



**Invitation Letter for the 2026 Annual
General Meeting of Shareholders
Dhipaya Group Holdings Public Company Limited**

On 23 April 2026 at 1400 hrs.

via an electronic platform (E-AGM)

On 23 April 2026, the date of the Meeting, shareholders may log in to the IR Plus AGM system to attend the Meeting from 1200 hrs.

Contents

Invitation Letter for the 2026 Annual General Meeting of Shareholders, 23 April 2026

Enclosures

1. The Annual Registration Statement/2025 Annual Report (Form 56-1 One Report) in QR Code
 2. Personal profiles of the persons nominated for election as directors to replace those who are due to retire by rotation for Agenda Item 4
 3. Qualifications of Independent Directors of Dhipaya Group Holdings Public Company Limited
 4. The Articles of Association relating to the Shareholders Meeting
 5. Identification Documents of Shareholders or Proxy Holders who are Entitled to Attend the Meeting
 6. Guidelines for Attending an Electronic Meeting (E-AGM) and the Appointment of Proxies and User Manual for IR Plus AGM System
 7. Profiles of Independent Directors acting as proxy for shareholders
 8. Proxy Forms
 9. Request Form for the Annual Registration Statement/2025 Annual Report (Form 56-1 One Report)
-



The Company recognizes the importance of your privacy and will collect, use, disclose, and retain personal data in accordance with the Privacy Policy in accordance with the Personal Data Protection Act B.E. 2562. Please scan the QR Code or visit <https://www.dhipayagroup.co.th/en/corporate-governance/personal-data-protection-policies> for details about the Privacy Policy and how we collect, use, and disclose your personal data.

Subject: Invitation to the 2026 Annual General Meeting of Shareholders
Attention: Shareholders of Dhipaya Group Holdings Public Company Limited

On 27 February 2026, the Meeting of the Board of Directors of Dhipaya Group Holdings Public Company Limited (the “Company”) No. 3/2026 resolved to approve the convening of the 2026 Annual General Meeting of Shareholders, to be held on 23 April 2026 at 1400 hrs., via electronic means (E-AGM), to consider the matters in accordance with the meeting agenda items, together with the opinions of the Board of Directors, as follows:

Agenda Item 1 To acknowledge the report of the 2025 operating results

Objective and Reason: According to Section 113 of the Public Limited Companies Act B.E. 2535 (1992) and Article 42.1 of the Company’s Articles of Association, the business to be transacted at the annual general meeting of shareholders is to consider the report of the Board of Directors, presented to the meeting, on the Company’s operating results of the preceding year. The Company’s operating results for the year 2025 are disclosed in the Annual Registration Statement/2025 Annual Report (Form 56-1 One Report).

The Board’s Opinion: After due consideration, the Board of Directors resolved to propose to the Meeting to acknowledge the Company’s operating results for the year 2025, as disclosed in the Annual Registration Statement/2025 Annual Report (Form 56-1 One Report), which can be downloaded from the QR Code and was delivered to the shareholders, together with this invitation letter as attached in [Enclosure 1](#).

Required votes for approval: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda Item 2 To consider and approve the financial statements for the year ended 31 December 2025

Objective and Reason: According to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 50 of the Company’s Articles of Association, the Board of Directors shall prepare the balance sheet and the profit and loss account as of the end of the Company’s fiscal year (31 December every year) and submit them to the annual general meeting of shareholders for consideration and approval. The Board of Directors shall arrange for the auditor to complete the audit of such balance sheet and profit and loss account prior to their submission to the shareholders’ meeting. The financial statements for the year ended 31 December 2025, which had been reviewed by the Audit Committee and audited by the certified public accountant of the Company. In addition, Article 42.2 of the Company’s Articles of Association provides that the business to be transacted at the annual general meeting of shareholders is to consider and approve the balance sheet, profit and loss account, and the auditor’s report.

The Board’s Opinion: The Board of Directors has considered and resolved to propose to the Annual General Meeting of Shareholders for consideration and approval the financial statements for the year ended 31 December 2025, which have been reviewed by the Audit Committee and audited by the Certified Public Accountant, as set out in the auditor’s report. The financial statements have been delivered to the shareholders together with this Notice of the Annual General Meeting of Shareholders, as detailed in [Enclosure 1](#). In this regard, the Company has disclosed the financial statements for the year ended 31 December 2025 on the website of the Stock Exchange of Thailand and on the Company’s website since 27 February 2026.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and approve the appropriation of profit and the dividend payment

Objective and Reason: According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 53 of the Company’s Articles of Association, the Company is required to appropriate a portion of its annual net profit as a statutory reserve in an amount not less than five percent (5%) of the annual net profit, after deducting accumulated losses brought forward (if any), until such reserve reaches an amount not less than ten percent (10%) of the Company’s registered capital.

