

# **AUTOCORP HOLDING PUBLIC COMPANY LIMITED**

## **Invitation to the 2026 Annual General Meeting of Shareholders**

**Wednesday 22<sup>nd</sup> April 2026,**

**10.00 a.m.**

**Through Electronic Media (e-AGM) only**

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

No. ACG 00/260024

24 March 2026

**Re:** Invitation to the 2026 Annual General Meeting of Shareholders

**To:** Shareholders of Autocorp Holding Public Company Limited

**Enclosures:**

1. The Form 56-1 One Report 2025 (QR Code) comprising of report on Company's operating results for the year 2025 and copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2025
2. Names and profiles of persons nominated to be appointed as directors in replacement of those retired by rotation and qualifications of the Independent Directors
3. Guideline for attending the Annual General Meeting of Shareholders through electronic media (e-AGM) and appointment of proxy
4. The Company's Articles of Association with respect to the 2026 Annual General Meeting of Shareholders and voting
5. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the 2026 Annual General Meeting of Shareholders
6. Proxy form B.
7. Privacy Notice for the 2026 Annual General Meeting of Shareholders

The Board of Directors' Meeting of Autocorp Holding Public Company Limited ("**the Company**") has passed the resolution to convene the 2026 Annual General Meeting of Shareholders on 22 April 2026 at 10.00 a.m. through electronic media (e-AGM) only according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations. The Board of Directors determining the record date for the shareholders' right to attend the 2026 Annual General Meeting of Shareholders shall be on 13 March 2026.

The e-AGM system is provided by Quidlab Co., Ltd., a platform certified by the Electronic Transactions Development Agency (ETDA) and compliant with security standards for electronic meetings.

The Company has allowed the shareholders to propose agendas of the 2026 Annual General Meeting of Shareholders in advance through the Company's website from 22 December 2025 to 28 January 2026 in accordance with the good corporate governance principles of listed companies. However, no shareholder has proposed any agenda. Therefore, the Company would like to inform the meeting agenda as follows:

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

**Facts and rationale** The Board of Directors has prepared the information on the Company's operating results for the year 2025, which is shown in the Form 56-1 One Report 2025 sent to shareholders as per Enclosure 1 for the shareholders to acknowledge and see the overview of the Company's operating results.

**Board's opinion** The Board of Directors deems it appropriate to acknowledge the report on the Company's operating results for the year 2025 and thus deems it appropriate to propose it to the 2026 Annual General Meeting of Shareholders for acknowledgment.

**Voting** This Agenda is for acknowledgement and thus voting is not required.

**Agenda 2 To consider and approve the Financial Statements and the Statement of Comprehensive Income in respect of the fiscal year ended as at 31 December 2025**

**Facts and rationale** To be in compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA") and Clause 39 of the Company's Articles of Association, the Board of Directors is required to prepare the balance sheet and profit and loss statements of the Company as of the last day of the Company's fiscal year which have been audited by the certified auditor, i.e. KPMG Phoomchai Audit Ltd., and have been correctly reviewed by the Audit Committee as well as obtaining approval from the Board of Directors. The details of which are as appeared in the Form 56-1 One Report 2025 in section 3 Financial Statements sent to the shareholders as per Enclosure 1.

**Board's opinion** The Board of Directors deems it appropriate that the Financial Statements and the Statement of Comprehensive Income of the Company for the fiscal year ended as at 31 December 2025 which have been audited by the certified auditors of the Company which has reviewed by the Audit Committee as well as obtaining approval from the Board of Directors be proposed to the 2026 Annual General Meeting of Shareholders for approval.

**Voting** This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

**Agenda 3 To consider and approve appropriation of profit as the legal reserve and the distribution of dividend to shareholders of the Company for the year 2025**

**Facts and rationale** According to Section 116 of the PLCA and Clause 44 of the Company's Articles of Association, the Company is required to allocate part of the annual net profit as reserve fund in an amount of not less than 5 per cent of the annual net profit and deduct it with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 per cent of the registered capital.

Furthermore, the Company's dividend policy prescribes that the dividend payment shall be made not less than 40 per cent of the net profit after deducting the corporate income taxes and legal reserve including other reserves (if any) for the Separate Financial Statements of the Company. The payment of dividend shall rely on investment plans, liquidity, necessity and other appropriations of the Company in the future.

