



NOTICE FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Civil Engineering Public Company Limited

Monday, April 27, 2026, at 13.00 hours

Via Electronic Media (E-Meeting)

Registration starts at 11.00 hours



March 26, 2026

Subject: Invitation to the Annual General Meeting of Shareholders 2026

To: Shareholders of Civil Engineering Public Company Limited

Enclosures:

1. Procedures of Attending the Annual General Meeting of Shareholders via Electronic Media
2. A Copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2025
3. The 2025 Annual Report (Form 56-1 One Report) in QR Code Format, with the Statements of Financial Position, Income, and Comprehensive Income for the Year 2025.
4. Profiles of the nominated candidates to be elected as directors to replace the directors retiring by rotation for the year 2026 (for consideration on Agenda No. 5)
5. Personal Information and Experience of the Auditor (for consideration on Agenda No. 7)
6. Proxy Forms B.
7. Profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders
8. The Company's Articles of Association Related to the Shareholders' Meeting
9. Investors and Shareholders' Privacy Notice

The Board of Directors' Meeting of Civil Engineering Public Company Limited (the "Company") No. 1/2026 on February 26, 2026, resolved to call the 2026 Annual General Meeting of Shareholders **on Monday, April 27, 2026 at 13:00 hrs. via Electronics Media (E-Meeting) only according to the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) as well as other applicable laws and regulations.** The Company gave the opportunity for the minority shareholders to propose agenda in advance on October 1, 2025 to December 31, 2025 by disseminating it on the Company's website and the news system of the Stock Exchange of Thailand. It appears that there was no agenda item proposed by Shareholders. Therefore, the 2026 Annual General Meeting of Shareholders has the following agenda:

Agenda 1: To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2025.

Facts and Rationales:

The Company prepared the minutes of the Annual General Meeting of Shareholders for the year 2025 taking place on April 25, 2025, which was sent to the shareholders with the invitation letter of this meeting as shown in Enclosure No. 2.



Board of Directors' Opinion:

The Board of Directors considered the matter and opined that the minutes of the Annual General Meeting of Shareholders was correct in accordance with the resolutions of the meeting, it deems appropriate to propose that adopt such minutes.

Voting Required to Pass the Resolution:

Majority vote of the shareholders who present at the Meeting and cast their votes.

Agenda 2: To acknowledge the Company's operating results report for the year 2025.

Facts and Rationales:

The Company has summarized the Company's operating results for the year 2025 and significant changes that occurred during the year, as appeared in the 2025 Annual Report (Form 56-1 One Report), which is provided herewith in Enclosure No. 3 in the form of QR Code (QR Code).

Board of Directors' Opinion:

It is deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to acknowledge the Company's operating results for the year 2025.

Voting Required to Pass the Resolution:

This agenda item is for acknowledgement and there will be no casting of votes.

Agenda 3: To consider and approve the Company's Financial Statements for the year ended December 31, 2025.

Facts and Rationales:

To comply with the Public Limited Companies Act B.E. 2535 (1992), Section 112 and Article 39 of the Company's Articles of Association, the Company shall prepare a statement of financial position and statements of comprehensive income at the end of the fiscal year, which have been audited by an external auditor, and submit these to the Shareholders' meeting for approval.

Audit and Risk Management Committee's Opinion:

The Audit and Risk Management Committee reviewed the Company's financial statements for the year ended December 31, 2025, audited by the certified public accountant who had the opinion that the financial statements were accurate, complete and reliable, with adequate information disclosures. Details as shown in Enclosure No. 3.



Board of Directors' Opinion:

The Board of Directors considered the said financial statements and opined indifferently from those of the Audit and Risk Management Committee. Therefore, it is deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the year ended December 31, 2025 as duly audited and certified by the Company's certified public accountant, who expressed an unqualified opinion, and reviewed by the Company's Audit and Risk Management Committee.

Voting Required to Pass the Resolution:

Majority vote of the shareholders who present at the Meeting and cast their votes.

Agenda 4: To consider and approve the omission of dividend payment for year 2025.

Facts and Rationales:

According to Clause 44. of the Company's Articles of Association and the Public Limited Companies Act, B.E. 2535 also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the shareholders' meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the shareholders' meeting at a subsequent meeting.

