

No. GUNKUL_LT-OUT_69-018

25 March 2026

- Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2026
- Attention: Shareholders of Gunkul Engineering Public Company Limited
- Attachments: 1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2025
2. Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) in electronic format (e-One Report), and the Company's financial statements for the year ended 31 December 2025 in E-book format, are available for download via the QR Code.
3. Company's dividend payment policy
4. List and profiles of candidates nominated for director positions to replace those retiring by rotation
5. Name and profile of the person nominated for appointment as an additional director to complete the composition of the Board of Directors.
6. Details of remuneration for the Board of Directors and Sub-committees for the year 2026
7. List and profiles of the proposed external auditors and their remuneration for the year 2026
8. Company's Articles of Association regarding shareholder meetings and voting procedures
9. User guide/instructions for attending the shareholders' meeting via electronic means (E-AGM) and proxy appointment
10. Request Form for attending the meeting via electronic means (E-AGM)
11. Proxy Form Type B as prescribed by the Department of Business Development, Ministry of Commerce
12. Profiles of Independent Directors authorized to receive proxy appointments for the meeting
13. Request Form for a hard copy of the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report)
14. Notice of Personal Data Protection Act (PDPA)

Gunkul Engineering Public Company Limited (the "Company") provided shareholders with the opportunity to propose agenda items in advance for the 2026 Annual General Meeting of Shareholders, together with the criteria prescribed by the Company for such proposals, in order to ensure that all shareholders were duly informed. The relevant information was disclosed on the websites of the Stock Exchange of Thailand and the Company from 1 December 2025 to 30 January 2026. During such period, no shareholder proposed any agenda item for consideration by the Board of Directors for inclusion in the agenda of this year's Annual General Meeting of Shareholders.

Accordingly, the Board of Directors' Meeting No. 2/2026, held on Friday, 27 February 2026, resolved to convene the 2026 Annual General Meeting of Shareholders on Wednesday, 22 April 2026 at 9:30 a.m., to be conducted exclusively via electronic means (E-AGM). The Meeting will be broadcast from the Company's head office located at No. 548, One City Centre (OCC) Building, 44th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330, in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable laws and regulations, to consider the matters set out in the agenda, together with the opinions of the Board of Directors, as follows:

Agenda Item 1: To consider and Approve the Minutes of the 2025 Annual General Meeting of Shareholders

Objective: For the 2025 Annual General Meeting of Shareholders held on Tuesday, 22 April 2025, the Company has duly prepared the minutes of the Meeting and submitted them to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, within 14 days as required by law. Additionally, the minutes were published on the Company's website (www.gunkul.com). A copy of the minutes is attached as per **Attachment No. 1** for shareholders' review.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose that the Meeting approve the minutes of the 2025 Annual General Meeting of Shareholders held on Tuesday, 22 April 2025, as the Board is of the opinion that such minutes have been accurately, completely, and properly recorded.

Voting Requirement: This agenda item requires approval by a majority vote of more than 50% of the total votes of shareholders and proxies attending the Meeting and casting their votes. Abstentions and invalid ballots shall not be counted as part of the voting base. In the case of an equality of votes, the Chairman of the Meeting shall have a casting vote.

Agenda Item 2: To Acknowledge the Company's Operating Results for the 2025 Fiscal Year

Objective: Pursuant to Section 113 of the Public Limited Companies Act B.E. 2535 (1992) and Article 29 of the Company's Articles of Association, the Company is required to report its operating results for the preceding year to the Annual General Meeting of Shareholders for acknowledgement.

In this regard, the Company has summarized its operating results for the year 2025 in the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) in electronic format (e-One Report), which is available for download via the QR Code provided in this Notice of Meeting. The details are attached as per **Attachment No. 2**.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) in electronic format (e-One Report), which summarizes the Company's operating results for the year 2025, to the Meeting for acknowledgement. No voting is required for this agenda item.

Agenda Item 3: To consider and approve the Company's financial statements for the year ended 31st December 2025

Objective: Pursuant to Sections 112–114 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Articles 29 and 45–47 of the Company's Articles of Association, the Company has prepared the financial statements for the year ended 31 December 2025, which have been audited and certified by the Company's certified public auditor. Such financial statements are included in the **Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report)** in electronic format (e-One Report), which is available for download via the QR Code provided in this Notice of Meeting. The details are attached as per **Attachment No. 2**.

