



INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDER FOR
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS No.1/2025

NIRVANA DEVELOPMENT PUBLIC COMPANY LIMITED



***REMARK**

1. Registration will be opened from 08.00 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. NVD-CSR-25-01-001

7 January 2025

Subject: Invitation to Attend the Extraordinary General Meeting of Shareholders No.1/2025

To: The Shareholders of Nirvana Development Public Company Limited

Enclosure:

1. Capital Increase Report Form (F 53-4);
2. The Preliminary Features of the Newly Issued Ordinary Shares Offering to Existing Shareholders in proportion to their Shareholding, excluding Shareholders whose Ownership of Such Shares would Bind the Company to any International Laws (Preferential Public Offering: PPO) of Nirvana Development Public Company Limited;
3. The Company's Articles of Association in relation to the Extraordinary General Meeting of Shareholders;
4. List of the Independent Directors Proposed by the Company to Serve as a Proxy Holder for Shareholders;
5. Proxy Form A, B and C (Form B is recommended);
6. Documents and Evidence Identifying Shareholders and Proxies Eligible to Register, Attend and Vote at the Meeting;
7. Map of Venue of the Extraordinary General Meeting of Shareholders No.1/2025;
8. QR Code Downloading Procedures for Notice of the Extraordinary General Meeting of Shareholders No.1/2025; and
9. Privacy Notice for the Extraordinary General Meeting of Shareholders No.1/2025

The Meeting of the Board of Directors of Nirvana Development Public Company Limited (NVD) (the "**Company**") No.10/2024 held on 12 December 2024, has resolved to convene the Extraordinary General Meeting of Shareholders No.1/2025 (the "**EGM No.1/2025**") on **Friday, 24 January 2025, at 10.00 a.m.** at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20 Hotel, 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 consider and approve the decrease of authorized capital of the Company from the existing authorized capital of Baht 1,750,749,256 to Baht 1,578,175,544**

Objective and Reason In accordance with the Public Limited Companies Act B.E. 2535 (1992), the Company may increase its registered capital by issuing new shares upon all existing shares have been sold and fully paid for or in the event that the shares have not been fully sold, the remaining shares must be allocated to accommodate convertible bonds or warrants for

the purchase of shares. Therefore, in order to comply with the Public Limited Companies Act B.E. 2535 (including amendments) and in line with the Company's capital increase plan, the Company is required to decrease its authorized capital from the existing authorized capital of Baht 1,750,749,256 to Baht 1,578,175,544, by canceling the unissued authorized ordinary shares, totaling of 172,573,712 shares with a par value of Baht 1 per share, amounting to Baht 172,573,712, which are remaining shares issued for supporting the exercising of the Warrants to purchase ordinary shares No.2 (NVD-W2) and the exercising of the Warrants to purchase ordinary shares No.3 (NVD-W3), as previously approved by the Annual General Meeting 2022 held on April 22, 2022, whose exercising period had been expired.

The Board's Opinion It is deemed appropriate for the EGM No.1/2025 to consider and approve the decrease of the Company's authorized capital by Baht 172,573,712, from the existing authorized capital of Baht 1,750,749,256 to Baht 1,578,175,544, by canceling the unissued authorized ordinary shares, totaling of 172,573,712 shares with a par value of Baht 1 per share, amounting to Baht 172,573,712., which are remaining shares issued for supporting the exercising of the Warrants to purchase ordinary shares No.2 (NVD-W2) and the exercising of the Warrants to purchase ordinary shares No.3 (NVD-W3), as previously approved by the Annual General Meeting 2022 held on April 22, 2022, whose exercising period had been expired.

After the decrease of the authorized capital, the Company shall have an authorized capital of Baht 1,578,175,544, divided into 1,578,175,544 ordinary shares with a par value of Baht 1 per share, with paid-up capital of Baht 1,553,175,544, divided into 1,553,175,544 ordinary shares (whereby 25,000,000 shares remain unissued, which are reserved for the exercise of warrants for the purchase of ordinary shares of the Company issued to the directors and employees of the Company and/or its subsidiaries No. 2 (ESOP-Warrant-2), which has not yet expired.) The details are as follows:

Par Value of Baht 1 per Share	Existing Authorized Capital		Decrease of Authorized Capital		New Authorized Capital	
	No. of Ordinary Shares	Amount (Baht)	No. of Ordinary Shares	Amount (Baht)	No. of Ordinary Shares	Amount (Baht)
Authorized Capital	1,750,749,256	1,750,749,256	172,573,712	172,573,712	1,578,175,544	1,578,175,544
Paid-up Capital	1,553,175,544	1,553,175,544	-	-	1,553,175,544	1,553,175,544
Shares reserved for ESOP-Warrant-2	25,000,000	25,000,000			25,000,000	25,000,000

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 2 **To consider and approve the amendment to Clause 4 of the Memorandum of Association Re: The Authorized Capital for conformity with the decrease of authorized capital of the Company;**

Objective and Reason To be in line with the decrease of the Company's authorized capital as detailed in Agenda Item 1 above, the Company is required to amend Clause 4 of the Company's Memorandum of Association whereby Clause 4 of the Memorandum of Association shall be repealed and replaced as follows:

Clause 4. Authorized capital of Baht	1,578,175,544	(One billion, five hundred seventy-eight million, one hundred seventy-five thousand, five hundred forty-four Baht)
divided into	1,578,175,544 shares	(One billion, five hundred seventy-eight million, one hundred seventy-five thousand, five hundred forty-four shares)
par value per share	Baht 1.00	(One Baht)
ordinary shares	1,578,175,544 shares	(One billion, five hundred seventy-eight million, one hundred seventy-five thousand, five hundred forty-four shares)
preference shares	- shares	(-)

The Board's Opinion It is deemed appropriate for the EGM No.1/2025 to consider and approve the amendment to Clause 4 of the Memorandum of Association Re: The Authorized Capital for conformity with the decrease of authorized capital of the Company.

With this respect, it is proposed to empower any person designated by the Board of Directors to conduct the registration of the Memorandum of Association with the Ministry of Commerce to amend or alter any wording for compliance with the registrar's recommendation.

