

Invitation to the 2026

Annual General Meeting of Shareholders

Tuesday, April 21, 2026, 9:00 A.M.



ITTHIRIT NICE CORPORATION PUBLIC COMPANY LIMITED

LOCATION

Maneewan Conference Room, Building 1
89/18-19 Moo5 Tambon Phanthainorasing
Mueang Samut Sakhon District, Samut sakhon Province 74000

Meetings in a physical.



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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20 March 2026

Subject: Invitation to the Annual General Meeting of Shareholders 2026

Dear Shareholders of Itthirit Nice Corporation Public Company Limited ("the Company")

Attachments

- (1) The 2025 Annual Registration Statement / 2025 Annual Report (Form 56-1 One Report) in QR Code format, for consideration under Agenda Items 1 and 2.
- (2) Information on nominees for directors replacing those resigning, for consideration in Agenda Item 4.
- (3) Information on nominee auditors for 2026, for consideration in Agenda Item 6.
- (4) The Capital Increase Report Form (F53-4) for consideration under Agenda Items 9, 10, and 11
- (5) Preliminary Information on the Warrants and the Holders of Warrants to Purchase the Company's Ordinary Shares No. 1 (ITTHI-W1)
- (6) Terms and Conditions Governing the Rights and Obligations of the Issuer and the Holders of Warrants to Purchase Ordinary Shares of ITTHI Nice Corporation Public Company Limited No. 1 (ITTHI-W1)
- (7) The Company's Articles of Association relating to the Shareholders' Meeting and Voting Procedures
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- (11) Guidelines for Registration, Appointment of Proxy, and the List of Documents and Evidence Required for Attending the Shareholders' Meeting
- (12) Map of the Meeting Venue
- (13) Minutes of the 2025 Annual General Meeting of Shareholders
- (14) Personal Data Protection Notice for the 2026 Annual General Meeting of Shareholders

The Board of Directors' Meeting of ITTHI Nice Corporation Public Company Limited (the "Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on Tuesday, 21 April 2026 at 9:00 a.m. at Maneewan Meeting Room, Building 1, ITTHI Nice Corporation Public Company Limited, located at 89/18-19 Moo 5, Phanthai Norasing Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province 74000, Thailand.

The Company has also determined the Record Date, being the date for determining the shareholders entitled to attend the 2026 Annual General Meeting of Shareholders, on Tuesday, 10 March 2026.

The agenda for the 2026 Annual General Meeting of Shareholders has been published on the Company's website since Monday, 23 March 2026. The Company also invited shareholders to propose agenda items for the meeting in advance and to nominate qualified persons for election as directors of the Company during the period from 30 October 2025 to 31 December 2025. Upon the expiration of the specified period, it appeared that no agenda items were proposed and no nominations for directorship were submitted to the Company. Therefore, the Company would like to inform the meeting agenda as resolved by the Board of Directors, as follows:

Agenda Item 1: To acknowledge the Company's operating results for the year 2025 and the future business plan

Facts and Reasons: The Company has prepared the report on the Company's operating results for the year 2025 in the form of a QR Code. The details are provided in Enclosure 1. The Company's future business plan will be presented at the Annual General Meeting of Shareholders.

Opinion of the Board of Directors: The Board of Directors considers it appropriate to propose to the 2026 Annual General Meeting of Shareholders to acknowledge the Company's operating results and significant changes that occurred during the year 2025, as well as the Company's future business plan.

Voting: This agenda item is for acknowledgement; therefore, no voting will be conducted.

Agenda Item 2: To consider and approve the Company's financial statements for the fiscal year ended December 31, 2025

Facts and Reasons: According to the Public Limited Companies Act B.E. 2535 (1992), Section 112, and the Company's Articles of Association, Clause 57, the Board of Directors is required to prepare the balance sheet and the profit and loss statement as of the end of the Company's fiscal year and propose them to the shareholders' meeting for consideration and approval at the Annual General Meeting of Shareholders.

The Company has completed the preparation of the financial statements for the year ended December 31, 2025, which have been audited and certified by the Company's independent auditor as being correct in all material respects in accordance with the financial reporting standards. The details are provided in Enclosure 1, and the key summary is as follows.

Financial Statement Items	Consolidated Financial Statements		Separate Financial Statements	
	Year 2025	Year 2024	Year 2025	Year 2024
	(THB)			
Total assets	461,661,748	488,430,211	461,091,134	488,430,211
Total liabilities	84,514,173	114,177,961	84,484,173	114,177,961
Total shareholders' equity	377,147,575	374,252,250	376,606,961	374,252,250
Total revenue	695,561,895	652,851,228	695,561,127	652,851,228
Profit before income tax expenses	35,202,744	35,121,191	35,274,630	35,121,191
Net profit for the year	28,159,442	28,015,680	28,231,328	28,015,680
Earnings per share (Baht per share)	0.104	0.104	0.105	0.104

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the financial statements for the year ended December 31, 2025, which have been audited and certified by the Company's independent auditor, PricewaterhouseCoopers ABAS Ltd., and have been reviewed and approved by both the Audit Committee and the Board of Directors.