Opinion of the Board: The Board of Directors deems it appropriate to propose that the Meeting consider and approve the Company's financial statements for the year ended 31 December 2025, which have been audited and certified by the auditors of KPMG Phoomchai Audit Ltd. The auditors have expressed an unqualified opinion that the financial statements present fairly, in all material respects, in accordance with the financial reporting standards.

The said financial statements have been reviewed and approved by both the Audit Committee and the Board of Directors, and reflect the Company's financial position and operating results for the year 2025, the key details of which are summarized as follows:

(Unit: Million Baht)

Transaction	Consolidated Financial Statements		Separated Financial Statements	
	2025	2024	2025	2024
Total Assets	31,543.78	32,704.22	17,481.04	18,672.07
Total Liabilities	17,424.95	18,824.28	7,163.23	8,562.89
Total Shareholders' Equity	14,118.82	13,879.94	10,317.81	10,109.18
Registered Capital	2,220.63	2,220.63	2,220.63	2,220.63
Paid-Up Registered Capital	2,220.63	2,220.63	2,220.63	2,220.63
Total Revenue	8,468.24	9,731.24	2,537.31	2,570.63
Profit (Loss) for the Year	1,768.84	1,661.08	1,235.95	1,019.45
The Parent Company Part	1,768.71	1,660.83	1,235.95	1,019.45
The portion of interest that has no control power	0.14	0.25	-	-
Total Profit (Loss) for the Year	1,347.58	1,178.93	1,240.82	1,019.45
The Parent Company Part	1,347.45	1,178.68	1,240.82	1,019.45
The portion of interest that has no control power	0.14	0.25	-	-
Earnings per Share	0.21	0.19	0.14	0.12

Resolution: This agenda item requires approval by a majority vote of more than 50% of the total votes of shareholders and proxies attending the Meeting and casting their votes. Abstentions and invalid ballots shall not be counted as part of the voting base. In the event of an equality of votes, the Chairman of the Meeting shall have a casting vote.

Agenda Item 4: To consider and approve the omission of dividend payment from the Company's operating results for the year ended 31st December 2025

Objective: The Company has paid interim dividends for the operating results of the year 2025 on two occasions as follows:

- 1) On 13 June 2025, the Company paid an interim dividend from retained earnings for the operating results for the period ended 31 March 2025 at the rate of Baht 0.08 per share; and

2) On 11 December 2025, the Company paid an interim dividend from net profits for the operating results for the period ended 30 September 2025 at the rate of Baht 0.04 per share. The total interim dividend paid for the year amounted to Baht 0.12 per share, representing 80.00% of the net profit based on the Company's separate financial statements for the period ended 30 September 2025, and **85.71% of the net profit based on the Company's separate financial statements for the year ended 31 December 2025.**

Such dividend payment is in accordance with the Company's dividend policy, which stipulates a dividend payout of not less than 40% of the net profit based on the Company's separate financial statements after statutory reserves. Further details are provided in **Attachment No. 3**

Opinion of the Board: The Board of Directors has considered and deems it appropriate to propose that the Meeting approve the omission of the annual dividend payment for the operating results for the period from 1 January to 31 December 2025, as the Company has already paid interim dividends for the year 2025 totaling Baht 0.12 per share, which is in line with the Company's dividend policy.

The Board of Directors further considers it appropriate to retain the remaining profits as working capital to strengthen the Company's financial liquidity and to support investments in various projects, thereby facilitating the Company's continued growth and enhancing long-term shareholder value.

In addition, the Company has fully appropriated the statutory reserve as required by law; therefore, no further allocation to the statutory reserve is required. Accordingly, it is deemed appropriate to propose this matter to the Meeting for consideration and approval as presented.

Resolution: This agenda item requires approval by a majority vote of more than 50% of the total votes of shareholders and proxies attending the Meeting and casting their votes. Abstentions and invalid ballots shall not be counted as part of the voting base. In the event of an equality of votes, the Chairman of the Meeting shall have a casting vote.

Agenda Item 5: To consider and approve the election of directors in place of those retiring by rotation

Objective Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 13 of the Company's Articles of Association, at each Annual General Meeting of Shareholders, one-third of the total number of directors shall retire by rotation. If the number of directors cannot be divided into three equal parts, the number closest to one-third shall retire.