In 2025, the Company had a net loss from the operating results according to the separate financial statements of Baht 53,251,031. Therefore, the Company appropriate to propose to the Annual General Meeting of Shareholders for the year 2026 to consider the omission of dividend payment for the Company's operating results of the year 2025 ended December 31, 2025.

Board of Directors' Opinion:

The Board of Directors deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the omission of dividend payment from the operating results for the year 2025 ended December 31, 2025. This is due to the company's net loss for the year 2025 and the necessity to reserve cash flow for future project operations.



Comparison of Dividend Payments from the operating results in the past Year

Description of Dividend Payment	2025 (Current Proposal)	2024
Net profit (loss) for the year on the separate financial statements (Baht)	(53,251,031)	45,009,687
Number of shares (Shares)		
- Interim	-	-
- At the year end	700,000,000	700,000,000
Dividends paid per share (Baht/Share)	-	0.02
- Interim dividends	-	-
- Annual dividends	-	0.02
Total dividends payment (Baht)	-	14,000,000
Dividend payout ratio (Percent)	-	33.00

Voting Required to Pass the Resolution:

Majority vote of the shareholders who present at the Meeting and cast their votes.

Agenda 5: To consider and approve the election of the Company’s directors to replace those to be retire by rotation.

Facts and Rationales:

To comply with the Public Limited Companies Act B.E. 2535 (1992), Section 71 and Article 17 of the Company’s Articles of Association stipulating that at every Annual General Meeting of Shareholders, directors must retire at least one-third (1/3) of the total number of directors, if the number of directors cannot be divided into three parts, the number closest to one-third (1/3) shall be made. The director who has been in the position with the longest period will retire, and the retired director may be re-selected to take the position. At the 2026 Annual General Meeting of Shareholders, there are 2 directors to be retired by rotation as follows:

1. Mr. Chaiwat Utaiwan Independent Director, Chairman of the Board
2. Mr. Piyadit Atsavasirisuk Executive Director, Director, Chairman of the Executive Committee and Chief Executive Officer

In this regard, the Company gave an opportunity for the shareholders to nominate a list of qualified persons to be considered for election as directors on October 1, 2025 to December 31, 2025. The nomination rules and procedures were published through the Company’s website and informed the shareholders in advance through the news system of the Stock Exchange of Thailand. It appeared that no shareholder nominated a person to be elected as a director.



Nomination and Remuneration Committee's Opinion:

The Nomination and Remuneration Committee had undertaken the nomination process by considering required aspects of directors as defined in the Board of Directors Charter regarding to related laws/regulations and variety in the Board composition and skills matrix and required qualifications, skills, expertise, competence in managing the businesses of the Company, regardless of age, gender and the suitability of the Company's as well as performance of each director and time dedication of the candidates and beneficial to the operations of the Company, the Nomination and Remuneration Committee recommended to the Board of Directors to propose to the 2026 AGM of shareholder to consider the re-election of the 2 retiring directors are as follows:

1. Mr. Chaiwat Utaiwan
2. Mr. Piyadit Atsavasirisuk

to resume their for another term. Moreover, if appointed by the Annual General Meeting of Shareholders, the said directors shall return to their positions in the sub-committees for another term.

Board of Directors' Opinion:

The Board of Directors, excluding the directors who have interests, considered the candidates nominated by the Nomination and Remuneration Committee with due care and opined that the nominated candidates have been considered by the Company's selection process. The qualifications of each nominated candidate were considered with all related regulations and suitable for the Company's business. In addition, the first candidates is qualified as an independent director as stipulated in the regulations relating to Independent Director, and able to independently opine in accordance with related regulations. (Profiles of the nominated directors appeared in Enclosure 4). The Board of Directors then requests the shareholders' meeting to consider and approve the election of the two directors to be retired by rotation to be re-elected as directors for another term. Moreover, if appointed by the Annual General Meeting of Shareholders, the said two directors shall return to their positions in the sub-committees for another term.

These two directors are fully qualified according to the Company's Articles of Association, the Public Limited Companies Act B.E. 2535 (1992), and the law on the Securities and Exchange and are knowledgeable, competent, skilled, and experienced; able to devote time and abilities for the best benefit to the Company, the shareholders and all stakeholders; and do not hold the position as directors or executives in other businesses that may cause conflicts of interest to the Company. Thus, it is appropriate to be directors of the Company.