In addition, Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 52 of the Company's Articles of Association provide that dividends shall not be paid out of funds other than profits. If the Company has accumulated losses, no dividend shall be paid. Dividends shall be distributed in proportion to the number of shares, each share receiving an equal amount. The Board of Directors may from time to time pay interim dividends to the shareholders when it is of the view that the Company has sufficient profits to do so, and shall report such payment to the next shareholders' meeting.

Article 42.3 of the Company's Articles of Association provides that the business to be transacted at the annual general meeting of shareholders is to consider and approve the appropriation of profits for the declaration of dividends and reserves.

The Company has established a dividend policy to pay dividends at a rate of not less than 50 percent of the net profit based on the separate financial statements of the Company, subject to the Company's operating results, financial position, liquidity, investment plans, the reserve of funds for loan repayment, the reserve of funds for future investments or working capital within the Company, conditions and restrictions stipulated in loan agreements, and other relevant factors in the Company's business administration as deemed appropriate by the Board of Directors. In this regard, the payment of dividends shall be subject to the approval of the Board of Directors and the shareholders' meeting of the Company (as the case may be).

The Company has prepared the financial statements for the year ended 31 December 2025, which have been audited and certified by the auditor.

2025 Operating Results (Separate financial statements)

Unit : THB

Description	2025
Registered capital	600,010,000.00
Issued and paid-up shares	594,292,336.00
Net profit as at 31 December 2025	897,804,983.43
Appropriation of net profit	
1. Annual dividend	594,292,336.00
2. Interim dividend	297,146,168.00
Total dividend paid	891,438,504.00

Comparison of Dividend Payments

Description	2025	2024	Changed from 2024
Dividend payment policy as a percentage of net profit	50	50	-
Interim dividend payout ratio per share (THB)	0.50	1.60	(1.10)
Annual dividend payout ratio per share (THB)	1.00	1.00	-
Total cash dividend payment per share (THB)	1.50	2.60	(1.10)
Total cash dividend payment (THB)	891,438,504.00	1,545,160,073.60	(653,721,569.60)
Dividend payout ratio as a percentage of net profit	99.29	168.95	(69.66)

(This dividend payment is in accordance with the Company's dividend payment policy.)

The Board's Opinion: The Board of Directors resolved to propose the Meeting the following matters:

3.1 To approve the payment of dividends for the year 2025 to shareholders at the rate of THB 1.50 per share. The Company has already paid an interim dividend for the year 2025 on 24 September 2025 at the rate of THB 0.50 per share, and will pay the remaining dividend at the rate of THB 1.00 per share. The dividend will be paid in cash, totaling THB 891,438,504.00, representing 99.29 percent of the net profit for the year 2025. The dividend is paid from the Company's net profit for the year 2025 after corporate income tax at the rate of 20 percent. Therefore, the dividend payment for the year 2025 is in accordance with the Company's dividend policy. The Company will pay the remaining dividend for the year 2025 to shareholders who are entitled to receive dividends as determined by the Record Date for the right to receive dividends on 16 March 2026, with the dividend payment date scheduled for 20 May 2026, subject to approval by the 2026 Annual General Meeting of Shareholders.

3.2 To acknowledge the payment of the interim dividend for the year 2025 at the rate of THB 0.50 per share, totaling THB 297,146,168.00, which was already paid on 24 September 2025.

In this regard, the Company has fully allocated its legal reserve as required by law. Therefore, it is not necessary to allocate additional net profit for the year 2025 to the legal reserve.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 4 To consider and elect directors to replace those who are due to retire by rotation

Objective and Reason: According to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 22 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the total number of directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year the directors who have been the longest in office shall retire. A retiring director is eligible for re-election.

Article 42.4 of the Company's Articles of Association provides that the business to be transacted at the annual general meeting of shareholders is to consider the election of directors in place of those retiring by rotation.

