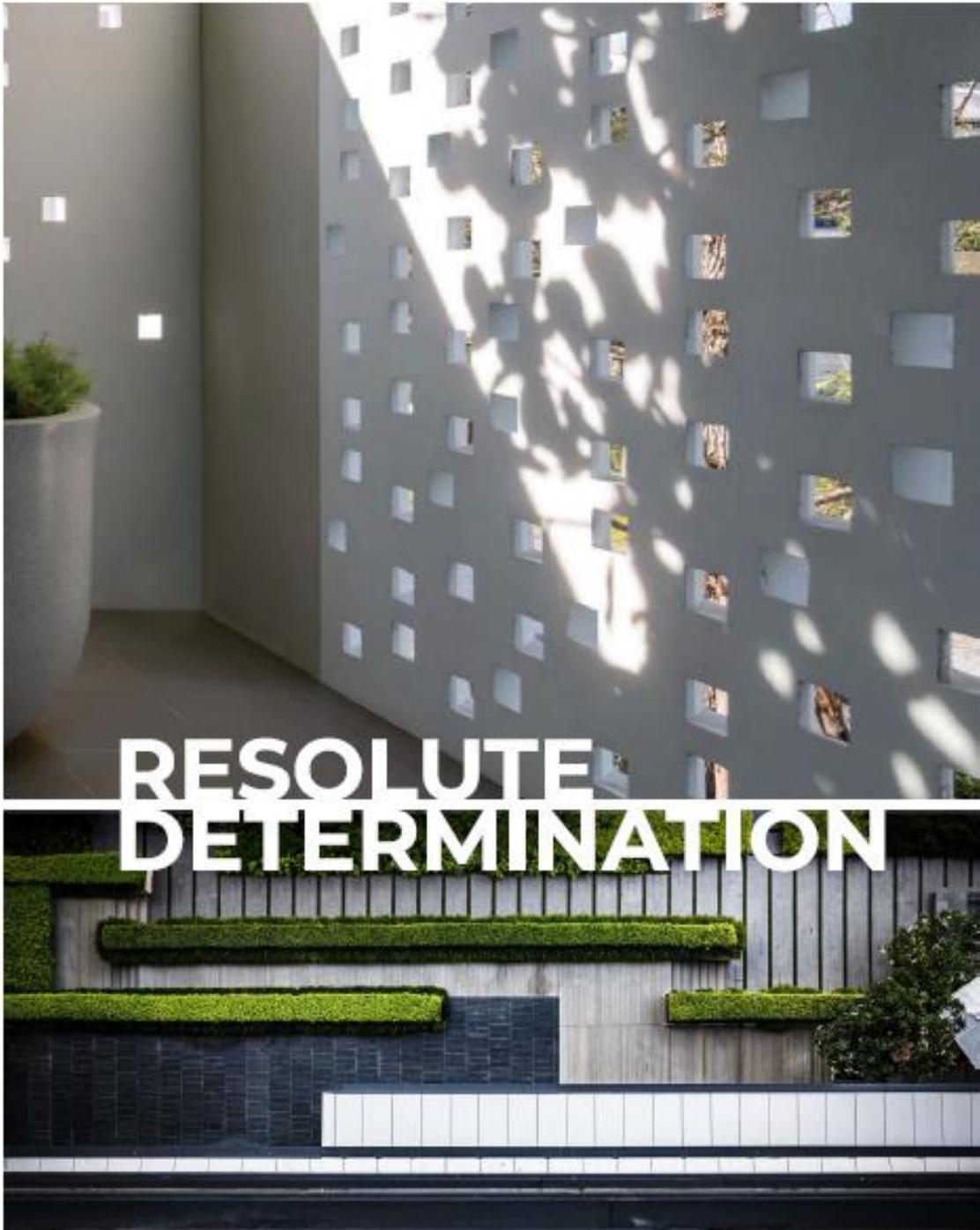




INVITATION TO THE ANNUAL GENERAL MEETING
OF SHAREHOLDER FOR THE YEAR 2023

NIRVANA DAIL 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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No. CS/006/03/2023

17 March 2023

Subject: Invitation to Attend the Annual General Meeting of Shareholders for year 2023

To: The Shareholders of Nirvana Daii Public Company Limited

Attachment:

1. Details on the proposed amendment to Articles of Association of the Company for conformity with the change of the Company's name and the Company's seal as well as the Public Limited Companies Act (No. 4) B.E.2565 (2022) (Accompanying Documents for Agenda 7.);
2. Profiles of the Nominated Directors for Re-election (Accompanying Documents for Agenda 8.);
3. Information on the Proposed Auditors of the Company and Audit Fee for the Year 2023 (Accompanying Documents for Agenda 10.);
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 2023 Annual General Meeting of Shareholders;
9. QR Code Downloading Procedures for documents related to Notice of the 2023 Annual General Meeting of Shareholders and 56-1 One Report 2022; and
10. Privacy Notice for the 2023 Annual General Meeting of Shareholders' (AGM)

The Meeting of the Board of Directors of Nirvana Daii Public Company Limited (NVD) (the "**Company**") No. 1/2023 held on 21 February 2023 has resolved to convene the Annual General Meeting of Shareholders for year 2023 (the "**AGM 2023**") on Friday, 21 April 2023, 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 2022

Objective and Reason The Company has summarized the operating results as shown in the 2022 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 2022 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 2023 to acknowledge the report on the Company's operational results for the year 2022.

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

Agenda 2 **To consider and approve the audited Financial Statements for the year ended 31 December 2022**

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 2022 to the Annual General Meeting of Shareholders for approval. Details of the balance sheet are included in the 2022 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 2022 by using its mobile or other devices to scan such QR Code.

The Board's Opinion It is deemed appropriate for the AGM 2023 to consider and approve the audited Financial Statements for the year ended December 31, 2022 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 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 2022, the Company has the profit as shown in the consolidated financial statements for the year ended 31 December 2022, being net profit attributable to the equity holders of the parent in an amount of Baht 201,028,253.

The Board's Opinion

It is deemed appropriate for the AGM 2023 to consider and approve the appropriation to legal reserve and dividend payment for the operating result from 1 January 2022 to 31 December 2022 which details are as follows:

- a) In 2022, the Company earned the profit as shown in the separate financial statements in an amount of Baht 44,637,791, the Board of Directors therefore deems appropriate to propose to the AGM 2023 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 2,231,890; and
- b) In 2022, the Company has the profit as shown in the consolidated financial statements in an amount of Baht 227,193,984 being the profit attributable to the equity holders of the parent in an amount of Baht 201,028,253. The Board of Directors therefore deems appropriate to propose to the AGM 2023 to consider and approve the payment of dividend for the operating results from 1 January 2022 to 31 December 2022 and the unappropriated retained earnings at the rate of Baht 0.06 per share amounting to Baht 93,190,455.24, representing to 46.36% of the net profit of the Company's consolidated balance sheet which is in line with 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 10, 2023 and the date of dividend payment on May 9, 2023.

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

Details of the Proposed Dividend Payment for Year 2022 as Compared to the Previous Year

Details	Dividend Payment for Year 2022	<u>Proposed</u> Dividend Payment for Year 2023
Net Profit – Separate Financial Statements (Baht)*	212,083,712	44,637,791

Details	Dividend Payment for Year 2022	<u>Proposed</u> Dividend Payment for Year 2023
Net Profit – Consolidated Financial Statements (profit attributable to the equity holders of the parent) (Baht)*	408,293,229	201,028,253
Numbers of Shares (Share)	1,380,600,017	1,553,174,254
Dividend paid per share (Baht per share)	0.138889	0.06
- Stock Dividends (Baht per share)	0.125000	-
- Cash Dividends (Baht per share)	0.013889	0.06
Total Dividend Payment (Baht)	191,750,002.02	93,190,455.24
Ratio of Dividend to Net Profit (%)	46.96%	46.36% **

*Remark: ** The proposed rate of the dividends payment is in line with 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 decrease of authorised capital of the Company from the existing authorised capital of Baht 1,775,750,021 to Baht 1,750,749,256 by canceling unsold shares in the amount of 25,000,765 shares with the par value of Baht 1.00 per share.

