

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2019

NIRVANA DAII PUBLIC COMPANY LIMITED



***REMARK**

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

Contents

	Page
Invitation Letter to Attend the Annual General Meeting of Shareholders for year 2019	1
Attachment 1 Articles of Association of the Company concerning Meeting of Shareholders	10
Attachment 2 Documents Verifying Eligibility to Attend the 2019 Annual General Meeting of Shareholders	14
Attachment 3 List of Independent directors for an appointment of proxy	18
Attachment 4 Minutes of the Annual General Meeting of Shareholders for year 2018 held on 26 April 2018	20
Attachment 5 Profiles of the Nominated Directors for Re-election and the Definition of Independent Director	43
Attachment 6 Information on the Proposed Auditors of the Company and Audit Fee for the Year 2019	51
Attachment 7 Map of Venue of the 2019 Annual General Meeting of Shareholders	52
Attachment 8 Proxy Form A, B and C (Form B is recommended)	53

No. CS/009/02/2019

27 February 2019

Subject: Invitation to Attend the Annual General Meeting of Shareholders for year 2019

To: The Shareholders of Nirvana Daii Public Company Limited

Attachment:

1. Articles of Association of the Company concerning Meeting of Shareholders;
2. Documents Verifying Eligibility to Attend the 2019 Annual General Meeting of Shareholders;
3. List of Independent directors for an appointment of proxy;
4. Minutes of the Annual General Meeting of Shareholders for year 2018 held on 26 April 2018;
5. Profiles of the Nominated Directors for Re-election and the Definition of Independent Director;
6. Information on the Proposed Auditors of the Company and Audit Fee for the Year 2019;
7. Map of Venue of the 2019 Annual General Meeting of Shareholders; and
8. Proxy Form A, B and C (Form B is recommended)

The Meeting of the Board of Directors of Nirvana Daii Public Company Limited (NVD) (the “**Company**”) No. 1/2019 held on 20 February 2019 has passed a resolution to convene the Annual General Meeting of Shareholders for year 2019 (the “**AGM 2019**”) on Monday, 22 April 2019, at 09.00 a.m. at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900 to consider the matters in accordance with the following agenda:

Agenda 1 **To certify the Minutes of the Annual General Meeting of Shareholders for year 2018 held on 26 April 2018**

Objective and Reason The Annual General Meeting of Shareholders for year 2018 was held on 26 April 2018 and the minutes of the meeting was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws as well as has been published via the Company’s website since 9 May 2018.

The Board’s Opinion The Board of Directors viewed that the said Minutes was completely and correctly recorded and the Shareholders’ Meeting was proposed to adopt the Minutes of the Annual General Meeting of Shareholders of the year 2018 on 26 April 2018, details as shown in the Attachment No. 4.

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

Agenda 2 **To acknowledge the report on the Company’s operational results for the year 2018**

Objective and Reason The Company has summarized the operating results as shown in the 2018 Annual Report (as shown in the form of QR Code printed on the same document having the shareholder’s barcode by which the shareholder is allowed to access and receive the

2018 Annual Report by using its mobile or other devices to scan such QR Code) to be acknowledged by the shareholders at the Annual General Meeting of Shareholders.

The Board's Opinion It is deemed appropriate for the AGM 2019 to acknowledge the report on the Company's operational results for the year 2018.

Voting: No vote casting is required because this agenda is for acknowledgement

Agenda 3 **To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2018**

Objective and Reason According to Section 112 of the Public Company Limited Act B.E. 2535 (1992), the Company shall prepare the Balance Sheet and Profit and Loss Accounts as of the end of accounting period of the Company and shall submit the financial statements of the Company for the year ended 31 December 2018 to the Annual General Meeting of Shareholders for approval. Details of the balance sheet are included in the 2018 Annual Report as shown in the form of QR Code printed on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the 2018 Annual Report by using its mobile or other devices to scan such QR Code.

The Board's Opinion It is deemed appropriate for the AGM 2019 to approve the Balance Sheet and Profit and Loss Accounts for the year ended 31 December 2018 which has been audited by the Certified Public Accountant and reviewed by the Audit Committee.

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

Agenda 4 **To consider and approve the appropriation to legal reserve and dividend payment**

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

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

In 2018, the Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit of the consolidated financial statements after the corporate income tax and legal reserve. However, the rate of dividend payment is subject

to change depending on operating performance and financial position, liquidity, business expansion, and other factors relating to the Company's operations and management.

The Board's Opinion

It is deemed appropriate for the AGM 2019 to approve the appropriation to legal reserve and dividend payment for the Company's performance during 2018 which details are as follows:

- 4.1) In 2018, the Company earned the profit as shown in the separate financial statements in an amount of Baht 200,455,342, the Board of Directors therefore deems appropriate to propose to the AGM 2019 to consider and approve the appropriation to legal reserve as required by the applicable law at the rate of 5% in an amount of Baht 10,022,767;
- 4.2) the Board of Directors proposes to the AGM 2019 to acknowledge the interim payment for the operational period during January to September 2018 made on 4 December 2018 to all shareholders at the rate of Baht 0.11 per share or Baht 151.86 million in total; and
- 4.3) In 2018, the Company has the profit as shown in the consolidated financial statements in an amount of Baht 324,252,667 being the profit attributable to the equity holders of the parent in an amount of Baht 276,884,205. The Board of Directors therefore deems appropriate to propose to the AGM 2019 to consider and approve the payment of dividend for the Company's performance during 2018 at the rate of Baht 0.08 per share amounting to Baht 110.45 million by which such dividend shall be paid on 8 May 2019.

Details of the Proposed Dividend Payment for Year 2018 as Compared to the Previous Year

In 2018, the profit attributable to the equity holders of the parent of the Company was in an amount of Baht 276,884,205, the Board of Directors therefore deems appropriate to propose to the AGM 2019 to consider and approve the payment of dividend for the Company's performance during 2018 at the aggregate rate of Baht 0.19 per share amounting to Baht 262,313,996, representing to 94.73% of the net profit of the Company's consolidated balance sheet which is in line with the Company's dividend payment policy. Details of the proposed dividend payment for year 2018 as compared to the previous year are as follows:

Details	Dividend Payment for Year 2017	Proposed Dividend Payment for Year 2018
Net Profit – Separate Financial Statements (Baht)*	93,000,054.00	
Net Profit – Consolidated Financial Statements (profit attributable to the equity holders of the parent) (Baht)*		276,884,205
Numbers of Shares (Share)	1,380,599,978	1,380,599,978
Dividend paid per share (Baht per share)	0.06	0.19
- Interim dividend payment (for January to September) (Baht per share)		0.11
- dividend payment (for October to December) (Baht per share)		0.08
Total Dividend Payment (Baht)	82,835,998.68	262,313,996
Ratio of Dividend to Net Profit (%)	89.07%	94.73% **

Note: * In 2018, the Company has changed its dividend payment policy from “at the rate of not less than 50 percent of net profit of the separate financial statements after the corporate income tax and legal reserve” to “at the rate of not less than 40 percent of net profit of the consolidated financial statements”

** The proposed rate of the dividend payment is in line with the Company’s dividend payment policy.

In this regard, whether the Company would pay the dividend shall be subject to the approval from the Annual General Meeting of Shareholders by which the Management proposed that the dividends shall be paid on 8 May 2019 and the record date for determining the list of shareholders entitling to receive such dividends shall be 6 March 2019.

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

Agenda 5 To consider and approve the re-election of directors who retire by rotation

Objective and Reason In compliance with the Section 71 of the Public Limited Company Act B.E. 2535 (1992) and the Company’s Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. The directors who will retire by rotation at the ensuing Annual General Meeting and who being eligible have offered themselves for re-election are Dr. Preeprem Nonthaleerak, Mr. Nattavuth Mathayomchan and Mrs. Thitima Rungkwansiroj.

The Board's Opinion The Board of Directors, excluding the nominated directors, is deemed appropriate for the AGM 2019 to approve the re-election of the above three directors who are due to retire by rotation, as the Company's directors and following position for another term:

- 1. Dr. Preeprem Nonthaleerak** **Position:** Independent Director, Members of the Audit Committee and Risk Management Committee
- 2. Mr. Nattavuth Mathayomchan** **Position:** Director, Members of the Executive Committee and Corporate Governance and Sustainable Development Committee
- 3. Mrs. Thitima Rungkwansiroj** **Position:** Director, Members of the Executive Committee

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

Besides, the Board of Directors, having considered the qualification of the independent director of the retired director no. 1, viewed that such independent director has all qualifications required according to the definitions of the independent director as per the applicable laws and is capable to provide her opinion relating to the Company's business operation independently. The Board of Directors therefore deems appropriate to propose that such 3 directors should be reelected for another term.

For conformity with the good governance criteria regarding the shareholders' rights protection, the Company had also given the opportunity to the shareholders to propose the list of person for considering to be elected to be directors of the Company for year 2019, however, there was no shareholder proposing the list of person for considering to be elected to be directors of the Company.

The profile of the retiring directors and the definition of "Independent Director" are provided in the Attachment 5.

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

Agenda 6 **To consider and approve the Remuneration of Directors for the Year 2019**

Objective and Reason 1. In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992), the annual remuneration of Directors is required to be approved by the shareholders at the Annual General Meeting of Shareholders.

2. The determination of the remuneration of directors and sub-committees was made with the following criteria and procedure:
 - 1) Remuneration should pay to directors by considering the directors' duties, responsibilities and scope of work including comparing with peers who have the similar size and in the same business segment;
 - 2) Remuneration should align with directors' interests and the long-term interests of shareholders;
 - 3) Structure of the remuneration should be simple, transparent and easy for shareholders to understand; and
 - 4) The Nomination and Remuneration Committee shall propose the remuneration of directors and sub-committees to the Board of Directors for approval consideration, prior to proposing to the AGM 2019.
3. The remuneration of directors and sub-committees is comprised of meeting fee and bonus and other remunerations will be paid.