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 3 **To consider and approve the increase of authorized capital of the Company from the existing authorized capital of Baht 1,578,175,544 to Baht 1,888,810,652 by issuing 310,635,108 newly-issued ordinary shares with the par value of Baht 1.00 per share;**

Objective and Reason The Company intends to increase the Company's working capital, enhance liquidity, and financial stability in order to support future projects. The Company's Board of Directors Meeting No.10/2024 held on December 12, 2024 has resolved to propose to the Shareholders' Meeting to consider approval the increase of the Company's authorized capital of Baht 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht) from the existing authorized capital of Baht 1,578,175,544 (One billion, five hundred seventy-eight million, one hundred seventy-five thousand, five hundred forty-four Baht) to a new authorized capital of Baht 1,888,810,652 (One billion, eight hundred eighty-eight million, eight hundred ten thousand, six hundred fifty-two Baht) by issuing 310,635,108 newly issued ordinary shares (Three hundred ten million, six hundred thirty-five thousand, one hundred eight shares) with a par value of Baht 1 per share with a total value of Baht 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht) to support the allocation and offering of ordinary shares to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO)

The Board's Opinion It is deemed appropriate for the EGM No.1/2025 to consider and approve the increase of authorized capital of the Company of Baht 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht) from the existing authorized capital of Baht 1,578,175,544 (One billion, five hundred seventy-eight million, one hundred seventy-five thousand, five hundred forty-four Baht) to a new authorized capital of Baht 1,888,810,652 (One billion, eight hundred eighty-eight million, eight hundred ten thousand, six hundred fifty-two Baht) by issuing 310,635,108 newly issued ordinary shares (Three hundred ten million, six hundred thirty-five thousand, one hundred eight shares) with a par value of Baht 1 per share with a total value of Baht 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht) to support the allocation and offering of ordinary shares to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO)

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 4 **To consider and approve the amendment to Clause 4 of the Memorandum of Association Re: The Authorized Capital for conformity with the increase of authorized capital of the Company**

Objective and Reason To be in line with the increase of the Company's authorized capital as detailed in Agenda Item 3 above, the Company is required to amend Clause 4 of the Company's Memorandum of Association whereby Clause 4 of the Memorandum of Association shall be repealed and replaced as follows:

Clause 4. Authorized capital of	Baht 1,888,810,652	(One billion, eight hundred eighty-eight million, eight hundred ten thousand, six hundred fifty-two Baht)
divided into	1,888,810,652 shares	(One billion, eight hundred eighty-eight million, eight hundred ten thousand, six hundred fifty-two shares)
par value per share	Baht 1.00	(One Baht)
ordinary shares	1,888,810,652 shares	(One billion, eight hundred eighty-eight million, eight hundred ten thousand, six hundred fifty-two shares)
preference shares	- shares	(-)

The Board's Opinion It is deemed appropriate for the EGM No.1/2025 to consider and approve the amendment to Clause 4 of the Memorandum of Association Re: The Authorized Capital for conformity with the increase of authorized capital of the Company.

With this respect, it is proposed to empower any person designated by the Board of Directors to conduct the registration of the Memorandum of Association with the Ministry of Commerce to amend or alter any wording for compliance with the registrar's recommendation.

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 allocation and offering the newly issued ordinary shares of the Company in amount of 310,635,108 shares**

Objective and Reason In accordance with the increase in the authorized capital of the Company of 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht) from the existing authorized capital of Baht 1,578,175,544 (One billion, five hundred seventy-eight million, one hundred seventy-five thousand, five hundred forty-four Baht) to a new authorized capital of Baht 1,888,810,652 (One billion, eight hundred eighty-eight million, eight hundred ten thousand, six hundred fifty-two Baht) by issuing 310,635,108 newly issued ordinary shares (Three hundred ten million, six hundred thirty-five thousand, one hundred eight shares) with a par value of Baht 1 per share with a total value of Baht 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht), for allotting and offering the ordinary shares to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO). The Company's Board of Directors Meeting No.10/2024 held on December 12, 2024 has resolved to propose to the Shareholders' Meeting to consider approval the allocation and offering of 310,635,108 newly issued ordinary shares of the Company with a par value of Baht 1.00 per share as follows:

1. The allocation of 310,635,108 newly issued ordinary shares to offer to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO) at the allocation ratio of 5 existing ordinary shares per 1 newly issued ordinary share (5:1) at the offering price of Baht 1.30 per share.
2. The existing shareholders shall be entitled to subscribe for the additional shares exceeding their rights (Oversubscription). However, the remaining newly issued ordinary shares shall be allocated to the existing shareholders subscribing for the additional shares exceeding their rights, provided that there is any remaining unsubscribed share from the allocation to all existing shareholders whereby the Company shall allocate such remaining shares, which were not subscribed to by existing shareholders, to those shareholders expressing their intention to purchase additional shares exceeding their rights which shall be conducted in proportion to the shareholding of each shareholder subscribing for the additional shares exceeding their rights, until there are no remaining shares to allocate or until there is no shareholder subscribing for the additional shares exceeding their rights.

Furthermore, the Board of Directors approved the date to determine the list of shareholders entitled for subscription of newly issued ordinary shares (Record Date) to be on 31 January 2025 and the subscription and payment period on 19 - 21 and 24 -

25 February 2025 (5 business days). Nonetheless, such a period is still uncertain until it has been approved by the EGM No.1/2025.

In this regard, the Board of Directors resolved to propose to the EGM No.1/2568 for consideration and approval of the delegation of authority to the Board of Directors and/or the Executive Committee and/or the person designated by the Board of Directors or the Executive Committee as follows:

- a) To determine and/or modify the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date to determine the list of shareholders entitling for subscription of newly issued ordinary shares (Record Date), the subscription and payment period as well as any other conditions necessary and relevant to the allocation and offering;
- b) To correct and/or modify any wording or statement in any related document such as minutes of meeting, Memorandum of Association, application form and/or to do any such act and thing to comply with the Registrar recommendation in relation to the registration of the Company's capital increased with the Department of Business Development, Ministry of Commerce;
- c) To execute the application and necessary supporting documents relevant to the issuance and allocation of the rights offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand; and
- d) To do any such act and thing which are deemed necessary and appropriate to the issuance and allocation of the Rights Offering shares.

