



Notice of the 2026 Annual General Meeting of Shareholders

TQR Public Company Limited

Thursday, April 23, 2026, at 10.00 hours

Meeting Type:

The meeting will be conducted via electronic media (e-AGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020)

The Company will open the electronic meeting system for shareholders to log in on Thursday, April 23, 2026, starting from 9:00 a.m. onward.

Contents

	Page
Notice of the 2026 Annual General Meeting of Shareholders to be held on April 23, 2026	1-9
 Accompanying Documents for Meeting Agenda	
● Minutes of the 2025 Annual General Meeting of Shareholders, held on April 24, 2025 (Accompanying documents for Agenda No. 1)	10-28
● Report on the Company's Operating Results for the Year 2025 (Accompanying documents for Agenda No. 2)	29-32
● Profiles of the Retiring Directors Proposed for Re-election (Accompanying documents for Agenda No. 5)	33-40
● Profiles of the Auditors Proposed for Appointment as the Company's Auditors for the Year 2026 (Accompanying documents for Agenda No. 7)	41-44
 Accompanying Documents for Attending the Meeting	
1. Procedures for Participating in the Shareholders' Meeting via Electronic Means (e-AGM)	45-50
2. Acceptance of the Invitation to the Meeting	51
3. Independent Directors' Information Proposed by the Company to Act as Proxies for Shareholders	52
4. Definition of Independent Director	53-54
5. The Company's Articles of Association Specifically Relating to Shareholders' Meeting	55-61
6. Privacy Notice for the Shareholders' Meeting	62-63
 Attachments	
● Proxy Form B	
● Form 56-1 One Report in QR Code Format (Accompanying documents for Agenda No. 2 and 3)	

March 25, 2026

To: Shareholders

Notice of the Annual General Meeting of Shareholders for the Year 2026

The Board of Directors of TQR Public Company Limited (the “Company”) has resolved to convene the Annual General Meeting of Shareholders for the year 2026 on Thursday, April 23, 2026, at 10:00 a.m., to be conducted via electronic means (e-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations. The meeting shall be conducted in accordance with the following agenda items:

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2025, held on April 24, 2025

Propose and Rationale: To request the shareholders’ acknowledgement and approval. The Company held the Annual General Meeting of Shareholders for the year 2025 on April 24, 2025, and has prepared the minutes of the meeting, which was submitted to the Stock Exchange of Thailand within the period required by law. The minutes have also been published on the Company’s website (www.tqr.co.th). A Copy of the minutes is enclosed with this Notice as *Attachment 1*.

Board of Directors’ Opinion: The Board has agreed that the shareholders’ meeting should approve the minutes of the Annual General Meeting of Shareholders for the year 2025, which was held on April 24, 2025.

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the operating results for the year 2025, ended December 31, 2025

Propose and Rationale: To inform the shareholders of the Company’s operational performance and other relevant information for the year 2025, as presented in the 2025 Form 56-1 One Report. The Company has provided the report to shareholders in the form of a QR code, delivered together with this Notice of the Meeting.

Board of Directors’ Opinion: The Board has considered and agreed to propose that the Annual General Meeting of Shareholders acknowledge the Company’s operation results for the year 2025, as summarized in the

2025 Form 56-1 One Report, which includes the Company's performance during the past year and significant changes that occurred during the fiscal year 2025.

Resolution: There is no voting required for this agenda as it is presented for acknowledgement.

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

Propose and Rationale: To request approval as required by the Public Limited Companies Act B.E. 2535 (1992) and Article 36 of the Company's Articles of Association, which stipulate that the Company must prepare its annual financial statements for the year ended December 31, 2025. The financial statements have been audited by the Company's auditor, and the details are presented in the 2025 Form 56-1 One Report, which has been provided to the shareholders via QR code together with this Notice of the Meeting.

Board of Directors' Opinion: The Board has agreed to propose that the Annual General Meeting of Shareholders approve the financial statements for the year ended December 31, 2025, which have been reviewed and endorsed by the Audit Committee.

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

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

Objective and Rationale: To request approval for the allocation of profit. The Company recorded a net profit of THB 100.53 million for the year ended December 31, 2025, and had unappropriated retained earnings of THB 126.85 million as of December 31, 2025, with a total of 230,000,000 ordinary shares. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 45 of the Company's Articles of Association, the Company is required to allocate not less than five percent (5%) of its annual net profit, less any accumulated losses (if any), as a legal reserve until such reserve reaches ten percent (10%) of the registered capital. As the Company has already fully met the legal reserve requirement, it is not required to allocate further profit as a legal reserve for this year.

The Company's dividend policy is to pay dividends at a rate not less than 50% of net profit after tax and after allocation of legal reserve and other reserves as required, provided that such dividend payment will not adversely affect the Company's normal operations.

Board of Directors' Opinion: The Board has considered the matter and agrees to propose that the Annual General Meeting of Shareholders approve the allocation of profit for the year 2025 and the dividend payment as follows:

1. For the year 2025, the Company recorded a net profit of THB 100.53 million. As the Company has already set aside the full legal reserve required by law, no additional allocation of net profit for the year 2025 is required as a legal reserve.
2. To approve the dividend payment at the rate of THB 0.40 per share, totaling THB 92.00 million. The Company has already paid an interim dividend on September 5, 2025 at the rate of THB 0.175 per share, totaling approximately THB 40.25 million. Therefore, the remaining dividend to be paid from the 2025 net profit is THB 0.225 per share, totaling approximately THB 51.75 million.
3. To fix the Record Date for shareholders entitled to receive the dividend on Wednesday, March 18, 2026, and to schedule the dividend payment date on Friday, May15, 2026.

Table of dividend payout compared to the previous years as follows:

Payment details	2025	2024	2023
Interim dividend ended June 30 (Baht)	40,250,000	42,320,000	40,020,000
Dividend for the period ended December 31 (Baht)	51,750,000	49,680,000	51,980,000
Total dividend (Baht)	92,000,000	92,000,000	92,000,000
Dividend Payout Ratio (%)	91.51	91.77	91.72

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation

Propose and Rationale: According to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 17 of the Company's Articles of Association, one-third (1/3) of the total number of directors must retire by rotation at every Annual General Meeting of Shareholders. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third shall retire. The retiring directors are eligible for re-election.

For the 2026 Annual General Meeting of Shareholders, four directors are due to retire by rotation as follows:

1. Mr. Krishna Boonyachai Independent Director
2. Dr. Anukool Tuntimas Independent Director
3. Mr. Chanaphan Piriyaphan Director
4. Mr. Pornkasem Laudhittirut Director

Board of Directors' Opinion: The Board has considered and agrees to propose that the shareholder's meeting re-elect the four directors retiring by rotation; (1) Mr. Krishna Boonyachai, (2) Dr. Anukool Tuntinas, (3) Mr. Chanaphan Piriyaphan, (4) Mr. Pornkasem Laudhittirut to serve as directors of the Company for another term. All

four candidates have been duly evaluated through the Company's nomination process, meet all relevant legal and regulatory qualifications, and are suitable for the Company's business operations. Their individual qualifications, expertise, knowledge, and experience will contribute beneficially to the Company's performance.

Furthermore, the nominees proposed to serve as Independent Directors possess the required qualifications under the applicable laws and regulations governing independent directors and can provide independent and objective opinions. The profiles of the retiring directors nominated for re-election are provided in the documents attached to this Notice of the Meeting.

Additionally, the Company had allowed shareholders to nominate qualified candidates for directorship during the period October 1 – December 31, 2025; however, no shareholders submitted any nominations.

Resolution: This agenda must be approved by a majority of the shareholders who attend the meeting and cast their votes. The election of directors shall be conducted on an individual basis.

Agenda 6 To approve the directors' remuneration for the year 2026

Propose and Rationale: According to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Article 22 of the Company's Articles of Association, the determination and payment of directors' remuneration must be approved by the Annual General Meeting of Shareholders. The Company proposes for approval the directors' remuneration for the Board of Directors and sub-committees for the year 2026. The Company has established a remuneration policy that is appropriate to the duties and responsibilities of the directors, taking into consideration industry benchmarks. The Nomination and Remuneration Committee has reviewed and screened the proposed remuneration in accordance with the policy, including the Company's business expansion and profit growth, and has submitted its recommendation to the Board of Directors for consideration.

Board of Directors' Opinion: The Board has considered and agreed with the recommendation of the Nomination and Remuneration Committee that the shareholders' meeting should approve the directors' remuneration for the year 2026, with details as follows:

1. The meeting allowance for the Board of Directors and sub-committees for the year 2026 is proposed to remain the same as year 2025, as follows:

Committee	Meeting Allowance / Time (Baht)	
	2026 (Proposed Year)	2025
Board of Directors		
- Chairman	30,000	30,000
- Director	20,000	20,000
Audit Committee		
- Chairman	25,000	25,000

Committee	Meeting Allowance / Time (Baht)	
	2026 (Proposed Year)	2025
- Director	20,000	20,000
Nomination and Remuneration Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000
Risk Management Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000
Investment Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000

2. Other benefits (same as year 2025)

Other benefits	2026 (Proposed Year)	2025
Board of Directors	Directors and Officers Liability Insurance, and the expenses for attending IOD training course.	Directors and Officers Liability Insurance, and the expenses for attending IOD training course.

3. Directors' gratuity (same as year 2025)

Directors' gratuity	2026 (Proposed Year)	2025
Board of Directors	<p>Since the Board of Directors plays an important role in promoting, supporting, and overseeing the Company's operations to ensure they align with the established business plan. Therefore, the Company deems it appropriate to determine the directors' gratuity based on alignment with the Company's performance.</p> <p>If the Company's performance meets the set target, the Company</p>	<p>Since the Board of Directors plays an important role in promoting, supporting, and overseeing the Company's operations to ensure they align with the established business plan. Therefore, the Company deems it appropriate to determine the directors' gratuity based on alignment with the Company's performance.</p> <p>If the Company's performance meets the set target, the Company</p>

Directors' gratuity	2026 (Proposed Year)	2025
	will allocate an annual remuneration to the directors in an amount not exceeding 2,000,000 baht, which would be considered allocating by the discretion of the Board of Directors as deemed appropriate.	will allocate an annual remuneration to the directors in an amount not exceeding 2,000,000 baht, which would be considered allocating by the discretion of the Board of Directors as deemed appropriate.

Note: The directors who serve as executives of the Company and its group companies have expressed their intention not to receive directors' remuneration

Resolution: This agenda item must be approved by not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting.

Agenda 7 To consider and approve the appointment of the auditors and the audit fees for the year 2026

Propose and Rationale: According to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) and Article 36 of the Company's Articles of Association, the appointment of the auditor and the determination of the annual audit fee must be approved by the Annual General Meeting of Shareholders.

Board of Directors' Opinion: The Board concurred with the Audit Committee's recommendation that the shareholders should appoint the auditors and approve the audit fees for the year 2026 with the following details:

1. To appoint auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiary for the year 2026 with the following names:

Name	Certified Public Accountant No.
1. Mr. Choopong Surachutikarn	4325
2. Ms. Wimolporn Boonyusthian	4067
3. Ms. Waraporn Kriengsuntornkij	5033
4. Ms. Porakoch Jongkolsiri	7150

Profiles of the auditors proposed for appointment as the Company's auditors for the year 2026 are provided in the document attached with the notice of this meeting.

The auditors listed above are approved by the Office of the Securities and Exchange Commission. This appointment is for the second fiscal year (fiscal year 2026), with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., being a leading audit firm providing auditing services at a reasonable audit fee. The audit firm and the

proposed auditors are independent, with no relationships or conflicts of interest with the Company/subsidiary/executives'/ major shareholders or related parties of those individuals.

If any of the auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. will provide another licensed auditor from the firm to carry out the audit and express an opinion on the financial statements in place of the said auditor.

2. To approve the audit fee for the year 2026 for the Company in the amount of 1,900,000 baht and its subsidiary in the amount of 150,000 baht, bringing the total audit fees for the group of companies to 2,050,000 baht. The details are as follows:

Audit fees	2026 (Proposed Year)	2025	Change (Baht)	Change (%)
TQR Public Company Limited	1,900,000	1,850,000	+50,000	+2.70%
Subsidiary	150,000	150,000	-	-
Total	2,050,000	2,000,000	+50,000	+2.50%

In the past fiscal year, the Company and its subsidiary had no other service fees (Non-audit Fee) other than audit fees.

Resolution: This agenda must be approved by a majority of the shareholders who attend the meeting and cast their votes.

Agenda 8 Other matters

Board of Directors' Opinion: The Board recommended that the meeting of shareholders should acknowledge the report on the change in utilization objectives of IPO proceeds, which is a non-material change, in accordance with the Notification of the Office of the Securities and Exchange Commission No. Sor.Jor. 63/2018 regarding changing the utilization objectives of IPO proceeds as per the filing form. Details are as follows:

- The Board of Directors' Meeting No.7/2022, held on November 9, 2022, has approved the change in utilization objectives of IPO proceeds by reducing Investments in other related businesses by 20 million baht and reallocating this reduced amount to improve the information technology system development to promote operational efficiency improvement platform, in the amount of 20 million baht.
- Subsequently, the Board of Directors Meeting No.5/2024, held on October 3, 2024 has approved to extend the period for utilizing the IPO proceeds, approximately until the year 2027, as the Company needs additional time to study investments that will provide benefits and returns to stakeholders, as well as ensure the Company's stable and sustainable growth. The extension will change the expected fund utilization period from 2024 to 2027.