The Board's Opinion It is deemed appropriate for the AGM 2019 to approve the remuneration of directors for the year 2019 as recommended by the Nomination and Remuneration Committee by taking into account the directors' duties and responsibilities, as well as comparing with peers of similar size in the same business segment, details are as follows:

The Comparison of Directors' Remuneration with the Previous Year

Details	Year 2018	Year 2019 (Proposed Year)
1. Retainer Fee (as not exceeding of Baht 8.00 million)		
1.1 The Board of Directors	Monthly Fee	Monthly Fee
a) Chairman of the Board	Baht 40,000/Time	Baht 40,000/Month
b) Vice Chairman	-	Baht 35,000/Month
c) Director	Baht 30,000/Time	Baht 30,000/Month
1.2 The Sub-Committees		
1.2.1 The Audit Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 30,000/Time	Baht 30,000/Time
b) Member	Baht 20,000/Time	Baht 20,000/Time
1.2.2 The Nomination and Remuneration Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 30,000/Time	Baht 30,000/Time

Details	Year 2018	Year 2019 (Proposed Year)
b) Member	Baht 20,000/Time	Baht 20,000/Time
1.2.3 The Risk Management Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 30,000/Time	Baht 30,000/Time
b) Member	Baht 20,000/Time	Baht 20,000/Time
1.2.4 The Corporate Governance and Sustainable Development Committee	-	Meeting Fee
a) Chairman	-	Baht 30,000/Month
b) Member	-	Baht 20,000/Month
1.2.5 The Executive Committee	Monthly Fee	Monthly Fee
c) Chairman	Baht 35,000/Month	Baht 35,000/Month
d) Member	Baht 30,000/Month	Baht 30,000/Month
2. Bonus	The amount of 3 percent of the total amount of dividends paid from the operating profit excluding the retained earnings	The amount of 3 percent of the total amount of dividends paid from the operating profit excluding the retained earnings
3. Other Remuneration	- None -	- None -

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

Agenda 7 **To consider and approve the appointment of the auditors and determination of the audit fee for the year 2019**

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

The Board's Opinion It is deemed appropriate for the AGM 2019 to approve the appointment any one of the following auditors from PricewaterhouseCoopers ABAS Limited:

- 1) Mr. Boonrueng Lerdwiseswit Certified Public Accountant No. 6552 and/or
- 2) Mr. Chanchai Chaiprasit Certified Public Accountant No. 3760 and/or

- 3) Mr. Pisit Thangtanagul Certified Public Accountant No. 4095,
to be the Company's auditors for the year 2019 and determine the audit fee for the year 2019 as not exceeding of Baht 2,425,000 (excluding non-audit fee) as recommended by the Audit Committee, details as shown in the Attachment 6.

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

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

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

In addition, for conformity with the good governance criteria regarding the shareholders' rights protection, the Company has given an opportunity for minority shareholders to propose any additional agenda for AGM 2019, however there were no proposal of agenda.

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

The Record Date for determining the list of shareholders entitling to attend the AGM 2019 and receive the dividends shall be 6 March 2019. With regard to the agenda as mentioned herein, the independent directors have no opinion which is contrary to the opinion of the Board of Directors.

Any shareholders who cannot be present at the Meeting in person and intend to appoint a proxy to attend the Meeting, please complete and duly execute one of three proxy forms (Form A, Form B or Form C). Form C is only for foreign shareholders who hold the Company shares through custodian account in Thailand. Shareholders may download the proxy form from the Company's website at www.nirvanadaii.com.

Any shareholder who is unable to attend the shareholders' meeting can authorize one of the Company's independent directors to attend and vote on his or her behalf. Details of Independent Directors can be found in Attachment 3.

In order to speed up and facilitate the registration process at the AGM 2019, it is kindly requested that executed proxy forms may please be delivered to the Company Secretary Office at least three days before the meeting date. Moreover Shareholder(s) attending the Meeting by themselves are kindly requested to bring the registration form having the barcode, together with the identification documents for meeting attendance, and present them to the registration staffs on the date of the meeting.

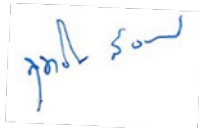
In addition, from 2019 onwards, Thailand Securities Depository Co., Ltd. (TSD) will deliver an annual report or all listed companies to their shareholders via electronics system in the form of QR Code in lieu of paper or CD-rom

by which such QR Code will appear on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the 2018 Annual Report immediately by using its mobile or other devices to scan such QR Code.

For the utmost benefit of the shareholders as well as for protection of the shareholders' rights, any queries in relation to the meeting agenda are requested to be send in advance to the Company Secretary, email address: companysecretary@nirvanadaii.com or to Nirvana Daii Public Company Limited, No. 123 Sun Towers Tower A, 11th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900.

Any shareholders who wish to receive a printed copy of our 2018 Annual Report should contact the Company Secretary Office, the address as given above.

Yours faithfully,



Mr. Sutthichai Sungkamanee
Chairman
Nirvana Daii Public Company Limited

The Company Secretary Office

Tel: 02-105-6789 ext. 326 , 355

Fax: 02-105-6787

Email: companysecretary@nirvanadaii.com

Attachment 1

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

Chapter 3: Board of Directors

Article 12. The Company's Board of Directors shall consist of at least five (5) directors. Not less than one half of all directors shall have residence in the Kingdom of Thailand. The qualifications of the Company's directors shall be as prescribed by laws.

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

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

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

Article 13. The appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:

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

Article 14. At every annual general meeting, one-third of the total number of the directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office.

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

Article 15. Directors have the right to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in accordance with the resolution of a shareholders meeting passed by votes of not less than two-thirds of the total number of votes of shareholders present at the meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until it is changed otherwise. Directors may receive per diem and other welfare according to the Company's regulations.

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

Chapter 4: Shareholders Meeting

Article 25. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the fiscal year of the Company.

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

Article 26. One or more shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time submit their names and request the Board of Directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) date from the date of the receipt of such request from the said shareholders.

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

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

Article 27. In summoning the shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details, stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the meeting.

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

Article 28. In the shareholders meeting, a shareholder may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing the proxy shall be dated and signed by the shareholder giving the proxy and shall be in the form so prescribed by the registrar.

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

Article 29. In the shareholders meeting, there shall be shareholders and proxies (if any) in a number of not less than twenty-five (25) persons or not less than one-half of the total number of shareholders holding shares in an aggregate amount of not less than one-third of the total number of shares sold to constitute a quorum.

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

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

Article 30. In casting votes, one share shall be entitled to one vote and the resolution of the shareholders meeting shall consist of the following votes:

- (1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote;
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of the whole or a substantial part of the businesses of the Company to other persons;
 - (b) The purchase or acceptance of transfer of businesses of other companies or private companies by the Company;
 - (c) The entering, amendment or termination of contracts relating to the leasing out of the whole or a substantial part of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;
 - (d) The amendment of Memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the Company's capital or the issuance of debentures;
 - (f) The amalgamation or dissolution of the Company

Article 31. Transactions to be conducted at the annual general meeting are as follows:

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

Chapter 5: Accounts, Finance and Audit

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

- Article 33. The Company shall prepare and keep accounts, as well as the auditing thereof, in accordance with the laws governing such matters, and shall prepare a balance sheet and a profit and loss account at least once in every twelve (12) months which is the fiscal year of the Company.
- Article 34. The Board of Directors shall prepare the balance sheet and profit and loss account as of the end of the fiscal year of the Company and shall submit the same to the shareholders meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to the submission to the shareholders meeting the said balance sheet and profit and loss account.
- Article 35. The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting:
- (1) copies of the audited balance sheet and profit and loss account which have been audited by the auditor together with the report of the auditor; and (2) the annual report of the Board of Directors.
- Article 36. The auditor has a duty to attend the shareholders meeting every time the balance sheet, profit and loss account, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of audit to the shareholders, and the Company shall also send to the auditor all reports and documents which should be received by the shareholders in such shareholders meeting.
- The auditor must not be a director, officer, employee or a person holding any position in the Company.
- Article 37. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividend is prohibited.
- Except that the Articles of Association state otherwise with respect to the preferred shares, the dividends shall be equally distributed according to the number of shares.
- The payment of the dividends requires the approval of the shareholders meeting except for the payment of interim dividends.
- The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit to do so and a report thereof shall be made to the shareholders meeting at the next meeting.
- The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders and publication of the notice of the payment of dividends shall also be made in a newspaper. No interest can be charged against the Company if such dividend payment had been made within the time specified by law.
- The Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders meeting.
- Article 38. The Company must appropriate a portion of the annual net profit to a reserve fund in an amount of at least five (5) percent of the annual net profit less the total accumulated losses carried forward (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital of the Company, provided that the Board of Directors may propose to the shareholders meeting for consideration and approval an appropriation of other types of reserve fund as it thinks fit.

Attachment 2

Documents and Evidence Identifying Shareholders and Proxies

Eligible to Register, Attend and Vote at the Meeting

The Company has scheduled the 2019 Annual General Meeting of Shareholders on Monday, 22 April, 2019 at 09.00 a.m. at the Main Conference Room, 39th Floor, Sun Towers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok.

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

1. Proxy Form

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

The Company has attached Proxy Form B which prescribes certain particulars and specific voting appointment as attached together with the notice of the shareholders' meeting (Details are as shown in Attachment 8 and Form B is recommended).

However, the Company has also prepared all the three Proxy Forms, please download from the Company's website, www.nirvanadaii.com and please bring the Registration Form as attached together with the notice of the shareholders' meeting on the date of Meeting for the convenience for registration process.