Details of the increase in the Company's registered capital and allocation of new ordinary shares are described in the Capital Increase Report Form (F53-4) in **Enclosure 1** and details of the Preliminary Features of the Newly Issued Ordinary Shares Offering to Existing Shareholders in proportion to their Shareholding, excluding Shareholders whose Ownership of Such Shares would Bind the Company to any International Laws (Preferential Public Offering: PPO) are described in **Enclosure 2**.

The Board's Opinion

It is deemed appropriate for the EGM No.1/2025 to consider and approve the allocation and offering of 310,635,108 (Three hundred ten million, six hundred thirty-five thousand, one hundred eight Baht) newly issued ordinary shares of the Company with a par value of Baht 1.00 per share as per the details of the allocation and offering the newly issued ordinary shares of the Company as mentioned above.

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 other business (if any)**

In this regard, the Board of Directors hereby invites shareholders to attend the meeting on the date, time, and location mentioned above, which is conveniently accessible by public transportation. Shareholders may register for the meeting at the venue starting from 08:00 AM onwards.

In addition, the Board of Directors has determined the Record Date for determining the list of shareholders having the right to attend the EGM No.1/2025 on 27 December 2024. (Record Date)

For shareholders who are unable to attend the meeting in person or do not wish to appoint a proxy to attend the meeting on their behalf, shareholders may appoint an independent director of the Company, as listed and detailed in the **Enclosure 4**, to attend and vote on their behalf.

If any shareholder is unable to attend the meeting in person and wishes to appoint someone else to attend the meeting on their behalf, please complete and sign one of the proxy forms (Form A, Form B, or Form C). Form C is for shareholders who are foreign nationals and wish to appoint a custodian in Thailand to hold and manage their shares. Shareholders can download the proxy forms for all three types from the Company's website at www.nirvanadevelopment.co.th or from the proxy document attached, as listed and detailed in the **Enclosure 5**. The proxy form must be affixed with a 20 Baht stamp duty and submitted along with documents or evidence proving the shareholder's status or the representative's entitlement to attend the meeting, as outlined in the **Enclosure 6**.

The Thailand Securities Depository Co., Ltd. (TSD) will send the invitation to the shareholders of the listed company in the form of a QR Code for convenience and rapidity. The QR Code is included in the same document as the barcode for your shareholder identification. Shareholders can use a mobile phone or any device with an appropriate application to scan the QR Code in order to access the Company's information. The detailed instructions for downloading are provided in the **Enclosure 8**.

To ensure that shareholders receive the maximum benefit from the meeting and fully protect their rights, if you have any doubts or questions regarding the agenda items, you may submit your suggestions or questions in advance of the Company's Extraordinary General Meeting of Shareholders No. 1/2568 through the following channels:

- E-mail: companysecretary@nirvanadevelopment.co.th or
- By registered mail to:

“Company Secretary”

Nirvana Development Public Company Limited

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

Yours Faithfully,



(Mr. Vichien Jearkjirm)

Chairman

Nirvana Development Public Company Limited

The Investor Relation Unit

Tel: 02-105-6789 ext. 505

Email: IR@nirvanadevelopment.co.th

The Company Secretary Office

Tel: 02-105-6789 ext. 526

Email: companysecretary@nirvanadevelopment.co.th

- Translated Version -

If there are any discrepancies between this English translation and the original Thai version, the original Thai version shall prevail.

(F 53-4)

Capital Increase Report Form
Nirvana Development Public Limited Company
12 December 2024

We, Nirvana Development Public Company Limited (the “Company”), would like to report the resolutions of the Board of Directors’ Meeting No. 10/2024 held on Thursday, 12 December 2024, relating to the capital increase and share allotment as follows:

1. Capital decrease/increase

The Board of Directors’ meeting has resolved as follows:

- (a) The decrease of authorized capital of the Company from the existing authorized capital of Baht 1,750,749,256 to Baht 1,578,175,544 by canceling unsold shares in the amount of 172,573,712 shares with the par value of Baht 1.00 per share since they are the remaining shares issued for supporting the exercising of the Warrants to purchase ordinary shares No.2 (NVD-W2) and the exercising of the Warrants to purchase ordinary shares No.3 (NVD-W3), as previously approved by the Annual General Meeting 2022 held on April 22, 2022, whose exercising period had been expired. After the decrease of the authorized capital, the Company shall have an authorized capital of Baht 1,578,175,544, divided into 1,578,175,544 ordinary shares with a par value of Baht 1 per share, with paid-up capital of Baht 1,553,175,544, divided into 1,553,175,544 ordinary shares (whereby 25,000,000 shares remain unissued, which are reserved for the exercise of warrants for the purchase of ordinary shares of the Company issued to the directors and employees of the Company and/or its subsidiaries No. 2 (ESOP-Warrant-2), which has not yet expired.
- (b) The increase in the Company’s authorized capital by issuing 310,635,108 newly issued ordinary shares with a par value of Baht 1 per share. The details are as follows:

Type of Capital Increase	Type of Share	Number of Shares	Par Value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	310,635,108	1.00	310,635,108
<input type="checkbox"/> General mandate	-	-	-	-

2. Allotment of new ordinary shares

2.1. Specifying the purpose of utilizing proceeds

Allotted to	Number of Shares	Ratio (Existing : New)	Offering Price (Baht per share)	Subscription and payment period	Remarks
Existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO)	Not exceeding 310,635,108 shares	5:1	1.30	19-21 and 24-25 February 2025	Please see the remarks below

Remarks

The Board of Directors' meeting has approved to propose to the Extraordinary General Meeting of Shareholders No.1/2025 (the "EGM No.1/2025") to consider and approve the increase in the Company's authorized capital by issuing 310,635,108 newly issued ordinary shares with a par value of Baht 1 per share to support the issuance and offering of ordinary shares to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (the "Preferential Public Offering" or "PPO") at the ratio of 5 existing ordinary shares per 1 newly issued ordinary share (5 : 1). If there is a fraction of the shares resulting from the share allocation to the shareholders in proportion to their shares, such fractions shall be rounded down. The shareholders may subscribe for the newly issued ordinary shares in excess of their rights (Oversubscription), where the existing shareholders who oversubscribe will be allocated oversubscribed shares only when there are remaining shares from the allocation to the existing shareholders of the company who have subscribed to all their rights accordingly. The Company will allocate such remaining newly issued ordinary shares to the existing shareholders who have indicated their interest in oversubscribing as follows:

- (a) If the number of remaining shares after the initial allocation to the existing shareholders proportionate to their shareholdings is greater than or equal to the shares oversubscribed by the existing shareholders, the Company will allocate these remaining shares to all shareholders who have oversubscribed and paid for the shares based on the number of oversubscribed shares.
- (b) If the number of shares left after the initial allocation to the existing shareholders proportionate to their shareholding is lower than the number of shares oversubscribed by the existing shareholders, the Company will allocate these remaining shares to shareholders as follows:
 - (1) Shares will be allocated proportionate to the shareholding of each oversubscribing shareholder whereby the shareholding percentage of each oversubscribing shareholder will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. If there is a fraction

of the shares, such fractions shall be rounded down. The number of shares allocated to any shareholder will not exceed the number of shares they have subscribed to and paid for.

- (2) Shares left after allocation under (b) (1) will be allocated to each oversubscribing shareholder who is not yet fully allocated shares subscribed for whereby their shareholding percentage will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribed shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder. Allocation must then be repeated following the procedure under this clause (b) (2) until no share is left or allocation is not possible because only fractions of shares are left.

The allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares as below:

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (including any amendments) ("**Notification T.J. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification T.J. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In allocating newly issued ordinary shares to existing shareholders in proportion to their shareholdings with no allocation to shareholders that would make the Company have duties under foreign law mentioned above, the Board of Directors may at its discretion refuse to offer or allocate such newly issued ordinary shares to any person or subscriber which includes but not limited to, the shareholders who have their mailing addresses outside Thailand and/or the individuals in United States, United Kingdom, Special Administrative Region of the People's Republic of China, and other countries as the Company considers appropriate if the offering or allocation causes or may cause the Company:

- (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; or
- (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or
- (c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups or executing the relevant processes; or
- (d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the newly issued ordinary shares

If there are the remaining shares from allocation to the existing shareholders proportionate to their shareholding and to all shareholders who have oversubscribed and paid for the shares, the Company shall decrease the registered capital by cancelling the remaining ordinary shares.

In this regard, authorize the Board of Directors and/or the Executive Committee and/or the person authorized by the Board of Directors and/or the Executive Committee to perform any action as follows:

- (a) To determine and/or modify the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date to determine the list of shareholders entitling for subscription of newly issued ordinary shares (Record

Date), the subscription and payment period as well as any other conditions necessary and relevant to the allocation and offering;

- (b) To correct and/or modify any wording or statement in any related document such as minutes of meeting, Memorandum of Association, application form and/or to do any such act and thing to comply with the Registrar recommendation in relation to the registration of the Company's capital increased with the Department of Business Development, Ministry of Commerce;
- (c) To execute the application and necessary supporting documents relevant to the issuance and allocation of the rights offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand; and
- (d) To do any such act and thing which are deemed necessary and appropriate to the issuance and allocation of the Preferential Public Offering shares.

2.2. General Mandate

- None -

2.3. Actions of the Company in the case of fractional shares

In the event of a fraction of a share arising from the calculation, the whole number shall be rounded down.

3. Schedule of the Shareholders' Meeting to approve the capital increase and allocation of the newly issued ordinary shares

The Board of Directors' meeting has approved to convene the Extraordinary General Meeting of Shareholders No. 1/2025 on 24 January 2025 at 10.00 a.m. – 12.00 p.m., at Benjasiri 1- 2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20 Hotel, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110, and approved to determine the record date to determine the names of shareholders who are entitled to attend the EGM No.1/2025 to be 27 December 2024.

4. Approval for capital increase/newly issued ordinary share allocation from relevant authorities and conditions of such approval

- 4.1. The Company is required to submit the application for increasing registered capital, amending memorandum of association, and changing of paid-up capital to Department of Business Development, Ministry of Commerce.
- 4.2. The Company is required to submit the application for listing the newly issued ordinary shares as listed securities to the Stock Exchange of Thailand. ("SET")

5. Purpose of capital increase and use of proceeds from the capital increase

The Company will use the proceeds from the capital increase for working capital in order to support the upcoming projects.

6. Benefits for the Company from the capital increase/share allotment

The proceeds from the capital increase will improve the Company's liquidity, decrease the debt burden, and strengthen the Company's capital structure, which supports the Company's long-term business growth.

7. Benefits which the shareholders will receive from the capital increase/share allotment

7.1 Dividend payment policy

The Company has a policy to pay dividends at a rate of not less than 40% of net profit reported in the Company's consolidated financial statements. The dividend payment is subject to the Company's financial performance, financial status, liquidity, business expansion plan, and other factors related to business management.

7.2 Rights of shareholders

Those who are allocated newly issued ordinary shares through the Preferential Public Offering will (1) be registered as the shareholder of the Company with the Department of Business Development, Ministry of Commerce and (2) have rights to receive dividends once the Company declares a dividend payment.

7.3 Others

- None -

8. Other details necessary for shareholders to support their decision to approve the capital increase/allotment of new shares

8.1. Price Dilution

After offering newly issued ordinary shares to existing shareholders in proportion to their shareholding, the effect on the Price Dilution depends on the amount of exercise of rights to purchase newly issued shares of each existing shareholder. In case that all existing shareholders do not exercise their rights to purchase the newly issued shares, there will be no effect on the Company's share price. However, if all existing shareholders exercise their rights to purchase the newly issued shares, it will affect the share price (Price Dilution), which will be reduced by not exceeding 1.19% with the details of calculation as follows:

$$\begin{aligned}
 &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{1.40 - 1.38}{1.40} \\
 &= \text{Not exceeding 1.19\%}
 \end{aligned}$$

where

Market price before offering:

Weighted average market price consecutive 15 days prior to the Board of Directors' meeting on 12 December 2024 (between 19 November 2024 and 11 December 2024) is equal to Baht 1.40 per share