For the first and second years following the Company's registration, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have held office for the longest period shall retire. Directors who retire by rotation are eligible for re-election.

At the 2026 Annual General Meeting of Shareholders, a total of four (4) directors will retire by rotation, as follows:

• Dr. Chongrak	Rarueysong	Director (Independent Director)
• Pol.Maj.Gen. Visit	Sukarasep	Director (Independent Director)
• Ms. Sopacha	Dhumrongpiyawut	Director (Executive Director)
• Mr. Chaisiri	Wattanachannarong	Director (Executive Director)

In this regard, the Company provided shareholders with the opportunity to nominate qualified persons for election as directors at the 2026 Annual General Meeting of Shareholders in advance. The Company also specified the qualifications and nomination procedures in accordance with the criteria prescribed by the Company, and disclosed such information to shareholders via the websites of the Stock Exchange of Thailand and the Company from 1 December 2025 to 30 January 2026.

During such period, no shareholder nominated any qualified person for election as a director at this Annual General Meeting of Shareholders.

Opinion of the Board: The Board of Directors (excluding directors with a vested interest) has carefully considered and screened the qualifications of each nominated individual on an individual basis, taking into account their educational background, knowledge, capabilities, experience, expertise, leadership, vision, integrity, ability to exercise independent judgment, and the diversity of the Board's composition, in alignment with the Company's business strategy.

The nominated candidates have been duly screened by the Nomination and Remuneration Committee in accordance with the Company's established procedures, and possess qualifications in compliance with applicable laws and regulations, as well as being appropriate for the Company's business operations.

In the case where the nominated individual is proposed to serve as an independent director, the Board of Directors has considered that such person possesses qualifications in accordance with the relevant legal requirements for independent directors, has no material relationship with the Company, and is capable of performing duties and providing independent opinions.

Accordingly, the Board of Directors deems it appropriate to propose that the Meeting consider and approve the election of four (4) directors in replacement of those retiring by rotation, as follows:

- | | | |
|-----------------------|-------------------|---------------------------------|
| 1. Dr. Chongrak | Rarueysong | Director (Independent Director) |
| 2. Pol.Maj.Gen. Visit | Sukarasep | Director (Independent Director) |
| 3. Ms. Sopacha | Dhumrongpiyawut | Director (Executive Director) |
| 4. Mr. Chaisiri | Wattanachannarong | Director (Executive Director) |

The profiles and details of the nominated individuals are provided in **Attachment No. 4**.

Resolution: This agenda item requires approval by a majority vote of more than 50% of the total votes of shareholders and proxies attending the Meeting and casting their votes. Abstentions and invalid ballots shall not be counted as part of the voting base. In the event of an equality of votes, the Chairman of the Meeting shall have a casting vote.

Agenda Item 6: To consider and approve the appointment of one (1) additional director to the Board of Directors in order to complete the Board composition in accordance with the Company's governance structure

Objective Pursuant to Section 67 of the Public Limited Companies Act B.E. 2535 (1992), the Company is required to have a Board of Directors consisting of not less than five (5) directors. In addition, Article 11 of the Company's Articles of Association and the Board Charter stipulate that the Board of Directors shall comprise not less than five (5) and not more than twelve (12) directors, of which at least one-third must be independent directors, and not less than one-half must reside in the Kingdom of Thailand.

At the 2019 Annual General Meeting of Shareholders, a resolution was passed to increase the number of directors from ten (10) to twelve (12) in order to enhance the Board's diversity in terms of professional skills and specific expertise. Currently, the Board of Directors consists of eleven (11) directors and is therefore not yet complete in accordance with the prescribed structure.

The Nomination and Remuneration Committee has duly considered and screened the qualifications of a suitable candidate and deems it appropriate to propose the appointment of one (1) additional director, namely:

- Mrs. Areewan Chaloezman Director (Executive Director)

to complete the Board composition with a total of twelve (12) directors as prescribed. The details and profile of the nominated candidate are provided in **Attachment No. 5**.

Opinion of the Board: The Board of Directors has carefully considered and screened the qualifications of the nominated individual, taking into account educational background, knowledge, capabilities, experience, expertise, leadership, vision, integrity, ability to exercise independent judgment, and the diversity of the Board's composition, in alignment with the Company's business strategy. The nominated candidate has been duly screened by the Nomination and Remuneration Committee in accordance with the Company's established procedures and possesses qualifications in compliance with applicable laws and regulations, as well as being appropriate for the Company's business operations.