2. Proxy

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

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

- 3) Affix the 20 Baht of stamp duty with specifying the date of Proxy Form then cross that stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

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

3. Documents to be presented prior to the Meeting

Individual Shareholders

- 1) In case of attendance in person:

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

- 2) In case of appointment of a proxy:

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

Juristic Person Shareholders

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

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

- 2) In case of appointment of a proxy:

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

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

4. Registration

The Company shall proceed with registration 2.00 hours as prior to the Meeting time or from 07.00 a.m., at the venue with a map attached to the Notice of the Meeting (Attachment 7).

5. Casting Votes Criteria

Normal Agenda

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

Directors' Appointment Agenda

According to the Article 13 of the Company's Articles of Association, the appointment of a director shall be made by a majority vote of the shareholders meeting in accordance with the following conditions and procedures:

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

6. Procedures on Casting Votes

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

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

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

Attachment 3

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

The Company has scheduled the 2019 Annual General Meeting of Shareholders on Monday, 22 April, 2019 at 09.00 a.m. at the Main Conference Room, 39th Floor, Sun Towers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900 to consider various agenda as mentioned in the Notice.

The Company would like to invite all shareholders to attend in the Shareholders' Meeting as scheduled. In case if you are unable to attend the meeting, you may appoint another person or any one of the following Independent Directors of the Company as your proxy.

Name and Position	Age	Address	Interest in the Meeting
1. Mr. Sutthichai Sungkamanee Independent Director, Chairman of the Board, Chairman of the Nomination and Remuneration Committee	62	Nirvana Daii Public Company Limited, 11 th Floor, Sun Towers Building A, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900	Agenda 6: To consider and approve the remuneration of directors for the year 2019
2. Mr. Apimuk Sukprasit Independent Director, Vice Chairman of the Board, Chairman of the Risk Management Committee	65	Nirvana Daii Public Company Limited, 11 th Floor, Sun Towers Building A, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900	Agenda 6: To consider and approve the remuneration of directors for the year 2019
3. Mrs. Pojanard Prinyapatpakorn Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Chairman of the Good Governance and Sustainable Development Committee	63	Nirvana Daii Public Company Limited, 11 th Floor, Sun Towers Building A, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900	Agenda 6: To consider and approve the remuneration of directors for the year 2019
4. Mr. Kampanart Lohacharoenvanich Independent Director, Chairman of the Audit Committee,	69	Nirvana Daii Public Company Limited, 11 th Floor, Sun Towers Building A, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900	Agenda 6: To consider and approve the remuneration of directors for the year 2019

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

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

Nirvana Daii Public Company Limited
Minutes of the 2018 Annual General Meeting of Shareholders
Thursday, 26th April 2018 at 9.00 a.m.
at the Main Conference Room, 39th Floor, Suntowers Building B,
No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900

The Meeting convened at 9.10 a.m.

Mr. Sutthichai Sungkamanee, the Chairman of the Board of Directors acting as the Chairman of the Meeting (the “**Chairman**”) pursuant to the Company’s Articles of Association assigned Miss Thamonwan Woraphongjirakarn, the Company Secretary to conduct this Meeting on behalf of the Chairman.

Miss Thamonwan Woraphongjirakarn, the Company Secretary welcomed the shareholders attending the 2018 Annual General Meeting of Shareholders and informed the Meeting that there were 7 shareholders present in person and 92 shareholders presented by proxy at the start to the Meeting. Therefore, there were a total of 99 shareholders present, holding an aggregate of 966,322,073 shares, representing 69.9929 percent of total issued shares. A quorum was thus constituted according to the Company’s Articles of Association.

Prior to commencement of the Meeting, Miss Thamonwan Woraphongjirakarn, the Company Secretary introduced the Company’s directors, executives, auditors and legal advisors to the Meeting as follows:

Directors attending the Meeting:

- | | |
|------------------------------------|--|
| 1. Mr. Sutthichai Sungkamanee | Independent Director, Chairman of the Board of Directors, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee |
| 2. Mrs. Pojanard Prinyapatpakorn | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee |
| 3. Dr. Preeprem Nonthaleerak | Independent Director, Member of the Audit Committee and Member of the Risk Management Committee |
| 4. Mr. Naris Cheykin | Director, Member of the Nomination and Remuneration Committee and Chairman of Executive Committee |
| 5. Mr. Kitsanan Kittamaytrapemadej | Director and Member of the Executive Committee |
| 6. Mr. Sornsak Somwattanal | Director, Member of the Risk Management Committee, Member of the Executive Committee, Chief Executive Officer |

Directors absent from the Meeting:

- | | |
|---------------------------|--|
| 1. Mr. Thiti Tongbenjamas | Director and Member of the Executive Committee |
|---------------------------|--|

On the date of this Meeting, the Board of Directors of the Company was comprised of 7 directors and there were 6 directors attending the Meeting. The ratio of the directors attending the Meeting was 86%.

Executives attending the Meeting:

- | | |
|-------------------------------------|--|
| 1. Mr. Surapong Jiem-on | Executive Vice President, Business Operating Group |
| 2. Mr. Nantachart Kliebphipat | Executive Vice President, Project Development Group |
| 3. Mr. Ronnachai Triyasunan | Executive Vice President, Design and Development Group |
| 4. Mr. Jiradej Nusthit | Executive Vice President, Business Support Group and Chief Financial Officer |
| 5. Miss Varaporn Thanapornpiboon | Vice President, Accounting Department |
| 6. Mrs. Piyorot Loughajareonyos | Vice President, Internal Control Department |
| 7. Miss Thamonwan Woraphongjirakarn | Company Secretary |

Auditors attending the Meeting:

- | | |
|-------------------------------|---|
| 1. Mr. Chanchai Chaiprasit | Auditor from PricewaterhouseCoopers ABAS Limited |
| 2. Mr. Boonrueng Lerdwiseswit | Auditor from PricewaterhouseCoopers ABAS Limited |
| 3. Mr. Yodsapon Udomsuk | A representative from PricewaterhouseCoopers ABAS Limited |
| 4. Mr. Terakarn Watprapasak | A representative from PricewaterhouseCoopers ABAS Limited |

Legal Advisors attending the Meeting:

- | | |
|--------------------------------|---------------------------------|
| 1. Mr. Neramit Trongpromsuk | A representative from DN36 Ltd. |
| 2. Miss Natcha Srisupornvichai | A representative from DN36 Ltd. |

Thereafter the Chairman officially opened the Meeting and assigned Miss Thamonwan Woraphongjirakarn, the Company Secretary to explain the voting right and voting casting procedures to the Meeting.

The Company Secretary explained the voting right and vote casting as follows:

Voting Right

1. For casting vote at a shareholders' meeting, one share would be entitled to one vote. Any shareholder who had a special interest in any matter would not be entitled to vote on such matter, except in the case of a vote on an agenda 5, the re-election of directors who retire by rotation.
2. A shareholder may cast all of his/her votes for either approval, disapproval or abstention, except for the shareholder who was a foreign investor and appointed a custodian in Thailand, who would be able to vote by splitting votes whereby the total number of votes should not exceed the total number of voting rights held. However, if the proxy who was a custodian failed to cast all of the votes held, the remaining votes should be deemed as abstention.

Vote Casting

The Company provided the voting casting at the Meeting as follows:

1. For voting on each agenda, the Chairman would ask only the shareholders who wished to disapprove or abstain the vote to fill out the ballots received at the registration and to raise their hands so that the Company's officers would collect the ballots for vote counting. The Company would deduct the disapproval votes and abstention votes from the total number of shares held by the shareholders attending the meeting and having the right to vote. The shareholders who did not raise their hands or submit their ballots should be deemed to approve the matter as proposed by the Chairman, except for Agenda 5 Re: to consider and approve the re-election of directors who retire by rotation, the officers would collect all ballots of the shareholders for approval votes, disapproval votes and abstention votes in order to conduct the meeting in accordance with the good corporate governance practice. For voting result announcement of each agenda, the Chairman would assign the Company Secretary to announce the voting result after the voting in each agenda would be completed, whereby the announced votes would be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof. The ballots for disapproval or abstention submitted after the Company Secretary announced the voting result of each agenda to the meeting would not be counted as the voting result.
2. In the case that the shareholders who appointed the proxy and had specified their votes for each agenda, the votes would be counted systematically as specified by such shareholders.
3. Any shareholders or proxies who had been registered but had not yet voted and was unable to be present at the meeting until the meeting was adjourned, the Company kindly asked for their cooperation to submit the ballots which had been filled out for all remaining agenda to the Company's officer who would record the votes for each agenda.
4. In the case that the shareholders or proxies did not send their ballots for disapproval or abstention to the Company's officers before the Chairman or the Company Secretary announced the voting result of each agenda, the Company would consider that the shareholders or the proxies approved for such agenda.
5. In the case that no shareholder voted for disapproval or abstention, the Company would consider that the meeting unanimously resolved the matter in such agenda, except in the case that the shareholder had specified in the proxy form that he/she wished to vote for disapproval or abstention and the Company had already recorded such vote in advance.

Voided Ballots

1. Voting for more than one alternative, except for voting by the proxy of a foreign investor who appointed a custodian in Thailand;
2. Correction or deletion of ballots without signature affixed by such shareholder or proxy;
3. Defective and unreadable ballots.

At the end of the Meeting, the Company would collect all ballots from the shareholders and proxies in all agenda for inspection purposes and for transparency in voting process.

Process to Conduct the Meeting

The Meeting shall proceed according to the agenda notified in the Notice of the Meeting.

