

27 March 2026

Notice of the Annual General Meeting of Shareholders No.61

Shareholders

Srisawad Capital 1969 Public Company Limited

- Enclosures:
1. The Minutes of The Annual General Meeting of Shareholders No. 61
  2. The Company's E-One Report in QR Code format.
  3. The details of persons who are nominated as Directors.
  4. The detail of Independent Director whom being nominated as Proxies for shareholders.
  5. Proxy Form B and Annex to the Proxy Form A Form B and Form C.
  6. Guidelines for attending the Annual General Meeting of Shareholders No. 61 via electronic (E-Meeting) means and how to grant the meeting proxy.
  7. Company's Articles of Association relating to the Meeting of Shareholders.

The Annual General Meeting of Shareholders of Srisawad Capital 1969 Public Company Limited No.61 shall be held on Wednesday, 29 April 2026 at 10.00 Hours via electronic means (E-AGM) only and in compliance with rules and regulations prescribed under the applicable law by broadcasting live from the Auditorium room, 3<sup>rd</sup> floor, 99/392 Srisawad Building, Chaeng Watthana Road, Thungsonghong, Laksi, Bangkok 10210 with the following agendas:

**Agenda 1 :** To adopt the Minutes of the Annual General Meeting of Shareholders No. 60 held on 29 April 2025

**Facts and Rationales :** The Minutes of the Annual General Meeting of Shareholders No. 60 held on 29 April 2025, the Company has prepared and disclosed the Minute of the Meeting on the website of the Company [www.srisawadcapital.co.th](http://www.srisawadcapital.co.th)

**Recommendation of the Board of Directors :** The Board of Directors recommends shareholders to consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 60 held on 29 April 2025.

**Required Votes :** Majority Votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 : To acknowledge the result of operations and the Annual Report Year 2025 of the Company

Facts and Rationales : The result of operations for year 2025 as appeared in the Annual Report year 2025 is enclosed to this notice. The Company also posted them on the website of the Company [www.srisawadcapital.co.th](http://www.srisawadcapital.co.th)

(Unit : THB Million)	2025	2024	Growth (%)
Interest Income	5,590.28	6,810.09	(17.91)
Other Revenues	982.45	940.90	2.14
Total Operating Expenses	2,804.75	4,192.93	(33.11)
Finance Cost	982.45	1,220.45	(19.50)
Net Profit	892.13	729.63	22.27
Net Loans to customers and accrued interest receivables	25,750.13	30,335.45	(17.58)
Total Assets	29,279.25	35,232.05	(16.90)
Total Liabilities	17,809.17	24,620.47	(27.67)
Total Shareholder' Equity	11,470.08	10,611.58	8.09

For the year ended 31 December 2025, net profit reported at 892.13 million Baht, increasing 22.27% from the previous year. The growth was primarily driven by the Company's strong commitment to enhancing loan portfolio quality, improving cost management efficiency, continuously strengthening customer screening processes and lower finance costs.

- For the year ended 31 December 2025, interest income reported at 5,590.28 million Baht, a decrease of 17.91% from the previous year, which was consistent with the reduction in the size of the loan portfolio as a result of the Company's more stringent lending policies. Total loan portfolio decreased from 31,241.57 million Baht as at 31 December 2024 to 25,750.13 million Baht as at 31 December 2025, representing a decline of 17.58% from the previous year.
- For the year ended 31 December 2025, servicing and administrative expenses amounted to 2,804.75 million Baht, a decrease of 33.11% from the previous year. The reduction was primarily attributable to the Company's ongoing cost optimization initiatives including restructuring of its dealer commission structure.
- For the year ended 31 December 2025, the Company recorded a loss on disposal of properties foreclosed of 539.35 million Baht, a decrease of 53.71% from the previous year. This was partly due to the Company's revised lending policy, focusing on credit

quality, lowering the loan-to-value (LTV) ratio for customers as well as an improvement in overall loan portfolio quality.

4. For the year ended 31 December 2025, total finance costs amounted to 982.45 million Baht, a decrease of 19.50% from the previous year. This decline was primarily attributable to reduced borrowings, as the Company utilized its available cash flows to continuously repay outstanding loans, thereby lowering its overall operating costs. Furthermore, the Company's 'A-' credit rating with a "Stable" outlook from Fitch Ratings (Thailand) enhances its ability to access new credit facilities and refinance maturing debt at lower interest rates, which is expected to support sustainable profitability in the long term.
5. As of 31 December 2025, total assets reported at 29,279.25 million Baht, a decrease of 16.90% from the previous year. Meanwhile, the total loan portfolio stood at 25,750.13 million Baht, decreasing 17.58% compared to the previous year. The decline was primarily attributable to the Company's strategic emphasis on credit quality as a key priority, with continuous efforts to enhance the overall quality of its loan portfolio. With the continued uncertainty in the domestic economic environment, the Company has prioritized asset quality and overall liquidity management over accelerating loan portfolio expansion.