In this regard, the Company's operating results according to the Company's Separate Financial Statements for the year ended 31 December 2025, which have been audited by the certified auditor. The Company has the retained earnings of Baht 174,234,819 and the annual net profit of Baht 17,524,127. The Board of Directors has considered and deemed it appropriate to propose that the Company allocates the profit as the legal reserve and pay dividend as follows:

1. the appropriation of the profit of Baht 880,000 as the legal reserve, which is equal to 5.00 per cent of the annual net profit of the Company's Separate Financial Statements; and
2. the payment of dividend to the shareholders whose names appear in the share register book at the Record Date for which the shareholders have the right to receive dividend, i.e. on 30 April 2026. The dividends shall be paid from the net profit and retained earnings of the Company at the rate of Baht 0.04 per share, which is equal to 136.95 per cent of the net profit of the Company's Separate Financial Statements for the year ended 31 December 2025. The total amount of dividend is Baht 24,000,000 and the dividend payment will proceed within 18 May 2026.

The payment of dividend is in accordance with the Company's dividend policy. The payment of dividend shall rely on investment plans, liquidity, necessity and other appropriations of the Company in the future. Nevertheless, the aforesaid right to receive the dividend is still uncertain until the matter is approved by the 2026 Annual General Meeting of Shareholders.

#### **Details of dividend payments in the year 2025 (proposed year) and 2024**

<b>Details</b>	<b>2025 (proposed year)</b>	<b>2024</b>
Net Profit (Baht)	17,524,126	6,833,876
Number of shares (shares)	600,000,000	600,000,000
Dividend payment (Baht per share)	0.04	0.0266
Total Dividend Paid (Baht)	24,000,000	16,000,000
Payment ratio (%)	136.95	234.13

**Board's opinion** The Board of Directors deems it appropriate that the appropriation of the profit as legal reserve and dividend payment be proposed to the 2026 Annual General Meeting of Shareholders for approval.

**Voting** This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes.

#### **Agenda 4 To consider and approve the appointment of directors replacing those who will retire by rotation**

**Facts and rationale** According to Sections 71 of the PLCA and Clause 15 of the Company's Articles of Association, one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided into three, the closest number to one-third shall retire and the retired directors are eligible for re-appointment. There are 4 directors who will retire by rotation at the 2026 Annual General Meeting of Shareholders, namely:

(1) M.L. Winai Kasemsri	Independent Director, Member of the Audit Committee, Member of the Corporate Governance and Sustainability Committee and Chairman of the Nomination and Remuneration Committee.
(2) Mr. Phanumast Rungkakulnuwat	Director, Member of the Nomination and Remuneration Committee and Member of the Corporate Governance and Sustainability Committee
(3) Mrs. Suksai Rasrinal	Director
(4) Ms. Soontaree Chittham	Director

The Nomination and Remuneration Committee and the Board of Directors (excluding the director having interests therein shall abstain from voting) have considered and scrutinized the qualifications, experiences, and expertise of all 4 directors who must retire by rotation and are of the opinion that they are eminent persons, knowledgeable, capable and are experienced in the Company's business. They have performed well as the directors of the Company and also possess all the qualifications required by the law, in considering and selecting independent directors, the Board of Directors has also found that the nominated persons possess all the qualifications required by the law and the relevant criteria to independent directors. Therefore, it is deemed appropriate to nominate all 4 directors to be reappointed as the Company's directors for another term.

The Company would like to provide the rationale for the re-appointment of M.L. Winai Kasemsri as an independent director for another term, notwithstanding that such re-appointment will result in his tenure exceeding 9 years. The Board of Directors has carefully considered and is of the view that he continues to possess all qualifications required for an Independent Director in accordance with the relevant regulations, and is able to perform his duties with independence. In addition, he possesses extensive knowledge, expertise, and experience in legal matters, which are highly beneficial to the Company's corporate governance and legal risk management.

The names and profiles of persons who will retire by rotation and are nominated to be reappointed as directors for another term and qualifications of the Independent Directors have been sent to the shareholders as per Enclosure 2.

The Company has allowed the shareholders to nominate persons to be selected as the Company's directors for the 2026 Annual General Meeting of Shareholders through the Company's website from 22 December 2025 to 28 January 2026 in accordance with the good corporate governance principles of listed companies. However, no shareholder has nominated persons to be selected as the Company's directors.

**Board's opinion** The Board of Directors (excluding the director having interests therein shall abstain from voting), conducted its review of the screened process under the Company's nomination policy that the nominated persons possess all the qualifications required by the law and suitable for the Company business. Therefore, it is deemed appropriate that the reappointment of all 4 directors who will retire by rotation as directors of the Company for another term be proposed to the 2026 Annual General Meeting of Shareholders for approval.