Objective and Reason

The Company will proceed to decrease of authorised capital of the Company from the existing authorised capital of Baht 1,775,750,021 to Baht 1,750,749,256 by canceling unsold shares in the amount of 25,000,765 shares with the par value of Baht 1.00 per share since they are the shares issued for supporting the exercising of the Warrants to purchase ordinary shares and the stock dividend, which details are as follows:

- a) An amount of 25,000,000 which were allocated for supporting the exercising of the Warrants to purchase ordinary shares of Nirvana Daii Public Company Limited which was issued to the Directors and Employees of the Company and/or Company's Subsidiaries no. 1 (ESOP-Warrant-1) as previously approved by the Annual General Meeting 2017 held on April 27, 2017, whose exercising period had been expired and no holders has exercised their rights.

- b) An amount of 765 shares remaining from the issuance of stock dividends for the dividend payment operating results of the year 2021 as previously approved by the Annual General Meeting 2022 held on April 22, 2022.

The Board's Opinion It is deemed appropriate for the AGM 2023 to consider and approve the decrease of authorised capital of the Company from the existing authorised capital of Baht 1,775,750,021 to Baht 1,750,749,256 by canceling unsold shares in the amount of 25,000,765 shares with the par value of Baht 1.00 per share as detailed above.

Subsequent to the completion of the decrease of authorised capital of the Company, the Company shall have an authorised capital of Baht 1,750,749,256 divided into 1,750,749,256 ordinary shares with a par value of Baht 1 per share, with a paid-up capital of Baht 1,553,174,254 divided into 1,553,174,254 ordinary shares, by which the details of unsold 197,575,002 shares are as follows:

- a) An amount of not exceeding 86,287,501 shares shall be for supporting the exercising of the Warrants to purchase ordinary shares No.2 (NVD-W2) which was issued and allotted to existing shareholders proportionately (Rights Offering).
- b) An amount of not exceeding 86,287,501 shares shall be for supporting the exercising of the Warrants to purchase ordinary shares No.3 (NVD-W3) which was issued and allotted to existing shareholders proportionately (Rights Offering).
- c) An amount of not exceeding 25,000,000 shares shall be for supporting the exercising of the Warrants to purchase ordinary shares of Nirvana Daii Public Company Limited which was issued to the Directors and Employees of the Company and/or Company's Subsidiaries no. 2 (ESOP-Warrant-2).

Baht 1 par value	Existing Authorised capital		Authorised Capital to be Decreased		Remaining Authorised capital	
	Ordinary Shares (Shares)	Amount (Baht)	Ordinary Shares (Shares)	Amount (Baht)	Ordinary Shares (Shares)	Amount (Baht)
Authorised capital	1,775,750,021	1,775,750,021	25,000,765	25,000,765	1,750,749,256	1,750,749,256
Paid-up capital	1,553,174,254	1,553,174,254	-	-	1,553,174,254	1,553,174,254

In addition, the Board of Directors deem appropriate to propose to the AGM 2023 to authorise the Chief Executive Officer or the person assigned by the Chief Executive

Officer to conduct relevant registration with the Department of Business Development, Ministry of Commerce as well as to amend and/or modify any statement in order to comply with the registrar's orders.

Voting: The resolution in this agenda requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders and proxy holders attending the meeting and entitled to vote.

Agenda 5 **To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorised Capital for conformity with the decrease of authorised capital of the Company by canceling unsold shares;**

Objective and Reason To be in line with the decrease of the Company's authorised capital as detailed in Agenda Item 4 above, the Company is required to amend Clause 4 of the Company's Memorandum of Association by adopting the following wordings in replacement thereof:

Clause 4.	Authorised capital of	Baht 1,750,749,256	(one thousand seven hundred and fifty million seven hundred and forty-nine thousand two hundred and fifty-six Baht)
	divided into	1,750,749,256 shares	(one thousand seven hundred and fifty million seven hundred and forty-nine thousand two hundred and fifty-six shares)
	par value per share	Baht 1.00	(One Baht)
	ordinary shares	1,750,749,256 shares	(one thousand seven hundred and fifty million seven hundred and forty-nine thousand two hundred and fifty-six shares)
	preference shares	-	shares (-)

The Board's Opinion It is deemed appropriate for the AGM 2023 to consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorised Capital for conformity with the decrease of authorised capital of the Company.

In addition, the Board of Directors deem appropriate to propose to the AGM 2023 to authorise the Chief Executive Officer or the person assigned by the Chief Executive Officer to register the amendment of Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to amend and/or modify any statement in order to comply with the registrar's orders.

Voting: The resolution in this agenda requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders and proxy holders attending the meeting and entitled to vote.

Agenda 6 **To consider and approve the change of Company's name, the change of Company's Seal and the amendment of the Memorandum of Association of the Company to be conform with the change of the Company's name**

Objective and Reason In order that the name of the Company reflects the Company's real estate development business being the main current business of the Company, therefore, it is deemed appropriate to change the Company's name and the Company's seal from "Nirvana Daii Public Company Limited" to "Nirvana Development Public Company Limited" details are as shown in **Attachment 1** as well as the amendment of the Memorandum of Association of the Company to be conform with the change of the Company's name and Company's seal as follows:

Clause 1: Company Name: "บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน)" with the English name "Nirvana Development Public Company Limited"

The Board's Opinion It is deemed appropriate for the AGM 2023 to consider and approve the change of Company's name, change of Company's Seal and the amendment of the Memorandum of Association of the Company to be conform with the change of the Company's name and Company's seal.

In addition, the Board of Directors deem appropriate to propose to the AGM 2023 to authorise the Chief Executive Officer or the person assigned by the Chief Executive Officer to register the amendment of Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to amend and/or modify any statement in order to comply with the registrar's orders.

Voting: The resolution in this agenda requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders and proxy holders attending the meeting and entitled to vote.

Agenda 7 **To consider and approve the amendment to the Articles of Association of the Company for conformity with the change of the Company's name and seal as well as the newly-amended laws**

Objective and Reason Pursuant to that the Company has changed its name and seal as well as there was an amendment to the law on public limited companies by enacting the Public Limited Companies Act (No. 4) B.E. 2565 (effective on May 24, 2022), which allows public limited companies to use electronic means in meetings of the Board of Directors and

shareholders' meetings, delivery of documents as well as granting proxies in shareholders' meetings in order to reduce the burden and facilitate the business operations of public limited companies. Therefore, it is proposed to amend the Articles of Association to reflect the change of the Company's name and seal including for conformity with the Public Limited Company Act (No. 4) B.E. 2565. In addition, this amendment will cause to increase the number of Articles of Association of the Company from 39 Articles to 42 Articles. Essence of the proposed amendment to the Articles of Association are as shown in **Attachment 1**.

The Board's Opinion It is deemed appropriate for the AGM 2023 to consider and approve the amendment to the Articles of Association of the Company for conformity with the change of the Company's name and Company's seal as well as the Public Limited Companies Act (No. 4) B.E. 2565.

In addition, the Board of Directors deem appropriate to propose to the AGM 2023 to authorise the Chief Executive Officer or the person assigned by the Chief Executive Officer to register the amendment of Articles of Association at the Department of Business Development, Ministry of Commerce, as well as to amend and/or modify any statement in order to comply with the registrar's orders.

Voting: The resolution in this agenda requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders and proxy holders attending the meeting and entitled to vote.

Agenda 8 **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 at the Annual General Meeting are Mr. Vichien Jearkjirm, Mr. Chatchai Piyasombatkul, and Mr. Sornsak Somwattana 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 2023 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. Mr. Vichien Jearkjirm Director, Chairman of the Board of Directors, and
Chairman of the Nomination and Remuneration
Committee

- | | |
|-------------------------------|---|
| 2. Mr. Chatchai Piyasombatkul | Director, Chairman of Executive Committee, and Chairman of the Corporate Governance & Sustainable Development Committee |
| 3. Mr. Sornsak Somwattana | Director, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee, Member of the Executive Committee, and Chief Executive Officer |

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 2023 from 1 September 2022 – 31 December 2022 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 2**.