- Thereafter, at the Board of Directors Meeting No. 1/2026, held on January 27, 2026 has approved a change in the objectives of the use of IPO proceeds by reducing the budget for investment in other businesses by THB 20.00 million, and reallocating this amount to the development of information technology systems to enhance service efficiency, in the same amount of THB 20.00 million, with details as follows:

(Unit: Million Baht)

Details of previous objectives in IPO filing			Newly Approved Details	
Objectives	Amount	Estimated period for the use of proceeds	Amount	Estimated period for the use of proceeds
Investment in information technology system development to promote operational efficiency improvement platform	20.0	Within 2022	60.0	Within 2027
Reinsurance model development and analysis project	20.0		20.0	
Investments in other related businesses	255.7	Within 2023	215.7	
Total amount	295.7		295.7	

In this regard, the Company has already disclosed this information through the Stock Exchange of Thailand.

Resolution: There is no voting required for this agenda as it is presented for acknowledgement.

Shareholders are hereby invited to attend the meeting at the date and time mentioned above. In this regard, the Company will convene the shareholders' meeting via electronic means (e-AGM) only. Therefore, shareholders or proxy holders who wish to attend the meeting via electronic means are kindly requested to follow the Procedures for Participating in the Shareholders' Meeting via Electronic Means (e-AGM) (*Accompanying Documents for Attending the Meeting 1*).

If a shareholder is unable to attend the meeting in person and wishes to appoint another person to attend the meeting and vote on your behalf, please retain your voting rights by granting a proxy to another person or the independent directors to attend the meeting on your behalf. Please use the proxy form attached herewith. Alternatively, shareholders can download the proxy form from the Company's website at www.tqr.co.th, and must choose only one of the forms specified.

We kindly request your cooperation in submitting the Acceptance of the Invitation to the Meeting (*Accompanying Documents for Attending the Meeting 2*), proxy form (if appointing a proxy to attend the meeting), and identity verification documents to the Company Secretary via email at comsec@tqr.co.th or by mail to: Company Secretary, TQR Public Company Limited 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310. Please submit the documents by April 10, 2026.

The Company has fixed the Record Date on which shareholders have the right to attend the 2026 Annual General Meeting of Shareholders on Wednesday, March 18, 2026. The notice of the meeting and related documents will be published on the Company's website at www.tqr.co.th starting from March 25, 2026. As for the 56-1 One Report, shareholders can view the information or scan the QR code attached to the notice of the meeting.

Yours Sincerely,

TQR Public Company Limited

- *Chanaphan Piriayaphan* -

(Mr. Chanaphan Piriayaphan)

Director and Chief Executive Officer

Remarks:

1. The Company has provided an opportunity for shareholders to propose agenda items and nominate individuals for election as directors in advance for the 2026 Annual General Meeting of Shareholders, from October 1, 2025, to December 31, 2025. However, no shareholders have submitted any agenda items or nominations for individuals to be elected as directors.
2. The Company has published the notice of the meeting in both Thai and English versions, as well as the proxy forms (Form A, Form B, and Form C) on the Company's website. Shareholders can download them from the website at www.tqr.co.th under the "Investor Relation", "Shareholder Info", "Shareholders' Meeting" sections, and "Notice of the 2026 Annual General Meeting of Shareholders".



- Translation -

Minutes of the 2025 Annual General Meeting of Shareholders
TQR Public Company Limited
Thursday April 24, 2025
Via Electronic Means (e-AGM)

The 2025 Annual General Meeting of Shareholders of TQR Public Company Limited (“the Company” or “TQR”) was held on Thursday April 24, 2025, at 10.00 hours via electronic means (e-AGM), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563. In this regard, the Company recorded the meeting in video format and published it on the Company’s website.

The Company provided an opportunity for shareholders to propose agenda items and nominate individuals for election as directors in advance for the 2025 Annual General Meeting of Shareholders, from October 21, 2024, to December 31, 2024. However, no shareholders submitted any agenda items or nominations for individuals to be elected as directors.

The meeting commenced at 10.00 hours.

Mr. Krishna Boonyachai, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (“Chairman”). The Chairman thanked the shareholders for attending the meeting and assigned Ms. Wiraya Manakitjongkol, Assistant Vice President of the Company Secretary Department, to continue conducting the meeting.

Ms. Wiraya Manakitjongkol, Assistant Vice President of the Company Secretary Department (“the Meeting Secretary”), informed the meeting that there were 8 shareholders attending the meeting via electronic means in person, holding a total of 57,674,500 shares, and 31 shareholders attending by proxy, holding a total of 128,451,900 shares. In total, 39 shareholders attended the meeting, holding an aggregate of 186,126,400 shares, representing 80.9245 percent of the Company’s total issued shares. This constituted a quorum in accordance with the law and the Company’s Articles of Association.

The Meeting Secretary introduced the directors, executives, and auditors who attended the meeting as follows.

Directors who attended the meeting

- | | | |
|----|-------------------------------|--|
| 1. | Mr. Krishna Boonyachai | Independent Director, Chairman of the Board of Directors, and Member of the Audit Committee |
| 2. | Ms. Trithip Sivakriskul | Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee |
| 3. | Mr. Chatchavin Pipatchotitham | Independent Director, Member of the Audit Committee, Member of the Risk Management Committee, and Member of the Investment Committee |
| 4. | Mr. Thanutum Kiatphaiboon | Independent Director and Chairman of the Nomination and Remuneration Committee |
| 5. | Dr. Anukool Tuntimas | Independent Director and Chairman of the Risk Management Committee |

- | | | | |
|-----|----------------|--------------|--|
| 6. | Dr. Unchalin | Punnipa | Director |
| 7. | Dr. Napassanun | Punnipa | Director |
| 8. | Mr. Chanaphan | Piriyaphan | Director, Chairman of the Investment Committee,
Chairman of the Executive Committee, and Chief Executive Officer |
| 9. | Mrs. Yupares | Piriyaphan | Director, Member of the Risk Management Committee,
Member of the Investment Committee, Member of the Executive Committee,
and Deputy Chief Executive Officer |
| 10. | Mr. Pornkasem | Laudhittirut | Director, Member of the Executive Committee, and Executive Vice
President - Treaty and Total Solutions Reinsurance Department |

Director who was absent from the meeting due to other engagements.

- | | | | |
|----|-----------|---------|--|
| 1. | Mr. Krist | Suchare | Director, Member of the Investment Committee,
and Member of the Nomination and Remuneration Committee |
|----|-----------|---------|--|

At this meeting, 10 directors attended out of a total of 11 directors, representing 90.9 percent attendance.

Executives who attended the meeting

- | | | | |
|----|--------------|------------------|--|
| 1. | Ms. Theeraya | Phongpool | Chief Client Officer |
| 2. | Mrs. Orarat | Suwongs | Chief Information Officer |
| 3. | Mr. Sapon | Pomtangjitlikhit | Executive Vice President - Claims Department |
| 4. | Ms. Parichat | Chotipumiwet | Chief Financial Officer |
| 5. | Ms. Kessara | Changchawalit | Vice President - Treaty and Total Solutions Reinsurance Department |

The representative of the auditors from PricewaterhouseCoopers ABAS Ltd. who attended the meeting.

- | | | |
|----|--------------|----------------|
| 1. | Ms. Sakuna | Yamsakul |
| 2. | Ms. Suchada | Wuttikajohnwej |
| 3. | Ms. Supitcha | Thammakornkul |

The Meeting Secretary informed the meeting of the meeting procedures and voting methods as follows.

- **Meeting Procedures:** The meeting will proceed according to the agenda items as specified in the notice of this meeting.

- **Voting Method:** Shareholders have voting rights equivalent to the number of shares they hold, with one share representing one vote. Votes cannot be split. In cases where shareholders have already cast their votes on each agenda item via proxy forms, those votes will be recorded in the system in accordance with the proxy and cannot be changed or voted again during the meeting.

For each agenda item, shareholders are requested to go to the e-Voting tab, then select their vote as "Approve," "Disapprove," or "Abstain," and confirm their vote. The Company will allow 1 minute for the voting process.

Shareholders may vote and amend their votes on each agenda item until the meeting announces the closure of voting for that item. If a shareholder does not vote within the allotted time, the system will automatically record the vote as "Approve".

- Vote Counting: The vote counting for each agenda item specified in this Annual General Meeting of Shareholders is divided into two categories, as follows:

1. Agenda items that require approval by the majority votes of shareholders who attend the meeting and cast their votes include Agenda items 1, 3, 4, 5, and 7. Abstentions will not be counted as part of the voting base for these agenda items. For Agenda item 5, To elect directors in replacement of those retiring by rotation, the vote will be conducted individually for each director.
2. The agenda item that requires approval by not less than two-thirds of the total number of votes of shareholders who attend the meeting is Agenda item 6. The Company will calculate the voting base based on the votes of all shareholders present at the meeting.

The number of shareholders or proxies for each agenda item may vary, as some shareholders may join or leave the meeting while it is still ongoing.

- Submitting Questions or Comments: To submit questions or comments, please click the "Q&A" button, type your message, and click to submit. The Company has provided a channel for allowing shareholders to use their microphones to ask questions. To ensure the meeting proceeds efficiently, kindly request that participants ask questions or provide comments only on matters related to the agenda. Any questions that are not addressed during the meeting will be compiled by the Company and answered in the meeting minutes.

This meeting of shareholders was held via electronic means using the ZOOM platform, with OJ International Co., Ltd. responsible for managing the meeting system. The system meets the standards set by the Royal Decree on Electronic Meetings B.E. 2563, in accordance with the self-assessment criteria of the Electronic Transactions Development Agency (ETDA).

If shareholders encounter any issues with accessing the meeting or voting, please contact the staff of OJ International Co., Ltd. at phone number 02-079-1811.

The Chairman then proposed that the meeting consider the agenda items as outlined in the notice of this meeting, as follows:

Agenda 1 To certify the minutes of the 2024 Annual General Meeting of Shareholders, held on April 22, 2024

The Chairman proposed that the meeting consider approving the minutes of the 2024 Annual General Meeting of Shareholders, held on April 22, 2024. The Company has prepared and submitted the minutes to the Stock Exchange of Thailand within the prescribed time and has published them on the Company's website since May 3, 2024. Details are provided in the documents attached to the notice of this meeting.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting proceed to vote. The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution The meeting of shareholders unanimously certified the minutes of the 2024 Annual General Meeting of Shareholders, held on April 22, 2024, with the following vote results:

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

Agenda 2 To acknowledge the results of the year 2024

The Chairman informed the meeting that this agenda item is the report on the Company's performance and other relevant information for the year 2024, as outlined in the Company's 56-1 One Report for the year 2024, which has been provided to shareholders via a QR code along with the notice of this meeting. The Chairman then invited Mr. Chanaphan Piriyaphan, Chief Executive Officer, to present a summary of the Company's performance for the year 2024 for acknowledgment by the meeting.

Mr. Chanaphan Piriyaphan, Chief Executive Officer, presented a summary of the Company's performance for the year 2024, with the following details:

Overview of the Non-Life Insurance Industry in 2024

The non-life insurance industry faced various challenging factors, resulting in a modest growth of only 0.6%, the lowest growth rate in 25 years. The key factors affecting the industry are summarized as follows:

- Global Economy in 2024: The global economy remained in a slowdown due to the impacts of inflation and high interest rates, coupled with geopolitical issues.
- Thai Economy: Thailand's economy showed a partial recovery, impacted by ongoing structural issues, especially high household debt. In addition, the global economic slowdown affected the Thai economy, which grew by only 2.5%, slightly higher than the 2.0% growth in 2023.
- Climate Change and Natural Disasters: The increase in the frequency of natural disasters and climate change required the non-life insurance industry to quickly adapt, especially in terms of products, pricing, and risk management strategies, to effectively cope with the changing situation.
- Challenges from Declining New Car Sales: The slowdown in the economy and the stricter lending policies of financial institutions led to reduced sales of new vehicles, which directly impacted the non-life insurance business. This was evident in the decline of new car insurance sales and lower policy renewals, as car insurance accounts for more than half of the total insurance premium.

- Electric Vehicle (EV) Insurance: Insuring electric vehicles presents multiple challenges, including risk assessment, premium calculation, and high repair costs that require specialized skills. However, there are growth opportunities from the increasing popularity of electric vehicles if insurance companies can adapt and develop products that meet the unique needs and risks of EVs compared to traditional vehicles.
- Supporting Factors: There has been a growing demand for health insurance due to an aging population, as well as increased demand for coverage against natural disasters and cyber threats. As a result, certain types of insurance have seen growth, such as health insurance, property risk insurance, cyber insurance, and liability insurance.

