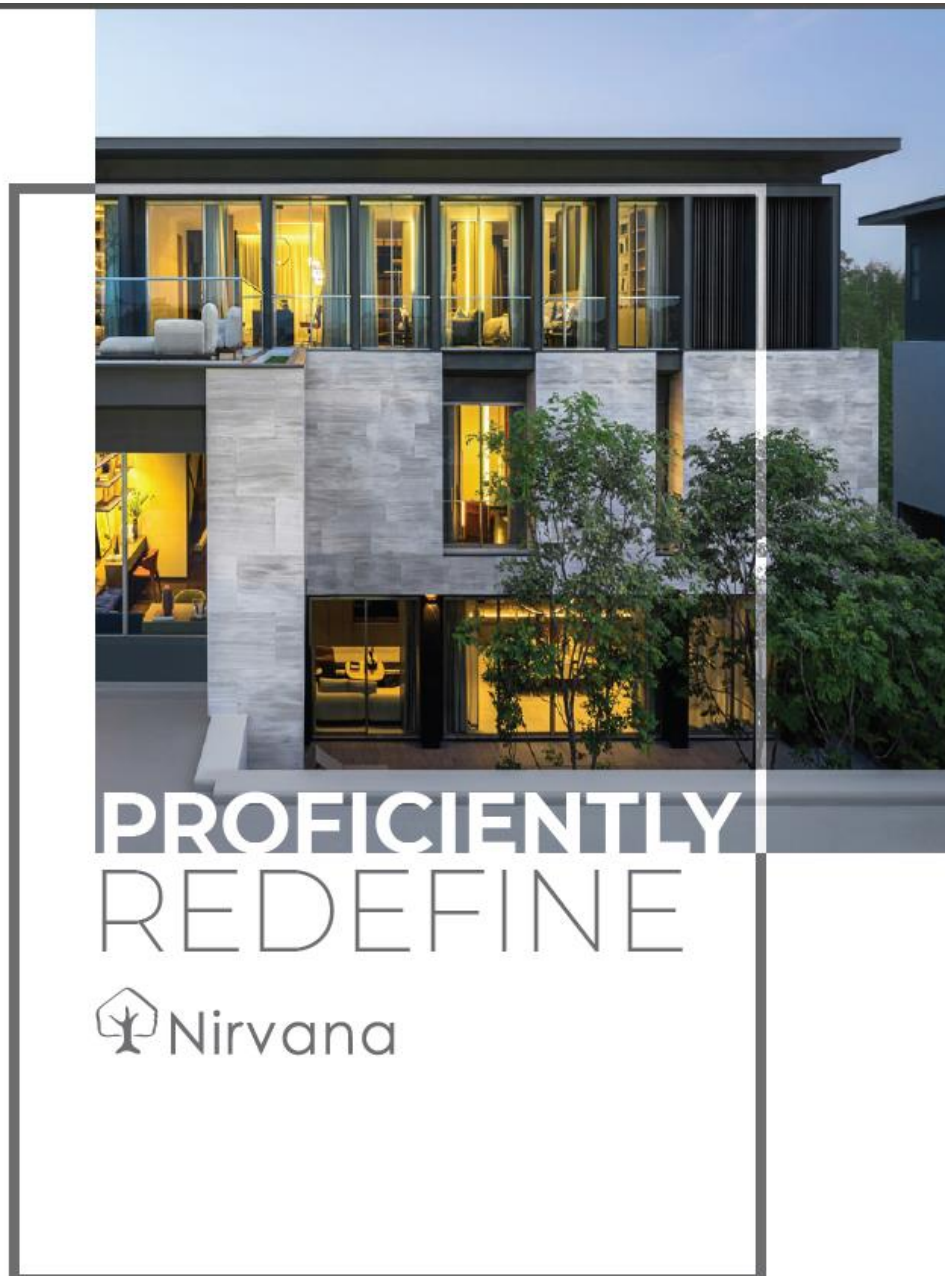




INVITATION TO THE ANNUAL GENERAL MEETING  
OF SHAREHOLDER FOR THE YEAR 2024

**NIRVANA DEVELOPMENT PUBLIC COMPANY LIMITED**



*\*REMARK*

- 1. Registration will be opened from 07.00 a.m.*
- 2. No souvenir will be provided*
- 3. The company provides snacks and beverages to treat the shareholders and proxies attending the meeting (1 set per 1 person)*

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## Contents

	<b>Page</b>
<b>Invitation Letter to Attend the Annual General Meeting of Shareholders for year 2024</b>	1
<b>Attachment 1</b> Profiles of the Nominated Directors for Re-election (Accompanying Documents for Agenda 4.)	11
<b>Attachment 2</b> Information on the Proposed Auditors of the Company and Audit Fee for the Year 2024 (Accompanying Documents for Agenda 6.)	23
<b>Attachment 3</b> Profiles of the newly nominated director (Accompanying Documents for Agenda7.)	25
<b>Attachment 4</b> The Company's Articles of Association in relation to the Annual General Meeting of Shareholders	26
<b>Attachment 5</b> List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders	31
<b>Attachment 6</b> Proxy Form A, B and C (Form B is recommended)	33
<b>Attachment 7</b> Documents and Evidence Identifying Shareholders and Proxies Eligible to Register, Attend and Vote at the Meeting	47
<b>Attachment 8</b> Map of Venue of the 2024 Annual General Meeting of Shareholders	50
<b>Attachment 9</b> QR Code Downloading Procedures for documents related to Notice of the 2024 Annual General Meeting of Shareholders and 56-1 One Report 2023	51
<b>Attachment 10</b> Privacy Notice for the 2024 Annual General Meeting of Shareholders' (AGM)	52

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No. CS/007/03/2024

19 March 2024

**Subject: Invitation to Attend the Annual General Meeting of Shareholders for year 2024**

**To: The Shareholders of Nirvana Development Public Company Limited**

**Attachment:**

1. Profiles of the Nominated Directors for Re-election (Accompanying Documents for Agenda 4.);
2. Information on the Proposed Auditors of the Company and Audit Fee for the Year 2024 (Accompanying Documents for Agenda 6);
3. Profiles of newly nominated director (Accompanying Documents for Agenda 7.);
4. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders;
5. List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders;
6. Proxy Form A, B and C (Form B is recommended);
7. Documents and Evidence Identifying Shareholders and Proxies Eligible to Register, Attend and Vote at the Meeting;
8. Map of Venue of the 2024 Annual General Meeting of Shareholders;
9. QR Code Downloading Procedures for documents related to Notice of the 2024 Annual General Meeting of Shareholders and 56-1 One Report 2023; and
10. Privacy Notice for the 2024 Annual General Meeting of Shareholders' (AGM)

The Meeting of the Board of Directors of Nirvana Development Public Company Limited (NVD) (the "**Company**") No. 1/2024 held on 27 February 2024, No.2/2024 held on 4 March 2024 has resolved to convene the Annual General Meeting of Shareholders for year 2024 (the "**AGM 2024**") on **Thursday, 25 April 2024, at 09.00 a.m.** at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, No. 19/9 Soi Sukhumvit 20 Klong Toey Sub-district, Klong Toey District, Bangkok 10110 to consider the matters in accordance with the following agenda:

**Agenda 1**                      **To acknowledge the Company's operational results for the year 2023**

**Objective and Reason** The Company has summarized the operating results as shown in the 2023 Annual Report (as shown in the form of QR Code printed on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the 56-1 One Report 2023 by using his/her mobile or other devices to scan such QR Code) to be acknowledged by the shareholders at the Annual General Meeting of Shareholders.

**The Board's Opinion** It is deemed appropriate for the AGM 2024 to acknowledge the report on the Company's operational results for the year 2023.

**Voting:** No vote casting is required since this agenda is for acknowledgement.

**Agenda 2**                    **To consider and approve the annual Financial Statements for the year ended 31 December 2023**

**Objective and Reason** According to Section 112 of the Public Company Limited Act B.E. 2535 (1992), the Company shall prepare the Balance Sheet and Profit and Loss Accounts as of the end of accounting period of the Company and shall submit the financial statements of the Company for the year ended 31 December 2023 to the Annual General Meeting of Shareholders for approval. Details of the balance sheet are included in the 2023 Annual Report as shown in the form of QR Code printed on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the 56-1 One Report 2023 by using its mobile or other devices to scan such QR Code.

**The Board's Opinion** It is deemed appropriate for the AGM 2024 to consider and approve the audited Financial Statements for the year ended December 31, 2023 which had been audited by the Certified Public Accountant, reviewed by the Audit Committee and approved by the Board of Directors.

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

**Agenda 3**                    **To consider and approve the appropriation of profit for the year 2023 to legal reserve and dividend payment**

**Objective and Reason** In compliance with Section 115 and Section 116 of the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association, they are required that:

- 1) the appropriation of legal reserve and annual dividend payment must be approved by the annual general meeting of the shareholders;
- 2) the Company must appropriate at least 5 percent of its annual net profit as legal reserve, less accumulated loss brought forward (if any) until the legal reserve reaches an amount of not less than 10 percent of its registered capital; and
- 3) No dividend shall be paid other than out of profits. If the Company has accumulated loss, no dividend shall be paid.