Voting: This agenda item must be approved by a **majority of the total votes** of the shareholders and proxy holders present at the meeting and casting their votes.

Agenda Item 3: To consider and approve the appropriation of the net profit for the year 2025 as legal reserve and the payment of dividends from the operating results for the year 2025.

Facts and Reasons: According to the Public Limited Companies Act B.E. 2535 (1992), Section 116, and the Company's Articles of Association, Clause 54, the Company is required to allocate at least 5 percent of its annual net profit, after deducting accumulated losses brought forward (if any), as a legal reserve until the reserve reaches not less than 10 percent of the registered capital, unless otherwise required by law or the Company's Articles of Association.

Accordingly, the Company has allocated Baht 1,500,000 as legal reserve, representing 5.3 percent of the net profit according to the financial statements for the year ended December 31, 2025. As of such date, the Company's total legal reserve amounts to Baht 11,300,000.

The Company proposes to pay dividends from the operating results for the year ended December 31, 2025, from retained earnings, to shareholders at the rate of Baht 0.10 per share, totaling Baht 27,020,000, representing 95.95 percent of the net profit for the year 2025.

The comparison of dividend payment rates is summarized in the table below.

Details of Dividend Payment	2025 (Proposed Year)	Year 2024
1. Net Profit (Baht)	28,159,442	28,015,680
2. Basic Earnings per Share (Baht per share)	0.104	0.104
3. Dividend per Share (Baht per share)	0.10	0.10
Proposed Dividend Payout Ratio to Net Profit (Percent)	95.95	96.37
Total Dividend Amount (Baht)	27,020,000	27,000,000

The proposed dividend payment is in accordance with the Company's dividend policy, which provides that dividends shall not exceed 40 percent of the net profit based on the separate financial statements, after deducting corporate income tax and legal reserve and other reserves (if any). The Company considers dividend payment by taking into account various factors to maximize benefits for shareholders and ensuring that the dividend payment will not significantly affect the Company's normal business operations.

However, the dividend payment may be adjusted depending on the Company's operating results, financial position, liquidity, working capital requirements, investment plans, business expansion plans, market conditions, appropriateness, and other factors relating to the Company's operations and management. The Company must also ensure that it has sufficient cash flow for business operations and that such actions are in the best interests of the shareholders as deemed appropriate by the Board of Directors and/or the shareholders.

The Board of Directors' resolution approving dividend payment must be proposed to the shareholders' meeting for approval, except in the case of interim dividend payment, which the Board of Directors has the authority to approve and subsequently report to the shareholders at the next shareholders' meeting.

Dividends must not be paid from sources other than profits. If the Company still has accumulated losses, dividends shall not be paid, except for preferred shares with different rights as specified in the Articles of Association. Dividends shall be paid equally per share.

The dividend payment must be approved by the Annual General Meeting of Shareholders. The Company has set March 10, 2026 as the Record Date for determining the shareholders entitled to receive the dividend and has scheduled the dividend payment date on Wednesday, May 20, 2026. However, such entitlement remains subject to approval by the Annual General Meeting of Shareholders.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve the allocation of Baht 1,500,000 as legal reserve, representing 5.3 percent of the net profit for the year 2025, and the payment of dividends for the year 2025 from retained earnings to shareholders at the rate of Baht 0.10 per share, totaling Baht 27,020,000, representing 95.95 percent of the net profit for the year 2025.

The Company has set March 10, 2026 as the Record Date for determining the shareholders entitled to receive the dividend and May 20, 2026 as the dividend payment date.

Voting: This agenda item must be approved by a majority of the total votes of the shareholders and proxy holders present at the meeting and casting their votes.

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

Facts and Reasons: According to the Public Limited Companies Act B.E. 2535 (1992), Section 71, and the Company’s Articles of Association, Clause 18, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third shall retire.

For the first and second years following the Company’s registration, the directors who shall retire from office shall be determined by drawing lots. In subsequent years, the directors who have been in office for the longest period shall retire. A director who retires by rotation may be re-elected.

At the 2026 Annual General Meeting of Shareholders, two (2) directors will retire by rotation as follows:

Name-Surname	position
1. Mr. Kriengsak Buanum	Director / Independent Director / Chairman of the Nomination and Remuneration Committee
2. Mr. Ekachai Achapipat	Director / Executive Director / Corporate Governance and Sustainability Committee Member / Risk Management Committee Member / Nomination and Remuneration Committee Member / Chief Financial Officer and Authorized Signatory Director

The Board of Directors has carefully and prudently considered the qualifications of the two directors who will retire by rotation at the 2026 Annual General Meeting of Shareholders. The Board is of the opinion that both individuals possess knowledge, capabilities, experience, and expertise that are beneficial to the Company's operations. They also have no disqualifications under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), and the relevant regulations.

