



Invitation to the 2024 Annual General Meeting of Shareholders

Nation Group (Thailand) Public Company Limited

Friday, April 19 2024, at 2 p.m.

Via electronic means (E-AGM) only

The Company will not provide physical meeting

The registration will start at 12.00 hrs.

- **Attend in person**

Shareholders will be able to register through the system from April 10, 2024, at 8.30 a.m. to April 19, 2024 until the end of the meeting.

- **Attend in proxy (Recommend to grant proxy to Independent Director)**

Shareholders shall submit the registration documents to the Company within April 17, 2024 as follows;

Company Secretary

Nation Group (Thailand) Public Company Limited

No.1854 9th, 10th, 11th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

- **Guidelines to attend the 2024 Annual General Meeting of Shareholders**

The Company would like to ask for the shareholders' Preventive Measures in Enclosure 8

-Translation-

March 22, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of Nation Group (Thailand) Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders (**for consideration of agenda item 2**)
 2. Definition of the Independent Directors
 3. Roles and Responsibilities of the Audit Committee
 4. Rules and Procedures for Nomination of Directors
 5. Profiles of Director Candidates to Replace Directors Retiring by Rotation (**for consideration of agenda item 6**)
 6. Details of Auditors Nominated for 2024 (**for consideration of agenda item 8**)
 7. Articles of Association of the Company, Chapter 6: Shareholders' Meeting
 8. Guideline for Attending of Electronic Meeting by Inventech Connect
 9. Brief Profiles of the Independent Directors for Proxy Appointment
 10. Meeting Registration Form and Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) via QR Code
 11. Proxy Form A, Form B, and Form C (or such proxy forms can be downloaded from the Company's website at www.nationgroup.com)
 12. Questionnaire Forms for the 2024 Annual General Meeting of Shareholders to be held as an e-meeting
 13. Privacy Policy for the 2024 Annual General Meeting of Shareholders

The Board of Directors' Meeting No. 2/2024 of Nation Group (Thailand) Public Company Limited (the "**Company**") held on February 28, 2024, resolved to call the 2024 Annual General Meeting of Shareholders to be held on **April 19 2024, at 2 p.m., as an electronic media (e-meeting) only** according to the Emergency Decree on Electronic Meetings B.E. 2563 (as amended) and the relevant regulations (if you are unable to attend the e-meeting, the Company recommends that you appoint an independent director as your proxy instead of attending the meeting in person), with the business on the agenda as follows.

Agenda item 1: Message from the Chairman.

Voting: This agenda item is for acknowledgment, so no voting is required.

Agenda item 2: To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders held on April 12, 2023.

Facts and Reasons: The Company has prepared the minutes of the 2023 Annual General Meeting of Shareholders held on April 12, 2023, and has already submitted such minutes of the meeting to the

Stock Exchange of Thailand (the “SET”) within 14 days from the date of the meeting and the Ministry of Commerce within the period as required by law. The Company has also published such minutes on the Company’s website at www.nationgroup.com to allow all shareholders to verify the accuracy of the minutes within a reasonable timeframe. In this regard, there was no objection or request for revision by any shareholder and a copy of such minutes is as shown in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors has viewed that such minutes were prepared with complete accuracy and has deemed it appropriate to propose the same to the 2024 Annual General Meeting of Shareholders for consideration and adoption.

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 3: To consider and acknowledge the operating results of the Company for 2023.

Facts and Reasons: The Company has summarized the operating results and significant changes in 2023 in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report), the details of which are as shown in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) and made available to the shareholders via the QR Code as shown in Enclosure 10.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the Company’s operating results for 2023 to the 2024 Annual General Meeting of Shareholders for consideration and acknowledgement.

Voting: This agenda item is for acknowledgment, so no voting is required.

Agenda item 4: To consider and approve the Company’s statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2023.

Facts and Reasons: To comply with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the “Public Limited Companies Act”) and Article 39 of the Articles of Association of the Company, which require the Board of Directors to arrange for the preparation of the financial statements, profit and loss statement, and auditor’s report, as well as the annual report of the Board of Directors as of the last date of the fiscal year of the Company in order to propose the same to the annual general meeting of shareholders for consideration and approval.

The Company has prepared its separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2023, which have been audited by the Company’s auditor that is a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors to be in line with the financial reporting standards as detailed in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) made available to the shareholders via the QR Code as shown in Enclosure 10.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2023, which have been audited by the Company's auditor that is a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors, to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 5: To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2023.

Facts and Reasons: To comply with Section 115 of the Public Limited Companies Act and Article 42 of the Articles of Association of the Company, which prohibit the payment of dividends from proceeds other than profits, as well as Section 116 of the Public Limited Companies Act and Article 40 of the Articles of Association of the Company, which require the Company to allocate a portion of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit less accumulated losses carried forward (if any) until this reserve fund is at least 10 percent of the registered capital.

The Company has a policy to pay dividends of not more than 65 percent of the net profit from the Company's separate financial statements, subject also to the investment plan, necessity, and other appropriate reasons in the future under the condition that the foregoing is in the best interest of the shareholders.

As for the operating results of 2023, the Company had a net loss of 286 million Baht according to the consolidated financial statements and 291 million Baht according to the separate financial statements. Furthermore, the Company had a retained loss of 3,263 million Baht according to the consolidated financial statements and 3,057 million Baht according to the separate financial statements. Therefore, the Company is unable to allocate its net profit as legal reserve or pay dividends for the operating results of 2023.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the non-allocation of net profit as legal reserve and the suspension of dividend payments for the operating results of 2023 due to the Company's retained loss to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 6: To consider and approve the re-election of directors to replace those retiring by rotation.

Facts and Reasons: To comply with Section 71 of the Public Limited Companies Act and Article 15 of the Articles of Association of the Company, which require that one-third of the directors must retire from office at every annual general meeting of shareholders. If the number of directors cannot be divided into three parts, then the number of directors closest shall retire where the retiring directors may be re-elected into office.

At present, the Company has eight directors from a total of nine directors (the Company is in the process of recruiting one director whose term of office will end in April 2025), where three directors retiring by rotation at the 2024 Annual General Meeting of Shareholders are as follows:

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| 1. Mr. Thanachai Santichaikul | Position | Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Ka Ming Jacky Lam | Position | Director, Member of the Nomination and Remuneration Committee |
| 3. Mr. Jessada Buranapansri | Position | Director, Member of the Corporate Governance and Sustainability Committee. |

In this regard, the Nomination and Remuneration Committee (by disinterested members), having carefully scrutinized and considered the qualifications of the three directors retiring by rotation at the 2024 Annual General Meeting of Shareholders in accordance with the rules and procedure for nomination of directors, has viewed that these three candidates had the knowledge, experience, and skills that would be beneficial to the Company's operations, that they possessed the qualifications suitable for the Company's business operations, that they had the qualifications and did not have any prohibited characteristics as prescribed by the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (as amended), as well as the relevant notifications. In addition, the candidate nominated as the independent director was qualified in line with the definition of independent directors of the SET and the Company, as well as the relevant law and regulations of the Office of the Securities and Exchange Commission (the "SEC Office"), and would be able to express an opinion independently in accordance with the relevant rules. Therefore, it was appropriate to propose the re-election of the three directors retiring by rotation to hold office on the Board of Directors and the sub-committees for another term to the 2024 Annual General Meeting of Shareholders for consideration and approval.

In this regard, the profiles of the director candidates nominated to replace those retiring by rotation are as shown in Enclosure 5.

The Company provided an opportunity for the shareholders to nominate candidates for consideration and election as directors of the Company in advance through the Company's website from November 1, 2023, to December 31, 2023; however, no shareholder nominated any candidate for consideration and election as directors of the Company.

Opinion of the Board of Directors: The Board of Directors (by disinterested members), having considered and concurred with the recommendation of the Nomination and Remuneration Committee, has considered and deemed it appropriate to propose the re-election of the three directors retiring by rotation to hold office on the Board of Directors and the sub-committees for another term to the 2024 Annual General Meeting of Shareholders for consideration and approval as follows:

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| 1. Mr. Thanachai Santichaikul | Position | Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee; |
| 2. Mr. Ka Ming Jacky Lam | Position | Director, Member of the Nomination and Remuneration Committee |
| 3. Mr. Jessada Buranapansri | Position | Director, Member of the Corporate Governance and Sustainability Committee. |

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes. (As for the election of directors to replace those retiring by rotation in 2024, the Company will propose each candidate to the meeting for consideration and approval.)

Agenda item 7: To consider and approve the determination of remuneration of the Company's directors and sub-committees for 2024.

Facts and Reasons: To comply with Section 90 of the Public Limited Companies Act and Article 20 of the Articles of Association of the Company, which provide that the directors are entitled to receive remuneration from the Company where the shareholders' meeting may determine such remuneration in a fixed amount or set criteria for the same and may fix such remuneration for a limited period from time to time or for an indefinite period until changes are made.

The Company has a policy for its Nomination and Remuneration Committee to consider and screen director candidates for further nomination and consider the remuneration of directors. The Nomination and Remuneration Committee has considered with great care and transparency, has taken into account various factors as appropriate, i.e., the Company's performance, size of the Company's business, business expansion, and suitability of the duties and responsibilities of the Board of Directors and the sub-committees, and has compared the same with those in the same industry, as well as the average remuneration of other businesses with a similar size. Therefore, it was appropriate to propose the determination of remuneration of the Company's directors and sub-committees for 2024 in the amount

of 2,400,000 Baht where such remuneration shall be paid quarterly (excluding meeting allowances that shall be paid per meeting to the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, as the said sub-committees shall not be entitled to receive annual remuneration or any other benefits apart from such meeting allowances) to the 2024 Annual General Meeting of Shareholders for consideration and approval, the details of which are as follows:

Position	Remuneration		Unit
	2024 (Proposed)	2023	
Annual Remuneration (Paid in every quarter)			
Chairman of the Board of Directors	400,000	400,000	Baht/person/year
Chairman of the Audit Committee	400,000	400,000	Baht/person/year
Members of the Audit Committee	300,000	300,000	Baht/person/year
Non-Executive Directors	200,000	200,000	Baht/person/year
Executive Directors	200,000	200,000	Baht/person/year
Meeting Allowances (Paid per meeting)			
Chairman of the Nomination and Remuneration Committee	20,000	20,000	Baht/person/meeting
Members of the Nomination and Remuneration Committee	10,000	10,000	Baht/person/meeting
Chairman of the Corporate Governance and Sustainability Committee	20,000	-	Baht/person/meeting
Members of the Corporate Governance and Sustainability Committee	10,000	-	Baht/person/meeting
Other benefits	None	None	

Opinion of the Board of Directors: The Board of Directors, having considered and concurred with the recommendation of the Nomination and Remuneration Committee, has considered and deemed it appropriate to propose the determination of remuneration of the Company's directors and sub-committees for 2024 in the amount of 2,400,000 Baht where such remuneration shall be paid quarterly (excluding meeting allowances that shall be paid per meeting to the Nomination and Remuneration Committee and the Corporate Governance and Sustainability Committee, as the said sub-committees shall not be entitled to receive annual remuneration or any other benefits apart from such meeting allowances) to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of not less than two-thirds (2/3) of the shareholders attending the meeting.

Agenda item 8: To consider and approve the appointment of the auditors and the determination of remuneration of the auditors for 2024.

Facts and Reasons: To comply with Section 120 of the Public Limited Companies Act and Article 46 of the Articles of Association of the Company, which provide that the annual general meeting of shareholders must appoint an auditor and determine the audit fee of the Company every year where any existing auditor may be re-appointed.

The Audit Committee, having considered the qualifications and working experience of the auditors, has selected the auditors for 2024 and proposed them to the Board of Directors' meeting for consideration. The Board of Directors has resolved to propose the appointment of the auditors from EY Office Company Limited, an audit firm with independence and expertise in auditing, as the auditors of the Company for 2024 where any of the following auditors shall audit and provide an opinion on the Company's financial statements to the 2024 Annual General Meeting of Shareholders for consideration and approval:

1. Mr. Pornanan Kitjanawanchai CPA Registration No. 7792, and/or
(being the Company's auditor for 1 year and signing the
Company's Financial Statements for 1 year)
2. Mr. Kittiphan Kiatsonpop CPA Registration No. 8050, and/or
(being the Company's auditor for 1 year but never signed
the Company's Financial Statements)
3. Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813
(being the Company's auditor for 1 year but never signed
the Company's Financial Statements)

Details of the auditors nominated for 2024 are as shown in Enclosure 6.

In the event that the auditors named above are unable to perform their duties, EY Company Limited may appoint any of its other auditors who are qualified to audit the Company to act as the Company's auditor and express an opinion on the Company's financial statements on behalf of those auditors.

In addition, the three auditors have no relationship or interests with the Company, its subsidiaries, executives, major shareholders or any related parties thereof. Therefore, they would be able to independently audit and provide an opinion on the financial statements of the Company. Their performance has also been satisfactory, and none of them has performed their duties to audit, review or express an opinion on the Company's financial statements for more than seven years. Therefore, the said auditors possess the qualifications as required by the relevant law and regulations.

Moreover, the Board of Directors has deemed it appropriate to propose the determination of remuneration of the auditors of the Company and its subsidiaries, totaling 10 companies, for 2024 in the amount of 5,700,000 Baht to the 2024 Annual General Meeting of Shareholders for consideration and approval, the details of which are as follows:

Detail	Remuneration of the Auditors		Increase (Decrease)
	2024 (Proposed)	2023	
Number of companies	10 companies	10 companies	-
Audit fee	5,700,000 Baht	5,700,000 Baht	-
Non-audit fee	None	None	-

As for other service fees, the Company and its subsidiaries did not receive any other services from the audit firm that the auditors are affiliated with, or any person or business related to the auditors and the audit firm that the auditors are affiliated with in the previous year.

Opinion of the Board of Directors: The Board of Directors, having considered and concurred with the recommendation of the Audit Committee, has considered and deemed it appropriate to propose the appointment of the auditors from EY Office Company Limited as the auditors of the Company and its subsidiaries and the determination of remuneration of the auditors as detailed above to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 9: To consider and approve the amendment of Article 51 of the Articles of Association of the Company.