Profiles of the 2 nominated candidates to be elected as directors appears in Enclosure No. 4.

Voting Required to Pass the Resolution:

Majority vote of the shareholders who present the Meeting and cast their votes. Each director was proposed to appoint individually.



Agenda 6: To consider and approve the director’s remuneration for the year 2026.

Facts and Rationales:

According to Article 22 of the Company’s Articles of Association, the Company’s directors are entitled to receive directors’ remuneration from the Company in the form of rewards, meeting allowances, pension, bonuses, or other types of benefits as the shareholders’ meeting will consider and vote no less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The directors’ remuneration may be determined in a certain amount or specified as a specific criterion and will be set out periodically or effective until the shareholders’ meeting has resolved to change otherwise.

Board of Directors’ Opinion:

The Board of Directors considered the determination of the remuneration of the Company’s directors and sub-committees by consider the suitability of the duties and responsibilities of the directors and in alignment with the overall performance of the Company, including comparing with other listed companies in the same industry and of a similar size. based on the opinion of the Nomination and Remuneration Committee. Therefore, the Board of Directors deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders for approval of the remuneration for the company's directors and sub-committees for the year 2026. It is proposed that all types of remuneration remain at the same rate as in 2025. The details of the proposed remuneration for 2026 are presented in the table below:"

Type of Remuneration	Board of Directors				Audit and Risk Management Committee				Nomination and Remuneration Committee				Executive Committee			
					Chairman		Director		Chairman		Director		Chairman		Director	
	Year 2026	Year 2025	Year 2026	Year 2025	Year 2026	Year 2025	Year 2026	Year 2025	Year 2026	Year 2025	Year 2026	Year 2025	Year 2026	Year 2025	Year 2026	Year 2025
	1. Monthly Retainer (Baht/Person/Month)	33,000	33,000	22,000	22,000	-	-	-	-	-	-	-	-	-	-	-
2. Meeting Allowances* (Baht/Person/Time)	33,000	33,000	22,000	22,000	22,000	22,000	11,000	11,000	22,000	22,000	11,000	11,000	-	-	-	-
3. Other Benefits	Office Car															

Remark * : Meeting Allowances for Independent Directors and non -executive directors only

Voting Required to Pass the Resolution:

Not less than two-thirds (2/3) of the total number of votes of shareholders who are present at the Meeting.



Agenda 7: To consider and approve the appointment of the Company’s auditors and the determination of the audit fee for the years 2026.

Facts and Rationales:

The Public Company Limited Act B.E. 2535 (1992), Section 120 and Section 121 and Article 50 of the Company’s Articles of Association require the Annual General Meeting of Shareholders to appoint an auditor and determine the amount of audit fee of the Company every year. When appointing an auditor, the same auditor can be reappointed, which must not be a director, officer, employee, or persons holding any positions of the Company. In addition, according to the Announcement of the Capital Market Supervisory Board, listed companies must arrange for rotation of an auditor when the former auditor has performed a review or audit and has expressed an opinion on the Company’s financial statements for 7 fiscal years, whether they are consecutive or not. However, a new auditor from the same office as the former auditor can be appointed. In this regard, the Company may appoint an auditor who retired from the performance due to the auditor rotation at least 5 consecutive fiscal years from the date of retirement.

Audit and Risk Management Committee’s Opinion:

The Audit and Risk Management Committee has considered the selection of the Company’s external auditors for the fiscal year 2026. The selection process was based on their performance, auditing expertise and experience, independence, and the appropriateness of the audit fees.

The Committee, therefore, deems it appropriate to propose that the Board of Directors consider and further propose to the Annual General Meeting of Shareholders for approval the appointment of EY Office Limited as the audit firm for the Company and its subsidiaries.