In addition, the director who serves as an independent director has qualifications in accordance with the criteria prescribed by the Securities and Exchange Commission of Thailand (SEC) and is considered suitable to serve as a director of the Company, with the ability to express independent opinions in compliance with the relevant rules and regulations.

The profiles of the directors who retire by rotation and are nominated for re-election are provided in Enclosure 2.

The Company provided shareholders with an opportunity to nominate qualified persons for consideration as directors in advance during the period from October 30, 2025 to December 31, 2025. However, no shareholders proposed any candidates for consideration as directors.

Therefore, the Board proposes that the meeting consider and approve the re-election of the two retiring directors to serve as directors of the Company for another term.

Opinion of the Board of Directors: The Nomination and Remuneration Committee has carefully considered and screened the qualifications of suitable candidates for the position of director and is of the opinion that the two existing directors have passed the nomination process established by the Company and possess appropriate qualifications in accordance with the relevant rules and regulations. They are suitable for the Company's business operations and do not hold positions in other businesses that may cause conflicts of interest or compete with the Company.

In addition, with respect to the independent director nominated for re-election, the Committee has considered that such director possesses qualifications in compliance with the relevant laws and regulations governing independent directors and is able to perform duties and express independent opinions appropriately.

The Board of Directors, excluding the directors with vested interests, has carefully considered the qualifications of each nominee and resolved to endorse the proposal of the Nomination and Remuneration Committee and propose to the Annual General Meeting of Shareholders the re-election of the following two directors who retire by rotation to serve as directors of the Company for another term:

1. Mr. Kriengsak Buanum
2. Mr. Ekachai Achapipat

Voting: This agenda item must be approved by a **majority of the total votes** of the shareholders and proxy holders present at the meeting and casting their votes.

For the election of directors retiring by rotation, the Company will propose that the shareholders' meeting consider and approve each nominee individually.

Agenda Item 5: To consider and approve the determination of directors' remuneration for the year 2026.

Facts and Reasons: In accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 90, and the Company's Articles of Association, Clause 33, the remuneration of directors must be approved by the shareholders.

The Nomination and Remuneration Committee has considered the remuneration of the Company's directors based on the Company's operating results and the size of the Company's business. The Committee has taken into account appropriateness in all respects, including the duties and responsibilities of the Board of Directors and the Company's sub-committees.

The remuneration has also been benchmarked against remuneration rates in the same industry.

Accordingly, the remuneration of the Company's directors for the year 2026 is proposed as follows:

Position	BOD				AC				RMC/NRC/CG				AGM/EOM			
	Y 2023	Y 2024	Y 2025	Y 2026	Y 2023	Y 2024	Y 2025	Y 2026	Y 2023	Y 2024	Y 2025	Y 2026	Y 2023	Y 2024	Y 2025	Y 2026
Chairman of The Board	20,000	20,000	25,000	25,000										20,000	25,000	25,000
Director	10,000	10,000	13,000	13,000										10,000	13,000	13,000
Chairman of The Audit Committee					15,000	15,000	20,000	20,000								
Audit Committee Member					10,000	10,000	13,000	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				
Other compensation/benefits	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None

Directors who are executives of the Company and receive regular remuneration from the Company shall not be entitled to receive meeting allowances. The Executive Committee and/or the Chief Executive Officer shall be authorized to consider and allocate the amount of directors' bonus to which each director may be entitled (if any).

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval, in accordance with the recommendation of the Nomination and Remuneration Committee, the determination of directors' remuneration as proposed above. Such remuneration shall be paid based on the number of meetings attended by each director and there shall be no other benefits.

Directors who are executives of the Company and receive regular remuneration shall not be entitled to meeting allowances as stated above. The Executive Committee and/or the Chief Executive Officer shall be authorized to allocate the amount of directors' bonus to which each director may be entitled (if any).

Voting: This agenda item must be approved by not less than two-thirds (2/3) of the total votes of the shareholders and proxy holders present at the meeting and casting their votes.

Agenda Item 6: To consider and approve the appointment of the Company's auditors and the determination of the audit fee for the year 2026.

Facts and Reasons: In accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 120, and the Company's Articles of Association, Clause 59, the Annual General Meeting of Shareholders is required to appoint the Company's auditor and determine the audit fee for each year. The details are provided in Enclosure 3.

The Audit Committee: has considered the selection of the Company's auditor for the year 2026. In this regard, the qualifications of the auditors from ANS Audit Co., Ltd. have been reviewed and considered. The Audit Committee is of the opinion that the auditors are independent, possess expertise in auditing, and are able to provide comprehensive and valuable opinions to the Audit Committee. In addition, the proposed audit fee is considered appropriate.