Facts and Reasons: To make the criteria on the repurchase of shares under Article 51 of the Articles of Association of the Company align with the Public Limited Companies Act and the relevant ministerial regulations, the Company would like to amend Article 51 of the Articles of Association of the Company as follows:

<u>Original</u>	Article 51. The Company shall not own its own shares or take them in pledge, unless as otherwise prescribed as follows: (1) The Company may repurchase its shares from a shareholder who votes against the resolution of a shareholders' meeting to amend the articles of association of the Company relating to the right to vote and the right to dividend payment, which such shareholder views to be unfair;
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	(2) The Company may repurchase its shares for the purpose of financial management when it has accumulated profits and surplus liquidity, and such repurchase of shares shall not cause a financial problem for the Company. The shares held by the Company shall not be counted to constitute the quorum of a shareholders' meeting and such shares shall have no right to vote and to dividend payment. The Company shall dispose of the shares repurchased under the preceding paragraph within the period prescribed in the share repurchase program. If the Company does not dispose of or is unable to dispose of all the shares within such period, the Company shall reduce its paid-up capital by canceling the remaining unissued registered shares. The repurchase of shares, the disposal of repurchased shares, the cancellation of the repurchased shares, including the determination of the number of and the sale and purchase price of the repurchased shares, and any other matters related to the aforementioned repurchase of shares, shall be in accordance with the rules and procedures prescribed in the ministerial regulations. In the case where the Company's shares are listed on the Stock Exchange of Thailand, the Company shall proceed in accordance with the rules, notifications, orders, or provisions of the Stock Exchange of Thailand, whereby if the number of the repurchased shares does not exceed ten (10) percent of the paid-up capital, the board of directors shall have the authority to approve such repurchase of shares. If the number of the repurchased shares exceeds ten (10) percent of the paid-up capital, the Company shall obtain the approval from a shareholders' meeting by a vote of not less than fifty (50) percent of the total number of shareholders attending and having the right to vote.
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<u>Proposed Amendment</u>	Article 51. The Company shall not own its own shares or take them in pledge, unless as otherwise prescribed as follows: (1) The Company may repurchase its shares from a shareholder who votes against the resolution of a shareholders' meeting to amend the articles of association of the Company relating to the right to vote and the right to dividend payment, which such shareholder views to be unfair; (2) The Company may repurchase its shares for the purpose of financial management when it has accumulated profits and surplus liquidity, and such repurchase of shares shall not cause a financial problem for the Company. The shares held by the Company shall not be counted to constitute the quorum of a shareholders' meeting and such shares shall have no right to vote and to dividend payment. The Company shall dispose of the shares repurchased under the preceding paragraph within the period prescribed in the share repurchase program. If the Company does not dispose of or is unable to dispose of all the shares within such period, the Company shall reduce its paid-up capital by canceling the remaining unissued registered shares. The repurchase of shares, the disposal of repurchased shares, the cancellation of the repurchased shares, including the determination of the number of and the sale and purchase price of the repurchased shares, and any other matters related to the aforementioned repurchase of shares, shall be in accordance with the rules and procedures prescribed in the ministerial regulations, <u>the laws concerning public limited companies, and the laws concerning securities and exchanges.</u> <u>The repurchase of shares by the Company in each program shall be approved by a shareholders' meeting, unless the Company is listed on the Stock Exchange of Thailand and the number of the repurchased shares does not exceed ten (10) percent of the total issued shares, the board of directors shall have the authority to approve such repurchase of shares. If the number of the repurchased shares exceeds ten (10) percent of the total issued shares, the Company shall obtain the approval from a shareholders' meeting and shall repurchase such shares within one (1) year from the date of approval by the shareholders' meeting.</u>
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Furthermore, it is proposed that the authorized director(s) of the Company and/or any person authorized by the authorized directors of the Company shall have the authority to proceed with registration of the amendment of Article 51 of the Articles of Association of the Company with the Registrar of Public Companies, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in all relevant documents, and to have the authority to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, regulations, as well as the recommendation or order of the Registrar of Public Companies.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the amendment of Article 51 of the Articles of Association of the Company and the authorization of the authorized director(s) of the Company and/or any person authorized by the authorized directors of the Company to undertake actions in connection with the amendment of Article 51 of the Articles of Association of the Company as detailed above to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

Agenda item 10: To consider and approve the amendment of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association – Objectives to align with the amendment of the objectives of the Company.

Facts and Reasons: To allow the Company to issue and offer debentures as detailed in Agenda item 11 and make the objectives of the Company clearer to cover its business at present and in the future, the Company would like to amend the objectives from 25 clauses to 30 clauses and to amend Clause 3. of the Memorandum of Association – Objectives to align with the amendment of the objectives of the Company, the details of which are as follows:

Original	Proposed Amendment
Clause (11) To extend or receive loans, with or without collateral, and to guarantee all types of debts and guarantee aliens entering or leaving Thailand in accordance with immigration and tax laws.	Clause (11) To extend or receive loans, with or without collateral, <u>overdraw an account, extend credits by other means, receive, issue, transfer, and indorse notes and other negotiable instruments, except in the banking business, finance business, credit foncier business,</u> guarantee all types of debts, <u>liabilities, and performance of contractual obligations of other persons,</u> and guarantee aliens entering or leaving Thailand in accordance with immigration <u>laws</u> , tax laws and <u>other laws</u> .
Clause (14) The Company has the right to issues shares	<u>Clause (14) To Issue and offer securities (with or without the right to convert into ordinary shares) to shareholders,</u>

Original	Proposed Amendment
at a price higher than the par value of the shares	<u>the public, or any person at the par value or at a price higher or lower than the par value set out in accordance with the public limited companies laws, the securities and exchange laws and notifications issued under such laws, as well as any other laws or regulations in effect at that time.</u>
-None-	<u>Clause (26) To offer debentures, convertible debentures, debt securities, warrants, or any other securities issued by the Company to shareholders, the public, or any person, in accordance with the securities and exchange laws or other relevant laws.</u>
-None-	<u>Clause (27) To invest in shares, bonds, debentures, and other securities of any company, and to sell, dispose of, or repurchase such shares, bonds, debentures, or other securities where the purposes for such transactions are not intended for the ordinary course of business and shall not be considered as a securities business.</u>
-None-	<u>Clause (28) To apply for, register, purchase, approve, procure, have ownership over, possess, use, operate, manage, disclose, sell, transfer rights attached to, exchange, lease, rent, dispose of, or manage by other means, in whole or in part, tradename, trademark, brands, copyrights, patents, inventions, formulas, secret processes, licenses, concessions, improvements, or similar items used in related or acquired items, or any other rights under Thai laws or the laws of other jurisdictions, and issue, use, develop, license, the aforementioned or use the aforementioned for other benefits.</u>
-None-	<u>Clause (29) To enter into agreements and contracts with government agencies, municipalities, local administrative organizations, or any other agencies as per the Company's objectives, apply for licenses, special rights, and concessions from the government agencies, municipalities, or local administrative organizations, which the Company deems appropriate, exercise the rights, and</u>

Original	Proposed Amendment
	<u>comply with such agreements, contracts, rights, licenses, special rights, and concessions.</u>
-None-	<u>Clause (30) To file and defend lawsuits, submit disputes for arbitration, and enter into settlement agreements in courts in Thailand and overseas, for the operation of the Company in accordance with the Company's objectives, and act as a representative of other persons for such purposes.</u>

Furthermore, it is proposed that the authorized director(s) of the Company and/or any person authorized by the authorized directors of the Company shall have the authority to proceed with registration of the amendment of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association – Objectives to align with the amendment of the objectives of the Company with the Registrar of Public Companies, the Department of Business Development, the Ministry of Commerce, and to revise or amend the application forms or any statements in all relevant documents, and to have the authority to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, regulations, as well as the recommendation or order of the Registrar of Public Companies.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the amendment of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association – Objectives to align with the amendment of the objectives of the Company and the authorization of the authorized director(s) of the Company and/or any person authorized by the authorized directors of the Company to undertake actions in connection with the amendment of the objectives of the Company and the amendment of Clause 3 of the Memorandum of Association – Objectives to align with the amendment of the objectives of the Company as detailed above to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

Agenda item 11: To consider and approve the issuance and offering of debentures of up to 300 million Baht.

Facts and Reasons: To comply with Section 145 of the Public Limited Companies Act, which provides that any loan granted by a company through issuing of debentures to be offered for sale to the public shall be in accordance with the laws on securities and securities exchanges where the issuance of debentures must be made upon a resolution of the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote. In this regard, the issuance and offering of debentures is one of the alternative fundraising options which most investors are interested in and it can be done quite conveniently and in time with the market

conditions as well. Therefore, the Company would like to issue and offer debentures of up to 300 million Baht, the details of which are as follows:

Objectives:	To be used for the repayment of loans, short-term debt instruments, long-term debt instruments or any other debts of the Company and/or for the business operation or as working capital of the Company and its subsidiaries and/or for any other investments related to or in support of the Company's core business and/or for other purposes as deemed appropriate by the Board of Directors.
Types of debentures:	All types and forms of debentures (except convertible debentures), whether in registered or bearer form, subordinated or unsubordinated, with or without security, with or without credit rating, with or without debenture holders' representatives, with repayment of principle in installments or in full upon maturity, depending on the suitability of the market conditions at the time of each issuance and offering and as further approved by the relevant regulators (if necessary).
Currency:	Thai baht and/or any other currencies in equivalent amounts to Thai baht, using the exchange rate at the time of each issuance and offering of the debentures.
Total value of debentures:	The total value of unredeemed debentures at any time shall be up to 300 million baht or any other currencies in equivalent amounts to Thai baht, using the exchange rate at the time of each issuance and offering of the debentures. The Company may issue and offer additional debentures and/or issue and offer debentures to replace existing debentures that have been redeemed within such value, where the debentures issued at any time shall not exceed such value. In the case of issuing new debentures to use the proceeds from the offering to repay and/or to replace the existing debentures (refinance), the principle of the value of the existing debentures to be redeemed on the date of issuance and offering of the new debentures issued to refinance such existing debentures shall not be counted as part of the principle value of the existing debentures which have not been redeemed in the calculation of the value limit of debentures that can be issued by the Company.
Interest rate:	To be determined at the time of each issuance and offering, depending on the market conditions at the time of each issuance and offering of the debentures or according to the terms and conditions of the debentures issued at that time, as well as subject to the relevant regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Stock Exchange of Thailand, the Thai Bond Market Association, and other relevant government agencies (collectively referred to as the " Authorities "), in force at the time of each issuance and offering of debentures.
Maturity of debentures:	To be determined at the time of each issuance and offering, depending on the market conditions at the time of each issuance and offering of the debentures or according to the terms and conditions of the debentures issued at that time, as well as subject to the relevant regulations of the Authorities in force at the time of each issuance and offering.



Offering:	The debentures may be offered domestically and/or internationally, in a single or multiple offerings and/or as a project and/or in a revolving manner (in the case where the Company offers debentures in a revolving manner, the Company may redeem or accept repayment of the principle subject to the conditions and value limit), to the public and/or via private placement and/or to institutional investors and/or high-net-worth individuals and/or ultra-high-net-worth individuals, in accordance with the relevant regulations of the Authorities in force at the time of each issuance and offering.
Secondary market:	The Company may register the debentures with the Thai Bond Market Association or any other secondary markets as appropriate.
Early redemption:	The debenture holders and the Company may or may not have the right to redeem the debentures before maturity, or the Company may or may not have any special event redemption, subject to the terms and conditions of the debentures issued at that time.
Authority to set out other details:	It is proposed that the shareholders' meeting consider and approve the authorization of the Board of Directors or any other person designated by the Board of Directors to: 1) Determine the details related to the debentures, including, but not limited to, type, name, collateral, guarantee, currency, amount, interest rate, maturity, face value, offering price, project tenure, amount limit, right of early redemption, appointment of debenture holders' representatives, as well as the details related to the offering, including, but not limited to, offering method and period, allocation, and any other actions as deemed appropriate in accordance with the relevant laws and regulations. 2) Appoint financial advisors and/or underwriters and/or credit rating agencies of the issuer and/or the securities, appraisers, legal advisors, debenture registrars, debenture holders' representatives, and any other advisors or persons as required by the relevant regulations or as deemed appropriate. 3) Register such debentures with the Thai Bond Market Association or other secondary markets as deemed appropriate, seek approval, disclose information and/or undertake other actions with the Authorities. 4) Contact, negotiate, enter into, sign, amend contracts and/or documents, and to provide information and documents to the Authorities and/or any other relevant agencies involved in the offering of such debentures, as well as undertaking other relevant or necessary actions as deemed appropriate, including the appointment of any attorneys-in-fact to perform any of the aforementioned actions.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose the issuance and offering of debentures of up to 300 million Baht and the authorization of the Board of Directors and/or any person authorized by the Board of Directors to undertake actions in connection with such issuance and offering of debentures as detailed above in all respects to the 2024 Annual General Meeting of Shareholders for consideration and approval.

Voting: The resolution for this agenda item requires a majority vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

Agenda item 12: To consider other business (if any).

The Company would like to invite the shareholders to attend the 2024 Annual General Meeting of Shareholders to be held as an electronic meeting (e-meeting) only on the date and at the time as stated above. The Company will allow the shareholders to register to attend the meeting in advance from 9.00 a.m. of April 5, 2024.

In case any shareholder would like to appoint a director of the Company or a proxy to attend the meeting and cast votes on the shareholder's behalf, please study the profiles of the independent directors for proxy appointment as detailed in Enclosure 9, use one of the proxy forms as detailed in Enclosure 11 or the shareholders can download Proxy Form A, Form B or Form C from the Company's website at www.nationgroup.com and enclose the shareholder's evidence of the right to attend the meeting as detailed in Enclosure 8. To facilitate the document verification process, the Company kindly requests all shareholders to send the completed proxy form and the relevant documents required for registration to attend the meeting via post to the Company at the following address by **5.00 p.m. of April 17, 2024**:

Company Secretary Department

Nation Group (Thailand) Public Company Limited

No. 1854, 9th, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

In case any shareholders would like to the Company to answer their questions at the 2024 Annual General Meeting of Shareholders, the Company would like to invite the shareholders to submit their questions prior to the meeting date by specifying the questions together with their name, address, telephone number, and email address (if any) and send them to the Company by **5.00 p.m. of April 17, 2024**, via any of the following channels:

- Send the question to the Company together with the proxy form; or
- Email: corporate_secretary@nationgroup.com.

On the meeting day, the company gives shareholders and/or proxies an opportunity to ask for more information. By typing a question and inquire through the microphone within 1 minute ,In this regard, the Company will conduct the meeting in accordance with the Articles of Association of the Company relating to shareholders' meetings as detailed in Enclosure 7 and requests that the shareholders study the Guideline for Attending of Electronic Meeting as detailed in Enclosure 8. This meeting will be conducted through the electronic meeting system of Inventech Systems (Thailand) Co., Ltd. For any queries relating to the electronic meeting system, please contact the Company Secretary Department via telephone at 02-338-3289-91.

In addition, the Company has determined the date for determining the name of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on March 14, 2024.