**Voting** This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and casting votes. (Election on an individual basis)

**Agenda 5 To consider and approve the directors' remuneration for the year 2026**

**Facts and rationale** According to Section 90 of the PLCA and Clause 16 of the Company's Articles of Association, the director is entitled to receive the remuneration from the Company including rewards, meeting allowances, gratuities, bonuses or benefits of any other nature. In this regard, the Nomination and Remuneration Committee has determined the directors' and sub-committee's remuneration for the year 2026. In determining such remuneration, the Nomination and Remuneration Committee has considered the expansion of business and profit growth of the Company, including the duties and responsibilities of the Company's directors and each of the sub-committees. The Board of Directors (following the recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to propose the 2026 Annual General Meeting of Shareholders to determine the directors' and sub-committee's remuneration for the year 2026 as follows:

**1. Directors' Remuneration<sup>1</sup>** consists of monthly remuneration and meeting allowance, with the same rates as last year, as follows:

Composition of directors' remuneration	Monthly Remuneration (Baht/Month)		Meeting Allowance (Baht/Meeting)	
	Year 2026 (Year Proposed For)	Year 2025	Year 2026 (Year Proposed For)	Year 2025
<b>1. Board of Directors' Remuneration</b>				
• Chairman	30,000	30,000	25,000	25,000
• Director	10,000	10,000	20,000	20,000
<b>2. Sub-committee's remuneration</b>				
<b>2.1 Audit Committee</b>				
• Chairman	20,000	20,000	25,000	25,000
• Director	-None-	-None-	20,000	20,000
<b>2.2 Nomination and Remuneration Committee, Risk Management Committee, and Corporate Governance and Sustainability Committee</b>				
• Chairman	-None-	-None-	25,000	25,000
• Director	-None-	-None-	20,000	20,000

**2. Directors' rewards (Bonuses)<sup>1</sup>**

Lists	Year 2026 (Year Proposed For)	Year 2025
Director's rewards (Bonuses)	Considering from the Company's operating result for such year	Considering from the Company's operating result for such year

The Directors' Remuneration in item 1 and the Directors' rewards (Bonuses) in item 2 shall not exceed **Baht 5,000,000** (the same limit as in the previous year).

### 3. Other benefit<sup>2</sup>

Lists	Year 2026 (Year Proposed For)	Year 2025
Other benefit	-None-	-None-

**Remark:** 1. Executives of the Company who are appointed as directors shall not receive monthly remuneration, meeting allowances, and directors' rewards (bonuses) as proposed above.

2. The aforementioned directors' remuneration does not include any benefits that may be received from exercising the right to purchase the Company's ordinary shares under the ESOP scheme, which was approved by the Annual General Meeting of Shareholders on 27 April 2022.

In addition, in the year 2025, the Company paid a total of Baht 1,945,000 for directors' remuneration to the Board of Directors and sub-committees (no payment for director's rewards), in accordance with the criteria approved by the 2025 Annual General Meeting of Shareholders.

**Board's opinion** The Board of Directors endorses the proposal of the Nomination and Remuneration Committee to propose the 2026 Annual General Meeting of Shareholders to approve the directors' and sub-committee's remuneration for the year 2026 with the abovementioned details.

**Voting** This Agenda requires an affirmative resolution 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 the auditor and the determination of remuneration of the auditor for the year 2026**

**Facts and rationale** According to Section 120 of the PLCA and Clause 41 of the Company's Articles of Association, the annual general meeting of shareholders shall appoint the auditor and determine the auditor's remuneration every year. In appointing the auditor, the former auditor may be re-appointed. In addition, a notification from the Capital Market Supervisory Board imposes limits on an appointment of individual external auditors (but not the audit firm) at listed companies to no more than seven (7) fiscal years; however, they can be re-appointed after five (5) fiscal year interval break. In this regard, other individual external auditors from the same audit firm may be appointed.

The Board of Directors (following the consideration and recommendation of the Audit Committee) has selected the auditor from KPMG Phoomchai Audit Ltd. ("KPMG") as the Company's auditor for the year 2026, and requested that the shareholders' meeting appoints the following persons:

List of Auditors	CPA Reg. No.	Years of Signing the Company's Financial Statements
1. Mr. Bunyarit Thanormcharoen	7900	year 2021-2023
2. Ms. Sirinuch Surapaitoonkorn	8413	- has not signed any Financial Statements of the Company-
3. Ms. Aree Gorpinpaitoon	10882	year 2024 - 2025

whose names appear on the list of auditors approved by the Office of Securities and Exchange Commission. One of the above auditors would audit and certify the Company's Financial Statements and be the Company's auditor for the fiscal year ended as at 31 December 2026. None of the proposed auditors is director, staff, employee or person who holds any position in the Company or its subsidiaries. None of them has any relationship with or interest in the Company, its subsidiaries, management, majority shareholders or the related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed the Company's Financial Statements for a period exceeding 7 years that prescribed by the relevant notifications.

