



Invitation to the 2025 Annual General Meeting of Shareholders

Nation Group (Thailand) Public Company Limited

Friday, April 29 2025, 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 21, 2025, at 8.30 a.m. to April 29, 2025 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 27, 2025 as follows;

Company Secretary

Nation Group (Thailand) Public Company Limited

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

Bangna District, Bangkok 10260

- **Guidelines to attend the 2025 Annual General Meeting of Shareholders**

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

-Translation-

March 31, 2025

Subject : Invitation to the 2025 Annual General Meeting of Shareholders

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

- Enclosures :
1. Copy of the Minutes of the 2024 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 2025 (**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 2024 (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 2025 Annual General Meeting of Shareholders to be held as an e-meeting
 13. Privacy Policy for the 2025 Annual General Meeting of Shareholders

The Board of Directors' Meeting No. 2/2025 of Nation Group (Thailand) Public Company Limited (the "**Company**") held on February 27, 2025, resolved to call the 2025 Annual General Meeting of Shareholders to be held on **April 29 2025, 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 2024 Annual General Meeting of Shareholders held on April 19, 2024.

Facts and Reasons: The Company has prepared the minutes of the 2024 Annual General Meeting of Shareholders held on April 19, 2024, 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 2025 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 acknowledge the operating results of the Company for the year 2024.

Facts and Reasons: The Company has summarized the operating results and significant changes in 2024 in the Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report), the details of which are as shown in the Annual Registration Statement and Annual Report 2024 (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 2024 to the 2025 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, 2024.

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, 2024, 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 2024 (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, 2024, 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 2025 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 for the year 2024.

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 2024, the Company had a net loss of 845 million Baht according to the consolidated financial statements and 1,040 million Baht according to the separate financial statements. Furthermore, the Company had a retained loss of 4,093 million Baht according to the consolidated financial statements and 4,092 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 2024.

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 2024 due to the Company's retained loss to the 2025 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, where two directors retiring by rotation at the 2025 Annual General Meeting of Shareholders are as follows:

- | | | |
|--------------------------------|----------|--|
| 1. Mr.Somchai Meesen | Position | Vice Chairman of the Board of Director (2nd),
Member of the Nomination and Remuneration
Committee, Member of the Corporate Governance
and Sustainability Committee, Advisor to the
Executive Board |
| 2. Mr. Chaiyasit Puvapiromquan | Position | Independent Director and Member of the Audit
Committee ,Chairman 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 two directors retiring by rotation at the 2025 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 can provided their opinions independently in accordance with the relevant guidelines and no independent director has held the position of independent director of the company for more than nine years. 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 2025 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, 2024, to December 31, 2024; 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 two directors retiring by rotation to hold office on the Board of Directors and the sub-committees for another term to the 2025 Annual General Meeting of Shareholders for consideration and approval as follows:

- | | | |
|--------------------------------|----------|--|
| 1. Mr.Somchai Meesen | Position | Vice Chairman of the Board of Director (2nd),
Member of the Nomination and Remuneration
Committee, Member of the Corporate Governance
and Sustainability Committee, Advisor to the
Executive Board |
| 2. Mr. Chaiyasit Puvapiromquan | Position | Independent Director and Member of the Audit
Committee ,Chairman 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 2025, 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 2025.

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 for 8 persons and sub-committees for

2025 in the amount of 2,200,000 Baht (decreased by 200,000 baht compared to the year 2024, which had 9 Directors) 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 2025 Annual General Meeting of Shareholders for consideration and approval, the details of which are as follows:

Position	Remuneration		Unit
	2025 (Proposed)	2024	
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	20,000	Baht/person/meeting
Members of the Corporate Governance and Sustainability Committee	10,000	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 2025 total of 8 persons in the amount of 2,200,000 Baht (decrease of 200,000 Baht compared to the year 2024, which had 9 Directors, due to the resignation of one director with on replacement appointed.) 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 2025 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 and casting their votes.

Agenda item 8: To consider and approve the appointment of the auditors and the determination of remuneration of the auditors fee for 2025.

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 2025 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 2025 where any of the following auditors shall audit and provide an opinion on the Company's financial statements to the 2025 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 2 year and signing the
Company's Financial Statements for 2 year)
2. Mr. Kittiphan Kiatsompop CPA Registration No. 8050, and/or
(being the Company's auditor for 2 year but never signed
the Company's Financial Statements)
3. Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813
(being the Company's auditor for 2 year but never signed
the Company's Financial Statements)

Details of the auditors nominated for 2025 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 2025 in the amount of 5,700,000 Baht to the 2025 Annual General Meeting of Shareholders for consideration and approval, the details of which are as follows:

Detail	Remuneration of the Auditors		Increase (Decrease)
	2025 (Proposed)	2024	
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 2025 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 other business (if any).

The Company would like to invite the shareholders to attend the 2025 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 8.30 a.m. of April 21, 2025.

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 27, 2025:**

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 2025 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 27, 2025**, 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 2025 Annual General Meeting of Shareholders (Record Date) on March 14, 2025.

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-

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(Mr. Marut Arthakaivalvatee)

Chairman of the Board of Directors

Nation Group (Thailand) Public Company Limited

Minutes of the 2024 Annual General Meeting of Shareholders as an electronic media (e-meeting)

Nation Group (Thailand) Public Company Limited

Date, Time and Place

The 2024 Annual General Meeting of Shareholders as an electronic media (e-meeting) of Nation Group (Thailand) Public Company Limited (“**the Company**”) was held Friday, April 19, 2024, at 2 p.m., at meeting room, 10th floor, No. 1854 Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260.

Directors attending the meeting in the meeting room (2 Directors)

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|----|----------------------------|---|
| 1. | Mr. Marut Arthakaivalvatee | Chairman of the Board of Directors |
| 2. | Mr. Thanachai Santichaikul | Independent Director, Member of the Audit Committee,
and Chairman of the Nomination and Remuneration Committee |

Directors attending the meeting as an electronic media (e-meeting) (5 Directors)

- | | | |
|----|-----------------------------|---|
| 1. | Mr. Apivut Thongkam | Independent Director and Chairman of the Audit Committee |
| 2. | Mr. Chaayasit Puvapiromquan | Independent Director and Member of the Audit
Committee, Chairman of the Corporate Governance and
Sustainability Committee |
| 3. | Mr. Jessada Buranapansri | Director, Member of the Corporate Governance and
Sustainability Committee |
| 4. | Mr. Ka Ming Jacky Lam | Director, Member of the Nomination and Remuneration
Committee |

Absent directors

- | | | |
|----|--------------------|--|
| 1. | Mr. Shine Bunnag | Vice Chairman of the Board of Directors, Chairman of the
Executive Committee and Chief Executive Officer |
| 2. | Mr. Somchai Meesen | Director, Vice Chairman of the Executive Committee
Member of the Nomination and Remuneration Committee,
Member of the Corporate Governance and Sustainability
Committee |

6 Directors of a total 8 directors attended the meeting representing 75% of the total number of directors.

Executive attending the meeting and in the meeting room

- | | | |
|----|--------------------------------|--|
| 1. | Mrs. Warangkana Kalayanapradit | Vice Chairman of the Executive Committee |
| 2. | Miss Natenapa Pusittanont | Senior Vice President Accounting |

Corporate Secretary

Miss Saowaluck Chotrungrot

Auditors from EY Office Company Limited

Mr. Pornanan Kitjanawanchai

Legal Advisor from Tilleke & Gibbins International Co., Ltd.

Mr. Karinevidch Olivero

Prior to the commencement of the meeting, Mr. Achawin Suksi and Miss Varunsuda Karunayadhaj were assigned by the Chairman of the Board to conduct the meeting. (the "Meeting Facilitator") clarified compliance with the Board of Directors meeting, therefore, approved holding the electronic media the 2024 Annual General Meeting of Shareholders as an electronic media (e-meeting) only solely through Inventech e-Shareholder Meeting System provided by Inventech Systems (Thailand) Co.,Ltd,as endorsed by the Electronic Transactions Development Agency or ETDA.

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 the opportunities to shareholders to propose agenda for the 2024 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nationgroup.com and sent to the Chairman of the Board of Directors via postal mail from November 1, 2023 to December 31, 2023.

Consequently, No nomination of Directors was made and no additional agenda were proposed by shareholders.