The Company is fully committed to protect your personal information as a shareholder, proxy, or attorney of such persons, and to assure you that the Company can provide you with protection and treat your personal data in accordance with the Personal Data Protection Act B.E. 2562, the Company would like to inform you of the details relating to the personal data that may be processed, together with your rights relating to your personal data as shown in the Privacy Notice of the Company.

Please be informed accordingly.

Sincerely yours,

-Signature-

.....

(Mr. Marut Arthakaivalvatee)

Chairman of the Board of Directors

Nation Group (Thailand) Public Company Limited

(Translation)
Minutes of the 2023 Annual General Meeting of Shareholders
through an electronic meeting (E-AGM)
of Nation Group (Thailand) Public Company Limited

Date, time, and venue of the Meeting:

The 2023 Annual General Meeting of Shareholders through electronic media (E-Meeting to be held as an e-meeting only) of Nation Group (Thailand) Public Company Limited (“the Company”) was held on Wednesday, April 12, 2023, at 10:00 a.m., meeting room, 10th floor, No. 1854 Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260.

Prior to the commencement of the meeting, Ms. Supawan Waraporn Tou and Mr. Achawin Suksi (the “Meeting Facilitator”) were assigned by the Chairman of the Board to conduct the Meeting (“the Meeting Facilitator”). In addition, the guidelines for attendance were communicated via electronic media. Details are shown in Enclosure 8 of the Meeting Invitation. This is in line with the Good Corporate Governance Policy RE: Equitable Treatment of Shareholder’s right as follows:

1. The Company provided opportunities for shareholders to propose agenda for the 2023 Annual General Meeting of Shareholders and to nominate directors through the company. The nomination form could be downloaded from www.nationgroup.com and sent to the Chairman of the Board of Directors via postal mail from December 6, 2022, to February 6, 2023.

It appeared : However, no shareholder was nominating any additional person to be considered as the Company’s director or adding agendas Meeting

2. The Company provided the opportunities for shareholders to send questions in advance of the 2023 Annual General Meeting of Shareholders via email: investor@nationgroup.com from March 28, 2023, to April 7, 2023, to the Board and executives to gather information and prepare the answers for the Meeting.

It appeared : No question was sent in advance of the Meeting.

3. The Company provided opportunities for shareholders who were unable to attend the meeting to appoint an independent director as their proxy in the Meeting. This year, the independent director who was given authorization as a proxy was Mr. Thanachai Suntichaikul, the Member of the Audit Committee, whose brief background is included in Attachment 9, of the invitation letter.

The shareholders may send the Appointment of Proxy and required documents to the Company within April 10, 2023, via channels.

Department: Company Secretary
Nation Group (Thailand) Public Company Limited
1854 9th Floor, Debaratana Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok 1026

Criteria for the Shareholders' Meeting of the Company shall be under the Articles of Association, Chapter 6 "Shareholders' Meeting", Article 35 to Article 36 as attached to the Meeting Invitation to inform the shareholders in advance as follows:

Article 35 “The chairman of the shareholder’s meeting shall conduct the meeting in compliance with the law and the articles of association of the company relating to meetings, and to follow the sequence of the agenda items stipulated in the notice calling for the meeting, unless the meeting passes a resolution by a vote of no less than two-thirds of the number of the shareholders attending the Meeting allowing a change in the sequence of the agenda items.”

Article 36 “The decisions made, or resolutions passed at the shareholders’ meeting shall be by a majority vote of the shareholders attending the meeting and casting their votes, whereby one share is equivalent to one vote. A shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on an election of directors. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.”

Voting Procedures

1. Voting for each agenda shall be conducted openly. The shareholders or proxies shall only vote to agree or disagree or abstain. The splitting of votes and voting in part is not allowed (except in the case of custodians).
2. Only shareholders who wish to vote for 'disagree' or 'abstain', press the button on the the'Disagree' or 'Abstain' box in the Inventech e-Shareholder Meeting voting program. Voting results shall be announced at the meeting.
3. The Company requires that the shareholder voting on each agenda item shall last 1 minute and voting may change until that agenda is closed for voting results.
4. In the case that the shareholders do not vote by the Inventech e-Shareholder Meeting Voting program or do not press the button on the voting system, the vote will be automatically counted as “Agree”.
5. In case the shareholder delegates the director or independent director to act, the voting shall be based on the shareholder’s intention.

Vote counting criteria

In the shareholders' meeting of the Company, vote counting criteria shall be as follows:

1. Voting results in each agenda, the Company shall count the votes of the shareholders in the meeting only for those who vote 'Disagree' and/or 'Abstain', and then shall be deducted from the total number of votes of shareholders in the meeting, the remainder will be counted as "Agree" votes, including the votes completely made by the proxies in the Proxy Letter, such votes are recorded in advance after complete registration for the meeting.
2. In each agenda, the latest number of shares of attendees shall apply, therefore, the votes in each agenda may not differ.
3. In the case where it is avoided ballot, it refers to the shareholder or the proxy in the electronic voting expressing ambiguous intention, for example, marking more than one column of boxes in the electronic voting or separate voting (except for in case of custodian) will be regarded as a voided card.
4. The shareholder vote processing shall be carried out systematically according to the voting process on each agenda and the vote counting results shall be individually informed to the shareholders before the meeting ends.

Such criteria for vote counting shall apply in the same manner to each agenda.**Except for Agenda 5 regarding the appointment of directors to replace the directors who retire by rotation, the voting method for individual director election shall apply to ensure transparency and compliance with Good Corporate Governance policy. After the voting results for any agenda have been announced, the voting for that agenda shall be ended.

Questioning at the meeting

1. Before voting on each agenda, the Company allows the shareholders or the proxy to ask questions or express opinions on issues relating to that respective agenda as appropriate.
2. In typing questions, the shareholder is required to type his given name and last name and identified status as shareholder or proxy, and in the question column, specify the agenda item the question is raised, then send questions into the system.
3. To offer opinions or questions, make sure that the questions or issues are relevant and concise to secure an effective meeting. The Company reserves the right to take appropriate action.
4. In case there are numerous related questions are transmitted into the system, the Company at its discretion shall select the questions as appropriate

The Meeting Facilitator introduced the Directors, Executives, Auditors, and Legal advisor, who attended today's meeting as follows:

Directors attending the meeting and in the meeting room, there are three persons:

- | | | | |
|----|---------------|------------------|--|
| 1. | Mr. Marut | Arthakaivalvatee | Chairman of the Board of Directors,
acted as the Chairman of the Meeting |
| 2. | Mr. Thanachai | Santichaikul | Independent Director,
Member of the Audit Committee, and Chairman of the
Nomination and Remuneration Committee |
| 3. | Mr. Somchai | Meesen | Director, Vice Chairman of the Executive Committee,
Member of the Nomination and Remuneration
Committee |

Directors meeting via electronic media, there are five persons:

- | | | | |
|----|---------------|---------------|---|
| 1. | Mr. Shine | Bunnag | Vice Chairman of the Board of Directors,
Chairman of the Executive Committee,
and Chief Executive Officer |
| 2. | Mr. Apivut | Thongkam | Independent Director,
Chairman of the Audit Committee |
| 3. | Mr. Chaiyasit | Puvapiromquan | Independent Director,
Member of the Audit Committee |
| 4. | Mr. Jessada | Buranapansri | Director |
| 5. | Mr. Ka Ming | Jacky Lam | Director, Member of the Nomination and
Remuneration Committee |

Director absent:

-None-

A total of 8 directors out of 9 directors (1 person is in the process of recruiting) to attend the meeting represent 100% of the total directors

Executives attending the meeting and in the meeting room

- | | |
|----------------------------------|--------------------------------------|
| 1. Ms. Warangkana Kalayanapradit | Assistant to Chief Executive Officer |
| 2. Ms. Natenapa Pusittanont | Senior Vice President – Accounting |

Company Secretary

1. Ms. Saowaluck Chotrungrot

Auditors who sign the Financial Statements of the Company and Subsidiaries

Ms. Sasithorn Pongadisak	Auditor from KPMG Phoomchai Audit Company Limited
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Legal Advisor from TILLEKE & GIBBINS LTD.

1. Mr. Karinevidcn Olivero
2. Ms. Wisara Harnchonboth

The Meeting Facilitator informed the meeting that at this 2023 Annual General Meeting of Shareholders, 2 shareholders attended the meeting in person, representing 898 shares, with 34 proxies attending the meeting. The total number of shareholders representing 5,704,115,215 shares, totaling 36 shareholders attending the meeting, holding 5,704,116,113 shares or 46.74 percent of the total issued shares of the Company, in the amount of 12,203,911,086 shares, constituting a quorum according to the Company's Articles of Association.

Preliminary proceedings

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors acted as the chairman of the meeting ("Chairman"). The Chairman welcomed the shareholders and opened the 2023 Annual General Meeting of Shareholders through electronic media (E-AGM), with the delegated Meeting facilitator to present the details of each agenda to the meeting.

Agenda Item 1: To consider and adopt the Minutes of the Extraordinary General of Shareholders No. 1/2022 held on December 29, 2022

The Meeting facilitator notified the meeting that the 2022 Extraordinary General of Shareholders No. 1/2022 was held on December 29, 2022, and had prepared the said minutes of such meeting, completely correct and completed within the time prescribed by the law. It was also delivered to the Stock Exchange of Thailand ("SET") in due course. In addition, the Company has published the minutes of the meeting through the Company's website at www.nationgroup.com for the shareholders to acknowledge the minutes of the meeting and be able to verify its accuracy within a reasonable time. However, there is no objection or amendment whatsoever. A copy of the minutes of the Extraordinary General of Shareholders Meeting in Enclosure 1 of the Meeting Invitation Letter, has completely been delivered to all shareholders.

The Board of Directors has considered and viewed that the Minutes of the 2022 Extraordinary General of Shareholders No.1/2022 Meeting was recorded correctly, truthfully, and completely.

It was therefore deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the said minutes.

The Meeting facilitator allowed the shareholders to ask questions and express further opinions.

No shareholder had any further questions or comments.

The Meeting facilitator, therefore, asked the shareholders' meeting to approve the minutes of the Extraordinary General of Shareholders No. 1/2022 held on December 29, 2022.

Meeting resolution: A resolution was passed to adopt the Minutes of the Extraordinary General of Shareholders No. 1/2022 held on December 29, 2022, with a unanimous vote as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,704,756,113	100.00
Disapproval	-	-
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

Remark: During the consideration of this agenda item, 1 shareholder was holding 640,000 shares, attending the meeting. Therefore, there were 37 shareholders and proxy holders, holding 5,704,756,113 shares in total, attending the meeting.

Agenda Item 2: To consider and acknowledge the operating results of the Company for the fiscal period ended December 31, 2022

The Meeting facilitator informed the meeting that the Company summarized its operating results and significant changes that occurred in 2022 in the annual report 2022 (One Report), which is delivered to the shareholders in a QR Code form as in Enclosure 10.

The Meeting facilitator invited Mr. Somchai Meesen, Vice Chairman of the Executive Committee, to report on the Company's operating results for the year 2022 to shareholders

Mr. Somchai Meesen, Vice Chairman of the Executive Committee, reported on the Company's operating results for the year ended December 31, 2021 There of 5 channels of revenue structure :

1. Income from the digital TV business
2. Income from New Media
3. Income from Publishing
4. Income from the event
5. Income from Business to Customer

The revenue generated in 2022 amounted to 915 million baht, an increase of 30 percent compared to the year 2021,702 million baht, mainly generated from online media. The revenue structure for the year 2022 can be divided as follows.

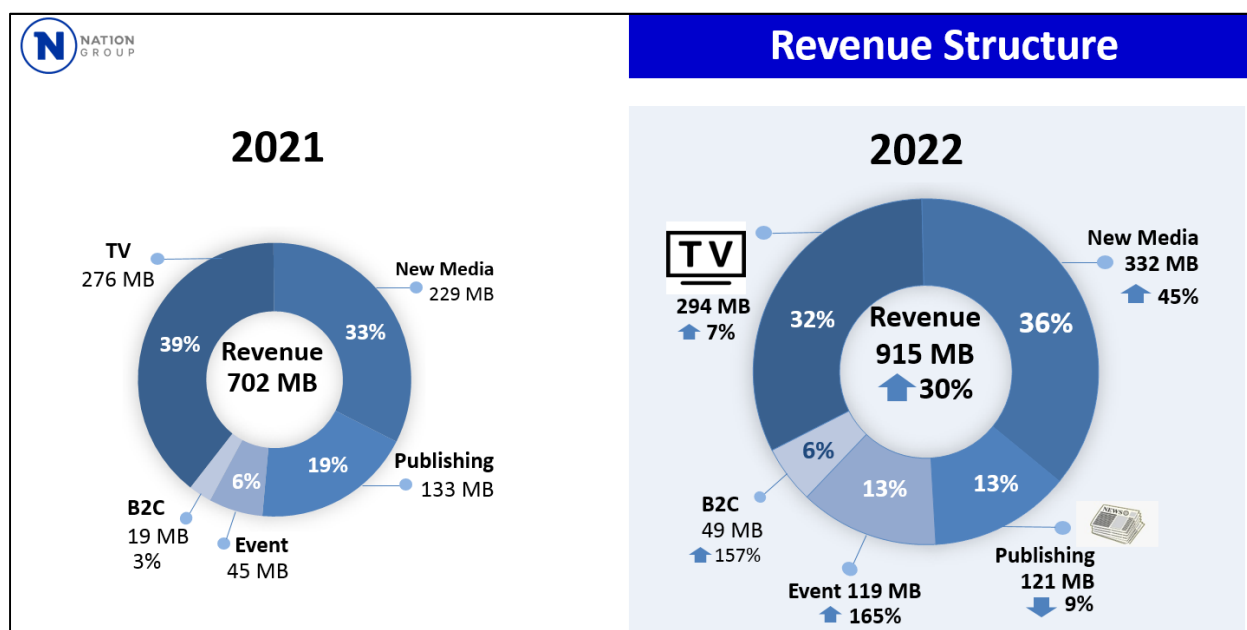
1. Revenue from offline service platforms consists of digital TV media business and publishing business

- Revenue from digital TV of 294 million baht, representing 32% of the total revenue in 2022, an increase of 7% compared to 2021, 276 million baht.
- Revenue from publications of 121 million baht, representing 13% of the total revenue of the year 2022, a decrease of 9% compared to the year 2021, 133 million baht.

2. Revenue from Online and On Ground groups service platforms, consisting of:

- Revenue from online media (New Media) amounts to 332 million baht, representing 36% of the total revenue of the year 2022, an increase of 45% compared to the year 2021, 229 million baht.
- Revenue from event activities of 119 million baht, representing 13% of total revenue in 2022, an increase of 165% compared to 2021, 45 million baht, due to the year 2021 has still been in the Covid-19 situation.