Expressing Opinions and Asking Questions

1. A shareholder or proxy who wished to express any opinion or ask any question in each agenda would be asked to raise his/her hand and upon permission by the Chairman, he/she may ask questions by using microphone provided by the Company. In this regard, the shareholder was requested to inform of his/her name and surname, and specify whether he/she was a shareholder attending the Meeting in person or by proxy, and then express opinions or ask questions so that the minutes of the Meeting would be correctly and completely recorded.
2. Any opinions or questions to be expressed or asked should be clear and concise. Please refrain from asking the same question or expressing the same opinion repeatedly so that the Meeting would be conducted effectively.
3. If a shareholder wished to express an opinion or ask a question on a matter that was not relevant to the agenda being considered, such opinion or question may be expressed or asked on the agenda regarding to other businesses or at the end of the Meeting.
4. The Company would disclose the minutes of the Meeting by specifying voting results of each agenda via the Company's website within 14 days from the Meeting date or on 10 May 2018.

Before starting with the agenda items, the Chairman informed the Meeting that in pursuit of the best practice and good corporate governance of the holding of an annual general meeting of shareholders, he would like to invite one shareholder attending the Meeting, to be a witness to inspect the voting and vote counting procedures. Since there was no shareholder volunteered to be the witness, the Chairman then informed the Meeting that Miss Natcha Srisupornvichai, a legal advisor from DN36 Limited presented as a witness in vote counting procedures.

Thereafter, the Chairman continued to conduct the Meeting in accordance with the following agenda.

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders for year 2017 held on 27 April 2017

The Chairman informed the Meeting that the minutes of the Annual General Meeting of Shareholders for year 2017 held on 27 April 2017 was submitted to all shareholders together with the Notice of the Meeting.

The Chairman then allowed the shareholders to raise any questions or request for any amendments to the minutes of the Annual General Meeting of Shareholders for year 2017.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,100,118,384 votes	or 100.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution Approved to certify the Minutes of the Annual General Meeting of Shareholders for year 2017 held on 27 April 2017 as proposed.

Agenda 2 **To acknowledge the report on the Company's operational results for the year 2017**

The Chairman assigned Mr. Jiradej Nusthit, the Chief Financial Officer to present the Company's operational results for the year 2017.

Mr. Jiradej Nusthit, the Chief Financial Officer reported the Meeting that the significant of 2017 operational results, sequences of event and factor which impact to the Company would be summarized as follows:

- In January, the Company commenced to merge with Nirvana Development Co., Ltd by issuing a newly increased 1,050.6 million shares for purchasing all shares of Nirvana Development Co., Ltd and 2 plots of lands (located at Rattathibet and Bangrakyai MRT Station) owned by Singha Estate Public Company Limited;
- In April, the Annual General Meeting of Shareholders for year 2017 approved the change of the Company's name from Daii Group Public Company Limited to Nirvana Daii Public Company Limited; and the increase of the Company's registered capital of 225 million shares, all of which would be allocated to private placement in an amount of 200 million shares; and to support the issuance of the ESOP-Warrant-1 in an amount of 25 million shares;
- In June, the Company commenced to transfer the business of Nirvana Development Co., Ltd (Entire Business Transfer) to the Company;
- In July, the Company completed the allocation of 200 million shares at the offering price of Baht 5 each via private placement as well as launched 2 new series of single houses, being the first series of Fully-prefabricated single house, which was deemed to be the maximizing of DAI's Prefabrication Technology capability;
- During July to September, the Company conducted the soft launch of Banyan Tree Residences Riverside Bangkok Project, being a high-end condominium project located on the banks of Chao Phraya River. The Company also conducted a road show abroad which had elicited a good response. On September, the Company launched the Sales Gallery of Banyan Tree Residences Riverside Bangkok Project by which the Grand Opening had been conducted on February 2018. The current construction of Banyan Tree Residences Riverside Bangkok Project reached to the 45th Floor, being the highest floor of the project. The revenue derived from the presales of such project was expected to be recognised by the Company by the end of 2018;
- In September, the Company entered into a Precast Concrete (beams, columns and footings) Manufacturing Service Agreement for provision of manufacturing service and delivery of precast concrete to Crossroads Project located at Maldives;
- In November, the Company was engaged to construct an Internet Center for rural school by which the Company acted as a civil work sub-contractor of a consortium who was the main contractor of such project;
- In December, the Company additionally acquired 70 Rais of land located at New Krungthep Kreetha Road. This

acquisition of land was part of the Company's asset management for efficiency optimization. In addition, during 2017, the Company sold certain small plots of such land which were unable to develop into any project but has high value due to they were located on the main road. As a result, by the end of 2017, the Company approximately owned 269 Rais of lands in such area (increasing from 237 Rais). (By the end of March 2018, the Company launched a pilot project namely "Nirvana Define" on certain part of such land which had elicited a good response)

For the Company's performance and other factors which impact to the Company, Mr. Jiradej Nusthit, the Chief Financial Officer reported the Meeting that the Company had a total revenues of Baht 2,558 million, which comprised of revenues from property development of Baht 1,934 million, revenues from construction of Baht 452 million and revenues from sale of construction material of Baht 173 million, increasing 90% from the previous year. These were as a result of the revenue derived from the sale of new projects which were Nirvana Define Rama IX, @Work Ramintra and @Work Ladprao-Kasetnawamin having been launched by the end of 2016 and transferred to the customers in 2017 and an existing project, Nirvana Beyond Rama II as well as revenue derived from the sale of certain plots of New Krungthep Kreetha Road lands.

For the gross profit for 2017 was in an amount of Baht 799 million, increasing 94% from Baht 412 million in the previous year, higher than the growth ratio of the total revenues. These were because most of the new projects of the Company were the hi-end project with high value having gross profit rate higher than those transferred in 2017 as well as all expenses were increased at the ratio less than the revenues. The net profit for 2017 of the Company therefore was in an amount of Baht 214 million, increasing 372% from Baht 45 million in the previous year.

In addition, the Company determined its business strategy to be in line with the Quality of Growth principle which details were as follows:

Property Development Business (Develop for Sales):

- The Company would conduct the research and development for developing of new products. The Company expected to launch a new series of single house under Nirvana Beyond brand, which would maximizngly utilize DAI's Prefabrication Technology capability by the end of 2018.

Recurring Income:

- The Company had a plan to further expand its existing home builder business of DAI by re-launching a new home builder brand by May 2018 in order to allow this business to be one way of the Company's recurring income;
- The Company would emphasize on the resort builder business by taking advantage of the newly-engagement of the Company in Maldives project to further expand its business to a fully resort builder. Apart from the Prefab Home Builder, the Company also expected to be a Prefab Resort Builder by the end of 2018. In addition, the Company also sought for any opportunity in using its construction capability to provide its construction service to any industry which would be another way of the Company's recurring income;

DAI's construction material business

- The Company would conduct the development in design to add value and to create more differentiation to the Company's products from those of the Company's competitors.
- The Company had a plan to construct multi-storey car park buildings which would be another way of the Company's recurring income.

Land Trading for Asset Maximization Purposes:

- The Company would still conduct the land trading if the Company deemed it was a good business opportunity and advantageous to the Company in overall.

Mr. Jiradej Nusthit, the Chief Financial Officer further explained the Meeting regarding the new single house project to be launched at Udon Thani Province that it was a project that the Company had no need to acquire the project land but the Company would jointly develop the project with the land owner. Upon the transfer of the house to each customer, the land owner would receive the income derived from the sale of land and the Company would earn an income from the home builder service. This kind of project development would allow the Company to expand its market to provincial area with lower required capital and risks.

Besides, the construction of a Precast mobile plant at Maldives that it would be a small production line of Precast that would allow the precast resort construction to be made efficiently. Upon the construction completion of Crossroad Project, there might be a possibility for the Company to provide its construction service to another resort owners.

Mr. Jiradej Nusthit, the Chief Financial Officer also added that the Company's business target in 2018 would be summarized as follows:

- The Company would commence to recognize the sale income derived from the Banyan Tree Project by the end of 2018;
- The Company would launch a new low-rise condominium project by the end of 2018;
- The Company commenced a presales of a town house project under "Nirvana Define" brand by the end of March 2018 which had elicited a good response;
- The Company entered into an negotiation with certain foreign partners to establish a joint venture in certain single house projects;
- The Company would launched 2 new single house projects under "Nirvana Beyond" brand by the end of 2018;
- The Company would launch a Home Building Centers for supporting the re-launch of a new home builder brand.
- The Company would complete the construction of Crossroad Project. As for another construction project, the Company was negotiating with an employer for a construction project located in Chiang Rai Province.
- The Company expected that 2 multi-storey car park buildings would be launched by the end of 2018.

After Mr. Jiradej Nusthit, the Chief Financial Officer completely reported the 2017 financial performance, then, Miss Thamonwan Woraphongjirakarn, the Company Secretary reported the Meeting the progress regarding the anti-

corruption by which in 2017 the Company's Board of Directors approved the anti-corruption guidelines on 13th November 2017 which was deemed to be part of the Company's Code of Conduct.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the Company's operation result for the year 2017..

Mr. Suriyon Jitraphant, a shareholder present in person, inquired about:

1. Details of the projection income derived from the sale of property development project within the following 3 years;
2. The sale progress of Banyan Tree Project, the project construction timeline and period that the Company could recognize all sale income of the Project; and
3. Purpose and return on investment in constructing a precast mobile plant at Maldives due to main expenses of precast business was mold which would be suitable to the mass product but the construction in Maldives was not a kind of mass product.

Mr. Jiradej Nusthit, the Chief Financial Officer replied that the current backlog of the Company was Baht 3,900 million by which Baht 2,900 million was derived from Banyan Tree Residences Riverside Bangkok Project and the Company would commence to recognize such income by the 4th quarter of 2018. In addition, the construction of such project had no delay and the construction was expected to be completed by the end of 2018. Another backlog of Baht 1,000 million was derived from horizontal development projects which were Nirvana Beyond Rama II, Nirvana Beyond Srinakarin, Nirvana Define Rama IX and @Work Ladprao-Kasetnawamin.