2. The Company provided the opportunities to shareholders to send the questions in advance of the 2023 Annual General Meeting of Shareholders via www.nationgroup.com from March 22, 2024, to April 17, 2024, to the Board and executives to gather information and prepare the answers for the Meeting.

Consequently, No question was sent in advance to the Meeting.

3. The Company opens an opportunity for shareholders to delegate an independent director as a proxy to attend the meeting and to vote on behalf of the shareholders. The independent director as proxy authorized by the Company by this time is Mr. Apivut Thongkam. A brief biography of Mr. Apivut Thongkam

appears in Enclosure 9 of the Meeting Invitation. The shareholders may send the Appointment of Proxy and required documents to the Company within April 17, 2024, to post via:

Company Secretary

Nation Group (Thailand) Public Company Limited

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

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 for agree or disagree or abstain. The splitting of votes or voting in part is not allowed (except in the case of custodian).
2. Only shareholders who wish to vote for 'disagree' or 'abstain', press the button on the 'Disagree' or 'Abstain' box in the Inventech 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 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 criterias 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. Voting results shall be identified as 'Agree', 'Disagree', and 'Abstain'. In each agenda, the latest number of shares of attendees shall apply, therefore, the votes in each agenda may differ.
3. In the case where it is avoided ballot, it refers to the shareholders 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).
4. The system processing is based on the votes of shareholders according to the voting procedures in each agenda and shall report to the shareholders of the vote counting results for every agenda.

The aforementioned cases shall include shareholders attending the meeting in person and proxy, which this practice shall apply to all meeting agendas, except for Agenda 6 regarding the appointment of directors in replacement of those who retire by rotation, the meeting shall vote to elect individual directors for transparency purpose and under the Good Corporate Governance policy. After voting results by agenda are announced, it is considered as voting for that agenda ends.

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.

Preliminary Proceedings

The meeting facilitator informed the meeting that at this the 2024 Annual General Meeting of Shareholders as an electronic media (e-meeting).

There were 3 shareholders with 3,138,398 shares, attending the Meeting in person and 40 proxies with 7,683,980,415 shares. There were the total number of 43 persons, holding the number of 7,687,118,813 shares in the aggregate, equivalent to 62.99 percent of the total number of 12,203,911,086 shares sold, constituting a quorum according to the Company's Articles of Association Article 33.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors acting as the chairman of the meeting ("Chairman"). The Chairman welcomed the shareholders and opened the 2024 Annual General Meeting of Shareholders as an electronic media (e-meeting) via the Inventech e-Shareholder Meeting System provided by Inventech Systems (Thailand) Co.,Ltd, with the delegated Meeting facilitator to present the details of each agenda to the meeting.

Agenda 1 : Message from the Chairman.

-None-

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

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

The meeting facilitator notified the meeting that the 2023 Annual General Meeting of Shareholders which was held on April 12, 2023, 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.nbc.co.th in order 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 and whatsoever. A copy of the minutes the 2023 Annual General Meeting of Shareholders as appeared 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 2023 Annual General Meeting of Shareholders was recorded correctly, truthfully and completely. It was therefore deemed appropriate to propose to the 2024 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 asked any questions or comments.

The Meeting facilitator therefore asked the shareholders' meeting to approve the minutes the 2023 Annual General Meeting of Shareholders which was held on April 12, 2023.

Meeting's Resolution The Meeting resolved to adopt resolved to adopt the minutes of the 2023 Annual General Meeting of Shareholders which was held on April 12, 2023 with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

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

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

The meeting facilitator notified the meeting that the Company has provided a summary of the operating results and significant changes occurring in the year 2023, details appeared in the Annual Registration Statement and the 2023 Annual Report (One Report), delivered by the Company to all shareholders in the form of QR Code as shown in Enclosure 10 of the Meeting Invitation Letter mailed to the shareholders. In addition, shareholders may examine further details from the MD&A Report or the Management Discussion and Analysis, that detailed operating results have been shown in the Annual Registration Statement and the 2023 Annual Report (One Report) and exhibited on the Company's website and the SET's website completely.

The meeting facilitator invited Mrs. Warangkana Kalayanapradit, Vice Chairman of the Executive Committee, to report the Company's operating result for the year 2023 to the shareholders.

Mrs. Warangkana Kalayanapradit reported that the Company had a total revenue of 911 million baht for the year ended 31 December 2023, a decrease of 4 million baht or 0.4 percent compared to the same period of the previous year's total of 915 million baht. This decline was attributed to the significant changes in the Company's operation namely the disposal of its investments in Nation Broadcasting Corporation Public Company Limited and Home Shopping Business under Happy Products And Service Co., Ltd. Additionally, in 2023 the Company acquired two new business units: Thansettakij, operated by Thansettakij Multimedia Company Limited, and Thainews, operated by Nation News Co., Ltd.

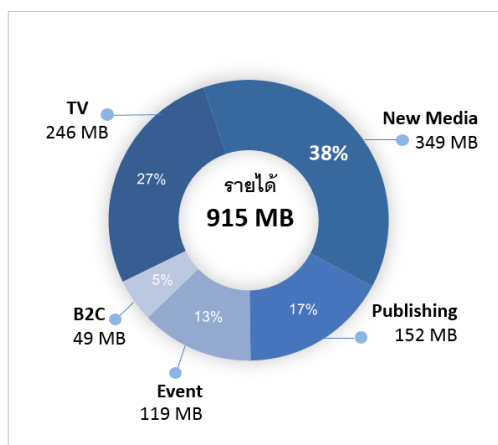
The revenue structure can be divided into 5 categories as follows:

1. Revenue from digital tv media (TV) amounted to 203 million baht, decreasing by 43 million baht or 17 percent compared to the previous year's total of 246 million baht;
2. Revenue from online media (New Media) amounted to 383 million baht, increasing by 34 million baht or 10 percent compared to the previous year's total of 349 million baht, due to the addition of Thainews and Thansettakij business units in 2023;

3. Revenue from print media (Publishing) amounted to 163 million baht, increasing by 11 million baht or 7 percent compared to the previous year's total of 152 million baht, due to the addition of Thanseetakij business units;
4. Revenue from organizing events (Event) amounted to 159 million baht, increasing by 40 million baht or 34 percent compared to the previous year's total of 119 million baht, due to the increased number of events organized by the Company in 2023, particularly because of the election of Members of the House of Representatives in 2023; and
5. Revenue from the sale of products (B2C) amounted to 3 million baht, decreasing by 46 million baht or 94 percent compared to the previous year's total of 49 million baht, due to the disposal of Home Shopping business unit.