Overview of the Company's Performance in 2024

In 2024, the Company continued to grow amidst the challenges posed by the economic conditions and various constraints. However, with TQR's strong capabilities, it effectively managed risks and adapted to the situation, resulting in increased revenue. The summary of the Company's performance in 2024 is as follows:

- Service Income: The Company saw a 3.03% increase in service income compared to the previous year. This was primarily due to higher revenue recognition from reinsurance products such as PA & Health, Industrial All Risk, Political Violence, Professional Indemnity, D&O, and Cyber.
- Dividend Payment: The Board of Directors resolved to pay an annual dividend for 2024 in cash at 0.216 baht per share, totaling 0.40 baht per share for the year. The dividend is scheduled to be paid on May 16, 2025. As of April 23, 2025, the dividend yield of TQR shares was 8.7%
- Business Expansion through Mergers & Acquisitions (M&A): The Company continues to look for opportunities to expand into related businesses. However, due to the economic conditions in 2024, the Company must carefully consider suitable investment opportunities.
- Awards & ESG Recognition: The Company received the "Best Broker of the Year" award at the Emerging Asia Insurance Awards 2024, organized by the Indian Chamber of Commerce. Additionally, the Company was recognized as the "Best Corporate Non-Life Insurance Broker" by the Office of the Insurance Commission (OIC). The Company also received an award for good corporate governance with an "Excellent" rating in the CGR assessment, and a perfect score of 100 in the quality of the Annual General Meeting of Shareholders evaluation.
- Anti-Corruption Policy Compliance: The Company strictly adheres to its anti-corruption policy. There have been no complaints regarding misconduct or corruption, and the Board of Directors has reviewed the anti-corruption policy, concluding that it remains appropriate and sufficient for oversight.

Financial Performance of the Company in 2024

The Company generated service income of 247.9 million baht, reflecting a 3.03% growth compared to the previous year. This growth was driven primarily by income from traditional reinsurance business, which amounted to 74.6 million baht, showing a significant increase of 10.03% from the previous year. This increase was mainly attributed to the expansion of personal accident and health reinsurance contracts.

For the alternatives business, which includes the development of new products and channels, the Company earned 172.2 million baht in income, growing 1.15% compared to the previous year. This increase stemmed from the growth in brokerage income from non-motor reinsurance contracts, including personal accident and health insurance, as well as other specialty reinsurance contracts, such as political violence insurance, professional indemnity insurance, directors and officers (D&O) insurance, and cyber insurance.

Total Revenue and Net Profit

In 2024, the Company recorded total revenue of 258.92 million baht, representing a 3.6% growth compared to the previous year. The Company achieved a net profit of 100.25 million baht, accounted for 38.72% of total revenue. This demonstrates that the Company has maintained a high profit margin and continued growth. The Gross Profit Margin stood at 75.96%, while the EBIT Margin was 47.59%.

Financial Position

The Company has total assets of 599.05 million baht, with key assets consisting of cash equivalents and financial assets, totaling approximately 431.76 million baht. The Company has liabilities of 86.39 million baht and equity of 512.66 million baht. This indicates that the Company maintains a high level of liquidity, with a liquidity ratio of 8.32 times. Additionally, the Company's debt-to-equity (D/E) ratio is relatively low at 0.17 times.

Business Plans for 2025

- The Company aims for revenue growth of 5-10% compared to the previous year, focusing on risk management, adapting to changing circumstances, and leveraging technology and innovation to effectively meet the needs of partners and customers.
- The Company will continue to develop new products in collaboration with TQM Alpha Public Company Limited and leading insurance companies, addressing current and future customer demands. This includes insurance related to ESG, particularly in renewable energy (such as solar power projects and electric vehicles - EV), personal accident and health insurance, cyber insurance, director and officer liability insurance (D&O), political violence insurance, and home insurance.
- The Company will also explore business expansion opportunities in related sectors through mergers and acquisitions (M&A) to add value to the business. Currently, the Company is conducting a feasibility study to align with long-term business growth goals and ensure sustainability for the Company.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting acknowledge the results of the year 2024.

Resolution The meeting of shareholders acknowledged the results of the year 2024.

Agenda 3 To approve the financial statements for the year ended December 31, 2024

The Chairman invited the Chief Executive Officer to present this agenda item to the meeting.

Mr. Chanaphan Piriyaphan, Chief Executive Officer, proposed that the meeting consider approving the financial statements for the year ended December 31, 2024, which had been reviewed by the Audit Committee and audited by the Company's auditor. The details are provided in the Company's 56-1 One Report for the year 2024, which was sent to the shareholders in QR code format along with the notice of this meeting. The key points are summarized as follows:

Statement of Financial Position

Total assets amounted to 599.05 million baht, total liabilities were 86.39 million baht, and total equity amounted to 512.66 million baht.

Statement of Comprehensive Income

Total revenues were 258.92 million baht, total expenses were 135.69 million baht. After deducting financial costs of 0.51 million baht, adding share of profit of an associate of 2.97 million baht, and deducting income tax expense of 25.44 million baht, the net profit for the year 2024 amounted to 100.25 million baht, resulting in earnings per share of 0.44 baht.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting proceed to vote. The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution The meeting of shareholders unanimously approved the financial statements for the year ended December 31, 2024, with the following vote results:

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

Agenda 4 To approve 2024 net profit allocation and dividend payment

The Chairman invited the Chief Executive Officer to present this agenda item to the meeting.

Mr. Chanaphan Piriyaphan, Chief Executive Officer, presented to the meeting that the Company had a net profit of 100.25 million baht in 2024 and unappropriated retained earnings of 100.86 million baht as of December 31, 2024. The Company has already met the legal reserve requirement, so it is not required to allocate any further net profit as a legal reserve fund.

The Company has a dividend policy to pay no less than 50% of its net profit after corporate income tax and legal reserve, and other reserves as determined by the Company. The dividend payment must not adversely affect the normal operations of the Company.

It is proposed that the meeting of shareholders approve dividend payment at the rate of 0.40 baht per share, totaling 92.00 million baht. As the interim dividend of 0.184 baht per share amounting to approximately 42.32 million baht was distributed to the shareholders on September 6, 2024, the shareholders will then be paid the remaining dividend of 0.216 baht per share amounting to approximately 49.68 million baht from the 2024 net profit, which is subject to corporate income tax at the rate of 20 percent. This represents a dividend payout ratio of 91.77% of the net profit.

The record date for determining shareholders entitled to receive the dividend was set on Tuesday March 18, 2025, and the dividend will be paid on Friday May 16, 2025.

The details of the dividend payments compared over the past 3 years are summarized as follows:

Payment details	2024	2023	2022
Interim dividend ended June 30 (Baht)	42,320,000	40,020,000	32,200,000
Dividend for the period ended December 31 (Baht)	49,680,000	51,980,000	57,500,000
Total dividend (Baht)	92,000,000	92,000,000	89,700,000
Dividend Payout Ratio (%)	91.77	91.72	91.28

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting proceed to vote. The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution The meeting of shareholders unanimously approved the 2024 net profit allocation and dividend payment, with the following vote results:

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

Agenda 5 To elect the directors in replacement of those retiring by rotation

The Chairman invited the Chief Executive Officer to present this agenda item to the meeting.

Mr. Chanaphan Piriyaphan, Chief Executive Officer, informed the meeting that, in accordance with good corporate governance principles, the four directors whose retiring by rotation should temporarily leave the meeting as follows:

- | | | |
|----|-------------------------|----------------------|
| 1) | Ms. Trithip Sivakriskul | Independent Director |
| 2) | Mr. Krist Suchare | Director |
| 3) | Dr. Unchalin Punnipa | Director |
| 4) | Dr. Napassanun Punnipa | Director |

The Board of Directors has considered selecting suitable individuals to serve as directors, taking into account qualifications, knowledge, skills, and work experience. Additionally, shareholders were given the opportunity to propose candidates who meet the qualifications to be elected as directors of the Company. However, this year, no shareholders proposed any candidates to the Company.

The Board (with the directors retiring by rotation abstaining from the consideration and passage of the resolution for themselves) recommended that the meeting of shareholders should re-elect all retiring directors to serve another term as Company directors, namely (1) Ms. Trithip Sivakriskul (2) Mr. Krist Suchare (3) Dr. Unchalin Punnipa and (4) Dr. Napassanun Punnipa, because the four directors possess appropriate qualifications, experience, and abilities that are beneficial to the Company. The Board has considered and found that the person nominated to serve as an independent director meets the qualifications required by relevant laws and regulations governing independent director

Profiles of the proposed directors are provided in the accompanying documents.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting proceed with voting to elect the directors, with shareholders voting individually for each candidate. The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution The meeting of shareholders unanimously approved the re-election of all four directors to serve another term individually, with the following vote results:

1. Ms. Trithip Sivakriskul, Independent Director

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

2. Mr. Krist Suchare, Director

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

3. Dr. Unchalin Punnipa, Director

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

4. Dr. Napassanun Punnipa, Director

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

Agenda 6 To approve the directors' remuneration for the year 2025

The Chairman invited the Chief Executive Officer to present this agenda item to the meeting.

Mr. Chanaphan Piriyaphan, Chief Executive Officer, presented to the meeting that the Board concurred with the Nomination and Remuneration Committee's recommendation that the meeting of shareholders should approve the directors' remuneration for the year 2025. Details are as follows:

1. Remuneration for attending the Board of Directors and sub-committees' meetings for the year 2025 (same as year 2024) as follows:

Committee	Meeting Allowance / Time (Baht)	
	2025 (Proposed Year)	2024
Board of Directors		
- Chairman	30,000	30,000
- Director	20,000	20,000
Audit Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000

Committee	Meeting Allowance / Time (Baht)	
	2025 (Proposed Year)	2024
Nomination and Remuneration Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000
Risk Management Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000
Investment Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000
Executive Committee		
- Chairman	25,000	25,000
- Director	20,000	20,000

2. Other benefits (same as year 2024)

Other benefits provided to the Board of Directors include Directors and Officers Liability Insurance, and the expenses for attending IOD training course.

3. Directors' gratuity

The annual gratuity for directors shall be considered in alignment with the Company's performance. If the Company's performance meets the set target, the Company will allocate an annual remuneration to the directors in an amount not exceeding 2,000,000 baht, which would be considered allocating by the discretion of the Board of Directors as deemed appropriate.

In this regard, the directors who are executives of the Company and its business group have expressed their intention not to receive directors' remuneration.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting proceed to vote. The resolution for this agenda item requires the votes of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting.

Resolution The meeting of shareholders unanimously approved the directors' remuneration for the year 2025, with the following vote results:

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	0.0000
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were counted in the total number of votes cast.

Agenda 7 To appoint the auditors and approve the audit fees for the year 2025

The Chairman invited Ms. Trithip Sivakriskul, Chairman of the Audit Committee, to present this agenda item to the meeting.

Ms. Trithip Sivakriskul, Chairman of the Audit Committee, presented to the meeting that the Audit Committee had provided its opinion to the Board of Directors, recommending that the meeting of shareholders consider the appointment of auditors from Deloitte Touche Tohmatsu Chaiyos Audit Co., Ltd. as the auditors for the Company and its subsidiary for the year 2025, with the following names:

Name	Certified Public Accountant No.
1. Mr. Choopong Surachutikarn	4325
2. Ms. Wimolporn Boonyusthian	4067
3. Ms. Waraporn Kriengsuntornkij	5033
4. Ms. Pensri Thamvarodom	4923

Profiles of the auditors proposed for appointment as the Company's auditors for the year 2025 were provided in the document attached with the notice of this meeting.

The auditors listed above are approved by the Office of the Securities and Exchange Commission. This appointment is for the first fiscal year (fiscal year 2025), with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. being a leading audit firm providing auditing services at a reasonable audit fee. The audit firm and the proposed auditors are independent, with no relationships or conflicts of interest with the Company/subsidiary/executives/major shareholders or related parties of those individuals.

If any of the aforementioned auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. will provide another licensed auditor from the firm to carry out the audit and express an opinion on the financial statements in place of the said auditor.

And determine the audit fee for the year 2025 for the Company in the amount of 1,850,000 baht and its subsidiary in the amount of 150,000 baht, bringing the total audit fees for the group of companies to 2,000,000 baht, with the following details:

Audit fees	2025 (Proposed Year)	2024	Change (Baht)	Change (%)
TQR Public Company Limited	1,850,000	2,420,000	(570,000)	(23.55%)
Subsidiary	150,000	180,000	(30,000)	(16.67%)
Total	2,000,000	2,600,000	(600,000)	(23.07%)

In the past fiscal year, the Company and its subsidiary had no other service fees (Non-audit Fee) other than audit fees.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting proceed to vote. The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Resolution The meeting of shareholders unanimously approved the appointment of the auditors and approved the audit fees for the year 2025, with the following vote results:

Approved	186,126,400	votes	equivalent to (%)	100.0000
Disapproved	0	votes	equivalent to (%)	0.0000
Abstained	0	votes	equivalent to (%)	-
Total	186,126,400	votes	equivalent to (%)	100.0000

Abstentions were not counted in the total number of votes cast.