Besides, the Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit of the consolidated financial statements after the corporate income tax and legal reserve. However, the rate of dividend payment is subject to change depending on operating performance and financial position, liquidity, business expansion, and other factors relating to the Company's operations and management. For the operating result of the year 2023, the Company has the profit as shown in the consolidated financial statements for the year ended 31 December 2023, being net profit attributable to the equity holders of the parent in an amount of Baht 201,089,983.

**The Board's Opinion** It is deemed appropriate for the AGM 2024 to consider and approve the appropriation to legal reserve and dividend payment for the operating result from 1 January 2023 to 31 December 2023 which details are as follows:

- a) In 2023, the Company earned the profit as shown in the separate financial statements in an amount of Baht 180,045,508, the Board of Directors therefore deems appropriate to propose to the AGM 2024 to consider and approve the appropriation to legal reserve as required by the applicable law at the rate of 5% in an amount of Baht 9,002,275.33; and
- b) In 2023, the Company has the profit as shown in the consolidated financial statements in an amount of Baht 211,978,720 being the profit attributable to the equity holders of the parent in an amount of Baht 201,089,983. Due to the prevailing economic instability and the heightened tensions in the bond market, alongside the continuous increase in financial costs, the imperative of maintaining a stable cash flow for the company and delivering returns on investment to our shareholders. The Board of Directors therefore deems appropriate to propose to the AGM 2024 to consider and approve the payment of dividend for the operating results from 1 January 2023 to 31 December 2023 at the rate of Baht 0.026 per share amounting to Baht 40,382,563.96, representing to 20.08% of the net profit of the Company's consolidated balance sheet which is 50% of the Company's dividend payment policy.

In this regard, the Company has determined the record date for determining the list of shareholders entitling to receive such dividends on March 18, 2024 and the date of dividend payment on May 21, 2024.

**In this regard, whether the Company would pay the dividend shall be subject to the approval from the Annual General Meeting of Shareholders for year 2024**

**Details of the Proposed Dividend Payment from the operating result of the year 2023 as Compared to the Previous Year**

Details	Dividend Payment for Year 2023	<u>Proposed</u> Dividend Payment for Year 2024
Net Profit – Separate Financial Statements (Baht)*	44,637,791	180,045,507
Net Profit – Consolidated Financial Statements (profit attributable to the equity holders of the parent) (Baht)*	201,028,253	201,089,983
Numbers of Shares (Share)	1,553,174,254	1,553,175,537
Dividend paid per share (Baht per share)	0.06	0.026

Details	Dividend Payment for Year 2023	Proposed
		Dividend Payment for Year 2024
Total Dividend Payment (Baht)	93,190,455.24	40,382,563.96
Ratio of Dividend to Net Profit (%)	46.36%	20.08% **

*Remark: \*\* The proposed rate of the dividends payment is 50% of the Company's dividends payment policy.*

**Voting:**

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

**Agenda 4****To consider and approve the appointment of directors who retire by rotation****Objective and Reason**

In compliance with the Section 71 of the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. The directors who will retire by rotation the AGM 2024 are GEN.Kukiat Srinaka, Mr.Kampanart Lohacharoenvanich, and M.L.Thongmakut Thongyai by which they have agreed to serve the position of the director for another term.

**The Board's Opinion**

The Board of Directors, excluding the nominated directors, is deemed appropriate for the AGM 2024 to approve the re-election of the above three directors who are due to retire by rotation, as the Company's directors and following position for another term as recommended by the Nomination and Remuneration Committee:

1. GEN.Kukiat Srinaka Independent Director / Vice Chairman of the Board of Directors / Member of Corporate Governance and Sustainable Development Committee
2. Mr.Kampanart Lohacharoenvanich Independent Director / Chairman of Audit Committee
3. M.L.Thongmakut Thongyai Independent Director / Member of Nomination and Remuneration Committee

The Board of Directors, having thoroughly considered, viewed that all of the above directors have all qualifications required under the Public Company Act B.E 2535 as well as knowledge, capability and experience relating to the Company's business operation by which if such directors have been re-elected for another term, the Company's business operation would be developed continuously.

The Board of Directors therefore deems appropriate to propose that such 3 directors should be reelected for another term.

For conformity with the good governance criteria regarding the shareholders' rights protection, the Company had also given the opportunity to the shareholders to propose the list of person for considering to be elected to be directors of the Company for year 2024 from 1 October 2023 – 31 December 2023 according to the rules disclosed on the company website, however, there was no shareholder proposing the list of person for considering to be elected to be directors of the Company.

The profile of the retiring directors are provided in the **Attachment 1**.

**Voting:**

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

**Agenda 5**

**To consider and approve the remuneration of directors for the year 2024**

**Objective and Reason**

In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992), the annual remuneration of Directors is required to be approved by the shareholders at the Annual General Meeting of Shareholders. Therefore, it is necessary to consider and approve the determination of the remuneration of directors and sub-committees by which the following criteria and procedure have been taken into account for consideration:

- 1) Remuneration shall be paid to directors by considering the directors' duties, responsibilities and scope of work including comparing with peers who have the similar size and in the same business segment;
- 2) Remuneration should align with directors' interests and the long-term interests of shareholders;
- 3) Structure of the remuneration should be simple, transparent and easy for shareholders to understand; and
- 4) The Nomination and Remuneration Committee shall propose the remuneration of directors and sub-committees to the Board of Directors for approval consideration, prior to proposing to the shareholders' meeting.

The remuneration of directors and sub-committees is comprised of meeting fee and bonus only. No other remunerations will be paid.

**The Board's Opinion**

It is deemed appropriate for the AGM 2024 to approve the remuneration of directors for the year 2024 and bonus of directors from the operating profit as recommended by the Nomination and Remuneration Committee by taking into account the directors' duties and responsibilities, as well as comparing with peers of similar size in the same business segment, details are as follows:

**The Comparison of Directors' Remuneration with the Previous Year**

Details	Year 2023	Year 2024 (Proposed Year)
<b>1. Retainer Fee</b>	as not exceeding of Baht 3.00 million	as not exceeding of Baht 6.00 million
<b>1.1 The Board of Directors</b>	Monthly Fee	Monthly Fee
a) Chairman of the Board	Baht 20,000/Month	Baht 25,000/Month
b) Vice Chairman	Baht 17,500/Month	Baht 25,000/Month
c) Director	Baht 15,000/Month	Baht 25,000/Month
<b>The Board of Directors</b>	Meeting Fee	Meeting Fee
a) Chairman of the Board	-	Baht 25,000/Time
b) Vice Chairman	-	Baht 20,000/Time
c) Director	-	Baht 20,000/Time
<b>1.2 The Sub-Committees</b>		
<b>1.2.1 The Audit Committee</b>	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 25,000/Time
b) Member	Baht 10,000/Time	Baht 20,000/Time
<b>1.2.2 The Nomination and Remuneration Committee</b>	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 25,000/Time
b) Member	Baht 10,000/Time	Baht 20,000/Time
<b>1.2.3 The Risk Management Committee</b>	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 25,000/Time
b) Member	Baht 10,000/Time	Baht 20,000/Time
<b>1.2.4 The Corporate Governance and Sustainable Development Committee</b>	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 25,000/Time
b) Member	Baht 10,000/Time	Baht 20,000/Time
<b>1.2.5 The Executive Committee</b>	Monthly Fee	Monthly Fee
a) Chairman	Baht 17,500/Month	Baht 25,000/Month
b) Member	Baht 15,000/Month	Baht 20,000/Month
<b>2. Bonus</b>	The amount of 3 percent of the total amount of dividends paid from the	The amount of 3 percent of the total amount of dividends paid from the



Details	Year 2023	Year 2024 (Proposed Year)
	operating profit excluding the retained earnings as not exceeding of Baht 4.00 million. Besides, it is deem appropriate to propose that the Nomination and Remuneration Committee shall be authorised to allocate an amount of such bonus payable to each director.	operating profit excluding the retained earnings as not exceeding of Baht 4.00 million. Besides, it is deem appropriate to propose that the Nomination and Remuneration Committee shall be authorised to allocate an amount of such bonus payable to each director.
<b>3. Other Remuneration</b>	- None -	- None -

**Notes:** The executive directors receive no remuneration for their services as a director and member of sub committees.  
Director remuneration payable on a per-time basis will be paid only once if there are more than one meeting in a month.

**Voting:** The resolution for this agenda requires not less than two-thirds of the total number of votes of the shareholders and proxy holders attending the meeting.

**Agenda 6** **To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2024**

**Objective and Reason** In compliance with Sections 120 and Section 121 of the Public Limited Companies Act B.E. 2535 (1992), the appointment of auditors and audit fee are required to be approved by Shareholders at the Annual General Meeting of Shareholders for each year.

**The Board's Opinion** It is deemed appropriate for the AGM 2024 to consider and approve the appointment of the following auditors from PKF Audit (Thailand) Ltd. to be the Company's auditor for the year 2024, namely:

- 1) Mr. Udom Thanuratpong Certified Public Accountant No. 8501 and/or
- 2) Mr. Pitinan Lilamethwat Certified Public Accountant No. 11133

by which anyone of such shall be the Company's auditors for the year 2024 and In the absence of the above-named auditors, PKF Audit (Thailand) Ltd. Is authorized to identify one other Certified Public Accountant within PKF Audit (Thailand) Ltd.to carry out the work and determine audit fee for the year 2024 of not exceeding Baht 1,800,000 and determine audit fee of subsidiaries for the year 2024 of not exceeding Baht 1,750,000 (excluding non-audit fee), totaling of Baht 3,550,000 as proposed by the Audit Committee

and approved by the Board of Directors. The detail of profile of the auditors are provided as shown in **the Attachment 2.**

The two auditors as proposed are the auditors of the Company and the subsidiaries and have no relationship or conflict of interest with the Company, the subsidiaries, the executives or the major shareholders or anyone related to the aforementioned persons.