Market price after offering:

$$\begin{aligned}
 &= \frac{(\text{Market price before offering} \times \text{No. of paid-up shares}) + (\text{Offering price} \times \text{No. of offered shares})}{\text{No. of paid-up shares} + \text{No. of offered shares}} \\
 &= \frac{(1.40 \times 1,553,175,544) - (1.30 \times 310,635,108)}{1,553,175,544 + 310,635,108} \\
 &= \text{Not less than Baht 1.38 per share}
 \end{aligned}$$

8.2. Control Dilution

After offering newly issued ordinary shares to existing shareholders in proportion to their shareholding, the effect on the Control Dilution depends on the amount of exercise of rights to purchase newly issued shares of each existing shareholder. In case that all existing shareholders do not exercise their rights to purchase the newly issued shares, there will be no effect on the Control Dilution. However, if an existing shareholder does not exercise their rights to purchase the newly issued shares, but other shareholders exercise their rights to purchase the newly issued shares according to their rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise, it will affect the Control Dilution by reducing the Control of not exceeding 16.67% with the details of calculation as follows:

$$\begin{aligned}
 &= \frac{\text{No. of offered shares}}{\text{No. of paid-up shares} + \text{No. of offered shares}} \\
 &= \frac{310,635,108}{1,553,175,544 + 310,635,108} \\
 &= \text{Not exceeding 16.67\%}
 \end{aligned}$$

8.3. Earnings Per Share Dilution

After offering newly issued ordinary shares to existing shareholders in proportion to their shareholding, the effect on the Earnings Per Share Dilution depends on the amount of exercise of rights to purchase newly issued shares of each existing shareholder. In case that all existing shareholders do not exercise their rights to purchase the newly issued shares, there will be no effect on the Earnings Per Share Dilution. However, if an existing shareholder does not exercise their rights to purchase the newly issued shares, but other shareholders exercise their rights to purchase the newly issued shares according to their rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise, it will affect the Earnings Per Share Dilution by reducing the Earnings Per Share of not exceeding 16.67% with the details of calculation as follows:

$$\begin{aligned}
 &= \frac{\text{Earnings per share before offering} - \text{Earnings per share after offering}}{\text{Earnings per share before offering}}
 \end{aligned}$$

$$= \frac{0.05 - 0.04}{0.05}$$

$$= \text{Not exceeding } 16.67\%$$

where

Earnings per share before offering:

$$= \frac{\text{Net profit (Trailing 12 months)}}{\text{No. of paid-up shares}}$$

$$= \frac{\text{Baht 148.76 million}}{1,553,175,544}$$

$$= \text{Baht 0.10 per share}$$

Earnings per share after offering:

$$= \frac{\text{Net profit (Trailing 12 months)}}{\text{No. of paid-up shares} + \text{No. of offered shares}}$$

$$= \frac{\text{Baht 148.76 million}}{1,553,175,544 + 310,635,108}$$

$$= \text{Baht 0.08 per share}$$

9. The opinions of the Company's directors

9.1. Rationale and necessity of the capital increase

The Company's directors were of the opinion that the capital increase will increase the Company's working capital, enhance liquidity, and financial stability in order to support future projects that will contribute to stable and sustainable returns for both the Company and the shareholders.

9.2. Feasibility of the capital increase

The Company's directors expected that the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO) will be completed by the first quarter of 2025. The Company will use the proceeds from the capital increase for the purposes specified in section 5 above, which is a normal operation of the Company, so the use of proceeds plan has a high possibility.

9.3. Rational and appropriateness of the capital increase, plan for using the proceeds from the share offering, and the adequacy of funding sources in case the proceeds from the share offering do not cover the entire budget required to implement the plan

The Company's directors are of the opinion that the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO) is appropriate, reasonable, and in

the best interest of the Company and all shareholders because it will strengthen the Company's financial structure and increase working capital level which support the future growth of the Company. The Company believes that if this capital increase is successful, the funds received from such fundraising will be sufficient for the purposes specified in section 5 above.

9.4. Possible impacts on the Company's business operations, financial position, and overall performance due to the capital increase and implementation of the fund utilization

The Company's directors are of the opinion that this capital increase will strengthen and stabilize the Company's financial structure. The Company will utilize funds received from the capital increase for the purposes specified in section 5 above, which benefits the Company by supporting its ongoing business operations and generating stable returns in the future. Therefore, the Company's directors believe that this capital increase will positively influence the Company's business operations, financial position, and future performance.

10. Schedule of actions where the Board of Directors of the Company passes the resolution to approve the capital increase/allotment of new shares

No.	Procedures	Date / Month / Year
1.	The Board of Directors Meeting No. 10/2024 to resolve to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the increase in the Company's registered capital and allocation of new shares	12 December 2024
2.	Date to determine the list of shareholders who has the right to attend the Extraordinary General Meeting of Shareholders No. 1/2025 (Record Date)	27 December 2024
3.	The Extraordinary General Meeting of Shareholders No. 1/2025	24 January 2025
4.	Date to register the decrease/increase of registered capital with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date of EGM No. 1/2025
5.	Record Date for the Preferential Public Offering (PPO)	31 January 2025
6.	Subscription period	19 - 21 and 24 - 25 February 2025
7.	Date to register the paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days from the end of subscription period

Remarks: the above schedule is subject to change.

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

Please be informed accordingly,

Best Regards,

Nirvana Development Public Limited Company

.....
(Mr. Vichien Jearkijm)

Director

.....
(Mr. Sornsak Somwattana)

Director

- Translated Version -

If there are any discrepancies between this English translation and the original Thai version, the original Thai version shall prevail.