Mr. Sornsak Somwattanal, Chief Executive Officer explained about the Maldives Project that this business was a cooperation between the Company and its majority shareholder and also an opportunity in operating resort builder business in Maldives due to the current resort construction technique in Maldives was not up-to-date and most of construction would be conventional which would take longer time and have shorter lifetime than Precast technique. In addition currently there were a lot of green field resort projects in Maldives excluding the existing resorts to be renovated. Besides the sale price was higher than in Thailand and the Company would bring in the technical team from Thailand to conduct such works.

Mr. Naris Cheyklin, Chairman of Executive Committee as the director nominated by Singha Estate Public Company Limited further explained the Meeting that the majority shareholder was of opinion that the Company had a potentiality, capability and expertise in property development projects as well as an updated technology to provide the resort construction service at Phuket, Chiang Rai and Maldives which would be a new business of the Company and create synergy to the Company.

Mr. Monchai Leesirikul, a shareholder present in person, inquired about:

1. Development plan of New Krungthep Kreetha Land; and

2. Development plan of Bangrakyai MRT station land and Rattanathibet land.

Mr. Sornsak Somwattanal, Chief Executive Officer explained as follows:

1. Development plan of New Krungthep Kreetha Land: Due to the Company had various kinds of products, this land therefore would developed into a town ship by which the Company would slowly develop this land as the Company deemed fit; and
2. Development plan of Bangrakyai MRT station land and Rattanathibet land: both plots of land were for condominium projects. For Bangrakyai MRT station land whose construction permit was issued and the EIA was approved, the Company was studying the market and negotiating with a foreign partner.

There was no further question or comment from the shareholders. The Meeting acknowledged the Company's operational results for the year 2017 as proposed.

Agenda 3 To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2017

The Chairman proposed the Meeting to consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2017, which had been reviewed by the Audit Committee and audited by the certified public accountant. Details are provided in the 2017 Annual Report, which has been delivered to the shareholders together with the Notice of the Meeting.

Thereafter, the Chairman assigned Mr. Jiradej Nusthit, the Chief Financial Officer to present the details of this agenda to the Meeting.

Mr. Jiradej Nusthit, the Chief Financial Officer informed the Meeting that the consolidated and the separate financial statements of the Company ended 31 December 2017 present fairly in accordance with Thai Financial Reporting Standards as followings:

Statements of comprehensive income for the period ended 2017 and 2016

(Unit : MB)

	2016	2017	Change of Value
Revenue from sales of real estate	1,044	1,934	85%
Revenue from construction contract	304	452	48%
Revenue from sales of goods	-	173	N/A
Total sale revenue	1,348	2,558	90%
Costs of real estate sold	(682)	(1,254)	83%
Costs of construction	(254)	(354)	39%
Costs of goods sold	-	(159)	N/A
Total Cost	(936)	(1,758)	88%
Gross profit	412	799	94%
Other income	86	50	-41%
Selling expenses	(231)	(350)	52%

	2016	2017	Change of Value
Administrative expenses	(169)	(219)	29%
Financial costs (interest expenses)	(37)	(17)	-54%
Profit (loss) before income taxes	62	264	324%
Income taxes	(17)	(50)	197%
Net Profit (loss) for the year	45	214	372%
Earnings per share (Baht)	0.176	0.440	150%

Statements of financial position : Assets

(Unit : MB)

	2016	2017
Cash and cash equivalents	92	992
Total Current assets	4,574	6,393
Non-current assets		
Land held for development	413	2,107
Property, plant and equipment, net	28	356
Goodwill	-	332
Total Non-current assets	845	3,356
Total assets	5,419	9,749
Interest bearing debt	2,876	2,824
Total liabilities	3,809	5,045
Paid-up share capital	879	1,381
Premium on share capital	462	1,251
Premium on business acquisition	-	1,589
Retained earnings	179	402
Total shareholders' equity	1,610	4,704
Total liabilities and shareholders' equity	5,419	9,749

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the Company's balance sheet and profit and loss accounts for the year ended 31 December 2017.

Mr. Suriyon Jitraphant, a shareholder present in person, inquired as follows:

1. Due to the cost of real estate sold in 2017 was around of Baht 4,000 million, increasing from Baht 3,000 million in the previous year as a result of the increase of public utilities work and his understanding that all of public utilities of the property development project would not be completed at the one time but it would be developed as per the development phase. He therefore asked the Company to explain the rationale.

2. Whether the land deposit of Baht 200 million was for New Krungthep Kreetha Road land.

Mr. Sornsak Somwattana, Chief Executive Officer explained as follows:

1. Due to all project lands of the Company were located on the main road and each project was not large using the land area approximately 20 Rai and was comprised of not exceeding 100 units of houses, the Company was therefore required to complete the development of all public utilities at the same time so that the Company could request for title deeds issuance and transfer of ownership to the customers which was unlike from other developers. The rationales of an increase of such cost was due to certain main projects were developed in 2017; and

2. The land deposit of Baht 200 million was for New Krungthep Kreetha Road land.

There was no further question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 100.0000%
Disapproval votes	0 votes	or 0.000%
Abstention	0 votes	
Voided Ballot	0 votes	

Remark: During the consideration of this agenda, there were additional shareholders and proxies attending the Meeting, representing 2,444,564 shares. Thus, the total number of shares present in the Meeting was 1,012,562,948 shares.

Resolution Approved the balance sheet and profit and loss accounts for the year ended 31 December 2017 as proposed.

Agenda 4 **To consider and approve the appropriation to legal reserve and dividend payment for the year 2017**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in compliance with Section 116 of the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association, the Company must appropriate at least 5 percent of its annual net profit as legal reserve, less accumulated loss brought forward (if any) until the legal reserve reaches an amount of not less than 10 percent of its registered capital.

The Company proposed the appropriation to legal reserve in an amount of Baht 4,506,908.18 or approximately 5 percent of its annual net profit less accumulated loss brought forward. Subsequent to such appropriation, the Company's legal reserve would equal to Baht 5,876,881.18 or 0.42 percent of the Company's registered capital.

For the dividend payment for the Company's performance during 2017, the Board of Directors had the opinion to propose the dividend at the rate of Baht 0.06 per share amounting to Baht 82,835,998.68, representing to 89.07% of the net profit of the Company's separated balance sheet which was in line with the Company's dividend payment

policy. The dividends shall be paid on 16 May 2018 and the record date for determining the list of shareholders entitling to receive such dividends shall be 9 May 2018.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the appropriation to legal reserve and dividend payment.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 100.0000%
Disapproval votes	0 votes	Or 0.0000%
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution Approved the appropriation to legal reserve and dividend payment for the year 2017 as proposed

Agenda 5 **To consider and approve the re-election of directors who retire by rotation**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in compliance with the Section 71 of the Public Limited Company Act B.E. 2535 (1992) and Clause 18 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. The directors who will retire by rotation at the ensuing Annual General Meeting and who being eligible have offered themselves for re-election are as follow:

- | | | |
|-------------------------------|-----------|--|
| 1. Mr. Naris Cheyklin | Position: | Director, Chairman of the Executive Committee and Member of the Nomination and Remuneration Committee; |
| 2. Mr. Sornsak Somwattana | Position: | Director, Member of the Executive Committee, Member of the Risk Management Committee and Chief Executive Officer |
| 3. Mr. Sutthichai Sungkamanee | Position: | Director, Independent Director, Chairman of the Board, and Chairman of the Nomination and Remuneration Committee |

(Mr. Sutthichai Sungkamanee has expressed his intention to resign from the position of Chairman of the Audit Committee only)

All nominated directors were duly qualified under the Articles of Association, the Public Limited Companies Act B.E. 2535 (1992) and Securities and Exchange relevant laws including having knowledge, competency, expertise, experience and contribute to the Company, shareholders and all stakeholders. The Board of Directors of the Company excluding the nominated directors, had the opinion to propose the shareholders' meeting to re-elect the above three directors namely, Mr. Naris Cheyklin, Mr. Sornsak Somwattana, and Mr. Sutthichai Sungkamanee who are due to retire by rotation, as the Company's directors for another term. The profile of the retiring directors and the definition of "Independent Director" are provided in the attachment 4 of the Notice of the Meeting.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the re-election of directors who retire by rotation.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

The Meeting considered the matter and cast votes on individual basis as follows:

1. Mr. Naris Cheyklin - Director, Chairman of the Executive Committee and Member of the Nomination and Remuneration Committee

Approval votes	1,012,562,948 votes	or 100.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	
Invalid Ballots	0 votes	

Mr. Sornsak Somwattana - Director, Member of the Executive Committee, Member of the Risk Management Committee and Chief Executive Officer

Approval votes	1,012,562,948 votes	or 99.9955%
Disapproval votes	50,000 votes	or 0.0045%
Abstention	0 votes	
Invalid Ballots	0 votes	

3. Mrs. Sutthichai Sungkamanee - Director, Independent Director, Chairman of the Board, and Chairman of the Nomination and Remuneration Committee

Approval votes	1,012,562,948 votes	or 100.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	
Invalid Ballots	0 votes	

Resolution Approved the re-election of the above three directors to serve as the Company's directors for another term as proposed.

