



Interhides Public Company Limited

678 Moo 2, Soi T.J.C., Sukhumvit Road, Bang Pu Mai,
Muang Samut Prakarn, Samut Prakarn 10280
Tel : 662-028-9728-37 Fax : 662-028-9738-39
Website <http://www.interhides.com>



March 27, 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders
To: Shareholders of Interhides Public Company Limited

Enclosure:

1. Copy of the Minute of the 2025 Annual Meeting of Shareholder
2. Annual report (56-1 One Report) for the year 2025 and copy of the statements of financial positions and the comprehensive income statement of the Company or the fiscal year ended December 31, 2025 (in the form of QR code)
3. Names and profiles of the directors who are retired by rotation and being nominated for re-election for another term
4. 2026 Auditors' Remuneration
5. Proxy Forms (A), (B) and (C)
6. Profile of Independent Directors (Supporting the appointment of shareholders' proxy) and definition of Independent Director
7. The Company's Articles of Association with regard to the Annual General Meeting of Shareholders
8. Advice on required document for AGM registration, appointment of Proxy Voting and Vote Counting
9. Privacy Policy for the Shareholders' Meeting of Interhides Public Company Limited
10. Map of the meeting venue

The Board of Directors' meeting of Interhides Public Co., Ltd. (the "Company") has passed a resolution to approve the 2026 Annual General Meeting of Shareholders to be convened on Thursday, 30 April 2026 at 14:00 P.M. (attendance registration starts from 13:00 – 14:00 P.M.) MR211 Room, Bangkok International Trade & Exhibition Centre 88 Debaratna road (km.1), Bangna Tai, Bangna, Bangkok 10260, available on Physical Meeting only. In this regard, Friday 13 March 2026 is set as the date for determining the names of the shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders (the "AGM Record Date") to consider the following agenda items together with the opinion of the Board of Directors.

Agenda 1 **To consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders.**

Fact and Rationale: The Company has prepared the minutes of the 2025 Annual General Meeting of Shareholders held on 22 April 2025, and has already submitted such minutes of the meeting to the Stock Exchange of Thailand (the "SET") within 14 days from the date of the meeting and the Ministry of Commence within the period as required by law. The Company has also published such minutes on the company's website at www.interhides.com to allow all shareholders to verify the accuracy of the minutes within a reasonable timeframe. In this regard, there was not objection or request for revision by any shareholder and a copy of such minutes is as shown in **Enclosure 1**.

The Board's Opinion: The Board of Directors considers that the Minutes of the 2025 Annual General Meeting of Shareholders have been made correctly and opines to propose the Minutes of the 2025 Annual General Meeting of Shareholders, held on 22 April 2025, to the 2026 Annual General Meeting of Shareholders to certify the said minutes.

Remark: The resolution for the agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes



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Agenda 2

To acknowledge the reports of board of directors and operating results of the year ended 31 December 2025.

Fact and Rationale:

The Company has summarized the operating results and significant changes in 2025 in the Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report), the detail of which are as shown in the Annual Registration Statement and Annual Report 2025 (Form 56-1 One Report) and made available to the shareholders via the QR Code as shown in **Enclosure 2**

The Board's Opinion:

The Board of Directors has considered and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholder for acknowledgment of company's performance report and significant changes during the year 2025

Remark:

This agenda is for acknowledgement, therefore there is no vote casting.

Agenda 3

To consider and approve the financial statements for the year ended 31 December 2025.

Fact and Rationale:

To comply with Article 42 of the Company's Articles of Association and Section 112 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto), the Company shall prepare its balance sheet, profit and loss statement (Financial Statements) at the end of the fiscal year of the Company to propose for shareholders' approval.

The Company's Financial Statements for the fiscal year ended December 31, 2025 audited by EY Thailand, reviewed by the Audit Committee and approved by the Board of Directors, appear in the Form 56-1 One Report (in the QR Code), delivered to shareholders together with this notice. Details of as shown in **Enclosure 2**.

Unit: Million THB

	Consolidated Financial Statements	Separate Financial Statements
Total Assets	4,185.68	4,112.73
Total Liabilities	2,491.46	2,308.84
Total Sales and Service	2,192.13	2,617.45
Total Revenue	2,201.03	22,235.77
Net Profit	113.00	135.72
Earnings per share	0.19	0.23

The Board's Opinion:

It is appropriate to propose the Meeting to approve the Financial Statements of the Company for the fiscal year ended 31 December 2025, which were audited and certified by the certified public accountant of EY Office Limited and have been approved by the Audit Committee and the Board of Directors.

