



# Invitation to the Annual General Meeting of Shareholders

## For the Year 2026

Terabyte Plus Public Company Limited

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**Tuesday, April 21, 2026, at 10:00 AM**

At the USA Meeting Room, No. 230, 12th Floor, CS  
Tower, Terabyte Plus Public Company Limited,  
Ratchadaphisek Road, Huai Khwang Subdistrict,  
Huai Khwang District, Bangkok, Thailand.

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# TERA

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No souvenirs will be distributed, in alignment with the regulatory authorities' campaign to reduce or discontinue the distribution of souvenirs at shareholders' meetings.

Registration begins at 8:00 AM. For faster registration, please bring your printed registration form with the barcode (from the invitation letter) to show to the registration staff on the day of the conference.



23 March 2026

Subject Invitation to the Annual General Meeting of Shareholders for the Year 2026

Dear Shareholders of Terabyte Plus Public Company Limited

Attachment Documents for the Agenda of the 2026 Annual General Meeting of Shareholders

1. Minutes of the 2025 Annual General Meeting of Shareholders held on April 22, 2025
2. Financial Statements for the Year 2025, ending December 31, 2025, audited by an authorized auditor, and the Annual Report (Form 56-1 One Report).
3. The plan for the allocation of net profit for the year 2025 to legal reserves and the annual dividend payment for 2025.
4. Information of directors who are retiring by rotation and have been nominated for re-election for another term.
5. Directors' remuneration for the year 2026.
6. Information of the proposed auditor to be appointed as the company's auditor for the year 2026 and the audit fees of the licensed auditor.

Documents for Attending the Annual General Meeting of Shareholders for the Year 2026:

7. Information of Independent Directors of the Company to Act as Proxy for Shareholders and Definition of Independent Director.
8. Company's Articles of Association Related to Shareholders' Meeting
9. Privacy Notice for Shareholders' Meeting
10. Documents and Evidence Required for Attendance at the Meeting; Proxy Appointment Procedures; Registration and Voting Procedures at the Annual General Meeting of Shareholders
11. Proxy Forms: Type A, Type B, and Type C
12. Map of the Meeting Venue
13. QR Code for Downloading the Notice of the Meeting and Enclosures



The Board of Directors of Terabyte Plus Public Company Limited (the “Company”) has resolved to convene the Annual General Meeting of Shareholders for the year 2026 on **21 April 2026 at 10:00 a.m. at the USA Meeting Room, 12th Floor, CS Tower, 230 Ratchadaphisek Road, Huai Khwang, Bangkok 10310, Thailand**, to consider the matters set out in the following agenda items.

In order to promote shareholder rights and ensure equal treatment of shareholders in accordance with the principles of good corporate governance, the Company has provided shareholders with the opportunity to propose matters for inclusion in the agenda and to nominate individuals for election as directors at the Annual General Meeting of Shareholders for the year 2026 in advance. The criteria were announced on the Company’s Web Site from November 25, 2025, to January 31, 2026. For this meeting, no shareholders have proposed any matters for inclusion in the agenda of the Annual General Meeting of Shareholders for the year 2026. Therefore, there are no additional agenda items from the shareholders, and no shareholder has nominated any individual for consideration for appointment as a director. The Board of Directors has thus set the agenda to consider the following matters.

**Agenda Item 1. Consideration of Approval of the Minutes of the Annual General Meeting of Shareholders for the Year 2025.**

**Objective and Reason** The Annual General Meeting of Shareholders for the year 2025 was held on Tuesday, April 22, 2025. The company has prepared the minutes of the meeting, as attached in **Attachment 1**

**The Board of Directors' Opinion:** The Board of Directors has duly reviewed the Minutes of the Annual General Meeting of Shareholders for the year 2025 and confirmed that the minutes, which have been published on the Company’s Investor Relations Web Site at <https://investor.terabyteplus.com>, are accurate, complete, and clear. The Board therefore recommends that the Shareholders’ Meeting adopt and approve the said minutes.

**The vote will be conducted** This agenda requires approval by a majority vote of the shareholders present and voting.



**Agenda Item 2. Acknowledge the annual performance results ending December 31, 2025.**

**Objective and Reason** The company has summarized its performance and the Management Discussion and Analysis (MD&A) for the year 2025 in the 56-1 One Report for the year 2025, available in QR code format. This has been sent to shareholders along with the meeting invitation letter, as attached in **Attachment 2** and have been published on the company's Web Site. <https://investor.terabyteplus.com>

**The Board of Directors' Opinion:** The Board of Directors has reviewed and approved the company's performance report for the year ended 31 December 2025 and recommends that the shareholders' meeting acknowledge the report without the need for a vote.