At the 2026 Annual General Meeting of Shareholders, the following directors are due to retire on completion of their term in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, namely:

- | | | |
|-----|--------------------------------|---|
| (1) | Captain Dr.Charkrit Soucksakit | Independent Director / Member of the Nomination, Remuneration and Human Resource Management Committee |
| (2) | Mrs. Orakul Suebsiri | Director / Member of the Executive Committee |
| (3) | Miss Panida Makaphol | Director / Member of the Corporate Governance and Sustainability Committee |
| (4) | "Vacant" | Director representing the Government Savings Bank (in replacement of Mr. Vitai Ratanakorn, who has resigned). |

The Company announced on its website and through the electronic system of the Stock Exchange of Thailand during the period from 1 October 2025 to 31 December 2025, inviting shareholders to propose qualified candidates for consideration for election as directors of the Company and to propose agenda items for the 2026 Annual General Meeting of Shareholders in advance. However, no shareholder proposed any agenda item or nominated any candidate for directorship.

The Nomination, Remuneration and Human Resource Management Committee, excluding the directors who have been nominated, has considered and selected qualified persons to serve as directors of the Company from among individuals with appropriate qualifications, knowledge, expertise, leadership, vision, integrity and ethics, and who are able to express independent opinions. The proposed directors also possess the necessary and diverse professional expertise and experience consistent with the Company's business strategy. For the Independent Director, the candidate has qualifications in accordance with the relevant legal requirements and criteria applicable to independent directors. The Committee therefore deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and elect four (4) directors as follows:

1. To re-elect one Independent Director, who retires by rotation, to serve another term as an Independent Director, namely Captain Dr. Charkrit Souksakit, whose qualifications as an Independent Director are set out in [Enclosure 3](#)

2. To re-elect two directors, who retire by rotation, to serve another term as directors, namely:

2.1 Mrs. Orakul Suebsiri

2.2 Miss Panida Makaphol

3. To elect one (1) director to replace the director who retires by rotation, namely Mr. Songpol Chevapanyaroj, Director representing the Government Savings Bank, to serve as director in replacement of Mr. Vitai Ratanakorn.

All four (4) nominees possess the qualifications required under the Public Limited Companies Act B.E. 2535 (1992) and do not have any prohibited characteristics under the Securities and Exchange Act and the regulations of the Securities and Exchange Commission.

The profiles of the nominated persons are set out in [Enclosure 2](#).

The Board's Opinion: The Board of Directors, excluding the nominated directors, considered all nominated candidates. The persons nominated on this occasion have been considered in accordance with the Company's prescribed procedures, possess qualifications in compliance with the relevant rules and regulations, and are suitable for the Company's business operations. The Board of Directors has also considered and is of the view that the person proposed for appointment as an Independent Director possesses the qualifications required under the relevant laws and regulations governing Independent Directors. Such consideration was undertaken carefully, thoroughly and prudently, including an individual assessment of each nominee.

The Board of Directors therefore resolved to approve, as proposed by the Nomination, Remuneration and Human Resource Management Committee, as follows:

1. To re-elect one (1) Independent Director, who retires by rotation, to serve another term as an Independent Director, namely Captain Dr. Charkrit Souksakit.

2. To re-elect two (2) directors, who retire by rotation, to serve another term as directors, namely:

2.1 Mrs. Orakul Suebsiri

2.2 Miss Panida Makaphol

3. To elect one (1) director to serve as director in place of the director who retires by rotation, namely Mr. Songpol Chevapanyaroj.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

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

Objective and Reason: According to Section 90 of the Public Limited Companies Act B.E. 2535 (1992), the Company is prohibited from paying any sum of money or property to its directors, with the exception of their remuneration in accordance with the Company's Articles of Association. According to Article 36 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in terms of money, meeting allowances, bonuses or other forms of remuneration in accordance with the Company's Articles of Association or the resolutions made at a shareholders meeting. The shareholders meeting may determine a fixed sum or establish criteria to be used on a case-by-case basis, or on a permanent basis, until further notice. Moreover, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations.

Article 42.5 of the Company's Articles of Association provides that the business to be transacted at the annual general meeting of shareholders is to consider and determine the remuneration of directors.