The Preliminary Features of the Newly Issued Ordinary Shares Offering to Existing Shareholders in proportion to their Shareholding, excluding Shareholders whose Ownership of Such Shares would Bind the Company to any International Laws (Preferential Public Offering: PPO) of
Nirvana Development Public Limited Company

- Type** : The newly issued ordinary shares of Nirvana Development Public Limited Company (the “Company”) not exceeding 310,635,108 shares with a par value of 1.00 Baht per share, in order to offer to the existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO).
- Allocation ratio** : Allocation of not exceeding 310,635,108 shares to offer to the existing shareholders in proportion to their shareholding, excluding shareholders whose ownership of such shares would bind the Company to any international laws (Preferential Public Offering: PPO) in ratio of 5 existing share to 1 new shares (5 : 1). Any fraction of remaining shares shall be disregarded. The existing shareholders are entitled to subscribe to the newly issued ordinary shares in excess of their rights (Oversubscription) (as detailed in allocation method, terms, and relevant conditions).
- Offering price** : Baht 1.30 per share
- Number of allocated shares** : Not exceeding 310,635,108 shares
- Total proceeds** : Not exceeding Baht 403,825,640
(In case all newly issued shares are fully subscribed)
- Allocation method, terms, and relevant conditions** : During the subscription period, the existing shareholders are entitled to subscribe to the newly issued ordinary shares in excess of their rights (Oversubscription). In this regard, the existing shareholders shall be allocated those shares subscribed in excess of their rights only if there are remaining shares after the allocation to all existing shareholders in proportion to their respective shareholdings. The Company will allocate such remaining newly issued ordinary shares to

the existing shareholders who have indicated their interest in oversubscribing as follows:

(a) If the number of remaining shares after the initial allocation to the existing shareholders proportionate to their shareholdings is greater than or equal to the shares oversubscribed by the existing shareholders, the Company will allocate these remaining shares to all shareholders who have oversubscribed and paid for the shares based on the number of oversubscribed shares.

(b) If the number of shares left after the initial allocation to the existing shareholders proportionate to their shareholding is lower than the number of shares oversubscribed by the existing shareholders, the Company will allocate these remaining shares to shareholders as follows:

(1) Shares will be allocated proportionate to the shareholding of each oversubscribing shareholder whereby the shareholding percentage of each oversubscribing shareholder will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. If there is a fraction of the shares, such fractions shall be rounded down. The number of shares allocated to any shareholder will not exceed the number of shares they have subscribed to and paid for.

(2) Shares left after allocation under (b) (1) will be allocated to each oversubscribing shareholder who is not yet fully allocated shares subscribed for whereby their shareholding percentage will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribed shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder. Allocation must then be repeated following the procedure under this clause (b) (2) until no share is left or

allocation is not possible because only fractions of shares are left.

The allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares as below:

- (a) (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (including any amendments) ("**Notification TJ. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TJ. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association

In allocating newly issued ordinary shares to existing shareholders in proportion to their shareholdings with no allocation to shareholders that would make the Company have duties under foreign law mentioned above, the Board of Directors may at its discretion refuse to offer or allocate such newly issued ordinary shares to any person or subscriber which includes but not limited to, the shareholders who have their mailing addresses outside Thailand and/or the in United States, United Kingdom, Special Administrative Region of the People's Republic of China, and other countries as the Company considers appropriate if the offering or allocation causes or may cause the Company:

- (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; or
- (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the newly issued ordinary shares

The date fixed to determine the names of shareholders who entitle to be subscribed the newly issued shares (Record Date) : 31 January 2025

Subscription period : 19 - 21 and 24 - 25 February 2025 (5 business days)

Dilution effect : Price Dilution

In case that all existing shareholders do not exercise their rights to purchase the newly issued shares, there will be no effect on the Company's share price. However, if all existing shareholders exercise their rights to purchase the newly issued shares, it will affect the share price (Price Dilution), which will be reduced by not exceeding 1.19%.

Control Dilution

In case that all existing shareholders do not exercise their rights to purchase the newly issued shares, there will be no effect on the Control Dilution. However, if an existing shareholder does not exercise their rights to purchase the newly issued shares, but other shareholders exercise their rights to purchase the newly issued shares according to their rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise, it will affect the Control Dilution by reducing the Control of not exceeding 16.67%.

Earnings Per Share Dilution

In case that all existing shareholders do not exercise their rights to purchase the newly issued shares, there will be no effect on the Earnings Per Share Dilution. However, if an existing shareholder does not exercise their rights to purchase the newly issued shares, but other

shareholders exercise their rights to purchase the newly issued shares according to their rights and/or oversubscribe for newly issued ordinary shares until all newly issued ordinary shares have been fully subscribed and exercise, it will affect the Earnings Per Share Dilution by reducing the Earnings Per Share of not exceeding 16.67%.

Other information

: To authorize the Board of Directors and/or the Executive Committee and/or the person authorized by the Board of Directors and/or the Executive Committee to perform any action as follows

- (a) To determine and/or modify the details with regards to the issuance of newly issued ordinary shares which including but not limited to the date to determine the list of shareholders entitling for subscription of newly issued ordinary shares (Record Date), the subscription and payment period as well as any other conditions necessary and relevant to the allocation and offering;
- (b) To correct and/or modify any wording or statement in any related document such as minutes of meeting, Memorandum of Association, application form and/or to do any such act and thing to comply with the Registrar recommendation in relation to the registration of the Company's capital increased with the Department of Business Development, Ministry of Commerce;
- (c) To execute the application and necessary supporting documents relevant to the issuance and allocation of the rights offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the new share issuance and the listing of the new shares on the Stock Exchange of Thailand; and
- (d) To do any such act and thing which are deemed necessary and appropriate to the issuance and allocation of the Preferential Public Offering shares.

The Company's Articles of Association in relation to the Extraordinary General Meeting of Shareholders No.1/2025

Chapter 4: Shareholders Meeting

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(d) The amendment of Memorandum of Association or Articles of Association;

(e) The increase or decrease in the Company's capital or the issuance of debentures;

(f) The amalgamation or dissolution of the Company

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 the Extraordinary General Meeting of Shareholders No. 1/2025 on Friday, 24 January 2025 at 10.00 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 : 74 Years

Address : Nirvana Development Public Company Limited

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

Having a conflict of interest in the agenda: -None-



2. GEN. Kukiart Srinaka

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

Age : 64 Years

Address : Nirvana Development Public Company Limited

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

Having a conflict of interest in the agenda: -None-



3. Mr. Virasak Sutanthavibul

Independent Director, Audit Committee,
Nomination and Remuneration Committee

Age : 67 Years

Address : Nirvana Development Public Company Limited

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

Having a conflict of interest in the agenda: -None-



4. M.L. Thongmakut Thongyai

Independent Director, Nomination and Remuneration Committee

Age : 56 Years

Address : Nirvana Development Public Company Limited

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

Having a conflict of interest in the agenda: -None-



5. Mr. Saran Supaksaran

Independent Director, Chairman of Risk Management Committee,
Audit Committee

Age : 51 Years

Address : Nirvana Development Public Company Limited

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

Having a conflict of interest in the agenda: -None-

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 Development Public Company Limited, holding a total number of

