



Invitation to the 2026 Annual General Meeting of Shareholders

M.K. Real Estate Development Public Company Limited

On Wednesday, 29 April 2026 at 2:00 p.m.

Type of Meeting : Via Electronic Media (E-Meeting)

Remarks :

1. Please review the procedures for registration of a notification of intention to attend the meeting via electronic media (E-Meeting), as detailed in Enclosure 9 (prior to the meeting)
2. The Company will provide access to the electronic meeting system on Wednesday, 29 April 2026, at 1:00 p.m.



(-Translations-)

No. DO 3/2569

March 27, 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

To: Shareholders of M.K. Real Estate Development Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2025 Annual General Meeting of Shareholders.
 2. The 2025 annual report and the 2025 financial statements, comprising balance sheets, and profit and loss statements for the year ended December 31, 2025 (Form 56-1 One Report) in QR Code format. QR Code Downloading Procedures.
 3. A list of persons nominated for director election and their profiles.
 4. Definitions of independent directors and scope of responsibilities of the Company's board of directors and sub committees.
 5. Details about the auditors for the year 2026 and a comparison of audit fees.
 6. List and Details of Independent Directors Nominated as Proxy.
 7. Proxy Form B (Recommended)
 8. Documents or evidence to demonstrate the right to attend the 2026 Annual General Meeting of Shareholders via Electronic Media (E-Meeting)
 9. Procedures for Registration of Intention to Attend the Meeting via Electronic Media (E-Meeting)
 10. Procedures for Submitting Questions Regarding the Shareholders' Meeting
 11. The Company's articles of association, only those related to the meeting of shareholders (the full version is available on www.mk.co.th)
 12. Personal Data Protection Guidelines for the Shareholders' Meeting
 13. A request form for the 2025 annual report (Form 56-1 One Report)

The Board of directors of M.K. Real Estate Development Public Company Limited resolved that the Company's 2026 Annual General Meeting of Shareholders shall be held on Wednesday, April 29, 2026, at 2:00 p.m., solely via electronic media (E-Meeting), to consider matters on the following agenda:

Agenda 1 To certify the minutes of the 2025 Annual General Meeting of Shareholders.

Facts and rationale The 2025 Annual General Meeting of Shareholders was held on April 25, 2025. A copy of the minutes of the meeting was submitted to the Stock Exchange of Thailand within 14 days, following the notification's requirement and published on the Company's website: www.mk.co.th. Details are as per Enclosure 1.

| | |
|----------------------------|---|
| <u>Board's opinion</u> | The minutes of the 2025 Annual General Meeting of Shareholders held on April 25, 2025 should be proposed for the meeting of shareholders' certification. The Board's opinion was that the minutes were correctly recorded. |
| <u>Resolution</u> | The minutes of the 2025 Annual General Meeting of Shareholders requires the meeting of shareholders' certification by a majority of the votes cast by the shareholders attending the meeting and casting their votes. |
| Agenda 2 | To certify the Company's board of directors' performance in the past year and the 2025 annual report. (Form 56-1 One Report) |
| <u>Facts and rationale</u> | The Company summarized its board of directors' performance and major changes in the past year as presented in the 2025 annual report (Form 56-1 One Report) in QR Code format. Details are as per Enclosure 2. |
| <u>Board's opinion</u> | The meeting of shareholders is recommended to acknowledge and certify the Company's board of directors' performance in the past year and the 2025 annual report (Form 56-1 One Report). |
| <u>Resolution</u> | The Company's board of directors' performance in the past year and the 2025 annual report (Form 56-1 One Report) requires the meeting of shareholders' certification by a majority of the votes cast by the shareholders attending the meeting and casting their votes. |
| <u>Remark</u> | Should a shareholder wish to receive a copy of the 2025 annual report (Form 56-1 One Report), they can do so by filling out the form as per Enclosure 13 and sending it to the Office of the Board of Directors, 8 th Floor, 345 Surawong Building, No. 345, Surawong Road, Kwaeng Suriyawong, Khet BangRak, Bangkok 10500, Tel. 02 2348888 or e-mail address: system@mk.co.th |
| Agenda 3 | To approve the Company's annual financial statements and profit and loss statements for the year ended December 31, 2025. |
| <u>Facts and rationale</u> | The Company prepared its financial statements and profit and loss statements for the year ended December 31, 2025, which have been audited and certified by the Company's auditor and reviewed by the audit committee as correct as presented in the 2025 annual report (Form 56-1One Report) in QR Code format. Details are as per Enclosure 2, sent to the shareholders together with this invitation letter. |

Highlights are as follows:

| Consolidated Financial Statements | Year 2024 | Year 2025 |
|---|------------------------|------------------------|
| • Total assets | 24,036.95 million Baht | 16,399.75 million Baht |
| • Total liabilities | 18,341.56 million Baht | 11,481.17 million Baht |
| • Total revenues | 2,228.15 million Baht | 1,865.24 million Baht |
| • Profit (Loss) : Owners of the Company | (844.03) million Baht | (465.09) million Baht |
| • Earnings (Loss) per share | (0.75) Baht | (0.33) Baht |

Board's opinion

The meeting of shareholders is recommended to approve the Company's annual financial statements and profit and loss statements for the year ended December 31, 2025, which have been audited and certified by the Company's auditor and reviewed by the audit committee.