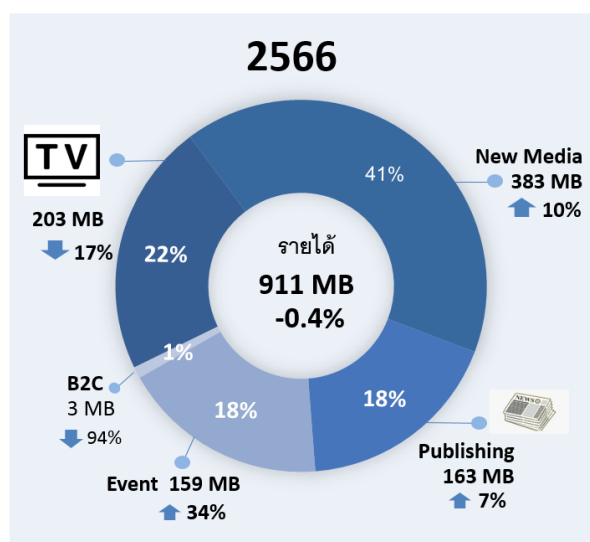


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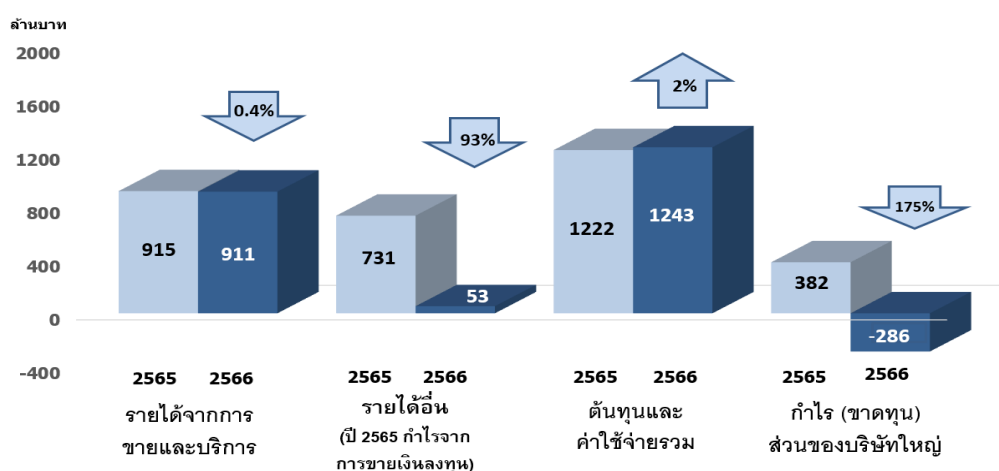
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For the Company's operational results based on the consolidated financial statements for the year ended 31 December 2023, the company incurred a net loss of 286 million baht, with a profit decreasing by 175 percent compared to the previous year, which had a net profit of 382 million baht resulting from having other income of 53 million baht, a decrease of 93 percent compared to the previous year's other income of 731 million baht. Total revenue of the Company stood at 911 million baht, decreasing by 4 percent compared to the previous year's total revenue of 915 million baht as a result of the company having a profit from the disposal of its investments in the subsidiary company (NBC) amounting to 653 million baht in 2022. Cost of Sales and selling and administrative expenses amounted to 1,243 million baht, increasing by 2 percent compared to the previous year, which had Cost of Sale and Selling and Administrative Expenses amounted to 1,222 million baht.

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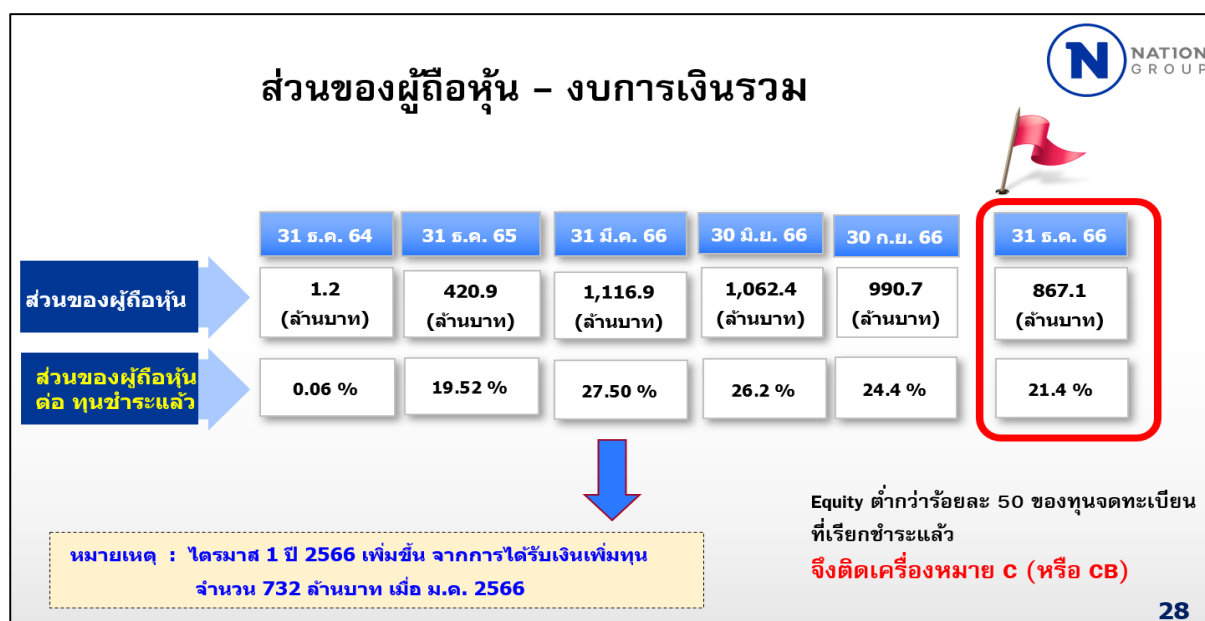
For the consolidated statement of financial position ended 31 December 2023, the company received a capital increase of 732 million baht in January 2023, resulting in the company's total assets amounting to 1,497 million baht, increasing by 23 percent compared to the previous year's total of 1,217 million baht, due to additional investments in two businesses namely Thansettakij and Thainews. The Company had total liabilities amounted to 630 million baht, decreasing by 21 percent compared to the previous year's total of 796 million baht. The Company utilized the funds received from the capital increase to repay debts to external parties and financial institution creditors, resulting in the shareholders' equity of the Company amounting to 867 million baht, increasing by 106 percent of the previous year's total of 421 million baht. The shareholders' equity as of 31 December 2023 accounted for 21 percent of the total issued shares. However, as the shareholders' equity remained below 50 percent, the Company's securities continued to be posted with 'CB' as follows:

งบแสดงฐานะการเงินรวม



หน่วย : ล้านบาท	31 ธ.ค. 2565	31 ธ.ค. 2566	+/-
สินทรัพย์รวม	1,217	1,497	▲ 23%
สินทรัพย์หมุนเวียน	348	264	
สินทรัพย์ไม่หมุนเวียน	869	1,233	
หนี้สินรวม	796	630	▼ 21%
หนี้สินหมุนเวียน	537	347	
หนี้สินไม่หมุนเวียน	259	283	
ส่วนของผู้ถือหุ้น	421	867	▲ 106%
ส่วนของผู้ถือหุ้น - ส่วนของบริษัทใหญ่	421	867	

ส่วนของผู้ถือหุ้น : ทุนชำระแล้ว	20%	21%	เครื่องหมาย "C"
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The Meeting facilitator allowed the shareholders to ask questions and express further opinions.

Miss Natpassorn Kunasethasuk, representative of shareholders' right protection volunteer, acting as a proxy from the Thai Investor Association, asked about the Company's plans or strategies to address the ongoing operation losses incurred by the Company in recent years.

Mrs. Warangkana Kalayanapradit, Vice Chairman of the Executive Committee, explained that the main reason for the Company's ongoing operational loss in recent years and the continued posting of Company's securities with 'C' or 'CB' as presented earlier, stemmed from the management issues under the previous management team, before the arrival of the new management team, which led to the accumulated operational losses in the amount of 3,263 million baht. Another contributing factor was that certain Business Units (B/U), which were considered the main revenue generators for the Company, such as the NTV B/U operating the digital tv business, incurred losses. However, the management team had adjusted strategies and maintained strict operational control in an effort to align the operational result of 2024 with the intended operational plan.

Regarding the strategies to address the case where the Company's securities are posted with 'C' or 'CB,' the following strategies were outlined:

The Company will proceed with its strategy by creating synergy under One Nation, consolidating up to 11 media outlets under its purview, which will enhance the operations and increase revenue for both the Company and its affiliated companies.

1. Manage that every Business Units of Nation Group achieves operating results in accordance with the business plan and budget set for the operational result.

2. The Company has a clear strategy which focused on growth through offline, online, and on-ground media, in order to increase revenue streams while also prioritizing and aiming for developing content from existing media businesses to generate continuous new income.
3. Adjust content production and sales strategies to align with the needs of target customer groups, in accordance to the outlined strategic and business plans for 2024. Emphasis will be placed on quality management, sales and marketing directed to customer groups, and human resource development at all levels, including Upskill and Reskill initiatives, to create work efficiency, reduce costs and expenses, and leading to success.
4. Control the expense of each Business Unit and promote mutual cooperation to reduce overlapping costs and expenses.

The Meeting Facilitator informed the meeting that the Company has emphasized the importance of conducting business with honesty, integrity, and transparency, adhering to principles and implementing Anti-Corruption policies and guidelines. It recognized the significance of combating corruption and has been certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC), which has the policies aimed at raising awareness among the Thai private sector and collaborating to address corruption issues by encouraging companies to establish policies and practices to prevent the giving and receiving of bribes, as well as corruption in all forms, since 30 September 2017.

Membership of CAC lasts for a term of 3 years. The Company received approval for its first renewal of CAC membership on 30 September 2020. As a source of pride for the Company, it received approval for its second renewal of CAC membership on 30 September 2023. This demonstrates the Company's commitment and reaffirming its awareness and focus on implementing anti-corruption measures, which have been consistently carried out.