On 21 January 2026, the Company received a credit rating from Fitch Ratings (Thailand), which affirmed the Company's National Long-Term Rating at 'A-(tha)', consistent with the previous year, with a "Stable" outlook. The affirmation of the Company's rating reflects its solid financial position. In addition, the Company was certified by the Thai Private Sector Collective Action Against Corruption (CAC) in recognition of its participation in anti-corruption initiatives. In addition, the Company received a "SET ESG Rating" of A from the Stock Exchange of Thailand.

Recommendation of the Board of Directors : The Board of Directors recommends shareholders to consider and acknowledge the results of operations and the Annual Report of the Company.

Required Votes : This agenda is for acknowledgment.

**Agenda 3 :** To approve the Financial Statements of the Company as at 31 December 2025 audited by the independent auditor

Facts and Rationales : The Financial Statements of the Company as at 31 December 2025 have been audited by the independent auditor and considered by the Audit Committee and the Board of Directors.

Recommendation of the Board of Directors : The Board of Directors recommends shareholders to consider and approve the Financial Statements of the Company as of 31 December 2025 audited by the independent auditor

Required Votes : Majority Votes of the shareholders who attend the meeting and cast their votes

**Agenda 4 : To approve the appropriation for legal reserve and dividend payment**

Facts and Rationales : From separated financial statements, the Company had net profit in year 2025 in the amount of THB 324.89 Million without accumulated loss. According to Article 45 of the Articles of Association, the Company has to appropriate at least 5 percent of net profit less the accumulated loss brought forward (if any) as the Statutory Reserve until the Statutory Reserve reaches an amount not less than 10 percent of the registered capital of the Company as of 31 December 2025, the Company had the registered capital for the amount of 6,769,087,043 Baht and then appropriated Statutory Reserve amount of 16,244,624 Baht.

The Company has dividend payment policy at least 40 percent of net profit subject to economic conditions and financial position of the Company. The Company proposes to pay cash dividend in the total amount of Baht 473.84 Million or equivalent of Baht 0.07 per share. This represents a payout ratio of 145.84 %, exceeding the Company's dividend policy. The comparison and details of dividend payment as follows:

Item	2025	2024
Net Profit (MB)	324.89	320.42
Legal Reserve (MB)	16.24	16.02
Cash and ordinary Dividend Payment (MB)	473.84	147.99
Dividend per share (Baht)	0.07	0.0223
Dividend Payout ratio	145.84%	46.19%

Recommendation of the Board of Directors : The Board of Directors recommends shareholders to approve the appropriation of 16,244,624 Baht as the Statutory Reserve, cash dividend payment of Baht 0.07 per share. Fixed the Record Date, for the names of shareholders who entitle to receive dividend, on 8 May 2026 and shall be payable on 26 May 2026.

Required Votes : Majority Votes of the shareholders who attend the meeting and cast their votes

**Agenda 5 :** To approve the Financial Statements of the Company as at 31 December 2025 audited by the independent auditor

**Facts and Rationales :** Section 120 of the Public Limited Companies Act B.E. 2535 (1992.) stipulated that the Annual General Meeting of Shareholders (AGM) shall appoint independent auditors and fix their remuneration.

The Audit Committee considered the trustworthiness, the non-existence of relationship and interest with the Company and its related parties and the service proficiency of independent auditors for year 2026 and agreed to propose through the Board of Directors to propose the Annual General Meeting of Shareholders to appoint auditor from PricewaterhouseCoopers ABAS Company Limited as follows:

Name	CPA No.	No. of year in services	Relationship or conflict of interest with the Company, subsidiary, associate company, major shareholder, executive and/ or related party
Mr. Paiboon Tankoon	4298	5	None
Ms. Sinsiri Thangsombat	7352	-	
Mr. Boonreung Lerdwiswswit	6552	-	
Mr. Chanon Thawaranont	11314	-	

The audit fee which has been reviewed from the Audit Committee for the Company and the subsidiaries will be 7,490,000 Baht.

Audit Fee (Baht)	Year 2026	Year 2025
The Company	4,292,000	4,167,000
The subsidiaries	3,198,000	3,105,000
Other Service fee	-	-

**Recommendation of the Board of Directors :** The Board of Directors recommends shareholders to consider and appoint Mr. Paiboon Tankoon or Ms. Sinsiri Thangsombat or Mr. Boonreung Lerdwiswswit or Mr. Chanon Thawaranont, certified public accountants of PricewaterhouseCoopers ABAS Company Limited, who has been approved by the Securities and Exchange Commission, has been appointed as the Company's auditor for the year 2026, representing the sixth consecutive year of his engagement. As consented by Audit Committee, the audit fee for the Company and the subsidiaries will be 7,490,000 Baht.