**The vote will be conducted** This agenda item is for acknowledgment. Therefore no vote is required.

**Agenda Item 3. Consider and approve the financial statements for the fiscal year ended December 31, 2025, and acknowledge the auditor's opinion report and the 2025 annual report.**

**Objective and Reason** In accordance with Section 112 and 113 of the Public Limited Companies Act B.E. 2535 (1992) (including amendments) ("Public Limited Companies Act") and Article 42 of the Company's Articles of Association, which require the company to prepare financial statements and comprehensive income statements for the fiscal year, audited by the auditor, and to submit them for approval at the annual general meeting of shareholders, the details of the financial statements are presented in the 2025 Annual Report (Form 56-1 One Report)

**Summary of Key Items in the Statement of Financial Position and Statement of Profit Loss**

Unit: Baht

	Consolidated financial information	Separate Financial Information
Asset	485,531,593	441,839,277
Debt	215,468,639	176,411,607
Revenue from Sales	109,208,159	76,128,604
Revenue from Services	341,006,426	260,532,927
Total revenue	454,395,876	359,545,571
Net profit	12,527,779	17,420,658
Earnings per share (Bath/Share)	0.05	0.07

which has been sent along with this invitation letter, as per **Attachment 2**



**The Board of Directors' Opinion:** The Board of Directors has reviewed and approved the financial position and profit and loss statements for the year ended December 31, 2025, which have been considered by the Audit Committee, approved by the Board of Directors, and audited by the external auditor. Therefore, the Board proposes to the shareholders' meeting for approval of the financial statements for the year ended December 31, 2025, and to acknowledge the report of the auditor for the year 2025 And the 2025 annual report.

**The vote will be conducted** This agenda requires approval by a majority vote of the shareholders present at the meeting and who cast their votes.

**Agenda Item 4. Consider approving dividend payments and setting aside legal reserves for the year 2025.**

**Objective and Reason** According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 38 of the Company's Articles of Association, the Company must allocate at least 5% (five percent) of its annual net profit as a legal reserve, less any accumulated losses (if any), until the legal reserve reaches at least 10% (ten percent) of the registered capital. The Board of Directors has approved the allocation of a net profit reserve amounting to 900,000.- (nine hundred thousand baht), which is at least 5% (five percent) of the annual net profit (company-separate financial statement). As a result, the Company's legal reserve as of December 31, 2025, will amount to 10,758,000.- (ten million seven hundred fifty-eight thousand baht), which is 8.97% (eight point nine seven percent) of the registered capital.

The Company has a policy to pay dividends to shareholders at a rate of no less than 50% (fifty percent) of net profit (individual financial statement), after deducting all types of reserves as required by law. However, this dividend payment may change depending on the company's performance, financial position, liquidity, business expansion plans, necessity, and appropriateness in the future, as well as other factors related to the company's management. The Company must have sufficient cash to operate its business, and the action must benefit shareholders to the highest degree, as deemed appropriate by the Board of Directors and/or shareholders. Furthermore, the Board of Directors' resolution to approve the dividend payment must be submitted for approval at the shareholders' meeting, unless it is an interim dividend, which the Board of Directors is authorized to approve and report to the shareholders' meeting at the next session, as per

**Attachment 3**

**The Board of Directors' Opinion:** The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting to approve the allocation of the net profit for the year 2025 as a legal reserve in the amount of 900,000.- (nine hundred thousand baht). As a result, the Company's legal



reserve as of December 31, 2025, will amount to 10,758,000.- (ten million seven hundred fifty-eight thousand baht) representing 8.97% (eight point nine seven percent) of the registered capital.

The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting to approve the dividend payment for the year 2025 at the rate of baht 0.067 (zero point zero six seven baht) per share, totaling 16,080,000.- (sixteen million eighty thousand baht), based on the Company's separate financial statement which show a net profit of baht 17,420,658.- (seventeen million four hundred twenty thousand six hundred fifty-eight baht) The dividend payout ratio is 76.04% (seventy-six point zero four percent) Retained Earnings as at 31 December 2025.