Additionally, the Company created the Nation Way handbook, which was most recently updated at the beginning of 2023, to serve as a guide for Nation personnels in carrying out their journalistic duties.

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

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.

The Meeting facilitator informed the meeting that in compliance 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.

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.

The Meeting facilitator provided the opportunity to 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 and approve the Company's 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 certified auditor and has been reviewed by the Audit Committee. It has already been approved by the Board of Directors' meeting.

Meeting's Resolution The Meeting resolved approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2023, 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 unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

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

Agenda 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.

The meeting facilitator Informed the meeting that in order 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.

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 as detailed above.

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

Miss Natpassorn Kunasethasuk, representative of shareholders' right protection volunteer, acting as a proxy from the Thai Investor Association, asked about the Company's goals and business plans for 2024 to ensure that the Company's operational results yield sustainable profits.

Mr. Piyapong Prasatthong, a shareholder attending the meeting in person, asked about the expense incurred by the company related to the investment in creating an AI-generated reporter for Nation TV, channel 22 and how the Company would benefit from it.

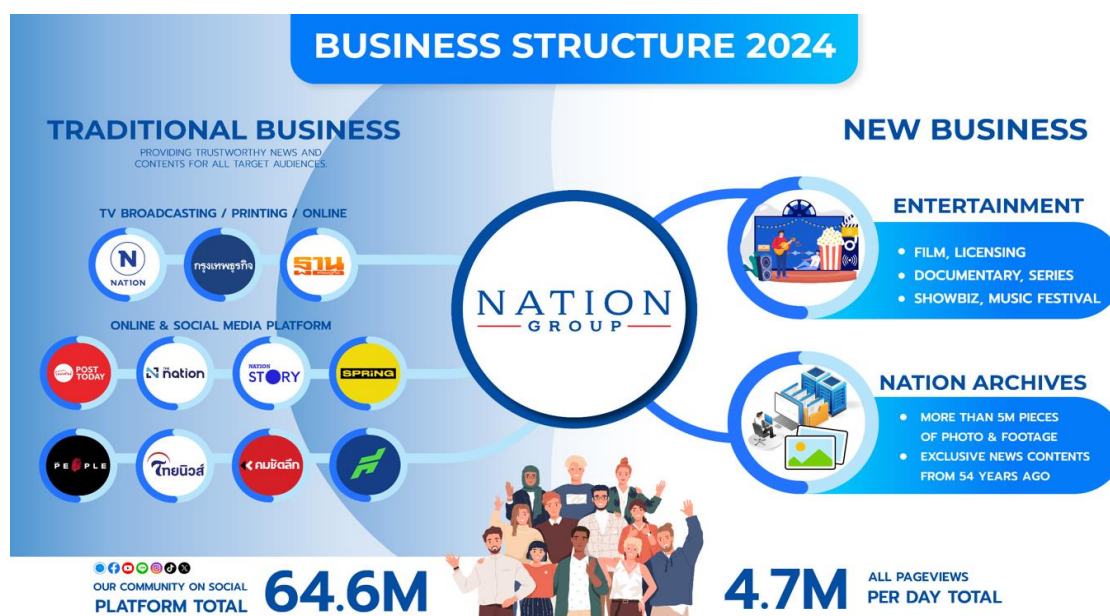
Ms. Warangkana Kalyanapradit, Vice Chairman of the Executive Committee, informed the meeting that, as the two questions are related to the business plan for the year 2024, she would like to explain simultaneously that Nation Group is a leader in news and media creation for society, covering both traditional media, including television and newspapers, as well as new media, which presents online information through Websites and various Social Media platforms. Additionally, the Company has been organizing more than 70

on-ground events per year such as Seminars, Dinner Talks, Expos, Award Announcements, and CSR events, catering to all target groups in the society.

For the Company's business plan, the focus remains on enriching content to cater to every community by prioritizing and developing Traditional Businesses, namely news and information content production. Additionally, the plan includes incorporating Generative AI technology to enhance the capabilities of more than 10 affiliated editorial departments under the Company, including Nation TV, Bangkok Biz News, Thansettakij, Post Today, The Nation, Spring News, Nation Story, Kom Chad Luek, Thai News, The People, and Khobsanam, covering every segment and generation in society.

In regard to the AI reporter, Natcha, which was first introduced in Thailand on April 1, 2024, it was noted that this was not the first AI project by The Company. The Company has been implementing AI in news broadcasts for several instances and continuously both online and on-air. AI reporter, Natcha, represents another advancement in news broadcasting as it possesses the ability to speak, synchronize mouth movement with speech and exhibit activeness. As for the benefit from the use of AI technology, it will help reduce long-term costs and brighten up the readability of news on screen and various backend tasks. In the next phase, the Company will further develop AI reporter, Natcha, enabling it to move, shift and be more active, as part of the organization's development and it is expected to expand into various roles such as influencers, Event and Virtual conference hosts. Moving forward, AI Reporter will act as Brand Ambassador for Nation TV.

Presently, the Company is utilizing its in-house personnel for the creation and development of the AI reporter, Natcha. However, if there arises a need for mobility for Natcha in the future, it may require the participation of partners, with the Company currently negotiating collaboration with Business Partners.



Currently, the Company group has a community or follower base across all platforms totaling approximately 64.6 million people, with a total daily view count of up to 4.7 million views. Moreover, the businesses that will add diversity and contribute to the Company's growth are as follows:

1. **Film Business:** The film industry in Thailand presents numerous opportunities for further development on a global scale. Therefore, the Company plans to expand from its current business by partnering with experienced industry players, such as Black Dragon Entertainment Company Limited., a prominent Korean content producer responsible for producing films like Parasite and the series Crash Landing on You, and Transformation Film Company Limited, a leading Thai film producer. Recently, the Company signed agreements with the two aforementioned partners to co-invest in the production of two films to present to the market. The first film, "Luang Phi Konnichiwa" starring Khun Pe Arak and Khun Foei Patara, is scheduled to release in the middle of 2024, with the venue of screenings to be announced later. Another film that has already held its prayer ceremony is "Nak Rak Phi Mak... Mak," featuring the comeback of three renowned comedians, Khun Mum, Khun Teng, and Khun Nong, alongside Khun Krist Peerawat, Khun Nariya (Nada), and Khun Nui Chernyim, with a scheduled release in December 2024.
2. **Showbiz Business:** it is considered a business with significant growth potential. In this regards, it is considered a significant step for the Company to be able to hold the Music Festival event, which the Company plans to collaborate with global-level music festival organizers. The Company aims attract more than 100,000 attendees. This plan is in line with the government's policy to stimulate GDP and the economy through tourism by transforming the Songkran Festival into a world-class music festival, aiming to become an iconic event capable of attracting international tourists to spend money in the country every year. The event is scheduled for April 2025 and is currently in preparation, with further details to be announced subsequently.
3. **Image and online data trading business (Archives):** Another strength of Nation Group over the past five decades is the colossal asset of the company in the form of intellectual property, such as image and footage library of over 5 million items, as well as news and exclusive content archives spanning back 54 years. Currently, these assets are being managed to transform into digital assets, with the aim of enhancing business value and developing an ecosystem platform that can derive greater benefits from these assets.



No shareholder asked any questions or comments.

The Meeting facilitator therefore requested that the shareholders' meeting 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.

Meeting's Resolution The Meeting resolved to and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2023 with a unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

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

Agenda 6 : To consider and approve the appointment of the directors in replacement of the directors who retire by rotation

The meeting facilitator informed the Meeting that in order 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:

1) **Mr. Thanachai Santichaikul**

Position Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee

Holding the position until now for about 5 year 2 months with Experience knowledge and expertise in accounting and finance and business administration.

2) **Mr. Ka Ming Jacky Lam**

Position Director, Member of the Nomination and Remuneration Committee

Holding the position until now for about 5 year 2 months with Experience, knowledge and expertise in business administration.

3) **Mr. Jessada Buranapansri**

Position Director, Member of the Corporate Governance and Sustainability Committee.

Holding the position until now for about 3 year 4 months with Experience, knowledge and expertise in accounting and finance and business administration.

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.

The Nomination and Remuneration Committee ("NRC"), therefore proposed to the Board of Directors Meeting, the Board of Directors Meeting resolved to propose to the shareholders' meeting to consider and approve the appointment of four directors who retired by rotation to be re-appointed for another term as follows:

- | | | |
|-------------------------------|----------|--|
| 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 |

The profile of the persons nominated to replace the directors who retire by rotation appears as in attached document No.5.