Resolution

The Company's annual financial statements and profit and loss statements for the year ended December 31, 2025 requires the meeting of shareholders' approval by a majority of the votes cast by the shareholders attending the meeting and casting their votes.

Agenda 4

To approve the omission of dividend payment.

Facts and rationale

According to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 37 of the Company's Article of Association, the Company shall have to allocate not less than 5 percent of the annual net profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital.

The Company has a dividend payment policy at a minimum rate of 30 percent of its annual net profit to the shareholders. However, according to the Company's 2025 operating results, the Company has net loss of 489,773,277 Baht in the Separate Financial Statements. The Board of Directors has considered and recommended that the Company should omit the dividend payment for the Company's 2025 operating results.

Board's opinion

The meeting of shareholders is recommended to approve the omission of dividend payment for the Company's 2025 operating results due to the Company performance has net loss.

Resolution

The omission of dividend payment requires the meeting of shareholders' approval by a majority of the votes cast by the shareholders attending the meeting and casting their votes.

Agenda 5

To elect directors in replacement of those vacating office as their terms are due.

Facts and rationale

According to Article 14 of the company's articles of association and the Public Limited Company Act, one third of the directors shall vacate office every year. Such directors shall be those having been in office for the longest time. However, they are entitled to be re-elected as directors. In 2026, there are 2 directors to vacate office as their terms are due as follows:

1. Miss Rachanee Mahatdetkul Director, Executive Director, Risk Management and Sustainability Committee and Management Committee
2. Mr. Chaiyapont Timsootheepant Independent Director, Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee

The Company gave an opportunity to the shareholders to propose agenda items for the Company's 2026 Annual General Meeting of Shareholders and nominate persons for the Company's director election in advance, in accordance with the requirements and procedures the Company specified and published on its website. It turned out that no shareholders proposed any agenda item or nominated any person for the Company's director election.

The Nomination and Remuneration Committee (excluding Mr.Chaiyapont Timsootheepant who joined the Nomination and Remuneration Committee and was director who would be retiring by rotation, thus considered as the interested director in this agenda abstained), has considered the appropriate qualifications including work experience, professional skills and previous directorship and deems that the proposed directors have proper qualifications for being directors of the Company. The Board of Nomination and Remuneration Committee deems it appropriate to propose to the Board of Directors and to the shareholders' meeting as follows:

- (1) Elect Miss Rachanee Mahatdetkul, who is a director to vacate office as her term is due, as the Company's director for another term.

(2) Elect Mr. Chaipayont Timsootheepant, who is a director to vacate office as his term is due, as the Company's director and independent director for another term.

In addition, Mr. Chaipayont Timsootheepant is an independent director whose qualifications meet the Company's definitions of independent director. Even though he has already been an independent director for more than 9 years, while on duty as the Company's independent director, he expressed opinions independently with benefits of the Company and the shareholders as a priority.

Board's opinion

The Board of Directors, excluding directors holding a stake, considered and proposed that the meeting of shareholders should consider as follows:

(1) Elect Miss Rachanee Mahatdetkul, who is a director to vacate office as her term is due, as the Company's director for another term.

(2) Elect Mr. Chaipayont Timsootheepant, who is a director to vacate office as his term is due, as the Company's director and independent director for another term.

The Board of Directors deemed that the person nominated to hold the position of independent director is in compliance with the relevant criteria. Profiles of the nominated persons, type of directorship proposed for appointment, information about their holding of the company's ordinary shares, information about their directorship or executive positions in listed companies or other companies, information about the relationships of the nominated persons, the definitions of independent director, and scope of responsibilities of the Company's Board of Directors and sub committees are as per Enclosures 3 and 4.

In this regard, the person nominated this time has been considered in accordance with the process specified by the Company and qualified according to the relevant criteria and suitable for the business of the Company.

Resolution

The number of directors and the election of directors in replacement of those vacating office as their terms are due requires the meeting of shareholders' approval by a majority of the votes cast by the shareholders attending the meeting and casting their votes.

Agenda 6

To approve payments of remuneration and special remuneration for directors.

Facts and rationale

The Nomination and Remuneration committee and the Board of Directors have considered appropriate remuneration for the Board of Directors and the members of the following sub committees: 1) The Audit committee, 2) The Remuneration and Nomination committee, and 3) The Corporate Governance Committee following the practice of listed companies in real estate business at the same level and factoring in

the appropriateness of the scope of responsibilities of the Board of Directors and the sub committees. They therefore proposed that the meeting of shareholders should consider and approve payments of remuneration for directors for the year 2026 and special remuneration for directors for the year 2025. Details are as follows:

(1) Remuneration for the year 2026 for the Board of Directors and the members of the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee only for those attending at the meetings should be paid as meeting allowance at the following rates:

1.1 Chairman of each committee 25,000 Baht/meeting

1.2 Each director/committee member 15,000 Baht/meeting

(2) Special remuneration for 3 directors for the year 2025 at a rate of 235,000 Baht/director (as the same rate as year 2024), totaling Baht 631,603, calculated by the period of directorship of each director in the year 2025, since 4 of the executive directors informed that they would not receive the special remuneration for directors for the year 2025.