Agenda 6 **To consider and approve the appointment of new directors and fix the total number of directors on the Board**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that it was appropriate and necessity for the Company's business operation to appoint 2 new additional directors as new addition directors and to determine that the total number of directors on the Board shall be changed from 7 directors to 9 directors which details are as follows:

1. Mr. Apimuk Sukprasit Position: Director, Independent Director, Vice Chairman, Chairman of the Risk Management Committee

(Only the position of Vice Chairman of the Risk Management Committee will be appointed in lieu of Ms. Pojanard Prinyapatpakorn who has expressed her intention to resign from such positions)

2. Mr. Kampanart Lohacharoenvanich Position: Director, Independent Director and Chairman of Audit Committee

(Only the position of Chairman of Audit Committee will be appointed in lieu of Mr. Sutthichai Sungkamanee who has expressed his intention to resign from such position)

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the appointment of 2 new additional directors and to determine the total number of directors on the Board shall be changed from 7 directors to 9 directors.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a simple majority vote as per following number of votes:

Approval votes	1,074,887,048 votes	or 97.4899%
Disapproval votes	27,675,900 votes	or 2.5101%
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution Approved the appointment of new directors and fix the total number of directors on the Board as proposed

Agenda 7 **To consider and approve the remuneration of directors for the year 2018**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, the annual remuneration of Directors is required to be approved by the shareholders at the Annual General Meeting of Shareholders. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the remuneration of directors for the year 2018 as recommended by the Nomination and Remuneration Committee by taking into account the directors' duties and responsibilities, as well as comparing with peers of similar size in the same business segment as the following details:

1. Retainer Fee as not exceeding of Baht 8.00 million

Details of Directors' Remuneration	Retainer Fee
Remuneration to the Directors of the Board	<u>Monthly Remuneration</u> Chairman – Baht 40,000/Month/Person Director – Baht 30,000/Month/Person
Remuneration to the Sub-Committees	
1. The Audit Committee	<u>Meeting Fee</u> Chairman of the Audit Committee – Baht 30,000/Time/Person Member of the Audit Committee – Baht 20,000/Time/Person
2. The Nomination and Remuneration Committee	<u>Meeting Fee</u> Chairman of the Nomination and Remuneration Committee – Baht 30,000/Time/Person Member of the Nomination and Remuneration Committee – Baht 20,000/Time/Person
3. The Risk Management Committee	<u>Meeting Fee</u> Chairman of the Risk Management Committee – Baht 30,000/Time/Person Member of the Risk Management Committee – Baht 20,000/Time/Person
4. The Executive Committee	<u>Monthly Remuneration</u> Chairman of the Executive Committee – Baht 35,000/Month/Person Member of the Executive Committee – Baht 30,000/Month/Person

2. Bonus

The amount of 3 percent of the total amount of dividends paid from the operating profit excluding the retained earnings shall be paid to the Board as the bonus.

Whereby, the Nomination and Remuneration Committee shall be authorized to allocate the bonus to directors.

3. Other Remuneration

– None –

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the director's remuneration.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution Approved the remuneration of directors for the year 2018 as proposed.

Agenda 8 **To consider and approve the appointment of the auditors and determination of the audit fee for the year 2018**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in compliance with Section 120 and Section 121 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, the appointment of auditors and audit fee are required to be approved by Shareholders at the Annual General Meeting of Shareholders for each year. The Board of Directors of the Company had the opinion to propose the shareholders' meeting to approve the appointment of Mr. Boonrueng Lerdwiseswit, Certified Public Accountant No. 6522 or Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760 or Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095 to be the Company's auditors for the year 2018 and determine the audit fee for the year 2018 as not exceeding of Baht 2,330,000 as recommended by the Audit Committee, details as shown in the Attachment 7 of the Notice of the Meeting.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the appointment of the auditors and determination of the audit fee for the year 2018.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	or 0.0000%
Voided Ballot	0 votes	

Resolution Approved the appointment of the auditors and determination of the audit fee for the year 2018 as proposed

Agenda 9 **To consider and approve the issuance and offer of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering)**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in order to provide readiness and enhance financial strengths of the Company so that the Company had financial flexibility in proceeding with its future projects as well as to reserve funds to be used as working capital and/or to pay down debt, the Company therefore proposed to issue the warrants to purchase the newly issued ordinary shares of Nirvana Daii Public Company Limited (the “NVD-W1 Warrants”) in an amount of not exceeding 276,119,995 units, to be allocated to the existing shareholders of the Company proportionately to their respective shareholdings (Rights Offering), at no cost. Details were as shown in Attachment No. 8 of the Notice of the Meeting.

In addition, it is deemed appropriate for the Meeting to approve the authorization to the Executive Committee Chief Executive Officer and/or their designated person(s) by the Executive Committee or the Chief Executive Officer to have the power in connection with the issuance and offer of warrant to purchase the newly issued of the Company No.1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering) as follows:

- (1) to determine the conditions and other necessary details regarding to or in connection with the issuance and allocation of NVD-W1 Warrants, e.g. issuance date, details and procedures of allocation of NVD-W1 Warrants, exercise period and expiry date of NVD-W1 Warrants;
- (2) to enter into negotiations, agreement and execution of the relevant applications for permission and other necessary agreements and documents regarding to or in connection with the issuance and allocation of NVD-W1 Warrants, including the coordinating and submission of applications for permission or exemption and other documents to the competent authorities or agencies in connection with the issuance and allocation of NVD-W1 Warrants and the listing of NVD-W1 Warrants on the Stock Exchange of Thailand; and
- (3) to take any other required actions for the issuance and allocation of the NVD-W1 Warrants.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the issuance and offer of warrants to purchase the newly issued of the Company No.1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering).

Mr. Monchai Leesirikul, a shareholder present in person, inquired about

- 1) The necessity of the issuance of NVD-W1 Warrants
- 2) The calculation methods and criteria of NVD-W1 Warrants' exercising price of Baht 8 per share.

Mr. Jiradej Nusthit, the Chief Financial Officer replied as follows:

- 1) The additional capital was required for the Company to develop its property projects on its existing lands; and the Company had a plan to expand to other businesses;

2) The exercising price was calculated on the Company's 3 years business projection based on the Company's existing assets.

There was no further question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	or 0.0000%
Voided Ballot	0 votes	

Resolution Approved the issuance and offer of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering) as proposed

Agenda 10 **To consider and approve the increase of authorised capital of the Company from the existing authorised capital of Baht 1,405,599,978 to Baht 1,681,719,973, by issuing 276,119,995 newly issued ordinary shares with a par value of Baht 1.00 per share to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering)**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that due to the Company was required to increase the authorised capital to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering) by which the Board had an opinion to propose to the Meeting the consider and approve the increase of authorised capital from the existing authorised capital of Baht 1,405,599,978 to Baht 1,681,719,973 by issuing 276,119,995 newly issued ordinary shares with a par value of Baht 1.00 per share to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering). Details were shown in the Attachment 9 of the Notice of the Meeting.

In addition, it was deemed appropriate for the Meeting to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to sign any documents including coordinate or providing any information or take any necessary actions in relation to the registration of the increase in the authorized capital of the Company.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the increase of authorised capital.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	or 0.0000%
Voided Ballot	0 votes	

Resolution Approved the increase of authorised capital of the Company from the existing authorised capital of Baht 1,405,599,978 to Baht 1,681,719,973, by issuing 276,119,995 newly issued ordinary shares with a par value of Baht 1.00 per share to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering) as proposed

Agenda 11 **To consider and approve the amendment to Clause 4. of the Memorandum of Association
Re: the Registered Capital for conformity with the increase of registered capital of the Company**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that for conformity with the increase of the Company's authorised capital as approved in Agenda 10 above, it was necessary for the Company to approve the amendment to Clause 4. of the Company's Memorandum of Association. The amended Clause 4 of the Memorandum of Association will read as follows:

Clause 4.	Authorised capital of	Baht 1,681,719,973	(one thousand six hundred and eighty- one million seven hundred and nineteen thousand nine hundred and seventy- three Baht)
	divided into	1,681,719,973 shares	(one thousand six hundred and eighty- one million seven hundred and nineteen thousand nine hundred and seventy- three shares)
	par value per share	Baht 1.00	(one Baht)
	ordinary shares	1,681,719,973 shares	(one thousand six hundred and eighty- one million seven hundred and nineteen thousand nine hundred and seventy- three shares)
	preference shares	- shares	(-)

The Company Secretary further informed the Meeting that the Board had an opinion to propose to the Meeting to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association for conformity with the capital increase of the Company.

In addition, it was deemed appropriate for the Meeting to approve the authorization to the Chief Executive Officer or designated person(s) by the Chief Executive Officer to have the power to amend or add words as directed by the registrar for the registration of the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the amendment of the Memorandum of Association.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	or 0.0000%
Voided Ballot	0 votes	

Resolution Approved the amendment to Clause 4. of the Memorandum of Association Re: the Registered Capital for conformity with the increase of registered capital of the Company as proposed

Agenda 12 **To consider and approve the allocation of the newly issued ordinary shares of the Company for support the exercising of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering)**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that the Company was required to allocate the newly issued ordinary shares in the number of 276,119,995 shares with a par value of Baht 1.00 each, to support the exercising of NVD-W1 Warrants to be issued and offered for sale to the existing shareholders of the Company pro rata (Rights Offering).