**Required Votes :** Majority Votes of the shareholders who attend the meeting and cast their votes

**Agenda 6 : To appoint Directors**

Facts and Rationales : Article 17 of the Articles of Association stipulates that one-third of the number of Directors shall vacate their office in the Annual General Meeting of Shareholders, whereby the Directors who have been in office for the longest term shall retire. In this Meeting, the retiring Directors are as follows:

1. Mr. Pinit Puapan, Chairman of the Board of Directors/  
Chairman of Executive Director
2. Ms. Doungchai Kaewbootta Executive Director/ Acting CEO
3. Mr. Piti Chatchawanchokchai. Audit Committee, Chairman of Nomination and Compensation Committee,  
Independent Director

In this regard, the Company has disclosed on its website inviting shareholders to propose nominate person for consideration as a director. Upon the expiration of the deadline, it was found that no shareholder had proposed any candidate to the Company . Therefore, Nomination and Remuneration Committee considered and agreed to propose the three retiring Directors to return to their office for another term including their term in sub-committee. Nomination and Remuneration Committee agreed to propose the Board of Directors to nominate the three persons said to shareholders to consider and appoint. The director profiles were attached herein Attachment 3.

Recommendation of the Board of Directors : The Board of Directors unanimously agreed to propose the Meeting to consider the following:

1. To consider and appoint Mr. Pinit Puapan, a retiring Director, to return to his office for another term. (Non-Authorized Director)
2. To consider and appoint Ms. Doungchai Kaewbootta, a retiring Director, to return to his office for another term. (Authorized Director)
3. To consider and appoint Mr. Piti Chatchawanchokchai, a retiring Independent Director, to return to his office for another term. (Non-Authorized Director)

Required Votes : Majority Votes of the shareholders who attend the meeting and cast their votes

**Agenda 7 : To approve the director remunerations**

Facts and Rationales : Article 15 of the Articles of Association stipulates that the Annual General Meeting of Shareholders shall fix remunerations of Directors. Nomination and Remuneration Committee considered appropriateness of the Director remuneration by comparing with companies in the same business sector, in the same range of revenue and in the same range of market capitalization. The proposed director remunerations for year 2026 remain unchanged from the year 2025 as the following details:

Position	Monthly Remuneration		Meeting allowance	
	2026	2025	2026	2025
<b>The Board of Director</b>				
Chairman of the Bord of Director	50,000	50,000	100,000	100,000
Independent Director	-	-	30,000	30,000
<b>The Audit Committee</b>				
Chairman of the Audit Committee	-	-	30,000	30,000
Independent Director	-	-	25,000	25,000
<b>The Nomination and Remuneration Committee</b>				
Chairman of the Nomination and Remuneration Committee	-	-	25,000	25,000
Independent Director	-	-	15,000	15,000
<b>The Risk Management Committee</b>				
Chairman of the Risk Management Committee	-	-	25,000	25,000
Independent Director	-	-	15,000	15,000
<b>Corporate Governance and Sustainable Development Committee</b>				
Chairman of the Corporate Governance and Sustainable Development Committee	-	-	25,000	25,000
Independent Director	-	-	15,000	15,000

**Other Remuneration**      None

Recommendation of the Board of Directors : The Board of Directors recommends shareholders to approve the director remunerations for year 2026 which is remain unchanged from the year 2025. This proposal has been reviewed by Nomination and Remuneration Committee.

Required Votes : Not less than two-third of total Votes of the shareholders who attend the meeting and cast their votes.

**Agenda 8 : Other business (If any)**

The Company set the record date for the names of shareholders who entitle to attend and vote at the Annual General Meeting of shareholders on 13 March 2026.

As the Annual General Meeting of Shareholders No. 61 for the year 2026 will be held via electronic means (E-Meeting) only, the Company hereby invites you, as a shareholder, to attend the e-meeting in compliance with the Guidelines on How to Attend Annual General Meeting of Shareholders No. 61 via Electronic Means (E-Meeting) and How to Attend the Meeting by Proxy (Enclosure 6). You must submit the registration form to attend the E-Meeting and identification documents to the Company by 27 April 2026 (by post) and 28 April 2026 (by email). If you cannot attend the E-Meeting, you may assign any of the Company's independent directors, whose profiles are provided in Enclosure No.4, or another person, to be present and to vote on your behalf at the e-meeting. On the date of Annual General Meeting of Shareholders for the year 2026, the attendance registration will begin at 9:00 p.m.

The Company has announced this invitation notice to attend the Annual General Meeting of Shareholders No.61, along with the Enclosure documents and proxy form, on the Company's website [www.srisawadcapital.co.th](http://www.srisawadcapital.co.th) If you have any questions regarding the agenda items, or want the Company to clarify the agenda items, you may submit your questions in advance or shareholders who require a proxy form in document format can request by e-mailing to [IR@Srisawadcapital.co.th](mailto:IR@Srisawadcapital.co.th)

Yours sincerely,

*Doungchai Kaewbootta*

(Miss Doungchai Kaewbootta)

Corporate Secretary

Corporate Secretary

Tel: 020730677