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 since from November 1, 2023 to December 31, 2023.; however, there were no shareholders nominating any additional person to be considered as the Company's director

The Board of Directors, by the consideration and recommendation of the NRC, (excluding the directors having vested interest) had deliberately and carefully screened and considered and deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the directors to resume their directorship for another term.

The Chairman informed the meeting that in this agenda item, Mr. Thanachai Santichaikul, Mr. Ka Ming Jacky Lam and Mr. Jessada Buranapansri are directors who has retired. and being considered as stakeholders, these 3 directors have temporarily left the screen of the meeting system during the consideration and voting in this agenda for transparency and compliance with good corporate governance principles.

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

No shareholder asked any questions or comments.

The Meeting facilitator, therefore, requested the shareholders' meeting to consider and vote to approve the appointment of 3 directors who had to retire by rotation to return to serve as directors of the Company for another term. In order to be transparent and in line with the good corporate governance policy, the Company asked the shareholders' meeting to consider voting for each director individually and collect all ballots, in case that the shareholders did not hand out ballots to the staff, which would be counted as part of the vote to agree.

Meeting's Resolution The Meeting unanimously resolved to approve the appointment of the directors in replacement of the directors who retire by rotation as follows:

- 1.) Approved the appointment of **Mr. Thanachai Santichaikul** to resume her directorship as Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee for another term with the majority votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,686,118,813	99.9870
Disapproval	1,000,000	0.0130
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

- 2.) Approved the appointment of **Mr. Ka Ming Jacky Lam** to resume his directorship as Director, Member of the Nomination and Remuneration Committee for another term with the majority votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,686,118,813	99.9870
Disapproval	1,000,000	0.0130
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

- 3.) Approved the appointment of **Mr. Jessada Buranapansri** to resume his directorship as Director, Member of the Corporate Governance and Sustainability Committee for another term with the majority votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,686,118,813	99.9870
Disapproval	1,000,000	0.0130
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

- Remark : 1. The resolution for this agenda item requires a majority vote of the shareholders attending the meeting and casting their votes.
2. In considering in this agenda, the Company proposed to the Meeting for approval the appointment of the Directors on an individual basis

After voting to appoint directors in replacement of those who retire by rotation completely on the agenda, the Chairman invited Mr. Thanachai Santichaikul, Mr. Ka Ming Jacky Lam and Mr. Jessada Buranapansri, directors who retire upon the expiration of office, and temporarily leaving the e-meeting to reinstate in the e-meeting.

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

The meeting facilitator informed the meeting that 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	

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 as detailed above.

The Meeting facilitator provided the opportunity to shareholders to ask questions and make comments.

No shareholder asked any question or comment.

The Meeting facilitator therefore requested the Meeting to consider and vote on determining the remuneration of the Company's directors and sub-committees for the year 2024, including the authorization as proposed.

Meeting's Resolution The Meeting resolved to approve 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), including the authorization with the unanimously votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

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

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

The meeting facilitator informed the Meeting that in order 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 Kiatsompob | 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)

In the case, any of the auditors shall be the signatory on the financial statements of the Company for year 2023 for the first year. No auditor has served more than 7 years. The 3 auditors have no relationship and have no Interests with the subsidiaries, management, major shareholders of the Company, or those related to such person in any way. So, they are independent in auditing and expressing opinions on the Company's financial statements. They have performed their duties satisfactorily, including having qualifications not contrary to the regulations of the SET.

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.

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 as detailed above.

The meeting facilitator provided the opportunity to shareholders to ask questions and make comments.

No shareholder asked any question or comment.

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 2024 as proposed.

Meeting's Resolution The meeting unanimously resolved to approve the appointment of auditors from EY Office Company Limited., to be the auditors for the year 2024 of the Company as follows:

- | | |
|-----------------------------------|--|
| (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 Kiatsompop | 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) |

In the case, any of the auditors shall be the signatory on the financial statements of the Company for year 2024 for the Second year, and determining the audit fee of the Company and its total ten subsidiaries, totaling 5,700,000 Baht with the votes as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

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

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

The meeting facilitator informed the meeting 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; (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
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	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.
<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>

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.

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 as detailed above.

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

No shareholder asked any questions or comments.

The Meeting facilitator therefore requested that the shareholders' meeting consider and approve the amendment of Article 51 of the Articles of Association of the Company and approve the authorization as detailed above.

Meeting's Resolution The Meeting resolved to approve the amendment of Article 51 of the Articles of Association of the Company and approve the authorization with a unanimously vote as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

Remark : 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 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.

The meeting facilitator informed the meeting that 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, liabilities, and performance of contractual obligations of other persons, 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 at a price higher than the par value of the shares	<u>Clause (14) To Issue and offer securities (with or without the right to convert into ordinary shares) to shareholders, 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>

Original	Proposed Amendment
-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 comply with such agreements, contracts, rights, licenses, special rights, and concessions.</u>

Original	Proposed Amendment
-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.

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 as detailed above.

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

No shareholder asked any questions or comments.

The Meeting facilitator therefore requested that the shareholders' meeting 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 and approve the authorization as detailed above.

Meeting's Resolution The Meeting resolved to 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 the authorization with the unanimously vote as follows:

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,687,118,813	100.0000
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total (43 shareholders)	7,687,118,813	100.0000

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

The meeting facilitator Informed the meeting that 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.

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 as detailed above.

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

No shareholder asked any questions or comments.

The Meeting facilitator therefore requested that the shareholders' meeting consider and approve 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.

Meeting's Resolution The Meeting resolved to 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 with not less than three-fourth (3/4) of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of the interested shareholders.

Shareholders' vote	Number of votes (Votes)	Percentage
Approval	7,669,104,113	99.7657
Disapproval	-	-
Abstention	18,014,700	0.2343
Voided Ballot		-
Total (44 shareholders)	7,687,124,413	100.0000

- Remark :** 1. During the consideration of this agenda item, there was 1 shareholder holding 5,600 shares, attending the meeting. Therefore, there were 44 shareholders and proxy holders, holding 7,687,124,413 shares in total, attending the meeting.
2. The resolution for this agenda item requires not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

Agenda 12 : To consider other matters (if any)

The Meeting facilitator provided opportunities for shareholders to ask questions or make additional suggestions.

Miss Natpassorn Kunasethasuk, representative of shareholders' right protection volunteer, acting as a proxy from the Thai Investor Association, proposed that the Thai Investors Association has a policy to encourage companies listed on the Stock Exchange of Thailand to organize Annual General Meeting of shareholders and/or Extraordinary General Meeting of shareholders both in the form of on-site meeting and online meeting simultaneously or in a hybrid form in order for shareholders, executives and the Board of Directors to meet, communicate and ask questions in accordance with the Circular Letter of the Securities and Exchange Commission (SEC) No. SEC NorRor (Wor) 2/2024 Re: Requesting Cooperation on Hosting the Annual General Meeting of Shareholders dated January 10, 2024. She requested the Company to consider the

proposal for holding a hybrid meeting according to the policy imposed by the Thai Investors Association
aforementioned.

The Chairman expressed appreciation and informed the meeting that the company will consider and
proceed with the proposal as deemed appropriate.

No shareholder asked any question or comment.

The Chairman thanked all the shareholders who attended the meeting and closed the Meeting.

The meeting ended at 4.35 p.m.

Signature _____ - *Signature* - _____.

(Mr. Marut Arthakaivalvatee)

Chairman of the Board of Directors and Chairman of the meeting

Signature _____ - *Signature* - _____

(Mrs. Warangkana Kalayanapradit)

Vice Chairman of the Executive Committee
and Minutes reviewed

Signature _____ - *Signature* - _____

(Miss Saowaluck Chotrungrot)

Corporate Secretary and Minutes reviewed

Signature _____ - *Signature* - _____

(Mr.Yot Boonyuen)

Assistant 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. Holding shares not more than one percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder, or a person who has the power to control over the Company, including the shareholding of related persons of that respective independent director.

