



บริษัท ไทยส틸เคเบิล จำกัด (มหาชน)  
Thai Steel Cable Public Company Limited

December 19, 2025

Subject Invitation to Annual General Meeting of 2026 via electronic media (E-AGM)

To Shareholders of Thai Steel Cable Public Company Limited

Attached

1. Copy of minutes of the Annual General Meeting of 2025
2. Annual report of 2025 (56-1 One Report) in the form of QR Code
3. Information of directors to vacate and being proposed for re-election
4. Definition of qualification of independent directors
5. Scope and authority of sub-committee
6. Articles of Association with respect to the shareholders' meeting
7. Profile of the account auditor
8. Guidelines and documents for attending the AGM through Electronic Media (E-AGM) and appointment of proxy
9. Registration Form for attending the AGM through Electronic Media (E-AGM)
10. Proxy form A. and B. (B. is recommended)
11. Information of independent directors as proxy
12. Nomination of directors
13. Privacy Notice for the Annual General Meeting of Shareholders

The Board of Directors of Thai Steel Cable Public Company Limited passed the resolution to call for the Annual General Meeting of Shareholders of 2026 on Tuesday, January 20, 2026 at 10:00 a.m. by electric meeting (E-AGM) live broadcast at TSC Head office, 700/737 Moo.1 Tambol Panthong, Amphur Panthong, Chonburi, to consider the following agenda.

**Agenda I To approve the minutes of the 2025 Annual General Meeting**

**Fact and Reason** The Annual General Meeting of 2025 was held on January 24, 2025 and a copy of the minute has been submitted to the Stock Exchange of Thailand and to the Ministry of Commerce according to the requirement of the laws. All information has also been posted on the webpage of the Company (Attached no. 1).

**Opinion of BOD** It is considered that the minute of the Annual General Meeting of 2025 held on January 24, 2025 had been recorded accurately and deemed appropriate to propose to the shareholders' meeting for their consideration and approval.

**Agenda II To acknowledge performance of 2025**

**Fact and Reason** The Company had summarized the operating performance and significant changes in 2025 as appears in an annual report of 2025 (56-1 One Report) and sent to shareholders as well as this invitation QR code (Attached no. 2).

**Opinion of BOD** It is deemed appropriate that the shareholders' meeting should acknowledge the operating performance of the Company in 2025.

**Agenda III To approve Financial Statements for the fiscal year ended September 30, 2025**

**Fact and Reason** According to article 112 of the Public Company Act and Article of Association of the Company no. 41, the Company has prepared the fiscal statement of financial position and the statement of comprehensive income which have been audited by the auditor and proposed to the Annual General Meeting of Shareholders for approval. Detail concerned in this regard appears in the Annual report of 2025 (56-1 One Report) (Attached no. 2) which can be summarized as follows:

Item	Amount	
Total Assets	Million Baht	2,199
Total Liabilities	Million Baht	624
Total Revenues	Million Baht	2,548
Total Expenses	Million Baht	2,202
Net Profit	Million Baht	346
Earnings per Share	Baht / share	1.33

**Opinion of BOD** It is considered that the shareholders should approve the financial statements of the Company for the fiscal year ended September 30, 2025, audited and verified by certified public accountants from Pricewaterhousecoopers Abas Company Limited, and pass the consideration from the Audit Committee.

**Agenda IV To approve the legal reserve and dividend payment for year 2025**

**Fact and Reason** The Company set forth a policy of dividend payment of not less than 25% of annual net profit. In 2025, the Company gained a net profit of Baht 346,433,249. In this regard, the Company is subject to allocate not less than 5% of annual net profit as the legal reserve until the amount reaches 10% of registered capital.

**Opinion of BOD** It appeared that the legal reserve of the Company had reached 10% of its registered capital, so there is no necessity to allocate the addition. The dividend payment may vary in each year depending on the investment plan, necessity, other appropriate prospects, the overall performance, and financial statement indicating that the company made Baht 346,433,249 for the 2025 income. Therefore, the Meeting then proposed the dividend payment at Baht 1.20 per share which equals Baht 311,760,000 or 90% of the net profit of 2025. However,

the Company had paid the interim dividend at Baht 0.40 per share in 2025, therefore, the existing sum is Baht 0.80 per share which equals Baht 207,840,000.

The dividend payout ratio is in line with the Company's payout dividend policy. The remaining Baht 0.80 will be paid from the BOI promotion of Baht 205,932,000 at Baht 0.79 per share and Baht 1,908,000 at Baht 0.01 per share from business with 20 percent taxable profits. The dividend shall be subject to withholding tax at the rate of 10 percent especially the dividend paid from the taxable profit only.