3. Revenue from sales of Home Sopping products and coffee shop business (Nation Coffee) (B2C) in 2022 of 49 million baht, representing 6% of total revenue in 2022, an increase of 157% compared to 2021, 19 million baht.





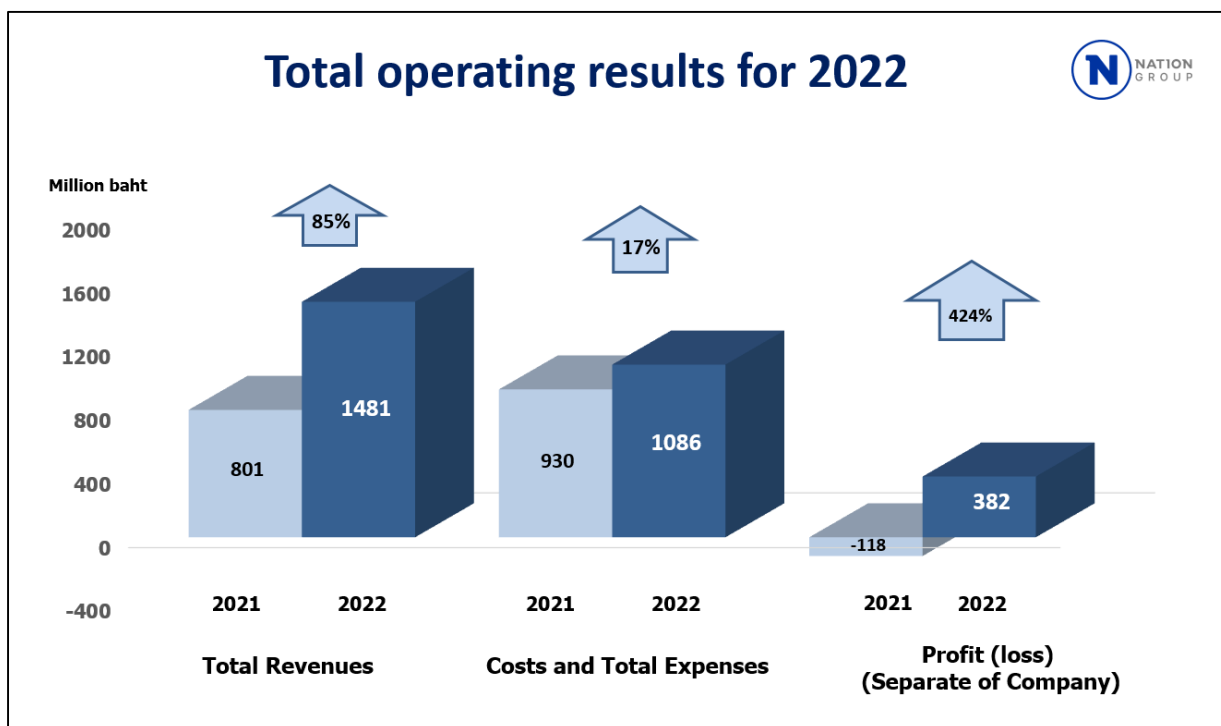
Operating income

Unit: million baht		2021	2022	+ /-	%
	Advertising Sales on Television Media	276	294	↑ 18	7%
	Online Media	229	332	↑ 103	45%
	Sales of Subscriptions and Print Advertising	133	121	↓ (12)	-9%
	Activities/Seminars	45	119	↑ 74	165%
	Product Sales	19	49	↑ 30	157%
Total		702	915	↑ 213	30%

However, in 2022, the economic situation has not yet recovered even though the COVID-19 situation has begun to subside. The Company and its Group have been capable of increasing the revenue from the event activities by 165 percent of the total revenue. The Management expects that in 2023, the Company will generate more revenue from On Ground and the future main revenue of the Company are from the online business.

For overall performance results in 2022, the Group had a total income of 1,481 million baht, an increase of 85% compared to 2021, 801 million baht. At the same time, the Company had total costs and expenses of 1,086 million baht, an increase of 17 percent compared to the year 2021, 930 million baht, consistently with the increased revenue. However, the Company and its Group companies are still able to control expenses continuously.

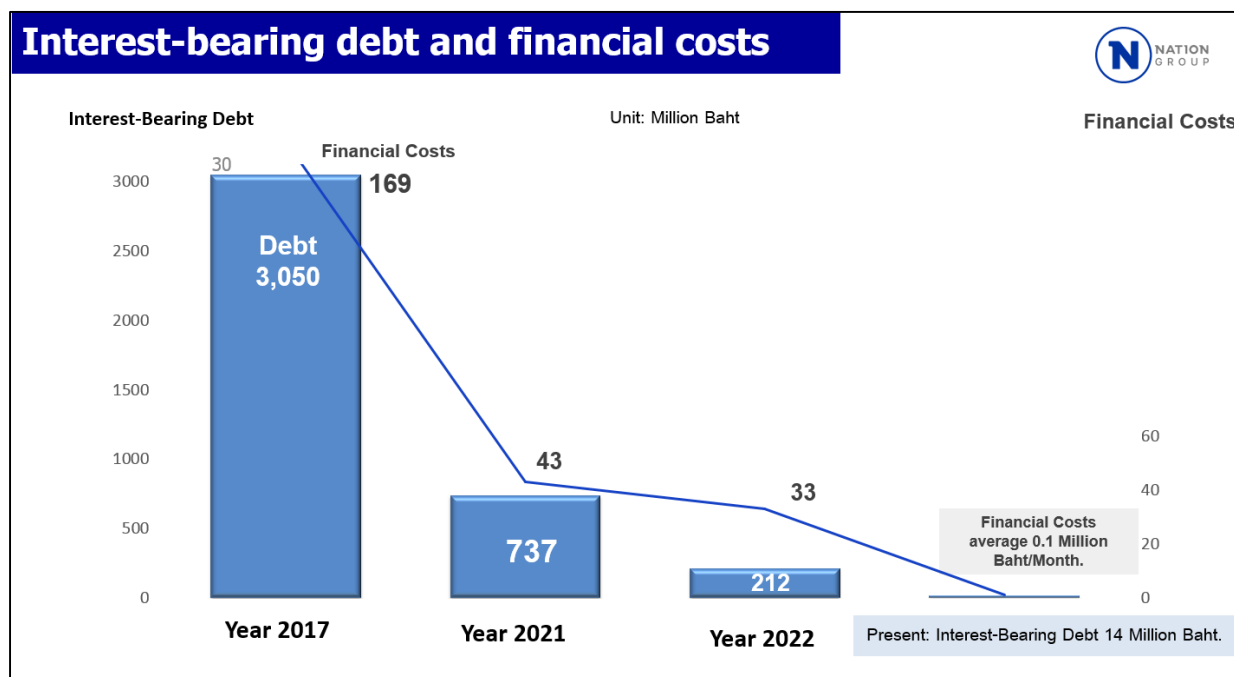
In summary, the performance results of the Group for the year ended December 31, 2022, the Company had a net profit of 382 million baht, an increase of 424% compared to the year 2021 which had a net loss of 118 million baht. The profits generated in 2022 were mainly from the sale of investment of a subsidiary, namely Nation Broadcasting Corporation Plc., and transferred the business to be under the Nation Group. However, the total operating results for the year 2022 are as follows:



Consolidated statement of financial position for the year 2022

The consolidated statement of financial position for the year 2022 can be summarized as follow.

Consolidated statement of financial position			
Unit: million baht			
	31 Dec. 2021	31 Dec. 2022	+/-
Total Assets	1,311	1,215	▼ -7%
Current Assets	352	348	
Non-current Assets	959	867	
Total debt	1,114	794	▼ -29%
Current liabilities	547	537	
Non-current liabilities	567	257	
Shareholder's equity	197	421	▲ +114%
Shareholders' Equity - Equity of the parent company.	1	421	
Non-controlling interests	196	-	
Shareholders' equity: Paid-up capital	0.06%	20%	"C" sign



As the Board of Directors and the existing Management administrated the operation in 2018, the Company in 2017 had total interest-bearing liabilities of 3,050 million baht and financial costs (interest) of 169 million baht. In 2021, there were total interest-bearing liabilities of 737 million baht and financial cost amount of 43 million baht. In 2022, total interest-bearing liabilities of 212 million baht, and finance costs of 33 million baht. The remaining interest-bearing debt is 14 million baht, and the average financial cost is 0.10 million baht per month, which is owed to overdraft lines of financial institutions (O/D).

However, the Board of Directors, executives, and employees have attempted to follow the policies and strategies set with a commitment to reduce the financial costs to the minimum or zero to ensure that the performance has been under the strategies which the Management has restructured the business to increase revenue from a business operation and to bring forth the benefits to shareholders and employees primarily instead of using such income to compensate for financial costs

Mr. Somchai Meesen, Vice Chairman of the Executive Committee, informed the meeting that in this agenda there were shareholders who sent questions, namely:

Mr. Phuwanart Na Songkhla, a member of the Shareholders' Right Protection Volunteer Club of the Thai Investors Association, questioned that although the operating results in 2022, revenue and net profit increased from that of the year 2021, the Company still had accumulated losses from the financial statement in the total of 2,976.55 million baht, loss from separate financial statements of 2,766.63 million baht, have the solutions for the accumulated loss been under the previously-defined action plan? and have they been informed of the shareholders' meeting?

Mr. Somchai Meesen, Vice Chairman of the Executive Committee, thanked Mr. Puwanart Na Songkhla for asking such questions and clarifying that the Board of Directors and Executive Committee have concerned about the accumulated loss of the Company over the past 5 years, which was the accumulated loss that occurred before the administration of the Board of Directors and the existing Management. However, the Management has attempted to find ways to clear the accumulated loss and to return profits to shareholders, which is regarded as the determination and

commitment of the Board of Directors and all members of the Executive Committee. To accomplish this, the Management has provided solutions in different ways from the past which the accumulated loss could not be cleared because the Company's performance did not meet the planned strategies, however, currently after the Management has restructured the business continuously and successfully achieved capital-raising, and with the improved performance results, ensuring that it may seek favor from shareholders to consider and determine ways to eliminate accumulated losses. However, I would like to apologize to the shareholders here that I could not inform the shareholders right now because the Company must comply with the rules and regulations of the Stock Exchange of Thailand. After the method of clearing the accumulated loss has been concluded, the Company will present to the Board of Directors meeting for approval and further propose to the shareholders' meeting for approval.

The Meeting facilitator further informed about the anti-corruption practices which the Company places importance on business operations based on honesty, integrity, and transparency, adhering to the and adhering to anti-corruption policy, principles, and measures manual, as well as recognizing the importance of anti-corruption. The Company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) from 2017 until September 30, 2023, indicating the Company's commitment and confirmation that the Company realizes and places importance on the anti-corruption prevention system continuously.

Furthermore, the Company has also prepared a Nation Way handbook, with the latest update in early 2023, to be a guideline for performing duty as mass media of the Nation News people.

The Meeting facilitator allowed the shareholders to ask questions and express their opinions.

No shareholder asked any questions or comments

This agenda is aimed to inform matters only and no voting is necessary.

Agenda Item 3: To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2022

The Meeting facilitator informed the meeting that to comply with Section 112 of the Public Limited Companies Act BE 2535 (including the amendments) ("Public Limited Companies Act") and the Company's Articles of Association, Article 39, it requires the Board of Directors to prepare a balance sheet and profit and loss account and the auditor's audit report together with the annual report of the Board of Directors at the end of the fiscal year of the Company to propose to the shareholders' meeting at the Annual General Meeting for approval.

The Company prepared the separate financial statements and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2022. The financial statements were audited by Certified Public Accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting and it is found that the statements were correct under financial reporting standards. Details were in the 2022 Annual Report (One Report) in the form of a QR Code as per Enclosure 10.

The Board of Directors resolved to approve and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2022,

audited by the Certified Public Accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting.

The Meeting facilitator provided the opportunity for the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Meeting facilitator, therefore, proposed that the shareholders' meeting vote on the matter to consider the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2022

Meeting resolution: A resolution was passed to approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2022, which had been audited by the certified public accountant of the Company, reviewed by the Audit Committee, and approved by the Board of Directors' meeting, with a unanimous vote as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,704,756,113	100.00
Disapproval	-	-
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

Agenda Item 4: To consider and approve the non-allocation of the net profit as a legal reserve and the suspension of dividend payments for the operating results of 2022

The Meeting facilitator Informed the meeting that to comply with Section 115 of the Public Limited Companies Act and the Articles of Association, Article 42, which prohibits the payment of dividends from proceeds other than profits, also, referring to Section 116 of the Public Limited Companies Act and Article 40 of the Articles of Association, the company must allocate a portion of an annual net profit as a reserve fund of not less than five percent of the annual net profit less accumulated losses carried forward (if any) until this reserve fund is at least ten percent of the registered capital.

The Company has a policy to pay dividends of not more than 65% of the net profit of the Company's separate financial statements. It depends on the investment plan, necessity, and other suitability in the future under the condition that such action is in the best interest of shareholders.

Regarding the operating results of the year 2022, the Company's financial statements had a cumulative loss from the consolidated financial statements is 2,976.55 million baht, and from the separate financial statement is 2,766.63 million baht. Therefore, the Company is unable to pay dividends for its operating results for the year 2022

The Board of Directors considered and approve and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider the omission of the allocation of net profits as a legal reserve fund and omission of the dividend payment for operating results of 2022 as the Company had accumulated losses.

The Meeting facilitator provided the opportunity for the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments

The Meeting facilitator, therefore, proposed that the shareholders' meeting vote on the matter to consider the non-allocation of the net profit as a legal reserve and the suspension of dividend payments for the operating results of 2022

Meeting resolution: A resolution was passed to approve the non-allocation of the net profit as a legal reserve and the suspension of dividend payments for the operating results of 2022, with a unanimous vote as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,704,756,113	100.00
Disapproval	-	-
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

Agenda Item 5: To consider and approve the re-election of directors to replace those retiring by rotation in 2023

The Meeting facilitator informed the Meeting that to comply the Section 71 of the Public Limited Companies Act and the Articles of Association, Article 15, stipulating that at every Annual General Meeting of Shareholders, one-third of the directors must retire from office. If the number of directors cannot be divided into three parts, then the number of directors closest shall vacate.