2. Not being or ever was a director who involves management, employees, staff, consultants in any other fields who receive regular remuneration, or a person with authority or controls the Company, parent company, subsidiary company, associated company, subsidiary of the same level, major shareholder or major shareholder of the person has the power to control over the Company unless the aforementioned characteristics have been terminated for not less than 2 years before the date of appointment. Such prohibited characteristics exclude the case where the independent director was ever been a government servant or an advisor of a government agency which is a major shareholder or the person who has the authority to control the Company.

3. Independent director must not have been or have had a business relationship, financial interest, or other interest in management either directly or indirectly with the company, parent company, subsidiary company, associated company, major shareholder, or the person who has the authority to control the company in a manner that may impede the exercise of one's independent judgment, or not being or ever been a significant shareholder or a controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company unless the foregoing relationship has been terminated for not less than 2 years before the date of appointment.

4. Independent directors must not have a relationship by blood or by legal registration in the form of father, mother, spouse, siblings, and children, including the spouses of children, with executives, major shareholders, controllers, or a person who is nominated to be an executive or person with control power of the Company or its subsidiaries.

5. Independent directors must not act as representatives of the Company's director, major shareholder, or any shareholder who is related to the major shareholder.

6. Independent director is not or ever was the auditor of the Company, parent company, subsidiary company, associated company, major shareholder, or the person who has the power to control the company, or managing partner of a juristic person who is an audit firm which the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the power to control the company is subject to unless the aforementioned status has been vacated for not less than 2 years before the date of appointment.

7. Independent director is not or ever was a professional provider of any kind, including but not limited to, legal advisory, financial advisor, or property appraiser with paid service fees of more than 2 million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or the person with the authority to control the company. However, in case a professional provider is a juristic entity, it shall include being a significant shareholder controller who has the power to control or manage the partner of that professional service provider unless the aforementioned status has been vacated for not less than 2 years before the date of appointment.

8. Independent directors must not operate competitive businesses of the same nature as the company's business, or a subsidiary or not being a significant partner in the partnership or being a director who takes part in the management, an employee, an employee, a consultant who receives a regular salary or holding more than one percent of the total number of shares with voting rights of other companies which operate the competitive businesses of the same nature to the business of the Company or its subsidiaries.

9. Independent director must perform their duties and use their judgment without being influenced by the directors, executives, or major shareholders of the Company, including any related persons or close relatives.

10. Independent directors must not possess any other characteristics that prevent them from expressing independent opinions on the Company's operations.

Roles, duties and responsibilities of the Audit Committee

1. Review and make sure that the Company's financial reports (quarterly and annually) are accurate with adequate disclosure of relevant information about the Company before submission to the Board of Directors.
2. Review the Company's internal control and internal audit systems to ensure that they are appropriate, sufficient and effective, including considering the independence of the internal audit unit or outsourcing, and approving the consideration of appointment, transfer, or termination of the head of the internal audit unit or outsourcing.
3. Review and make sure that the Company has an appropriate risk assessment system and adequate and effective risk management and give opinions on the Company's sustainable business development process concerning environmental, and social responsibility and good and efficient corporate governance.
4. Review the Company's compliance with the Securities and Exchange Act, SET's regulations or laws related to the company's business
5. Consider the selection and nomination for the independent person to assume the Company's auditor, the proposed compensation for auditors, coordination with the auditor regarding the audit objectives, scope, guidelines, plans, and problems encountered during the audit, and any issues found during the audit process and material matter, as well as attending a meeting with the auditor without a presence of the Management at least once a year.
6. Consider and approve the internal audit plan and acknowledge the audit report.
7. In the event that the Company's auditor is notified of suspicious circumstances that a director or executive responsible for the Company's operations has committed an offense as specified in the Securities and Exchange Act, the initial suspicious circumstances must be reported to the SEC immediately upon notification and the auditor must conduct an investigation and report the results to the SEC and the auditor within 30 days from the date of notification.

(Executive means the Chief Executive Officer or the first four executive positions after the Chief Executive Officer and all persons holding positions equivalent to the fourth level, including positions in accounting or finance at the director level or above)

8. Consider related party transactions, acquisition or disposal of assets with significant value, or transactions that may have conflicts of interest to ensure accuracy and completeness, in compliance with the law and regulations of regulatory agencies, and disclose information on such transactions accurately and completely to ensure that such transactions are reasonable and of the utmost benefit to the Company.
9. Consider details related to the use of fundraising funds and monitor the use of fundraising funds to ensure that they are in line with the disclosed objectives.

10. Review the appropriateness of the company's complaint/whistle-blowing process and acknowledge the report of the results.
11. Review the accuracy of reference documents and self-assessment on the company's anti-corruption measures according to the Private Sector Collective Action Coalition Against Corruption (CAC) project.
12. Prepare the Audit Committee's report results of corporate governance, and disclosure in the Company's annual report signed by the Chairman of the Audit Committee, in which the following information are included.
 - 1) Comments on the accuracy, completeness, and reliability of the Company's financial report
 - 2) Comments on the adequacy of the Company's internal control system.
 - 3) Comments on the Company's risk management system.
 - 4) Comments on compliance with securities and stock exchange laws, SET's requirements, or laws related to the company's business
 - 5) Opinions on the suitability of the auditor.
 - 6) Opinions on reports that may have conflicts of interest.
 - 7) The number of audit committee meetings and attendance of each member
 - 8) Consensus or overall remarks accepted by the Audit Committee in the performance of its duties under the Charter.
 - 9) Other items that shareholders and general investors should be acknowledged under the scope of duties and responsibilities assigned by the Board of Directors
13. Performing other duties as assigned by the Board of Directors with the approval of the Audit Committee

To perform duties under the above-mentioned scope, the Audit Committee has the power to call and commission the Management, head of the department, or related employees to give opinions at the meeting, or submission of documents as deemed relevant and necessary, as well as seeking independent opinions from any other professional advisors where deems necessary at the Company's expense.

The Audit Committee operates within the scope of its duties and responsibilities as mandated by the board of directors. The board of directors is directly accountable for the company's operations to shareholders, stakeholders, and the general public.

The board of directors has the authority to amend and modify the definitions and qualifications of independent directors, as well as the qualifications, scope of authority, functions, and responsibilities of the Audit Committee, to ensure compliance with the regulations of the Securities and Exchange Commission, the Stock Exchange, the Capital Market Supervisory Board, and/or other relevant legal provisions.

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 2025, 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, 2024, to December 31, 2024, 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.Somchai Meesen

Age : 57 Years

Education : - Master of Political Science (Politics), Thammasart University
- Bachelor of Arts (History), Chiang Mai University

Address : No. 2552/149 Ideo Mobi Sukhumvit 66, Sukhumvit Road,
North Bangna, Bangna, Bangkok 10260

Type of director proposed for election : Vice Chairman of the Board of Director (2nd) ,
Member of the Nomination and Remuneration Committee,
Member of the Corporate Governance and Sustainability Committee,
and Advisor to the Executive Board

Present position : Vice Chairman of the Board of Director (2nd) ,
Member of the Nomination and Remuneration Committee,
Member of the Corporate Governance and Sustainability Committee,
and Advisor to the Executive Board

Date of appointment as Director : January 3, 2018

Director training programs : **Thai Institute of Directors Association (Thai-IOD)**
- Director Accreditation Program (DAP) Class 161/2019
- Financial Statements for Directors (FSD) Class 45/2022
- Advanced Audit Committee Program (AACP) Class 44/2022
- Refreshment Training Program (RFP) Class 6/2022

No. of Shares Held as at March 14, 2025 : -None-

Position held in other listed companies (1 Company)

Apr 1, 2020 - Present : Independent Director, Member of the Audit Committee
and Chairman of the Corporate Governance and Sustainability Committee
Global Power Synergy 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	yes
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 2024

Holding the post of the Company's Director As of December 31,2024	The Meeting Attendance in 2024				
	The Board of Directors Meeting	The Nomination and Remuneration Committee	The Corporate Governance and Sustainability Committee	The Executive Committee	The Annual General Meeting of Shareholders
6 year 11 months (Appointed as a director since January 3, 2018)	5/5	1/1	2/2	15/15	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. Chaiyasit Puvapiromquan
Age : 82 Years
Education : - Master of Political Science,
Sukhothai Thammathirat Open University
- Bachelor of Science Physics, Srinakarinwirot University
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 : Independent Director and Member of the Audit Committee,
Chairman of the Corporate Governance and Sustainability Committee

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

Date of appointment as Director : September 28, 2017

Director training programs : Thai Institute of Directors Association (IOD)
- Directors Accreditation Program (DAP) 2015

No. of Shares Held as at March 14, 2025 : -None-

Position held in other listed companies (1 Company)

2011- Present : Director
Master Ad Plc

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

2012 - Present : Audit Committee and Evaluation
Bansomdejchaopraya Rajabhat University

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 2024

Holding the post of the Company's Director As of December 31,2024	The Meeting Attendance in 2024			
	The Board of Directors Meeting	The Audit Committee	The Corporate Governance and Sustainability Committee	The Annual General Meeting of Shareholders
7 year 3 months (Appointed as a director since September 28, 2017)	5/5	4/4	2/2	1/1

Brief profiles of the persons being nominated as auditor for the year 2025

2024	2025 (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 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	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 third 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 24 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 27, 2025:

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 27, 2025. 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://inv.inventech.co.th/NATION277894R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 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
 - 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

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

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 21 April 2025 at 8:30 a.m. and shall be closed on 29 April 2025 Until the end of the meeting.
3. The electronic conference system will be available on 29 April 2025 at 12:00 p.m. (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 27, 2025 at 5.00 p.m.