Remark:

The resolution for the agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.



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Agenda 4

To acknowledge the interim dividend payments and to consider and approve the omission of the annual dividend payment based on operating results of 2025

Objective and Reason: The company has a policy of paying dividends to shareholders of not less than 40% of the annual net profit. The company will consider various factors in determining dividend payments to maximize benefits for shareholders, such as the company's performance and financial position, investment plans at different times, and other considerations as deemed appropriate by the Board of Directors. Furthermore, the payment of dividends must not significantly affect the company's normal operations. In order to comply with Section 115 of the Public Company Limited Act B.E. 2535 (including amendments) and the company's Articles of Association, Sections 44 and 46, which prohibit the payment of dividends from any source other than profits, and that dividends must be distributed equally among all shares. Once The Company's Board of Directors approves the payment of annual dividends, it must be submitted for approval to the Company's Shareholders' Meeting, except for interim dividend payments, in which case the board of directors has the authority to approve the payment and report it to the Shareholders' Meeting.

The dividend payout ratio based on the 2025 earnings results can be compared with the previous year as follows:

	Year 2026	Year 2025
Earnings per share (THB)	0.19	0.10
Dividend per share (THB)	0.08	0.08
Dividend Payout Ratio (%)	41.97	82.80

The Board's Opinion: The Board of Directors had deemed it appropriate to propose to the Annual General Meeting of Shareholder acknowledge the interim dividend payment from unallocated net profit as of June 30, 2025, at a rate of 0.08 baht per share, totaling 47.42 million baht. This was approved by the Board of Directors meeting No. 3/2025 on August 14, 2025, and the interim dividend was already paid to shareholders on September 12, 2025. Considering the 2025 financial results, net profit, and dividend payout ratio, as well as the company's dividend policy, the Board of Directors deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders for approval the suspension of the annual dividend payment. Therefore, no further dividends will be paid from the 2025 financial results.

Remark: The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 5

To consider and approve the appointment of directors in replacement of those who must retire by rotation

Objective and Reason: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 and Article 17 and 18 of the Articles of association which require that at every Annual General Meeting of Shareholders, one-third of all directors are due to retire by rotation, and if the number of directors cannot be divided exactly into three parts, directors in a number closest to one-



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third shall retire. In this 2026 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 4 directors:

1. Dr. Somchai Harnhiran Chairman of the Board
2. Miss Kunvarin Veeraphuttivate Director / Deputy Managing Director
3. Mr. Thaksa Busayapoka Director
4. Mr. Wasin Thumrongsakunvong Director

To comply with the laws and the Company's Articles of Association, the 2026 Annual General Meeting of Shareholders should consider electing directors to replace those retiring by rotation, totaling 4 directors. The Company has provided an opportunity for its individual shareholders to nominate individuals they consider eligible for consideration, and the list of names will be present at the Annual General Meeting of Shareholders for election as the Company's directors, from 4 February to 6 March 2026, and via the news system of the Stock Exchange of Thailand. The Company disclosed the criteria for such process, including the Form of Proposal of Candidate for Nomination as Company Director, on its website. However, no shareholders nominated any individuals for consideration for election as directors.

The Compensation and Nomination Committee has carried out the nomination process for directors, by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skill Matrix), as well as their experience and work history demonstrating leadership and broad vision. The Committee also considered business ethics, good attitude toward the Company, and are able to fully devote themselves for the interests of and appropriate for the business operations of the Company.

The Compensation and Nomination Committee, without the participation of any member having interest therein, agreed to propose to the Board of Directors to consider proposing to the Annual General Meeting of Shareholders to consider the re - election of those retired directors to be the directors of the Company for another term.

The detailed profiles of the 4 directors, information on ordinary shareholdings in Interhides Public Company Limited, information on directorship or position of executive level in other listed companies and other business are as shown in **Enclosure 3**.

The Board's Opinion: The Board of Directors, without the participation of any director having an interest therein, has thoroughly and carefully considered the individual qualifications of all individuals who have been nominated at the recommendation of the Compensation and Nomination Committee in line with the nomination guidelines set out by the Board of Directors. The individuals nominated on this occasion have been evaluated in accordance with the procedures outlined by the Company, possessing the qualifications in accordance with the relevant rules and regulations, and are deemed suitable for the Company's business operations. The Board of Directors was of view that the proposed directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have the knowledge, skills, and expertise that will benefit the Company's business operations. They also demonstrate business ethics, vision, and good attitude toward the Company, and are willing and ready to perform their assigned duties to the best of their abilities.