Accordingly, the Audit Committee has proposed the matter to the Board of Directors, and the Board of Directors has resolved to propose to the Annual General Meeting of Shareholders for consideration and approval the appointment of ANS Audit Co., Ltd. as the Company's external auditor for the year 2026 (both annual and quarterly financial statements), which will be the first year of engagement, and which does not exceed the rotation period prescribed by the Securities and Exchange Commission of Thailand (SEC).

It is proposed that any one of the following auditors be appointed to review and audit the Company's financial statements and express an opinion thereon, with the audit fee determined as follows:

List of auditors	Certified Public Accountant No.	Number of Years as Signing Auditor of the Financial Statements
1. Mr. Athipong Athipongskul	3500	Appointed in 2026. or
2. Mr. Sathien Wongsanant	3495	Appointed in 2026. or
3. Mr. Wichai Rujitanont	4054	Appointed in 2026. or
4. Ms. Kulthida Pasurakul	5946	Appointed in 2026. or
5. Ms. Patcharee Siriwongsilp	9037	Appointed in 2026. (Year 1) or
6. Mr. Yutthapong Chuemuangphan	9445	Appointed in 2026.

The proposed audit firm and the auditors mentioned above have been approved by the Securities and Exchange Commission of Thailand (SEC) and have no relationship or conflict of interest with the Company, its management, major shareholders, or related persons that would affect the independence of their duties in any respect.

The audit fee for the year 2026, compared with that of 2025, has decreased by Baht 570,000 (Five Hundred Seventy Thousand Baht only). The details can be summarized as follows:

Details	ANS	PWC	
	2569	2568	2567
Audit and Review Fees for Financial Statements (Annual and Quarterly)	1,380,000.00	1,950,000.00	1,950,000.00
Other Service Fees	None	None	None
รวม	1,380,000.00	1,950,000.00	1,950,000.00

For the year 2026, the Company proposes the appointment of a new auditor in order to achieve better cost efficiency in terms of audit fees and to obtain new perspectives in the auditing process, which may help reduce the risk of potential oversight, as well as to benefit from the auditor's expertise in the relevant industry.

In addition, the Company's subsidiaries will engage the same audit firm as the Company, and the Board of Directors will ensure that the financial statements of the Company and its subsidiaries can be prepared and completed within the prescribed timeframe.

In the event that the aforementioned auditors are unable to perform their duties, ANS Audit Co., Ltd. shall arrange for another certified public accountant from ANS Audit Co., Ltd. to perform the review and audit of the Company's financial statements and express an opinion thereon in place of such auditors.

The auditors proposed above are qualified auditors who have been engaged to audit the Company's financial statements.

In addition, the Securities and Exchange Commission of Thailand (SEC) has issued Notification No. 161/2561, which revises the criteria for auditor rotation to be in line with international standards in order to promote auditor independence and enhance investor confidence in using financial reports for investment decision-making.

Under such criteria, listed companies are required to rotate the signing auditor of the financial statements every seven (7) fiscal years. The Company may appoint another auditor within the same audit firm as a replacement. Once a new signing auditor has been appointed, the listed company must observe a cooling-off period of at least five (5) fiscal years before reappointing the former signing auditor.

Opinion of the Board of Directors: The Board of Directors concurs with the recommendation of the Audit Committee and deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the appointment of the auditors from ANS Audit Co., Ltd. as the Company's auditors, as detailed above.

The proposed audit fee for the year 2026 is Baht 1,380,000 (One Million Three Hundred Eighty Thousand Baht only), with no other service fees.

The reduction in the audit fee is due to the review of the auditors' performance and operational efficiency, as well as a comparison with prevailing market rates, which does not affect the quality of the audit. The Audit Committee has considered that the proposed audit fee is appropriate in relation to the scope of the audit work and is consistent with professional standards and market service rates.

Voting: This agenda item must be approved by a **majority of the total votes** of the shareholders and proxy holders present at the meeting and casting their votes.

Agenda Item 7 To consider and approve the reduction of the Company’s registered capital from Baht 147,500,000 to Baht 135,100,000 by cancelling the remaining 24,800,000 ordinary shares with a par value of Baht 0.50 per share that were allocated for the private placement (PP) offering but have not yet been issued, and to approve the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the reduction of the Company’s registered capital.

Facts and Reasons: In accordance with Section 136 of the Public Limited Companies Act B.E. 2535 (1992), as amended, which provides that a company may reduce its registered capital so that the registered capital is equal to the paid-up capital prior to increasing the registered capital in order to accommodate the allocation of newly issued ordinary shares under a General Mandate and the exercise of the Warrants to purchase the Company’s ordinary shares No. 1 (“ITTHI-W1 Warrants”).

Therefore, in order to comply with the provisions of the Public Limited Companies Act B.E. 2535 (1992), as amended, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders No. 1/2026 to consider and approve the reduction of the Company’s registered capital by cancelling 24,800,000 unissued ordinary shares with a par value of Baht 0.50 per share, which remain unallocated from the capital increase for private placement (PP) approved at the Annual General Meeting of Shareholders for the year 2025.