**Auditing Fee of the Company and its Subsidiaries**

No.	Company	PKF Audit (Thailand) Ltd		
		Y2023	Y2024 (Proposed Year)	(% Change)
1	<b>Auditing Fee of the Company:</b>			
	<b>Nirvana Development Public Company Limited (NVD)</b>	<b>1,800,000</b>	<b>1,800,000</b>	<b>-</b>
<u>Subsidiary Company</u>				
1	Atech Enterprise Co., Ltd.	80,000	80,000	-
2	Qtech Products Company Limited	360,000	360,000	-
3	NVDG Co., Ltd.	80,000	80,000	-
4	Extend Property Services Co., Ltd.	80,000	80,000	-
5	Nirvana Construction Co., Ltd. (NC)	310,000	310,000	-
6	Nirvana U Co., Ltd. (NU)	230,000	230,000	-
7	Nirvana Phraram 9 Co., Ltd (NR)	160,000	160,000	-
8	NVDA Co., Ltd.	80,000	80,000	-
9	Nirvana River Co., Ltd.	140,000	140,000	-
10	Nirvana Sukhumvit Co., Ltd.	80,000	80,000	-
2	<b>Auditing Fee of the Subsidiaries Company</b>	<b>1,600,000</b>	<b>1,600,000</b>	<b>-</b>
3	<b>Joint Venture:</b>			
	Nirvana Ally Development Co., Ltd.	150,000	150,000	-
<b>Total</b>		<b>3,550,000</b>	<b>3,550,000</b>	<b>-</b>

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

**Agenda 7** **To consider and approve the appointment of the Company's new additional Director and determination of number of Directors**

**Objective and Reason** It was appropriate and necessity for the Company's business operation to appoint 1 new additional director who is Mr. Sudhikrit Thanombooncharoen as new addition director and to determine that the total number of directors on the Board shall be changed from 9 directors to 10 directors.

**The Board's Opinion** The Board of Directors is deemed appropriate for the AGM 2024 to approve the appointment of one additional new director and to determine the total number of directors on the Board from 9 directors to 10 directors which details are as follows:

Name: Mr. Sudhikrit Thanombooncharoen

Position: Director, Non-Executive Director

Mr. Sudhikrit Thanombooncharoen whose qualification is appropriate for the company's business operations and have knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. The details of profile of newly nominated director are provided as shown in **the Attachment 3**.

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

**Agenda 8** **To consider other business (if any)**

According to Section 105 of Public Company Limited Act B.E. 2535 (1992), any shareholders of the Company may propose additional agenda in shareholders meeting. However, such matter must be proposed by shareholder(s) holding shares of not less than one-third of the total Company shares.

In addition, for conformity with the good governance criteria regarding the shareholders' rights protection, the Company has given an opportunity for minority shareholders to propose any additional agenda for AGM 2024 from 1 October 2023 – 31 December 2023 according to the rules disclosed on the company website, however there were no proposal of agenda.

The Company would like to invite all shareholders to attend the Meeting on the date, time and place as mentioned above. The registration will open at 7.00 am.

In addition, the Company has determined the Record Date for determining the list of shareholders having the right to attend the AGM 2024 on 18 March 2024. (Record Date)

With regard to the agenda as mentioned herein, the independent directors have no opinion which is contrary to the opinion of the Board of Directors.

Any shareholders who are unable to attend the AGM 2024 does not wish to appoint proxy to attend this AGM 2024, the shareholder may appoint an independent director of the Company as proxy, the list of names and details are shown in **Attachment 5**, to attend the meeting and vote on behalf of the shareholder.

Any shareholders who cannot be present at the Meeting in person and intend to appoint a proxy to attend the Meeting, please complete and duly execute one of three proxy forms (Form A, Form B or Form C). Form C is

only for foreign shareholders who hold the Company shares through custodian account in Thailand. Shareholders may download the proxy form from the Company's website at [www.nirvanadevelopment.co.th](http://www.nirvanadevelopment.co.th) or proxy forms, the detail of which are presented in accordance with **Attachment 6**. Please affix stamp duty of THB 20 and present documents or evidence showing a shareholder or a representative of the shareholder entitled to attend the meeting specified in the supporting documents in **Attachment 7**.

Besides, from 2020 onwards, Thailand Securities Depository Co., Ltd. (TSD) will deliver an 56-1 One report (annual report) and Invitation Letter of all listed companies to their shareholders via electronics system in the form of QR Code in lieu of paper or CD-ROM by which such QR Code will appear on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the Information immediately by using its mobile or other devices to scan such QR Code. Please refer to **Attachment 9** for QR Code and instructions.

Shareholders are entitled to submit recommendations or questions in advance of the Annual General Meeting of Shareholders for year 2024 via the following channels:

- E-mail: [companysecretary@nirvanadevelopment.co.th](mailto:companysecretary@nirvanadevelopment.co.th) or
- By registered mail to:  
"Company Secretary"  
Nirvana Development Public Company Limited  
No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Yours faithfully,



(Mr. Vichien Jearkijrm)

Chairman

Nirvana Development Public Company Limited

*The Investor Relation Unit*

*Tel: 02-105-6789 ext. 505*

*Email: [IR@nirvanadevelopment.co.th](mailto:IR@nirvanadevelopment.co.th)*

*The Company Secretary Office*

*Tel: 02-105-6789 ext. 526*

*Email: [companysecretary@nirvanadevelopment.co.th](mailto:companysecretary@nirvanadevelopment.co.th)*

**Profiles of the Nominated Directors for Re-election of Directors No.1**

**Name - Surname** : General Kukiatt Srinaka

**Age** : 63 Years

**Nationality** : Thai

**Director Type** : Independent Director



**Position** : Vice Chairman of Board of Directors  
Member of the Corporate Governance & Sustainable Development Committee

**Date of Appointment** : 19 August 2021

**as a Director**

**Education** : Thailand National Defence College, Class 57  
: Joint War College, Class 48  
: Master of Public Administration, Burapha University  
: Command and General Staff College, Class 71  
: Bachelor of Science, Chulachomklao Royal Military Academy, Class 31  
: Armed Forces Academies Preparatory School, Class 20

**Director Training** : Director Certification Program (DCP), Class 275/2019,  
Thai Institute of directors (IOD)  
: Director Accreditation Program (DAP), Class 185,  
Thai Institute of directors (IOD)  
: Boardroom Success Through Financing and Investment(BFI), Class 10/2021,  
Thai Institute of directors (IOD)  
: Climate Governance, Class 4/2023, Thai Institute of directors (IOD)

**Other Trainings** : Thailand Energy Academy (TEA 15)

**Meeting Attendance** : (Number of times attended / Number of times eligible to attend)

**during 2023** : The Board of Directors' Meeting 5/5 times (100%) and Board Retreat 1/1 time

: The Corporate Governance & Sustainable Development Committee' Meeting  
2/2 times (100%)

: The Annual General Meeting of Shareholder for the year 2023 1/1 time (100%)

**Shareholding in NVD's Shares as at 31 December 2023:** - None -

**Other Positions in Other Organizations**

**Board Member/Management in Other Listed Company:** - None -

**Position in Other Company/Organization/Institution:** 2 Position:

2020 – Present Vice president of the LTAT board of directors

2017 - Present Adviser to the President of National Olympic Committee of Thailand

**Position in other organization that may either cause conflict of interest or compete with the Company:** -

None-

**Working Experience (Past 5 Years):**

Major Assignments While in Service

2019 - 2020 Deputy Permanent Secretary for Defense

2018 - 2019 Assistant Commander in Chief, Royal Thai Army

2017 - 2018 Commanding General of 1st Army Area

Other important Positions

2020 – Present Vice president of the LTAT board of directors

2017 - Present Adviser to the President of National Olympic Committee of Thailand

2021 – 2022 Board Member of Provincial Waterworks Authority

2019 - 2023 Independent Director/Member of Corporate Governance Committee, Thai Oil Public Company  
Limited

**Criminal Record during the Past 10 Years:** -None-

**Qualifications of Director:**

Board of Directors had considered their qualifications are qualified for the business operation of the Company and none Position in other organization that compete with / related to the Company.

In addition, he has an expertise in finance and accounting as well as organization development.

**Additional Qualifications of Independent Director:**

Board of Directors had considered that the nominated independent director is a person who is capable to express her opinion independently and in accordance with the relevant regulations.

**Relationship of the Candidate for Independent Director Nomination:**

The present and past 2 years relationship between the candidate and the Company, parent company, subsidiary company, associate company, major shareholder or controlling person of the Company are as follows:

Relationship	Yes	No
1. Being an executive director, employee, staff, advisor who receives salary		✓
2. Being a provider of any professional services (such as auditor or legal advisor)		✓
3. Having a business relationship (such as sale or purchase of any raw material or product, provision of any service, rental or lease of immovable property, granting or receipt of financial assistance) which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of twenty million baht or more. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.		✓
4. Being the significant shareholder or controlling person of the person having the business relationship as mention in Item 3 above.		✓
5. Having kin relationship with other directors		✓

**Definition of Independent Director**

The Board of Directors determined that the qualification of the Independent Director shall be as those prescribed by the Notification of the Capital Market Supervisory Board which are as follows:

- 1) holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- 2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years;
- 3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
- 4) neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling

person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- 5) neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
- 6) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
- 7) not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
- 8) not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company; and
- 9) not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.