In addition, it is appropriate to consider and approve the authorization to the Executive Committee or the Chief Executive Officer and/or their designated person(s) by the Executive Committee or the Chief Executive Officer to have the power in relation to (1) entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocation of such newly issued ordinary shares and (2) execution of application for permission and exemption, any necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of application for such

permission and waiver, documents and evidence to relevant authorities or agencies, listing such newly issued ordinary shares on the Stock Exchange of Thailand and being empowered to take any other action which is necessary for the allocation of such newly issued ordinary shares.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the allocation of the newly issued ordinary shares.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	or 0.0000%
Voided Ballot	0 votes	

Resolution Approved the allocation of the newly issued ordinary shares of the Company for support the exercising of warrants to purchase the newly issued of the Company No. 1 (NVD-W1) to the existing shareholders of the Company pro rata (Rights Offering) as proposed

Agenda 13 **To consider and approve the amendment of the Articles of Association**

The Chairman assigned the Company Secretary to present the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that due to the Order of the National Council for Peace and Order No. 21/2017 Re: "The Amendment of Certain Laws for Facilitating the Ease of Doing Business" has amended and modified Section 100 of the Public Company Act B.E.1992 with regard to the right of shareholder to request the Board of Director to convene the extra-ordinary general meeting of shareholders, therefore the Company's Articles of Association should be amended accordingly. The Board of Directors had an opinion to propose to the meeting to consider and approve that the existing Articles of Association shall be repealed and replaced by the new Articles of Association. The purpose of the amendment of the Articles of Association was for conformity with the amendment to Section 100 of the Public Limited Companies Act B.E. 2535 (1992) as amended and modified by the Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) Re: "The Amendment of Certain Laws for Facilitating the Ease of Doing Business". Therefore, the number of articles will be increased from 38 articles to 39 articles. Details were shown in Attachment 10. The significant details of proposed amendment of Articles of Association are as follows:

The Existing Company's Articles of Association	Proposing the Amendment to the Company's Articles of Association
<p>Article 25. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the fiscal year of the Company.</p> <p>Meetings other than those specified above shall be called extraordinary general meeting. The Board of Directors may summon an extraordinary general meeting whenever it deems it appropriate or when shareholders holding shares in aggregate not less than one-fifth of the total number of shares sold, or shareholders in a number of not less than twenty-five persons holding shares in aggregate not less than one-tenth of the total number of shares sold, may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall call the shareholders meeting within one (1) month from the date of receipt of such letter from the shareholders.</p>	<p>Article 25. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the fiscal year of the Company.</p> <p>Meetings other than those specified above shall be called extraordinary general meeting. The Board of Directors may summon an extraordinary general meeting whenever it deems it appropriate</p> <p>Article 26. One or more shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may at any time submit their names and request the Board of Directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) days from the date of the receipt of such request from the said shareholders.</p> <p>In case the board of directors fails to call for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute</p>

The Existing Company's Articles of Association	Proposing the Amendment to the Company's Articles of Association
	quorum as prescribed by Article 29, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

The Chairman then allowed the shareholders to raise any questions or express his/her opinion regarding the amendment of the Articles of Association.

There was no question or comment from the shareholders. The Chairman then requested the shareholders and the proxies to cast their votes on this agenda.

After due consideration, the meeting with a unanimous vote as per following number of votes:

Approval votes	1,012,562,948 votes	or 10.0000%
Disapproval votes	0 votes	or 0.0000%
Abstention	0 votes	or 0.0000%
Voided Ballot	0 votes	

Resolution Approved the amendment of the Articles of Association as proposed

Agenda 14 **To consider other business (if any)**

- None -

At the end of the Meeting, there were 15 shareholders present in person and 96 shareholders present by proxy. Therefore, there were a total of 111 shareholders present, holding an aggregate of 1,012,562,948 shares, representing 79.8612 percent of total issued shares of the Company.

There were no further questions or comments raised by the shareholders. The Chairman declared the Meeting closed and expressed his appreciation to all shareholders for attending the Meeting.

The Meeting adjourned at 11.20 a.m.

Signed -Mr. Sutthichai Sungkamanee - Chairman
(Mr. Sutthichai Sungkamanee)

Signed -Ms. Thamonwan Woraphongjirakarn- Company Secretary
(Ms. Thamonwan Woraphongjirakarn)

Attachment 5

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

1. Name - Surname : **Dr. Preeprem Nonthaleerak**
Age : 58 years old
Nationality : Thai
Director Type : Independent Director
Position : Members of the Audit Committee and
Risk Management Committee



Date of Appointment as a Director : 17 January 2017 (Directorship tenure as of March 2019 is 2 years and 2 months)

Education : Ph.D. Management Science, Lancaster University, UK
: Master of Accounting, Thammasat University
: Bachelor of Accounting (First Class Honors), Thammasat University

Director Training : How to Develop a Risk Management Plan (HRP) (Class 16/2018)

Other Trainings : Higher Certificate in Auditing Thammasat University
: Certified Public Accountant
: Six Sigma for Leadership, Singapore
: Demand Flow Manufacturing, JCI Institute, France
: Reengineering by Dr. M. Hammer, USA.

Meeting Attendance during 2018:	The Board of Directors' Meeting	7/8 times	(90%)
	Audit Committee's Meeting	4/4 times	(100%)
	Risk Management Committee's Meeting	4/4 times	(100%)
	AGM	1/1 time	(100%)

Shareholding in NVD's Shares as at 31 December 2018: -N/A-

Other Positions in Other Organizations

Board Member/Management in Other Listed Company: -N/A-

Position in Other Company/Organization/Institution: 1 Position

2016 - Present	Senior Vice President Finance and Management	Dhurakij Pundit University
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Position in other organization that may either cause conflict of interest or compete with the Company:

-N/A-

Working Experience (Past 5 Years):

2012 - 2015	Advisory to President	Dhurakij Pundit University
2009 - 2012	Vice President Planning and Organization Development	Dhurakij Pundit University

Criminal Record during the Past 10 Years:

-N/A-

Qualifications of Director:

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

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

Additional Qualifications of Independent Director:

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

Relationship of the Candidate for Independent Director Nomination:

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

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

Relationship	Yes	No
4. Being the significant shareholder or controlling person of the person having the business relationship as mention in Item 3 above.		✓
5. Having kin relationship with other directors		✓

Definition of Independent Director

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

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

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

- 5) neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company,

associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;

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

Attachment 5

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

2. Name - Surname : **Mr. Nattavuth Mathayomchan**
Age : 48 years old
Nationality : Thai
Director Type : Director (non-management)
Position : Director
Members of the Executive Committee and
Corporate Governance and Sustainable
Development Committee



Date of Appointment as a Director : 20 December 2018 (Directorship tenure as of March 2019 is 3 months)

Education : Master of Business Administration in Management, Kasetsart University
: Bachelor of Civil Engineering, Khon Kaen University

Director Training : Director Certification Program (Class 228/2016)
: Risk Management Program for Corporate Leaders (Class 4/2016)

Other Trainings : -N/A-

Meeting Attendance during 2018: -N/A-

Shareholding in NVD's Shares as at 31 December 2018: -N/A-

Other Positions in Other Organizations

Board Member/Management in Other Listed Company: 1 Position

2015 - Present Director, Member of the Executive Singha Estate Public Company Limited
Committee and Chief Executive
Officer: Residential Business
Development

Position in Other Company/Organization/Institution: 11 Positions

Present Director S Estate Commercials Inter Company Limited

Present	Director	S Estate Commercials Company Limited
Present	Director	S Commercials (Singapore) PTE. LTD.
Present	Director	Singha Property Development Company Limited
Present	Director	Max Future Company Limited
Present	Director	S Park Property Company Limited
Present	Director	S Residential Development Company Limited
Present	Director	S 36 Property Company Limited
Present	Director	S Class Management Company Limited
Present	Director	S 43 Property Company Limited

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

-N/A-

Working Experience (Past 5 Years):

2015 - 2017	Director	Nirvana Development Company Limited
2015 - 2016	Member of Risk Management Committee	Singha Estate Public Company Limited
2010 - 2014	Manager of Real Estate Business Development Department	Boon Rawd Brewery Company Limited

Criminal Record during the Past 10 Years:

-N/A-

Qualifications of Director:

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

In addition, she has an expertise in real estate business development.

Attachment 5

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

3. Name - Surname : **Mrs. Thitima Rungkwansiroj**
Age : 57 years old
Nationality : Thai
Director Type : Director (non-management)
Position : Director
 Member of the Executive Committee
Date of Appointment as a Director : 20 December 2018
 (Directorship tenure as of March 2019 is 3 months)



Education : Master of Accounting, Thammasat University
 : Bachelor of Accounting, Thammasat University

Director Training : Director Certification Program (DCP) (Class 131/2015)
 : Director Accreditation Program (DAP) (Class 65/2007)

Other Trainings : Advanced Management Program, INSEAD Business School, Singapore
 : Advance Derivative and Financial Risk Management, Hongkong
 : CFO Becoming a Strategic Partner, Singapore
 : CFO Regional Summit Forum, Singapore

Meeting Attendance during 2018 : -N/A-

Shareholding in NVD's Shares as at 31 December 2018: -N/A-

Other Positions in Other Organizations

Board Member/Management in Other Listed Company: 1 Position

2561 - Present Chief Financial Officer and Singha Estate Public Company Limited
 Member of the Executive
 Committee

Position in Other Company/Organization/Institution: 16 Positions

Present Director Max Future Company Limited
 Present Director Singha Property Development Company Limited

Present	Director	S Hotel Management Company Limited
Present	Director	S Hotel Phi Phi Island Company Limited
Present	Director	S Estate Commercials Inter Company Limited
Present	Director	S Estate Commercials Company Limited
Present	Director	S Hotels and Resorts Inter Company Limited
Present	Director	S Hotels and Resorts Company Limited
Present	Director	S Residential Development Company Limited
Present	Director	S Park Property Company Limited
Present	Director	S Class Management Company Limited
Present	Director	S 43 Property Company Limited
Present	Director	S 36 Property Company Limited
Present	Director	Madison Offshore (Thailand) Ltd.
Present	Director	Na Nimmann Co., Ltd.
Present	Director	S Hotels and Resorts (SG) PTE.LTD.

