



บริษัท ไทยโพลีอะคริลิก จำกัด (มหาชน)

THAI POLY ACRYLIC PUBLIC COMPANY LIMITED

Thai Poly Acrylic Public Company Limited
Notice of the 42nd Annual General Meeting of Shareholders

on April 21, 2026 at 10:00 hrs.

via Electronic Meeting (e-AGM)

pursuant to the Emergency Decree on Electronics Meeting B.E. 2563

The Meeting will be broadcast from Eastin Grand Hotel Sathorn,
Ratchadamri Room, 12th Floor, 33/1 South Sathorn Road, Yannawa, Sathorn,
Bangkok Metropolis 10120, Thailand

* Registration starts at 08.00 a.m.

March 20, 2026

Subject : Invitation to the 42nd Annual General Meeting of Shareholders

To : Shareholders of Thai Poly Acrylic Public Company Limited

Attachments:

1. Copy of the Minutes of the 41st Annual General Meeting of Shareholders held on April 23, 2025;
2. Annual Report for 2025: Electronic One report format with the Company's financial statements for the fiscal year ended December 31, 2025 (QR Code);
3. Profiles of the proposed external auditors for the year 2026;
4. Profiles of directors who are retiring by rotation and proposed to be re-elected;
5. Profiles of independent directors who are proposed to act as proxy for Shareholders;
6. Definition of Independent Directors as defined by the Stock Exchange of Thailand;
7. Company's Articles of Association regarding the Shareholders' Meeting;
8. Proxy Form A and B as specified by the Department of Business Development, Ministry of Commerce;
9. Documents and evidence showing the right to attend the Annual General Meeting of Shareholders;
10. QR Code downloading procedures for the Annual Report for 2025;
11. Guideline and procedures for attending the 42nd Annual General Meeting of Shareholders via Electronic Means (e-AGM);

The Meeting of the Board of Directors of Thai Poly Acrylic Public Company Limited No.1/2026 held on February 26, 2026 has resolved to convene the 42nd Annual General Meeting of Shareholders on April 21, 2026 at 10.00 a.m. via electronic means (E-AGM), In accordance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations.

The Company had announced on its website to invite the Shareholders to submit the agenda item for the 42nd Annual General Meeting of Shareholders and to propose a director candidate during December 1, 2025 to January 31, 2026. However, when the deadline was due, no agenda item or director candidate was proposed to the

Company. The Company therefore would like to propose the agenda as per the Board of Directors' resolutions as follows:

Agenda Item 1: To adopt the Minutes of the 41st Annual General Meeting of Shareholders held on April 23, 2025

Facts and Rationale: The 41st Annual General Meeting of Shareholders of the Company was held on April 23, 2025. The Company prepared the Minutes of the Annual General Meeting and submitted such Minutes to The Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law. Details of the Minutes of the 41st Annual General Meeting of Shareholders are shown as per **Attachment No.1.**

Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to adopt the Minutes of the 41st Annual General Meeting of Shareholders held on April 23, 2025.

Resolution: This agenda item requires a majority vote of shareholders and the proxies who attend the Meeting and cast their votes (**excluding** abstentions).

Agenda Item 2: To acknowledge the Company's business performance for the year 2025 ended 31 December 2025

Facts and Rationale: The Company summarized the past performance in the year 2025, details of which were submitted and published by the Stock Exchange of Thailand, and presented in the 56-1 One Report 2025. Details are as shown in Annual Report for the year 2025 (page number 96, Part 1 Business Operation and Operating Results, Item 4.1 Operational overview) **Attachment No 2.**

Board of Directors' Opinion: The Board deemed appropriate to propose the Company's business performance for the year 2025 ended 31 December 2025 to the Annual General Meeting of Shareholders for acknowledgment.

Resolution: This agenda item is for acknowledgement. No casting of votes is required for this agenda item.

Agenda Item 3: To consider and approve the financial statements for the fiscal year ended December 31, 2025, which have been audited by a certified auditor

Facts and Rationale: In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 60 and 61 of the Company's Articles of Association, stipulating that the Company shall arrange for preparation of the financial statements and the profit and loss account, and shall arrange the auditor to audit such financial statements before the presentation to the approval of the meeting of shareholders. The Financial Statements for the fiscal year ended December 31, 2025, which have been audited by a certified auditor, are as shown in the Annual Report for 2025 (page number 216, Part 3 Financial statements) as per **Attachment No 2.**

Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements for the fiscal year ended December 31, 2025, which have been audited by a certified auditor and approved by the Audit Committee and the Board of Directors.