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The Board of Directors agrees with the Compensation and Nomination Committee to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the election of Dr. Somchai Harnhiran, Miss Kunvarin Veeraphuttivate, Mr. Thaksa Busayapoka and Mr. Wasin Thumrongsauvong who are due to retire by rotation as the Company's directors for another term.

Remark:

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 6

To consider and approve the director's remuneration for the year 2026.

Objective and Reason:

To comply with Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and with company policy the directors are entitled to receive the director remuneration from the Company in the form of annual compensation and compensation according to performance or benefit in other ways as if resolved by the shareholders' meeting.

The Nomination and Compensation Committee has considered and determined the remuneration of directors and all sub-committees by reviewing with regard to suitable factors and taking into account the appropriateness in accordance with the principles of good corporate governance, such as principles and policies approved by the shareholders, obligations, and responsibilities of the Board of Directors, result of the annual performance assessment and also comparing the remuneration with other companies which are listed on the Stock Exchange of Thailand. Therefore, it was appropriate to propose the determination of remuneration of the Company's director in the amount of THB 3,480,000 where such remuneration shall be paid monthly to the 2026 Annual General Meeting of Shareholders for consideration and approval, the detail of which are as follows:

Rate of remuneration:

Position	Year 2026 (Proposed)	Year 2025	Changes
<u>1) Monetary remuneration: (THB/person/month)</u>			
- The Chairman of the Board	40,000	40,000	-
- Directors / Independent Directors	25,000	25,000	-
- The chairman of the Audit Committee	20,000	20,000	-
- Audit Committees	15,000	15,000	-
- The Chairman of Nomination and Compensation	-	-	-
- Nomination and Compensation Committee	-	-	-
<u>2) Non-Monetary Remuneration and other Benefit: no other benefit</u>			
Non-monetary compensation.	None	None	
Other benefits	None	None	



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The Board's Opinion: The Board of Directors has considered the directors' remuneration as proposed by the Compensation and Nominating Committee, which has reviewed the directors' remuneration payment based on the appropriateness of the scope of duties and responsibilities of each Committee, the director's knowledge, competency, experience and performance under current circumstances, including the expertise demanded by the Company during business expansion and the comparison to the reference data of the same industry. The Board of Directors, therefore, deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve to maintain the amount of directors' remuneration not exceed THB 3,480,000 per year, which is equal to the amount approved for the year 2025.

Remark: The resolution for this agenda requires not less than two-thirds of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 7 **To consider and approve the appointment of auditor and fix his/her remuneration of the year 2026.**

Objective and Reason: According to the Public Company Limited Act B.E. Section 120 and according to the Notification of Capital Market Supervisory Board TorJor 44/2556 Rules, Conditions, and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (and amendments), require the listed companies to arrange auditor rotation. Suppose any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for the past seven fiscal years, whether consecutive or not. The Company may appoint that auditor to be the Company's auditor only after the expiration of at least five successive fiscal years.

At present, the auditor of the Company is Miss Kessirin Pinpuvadol CPA Registration No. 7525, from EY Office Limited., who is responsible for reviewing, auditing and giving opinions on the Company's financial statements for 3 years, which is not more than the time stipulated by the Office of the Securities and Exchange Commission. In selecting the auditor of the Company for the year 2026, the Audit Committee has taken into account the past performance, experience, and preparedness of the auditor, and standards and reliability in their working performance, the independence of auditor and the rate of audit fee, along with other factors proposed by the auditor. The Audit Committee deemed it appropriate to appoint the auditors from EY Office Limited to be the auditor of the Company and its subsidiary due to their consistently high standards of work and performance, expertise, independence and reasonable fee. Profile and working experience of the auditors are as detailed in **Enclosure 4.**

The Board's Opinion: The Board of Directors unanimously agreed with the opinion of the Audit Committee and deemed it appropriate to submit the following matters for consideration at the 2026 Annual General Meeting of Shareholders:

List of Auditors	CPA License No.	No. of Years performing duties
1) Miss Kessirin Pinpuvadol	7325	3 (Year 2023 - 2025)
2) Mrs. Chonlaros Suntiasvaraporn	4523	-
3) Miss Krongkaew Limkittikul	5874	-



