regarding the collection, use, and disclosure of personal data, as well as your rights under the law, through the Privacy Notice for Business-Related Individuals, the details of which are available via the QR Code attached herein.



MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

18 March 2026

- Subject : Notice of the Annual General Meeting of Shareholders for 2026
- To : The Shareholders
Muangthai Capital Public Company Limited
- Attachments:
1. Copy of the minutes of the Annual General Meeting of Shareholders for 2025
 2. Annual Report for 2025 (Form 56-1 One Report)
 3. Profiles of directors retiring by rotation and being re-elected as the Company's directors for another term
 4. Guidelines for attending the shareholders' meeting via electronic media and the method of proxy appointment
 5. Profile of the independent director for proxy appointment
 6. Proxy form A, B (Recommended) and C
 7. Regulations and voting criteria of shareholders' meeting as specified in the Company's Articles of Association
 8. Criteria and form for submission of questions in advance prior to the shareholders' meeting

The Muangthai Capital Public Company Limited Board of Directors set the Meeting No.1/2026 convened on 17th February 2026 and had passed a resolution to invite the shareholders to attend the Annual General Meeting of Shareholders for 2025 on Wednesday, 22nd April 2026 at 10.00 A.M. which is an electronic conference (E-AGM) according to the Royal Decree of Electronic Conference B.E.2563 (2020) Act, will be on air at Muangthai Capital Public Company Limited "Suk Samakkee Conference Room (5th floor)" at No. 332/1 Jaransanitwong Rd., Bangplad, Bangkok, to consider the following agendas:

Agenda 1 To acknowledge the minutes of Annual General Meeting of Shareholders for 2025

Objective and reason

The Company Secretary had prepared the minutes of the Annual General Meeting of Shareholders for 2025 which was convened on 22nd April 2025, and the Board of Directors has considered and approved the meeting minutes. Additionally, the Company submitted the minutes to The Stock Exchange of Thailand within 14 days after the meeting as per required by the law. The minutes were published on the Company's website at www.muangthaicap.com, for shareholders to acknowledge and verify the accuracy within the appropriate time, which did not appear to have any objections. It is, therefore, deemed appropriate to propose the shareholders' meeting to acknowledge the minutes. Details are shown in the attached document (Attachment 1).



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Board of Directors' opinion

The Board of Directors has considered that the minutes of the Annual General Meeting of Shareholders for 2025 held on 22nd April 2025, had been properly recorded and considered the matter. Therefore, the Board has deemed it appropriate to propose the shareholders' meeting to acknowledge the minutes of the Annual General Meeting of Shareholders for 2025 accordingly.

Agenda 2 To acknowledge the Company's operations of 2025

Objective and reason

The Company prepared the report on the Company's operating results for 2025. The Board of Directors considered that the report was correct and adequate. Therefore, the Board has deemed appropriate to propose the shareholders' meeting to acknowledge the Company's Operations of 2025. The operating results are disclosed in the Company's Annual Report (Form 56-1 One Report) page 193-258, which is distributed together with the meeting notice to the shareholders (as per the attachment 2).

Board of Directors' opinion

The Board has considered the matter and deemed it appropriate to propose the shareholders to acknowledge the results of the Company's operations of 2025.

Agenda 3 To consider and approve financial statement for the year ended 31st December 2025

(Voting : Using a majority vote of the shareholders who attend the meeting and have the right to vote)

Objective and reason

The Company's financial statement for the year ended 31st December 2025, had been audited by the Certified Public Accountant who expressed an unqualified opinion to the financial statement of the Company and its subsidiaries in accordance with Thai financial reporting standard (TFRSs) and it had been considered by the Audit Committee. The financial statement is disclosed in the Company's Annual Report (Form 56-1 One Report) page 193-258 and is distributed together with the meeting notice to the shareholders (as per the attachment 2).