Voting:

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

Agenda 9

To consider and approve the remuneration of directors for the year 2023

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 2023 to approve the remuneration of directors for the year 2023 in an amount equal to those of 2022 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 2022	Year 2023 (Proposed Year)
1. Retainer Fee	as not exceeding of Baht 3.00 million	as not exceeding of Baht 3.00 million
1.1 The Board of Directors	Monthly Fee	Monthly Fee
a) Chairman of the Board	Baht 20,000/Month	Baht 20,000/Month
b) Vice Chairman	Baht 17,500/Month	Baht 17,500/Month
c) Director	Baht 15,000/Month	Baht 15,000/Month
1.2 The Sub-Committees		
1.2.1 The Audit Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 15,000/Time
b) Member	Baht 10,000/Time	Baht 10,000/Time
1.2.2 The Nomination and Remuneration Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 15,000/Time
b) Member	Baht 10,000/Time	Baht 10,000/Time
1.2.3 The Risk Management Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Time	Baht 15,000/Time

Details	Year 2022	Year 2023 (Proposed Year)
b) Member	Baht 10,000/Time	Baht 10,000/Time
1.2.4 The Corporate Governance and Sustainable Development Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 15,000/Month	Baht 15,000/Month
b) Member	Baht 10,000/Month	Baht 10,000/Month
1.2.5 The Executive Committee	Monthly Fee	Monthly Fee
a) Chairman	Baht 17,500/Month	Baht 17,500/Month
b) Member	Baht 15,000/Month	Baht 15,000/Month
2. Bonus	The amount of 3 percent of the total amount of dividends paid from the 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.	The amount of 3 percent of the total amount of dividends paid from the 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.
3. Other Remuneration	- 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 10 **To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2023**

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 2023 to consider and approve to change the auditor from PricewaterhouseCoopers ABAS Limited (“the Former Auditor”) to PKF Audit (Thailand) Company Limited (“the New Auditor”) as the proposal of PKF Audit (Thailand) Company Limited is in the best interests of the Company and approved to propose to the AGM 2023 to consider and approve the appointment of the following auditors from PKF Audit (Thailand) Ltd. to be the Company’s auditor for the year 2023, 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 2023 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 2023 of not exceeding Baht 1,800,000 and determine audit fee of subsidiaries for the year 2023 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 3.**

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	2022	2023 (Proposed Year)	
		Pricewaterhouse Coopers ABAS Ltd.	Pricewaterhouse Coopers ABAS Ltd.	PKF Audit (Thailand) Ltd
1	Auditing Fee of the Company: Nirvana Daii Public Company Limited (NVD)	2,300,000	2,460,000	1,800,000
<u>Subsidiary Company</u>				
1	<i>Qttech Products Company Limited</i>	450,000	468,000	360,000
2	<i>NVDG Co., Ltd.</i>	100,000	104,000	80,000

No.	Company	2022	2023 (Proposed Year)	
		Pricewaterhouse Coopers ABAS Ltd.	Pricewaterhouse Coopers ABAS Ltd.	PKF Audit (Thailand) Ltd
3	<i>Nirvana Construction Co., Ltd. (NC)</i>	400,000	416,000	310,000
4	<i>Nirvana Phraram 9 Co., Ltd (NR)</i>	190,000	197,000	160,000
5	<i>NVDA Co., Ltd.</i>	120,000	124,000	80,000
6	<i>Atech Enterprise Co., Ltd.</i>	100,000	130,000	80,000
7	<i>Deeji Home Center Co., Ltd.</i>	100,000	104,000	80,000
8	<i>Nirvana U Co., Ltd. (NU)</i>	285,000	296,000	230,000
9	<i>Nirvana River Co., Ltd.</i>	180,000	187,000	140,000
10	<i>Nirvana Ally Development</i>	190,000	197,000	150,000
11	<i>Nirvana Sukhumvit Co., Ltd.</i>	65,000	120,000	80,000
Auditing Fee of the Subsidiaries Company		2,180,000	2,343,000	1,750,000
Total		4,480,000	4,803,000	3,550,000

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

Agenda 11 **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 2023 from 1 September 2022 – 31 December 2022 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 2023 on 10 March 2023. (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 2023 does not wish to appoint proxy to attend this AGM 2023, 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.nirvanadaii.com 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 2023 via the following channels:

- E-mail: companysecretary@nirvanadaii.com or

- By registered mail to:

"Company Secretary"

Nirvana Daii Public Company Limited

No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Yours faithfully,



(Mr. Vichien Jearkjirm)

Chairman

Nirvana Daii Public Company Limited

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The Additional Information of the Proposed Amendment of Articles of Association

No.	The Existing Company's Articles of Association	Proposing the Amendment to the Company's Articles of Association
1.	<p>Article 1. These articles shall be called the "Articles of Association of Nirvana Daii Public Company Limited".</p> <p>Article 2. In these articles, "Company" means Nirvana Daii Public Company Limited.</p>	<p>Article 1. These articles shall be called the "Articles of Association of <u>Nirvana Development</u> Public Company Limited".</p> <p>Article 2. In these articles, "Company" means <u>Nirvana Development</u> Public Company Limited.</p>
2.	-None-	<p>Proposed the following clause to be Article 4 of the Company's Articles of Association and arrange the number of articles to comply with the amendment.</p> <p><u>Clause 4. In the case where the Company or the Board of Directors is obligated to send the written notice or documents related to the Public Company Limited Law to the directors, shareholders, or the creditors of the Company, if such person has notified the intention or consent to receive the written notice or documents via electronic media, the Company or the Board of Directors may send such written notice or documents via electronic media in accordance with the rules as prescribed by the registrar.</u></p> <p><u>In the case where the Public Company Limited Law prescribed the obligation of the Company to notify, warn, inform or advertise any message to public or other person, the Company may advertise via electronic media.</u></p>
3.	<p>Article 22 The Board of Directors must hold a meeting at least once in every three months</p> <p>In summoning a meeting of the board of directors, the chairman of the board or a person authorized by him shall send a written notice to summoning a meeting to the directors not less than seven days prior to the date of the meeting except for the</p>	<p>Proposed the amendment of the Article 22 and following clause to be Article 24-25 of the Company's Articles of Association and arrange the number of articles to comply with the amendment.</p> <p><u>Article 23. The board of directors shall meet at least once every three months at the location where the head office of the Company is located or any other place in the Kingdom of Thailand.</u></p>

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	<p>case of necessity or urgency for the purpose of protecting the rights or interests of the Company, in which case a summons for a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p> <p>The Board of Directors shall conduct the meeting at the location where the head office of the Company is located or any other place as it deems appropriate.</p> <p>Two or more directors may jointly request the chairman of the board of directors to propose meeting of the board of directors. In such case, the chairman of the board or his authorized person shall summon the board of director's meeting and schedule the date of the meeting within fourteen (14) days from the date of receipt of the request.</p>	<p><u>Meetings of the board of directors under paragraph one 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.</u></p> <p><u>Article 24. The board of directors' meeting shall be summoned by the chairman of the board.</u></p> <p>In summoning a meeting of the board of directors, the chairman of the board or a person authorized by him shall <u>send a written notice to summoning a meeting to the directors not less than three (3) days prior to the date of the meeting</u> except for the case of necessity or urgency for the purpose of protecting the rights or interests of the Company, <u>in which case a summons for a meeting may be notified through electronic media or by other means</u> and an earlier date of the meeting may be fixed.</p> <p><u>If there is no chairman of the board of directors, meetings of the board of directors shall be summoned by the vice chairman of the board of directors. If there is no vice chairman for any reason, at least two (2) directors may jointly summon a meeting of the board of directors.</u></p> <p>The Board of Directors shall conduct the meeting at the location where the head office of the Company is located or any other place deems appropriate.</p> <p><u>Article 25. When there is reasonable cause or in order to protect the interests of the Company, at least two directors may jointly request the chairman of the board of directors to propose</u></p>