Agenda 8 Other matters

The Chairman invited the Chief Executive Officer to present this agenda item to the meeting.

Mr. Chanaphan Piriyaphan, Chief Executive Officer, presented to the meeting that the Board of Directors recommended that the meeting of shareholders should acknowledge the report on the change in utilization objectives of IPO proceeds, which is a non-material change, in accordance with the Notification of the Office of the Securities and Exchange Commission No. Sor.Jor. 63/2018 regarding changing the utilization objectives of IPO proceeds as per the filing form. The details are provided in the notice of the meeting, summarized as follows:

- The Board of Directors' Meeting No.7/2022, held on November 9, 2022 has approved the change in utilization objectives of IPO proceeds by reducing investments in other related businesses by 20 million baht and reallocating this reduced amount to improve the information technology system development to promote operational efficiency improvement platform, in the amount of 20 million baht.
- Subsequently, the Board of Directors Meeting No.5/2024, held on October 3, 2024 has approved to extend the period for utilizing the IPO proceeds, approximately until the year 2027, as the Company needs additional time to study investments that will provide benefits and returns to stakeholders, as well as ensure the Company's stable and sustainable growth. The extension will change the expected fund utilization period from 2024 to 2027. Details are as follows:

(Unit: Million Baht)

Details of previous objectives in IPO filing			Details of new approved		Details of new approved	
Objectives	Amount	Estimated period for the use of proceeds	Amount	Estimated period for the use of proceeds	Amount	Estimated period for the use of proceeds
Investment in information technology system development to promote operational efficiency improvement platform	20.0	Within 2022	40.0	Within 2024	40.0	Within 2027
Reinsurance model development and analysis project	20.0		20.0		20.0	
Investments in other related businesses	255.7	Within 2023	235.7		235.7	
Total amount	295.7		295.7		295.7	

In this regard, the Company has already disclosed this information through the Stock Exchange of Thailand.

The Meeting Secretary invited shareholders who wished to ask questions or provide comments. However, no questions or comments were raised.

The Meeting Secretary then proposed that the meeting acknowledge the report on the change in utilization objectives of IPO proceeds, which is a non-material change.

Resolution The meeting of shareholders acknowledged the report on the change in utilization objectives of IPO proceeds, which is a non-material change.

The Chairman informed the meeting that all the agenda items mentioned in the notice of the meeting had been addressed. Before closing the meeting, the Chairman invited shareholders to ask questions or make comments. The Meeting Secretary read out the pre-submitted questions from the shareholders as follows:

- **Question by Mr. Thun Limkriengkrai (Shareholder):** How did the earthquake impact TQR and what is the Company's action plan?

Mr. Chanaphan Piriyaphan, Chief Executive Officer, explained that the earthquake that occurred since March 28 has caused significant panic among the public, especially those living in high-rise buildings such as condominiums. Although TQR, in its role as a reinsurance broker, does not act as a direct insurer and has no direct financial interest in the event, it acknowledges that the incident has impacted the industry in several dimensions.

One of the most evident effects is the shift in "consumer perception." Previously, many viewed earthquake risk as remote and felt that additional coverage was unnecessary. However, there is now a notable increase in demand for earthquake insurance. At the same time, the total extent of the damages remains unclear, as the process of inspection and claim notifications by policyholders is still ongoing. This situation requires close monitoring.

From the perspective of insurance and reinsurance companies, this event may lead to a review and adjustment of insurance terms, especially in terms of enhanced risk management related to earthquakes. There is also a growing need for capacity to accommodate the heightened risk, which could represent a business opportunity for TQR to serve as a facilitator in sourcing such capacity for insurers.

Currently, the reinsurance market still has sufficient capacity to cover earthquake risks. However, the pricing of coverage (premium rate) may be subject to change, depending on the actual level of risk and impact. At this point, it is still too early to determine, as data on the number of claims and the actual payout amounts is not yet available.

In summary, this earthquake presents a significant challenge for the insurance industry this year. TQR will continue to play a key role in efficiently supporting and bridging insurers and reinsurers.

- **Question by Mr. Thun Limkriengkrai (Shareholder):** What is the outlook for the non-life insurance industry in 2025, and how does the Company plan to grow?

Mr. Chanaphan Piriyaphan, Chief Executive Officer, explained that, as previously mentioned, the year 2024 has been an exceptionally challenging year for the non-life insurance industry, with the business growth rate at only 0.6%, marking the lowest in 25 years. Looking ahead to 2025, the non-life insurance industry continues to face multiple challenges from the outset of the year, including economic conditions, climate change, risk management, and intense competition within the industry. These factors have forced companies to adapt rapidly in order to maintain competitiveness and continuously develop new insurance products to meet current market demands.

Despite the high level of uncertainty in the business environment, it is still expected that the non-life insurance industry will grow by approximately 2–3% this year. Key supporting factors include the adoption of technology, particularly AI to enhance operational efficiency and reduce business management costs. Additionally, consumer interest in health and accident insurance has been steadily increasing, with these product segments showing strong growth. The intensifying effects of climate change and natural disasters have also contributed to greater demand for catastrophe-related insurance. Another rapidly growing segment with rising market demand is cyber insurance. TQR is well-positioned to offer comprehensive cyber reinsurance services for both corporate clients (Corporate Cyber) and individuals (Personal Cyber), effectively addressing emerging digital-era risks.

TQR targets a growth rate of 5–10% this year, with a continued focus on key strategies such as co-developing products with business partners, leveraging technology and innovation in management, and enhancing the skills and capabilities of its workforce to remain competitive in a rapidly evolving market.

Regarding M&A activity, the Company still views mergers and acquisitions as an important strategy for achieving sustainable growth. Currently, TQR aims to invest in approximately 1–2 companies per year. However, the past year posed significant challenges, prompting the Company to proceed with caution and conduct thorough evaluations. At present, TQR continues to explore suitable investment opportunities. The Company would also like to take this opportunity to invite investors who have proposals or see promising investment opportunities to contact and submit details through the Company Secretary.

- **Question by Mr. Thun Limkriengkrai (Shareholder):** What are the standout reinsurance products for this year?

Mr. Chanaphan Piriayaphan, Chief Executive Officer, explained that several reinsurance products are expected to be standout performers this year. One of the key areas is health reinsurance, which continues to see rising demand in the aftermath of the COVID-19 pandemic. Another growing segment is personal reinsurance, which aligns with Thailand's transition into a fully aging society, where awareness of health coverage has significantly increased.

Another notable trend is the increasing demand for reinsurance in the electric vehicle (EV) segment, which presents a new challenge for the insurance industry. As EV technology is still relatively new, it carries unique risk factors compared to traditional vehicles, such as differences in maintenance, spare parts, service providers, and high repair costs. The limited underwriting data and these uncertainties have led to greater demand for reinsurance in the EV sector to ensure more comprehensive risk distribution.

Additionally, Thailand's progress toward becoming a developed country has contributed to growing demand for liability-related insurance products, particularly professional liability reinsurance, such as Medical Malpractice Insurance for doctors and other specialized professionals.

Cyber reinsurance is another high-potential product, with strong and sustained growth. TQR is well-positioned to provide services in this area. Furthermore, the increasing frequency of natural disasters has driven higher demand for residential property reinsurance, especially home insurance. TQR is placing greater emphasis on this risk area and is actively working to develop related products and services.

- **Question by Mr. Thun Limkriengkrai (Shareholder):** What are the growth prospects for Alphasec Co., Ltd., in which TQR holds a 30% stake?

Mr. Chanaphan Piriayaphan, Chief Executive Officer, explained that technology has now become an inevitable part of everyone's daily life. The more convenient these systems become, the greater the associated cybersecurity risks.

Alphasec Co., Ltd. is an IT consulting firm specializing in cybersecurity and computer network security systems, a field that is experiencing significantly increasing market demand. The collaboration between TQR and Alphasec Co., Ltd. has contributed to the continued expansion of the customer base in the areas of cyber insurance and personal data protection.

- **Question by Mr. Sanvaris Amornnuratkul (Shareholder):** Why is the D/E ratio of the Company low?

Mr. Chanaphan Piriayaphan, Chief Executive Officer, explained that TQR has a business structure that does not rely on funding from financial institutions, resulting in a low debt-to-equity (D/E) ratio, one of the key strengths of its business model. As a service-oriented company operating in a people-driven business, TQR's primary cost lies in personnel expenses, which are its most vital resource in driving the organization forward.

This gives TQR a cost structure that differs from typical businesses in other industries. For instance, the Company does not incur inventory holding costs and has trade payables only in its reinsurance business segment, which remain at a manageable level.

- **Question by Mr. Sanvaris Amornnuratkul (Shareholder):** Why did the Company change audit firm?

Ms. Trithip Sivakrskul, Chairman of the Audit Committee, explained that the previous audit firm had consistently performed its duties effectively and provided strong support. However, since the Company had engaged the same audit firm for an extended period, it was deemed appropriate to consider appointing a new auditor to enhance transparency in operations.

The Company conducted a selection process through a bidding procedure, inviting various audit firms to submit proposals. The newly appointed auditor is part of the Big Four group, recognized for its international standards and audit quality, comparable to the previous firm. This change in auditor is expected to further strengthen the credibility and effectiveness of the Company's audit process.

- **Question by Mr. Sanvaris Amornnuratkul (Shareholder):** The Company has been paying high and consistent dividends. What does the CEO think about this policy and how does the Company plan to maintain it?

Mr. Chanaphan Piriayaphan, Chief Executive Officer, explained that the Company is currently able to maintain a satisfactory dividend payout ratio, reflecting the Company's ongoing operational efficiency. TQR's dividend policy is based on principles of sustainable business practices, the ability to generate consistent returns, and effective investment management in new business ventures.

A stable and consistent dividend payout not only builds investor confidence but also reflects the Company's commitment to responsible and sustainable business management. On behalf of the Board of Directors, we reaffirm our intention to maintain a continuous and appropriate dividend standard to create long-term value for shareholders.

Lastly, I would like to extend my sincere thanks to the Board of Directors, management team, and all shareholders for their continued support of TQR. As we all know, the insurance business is inherently tied to "risk" and consistently faces challenges. Over the past 4-5 years, the world has been confronted with numerous uncertainties, including economic fluctuations, climate change, and various types of natural disasters.

TQR was founded with a deep understanding of risk. Over the past 14 years, we have remained committed to developing and collaborating with insurance companies to design innovative insurance products that meet market needs and address emerging risks. We continue to uphold the belief that "For TQR, risk is opportunity."

After no further questions or comments from shareholders, the Chairman thanked the shareholders for their participation and closed the meeting.

At the closing of the meeting, there were a total of 39 shareholders attending the meeting, with 8 shareholders attending the meeting via electronic means in person and 31 by proxy, holding a total of 186,126,400 shares, representing 80.9245 percent of the Company's total issued shares.

The meeting was adjourned at 11.15 hours.

(Signed)_____

(Mr. Krishna Boonyachai)

Chairman of the meeting

(Signed)_____

(Mr. Chanaphan Piriyaphan)

Chief Executive Officer

Ms. Wiraya Manakitjongkol

Minute Taker

Attachment to the Minutes of the 2025 Annual General Meeting of Shareholders
Responses to Shareholders' Inquiries and Comments Not Addressed During the Meeting

Ms. Supeeranut Kaveewat, who has been granted a proxy by the Thai Investor Association, proposed to the Chairman for consideration the organization of the AGM in a hybrid format, both physical and online. This would provide shareholders with an opportunity to communicate with the management and the Company's Board of Directors in a more flexible and transparent manner, which aligns with the SEC's request letter on this approach, dated March 19, 2025.

Clarification: The Board of Directors has considered the format for the shareholders' meeting, taking into account legal requirements and good corporate governance principles. This year, the Company continued to organize the meeting via electronic means (e-AGM), which is legally valid in the same manner as a physical or hybrid meeting. The Company has chosen a system that meets high standards and ensures clear communication of necessary processes and steps so that shareholders can exercise their right to participate in the meeting, while also allowing sufficient time for questions and answers during the meeting. However, the Company will take the suggestion under further consideration.