**Profiles of the Nominated Directors for Re-election of Directors No. 2**

**Name - Surname** : Mr. Kampanart Lohacharoenvanich  
**Age** : 73 Years  
**Nationality** : Thai  
**Director Type** : Independent Director  
**Position** : Director, Chairman of the Audit Committee



**Date of Appointment as a Director** : 26 April 2018 (Re-elected on 21 April 2021 and Directorship tenure as of March 2024 is 5 years and 11 months)

**Education** : Master of Economics, Kansas State University, Pittsburg, Kansas, U.S.A.  
: Bachelor of Economics, Thammasat University

**Director Training** : Directors Certification Program (DCP) Class17/2002,  
Thai Institute of directors (IOD)  
: Top Executive Program (CMA, Class 1), Capital Market Academy

**Other Trainings** : Leading the way into the Futures Business by TFX and  
University of Chicago  
: Financial Executive Development Program (FINEX, Class 4), The Thai  
Bankers' Association  
: KT 4 by Kepner & Tregoe

**Meeting Attendance during 2023** : (Number of times attended / Number of times eligible to attend)  
: The Board of Director's Meeting 5/5 times (100%) and Board Retreat -  
: Audit Committee's Meeting 4/4 times (100%)  
: The Annual General Meeting of Shareholder for the year 2023 1/1time (100%)

**Shareholding in NVD's Shares as at 31 December 2023:** -None-

### **Other Positions in Other Organizations**

#### **Board Member/Management in Other Listed Company: 2 Position**

- 2018 - Present Chairman, Independent Director, Member of the Audit Committee,  
Infrasat Public Company Limited
- 2016 - Present Independent Director, Member of the Audit Committee,  
Trinity Watthana Public Company Limited

**Position in Other Company/Organization/Institution: - None –**

#### **Position in other organization that may either cause conflict of interest or compete with the Company:**

-None-

#### **Working Experience (Past 5 Years):**

- 2018 - Present Chairman, Independent director and Member of the Audit Committee,  
Infrasat Public Company Limited
- 2016 - Present Independent director, Member of the Audit Committee Trinity Watthana Public Company Limited
- 2013 - 2022 Sub-Committee on Strategy, National Savings Fund (GSO)
- 2011 - 2019 Qualified Director of Finance and Investment, National Savings Fund (GSO)
- 2016 - 2017 Independent director Shun Thai Rubber Gloves Industry Public Company Limited
- 2009 - 2016 Qualified Director of The Capital Market Supervisory Board, The Securities and Exchange  
Commission (SEC), Thailand.

**Criminal Record during the Past 10 Years: -None-**

#### **Qualifications of Director:**

Board of Directors had considered their qualifications are qualified for the business operation of the Company and none Position in other organization that compete with / related to the Company.

In addition, he has an expertise in finance and accounting as well as organization development

#### **Additional Qualifications of Independent Director:**

Board of Directors had considered that the nominated independent director is a person who is capable to express her opinion independently and in accordance with the relevant regulations.

#### **Relationship of the Candidate for Independent Director Nomination:**

The present and past 2 years relationship between the candidate and the Company, parent company, subsidiary company, associate company, major shareholder or controlling person of the Company are as follows:

Relationship	Yes	No
1. Being an executive director, employee, staff, advisor who receives salary		✓
2. Being a provider of any professional services (such as auditor or legal advisor)		✓
3. Having a business relationship (such as sale or purchase of any raw material or product, provision of any service, rental or lease of immovable property, granting or receipt of financial assistance) which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of twenty million baht or more. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.		✓
4. Being the significant shareholder or controlling person of the person having the business relationship as mention in Item 3 above.		✓
5. Having kin relationship with other directors		✓

#### **Definition of Independent Director**

The Board of Directors determined that the qualification of the Independent Director shall be as those prescribed by the Notification of the Capital Market Supervisory Board which are as follows:

- 1) holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- 2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years;
- 3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
- 4) neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty

million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- 5) neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
- 6) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
- 7) not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder ;
- 8) not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company; and
- 9) not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

**Profiles of the Nominated Directors for Re-election of Directors No. 3**

- Name – Surname** : M.L. Thongmakut Thongyai
- Age** : 55 Years
- Nationality** : Thai
- Director Type** : Independent Director
- Position** : Director,  
Member of the Nomination and Remuneration Committee
- Date of Appointment as a Director** : 17 January 2017 (Re-elected on 21 April 2021 and Directorship tenure as of March 2024 is 3 years and 2 months)
- Education** : Master of Business Administration, The American University, Washington D.C, U.S.A (1992-1994)  
: Bachelor of Design in Industrial Design The University of South Australia, Adelaide, Australia (1987-1991)
- Director Training** : Director Accreditation Program (DAP 186/2021) - Thai Institute of Directors (IOD)
- Other Trainings** : Corporate Governance for Capital Market Intermediaries (CGI)13/2016 (English Program) (June 22 - 23, 2016)
- Meeting Attendance during 2023** : (Number of times attended / Number of times eligible to attend)
- : The Board of Directors' Meeting 5/5 times (100%) and Board Retreat 1/1 time
  - : The Nomination and Remuneration Committee 5/5 time (100%)
  - : The Annual General Meeting of Shareholder for the year 2023 1/1 time (100%)



**Shareholding in NVD's Shares as at 31 December 2023:** - None -

**Other Positions in Other Organizations**

**Board Member/Management in Other Listed Company:** 1 Position

2018 – Present Deputy President, XSpring Capital Public Company Limited

**Position in Other Company/Organization/Institution: 4 Positions**

2024 – Present Directors, The Stock Exchange of Thailand (SET)

2022 – Present Directors, Association of Thai Securities Companies (ASCO)

2019 – Present Chief Executive Officer, Krungthai XSpring Securities Company Limited

2018 – Present Authorized Director, Krungthai XSpring Securities Company Limited

**Position in other organization that may either cause conflict of interest or compete with the Company:**

-None-

**Working Experience (Past 5 Years):**

2024 – Present Directors, The Stock Exchange of Thailand (SET)

2022 – Present Directors, Association of Thai Securities Companies (ASCO)

2019 – Present Chief Executive Officer, Krungthai XSpring Securities Company Limited

2018 – Present Deputy President, XSpring Capital Public Company Limited

2018 – Present Authorized Director, Krungthai XSpring Securities Company Limited

2018 - 2019 Managing Director, Krungthai Zmico Securities Company Limited

2017 - 2020 Directors, TSFC Securities Public Company Limited

2015 – 2018 Directors, Association of Thai Securities Companies (ASCO)

2010 - 2018 Chief Executive Officer, SCB Securities Company Limited

**Criminal Record during the Past 10 Years: -None-**

**Qualifications of Director:**

Board of Directors had considered their qualifications are qualified for the business operation of the Company and none Position in other organization that compete with / related to the Company.

In addition, he has an expertise in finance and accounting as well as organization development.

**Additional Qualifications of Independent Director:**

Board of Directors had considered that the nominated independent director is a person who is capable to express her opinion independently and in accordance with the relevant regulations.

**Relationship of the Candidate for Independent Director Nomination:**

The present and past 2 years relationship between the candidate and the Company, parent company, subsidiary company, associate company, major shareholder or controlling person of the Company are as follows:

Relationship	Yes	No
1. Being an executive director, employee, staff, advisor who receives salary		✓
2. Being a provider of any professional services (such as auditor or legal advisor)		✓
3. Having a business relationship (such as sale or purchase of any raw material or product, provision of any service, rental or lease of immovable property, granting or receipt of financial assistance) which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of twenty million baht or more. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.		✓
4. Being the significant shareholder or controlling person of the person having the business relationship as mention in Item 3 above.		✓
5. Having kin relationship with other directors		✓

#### Definition of Independent Director

The Board of Directors determined that the qualification of the Independent Director shall be as those prescribed by the Notification of the Capital Market Supervisory Board which are as follows:

- 1) holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- 2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years;
- 3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
- 4) neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- 5) neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
- 6) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
- 7) not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
- 8) not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company; and
- 9) not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.



### Information on Proposed Auditors of the Company and Audit Fee for the Year 2024

#### Opinions from the Audit Committee

The Audit Committee Meeting No. 1/2024 held on 27 February 2024, has considered the selection of the Company's auditors by considering the qualifications of the auditors based on their performance, independence and audit fee, and the Audit Committee has expressed their opinions to the Board of Directors to propose the appointment of the following auditors from PKF Audit (Thailand) Ltd. to be the Company's auditor for the year 2024, Profiles of the Auditors Proposed for Appointment for the Year 2024, namely:

Name	Certified Public Accountant No.	Percentage of Shareholding	Number of years certified the Company's financial statements	Year of auditing financial statements
1. Mr. Udom Thanuratpong	8501	None	1	2023
2. Mr. Pitinan Lilamethwat	11133	None	-	-

Any one of the above auditors shall have the authority to audit and express their opinions on the financial statements of the Company by which anyone of such shall be the Company's auditors for the year 2024 and In the absence of the above-named auditors, PKF Audit (Thailand) Ltd. Is authorized to identify one other Certified Public Accountant within PKF Audit (Thailand) Ltd.to carry out the work. The nominated auditors are approved by the Office of the Securities and Exchange Commission, and have no significant relationship or interest with the Company, subsidiaries, management, major shareholders or their related persons. In addition, the auditors from PKF Audit (Thailand) Ltd are appointed as the auditors of the Company's subsidiaries. The committee is confident that both subsidiary and affiliated companies will be able to prepare financial statements in a timely manner in accordance with the law.

