

Invitation to Attend 2025

Annual General Meeting of Shareholders

22 April 2025, at 9.00 a.m.



ITTHIRIT NICE CORPORATION PUBLIC COMPANY LIMITED

LOCATION

Maneewan Conference Room
89/18-19 Moo5 Tambon Phanthainorasing
Mueang Samut Sakhon District, Samut Sakhon Province 74000



Registration will be held at 8:00 a.m.

For your convenience, shareholders or proxy holders who will attend the meeting,
please bring this set of document for your registration.

****Refrain from giving away gifts and souvenirs****

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28 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

- (1) Form 56-1 One Report of 2024 / Annual Report of 2024 in the QR Code form. (For consider in Agenda 1 and Agenda 2)
- (2) Profiles of the nominated candidates to be directors in replacement of the retired directors. (For consider in Agenda 4)
- (3) Profile of auditors for the year 2025. (For consider in Agenda 6)
- (4) Capital Increase Report Form (F53-4) (For consider in Agenda 7 to Agenda 9)
- (5) Information Regarding the Allocation of Newly Issued Shares to Private Placement of Itthirit Nice Corporation Public Company Limited (For consider in Agenda 7 to Agenda 9)
- (6) The Company's articles of association regarding the Shareholders Meeting and voting Methods.
- (7) Definition and qualifications of independent directors.
- (8) Profiles of the independent directors to be the proxy for shareholders.
- (9) Proxy Form B.
- (10) Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting.
- (11) Map of the meeting venue.
- (12) The minutes of the 2024 Annual General Meeting of Shareholders.
- (13) Personal data protection statement (PDPA).

Pursuant to the resolution of the Board of Directors of Itthirit Nice Corporation Public Company Limited, the shareholders are invited to attend the 2025 Annual General Meeting of Shareholders **on Tuesday 22 April 2025 at 09.00 a.m.** at Maneewan conference room, Itthirit Nice Corporation Public Company Limited, No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000. Determination of the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on **Wednesday, March 19, 2025**.

With regard to the determination of agenda items to be discussed at the 2025 Annual General Meeting of Shareholders, the Company had announced on the Company's website since 25 March 2025 onward, inviting the shareholders propose the agenda items to be discussed and the names of persons to be elected as the Company's directors from 1 November 2024 to 31 December 2024. At the lapse of deadline, neither agenda items nor the names of persons were proposed to the Company. Therefore, the Company would like to notify the shareholders of the agenda items determined under the resolution of the Board of Directors, as follows.

Agenda 1. To acknowledge the Company's operating results for the year 2024 and its business plan in the future.

Objectives and Rationale: The Company prepared a report on the Company's operating results for 2024 which can be downloaded via QR code, as detailed in the [Enclosures \(1\)](#) The business plan in the future will be presented on the meeting date.

The Board's Opinions: The Board has recommended to propose to the shareholders' meeting for acknowledgement of the Company's operating results for the year 2024 and the business plan in the future.

Voting Requirement: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda 2. To consider and approve the Company's financial statements for the year ended 31 December 2024.

Objectives and Rationale: In accordance with Section 112 of Public Limited Companies Act, B. E. 2535 and Clause No.57 of Articles of Association, prescribing that the Company's Board of Directors shall have the balance sheet or financial statements and income statement prepared, as of the date of the Company's end of fiscal year proposed to the shareholders in the Annual General Meeting

The Company has completed the preparation of financial statements for the year ended 31 December 2024, which have been audited and certified by a certified public accountant. Correctly as it should be in essence according to financial reporting standards, details appear in the [Enclosures \(1\)](#) The main points can be summarized as follows.

Items	31 Dec. 2024	31 Dec. 2023	31 Dec. 2022
	(Baht)		
Total Assets	488,430,211	501,176,711	201,561,828
Total Liabilities	114,177,961	154,940,141	78,813,371
Total Equities	374,252,250	346,236,570	122,748,457
Total Revenues	652,851,228	440,482,941	227,888,162
Profit Before Income Taxes	35,121,191	28,877,965	26,655,073
Net Profit for the year	28,015,680	23,199,706	21,147,914
Earnings per Share (Baht/Share)	0.104	0.091	0.129

The Board's Opinions : The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders the approval of the financial statements for the year ending December 31, 2024, which have been audited and certified by the Company's authorized auditor, PricewaterhouseCoopers ABAS Ltd. The Audit Committee and the Board of Directors have already reviewed and endorsed these financial statements.

Voting Requirement: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 3 To consider and approve the allocation of the net profit for the fiscal year 2024 as a legal reserve and the dividend payment based on the Company's 2024 operating results.

Objectives and Rationale: Public Company Limited Act, B.E.2535, Section 116 and Company Regulations Article 54 stipulates that a company must allocate at least five percent (5%) of the net profit for the year as reserves, deducting accumulated losses (if any), until the reserve capital reaches not less than ten percent (10%) of the registered capital, unless the Company's regulations or other laws require a higher reserve capital.

Therefore, the Company has allocated a portion of its profits as a legal reserve in the amount of 1,500,000 Baht, representing 5.4% of the net profit according to the financial statements for the year 2024 as of December 31, 2024. The total legal reserve allocated to date amounts to 9,800,000 Baht.

Regarding the dividend payment for the operating results as of December 31, 2024, the Company will pay dividends from retained earnings to shareholders at a rate of 0.10 baht per share, totaling 27,000,000 Baht, or 98.94% of the net profit for 2024. This is in accordance with the dividend policy is to distribute dividends at a rate of no less than forty percent (40%) of the net profit according to the Company's separate financial statements, after deducting taxes, legal reserves, and other reserves (if any). The Company will consider dividend payments with a focus on maximizing shareholder benefits. The dividend payment must not significantly affect the Company's normal business operations.

Dividend payments may be subject to change depending on the Company's performance, financial position, liquidity, working capital requirements, investment plans, future business expansion, market conditions, appropriateness, and other relevant factors concerning the Company's operations and management. This is provided that the Company must have sufficient cash for its business operations, and such actions must result in the maximum benefit for shareholders as deemed appropriate by the Company's Board of Directors and/ or shareholders.

Any resolution by the Board of Directors approving a dividend payment must be presented for approval at the shareholders' meeting unless it is an interim dividend payment. In such a case, the Board of Directors has the authority to approve the interim dividend payment and must report it at the next general meeting of shareholders.

Dividends must only be paid from profits. If the Company has accumulated losses, dividends must not be paid unless specified otherwise for preferred shares in the Company's regulations. Dividends shall be paid equally per share based on the number of shares. The payment of dividends must be approved by the shareholders' meeting, which stipulates that

dividends will be paid to shareholders listed on March 19, 2025 (Record Date), with the payment scheduled for Tuesday, May 20, 2025. However, the granting of such rights by the Company remains uncertain, as it is subject to approval by the shareholders' meeting.

Table of Comparative dividend payments.

The detail of the dividend payment	Year 2023 ¹	Year 2025 (Proposed)
1. Net profit (Baht)	23,199,706	28,015,680
2. Basic profit per share (Baht/share)	0.091	0.104
3. Dividend per share	-	0.10
Rate of Dividend payment to net profit (%)	the omission of dividend payments	98.94
Total amount (Baht)	the omission of dividend payments	27,000,000

The Board's Opinions : It is deemed appropriate to propose to the shareholders' meeting for approval of the allocation of 1,500,000 Baht as a legal reserve, representing 5.4% of the net profit in the financial statements for the year 2024.

Additionally, the Board proposes to approve the annual dividend payment for 2024, to be paid from retained earnings at a rate of 0.10 Baht per share, totaling 27,000,000 Baht, which accounts for 98.94% of the net profit for 2024, in accordance with the Company's dividend payment policy. The dividend will be paid to shareholders whose names appear on the Record Date of March 19, 2025, with the payment scheduled for Tuesday, May 20, 2025.

Voting Requirement : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the appointment of the directors to replace those retiring by rotation.

Objectives and Rationale : Public Company Limited Act, B.E.2535, Section 71 and Company Regulations Article 18 stipulate that in each annual general meeting of shareholders, one-third (1/3) of the directors must retire from their positions. If the number of directors cannot be divided into three equal parts, the closest number to one-third (1/3) should retire. Directors who retire in the first and second years after registration shall draw lots to determine who will retire. For subsequent years, the director who has served the longest shall retire. Directors who retire according to this rotation may be re-elected. In the 2025 annual general meeting of shareholders, three directors have retired as follows:

Name	Position
1. Dr.Ronnachit Mahattanapreut	Chairman of the Board / Audit Committee Member / Independent Director
2. Mr.Thanaseth Akkrabunyapath	Director / Risk Management Committee Member / Chairman of the Executive Committee / Chief Executive Officer and Authorized Director
3. Mr. Trisith Akkrabunyapath	Director / Risk Management Committee Member / Nomination and Compensation Committee Member / Executive Committee Member / Chief Administrative Officer and Authorized Director

The Board of Directors has carefully and thoroughly reviewed the qualifications of the three directors whose terms are due to expire at the 2025 Annual General Meeting. The Board considers that these three individuals possess the knowledge, expertise, experience, and specialized skills that are beneficial to the Company's operations. They also meet the qualifications without any prohibited characteristics under the Public Company Act and the Securities and Exchange Act B.E. 2535, as well as related regulations. Furthermore, the independent directors meet the qualifications for independent directors as stipulated by the Securities and Exchange Commission (" SEC ") and the Stock Exchange of Thailand. They are deemed suitable to continue serving as directors and are capable of providing independent opinions in accordance with relevant guidelines. The profiles of the directors whose terms are expiring and who have been nominated for reappointment are included in the accompanying documents ([Enclosure 2](#))

Furthermore, the Company has provided shareholders with the opportunity to nominate individuals for consideration and selection as advance directors from 1 November 2024 to 31 December 2024. However, there were **no shareholders** who nominated any other individuals for consideration as additional directors. Therefore, it is requested that the meeting approve the re-appointment of all three directors to continue serving as company directors for another term.

The Board's Opinions : The Nomination and Remuneration Committee has carefully and thoroughly screened and considered suitable individuals to serve as directors of the Company. The Committee is of the opinion that the three incumbent directors have undergone the Company's established evaluation process and possess the necessary qualifications in accordance with relevant regulations. They are deemed suitable for the Company's business operations and do not hold positions in other organizations that may result in conflicts of

interest or create competitive business conditions with the Company. Additionally, one independent director, who has been nominated for reappointment, has been reviewed by the Committee. The Committee considers that this independent director meets the legal requirements and criteria for independent directors and is capable of providing independent opinions. Therefore, the Committee has resolved to approve the reappointment of the three directors whose terms are expiring for another term.

The Board of Directors, excluding directors with conflicts of interest, has thoroughly and carefully reviewed the qualifications of each individual and has resolved to endorse the proposal of the Nomination and Remuneration Committee. The Board has resolved to propose to the shareholders' meeting the approval of the reappointment of the three directors whose terms are expiring for another term as directors of the Company.

Voting Requirement: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes (In consideration of the appointment of directors to replace those who will retire by rotation, the Company shall consider and approve on an individual basis).

Agenda 5 To consider and approve the remuneration of directors for the year 2025.

Objectives and Rationale: To be in accordance to comply with the Public Company Limited Act, Section 90, and Company Regulations Article 33, which stipulate that the remuneration of directors must be approved by the shareholders, the Nomination and Remuneration Committee has reviewed the remuneration of the Company's directors based on the Company's performance, business size, and overall appropriateness, taking into account the duties and responsibilities of the Board and its subcommittees. The remuneration has been benchmarked against industry standards. For the year 2025, the annual remuneration for directors has been set within a limit not exceeding 1,000,000 baht, an increase from the 2024 limit of 700,000 baht, with no additional benefits. The details are as follows:

Position	BOD				AC				RMC / NRC* / CGS*				AGM / EGM			
	Y 2022	Y 2023	Y 2024	Y 2025	Y 2022	Y 2023	Y 2024	Y 2025	Y 2022	Y 2023	Y 2024	Y 2025	Y 2022	Y 2023	Y 2024	Y 2025
Chairman of the Board	20,000	20,000	20,000	25,000											20,000	25,000
Director	10,000	10,000	10,000	13,000											10,000	13,000
Chairman of the Audit Committee					15,000	15,000	15,000	20,000								
Audit Committee					10,000	10,000	10,000	13,000								
Chairman of the Subcommittee									10,000	10,000	10,000	10,000				
Member of the Subcommittee*									5,000	5,000	5,000	5,000				

For the executive directors who receive regular remuneration, they will not receive meeting attendance fees. The authority is granted to the Executive Committee and/or the Chief Executive Officer to determine the allocation of any additional compensation (if any) that each director may receive.

The Board's Opinions: It is deemed appropriate to propose to the shareholders' meeting, in accordance with the opinion of the Nomination and Remuneration Committee, to approve the proposed remuneration as outlined above, within a limit not exceeding 1,000,000 baht (one million baht only), an increase of 300,000 baht (three hundred thousand baht only) from the year 2024, with no additional benefits. Additionally, executive directors are not entitled to receive meeting attendance fees as specified.

Voting Requirement : Resolution in this agenda shall be approved by no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Agenda 6 To consider and approve the appointment of the Company's auditors and audit fee for the year 2025.

Objectives and Rationale: To be in accordance with the Section 120 of the PLC Act and Article 59 of the Articles of Association of the Company which prescribed that the annual general meeting of shareholders must appoint the auditor(s) and determine the audit fee of the Company every year.

The Audit Committee has considered and selected the auditor for the year 2025. After reviewing the qualifications of the auditors from PricewaterhouseCoopers ABAS Ltd., the Committee determined that they are independent, possess expertise in auditing, and can provide comprehensive and highly beneficial opinions to the Audit Committee. Therefore, it is deemed appropriate to propose to the shareholders' meeting the approval of the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the annual and interim of 2025, marking the second consecutive year. The Company does not have any subsidiaries. It is proposed that one of the following auditors be appointed to conduct the audit and express an opinion on the Company's financial statements, with the auditor's remuneration set as follows:

Name	CPA No.	Number of year to appoint as auditor
1. Khun Sanicha Akarakittilap	8470	2 year (appointed in 2024)
2. Khun Nopanuch Apichatsatien	5266	2 year (appointed in 2024)
3. Khun Paiboon Tunkoon	4298	2 year (appointed in 2024)

Auditor's fee (the Company has no subsidiaries, so there is no remuneration for subsidiaries).

Auditor's fee	Year 2025 (Proposed)	Year 2024	Increase / decrease
1. Audit Fee - Annual	900,000	900,000	-
2. Review Fee - Quarterly	1,050,000	1,050,000	-
Total	1,950,000	1,950,000	-
Other service fee	None	None	-

In the event that the aforementioned auditor is unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. will arrange for another licensed auditor to audit and provide financial insights to the Company in place of the aforementioned auditor. The auditors proposed have conducted the Company's auditing. Furthermore, the Securities and Exchange Commission has announced the Regulation No. 161/2018 to align the rotation of auditors with international standards to promote independence and confidence with investors in using financial reports for investment decisions. This regulation stipulated that listed companies rotate auditors (who sign financial statements) for every 7 accounting periods, which allowed the rotation of other auditors within the same audit office. Once a rotation with a new auditor, the listed company must allow a gap of at least 5 accounting periods before re-appointment to the previous auditor. The details of the auditor's remuneration are provided in the accompanying document [Enclosure \(3\)](#)

The Board's Opinions: The Board endorses the opinion of the Audit Committee and deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders the approval of the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's auditor. The Company has no subsidiaries, as detailed above. The auditor's remuneration for the [year 2025](#) is set at [1,950,000 Baht \(one million nine hundred fifty thousand baht only\)](#), with no additional service fees. This remuneration amount is the same as in 2023. The audit fee does not include other necessary expenses charged at actual cost, such as travel expenses, in accordance with general practice.

Voting Requirement: Resolution in this agenda shall be approved by **the majority votes** of the shareholders attending the meeting and casting their votes.

Agenda 7 To consider and approve the registered capital increase of the Company in the amount of 12,500,000 Baht, increasing the registered capital from the original 135,000,000 Baht to a new registered capital of 147,500,000 Baht, through the issuance of 25,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons, representing 9.26 percent of the Company's paid-up capital.

Objectives and Rationale: Due to the Company's need to enhance liquidity for business operations and working capital, the Company intends to increase its registered capital by 12,500,000 Baht, from the original registered capital of 135,000,000 Baht to a new registered capital of 147,500,000 Baht, with a par value of 0.50 baht per share. This will be achieved through the issuance of 25,000,000 new ordinary shares, with a par value of 0.50 baht per share, to support the issuance and private placement (PP) of 25,000,000 shares, representing 9.26% of the Company's paid-up capital. The shares will be offered at a price of 1.40 baht per share, totaling no more than 35,000,000 Baht. The details are provided in the accompanying document [*\(Enclosure 4: Capital Increase Report Form F53-4\)*](#)

Additionally, the Board of Directors proposes that the Annual General Meeting of Shareholders approve the delegation of authority to the Board of Directors and/or the Executive Committee and/or individuals authorized by the Board of Directors and/or the Executive Committee to undertake any necessary actions related to the issuance, offering, allocation, and subscription of the new ordinary shares to ensure the completion of the process.

Since Agenda Items 7 to 9 are interrelated, the approval of matters under Agenda Items 7 to 9 will be considered conditional upon one another. If anyone agenda item is not approved, the approval of other agenda items will be deemed null and void, and no further consideration will be given to the remaining agenda items. It will be considered that the matters under Agenda Items 7 to 9, as detailed, have not been approved by the shareholders' meeting.

The Board's Opinions: The Board of Directors has considered that a capital increase is another option that will enable the Company to raise funds within a short period while also reducing the burden on existing shareholders. However, after the private placement of new ordinary shares, the Company anticipates a price dilution effect on shareholders not exceeding 0.17% and a control dilution effect on existing shareholders of 8.47%. The Company believes that the benefits of the proposed private placement outweigh the impact of the dilution on share price or voting rights, as the Company will receive no less than 35,000,000 baht from the capital increase. These funds will be used to support the Company's operational plans, strengthening its financial structure and debt-to-equity ratio in the long term, as well as enhancing financial flexibility for future investment projects, ultimately benefiting all shareholders.

Therefore, the Board has resolved to propose to the shareholders' meeting the approval of an increase in the Company's registered capital by 12,500,000 Baht, from the original registered

capital of 135,000,000 Baht to a new registered capital of 147,500,000 Baht. This will be achieved through the issuance of 25,000,000 new ordinary shares with a par value of 0.50 Baht per share, offered to private placement (PP) investors at a price of 1.40 Baht per share, totaling no more than 35,000,000 Baht, representing 8.47 % of the Company's paid-up capital. The Board also proposes the delegation of authority to carry out all related actions as outlined in the proposal.