Operating Results Report for the Year 2025

Items	Annual Performance Summary (Consolidated financial statements)					
	2024		2025		Change	
	million baht	percentage	million baht	percentage	million baht	percentage
Service income	247.89	95.74	267.42	95.85	19.53	7.88
Other income	11.02	4.26	11.57	4.15	0.55	4.99
Total revenues	258.92	100.00	278.99	100	20.07	7.75
Less Cost of service	59.59	23.02	62.08	22.25	2.49	4.18
Less Selling expenses	5.63	2.18	5.64	2.02	0.01	0.18
Less Administrative expenses	70.01	27.04	80.14	28.73	10.13	14.47
Less Other expenses	0.45	0.17	7.00	2.51	6.55	1,455.56
Profit before finance cost and income tax	123.23	47.59	124.13	44.49	0.9	0.73
Less Finance costs	(0.51)	0.20	(0.55)	0.2	(0.04)	7.84
Share of profit of an associate	2.97	1.15	2.53	0.91	(0.44)	(14.81)
Less Income tax expense	(25.44)	9.82	(25.57)	9.17	(0.13)	0.51
Profit for the year	100.25	38.72	100.53	36.03	0.28	0.28

Service income

In the year 2024 and 2025, the Company had service income of THB 247.89 million and THB 267.42 million, respectively. In 2025, service income increased by THB 19.53 million or an increase of 7.88% from 2024 mainly from the increased in-service income from Traditional Business and Alternative Business. The Company service income comes from providing brokerage services for reinsurance contracts divided into 3 segments according to the nature of the business:

Items	The nature of the business for the year ended					
	2024		2025		Change	
	million baht	percentage	million baht	percentage	million baht	percentage
1. Traditional Business	74.56	30.08	86.28	32.27	11.72	15.72
2. Alternative Business	172.17	69.45	179.50	67.12	7.33	4.26
3. Other Business	1.16	0.47	1.64	0.61	0.48	41.38
Total Service Income	247.89	100.00	267.42	100.00	19.53	7.88

1. For Traditional Business, in the year 2024 and 2025, the service income was THB 74.56 million and THB 86.28 million, respectively. In 2025, Traditional Business service income increased by THB 11.72 million or 15.72% from last year. The increase mainly came from Property reinsurance from Fire and Industry All Risk and Engineering reinsurance treaty business.
2. For Alternative Business, in the year 2024 and 2025, the services income was THB 172.17 million and THB 179.50 million, respectively. In 2025, Alternative Business service income increased by THB 7.33 million or 4.25% from last year. The increase derived from brokerage in Property reinsurance. Moreover, the Company has developed and focused on Specialty class such as Director's & Officer's Liability reinsurance, Political Violence reinsurance, Cyber reinsurance, and Crime reinsurance.
3. Other Business is the revenue from subsidiary company which operates packaged software service provider and seminar service. The Company recognized service contracts as revenue on a straight line basis over the contract term.

Other income

For the year 2024 and 2025, the Company had the other income of THB 11.02 million and THB 11.57 million, respectively. Other income increased by THB 0.55 million or 5.02% from last year. The reasons that increased came from gain on fixed asset disposal and unrealized gain from securities investment.

Cost of services

As the Company is a service business, the main cost of service is mainly human resources, who have expertise in Insurance and Reinsurance Business. Therefore, cost of services of the Company comprise of salary, bonus, social security fund contribution and provident fund contribution for Client service.

For the year 2024 and 2025, the Company had cost of services of THB 59.59 million and THB 62.08 million, respectively. In 2025, cost of services increased by THB 2.49 million or 4.18% from last year.

Gross Profit

For the year 2024 and 2025, the Company had gross profit of THB 188.31 million and THB 205.34 million, respectively. In 2025, gross profit increased by THB 17.03 million of 9.04% from last year. The increase was mainly from Brokerage re-insurance on services income.

Selling Expenses

Selling expense is mainly from selling expenses to expand channel in Alternative Business. For the year 2024 and 2025, the Company had selling expenses of THB 5.63 million and THB 5.64 million, respectively.

Administrative Expenses

For the year 2024 and 2025, the Company administrative expenses were THB 70.00 million and THB 80.14 million, respectively. The administrative expenses increased by THB 10.13 million or 14.47%, mainly increased from personnel expenditure and headcount, along with expenses for organizing the 14-year Moving Forward event to drive the organization towards sustainability and increases from maintenance costs and increased amortization from assets in information technology system.

Other expenses

For the year 2024 and 2025, the Company had other expenses THB 0.45 million and THB 7.00 million, respectively. The other expenses increased by THB 6.55 million or 1446.46%, mainly from unrealized loss from exchange rate and realized loss from securities investments, as fair value, that decreased depend on Fair Market value. However, in 2025, the Company had unrealized gain from securities investment from Fair value as other income.

Share of profit of associates

The Company has invested in Alphasec Co., Ltd., in portion 30% as associated company. For the year 2024 and 2025, the Company have taken equity THB 2.97 million and THB 2.53 million, respectively.

Income tax expenses

For the year 2024 and 2025, the Company had income tax expenses of THB 25.44 million and THB 25.57 million, respectively. The increase of THB 0.14 million was in proportion to the increase in the Company's profit.

Net Profit

For the year 2024 and 2025, the Company's net profit was THB 100.25 million (38.72% of sales) and THB 100.53 million (36.03% of sales), respectively. The net profit increased by THB 0.29 million or 0.28% from last year, resulted from the Company having service income increasing from Traditional Business and Alternative Business. However, the administrative expenses and other expenses increased in the same way

Financial Analysis

	As of 31 Dec 2024		As of 31 Dec 2025		Change	
	million baht	percentage	million baht	percentage	million baht	percentage
Total assets	599.05	100.00	632.30	100.00	33.25	5.55
Total liabilities	86.39	14.42	109.01	17.24	22.62	26.19
Equity	512.66	85.58	523.29	82.76	10.63	2.07

Assets

As of December 31, 2024 and 2025, the Company's total assets amounted to THB 599.05 million and THB 632.30 million, respectively, representing an increase of THB 33.25 million, or 5.55%. The increase was primarily attributable to a rise in cash and cash equivalents, as well as accrued service income receivable and other current receivables.

Liabilities

As of December 31, 2024 and 2025, the Company's total liabilities amounted to THB 86.39 million and THB 109.01 million, respectively, representing an increase of THB 22.62 million, or 26.19%. The increase was primarily attributable to a rise in reinsurance premium payables and other current payables.

Equity

As of December 31, 2024 and 2025, the Company's total shareholders' equity amounted to THB 512.66 million and THB 523.28 million, respectively, representing an increase of THB 10.63 million, or 2.07%. The increase was primarily attributable to the growth in retained earnings arising from the Company's net profit generated during the period, which correspondingly contributed to the increase in shareholders' equity.

Profiles of the Retiring Directors Proposed for Re-election

Name	Mr. Krishna Boonyachai	
Age	61 Years	
Nationality	Thai	
Shareholding	0.043%	
Appointment date as director	December 25, 2019	
No. of year being director	6 Years	
Current Position	Independent Director and Chairman of the Board of Directors	
Nominating for	Independent Director	
Education	<ul style="list-style-type: none"> - Bachelor of Economic, Faculty of Economics, Kasetsart University - Graduate Diploma Program of Management Project Management, Muban Chombueng Rajabhat University 	
Training	<ul style="list-style-type: none"> - Director Certification Program (DCP 288/2020) - Advanced Audit Committee Program (AACP 38/2020) - Role of the Chairman Program (RCP 46/2020) - Risk Management Program for Corporate Leaders (RCL 22/2021) - Ethical Leadership Program (ELP 23/2021) - Successful Formulation & Execution of Strategy (SFE 36/2021) - Director Leadership Certification Program (DLCP 3/2021) - Executive Program in Capital Market Leader (Class 24), Capital Market Academy (CMA) - Top Executive Program in Commerce and Trade (TEPCoT) (Class 11), Commerce Academy, The University of the Thai Chamber of Commerce - Super Series Batch 3: Leadership & Effective Corporate Culture, Institute of Research and Development for Public Enterprises (IRDP) & Judge Business School, University of Cambridge, UK - Certificate, Executive Program in Energy Literacy for a Sustainable Future (Class 17), Thailand Energy Academy (TEA) 	
Experiences	<ul style="list-style-type: none"> - Independent Director and Member of the Audit Committee, Primo Service Solutions Company Limited - Sub-Committee on Corporate Governance and Corporate Social Responsibility, Metropolitan Waterworks Authority - Chief Relationship Officer, Thai Management Association (TMA) - Director, Industrial Engineer, The Engineering Institute of Thailand Under H.M. The King's Patronage 	
Positions in other listed companies	<ul style="list-style-type: none"> - Independent Director and Chairman of the Audit Committee, PTT Public Company Limited 	
Positions in non-listed companies	<ul style="list-style-type: none"> - Director, SETTE PECCATI Company Limited - Director, TKI PERPETUAL Company Limited 	

Position in competitive or related businesses to the Company	None
Illegal Record in the past 5 years	None
Family relationship with directors and management	None
Meeting attendance in 2025	- Board of Directors: 7/7 Meetings (equivalent to 100%) - Audit Committee: 3/3 Meetings (equivalent to 100%)

Type of relationships of Independent Director

Nature of relationship with the company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years as follows:	
(1) Being executive directors, staff members, employees or advisors who receive salary;	No
(2) Being a professional service provider;	No
(3) Having a material business relationship that may affect the ability to perform duties independently.	None

Remark: Information as of December 31, 2025

Profiles of the Retiring Directors Proposed for Re-election

Name	Dr. Anukool Tuntimas	
Age	58 Years	
Nationality	Thai	
Shareholding	None	
Appointment date as director	April 22, 2023	
No. of year being director	2 Year 8 Months	
Current Position	Independent Director, Chairman of the Risk Management Committee and Member of Audit Committee	
Nominating for	Independent Director	
Education	<ul style="list-style-type: none"> - Doctor of Laws Program, Ramkhamhaeng University - Doctor of Business Administration, University of South Australia - Master of Engineering (Engineering Management), Dhurakij Pundit University - Master of Laws, Chulalongkorn University - Master of Business Administration, Kasetsart University - Barrister at Law, The Institute of Legal Education - Bachelor of Laws, Chulalongkorn University - Bachelor of Business Administration (Accounting and Finance), Ramkhamhaeng University 	
Training	<ul style="list-style-type: none"> - The Role of Chairman (RCP) - Director Certification Program (DCP 43/2004) - Advanced Audit Committee Program (AACP 1/2009) - Corporate Governance and Social Responsibility Program (CSR 1/2007) - Finance for Non-Finance Directors Program (FND 38/2007) - Role of the Compensation Committee Program (RCC 9/2009) - Tracking Corruption through Public-Private Collaboration Program - Director Certification Program Update (DCPU 2/2014) - Boards that Make a Difference Program (BMD 1/2016) - Legal Update: Criminal Liabilities of Directors - Strategic Board Master Class (SBM 10/2022) - Director Leadership Certification Program (DLCP 6/2022) - National Defence Course (Class 61), National Defence College - Democratic Governance for Senior Executives Program (PDP), King Prajadhipok's Institute - Advanced Management Program (AMP), Capital Market Academy (CMA) - Advanced National Security Management Program, National Defence College Association under Royal Patronage - Advanced Program for Senior Executives in Administrative Justice, Office of the Administrative Courts 	

	- Advanced Certificate Program in Public Administration and Public Law, King Prajadhipok's Institute
Experiences	- Director, Bangkok Metro Networks Company Limited - Director and Executive Committee Member, Bangkok Metro Public Company Limited - Director and Vice President, Academic Affairs, Lawyers Association of Thailand
Positions in other listed companies	- Director / Executive Director / Corporate Social Responsibility and Sustainability Committee Member / Executive Vice President: Human Resource and General Administration, CH. Karnchang Public Company Limited
Positions in non-listed companies	None
Position in competitive or related businesses to the Company	None
Illegal Record in the past 5 years	None
Family relationship with directors and management	None
Meeting attendance in 2025	Board of Directors: 7/7 Meetings (equivalent to 100%) Risk Management Committee: 1/1 Meeting (equivalent to 100%) Audit Committee: 1/1 Meeting (equivalent to 100%)

Type of relationships of Independent Director

Nature of relationship with the company/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years as follows:	
(1) Being executive directors, staff members, employees or advisors who receive salary;	No
(2) Being a professional service provider;	No
(3) Having a material business relationship that may affect the ability to perform duties independently.	None

Remark: Information as of December 31, 2025

Profiles of the Retiring Directors Proposed for Re-election

Name	Mr. Chanaphan Piriayaphan	
Age	56 Years	
Nationality	Thai	
Shareholding	1.48%	
Appointment date as director	February 3, 2020	
No. of year being director	5 Years 10 Months	
Current Position	Director, Chairman of the Investment Committee, Chairman of the Executive Committee, Chief Executive Officer, and Company Secretary	
Nominating for	Director	
Education	<ul style="list-style-type: none"> - Master of Communication Arts, New York Institute of Technology USA (Distinction) - Bachelor of Political Science, Chulalongkorn University 	
Training	<ul style="list-style-type: none"> - Director Certification Program (DCP 289/2020) - Digital Economy Promotion Leadership Program (Digital CEO), Class 8, Digital Economy Promotion Agency (depa) - Certificate, Executive Program in Energy Literacy for a Sustainable Future (Class 18), Thailand Energy Academy (TEA) - Cooperatives Executive Program (ACE) Class 1 - Thailand Insurance Super Leadership Program (Super ISL.) Class 1 - Executive Program in Capital Market Leader (Class 24), Capital Market Academy (CMA) - Top Executive Program in Commerce and Trade (TEPCoT) (Class 12), Commerce Academy, The University of the Thai Chamber of Commerce - Academic of Business Creativity Program (ABC) Class 4, Sripatum University - Thailand Insurance Leadership Program, Class 5, Office Insurance Commission (OIC) - R+V Re APAC Client Seminar, Germany - Executive Building Bridges Hannover Re Seminar, Germany - Senior Associated (ANZIF) Australian and New Zealand Institute of Insurance and Finance 	
Experiences	<ul style="list-style-type: none"> - 2009 – 2015 Director/Assistant Managing Director, T.A.C. Consumer Public Company Limited - 1992 – 2009 Executive Vice President, Thai Reinsurance Public Company Limited 	
Positions in other listed companies	<ul style="list-style-type: none"> - Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration, and Member of Investment Committee, T.R.V. Rubber Public Company Limited 	
Positions in non-listed companies	<ul style="list-style-type: none"> - Director, R Square Company Limited - Director, Alphasec Company Limited 	
Position in competitive or related businesses to the Company	None	