Resolution: This agenda item requires a majority vote of shareholders and the proxies who attend the Meeting and cast their votes (**excluding** abstentions).

Agenda Item 4: To consider and approve the dividend payment for the Company's business performance for the year 2025

Facts and Rationale: In compliance with the Public Limited Companies Act B.E. 2535 Section 115 and 116 and Article 56 and 57 of the Company's Articles of Association, stipulating that no dividends shall be paid otherwise than out of profits. If the Company has accumulated losses, no dividend shall be paid. The Company has the policy to distribute dividends at a rate as approved by the Shareholders on a case-by-case basis and based on the retained earnings. The Company shall allocate the legal reserve of ten percent of the registered capital. Therefore, the Company is not required to set aside additional legal reserve.

Based on the Company's business performance for the year 2025, the Company had a net loss in the amount of Baht 13,970,708 resulting in a deficit balance as of December 31, 2025 of Baht 938,662.

Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the omission of dividend payment of the year 2025 to be in accordance with the Company's policy.

Resolution: This agenda item requires a majority vote of shareholders and the proxies who attend the Meeting and cast their votes (**excluding** abstentions).

Agenda Item 5: To consider and approve the appointment of the external auditors and to determine the auditor's remuneration for the year 2026

Facts and Rationale: In compliance with the Public Limited Companies Act B.E. 2535 Section 120 stipulating that the Annual General Meeting of Shareholders shall appoint the auditor and determine the auditor's remuneration annually. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee has considered and deemed appropriate to appoint one of the following auditors from EY Office Limited to be the Company's auditor for the year 2026.

Names of Auditors	Certified Public Accountant No.	Number of Years Audit for the Company
1) Ms. Isarapom Wisutthiyan or	7480	3
2) Mr. Preecha Arunnara or	5800	3
3) Ms. Kessirin Pinpuvadol	7325	2

None of above auditors have acted as the auditor of the Company for more than 5 consecutive fiscal years. In the case that the above auditors cannot perform their duties, EY Office Company Limited shall provide its other auditor to audit and review the financial statements of the Company instead of the mentioned auditors.

Details of the proposed Auditors for the year 2026 are as shown **in Attachment No.3.**

In this regard, the Audit Committee has considered and deemed that such auditors are independent and have a professional standard in accordance with the generally accepted auditing principles and are able to perform effectively with the Company's staff. The auditors

do not serve other services to the Company and have no relationship and/or interest with the Company and joint venture/the Company's executives, or any of their related parties, irrespective of direct or indirect interest.

The auditor's remuneration for the year 2026 will be determined at the amount of Baht 1,800,000, which remained as the previous year. There are no other service fees. In this regard, such remunerations exclude out-of-pocket expenses such as travelling expenses, fax and photocopying charges, which will be charged to the Company at actual cost. The Company has no other subsidiaries.

Details of Remuneration	2026 (Proposed Year)	2025
The auditor's remuneration	Baht 1,800,000	Baht 1,900,000
Other service fee	-	-

Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the external auditors from EY Office Limited to be the Company's auditors for the year 2026 as proposed and approve the auditor's remuneration for the 2026 in the amount of Baht 1,800,000.

Resolution: This agenda item requires a majority vote of shareholders and the proxies who attend the Meeting and cast their votes (**excluding** abstentions).

Agenda Item 6: To consider and approve the election of directors in replacement of directors retiring by rotation for the year 2026

Facts and Rationale: In compliance with the Public Limited Companies Act B.E. 2535 Section 71 and Article 22 of the Company's Articles of Association, stipulating that at every Annual General Meeting of Shareholders, the directors shall retire from office at the rate of one-third. If the number of directors is not divisible by three, the number closest to one-third shall retire. Directors to retire from office in the first year and second year after the registration of the Company are determined by a draw. For the following years, directors having been in office for the longest time shall be the persons to retire from office. Directors who retire by rotation according to this Article may be re-elected. There are 3 directors who will retire by rotation at the 2026 Annual General Meeting of Shareholders, namely,

- | | |
|-------------------------------------|--|
| 1. Mr. Peter Andrew Boagey | Chairman of the Board of Directors /
Executive Director |
| 2. Mr. Eiji Matsumura | Executive Director |
| 3. Mr. Kajornkiet Aroonpirodjanakul | Independent Director / Chairman of Audit Committee |

In order to comply with good corporate governance principles, the Company disclosed an announcement on the Company's website inviting the Shareholders to nominate qualified persons to serve as the Company's directors from 1 December 2025 to 31 January 2026. However, there was no candidate director nominated by any Shareholder.