At present, there are eight nine directors (1 person is in the process of recruiting in total there are 9 directors), three directors retired by rotation as follows:

- 1) **Mr. Marut Arthakaivalvatee**
Position Directors and Chairman of the Board of Directors
 Holding the position now for about 5 years and 3 months with experience, knowledge, and expertise in business administration and marketing
- 2) **Mr. Shine Bunnag**
Position Directors and Vice Chairman of the Board of Directors, Chairman of the Executive Committee, and Chief Executive Committee
 Holding the position until now for about 4 years with experience, knowledge, and expertise in business administration and journalism
- 3) **Mr. Apivut Thongkam**
Position Independent Director and Chairman of the Audit Committee
 Holding the position until now for about 5 years with experience, knowledge, and expertise in law and business administration

The Nomination and Remuneration Committee (NRC) have been carefully scrutinized and considered the qualifications of the three persons listed above, determining that these three persons

In this regard, the Company had provided an opportunity for the shareholders to nominate persons in consideration of appointment of director of the Company through the Company's website from December 6, 2022, to February 6, 2023; however, no shareholder was nominating any additional person to be considered as the Company's director

The Board of Directors, by the consideration and recommendation of the Nomination and Remuneration Committee (excluding the directors with having interests in this agenda), has carefully scrutinized and carefully considered the qualifications of the directors who would retire by rotation as in the 2023 Annual General Meeting of Shareholders for the three persons under the criteria and process of selection. The Nomination and Remuneration Committee considered that these three persons are knowledgeable, experienced, and skillful which are beneficial to the Company's operations and they possess qualifications suitable for the Company's business operation as well as having qualifications and not prohibited characteristics as stipulated by the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (including the amendments) including relevant announcements. In addition, the persons nominated as independent directors of the Company are qualified under the definition of independent directors of the Stock Exchange of Thailand and that of the Company, who can express their opinions independently and are fully qualified as independent directors under the laws and relevant regulations and still hold the position counting for not more than 9 consecutive years under the principles of good corporate governance.

The details are as shown in the biographies of all three directors who have been proposed to be re-elected for another term according to Enclosure 5 attached to the invitation letter. Therefore, it was deemed appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the appointment of Mr. Marut Attakaivalwatee, Mr. Chai Bunnag, and Mr. Apiwut Thongkam to be re-elected for another term.

The Chairman informed the meeting that in this agenda, Mr. Chai Bunnag, Mr. Apiwut Thongkam, and I are directors who retired by rotation and are regarded as a stakeholder, therefore leaving the meeting room and the display of the meeting system temporarily during the consideration of voting on this agenda for transparency and compliance with good corporate governance principles, therefore assigned Mr. Thanachai Santichaikul, Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee to act as the chairman of the meeting instead.

The Chairman (Mr. Thanachai Santichaikul) thanked the Chairman and informed the meeting that if any shareholders have any questions and would like to ask about this agenda, they can submit questions through the system.

The Chairman allowed shareholders to ask questions and express additional opinions.

No shareholder asked any questions or comments

The Chairman then assigned the Meeting facilitator to continue the voting process on an individual basis. The Meeting facilitator, therefore, asked the shareholders' meeting to consider and resolve to approve the re-appointment of three directors who retired by rotation to be re-elected as directors of the Company for another term, and for the transparency and compliance with the good corporate governance policy, the Company asked that the shareholders' meeting to consider voting for the election of directors individually as follows:

Meeting resolution: A resolution was passed to approve the re-election of directors to replace those retiring by rotation in 2023 as follows:

- 5.1) Approve the appointment of Mr. Marut Arthakaivalee to resume his positions as the Director and Chairman of the Board of Directors of the Company for another term with the majority as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,703,756,113	99.9824
Disapproval	1,000,000	0.0175
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

- 5.2) Approve the appointment of Mr. Shine Bunnag to resume his positions as the Director, Vice Chairman of the Board of Directors, Chairman of the Executive Committee, and Chief Executive Committee of the Company for another term with a unanimous vote as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,704,756,113	100.00
Disapproval	-	-
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

- 5.3) Approved the appointment of Mr. Apivut Thongkam to resume his positions as the Independent Director and Chairman of the Audit Committee of the Company for another term with the majority vote as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,703,756,113	99.9824
Disapproval	1,000,000	0.0175
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

After voting to appoint directors in replacement of those who retire by rotation completely on the agenda, the Chairman (Mr. Thanachai Santichaikul) invited Mr. Marut Arthakaivalee, Mr. Shine Bunnag and Mr. Apivut Thongkam, directors who retire upon the expiration of office, and temporarily leave the e-meeting to reinstate in the e-meeting.

Agenda Item 6: To consider and approve the determination of remuneration of the Company's directors and sub-committees for 2023 To consider and approve the determination of remuneration of the Company's directors and sub-committees for the year 2022

The Meeting facilitator informed the Meeting that to comply with Section 90 of the Public Limited Companies Act and the Articles of Association of the Company, Article 20, which stipulates that the directors are entitled to receive remuneration from the Company, the shareholders' meeting may determine the fixed amount or set the criteria for it periodically or have the criteria remained in effect; until changes are necessary.

The Board of Directors believes that the selection of directors and the consideration of the remuneration of directors for the media business is important. The Company, therefore, has a policy for its Nomination and Remuneration Committee to consider and screen the nomination of directors and consider the remuneration of directors. The Nomination and Remuneration Committee has carefully scrutinized the suitability of various matters. That is, considering the performance of the Company and the size of the business of the Company by taking into account the suitability and the duties and responsibilities of the Board of Directors and the sub-committees by comparing from the same industry and the average remuneration based on similar business size. Therefore, it is deemed appropriate to propose that the 2023 Annual General Meeting of Shareholders consider approving the determination of remuneration of the Company's directors and sub-committees for the year 2023 in the total amount of 2,400,000 Baht by quarterly payment (excluding the meeting allowance of the Nomination and Remuneration Committee, which will be paid per time), as follows:

Position	Remuneration		Unit
	2023 (Proposed)	2022	
Annual Remuneration			
Chairman of the Board of Directors	400,000	400,000	Baht/person/year
Chairman of the Audit Committee	400,000	400,000	Baht/person/year
Members of the Audit Committee	300,000	300,000	Baht/person/year
Independent Directors (Non-members of the Audit Committee)	200,000	200,000	Baht/person/year
Directors	200,000	200,000	Baht/person/year
Meeting Allowances			
Chairman of the Nomination and Remuneration Committee	20,000	20,000	Baht/person/meeting
Members of the Nomination and Remuneration Committee	10,000	10,000	Baht/person/meeting

- Remark:** 1) Remuneration for Directors and Audit Committee is paid quarterly.
 2) Remuneration for Nomination and Remuneration Committee are paid as meeting allowance per time.

The Board of Directors by the consideration and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the directors and sub-committees for the year 2023 in the total amount not exceeding 2,400,000 Baht, which would be paid quarterly (excluding meeting allowances of the Nominating Committee specified by time) with details as proposed above. It is deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization for the Board of Directors to allocate such amount to each director and other sub-committees under the amount limit approved by the 2023 Annual General Meeting of Shareholders.

Meeting resolution: A resolution was passed to approve the determination of remuneration of the Company's directors and sub-committees for 2023 in the total amount not exceeding 2,400,000 Baht to be paid quarterly (excluding meeting allowance of Nomination and Remuneration Committee which will be paid per time) and the authorization to the Board of directors to allocate such amount to each director and other sub-committees under the limit approved by the shareholders' meeting without any other benefits, with the voting results as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,704,756,113	100.00
Disapproval	-	-
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

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

Agenda Item 7: To consider and approve the appointment of auditors and the determination of remuneration of the auditors for the fiscal period ending December 31, 2023.

The Meeting Facilitator reported that to comply with Section 120 of the Public Limited Companies Act and the Articles of Association of the Company, Article 46, stipulates that the 2023 Annual General Meeting of Shareholders appoints an auditor and determines the audit fee of the company every year.

The Audit Committee considered the qualifications and working experience of the auditors and selected the auditors for the year 2023 and proposed to the Board of Directors' meeting. The Board of Directors' Meeting approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of an auditor from EY Company Limited, an audit firm with independence and expertise in auditing, as the Company's auditors for the year 2023 by assigning one of the following auditors to audit and express opinions on the Company's financial statements as follows:

1. Mr. Pornanan Kitjanawanchai Certified Public Accountant No. 7792
2. Mr. Kittiphan Kiatsompop Certified Public Accountant No. 8050
3. Mr. Chatchai Kasemsrithanawat Certified Public Accountant No. 5813

Besides, Mr. Pornanan Kijnawanchai is the auditor who has signed and certified the Company's financial statements for the year 2023 for the first year. The details of the nominated auditors for the year 2023 appear in Enclosure 6. If the auditor named above is unable to perform his duty, EY Office Limited shall appoint another auditor of EY Office Limited who has appropriate qualifications to audit the Company's accounts, and act as the Company's auditor and express opinions on the Company's financial statements. in place of such an auditor.

In addition, all three auditors have no relationship and/or no interest in the Company, subsidiaries, jointly controlled entities, executives, major shareholders, or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. In addition, the auditor of the Company's subsidiaries will be an auditor of the same accounting firm as the Company.

It's agreed to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the determination of the auditor remuneration of the Company and its subsidiaries for the year 2023 in the total amount of not exceeding 5,700,000 baht, which is an appropriate rate as to the opinion of the Audit Committee. The aforementioned rate increased from the previous accounting period by 306,500 baht. The auditor remuneration of the Company and its subsidiaries for the year 2022 was 3,210,000 baht, including the auditor's remuneration of its subsidiaries which increased during the year in the amount of 2,183,500 baht, the total auditor's fee in the year 2022 amounted to 5,393,500 baht.

The Board of Directors by the consideration and recommendation of the Audit Committee has considered and resolved to approve and agree to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the appointment of the auditor and determination of the auditor's remuneration for the year 2023 with details as proposed above.

The Meeting facilitator allowed shareholders to ask questions and express additional opinions.

Mr. Phuwanart Na Songkhla, a member of the Shareholder Rights Protection Volunteer Club of the Thai Investors Association would like to know the reasons for changing the audit firm from KPMG Phoomchai Audit Ltd. to EY Office Ltd., although there is a criterion for auditor service of up to 7 years, but for auditing firm does not provide the length of service, and would like to know the reason why the audit fee increased from 2022 at 5,393,500 baht to 5,700,000 baht or an increase of approximately 306,500 baht, is it caused by changing the audit firm?

The Chairman assigned Mrs. Warangkana Kalyanapradit, Vice Chairman of the Executive Committee to clarify.

Mrs. Warangkana Kalyanapradit, Vice Chairman of the Executive Committee explained and answered questions raised by shareholders on both issues as follows:

Issue No. 1. Reason for changing the audit firm from KPMG Phoomchai Audit Ltd. ('KPMG') to the EY Office Ltd., hereby would like to inform you that the Company has been serviced of auditing by the KPMG since the Company has been listed on the Stock Exchange of Thailand, totally a period of about 30 years ago, and the existing Management has identified the issues of the preparation of false financial statements of the financial statements for the year 2016-2017, the Company has been given the best cooperation from KPMG to solve problems that have arisen until now that the Company's financial position has become more stable after the Company

received a capital increase from the issuance and offering of capital increase shares to existing shareholders in January 2023. The Company has brought the capital increase to pay off all debts completely.

Over the past year 2017, the Company had an interest-bearing debt that amounted to 3,050 million baht. At present, the cost of debt-bearing interest is zero. However, the Company still has another activity to be done, that is; clearing the accumulated loss, which the Management has considered certain ways to implement. Currently, it is in the process of proposing to the Board of Directors' meeting for consideration and to be presented to the shareholders' meeting for further approval. Note that it is a promising sign that the Company will comply with the promises made to the shareholders when considering the approval of the financial statements for the year 2017 that proposed the Company change the new auditor.

Issue No. 2. Cause of increasing the audit fee for the year 2023 from the previous year in the amount of 306,500 baht includes two reasons: 1) during the year 2022, the Company purchased service marks and copyrights in online media under the name "Post Today". and "News Clear Online" thereby establishing a subsidiary, Post Today Co., Ltd., and 2) by the end of 2022, the Company and its subsidiaries bought investments in the Nation News Co., Ltd. and Thanachok Multimedia Co., Ltd., thereby causing an increase in the audit fee for the year 2023.

No shareholder asked any questions or comments.

The Meeting Facilitator, therefore, proposed to the meeting to consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2023 as proposed.

Meeting resolution: A resolution was passed to approve the appointment of the auditors of the Company and its subsidiaries from EY Company Limited for the year 2023 by determining that any of the following auditors be able to audit and provide opinions to the financial statements of the Company and its subsidiaries:

- | | |
|----------------------------------|---|
| 1. Mr. Pornanan Kitjanawanchai | Certified Public Accountant No. 7792 and / or |
| 2. Mr. Kittiphan Kiatsompop | Certified Public Accountant No. 8050 and/or |
| 3. Mr. Chatchai Kasemsrithanawat | Certified Public Accountant No. 5813 |

In addition, the Meeting resolved to approve the determination of the auditor's remuneration for the year 2023 of the Company and its subsidiaries, totaling 9 companies, in the total amount of not exceeding Baht 5,700,000 with a unanimous vote as follows:

Shareholders' vote	Number of votes (Votes)	Percent
Approval	5,704,756,113	100.00
Disapproval	-	-
Abstention	-	-
Total (37 shareholders)	5,704,756,113	100.00

Agenda Item 8: Any other matters

The Meeting facilitator informed the meeting that the agenda items had been completely considered under the agenda specified in the meeting invitation letter. Therefore, the shareholders were allowed to propose other agenda items for consideration in the shareholders' meeting according to Section 105 of the Public Company Act or ask for more information

No shareholder raised any additional questions or comments.

Mr. Marut Attakaivalvatee, the Chairman thanked the shareholders who attended the meeting in person, proxies, and all attendees who took their time to attend the 2023 Annual General Meeting of Shareholders of the Company on this day, with congratulations for the forthcoming Songkran or Thai New Year Festival tomorrow "May all shareholders and attendees be healthy and happy" and invite all shareholders and attendees to exercise their right to vote for members of the Thai House of Representatives in general B.E. 2566 on May 14, 2023.

Closed the meeting at 11:10 a.m.

Signed _____ - *Signature* -
(Mr. Marut Arthakaivalvatee)
Chairman of the Board of Directors
and Chairman of the Meeting

Signed _____ - *Signature* -
(Ms. Warangkana Kalayanapradit)
Vice Chairman of the Executive Committee
and Minutes reviewed

Signed _____ - *Signature* -
(Ms. Saowaluck Chotrungrot)
Company Secretary and Minutes Taker

Definition of the Independent Directors

Independent Directors are directors who are not involved in the day-to-day operations of the company, its subsidiaries, or joint ventures. Independent Directors shall be independent from major shareholders and executives of the company and have no relationships that obstruct sound judgment and discretion. Thus, the qualifications of the Independent Directors must be in line with the regulations of the Securities of Exchange Commission.