Illegal Record in the past 5 years	None
Family relationship with directors and management	Spouse of Mrs. Yupares Piriyaphan
Meeting attendance in 2025	Board of Directors: 7/7 Meetings (equivalent to 100%) Investment Committee: 3/3 Meetings (equivalent to 100%) Executive Committee: 12/12 Meetings (equivalent to 100%)

Remark: Information as of December 31, 2025

Profiles of the Retiring Directors Proposed for Re-election

Name	Mr. Pornkasem Lauthittirut	
Age	48 Years	
Nationality	Thai	
Shareholding	8.87%	
Appointment date as director	April 17, 2012	
No. of year being director	13 Years 8 Months	
Current Position	Director, Member of the Executive Committee, Executive Vice President - Treaty and Total Solutions Reinsurance Department	
Nominating for	Director	
Education	<ul style="list-style-type: none"> - Master of Urban Planning, Land and Housing Development (Honor), Asian Institute of Technology Bangkok, Thailand - Bachelor of Architecture, King Mongkut's Institute of Technology Ladkrabang 	
Training	<ul style="list-style-type: none"> - Director Certification Program (DCP 288/2020) - Strategic and Appreciative Business Development (The Master 7), Institute of Strategic and Appreciative Business (iSAB) - Thai Intelligent Investors Program (TIIP) Class 17/2018, Thai Investors Association - The "Nuts and Bolts" of Energy Insurance, Singapore College of Insurance - Advanced Diploma in Insurance (ACII), The Chartered Insurance Institute - Senior Associated (ANZIF) Australian and New Zealand, Institute of Insurance and Finance - Reinsurance Seminar, Hannover Re Malaysian Branch, Malaysia - PartnerRe Reinsurance Course, Switzerland - Lloyd's Asia Broker Programme, Lloyd's Singapore, Singapore - The Insurance School (Non-life) of Japan, Japan - Engineering Project Insurance Intermediate, Swiss Re Academy, Hong Kong - Insurance Business Executive Development Program, Class 12, Chulalongkorn University 	
Experiences	<ul style="list-style-type: none"> - Deputy Director, Business Development Department, Thai Reinsurance Public Company Limited - Risk Survey Officer, Risk Inspection Service-Division, Thai Reinsurance Public Company Limited - Risk Survey Officer, Property/Engineering Special Risk Department, Thai Reinsurance Public Company Limited 	
Positions in other listed companies	- None	
Positions in non-listed companies	- Director, R Square Company Limited	
Position in competitive or related businesses to the Company	None	
Illegal Record in the past 5 years	None	

Family relationship with directors and management	None
Meeting attendance in 2025	Board of Directors: 7/7 Meetings (equivalent to 100%) Executive Committee: 12/12 Meetings (equivalent to 100%)

Remark: Information as of December 31, 2025

Profiles of the Auditors Proposed for Appointment as the Company's Auditors for the Year 2026

Name	Mr. Choopong Surachutikarn
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Position	Audit Partner
CPA No.	4325
Relevant experiences	<ul style="list-style-type: none"> - Currently serves as an Audit Partner at Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and as the Country Leader of Deloitte in the Lao People's Democratic Republic. - Audit experience with Deloitte Touche Tohmatsu LLC, Melbourne, Australia. - Over 30 years of experience in the audit profession with industry experience spanning a range of sectors: manufacturing, service provider, retail, food and beverage, hospital, healthcare, etc.
Qualifications/Professional Affiliations	<ul style="list-style-type: none"> - Master's degree in finance, University of Illinois, USA - Bachelor of Accounting, Chulalongkorn University - Certified Public Accountant approved by the Office of the Securities and Exchange Commission (SEC), Thailand - Member of committee on auditing of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King (2024-Present) (2011-2016)
Relationships or interest or transaction with the Company that may create a conflict of interest with the Company, subsidiaries, executives, major shareholders or any persons related thereto	None
Appointment as the Company's Auditor	This appointment marks the auditor's second consecutive fiscal year (FY2026) serving as the Company's external auditor
Signing of the Auditor's Report	Has served as the signing auditor for the Company's auditor's report for one fiscal year

Profiles of the auditors proposed for appointment as the Company's auditors for the year 2026

Name	Ms. Wimolporn Boonyusthian
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Position	Audit Partner
CPA No.	4067
Relevant experiences	<ul style="list-style-type: none"> - Currently serves as an Audit Partner at Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Audit experience with Deloitte & Touche LLP, Nashville, Tennessee, United States. - Over 30 years of professional experience, with responsibilities for auditing companies in Thailand, multinational corporations, and listed companies on the Stock Exchange of Thailand across various industries, including manufacturing, services, retail, food and beverage, and pharmaceuticals.
Qualifications/Professional Affiliations	<ul style="list-style-type: none"> - Bachelor of Accounting (Honors), Faculty of Commerce and Accountancy, Chulalongkorn University - Master of Business Administration, Faculty of Commerce and Accountancy, Thammasat University - Certified Public Accountant approved by the Office of the Securities and Exchange Commission (SEC), Thailand - Part-time lecturer in Accounting, Faculty of Business Administration, Kasetsart University - Member of committee on auditing of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King (2017-2023)
Relationships or interest or transaction with the Company that may create a conflict of interest with the Company, subsidiaries, executives, major shareholders or any persons related thereto	None
Appointment as the Company's Auditor	This appointment marks the auditor's second consecutive fiscal year (FY2026) serving as the Company's external auditor
Signing of the Auditor's Report	Has not previously served as the signing auditor for the Company's auditor's report.

Profiles of the auditors proposed for appointment as the Company's auditors for the year 2026

Name	Ms. Waraporn Kriengsuntornkij
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Position	Audit Partner
CPA No.	5033
Relevant experiences	<ul style="list-style-type: none"> - Currently serves as an Audit Partner at Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Audit experience with Deloitte & Touche LLP in Toronto, Canada. - Over 30 years of professional experience, responsible for auditing companies in Thailand, multinational corporations, and listed companies on the Stock Exchange of Thailand across various industries, particularly in commerce, services, and logistics.
Qualifications/Professional Affiliations	<ul style="list-style-type: none"> - Bachelor of Business Administrative, Major Accounting, Assumption University - Master of Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University - Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King - Certified Public Accountant approved by the Office of the Securities and Exchange Commission (SEC), Thailand
Relationships or interest or transaction with the Company that may create a conflict of interest with the Company, subsidiaries, executives, major shareholders or any persons related thereto	None
Appointment as the Company's Auditor	This appointment marks the auditor's second consecutive fiscal year (FY2026) serving as the Company's external auditor
Signing of the Auditor's Report	Has not previously served as the signing auditor for the Company's auditor's report

Profiles of the auditors proposed for appointment as the Company's auditors for the year 2026

Name	Ms. Porakoch Jongkolsiri
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Position	Audit Partner
CPA No.	7150
Relevant experiences	<ul style="list-style-type: none"> - Currently serves as an Audit Partner at Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Over 20 years of professional experience, including audit and advisory services for multinational corporations and listed companies on the Stock Exchange of Thailand across various industries, such as automotive, transportation, and food and services.
Qualifications/Professional Affiliations	<ul style="list-style-type: none"> - Master of Business Administration, National Institute of Development Administration (NIDA) - Bachelor of Accounting, Faculty of Commerce and Accountancy, Thammasat University - Certified Public Accountant (CPA), Thailand - Certified Public Accountant approved by the Office of the Securities and Exchange Commission (SEC), Thailand - Member of Investigation Subcommittee, Federation of Accounting Professions - Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King
Relationships or interest or transaction with the Company that may create a conflict of interest with the Company, subsidiaries, executives, major shareholders or any persons related thereto	None
Appointment as the Company's Auditor	This is the auditor's first-year appointment as the Company's external auditor
Signing of the Auditor's Report	Has not previously served as the signing auditor for the Company's auditor's report

Procedures for Participating in the Shareholders' Meeting via Electronic Means (e-AGM)

Shareholders or proxies wishing to attend the meeting must submit identity verification documents as specified to the Company by April 17, 2026. Once the Company has verified the list of shareholders entitled to attend the meeting based on the closing information from the shareholder register, the electronic meeting service provider will send the meeting link and user manual to the email address provided to the Company. The link will be sent 2 days prior to the meeting date.

Notification of intention to attend the meeting via electronic means (e-AGM)

Shareholders wishing to attend the e-AGM must notify their intention to attend the meeting as follows:

1. Notify the intention to attend the meeting via email or postal mail
 - 1.1 Please fill in the Acceptance of the Invitation to the Meeting and provide your email and mobile phone number clearly, for registration purposes to attend the meeting.
 - 1.2 Please attach a copy of identity verification documents to confirm the right to attend the e-AGM.
 - (1) If the shareholder is a natural person
 - Attendance by shareholder
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport (in the case of foreigners). In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - Attendance by proxy
 - A proxy form as attached with the notice of the meeting, filled out correctly and completely, signed by both the proxy grantor and the proxy, with duty stamp affixed.
 - A copy of the proxy grantor's identification document, such as an ID card, government ID card, passport (in the case of foreigners) that has not expired and signed certifying the true copy of the proxy grantor.
 - A copy of the proxy's identification document, such as an ID card, government ID card, passport (in the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - (2) If the shareholder is a juristic person
 - Attendance by authorized signatory on behalf of the juristic person (director)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.

- A copy of the identification document of the representative of the juristic person (director), such as an ID card, government ID card, passport (in the case of foreigners) that has not expired and signed certifying the true copy.
- Attendance by proxy
 - A proxy form as attached with the notice of the meeting, filled out correctly and completely, signed by both the proxy grantor and the proxy, with duty stamp affixed.
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identification document of the representative of the juristic person (director), such as an ID card, government ID card, passport (in the case of foreigners) that has not expired and signed certifying the true copy.
 - A copy of the identification document of the proxy as in the case of natural person as mentioned above.

In cases where the documents or evidence mentioned above are not in Thai or English, the shareholder must provide an English translation of the documents, certified the translation by the shareholder's signature or by the authorized signatory binding the juristic person (in the case of a juristic person).

2. Send the notice of intention to attend the meeting via electronic means (Item 1.1) and identity verification documents along with supporting documents (Item 1.2) to the Company by **April 17, 2026**.

- Email: comsec@tqr.co.th or

- Postal:

Company Secretary

TQR Public Company Limited

No. 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

Participation in the meeting via electronic means (e-AGM)

1. Once the shareholder or proxy who has expressed the intention to attend the meeting has been fully verified, you will receive an email from the meeting service provider, which will include a link to attend the meeting and a user manual for system access, 2 days prior to the meeting date. Please read the e-AGM system user manual carefully. If you have not received the email by April 21, 2026, please contact the Company immediately.
2. Please prepare the following information for logging in to the meeting

- Self-Attendance: Shareholder account number (Shareholder's registration number) and shareholder's ID card number.
 - Proxy: Proxy's ID card number and mobile phone number.
3. Participation in the meeting and voting via electronic means can be done using a computer, notebook, tablet, or mobile phone through the Web Browser: Chrome, with an internet connection of at least 4G or basic home internet.

Note: In the case of participating through a tablet or mobile phone, the Zoom application must be installed before attending the meeting, which can be downloaded as follows:

iOS system	Android system
	
<p style="text-align: center;">https://apps.apple.com/th/app/zoom-workplace/id546505307</p>	<p style="text-align: center;">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</p>

4. The system will open 60 minutes before the meeting starts. However, the live broadcast will begin only at the scheduled meeting time.
5. To log in to the system, participants must use the shareholder's registration number and ID card number.
6. Voting through the e-Voting system allows you to vote for each agenda item by choosing either "Approve", "Disapprove", or "Abstain". If no vote is cast for any agenda item, the system will automatically consider your vote as "Approve".
7. In case a participant encounters any issues or difficulties while using the e-AGM system, you can contact OJ International Co., Ltd. at the phone number provided in the email containing the system user manual sent to you.