Such transaction is considered appropriate and will not have any impact on the Company nor affect the rights or benefits of the shareholders.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the reduction of the Company’s registered capital from the existing registered capital of Baht 147,500,000 to the new registered capital of Baht 135,100,000 by cancelling 24,800,000 unissued shares.

The details of the registered capital reduction are as follows:

Type of Registered Capital	Registered Capital (Shares)	Registered Capital (Baht)	Par Value (Baht per Share)
Current Registered Capital	295,000,000	147,500,000	0.50
to consider the portion of the registered capital that could not be allocated for the issuance of newly issued shares	24,800,000	12,400,000	0.50
Total New Registered Capital	270,200,000	135,100,000	0.50

In addition, approval is sought for the amendment to Clause 4 of the Company’s Memorandum of Association to be consistent with the reduction of the Company’s registered capital. The details of the amendment are as follows:

Clause 4)	Registered capital	Amount	135,100,000	Baht	(One Hundred Thirty-Five Million One Hundred Thousand Baht Only)
	Divided into:	Amount	270,200,000	Shares	(Two Hundred Seventy Million Two Hundred Thousand Shares)
	Value per share	Amount	0.50	Baht	(Fifty Satang)
	It is divided into: common shares	Amount	270,200,000	Shares	(Two Hundred Seventy Million Two Hundred Thousand Shares)
	Preferred shares				- None -

In this regard, the Board of Directors and/or the authorized directors and/or any person designated by the Board of Directors or the authorized directors shall be authorized to proceed with the registration of the reduction of the Company’s registered capital and the amendment to Clause 4 of the Company’s Memorandum of Association with the Department of Business Development, Ministry of Commerce, including having the authority to amend or add wording as required by the Registrar.

Voting: This agenda item must be approved by **not less than three-fourths (3/4)** of the total votes of the shareholders and proxy holders present at the meeting and entitled to vote.

Agenda Item 8 To consider and approve the increase of the Company’s registered capital from the existing registered capital of Baht 135,100,000 to the new registered capital of Baht 176,375,000 by issuing 82,550,000 newly issued ordinary shares with a par value of Baht 0.50 per share, totaling Baht 41,275,000, and to approve the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the increase in the Company’s registered capital in order to support the allocation of newly issued ordinary shares under a General Mandate and the issuance and offering of convertible securities in the form of warrants to purchase the Company’s ordinary shares No. 1 (“ITTHI-W1 Warrants”).

Facts and Reasons: As the Company intends to enhance liquidity for its business operations and to provide working capital for the Group, the Company proposes to increase its registered capital by Baht 41,275,000, from the existing registered capital of Baht 135,100,000 to the new registered capital of Baht 176,375,000, with a par value of Baht 0.50 per share, by issuing 82,550,000 newly issued ordinary shares with a par value of Baht 0.50 per share.

This capital increase is intended to:

- Support the allocation of newly issued ordinary shares under a General Mandate, totaling 15,000,000 shares, representing 5.55% of the Company’s paid-up capital, equivalent to Baht 7,500,000; and
- Support the exercise of warrants to purchase the Company’s ordinary shares No. 1 (“ITTHI-W1 Warrants”), totaling 67,550,000 units, which will be convertible into 67,550,000 ordinary shares, representing 25% of the Company’s paid-up capital, at an exercise price of Baht 0.50 per share, with a total value of not exceeding Baht 33,775,000.

Further details are set out in the Capital Increase Report Form (F53-4) as shown in Attachment 4.

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer and/or any 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 undertake any actions relating to the registration of the increase of the Company’s registered capital and the amendment to the Company’s Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to perform any acts necessary to comply with the instructions of the Registrar in order to complete such registration.

The details are as follows:

Amendment	Registered Capital (Baht)	Registered Capital (Shares)	Par Value (Baht per Share)
Current	135,100,000	270,200,000	0.50
To consider the amendment to the increase of the Company’s registered capital.	41,275,000	82,550,000	0.50
Proposed Amendment	176,375,000	352,750,000	0.50

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the increase of

the Company's registered capital from the existing registered capital of Baht 135,100,000 to the new registered capital of Baht 176,375,000 by issuing 82,550,000 newly issued ordinary shares.

The details are as follows:

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht per Share)	Total (Baht)
General Mandate	Ordinary Shares	Not exceeding 15,000,000	0.50	7,500,000
Specific Purpose for the Exercise of Warrants (ITTHI-W1)	Ordinary Shares	Not exceeding 67,550,000	0.50	33,775,000
Total		Not exceeding 82,550,000		41,275,000

In this regard, it is proposed to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital in order to accommodate the allocation of newly issued ordinary shares under a General Mandate and the issuance and offering of convertible securities in the form of warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"). The details of the amendment are as follows:

Clause 4)	Registered capital	Amount	176,375,000	Baht	(One Hundred Seventy-Six Million Three Hundred Seventy-Five Thousand Baht Only)
	Divided into:	Amount	352,750,000	Shares	(Three Hundred Fifty-Two Million Seven Hundred Fifty Thousand Shares)
	Value per share	Amount	0.50	Baht	(Fifty Satang)
	It is divided into: common shares	Amount	352,750,000	Shares	(Three Hundred Fifty-Two Million Seven Hundred Fifty Thousand Shares)
	Preferred shares				- None -

In this regard, the Board of Directors and/or the authorized directors and/or any person designated by the Board of Directors or the authorized directors shall be authorized to proceed with the registration of the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, including having the authority to amend or add wording as required by the Registrar.