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

-N/A-

Working Experience (Past 5 Years):

2560 - 2561	Director and Managing Director	Sukhumvit Asset Management Company Limited
2557 - 2559	Member of Executive Committee	KPMG Phumchai Business Advisory Limited
2553 - 2556	Assistant to Managing Director: Accounting and Finance	Thoresen Thai Agencies Public Company Limited
2550 - 2553	Chief Investment Officer	Siam Commercial Bank Public Company Limited
2546 - 2550	Assistant to Managing Director: Accounting and Finance	GMM Grammy Public Company Limited

Criminal Record during the Past 10 Years:

-N/A-

Qualifications of Director:

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

In addition, she has an expertise in finance and accounting as well as asset management.

Attachment 6

Information on Proposed Auditors of the Company and Audit Fee for the Year 2019

Opinions from the Audit Committee

The Audit Committee Meeting No. 1/2019 held on 13 February 2019, has considered the selection of the Company's auditors by considering the qualifications of the auditors based on their performance, independence and audit fee, and the Audit Committee has expressed their opinions to the Board of Directors to propose the appointment of the following auditors from PricewaterhouseCoopers ABAS Limited to be the Company's auditors for the year 2019, namely:

Name	Certified Public Accountant No.	Percentage of Shareholding	Number of years certified the Company's financial statements
1. Mr. Boonrueng Lerdwiseswit	6552	None	-
2. Mr. Chanchai Chaiprasit	3760	None	1
3. Mr. Pisit Thangtanagul	4095	None	-

Any one of the above auditors shall have the authority to audit and express their opinions on the financial statements of the Company. The nominated auditors are approved by the Office of the Securities and Exchange Commission, and have no significant relationship or interest with the Company, subsidiaries, management, major shareholders or their related persons. In addition, the auditors from PricewaterhouseCoopers ABAS Limited are appointed as the auditors of the Company's subsidiaries.

Furthermore, the Audit Committee Meeting No. 1/2019 has considered the determination of the audit fee for the year 2019 in the amount of Baht 2,425,000 (excluding Non-audit service fee).

The Comparison of the Proposed Audit Fee with the Previous Year

Details	Audit Fee for the Year 2017	Proposed Audit Fee for the Year 2019	Increase (%)
Audit Fee	2,330,000	2,425,000	4.08%
Non-audit service fee	-	-	-

Note: In 2018, the Company did not pay any non-audit service fee to PricewaterhouseCoopers ABAS Limited.

Board's Opinion:

The Board of Directors' Meeting No. 1/2019 held on 20 February 2019 has considered the appointment of the auditors and the determination of the 2019 audit fee as approved by the Audit Committee and deemed it appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve such matters.

Attachment 7

**Map of Venue of the 2019 Annual General Meeting of Shareholders
at the Main Conference Room, 39th Floor, Suntowers Building B,
No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900**





Attachment 8

(Affixed Stamp Duty Baht 20)

Proxy Form A

Written at _____

Date _____ Month _____ Year _____

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

(2) As a shareholder of Nirvana Daii Public Company Limited, holding a total number of _____ share (s) and having rights to vote equivalent to _____ vote(s), the details of which are as follows:
Ordinary share for _____ share (s), having voting rights to vote equivalent to _____ vote (s)
Preferred share for _____ share (s), having voting rights to vote equivalent to _____ vote (s)

(3) Hereby authorize

- (1) Name _____ Age _____ years Residing at _____
Road _____ District _____ Aumthur _____ Province _____
Post Code _____ or _____
- (2) Name _____ Age _____ years Residing at _____
Road _____ District _____ Aumthur _____ Province _____
Post Code _____ or _____
- (3) Name _____ Age _____ years Residing at _____
Road _____ District _____ Aumthur _____ Province _____
Post Code _____

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2019 Annual General Meeting of Shareholders on Monday, 22 April 2019, at 9.00 a.m. at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or any date and at any postponement thereof.

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

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





Attachment 8

(Affixed Stamp Duty Baht 20)

Proxy Form (Form B)

Shareholder Registration No. _____

Made at.....

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

(1) I/We..... Nationality.....
Residing at No.....Road.....Sub-District.....
District.....Province.....Postal Code.....

(2) being a shareholders of Nirvana Daii Public Company Limited, holding the total number of
.....share (s) and having the voting rights equivalent to

- ☐ Ordinary shareshare (s), having the voting rights equivalent to..... vote.
☐ Preference share share (s), having the voting rights equivalent to..... vote.

(3) hereby authorize

(1)Age.....
Residing at No.....Road.....Sub-District.....
District.....Province.....Postal Code.....or

(2)Age.....
Residing at No.....Road.....Sub-District.....
District.....Province.....Postal Code.....or

(3)Age.....
Residing at No.....Road.....Sub-District.....
District.....Province.....Postal Code.....

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2019 Annual General Meeting of Shareholders of Nirvana Daii Public Company Limited, which will be held on Monday, 22 April 2019 at 09.00 a.m., at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or any date and at any postponement thereof.

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

☐ **Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders for year 2018 held on 26 April 2018**

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

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

☐ Approve

☐ Disapprove

☐ Abstain



- ☐ **Agenda 2: To acknowledge the report on the Company's operational results for the year 2018**
- ☐ **Agenda 3: To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2018**
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 4: To consider and approve the appropriation to legal reserve and dividend payment for the year 2018**
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 5: To consider and approve the appointment of directors who retire by rotation**
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Vote for all the nominated candidates as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Vote for an individual nominee
- 5.1 Dr. Preeprem Nonthaleerak**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 5.2 Mr. Nattavuth Mathayomchan**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 5.3 Mrs. Thitima Rungkwansiroj**
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6: To consider and approve the remuneration of directors for the year 2019**
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed Appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain



☐ **Agenda 7: To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2019**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed Appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.



Supplemental Proxy Form B

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

For the 2019 Annual General Meeting of Shareholders of Nirvana Daii Public Company Limited, which will be held on Monday, 22 April 2019 at 09.00 a.m., at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or any date and at any postponement thereof.

-
- ☐ Agenda.....:
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....:
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....:
- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

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

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)



Attachment 8

(Affixed Stamp Duty Baht 20)

Proxy Form C
(For foreign shareholders who appointed Custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น _____
Shareholders Register no.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า / We _____ สัญชาติ Nationality _____

ที่อยู่ Address: _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ _____ ซึ่งเป็นผู้ถือหุ้นของบริษัท เนอวานา ไดอิ จำกัด (มหาชน)

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

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

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

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

(2) ขอมอบฉันทะให้ hereby appoint

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

ที่อยู่ _____ หรือ
Address or

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

ที่อยู่ _____ หรือ
Address or

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

ที่อยู่ _____ หรือ
Address or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันจันทร์ที่ 22 เมษายน 2562 เวลา 09.00 น. ณ ห้องประชุมใหญ่ ชั้น 39 อาคารชั้นทาวเวอร์ บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือจะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the **Annual General Meeting of Shareholders for the year 2019 of Nirvana Daii Public Company Limited**, which will be held on Monday 22 April 2019 at 09.00 a.m., at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or any date and at any postponement thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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



- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

- ☐ มอบฉันทะบางส่วน คือ

Partial authorization:

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

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2561

Agenda 1: To adopt the minutes of the Annual General Meeting of shareholders Meeting 2019, held on 26 April 2018

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

- ☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานในรอบปี 2561

Agenda 2: To acknowledge the report on the Company's operational results for the year 2018

- ☐ วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2561 สิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda 3: To consider and approve the annual Financial Statements for the year ended on 31 December 2018

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

- ☐ วาระที่ 4 พิจารณานุมัติการจัดสรรทุนสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 4: To consider and approve the legal reserve and the dividend payments

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

- ☐ วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 5: To consider and approve the re-election of directors who retire on rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- ☐ เลือกตั้งกรรมการทั้งชุด

Vote for all the nominated candidates as a whole



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

☐ เลือกตั้งกรรมการเป็นรายบุคคล
 Vote for an individual nominee

5.1 ดร.ปรีเปรม นนทสิริรักษ์

Mrs. Preeprem Nonthaleerak

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

5.2 นายณัฐวุฒิ มัชฌมจันทร์

Mr. Nattavuth Mathayomchan

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

5.3 นางฐิติมา รุ่งขวัญศิริโรจน์

Mrs. Thitima Rungkwansiroj

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

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และบำเหน็จกรรมการ

Agenda 6: To approve the directors' remuneration and the directors' bonus

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy holder shall vote in accordance with my wish as follows:

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

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562

Agenda 7: To appoint the Company's Auditors and approve their remuneration for the year 2019

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy holder shall vote in accordance with my wish as follows:

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

☐ วาระที่ 8: พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8: Any other businesses (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy holder shall vote in accordance with my wish as follows:

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร



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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C. only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Documents and evidences to be enclosed with the proxy form are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน
Letter of certification to certify that the Proxy Form have a permit to act as a custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบ ฉันทะแบบ ค. ตามแบบ
In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนอวานา ไดอิ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ในวันจันทร์ที่ 22 เมษายน 2562 เวลา 09.00 น. ณ ห้องประชุมใหญ่ ชั้น 39 อาคาร
 ชันทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Annual General Meeting of Shareholders for the year 2019 of Nirvana Daii Public Company Limited, which will be held on Monday, 22 April 2019
 at 09.00 a.m., at the Main Conference Room, 39th Floor, Suntowers Building B, No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900, or
 any date and at any postponement thereof.

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
		Vote(s)

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
		Vote(s)

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
		Vote(s)

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Vote(s)	Disapprove
	Vote(s)	Abstain
		Vote(s)



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

ลงนาม/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงนาม/Signedผู้รับมอบฉันทะ/Proxy

(.....)

Nirvana Daii Public Company Limited

**123 Sun Towers Tower A, 11th Floor,
Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900**

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