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		<p><u>meeting of the board of directors and shall specify the matters and reasons that will be proposed to the meeting for consideration. The chairman of the board shall summon the board of director's meeting and schedule the date of the meeting within fourteen (14) days from the date of receipt of the request. In the case where the chairman of the board of directors fails to proceed in accordance with paragraph one, the requesting directors may jointly summon and schedule the meeting of the board of directors to consider the matters requested within fourteen (14) days from the expiry of the date specified in paragraph one.</u></p>
4.	<p>Article 26. One or more shareholders holding shares in aggregate of not less than ten (10) percent 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.</p> <p>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</p>	<p>Article 29. One or more shareholders holding shares in aggregate of not less than ten (10) percent 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.</p> <p>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</p>

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	<p>aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. 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.</p> <p>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.</p>	<p>within forty-five days as from the date of expiration of the period under paragraph one. 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.</p> <p>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 32, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p> <p><u>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.</u></p>
5.	<p>Article 27. 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</p>	<p>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</p>

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	<p>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.</p> <p>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.</p>	<p>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.</p> <p><u>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.</u></p>
6.	<p>Article 28. 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.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p><u>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.</u></p>

No.	The Existing Company's Articles of Association	Proposing the Amendment to the Company's Articles of Association
7.	Article 39. The Company's seal shall be as follows: 	Article 42. The Company's seal shall be as follows: 

Articles of Association
of
Nirvana Development Public Company Limited

Chapter 1: General Provisions

Article 1. These articles shall be called the "Articles of Association of Nirvana Development Public Company Limited".

Article 2. In these articles, "Company" means Nirvana Development Public Company Limited.

Article 3. Unless otherwise stipulated in this Articles of Association, the provisions of the Public Limited Company Act and Securities and Exchange Laws, including any laws related to the Company's business operation shall apply.

Article 4. In the case where the Company or the Board of Directors is obligated to send the written notice or documents related to the Public Company Limited Law to the directors, shareholders, or the creditors of the Company, if such person has notified the intention or consent to receive the written notice or documents via electronic media, the Company or the Board of Directors may send such written notice or documents via electronic media in accordance with the rules as prescribed by the registrar.

In the case where the Public Company Limited Law prescribed the obligation of the Company to notify, warn, inform or advertise any message to public or other person, the Company may advertise via electronic media.

Chapter 2: Issuance and Transfer of Shares

Article 5. The Company's shares shall be ordinary shares which have equal par value. The shares shall be issued in the form of a named certificate.

All shares of the Company shall be fully paid by money or other assets. The Subscriber or purchaser of shares may not claim any set-off against the Company.

The shares of the Company are indivisible. If two or more persons subscribe or hold shares in common, such person shall appoint only one of them to exercise the rights as subscriber or shareholder, as the case may be.

The Company may issue debentures or convertible debentures or preferred shares, including any securities under the laws on securities and exchange for offering for sale to the shareholders, any person or the general public. The conversion of convertible debentures or preferred shares into ordinary shares shall be subject to the provisions of laws.

Article 6. The Company shall issue share certificates to shareholders within two (2) months from the date when the registrar has accepted the registration of the Company, or from the date when the payment for the shares has been received in full in the case of the sale of newly issued shares after the registration of the Company.

All share certificates of the Company shall bear a print or signature of at least one director. However, the director may delegate the share registrar under the laws on securities and exchange to sign or print a signature on his behalf. Such signature or print shall be made in accordance with the rules specified by the share registrar.

If the Company appoints Thailand Securities Depository Co., Ltd. as the share registrar of the Company, the registration procedures shall be as prescribed by the share registrar.

Article 7. The Company's shares may be transferred without any restriction. The shares held by foreigners at any time must not have an amount more than 49% of the total number of shares sold. Any transfer of shares will result in the Company's shareholding ratio in the excess of the above ratios, the Company has the right to refuse the transfer of its shares.

The wording of "foreigner" in this Articles means:

- (1) a natural person who is not of Thai nationality;
- (2) a juristic person not registered in Thailand;
- (3) a juristic person registered in Thailand, being of the following descriptions:

- (a) being a juristic person at least one half of capital shares of which are held by persons under (1) or (2) or a juristic person in which investment has been placed by the persons under (1) or (2) in the amount at least equivalent to one half of the total capital thereof;
 - (b) being a limited partnership or a registered ordinary partnership the managing partner or the manager of which is the person under (1);
- (4) a juristic person registered in Thailand at least one half of the capital shares of which are held by persons under (1), (2) or (3) or a juristic person in which investment has been placed by the persons under (1), (2) or (3) in the amount at least equivalent to one half of the total capital thereof.

Article 8. Subject to Article 7 hereof, the transfer of shares shall be valid upon the transferor endorsing the share certificate with the name of the transferee and the share certificate being signed by both the transferor and the transferee, and delivering such share certificate to the transferee.

The transfer of shares shall be set up against the Company upon receipt by the Company of a request for an entry of the transfer of shares in the share register, but it shall set up against a third party upon the entry by the Company of the transfer of the shares in the share register.

After having received such request for registration of the transfer of shares, if the Company considers that the transfer of shares is duly made in accordance with the law, the Company shall enter the transfer of shares in the register within fourteen (14) days as from the date of receipt of such request, or if the Company considers that the transfer was not duly or validly made, the Company shall notify the party making the request within seven (7) days.

When the Company's shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be made in accordance with the Securities and Exchange Laws.

Article 9. If any share certificate is lost, faded or substantially damaged, a shareholder may request the Company to issue new share certificate(s) by surrendering the original share certificate(s) to the Company. In this case, the Company shall issue the new share certificate(s) within fourteen (14) days from the date of request. In the case where the share certificate is lost or damaged, the shareholder shall present evidence of a police report or other appropriate evidence to the Company and the Company

shall issue the new share certificate(s) to such shareholder within fourteen (14) days from the date of receipt of a request and such evidence.

In the event of death or bankruptcy of any shareholder, any person entitled to acquire such shares shall surrender the share certificates as well as submit complete legal evidence to the Company before the Company will register such person as a shareholder and re-issue new share certificates within one (1) month from the date of receipt of such evidence.

The Company may charge an issuance fee for its re-issuance of new share certificates to replace those lost, faded or damaged share certificates, or in the event that a request is made by the shareholder for copies of the register of shareholders, whether in part or in full, together with the Company's true certification, at the rate as prescribed by the laws., provided that the fee shall not exceed the rate prescribed under law.

Article 10. The Company may not own its own shares or take them in pledge, except in the following cases:

(1) The Company may repurchase shares from shareholders who vote against the resolution of the shareholders' meeting to alter the Company's Article of Association on matters related to the right to vote and the right to receive dividends which are considered by such shareholders to be unfair to them; or

(2) The Company may repurchase shares for the purpose of financial administration when it has accumulated profits and surplus liquidity and such repurchase does not result in any financial difficulty on the part of the Company.

The shares held by the Company shall be disregarded in the computation of a quorum of a shareholders' meeting and shall not carry any right to vote or to receive dividends.

The repurchase of shares, the disposal of the repurchased shares and the cancellation of the repurchased shares shall be made in accordance with the rules and provisions set out in the the Public Limited Company Laws and Securities and Exchange Laws.

Article 11. When the shares of the Company have been registered on the Stock Exchange of Thailand, a repurchase of shares shall be approved by the shareholders meeting, except that the amount of repurchased shares is not more than ten (10) percent of the paid-up capital, the board of directors shall be authorized to resolve to repurchase such shares.

Article 12. The Company may suspend its acceptance to register the transfer of shares within a period of twenty-one (21) days prior to each shareholders meeting by making an advance announcement to inform the shareholders at its head office and all branches at least fourteen (14) days before the date of its suspension of registration of share transfers.