The Company has deemed it appropriate to propose the Annual General Meeting of shareholders to consider and approve the financial statement for the year ended 31st December 2025, which presents the Company's financial position and operating results for 2025. The key details are summarized as follows:



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Summary of the Company's statements of financial position and statement of comprehensive income

unit: million Baht

Items	Consolidated Financial Statements		Separate Financial Statements	
	2025	2024	2025	2024
Total assets	192,382	170,846	192,100	171,547
Total liabilities	149,464	133,893	150,961	135,820
Total income	30,739	27,902	29,858	27,098
Net profit	6,723	5,867	6,170	5,522
Earnings per share (Baht/share)	3.17	2.77	2.91	2.60

Board of Directors' opinion

The Board has considered the matter and deemed it appropriate to propose the shareholders to approve the Company's financial statement for the year ended 31st December 2025, which had been audited by the Certified Public Accountant and considered by the Audit Committee.

Agenda 4 To consider and approve the allocation of profit and the dividend payment for the fiscal year of 2025

(Voting : Using a majority vote of the shareholders who attend the meeting and have the right to vote)

Objective and reason

According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992), the Company must allocate not less than 5 percent of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("legal reserve"), until this account reaches an amount not less than 10 percent of the registered capital and the dividend payment policy of the Company not more than 50 percent of the net profit from the Company's separate financial statements and its subsidiaries each year after deduction of corporate income tax and allocation of legal reserves.

For the fiscal year ending 31st December 2025, the Company has the net profit (separated) of 6,169,877,988 Baht. The Company considered dividend payment for the fiscal year ending 31st December, 2025 at 0.29 Baht per share from total shares of 2,120,000,000 ordinary shares, amounting to 614,800,000 Baht or 9.96 percent of net profit from separate financial statement of 2025 in accordance with the Company's dividend payment policy. The Record Date of the dividend is scheduled on 29th April 2026 and the payment date is scheduled on 15th May 2026.

The amount of dividend that approved by the Board of Directors equals to 9.96 percent of net profit of the separate financial statement of 2025. The following table shows the comparison of dividend payments in year 2025 and 2024.

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Comparison of Dividend payout for the operating results of year 2025 and 2024

Details of dividend payment	2025 (Proposing year)	2024
1. Net profit (Baht)	6,169,877,988	5,521,736,825
2. Number of shares (Shares)	2,120,000,000	2,120,000,000
3. Dividend per share (Baht / Shares)	0.29	0.25
4. Total dividend payment (Baht)	614,800,000	530,000,000
5. Dividend payout ratio (Percent)	9.96	9.60

Board of Directors' opinion

The Board has passed the resolution to propose the shareholders to approve the allocation of profit for the fiscal year ending 31st December 2025. The Company shall pay dividend at the rate of 0.29 Baht per share from total ordinary shares of 2,120,000,000 shares, amounting to 614,800,000 Baht. The Record Date for the shareholders who have the right to receive the dividend is scheduled on 29th April 2026 and the dividend payment date is scheduled on 15th May 2026.

Agenda 5 To consider and approve the appointment of the Company's directors to replace the directors who are retired by rotation

(Voting : Using a majority vote of the shareholders who attend the meeting and have the right to vote)

Objective and reason

According to Article 18 of the Company's Articles of Association which stipulates that every Annual General Meeting of shareholders, at least one-third or the closest number of the total number of the directors of the Company shall retire.

In the Annual General Meeting of shareholders for 2026, There are 2 directors retiring by rotation.

1. Mr. Parithad Petampai
Member of the Risk Management Committee
and Executive Director,
who was appointed by the Board of Directors to assume
office in place of a director who resigned and whose term
of office expires by rotation
2. Mr. Suchart Suphayak
Chairman of the Risk Management Committee /
Member of the Audit Committee /
Member of the Nomination and Remuneration Committee
and Independent Director

The Company had invited the shareholders to nominate qualified persons to be elected as directors in advance during October 2025 to December 2025 through the electronic disclosure channel of the Stock Exchange of Thailand and the Company's website. Nonetheless, there was none of director nomination or agenda proposal submitted to the Company.

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The Nomination and Remuneration Committee (not inclusive of the directors with conflict of interest) has considered the criteria and nomination guidelines for the appropriateness of the structure of the Board of Directors as well as the qualifications of each director. The second director has held the independent director for 8 years (holding the position for 5 years including the duration of the position until the end of term in this the proposal). The Committee agreed that he has fully possessed the qualifications prescribed for an independent director and a board member and have been knowledgeable, capable and experienced in related businesses of which they would be helpful to the Board in determining the strategies and the operations.