The dividend payout ratio based on the 2025 earnings can be compared with the previous year's performance.

Unit: Baht

Dividend payment details	Year 2025	Year 2024
1. Net profit for the year as per the consolidated financial statement	12,527,779	29,579,355
2. Net profit of separate financial statement	17,420,658	25,459,211
3. Retained earnings as of December 31, 2025	21,146,675	23,764,742
4. Number of shares	240,000,000	240,000,000
5. Annual dividend (Baht/share)	0.067	0.080
6. Dividends have been paid in full	16,080,000	19,200,000
7. Dividend payout ratio to earnings (Percent)	76.04 (From retained earnings)	64.91 (From net profit.)

The Record Date for determining the shareholders' right to receive the dividend is set for April 30, 2026, and the dividend payment date is scheduled for May 20, 2026. (This entitlement is still subject to the approval of the 2026 Annual General Meeting of Shareholders.)

**The vote will be conducted** This agenda requires approval by a majority vote of the shareholders present at the meeting and who cast their votes.



**Agenda Item 5. Consider and Approve the Appointment of Directors in Replacement of Those Retiring by Rotation for the Year 2026.**

**Objective and Reason** According to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 13 of the Company's Articles of Association, at every Annual General Meeting of Shareholders (AGM), one-third (1/3) of the total number of directors shall retire from the board of direction (BOD). If the number of directors cannot be divided exactly into three parts, the number closest to one-third shall retire. For the first and second years after the company's registration, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have held office the longest shall retire. The directors retiring by rotation are eligible for re-election. In addition, Article 12 of the Company's Articles of Association stipulates that the shareholders at the AGM shall elect directors by a majority vote.

At this meeting, the three directors retiring by rotation are as follows:

Name-Surname	Presenting for the position
1. Mr. Montree Aroon	- Chairman of the Audit Committees - Independent Director - Member of the Nomination and Remuneration Committees
2. Mr. Vasu Klomkliang	- Chairman of the Nomination and Remuneration Committees - Chairman of the Investment Committees - Director - Executive Director
3. Mr. Ekapol Sakulpolphaisan	- Director - Executive Director - Member of the Nomination and Remuneration Committees

In order to promote shareholders' rights and equitable treatment in accordance with good corporate governance principles, the Company granted shareholders the right to nominate qualified individuals for consideration as directors. The nomination criteria were announced on the Company's website during the period from November 25, 2025 to January 31, 2026. However, for this meeting, no shareholders nominated any individuals for directorship.

**The Nomination and Remuneration Committees** having considered the nomination in accordance with the established criteria and procedures, reviewed the structure of the Board and the qualifications of each director individually. The Committee opined that the nominated individuals are qualified professionals with expertise and experience, who are able to dedicate sufficient time to the



Company and fulfill their duties with responsibility and attentiveness. They possess leadership qualities and fully meet the qualifications required under the Public Limited Companies Act and do not possess any prohibited characteristics as specified by the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), or other relevant regulatory authorities. Each of the nominees has also certified that they are not disqualified in any manner—for example, they have never been dismissed or removed due to misconduct, have never been imprisoned for offenses involving dishonesty or fraudulent acts, and do not operate or hold shares in businesses that compete with the Company.

Accordingly, the Nomination and Remuneration Committees (excluding directors with a vested interest) proposed to the Board of Directors to consider reappointing the three directors who are due to retire by rotation for another term.

**The Board of Directors' Opinion:** The Board of Directors, excluding the directors with a vested interest, has carefully and prudently reviewed the nomination process in accordance with the established criteria and procedures. The Board is of the opinion that the Shareholders' Meeting should approve the reappointment of the three directors: Mr. Montree Aroon, Mr. Vasu Klomkliang, and Mr. Ekapol Sakulpolphaisan who are due to retire by rotation, to resume their positions as directors for another term. Details of the nominated directors are as presented in the list and profiles of the directors proposed for reappointment in place of those retiring by rotation **Attachment 4**

**The vote will be conducted** This agenda requires approval by a majority vote of the shareholders present at the meeting and who cast their votes.