Chapter 3: Board of Directors

Article 13. The Company's Board of Directors shall consist of at least five (5) directors, provided that not less than one half of the total number of directors shall reside in the Kingdom of Thailand. The qualifications of the Company's directors shall be as prescribed by laws.

A director must not 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 such fact has been notified to the meeting of shareholders prior to the resolution electing such director.

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 meeting in good faith and with due care to preserve the interests of the Company.

A director shall notify the Company without delay in case of having any direct or indirect interest in any contract which is made by the Company, or in the case that the number of shares or debentures of the Company or its affiliates held by the director has increased or decreased during a financial year.

Article 14. The directors shall be appointed by a majority of votes cast at the shareholders' meeting in accordance with the following rules 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 cast the total number of votes under (1) to elect one person or several persons as director or directors provided that votes shall not be allocated among a person or group;
- (4) The persons who received the highest votes in respective order shall be elected as directors in accordance with the intended or elected number of directors at the time. In the case where any persons so elected in subsequent order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, the chairman of the board shall have an additional vote as a casting vote.

Article 15. At every annual general meeting of shareholders, one-third of the number of directors shall retire. If the number of the board of directors cannot be divided exactly into three, the number of those under the rotational resignation shall be closest to one- third.

The directors to vacate office in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall vacate office. The directors who vacate office may be re-elected.

Article 16. The Company may provide remuneration to the directors in the form of rewards, meeting expenses, reimbursements, bonuses or other benefits in accordance with the resolutions of meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting. The remuneration may be fixed or based on stated criteria and it will be determined from time to time or continue in effect until any amendment by shareholder meeting's resolution. In addition, the directors are entitled to receive allowances and welfare according to the Company's regulations.

The provisions of paragraph one shall not affect the rights of directors appointed by employees of the Company to receive remuneration and benefits as employees of the Company.

Article 17. In addition to vacating office at the expiration of the term, a director vacates office upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or being under any of the prohibitions under Public Company Limited Laws or Securities and Exchange Laws;
- (4) being removed by a resolution of a meeting of shareholders; or
- (5) being removed by an order of the court.

Article 18. Any director intending to resign shall submit a resignation letter to the Company. The resignation takes effect as from the date on which the resignation letter reaches the Company.

The directors having resigned under paragraph one may also notify the registrar of such resignation.

Article 19. In the case where the office of a director becomes vacant by any reason other than the expiration of the term, the board of directors shall elect a person possessing the qualifications and being under no prohibitions under the law as a replacement director at the next meeting of the board of directors, unless the remaining term of office of such director is less than two months. The replacement director shall hold office only for the remaining term of the director who was replaced.

The resolution of the board of directors under paragraph one shall be supported by the votes of not less than three-fourths (3/4) of the number of the remaining directors.

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.

Article 21. The board of directors shall elect one (1) of the directors as chairman of the board.
The Board of Directors may elect one or several directors as Vice-Chairman as deems appropriate.
The Board of Directors may authorize one or several directors to perform any act on behalf of the Board of Directors.

Article 22. At the board of directors' meeting, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. In the case where the chairman of the board is not present at the meeting or unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.

A decision of a meeting shall be passed by a majority of votes.

In casting votes, each director shall have one (1) vote, provided that any director who has any interest in a particular matter shall not vote on such matter. In the case of equal votes, the person presiding over the meeting shall have an additional one (1) vote as a casting vote.

Article 23. The board of directors shall meet at least once every three months at the location where the head office of the Company is located or any other place in the Kingdom of Thailand.

Meetings of the board of directors under paragraph one 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 24. The board of directors' meeting shall be summoned by the chairman of the board.

In summoning a meeting of the board of directors, the chairman of the board or a person authorized by him shall send a written notice to summoning a meeting to the directors not less than three (3) days prior to the date of the meeting except for the case of necessity or urgency for the purpose of protecting the rights or interests of the Company, in which case a summons for a meeting may be notified through electronic media or by other means and an earlier date of the meeting may be fixed.

If there is no chairman of the board of directors, meetings of the board of directors shall be summoned by the vice chairman of the board of directors. If there is no vice chairman for any reason, at least two (2) directors may jointly summon a meeting of the board of directors.

Article 25. When there is reasonable cause or in order to protect the interests of the Company, at least two directors may jointly request the chairman of the board of directors to propose meeting of the board of directors and shall specify the matters and reasons that will be proposed to the meeting for consideration. The chairman of the board shall summon the board of director's meeting and schedule the date of the meeting within fourteen (14) days from the date of receipt of the request.

In the case where the chairman of the board of directors fails to proceed in accordance with paragraph one, the requesting directors may jointly summon and schedule the meeting of the board of directors to consider the matters requested within fourteen (14) days from the expiry of the date specified in paragraph one.

Article 26. Any two (2) directors shall jointly sign and affix the Company's common seal to bind the Company. The board of directors has the authority to specify and amend the names of the directors who are authorized to sign on behalf of and to bind the Company as it deems appropriate.

Article 27. The Board of Directors may appoint other persons to carry out the Company's business under the Board of Directors' supervision or may authorize such persons as deems appropriate, and may revoke, withdraw, alter or vary any of such authorization.

Chapter 4: Shareholders Meeting

Article 28. The board of directors shall cause an annual general meeting of shareholders to be held within four months from the date on which the accounting year of the company ends.

Meetings of shareholders other than from paragraph one shall be called an extraordinary general meeting.

The board of directors may summon an extraordinary general meeting whenever it deems 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) days 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 32, 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 send 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. At the shareholders' meeting, the presence of not less than twenty-five (25) shareholders and their proxies (if any) or not less than one half (1/2) of the total number of shareholders, with an aggregate number of shares of not less than one-third (1/3) of the total number of shares, is required in order to constitute a quorum.

In the case where, at any shareholders meeting, it appears that after one (1) hour from the designated time, the quorum is not constituted by the presence of shareholders as prescribed under paragraph one, the meeting, if summoned upon the request of the shareholders, shall be abandoned. If the shareholders' meeting is not convened by the request of the shareholders, another meeting shall be summoned and a written notice summoning the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

The chairman of the board shall preside over the shareholders meeting. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.

Article 33. In voting at the shareholders' meeting, there will be one (1) vote per one (1) share, a resolution of a shareholders meeting shall require votes as follows:

- (1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case the votes are equal, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) in any of the following cases, the votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:
 - (a) the sale or disposal of the Company's business, in whole or in substantial part, to another party;
 - (b) purchase or acquisition of the business of another private company or public company to be owned by the Company;
 - (c) conclusion, modification or termination of contracts concerning the granting of a lease of the Company's business in whole or in substantial part, the authorization of another person to manage the business of the Company or amalgamation with another company for the purpose of sharing profits and losses;
 - (d) amendment to the Memorandum of Association or the Articles of Association;
 - (e) increase or reduction of the registered capital of the Company or issuance of the Company's debentures;
 - (f) amalgamation of the Company's business or dissolution of the Company

Article 34. The annual general meeting shall consider the following business:

- (1) to acknowledge the board of director's report showing the Company's performance in past year;
- (2) to consider and approve the balance sheet and profit and loss account;
- (3) to consider and approve the distribution of profit and dividend payment;

- (4) to consider and approve the appointment of directors who retire by rotation;
- (5) to consider and approve the remuneration of directors;
- (6) to consider and approve the appointment of the auditor and the determination of the auditor's fee; and
- (7) other business.

Chapter 5: Accounting, Finance and Audit

Article 35. The financial year of the Company begins on 1st January and ends on 31st December.

Article 36. The Company shall cause the accounts to be made and kept and audited under the related laws and shall make a balance sheet and profit and loss account at least once every period of twelve (12) months which is the financial year of the Company.

Article 37. The board of directors shall cause to be made a balance sheet and a profit and loss account as of the end of the Company's financial year to be proposed to an annual general meeting of shareholders for consideration and approval. The board of directors shall provide the balance sheet and the profit and loss account audited by an auditor prior to their submission to a meeting of shareholders.