Furthermore, the Audit Committee Meeting No. 1/2024 has considered the determination of the audit fee for the year 2024 of not exceeding Baht 1,800,000 and determine audit fee of subsidiaries for the year 2024 of not exceeding Baht 1,750,000 (excluding non-audit fee), totaling of Baht 3,550,000 as proposed by the Audit Committee and approved by the Board of Directors.

#### The Comparison of the Proposed Audit Fee with the Previous Year

Details	PKF Audit (Thailand) Limited		Change (%)
	Audit Fee for the Year 2023	Proposed Audit Fee for the Year 2024	
<b>Audit Fee (NVD)</b>	1,800,000	1,800,000	-
<b>Audit Fee (Subsidiary)</b>	1,750,000	1,750,000	-
<b>Total Audit Fee</b>	<b>3,550,000</b>	<b>3,550,000</b>	-
Non-audit service fee	-	-	-

Note: In 2023, the Company did not pay any non-audit service fee to PKF Audit (Thailand) Limited.

**Board's Opinion:**

The Board of Directors' Meeting No. 1/2024 held on 27 February 2024 has considered the appointment of the auditors and the determination of the 2024 audit fee as approved by the Audit Committee and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve such matters.

**Auditor's Information**

1. Mr. Udom Thanuratpong	
Certified Public Accountant Number	8501
Audit Firm	PKF Audit (Thailand) Company Limited
Business experiences on auditing and accounting	Over 20 years
Qualifications and education	<ul style="list-style-type: none"> <li>- SEC Authorized Auditor</li> <li>- Master Degree - Accounting at Chulalongkorn University, Thailand</li> <li>- Bachelor Degree - Accounting at Assumption University, Thailand</li> <li>- Member of the Federation of Accounting Professions of Thailand</li> </ul>
Working Experiences	- SEC approved auditor in PKF Audit (Thailand) Ltd.
Percentage of Shareholding	None
Number of years certified the Company's FS	1

2. Mr. Pitinan Lilamethwat	
Certified Public Accountant Number	11133
Audit Firm	PKF Audit (Thailand) Company Limited
Business experiences on auditing and accounting	Over 12 years
Qualifications and education	<ul style="list-style-type: none"> <li>- approved auditor with the SEC Thailand</li> <li>- ASEAN Chartered Professional Accountant</li> <li>- Master Degree - Accounting at Chulalongkorn University, Thailand</li> <li>- Bachelor Degree - Accounting at Kasetsart University, Thailand</li> </ul>
Working Experiences	- SEC approved auditor in PKF Audit (Thailand) Ltd.
Percentage of Shareholding	None
Number of years certified the Company's FS	-

### Profiles of the Newly Nominated Director

**Name-Surname** : Mr. Sudhikrit Thanombooncharoen  
**Age** : 66 Years  
**Type of Director** : Non-Executive Director  
**Proposed Position** : Director  
**Education** : Capital Market Academy, Class 19  
- Bachelor in Pharmaceutical Sciences,  
Chulalongkorn University



#### Other Positions in Other Organizations

**Board Member/Management in Other Listed Company:** - None -

**Position in Other Company/Organization/Institution:** 2 Position:

1985-Present TO Chemical Company Limited

Present Sandao Property Company Limited

#### **Work Experience:**

1985 - Present TO Chemical Company Limited

Present Sandao Property Company Limited

1987 - 2004 Natural Park Public Company Limited

1987 - 2002 Natural Place Tower Company Limited

1983 - 1997 SK Drug Center Company Limited

1985 - 1996 TO Chemical Company Limited

**Criminal Record during the Past 10 Years:** -None-

**Family Relations among Executives:** -None-

**% of Shareholding in NVD as of 29 February 2024 :** 17,940,000 shares 1.155%

## The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

### Chapter 3: Board of Directors

Article 13. The Company's Board of Directors shall consist of at least five (5) directors. Not less than one half of all directors shall have residence in the Kingdom of Thailand. The qualifications of the Company's directors shall be as prescribed by laws.

No director shall become a partner or become a director in any other juristic person operating any business which has the same nature as and is in competition with the business of the Company unless he or she notifies the shareholders meeting prior to the resolution for his or her appointment.

In conducting the business of the Company, the directors shall comply with all laws, the objectives and the Articles of Association of the company, and the resolutions of the shareholders meetings in good faith and with due care to preserve the interests of the Company.

A director shall notify the Company without delay when he or she has a direct or indirect interest in any contract which is made by the Company during a fiscal year, or he or she holds shares or debentures of the Company or an affiliated company, and shall indicate the total number of shares increasing or decreasing during a fiscal year.

Article 14. The appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:

(1) A shareholder shall have one vote for each share;

(2) The shareholder shall vote for the election of the director person by person;

(3) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as a director or directors, but the shareholder cannot divide his or her votes to any nominated director in any number.

(4) The persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

Article 15. At every annual general meeting, one-third of the total number of the directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

Article 16. Directors have the right to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in accordance with the resolution of a shareholders meeting passed by votes of not less than two-thirds of the total number of votes of shareholders present at the meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until it is changed otherwise. Directors may receive per diem and other welfare according to the Company's regulations.

The provision of the first paragraph above does not affect the rights of the Company's officers or employees who have been elected as director(s) to receive remuneration and other benefits for their position as the Company's officers or employees.

Article 20. A meeting of shareholders may pass a resolution removing any director from office prior to the expiration of the term, with the votes of not less than three-fourths (3/4) of the number of shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half (1/2) of the number of shares held by the shareholders present at the meeting and entitled to vote.

#### **Chapter 4: Shareholders Meeting**

Article 28. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the fiscal year of the Company.

Meetings other than those specified above shall be called extraordinary general meeting. The Board of Directors may summon an extraordinary general meeting whenever it deems it appropriate

Article 29. One or more shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time submit their names and request the Board of Directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) date from the date of the receipt of such request from the said shareholders.

In case the board of directors fails to call for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by Article 29, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

In the case where a shareholders meeting is convened by the shareholders under paragraph two, such shareholders may sent the invitation letter via electronic media if such person has notified his intention or consent to the Company or the board of directors in accordance with the rules as prescribed by the registrar.

Article 30. In summoning the shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details, stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the meeting.

The shareholders meeting may be held at the locality in which the Company's head office is situated or any other province in the Kingdom of Thailand.

The shareholders meeting may be conducted through electronic media in accordance with electronic conferencing laws. In such case, it shall be deemed that the Company's head office is the venue of the meeting.

Article 31. In the shareholders meeting, a shareholder may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing the proxy shall be dated and signed by the shareholder giving the proxy and shall be in the form so prescribed by the registrar.

The instrument appointing a proxy shall be delivered to the Chairman of the Board or a person authorized by the Chairman at the meeting prior to attending the meeting.

The appointment of proxy under paragraph one may be appointed via electronic media which shall be safe and reliable method that such proxy has been appointed by the shareholders, in accordance with the rules as prescribed by the registrar.

Article 32. In the shareholders meeting, there shall be shareholders and proxies (if any) in a number of not less than twenty-five (25) persons or not less than one-half of the total number of shareholders holding shares in an aggregate amount of not less than one-third of the total number of shares sold to constitute a quorum.

If after one hour from the time scheduled for the shareholders meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholders meeting was convened at the request of shareholders, it shall be cancelled. If such shareholders meeting was not convened at the request of shareholders, the meeting shall be called again and in the latter case, the notice of meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

In the shareholders meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the meeting shall elect one of shareholders attending the meeting to preside over the meeting.

Article 33. In casting votes, one share shall be entitled to one vote and the resolution of the shareholders meeting shall consist of the following votes:

(1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote;

(2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:

(a) The sale or transfer of the whole or a substantial part of the businesses of the Company to other persons;

(b) The purchase or acceptance of transfer of businesses of other companies or private companies by the Company;

(c) The entering, amendment or termination of contracts relating to the leasing out of the whole or a substantial part of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;

- (d) The amendment of Memorandum of Association or Articles of Association;
- (e) The increase or decrease in the Company's capital or the issuance of debentures;
- (f) The amalgamation or dissolution of the Company

Article 34. Transactions to be conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the operating results in the preceding year;
- (2) Considering and approving the balance sheets and profit and loss account of the preceding fiscal year;
- (3) Considering the appropriation of profits and the appropriation of reserved fund;
- (4) Election of directors in place of those who must retire by rotation;
- (5) Considering the determination of directors' remuneration;
- (6) Appointment of the auditor and fix the remuneration; and
- (7) Other business

#### **Chapter 5: Accounts, Finance and Audit**

Article 35. The fiscal year of the Company shall commence on 1 January and end on 31 December of every year.

Article 36. The Company shall prepare and keep accounts, as well as the auditing thereof, in accordance with the laws governing such matters, and shall prepare a balance sheet and a profit and loss account at least once in every twelve (12) months which is the fiscal year of the Company.