Both directors, as considered by the Board of Directors, are deemed to possess the necessary qualifications in accordance with the relevant laws and regulations relating to directors and independent directors. They are capable of providing independent opinions in compliance with good Corporate Governance principles and related criteria. Additionally, they are individuals with knowledge, expertise, and extensive experience that significantly contribute to the Company's business operations.

The Nomination and Remuneration Committee has considered and agreed that both directors who must retire by rotation have been suitable for qualifications, knowledgeable, competent and experienced in related businesses of which both would support the Company's management and operations successfully. Therefore, the Committee agreed to propose the reappointment of Mr. Parithad Petampai and Mr. Suchart Suphayak to be the Company's directors for another term. The Board of Director had considered the matter and claimed it appropriate to propose to the shareholders for approval to ensure that the persons nominated this time are qualified according to the relevant regulations and suitable for the business of the Company.

Profiles of both directors are shown in Attachment 3.

Board of Directors' opinion

The Board of Directors (not inclusive of the directors with conflict of interest) considered and deemed that the nominated persons were qualified persons passing the nomination criteria and were considered to be appropriate to the Company's businesses. Furthermore, the nominated director who is independent be able to act and perform fiduciary duty independently and to provide independent opinion in compliance with the relevant regulations. The Board has considered the matter and deemed it appropriate to propose the shareholders to approve Mr. Parithad Petampai and Mr. Suchart Suphayak to be re-elected as the Company's directors for another term.



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Agenda 6 To consider and approve the directors' remuneration for the fiscal year of 2026

(Voting : Using not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting)

Objective and reason

The Company's Nomination and Remuneration Committee has reviewed the remuneration of directors by considering the responsibilities and the performance of the Board of Directors and sub-committees in comparison with the information of the survey of director's remunerations in other companies with relative size and services provided or the same industry. Therefore, the Board has considered and approved proposing the shareholders' meeting to approve the 2026 directors and sub-committees' remuneration with the **total amount of not exceeding 15,000,000 Baht (fifteen million Baht), adjusted from the previous year's limit of not exceeding 12,000,000 Baht (twelve million baht).**

Details are as follows:

Unit : Baht

Remuneration of Directors	2026 (Proposing year)	2025
The Board of Directors	(Monthly Remuneration)	(Monthly Remuneration)
- Chairman of the Board	57,600	48,000
- Directors (6 members)	50,400	42,000
Remuneration of Sub-Committee		
1) Audit Committee	(Meeting allowance/session)	(Meeting allowance/session)
- Chairman of the Committee	39,600	33,000
- Member of the Committee (2 members)	28,800	24,000
2) Nomination and Remuneration Committee	(Meeting allowance/session)	(Meeting allowance/session)
- Chairman of the Committee	36,000	30,000
- Member of the Committee (2 members)	28,800	24,000
3) Corporate Governance and Sustainability Committee	(Meeting allowance/session)	(Meeting allowance/session)
- Chairman of the Committee	36,000	30,000
- Member of the Committee (2 members)	28,800	24,000
4) Risk Management Committee	(Meeting allowance/session)	(Meeting allowance/session)
- Chairman of the Committee	36,000	30,000
- Member of the Committee (3 members)	28,800	24,000



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Remuneration of Directors	2026 (Proposing year)	2025
5) Independent Director	(Meeting allowance/session)	(Meeting allowance/session)
- Chairman of the Committee	43,200	36,000
- Member of the Committee (3 members)	36,000	30,000
Annual Bonus		
- Chairman of the Board	940,000	940,000
- Directors (6 members)	680,000	680,000
Other Benefits	None	None

Remark: The Company does not provide any other forms of remuneration or additional benefits.

Board of Directors' opinion

The Board has considered the matter and deemed it appropriate to propose the shareholders to approve the remunerations for the Board of Directors and sub-committees for 2026.