In the case where a shareholder wishes to appoint an independent director as a proxy

For shareholders who are unable to attend the e-AGM meeting themselves or cannot appoint another proxy to attend the e-AGM, if the shareholder wishes to appoint an independent director as a proxy, please submit the proxy form as attached, specifying the independent director as the proxy according to the list provided by the Company, along with supporting documents, to the Company by **April 17, 2026**, through the following channels:

- Email: comsec@tqr.co.th or

- Postal:

Company Secretary

TQR Public Company Limited

No. 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

Note: In cases where shareholders specify their votes for each agenda item, the independent director will cast the vote as indicated in the proxy form. For each agenda item, shareholders have the right to vote “Approve”, “Disapprove”, or “Abstain” only and cannot divide a partial vote (except for votes cast by Custodians).

In the case of a shareholder who is foreign investor and appoints a custodian in Thailand to be a stock depository and keeper

Please submit the following information

1. Proxy form C (which can be downloaded from the website www.tqr.co.th), filled out correctly and completely, signed by both the proxy grantor and the proxy, with duty stamp affixed.
2. A certificate of incorporation of the custodian, certified as a true copy by the authorized signatory on behalf of the custodian or the attorney with the corporate seal (if any).
3. The power of attorney from the shareholder appointing the custodian to sign the proxy form on their behalf.
4. A confirmation letter stating that the signatory of the proxy form is authorized to operate as a custodian.
5. Copy of ID card, or copy of government ID card, or copy of passport (in the case of foreigners) of the proxy with certified the true copy.
6. Submit information via the following channels:

- Email: comsec@tqr.co.th or

- Postal:

Company Secretary

TQR Public Company Limited

No. 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

Submitting recommendations or questions related to the business, industry, Company performance, or any agenda items to be considered at the e-AGM.

If shareholders wish to submit recommendations or questions, they can do so in 2 ways as follows:

1. Submit recommendations or questions in advance to the Company before the meeting date, by **April 17, 2026**, through the following channels:
 - Email: comsec@tqr.co.th or
 - Postal:
Company Secretary
TQR Public Company Limited
No. 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310
2. Submit recommendations or questions during the meeting for those attending the e-AGM. Participants must state their full name and indicate whether they are attending the meeting as a shareholder or as a proxy before submitting any recommendations or questions. The Company has provided the following channels for submitting recommendations and questions during the meeting:
 - Chat channel for text messaging.
 - Audio chat channel, where participants will press the raise hand button and turn on their microphone on their device after the system administrator sends an invitation to speak. Please remember to turn off the microphone after speaking. (For more details, please refer to the user manual sent to the participant's email.)

If shareholders have any questions regarding the meeting, they can contact the staff as follows:

1. For submitting identity verification documents to attend the e-AGM, please contact the Company Secretary for further information using the Company's contact channels listed above.
2. For the procedure to participate in the e-AGM after identity verification has been completed correctly, please contact OJ International Co., Ltd. at the phone number provided in the email containing the system user manual sent to you.

Registration to attend the meeting

The Company will open registration for shareholders to attend the meeting starting at 9.00 hours onwards.

Voting

1. For voting on each agenda item, the Chairman will ask the meeting to consider a resolution. In the electronic meeting system, participants must vote by selecting either "Approve", "Disapprove", or "Abstain". If a participant does not cast a vote in the electronic meeting system, the Company will consider the participant's vote as "Approve".

In the event that the proxy grantor does not specify their voting intention for any agenda item in the proxy form, or the instructions are unclear (e.g., multiple votes are cast for the same agenda item, unless it is a vote by a custodian), or if the shareholders' meeting considers or votes on matters not mentioned in the proxy form, or if there are any changes or additions to the facts, the proxy has the right to consider and vote as they deem appropriate.

2. Shareholders who have appointed a proxy to attend the meeting on their behalf and have marked "Approve", "Disapprove", or "Abstain" in the proxy form for any agenda item in accordance with the guidelines, the Company will record the votes as specified by the shareholder in the proxy form in advance.

Vote counting

1. One share shall be counted as one vote.
2. The vote counting for each agenda item will be divided into two categories as follows:
 - Agenda items that require approval by the majority votes of the shareholders who attend the meeting and cast their votes
(According to Section 107(1) of the Public Limited Companies Act B.E. 2535), the Company will calculate the voting base by counting only the votes of shareholders who have voted "Approve" or "Disapprove", excluding the votes of shareholders who have abstained.
 - Agenda items that require approval by the votes of not less than two-thirds of the total number of votes of shareholders who attend the meeting
(According to Section 90, Paragraph 2 of the Public Limited Companies Act B.E. 2535), the Company will calculate the voting base by counting the votes of all shareholders who attend the meeting.
3. The Chairman or a person assigned by the Chairman will announce the results of the vote for each agenda item after the voting for each item has concluded.



ใบตอบรับเข้าร่วมประชุมของบริษัท ทีคิว อาร์ จำกัด (มหาชน)

Acceptance of the invitation to the meeting of TQR Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification number/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ทีคิว อาร์ จำกัด (มหาชน)

Being a shareholder of TQR Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น.....หุ้น

Holding the total amount of shares

(3) ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2569

I would like to participate in the 2026 Annual General Meeting of Shareholders via electronic means

 เข้าร่วมประชุมด้วยตัวเอง

Self-attendance

 มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting

● หมายเลขโทรศัพท์มือถือผู้เข้าร่วมประชุม.....(โปรดระบุ)

Mobile phone number of the participant Please fill in the blank

● อีเมลผู้เข้าร่วมประชุม.....(โปรดระบุ)

Email of the participant Please fill in the blank

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามที่ระบุในเอกสารประกอบการเข้าประชุมผู้ถือหุ้น 1 ภายในวันที่ 17 เมษายน 2569

Please submit the required documents as specified in the Accompanying Documents for Attending the Meeting 1 by April 17, 2026.

(5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have been verified, the Company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้น โปรดเตรียมข้อมูลตามที่ระบุในเอกสารประกอบการเข้าประชุมผู้ถือหุ้น 1 เพื่อใช้สำหรับการเข้าร่วมประชุม

On the day of the shareholders' meeting, please prepare the information as specified in the Accompanying Documents for Attending the Meeting 1 for participation in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Independent Directors' Information Proposed by the Company to Act as Proxies for Shareholders

Name	Age (Yrs)	Position	Address	Conflict of interest in the agenda item
Ms. Trithip Sivakrskul	60	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee - Member of the Nomination and Remuneration Committee 	TQR Public Company Limited 46/7 Rungrojthanakul Building, 8 th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310	None
Mr. Chatchavin Pipatchotitham	52	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Member of the Risk Management Committee - Member of the Investment Committee 		

Note: The independent directors mentioned above are considered to have an interest in Agenda Item 6 regarding the approval of directors' remuneration for the year 2026. However, they do not have any special interests that differ from other directors in any of the agenda items proposed for the 2026 Annual General Meeting of Shareholders.

Definition of Independent Director

TQR Public Company Limited (the “Company”) has defined the meaning of “independent director” in compliance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559, Re: Application for and Approval of Offering for Sale of Newly Issued Shares, which contains the following criteria:

1. Holding shares not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of being appointed as independent director. Such prohibited characteristics shall not include the case where the independent director used to be a government official or advisor of a government unit, which is a major shareholder or controlling person of the Company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child of other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.

A business relationship as stated in the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationships with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
9. Not having any other characteristics, which cause the inability to express independent opinions regarding the Company's business operations.

After having been appointed as an independent director, the independent director may be assigned by the Board to take part in the business decisions of the Company, its parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, on condition that these decisions must be collective ones.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

The Company's Articles of Association Specifically Relating to Shareholders' Meeting

Section 5 Board of Directors

Article 15. The Company shall have a board of directors to operate the business of the Company, consisting of at least five (5) directors, with no less than half (1/2) of the total number of directors residing in Thailand.

The directors of the Company can be shareholders or non-shareholders.

Article 16. The shareholders' meeting shall elect directors in accordance with the criteria and the following methods

- (1) A shareholder has a vote equal to one (1) share per one (1) vote.
- (2) Each shareholder may use all the votes he has under (1) to elect one or more persons to be directors. In the event that several persons are elected as directors cannot divide the votes to any person in any amount
- (3) Persons receiving the highest number of votes in descending order will be elected as directors equal to the number of directors to be elected at that time. In the event that the persons elected in descending order have equal votes which would otherwise exceed the number of directors required or to be elected at that time. The chairman of the meeting shall have a casting vote.

Article 17. At every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire from their positions. If the number of directors cannot be divided into three equal parts, then the number closest to one-third should retire

Director who retired may be re-elected to take office again.

For the first and second year after the Company registration, the directors who must resign from the position shall be determined by drawing lots. For the following years, the director who has been in the position for the longest period of time shall resign from the position.

Article 18. In addition to retirement by rotation Directors will retire from office when:

- (1) Dead
- (2) Resign
- (3) Lack of qualifications or having prohibited characteristics under the law on public limited companies. and the law on securities and exchange
- (4) Removal by a resolution of the shareholders' meeting under Article 20.
- (5) Dismissal by the court order

Article 20. The shareholders' meeting may pass a resolution removing any director from office before the expiration of the term with a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote, and whose shares counted together represent not less than half (1/2) of the number of shares held by shareholders attending the meeting and having the right to vote.

Article 21. In the event that the position of director becomes vacant for reasons other than the expiration of the term, the committee shall select a qualified person who does not have any prohibited characteristics under the law on public limited companies and the law on securities and stock exchange to be a substitute director at the next Board of Directors' meeting, unless the term of that director is less than two (2) months. The person appointed as a substitute director shall hold office for the remaining term of the director whom he or she is replacing.

A resolution of the committee in accordance with the provisions of the first paragraph must be passed by a vote of not less than three-fourths (3/4) of the number of directors remaining.

Article 22. The Company's directors are entitled to receive remuneration from the Company, in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits, in return for their services. The meeting of shareholders will consider and resolve the directors' remuneration with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The directors' remuneration may be determined in a fixed amount or set up as a specific rule, and it will be determined from time to time or remain effective until the shareholders' meeting resolves to change it otherwise, according to the Company's regulations.

The statement in the first paragraph shall not affect the rights of directors appointed from employees or employees of the Company to receive remuneration and benefits as employees or employees of the Company.

Section 6 Meeting of Shareholders

Article 31. The Board of Directors shall hold an Annual General Meeting of Shareholders within four (4) months from the end of the Company's fiscal year.

Other shareholders' meetings apart from the one mentioned in the first paragraph shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders whenever it deems appropriate.

A meeting of shareholders may be conducted via electronic media as provided in the law governing electronic conferencing and in case of holding a shareholders' meeting via electronic media, the head office of the Company shall be deemed to be the meeting place.

One (1) or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may submit their names in writing requesting the Board of Directors to call a shareholders' meeting. An extraordinary meeting can be held at any time, but the topics and reasons for calling the meeting must be clearly stated in the said letter. In such a case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the event that the Board of Directors fails to hold a meeting within the period under paragraph four, all shareholders who collectively hold at least the mandated number of shares may call a meeting by themselves within forty-five (45) days from the expiration of the period under paragraph four. In such a case, it shall be deemed that the meeting is called by the Board of Directors, and the Company shall be responsible for the necessary expenses incurred from holding the meeting and providing reasonable facilitation.

In the event that any meeting of shareholders called by the shareholders under paragraph five does not constitute a quorum as prescribed in Article 33, the shareholders under the fourth paragraph shall jointly compensate the Company for the expenses incurred in holding that meeting.

In the case where shareholders call for a meeting themselves, the shareholder who called for the meeting may send a notice of the meeting to the shareholders by electronic means. If the shareholder has expressed his or her intention or consent to the Company or the Board of Directors in accordance with the criteria specified by the Registrar under the law on public limited companies.

Article 32. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, and agenda of the meeting, and the matters to be proposed to the meeting with appropriate details. The notice shall clearly state whether the matter will be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matter, and the notice of the meeting must be delivered to the shareholders and the Registrar at least seven (7) days prior to the meeting date. In addition. The notice of the meeting must be published in a newspaper for a period of not less than three (3) consecutive days, with the publication beginning at least three (3) days prior to the meeting date as well. By advertising the notice of the meeting may be advertised via electronic media instead in accordance with the rules prescribed by the

Registrar. In sending the meeting invitation, if the shareholders have notified their intention or consent to send the meeting invitation to the shareholders via electronic means, the Board of Directors may send the meeting invitation through electronic means as well, in accordance with the criteria set by the Registrar.

The location of the shareholders' meeting will be at the province where the Company's headquarters is located, or at any other location within the Kingdom as determined by the Board.

Article 33. In the shareholders' meeting, there must be at least twenty-five (25) shareholders and proxies (if any) attending the meeting, or not less than half of the total number of shareholders, and they must hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

Shareholders who do not attend the meeting in person may grant a proxy by appointing a proxy holder to attend the meeting and vote on their behalf. The proxy holder must submit the proxy letter to the Chairman of the Board of Directors, or a person designated by the Chairman before attending the meeting. The proxy letter must be in the form prescribed by the Registrar of public limited companies. Additionally, the proxy may be executed electronically, provided that a secure and reliable method is used to ensure that the proxy has been executed by the shareholder. This is in accordance with the criteria set by the Registrar.