Article 37. The Board of Directors shall prepare the balance sheet and profit and loss account as of the end of the fiscal year of the Company and shall submit the same to the shareholders meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to the submission to the shareholders meeting the said balance sheet and profit and loss account.

Article 38. The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting:

- (1) copies of the audited balance sheet and profit and loss account which have been audited by the auditor together with the report of the auditor; and
- (2) the annual report of the Board of Directors.

Article 39. The auditor has a duty to attend the shareholders meeting every time the balance sheet, profit and loss account, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of audit to the shareholders, and the Company shall also send to the auditor all reports and documents which should be received by the shareholders in such shareholders meeting.

The auditor must not be a director, officer, employee or a person holding any position in the Company.

Article 40. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividend is prohibited.

Except that the Articles of Association state otherwise with respect to the preferred shares, the dividends shall be equally distributed according to the number of shares.

The payment of the dividends requires the approval of the shareholders meeting except for the payment of interim dividends.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit to do so and a report thereof shall be made to the shareholders meeting at the next meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders and publication of the notice of the payment of dividends shall also be made in a newspaper. No interest can be charged against the Company if such dividend payment had been made within the time specified by law.

The Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders meeting.

Article 41. The Company must appropriate a portion of the annual net profit to a reserve fund in an amount of at least five (5) percent of the annual net profit less the total accumulated losses carried forward (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital of the Company, provided that the Board of Directors may propose to the shareholders meeting for consideration and approval an appropriation of other types of reserve fund as it thinks fit.



### List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders

The Company would like to invite all shareholders to attend in the Shareholders' Meeting of Shareholders on Thursday, 25 April 2024 at 09.00 a.m. In case if you are unable to attend the meeting, you may appoint the following Independent Directors of the Company as your proxy.



**1. Mr. Virasak Sutanthavibul**

Independent Director, Audit Committee,  
Nomination and Remuneration Committee

Age : 66 Years

Address : Nirvana Development Public Company Limited  
No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum,  
Bangkok, 10230

Having a conflict of interest in the agenda:

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



**2. Mr. Saran Supaksaran**

Independent Director, Chairman of Risk Management Committee,  
Audit Committee

Age : 50 Years

Address : Nirvana Development Public Company Limited  
No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum,  
Bangkok, 10230

Having a conflict of interest in the agenda:

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

**During the past 10 years, Independent directors of the Company as mentioned above have not committed any offenses and have no following relationship which might have a conflict of interest:**

- Having kin relationship among the Company's management/ majority shareholders of the Company and its subsidiary;

- Taking part in the management and/or being an employee, staff member, advisor who receives a regular salary;
- Being professional services provider, e.g., auditor, legal advisor;
- Having special interest differing from those of others independent directors; or
- Having significant business relation that could obstruct independent judgement

(Affixed Stamp Duty Baht 20)

**Proxy Form A**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_  
Aumthur \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

(2) As a shareholder of Nirvana Development Public Company Limited, holding a total number of \_\_\_\_\_ share (s) and having rights to vote equivalent to \_\_\_\_\_ vote (s), the details of which are as follows:

- Ordinary share for \_\_\_\_\_ share (s), having voting rights to vote equivalent to \_\_\_\_\_ vote (s)
- Preferred share for \_\_\_\_\_ share (s), having voting rights to vote equivalent to \_\_\_\_\_ vote (s)

(3) Hereby authorize (Please choose one of following)

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ District \_\_\_\_\_ Aumthur \_\_\_\_\_  
Province \_\_\_\_\_ Post Code \_\_\_\_\_

Or

Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at \_\_\_\_\_  
Road \_\_\_\_\_ District \_\_\_\_\_ Aumthur \_\_\_\_\_  
Province \_\_\_\_\_ Post Code \_\_\_\_\_

If you make proxy by choosing No.1, please mark ✓ at  1. and give the details of proxy

(2) Appoint the following Independent Directors of the Company as your proxy.

If you make proxy by choosing No. 2, please mark ✓ at  2. and select one of the independent directors.

Mr. Virasak Sutanthavibul Age 66 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

Mr. Saran Supaksaran Age 50 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday, 25 April 2024, at 09.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

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. (Details of Independent Directors are set out in **Attachment 5** of the Invitation to the 2024 Annual General Meeting of Shareholders.)

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Note:** The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

(Affixed Stamp Duty Baht 20)

**Proxy Form (Form B)**

Shareholder Registration No. \_\_\_\_\_

Made at.....

Date..... Month..... Year.....

(1) I/We..... Nationality.....

Residing at No.....Road.....Sub District.....

District.....Province..... Postal Code.....

(2) being a shareholders of Nirvana Development Public Company Limited, holding the total number of ..... share (s) and having the voting rights equivalent to.....vote (s), the details of which are as follows

Ordinary share .....share (s), having the voting rights equivalent to..... vote (s)

Preference share ..... share (s), having the voting rights equivalent to..... vote (s)

(3) Hereby authorize (Please choose one of following)

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at \_\_\_\_\_

Road \_\_\_\_\_ District \_\_\_\_\_ Aumthur \_\_\_\_\_

Province \_\_\_\_\_ Post Code \_\_\_\_\_

Or

Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at \_\_\_\_\_

Road \_\_\_\_\_ District \_\_\_\_\_ Aumthur \_\_\_\_\_

Province \_\_\_\_\_ Post Code \_\_\_\_\_

If you make proxy by choosing No.1, please mark ✓ at  1. and give the details of proxy (proxies).

(2) Appoint the following Independent Directors of the Company as your proxy.

If you make proxy by choosing No. 2, please mark ✓ at  2. and select one of the independent directors.

Mr. Virasak Sutanthavibul Age 66 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

Mr. Saran Supaksaran Age 50 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday, 25 April 2024, at 09.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

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. (Details of Independent Directors are set out in **Attachment 5** of the Invitation to the 2024 Annual General Meeting of Shareholders.)

(4) I/We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

**Agenda 1: To acknowledge the Company's operational results for the year 2023**

**Agenda 2: To consider and approve the annual Financial Statements for the year ended 31 December 2023**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Approve  Disapprove  Abstain

**Agenda 3: To consider and approve the appropriation of profit for year 2023 to legal reserve and dividend payment**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Approve  Disapprove  Abstain

**Agenda 4: To consider and approve the appointment of directors who retire by rotation.**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Vote for all the nominated candidates as a whole

Approve  Disapprove  Abstain

Vote for an individual nominee

**4.1 GEN. Kukiart Srinaka**

Approve  Disapprove  Abstain

**4.2 Mr. Kampanart Lohacharoenvanich**

Approve  Disapprove  Abstain

**4.3 M.L. Thongmakut Thongyai**

Approve                       Disapprove                       Abstain

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

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed Appropriate

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

Approve                       Disapprove                       Abstain

**Agenda 6: To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2024**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed Appropriate

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

Approve                       Disapprove                       Abstain

**Agenda 7: To consider and approve the appointment of the Company's new additional Director and determination of number of Directors**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Approve                       Disapprove                       Abstain

**Agenda 8: To consider other businesses (if any)**

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Approve                       Disapprove                       Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Note:**

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



**Supplemental Proxy Form B**

The proxy is granted by a shareholder of Nirvana Development Public Company Limited.

For the meeting of the Annual General Meeting of Shareholders for the year 2024 on Thursday, 25 April 2024 at 9.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

Agenda.....: .....  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Agenda.....: .....  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

Agenda.....: .....  
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

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

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

Signed ..... Grantor  
( ..... )

Signed ..... Proxy  
( ..... )

Signed ..... Proxy  
( ..... )

Signed ..... Proxy  
( ..... )



อากรแสตมป์ 20 บาท

Stamp Duty 20 Baht

**หนังสือมอบฉันทะแบบ ค.**

(สำหรับผู้ถือหุ้นซึ่งเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

**Proxy Form C**

(For foreign shareholders who appointed Custodian in Thailand)

 เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
 Shareholders Register no.

 เขียนที่ \_\_\_\_\_  
 Written at  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

(1) ข้าพเจ้า / We \_\_\_\_\_ สัญชาติ Nationality \_\_\_\_\_

ที่อยู่ Address: \_\_\_\_\_

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ \_\_\_\_\_ ซึ่งเป็นผู้ถือหุ้นของบริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน)

As being the custodian of \_\_\_\_\_ being a shareholder of Nirvana Development Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

holding total of amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes as follows;

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Ordinary share \_\_\_\_\_ are and have the right to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Preferred share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย ✓  
 ที่  1. และระบุชื่อผู้รับมอบอำนาจ  
 If you make proxy by choosing No.1,  
 please mark ✓ at  1. and give the  
 details of proxy (proxies).

 1 นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. /Miss Age year(s)

ที่อยู่ \_\_\_\_\_

Address

หรือ/Or

นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี

Mr. / Mrs. /Miss Age year(s)

ที่อยู่ \_\_\_\_\_

Address

กรณีเลือกข้อ 2 . กรุณาทำเครื่องหมาย ✓  
 ที่  2. และ เลือกกรรมการอิสระคน  
 ใดคนหนึ่ง  
 If you make proxy by choosing No. 2,  
 please mark ✓ at  2. and select  
 one of the independent directors.