Agenda 7 To consider and approve the appointment of the Company's auditors and determination of their remuneration for the fiscal year of 2026

(Voting : Using a majority vote of the shareholders who attend the meeting and have the right to vote)

Objective and reason

According to Section 120 of the Public Limited Companies Act B.E. 2535 (1992), it is stipulated that the Annual General Meeting of Shareholders shall appoint the auditor and determine the audit fee for the Company every year. The Audit Committee has reviewed and selected the auditor for the fiscal year 2026 and has proposed to the Board of Directors for approval to present to the Annual General Meeting of shareholders for approval the appointment of KPMG Phoomchai Audit Limited as the auditor for the Company and its subsidiaries for the fiscal year 2026 (the 7th year), using the same auditing office. The list of auditors proposed for approval by the Annual General Meeting of Shareholders is as follows:

- 1) Ms. Orawan Chuhakitpaisan Certified Public Accountant Registration No 6105 and/or (Signer of the Company and its subsidiaries audited financial statements since the third quarter of 2020)
- 2) Ms. Sureerat Thonggarunsang Certified Public Accountant Registration No 4409 and/or (Has not sign the Company and subsidiary's audited financial statements)
- 3) Mr. Chokechai Ngamwutikul Certified Public Accountant Registration No 9728 (Has not sign the Company and subsidiary's audited financial statements)

If any of the above Certified Public Accountants is unable to perform his/her assigned duties, then KPMG Phoomchai Audit Limited will arrange for another to replace thereon.



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All the Certified Public Accountants and KPMG Phoomchai Audit Limited have neither relationship nor interest or concern with the Company/its subsidiaries/the Management/major shareholders or related persons.

The above Certified Public Accountant will audit and express an opinion on the financial statements of the Company and its subsidiaries, with a remuneration of **5,360,000 Baht (Five million three hundred and sixty thousand Baht) per year, excluding other expenses**, as follows:

Checklist / Review	2025 (Proposing year)		2024 (Paid)	
	Audit fee	Non-audit service fee	Audit fee	Non-audit service fee
Separate financial statements and consolidated financial statements				
Audit fees for annual and quarterly financial statements	5,360,000	None	5,300,000	None

Audit Committee' opinion

The Audit Committee considered that KPMG Phoomchai Audit Limited is an audit firm that is internationally recognized, both domestically and internationally. It has sufficient personnel with the required knowledge and expertise, and its remuneration is deemed appropriate. Furthermore, the Certified Public Accountants and KPMG Phoomchai Audit Limited have no relationships and/or interests with the Company, its subsidiaries, the Management, major shareholders, or any individuals related to them in any way.

Board of Directors' opinion

The Board of Directors, consideration and with the approval of the Audit Committee, has deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2026.

Agenda 8 To consider and approve the issuance and offering of debentures

(Voting : not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote)

Objective and reason

To support the business expansion and enhance the company's liquidity, the Board of Directors are of the opinion that financing through the issuance of debentures is flexible source of funding which can be determined in accordance with the Company's needs of fund. The Board, therefore, proposed that shareholder should consider and approve the issuance and offering the debentures for an addition of 50,000 million baht (fifty billion Baht). The debentures that have been approved for the previous year of 150,000 million Baht (one hundred and fifty billion baht), totaling not exceeding 200,000 million baht (two hundred billion Baht). The details are as below:

Type of debentures The debentures with and/or without a name registered, secured or unsecured debentures, with or without debentures holders' representative,



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	subordinated debenture and/or unsubordinated debenture, and perpetual or tenured depending on market conditions at the time of offering.
Size of debentures	Not exceeding or the equivalent in 200,000 million baht (two hundred billion Baht) by issuing either single or multiple offerings. The Company will be able to issue and offer additional debentures to replace redeemed debentures in such amount; the issued and offered debentures, but not yet redeemed, at any particular time shall not exceed the above amount (Revolving Basis).
Denomination	In Baht and/or the equivalent in other currencies
Interest	Subject to the prevailing market conditions at the time of issue and offering
The duration of debentures	Not exceeding 10 years
Offering	Debentures will be offered in one or several occasions, and/or as a project, and/or revolving basis nature. The debentures are to be offered domestically and/or internationally to the public, and/or by private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors in accordance with the notifications of Securities and Exchange Commission and/or the notifications of Capital Market Supervisory Board and/or other relevant rules and regulations in force at the time the debentures are issued and offered.
Other conditions	Depends on market conditions at the time of offering and other relevant factors.