Voting Requirement: Resolution in this agenda shall be approved by **no less than three-fourths (3/4)** of the total votes of the shareholders attending the meeting.

Agenda 8 To Consider and approve the amendment of Article 4 of the Company's Memorandum of Association to align with the registered capital increase and related authorizations.

Objectives and Rationale: To align with the Company's registered capital increase as outlined in Agenda Item 7, the Company must amend Article 4 of the Memorandum of Association regarding the registered capital as follows:

Article 4)	Registered Capital:	147,500,000 Baht (One Hundred Forty-Seven Million Five Hundred Thousand Baht)
	Divided into:	295,000,000 shares (Two Hundred Ninety-Five Million Shares)
	Par Value per Share:	0.50 Baht (Fifty Satang)
	Divided into:	
	Ordinary Shares:	295,000,000 shares (Two Hundred Ninety-Five Million Shares)
	Preferred Shares:	- shares

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting for approval to authorize the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer to have the authority to carry out all necessary actions related to the registered capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to undertake any actions to comply with the orders of the registrar to ensure the completion of the registration process.

The details regarding the Company's registered capital increase are provided in the accompanying document [\(Enclosure \(4\)\)](#)

The Board's Opinions: To propose to the Company's shareholders' meeting the approval of the amendment to Article 4 of the Company's Memorandum of Association to align with the Company's registered capital increase, as well as the delegation of authority as proposed in all respects.

Voting Requirement: Resolution in this agenda shall be approved by **no less than three-fourths (3/4)** of the total votes of the shareholders attending the meeting.

Agenda 9 To consider and approve the allocation of the Company's newly issued ordinary shares, not exceeding 25,000,000 shares, with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons.

Objectives and Rationale: As the Company has resolved to issue and offer new ordinary shares through a specific purpose private placement (Private Placement), the Company needs to allocate no more than 25,000,000 ordinary shares. For this private placement, the allocation will not involve any persons connected to the Company as defined under the Capital Market Supervisory Board Notification No. Tor Chor. 21/2008 regarding the Rules on Connected Transactions, dated August 31, 2008 (including amendments), and the Stock Exchange of Thailand Notification regarding the Disclosure of Information and Conduct of Listed Companies in Connected Transactions B.E. 2546, dated November 19, 2003 (including amendments). Additionally, the offering does not fall under the criteria of selling newly issued shares at a price lower than 90% of the market price as per the Capital Market Supervisory Board Notification No. Tor Chor. 28/2565. Therefore, it does not fall under the prohibition of selling during the Silent Period, and the Company is not required to appoint an Independent Financial Advisor (IFA). The details are provided in the accompanying documents [\(Enclosures \(4\) and \(5\)\)](#)

The Board's Opinions: The Board of Directors Meeting No. 2/2025, held on 4 March 2025, the Board unanimously resolved to propose to the Annual General Meeting of Shareholders the approval of the allocation of no more than 25,000,000 new ordinary shares of the Company, with a par value of 0.50 baht per share, to be offered through a specific private placement (Private Placement: PP). The details are provided in the Capital Increase Report (Form F53-4) and the information regarding the allocation of no more than 25,000,000 ordinary shares through a specific private placement (Private Placement: PP), as follows:

1. Capital Increase

Type of Shares	Type of securities	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Capital Utilization Purpose Plan	ordinary share	Not less than 25,000,000	0.50	12,500,000
	Preferred share	-	-	-
<input type="checkbox"/> General Mandate	ordinary share	-	-	-
	Preferred share	-	-	-

2. The Allocation of Newly Issued Shares

2.1 Capital Utilization Purpose Plan

Allocation to	Number of Shares (Shares)	Ratio	Offering Price per Share (Baht)	Subscription and Payment Date	Remarks
To accommodate the allocation of newly issued shares to private placement (PP)	Not less than 25,000,000	-	1.40 (Please refer to Note 1)	Within May 2028	

Note 1

Offering Price

Date	Volume (Shares)	Value (Baht)	Average Price (Baht/Share)
28 February 2025	275,900	428,058	1.55
27 February 2025	524,000	792,298	1.51
26 February 2025	199,000	290,742	1.46
25 February 2025	117,100	170,771	1.46
24 February 2025	45,400	65,488	1.44
21 February 2025	82,600	116,281	1.41
20 February 2025	85,700	118,160	1.38
19 February 2025	68,900	95,762	1.39
18 February 2025	35,000	47,820	1.37
17 February 2025	108,100	146,166	1.35
14 February 2025	74,700	95,383	1.28
13 February 2025	27,300	35,625	1.30
11 February 2025	91,500	121,817	1.33
10 February 2025	38,800	48,779	1.26

Date	Volume (Shares)	Value (Baht)	Average Price (Baht/Share)
7 February 2025	226,200	286,172	1.27
Weighted Average Price Over 15 Days Prior to the Board of Directors' Meeting Date			1.4295
90% of the Weighted Average Price Over 15 Days Prior to the Board of Directors' Meeting Date			1.2866

The offering price is calculated based on the weighted average price of the Company's common shares traded on the stock exchange over the past 15 consecutive business days prior to the date on which the Board of Directors resolved **to set the offering price** for approval of the Company's capital increase by offering shares to investors. This period was from February 7th, 2025 to February 28th, 2025, resulting in a price of **1.4295** Baht, with a discount of no more than 10%. The investors allocated the newly issued common shares offered on a private placement basis in this round are **not subject to any sale restrictions (Silent Period)** and are not considered related parties of the Company under the Capital Market Supervisory Board Announcement No. TorJor. 21/2008, regarding the criteria for related party transactions, dated August 31, 2008 (including any amendments) , and the Stock Exchange of Thailand Announcement regarding the Disclosure of Information and Conduct by Listed Companies in Related Party Transactions B.E.2546, dated November 19th, 2023 (including any amendments). Additionally, the investors have no relationship with each other in the nature of concert parties or any relationship that would qualify them as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments), which would require them to make a mandatory tender offer for all of the Company's securities after receiving the allocation of the Company's newly issued ordinary shares.

However, the allocation of shares as described above must not, under any circumstances, cause any investor to hold shares in the Company in a manner that would increase their stake to or beyond the point that triggers a mandatory tender offer as stipulated in the Capital Market Supervisory Board's Notification No. TorJor. 12/2011 regarding the criteria, conditions, and methods of acquiring securities for business takeovers. Moreover, the allocation must not violate the foreign shareholding restrictions outlined in the Company's regulations, which specify that foreigners may hold no more than 49% of the total issued shares.

The offering price of the newly issued ordinary shares to be offered to private placement investors this time does not fall under the category of offering newly issued shares at a price lower than 90% of the market price, as per the criteria outlined in Notification No.TorJor. 28/2022. Therefore, it is not subject to the Silent Period restrictions

Voting Requirement: Resolution in this agenda shall be approved by **no less than three-fourths (3/4)** of the total votes of the shareholders attending the meeting.

Agenda 10 Other matters (if any).

Objectives and Rationale: Following the Company's long-standing practices, although no specific agenda is set, opportunities are given for shareholders to inquire about meeting agendas and other matters. Shareholders are allowed to ask questions and express opinions appropriately during the meeting. The Company has added an agenda for shareholders to ask questions and express opinions in this meeting.

However, if shareholders wish to consider and make decisions on other matters apart from those specified in the meeting invitation, they must propose according to the conditions of the Public Limited Companies Act B.E. 2535 (Section 105 stipulates that **when the meeting has completed the consideration of the agenda specified in the meeting invitation, shareholders holding not less than one-third of the total issued shares**) may request the meeting to consider other matters beyond those specified. [The Company has specified the list of shareholders entitled to attend the 2025 annual general meeting of shareholders \(Record Date\) on 19 March 2025.](#)

Therefore, we would like to invite shareholders to attend the 2024 annual general meeting of shareholders on Tuesday 22 April 2025, at 09:00 a.m., at the Maneewan meeting room, Itthirit Nice Corporation Public Company Limited, located at 89/18-19, Moo 5, Phanthai Norasing Sub-district, Muang Samut Sakhon District, Samut Sakhon Province 74000. Please refer to the [Enclosures \(11\)](#) Shareholders can register to attend the meeting starting from 08:00 a.m. on the meeting day.

The Company seeks the cooperation of shareholders and/or proxy holders to familiarize themselves with the registration terms and procedures, prepare necessary documents for presentation at the meeting, understand the voting process, and meeting procedures. Details are outlined in the [Enclosures \(10\)](#)

Please submit the following documents to attend and vote on behalf of shareholders at the meeting as specified in the [Enclosures \(8\)](#) Proxy appointment form provided by the Company, along with this letter. Details are outlined in the [Enclosures \(9\)](#) Kindly sign and fill in the details in the proxy form, affix of Baht 20 revenue stamp, and attach a certified copy of your identification card. Submit it to

Company Secretary of Itthirit Nice Corporation Public Company Limited

Address: 89/18-19, Moo 5, Phanthai Norasing Sub-district

Muang Samut Sakhon District, Samut Sakhon Province 74000

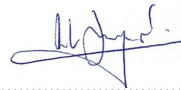
Tel : 034-872-577 Email: cs@lighttrio.com

For the document verification convenience, shareholders and/or proxies are kindly requested to submit documents to the Company by Thursday 17 April 2025. The Company has published the invitation letter for the 2025 annual general meeting of shareholders, along with meeting supplementary documents and proxy form on the Company's website at <https://www.itthi.co.th/>. Shareholders can submit questions to the Company in advance by 9 April 2025, to inquire about meeting agenda-related information or other important company details. This enables the board of directors and management to prepare explanations or address questions during the shareholder meeting.

In this meeting, the Company has invited licensed accountants to independently respond to financial questions and legal consultants to oversee the voting count. Additionally, meeting recordings will be published on the Company's website at <https://www.itthi.co.th/> for shareholders' access.

Furthermore, the Company will not distribute souvenirs at the shareholder meeting in order to save its budget for using them to support social and environmental activities.

Yours sincerely,



.....
(Dr.Ronnachit Mahattanapreut)

Chairman of the Board of Directors

Form 56-1 One-Report for 2024 and Annual Report for 2024

in QR Code form.

The Stock Exchange of Thailand by Thailand Securities Depository Company Limited, as the securities registrar, has developed a system for the listed companies on the Stock Exchange of Thailand, which shareholders can send and access meeting documents and annual reports electronically through QR Codes form, enabling convenient and prompt access to information. Shareholders can download the Form 56-1 One Report / Annual Report for 2024 via QR Code, including financial statements for the year ended 31 December 2024.



Profiles of the nominated candidates to be directors in replacement of the retired directors.

Name-Surname : Dr.Ronnachit Mahattanapreut

Type of Director Proposed for Appointment : Chairman of the Board/
Audit Committee Member/
Independent Director

Age: 69 years

Nationality: Thai

Date of Appointment as Director of the Company (Ltd.): November 8, 2021

Date of Appointment as Director of the Public Company (PLC): August 25, 2022

Number of Terms in Office (PLC): 1st term (2 years and 8 months)

Educational Qualifications

- Doctorate in Management (Doctor of Business Management), Suan Dusit Rajabhat University
- Master's Degree in Commerce (Master of Business Administration), Thammasat University
- Bachelor's Degree in Accounting, Thammasat University

Expertise

- Accounting and Finance
- Banking, Investment, and Securities
- Data Analysis
- Auditing
- Economics
- Strategic Management
- Budgeting
- Negotiation

Training Background

- IOD RFP5 Director Refreshment Program, Class 17/2022
- Corporate Governance for Capital Market Intermediaries (CGI), Class 6/2015
- Audit Committee Program (ACP), Class 30/2010
- TLCA Executive Development Program (EDP), Class 5/2010
- Director Certification Program (DCP), Class 20/2002
- Fellow Member of IOD, Class 8/20200



Current Directorships/Executive Positions in Other Companies

Publicly Listed Companies: 3 Entities

2023 – Present Chairman of the Board

Rompho Property Public Company Limited

Real Estate Business

2022 – Present Director

Sky Tower Public Company Limited

Manufacturing and Distribution of High-Voltage Electric Poles

2022 – Present Chairman of the Board, Audit Committee Member, and Independent Director

Itthirit Nice Corporation Public Company Limited

Distribution and Installation of Electrical Equipment

Positions Held in Other Organizations / Significant Special Activities in the Past Year

- In Other Listed Companies: 3 companies (as stated above)
- In Other Non-Listed Companies: None
- In Other Businesses That May Cause a Conflict of Interest with the Company: None

Shareholding in the Company as of December 31, 2024

- Self: None
- Spouse: None

Family Relationships Between Directors and Executives: None

Prohibited Qualifications: No criminal record related to property offenses committed fraudulently.

Meeting Attendance in 2024 : Board of Directors Meetings: 4/4 times

: Audit Committee Meetings: 4/4 times

Criteria and Selection Process

According to the resolution of the Nomination and Remuneration Committee Meeting No. 1/2025, the committee acknowledged the results of the opportunity given to shareholders to nominate individuals for election as a director. It was noted that no shareholders had proposed any candidates for the director position. Consequently, the meeting unanimously resolved to propose the reappointment of Dr.Ronnachit Mahattanapreut to continue serving in his current position for another term.

The Nomination and Remuneration Committee conducted a thorough screening process, considering qualifications, experience, knowledge, and capabilities suitable for the company's business operations. The candidate also met all the requirements for a directorship as prescribed by relevant laws and regulations.

Enclosures (2)

Following this, the Board of Directors, in its Meeting No. 1/2025, reviewed and agreed with the recommendation of the Nomination and Remuneration Committee, confirming that the proposed candidate was appropriate. Therefore, the Board resolved to propose to the 2025 Annual General Meeting of Shareholders the reappointment of Dr.Ronnachit Mahattanapreut to continue serving in his current role for another term.

Note: Since Dr.Ronnachit Mahattanapreut currently holds the position of Chairman of the Board and also serves as the Chairman of the Meeting, and he is the director whose term is expiring in this instance, he is therefore unable to act as the Chairman of the Meeting for Agenda Item 4. Consequently, Mr.Kraingsak Buanoom, Chairman of the Nomination and Remuneration Committee, has been assigned to act as the Chairman of the Meeting for this agenda item.

Profiles of the nominated candidates to be directors in replacement of the retired directors.

Name-Surname : Mr. Thanaseth Akkarabunyapath

Type of Director Proposed for Appointment : Director/
Chairman of the Executive Board/
Risk Management Committee Member/
and Authorized Signatory

Age: 45 years

Nationality: Thai

Date of Appointment as Director of the Company (Ltd.): October 15, 2014

Date of Appointment as Director of the Public Company (PLC): August 25, 2022

Number of Terms in Office (PLC): 1st term (2 years and 8 months)

Educational Qualifications

- Doctorate in Business Administration, University of the Thai Chamber of Commerce (Currently Studying)
- Master's Degree in Business Administration, University of the Thai Chamber of Commerce
- Bachelor's Degree in Civil Engineering, Chulalongkorn University

Expertise

- Real Estate Development
- Engineering
- Electronic Components
- Energy and Utilities
- Marketing
- Organizational Management
- Risk Management
- Negotiation

Training Background

- Director Accreditation Program (DAP), Class 186/2018
- Top Executive Program in Commerce and Trade (TEPCoT), Class 12/2019
- Top Executive Program in Urban Development, Class 7/2019
- IDE to IPO Program, Class 3 (Organized by the National Innovation Agency in collaboration with the Stock Exchange of Thailand)
- Advanced Agricultural Science Program (WKS.2), Class 2/2023



- Top Executive Program in Marketing Science Institute (WTT), Class 34/2024

Enclosures (2)

Current Directorships/Executive Positions in Other Companies

Publicly Listed Companies: 1 Entity

2011 – Present Director, Chairman of the Executive Board, Risk Management Committee
Member, and Authorized Signatory
Itthirit Nice Corporation Public Company Limited
Electrical Equipment Distribution Business

Non-Publicly Listed Companies: 1 Entity

2011 – Present Managing Director
Kunlai Property Company Limited
Real Estate Business
(Directorship in a non-listed company does not constitute competition.)

Positions Held in Other Organizations / Significant Special Activities in the Past Year

- In Other Listed Companies: None
- In Other Non-Listed Companies: 1 companies (as stated above)
- In Other Businesses That May Cause a Conflict of Interest with the Company: None

Shareholding in the Company as of December 31, 2024

- Self : The company's shareholding proportion is 21.48%.
- Spouse: None

Family Relationships Between Directors and Executives : Younger brother of Mr. Trisith Akarabunyapath
: Husband of Ms. Minthita Akarabunyapath

Prohibited Qualifications: No criminal record related to property offenses committed fraudulently.

Meeting Attendance in 2024 : Board of Directors Meetings: 4/4 times
: Risk Management Committee Meetings: 2/2 time
: Executive Committee Meetings: 13/13 times

Criteria and Selection Process

According to the resolution of the Nomination and Remuneration Committee Meeting No. 1/2025, the committee acknowledged the results of the opportunity given to shareholders to nominate individuals for election as a director. It was noted that no shareholders had proposed any candidates for the director position. Consequently, the meeting unanimously resolved to propose the reappointment of Mr. Thanaseth Akarabunyapath to continue serving in his current position for another term.

Enclosures (2)

The Nomination and Remuneration Committee conducted a thorough screening process, considering qualifications, experience, knowledge, and capabilities suitable for the company's business operations. The candidate also met all the requirements for a directorship as prescribed by relevant laws and regulations. Following this, the Board of Directors, in its Meeting No. 1 / 2025, reviewed and agreed with the recommendation of the Nomination and Remuneration Committee, confirming that the proposed candidate was appropriate. Therefore, the Board resolved to propose to the 2025 Annual General Meeting of Shareholders the reappointment of Mr. Thanaseth Akarabunyapath to continue serving in his current role for another term.

Profiles of the nominated candidates to be directors in replacement of the retired directors.