The Nomination, Remuneration and Human Resources Management Committee has considered the remuneration of the Board of Directors and the Subcommittees, having carefully reviewed its appropriateness in light of the scope of responsibilities and duties, and benchmarked it against the non-life insurance industry. Accordingly, it is proposed that the directors' remuneration remain unchanged from the previous year, as follows:

1. Directors' Remuneration

Directors' Remuneration	2026 (THB per month, per person)	2025 (THB per month, per person)	Changed from 2025 (THB)
1. Meeting Allowance			
Board of Directors			
Chairman	88,000	88,000	-
Deputy Chairman	42,000	42,000	-
Director	34,000	34,000	-
Executive Committee			
Chairman	61,000	61,000	-
Chairman	37,000	37,000	-
Member	31,000	31,000	-
Subcommittees appointed by the Board of Directors			
Chairman	34,000	34,000	-
Member	24,000	24,000	-
2. Other benefits			
	None	None	-

2. Directors' Bonuses

The Nomination, Remuneration and Human Resource Management Committee has considered and is of the view that, as the Company is currently in a phase of expanding its investments in various businesses, it is appropriate to refrain from paying directors' bonus. The Board of Directors has considered and approved the proposal of the Nomination, Remuneration and Human Resource Management Committee accordingly.

In this regard, the composition and scope of duties of the Board of Directors and the subcommittees are disclosed in the Annual Registration Statement/2025 Annual Report (Form 56-1 One Report), Section 7: Corporate Governance Structure and Important Information on the Board of Directors, Subcommittees, Executives, Employees and Others, specifically Item 7.2: Information on the Board of Directors and Item 7.3: Information on the Subcommittees and their Scope of Authority and Duties.

The Board's Opinion: The Board of Directors, having considered the proposal of the Nomination, Remuneration and Human Resource Management Committee, resolved to approve and deem it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the Directors' Remuneration for the year 2026, as proposed.

Required votes for approval: This agenda item requires approval by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda Item 6 To consider and appoint the auditors and fix the audit fee for 2026

Objective and Reason: Section 120 of the Public Limited Companies Act B.E. 2535 (1992) provides that an annual general meeting of shareholders shall appoint an auditor and fix the audit fee. In appointing the auditor, the existing auditor is eligible for reappointment. Section 121 of the Public Limited Companies Act B.E. 2535 (1992) provides that the auditor must not be a director, staff member, employee, or hold any position in the Company. Article 42.6 of the Company's Articles of Association provides that the business to be transacted at the annual general meeting of shareholders is to consider the appointment of the auditor and determination of the audit fee.

In addition, according to the Notification of the Capital Market Supervisory Board, a listed company is required to implement auditor rotation. An auditor who has performed the review or audit and expressed an opinion on the Company's financial statements for seven (7) fiscal years, whether consecutively or not, shall not be reappointed as the Company's auditor unless a period of at least five (5) consecutive fiscal years has elapsed.

The Audit Committee's Opinion: The Audit Committee has considered and selected the auditors from PricewaterhouseCoopers ABAS Ltd. ("PwC") to serve as the Company's auditors for the year 2026, as PwC is a leading international audit firm with extensive experience and expertise in auditing. PwC also has auditors who have been approved by the Securities and Exchange Commission, possessing the required qualifications and suitability. Accordingly, the Audit Committee deems it appropriate to propose that the Board of Directors submit the matter to the Annual General Meeting of Shareholders for consideration and approval. The auditors from PwC proposed for appointment as the Company's auditors have no relationship or conflict of interest with the Company, its subsidiaries, management, major shareholders, or related persons in a manner that would affect their independence in performing their duties and expressing professional opinions on the Company's financial statements. Furthermore, none of the auditors who will sign the auditor's report has served beyond the period prescribed under the relevant regulations.

The Board's Opinion: The Board of Directors has reviewed the proposal of the Audit Committee and resolved to approve and deem it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the appointment of the auditors and the determination of the audit fees for the year 2026, as follows:

1. To appoint the auditors from PricewaterhouseCoopers ABAS Ltd. to serve as the Company's auditors for the year 2026. The details of the proposed auditors are as follows:

Names of Responsible Auditors	CPA No.	Years of Auditing Service	
Miss Viphasiri Vimanrat	9141	2	or
Miss Sakuna Yamsakul	4906	Nil	or
Mr. Paiboon Tunkoon	4298	4	

Any one of the appointed auditors shall have the authority to audit and sign the auditor's report. In this regard, six (6) significant subsidiaries within the Group, namely: Dhipaya Insurance Public Company Limited; TIP ISB Co., Ltd.; TIP IB Co., Ltd.; TIP Exponential Co., Ltd.; Insurverse Public Company Limited; and Horixon T8 Co., Ltd., use the same audit firm. PricewaterhouseCoopers ABAS Ltd. is proposed to serve as the auditor for the year 2026. However, certain smaller subsidiaries and associated companies within the Group appoint auditors from other audit firms, as this is more appropriate for the scale of their business operations. The Board of Directors will ensure that the preparation of the financial statements can be completed within the required timeframe.