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.
2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.
3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.
4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.
5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.
6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company's executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.
8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company's executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.
9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.
10. Shall not have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

Roles, duties and responsibilities of the Audit Committee

- Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
- Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
- Review the risk assessment and risk management systems to oversee that they are appropriate, adequate and efficient as well as giving opinions on the Company's sustainable business development process. taking into account responsibility for the environment, society and corporate governance good and efficient.
- Review business operating procedures to oversee that they are in compliance with rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand as well as other laws related to the company business.
- Recommend nominations of the independent auditors and the auditors' remuneration to the Board. Review with the independent auditors the objectives of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider may have a material impact on the company's financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
- Review the connecting transactions or transactions that may have conflicts of interest to ensure that they are accurate, complete and in compliance with rules and regulations of the supervising agencies as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the company.
- Review the company's compliance with private sector's anti-corruption and certification programmes, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.
- Issue an Audit Committee Report to be included in the company's annual report and to be signed by the Audit Committee chairperson, This shall contain the following information as a minimum:
 - Opinions concerning the correctness, completeness and trustworthiness of the financial reports of the company.
 - Opinions concerning the adequacy of the company's internal control system.
 - Opinions concerning the company's risk management system

- Opinions concerning the company's compliance with the laws and regulations of the Securities and Exchange Commission and regulations of the Stock Exchange of Thailand, or any law governing the company's business.
 - Opinions concerning the appropriateness of the auditor.
 - Opinions concerning transactions that may involve conflicts of interest.
 - The number of Audit Committee meetings and attendance record for each of the Audit Committee members.
 - Opinions or overall observations that the Audit Committee has found during the performance of its duties according to the Charter of the Audit Committee.
 - Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned by the Board of Directors.
- Performance of other activities as assigned by the Board of Directors with the consent of the Audit Committee.

Rules and procedures for nomination of directors

Nomination of Directors

The Company's Board of Directors has the opinion that the nomination of directors and consideration of directors' remuneration for media businesses is important. The company has the policy to require Nomination and Remuneration Committee of the Company ("Nomination Committee") to be responsible for screening the nomination of directors and determining remuneration for directors and sub-committees. The Nomination Committee is responsible for nominating suitable persons to replace directors who have completed their terms. The Nomination Committee applies using the appropriate number of structures and the composition of the Board of Directors, including the appropriateness of size, types, and complexity of businesses in recruiting and nominating the right person. The nominated person must possess sound knowledge, experience and expertise qualified to be a director, an independent director of the Company and sub-committee. The Nomination Committee also considers the remuneration for directors and sub-committees of the company by benchmarking from the same industry and the average remuneration based on the similar business size. In addition, the Nomination Committee considers business expansion and profit growth of the company for consideration to propose the opinions to the Board of Directors for further approval at the shareholders' meeting.

In the year 2024, the Company provides opportunities for minority shareholders to nominate a person to be a director by nominating through the Board of Directors before the Annual General Meeting of Shareholders from November 1, 2023, to December 31, 2023, with the information for consideration of the qualifications and the consent of the nominee. The result showed that no shareholder nominated a person to be a director of the company.

Profiles of persons nominated for directorship in replacement of those retiring by rotation.

(For consideration in Agenda 6: To consider and approve the appointment of directors to replace those retiring by rotation)



Name : Mr. Thanachai Santichaikul

Age : 69 Years

Education : - Master of Business Administration, Thammasat University
- Bachelor of Accountancy, Chulalongkorn University
- Advanced Diploma in Auditing of Faculty of Commerce and Accountancy, Chulalongkorn University

Address : No. 46 Phatthanakan 65 Road, Intersection 1, Prawet Subdistrict, Prawet District, Bangkok 10250

Type of director proposed for election : Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee

Present position : Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee

Date of appointment as Director : October 31 , 2018

Director training programs : **Thai Institute of Directors Association (Thai-IOD)**
- Director Certification Program (DCP) Class 18/2002
- Director Certification Program (DCP) Class 1/2005
- Successful Formulation & Execution of Strategy (SFE) Class 3/2009
- Director Refreshment Training Program (RFP) Class 7/2022

No. of Shares Held as at March 14, 2024 : -None-

Position held in other listed companies (4 Company)

July 1 , 2022 - present : Assistant Chief Executive Officer
News Network Corporation Plc.

Nov 16 , 2021 - present : Independent Director and Chairman of the Board of Directors
Eternal Energy Plc.

July 1 , 2022 - present : Director and Member of the Executive Committee
Salee Printing Plc.

2013 - Present : Independent Director and Member of the Audit Committee
Eastern Polymer Group Plc.

Position held in other non- listed companies (9 Places)

- Aug 8, 2022 - present : Director and Member of the Executive Committee
Liberator Securities Company Limited
- Aug 2018 - Present : Independent Director and Chairman of the Board of Directors
AIM Real Estate Management Co., Ltd
- 2016 - Present : Independent Director and Chairman of the Board of Directors
AIM Reit Management Co., Ltd.
- 2016 - Present : Member of the Audit Committee and Chairman of the Board of Directors
Siam Syndicate Technology Co., Ltd.
- 2012 - present : Member of the Executive Committee
Chulalongkorn University Book Center
- 2012 - present : Advisor
Federation of Thai Industries Printing and Paper Packaging Industry Group
- 2012 - present : Advisor
Faculty of Commerce and Accountancy Alumni Association of Chulalongkorn University
- 2012 - present : Advisor
V I V Interchem Co., Ltd. (Chemical distribution company)
- 2007 - present : Advisor
Publishers and Booksellers Association of Thailand

Position held in a competing business / related business that may cause conflict of interest.

: - None -

Special interest in the agenda.

: - None -

Relationship Characteristics:

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	- None -
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	- None -
2. Being a professional service provider(such as Auditor or Legal Consultant)	- None -
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	- None -

Information holding the post of the Company's Director and Meeting Attendance in 2023

Holding the post of the Company's Director As of December 31,2023	The Meeting Attendance in 2023			
	The Board of Directors Meeting	The Audit Committee Meeting	The Nomination and Remuneration Committee	The Annual General Meeting of Shareholders
5 year 2 months (Appointed as a director since October 31, 2018) and hold the position of independent director for not more than 9 years	6/6	5/5	1/1	1/1

Profiles of persons nominated for directorship in replacement of those retiring by rotation.

(For consideration in Agenda 6: To consider and approve the appointment of directors to replace those retiring by rotation)



Name : Mr. Ka Ming Jacky Lam
Age : 64 Years
Education : The SKH Kai Hau Secondary School in Hong Kong
Address : No. 6-6/429, Room 132, 13th Floor, Royal Place 2,
Soi Mahatlekluang 2, Ratchadamri Road, Lumpini,
Pathumwan, Bangkok 10330

Type of director proposed for election : Director , Member of the Nomination and Remuneration Committee

Present position : Director , Member of the Nomination and Remuneration Committee

Date of appointment as Director : October 31, 2018

Director training programs : -None-

No. of Shares Held as at March 14, 2024 : -None-

Position held in other listed companies

: -None-

Position held in other non- listed companies (3 Places)

Present : The owner and managing director of a sport and travelling business specializing in arranging conference and golf activities in Thailand.

Present : Provides clients from China and Hong Kong with in-depth advices on conference and events and venues in Thailand.

Present : His family also owns a travelling business in Hong Kong coordinating all business in China and Hong Kong

Position held in a competing business / related business that may cause conflict of interest.

: - None -

Special interest in the agenda.

: - None –

Relationship Characteristics:

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	- None -
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	- None -
2. Being a professional service provider(such as Auditor or Legal Consultant)	- None -
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	- None -

Information holding the post of the Company's Director and Meeting Attendance in 2023

Holding the post of the Company's Director As of December 31,2023	The Meeting Attendance in 2023		
	The Board of Directors Meeting	The Nomination and Remuneration Committee	The Annual General Meeting of Shareholders
5 year 2 months (Appointed as a director since October 31, 2018)	6/6	1/1	1/1

Profiles of persons nominated for directorship in replacement of those retiring by rotation.

(For consideration in Agenda 6: To consider and approve the appointment of directors to replace those retiring by rotation)



Name : Mr. Jessada Buranapansri

Age : 47 Years

Education : - Master of Financial Management
University Of Colorado at Boulder, USA

- Bachelor of Business Administration Finance Major
Assumption University (ABAC)

Address : 19/30 Soi Vibhavadi Rangsit 17, Chatuchak Subdistrict,
Chatuchak District, Bangkok 10900

Type of director proposed for election : Director , Member of the Corporate Governance and Sustainability Committee

Present position : Director , Member of the Corporate Governance and Sustainability Committee

Date of appointment as Director : August 19, 2020

Director training programs : **Thai Institute of Directors Association (Thai-IOD)**
- Director Accreditation Program (DAP) Class 191/2022
- Financial Statements for Directors (FSD) Class 51/2024

No. of Shares Held as at March 14, 2024 : -None-

Position held in other listed companies (1 Company)

Present : Investment advisor (Private Wealth)
Asia Plus Securities Group Holdings Plc.

Position held in other non- listed companies

: -None-

Position held in a competing business / related business that may cause conflict of interest.

: - None -

Special interest in the agenda.

: - None –

Relationship Characteristics:

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	- None -
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	- None -
2. Being a professional service provider(such as Auditor or Legal Consultant)	- None -
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	- None -

Information holding the post of the Company's Director and Meeting Attendance in 2023

Holding the post of the Company's Director As of December 31,2023	The Meeting Attendance in 2023		
	The Board of Directors Meeting	The Corporate Governance and Sustainability Committee	The Annual General Meeting of Shareholders
3 year 4 months (Appointed as a director since August 19, 2020)	4/6	1/1	1/1

Brief profiles of the persons being nominated as auditor for the year 2024

2023	2024 (Proposed Year)
EY Office Limited	EY Office Limited
1. Mr. Pomanan Kitjanawanchai CPA Registration No. 7792 2. Mr. Kittiphan Kiatsompop CPA Registration No. 8050 3. Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813 Mr. Pomanan Kitjanawanchai the certified public accountant who affixed her signature to certify the Company's financial statement for first years Remuneration for the auditors of the Company and its subsidiaries, totaling 10 companies in the amount of 5,700,000 Baht (the audit fee for the company is 2,850,000 baht) As for other service charges, the Company and its subsidiary entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year	1. Mr. Pomanan Kitjanawanchai CPA Registration No. 7792 2. Mr. Kittiphan Kiatsompop CPA Registration No. 8050 3. Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813 Mr. Pomanan Kitjanawanchai the certified public accountant who affixed her signature to certify the Company's financial statement for second years Remuneration for the auditors of the Company and its subsidiaries, totaling 10 companies in the amount of 5,700,000 Baht (the audit fee for the company is 2,850,000 baht) As for other service charges, the Company and its subsidiary entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Profile and Work Experience of Auditors

Mr.Pornanan Kitjanawanchai

Partner

(Audit Department)

EY Office Limited

Certified Public Accountant No.7792



Profiles and Work Experience

Working Period	: 1999 - present
Professional Qualification	: Certified Public Accountant (Thailand) and Auditor approved by the office of The Securities and Exchange Commission of Thailand
Academic Qualification	: Master's degree in Economic, National Institute of Development Administration Bachelor's degree in Accounting, Chulalongkorn University
Professional Experience	: More than 23 years of audit working experience with EY serving clients in a wide range of industries including listed companies and other limited companies both domestic and oversea. He has great expertise in the business of mass transit system, manufacturing, service, and real estate development. Moreover, he also has experience in providing consultancy services in respect of merger and acquisition exercises.
Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently	: - None -
Contact Details	: EY Office Limited 33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone : 0 2264 9090 ext. 77092 Facsimile : 0 2264 0789 E-mail : pornanan.kitjanawanchai@th.ey.com

**Articles of Association of the Company, Chapter 6 on shareholders' meeting
Nation Group (Thailand) Public Company Limited**

(29.) The Board of Directors shall call for an annual ordinary meeting of shareholders within 4 months from the end of the accounting period of the Company Shareholder's meeting other than this shall be called extraordinary meetings.

The Board of Directors may call for an extraordinary meeting of shareholders at any time as it may deem appropriate. A shareholder or shareholders, holding the total shares of not less than 10 percent of the total number of sold shares, may subscribe their names in a letter requesting for the Board of Directors to call for an extraordinary meeting of shareholders at any time, but the matter and the reason of the calling for the meeting must be clearly specified in the letter. In such case, the Board of Directors must hold the meeting, as requested by the shareholder(s), within 45 days from the date of receiving the letter from the shareholder(s).

In the event that the Board of Directors does not hold the meeting within the specified period in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in the second paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and the Company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 33. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company.

(30.) Annual general meeting of the shareholders meeting shall engage in the following acts:

- (1) Acknowledge the Board of Directors' report concerning the Company's activities in the past year.
- (2) Approve the financial statement and the balance sheet.
- (3) Approve the allocation of profit.
- (4) Select the directors whose term limits expire.
- (5) Appoint the auditor and determine the Company's auditing fee.
- (6) Others.

(31.) To call a meeting of the shareholders, the Board of Directors shall issue an invitation letter with stipulated venue, date, time, agenda items and materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors' opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

(32.) Shareholders may authorize the other parties to attend the meeting and vote in the shareholders' meeting on their behalf by making a written statement in accordance with the requirements by the applicable laws. The authorized persons shall submit the letter to the chairman of the meeting or the person authorized by the chairman at the venue of the meeting before the authorized persons attend the meeting.

(33.) In the shareholders' meeting, at least 25 majority shareholders, or their authorized persons, or no less than half of the total shareholders, with shares collectively accounting for at least one-third of the paid-up shares, shall make the quorum.

In case where the number of shareholders who show up one hour after the appointed time do not make the quorum and such meeting is called according to the request by the shareholders, such meeting will be suspended. In case where such meeting is not requested by the shareholders, the meeting will be rescheduled. And the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

(34.) Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.

(35.) Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the applicable laws and the requirements in the Company's Articles of Association and the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items.

(36.) Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders' meeting shall be based on the majority votes of the shareholders who are present at the meeting. One share represents one vote. If the meeting decides that any shareholder has any interests in any matter, such shareholder shall not be entitled to cast his/her vote on such matter. However, if the election of the directors ends up with equal votes, the chairman of the meeting shall exercise additional one vote as the final ruling.

**Explanation on Meeting Attendance Registration, Proxy Appointment, and Submission of Questions
in Advance, and Guidelines for Attending of Electronic Meeting by Inventech Connect**

Meeting Attendance Registration and Proxy Appointment

1. Shareholders and proxies who wish to attend the e-meeting

1.1 In case of shareholders attending the meeting in person:

- In case of Thai individual shareholders, an identification card or civil servant identification card must be presented.
- In case of foreign individual shareholders, a passport or document used in lieu of a passport must be presented.
- In case of change of first name or surname, evidence of such change must be presented.