Name-Surname : Mr. Trisith Akkarabunyapath

Type of Director Proposed for Appointment : Director/ Executive Director/

Risk Management Committee

Member/ Nomination and

Remuneration Committee Member/

Chief Support Officer/

and Authorized Signatory



Age: 45 years

Nationality: Thai

Date of Appointment as Director of the Company (Ltd.): October 15, 2014

Date of Appointment as Director of the Public Company (PLC): August 25, 2022

Number of Terms in Office (PLC): 1st term (2 years and 8 months)

Educational Qualifications

- Bachelor's Degree in Industrial Engineering, King Mongkut's University of Technology Thonburi

Expertise

- Industrial Engineering
- Human Resource Management
- Procurement Management
- Organizational Management
- Risk Management
- Negotiation

Training Background

- Director Certification Program (DCP), Class 282/2019
- Create Everlasting Company: Sustainability, Succession, and Strategy, Year 2023

Current Directorships/Executive Positions in Other Companies

Publicly Listed Companies:

2011 – Present Director, Chief Support Officer, Risk Management Committee Member, Nomination and Remuneration Committee Member, and Authorized Signatory
Itthirit Nice Corporation Public Company Limited
Distribution and Installation of Electrical Equipment

Non-Publicly Listed Companies: 1 Entity

2011 – Present Managing Director

Kunlai Property Company Limited

Real Estate Business

(Directorship in a non-listed company does not constitute competition.)

Positions Held in Other Organizations / Significant Special Activities in the Past Year

- In Other Listed Companies: None
- In Other Non-Listed Companies: 1 companies (as stated above)
- In Other Businesses That May Cause a Conflict of Interest with the Company: None

Shareholding in the Company as of December 31, 2024

- Self : The company's shareholding proportion is 22.22%.
- Spouse: None

Family Relationships Between Directors and Executives :

- Older brother of Mr. Thanaseth Akkarabunyapath
- Husband of Ms. Thansita Akkarabunyapath

Prohibited Qualifications: No criminal record related to property offenses committed fraudulently.

Meeting Attendance in 2024 : Board of Directors Meetings: 4/4 times
: Risk Management Committee Meetings: 2/2 time
: Nomination and Remuneration Committee Meetings: 1/1 time
: Executive Committee Meetings: 13/13 times

Criteria and Selection Process

According to the resolution of the Nomination and Remuneration Committee Meeting No. 1/2025, the committee acknowledged the results of the opportunity given to shareholders to nominate individuals for election as a director. It was noted that no shareholders had proposed any candidates for the director position. Consequently, the meeting unanimously resolved to propose the reappointment of Mr. Trisith Akarabunyapath to continue serving in his current position for another term.

The Nomination and Remuneration Committee conducted a thorough screening process, considering qualifications, experience, knowledge, and capabilities suitable for the company's business operations. The candidate also met all the requirements for a directorship as prescribed by relevant laws and regulations. Following this, the Board of Directors, in its Meeting No. 1/2025, reviewed and agreed with the recommendation of the Nomination and Remuneration Committee, confirming that the proposed candidate was appropriate. Therefore, the Board resolved to propose to the 2025 Annual General Meeting of Shareholders the reappointment of Mr. Trisith Akarabunyapath to continue serving in his current role for another term.

**Information of the Nominated Auditor and the Proposed Auditor's Remuneration for
the Year 2025**

(PricewaterhouseCoopers ABAS Ltd.)

For consideration in Agenda Item 6

1. Miss Sanicha Akarakittilap,	
Certified Public Accountant, License Number	8470
Period for Signing the Financial Statements	For the year 2024, it is considered the first accounting period.
Education	Bachelor of Accountancy (First Class Honors) from Kasetsart University
Work Experience	<ul style="list-style-type: none"> - Over 21 years of accounting experience, including financial reporting consulting (including 3 years as a financial reporting consultant at PricewaterhouseCoopers, Hong Kong Business sectors with accounting experience: <ul style="list-style-type: none"> - Real estate and construction contracting - Consumer products - Services and hotels - Hospitals - Industrial and automotive products - Transportation and services - In addition, accounting experience, Miss Sanicha also has experience in providing advice on Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS) to listed companies on the Stock Exchange of Thailand, Hong Kong Stock Exchange, and American Stock Exchange. - Invited lecturer in training programs by the Stock Exchange of Thailand and the Federation of Accounting Professions Under The Royal Patronage of His Majesty The King related to Thai Financial Reporting Standards. - invited lecturer in the Financial Reporting Standards course at Thammasat Business School.

2. Miss Nopanuch Apichatsatien	
Certified Public Accountant, License Number	5266
Period for Signing the Financial Statements	Has not previously signed the company's financial statements.
Education	Master's Degree in Business Administration, Thammasat University Advanced Diploma in Auditing, Thammasat University Bachelor's Degree in Accounting, Thammasat University
Work Experience	<ul style="list-style-type: none"> - Certified Public Accountant (CPA) approved by the Securities and Exchange Commission (SEC) - Member of the Thai Institute of Directors (IOD) - Director Certification Program (DCP), Class 227 - Senior Executive Program, Thammasat University (NMT), Class 12 - ASEAN Chartered Professional Accountant (ASEAN CPA) - Member of the Federation of Accounting Professions - Sub-Committee Member for Examination, Federation of Accounting Professions

3. Mr. Paiboon Tankoon	
Certified Public Accountant, License Number	4298
Period for Signing the Financial Statements	Has not previously signed the company's financial statements.
Education	Master's Degree in Financial Management, Chulalongkorn University Advanced Diploma in Auditing, Thammasat University Bachelor's Degree in Accounting, Thammasat University
Work Experience	<p>Promoted to Partner in 2007 with Expertise in:</p> <ul style="list-style-type: none"> - Auditing and Financial Reporting, particularly International Financial Reporting Standards (IFRS) and Thai Financial Reporting Standards (TFRS) applicable to public companies, small and medium-sized enterprises (SMEs), and businesses related to financial institutions, including the insurance sector. - Initial Public Offering (IPO) Processes for companies in three countries (Thailand, Laos, and Cambodia), conducting business in Laos and Cambodia, and possessing experience in Vietnam and Myanmar. - Internal Control, Risk Management, and Corporate Governance. - Sustainability Reporting and Corporate Social Responsibility (CSR). - Financial Advisory Services on mergers, acquisitions, and business rehabilitation. <p>Appointed and Actively Involved as PwC's Leader in Social Responsibility (Sustainability) Activities:</p> <p>PwC's social responsibility initiatives focus on leveraging skills and knowledge, such as promoting household accounting literacy, financial management for communities, and volunteer activities related to environmental conservation. These initiatives include both internal and external projects aimed at raising employees' awareness of environmental impacts resulting from PwC's business operations. Additionally, the firm collaborates with partners and government agencies to promote green initiatives for wildlife and marine life conservation.</p>

Independence

All three nominated auditors are approved by the Securities and Exchange Commission (SEC) and have no relationships and/or conflicts of interest with the company, its subsidiaries, executives, major shareholders, or related persons. Additionally, they are not shareholders of the company. Therefore, they maintain independence in auditing and expressing opinions on the company's financial statements.

Audit Fee Comparison for the Years 2024 and 2025

Auditor's fee	Year 2025 (Proposed)	Year 2024	Increase / decrease
1. Annual Financial Audit Fee	900,000	900,000	-
2. Quarterly Financial Review Fee	1,050,000	1,050,000	-
Total	1,950,000	1,950,000	-
Other service fee	None	None	-

The company has no subsidiaries; therefore, there are no subsidiary-related fees.

(F 53-4)

Enclosures (4)

Capital Increase Report Form

Itthirit Nice Corporation Public Company Limited

4 Mach 2025

Itthirit Nice Corporation Public Company Limited (the “Company”) would like to report the resolutions of the Board of Directors' Meeting No. 2/2025 held on March 4, 2025, regarding the increase in registered capital and the allocation of newly issued shares as follows:

1. Capital Increase

The Board of Directors meeting No. 2/2025, held on 4 March 2025, resolved to propose to the Annual General Meeting of Shareholders No. 1/2025 for consideration and approval of the registered capital increase of the Company in the amount of 12,500,000 Baht, increasing the registered capital from the original 135,000,000 Baht to a new registered capital of 147,500,000 Baht. This will be achieved through the issuance of 25,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to specific individuals of persons, representing 9.26 percent of the Company's paid-up capital. The capital increase will be carried out as follows:

Type of Shares	Type of securities	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Capital Utilization Purpose Plan	ordinary share	25,000,000	1.40	35,000,000
	Preferred share	-	-	-
<input type="checkbox"/> General Mandate	ordinary share	-	-	-
	Preferred share	-	-	-

2. The Allocation of Newly Issued Shares

2.1 Capital Utilization Purpose Plan

Allocation to	Number of Shares (Shares)	Ratio	Offering Price per Share (Baht)	Subscription and Payment Date	Remarks
To accommodate the allocation of newly issued shares to private placement (PP)	Not less than 25,000,000	-	1.40 (Please refer to Note 1)	Within May 2028	

Note1

Offering Price

Date	Volume (Shares)	Value (Baht)	Average Price (Baht/Share)
28 February 2025	275,900	428,058	1.55
27 February 2025	524,000	792,298	1.51
26 February 2025	199,000	290,742	1.46
25 February 2025	117,100	170,771	1.46
24 February 2025	45,400	65,488	1.44
21 February 2025	82,600	116,281	1.41
20 February 2025	85,700	118,160	1.38
19 February 2025	68,900	95,762	1.39
18 February 2025	35,000	47,820	1.37
17 February 2025	108,100	146,166	1.35
14 February 2025	74,700	95,383	1.28
13 February 2025	27,300	35,625	1.30
11 February 2025	91,500	121,817	1.33
10 February 2025	38,800	48,779	1.26
7 February 2025	226,200	286,172	1.27
Weighted Average Price Over 15 Days Prior to the Board of Directors' Meeting Date			1.4295
90% of the Weighted Average Price Over 15 Days Prior to the Board of Directors' Meeting Date			1.2866

The offering price is calculated based on the weighted average price of the Company's common shares traded on the stock exchange over the past 15 consecutive business days prior to the date on which the Board of Directors resolved **to set the offering price** for approval of the Company's capital increase by offering shares to investors. This period was from February 7th, 2025 to February 28th, 2025, resulting in a price of **1.4295** Baht, with a discount of no more than 10%. The investors allocated the newly issued common shares offered on a private placement basis in this round are **not subject to any sale restrictions (Silent Period)** and are not considered related parties of the Company under the Capital Market Supervisory Board Announcement No. TorJor. 21/2008, regarding the criteria for related party transactions, dated August 31st, 2008 (including any amendments), and the Stock Exchange of Thailand Announcement regarding the Disclosure of Information and Conduct by Listed Companies in Related Party Transactions B.E.2003, dated November 19th, 2003 (including any amendments).

Additionally, the investors have no relationship with each other in the nature of concert parties or any relationship that would qualify them as persons under Section 258 of the Securities and Exchange Act B.E. 1992 (including amendments), which would require them to make a mandatory tender offer for all of the Company's securities after receiving the allocation of the Company's newly issued ordinary shares.

However, the allocation of shares as described above must not, under any circumstances, cause any investor to hold shares in the Company in a manner that would increase their stake to or beyond the point that triggers a mandatory tender offer as stipulated in the Capital Market Supervisory Board's Notification No. TorJor. 12/2011 regarding the criteria, conditions, and methods of acquiring securities for business takeovers. Moreover, the allocation must not violate the foreign shareholding restrictions outlined in the Company's regulations, which specify that foreigners may hold no more than 49% of the total issued shares.

The offering price of the newly issued ordinary shares to be offered to private placement investors this time does not fall under the category of offering newly issued shares at a price lower than 90% of the market price, as per the criteria outlined in Notification No. TorJor. 28/2022. Therefore, it is not subject to the Silent Period restrictions

2.2 Information on Subscribers for the Newly Issued Ordinary Shares Offered Through Private Placement

The list of investors to whom the Company will offer the newly issued ordinary shares via private placement is as follows:

No.	Investor	Number of Allocated Shares (Shares)	Par Value (Baht/ Shares)	Offering Price (Baht/ Shares)	Total Value (Baht)
1	Mr. Chaiwat Phithaktum	15,000,000	0.50	1.40	21,000,000
2	Mr. Phurit Wongkham	10,000,000	0.50	1.40	14,000,000
	Total	25,000,000			35,000,000

According to Notification No. TorJor. 28/2022, the Company must complete the share offering within the period approved by the shareholders' meeting, which must not exceed 3 months from the date the shareholders approve the offering of newly issued shares. Alternatively, the Company must complete the offering within 12 months from the date of the shareholders' approval if the shareholders explicitly resolve that, after the 3-month period, the Board of Directors or its appointed representatives may determine the offering price based on the market price at the time of the offering. Therefore, the Board of Directors proposes that the shareholders' meeting approve the authorization of the Board of Directors or its appointed representatives to set the offering price based on the market price at the time of the offering after the 3 months period following the shareholders' approval of the newly issued shares offering. Further details can be found in the Information Regarding the Issuance and

Offering of Newly Issued Ordinary Shares to Private Placement of Itthirit Nice Corporation Public Company Limited (Enclosure 2).

The Board of Directors meeting has therefore resolved to propose to the Annual General Meeting of Shareholders for approval to authorize the Board of Directors and/or the Executive Committee and/or any person designated by the Board of Directors and/or the Executive Committee to have the authority to undertake any necessary actions related to the issuance, offering, allocation, and subscription of the newly issued ordinary shares as follows:

- (1) Consider and determine any other details related to the allocation of newly issued ordinary shares to private placement investors, including but not limited to setting the offering period and establishing terms and details in accordance with applicable laws and regulations governing the issuance and offering of securities.
- (2) Set and amend the subscription and offering dates for the newly issued ordinary shares, determine whether the allocation will be made in a single tranche or multiple tranches, handle payment for the shares, and establish other terms and details related to the subscription and offering of these newly issued shares.
- (3) Set the offering price based on the market price if more than 3 months have passed since the shareholders' meeting approved the offering of shares to private placement investors. This must be done in accordance with the criteria outlined in the Capital Market Supervisory Board's Notification No. TorJor. 28/2022. The offering price will reflect the best market conditions at the time the Company offers the shares to private placement investors.
- (4) Sign, amend, modify, communicate, or report various matters in permit applications and other necessary and related documents concerning the issuance, offering, allocation, subscription, and delivery of the newly issued ordinary shares. This includes communicating with and submitting the necessary applications, documents, and evidence to the Ministry of Commerce, the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), other government agencies, or relevant authorities, as well as registering the newly issued ordinary shares with the SET. Additionally, they are empowered to take any other actions necessary and appropriate to complete the issuance, offering, and allocation of the newly issued shares to private placement investors.
- (5) Register the amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and take any necessary actions to comply with the registrar's orders to complete the registration process.

2.2.1 Company's Actions in Case of Fractional Shares

- None -

2.3 General Mandate

Allocation to	Type of Securities	Shares	Percentage of Paid-up Capital ¹	Remarks
Existing Shareholders	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
To accommodate the conversion/exercise of transferable warrants for newly issued shares	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Public	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Private Placement (PP)	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

¹ / Percentage of Paid-up Capital as of the Date the Board of Directors of the Listed Company Resolved to Approve the General Mandate Capital Increase

3. Determination of the Annual General Meeting of Shareholders to Approve the Capital Increase and Share Allocation

The **Annual General Meeting of Shareholders for the year 2025** is scheduled for **April 22, 2025, at 9:00 AM**, to be held **physically**.

☐ The **closing date of the shareholder registration book** for the right to attend the shareholders' meeting is set from [.....] until the conclusion of the meeting.

☒ The **Record Date** for determining the shareholders eligible to attend the meeting is set for **March 19, 2025**.

4. Application for Capital Increase/Share Allocation Approval from Relevant Authorities and Conditions for Approval (if any)

4.1 The capital increase must be approved by the shareholders' meeting with at least three-fourths (3/4) of the total votes of shareholders present and entitled to vote, excluding interested shareholders from the vote count.

4.2 The Company must register the capital increase, the change in paid-up capital, and amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.3 The Company must obtain approval from the SEC (Securities and Exchange Commission) to offer newly issued shares to investors, in accordance with the regulations set forth in Notification No. TorJor. 28/2022 and other applicable regulations.

4.4 The Company must apply for approval from the Stock Exchange of Thailand (SET) for listing the newly issued ordinary shares as listed securities on the Market for Alternative Investment (MAI).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

The Company plans to use the proceeds received from this issuance shares as follows:

Objective to utilizing proceeds	Approximate amount (Baht)	Timeframe for the funds to be used
To be used as working capital for the business and to enhance the Company's financial liquidity.	Not less than 35,000,000	Within Year 2025
Total	35,000,000	

Remark :

- (1) The investment amount and the period for utilizing the aforementioned funds are initial estimates and are subject to uncertainty. Additionally, the utilization of these funds may be adjusted. In this regard, it depends on the amount of capital the Company will be able to raise in the future from the allocation of newly issued ordinary shares issued and offered through private placement, as well as the conditions, details, and necessities of each situation, which may change.
- (2) The aforementioned capital amount is determined based on the par value, which is the minimum price at which the Company can issue and offer the shares for sale. However, this capital amount may be subject to change depending on the market price on the date the newly issued common shares are offered and sold.

6. Benefits that the Company will receive from the capital increase/allocation of newly issued ordinary shares

- 6.1 This capital increase will help enhance liquidity in business operations and provide working capital for the Company. The Company will have liquidity from the working capital raised and have sufficient funds to operate the Company's business.
- 6.2 It will strengthen and stabilize the Company's financial position, which will enable the Company to build a stable and sustainable income base, both in the short term and long term.

7. Benefits that the Shareholders will receive from the capital increase/allocation of newly issued ordinary shares

7.1 The funds raised from the issuance and offering of newly issued ordinary shares through private placement in this instance will help enhance liquidity in business operations and provide working capital for the Company. The Company will have liquidity from the working capital raised from the capital increase and have sufficient funds to operate the Company's business and it will strengthen and stabilize the Company's financial position, which will enable the Company to build a stable and sustainable income base, both in the short term and long term. Furthermore, if the Company's performance improves shareholders will benefit through the Company's dividend payments to shareholders in accordance with the dividend policy.

7.2 Policy

The Company has a policy to pay dividends at the rate of not less than 40.00 percent of net profit after deducting corporate income tax from the Company's financial statements and the legal reserve as stipulated in the Company's Articles of Association. However, the dividend payment may be subject to change based on the Company's performance, financial position, liquidity, investment plans, as well as factors related to management, necessities, and other future appropriateness. The payment of such dividends is within the authority of the Board of Directors of the Company to decide. The resolution of the Board of Directors of the Company approving the dividend payment must be presented for approval at the shareholders' meeting, except for interim dividends, which the Board of Directors of the Company has the authority to approve. The interim dividend will be reported to the shareholders at the next meeting.