Article 38. The board of directors shall send the following documents to the shareholders together with an invitation notice to attend the annual general meeting:

- (1) a copy of the balance-sheet and profit and loss account audited by an auditor and an audit report of the auditor;
- (2) an annual report of the board of directors with any other related documents.

Article 39. The auditor is obligated to attend every shareholders meeting at which the balance sheet, profit and loss account and any issue concerning accounts of the Company is scheduled to be considered to report the auditing to the shareholders and the Company shall submit the Company's report and documents to be received by the shareholders at such meeting of shareholders to the auditor.

The auditor shall not be a director, member, employee or a person holding any office of the Company.

Article 40. No dividends shall be paid otherwise than out of profit. In the case where the Company has incurred accumulated losses, no dividends shall be paid.

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 dividends shall be subject to approval by the shareholders meeting unless it is an interim dividend payment.

The board of directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits to justify such payment and, when dividends have been paid, the board of directors shall report to the shareholders at the next meeting.

Payment of dividends shall be made within one (1) month as from the date of the resolution of the shareholders' meeting or the board of directors' meeting, as the case may be, provided that the Company shall notify the shareholders in writing and publish a notice of such dividend payment 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, a whole or partially, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders meeting.

Article 41. The Company shall allocate part of its annual net profits to a reserve fund in the amount of not less than five (5) percent of the annual net profits, minus the amount representing the accumulated loss carried forward (if any) until this reserve fund reaches the 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 of an appropriation for other reserve fund as it deems appropriate.

Chapter 6: Miscellaneous

Article 42. Company's common seal shall be used as affixed herein.



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

Name - Surname : Mr. Vichien Jearkjirm

Age : 70 Years

Nationality : Thai

Director Type : Non-Executive Director

Position : Chairman of the Board of Directors
Chairman of the Nomination and Remuneration Committee

Date of Appointment as a Director : 7 January 2021 (Directorship tenure as of March 2023 is 2 years and 2 months)

Education : M.B.A. in Finance, Indiana University, U.S.A.
: B.A. (Honor) in Economics, Thammasart University, Bangkok, Thailand

Director Training : Director Certification Program (DCP) Class 12/2001
Thai Institute of Directors (IOD)

Other Trainings : -

Meeting Attendance during 2022 : (Number of times attended / Number of times eligible to attend)

: The Board of Directors' Meeting 8/8 times (100%)

: The Nomination and Remuneration Committee' Meeting 4/4 times (100%)

: The Annual General Meeting of Shareholder for the year 2022 1/1 time (100%)

Shareholding in NVD's Shares as at 31 December 2022: 9,225,000 shares 0.59%



Other Positions in Other Organizations

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

2019 – Present Director Infraset Public Company Limited

Position in Other Company/Organization/Institution: 6 Position:

2017 – Present Chairman Jearkjirm Property Company Limited

2018 – Present Chairman Ilease Innovation Company Limited

2015 – Present Chairman Beyond Green Company Limited

2002 – Present Chairman Nanakij Ware House Company Limited

1999 – Present Chairman Cheangmai Condominium Company Limited

1991 – Present Director B T M U Leasing Company Limited

Position in other organization that may either cause conflict of interest or compete with the Company: -None-

Working Experience (Past 5 Years):

2019 – Present Director Infraset Public Company Limited

2017 – Present Chairman Jearkjirm Property Company Limited

2018 – Present Chairman Ilease Innovation 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.

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

Name - Surname : Mr. Chatchai Piyasombatkul

Age : 62 Years

Nationality : Thai

Director Type : Non-Executive Director

Position : Director, Chairman of Executive Committee



Chairman of the Corporate Governance & Sustainable Development Committee

Date of Appointment : 19 August 2021 (Directorship tenure as of March 2023 is 1 year and 7 months)
as a Director

Education : Thailand National Defence College, Class 49

: Bachelor in Chemical Engineer at the engineering school, Columbia University

Director Training : Director Accreditation Program (DAP) 186/2021

Thai Institute of Directors (IOD)

Other Trainings : -

Meeting Attendance during 2022 : (Number of times attended / Number of times eligible to attend)

: The Board of Directors' Meeting 8/8 times (100%)

: The Executive Committee' Meeting 3/3 times (100%)

: The Corporate Governance & Sustainable Development Committee 3/3 times (100%)

: The Annual General Meeting of Shareholder for the year 2022 1/1 time (100%)

Shareholding in NVD's Shares as at 31 December 2022: 409,494,103 shares 26.36%

Other Positions in Other Organizations

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

Position in Other Company/Organization/Institution: 29 Position:

1982 – Present Director of Metro-Ply Group

Present Director, Metropolitan Plywood Co., Ltd.

Present	Director, Metro Veneer Co., Ltd.
Present	Director, Metro M.D.F Co., Ltd.
Present	Director, Metro Panel Co., Ltd.
Present	Director, Metro Forestry Co., Ltd.
Present	Director, Metro Particle Co., Ltd.
Present	Director, Metro Aviation Co., Ltd.
Present	Director, Metro Industrial Park Co., Ltd.
Present	Director, Piyasombat Property Co., Ltd.
Present	Director, Piyasombat Land Co., Ltd.
Present	Director, Piyasombat Assets Co., Ltd.
Present	Director, Piyasombat Mansion Co., Ltd.
Present	Director, Piyasombat Thonglor Co., Ltd.
Present	Director, Piyasombat Silom Co., Ltd.
Present	Director, Piyasombat Development Co., Ltd.
Present	Director, Piyasombat Residence Co., Ltd.
Present	Director, Piyasombat Tonson Co., Ltd.
Present	Director, Piyasombat Huahin Co., Ltd.
Present	Director, Piyasombat Estate Co., Ltd.
Present	Director, Piyavararom Co., Ltd.
Present	Director, Piyasombat Capital Co., Ltd.
Present	Director, Siam Paper Décor Co., Ltd.
Present	Director, Siam Paper Laminate Co., Ltd.
Present	Director, Bang De Cha Power Co., Ltd.
Present	Director, Tha Maka Power Co., Ltd.
Present	Director, Starwood Chemical Co., Ltd.
Present	Director, H.T.L. Sawmill Co., Ltd.
Present	Director, Advance Fiber Co., Ltd.
Present	Director, N.C. Ply Co., Ltd.

Position in other organization that may either cause conflict of interest or compete with the Company: -None-

Working Experience (Past 5 Years):

1982 – Present	Director of Metro-Ply Group
Present	Director, Metropolitan Plywood Co., Ltd.
Present	Director, Metro Veneer Co., Ltd.
Present	Director, Metro M.D.F Co., Ltd.

Present	Director, Metro Panel Co., Ltd.
Present	Director, Metro Forestry Co., Ltd.
Present	Director, Metro Particle Co., Ltd.
Present	Director, Metro Aviation Co., Ltd.
Present	Director, Metro Industrial Park Co., Ltd.
Present	Director, Piyasombat Property Co., Ltd.
Present	Director, Piyasombat Land Co., Ltd.
Present	Director, Piyasombat Assets Co., Ltd.
Present	Director, Piyasombat Mansion Co., Ltd
Present	Director, Piyasombat Thonglor Co., Ltd.
Present	Director, Piyasombat Silom Co., Ltd.
Present	Director, Piyasombat Development Co., Ltd.
Present	Director, Piyasombat Residence Co., Ltd
Present	Director, Piyasombat Tonson Co., Ltd.
Present	Director, Piyasombat Huahin Co., Ltd.
Present	Director, Piyasombat Estate Co., Ltd
Present	Director, Piyavararom Co., Ltd.
Present	Director, Piyasombat Capital Co., Ltd.
Present	Director, Siam Paper Décor Co., Ltd.
Present	Director, Siam Paper Laminate Co., Ltd.
Present	Director, Bang De Cha Power Co., Ltd.
Present	Director, Tha Maka Power Co., Ltd.
Present	Director, Starwood Chemical Co., Ltd.
Present	Director, H.T.L. Sawmill Co., Ltd.
Present	Director, Advance Fiber Co., Ltd.
Present	Director, N.C. Ply Co., Ltd

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 Engineering and finance as well as organization development.