_____ share (s) and having rights to vote equivalent to _____ vote (s), the details

of which are as follows:

 Ordinary share for _____ share (s), having voting rights to vote equivalent to _____ vote (s) Preferred share for _____ share (s), having voting rights to vote equivalent to _____ vote (s)

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

 (1) Name _____ Age _____ years Residing at _____

Road _____ District _____ 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 74 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 Or
 GEN. Kukiart Srinaka Age 64 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 Or
 Mr. Virasak Sutanthavibul Age 67 years Residing at Nirvana Development 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.

- M.L.Thongmakut Thongyai Age 56 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or
- Mr. Saran Supaksaran Age 51 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No.1/2025 on Friday, 24 January 2025, at 10.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set out in **Enclosure 5** of the Invitation to the Extraordinary General Meeting of Shareholders No.1/2025.)

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

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

(Affixed Stamp Duty Baht 20)

Proxy Form (Form B)

Shareholder Registration No. _____

Made at.....

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

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

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

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

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

Ordinary 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 74 years Residing at Nirvana
Development Public Company Limited No. 343/351 Prasert - Manukitch Rd.
Nuanchan, Buengkum, Bangkok, 10230 Or

GEN. Kukiart Srinaka Age 64 years Residing at Nirvana Development Public
Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan,
Buengkum, Bangkok, 10230 Or

Mr. Virasak Sutanthavibul Age 67 years Residing at Nirvana Development
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.

- M.L.Thongmakut Thongyai Age 56 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230 or
- Mr. Saran Supaksaran Age 51 years Residing at Nirvana Development Public Company Limited No. 343/351 Prasert - Manukitch Rd. Nuanchan, Buengkum, Bangkok, 10230

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Extraordinary General Meeting of Shareholder No.1/2025 on Friday, 24 January 2025, at 10.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set out in **Enclosure 4** of the Invitation to the Extraordinary General Meeting of Shareholder No.1/2025.)

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

- Agenda 1:** To consider and approve the decrease of the Company's registered capital from the existing authorized capital of Baht 1,750,749,256 to Baht 1,578,175,544
- (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 2:** To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorised Capital for conformity with the decrease of authorized capital of the Company
- (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 increase of authorized capital of the Company from the existing authorized capital of Baht 1,578,175,544 to Baht 1,888,810,652 by issuing 310,635,108 newly-issued ordinary 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:

Vote for all the nominated candidates as a whole

Approve

Disapprove

Abstain

Agenda 4: To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorized Capital for conformity with the increase of authorized capital of the Company

(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 allocation and offering the newly issued ordinary shares of the Company in amount of 310,635,108 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 other businesses (if any)

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

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

Approve

Disapprove

Abstain

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

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

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

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

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 ดีเวลลอปเม้นท์ จำกัด (มหาชน)

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

 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding total of amount of _____ shares and have the right to vote equal to _____ votes as follows;

 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 Ordinary share _____ are and have the right to vote equal to _____ votes

 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 Preferred share _____ shares and have the right to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

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

 1 นาย / นาง / นางสาว _____ อายุ _____ ปี
 Mr. / Mrs. /Miss Age year(s)
 ที่อยู่ _____
 Address

 หรือ/Or
 นาย / นาง / นางสาว _____ อายุ _____ ปี
 Mr. / Mrs. /Miss Age year(s)
 ที่อยู่ _____
 Address

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

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

 นายกัมปนาท โลหะเจริญนิช อายุ 74 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน)
 เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230

Mr. Kampanart Lohacharoenvanich Age 74 years Residing at Nirvana Development Public Company Limited No. 343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

- พลเอกกู้เกียรติ ศรีนาคา อายุ 64 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230
GEN.Kukiat Srinaka Age 64 years Residing at Nirvana Development Public Company Limited No. 343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

- นาย วีระศักดิ์ สุตถันวิบูลย์ อายุ 67 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230
Mr. Virasak Sutanthavibul Age 67 years Residing at Nirvana Development Public Company Limited No. 343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

- หม่อมหลวงทองมกุฏ ทองใหญ่ อายุ 56 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230
M.L.Thongmakut Thongyai Age 56 years Residing at Nirvana Development Public Company Limited No.343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

หรือ/Or

- นาย ศรัณย์ สุภักศรัณย์ อายุ 51 ปี ที่อยู่ บริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) เลขที่ 343/351 ถนนประเสริฐมนูกิจ แขวงนวลจันทร์ เขตบึงกุ่ม กรุงเทพมหานคร 10230
Mr. Saran Supaksaran Age 51 years Residing at Nirvana Development Public Company Limited No. 343/351 Road Prasert - Manukitch District Aumphur Buengkum, Province Bangkok Post Code 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นของบริษัทครั้งที่ 1/2568 ของบริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) ซึ่งจะจัดขึ้นในวันศุกร์ที่ 24 มกราคม 2568 เวลา 10.00 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 Extraordinary General Meeting of Shareholders No.1/2025 on Friday, 24 January 2025, at 10.00 a.m. at Benjasiri 1-2 Room, 5th Floor, Novotel Bangkok Sukhumvit 20, 19/9 Soi Sukhumvit 20 Kwang Klong Toey, Khet Klong Toey, Bangkok 10110 or any date and at any postponement thereof.

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบอำนาจไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบอำนาจแทน (ข้อมูลของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้นของบริษัทครั้งที่ 1/2568)

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 Enclosure 4 of the Invitation to the Extraordinary General Meeting of Shareholders No.1/2025.)