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Management System
IATF 16949:2016
www.tuv.com
ID: 900006961



1. Consider and approve the appointment of 3 auditors from EY Thailand to be the company's auditors. Any one auditor shall be authorized to audit and sign the audit report of the company. In the event that one auditor is unable to perform their duties, another auditor may act in their place. Details are as follows:

EY Office Limited and the 3 auditors have no relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders or persons related to those persons. Therefore, they are independent for audit and to express their opinion on the financial statement of the Company and its subsidiary. In addition, none of the said auditors has performed a duty as the Company's auditor for a duration exceeding the number of years stipulated by the relevant notification. In addition, Intergreen Co., Ltd., a subsidiary of the Company, used the same auditing firm to provide non-monetary substitutes.

2. Consider and approve the audit fee for the year 2026 in a total amount not exceeding 2,460,000 baht. This audit fee excludes other related expenses such as document costs, publications, postage, communication costs, etc., which the auditor will reimburse the company for actual expenses incurred in 2026.

The comparison of the amount of audit fee for the year 2026 compared to the years 2025 - 2024 are as follows:

Audit Fee	Year 2026	Year 2025	Year 2024
The company – Interhides Public Co.,Ltd	2,080,000.00	2,080,000.00	1,810,000.00
Subsidiary Company	380,000.00	380,000.00	325,000.00
Total	2,460,000.00	2,460,000.00	2,135,000.00
Non-Audit Fee		100,143.50	124,030.00

In addition, there may be a fee of 100,000 baht per card for compliance verification if the company utilizes the corporate income tax deduction under the promotion certificate.

Remark:

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 8

Other Matters (if any)

This agenda is for shareholders to ask questions and/or for directors to clarify questions or concerns (if any). Therefore, no other matters will be presented to the meeting for approval and no resolution will be passed on this agenda.

The Company gives shareholders the opportunity to send questions related to the agenda item of the 2026 Annual General Meeting of Shareholders in advance of the meeting date via email companysecretary@interhides.com or by post to the Company Secretary at Interhides Public Company Limited, No. 678 Soi T.J.C Sukhumvit Road Bangpoomai Samutprakarn 10280, so, that Board of Directors or management can prepare information for further clarification.

In addition, the Company determined the Record Date for specifying the names of shareholder who are entitled to attend the 2026 Annual General Meeting of Shareholders on Friday 13 March 2026. (Record Date).



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The Company has posted the Invitation to Attend the 2026 Annual General Meeting of Shareholders, including all attachments and proxy forms on the Company's website (www.interhides.com) The Company would like to invite the shareholders to attend the Meeting according to the date, time and venue. In order to facilitate the shareholders' travel to the venue of the Meeting, the Company has prepared a map of the venue and methods of transportation together with this Invitation as shown in **Enclosure 10**.

In case any shareholder would like to appoint a director of the Company or a proxy to attend the meeting and cast votes on the shareholder's behalf, please study the profiles of the independent directors for proxy appointment as detailed in **Enclosure 6**, use one of the proxy forms as detailed in **Enclosure 5** or the shareholders can download Proxy Form A, Form B or Form C from the Company's website at www.interhides.com and enclose the shareholder's evidence of the right to attend the meeting as detailed in **Enclosure 8**. To facilitate the document verification process, the Company kindly requests all shareholders to send the completed proxy form and the relevant documents required for registration to attend the meeting via post to the Company Secretary at Interhides Public Company Limited, No. 678 Soi T.J.C Sukhumvit Road Bangpumai Samutprakarn 10280, by providing documents to the Company by Monday 27 April 2026.

In this regard, the Company will conduct the meeting in accordance with the Articles of Association of the Company relating to shareholders' meetings as detailed in **Enclosure 7** and requests that the shareholders study the Guideline for Attending of General Meeting of Shareholder as detailed in **Enclosure 8**.

The Company is fully committed to protect your personal information as a shareholder, proxy, or attorney of such persons, and to assure you that the Company can provide you with protection and treat your personal data in accordance with the Personal Data Protection Act B.E. 2562, the Company would like to inform you of the details relating to the personal data that may be processed, together with your rights relating to your personal data as shown in the Privacy Notice of the Company

Please be informed accordingly.

Yours faithfully

Interhides Public Company Limited

Dr. Somchart Harnhirun

Chairman of the Board of Directors