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

Name – Surname	:	Mr. Sornsak Somwattana	
Age	:	49 Years	
Nationality	:	Thai	
Director Type	:	Executive Director	
Position	:	Director, Member of Executive Committee Member of the Risk Management Committee and Member of Corporate Governance & Sustainable Development Chief Financial Officer	
Date of Appointment as a Director	:	17 January 2017 (Re-elected on 29 June 2020 and Directorship tenure as of March 2023 is 6 years and 2 months)	
Education	:	Master of Science in Finance University of Colorado at Denver, USA Bachelor of Business administration Finance (B.B.A.) University of the Thai Chamber of Commerce	
Director Training	:	Director Certification Program (DCP 154/2011) - Thai Institute of Directors (IOD)	
Other Trainings	:	Thammasat Leadership Program (TLP) Class 8/2016 Advanced Security Management Program (Class 4/2013) Harvard Business School, Designing and Executing Strategy – CHINA Program (2012)	
Meeting Attendance during 2022	:	(Number of times attended / Number of times eligible to attend)	
	:	The Board of Directors' Meeting 8/8 times (100%)	
	:	The Executive Committee' Meeting 13/13 times (100%)	
	:	The Risk Management Committee' Meeting 3/3 time (100%)	
	:	The Corporate Governance & Sustainable Development Committee 3/3 times (100%)	
	:	The Annual General Meeting of Shareholder for the year 2022 1/1 time (100%)	

Shareholding in NVD's Shares as at 31 December 2022:

412,249,874 shares 26.54%

125,786 Shares or 0.01% held by Spouse

603,230 shares or 0.04% held by INSIGHTS MIND INC.

Other Positions in Other Organizations

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

Position in Other Company/Organization/Institution: 10 Position:

Present	Chairman Nirvana Sukhumvit Company Limited
Present	Chairman Deeji Home Center Company Limited
Present	Chairman NVDG Company Limited
Present	Chairman ATECH Enterprise Company Limited
Present	Chairman QTECH Product Company Limited
Present	Chairman Nirvana U Company Limited
Present	Chairman Nirvana Construction Company Limited
Present	Chairman Nirvana Phraram 9 Company Limited
Present	Chairman NVDA Company Limited
Present	Chairman Nirvana Ally Development Company Limited

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

-None-

Working Experience (Past 5 Years):

Present	Chairman Nirvana Sukhumvit Company Limited
Present	Chairman Deeji Home Center Company Limited
Present	Chairman NVDG Company Limited
Present	Chairman ATECH Enterprise Company Limited
Present	Chairman QTECH Product Company Limited
Present	Chairman Nirvana U Company Limited
Present	Chairman Nirvana Construction Company Limited
Present	Chairman Nirvana Phraram 9 Company Limited
Present	Chairman NVDA Company Limited
Present	Chairman Nirvana Ally Development Company Limited
2013 - 2020	Director Nirvana River Company Limited
2005 - 2017	Chairman Nirvana Development 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 Engineering, Finance and Accounting as well as organization development.

Information on Proposed Auditors of the Company and Audit Fee for the Year 2023

Opinions from the Audit Committee

The Audit Committee Meeting No. 1/2023 held on 21 February 2023, 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 change the auditor from PricewaterhouseCoopers ABAS Limited ("the Former Auditor") to PKF Audit (Thailand) Company Limited ("the New Auditor") as the proposal of PKF Audit (Thailand) Company Limited is in the best interests of the Company and approved to propose to the AGM 2023 to consider and approve the appointment of the following auditors from PKF Audit (Thailand) Ltd. to be the Company's auditor for the year 2023, Profiles of the Auditors Proposed for Appointment for the Year 2023, namely:

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"> - SEC Authorized Auditor - Master Degree - Accounting at Chulalongkorn University, Thailand - Bachelor Degree - Accounting at Assumption University, Thailand - Member of the Federation of Accounting Professions of Thailand
Working Experiences	- SEC approved auditor in PKF Audit (Thailand) Ltd.
Percentage of Shareholding	- None
Number of years certified the Company's FS	- None

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"> - approved auditor with the SEC Thailand - ASEAN Chartered Professional Accountant - Master Degree - Accounting at Chulalongkorn University, Thailand

	- Bachelor Degree - Accounting at Kasetsart University, Thailand
Working Experiences	- SEC approved auditor in PKF Audit (Thailand) Ltd.
Percentage of Shareholding	- None
Number of years certified the Company's FS	- 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 2023 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.

Furthermore, the Audit Committee Meeting No. 1/2023 has considered the determination of the audit fee for the year 2023 of not exceeding Baht 1,800,000 and determine audit fee of subsidiaries for the year 2023 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	Audit Fee for the Year	Proposed Audit Fee for	Change (%)
	2022	the Year 2023	
	PricewaterhouseCoopers ABAS Limited	PKF Audit (Thailand) Limited	
Audit Fee (NVD)	2,300,000	1,800,000	(21.74%)
Audit Fee (Subsidiary)	2,180,000	1,750,000	(19.72%)
Total Audit Fee	4,480,000	3,550,000	(20.76%)
Non-audit service fee	-	-	-

Note: In 2022, the Company did not pay any non-audit service fee to PricewaterhouseCoopers ABAS Limited.

Board's Opinion:

The Board of Directors' Meeting No. 1/2023 held on 21 February 2023 has considered the appointment of the auditors and the determination of the 2022 audit fee as approved by the Audit Committee and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve such matters.

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

Chapter 3: Board of Directors

Article 12. 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 13. 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 14. 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 15. 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.

Chapter 4: Shareholders Meeting

Article 25. 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 26. 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.

Article 27. 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.

Article 28. 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.

Article 29. 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 30. 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 31. 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 32. The fiscal year of the Company shall commence on 1 January and end on 31 December of every year.

Article 33. 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 34. 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 35. 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 36. 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 37. 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 38. 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 Friday, 21 April 2023 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. Kampanart Lohacharoenvanich**

Independent Director / Chairman of Audit Committee

Age : 72 Years

Address : Nirvana Daii Public Company Limited

No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Having a conflict of interest in the agenda:

Agenda 9 To consider and approve the remuneration of directors for the year 2023



2. **GEN. Kukiatt Srinaka**

Independent Director, Vice Chairman, Corporate Governance & Sustainable Development Committee

Age : 62 Years

Address : Nirvana Daii Public Company Limited

No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Having a conflict of interest in the agenda:

Agenda 9 To consider and approve the remuneration of directors for the year 2023



3. **M.L. Thongmakut Thongyai**

Independent Director, Nomination and Remuneration Committee

Age : 54 Years

Address : Nirvana Daii Public Company Limited

No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Having a conflict of interest in the agenda:

Agenda 9 To consider and approve the remuneration of directors for the year 2023



4. Mr. Virasak Sutanthavibul

Independent Director, Audit Committee, Nomination and Remuneration Committee

Age : 65 Years

Address : Nirvana Daii Public Company Limited

No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Having a conflict of interest in the agenda:

Agenda 9 To consider and approve the remuneration of directors for the year 2023



5. Mr. Saran Supaksaran

Independent Director, Chairman of Risk Management Committee, Audit Committee

Age : 49 Years

Address : Nirvana Daii Public Company Limited

No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Having a conflict of interest in the agenda:

Agenda 9 To consider and approve the remuneration of directors for the year 2023

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 _____

Aumphur _____ Province _____ Post Code _____

(2) As a shareholder of Nirvana Daii 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 _____ Aumphur _____

Province _____ Post Code _____

Or

Name _____ Age _____ years Residing at _____

Road _____ District _____ Aumphur _____

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.
 Mr. Kampanart Lohacharoenvanich Age 72 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

 GEN. Kukiart Srinaka Age 62 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

 M.L. Thongmakut Thongyai Age 54 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

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

Mr. Virasak Sutanthavibul Age 65 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

Mr. Saran Supaksaran Age 49 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

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 2023 Annual General Meeting of Shareholders.)