7.3 Shareholders' Rights

Subscribers of the newly issued shares in this instance will be entitled the status of shareholders of the Company when the Company's registrar has recorded the names of the subscriber in shareholders' register book of the Company and the Company has registered the amendment of paid-up capital to the Department of Business Development, Ministry of Commerce, Including the rights to attend shareholders' meetings and to receive dividends.

8. Other details necessary for shareholder's decision making in the approval of the capital increase/allocation of newly issued ordinary shares

Any other necessary details for shareholders to support their decision-making regarding the capital increase / allocation of newly issued ordinary shares, please consider the additional details in the Information Memorandum regarding the issuance and Offering of Newly Issued Ordinary Shares through Private Placement of Itthirit Nice Corporation Public Company Limited.

9. Certification of the Board of Directors Regarding the Capital Increase

In the event that the Company's directors fail to perform their duties in compliance with the law, the Company's objectives, its articles of association, and the resolutions of the shareholders' meeting with honesty and diligence in safeguarding the Company's interests regarding the capital increase, and if such actions or omissions result in damage to the Company, the Company may seek compensation from the responsible directors. If the Company does not initiate such a claim, shareholders holding at least 5% of the total issued shares may notify the Company to take legal action. If the Company fails to act as requested, those shareholders have the right to file a lawsuit on behalf of the Company to claim damages from the responsible directors, in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments thereto). Furthermore, if any action or omission by the directors, while performing their duties in accordance with the law, the Company's objectives, its articles of association, and the resolutions of the shareholders' meeting with honesty and diligence in safeguarding the Company's interests regarding the capital increase, results in directors, executives, or related persons gaining undue benefits, the Company may file a claim against the directors to return such benefits to the Company. Alternatively, shareholders holding at least 5% of the total voting rights of the Company may notify the Company to take such action. If the Company fails to act within one month from the date of notification, those shareholders have the right to file a lawsuit on behalf of the Company to reclaim such benefits, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments thereto).

10. Timeline for the Implementation in Case the Board of Directors Resolves to Increase Capital and Allocate Newly Issued Shares

No.	Procedures	Date/Month/year
1.	Board of Directors' Meeting No. 2/2025	4 March 2025
2.	Record Date for Determining the List of Shareholders Entitled to Attend the 2025 Annual General Meeting of Shareholders	19 March 2025
3.	2025 Annual General Meeting of Shareholders to Approve Various Related Matters	22 April 2025
4.	Registration of Capital Reduction, Capital Increase, and Amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the 2025 Annual General Meeting of Shareholders approves the resolution.

No.	Procedures	Date/Month/year
5.	General Mandate Offering of Shares to Existing Shareholders in Proportion to Their Shareholding and/or Specific Investors (Private Placement)	The time frame is set at 3 months from the date of the shareholders' meeting resolution approving the sale of shares, or within 12 months from the date the shareholders' meeting approves the proposal to sell shares. In the event that the shareholders have clearly resolved that upon the expiration of the aforementioned 3-month period, the Company's board of directors or a person authorized by the board of directors shall determine the price and offer the shares for sale at the market price during the offering period.
6.	Registration of the Change in Paid-up Capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the Company receives payment for the newly issued ordinary shares.

The Company certifies that the information in this report is accurate and complete in all respects.

Sincerely yours,




(Mr. Thanaseth Akkrabunyapath)

Chief Executive Officer

**Information regarding the allocation of increase ordinary shares
to private placement investors
of Itthirit Nice Corporation Public Company Limited**

The Board of Directors meeting of Itthirit Nice Corporation Public Company Limited (the “Company”) No. 2/2025 dated 4 March 2025 (“the Board of Directors' meeting”) has resolved to approve to propose to the Annual General Meeting of Shareholders No. 1/2025 on 22 April 2025 (“the AGM”) to consider and approve the issuance, offering and allocation of the newly issued ordinary shares by increasing the registered capital of the Company at the amount of 12,500,000.00 Baht from the existing registered capital of 135,000,000 Baht, divided into 270,000,000 ordinary shares, with a par value of 0.50 Baht per share, to the new registered capital of 147,500,000.00 Baht, divided into 295,000,000 ordinary shares, with a par value of 0.50 Baht per share, by issuing newly issued ordinary shares at the amount not exceeding 25,000,000 shares with the par value of 0.50 Baht per share to accommodate the issuance and offering of the newly issued ordinary shares through private placement. The details are shown in the Capital Increase Report Form (F53-4) (Enclosure 1).

The issuance and offering of additional ordinary shares in this instance do not fall under the category of offering newly issued shares at a price lower than 90% of the market price, in accordance with the criteria set forth in the Capital Market Supervisory Board Notification No. 28/2022. Therefore, this offering is not subject to the prohibition of sale (Silent Period). As a result, the company is not required to appoint an Independent Financial Advisor (IFA). However, the approval of the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders present and eligible to vote is still required.

In this regard, the details regarding the issuance, offering, and allocation of additional ordinary shares to specific persons (Private Placement) are as follows:

1. Details of the Offering, Pricing, Appropriateness of the New Share Price, Market Price Determination, Details of the Specific Persons and Their Relationships, Transaction Conditions, and Shareholding Proportions Before and After the Transaction

1.1 General Characteristics of the Transaction

The company will issue and offer additional ordinary shares of the company, either in one or multiple tranches, totaling no more than 25,000,000 shares, with a par value of 0.50 baht per share, to specific persons (Private Placement). The shares will be offered to 2 investors: **(1) Mr. Chaiwat Phithaktum (2) Mr. Phurit Wongkham** (collectively referred to as the "Investors"). Both Investors are not considered related parties to the company under the Capital Market Supervisory Board Notification No. 21/2008 regarding the Criteria for Connected Transactions (as amended) and the Securities and Exchange Commission Notification on the

Disclosure of Information and Conduct of Listed Companies in Connected Transactions, B.E. 2546 (as amended) ("Connected Transactions Notification").

1.2 Determination of the offering price and the appropriateness of the price of the newly issued shares

Such issuance of newly issued ordinary shares through private placement is an offering of shares in which the shareholders' meeting resolved to appoint the Board of Directors of the Company to determine the offering price based on the market price, with the market price is calculated based on the weighted average price of the Company's shares in the Stock Exchange of Thailand for not less than 7 consecutive business days prior, but not more than 15 consecutive business days before the date set for the offering price of the ordinary shares, pursuant to the resolution of the Company's Board of Directors of the Company (The market price will be calculated to 4 decimal places. However, if the fifth decimal place has a value of 5 or more, will be rounded up). In the event that the Board of Directors of the Company deems it appropriate, considering the best benefits of the Company, the Board of Directors of the Company may determine the offering price with a discount, but not exceeding 10 percent of the aforementioned market price (In other words, the offering price to the investors must not be lower than 90 percent of the market price) and the offering price of the newly issued ordinary shares not be lower than the par value of the Company's ordinary shares. In this regard, the offering of additional ordinary shares to the Investors must be completed within the timeframe approved by the shareholders' meeting, but no later than 3 months from the date the shareholders' meeting passes the resolution approving the offering of the newly issued shares and no later than 12 months from the date of the shareholders' meeting approving the offering of newly issued ordinary shares to investors pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement as of 28 December 2022 (and as amended) ("Notification TorJor. 28/2022"). In addition, such offering of the newly issued ordinary shares through private placement is the offering of the newly issued ordinary shares to specific investors at a price not less than 90 percent of the market price, as specified above, does not fall under the restrictions on the sale of shares within the Silent Period pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558. The details are shown in the Capital Increase Report Form (F53-4) (Enclosure 1).

1.3 Name and Information of the person under the private placement and their relationships

The person who will be offered and allocated the newly issued ordinary shares, whether once or several times at the amount not exceeding 25,000,000 shares namely:

(1) Mr. Chaiwat Phithaktum

Name	:	Mr. Chaiwat Phithaktum
Address	:	793/3 Nakhon Chai Si Road, Thanon Nakhon Chai Si Subdistrict, Dusit District Bangkok 10300
Experience	:	Investor and Director of Light Corporate Company Limited.

Relationship with the Company	:	<p>There is no relationship with the Company Under the Capital Market Supervisory Board Notification No. 21/2008 regarding the Criteria for Connected Transactions.</p> <p>Number of shares held in the Company (as of 24 February 2025): No shares held in the Company.</p> <p>Number of newly issued shares allocated in this round: 15,000,000 shares.</p> <p>Number of shares held after the allocation of newly issued ordinary shares: 15,000,000 shares, representing 5.08 % of the Company's issued and paid-up shares after the capital increase for the private placement in this round.</p> <p>(Paid-up registered capital = 270,000,000 shares + the PP portion in this issuance = 25,000,000 shares, resulting in the total issued and paid-up shares of the company after this capital increase for the private placement = 295,000,000 shares)</p>
Relationship with the directors, executives, major shareholders of the Company	:	<p>No relationship with the directors, executives or major shareholders of the Company.</p>

(2) Mr. Phurit Wongkham

Name	:	Mr. Phurit Wongkham
Address	:	793/3 Nakhon Chai Si Road, Thanon Nakhon Chai Si Subdistrict, Dusit District Bangkok 10300
Experience	:	Investor and Director of Light Corporate Company Limited.
Relationship with the Company	:	<p>There is no relationship with the Company Under the Capital Market Supervisory Board Notification No. 21/2008 regarding the Criteria for Connected Transactions.</p> <p>Number of shares held in the Company (as of 24 February 2025): No shares held in the Company.</p> <p>Number of newly issued shares allocated in this round: 10,000,000 shares.</p> <p>Number of shares held after the allocation of newly issued ordinary shares: 10,000,000 shares, representing 5.08 % of the Company's issued and paid-up shares after the capital increase for the private placement in this round.</p> <p>(Paid-up registered capital = 270,000,000 shares + the PP portion in this issuance = 25,000,000 shares, resulting in the total issued and paid-up shares of the company after this capital increase for the private placement = 295,000,000 shares)</p>

Relationship with the directors, executives, major shareholders of the Company	:	No relationship with the directors, executives or major shareholders of the Company.
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1.4 The allocation and offering method

The Company will allocate the newly issued ordinary shares of Company, whether once or several times, at the amount not exceeding 25,000,000 shares with the par value of 0.50 Baht per share through private placement by offering to 2 investors, namely: **(1) Mr. Chaiwat Phithaktum (2) Mr. Phurit Wongkham** (collectively referred to as the "Investors").

In this regard, such issuance of newly issued ordinary shares through private placement is an offering of shares in which the shareholders' meeting resolved to appoint the Board of Directors of the Company to determine the offering price based on the market price, with the market price is calculated based on the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand for not less than 7 consecutive business days prior, but not more than 15 consecutive business days before the date set for the offering price of the shares, pursuant to the resolution of the Company's Board of Directors of the Company (The market price will be calculated to 4 decimal places. However, if the fifth decimal place has a value of 5 or more, it will be rounded up). In the event that the Board of Directors of the Company deems it appropriate, considering the best benefits of the Company, the Board of Directors of the Company may determine the offering price with a discount, but not exceeding 10 percent of the aforementioned market price (In other words, the offering price to the investors must not be lower than 90 percent of the market price) and the offering price of the newly issued ordinary shares not be lower than the par value of the Company's shares. In this regard, the offering of additional ordinary shares to the Investors must be completed within the timeframe approved by the shareholders' meeting, but no later than 3 months from the date the shareholders' meeting passes the resolution approving the offering of the newly issued shares and no later than 12 months from the date of the shareholders' meeting approving the offering of newly issued ordinary shares to investors pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2022 Re: Permission for Listed Companies to Offer Newly Issued Shares through Private Placement as of 28 December 2022 (and as amended) ("Notification TorJor. 28/2022"). In addition, such offering of the newly issued ordinary shares through private placement is the offering of the newly issued ordinary shares to specific investors at a price not less than 90 percent of the market price, as specified above, does not fall under the restrictions on the sale of shares within the Silent Period pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558.

1.5 Conditions for entering into the transaction

After the issuance and allocation of the company's additional ordinary shares to the aforementioned investors, the investors will hold **8.47** of the total issued shares of the company (following the registration of the company's paid-up capital increase). The investors do not have any related persons holding shares in the company that would trigger the requirement to aggregate securities holdings for a tender offer for all of the company's securities. Specifically, there are no other persons with relationships or concert party arrangements, under Section 258 of the Securities and Exchange Act B.E. 1992 (as amended), nor any nominee shareholders. Therefore, the investors are not required to make a tender offer for all of the company's securities as their acquisition does not yet reach 25% of the company's total voting rights, in accordance with the Capital Market Supervisory Board Notification No. TorJor. 12/2011 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, dated May 13th, 2011 (as amended).

1.6 Shareholding proportion before and after the transaction

The offering of newly issued ordinary shares to specific investors under this private placement scheme will result in the following shareholding proportions before and after the transaction.

NO.	As of the date 24 February 2025			Shareholding proportion after the capital increase PP	
	ผู้ถือหุ้น	จำนวนหุ้น (หุ้น)	ร้อยละ	จำนวนหุ้น (หุ้น)	ร้อยละ
1	Mrs.Maneewan Akkrabunyapath	60,000,000	22.22	60,000,000	20.33
2	Mr. Trisith Akkrabunyapath	60,000,000	22.22	60,000,000	20.33
3	Mr. Thaseth Akkrabunyapath	58,056,900	21.50	58,056,900	19.68
4	Mr. Chaiwat Phithaktum	-	-	15,000,000	5.08
5	Mr. Phurit Wongkham	-	-	10,000,000	3.39
6	Mr. Ongard Rattanasirimontri	4,603,900	1.70	4,603,900	1.56
7	Mr. Tarong Hutajutha	4,453,900	1.64	4,453,900	1.51
8	Miss Viphalee Watjanapinyo	3,449,000	1.27	3,449,000	1.17
9	Miss Pimonrat Temjitphakdee	3,402,200	1.26	3,402,200	1.15
10	Mr. Arkkrawat Chantadansuwan	2,930,000	1.08	2,930,000	1.00
11	Miss Sirirat Nitiwattanawong	2,806,200	1.03	2,806,200	0.95
12	Other	70,297,900	26.08	70,297,900	23.85
Total		270,000,000	100.00	295,000,000	100.00

2. Purposes of the share Issuance and utilization plan

The Company plans to use the proceeds received from this issuance shares as follows:

Objective to utilizing proceeds	Approximate amount (baht)	Timeframe for the funds to be used
To be used as working capital for the business and to enhance the Company's financial liquidity.	Not less than 35,000,000 Baht	Within year 2025
Total	Not less than 35,000,000 Baht	

Remark :

- (1) The investment amount and the period for utilizing the aforementioned funds are initial estimates and are subject to uncertainty. Additionally, the utilization of these funds may be adjusted. In this regard, it depends on the amount of capital the Company will be able to raise in the future from the allocation of newly issued ordinary shares issued and offered through private placement, as well as the conditions, details, and necessities of each situation, which may change.
- (2) The aforementioned capital amount is determined based on the par value, which is the minimum price at which the Company can issue and offer the shares for sale. However, this capital amount may be subject to change depending on the market price on the date the newly issued ordinary shares are offered and sold.

3. Information regarding the potential impact of the capital increase or allocation of the newly issued ordinary shares through private placement and the value that shareholders receive compared to the impact on shareholders' voting rights

3.1 Information regarding the potential impact of the capital increase or allocation of the newly issued ordinary shares through private placement

In the case the investor subscribes for the entire allocation of the newly issued ordinary shares through private placement, as follows:

(1) Mr. Chaiwat Phithaktum

(2) Mr. Phurit Wongkham

the newly issued ordinary shares allocated through private placement at the amount not exceeding 25,000,000 shares. The potential impact on the existing shareholders of the Company from the offering and allocation of the newly issued ordinary shares is detailed as follows

3.1.1 Price Dilution after the offering of the newly issued ordinary shares through private placement

Formula: (Market price before the offering – Market price after the offering) / Market price before the offering

By

$$\begin{aligned}
 \text{Market price before the offering} &= 1.4295 \text{ Baht/Shares} \\
 \text{Market price after the offering} &= \frac{[(\text{Market price before the offering} \times \text{Number of paid-up shares}) + (\text{Offering price} \times \text{Number of shares offered})]}{(\text{Number of paid-up shares} + \text{Number of shares offered})} \\
 &= \frac{[(1.4295 \times 270,000,000) + (1.40 \times 25,000,000)]}{(270,000,000 + 25,000,000)} \\
 &= \frac{(385,965,000 + 35,000,000)}{295,000,000} \text{ Baht/Shares} \\
 &= \frac{420,965,000}{295,000,000} \text{ Baht/Shares} \\
 &= 1.4270 \text{ Baht/Shares} \\
 \text{Price Dilution} &= \frac{(1.4295 - 1.427)}{1.4295} \% \\
 &= 0.17 \%
 \end{aligned}$$

There is a price impact on existing shareholders not exceeding 0.17%.

3.1.2 Impact on the voting rights of other existing shareholders (Control Dilution)

Formula: Previous voting rights proportion – Voting rights of the new shares

By

$$\begin{aligned}
 \text{Previous voting rights of other shareholders} &= 100\% \text{ of the total voting rights} \\
 \text{Voting rights of the new shares} &= \frac{\text{Voting rights of other existing shareholders}}{(\text{Previous voting rights} + \text{Voting rights of the shares offered in this issuance})} \\
 &= \frac{270,000,000 \text{ shares}}{(270,000,000 + 25,000,000) \text{ shares}} \\
 &= \frac{270,000,000}{295,000,000} \text{ shares} \\
 &= 91.53 \% \\
 \text{ดังนั้น Control Dilution} &= 100 - 91.53 \% \\
 &= 8.47 \%
 \end{aligned}$$

It is expected to impact shareholders' voting rights, reducing them by 8.47%

3.2 The value received by shareholders compared to the impact on shareholders' voting rights

Comparing the benefits that shareholders will receive from the offering of the newly issued ordinary shares through private placement with the impact on shareholders' voting rights as aforementioned, the Company regard that the said offering of newly issued ordinary shares will provide greater benefits to shareholders than the impact of any potential decrease in the share price or shareholders' voting rights because the Company will receive fund not less than 35.00 million Baht to be used as a funding source to support the Company's operational plans. This will strengthen both the Company's financial structure and its long-term debt-to-equity ratio, as well as enhance financial flexibility for future investments in projects, ultimately benefiting all shareholders.