For further information, please see the Guidelines for Attending of Electronic Meeting by Inventech Connect as attached herewith

1.2 In case of proxy appointment:

- The shareholder appointing a proxy may grant the rights attached to all, but not a part, of the shares held to the proxy (except in case of custodians).
- The proxy shall submit only one proxy form that has been duly completed and signed (any material amendment, crossing out or erasure must be accompanied by the grantor's signature) and all of the required supporting documents to the Company by email to corporate_secretary@nationgroup.com and submit the originals via post to the following address within April 17, 2024:

Company Secretary's Office

Nation Group (Thailand) Public Company Limited

No. 1854, 9th Floor, Debaratana Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

In addition, the Company will provide THB 20 stamp duty to accommodate any shareholder who has not affixed the same on the proxy form.

- Supporting **documents of the proxy**: A copy of the identification card or civil servant identification card certified as true copy by the proxy must be provided.
- Supporting **documents of the grantor**:
 - In case of Thai individual shareholders, a copy of the identification card or civil servant identification card certified as true copy by the grantor must be provided.
 - In case of juristic person shareholders:
 - in case of Thai juristic persons, a copy of the affidavit issued not more than six months by the Department of Business Development, the Ministry of Commerce, certified as true copy by the authorized representative(s) of such juristic person, and a copy of the identification card of the authorized representative(s) certified as true copy by the authorized representative(s) must be provided.

- In case of foreign juristic persons, a copy of the affidavit issued not more than six months by the relevant authority in the country where the juristic person is established, certified as true copy by the authorized representative(s), and a copy of the passport of the authorized representative(s) certified as true copy by the authorized representative(s) must be provided. If the certification of the documents were made in a foreign country, further certification of the signatures by a notary public or an office or a person authorized to certify signatures as generally accepted is also required.
- If using a fingerprint in lieu of a signature, a fingerprint of the left thumb must be affixed together with the wordings “fingerprint of the left thumb of” accompanied by the signatures of two witnesses attesting to the genuineness of such fingerprint. A copy of the identification card or civil servant identification card certified as true copy by the witnesses must also be provided.

1.3 In case of a deceased shareholder, the executor of the estate of the deceased may attend the meeting in person or appoint a proxy. A copy of the court’s order appointing the executor certified as true copy by the executor must be provided.

1.4 In case of a minor shareholder, the father, mother or legal guardian of the shareholder may attend the meeting in person or appoint a proxy. A copy of the household registration or birth certificate or any other identification document of the minor shareholder certified as true copy by the father, mother or legal guardian of the shareholder must be provided.

1.5 In case of an incompetent or quasi-incompetent shareholder, the guardian or custodian of the shareholder may attend the meeting in person or appoint a proxy. A copy of the court’s order appointing the guardian or custodian certified as true copy by the guardian or custodian must be provided.

2. Shareholders who do not wish to attend the e-meeting

For shareholders who are unable to attend the e-meeting by themselves, the Company recommends that they appoint an Independent Director (per Enclosure 9) as their proxy to attend the meeting on their behalf by using only one of the Proxy Forms A, B and C (per Enclosure 11).

Submission of Questions in Advance

Shareholders may submit questions relating to each agenda item in advance by submitting the Question Form for Shareholders’ Meeting (per Enclosure 12), by email to corporate_secretary@nationgroup.com within April 17, 2024. The Company will compile the questions for each agenda items to be recorded in the minutes of the meeting after the meeting is adjourned.

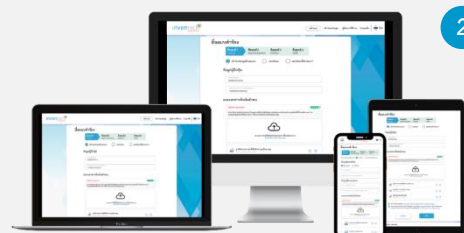
Shareholders or proxies who attend the meeting can also ask questions during the meeting.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://pro.inventech.co.th/NATION153895R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from April 10, 2024 at 8:30 a.m. and shall be closed on April 19, 2024 Until the end of the meeting.

3. The electronic conference system will be available on April 19, 2024 at 12:00 hrs. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 17, 2024 at 5.00 p.m.

Company Name Nation Group (Thailand) Public Company Limited

Department Company Secretary

Address 1854 9th, 10th, 11st Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

If you have any problems with the software, please contact Inventech Call Center



02-931-9143



@inventechconnect

The system available during 10 – 19 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



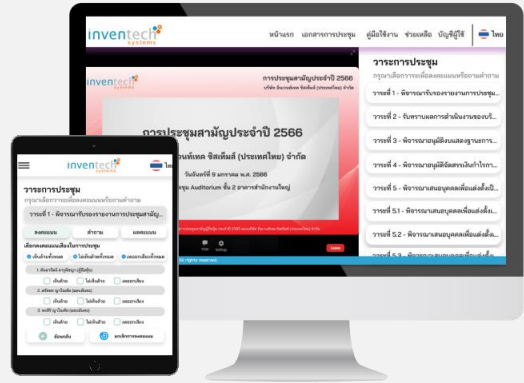
Report a problem

@inventechconnect

Step voting process (e-Voting)

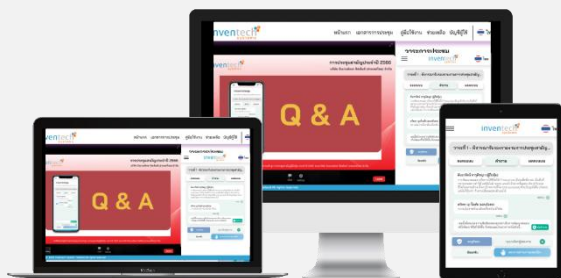
Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel” latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open microphone and camera

How to use Inventech Connect



User Manual e-Request



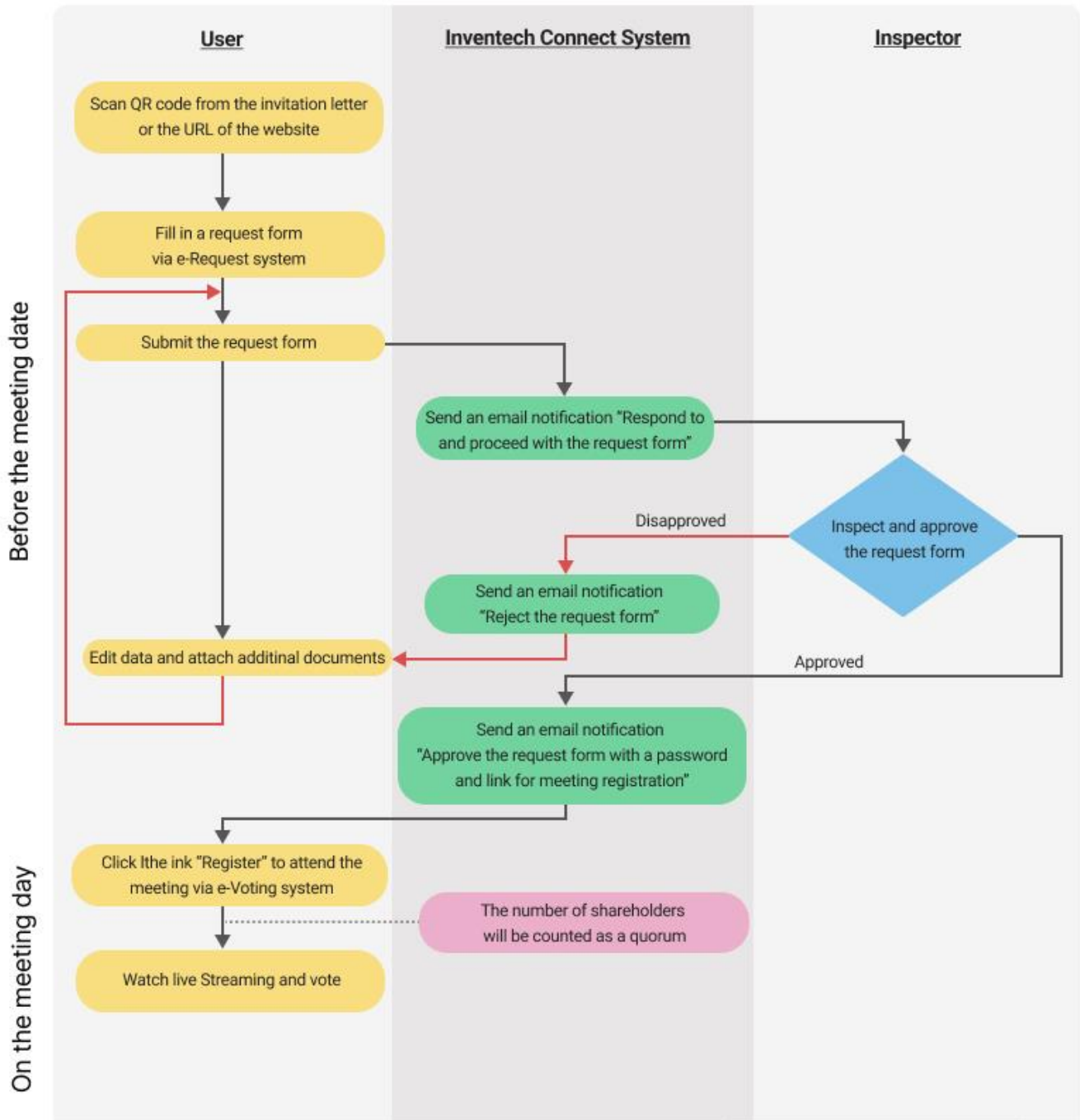
User Manual e-Voting

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account, he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.

System Usage Conditions

Brief Profiles of the Independent Director who is appointed as Proxy



Name : Mr. Apivut Thongkam

Position : Independent Director and Chairman of The Audit Committee

Age : 61 Years

Education : - Master of Laws, American University, USA B.E. 1990
- Master of Comparative Law, Howard University, USA B.E. 1991
- Thai Bar Association B.E. 1987
- Bachelor of Laws, Ramkhamhaeng University B.E. 1985

Address : 27 Soi Inthamara 37, Junction 2, Din Daeng Subdistrict,
Din Daeng District, Bangkok 10400

Appointed as a director : January 3, 2018

Director training programs : **Thai Institute of Directors Association (Thai-IOD)**
- Director Certification Program Course (DCP) Class 89/2007
- Chartered Director Class Course (CDC) Class 3/2008

No. of Shares Held as at March 14, 2024 : 1,000 Share

Position held in other listed companies (3 Company)

Feb 27, 2023 - Present : Chairman of the Audit Committee and Independent Director
Light Up Total Solution Plc.

Oct 28, 2022 - Present : Chairman of the Board of Directors
Index Creative Village Plc.

Oct 29, 2021 - Present : Vice Chairman of the Board of Directors and Director
Aqua Corporation Plc.

Position held in other non- listed companies (1 Company)

Nov 6, 2020 - Present : Director
Thai Consumer Distribution Center Co., Ltd.

Position held in a competing business / related business that may cause conflict of interest.

: - None -

Special interest in the agenda.

: - None -

Relationship Characteristics:

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	- None -
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	- None -
2. Being a professional service provider(such as Auditor or Legal Consultant)	- None -
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	- None -

Information holding the post of the Company's Director and Meeting Attendance in 2023

Holding the post of the Company's Director As of December 31,2023	The Meeting Attendance in 2023		
	The Board of Directors Meeting	The Audit Committee Meeting	The Annual General Meeting of Shareholders
5 year 11 months (Appointed as a director since January 3, 2018)	5/6	5/5	1/1



หนังสือเชิญประชุม
Notice of Meeting
บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
NATION GROUP (THAILAND) PUBLIC COMPANY LIMITED

Enclosure 10

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 25 มีนาคม 2567
Date

สัญชาติ
Nationality

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้นสามัญ
Ordinary share

หุ้นบริวารสิทธิ
Preferred share

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

หุ้น/หน่วย
shares/units

หุ้น/หน่วย
shares/units

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=240419>

วันที่ประชุม : วันศุกร์ที่ 19 เมษายน 2567 เวลา 14:00 น.
Meeting Date : Friday, April 19, 2024 at 14:00 hrs.

สถานที่ประชุม : ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เพียงช่องทางเดียว
Meeting Venue : through an electronic meeting (E-EGM)

ข้าพเจ้า.....เป็น[]ผู้ถือหลักทรัพย์ []หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
of NATION GROUP (THAILAND) PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม
Sign Meeting Attendee
(.....)

เพื่อความสะดวกในการลงทะเบียนผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารชุดนี้มาด้วย บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียน
กรณีที่เอกสารหรือหลักฐานไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข
ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่เสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR
Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=240419> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์
เว็บไซต์: www.nationgroup.com / โทร 023833333 ต่อ 3289-91 / email : corporate_secretary@nationgroup.com
สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999
For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The
Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.
The details of Meeting document is available online by scanning QR Code on this form or at URL
<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=240419>
You can also contact the issuer for the annual report
Website : www.nationgroup.com /Tel. +66 23833333 Ext. 3289-91 / email : corporate_secretary@nationgroup.com
For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999

หนังสือมอบฉันทะ แบบ ก
Proxy Form A

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

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

อยู่บ้านเลขที่ ถนน ตำบล / แขวง.....
Residing at Road Tambol / Khwaeng
อำเภอ / เขต จังหวัด รหัสไปรษณีย์.....
Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)

Being a shareholder of **Nation Group (Thailand) Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding the total amount of shares and having the right to vote equal to votes as follows:
หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary share shares and having the right to vote equal to votes
หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (The shareholder may appoint an independent director of the company as a proxy as detailed in Enclosure 9.)

(1) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด..... รหัสไปรษณีย์ หรือ
Province Postal Code or

(2) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด..... รหัสไปรษณีย์
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

as my/our proxy where only one of them may attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders of Nation Group (Thailand) Public Company Limited on Friday, April 19, 2024 at 2.00 P.M., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Grantor
(.....)

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 8

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Enclosure 8.