For subsidiaries that use the same audit firm, the process will be streamlined. In cases where certain subsidiaries do not utilize the same audit firm, the Board of Directors will ensure that their financial statements are prepared and completed within the required timeframe. The list of the proposed auditors is as follows:

- | | |
|---------------------------------|---|
| 1. Ms. Yuchira Tuaton | Certified Public Accountant No. 10725, or |
| 2. Ms. Naraya Srisukh | Certified Public Accountant No. 9188, or |
| 3. Ms. Kirdsiri Kanjanaprakasit | Certified Public Accountant No. 6014 |

Any auditor is required to review or audit and express an opinion on the Company’s financial statements. In case the above auditor is unable to perform his duties, the Company can appoint other certified public accountants from EY Office Company Limited to perform the duties instead. The information about the background and work experience of each auditor appears in Enclosure No. 5.



The proposed audit fee for the year 2026 shall not exceed Baht 1,350,000 detailed as follows:

Type of Remuneration	Year 2026 (Current Proposal) : Baht	Year 2025 : Baht	Increase / Decrease : Baht	(%)
Audit Fee	1,350,000	1,300,000	50,000	4.0

In 2025, the Company did not pay other service fees (Non-Audit Fee) to EY Office Company Limited.

Type of Remuneration	Year 2026 (Current Proposal) : Baht	Year 2025 : Baht	Increase / Decrease : Baht	(%)
Non-Audit Fee	-None-	-None-	-None-	-None-

EY Office Company Limited and such nominated auditors do not have relationships and interests with the Company, its subsidiaries, executives, major shareholders, or persons associated with such persons. The nominated auditors are approved by the Securities and Exchange Commission (SEC), and no auditor has performed the auditor’s duties for the Company for five consecutive fiscal years (including the case of performing duties as the Company’s auditor this year).

Board of Directors’ Opinion:

The Board of Directors considered and approved the proposal of the Audit and Risk Management Committee and deemed appropriate to propose it to the 2026 Annual General Meeting of Shareholders to consider and approve the appointment of an auditor from EY Office Company Limited to be the Company’s / subsidiary auditor for the year 2026, with the audit fee amount Baht 1,350,000 according to the above opinion of the Audit and Risk Management Committee.

Voting Required to Pass the Resolution:

Majority vote of the shareholders who present the Meeting and cast their votes.

Agenda 8: Other matters, (if any)

Facts and Rationales:

This agenda was set up for the shareholders to question (if any) and/or give their opinions to the Board of Directors and/or for the Board of Directors to clarify and/or answer questions of the shareholders without presenting any other matters to the meeting for consideration and approval. There was no vote to pass a resolution on this agenda either because the shareholders’ meeting should only consider, consult, or discuss on particular matters notified in advance only to be fair to all shareholders as a whole.



The Company defined the list of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date) on March 13, 2026.

The Company invited the shareholders to attend the 2026 Annual General Meeting of Shareholders on Monday, April 27, 2026, at 13:00 hrs. in the form of an electronic meeting (E-Meeting) only. The Company did not provide a room for the meeting. The shareholders can submit a meeting attendance request form via the link. <https://sent.inventech.co.th/CIVIL374228R/#/homepage> or scan the QR Code as detailed in Enclosure No. 1. On the date of the Annual General Meeting, the Company would like to ask for cooperation with the shareholders and/or proxies to study the registration process and a method of attending the meeting via the Inventech Connect System explaining the meeting attendance process according to Enclosure No. 1. The system can be logged into from 11:00 hrs.

In case the shareholders are unable to attend the meeting in person, the shareholders can appoint other people to attend and vote at the meeting via electronic media by choosing one of proxy forms according to Enclosure No. 6. Moreover, the shareholders can provide proxy to independent directors of the Company to attend the meeting and vote on behalf of the shareholders. Profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders appears in Enclosure No. 7.

In this regard, the shareholders can access the invitation letter for the Annual General Meeting of Shareholders and supporting documents on the Company's website at www.civilengineering.co.th. from March 27, 2026, onwards. If the shareholders have questions that need to be clarified on issues related to the agenda of this meeting, the shareholders can send questions in advance before the meeting to the Company by email at company_secretary@civilengineering.co.th by providing your first name, last name, and telephone number so that the Company will collect to clarify the relevant questions at the meeting.

Yours Sincerely,

By resolution of the Board of Directors

- Signature -

(Mr. Piyadit Atsavasirisuk)

Director and Chief Executive Officer