4. Shareholders' rights to oppose the offering of the newly issued ordinary shares through private placement

Since the issuance of the newly issued ordinary shares to specific investors under this private placement does not constitute an offering of new shares at a price below 90 percent of the market price, as per the criteria pursuant to the Notification No. TorJor 28/2022. Therefore, shareholders do not have the right to vote in opposition (Veto Right) 10 percent of the total votes of shareholders who attend the meeting and have the right to vote. This transaction must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote.

5. Opinion of the Board of Directors of the Company on the Issuance, offering, and allocation of newly issued shares

5.1. Reasons, necessity of the capital increase, and the reasonableness for the capital increase

The Board of Directors of the Company opinioned that capital increase and allocation of the newly issued ordinary shares in this instance will help enhance liquidity in business operations and provide working capital for the Company. The Company will have increased liquidity from the working capital received from the capital increase not less than 35.00 million Baht and will have sufficient funds to operate the business. This will also enhance the strength and stability of the Company's financial position. This will enable the Company to build a stable and sustainable revenue base in whether the short and long term. Therefore, the Company requires this capital increase.

5.2. The possibility of the fund utilization plan and the sufficiency of funding sources

The Company expects to proceed with the issuance and offering of the newly issued shares to investors and to receive funds from the offering of the newly issued shares all of which are expected to be completed within 12 months from the date the shareholders' meeting has resolve to approve the offering of newly issued shares in accordance with the period according to Notification No. TorJor 28/2022, and as approved by the Shareholders' meeting. However, if the Company does not receive funds from this capital increase, it may result in the Company losing the opportunity to strengthen its liquidity and working capital for its operations.

5.3. The reasonableness for the capital increase and the sufficiency of funding sources

The Board of Directors of the Company regard that the capital increase is reasonable because the Company does not have other funding sources that can serve as a strong foundation for its core business operations. The capital increase and offering of the newly issued shares through private placement in this instance. It will serve as

a source of capital for the Company, as well as help increase the Company's working capital to enhance financial liquidity and support the regular operations of the Company's core business and related businesses.

5.4. The expected impact on the Company's business operations, as well as its financial position and performance, resulting from the capital increase and the implementation of the capital utilization plan.

The Board of Directors of the Company has considered and regard that the issuance and allocation of the newly issued ordinary shares in this instance will strengthen the Company's financial position, as the Company plans to use the funds raised from the capital increase not less than 35.00 million Baht for the purposes aforementioned detailed, this will benefit the Company by generating stable revenue, as well as serving as working capital and reserves for the Company's current business operations. Therefore, such capital increase will not negatively affect the Company's business operations, financial position, and performance. However, if the Company receives funding from the capital increase less than expected, the planned use of the proceeds may be subject to changes from previously stated.

5.5. The source of pricing determination and suitability of the newly issued shares price offered through private placement

The issuance of the newly issued ordinary shares through private placement is an offering of shares in which the shareholders' meeting resolved to appoint the Board of Directors of the Company to determine the offering price based on the market price, with the market price is calculated based on the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand for not less than 7 consecutive business days prior, but not more than 15 consecutive business days before the date set for the offering price of the shares, pursuant to the resolution of the Company's Board of Directors of the Company (The market price will be calculated to 4 decimal places. However, if the fifth decimal place has a value of 5 or more, will be rounded up). In the event that the Board of Directors of the Company deems it appropriate, considering the best benefits of the Company, the Board of Directors of the Company may determine the offering price with a discount, but not exceeding 10 percent of the aforementioned market price (In other words, the offering price to the investors must not be lower than 90 percent of the market price) and the offering price of the newly issued ordinary shares not be lower than the par value of the Company's shares. In addition, the offering of the newly issued ordinary shares in each instance must be completed within 5 business days from the date that the Board of Directors of the Company resolves to set the offering price of the shares in each instance, and no later than 12 months from the date of the shareholders' meeting approving the offering of shares to investors pursuant to the Notification No. TorJor. 28/2022

5.6. The expected impact to the Company if cannot be fully offer through private placement

If the Company is unable to offer full amount of ordinary shares to specific investors under the private placement for any reason, it may impact the financial strength of the Company. To ensure the success of the proposed utilization plan, the Company may seek funding from other sources, such as loans from investors or financial institutions, and/or the issuance of other financial instruments, as deemed appropriate by the Board of Directors of the Company.

5.7. Reasons and necessity for offering the newly issued ordinary shares through private placement

Each investor is ready for investment, has expertise in investing in a various of businesses including having good financial status and relationships with various business groups. This will allow the Company to receive the

required amount of capital to use in operating the Company's business as well as increasing the potential and confidence in continuing the Company's business operations (Stakeholders) and financial institutions. Therefore, this capital increase will be working capital for the Company's business which the Company to operate business with stability and sustainability.

Therefore, the Board of Directors of the Company regard that the issuance and offering of the newly issued ordinary shares to investors will provide the Company with funds to enhance liquidity in business operations and working capital in the Company by issuing and offering such newly issued ordinary shares, the Company will be able to raise funds within a short period and reduce the burden on existing shareholders in increasing capital. This will result in the Company having better liquidity and operating results. In addition, the Board of Directors of the Company has considered raising funds through other methods, including:

- (1) Capital increase by offering to the public (Public Offering): the Board of Directors of the Company is of the opinion that raising capital through this method takes longer compared to the issuance and offering of newly issued ordinary shares through private placement.
- (2) Issuance of debt instruments or borrowing money: the Board of Directors of the Company is of the opinion that issuing debt instruments or borrowing from financial institutions would result in the Company having more interest-bearing debts and higher financial costs.
- (3) Issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) and/or issuance of transferable subscription rights (TSR). The Board of Directors of the Company believes that funding through this method has limitations due to the uncertain amount of funds to be received.

6. Opinions and reasons of the Board of each Directors of the Company has an opinion that different from the opinion of the shareholder's advisor.

- None -

7. Directors' Testimonials

The Company's Board of Directors hereby affirms that, in the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 (and as amended) and if the performance of such duties causes the Board of Directors of the Company or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (and as amended). In addition, the Board of Directors of the Company hereby certifies that the Board of Directors of the Company has exercised caution in considering and examining information of investors and is of the opinion that such investor is a potential investor that can actually invest in the Company.

8. Opinions of the Audit Committee and/or directors that are different from the opinions of the Board of Directors

The Board of Directors' meeting No. 2/2025 was held on 4 March 2025 with all members of the Audit Committee attending the meeting. The Audit Committee has no different opinions from the opinions of the Board of Directors' meeting.

The Company hereby certifies that the information contained in this report is correct and complete in all respects.



Sincerely yours,



(Mr. Thanaseth Akkrabunyapath)

Chief Executive Officer

The Company's articles of association regarding the Shareholders Meeting and voting Methods.

Shareholders' Meeting

Article 36 : The shareholders' meeting of the company shall be held at the company's head office, a nearby province, or any other location as determined by the Board of Directors or a person authorized by the Board. The meeting may also be conducted through electronic media in accordance with the law governing electronic meetings. In the case of an electronic meeting, the company's head office shall be deemed the meeting venue.

Article 37 : The Board of Directors shall convene an Annual General Meeting of Shareholders within four (4) months from the end of the company's fiscal year. Any shareholders' meeting other than the Annual General Meeting shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting whenever deemed appropriate, or when one or more shareholders holding shares in aggregate of no less than ten percent (10%) of the total number of issued shares submit a written request to the Board to call an Extraordinary General Meeting. Such request must clearly state the matters and reasons for calling the meeting. In such a case, the Board must convene the meeting within forty-five (45) days from the date the request is received.

If the Board fails to convene the meeting within the specified period under paragraph three, the shareholders who submitted the request or other shareholders holding the required number of shares may convene the meeting themselves within forty-five (45) days from the end of the specified period under paragraph three. In such a case, the meeting shall be deemed a shareholders' meeting convened by the Board, and the company shall be responsible for reasonable expenses incurred in organizing the meeting and provide appropriate facilitation.

If it turns out that any shareholders' meeting convened as specified in paragraph four does not form a quorum as required under Article 39, the shareholders under paragraph four shall jointly bear the costs incurred for organizing that meeting.

Article 38 : In the notice of the shareholders' meeting, whether it is an in-person meeting or an electronic meeting, the Board of Directors shall prepare a written notice specifying the venue, date, time, agenda, and the matters to be presented at the meeting, along with sufficient details. It must be clearly stated whether each matter is proposed for acknowledgment, approval, or consideration, together with the Board's opinion on such matters. The notice must be sent to shareholders and the Registrar of Public Companies at least seven (7) days before the meeting date.

The notice must also be published in a newspaper or through electronic media, in accordance with the criteria set by the Registrar of Public Companies, for at least three (3) consecutive days before the meeting date. If a shareholder has expressed a desire or given consent to receive notices or documents via electronic means, the company or the Board may send the meeting notice or supporting documents electronically, in accordance with the criteria set by the Registrar of Public Companies.

In the event that shareholders convene a meeting themselves under Article 37, paragraph four, the shareholders calling the meeting may send the meeting notice to other shareholders via electronic means, provided that those shareholders have previously expressed their intention or given their consent to the company or the Board. This shall be done in accordance with the criteria set by the Registrar of Public Companies.

Article 39 : In a shareholders' meeting, whether conducted in person or through electronic means, there must be no fewer than twenty-five (25) shareholders and proxies (if any) attending the meeting, or no less than half (1/2) of the total number of shareholders, and the total number of shares represented must be no less than one-third (1/3) of the total number of issued shares to constitute a quorum. The meeting must also comply with the laws governing electronic meetings.

In the event that a shareholders' meeting does not achieve a quorum within one (1) hour after the scheduled time, if the meeting was convened at the request of shareholders, the meeting shall be canceled. If the meeting was not convened at the request of shareholders, a new meeting shall be scheduled, and a meeting notice must be sent to shareholders no less than seven (7) days before the new meeting date. In this subsequent meeting, a quorum is not required.

Article 40 : In a shareholders' meeting, a shareholder may appoint a proxy to attend the meeting and vote on their behalf. The proxy appointment must be made in writing, signed by the shareholder, and follow the format prescribed by the Registrar of Public Companies. The proxy form must be submitted to the Chairman of the Board or a person designated by the Chairman at the meeting venue before the proxy attends the meeting. The proxy form must include at least the following details:

- (1) The number of shares held by the shareholder granting the proxy;
- (2) The name of the proxy;
- (3) The meeting session for which the proxy is appointed to attend and vote.

The proxy appointment mentioned in the first paragraph may also be conducted electronically, provided that secure and reliable methods are used to ensure that the proxy appointment is made by the shareholder, in accordance with the criteria set by the Registrar of Public Companies.

Article 41. The shareholders' meeting shall proceed according to the agenda specified in the meeting notice unless the meeting resolves to change the order of the agenda with a vote of no less than two-thirds (2/3) of the shareholders present at the meeting. Once the meeting has considered all matters specified in the meeting notice, shareholders holding no less than one-third (1/3) of the total issued shares may request the meeting to consider other matters not included in the meeting notice. If the meeting is unable to conclude its consideration of the matters listed in the agenda or additional matters proposed by shareholders and it is necessary to adjourn, the meeting shall determine the place, date, and time for the next meeting. The Board of Directors shall then send a written notice specifying the place, date, time, and agenda for the subsequent meeting to shareholders at least seven (7) days before the meeting date. Additionally, the meeting notice shall be published in a newspaper or through electronic media, in accordance with the criteria set by the Registrar of Public Companies, for at least three (3) consecutive days before the meeting date.

Article 42 : The Chairman of the Board shall preside over the shareholders' meeting. In the event that the Chairman is absent or unable to perform the duties, if there is a Vice Chairman, the Vice Chairman shall act as the Chairman of the meeting. If there is no Vice Chairman or if the Vice Chairman is unable to perform the duties, the shareholders present at the meeting shall elect one of the shareholders to act as the Chairman of the meeting.

Article 43 : In voting, each shareholder shall have votes equal to the number of shares they hold, with one (1) share corresponding to one (1) vote. Voting shall be conducted openly unless no fewer than five (5) shareholders request a secret ballot and the meeting resolves accordingly. The method of conducting a secret ballot shall be as determined by the Chairman of the meeting.

Article 44 : Resolutions of the shareholders' meeting shall require the following votes:

1. For general matters: A majority vote of the shareholders present and voting. In the case of a tie, the Chairman of the meeting shall have a casting vote.
2. For the following matters: A vote of no less than three-fourths (3/4) of the total votes of shareholders present and eligible to vote:
 - (a) The sale or transfer of all or a significant part of the company's business to another party.
 - (b) The purchase or acceptance of the transfer of another company's or private company's business to the company.
 - (c) The execution, amendment, or termination of contracts relating to the lease of all or a significant part of the company's business, the delegation of another party to manage the company's business, or the merger of the company with another party with the objective of sharing profits and losses.

- (d) Amendments to the company's memorandum of association or articles of association.
- (e) An increase or reduction of capital and the issuance of debentures.
- (f) The merger or dissolution of the company.

Article 45 : The following matters shall be addressed at the Annual General Meeting of Shareholders:

- (1) Acknowledgement of the Board of Directors' report on the company's business operations for the past year.
- (2) Consideration and approval of the balance sheet or statement of financial position and the profit and loss statement as of the end of the company's fiscal year.
- (3) Consideration and approval of profit allocation and dividend payment.
- (4) Consideration and election of new directors in place of those retiring by rotation and determination of directors' remuneration.
- (5) Consideration and appointment of the auditor and determination of the auditor's fees.
- (6) Other matters.

Definition and qualifications of independent directors.

The Company has elected independent directors based on qualifications criteria in according to the Public Limited Companies Act. of 2535, Securities and Exchange Act., Stock Exchange Commission regulations, as well as related laws and regulations. The Company are required to have at least one-third independent director and not less than three independent directors.

Qualifications of Independent Directors

1. Hold shares not exceeding one percent (1%) of the total voting shares of the Company, including shares in the parent company, subsidiary companies, associated companies, major shareholders, or controlling persons. This includes counting the shares held by related parties of that independent director.
2. Not be or have been a director involved in managing the Company, an employee, consultant receiving a regular salary, or a controlling person of the Company, parent company, subsidiary companies, associated companies, subsidiaries of the same hierarchy, major shareholders, or controlling persons of the Company, unless exempted from having such attributes for at least two (2) years prior to the submission of the application to the office. This prohibition does not apply in cases where the independent director has previously been a government official or consultant to a government agency that is a major shareholder or controlling person of the Company.
3. Not be a person with blood relations or registered relationships, such as parents, spouse, siblings, children, including the spouse of the children, of another director, executive, major shareholder, controlling person, proposed director, executive, or controlling person of the Company or subsidiary company.
4. Not have or have had business relationships with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons in a manner that may interfere with the independent exercise of judgment, including not being or having been a shareholder with interests or a controlling person related to individuals with business relationships with the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons, unless exempted from having such attributes for at least two (2) years prior to the submission of the application to the office.

Business relationships as referred to in paragraph one include regular commercial transactions conducted for business purposes, renting or leasing real estate, transactions related to assets or services, providing or receiving financial assistance through loans, guarantees, providing assets as collateral for debts, and similar transactions that result in the Company or the contracting party

incurring liabilities to the other party amounting to at least three percent (3%) of the Company's net tangible assets or twenty (20) million baht and above, whichever is lower.

Moreover, the calculation of the aforementioned liabilities shall be in accordance with the method of calculating the value of interrelated transactions as announced by the Securities and Exchange Commission's criteria for interrelated transactions. While allowing for flexibility, when considering such liabilities, include liabilities that occurred within one (1) year before the business relationship with the same individual.

5. Not be or have been an auditor of the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company, and not be a shareholder with interests, a controlling person, or a shareholder of the accounting office featuring the auditor of the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons, unless exempted from having such attributes for at least two (2) years prior to the submission of the application to the SEC.
6. Not be or have been a professional service provider, including providing legal or financial consulting services, that received fees exceeding two (2) million baht per year from the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons, and not be a shareholder with interests, a controlling person, or a shareholder of that professional service provider, unless exempted from having such attributes for at least two (2) years prior to the submission of the application to the SEC.
7. Not be a director appointed to represent the directors of the Company, major shareholders, or shareholders associated with major shareholders.
8. Not engage in a business with the same nature and in competition with the operations of the Company or its subsidiaries, not be a beneficial owner of partnership interests, or be a managing director, employee, consultant receiving regular salaries, or hold shares exceeding one percent (1%) of the total voting rights of other companies engaging in the same nature of business and competing with the operations of the Company or its subsidiaries.
9. Not have any other characteristics that would hinder the ability to give independent opinions regarding the Company's operations. Independent directors may be appointed by the board to make decisions about the operations of the Company, parent company, subsidiaries, associated companies, same-tier subsidiaries, major shareholders, or controlling persons, with decisions made in a collective decision-making format.

In cases where the individual seeking appointment as an independent director has or has had business relationships or provided professional services exceeding the prescribed value in paragraphs 4 or 6, the Company shall arrange for the Board of Directors to confirm that they have considered the principles

in Article 89/7 and found that the appointment of the individual does not impact their duties and independent opinions. The Company shall disclose the following information in the shareholder meeting invitation for the appointment consideration of independent directors.

- (a) Business relationships or professional service arrangements that lead to the individual not meeting the prescribed criteria.
- (b) Reasons and necessity for retaining or appointing the individual as an independent director.
- (c) The Board of Directors' opinions on proposing the appointment of the individual as an independent director.

**List of independent directors proposed by the company to
act as proxies from shareholders**

1. Dr.Tachanun Kangwantrakool

Tenure as : Chairman of the Audit Committee
Chairman of the Risk Management Committee
Chairman of the Corporate Governance and Sustainability Committee
and Independent Director

Age : 56 years

Nationality : Thai

Address : 95/75 Kanchanaphisek Road, Bang Khu Wiang Subdistrict, Bang Kruai District,
Nonthaburi Province, 11130



Conflict of Interest in the Proposed Agenda: None

2. Mr.Kraingsak Buanoom

Tenure as : Director/ Chairman of the Nomination and Remuneration Committee/
and Independent Director

Age : 48 years

Nationality : Thai

Address : 86/287 Bang Phlap Subdistrict, Pak Kret District, Nonthaburi
Province, 11120



Conflict of Interest in the Proposed Agenda: None

(ติดอากรแสตมป์ 20 บาท)

หนังสือมอบฉันทะ (แบบ ข.)

Enclosures (9)

Stamp Duty 20 Baht

PROXY FORM B

เลขทะเบียนผู้ถือหุ้น _____

เขียนที่ _____

Shareholders' Registration No.