 2 Appoint the following Independent Directors of the Company as your proxy.

 นาย วีระศักดิ์ สุตัญญูวิบูลย์ อายุ 66 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน)

เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230

Mr. Virasak Sutanthavibul Age 66 years Residing at Nirvana Development Public Company Limited No. 343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230 หรือ/Or

นาย ศรัณย์ สุภักศรัณย์ อายุ 50 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230  
Mr. Saran Supaksaran Age 50 years Residing at Nirvana Development Public Company Limited No. 343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุมเบญจสิริ 1-2 ชั้น 5 โรงแรมโนโวเทล กรุงเทพ สุขุมวิท 20 เลขที่ 19/9 ซอย สุขุมวิท 20 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือจะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday, 25 April 2024, at 09.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม **สิ่งที่ส่งมาด้วย 5** ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567)

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. (Details of Independent Directors are set out in **Attachment 5** of the Invitation to the 2024 Annual General Meeting of Shareholders.)

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I hereby authorize my attorney for voting on my behalf in this meeting as follows;

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Full authorization to vote by all number of shares held by me.

มอบฉันทะบางส่วน คือ

Partial authorization:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Common share shares and having votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I hereby authorize my attorney for voting in this meeting on my behalf as follows;

วาระที่ 1 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทประจำปี 2566

Agenda 1: To acknowledge the Company's operational results for the year 2023.

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 2: To consider and approve the annual Financial Statements for the year ended 31 December 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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 3 พิจารณานุมัติการจัดสรรเงินลงทุนสำรองตามกฎหมาย และการจ่ายปันผล

Agenda 3: To consider and approve the appropriation of profit for year 2023 to legal reserve and dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 4: To consider and approve the appointment of directors who retire by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates as a whole

เห็นด้วย \_\_\_\_\_ เสียง   
  ไม่เห็นด้วย \_\_\_\_\_ เสียง   
  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve                      Vote(s)    Disapprove                      Vote(s)    Abstain                      Vote(s)

- เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

**4.1 พลเอกกู้เกียรติ ศรีนาคา / GEN. Kukiat Srinaka**

เห็นด้วย \_\_\_\_\_ เสียง   
  ไม่เห็นด้วย \_\_\_\_\_ เสียง   
  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve                      Vote(s)    Disapprove                      Vote(s)    Abstain                      Vote(s)

**4.2 นายกำปนาท โลหเจริญวิเศษ / Mr. Kampanart Lohacharoenvanich**

เห็นด้วย \_\_\_\_\_ เสียง   
  ไม่เห็นด้วย \_\_\_\_\_ เสียง   
  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve                      Vote(s)    Disapprove                      Vote(s)    Abstain                      Vote(s)

**4.3 หม่อมหลวงทองมกุฏ ทองใหญ่ / M.L. Thongmakut Thongyai**

เห็นด้วย \_\_\_\_\_ เสียง   
  ไม่เห็นด้วย \_\_\_\_\_ เสียง   
  งดออกเสียง \_\_\_\_\_ เสียง  
 Approve                      Vote(s)    Disapprove                      Vote(s)    Abstain                      Vote(s)

- วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการ และบำเหน็จกรรมการประจำปี 2567

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda 10: To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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 พิจารณานุมัติการแต่งตั้งกรรมการเข้าใหม่และกำหนดจำนวนกรรมการในคณะกรรมการบริษัท

Agenda 7: To consider and approve the appointment of the Company's new additional Director and determination of number of Directors

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8: To consider other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documents and evidence to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน

Letter of certification to certify that the Proxy Form have a permit to act as a custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ

In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) / The proxy is granted by a shareholder of Nirvana Development Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุมเบญจสิริ 1-2 ชั้น 5 โรงแรมโนโวเทล กรุงเทพฯ สุขุมวิท 20 เลขที่ 19/9 ซอย สุขุมวิท 20 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 หรือจะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

For the meeting of the Annual General Meeting of Shareholders for the year 2024 on Thursday, 25 April 2024 at 9.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof

วาระที่.....: .....

Agenda Item.....: .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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.....: .....

Agenda Item.....: .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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.....: .....

Agenda Item.....: .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed 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)

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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  
(.....)

ลงนาม/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)



## Documents and Evidence Identifying Shareholders and Proxies

### Eligible to Register, Attend and Vote at the Meeting

The Company has scheduled the 2024 Annual General Meeting of Shareholders on Thursday, 25 April 2024, at 09.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, No. 19/9 Soi Sukhumvit 20 Klong Toey Sub-district, Klong Toey District, Bangkok 10110 Thailand.

The Company shall proceed registration with a Barcode system so as to promote transparency, fairness and convenience to shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

#### 1. Proxy Form

The Company has prepared three proxy forms as stipulated in an announcement of the Department of Business Development, the Ministry of Commerce, for shareholders who cannot attend the Meeting. A proxy may be appointed to the other person or any independent director.

The Company has attached Proxy Form B which prescribes certain particulars and specific voting appointment as attached together with the notice of the shareholders' meeting (Details are as shown in Attachment 6 and Form B is recommended).

However, the Company has also prepared all the three Proxy Forms, please download from the Company's website, [www.nirvanadevelopment.co.th](http://www.nirvanadevelopment.co.th) and please bring the Registration Form as attached together with the notice of the shareholders' meeting on the date of Meeting for the convenience for registration process.

#### 2. Proxy

Shareholder who unable to attend the Meeting may appoint a person as your Proxy according to the following procedures:

- 1) Complete only one of above Proxy Forms as follows:
  - 1.1 General Shareholder shall select one of either Form A or Form B.
  - 1.2 Shareholders listed in the share register book as foreign investors (who appointed the Custodian in Thailand to supervise their shares) can select one of three Proxy Forms (Form A, Form B or Form C).
- 2) Authorize a person who is sui juris as you wish or an Independent Director as shown in the Attachment 5 to attend and vote at the Meeting on your behalf by specifying the name details of a person to be your Proxy. Only one Proxy can be appointed.
- 3) Affix the 20 Baht of stamp duty with specifying the date of Proxy Form then cross that stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder has to authorize the Proxy to cast the votes only for all the shares held by it. Authorization of vote less than the total number of holding shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

### 3. Documents to be presented prior to the Meeting

#### Individual Shareholders

1) In case of attendance in person:

- Registration form which bears a barcode
- Citizen identification card or government official identification card or passport (in case of a foreigner)

2) In case of appointment of a proxy:

- Registration form which bears a barcode
- Form of proxy provided, completely filled in
- Certified copies of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the appointer and the proxy

#### Juristic Person Shareholders

1) In case of attendance in person by the authorized director(s):

- Registration form which bears a barcode
- Certified copy of citizen identification card or government official identification card or passport (in case of a foreigner)
- Copy of affidavit issued by the Ministry of Commerce certified true copy by the authorized person of the juristic shareholder

2) In case of appointment of a proxy:

- Registration form which bears a barcode
- Form of proxy provided, completely filled in
- Certified true and correct copies of citizen identification cards or government official identification cards or passports (in case of a foreigner) of the authorized signatory(s) of the juristic shareholder and the proxy
- Certified copy of affidavit issued by the Ministry of Commerce or certified copy of affidavit as a juristic person.

Note: *The Company will use an electronic system for registration and counting of votes. For each agenda/sub agenda separate ballots will be provided. After every agenda is discussed and put to voting, the ballots will be collected and scanned, and the results declared. The voting procedure will be explained at the beginning of the meeting.*

### 4. Registration

The Company shall proceed with registration 2.00 hours as prior to the Meeting time or from 07.00 a.m., at the venue with a map attached to the Notice of the Meeting (Attachment 8).

## 5. Casting Votes Criteria

### Normal Agenda

- 1) A vote in each agenda shall be one share per one vote. Shareholders shall cast only vote for: agree, disagree or abstain while splitting of votes is not allowed.
- 2) Proxy:
  - 2.1 Proxy shall cast a vote only as specified in the Proxy Form; any votes from proxy of any agenda items is not the same as specified in the Proxy Form shall not count as a valid vote and shall not count as a vote from a shareholder.
  - 2.2 In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

### Directors' Appointment Agenda

According to the Article 14 of the Company's Articles of Association, the appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:

- 1) A shareholder shall have one vote for each share;
- 2) The shareholder shall vote for the election of the director person by person;
- 3) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as a director or directors, but the shareholder cannot divide his or her votes to any nominated director in any number.
- 4) The persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

## 6. Procedures on Casting Votes

Chairman of the Meeting or Company Secretary shall explain casting vote procedure before commencement of the Meeting. Officers of the Company shall count votes on each agenda from the Proxy Form when registration to attend the Meeting and/or from the ballots of shareholders who are at the Meeting room.

The voting results shall be announced on each agenda. The number of shareholders on each agenda may not have the same numbers because some shareholders may have additional attending the Meeting and some shareholders may go out before the Meeting is ended.