Board's opinion

The Meeting of Shareholders is recommended to approve the payments of remuneration for directors and committee members for the year 2026 and special remuneration for directors for the year 2025 as follows:

(1) Remuneration for directors and committee members for the year 2026 at the same rate as in 2025.

(2) Special remuneration for 3 directors for the year 2025 at a rate of 235,000 Baht/director (as the same rate as year 2024), totaling Baht 631,603, calculated by the period of directorship of each director in the year 2025, since 4 of the executive directors informed that they would not receive the special remuneration for directors for the year 2025.

Resolution

The payments of remuneration and special remuneration for directors requires the meeting of shareholders' approval by the votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting

Agenda 7

To appoint auditors and specify remuneration for the year 2026.

Facts and rationale

According to the Public Limited Companies Act B.E. 2535 and Article 31 of the Company's Article of Association, the Company's general meeting of shareholders shall have to appoint the auditor and specify the audit expense.

The Board of directors, through the audit committee's screening, recommended that the General Meeting of Shareholders should consider and appoint Miss Charinrat Noprampa, CPA (Thailand) No. 10448 and/or Miss Nawarat Nitikeatipong, CPA (Thailand) No. 7789 and/or Miss Chanarat Chanwa, CPA (Thailand) No. 9052 from KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2026, with remuneration for the Company's auditors by no more than 2,000,000 Baht.

The auditors as per the proposed list have qualifications as required by the Securities and Exchange Commission, Thailand. They do not have a relationship or stake with the company/ subsidiaries/ executives/ major shareholders or related parties of such parties.

Board's opinion

The meeting of shareholders is recommended to appoint Miss Charinrat Noprampa, CPA (Thailand) No. 10448 and/or Miss Nawarat Nitikeatipong, CPA (Thailand) No. 7789 and/or Miss Chanarat Chanwa, CPA (Thailand) No. 9052 from KPMG Phoomchai Audit Ltd. as the company's auditors for the year 2026, with remuneration for the Company's auditors by no more than 2,000,000 Baht. Details about the auditors for the year 2026 and comparison of audit fees are as per Enclosure 5.

Resolution

The appointment of auditors and remuneration requires the Meeting of Shareholders' approval by a majority of the votes cast by the shareholders attending the meeting and casting their votes.

Agenda 8

To consider other matters (if any)

The Company hereby cordially invites shareholders to attend the 2026 Annual General Meeting of Shareholders exclusively via electronic media (E-Meeting) on the date and time specified above. (The Company has not arranged any meeting room.) Shareholders are kindly requested to complete the registration and submit a notification of their intention to attend the meeting via electronic media (E-Meeting) in accordance with the procedures detailed in Enclosure 9, no later than 5:00 p.m. on 27 April 2026

If any shareholder wishes to appoint another person to attend the meeting and vote on their behalf via electronic media (E-Meeting), the Company has prepared Proxy Form B, which clearly specifies the details of the proxy. Shareholders are requested to complete the form and sign it as provided in Enclosure 7. In the case of granting a proxy to a custodian to attend the meeting on the shareholder's behalf, Proxy Form C must be used. Shareholders can download Proxy Form C from the Company's website at www.mk.co.th . Please use only one of the specified forms as instructed.

If any shareholder wishes to grant a proxy to an independent director of the Company, the list and details of the independent directors appointed as proxy are provided in Enclosure 6. Shareholders are requested to submit the proxy form along with the supporting documents for granting the proxy, as detailed in Enclosure 8, to the Company no later than 27 April 2026.

Please send the documents to : Miss Sunan Ueaprachakul
Office of Corporate Secretary
M.K. Real Estate Development Public Company Limited
345 Surawong Building, No. 345, Surawong Road,
Kwaeng Suriyawong, Khet BangRak, Bangkok 10500.

On the day of the Company's 2026 Annual General Meeting of Shareholders via electronic media (E-Meeting), the registration for attending the meeting will open from 1:00 p.m. onwards. Shareholders can access the meeting system via electronic media (E-Meeting) through the provided web link by entering the username and password that have been sent to the email address registered for the notification of intention to attend.

The Company complies with personal data protection guidelines for this shareholders' meeting, with details provided in Enclosure 12. The meeting will be conducted in accordance with the Company's Articles of Association, as detailed in Enclosure 11. To ensure that shareholders can fully benefit from the meeting and fully protect their rights, if you have any questions regarding the agenda items, you may submit your questions in advance to the e-mail address: system@mk.co.th from 27 March 2026 to 27 April 2026. Details are provided in Enclosure 10.

The Board of Directors resolved to specify the name list of shareholders, who are entitled the right to attend the 2026 Annual General Meeting of Shareholders on March 31, 2026 (Record date).

Sincerely yours,



(Mr. Vorasit Pokachaiyapat)

Chief Executive Officer