Place

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month B.E.

- (1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____ ถนน _____
ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
รหัสไปรษณีย์ _____

I/We _____ Nationality _____ Residing at No _____

Road _____ Sub-district _____
District _____

Province _____ Post Code _____

- (2) เป็นผู้ถือหุ้นของบริษัท อิทธิฤทธิ์ ไนซ์ คอร์ปอเรชั่น จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียง
ลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

1. หุ้นสามัญ _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

2. หุ้นบุริมสิทธิ _____ หุ้นและออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

Being a shareholder of Itthirit Nice Corporation Public Company Limited holding _____ share(s) and
have the rights to vote equal to _____ vote(s)

1. Ordinary share of share(s) and have the rights to vote equal to _____ vote(s)

2. Preferred share of _____ share(s) and have the rights to vote equal to _____ vote(s)

- (3) ขอมอบฉันทะให้

hereby appoint any of the followings:

- ☐ (1) _____ อายุ _____ ปี อยู่บ้านเลขที่ _____ ถนน _____
ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Name _____ age _____ years Residing at No. _____
Road _____ Subdistrict _____ District _____ Province _____
Post Code _____

หรือ/or

- ☐ (2) ดร.ทชันทน์ กังวานตระกูล อายุ 56 ปี อยู่บ้านเลขที่ 95/75 ถนนกาญจนาภิเษก ตำบลบางคูเวียง อำเภอบางกรวย จังหวัดนนทบุรี
รหัสไปรษณีย์ 11130

Name Dr. Tachanun Kangwantrakool age 56 years Residing at No. 95/75 Karnchanapisek Road Sub district Bangkhuiwang
District Bangkrui Province Nonthaburi Post Code 11130

หรือ/or

- ☐ (3) นายเกรียงศักดิ์ บัวน้อม อายุ 48 ปี อยู่บ้านเลขที่ 86/287 ตำบลบางพลับ อำเภอปากเกร็ด จังหวัดนนทบุรี รหัสไปรษณีย์ 11120
Name Mr. Kraingsak Buanoom age 48 years Residing at No. 86/287 Sub district Bangphlap District Pakkret Province
Nonthaburi Post Code 11120

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the
other independent directors shall be appointed as the proxy in replacement.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ซึ่งจัดขึ้นในวันอังคาร ที่ 22 เมษายน 2568 เวลา 09.00 น. ณ ห้องประชุมฉวีวรรณ บริษัท อิททรีทรี ไนซ์ คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 89/18-19 หมู่ที่ 5 ตำบลพันท้ายนรสิงห์ อำเภอเมืองสมุทรสาคร จังหวัดสมุทรสาคร 74000 หรือที่แจ้งเลื่อนไปในวัน เวลา สถานที่ด้วย โดยกรรมการอิสระผู้รับมอบฉันทะไม่มีส่วนได้เสียในทุกวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2568

A single individual shall be my representative to attend the meeting and cast votes on my behalf. for the 2025 Annual General Meeting of Shareholders. Scheduled to be held on Tuesday, April 22, 2025 at 09:00 a.m. At Maneewan Meeting Room, ITTHIRIT NICE CORPORATION PLC., No. 89/18-19 Moo 5, Phanthai Norasing Mueang Samut Sakhon, Samut Sakhon Province 74000 or at any other date, time, or location to which the meeting may be postponed. The independent proxy holder has no vested interest in any agenda item proposed at the Annual General Meeting of Shareholders for the year 2025.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this Meeting as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2567 และแผนงานการดำเนินงานในอนาคต

Agenda 1 To acknowledge the Company's operating results for the year 2024 and its business plan in the future

วาระที่ 2 พิจารณานุมัติงบการเงินของบริษัท สำหรับรอบบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 2 To consider and approve the Company's financial statements for the year ended 31 December 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	vote(s)	Disapprove	vote(s)	Abstain	vote(s)

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิประจำปี 2567 ไว้เป็นทุนสำรองตามกฎหมาย และจ่ายเงินปันผลจากการดำเนินงานประจำปี 2567

Agenda 3 To consider and approve the allocation of the net profit for the fiscal year 2024 as a legal reserve and the dividend payment based on the Company's 2024 operating results.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	vote(s)	Disapprove	vote(s)	Abstain	vote(s)

วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation.

4.1 ดร.รณชิต มัทธนะพฤทธิ์ / Dr. Ronnachit Mahattanapreut

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

4.2 นายธนเสฏฐ์ อัครบุญญาพัฒน์ / Mr.Thanaseth Akkrabunyapath

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

4.3 นายไตรสิทธิ์ อัครบุญญาพัฒน์ / Mr.Trisith Akkrabunyapath

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัท ประจำปี 2568

Agenda 5 To consider and approve the remuneration of directors for the year 2025.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568

Agenda 6 To consider and approve the appointment of auditor and fix his/her remuneration for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ 7 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 12,500,000 บาท จากทุนจดทะเบียนเดิม 135,000,000 บาท เป็นทุนจดทะเบียนใหม่จำนวน 147,500,000 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 25,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement: PP) คิดเป็นร้อยละ 8.47 ของทุนชำระแล้วของบริษัท

Agenda 7 To Consider and approve the registered capital increase of the Company in the amount of 12,500,000 Baht, increasing the registered capital from the original 135,000,000 Baht to a new registered capital of 147,500,000 Baht, through the issuance of 25,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons, representing 8.47 percent of the Company's paid-up capital.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote(s) | Disapprove vote(s) | Abstain vote(s) |

วาระที่ 8 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท และการมอบอำนาจที่เกี่ยวข้อง

Agenda 8 To Consider and approve the amendment of Article 4 of the Company's Memorandum of Association to align with the registered capital increase and related authorizations.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote(s) | Disapprove vote(s) | Abstain vote(s) |

วาระที่ 9 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวนไม่เกิน 25,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อเสนอขายแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement : PP)

Agenda 9 To consider and approve the allocation of the Company's newly issued ordinary shares, not exceeding 25,000,000 shares, with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve vote(s) | Disapprove vote(s) | Abstain vote(s) |

วาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)

Agenda 10 Other matters (if any).

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐

เห็นด้วย

เสียง

Approve

☐

ไม่เห็นด้วย

เสียง

Disapprove

☐

งดออกเสียง

เสียง

Abstain

vote(s)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้รับความสะดวกในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action of the proxy holder performed at the Meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed as my/our act.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the Meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form B provided.

3. บริษัทมีการเก็บรวบรวม ใช้ หรือเปิดเผยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) สำหรับการให้บริการตามความประสงค์ของท่าน ซึ่งการดำเนินการดังกล่าวเป็นไปเพื่อความจำเป็นในการปฏิบัติตามสัญญา และเป็นไปตามวัตถุประสงค์ของสัญญา โดยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) ถือได้ว่าเป็นข้อมูลส่วนบุคคลอันได้รับความคุ้มครองตามพระราชบัญญัติคุ้มครองข้อมูลส่วนบุคคล พ.ศ.2562 โดยสามารถอ่านนโยบายและแนวทางปฏิบัติเกี่ยวกับการคุ้มครองข้อมูลส่วนบุคคลได้ที่ www.itthi.co.th

The Company collects, uses, or discloses your personal information and that of others you have provided (if any) for the purpose of providing services according to your preferences. These actions are necessary for fulfilling contractual obligations and align with the objectives of the contract. Your personal information and that of others you have provided (if any) are considered protected personal data under the Personal Data Protection Act B.E. 2562. You can review the privacy policy and practices related to personal data protection at www.itthi.co.th

4. ในกรณีนี้ ข้าพเจ้ารับทราบและยินยอมให้บริษัทดำเนินการได้ตามที่แจ้งข้างต้น รวมทั้งรับรองว่าบุคคลอื่นที่ข้าพเจ้าได้ให้ข้อมูลส่วนบุคคลแก่บริษัท ได้รับทราบและยินยอมด้วยเช่นกัน

In this regard, I acknowledge and consent to allow the company to proceed as mentioned above. Furthermore, I certify that other individuals to whom I have provided personal information have also been informed and have given their consent accordingly

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment of the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อิทธิฤทธิ์ ไนซ์ คอร์ปอเรชั่น จำกัด (มหาชน)

Proxy granted on behalf of a shareholder of Itthirit Nice Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ของบริษัท อิทธิฤทธิ์ ไนซ์ คอร์ปอเรชั่น จำกัด (มหาชน) ซึ่งจัดขึ้นในวันอังคาร ที่ 22 เมษายน 2568 เวลา 09.00น. ณ ห้องประชุมฉนวนวรรณ บริษัท อิทธิฤทธิ์ ไนซ์ คอร์ปอเรชั่น จำกัด (มหาชน) เลขที่ 89/18-19 หมู่ที่ 5 ตำบลพันท้ายนรสิงห์ อำเภอเมืองสมุทรสาคร จังหวัดสมุทรสาคร 74000 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่อื่นด้วย

At the 2025 Annual General Meeting of Shareholders of Itthirit Nice Corporation Public Company Limited, held on Tuesday, April 22, 2025 at 09:00 a.m. at Maneewan Room, ITTHIRIT NICE CORPORATION PUBLIC COMPANY LIMITED, No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon Province 74000 or at any other date, time, or location to which the meeting may be postponed.

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject : _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
vote(s)	vote(s)	vote(s)

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject : _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
vote(s)	vote(s)	vote(s)

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject : _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
vote(s)	vote(s)	vote(s)

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject : _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่ _____ เรื่อง _____

Agenda No. _____ Subject : _____

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหน้าสื่อมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

Guideline for the registration, appointment of proxy,

documents and evidences to be presented on the meeting date

The Registration

The Company will allow the shareholders and proxies to register to attend the meeting from 09.00 a.m. onwards on Tuesday, 22 April, 2025, At Maneewarn Room, ITTHIRIT NICE CORPORATION PUBLIC COMPANY LIMITED, No. 89/18-19 Moo 5, Phanthalai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000. The location is as shown on the location map, as per **Enclosures (11)**

The appointment of proxy

In case a shareholder cannot attend the meeting in person, the shareholder can appoint a person as his/her proxy to attend the meeting and vote on his/her behalf. The Company has provided 1 proxy forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce, Form B have been enclosed together with this invitation letter, as per in **Enclosures (8)**. In addition, shareholders can download proxy form B from the Company's website at <https://www.itthi.co.th/>. The features of each Proxy Form B: is an explicit form that sets out specific details of authorization. .

The appointment of proxy can be done as follows:

1. General shareholders may choose to use either Proxy Form B. In any case, only one type of the proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B, and specify the voting for each agenda.
2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper shall choose to use Proxy Form C.
3. A shareholder who appoints a proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. A shareholder can appoint any person to be his/her proxy as he/she wishes, or appoint an independent director of the Company whose details are shown in **Enclosures (7)** to be his/her proxy. If the shareholders choose to appoint an independent director of the Company to be his/her proxy, the Company recommends the shareholder to use Proxy Form B, indicating the vote on each agenda item, and submitting the proxy form with supporting documents by April 10, 2025

Company Secretary Office

ITTHIRIT NICE CORPORATION PUBLIC COMPANY LIMITED,

No. 89/18-19 Moo 5, Phanthal Norasing, Mueang Samut Sakhon Samut Sakhon 74000

Tel : 034-872-577 ต่อ 901 Fax : 034-872-566

Email : cs@lighttrio.com

5. A proxy form must be correctly and clearly filled out, signed by the grantor and the proxy, and affixed with Baht 20 stamp duty, which must be crossed and dated upon appointment of the proxy.
6. To attend the meeting, a proxy must present a proxy form and supporting documents as specified in 'Documents to be presented on the meeting date' at document verification desk on the meeting date.

Documents to be presented on the meeting date

Individuals

1. In case the shareholders attend the meeting in person:

The shareholder is required to present his/her valid Thai national ID card or government identification card, driving license or passport (in case of foreign shareholders). In case of name or surname change, documentary evidence to such effect must also be presented.

2. In case a shareholder appoints a proxy to attend:

It is required to present the following documents:

- 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
- 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy by the grantor.
- 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy

Juristic Persons

1. In the case the authorized representative of the shareholders attend the meeting in person: It is required to present the following documents:

- 1) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
- 2) Copy of an affidavit of the shareholder, certified and issued by the Ministry of Commerce and certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.

2. In the case the shareholders appoint the proxy to attend the meeting: It is required to present the following documents:

- 1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
- 2) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
- 3) Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy.
- 4) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce and certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.

3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:

3.1 Documents form custodian

- 1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.

- 2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
- 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian no more than 6 months, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
- 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

3.2 Documents from foreign investor shareholder

- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative no more than 6 months, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

3.3 Documents from proxy

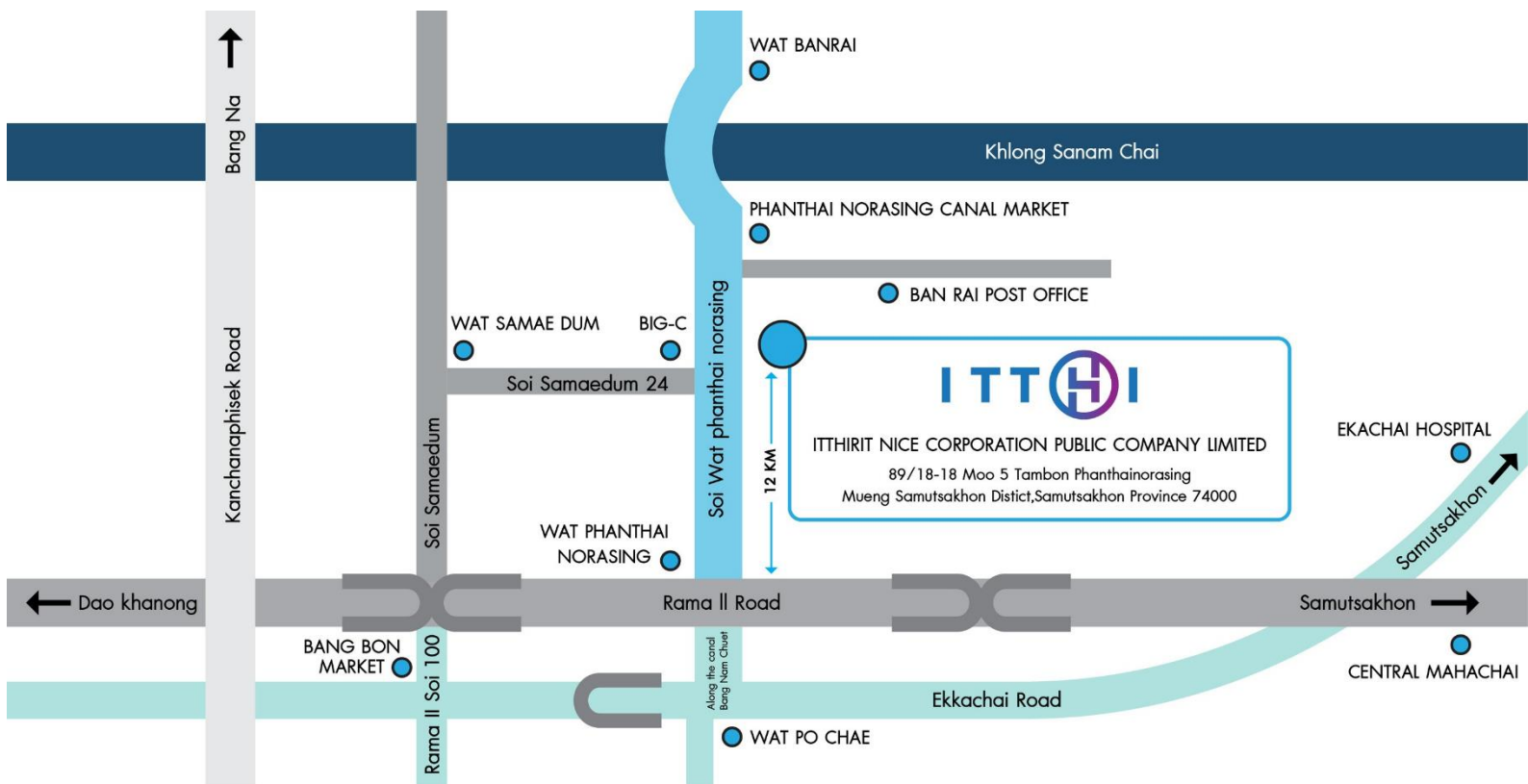
- 1) It is required to presented Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the proxy.

Map of the meeting venue

On Tuesday 22 April 2025 at 9.00 a.m.

At Maneewan Room, ITTHIRIT NICE CORPORATION PUBLIC COMPANY LIMITED

No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000



Minutes of the 2024 Annual General Meeting of Shareholders
Of
Itthirit Nice Corporation Public Company Limited

Date, time and place of the meeting

The 2024 Annual General Meeting of Shareholders (“ **Meeting** ”) of Itthirit Nice Corporation Public Company Limited (“ **the Company** ”) held on Tuesday 23 April 2024, at 2:00 p.m. at Maneewan Conference Room of the Company, located at No. 89/18-19 Moo 5, Phanthai Norasing Subdistrict, Muang Samutsakorn District, Samutsakorn Province 74000.

The number of directors attending the Meeting had 9 directors from the total 9 directors.

(The attendance rate of the Meeting was 100 percent of the total number of directors.)

- | | | |
|----|------------------------------------|---|
| 1. | Mr.Ronnachit Mahattanapreu | Chairman of the Board of Directors /Independent Director and Audit Committee |
| 2. | Dr.Tachanun Kangwantrakool | Independent Director/ Chairwoman of Audit Committee /Chairwoman of Corporate Governance and Sustainability Committee and Chairwoman of Risk Management Committee (Attend online meetings) |
| 3. | Dr.Tirasana Sahatsapas | Independent Director/ Audit Committee and Corporate Governance and Sustainability Committee |
| 4. | <u>Mr.Kraingsak Buanoom</u> | Independent Director and Chairman of Nomination and Remuneration Committee |
| 5. | <u>Mr.Thanaseth Akkrabunyapath</u> | Director / Chairman of Executive Committee / Risk Management Committee and Chief Executive Officer |
| 6. | Mr.Trisith Akkrabunyapath | Director / Executive Director / Risk Management Committee / Nomination and Remuneration Committee and Chief Administrative Officer |
| 7. | <u>Ms.Thansita Akkrabunyapath</u> | Director |
| 8. | <u>Ms.Minthita Akkrabunyapath</u> | Director / Executive Director / Nomination and Remuneration Committee / Chief Lighting Business Officer and Company Secretary |
| 9. | <u>Mr.Aekkachai Archaphiphat</u> | Director / Executive Director / Corporate Governance and Sustainability Committee and Chief Financial Officer |

Managements attending the meeting were as follows.