Voting: This agenda item must be approved by **not less than three-fourths (3/4)** of the total votes of the shareholders and proxy holders present at the meeting and entitled to vote.

Agenda Item 9: To consider and approve the increase of the Company's registered capital under a General Mandate, totaling not exceeding 15,000,000 shares, with a par value of Baht 0.50 per share, equivalent to not exceeding Baht 7,500,000 (or representing 5.55% of the Company's paid-up capital), for the purpose of offering such shares to specific investors (Private Placement).

Facts and Reasons: Pursuant to Agenda Item 8, and in accordance with Section 136 of the Public Limited Companies Act B.E. 2535 (1992), a company may increase its registered capital by issuing new shares. Such increase must be approved by a resolution of the shareholders' meeting with votes of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote.

For the purpose of increasing capital under a General Mandate to serve as a source of funding for future investment plans and to enhance liquidity and working capital for the Group's business operations, it is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2026 to consider and approve the increase of the Company's registered capital by Baht 7,500,000, from the existing registered capital of Baht 135,100,000 to the new registered capital of Baht 142,600,000, by issuing not exceeding 15,000,000 newly issued ordinary shares with a par value of Baht 0.50 per share.

This is to support the allocation of newly issued ordinary shares under a General Mandate for offering to specific investors (Private Placement).

Further details are set out in the Capital Increase Report Form (F53-4) as shown in Attachment 4.

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer and/or any 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 undertake any actions relating to the registration of the increase of the Company's registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to perform any acts necessary to comply with the instructions of the Registrar in order to complete such registration.

Opinion of the Board of Directors: The Board of Directors has considered and deemed that the capital increase is appropriate and represents an alternative that would enable the Company to raise funds within a short period of time. This will be conducted through a capital increase under

a General Mandate, totaling not exceeding 15,000,000 shares with a par value of Baht 0.50 per share, equivalent to not exceeding Baht 7,500,000 (or representing 5.55% of the Company's paid-up capital), to be offered to specific investors (Private Placement).

The purpose of the General Mandate capital increase is to serve as a source of funds to support the Company's future investment plans, as well as to enhance liquidity and working capital for the Group's business operations.

Voting: This agenda item must be approved by **not less than three-fourths (3/4)** of the total votes of the shareholders and proxy holders present at the meeting and entitled to vote.

Agenda Item 10: To consider and approve the increase of the Company's registered capital with a specific purpose of fund utilization to support the exercise of convertible securities, namely the warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), totaling not exceeding 67,550,000 shares with a par value of Baht 0.50 per share.

Facts and Reasons: Pursuant to Agenda Item 8, the Company resolved to increase its registered capital and amend Clause 4 of the Company's Memorandum of Association in order to support the exercise of the Warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), totaling 67,550,000 units, which will be convertible into 67,550,000 ordinary shares, representing 25% of the Company's paid-up capital, at an exercise price of Baht 0.50 per share.

The purpose of this capital increase is to support the expansion of investment within the Group, enhance the Company's operational flexibility, and enable the Company to respond promptly to future business opportunities. Such actions must be carried out in accordance with the rules, conditions, and procedures prescribed under the applicable laws and regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand. Further details are set out in Attachments 4 and 5.

In this regard, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer and/or any 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 undertake any actions relating to the registration of the increase of the Company's registered capital and the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to perform any acts necessary to comply with the instructions of the Registrar in order to complete such registration.

Opinion of the Board of Directors: The Board of Directors has considered and deemed that the capital increase is appropriate and provides an alternative opportunity for the Company to receive funds from the exercise of the warrants. In addition, it helps reduce the burden of capital increase for the Company's existing shareholders.

The capital increase is intended to support the exercise of the Warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), totaling 67,550,000 units, which will be convertible into 67,550,000 ordinary shares, representing 25% of the Company's paid-up capital, at an exercise price of Baht 0.50 per share, with a total value of not exceeding Baht 33,775,000.

The proceeds from such exercise will be used as a source of funds to support the Company's business operations and future plans, which will strengthen the Company's financial structure and debt-to-equity ratio in the long term, as well as enhance financial flexibility for future investment projects, for the best interests of the shareholders as a whole.

Accordingly, the Board of Directors resolved to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital.