In the event that any shareholder meeting has been called, and one (1) hour has passed since the appointed time, and the number of shareholders attending the meeting is inadequate to constitute a quorum as specified in the first paragraph, then if the shareholders' meeting was called because of the request of the shareholders, the meeting shall be suspended. If the meeting of shareholders was not called at the request of the shareholders, a new meeting shall be called. In this case, the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. In the latter meeting, it is not mandatory that a quorum be formed.

Article 34. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In case the Chairman is not present at the meeting or is unable to perform his duties, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or there is but he is not present at the meeting or is unable to perform his duties. The meeting shall elect one of the shareholders present to preside over such meeting.

Article 35. In voting at the shareholders' meeting, each share shall have one vote. A shareholder who has a special interest in a particular matter shall not be entitled to vote on that matter, except for voting in the election of directors. The resolution of the shareholders' meeting must be passed by the following votes.

- (1) In normal cases, the resolution shall be passed by the majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the Chairman of the meeting shall have an additional vote as a casting vote.
- (2) In determining the remuneration for directors, the resolution must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
- (3) In the following cases, the resolution must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.
 - (a) The sale or transfer of all or a significant part of the Company's business to another party.
 - (b) The purchase or acquisition of a private company's or another public company's business by the Company.
 - (c) The making, amending, or termination of contracts related to the lease of all or a significant part of the Company's business, the delegation of business management to another party, or the merger of the Company with another entity for the purpose of sharing profits and losses.
 - (d) Amendment or addition to the Company's Memorandum of Association or Articles of Association.
 - (e) The increase or decrease of the Company's registered capital.
 - (f) Dissolution of the company.
 - (g) Issuance of the Company's debentures
 - (h) The merger of the Company with another company
 - (i) Any other actions as prescribed by law that require a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Article 36. The matters that should be convened by the Annual General Meeting of Shareholders are as follows:

- (1) To acknowledge the report of the Board of Directors on the Company's operating results during the past year.
- (2) To consider and approve the balance sheet or financial position statement and the profit and loss account.
- (3) To consider and approve the allocation of profits and the payment of dividends.
- (4) To consider the election of new directors to replace those who have retired by rotation.
- (5) To consider the determination of directors' remuneration.
- (6) To consider the appointment of auditors and determine the audit fee, and
- (7) Other matters

Section 7 Accounting, Finance and Auditing

Article 37. The Company's fiscal year begins on January 1 and ends on December 31 of each year.

Article 39. The Board of Directors must prepare a balance sheet or financial position statement and a profit and loss account as of the end of the Company's fiscal year to be presented at the Annual General Meeting of Shareholders for approval. The Board of Directors must ensure that the auditors have audited the balance sheet or financial position statement and the profit and loss statement before presenting them to the shareholders' meeting

Article 40. The Board of Directors must send the following documents to the shareholders along with the notice of the Annual General Meeting of Shareholders.

- (1) A copy of the audited balance sheet or financial position statement and profit and loss account, along with the auditor's report, and
- (2) The Board of Directors' annual report, along with supporting documents to accompany the report.

Article 41. The auditor must not be a director, employee, staff, or hold any position or office in the Company.

Article 42. The auditor has the authority to examine the accounts, documents, and other evidence related to the Company's income, expenses, as well as its assets and liabilities during the Company's working hours. In this regard, the auditor has the authority to inquire with the directors, employees, staff, officers, and representatives of the Company, and those individuals are required to provide explanations or submit documents or evidence related to the Company's operations.

Article 43. The auditor is required to attend every shareholders' meeting where the balance sheet or financial position statement, profit and loss account, and any issues related to the Company's accounts are discussed, in order to explain the audit findings to the shareholders. The Company must also send all reports and documents that the shareholders are entitled to receive at that meeting to the auditor.

Section 8 Dividends and Reserves

Article 44. Dividends shall not be paid from any funds other than profits. In the event that the Company has accumulated losses, no dividends shall be paid.

Dividends shall be distributed equally among the shares, unless the Company has issued preferred shares and has specified that preferred shares will receive different dividends from common shares. In such cases, the dividends shall be allocated as specified. The payment of dividends must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time when it deems that the Company has sufficient profits to do so. Once the interim dividend has been paid, the board must report the payment of such dividends to the shareholders at the next shareholders' meeting.

Dividends shall be paid within one (1) month from the date of the resolution of the shareholders' meeting or the Board of Directors' meeting, as the case may be. Additionally, a written notice must be sent to the shareholders, and an announcement regarding the dividend payment must be published in a newspaper for a period of at least three (3) consecutive days.

Article 45. The Company must allocate a portion of its annual net profit as a legal reserve fund of not less than five (5) percent of the annual net profit, reduced by any accumulated loss brought forward (if any), until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

Privacy Notice for the Shareholders' Meeting

TQR Public Company Limited (the "Company") values the protection of personal data and would like to inform you of the following in compliance with the Personal Data Protection Act B.E. 2562.

1. Personal data that is collected

The Company is required to collect your personal data, including your first name, last name, address, phone number, photograph, ID card number, shareholders' registration number, and information related to the use of electronic systems, such as email and IP address (in the case of attending online meetings). The Company will record and broadcast images and sounds during this meeting for lawful purposes and for the benefit of the shareholders. In the case of granting a proxy, the Company needs to request a copy of the shareholder's ID card, which may contain sensitive personal data such as religious information. The Company does not intend to collect such information, and you, as the data subject, may redact this information on the ID card.

2. The collection of personal data

The collection of personal data directly from the data subject will be conducted only to the extent necessary for the purposes specified and clearly communicated. Additionally, the Company may collect personal data obtained from other sources, such as the securities registrar or the Thailand Securities Depository Center (TSD), but only in cases where it is necessary and in accordance with the methods prescribed by law.

3. Purposes for the collection, use and disclosure of personal data

The Company collects, uses, and discloses your personal data for the purpose of calling the shareholders' meeting, including organizing the meeting in accordance with the law. The Company will collect, use, and disclose your personal data and that of any individuals you reference as permitted by the Personal Data Protection Act B.E. 2562, which authorizes the collection without consent for the lawful purposes of the Company or other individuals or legal entities, or to comply with the Company's legal obligations.

4. The personal data retention period

The Company will retain your personal data for as long as necessary for the purposes of collection, use, and disclosure of personal data as specified in this Privacy Notice. In cases where the retention period for personal data cannot be clearly defined, the Company will retain the data for a period that can be reasonably anticipated, in accordance with standard data retention practices (e.g., the maximum statutory limitation period of 10 years under general law).

5. Your rights as a data subject

As a data subject, you have rights under the Personal Data Protection Act B.E. 2562, including various rights that may include the right to withdraw consent, the right to access and receive personal data, the right to correct personal data, the right to request the deletion or destruction of personal data, the right to request the suspension of the use of personal data, the right to request the transfer of personal data in accordance with the methods prescribed by law, the right to lodge a complaint, and the right to object to the collection, use, or disclosure of your personal data.

6. The disclosure of personal data to a third party

The Company may be required to disclose personal data to individuals, legal entities, or government agencies working with the Company in order to fulfill the purposes stated in this Privacy Notice, as necessary. This may include service providers for technology systems, regulatory authorities, government agencies, or as required by orders from authorized officials

7. How to contact

If you have any questions or need further information regarding personal data protection, please contact us through the following channels:

TQR Public Company Limited 46/7 Rungrojthanakul Building (Building A), 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310

Email: comsec@tqr.co.th

แบบหนังสือมอบฉันทะ แบบ ข.

PROXY FORM B

เขียนที่.....

Written at

วันที่ เดือน พ.ศ.....

Date Month Year

1. ข้าพเจ้า.....สัญชาติ.....

I/We Nationality

สำนักงานตั้งอยู่เลขที่ตำบล/แขวง

Residing at No. Tambol/Kwaeng

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postcode

2. ซึ่งเป็นผู้ถือหุ้น ของบริษัท ทีคิว อาร์ จำกัด (มหาชน)

Being a shareholder of TQR Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

Holding a total number of shares and having voting rights equivalent to vote(s), as follows:

หุ้นสามัญหุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Ordinary share share(s) having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิหุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Preferred share share(s) having voting rights equivalent to vote(s)

3. ขอมอบฉันทะให้

Hereby appoint

(1)นางสาวไตรทิพย์ ศิวะภุชฌ์กุล (กรรมการอิสระ) อายุ 60 ปี

ที่อยู่ บริษัท ทีคิว อาร์ จำกัด (มหาชน) 46/7 อาคารรุ่งโรจน์ถนกุล ชั้น 8 ถนนรัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือ

Ms. Trithip Sivakrskul (Independent Director), Age 60 years.

Residing at TQR Public Company Limited 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310 or

(2) นายชัชวรินทร์ พิพัฒน์โชติธรรม (กรรมการอิสระ) อายุ 52 ปี

ที่อยู่ บริษัท ทีคิว อาร์ จำกัด (มหาชน) 46/7 อาคารรุ่งโรจน์ธนกุล ชั้น 8 ถนนรัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือ

Mr. Chatchavin Pipatchotitham (Independent Director), Age 52 years.

Residing at TQR Public Company Limited 46/7 Rungrojthanakul Building, 8th floor, Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310 or

(3) ชื่อ..... อายุ ปี

Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at No. Road Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Amphur/Khet Province Postcode or

(4) ชื่อ..... อายุ ปี

Name Age Years

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at No. Road Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphur/Khet Province Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our sole Proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders on Thursday April 23, 2026, at 10.00 hours, via electronic means, or at any adjournment thereof to any other date, time and venue.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/ We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ประชุมเมื่อวันที่ 24 เมษายน 2568

Agenda 1 To certify the minutes of the 2025 Annual General Meeting of Shareholders, held on April 24, 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 รับทราบผลการดำเนินงานประจำปี 2568

Agenda 2 To acknowledge the results of the year 2025

วาระนี้ไม่ต้องมีการลงมติ เนื่องจากเป็นการนำเสนอเพื่อทราบ

This agenda is for acknowledgment and does not require voting.

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2568

Agenda 3 To approve the financial statements for the year ended December 31, 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรประจำปี 2568 และการจ่ายเงินปันผล

Agenda 4 To approve 2025 net profit allocation and dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 5 To elect the directors in replacement of those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:

- การแต่งตั้งกรรมการทั้งหมด

Vote for all the nominated candidates as a whole

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

(1) นายกฤษณะ บุญยะชัย

Mr. Krishna Boonyachai

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(2) ดร.อนุกุล ตันติมาสน์

Dr. Anukool Tuntimas

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(3) นายชนะพันธ์ุ พิริยะพันธ์ุ

Mr. Chanaphan Piriyaphan

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(4) นายพรเกษม เหล่าฤทธิรัตน์

Mr. Pornkasem Laudhittirut

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2569

Agenda 6 To approve the directors' remuneration for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2569

Agenda 7 To appoint the auditors and approve the audit fees for the year 2026

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 เรื่องอื่นๆ

Agenda 8 Other matters

วาระนี้ไม่ต้องมีการลงมติ เนื่องจากเป็นการนำเสนอเพื่อทราบ และเพื่อให้ผู้ถือหุ้นได้ซักถาม (ถ้ามี)

This agenda does not require a vote as it is for acknowledgment and for shareholders to ask questions (if any).

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself/ourself as he/ she sees appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in all respects.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

Note:

1. A shareholder granting a proxy must appoint only one proxy holder to attend the meeting and cast votes on their behalf. The shareholder may not allocate their shares to more than one proxy holder for the purpose of splitting votes.
2. For the agenda regarding the election of directors, shareholders may choose to elect the entire board as a whole or elect directors individually.
3. In the case that additional agenda items arise beyond those specified above, the grantor may provide further instructions in the continuation sheet attached to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ ข.

Annex to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ทีคิว อาร์ จำกัด (มหาชน)

Grant of proxy as a shareholder of TQR Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันพฤหัสบดีที่ 23 เมษายน 2569 เวลา 10.00 น. โดยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2026 Annual General Meeting of Shareholders will be held on Thursday April 23, 2026, at 10.00 hours, via electronic means, or at any adjournment thereof to any other date, time and venue.

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy holder shall vote in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy holder shall be entitled to consider and resolve in lieu of me/us in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy holder shall vote in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ เรื่อง เลือกลงตั้งกรรมการ (ต่อ)

Agenda Subject Appointment of Directors (Continued)

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain



Attachment

(Information for Agenda 2 and 3)

Annual Registration Statement / Annual Report (56-1 One Report 2025)

and Financial Report 2025

(QR Code Format)



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=TQR&date=260423>

Note:

Shareholders may download the 56-1 One Report and related supporting information via the QR Code by following the steps below:

1. Open a QR Code scanning application or use the camera function on a mobile phone (including the LINE application)
2. Scan the QR Code to access and download the report and related information



www.tqr.co.th

TQR Public Company Limited

No. 46/7 Rungrojthanakul Building, 8th floor,

Ratchadapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310