- | | | |
|-----------------|-------------|---|
| 1. Mrs.Oratai | Suebsamran | Executive Committee and Chief Operating Officer |
| 2. Ms.Nada | Phewwiang | Human Resources Manager |
| 3. Mr.Thapanon | Jangchaekum | Acting for Accounting and Finance Manager |
| 4. Ms.Saowaluk | Thongngam | Acting for Sales and Marketing Manager |
| 5. Ms.Nattakarn | Yutikan | Acting for Purchasing Manager |
| 6. Mr.Lersak | Sangthanoo | Acting for Information Technology Manager |

Auditors from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. attending the meeting were as follows

- | | | |
|--------------|-----------------|-------------------|
| 1. Ms.Lasita | Magut | Auditor |
| 2. Ms.Napat | Tangchitvittaya | Assistant Auditor |

The Meeting commenced at 2:00 p.m.

Mr.Ronnachit Mahattanapreu ,Chairman of the Board of Directors of the Company, who acted as Chairman of the Meeting (the “Chairman”), assigned Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the “Moderator”) conducting the Meeting.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the “Moderator”) conducting the Meeting. welcomed the Company’s Management and the shareholders attending the 2024 Annual General Meeting of Shareholders and informed the Company’s guidelines for the Annual General Shareholders’ Meeting and introduce the Company’s Board of Directors and Committees, Management, and the attendees of this meeting.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the “Moderator”) conducting the Meeting. To ensure that the Meeting was conducted under the good governance principles, the MC expound on meeting procedures, as well as the voting methods by using the voting cards provided by the Company at the registration point and the vote counting, as follows:

1. There were 7 from 9 agenda items requiring the votes.
2. Each agenda item was to be considered as specified in the Meeting invitation letter.
3. In casting votes, each shareholder or its proxy shall have voting rights equal to the number of shares held, one vote for each share.
4. The vote to be cast at each agenda item was indicated in the invitation letter and the shareholders would be notified before the voting session of each agenda item.
5. Only against and abstain ballots will be collected. In the case where the shareholders failed to raise their hands, failed to submit the ballots, or submitted ballots after the MC had announced the voting closed, it shall be deemed that such shareholders resolved to approve the matter as proposed by the Chairman. If no shareholders raised their hands, it shall be deemed that the Meeting unanimously resolve to approve the matter as proposed by the Chairman, unless the shareholders, in advance, had voted disapproval or abstention in the proxy forms. In such a case, the Company had already recorded those early votes.

6. In the case where the shareholders had proxies and had indicated their votes for each agenda item, such proxies would not be provided with the voting cards and the votes would be counted as cast by the shareholders in the proxy forms. Proxies appointed under a proxy form in which the appointing shareholders already cast their votes may no longer vote.
7. The shareholders or proxies who had registered their attendance but had not yet voted and were unable to attend the meeting until the adjournment, the Company would ask for their cooperation to return all the voting cards for the remaining agenda items. The votes must be earlier cast, and the voting cards must be returned to the staff members for vote recording of each agenda item.
8. In the case where the shareholders had assigned proxies and had their proxies vote in accordance with the intention of the shareholders as stated in proxy forms, to facilitate the proxies, the Company would record the earlier votes as specified in such proxy forms while the proxies were attending the meeting.
9. At the vote counting of each agenda item, the Company would collect the voting cards, and count the disapproval votes and abstention votes, by deducting them from the total number of shares held by the shareholders who attended the meeting and voted and/or who have voting rights (as the case maybe), at each agenda item. The results of votes of each agenda item would be announced in the Meeting, by separating the number of approval, disapproval, and abstention votes and calculating the percentage of each type of vote.
10. The Company would consider the majority vote of the shareholders who attend the meeting and vote for approval or not, only "approval "and "disapproval" votes will be counted. "Abstention" votes shall not be regarded as the base of vote counting. Considering the agenda 2, 3, 4, 6, which requires a majority vote of the shareholders. Article 44 (1) of the Company's Articles of Association provides that, in the ordinary event, the majority vote of the shareholders who attend the Meeting and cast their votes shall be considered. In the case of an equality of votes, the Chairman of the Meeting shall have an additional vote (1) as a casting vote.
11. Ballots in the following manners, the vote was considered void
 - 11.1 More than one type of vote was cast on the same agenda item except for the votes of foreign proxies who appointed a custodian in Thailand to take custody and depository of their shares.
 - 11.2 Ballots with crossed out and without signature.
 - 11.3 Ballots that are worn out and illegible.The Company would ask the shareholders and proxy to hand it over to the Company's staff at the end of the meeting to verify the votes cast and ensure the transparency of voting.

12. Voting for each agenda item shall be made openly, not a secret ballot. The Company would take all the ballot papers back from the shareholders when the Meeting adjourned to keep as evidence.

The Vote Counting Committee in the Meeting consisted of:

- 12.1. Staff members of OJ International Company Limited (voting system provider); and
- 12.2. A representative of independent shareholders, acting as an independent co-counting person, namely Ms.Radanat Mucharin.

Currently, Itthirit Nice Corporation Public Company Limited has registered capital of Baht 135 million, issued and paid-up ordinary shares of Baht 135 million representing 270,000,000 issued ordinary shares, in aggregate, with a par value of Baht 0.50 per share.

The Company determined the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders, or the Record Date on Tuesday, March 12, 2024.

Today, there were 8 shareholders attending the Meeting, representing a total of 118,125,200 shares, and 21 shareholders attending by proxy, representing a total of 72,693,751 shares, thus totaling 29 attendants, holding altogether 190,818,951 shares or 70.67 percent of total shares. The Company currently has a total of 2,485 shareholders representing a total of 270,000,000 shares, thereby, constituting a quorum as required by the Articles of Association of the Company.

Mr.Ronnachit Mahattanapreu Chairman of the Board of Directors was then invited to commence the Meeting and directed the Meeting to consider the matters by the following agenda:

Agenda 1 To acknowledge the Company's operating results for the year 2023 and its business plan in the future

Mr.Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Mr.Thanaseth Akkrabunyapath, the Directors and Chairman of Executive, to report to the Meeting.

Mr.Thanaseth Akkrabunyapath, the Directors and Chief Executive Officer, informed that the Company prepared the 2023 Annual Report (Form 56-1 One Report) to provide details of the Company's performance results for the year ended 31 December 2023. The details of its report are circulated as Attachment 1 together with the invitation letter in the QR code form.

Further stated the overview business of Itthirit Nice Corporation Public Company Limited for the year 2023 the Company's total income has grown by 93 percent compared to 2022. Total income in 2023 is amount to Baht 440 million and in 2022, total income is amount to Baht 228 million. Although the total income of the Company was increased proportion if considering net profits amount to Baht 23.20 million, growing from 2022 at a rate of 5 percent. The reason why total income in 2023 will grow a lot due to the Company is able to recognize income mainly from government project customers.

Total assets at the end of 2023 totaled Baht 501 million, an increase of 149% from the end of 2022, and the liabilities and shareholders' equity at the end of 2023 increased by the same amount. The reason is due to the Company has raised funds on the stock exchange of Thailand (IPO) in March 2023.

In addition, the Company continues to conduct business in accordance with growth and sustainable development based on the principles of ESG, which brings benefits to society, communities, and the environment in terms of sustainable development that can be concretely realized by the Company. We are committed and focused on the goal of reducing carbon dioxide to zero or Net-Zero, which is considered an important matter related to the environment.

Itthirit Nice Corporation Public Company Limited have been developed and installed the solar panels within the Company. increased in order to save energy and reduce greenhouse gases and to focus on Eco Products, which are the use of materials from production that is environmentally friendly and can be used with maximum efficiency and helps reduce carbon dioxide gas by reducing waste in various processes that occur in operations. Including campaigning for employees to use personal containers that can be reused. To reduce waste and separate various types of waste, whether it is recyclable waste, hazardous waste, wet waste, general waste, within the Company's office and finally, the Company has campaigned for employees to reduce electricity use within the Company, including turning off lights or equipment related to fire when not in use or during work breaks.

The Company also conducts business under the vision and business practices with responsibility and sustainable environmental management. The goal is to reduce greenhouse gases and manage the environment in a balanced way. In 2023, the Company supported the planting of trees to increase green areas in the forest under the concept of "ITTHI GOING GREEN", which the project will be carried out in a sustainable manner. continuously

and the Company places great importance on the anti-fraud and corruption policy. The Company also focuses on operations in such matters. In every process of operational business, there will be transparency and auditability, and there will be no conflicts of interest arising with the Company.

During the past year 2023, the Company's Board of Directors considered and approved the anti-fraud and corruption policy. and the Company's policy for accepting gifts or other benefits (NO GIFT POLICY).

The Company intends to join the Thai Private Sector Collective Action against Corruption (CAC) project and therefore has prepared an anti-fraud and corruption policy and a policy to accept corruption. gift giving or any other benefits of the Company to provide guidelines for conducting business appropriately and covering risks and corruption that cause fraud and corruption in operations. Currently, we are preparing and considering the details of the said project.

In preparing the said anti-corruption and corruption policy, for the Company There are operational criteria for executives and employees to adhere to in a concrete manner according to the principles of good corporate governance.

For the future operation plans, the according to the Company having implemented the goal of emphasizing growth, the Company still maintains the growth of the same product group, whether it be lighting, smart home and Thai innovation lighting by expanding to an increasing number of government project customers. To be able to maintain a higher growth rate.

At present, the Company has a large number of back logs from customers waiting for future revenue recognition in order for the Company to can definitely recognize income. and continuously.

As for future investment plans over the next three years, the Company sees the use of innovation to promote progress. Therefore, there is investment in creating new innovative products, investing in Smart City products and expanding business in agriculture. Investing in smart agricultural innovation It is seen that the agricultural industry will be the new economy of the country. Another product group that the Company sells. Including Smart Office products, which are health products for use. They are Smart Office products designed to respond to work habits or are office supplies that will help increase work efficiency. By bringing technology into use in the growth plan of this new product group It is expected that there will be a goal for the Company. It has an increased sales growth rate of not less than 100 percent in 2024 and in the following years will strive to maintain a continuously increasing growth rate.

Thus, for Agenda 1, this is an agenda to acknowledge the Company's performance report for the year 2023 and future operations plans. Therefore, there is no need to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the “Moderator”) conducting the Meeting.if any shareholder requests correction or has questions or comments asked to inform the name and surname to the meeting along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

Mr.Chatchawan Dilokworaphat Shareholders attending the meeting in person, amounting to 11,900 shares, inquired about the following information:

Question 1 : I would like to inquire about revenue in 2023 that has grown to 93 percent and net profit margin of 5 percent, which are in the opposite direction, and in the goal in 2024 there is revenue growth at the rate of 100 percent. Mr.Thanaseth Akkrabunyapath Explain further In this issue again

Answer : Mr.Thanaseth Akkrabunyapath_Director Chairman of Executive Committee Risk Management Committee and Chief Executive Officer. He explained to the meeting that the growth in the past year came from new customer groups. The net profit has the opposite direction. Because in the past year There is additional investment in innovation and other costs as the Company entered the stock exchange, therefore, profits decreased and did not keep up with the increase in sales but in the present other expenses that doesn't exist anymore and the growth rate this year has the same direction as last year.

As for this year, the Company expects that there will be 100 percent revenue growth. Last year, the government customer group It has grown at a rate of 93 percent. This year, the currently recognized sales figures reflect that at the end of this year the Company will grow at a rate of 100 percent because of the government customer group that makes the Company grew its number at a rate of 93 percent. In the past year, the current sales waiting to be recognized are the numbers that have grown up to 100 percent because in the past year the Company has sold innovative products in 10 provinces and now there were more customers in 20 provinces, making the numbers as expected.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : This agenda item was proposed for acknowledgment. No votes were required.

Agenda 2 To consider and approve the Company's financial statements for the year ended 31 December 2023.

Mr.Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Mr.Aekkachai Archaphiphat, the Directors and Chief Finance Officer (CFO), to report to the Meeting.

Mr. Aekkachai Archaphiphat informed the Meeting the Company's financial statements for the year ended 31 December 2023, which had been reviewed by the Company's auditor, Deloitte Touche Tohmatsu Jaiyos Co., Ltd. and then verified by the Auditing Committee who had approved the submission of the financial statements and auditor's report auditor to the Board of Directors and then to the Shareholders' Meeting today. The details of the Company's financial statements were displayed in the Annual Report 56-1 (One Report) in Attachment 1. The key elements were summarized as follows:

Subject	2023	2022	Increase/(Decrease)	
	Million Baht	Million Baht	Million Baht	percentage
Assets	501.18	201.56	299.62	148.65
Total Liabilities	154.94	78.81	76.13	96.60
Shareholder's Equity	346.24	122.75	223.49	182.07
Total Revenue	440.48	227.89	212.59	93.29
EBIT	28.88	26.66	2.22	8.33
Net Profits	23.20	21.15	2.05	9.69
Profits per share (Baht per Share)	0.09	0.13	(0.04)	(3.08)

The Board of Directors has considered and approved the Company's financial statements. which were prepared in accordance with the Financial Reporting Standards. Thus, the Company asked the Meeting to review and approve the Company's financial statements and the auditor's report for the year ended December 31, 2023.

Voting : This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting in person or receive a proxy to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the "Moderator") conducting the Meeting. if any shareholder requests correction or has questions or comments asked to inform the name and surname to the meeting along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

Mr. Nara Sripheet proxy Inquired about the following information:

Question 1 : I would like to inquire about the title deed for land, buildings and equipment in the amount of Baht 11 million, which includes this office building or not or is it office building leasehold.

Answer : In the office buildings currently used, including factories, warehouses, and offices, the Company has entered into long-term rental agreements for approximately ten years.

Question 2 : I would like to inquire about total assets of 500 million and 273 million as debtors through debt collection. How is it at present? It can be seen that the Company products are sold to government agencies. They will receive the exact amount of money but will receive the money in a delayed manner which might have an effect on the Company's cash flow or not.

Answer : As for the income that is the outstanding income for the project by the Company's customers most of them are government at the rate 70 percent of all work received is mostly budget allocated from government and in billing depends on delivery of work: Normally money will be received within 30 days after the Company has delivered the work as for the profit, it is a fixed amount.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve the financial statements and the auditor's report for the year ended 31 December 2023, by a majority of votes of the shareholders and proxies who attended the Meeting and had the right to vote, as follows:

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Agenda 3 To consider and approve the allocation of net profit as legal reserve fund and the omission of dividend payment for the operating results of 2023.

Mr.Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Mr. Aekkachai Archaphiphat, the Directors and Chief Finance Officer (CFO), to report to the Meeting.

Mr.Aekkachai Archaphiphat informed the meeting that in compliance with Section 115 of the Public Limited Company Act B.E. 2535 (as amended), the dividend payment is required to approve by the Shareholders' meeting, except the payment of interim dividend can receive approval by the Board of Director and must be reported to the next Shareholders' meeting and according to the Public Company Act., Section 116, the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital. and in accordance with the Company's regulations, item 54.

Furthermore, the Company has the policy to pay dividends to shareholders of at least 40 percent of the net profit according to the Company's separate financial statements, after corporate income tax deduction and the allocation of all types of reserve funds according to the Company's regulations and according to the law. and as specified in the Company's regulations Under the condition that The payment of dividends has no significant impact on the Company's normal operations. Significantly, the said dividend payment is subject to change depending on the operating results and financial position of the Company. Company's liquidity Business expansion plan Any other necessity and suitability in the future and other factors related to the management of the Company According to the Board of Directors and/or shareholders of the Company. It is considered appropriate and such action must bring the greatest benefit to shareholders. The Company must allocate part of its annual net profits as a reserve fund. Not less than five (5) percent of the annual net profit. Until this reserve fund has an amount not less than ten (10) percent of the registered capital.

Therefore, from the operating results and financial position of the Company for the year 2023, the Company has a net profit according to the financial statements of 23,199,706 baht. Therefore, the Company has allocated it as a legal reserve fund. The amount is 1,188,420 baht, which is 5 percent of the net profit of the financial statements for 2023 and will not pay dividends for 2023 to shareholders. Because the Company Funds must be reserved for operations and new investments according to the Company's future strategic plans.

Voting : This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting in person or receive a proxy to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the "Moderator") conducting the Meeting. if any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve the allocation of net profit as legal reserve fund and the omission of dividend payment for the operating results of 2023, by a majority of votes of the shareholders and proxies who attended the Meeting and had the right to vote, as follows:

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Agenda 4 To consider and approve the appointment of the directors to replace those retiring by rotation.

Mr. Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Mr. Kraingsak Buanoom Independent Director and Chairman of Nomination and Remuneration Committee, to report to the Meeting.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony the Moderator conducting the Meeting. to report to the Meeting. 3 directors shall retire, which are:

- | | |
|--------------------------------|--|
| (1) Dr.Tachanun Kangwantrakool | Independent Director / Chairwoman of Audit Committee / Chairwoman of Corporate Governance and Sustainability Committee and Chairwoman of Risk Management Committee |
| (2) Dr.Tirasan Sahatsapas | Independent Director / Audit Committee and Corporate Governance and Sustainability Committee |
| (3) Ms.Minthita Akkrabunyapath | Director / Executive Director / Nomination and Remuneration Committee / Chief Lighting Business Officer and Company Secretary |

The Company invited shareholders to nominate a candidate, which must be fully qualified with the Public Company Limited Act and in compliance with ITTHI's regulations as published on the Company's website from 3 October 2023 to 31 December 2023. No shareholders were proposing a candidate for the directorship election and the purposes of compliance with the principles of good corporate governance and transparency, all 2 directors listed above to leave the meeting room until the election of directors is completed and there is another director who is on an important mission not attending this meeting.