The Company's auditor remuneration for the fiscal year ended as at 31 December 2026 of the Company's Separate Financial Statements and the Company's Consolidated Financial Statements at the rate of Baht 3,050,000 without any other fees which is less than the previous year of Baht 100,000 (In this regard, the auditors of KPMG shall also be appointed as the auditors of the subsidiaries of the Company for the year 2026 which the same the Company's auditing office).

**Comparison Table of Auditor's Remuneration for the year of 2026 (year proposed for) and 2025**

Auditor's Remuneration	Year 2026 (Year Proposed For) (Baht)		Year 2025 (Baht)		Increase/ (Decrease) (Baht)	
	Audit's Fee	Audit's Fee	Audit's Fee	Other Fees	Audit's Fee	Other Fees
Autocorp Holding PLC.	1,120,000	-	1,120,000	-	-	-
Honda Maliwan Co., Ltd. (subsidiary)	1,370,000	-	1,460,000	-	(90,000)	-
Autoclik by ACG Co., Ltd. (subsidiary)	560,000	-	570,000	-	(10,000)	-
<b>Total</b>	<b>3,050,000</b>	<b>-</b>	<b>3,150,000</b>	<b>-</b>	<b>(100,000)</b>	<b>-</b>

**Audit Committee's opinion** The Audit Committee has thoroughly considered and deems it appropriate to resolve that auditors from KPMG be the auditors of the Company for the year 2026 as KPMG has a proven record of standardized work, strong auditing experience, knowledge and expertise of the Company's business. In addition, the auditing fee is reasonable when taking into account of the duties and responsibilities of the audit work. It is therefore deemed appropriate to propose the Board of Directors to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and the determination of remuneration of the auditor for the year 2026 with the above details.

**Board's opinion** The Board of Directors, with the recommendation from the Audit Committee, deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve the appointment of KPMG as the Company's auditor for the year 2026 with the above details. The determination of the auditor's remuneration of the Company for the year 2026 in the amount of Baht 3,050,000.

**Agenda 7 To consider other matters (if any)**

**Facts and rationale** This agenda is designated so that shareholders can raise query and/or express comments to the Board of Directors to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

Any shareholder who wishes to appoint a proxy to attend the Meeting and vote on his or her behalf must complete only one proxy which the Company has attached Proxy Form B (for proxy vote by agenda) as appeared in Enclosure 6. The Proxy Form A (general appointment) and Proxy Form C (only foreign shareholders as registered in the registration book who have custodian in Thailand) are available for download from the Company's website at [www.autocorpgroup.com](http://www.autocorpgroup.com).

Any shareholder who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors according to names and profiles of independent directors as appeared in Enclosure 5. The Company requests the shareholders' proxy to send to the Company **by 17 April 2026 before 14.00 hrs.** by sending **e-mail to the Company's Secretary: [Ramon.a@ach.co.th](mailto:Ramon.a@ach.co.th)** or **by post** to the below address: the Company Secretary Department, Autocorp Holding Public Company Limited, No.1111 Moo 1, Maliwan Road, Banthum, Mueang Khon Kaen, Khon Kaen, 40000.

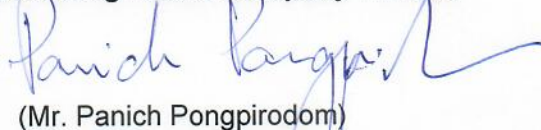
The Company has also published the invitation to the 2026 Annual General Meeting of Shareholders together with the meeting documents on the Company's website, [www.autocorpgroup.com](http://www.autocorpgroup.com). In this regard, for the protection of shareholders' rights, the shareholders of the Company are requested to read the Guideline for attending the Annual General Meeting of Shareholders through electronic media (e-AGM) and appointment of proxy as appeared in Enclosure 3. The Company will conduct the meeting in accordance with the Company's Articles of Association as appeared in Enclosure 4.

In addition, The Company has prepared the Form 56-1 One Report 2025 showing Financial Statements of the Company for the year ended 31 December 2025 in QR Code version and has prepared guideline for using QR Code for downloading the 2025 Annual Report as appeared in Enclosure 1.

The Company will collect, process and disclose the shareholders' personal data for the purposes related to the 2026 Annual General Meeting of Shareholders as appeared in Enclosure 7.

Sincerely Yours,

**Autocorp Holding Public Company Limited**



(Mr. Panich Pongpirodorn)

Chairman by resolution of the Board of Directors