The Board of Directors is of the opinion that the nominated candidate is fully qualified in accordance with relevant legal requirements and is suitable for the position of director. Accordingly, the Board deems it appropriate to propose that the Meeting consider and approve the appointment of Ms. Areewan Chaloezman as an additional director, in order to complete the Board composition as prescribed.

Resolution: This agenda item requires approval by a majority vote of more than 50% of the total votes of shareholders and proxies attending the Meeting and casting their votes. Abstentions and invalid ballots shall not be counted as part of the voting base. In the event of an equality of votes, the Chairman of the Meeting shall have a casting vote.

4. Chief Executive Officer	Maximum Payment 1,000,000 Baht
5. Executive Directors	Maximum Payment 800,000 Baht
6. Other Committee (Except: Executive Director)	Maximum Payment 400,000 Baht

If any director holds more than one position, the total compensation shall be calculated of all types of compensation including Conference Remuneration Fee and Yearly Remuneration Fee which must not exceed the ceiling rate or the maximum limit of each position that the director holds. However, if the director holds more than one position, the payment will be from the ceiling position of the highest position only.

The maximum of the all-compensation payment for all directors is set in the total not exceeding 18,000,000.00 Baht.

Compensation / other benefit-in-kind that are not monetary: No

Resolution This agenda item requires approval by a vote of not less than two-thirds of the total number of votes of shareholders and proxies attending the Meeting. Abstentions and invalid ballots shall be included as part of the voting base.

Agenda Item 8: To consider and approve the appointment of the external auditors and the audit fees for 2026

Objective Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) and Article 29 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the external auditor and determine the audit fee of the Company on an annual basis. The Audit Committee and the Board of Directors have therefore considered and selected the Company's external auditors by taking into account their performance, experience, professional standards and efficiency, expertise in auditing, independence, and audit fees, and deem it appropriate to propose the appointment of the auditors and the determination of the audit fee for the year 2026, as detailed in **Attachment No. 7**, as follows:

1. Approval of the Appointment of the External Auditor

The proposed external auditors for the year 2026 are as follows:

- | | |
|---------------------------|--|
| 1) Ms. Dussanee Yimsuwan | Certified Public Accountant No. 10235 and/or |
| 2) Ms. Sophit Prompol | Certified Public Accountant No. 10042 and/or |
| 3) Ms. Thanyalak Ketkaew | Certified Public Accountant No. 8179 and/or |
| 4) Ms. Kunnatee Kerdchana | Certified Public Accountant No. 12418 |

All of the proposed external auditors are from KPMG Phoomchai Audit Ltd., and possess qualifications in accordance with the regulations of the Securities and Exchange Commission. In addition, the Company's subsidiaries engage the same audit firm to ensure consistency in the preparation of the Group's financial statements.

2. Approval of the Audit Fees

The proposed audit fees for the fiscal year 2026 are as follows:

- Audit fee for the Company: Not exceeding THB 1,650,000
- Combined audit fees for the Company, its subsidiaries, and associated companies: Not exceeding THB 16,326,000.00

The proposed audit firm and the above-named auditors have no relationship and/or no vested interest with the Company, its subsidiaries, management, major shareholders, or related persons.

In this regard, in the event that the auditors of overseas subsidiaries are from audit firms different from those engaged in Thailand, the Board of Directors will ensure that appropriate oversight is in place so that the financial statements can be prepared and completed within the prescribed timeframe.

Opinion of the Board: The Board of Directors has considered and concurred with the recommendation of the Audit Committee and deems it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the following matters:

1. Appointment of the external auditors for the year 2026:
 - 1) Ms. Dussanee Yimsuwan Certified Public Accountant No. 10235 and/or
 - 2) Ms. Sophit Prompol Certified Public Accountant No. 10042 and/or
 - 3) Ms. Thanyalak Ketkaew Certified Public Accountant No. 8179 and/or
 - 4) Ms. Kunnatee Kerdchana Certified Public Accountant No. 12418

The aforementioned auditors have no relationship or vested interest with the Company, its subsidiaries, management, or major shareholders that may affect their independence in performing their duties.