Mr. Kraingsak Buanoom Independent Director Independent Director and Chairman of Nomination and Remuneration Committee, to report to the Meeting. Section 71 of The Public Company Act B.E. 2535 (as amended) and Article 18 of the Company's Articles of Association specified that "One-third of the sitting directors would be required to retire by rotation at the time of each annual general meeting of shareholders. Retiring Directors would be eligible for re-election as directors. Directors were due to retire upon term completion at the Ordinary General Meeting of Shareholders 2024 as there are 3 directors who are due to retire by rotation as follows:

- | | |
|--------------------------------|--|
| (1) Dr.Tachanun Kangwantrakool | Independent Director / Chairwoman of Audit Committee / Chairwoman of Corporate Governance and Sustainability Committee and Chairwoman of Risk Management Committee |
| (2) Dr.Tirasan Sahatsapas | Independent Director / Audit Committee and Corporate Governance and Sustainability Committee |
| (3) Ms.Minthita Akkrabunyapath | Director / Executive Director / Nomination and Remuneration Committee / Chief Lighting Business Officer and Company Secretary |

The Board of Directors meeting Considered the qualifications deliberately and carefully screened and considered the qualifications of the three directors who would retire by rotation in the and viewed that the three mentioned directors possess knowledge, capabilities, experiences, and expertise which will be beneficial to the Company's business operation, including have qualifications with no prohibited characteristics under the PLC Act, the Securities and Exchange Act B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. In addition, the director in the position of the Independent Director possesses the qualifications of being an Independent Director in accordance with the regulations of the Office of Securities and Exchange Commission (the "SEC Office") and suitable for the position of directors of the Company, as well as being able to provide independent opinion which complies with any relevant regulations.

The Company has provided an opportunity for shareholders to nominate individuals to be considered for selection as directors in advance between 3 October 2023, and 31 December 2023, but it does not appear that any shareholders nominated any names. Any other persons were selected as additional directors. Therefore, the meeting was requested to consider and approve the appointment of all 3 directors to return to the position of directors of the Company for another term.

Details of the Nominees Proposed to be elected as Directors of the Company and the Definition of Independent Committee disclosed in QR Code on [Attachment 2](#) and [Attachment 6](#).

Voting : This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting in person or receive a proxy to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the “Moderator”) conducting the Meeting. if any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve the appointment of the directors to replace those retiring by rotation for the year 2024, and let all 3 directors to be the Company’s Director and other positions for another term. The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes for each candidate individually, as follows:

- 1) Dr. Tachanun Kangwantrakool Independent Director / Chairwoman of Audit Committee / Chairwoman of Corporate Governance and Sustainability Committee and Chairwoman of Risk Management Committee with the following voting results:

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

- 2) Dr.Tirasan Sahatsapas Independent Director / Audit Committee and Corporate Governance and Sustainability Committee with the following voting results:

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

- 3) Ms.Minthita Akkrabunyapath Director / Executive Director / Nomination and Remuneration Committee / Chief Lighting Business Officer and Company Secretary with the following voting results:

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Before entering Agenda 5, please allow me to invite Dr.Tirasan Sahatsapas Independent and Ms.Minthita Akkrabunyapath return to the meeting room.

Agenda 5 To consider and approve the remuneration of directors for the year 2024.

Mr.Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Mr.Trisith Akkrabunyapath Director / Nomination and Remuneration Committee and Chief Administrative Officer, to report to the Meeting.

Mr.Trisith Akkrabunyapath informed the Meeting that according to the Company's regulations and the Public Companies Act, B.E. 2535 (as amended), Section 90, the directors shall have the right to receive remuneration from the Company in the form of reward, meeting allowances, gratuity, bonus, or fringe benefit in accordance with regulations of the Company, or the consideration of the shareholders' meeting which may specifically determine the amount or determine the rules either from time to time or to be in full force and effect until the change and shall have the right to receive remuneration and benefits of the Company.

The Company's Board of Directors has carefully considered and screened the appropriateness in various aspects, that is, considering the Company's operating results. Company's business size Taking into account suitability in all respects and consistent with the duties and responsibilities of the Board of Directors and sub-committee members of the Company.

The Company's Board of Directors has carefully considered and scrutinized the suitability in various respects, namely Considered from the company's operating results. Company's business size Taking into account suitability in all respects and consistent with the duties and responsibilities of the Board of Directors and sub-committee members of The Company. Comparing with reference to the compensation rates for directors and sub-committees from the Company. in the same industry group. Therefore, the Board of Directors' meeting The resolution was approved to be presented to the shareholder meeting. To consider and approve the determination of directors' remuneration for the year 2024 within the amount not exceeding 700,000 baht.

The Board of Directors has considered the remuneration of company directors. Considering the benchmark rates of peers in the industry, including the scope and responsibility of each committee as well as the performance of the Board of Directors and Committees, and endorsed the matter to be proposed to the Annual General Meeting of Shareholders to approve the directors' remuneration for the year 2024. Within the amount not exceeding 700,000 baht according to the following criteria:

Meeting Allowance	2024 (to propose)	2023
Board of Directors / Committees	(Baht/Person/Time)	(Baht/Person/Time)
Chairman of BOD/AGM/EGM	20,000	20,000
Directors	10,000	10,000
Chairman of Audit Committee	15,000	15,000
Audit Committees	10,000	10,000
Chairman of Risk Management Committee	10,000	15,000
Risk Management Committees	5,000	10,000
Chairman of Nomination and Remuneration Committee	10,000	-
Nomination and Remuneration Committees	5,000	-
Chairman of Corporate Governance and Sustainability Committee	10,000	-
Corporate Governance and Sustainability Committees	5,000	-
Total not exceeding	700,000	500,000
Other benefits	No	

The Directors who are executive directors with regular income will not receive meeting allowances.

Voting : This agenda must be approved by not less than two-thirds (2/3) of the total number a vote of the shareholders attend the meeting in person or receive a proxy were entitled to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the “Moderator”) conducting the Meeting. if any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve the remuneration of directors for the year 2024. by not less than two-thirds (2/ 3) of the total number a vote of the shareholders and proxies who attended the Meeting and had the right to vote , as follows:

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Agenda 6 To consider and approve the appointment of the Company’s auditors and audit fee for the year 2024.

Mr. Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Dr. Tirasan Sahatsapas Independent Director and Audit Committee, to report to the Meeting.

Dr.Tirasas Sahatsapas informed the Meeting that according to the Public Companies Act B.E. 2535 (as amended)), Section 120, and Article 59 of the Company’s Articles of Association specified that there shall be an appointment of an auditor and the determination of an audit fee of the Company at an annual ordinary meeting of shareholders each year, and the auditor must not be a director, member, employee or a person holding any office of the Company as defined in the Public Companies In this regard, the auditors on the proposed list perform their duties in auditing The Company's accounts.

In addition, the Office of the Securities and Exchange Commission issued Announcement No. 161/2018 adjusting the criteria. Auditor rotation in line with international standards to promote independence. and build investor confidence in using financial reports in making investment decisions. By specifying that the Company be registered There must be a rotation of auditors. (signed to certify financial statements) Every 7 fiscal years they can

rotate to use other auditors. in the same auditing office and when there is rotation to use new auditors Listed companies take a gap of at least 5 fiscal years before returning to using the same auditor.

In the case that any auditor performs the duty of reviewing or have examined and expressed opinions on the Company's financial statements for the past 7 accounting periods, whether consecutive or not. You can appoint a new auditor who belongs to the same auditing firm as the original auditor. However, the Company will appoint an auditor who has retired from performing duties due to auditor rotation after at least 5 rounds have elapsed. consecutive fiscal years from the date of termination of duty.

The Audit Committee has considered and selected an auditor for the year 2024. After considering the qualifications of the auditor, the Audit Committee had proposed to the Board of Directors' meeting, and the Board of Directors' meeting resolved to propose to the Shareholders' Meeting to consider and approve the appointment of PricewaterhouseCoopers ABAS Ltd. which is an independent audit firm and skillful in auditing to be the annual and quarterly auditor of the Company for the year 2024, any of the following auditors to audit and provide an opinion on the financial statements of the Company :

- | | |
|-------------------------------|-----------------|
| (1) Ms.Sanicha Akarakittilap | CPA No. 8470 or |
| (2) Ms.Nopanuch Apichatsatien | CPA No. 5266 or |
| (3) Mr.Pai boon Tunkoon | CPA No. 4298 |

The information regarding the history and work experience of each auditor appears in Attachment 3 and the audit fee for the year 2024 is set as follows: the amount of 1,950,000 baht, less than in 2023, and there are no other service fees. This is the reason. Propose to change the audit office Because the auditor's remuneration is lower than the previous office.

Voting : This agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting in person or receive a proxy to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the "Moderator") conducting the Meeting. if any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve the appointment of the Company's auditors and audit fee for the year 2024, by a majority of votes of the shareholders and proxies who attended the Meeting and had the right to vote, as follows :

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Agenda 7 To Consider and approve amendments to the Company's regulations. To comply with the additional amendments Public Limited Companies Act (No. 4) B.E. 2022

Mr. Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Ms. Minthita Akkrabunyapath Director and Company Secretary, to report to the Meeting.

Ms. Minthita Akkrabunyapath at informed the meeting to comply with the additional amendments Public Limited Companies Act (No. 4) B.E. 2022. As announced in the Royal Gazette and is effective from 24 May 2022 In the past, laws have been revised to support the management of meetings by electronic means. Keeping meetings up-to-date effective Reduce the burden of unnecessary expenses and provide convenience to shareholders. To make the regulations of the Company consistent with the Public Limited Companies Act with additional amendments in 2024. Therefore, it was considered appropriate to present it to the shareholders' meeting of the Company. Consider and approve amendments to the Company's regulations, with details.

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and</p>	<p>Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and</p>

reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.

In the case that shareholders Summon you a meeting as per the forth paragraph, shareholders Summoning the meeting to shareholders via electronic methods, provided that such shareholders have declared their intention or given consent to the Company or the board of directors

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

<p>Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting</p> <p>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders intime, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>	<p>Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting</p> <p>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders intime, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. <u>In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that</p>	<p>Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that</p>

<p>the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper for at least three (3) consecutive days.</p>	<p>the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days. <u>In the case that the shareholders have requested or given consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.</u></p>
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Voting : This agenda must be approved by not less than three-fourths (3/4) of the total number a vote of the shareholders who attend the meeting in person or receive a proxy were entitled to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the "Moderator") conducting the Meeting. if any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve amendments to the Company's regulations. To comply with the additional amendments Public Limited Companies Act (No. 4) B.E. 2022, by not less than three-fourths (3/4) of the total number a vote of the shareholders who attend the meeting in person or receive a proxy were entitled to vote, as follows :

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Agenda 8 To Consider and approve the addition of the Company's objectives. and amendments to the memorandum The Company's Articles of Association, Section 3, to be consistent with the amendment of the Company's objectives.

Mr.Ronnachit Mahattanapreu Chairman of the Board of Directors, assigned Ms.Minthita Akkrabunyapath Director and Company Secretary, to report to the Meeting.

Ms.Minthita Akkrabunyapath at informed the meeting to support the expansion of the Company's business in the future.Therefore, it is considered appropriate to add additional objectives of the Company. Moreover, such amendment of the Company's objectives will be effective. Continuing for the Company Must amend Section 3 of the Company's Memorandum of Association. To be consistent together This is in order to comply with the Company's regulations and the Public Limited Companies Act B.E. 2535 by allowing persons at the Company Assigned to register and amend the memorandum of association. at the Department of Business Development Ministry of Commerce Has the power to amend and add words to comply with the registrar's orders.The details are as follows:

1. Add 15 objectives as items (55) – (69) as follows:

(55) Engage in retail, wholesale, distribution, procurement, import and export of electric vehicles. vehicle parts, replacement parts, parts for use in assembling ready-made vehicles, equipment and other related things.

(56) To carry on the business of trading, procuring, buying, selling, exchanging, importing, exporting parts and equipment related to electric charging stations. Business installing and servicing electric charging stations.

(57) Carrying out business, selling, importing, exporting all types of agricultural products. Both domestic and foreign.

(58) Carrying out business in the field of agricultural services. and serve as a consultant for all types of agricultural business operations.

(59) Engage in the business of trading agricultural materials and equipment. All types of plant breeding materials.

(60) To carry on the business of being a consultant and giving advice on technical management problems related to the industry, including production, marketing, and product promotion problems. Agricultural products are both export and import products.

(61) To carry on the business of storing, collecting, printing, and disseminating statistical information on education, agriculture, industry, and commerce.

(62) Engage in agriculture-related business This includes buying, selling, surveying, developing, collecting data, procuring, hiring, agricultural services, consulting, operating all types of agricultural businesses and designing operating systems to promote agricultural products.

(63) To carry on business, serving as a consultant and giving advice on service problems. Commerce, agriculture, industry, science, including production, marketing, and distribution problems.

(64) Carrying out a commercial business agricultural product include field crops, horticultural crops, vegetables, fruits, grains, processed agricultural products, soil, fertilizers, and pesticide products. Agricultural chemicals agricultural raw materials Agricultural materials and equipment.

(65) To carry on the business of importing, exporting, collecting, selling, producing, distributing, procuring, passing through, brokers, agents, trade representatives, doing business both inside and outside the country, such as seeds, controlled seeds. Plant seeds, flower varieties, vegetable varieties, tree varieties, all types of mushroom germs. plant disease control medicine herbicide vaccines for all types of plants and animals, greenhouses, as well as maintenance in agriculture and cultivation of all types of crops. (When permission has been received from the relevant agency except insurance business finding members for securities and trading associations).

(66) Business operations, import and export, smart farming. that brings technology to manage every aspect of the cultivation system steps and can control everything with technology. Inspect, collect data, analyze and solve crop problems in Real-Time, along with being able to display growth data and predict yield. Including smart agriculture poles.

(67) Manufacturing, import and export, retail, wholesale businesses for solar cell water pump sets. All types of batteries including various equipment related to solar cells.

(68) Manufacturing, import and export, sell and install businesses for garbage incinerators along with all types of systems and equipment related to such systems.

(69) Manufacturing, import and export, sell and install businesses for water pumps and solar cell pumps. Complete with all types of systems and equipment related to the said work systems.

2. Amend Section 3 of the Memorandum of Association to be consistent with the amendment's objectives.

As mentioned from the Company's objectives, there are 54 items, revised as follows:

Previously : "Item 3: The Company's objectives had 54 items."

Revised : "Item 3: The Company's objectives have 69 items."

Voting : This agenda must be approved by not less than three-fourths (3/4) of the total number a vote of the shareholders who attend the meeting in person or receive a proxy were entitled to vote.

Ms. Srinpat Thanonpurimpattana to be Master of Ceremony (the "Moderator") conducting the Meeting. if any shareholder requests correction or has questions or comments Asked to inform the name and surname to the meeting Along with declaring the status the shareholder who came in person or get a proxy and then offer an opinion.

There were no shareholders expressing opinions or having questions, so they voted.

Resolution : Meeting resolved to approve to Consider and approve the addition of the Company's objectives. and amendments to the memorandum The Company's Articles of Association, Section 3, to be consistent with the amendment of the Company's objectives, by not less than three-fourths (3/4) of the total number a vote of the shareholders who attend the meeting in person or receive a proxy were entitled to vote, as follows :

Types of Voting	Number of Voting (1 share = 1 vote)	Percentage of Voting
Approval	190,818,951	100.0000 %
Disapproval	0	0.0000
Abstention	-	Not a base of vote counting
Voided ballots	-	Not a base of vote counting
Total	190,818,951	100.0000 %

Agenda 9 Other matters (if any).

To comply with the Public Companies, Act B.E. 2535 (as amended), Section 105 defines that, the shareholders holding shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider other matters in addition to those specified in the invitation notice.

In addition, this agenda item was determined for the shareholders to ask questions and/or give opinions to the Board of Directors (if any) and/or have the Board of Directors answer the shareholders' questions.

There were no other agenda items proposed in the Meeting.

In this regard, if any shareholders have questions or inquiries or any additional opinions on this meeting agenda. Ask shareholders That person raised his hand to the Company official. I will bring the microphone to you. And we ask that those who have questions provide their real name and surname. And also inform that you are shareholder who came in person or as a proxy. In order to record the general meeting of shareholders completely and accurately.

For this shareholder meeting, the company has recorded the meeting in the form of video media.

There are no further matters proposed and questions raised by shareholders. The Chairman thanked the shareholders for their attendance and declared the Meeting closed at 3.42 p.m.




Signed Admiral

(Mr.Ronnachit Mahattanapreu)

Chairman of the meeting



Signed

(Ms.Minthita Akkrabunyapath)

Company Secretary / meeting notes

Personal Data Protection Notice (PDPA)

For the 2025 Annual General Meeting of Shareholders

Itthirit Nice Corporation Public Company Limited

Itthirit Nice Corporation Public Company Limited (“the Company”) realizes the importance of personal data of shareholders and/or proxy holders, the Company, thus, hereby informs you of the following information in order to comply with the Personal Data Protection Act B.E. 2562 (2019). This privacy notice shall be applied for the collection, use, disclosure, and processing of personal data to identify and authenticate the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the information and rights for your clear understanding.

1. Personal Data to be Collected by the Company

The Company will receive and collect personal data directly obtained from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited (TSD), assigned by the Company as the Company's share registrar. Personal data consists of:

- 1.1 General Personal Data, such as name, surname, identification number, date of birth, gender, nationality, shareholder registration number, number of shares, image, video recording.
- 1.2 Contact Information, such as address, telephone and e-mail address etc.

2. Purpose of Collection, Use and Disclosure of Personal Data of the Company The Company collects, uses, and discloses personal data for the following purposes:

- 2.1 To convene, arrange and conduct the shareholders’ meeting of the Company in accordance with the Company’s Articles of Association as well as applicable laws, notifications and rules for meeting arrangement stipulated by the government agencies, including a preparation of minutes of the meeting and a delivery of annual report;
- 2.2 To probably disclose personal data to persons or agencies related to items 2.1, including but not limited to, meeting consultants or government agencies related to public health and communicable disease prevention.

3. Rights of Data Owner

The data owners have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which includes the right to revoke a consent, the right to request for accessing and obtaining a copy of personal data relevant thereto, or to request for the disclosure of the acquisition of the personal data

without consent, the right to request for transferring the personal data to other person as specified by laws, the right to object the collection, use, or disclosure of the personal data, the right to request for deletion or destruction of their personal data or the right to cease to use the personal data, the right to make the personal data to be accurate, up-to-date, complete, and not misleading, and the right to file a complaint in the event that the data controller or the data processor does not comply with the data protection law and relevant laws.

4. Personal Data Retention Period

The Company shall retain personal data under item 1 throughout the period specified by relevant laws and/ or as deemed necessary to achieve the purpose under item 2.

5. Contact Information for Exercise of Rights of Data Owner

Company Secretary

Itthirit Nice Corporation Public Company Limited

No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000

Tel : 034-872-577 ext. 901

Fax : 034-872-566

Email : cs@lighttrio.com