The Nomination and Remuneration Committee has nominated qualified candidates in accordance with the criteria and the nomination process disclosed in the Annual Report for 2025 (page number 120, Part 2 Corporate Governance, item 6.1.1 Nomination of directors) **Attachment No.2** by duly considering the composition of the Board (Board Skill Matrix) to ensure that qualification, wisdom, talent, experience, and expertise of the directors are appropriate for the utmost benefit of the Company's business operations. The Nomination and Remuneration Committee (excluding directors with related interests) has duly reviewed and proposed to approve re-election of the 3 directors due to complete their terms in 2026 to retain their office for another term as follows:

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|------------------------------------|--|
| 1. Mr. Peter Andrew Boagey | Chairman of the Board of Directors /
Executive Director |
| 2. Mr. Eiji Matsumura | Executive Director |
| 3. Mr. Kajomkiet Aroonpirodjanakul | Independent Director / Chairman of Audit Committee |

Profiles of directors who are retiring by rotation and proposed to be re-elected enclosed as **Attachment No. 4**

Board of Directors' Opinion: The Board (excluding directors with related interests) considered that the proposed directors had passed the nomination process of the Nomination and Remuneration Committee confirming that they had the appropriate qualifications as related to conduct the company's business, including with who are proposed as independent directors had qualification complied by regulations. The Board thus deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the election of 3 directors retiring by rotation to retain their office for another term.

Resolution: This agenda item requires a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstentions). The appointment shall be made individually.

Agenda Item 7: To consider and approve the remuneration of directors for the year 2026

Facts and Rationale: In compliance with the Public Limited Companies Act B.E. 2535 Section 90 and Article 42 of the Company's Articles of Association, stipulating that directors' gratuity and remuneration shall be determined by the shareholders' meeting.

The Board of Directors by suggestion of the Nomination and Remuneration Committee has considered various factors and the good corporate governance principles and found appropriate that the remuneration of Directors for the year 2026 be determined at the rate as set forth in the table below. The remuneration of directors for the year 2026 and the meeting allowances for the Chairman of sub-committee and the Independent Directors are as follows:

Remuneration	2026 (proposed year)	2025
1. Remuneration of	(per person/ year)	(per person/ year)
- Chairman of Audit Committee	Baht 483,000	Baht 483,000
- Independent Directors	Baht 483,000	Baht 483,000
2. Meeting Allowance of Sub-Committee	(per person/meeting)	(per person/meeting)
- Chairman of Audit Committee	Baht 10,000	Baht 10,000
- Chairman of Sub-Committee	Baht 10,000	Baht 10,000
- Independent Directors	Baht 8,000	Baht 8,000
- Other benefits	None	None

The Board of Directors has set the guidelines and procedures for the determination of remuneration as disclosed in the Annual Report for 2025 page 164, part 2 under the section of Corporate Governance, item: Remuneration of Directors, **Attachment No.2**. In this regard, none other benefits.

Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the remuneration of directors for the year 2026 at the rate as set forth in the table above.

Resolution: This agenda item requires not less than two-thirds (2/3) of the total votes of the shareholders who attend the Meeting.

Agenda Item 8: Other matters (if any)

The Board of Directors has determined the Record Date on March 13, 2026 for the Shareholders' right to attend the 42nd Annual General Meeting of Shareholders. In this regard, you are cordially invited to attend the Meeting on the specified date and time. Registration to attend the 42nd Annual General Meeting of Shareholders will begin at 08.00 a.m. For shareholders who are not able to attend the Meeting and wish to appoint a proxy, please do so by submitting the enclosed Proxy form as per **Attachment No. 8** to another person or an independent director to attend the Meeting and vote as proxies on behalf of the shareholders. The list of names and profiles of the proposed independent directors are shown as per **Attachment 5**. In this regard, the Company requests for your cooperation to submit a proxy to the Company **by April 17, 2026**.

The shareholders or proxies who attend the Annual General Meeting of Shareholders via Electronic Meeting (e-AGM) are required to study and comply with the enclosed flow chart and procedures for attending the 42nd Annual General Meeting of Shareholders held via Electronic Meeting (e-AGM) as per **Attachment No. 11**.

Respectfully yours,

Thai Poly Acrylic Public Company Limited



(Mr. Peter Andrew Boagey)

Chairman of the Board of Directors