Company Name	Nation Group (Thailand) Public Company Limited
Department	Company Secretary
Address	1854 9 th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

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



02-460-9227



@inventechconnect



The system available during 22 – 29 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

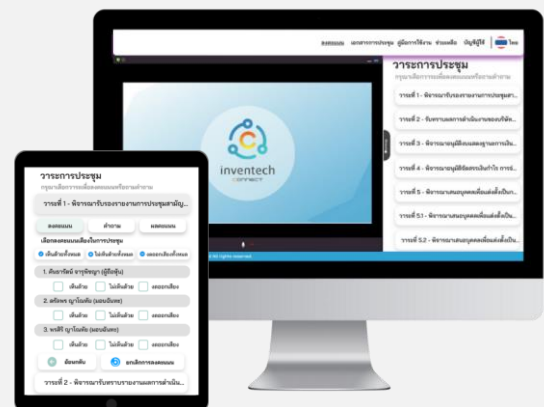


Report a problem

@inventechconnect

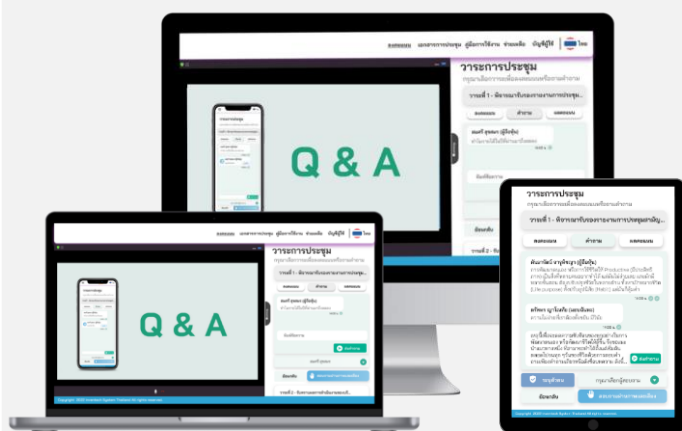
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 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 for that agenda 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 the microphone and camera

How to use Inventech Connect



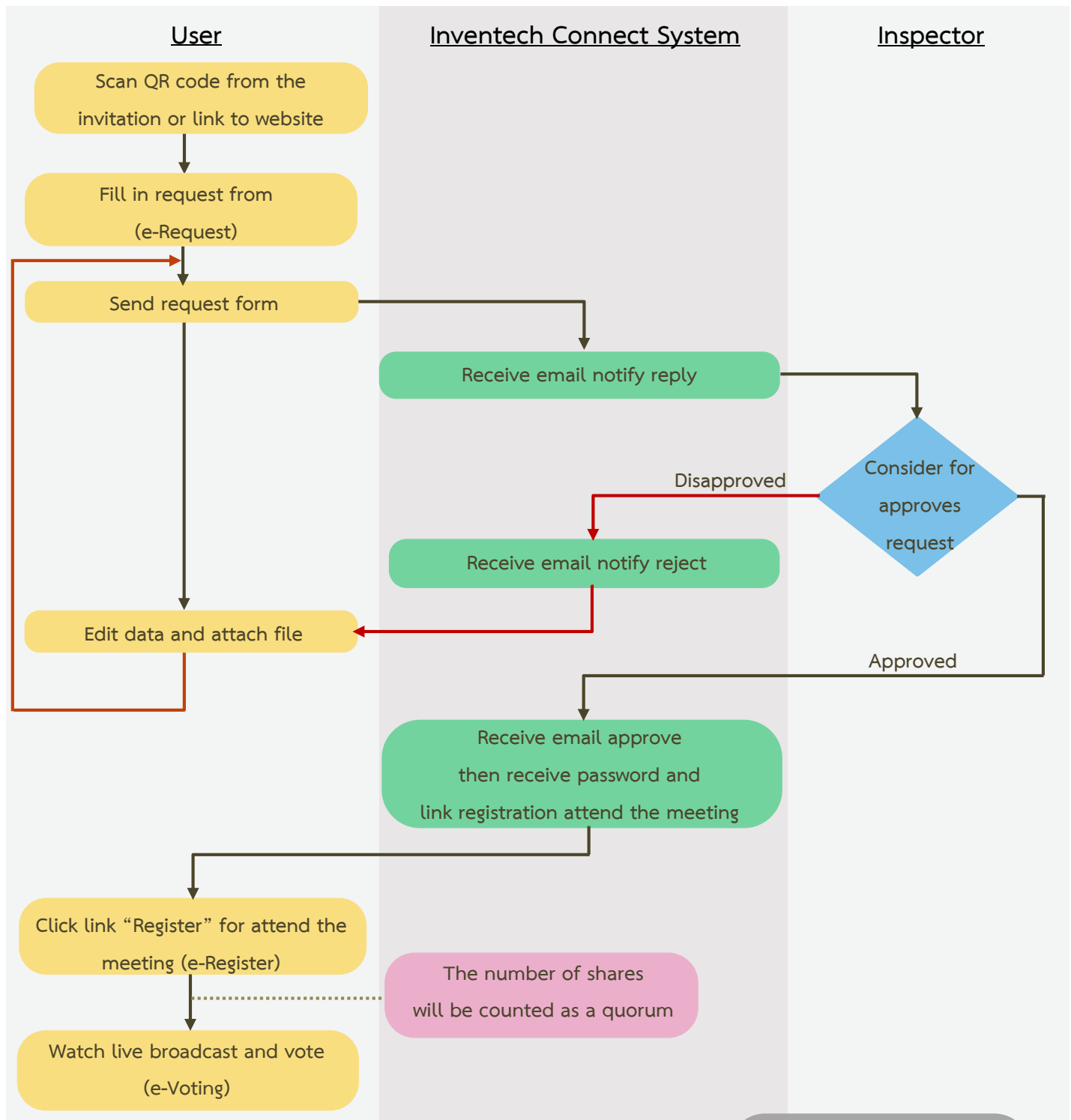
User Manual and Video of using Inventech Connect

* 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.**

Carried out before the meeting date

Carried out on meeting day



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting. In case Exit the meeting Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

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 : 62 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, 2025 : 1,000 Share

Position held in other listed companies (4 Company)

Feb 20, 2025 - Present : Chairman of the Board of Directors
Aqua Corporation Plc.

Dec 27, 2023 - Present : Director
Stecon Group Plc.

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.

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 2024

Holding the post of the Company's Director As of December 31,2024	The Meeting Attendance in 2024		
	The Board of Directors Meeting	The Audit Committee Meeting	The Annual General Meeting of Shareholders
6 year 11 months (Appointed as a director since January 3, 2018)	5/5	4/4	1/1

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 31 มีนาคม 2568
Date

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=250429>

วันที่ประชุม : วันอังคารที่ 29 เมษายน 2568 เวลา 14:00 น.

Meeting Date : Tuesday, April 29, 2025 at 14:00 hrs.