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 2023 on Friday, 21 April 2023, 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

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 Daii 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 shareshare (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.
 Mr. Kampanart Lohacharoenvanich Age 72 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

 GEN. Kukiat Srinaka Age 62 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

 M.L. Thongmakut Thongyai Age 54 years Residing at Nirvana Daii Public Company Limited No. No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

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

Mr. Virasak Sutanthavibul Age 65 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or

Mr. Saran Supaksaran Age 49 years Residing at Nirvana Daii Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

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 2023 Annual General Meeting of Shareholders.)

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 2023 on Friday, 21 April 2023, 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.

(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 2022**
- Agenda 2: To consider and approve the audited Financial Statements for the year ended 31 December 2022**
- (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 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 decrease of authorised capital of the Company from the existing authorised capital of Baht 1,775,750,021 to Baht 1,750,749,256 by canceling unsold shares in the amount of 25,000,765 shares with the par value of Baht 1.00 per share**
- (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 5: To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorised Capital for conformity with the decrease of authorised capital of the Company by canceling unsold shares**
- (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 change of Company's name, the change of Company's Seal and the amendment of the Memorandum of Association of the Company to be conform with the change of the Company's name**
- (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 amendment to the Articles of Association of the Company for conformity with the change of the Company's name and seal as well as the newly-amended laws**
- (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 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
- 8.1 Mr. Vichien Jearkjirm**
- Approve Disapprove Abstain
- 8.2 Mr. Chatchai Piyasombatkul**
- Approve Disapprove Abstain
- 8.3 Mr. Sornsak Somwattana**
- Approve Disapprove Abstain
- Agenda 9: To consider and approve the remuneration of directors for the year 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:

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: _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ _____ ซึ่งเป็นผู้ถือหุ้นของบริษัท เนอวานา ไดอิ จำกัด (มหาชน)

As being the custodian of _____ being a shareholder of Nirvana Daii 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 _____ shares 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 เลือกกรรมการอิสระ
คนใดคนหนึ่ง
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.
 นายกัมปนาท โลหะจรณวิช อายุ 72 ปี ที่อยู่ บริษัท เนอวานา ไดอิ จำกัด (มหาชน)
เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230
Mr. Kampanart Lohacharoenvanich Age 72 years Residing at Nirvana Daii Public Company Limited
No. 343/351 Road Prasert - Manukitch District Aumthur Buengkum, Province Bangkok Post Code 10230
หรือ/Or
 พลเอกกู้เกียรติ ศรีนาคา อายุ 62 ปี ที่อยู่ บริษัท เนอวานา ไดอิ จำกัด (มหาชน)
เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230
GEN.Kukiat.Srinaka Age 62 years Residing at Nirvana Daii Public Company Limited No. 343/351
Road Prasert - Manukitch District Aumthur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

หม่อมหลวงทองมุกข์ ทองใหญ่... อายุ 54 ปี ที่อยู่ บริษัท เนอวานา ไดอิ จำกัด (มหาชน)
เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงνωลจันทร เขตบึงกุ่ม กรุงเทพมหานคร 10230
M.L.Thongmakut Thongyai Age 54 years Residing at Nirvana Daii Public Company Limited No.343/351
Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

นาย วีระศักดิ์ สุตตันทวิญญ์... อายุ 65 ปี ที่อยู่ บริษัท เนอวานา ไดอิ จำกัด (มหาชน)
เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงνωลจันทร เขตบึงกุ่ม กรุงเทพมหานคร 10230
Mr. Virasak Sutanthavibul Age 65 years Residing at Nirvana Daii Public Company Limited No.343/351
Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

นาย ศรันย์ สุภักดิ์... อายุ 49 ปี ที่อยู่ บริษัท เนอวานา ไดอิ จำกัด (มหาชน)
เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงνωลจันทร เขตบึงกุ่ม กรุงเทพมหานคร 10230
Mr. Saran Supaksaran Age 49 years Residing at Nirvana Daii Public Company Limited No. 343/351
Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม **สิ่งที่ส่งมาด้วย 5** ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566)

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 2023 Annual General Meeting of Shareholders.)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันศุกร์ที่ 21 เมษายน 2566 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 2023 on Friday, 21 April 2023, 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.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่มีสิทธิออกเสียงลงคะแนนได้

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 2565

Agenda 1: To acknowledge the Company's operational results for the year 2022

- วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 2: To consider and approve the annual Financial Statements for the year ended 31 December 2022

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 พิจารณานุมัติการจัดสรรเงินปันผลตามกฎหมาย และการจ่ายปันผล

Agenda 3: To consider and approve the appropriation of profit for year 2022 to legal reserve and dividend payment

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 พิจารณาและอนุมัติการลดทุนจดทะเบียนของบริษัทฯ จากเดิมทุนจดทะเบียนจำนวน 1,775,750,021 บาท เป็นจำนวน 1,750,749,256 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังมิได้นำออกจำหน่ายจำนวน 25,000,765 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 4: To consider and approve the decrease of authorised capital of the Company from the existing authorised capital of Baht 1,775,750,021 to Baht 1,750,749,256 by canceling unsold shares in the amount of 25,000,765 shares with the par value of Baht 1.00 per share

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

- วาระที่ 5 พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนโดยการตัดหุ้นสามัญที่ยังมิได้นำออกจำหน่าย

Agenda 5: To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorised Capital for conformity with the decrease of authorised capital of the Company

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 พิจารณาอนุมัติการเปลี่ยนแปลงชื่อบริษัทฯ เปลี่ยนแปลงดวงตราของบริษัทฯ และแก้ไขหนังสือบริคณห์สนธิ เพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อบริษัทฯ

Agenda 6: To consider and approve the change of Company's name, the change of Company's Seal and the amendment of the Memorandum of Association of the Company to be conform with the change of the Company's name

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัทเพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อ และดวงตราของบริษัท และให้สอดคล้องกับกฎหมายที่มีการแก้ไขเพิ่มเติม

Agenda 7: To consider and approve the amendment to the Articles of Association of the Company for conformity with the change of the Company's name and seal as well as the newly-amended laws

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 8: To consider and approve the appointment of directors who retire by rotation

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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

8.1 นายวิเชียร เจียกเจิม / Mr. Vichien Jearkjirm

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

8.2 นายฉัตรชัย ปิยะสมบัติกุล / Mr. Chatchai Piyasombatkul

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

8.3 นายศรศักดิ์ สมวัฒนา / Mr. Sornsak Somwattana

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

- วาระที่ 9 พิจารณานุมัติค่าตอบแทนกรรมการ และบำเหน็จกรรมการประจำปี 2566

Agenda 9: To consider and approve the remuneration of directors for the year 2023.

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

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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 10 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda 10: To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2023

Annual General Meeting of Shareholders for year 2023**Nirvana Daii Public Company Limited**

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documents and evidences 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 ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ ฉันทะแบบ 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 ไดอิ จำกัด (มหาชน) / The proxy is granted by a shareholder of Nirvana Daii Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันศุกร์ที่ 21 เมษายน 2566 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

For the meeting of the Annual General Meeting of Shareholders for the year 2023 on Friday, 21 April 2023 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 2023 Annual General Meeting of Shareholders on Friday, 21 April 2023, 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.nirvanadaii.com 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 13 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 2023 Annual General Meeting of Shareholders

Friday 21 April 2023, 9.00AM

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 1st 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 2023 Annual General Meeting of Shareholders and 56-1 One Report 2022

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 2023 Annual General Meeting of Shareholders and the 56-1 One Report 2022 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 2023 Annual General Meeting of Shareholders' (AGM)

Nirvana Daii 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 Daii 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 2023 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 2023 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 Daii Public Company Limited
No.343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230
- 2) by email: IR@nirvanadaii.com

Nirvana Daii Public Company Limited

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

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