#### Agenda Item 6.

#### **Consider and Approve the Directors' Remuneration for the Year 2026.**

##### **Objective and Reason**

According to the Public Limited Companies Act B.E. 2535 (1992), Section 90, and the Company's Articles of Association, Clause 14, the Company's directors are entitled to receive remuneration from the Company for performing their duties. Such remuneration may include rewards, meeting allowances, gratuities, bonuses, or other benefits of similar nature. The directors' remuneration should be aligned with the Company's performance, the scope of duties and responsibilities, and each director's performance. The remuneration should be reviewed annually. Details of the directors' remuneration are as shown in **Attachment 5**

**The Nomination and Remuneration Committees** has considered the appropriateness of determining the directors' remuneration to ensure alignment with the assigned duties and responsibilities, as well as in comparison with businesses of similar type and size to the Company. It is therefore deemed appropriate to propose that the



Board of Directors present the following directors' remuneration for the year 2025 to the shareholders' meeting for consideration and approval:

1. Part 1: Directors' remuneration in an amount not exceeding 1,300,000.- (one million three hundred thousand baht). The annual bonus shall be considered on a case-by-case basis in accordance with the Company's performance.
2. Part 2: Meeting attendance fees for the Board of Directors and various sub-committees, to be paid based on the number of meetings attended, as follows:

Unit: Baht

<b>Compensation Part 2: Meeting Allowance</b>				
	<b>Meeting Allowance (Paid Actual) (Baht/Session)</b>	<b>Meeting allowance (Budget) (Baht/Session)</b>	<b>Increase/ Decrease (per Session)</b>	<b>Increase/ Decrease (per Session) (%)</b>
<b>Board of Directors</b>				
Chairman	25,000	25,000	-	0.00%
Director	15,000	15,000	-	0.00%
<b>Sub-committees:</b>				
<b>Audit Committees</b>				
Chairman of the Audit Committee	15,000	15,000	-	0.00%
Audit Committee Director	10,000	10,000	-	0.00%
<b>Nomination &amp; Remuneration Committees</b>				
Chairman of the NRC	15,000	15,000	-	0.00%
NRC Director	10,000	10,000	-	0.00%
** Executive Directors do not receive meeting allowances.				
<b>Investment Committees</b>				
Chairman of the IC	15,000	15,000	-	0.00%
IC Director	10,000	10,000	-	0.00%
** Executive Directors do not receive meeting allowances.				
<b>Executive Committees</b>				
Chairman of the Ex-com	-	-	-	-
Ex-Com Director	10,000	10,000	-	0.00%
** Executive Directors do not receive meeting allowances.				
** <u>Note:</u> <i>Meeting allowance is paid based on the number of meetings attended (with no maximum limit on the number of meetings).</i>				

Note : The directors' remuneration for the year 2026 as mentioned above shall be effective from January 1, 2026 onwards.

In addition, in year 2025, the Company paid directors' remuneration in the form of directors' remuneration and meeting attendance fees in a total amount of 777,000.- (seven hundred seventy-seven thousand baht), which was within the approved budget for directors' remuneration as approved by the 2025 Annual General Meeting of Shareholders.



**The Board of Directors' Opinion:** The Board of Directors, after due consideration and in agreement with the recommendation of the Nomination and Remuneration Committees based on a comparison with companies in the same industry and linked to the Company's performance resolved to propose that the shareholders' meeting approve the directors' remuneration for the year 2026, comprising: Part 1: Directors' bonus in an amount not exceeding 1,300,000.- (one million three hundred thousand baht), to be considered on a yearly basis according to the Company's performance; and Part 2: Meeting attendance fees for the Board of Directors and sub-committees, to be paid based on the actual number of meetings attended (no limit number of meeting.)

**The vote will be conducted** This agenda item must be approved by a vote of not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting.

**Agenda Item 7. Consider and Approve the Appointment of the Auditor and the Determination of the Audit Fee for the Year 2026.**

**Objective and Reason** To comply with Section 120 of the Public Limited Companies Act B.E. 2535(1992) and Article 29 (5) of the Company's Articles of Association, which require the Annual General Meeting of Shareholders to consider and approve the appointment of the Company's auditor and the determination of the auditor's remuneration annually.