หนังสือมอบฉันทะ แบบ ข
Proxy Form B

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

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ nationality
อยู่บ้านเลขที่ _____
Address _____

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
being a shareholder of **Nation Group (Thailand) Public Company Limited**

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

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)
Hereby appoint (The shareholder may appoint an independent director of the company as a proxy as detailed in **Enclosure 9.**)

☐ 1. ชื่อ _____ นายอภิวัฒน์ ทองคำ _____ อายุ 61 ปี อยู่บ้านเลขที่ 27 ซอยอินทามระ 37 แยก 2
Name Mr. Apivut Thongkam , Independent Director and Chairman of the Audit Committee. Age 61 years, residing at 27 Soi
Inthamara 37, Junction 2,
ถนน _____ ตำบล/แขวง _____ ดินแดง _____ อำเภอ/เขต _____ ดินแดง _____
Road _____ Tambol/Khwaeng _____ Din Daeng _____ Amphur/Khet _____ Din Daeng
จังหวัด _____ กรุงเทพมหานคร _____ รหัสไปรษณีย์ _____ 10400 _____ หรือ _____
Province Bangkok _____ Postal Code 10400 _____ or _____

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years , residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท
หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy where only one of them may attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday,
April 19, 2024 at 14.00 P.M., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office
or such other date, time and place if the meeting is adjourned.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ -

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 รับทราบเรื่องที่ประธานฯ แจ้งเพื่อทราบ

Agenda 1 To acknowledge the Chairman's notifications

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 12 เมษายน 2566

Agenda 2 To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders held on April 12, 2023.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 รับทราบรายงานผลการดำเนินงานของบริษัท สำหรับปี 2566

Agenda 3 To acknowledge the operating results of the Company for the year 2023.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 4 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2023.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2566

Agenda 5 To consider and approve the omission of the allocation of net profit as legal reserve and the omission of the dividend payment from the operational results for the year 2023.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Agenda 6 To consider and approve the re-election of directors to replace those retiring by rotation

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสียง
Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual certain directors as follows:

6.1 ชื่อกรรมการ : นายธนะชัย สันติชัยกุล

Name of Director : Mr. Thanachai Santichaikul

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

6.2 ชื่อกรรมการ : นายคา หึง แจ็คกี้ แลม

Name of Director : Mr. Ka Ming Jacky Lam

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

6.3 ชื่อกรรมการ : นายเจษฎา บุรณพันธุ์ศรี

Name of Director : Mr. Jessada Buranapansri

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการของบริษัท และคณะกรรมการชด้อย่อย ประจำปี 2567
Agenda 7 To consider and approve the determination of the remuneration of the Company's directors and sub-committees for 2024

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2567
Agenda 8 To consider and approve the appointment of the auditors and the determination remuneration of the auditors fee for 2024

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับข้อ 51 ของบริษัท
Agenda 9 To consider and approve the amendment to Article 51 of the Company's article of association.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 10 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. วัตถุประสงค์ของ
 บริษัท เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Agenda 10 To consider and approve the amendment of the Company's objectives and the amendment of Clause 3 of the Memorandum of Association – Objectives to align with the amendment of the Company's objectives.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 11 พิจารณานุมัติการออกและเสนอขายหุ้นกู้ในวงเงินไม่เกิน 300 ล้านบาท
Agenda 11 To consider and approve the issuance and offering of debentures of up to 300 million baht.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 12 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 12 To consider other business (if any)

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและ
 ไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is
 not made on my/our behalf as the shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือ
 ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมี
 สิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that
 the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any
 amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as the proxy may see fit in
 all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ.....ผู้มอบฉันทะ
(.....)
Signed Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)
Signed Proxy

หมายเหตุ:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มั่ววาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
4. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 8

Remarks:

1. A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
2. In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form B as enclosed.
4. Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Enclosure 8.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท ใน วันที่ 19 เมษายน 2567 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the 2024 Annual General Meeting to be held as an e-meeting on **April 19, 2024 at 14.00 p.m.** channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

วาระที่ Agenda item	เรื่อง Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ Agenda item	เรื่อง Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่ Agenda item	เรื่อง Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

หนังสือมอบฉันทะ แบบ ค Proxy Form C

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____
I/We _____ Nationality _____ Address _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of _____

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
Being a shareholder of **Nation Group (Thailand) Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)

Hereby appoint (The shareholder may appoint an independent director of the company as a proxy as detailed in **Enclosure 9**.)

☐ 1. ชื่อ นายอภิวุฒิ ทองคำ อายุ 61 ปี อยู่บ้านเลขที่ 27 ซอยอินทามระ 37 แยก 2
Name Mr. Apivut Thongkam , Independent Director and Chairman of the Audit Committee. Age 61 years, residing at 27 Soi
Inthamara 37, Junction 2,
ถนน _____ ตำบล/แขวง _____ ดินแดง _____ อำเภอ/เขต _____ ดินแดง _____
Road _____ Tambol/Khwaeng _____ Din Daeng _____ Amphur/Khet _____ Din Daeng _____
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
Province Bangkok Postal Code 10400 or _____

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years , residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy where only one of them may attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Friday, April 19, 2024 at 14.00 P.M., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี

I/We authorize the proxy to attend the meeting and vote as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant my/our proxy the rights to vote in accordance with the total number of shares held and entitled to vote.

☐ มอบฉันทะบางส่วน คือ

Grant my/our proxy the rights to vote partially as follows:

☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share: Shares and having the rights to vote equal to votes.

☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share: Shares and having the rights to vote equal to votes.

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Totaling _____ votes.

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี

I/We authorize the proxy to attend the meeting and vote as follows:

วาระที่ 1 รับทราบเรื่องที่ประธานฯ แจ้งเพื่อทราบ

Agenda 1 To acknowledge the Chairman's notifications

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 12 เมษายน 2566

Agenda 2 To consider and adopt the minutes of the 2023 Annual General Meeting of Shareholders held on April 12, 2023.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2566

Agenda 3 To acknowledge the operating results of the Company for the year 2023.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 4 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2023.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณามอบเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2566

Agenda 5 To consider and approve the omission of the allocation of net profit as legal reserve and the omission of the dividend payment from the operational results for the year 2023

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณามอบมติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

Agenda 6 To consider and approve the re-election of directors to replace those retiring by rotation

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสียง
Approve the election of the entire Board of Directors, votes

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual certain directors as follows:

6.1 ชื่อกรรมการ : นายธนะชัย สันติชัยกุล

6.1 Name of Director : Mr. Thanachai Santichaikul

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

6.2 ชื่อกรรมการ : นายคา หมิง แจ็คกี้ แลม

6.2 Name of Director : Mr. Ka Ming Jacky Lam

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

6.3 ชื่อกรรมการ : นายเจษฎา บุณพันธ์ศรี

6.3 Name of Director : Mr. Jessada Buranapansri

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการของบริษัท และคณะกรรมการชุดย่อย ประจำปี 2567

Agenda 7 To consider and approve the determination of the remuneration of the Company's directors and sub-committees for 2024

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2567

Agenda 8 To consider and approve the appointment of the auditors and the determination remuneration of the auditors fee for 2024

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับข้อ 51 ของบริษัท

Agenda 9 To consider and approve the amendment to Article 51 of the Company's Articles of Association

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 10 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. วัตถุประสงค์ของบริษัท เพื่อให้สอดคล้องกับการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

Agenda 10 To consider and approve the amendment of the Company's objectives and the amendment of Clause 3 of the Memorandum of Association – Objectives to align with the amendment of the Company's objectives.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 11 พิจารณานุมัติการออกและเสนอขายหุ้นในวงเงินไม่เกิน 300 ล้านบาท

Agenda 11 To consider and approve the issuance and offering of debentures of up to 300 million baht.

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

Agenda 12 To consider other business (if any)

- The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ จงดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและ ไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as the proxy may see fit in all respects.

กิจกรรมใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ.....ผู้มอบอำนาจ
(.....)
Signed Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)
Signed Proxv

1. หนังสือมอบฉันทะแบบ ค นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is used only by any shareholder whose name is recorded in the shareholder register as a foreign investor who has appointed a custodian in Thailand as trustee of the shareholder's shares.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The following evidence must be enclosed to the proxy form:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A power-of-attorney granted by the shareholder to the custodian authorizing the custodian to sign the proxy form on the shareholder's behalf.
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter confirming that the authorized signatory of the proxy form is licensed to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประกอบแบบหนังสือมอบฉันทะแบบ ค ตามแนบ
In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form C as enclosed.
6. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 8
Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Enclosure 8.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท ในวันที่ 19 เมษายน 2567 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the 2024 Annual General Meeting to be held as an e-meeting on **April 19, 2024 at 14.00 p.m.** channel only broadcasting live from the meeting room of the company's office or such other date, time and place if the meeting is adjourned.

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u>
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2567
ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

(Questions from shareholders for the 2024 Annual General Meeting of Shareholders via electronic meeting (E-AGM))

- ข้าพเจ้า (นาย/นาง/นางสาว/อื่นๆ) (โปรดระบุชื่อ-นามสกุล) / I, (Mr./Mrs./Miss/Other) (please specify name-surname)

.....

- กรุณาทำเครื่องหมาย ✓ ในช่อง () / Please indicate with ✓ in the blank ()

() ผู้ถือหุ้น / a shareholder

() ผู้รับมอบฉันทะจากผู้ถือหุ้นชื่อ

a proxy granted by shareholder, namely

มีคำถามเกี่ยวกับวาระต่างๆ ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ดังนี้

I wish to submit question(s) of agenda for the 2024 Annual General Meeting of Shareholders as follows:

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หมายเหตุ เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งกลับมายังบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ภายในวันที่ 17 เมษายน 2567 หรือ ส่งมาที่ email: corporate_secretary@nationgroup.com

Remark : Please send the completed form to Nation Group (Thailand) Public Company Limited within April 17, 2024. Email: corporate_secretary@nationgroup.com

Privacy Policy for the Shareholders' Meeting of Nation Group (Thailand) Public Company Limited

This Privacy Policy ("Privacy Policy") describes how Nation Group (Thailand) Public Company Limited (the "Company") collects, uses and/or discloses your personal data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company's meeting of the Shareholders/securities holders.

1. Personal data collected by the Company

The Company may collect your following personal data from you directly:

- 1) **Personal Data** such as name, last name, genre, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares/securities holding (such as corporate holder, number of share/securities held, share/securities number, category, shareholding proportion), details on proxy (name, address of the proxy, name of the Company's independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.) and/or dividend amount.
- 2) **Contact Information** such as address, phone number, mobile phone number and/or e-mail
- 3) **Financial Information** such as information regarding bank account (such as account name, account number, name of the bank, swift code, account location) and/or information on the relevant contracts such as Share Purchase Agreement
- 4) **Sensitive Information** such as health information (for the purpose of screening and control of communicable or epidemic disease)

The Company will not collect, use and/or disclose sensitive personal data unless the Company has obtained an explicit consent from you or it is legally permissible to do so.

2. Purposes and legal ground which the Company relies on for the collection, use and/or disclosure of your personal data

Apart from obtaining your consent in the case that it is legally required, to collect, use and/or disclose your personal data for the following purposes, the Company may rely on or hold to (1) contractual basis - for entering into an agreement or executing an agreement with you or performing contractual obligations to you; (2) legal obligation basis - for the legal compliance of the Company; (3) basis of lawful benefit of the Company and third parties; (4) basis of protecting or preventing harm against the life, body, or health of a person; and/or (5) public interest basis - for the performance of duty in carrying out a task for the public interest of or the performance of duty in exercising the state's power or other legal grounds as permissible under the law on personal data protection (as the case may be):

- 1) Identity check and verification and proceeding as you requested
- 2) Holding the meeting of shareholders/securities holders and proceeding regarding voting and vote counting at the meeting of shareholders/securities holders
- 3) Preparing the register book of shareholders/securities holders or preparing title documents for holding or transferring, issuing of new share/securities certificate and/or splitting share/securities certificates for the sale and purchase and/or exchange of share/securities
- 4) Dividend payment to the shareholders/securities holders
- 5) Security and maintaining security for the Company's business
- 6) Compliance with rules, regulation and articles of association of the Company, including laws and/or legitimate orders of the courts, regulatory authorities, government agencies, and/or state organizations
- 7) Exercising of rights or protecting the legitimate interest of the Company as necessary, such as auditing and protecting fraud, crime or non-compliance with laws
- 8) Public interest for protecting third parties who are in the premises or places under the Company's supervision
- 9) Protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be)

If you cannot provide the personal data as requested by the Company, the Company may not authorize your participation in the meetings held by the Company.

3. Disclosure or transfer of your personal data to third parties

The Company may disclose your personal data to Nation Group (Thailand) Public Company Limited, the Company's business partners, securities depository, service providers (such as the company providing services on registration system and vote counting), consultants, law enforcing agencies, courts, state officials, state agencies, and regulatory authorities.

4. Transfer of your personal data to foreign countries

The Company may disclose or transfer your personal data to foreign countries with a personal data protection standard that is higher or lower than that of Thailand. The Company shall proceed per the procedures required by the law.

5. Period of Retention of Personal Data

The Company retains your personal data for as long as it is necessary to fulfil the purposes for which the Company collected it. The Company may retain your personal data longer if it is necessary for the Company's compliance with applicable laws.

6. Your rights as a data subject

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to and obtain a copy of your personal data, to request the Company to disclose the acquisition of your personal data without your consent, to transfer, amend, erase, destroy, and anonymize your personal data, including to object and suspend the collection, use and/or disclosure of your personal data in certain cases. The Company may withdraw your consent in the case that the Company is relying on such consent.

7. Safety measure

The Company has prepared adequate personal data protection safety measure which includes administrative safety measure, technical safety measure and physical safety measure in relation to the access or control of the access to personal data to maintain the confidentiality, accuracy, and completeness, and readiness for the use of personal data for the purpose of avoidance of loss, access, use, change, amendment or disclosure of personal data without uthority or improperly.

8. Company contact information

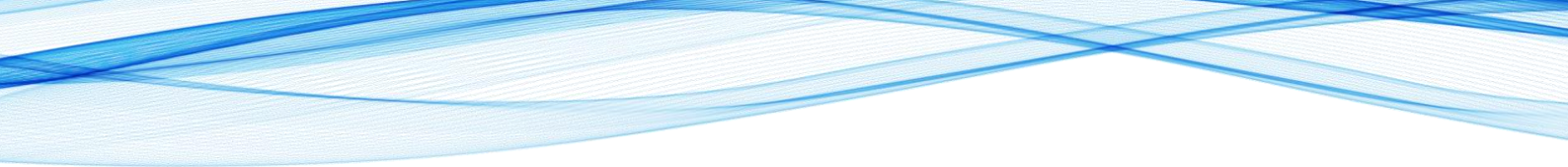
Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please kindly contact the Company at

Nation Group (Thailand) Public Company Limited

No. 1854 9th, 10th, 11th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

Tel.: 02-338-3289-91

E-mail address : corporate_secretary@nationgroup.com



Nation Group (Thailand) Public Company Limited

**1854 9th, 10th, 11th Floor, Debaratna Road, Bangna-Tai Sub-District,
Bangna District, Bangkok 10260 , Tel : 02-338-3333**