2. To approve the audit fee for 2026 of THB 2,630,000 as detailed as follows:

Unit : THB

Items	Audit fee		Increase (Decrease)	
	2026	2025	Amount	%
Review of interim financial statements (3 quarters) – Company only	600,000	600,000	-	-
Audit of annual financial statements – Company only	650,000	650,000	-	-
Review of interim consolidated financial statements (3 quarters)	630,000	630,000	-	-
Audit of annual consolidated financial statements	750,000	750,000	-	-
Total	2,630,000	2,630,000	-	-
Non-audit fee	None	None		

The audit fee for the year 2026 is the same as the audit fee for 2025 and is considered appropriate. The Board therefore deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 7 To consider and approve the issuance and offering for sale of debentures in a total amount of not exceeding THB 3,000 million

Objective and Reason: At the 2022 Annual General Meeting of Shareholders of the Company held on 28 April 2022, the Meeting resolved to approve the issuance and offering of debentures in an amount not exceeding THB 2,000 million, and authorized the Board of Directors and/or persons designated by the Board of Directors to undertake actions in connection with the approved matter. However, in order to strengthen the Company's financial stability and debt repayment capability, to support the investment plan for business expansion, to provide working capital for the Company, and to redeem the Company's debentures upon maturity, the Management has proposed to the Board of Directors to consider approving a revision of the debenture issuance and offering limit. It is proposed to increase the limit for the issuance and offering of debentures by THB 1,000 million, from the existing limit of not exceeding THB 2,000 million to a total limit of not exceeding THB 3,000 million. The Company may issue and offer debentures within such limit as appropriate, depending on the Company's funding requirements and prevailing market conditions at any given time. The Board of Directors has considered the proposal and deemed it appropriate to propose to the Shareholders' Meeting for consideration and approval the debenture issuance and offering limit of the Company in a total amount not exceeding THB 3,000 million, with details as follows:

Terms	Description
1. Use of Proceeds:	To raise funds for investment, repayment of loans and/or debentures, and/or for general working capital purposes.
2. Types of debentures:	Any and all types of debentures, including but not limited to, registered or bearer debentures; secured or unsecured; subordinated or unsubordinated; with or without a guarantor; and with or without a debenture holders' representative, as may be appropriate depending on prevailing market conditions at the time of each issuance and offering, and in compliance with applicable laws and the requirements of relevant regulatory authorities.
3. Currency:	In Thai Baht (THB) and/or foreign currencies, at the applicable exchange rates prevailing at the time of each issuance and offering of the debentures.
4. Debenture value:	In an aggregate principal amount not exceeding THB 3,000 million, or its equivalent in other currencies. The debentures may be issued and offered in one or more series, and in one or several tranches. The Company may also issue and offer additional debentures and/or issue and offer debentures to replace those previously redeemed on a revolving basis; provided that the total outstanding principal amount of all debentures issued by the Company at any given time shall not exceed THB 3,000 million, or its equivalent in other currencies.
5. Interest rates	The applicable interest rate(s) shall be determined based on prevailing market conditions at time of issuance and offering of the debentures and other relevant factors.
6. Term	For short-term debentures, the maximum term shall no exceed 270 days. For long-term debentures, the maximum term shall not exceed 10 years.
7. Placement sale:	<ol style="list-style-type: none"> 1) To offer and issue the debentures in a single issuance or multiple issuances, and/or under a debenture issuance program, and/or on a revolving basis, subject to the terms and aggregate principal limit approved under this resolution. 2) To offer the debentures to the general public and/or by way of private placement, whether domestically and/or internationally, in one or multiple tranches. Such offerings shall comply with the criteria prescribed in the notifications of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, the Office of the SEC, and other relevant notifications, ministerial regulations, rules, and laws in effect at the time of each issuance and offering.