Voting: This agenda item must be approved by **not less than three-fourths (3/4)** of the total votes of the shareholders and proxy holders present at the meeting and entitled to vote.

Agenda Item 11: To consider and approve the issuance and offering of convertible securities in the form of warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), totaling not exceeding 67,550,000 units, with a par value of Baht 0.50 per share.

Facts and Rationale: As the Company intends to increase its registered capital to serve as a source of funds to support future investment plans and to enhance liquidity and working capital for the Group's business operations, the Company therefore proposes to issue Warrants to purchase the ordinary shares of Itthirit Nice Corporation Public Company Limited No. 1 ("ITTHI-W1 Warrants"), totaling not exceeding 67,550,000 units.

The warrants will be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) at no cost, at the ratio of 4 existing shares to 1 unit of ITTHI-W1 Warrants (any fractional entitlements will be disregarded).

The ITTHI-W1 Warrants will have a term of 2 years from the issuance date. The exercise ratio will be 1 warrant unit to 1 ordinary share, with an exercise price of Baht 0.50 per share. Holders of the ITTHI-W1 Warrants may exercise their rights every 6 months from the issuance date of the warrants.

If all warrants are fully exercised, the Company will receive proceeds from the exercise of warrants of not exceeding Baht 33,775,000. Further details are set out in Attachments 5 and 6.

In addition, it was resolved to set 10 March 2026 as the Record Date for determining the list of shareholders entitled to receive the allocation of the Warrants to purchase the Company's ordinary shares No. 1 (ITTHI-W1 Warrants). However, the issuance of such ITTHI-W1 Warrants remains subject to approval by the shareholders' meeting and therefore remains uncertain until such approval is obtained.

In this regard, the Board of Directors and/or the Executive Committee and/or any person designated by the Board of Directors and/or the Executive Committee shall be authorized to:

- (a) determine and/or amend the terms, conditions, and other details relating to the ITTHI-W1 Warrants, including details regarding the issuance and offering, allocation, and exercise of the warrants, in accordance with the regulations of the Capital Market Supervisory Board and/or other relevant authorities;
- (b) execute and sign any related documents and agreements;
- (c) sign applications for approvals, requests for waivers, and other necessary documents relating to the allocation of such warrants, including contacting and submitting applications or requests for waivers and related documents to government authorities or other relevant agencies, as well as listing the Warrants to purchase the Company's ordinary shares (ITTHI-W1) on the Market for Alternative Investment (mai); and
- (d) undertake any other actions necessary and appropriate in connection with the issuance and allocation of the ITTHI-W1 Warrants.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the issuance and offering of the Warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), in accordance with the details described above, for approval by the shareholders' meeting.

Voting: This agenda item must be approved by **not less than three-fourths (3/4)** of the total votes of the shareholders and proxy holders present at the meeting and entitled to vote.

Agenda Item 12 To consider and approve the allocation of newly issued ordinary shares, with the details as follows:

- (1) The allocation of newly issued ordinary shares under a General Mandate, totaling not exceeding 15,000,000 shares with a par value of Baht 0.50 per share, for offering to specific

investors (Private Placement), with a total value of not exceeding Baht 7,500,000, representing 5.55% of the Company's paid-up capital; and

(2) The allocation of newly issued ordinary shares to support the exercise of the Warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), totaling not exceeding 67,550,000 shares with a par value of Baht 0.50 per share, to be allocated to the existing shareholders of the Company in proportion to their shareholding at the ratio of 4 existing ordinary shares to 1 warrant unit, free of charge, according to the list of shareholders entitled to receive such warrants as recorded in the share register as of 10 March 2026, which is the Record Date for determining the shareholders entitled to receive the allocation of the Company's warrants.

Facts and Rationale: Pursuant to Agenda Items 8 to 11, which are interrelated, the Company proposes to increase its registered capital by Baht 41,275,000 through the issuance of newly issued ordinary shares as follows:

General Mandate Capital Increase:

Not exceeding 15,000,000 ordinary shares with a par value of Baht 0.50 per share, for offering to specific investors (Private Placement), totaling not exceeding Baht 7,500,000, representing 5.55% of the Company's paid-up capital; and

Capital Increase to Support the Exercise of Warrants:

Not exceeding 67,550,000 ordinary shares with a par value of Baht 0.50 per share, to support the exercise of the Warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants").

Such warrants will be allocated to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), free of charge, at the ratio of 4 existing ordinary shares to 1 warrant unit (any fractional entitlements will be disregarded).

The exercise ratio of the warrants is 1 warrant unit to 1 ordinary share, at an exercise price of Baht 0.50 per share (except in the case where the exercise ratio and price are adjusted). The warrants will have a term of 2 years from the issuance date.

The Company has set 10 March 2026 as the Record Date for determining the list of shareholders entitled to receive the allocation of the ITTHI-W1 Warrants. The Company will complete the issuance and offering of the ITTHI-W1 Warrants within 2 years from the date on which the shareholders' meeting approves such issuance.