Including to approved the Board of Directors to have the authority determine conditions and other details to the issuance and offering of the debentures; such as, its type, offering amount of each issuance, total amount, term, allocation procedures, offering procedures, face value, offering price per unit, interest rate etc., including authorized to any person to negotiation, agreement and entering into the documents and agreements concerned and doing any acts as necessary and related to the debentures.

Board of Directors' opinion

The Board has considered matter and deemed the shareholders to approve the issuance and offering the debentures.



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Agenda 9 To consider any other businesses

This agenda is included so that shareholders may inquire about any matters and/or the Company's directors will answer or explain about any inquiries (if any). There will be no other matter to be proposed for approval from the meeting and there will be no voting for resolution of this agenda.

This Annual General Meeting of Shareholders is conducted via electronic media in accordance with the rules as prescribed by the law relating to meeting via electronic media. The Company would like to invite the shareholders to attend the meeting complying with guidelines for attending the shareholders meeting via electronic media and the method of appointing a proxy according to the Attachment 4. In case the shareholders would like to appoint other person or the independent director as proxy, please complete and sign the attached proxy form A, B (recommended) or C which is provided with the notice of the Annual General Meeting of Shareholders for 2026 (according to the Attachment 6) or download the proxy form on the Company's website (www.muangthaicap.com > Investor Relations > Shareholder Info > Shareholder Meetings > The Annual General Meeting of Shareholders for 2026) and deliver the proxy form together with a copy of supporting documents for proxy appointment through the registration system from 3rd April 2026 onwards. The Company will facilitate affix the stamp duty in the proxy form for the shareholders or a proxy. However, when the Company checks the accuracy and completeness of information and supporting documents of the shareholders and a proxy, the Company will confirm the right to attend the meeting and send Username and Password for logging into the shareholders' meeting system via electronic media to the shareholders or a proxy to the email address that the shareholders and a proxy have requested, within 2 business days prior to the meeting date. The shareholders and the proxy can learn how to register and request to attend the meeting and how to use the conference system via electronic media in advance according to the Attachment 4.

If any shareholder is unable to download the proxy forms or meeting documents on the website, shareholder can send a requirement for such documents via e-mail: cs@muangthaicap.com by specifying name-surname, address and phone number. The Company will send such documents by mail on the next business day.

In addition, the Company provides opportunities for the shareholders to submit questions related to the meeting agendas or other important information of the Company in advance prior to the meeting date through various contact channels (according to the Attachment 8) for the Board of Directors or the Management to prepare information for clarification on the meeting day. The Company will conduct the meeting in accordance with the Company's Article of Association (Attachment 7). The Company will allow the shareholders to register to attend the meeting from 8.00 A.M. until the scheduled time of the meeting. The Record Date for determining the shareholders who have the right to attend and vote at the Annual General Meeting of Shareholders was on 4th March 2026.

To preserve the rights and interest of the shareholders, in case the shareholders are unavailable to attend the meeting by themselves and would like to appoint the independent director as a proxy, please complete the proxy form and specify Mrs. Kongkeaw Piamduaytham who is an independent director as a

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proxy (profile of the independent director being appointed as a proxy shown in the Attachment 5). Please send the original proxy form together with supporting documents to the Company by mail addressing to Company Secretary Department, Muangthai Capital Public Company Limited, 332/1 Jaransanitwong Road, Bangplad, Bangkok 10700, within 15th April 2026, would be greatly appreciated.

For the benefits of all the shareholders attending the meeting, the shareholders may send any questions relating to the agendas of the meeting to the Company in advance so that the Board and the Management will prepare to clarify at the meeting. The contact channel is e-mail: cs@muangthaicap.com.

In this regard, the 2026 Annual General Meeting of Shareholders will be conducted in Thai language only.

Please be informed accordingly.

Yours sincerely,

Muangthai Capital Public Company Limited

(Adm. Apichart Pengsritong)

Chairman of the Board of Directors

If any shareholders would like to inquire for further information, please contact the Company Secretary Department via e-mail: cs@muangthaicap.com or call at (+66) 2-483-8888 ext.12999, 12002