Terms	Description
	3) the event that debentures issued under the approved limit are redeemed or repaid for any reason, resulting in a reduction of the outstanding principal amount, the principal amount so redeemed or repaid shall be reinstated or become available for re-issuance. The Company may issue and offer additional debentures within such revolving principal limit; provided that the total outstanding principal amount of all debentures issued by the Company at any time not exceed THB 3,000 million or its equivalent in other currencies.
8. Call / Put Option:	The debenture holders may or may not have the right to require the Company to redeem the debentures prior to maturity, and the Company may or may not have the right to redeem debentures prior to maturity. Such rights shall be subject to the specific terms and conditions of each issuance and offering, and shall be in compliance with applicable laws, regulations, and relevant notifications.
9. Other conditions:	The Board of Directors and/or persons authorized by the Board of Directors shall have the authority to determine and specify the other terms and conditions of debentures, including, but not limit to, the class or type of debentures to be issued in each instance, par value, offering price per unit, interest rate, discount rate, appointment of a debenture holders' representative, method of issuance and offering, allocation method, offering details, early redemption provisions, and listing or registration on any secondary market (if any).

To ensure flexibility in the issuance and offering of the Company's debentures, the Board of Directors resolved to propose the Meeting to authorize the Board of Directors and/or persons authorized by the Board of Directors be granted the authority to undertake the following actions:

1. To determine the details and other terms and conditions relating to the issuance and offering the debentures, including, but not limited to, the names of debentures, the number of debentures to be issued in each instance, class or type of debentures, collateral (if any), offering price per unit, interest rate, discount rate, principal and interest payment terms, maturity, offering characteristics, redemption terms, early redemption provisions, allocation method, and any other relevant offering details.

2. To appoint financial advisors, underwriters and/or dealers, debenture holders' representatives, credit rating agencies, and/or any other relevant persons, as required under applicable regulations or as deemed appropriate.

3. To negotiate, enter into, amend, agree upon, and execute underwriting agreements, registrar and paying agent agreements, debenture holders' representative agreements, and any other related contracts or documents. This includes the authority to undertake any necessary and incidental actions in connection with the issuance and offering of the debentures, including the registration of the debentures with the Thai Bond Market Association (ThaiBMA) or any other secondary markets, as well as to apply for approval, make disclosures, contact or coordinate with, provide information to, and submit reports, documents, or evidence, and undertake any other actions to relevant authorities as required by applicable laws and regulations.

The Board's Opinion: The Board of Directors has considered the proposal and resolved to approve and deem it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the increase of the debenture issuance and offering limit by THB 1,000 million, from the existing limit of not exceeding THB 2,000 million to a total limit of not exceeding THB 3,000 million, and to approve the delegation of authority, with details as proposed.

Required votes for approval: This agenda item requires approval by a vote of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Agenda Item 8 Other matters (if any)

The Company has set the Record Date for determining the list of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders on 16 March 2026. The Company has published this Notice of the 2026 Annual General Meeting of Shareholders, together with the supporting documents for the Meeting and the proxy forms, on the Company's website at www.dhipayagroup.co.th under the Investor Relations section. Any shareholder who wishes to submit questions related to the Meeting's agenda items in advance may send such questions to the Company via email at IR@dhipayagroup.co.th.

Shareholders who wish to attend the Meeting via electronic means (E-AGM) are requested to study the Guidelines for attending the 2026 Annual General Meeting of Shareholders via electronic means (E-AGM), the procedures for appointing proxies, and the instructions for using the IR Plus AGM application, as detailed in [Enclosure 6](#).

In the event that shareholders are unable to attend the 2026 Annual General Meeting of Shareholders via electronic means (E-AGM), the Company encourages shareholders to appoint a proxy to attend the Meeting on their behalf. Shareholders may appoint an Independent Director of the Company as their proxy. The Independent Directors who are available to act as proxy and vote on behalf of shareholders at this Meeting are Mr. Prasit Damrongchai and Mr. Yuttana Yimgarund, neither of whom has any special interest in the agenda items proposed at this Meeting. The profiles of the Independent Directors are set out in [Enclosure 7](#).

In addition, if shareholders wish to use the e-Proxy Voting system of Thailand Securities Depository Co., Ltd. ("TSD"), shareholders may record their voting instructions through the TSD Investor Portal until 22 April 2026 at 1700 hrs.

On the Meeting date, 23 April 2026, shareholders may log in to the IR Plus AGM system to attend the Meeting from 1200 hrs. onwards.

Yours sincerely,

Dhipaya Group Holdings Public Company Limited



(Mr. Somporn Suebthawilkul)
Chief Executive Officer