The Board of Directors prepared a record of shareholders that are eligible to attend the meeting on December 8, 2025 and receive a dividend payment on February 2, 2026. The dividend will be paid on February 18, 2026.

Note that the right of shareholders to receive dividends is still not final as it has yet to be approved by shareholders. The past payment record is as below:

Details of Payment	2024	2025
Net Profit (Million Baht)	295	346
Number of Shares (Million Shares)	259.80	259.80
Total Dividend Payment (Baht per Share)	1.20	1.20
Total Dividend (Million Baht)	311.76	311.76
Dividend Ratio (Percentage)	106	90

## **Agenda V To approve the replacement of Directors to vacate**

### **Fact and Reason**

According to Article 71 of the Public Company Act and Article of Association of the Company no. 18, the directors of the Company shall vacate from office in the number of 1/3 of the total number of directors. The directors vacated the office and may be re-elect. Presently, there are 3 directors duly required to vacate as follows:

1. Mr. Sarit Patanatmarueng Director
2. Mr. Santi Patanatmarueng Director,  
Corporate Governance Committee,  
Nomination and Remuneration  
Committee
3. Mr. Kazunori Sudo Director

During July 1, 2025 - September 30, 2025, the Company allowed the shareholders to propose the qualified candidate in replacement of the Directors to vacate in 2025 according to criteria and conditions set forth by the Company. There was no shareholder made proposal.

As those with vested interest refrained from consideration, the Nomination and Remuneration Committee had considered the qualified individuals with knowledge, capabilities and experiences in the sake of the Company, then proposed to re-elect all 3 directors vacated from office to resume their positions. (Nomination of directors Attached no. 12). Information on 3 directors and qualifications of independent directors appears in the attachment (Attached no. 3 and 4).

Note that the Company set forth qualifications of independent directors beyond the minimum requirement of the Stock Exchange Commission (SEC) and Stock Market of Thailand (SET) that the shareholding in the Company of the Independent Directors shall not exceed 0.5% of total voting shares.

**Opinion of BOD**

The Board of Directors, excluding those with vested interests, agreed with the proposal of the Nomination and Remuneration Committee. The Board of Directors considered that 3 directors have knowledge, experience, and understanding of the business and can provide independent opinions in accordance with applicable guidelines. Therefore, it was deemed appropriate for the meeting to consider and appoint 3 directors as listed above who vacated from office to resume their position for another term.

**Agenda VI To approve the remuneration of Directors and Sub-committees for the year 2026**

**Fact and Reason**

In order to comply with article 24 of the Association of the Company, it is required that the remuneration of directors shall be specified by the shareholders' meeting. The Nomination and Remuneration Committee has prudently determined that the remuneration of directors and sub-committees are provided appropriately to the duty and responsibility that is compared with the company that had revenue at the same level, economic situation, growth of revenue and profit, assets and dividends for shareholders of the company, including the number of directors as followed:

Remuneration of Directors and Sub-Committee	2025	2026
<b>1. Remuneration</b>		
1.1 Meeting fee (per attendance)		
• Chairman of director	THB 35,000	THB 35,000
• Director, sub-committee	THB 25,000	THB 25,000
Sub-committee comprised of Audit Committee, Nomination and Remuneration Committee, and Corporate Governance Committee. (Attached no. 5)		

1.2 Director bonus at 1.50% of dividend paid from annual performance	1.50% / 2025	1.50% / 2026
<b>2. Other benefits</b>	reimbursement in case of resignation / out of position	reimbursement in case of resignation / out of position
<u>Reimbursement in case of resignation / out of position</u> <ul style="list-style-type: none"> <li>• Definition of Director: Director and Sub-Committee</li> <li>• The Director must serve the position at least 10 consecutive calendar years.</li> <li>• Once the Director is resigned or out of position, the payment will be made in 30 days from the effective date.</li> <li>• Remuneration: (annual income / 12) x service years (maximum 20 years)</li> </ul>		

**Opinion of BOD**

It is deemed appropriate that the shareholders' meeting should approve the remuneration of directors and sub-committees in 2026 as per the proposal and consideration of the Nomination and Remuneration Committee.

**Agenda VII To approve accounting auditor appointment and audit fee of 2026**

**Fact and Reason**

In compliance with the Public Companies Act B.E. 2535 (as amended), the shareholder's meeting must approve the appointment of an accounting auditor and specify annual remuneration for each fiscal year, where the same auditors may be re-appointed. The Audit Committee has considered the rules and regulations of the company and deems it appropriate to propose to the shareholder's meeting to appoint PricewaterhouseCoopers ABAS Ltd. to be the company's audit firm for the year 2026.