(3) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

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

มอบอำนาจตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบอำนาจบางส่วน คือ

Partial authorization:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Common share shares and having votes

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณาและอนุมัติการลดทุนจดทะเบียนของบริษัทฯ จากเดิมทุนจดทะเบียนจำนวน 1,750,749,256 บาท เป็นจำนวน 1,578,175,544 บาท

Agenda 1: To consider and approve the decrease of the Company's registered capital from the existing authorized capital of Baht 1,750,749,256 to Baht 1,578,175,544

(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 2 พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 2: To consider and approve the amendment to Clause 4. of the Memorandum of Association Re: The Authorized Capital for conformity with the decrease of authorized 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 3 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จากเดิมทุนจดทะเบียนจำนวน 1,578,175,544 บาท เป็นจำนวน 1,888,810,652 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 310,635,108 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท

Agenda 3: To consider and approve the increase of authorized capital of the Company from the existing authorized capital of Baht 1,578,175,544 to Baht 1,888,810,652 by issuing 310,635,108 newly-issued ordinary 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 4 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 5 พิจารณานุมัติการจัดสรรและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทจำนวน 310,635,108 หุ้น

Agenda 5: To consider and approve the allocation and offering the newly issued ordinary shares of the Company in amount of 310,635,108 shares.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6: To consider other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Supplemental Proxy Form C

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

ในการประชุมวิสามัญผู้ถือหุ้นของบริษัทครั้งที่ 1/2568 ของบริษัท เนอวานา ดีเวลลอปเม้นท์ จำกัด (มหาชน) ซึ่งจะจัดขึ้นในวันศุกร์ที่ 24 มกราคม 2568 เวลา 10.00 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 Extraordinary General Meeting of Shareholders No.1/2025 on Friday, 24 January 2025, at 10.00 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

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(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

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(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 รายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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 2025 Extraordinary General Meeting of Shareholders No.1/2025 on Thursday, 24 January 2025, at 10.00 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 appointments as attached together with the notice of the shareholders' meeting (Details are as shown in Enclosure 5 and Form B is recommended).

However, the Company has also prepared all the three Proxy Forms, please download from the Company's website, www.nirvanadevelopment.co.th 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 Enclosure 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 08.00 a.m., at the venue with a map attached to the Notice of the Meeting (Enclosure 7).

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.

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.

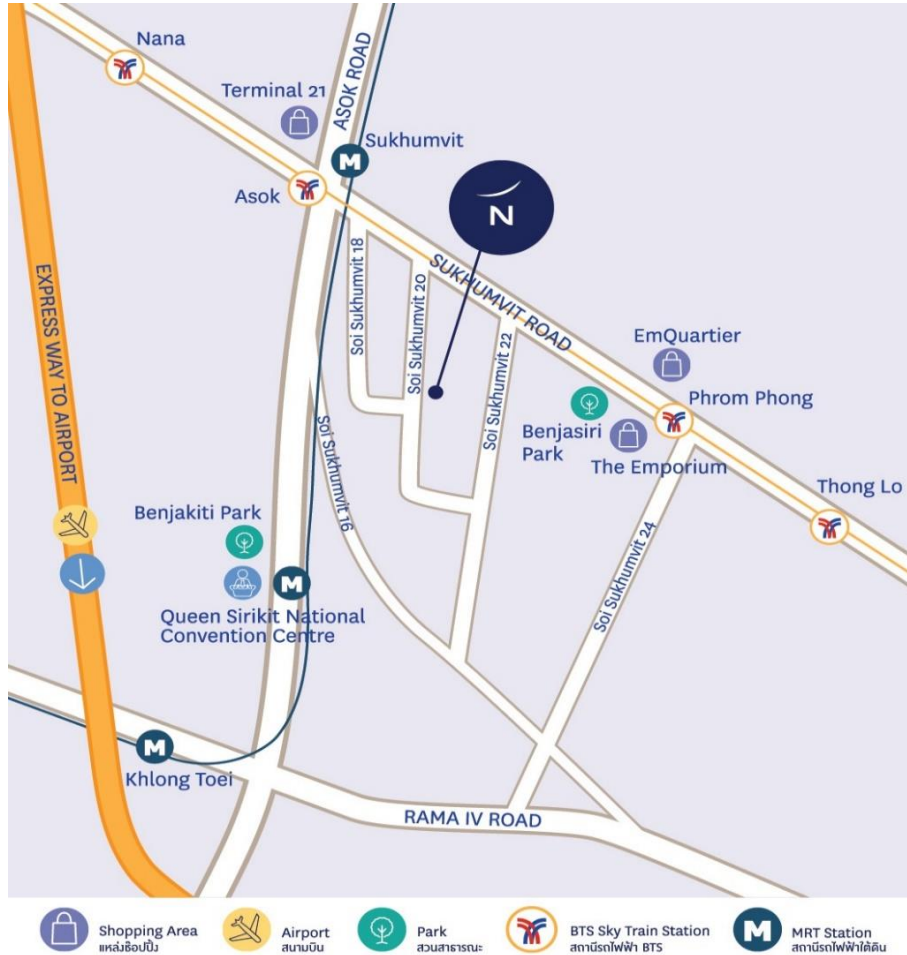
In addition, the Company has provided an inspector being external legal advisor for inspecting and supervising the vote counting for transparency and compliance with laws and the Company's Articles of Association.

Map of Venue of the Extraordinary General Meeting of Shareholders No.1/2025

Friday 24 January 2024, 10.00 AM

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

19/9 Soi Sukhumvit 20, Sukhumvit road, Klongton, Klontoey 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 Extraordinary General Meeting of Shareholders NO.1/2025

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 Extraordinary General Meeting of Shareholders NO.1/2025 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 Extraordinary General Meeting of Shareholders No.1/2025

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

Definition

The "Company" means Nirvana Development Public Company Limited

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

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

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

1. Personal Data Collected

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

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

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

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

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

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

2. Collection of Personal Data

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

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

The Company collect, use, and disclose your Personal Data for the purposes of summoning and convening the Extraordinary General Meeting of Shareholders No.1/2025 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 Extraordinary General Meeting of Shareholders No.1/2025.

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

5. Rights of Data Subject

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

6. Disclosure of Personal Data to Third Party

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

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

7. Contacting Us

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

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

Nirvana Development Public Company Limited

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

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

www.nirvanadevelopment.co.th