2. Approval of the audit fee for the year 2026
It is proposed that the Meeting consider and approve the audit fee for the year 2026 for the Company's financial statements in an amount not exceeding Baht 1,650,000.00.

Historical Audit Fee Information

Comparison of auditor's remuneration over the past three years:

Details	2026 (for considering)	2025	2024
The annual audit fee and quarterly review fee for the Company's financial statements.	1,650,000.00	1,650,000.00	1,560,000.00
Other fees	N.A.	N.A.	N.A.

Resolution: This agenda item requires approval by a majority vote of more than 50% of the total votes of shareholders and proxies attending the Meeting and casting their votes. Abstentions and invalid ballots shall not be counted as part of the voting base. In the event of an equality of votes, the Chairman of the Meeting shall have a casting vote.

Agenda Item 9: Any other businesses (If any)

The Company hereby invites all shareholders to attend the 2026 Annual General Meeting of Shareholders on **Wednesday, 22 April 2026 at 9:30 a.m., to be conducted via electronic means (E-AGM)**. The registration system will be available from 8:30 a.m. onwards. The Meeting will be conducted in accordance with the Company's Articles of Association relating to shareholders' meetings and voting procedures (as detailed in **Attachment No. 8**).

To ensure a smooth and efficient registration process, shareholders who wish to attend the Meeting are requested to study the registration procedures and guidelines as set out in the **User Guide/Instructions for Attending the Shareholders' Meeting via Electronic Means (E-AGM) and Proxy Appointment (Attachment No. 9)**, and to submit the Request Form for attending the E-AGM (**Attachment No. 10**) together with the required supporting documents for identity verification as specified in the said manual within the prescribed timeframe. The Company will open the registration for participation in the E-AGM from 7 April 2026 until the Meeting date (22 April 2026) or until the Meeting is adjourned.

Proxy Appointment for the Meeting

If you are unable to attend the E-AGM, you may authorize **an Independent Director of the Company** to attend and vote on your behalf using one of the following methods:

1. **Proxy Appointment via Physical Document**
 - Complete and sign Proxy Form Type B (**Attachment No. 11**).
 - Submit the proxy form and supporting documents to **the Corporate Secretary Office, Office of Chief Executive Officer**, by 16 April 2026.
 - Submission Address: Gunkul Engineering Public Company Limited
548 One City Centre (OCC), 44th Floor, Phloen Chit Road, Lumpini, Pathum Wan, Bangkok 10330, Thailand

2. Electronic Proxy (e-Proxy) Appointment

- Shareholders can submit their proxies via the Investor Portal of the Thailand Securities Depository (TSD) at: <https://ivp.tsd.co.th/signin?lang=en>
(This system serves as a replacement for submitting proxy forms via postal mail.)

3. Proxy Appointment for Foreign Shareholders Using a Custodian

- Foreign shareholders using a custodian can download **Proxy Form Type C** at:
<https://www.gunkul.com/en/investor-relations/document/shareholder-meetings>

Note: The list of Independent Directors available for proxy appointment is included in **Attachment No. 12**.

Publication of Shareholder Meeting Documents

The Company has published the AGM invitation letter, supporting documents, and proxy forms on its website since 25 March 2026 at: <https://www.gunkul.com/en/home> (Under the section: **Investors > Shareholder Meetings**)

Request for a Hard Copy of the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report)

- If you require a physical copy, please complete the request form in **Attachment No. 13** and submit it to the Company.

Personal Data Protection

The Company prioritizes the protection of shareholders' and proxy holders' personal data and will handle it in compliance with the Personal Data Protection Act B.E. 2562 (2019). More details can be found in **Attachment No. 14 (Privacy Notice)**.

Submission of Questions in Advance

- Shareholders may submit questions regarding the meeting agenda in advance via email: comsec@gunkul.com
- Mailing Address: Corporate Secretary Office, Office of the Chief Executive Officer
Gunkul Engineering Public Company Limited
548 One City Centre (OCC), 44th Floor, Phloen Chit Road, Lumpini,
Pathum Wan, Bangkok 10330, Thailand

Record Date for Shareholder Eligibility

- Record Date for Shareholders' Meeting Eligibility: 16 March 2026
- Exclusion Date (XM - Ex-meeting Date): 13 March 2026

Sincerely yours

(Ms. Naruechon Dhumrongpiyawut)
Chief Executive Officer
Gunkul Engineering Public Company Limited