Comparative data on audit fees are as follows:

Auditor's remuneration	2025	2026
<b>Audit Fee</b>		
Annual audit fee	742,000	750,000
Quarterly review fee	750,000	750,000
<b>Total</b>	<b>1,492,000</b>	<b>1,500,000</b>
<b>Non-audit fee</b>		
The company*	270,000	270,000
Subsidiary	None	None
<b>Total</b>	<b>270,000</b>	<b>270,000</b>

*Note: Non-audit fee are professional service fees for the BOI audit.*

The auditors details as follows:

Name of Auditor(s)	CPA Registration Number	Number of Year(s) Signing as the Company's Auditor
Mr. Pongthavee Ratanakoses	7795	3 fiscal years (2023-2025)
Ms. Rodjanart Banyatananusard	8435	-
Mr. Pongpan Damrongpanudom	8882	-

*Note: Details of the auditor are provided in Attached No. 7.*

The 3 auditors have audit independence and have no relationship or conflict of interest with the Company / major shareholders / directors / executives of the Company. Accordingly, these auditors are adequately independent to perform audit work and provide professional comments.

#### **Opinion of BOD**

Based on the recommendations and opinions of the Audit Committee, the Board of Directors considered and deemed it appropriate to propose to the meeting for appointment of Mr. Pongthavee Ratanakoses, CPA No. 7795 and/or Ms. Rodjanart Banyatananusard CPA No. 8435 and/or Mr. Pongpan Damrongpanudom CPA No. 8882 of PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the year 2026 for the accounting period from 1<sup>st</sup> October 2025 to 30<sup>th</sup> September 2026. The audit fee for the consolidated financial statement (Annual audit and Quarterly review) amounts to the total auditors' remuneration of 1,500,000 Baht. Non-audit fees of 270,000 Baht (the same rate as in 2025). Such fees and expenses have been appropriately scrutinized by the Audit Committee.

#### **Agenda VIII To consider others (if any)**

The Company hereby invites the shareholders to attend the meeting according to the above date and time. The shareholders shall send the document as indicated in the attachment to the company by January 13, 2026. Once the Company has verified the list of shareholders according to the information as of the record date, the electronic meeting provider will send the link for the meeting with access manual to the email that shareholders informed the Company 2 days prior to the meeting date.

The shareholder would like to assign the proxy to a person or to independent directors (as listed in Attachment no. 8 and 11), please fill in the proxy form either form A. or B., whereas B. is recommended. (Attached no. 10)

In the event that a foreign shareholder appoints a local custodian, the shareholder may use proxy form C. which could be downloaded from the webpage of the Company and submitted in advance or have your proxy present the document to the register staff at the meeting.

Kindly acknowledge accordingly.





บริษัท ไทยสตีลเคเบิล จำกัด (มหาชน)  
Thai Steel Cable Public Company Limited

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Faithfully yours,

Sarit Patanatmarueng  
Director  
On behalf of the Chairman of the Board of Directors

- Remark:
1. Shareholders may review the invitation to the Annual General Meeting and its supplement via the webpage of the Company ([www.tscpcl.com](http://www.tscpcl.com)) from December 19, 2025 onward.
  2. For the sake of maximum benefit and to reserve the duly rights, shareholders may submit questions in advance to the Company and Shareholders can request a proxy form in hard copy by January 6, 2026 at  
Email address: [ir@tscpcl.com](mailto:ir@tscpcl.com) or  
By postal mail to 700/737 Moo 1, Tambol Panthong, Amphur Panthong, Chonburi Province, 20160.

Compliance & Investor Relations Department  
Tel. (038) 447 200 – 05 Ext. 118  
Email: [ir@tscpcl.com](mailto:ir@tscpcl.com)

**Forwarding of Questions Relating to Shareholders Meeting Agendas**

To comply with corporate governance principles, the company allowed the shareholders to submit questions that related to the Shareholders Meeting Agendas to the Board of Directors meeting in advance as follows:

1. Shareholders submit questions with detail as followed.
  - Name, Surname, Address, Contact number, and e-mail (if any).
  - Questions that related to Shareholders Meeting Agendas and data that concerned (if any).
2. Channel to submit to a Company Secretary as followed.
  - Mail to the address below:  
Thai Steel Cable Public Company Limited  
700/737 Moo 1, Tambol Panthong, Amphur Panthong, Chonburi 20160
  - E-mail : [ir@tscpcl.com](mailto:ir@tscpcl.com)
3. Submit period.  
14 days in advance of the Annual General Meeting of Shareholders of 2026 on Tuesday, January 20, 2026 (Now – January 6, 2026).
4. A Company Secretary will collect and then propose to the Board of Directors, respectively.
5. Answering the questions that are submitted in advance will be held in the Annual General Meeting of Shareholders.