The Audit Committee has reviewed the qualifications of the auditors as required by the Securities and Exchange Commission ("SEC"), including independence, experience, expertise in auditing, personnel readiness, and internationally recognized working standards. Additionally, the appropriateness of the audit fee proposed by the auditors has been considered. Therefore, it is deemed appropriate to propose to the Board of Directors to recommend to the shareholders' meeting the appointment of Pricewaterhousecoopers Consulting (thailand) Ltd. (PwC) and the auditors from PwC, who are licensed auditors approved by the SEC, as the auditors of the Company for the fiscal year 2026. The names are as follows:



1. List of the Company's Auditors for the Year 2026

- Ms. Amornrat Pearmpoonvatanasuk  
The licensed auditor's number 4599 and/or...
- Mr. Boonrueng Lerdwisewit  
The licensed auditor's number 6552 and/or...
- Ms. Rodjanart Banyatananusard  
The licensed auditor's number 8435 and/or...
- Other auditors from Pricewaterhousecoopers Consulting (thailand) Ltd. (PwC) who assigned as the responsible auditors.

Audit remuneration for the Company and its subsidiaries for the year 2025

Within a total budget not exceeding 1,777,500.- (one million seven hundred seventy-seven thousand five hundred baht), as detailed in **Attachment 6**

None of the auditors listed above have any relationship and/or financial interest with the company, its subsidiaries, executives, major shareholders, or any parties related to the aforementioned individuals.

In addition, it is deemed appropriate to present a comparison of the audit fees of the Company and its subsidiaries from the previous year. The audit fees for the Company and its subsidiaries for the year 2026 remain unchanged, as follows:

Unit: Baht

<b>Audit Fees for Terabyte Plus Public Company Limited. and Subsidiaries for the Year 2026 Compared to 2025</b>												
Company	Pricewaterhousecoopers Consulting (thailand)					Pricewaterhousecoopers Consulting (thailand)					Difference	
	2026 (To Present)					Compared to 2025					Increase	
	Audit Fee Per Quarter	Audit Fee For 3 Quarters	Annual Audit Fee	BOI* Audit Fee	Total	Audit Fee Per Quarter	Audit Fee For 3 Quarters	Annual Audit Fee	BOI* Audit Fee	Total	Baht	%
Terabyte Plus Public Co., Ltd.	165,000	495,000	691,500	n/a	1,186,500	150,000	450,000	660,000	n/a	1,110,000	76,500	6.89%
Cluster System Co., Ltd.	33,333	100,000	195,000	n/a	295,000	50,000	150,000	221,500	n/a	371,500	(76,500)	-20.59%
Skyfrog Co., Ltd.	30,000	90,000	156,000	50,000	296,000	30,000	90,000	156,000	50,000	296,000	-	-
	228,333	685,000	1,042,500	50,000	1,777,500	230,000	690,000	1,037,500	50,000	1,777,500	-	-

*\* Note:  
The additional service fee for the audit of the request for tax exemption and benefits (BOI) of the Skyfrog company is 50,000 Baht per Investment Promotion Certificate.*

**The Board of Directors' Opinion:** The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to approve the appointment of the auditors listed above from Pricewaterhousecoopers Consulting (thailand) Ltd. (PwC) to serve as the Company's auditors for the fiscal year ending December 31, 2026, with a total audit fee not exceeding 1,186,500.- (one million one hundred eighty-six thousand five hundred baht) and consolidated for the group total not exceeding 1,777,500.- (one million seven hundred seventy-seven thousand five hundred baht).



**The vote will be conducted** This agenda requires approval by a majority vote of the shareholders present at the meeting and who cast their votes.

**Agenda Item 8.** Consideration of Other Matters (if any)

You are hereby cordially invited to attend the Annual General Meeting of Shareholders for the year 2026 on 21 April 2026 at the date, time and venue specified above. The Company has fixed 6 March 2026 as the Record Date for determining the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2026.

If you are unable to attend the Meeting in person, you may appoint another person or an Independent Director and Audit Committee Member of the Company to attend the Meeting and vote on your behalf, as detailed in the Enclosures. The duly completed proxy form together with the required supporting documents for identity verification must be submitted to the Company by **19 April 2026** through the following channels:

Postal Address: Company Secretary Department  
Terabyte Plus Public Company Limited  
230 CS Tower, 12th Floor  
Ratchadaphisek Road  
Huai Khwang Subdistrict, Huai Khwang District  
Bangkok  
10310  
Tel: 02-692-8731-4

Best regards,

.....  
(Mr. Udomsak Rojviboonchai)  
Chairman

Department: Company Secretary: [companysecretary@terabyteplus.com](mailto:companysecretary@terabyteplus.com)

Assistant Company Secretary : Ms. Pattama Sangmuang

Tel : 02-692-8731-4 # 1111, 080-552-2242