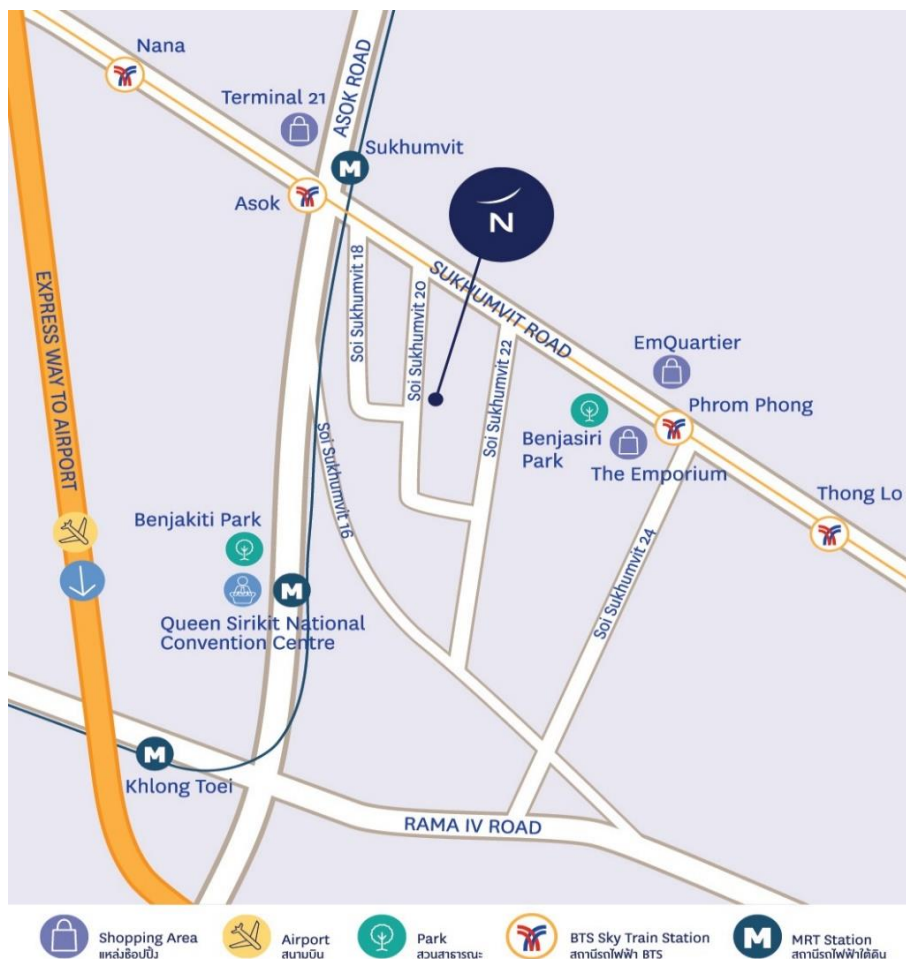
In addition, the Company has provided an inspector being external legal advisor for inspecting and supervising the vote counting for transparency and compliance with laws and the Company's Articles of Association.

### Map of Venue of the 2024 Annual General Meeting of Shareholders

Thursday 25 April 2024, 9.00 AM

Novotel Bangkok Sukhumvit 20, Benjasiri room 1 and 2 at 5th floor

19/9 Soi Sukhumvit 20, Sukhumvit road, Klongton, Klontoe Bangkok 10110



### NOVOTEL BANGKOK SUKHUMVIT 20

โนโวเทล กรุงเทพฯ สุขุมวิท 20

19/9 Soi Sukhumvit 20 • Sukhumvit Road • Klongtoey • Bangkok-10110 • Thailand

Phone +66 (0) 2 009 4999 • Fax +66 (0) 2 009 4900

novotelbangkoksukhumvit20.com • H9343@accor.com

#### Direction

- By BTS: Asoke Station, follow to exit No. 6 and walk straight on the skywalk into Exchange Tower and going down to 1<sup>st</sup> level and turn right straight to Sukhumvit Soi 18. (2 minutes' walk) Call 02 009 4999 for Tuk Tuk shuttle service
- By MRT: Asoke Station, follow to exit No. 2 and follow signage to Exchange Tower straight to Sukhumvit Soi 18. (2 minutes walk) Call 02 009 4999 for Tuk Tuk shuttle service
- By Car: Sukhumvit Road, Sukhumvit 20
- By Car: Rama 4, straight to Sukhumvit 24 or Sukhumvit 22 (Soi Sainamphueng) and turn left at Soi Sainamthip 1 (One way road) and turn right at the corner to Sukhumvit 20, hotel will be on right hand side.

### QR Code Downloading Procedures for documents related to

#### Notice of the 2024 Annual General Meeting of Shareholders and 56-1 One Report 2023

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the 2024 Annual General Meeting of Shareholders and the 56-1 One Report 2023 in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown below) by following the steps below.






#### For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or LINE.

#### For Android System

1. Open applications LINE  Click on "Add friends" → Choose "QR Code" → Scan the QR Code
2. Open applications QR Code Reader  → Scan the QR Code
3. Open applications Facebook 

Click on "Search" →



Click on "QR Code" → Scan the QR Code

## Privacy Notice for the 2024 Annual General Meeting of Shareholders (AGM)

Nirvana Development Public Company Limited (the "**Company**") prioritizes the collection and protection of your personal data, therefore, the Company would like to inform the guidelines in order to comply with Personal Data Protection Act 2019 (B.E. 2562) (PDPA) as follows:

### Definition

**The "Company"** means Nirvana Development Public Company Limited

**"You"** means a data subject such as a shareholder and a proxy

**"Personal Data Protection Laws"** means Personal Data Protection Act B.E. 2562 (as amended) and the relevant laws.

**"Personal Data"** means any information relating to a person, which enables the identification of such person, whether directly or indirectly, but not including the information of the deceased persons in particular under Personal Data Protection Laws.

### 1. Personal Data Collected

The Company will collect, use, disclose the following categories and types of your Personal Data, including but not limited to:

(a) **Personal details**, such as your title, name, gender, age, occupation, job title, salary, work place, work position, education, nationality, date of birth, marital status, information on government-issued cards (e.g. national identification number, passport number, tax identification number, driver's license details), signature, voice recording, phone records, picture, CCTV records, house registration, and other identification information;

(b) **Contact details**, such as your address, telephone number, mobile number, fax number, email address, and other electronic communication ID; and

(c) **Technical details**, such as your Internet Protocol (IP) address, log, device ID and type, network, connection details, access details, single sign-on (SSO) details, login log, browsing details, browser type and version, time zone setting and location, browser plug-in types and versions, operating system and platform, and other technology on devices you use to access the platform for the purpose of attending shareholders meeting via electronic media.

For the sole purpose of identification, we may request copy(s) of your personal identification data such as identification card or other document which may contain Sensitive Personal Data such as religion. Therefore, we kindly request you to delete or redact such Sensitive Personal Data. Otherwise, it shall be deemed that the Company is authorized in full force and effect, to redact such Sensitive Personal Data and the relevant personal identification document. In the event that the Company is unable to redact such Sensitive Personal Data due to

any restriction, we reaffirm that the sole purpose hereof is the verification of your personal identity and we have no intention to collect and use such Sensitive Personal Data. The Company may record and broadcast images and sounds of the shareholders meeting for the Company and shareholders legitimate interests.

## **2. Collection of Personal Data**

In the direct collection of your Personal Data, the Company will use the Personal Data only as necessary and in accordance with the specified purposes. However, the Company may collect your Personal Data from other sources i.e. securities registrars or Thailand Securities Depository Co., Ltd. (TSD), provided that necessity and in accordance with the procedures of the relevant law.

## **3. Purposes of collection, use and Disclosure of Personal Data**

The Company collect, use, and disclose your Personal Data for the purposes of summoning and convening the 2024 Annual General Meeting of Shareholders as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person as authorized by the Personal Data Protection Act 2019 (B.E. 2562) without consent, such as nominated director, for the Company or another person or juristic persons legitimate interests or the compliance with the relevant law.

## **4. Period of Collecting Personal Data**

The Company will collect your Personal Data as specified in this document throughout the period which the data is required to be used and as required by law for the purpose of the arrangement of the 2024 Annual General Meeting of Shareholders.

For shareholders and proxies who have queries during the meeting, the Company may record your name and surname in the minutes of the meeting which shall be disclosed on the Company's website and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce and any relevant governmental authority prescribed by law.

## **5. Rights of Data Subject**

The shareholder as a data subject, may have the rights as stipulated in Personal Data Protection Act 2019 (B.E. 2562) including the right to request access and receiving the Personal Data, the rights of the consent withdrawal, the right to request for a rectification of the Personal Data, the right to request for a deletion or destruction of the Personal Data, the right to request for a suspension of the use of the Personal Data, the right to request transfer of the Personal Data by means prescribed by law, the right to lodge a complaint and the right to object to the collection, use or disclosure of the Personal Data relating to You.

## 6. Disclosure of Personal Data to Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or governmental authorities, who works in cooperation with the Company such as technology service provider, regulators or governmental authority or by the order of regulatory officials, in connection with the purposes contained herein as necessary and complying with all applicable law.

The Company may also have to disclose your Personal Data to the public if it is required by law or by good corporate governance principles, such as in the Minutes of Annual General Meeting of Shareholders.

## 7. Contacting Us

If you wish to contact us to exercise the rights relating to your Personal Data or if you have any queries or complaints about your Personal Data under this Privacy Policy, please contact us via the following avenues:

- 1) by post: "Investor Relations Department", Nirvana Development Public Company Limited  
No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230
- 2) by email: [IR@nirvanadevelopment.co.th](mailto:IR@nirvanadevelopment.co.th)









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***Nirvana Development Public Company Limited***

***No.343/351 Presert-Manukitch Road, Nuanchan, Buengkum, Bangkok 10230***

***Tel : +662 105 6789 Fax : +662 105 6787***

***[www.nirvanadevelopment.co.th](http://www.nirvanadevelopment.co.th)***

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