Further details are set out in Attachments 5 and 6, and the summary of the allocation is as follows:

to be allocated to	Number of Shares (Shares)	Ratio	Offering Price per Share (Baht)	Subscription Period and Payment for Shares	Remarks
General Mandate	Not exceeding 15,000,000	-	The offering price shall be determined by the Board of Directors and shall not be lower than 90 percent of the market price.	To be determined later	Details are set out in Form F 53-4.
To accommodate the exercise of the Warrants (ITTHI-W1).	Not exceeding 67,550,000	At a ratio of 4 existing ordinary shares for 1 warrant unit.	Exercise Price: Baht 0.50 per share	1. The warrant issuance date shall be April 30, 2026. 2. The exercise of the warrants shall be permitted four (4) times, every six (6) months.	Details are set out in the Terms and Conditions of the Warrants.
Total Allocation	Not exceeding 82,550,000				

In the event that any of such shares remain unissued due to the non-exercise of the warrants, the Company will propose to the shareholders' meeting to consider a further reduction of the Company's capital accordingly.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to approve the allocation of newly issued shares totaling 82,550,000 shares, with a par value of Baht 0.50 per share, equivalent to a total amount of Baht 41,275,000, in accordance with the details set out above.

Voting: This agenda item must be approved by not less than three-fourths (3/4) of the total votes of the shareholders and proxy holders present at the meeting and entitled to vote.

Agenda Item 13 To consider other matters (if any).

Facts and Rationale: In accordance with Section 105 of the Public Limited Companies Act B.E. 2535 (1992), as amended, shareholders holding not less than one-third (1/3) of the total issued shares may request that the meeting consider other matters in addition to those specified in the notice of the meeting.

In addition, this agenda item is included to allow shareholders to raise questions and/or express their opinions to the Board of Directors (if any) and/or for the Board of Directors to provide clarification and respond to shareholders' inquiries.

No other matters will be proposed for approval at the meeting under this agenda item, and no voting will be conducted for this agenda item.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to include this agenda item in order to provide an opportunity for shareholders who wish to propose other matters for consideration by the meeting, in addition to those specified by the Board of Directors for this meeting, and to allow shareholders to raise questions (if any) and/or for the Board of Directors to respond to inquiries or provide clarifications to shareholders.

The Company has set the Record Date for determining the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2026 as 10 March 2026. Shareholders are therefore cordially invited to attend the Annual General Meeting of Shareholders for the year 2026 on Tuesday, 21 April 2026 at 09:00 a.m., at Maneevarn Meeting Room, Building 1, Itthirit Nice Corporation Public Company Limited, located at 89/18-19 Moo 5, Phanthalai Norasing Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province 74000, as shown in Attachment 12. Shareholders may register to attend the meeting from 08:00 a.m. on the meeting date.

The Company kindly requests shareholders and/or proxy holders to review the terms and procedures for registration, prepare the required documents to be presented on the meeting date, and study the voting procedures and the process for attending the meeting. Further details are provided in Attachment 11.

If any shareholder wishes to appoint a proxy or appoint an independent director nominated by the Company as a proxy, as detailed in Attachment 9, to attend the meeting and vote on his/her behalf, the Company requests that, for convenience and to facilitate a smooth registration process, shareholders bring the registration form containing the shareholder registration number with barcode (BARCODE) and the proxy form (if any) as shown in Attachment 10, together with identification documents, to present to the Company's staff on the meeting date.

Shareholders are requested to complete and sign the proxy form, affix a Baht 20 stamp duty, and attach a certified true copy of the identification card, and submit the documents to the following address:

Company Secretary Office ITTHI Nice Corporation Public Company Limited

Address: 89/18-19 Moo 5, Phanthalai Norasing Subdistrict, Mueang Samut Sakhon

District, Samut Sakhon 74000, Thailand

Tel: +66 34-872-577 Email: cs@lighttrio.com

For the convenience of document verification, the Company kindly requests shareholders and/or proxy holders to submit the required documents to the Company by Friday, 17 April 2026. The Company has published this

Notice of the Annual General Meeting of Shareholders for the year 2026, together with the supporting documents and proxy forms, on the Company's website at <https://www.itthi.co.th/> Shareholders may also submit questions in advance to the Company by Thursday, 9 April 2026, regarding matters related to the meeting agenda or other significant information of the Company, so that the Board of Directors and management can prepare clarifications or responses at the Annual General Meeting.

For this meeting, the Company has invited an independent certified public accountant to attend the meeting to provide clarification on financial matters and to supervise the vote-counting process at the meeting. In addition, the Company will record the meeting and publish it on the Company's website at <https://www.itthi.co.th/>

for the benefit of shareholders who may be interested.

The Company will not provide souvenirs at the shareholders' meeting, and the budget originally allocated for such souvenirs will instead be used to support social and environmental activities.

Sincerely,



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(Dr. Ronnachit Mahatthanapreut)

Chairman of the Board