สถานที่ประชุม/ช่องทางสอบถามข้อมูล (Meeting Venue / Channel for asking Information) :

ประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงช่องทางเดียว
held by electronic meeting (E-AGM) Only

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 บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียนกรณีที่ไม่สามารถนำเอกสารหลักฐานมาครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข
ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่เสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=250429> 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=250429>
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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในวันอังคารที่ 29 เมษายน 2568 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 2025 Annual General Meeting of Shareholders of Nation Group (Thailand) Public Company Limited on Tuesday, April 29, 2025 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 62 ปี อยู่บ้านเลขที่ 27 ซอยอินทามระ 37 แขวง 2
Name Mr. Apivut Thongkam , Independent Director and Chairman of the Audit Committee. Age 62 years, residing at 27 Soi
Inthamara 37, Junction 2,

ถนน _____	ตำบล/แขวง _____	ดินแดน _____	อำเภอ/เขต _____	ดินแดน _____
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 2568 ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy where only one of them may attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 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 2567 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2567

Agenda 2 To consider and adopt the minutes of the 2024 Annual General Meeting of Shareholders held on April 19, 2024.

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

วาระที่ 3 รับทราบรายงานผลการดำเนินงานของบริษัท สำหรับปี 2567

Agenda 3 To acknowledge the operating results of the Company for the year 2024.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบประมาณการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567

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, 2024.

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

วาระที่ 5 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2567

Agenda 5 To consider and approve the suspension of the allocation of net profit as legal reserve and the suspension of the dividend payment from the operational results for the year 2024.

☐ 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 : นายสมชาย มีเสน

Name of Director : Mr.Somchai Meesen

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

6.2 ชื่อกรรมการ : นายชัยสิทธิ์ ภูวภิรมย์ขวัญ

Name of Director : Mr. Chaiyasit Puvapiromquan

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

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนของกรรมการของบริษัท และคณะกรรมการชุดย่อย ประจำปี 2568
Agenda 7 To consider and approve the determination of the remuneration of the Company's directors and sub-committees for 2025

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

วาระที่ 8 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2568
Agenda 8 To consider and approve the appointment of the auditors and the determination remuneration of the auditors fee for 2025

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

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda 9 To consider other business (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

หมายเหตุ:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2568 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท ในวันที่ 29 เมษายน 2568 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the 2025 Annual General Meeting to be held as an e-meeting on **April 29, 2025 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 ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove 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 ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove 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 ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove 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 62 ปี อยู่บ้านเลขที่ 27 ซอยอินทามระ 37 แยก 2
Name Mr. Apivut Thongkam , Independent Director and Chairman of the Audit Committee. Age 62 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 2568 ในวันอังคารที่ 29 เมษายน 2568 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 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 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 2567 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2567

Agenda 2 To consider and adopt the minutes of the 2024 Annual General Meeting of Shareholders held on April 19, 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 3 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2567

Agenda 3 To acknowledge the operating results of the Company for the year 2024.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบประมาณการเงินและงบกำไรขาดทุน สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567

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, 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 5 พิจารณามติการกระจายกำไรสุทธิเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2567

Agenda 5 To consider and approve the suspension of the allocation of net profit as legal reserve and the suspension of the dividend payment from the operational results for the year 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 6 พิจารณามติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ

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 : นายสมชาย มีเสน

6.1 Name of Director : Mr.Somchai Meesen

☐ 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 : นายชัยสิทธิ์ ภูวภิรมย์ขวัญ

6.2 Name of Director : Mr. Chaiyasit Puvapiromquan

☐ 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 พิจารณามติการกำหนดค่าตอบแทนของกรรมการของบริษัท และคณะกรรมการชุดย่อย ประจำปี 2568

Agenda 7 To consider and approve the determination of the remuneration of the Company's directors and sub-committees for 2025

☐ 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 พิจารณามติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2568

Agenda 8 To consider and approve the appointment of the auditors and the determination remuneration of the auditor fee for 2025

☐ 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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider other business (if any)

☐ 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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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 / Remark

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ 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 2568 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัท ในวันที่ **29 เมษายน 2568 เวลา 14.00 น.** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the 2025 Annual General Meeting to be held as an e-meeting on **April 29, 2025 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; or ☐ (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; or ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
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	☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2568
ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

(Questions from shareholders for the 2025 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 2568 ดังนี้

I wish to submit question(s) of agenda for the 2025 Annual General Meeting of Shareholders as follows:

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หมายเหตุ เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งกลับมายังบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ภายในวันที่ 27 เมษายน 2568 หรือ ส่งมาที่ email: corporate_secretary@nationgroup.com

Remark : Please send the completed form to Nation Group (Thailand) Public Company Limited within April 27, 2025. 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

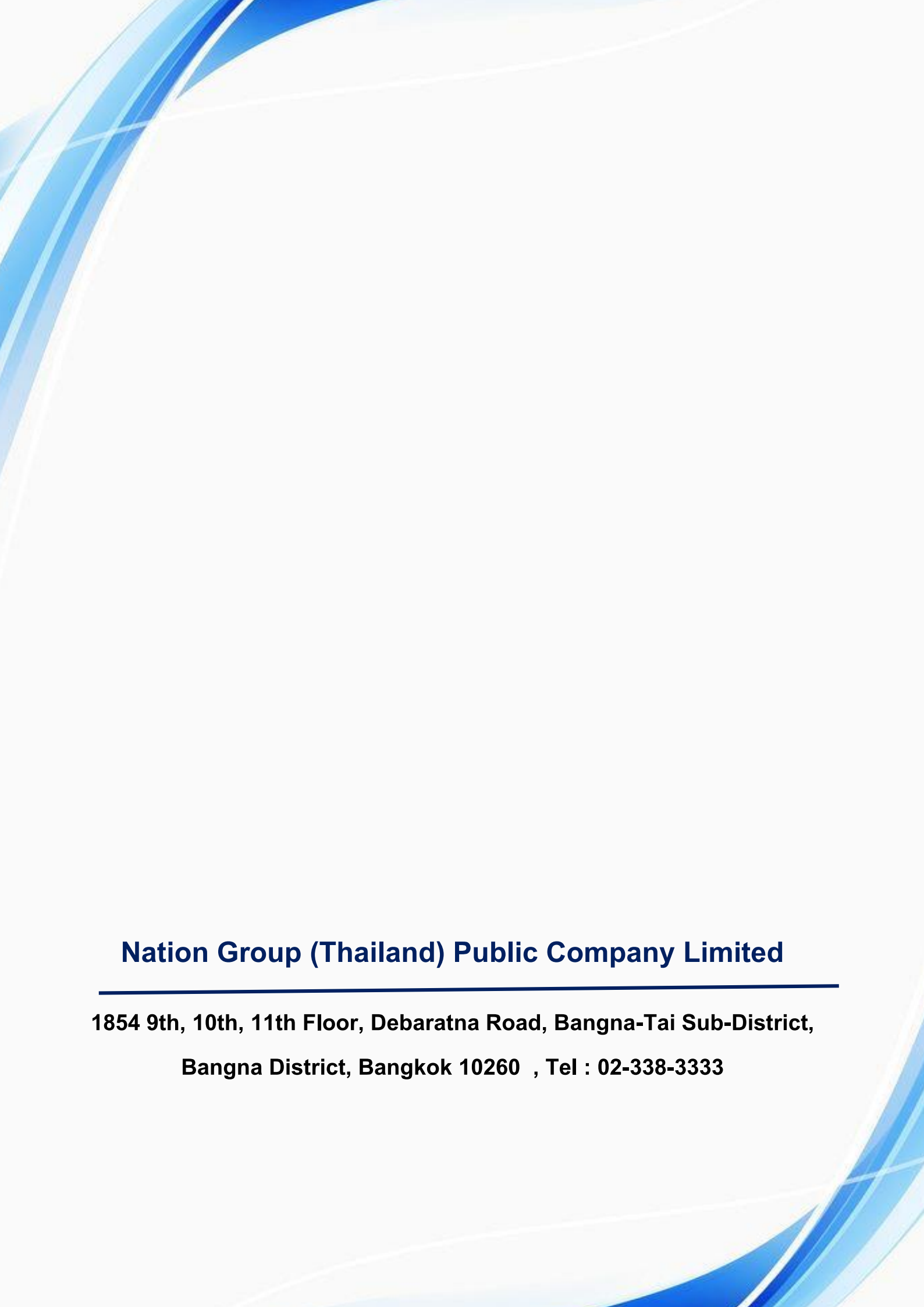
Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please kindly contact the Company at

Nation Group (Thailand) Public Company Limited

No. 1854 9th 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**