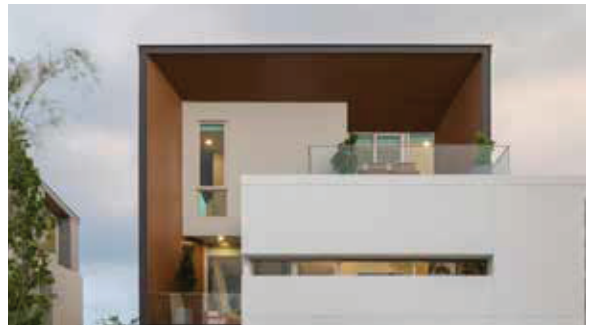




INVITATION TO THE ANNUAL GENERAL MEETING  
OF SHAREHOLDER FOR THE YEAR 2020  
**NIRVANA DAII PUBLIC COMPANY LIMITED**



NIRVANA  
**LIVING  
REVOLUTION**



**\*REMARK**

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

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No. CS/008/02/2020

25 February 2020

**Subject:** Invitation to Attend the Annual General Meeting of Shareholders for year 2020

**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 2020 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 2019 held on 22 April 2019;
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 2020;
7. Map of Venue of the 2020 Annual General Meeting of Shareholders;
8. Guideline for the Shareholders for attending the 2020 Annual General Meeting of Shareholders in regards to the outbreak of the Coronavirus Disease 2019 (COVID-19); and
9. 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. 1/2020 held on 20 February 2020 has passed a resolution to convene the Annual General Meeting of Shareholders for year 2020 (“**the AGM 2020**”) on Wednesday, 22 April 2020, at 09.00 a.m. at the PRIDE Lounge, 15th Floor, Singha Complex No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310 Thailand 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 2019 held on 22 April 2019**

**Objective and Reason**    The Annual General Meeting of Shareholders for year 2019 was held on 22 April 2019 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 3 May 2019.

**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 2019 on 22 April 2019, 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 2019**

**Objective and Reason** The Company has summarized the operating results as shown in the 2019 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 2019 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 2020 to acknowledge the report on the Company's operational results for the year 2019.

**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 2019**

**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 2019 to the Annual General Meeting of Shareholders for approval. Details of the balance sheet are included in the 2019 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 2019 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 2020 to approve the Balance Sheet and Profit and Loss Accounts for the year ended 31 December 2019 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.

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 2020 to approve the appropriation to legal reserve and dividend payment for the Company's performance during 2019 which details are as follows:

- 4.1) In 2019, the Company earned the profit as shown in the separate financial statements in an amount of Baht 272,883,316, the Board of Directors therefore deems appropriate to propose to the AGM 2020 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 13,732,366; and
- 4.2) In 2019, the Company has the profit as shown in the consolidated financial statements in an amount of Baht 28,430,234. The Board of Directors therefore deems appropriate to propose to the AGM 2020 to consider and approve the payment of dividend for the Company's performance during 2019 at the rate of Baht 0.04 per share amounting to Baht 55.22 million by which such dividend shall be paid on 18 May 2020.

**Details of the Proposed Dividend Payment for Year 2019 as Compared to the Previous Year**

In 2019, the profit attributable to the equity holders of the parent of the Company was in an amount of Baht 28,430,234, the Board of Directors therefore deems appropriate to propose to the AGM 2020 to consider and approve the payment of dividend for the Company's performance during 2019 at the aggregate rate of Baht 0.04 per share amounting to Baht 55,223,999, representing to 194.24% 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 2019 as compared to the previous year are as follows:

| Details                                                                                                         | Dividend Payment<br>for Year 2018 | Proposed<br>Dividend Payment<br>for Year 2019 |
|-----------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------|
| Net Profit – Consolidated Financial Statements (profit attributable to the equity holders of the parent) (Baht) | 276,884,205                       | 28,430,234                                    |
| Numbers of Shares (Share)                                                                                       | 1,380,599,978                     | 1,380,599,978                                 |

| Details                                                                | Dividend Payment<br>for Year 2018 | Proposed<br>Dividend Payment<br>for Year 2019 |
|------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------|
| Dividend paid per share (Baht per share)                               | 0.19                              | 0.04                                          |
| - 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)                                          | 262,313,996                       | 55,223,999                                    |
| Ratio of Dividend to Net Profit (%)                                    | 94.73%                            | 194.24%*                                      |

**Note:** \* 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 18 May 2020 and the record date for determining the list of shareholders entitling to receive such dividends shall be 30 April 2020.

**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 Mrs. Pojanard Prinyapatpakorn , Mr. Naris Cheyklin and Mr. Sornsak Somwattana.

**The Board's Opinion** The Board of Directors, excluding the nominated directors, is deemed appropriate for the AGM 2020 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. Mrs. Pojanard Prinyapatpakorn** **Position:** Independent Director, Member of the Audit Committee, Chairman of the Corporate Governance & Sustainable Development Committee and Member of the Nomination and Remuneration Committee;

- |                                  |                                                                                                                                                                                                       |
|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>2. Mr. Naris Cheyklin</b>     | <b>Position:</b> Director, Chairman of the Executive Committee and Member of the Nomination & Remuneration Committee; and                                                                             |
| <b>3. Mr. Sornsak Somwattana</b> | <b>Position:</b> Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee and Managing Director |

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 2020, 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 2020**

**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 2020.
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 2020 to approve the remuneration of directors for the year 2020 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 2019         | Year 2020<br>(Proposed Year) |
|----------------------------------------------------------------|-------------------|------------------------------|
| <b>1. Retainer Fee (as not exceeding of Baht 8.00 million)</b> |                   |                              |
| <b>1.1 The Board of Directors</b>                              | Monthly Fee       | Monthly Fee                  |
| a) Chairman of the Board                                       | Baht 40,000/Time  | Baht 40,000/Month            |
| b) Vice Chairman                                               | Baht 35,000/Month | Baht 35,000/Month            |
| c) Director                                                    | Baht 30,000/Time  | Baht 30,000/Month            |
| <b>1.2 The Sub-Committees</b>                                  |                   |                              |
| <b>1.2.1 The Audit Committee</b>                               | Meeting Fee       | Meeting Fee                  |
| a) Chairman                                                    | Baht 30,000/Time  | Baht 30,000/Time             |
| b) Member                                                      | Baht 20,000/Time  | Baht 20,000/Time             |
| <b>1.2.2 The Nomination and Remuneration Committee</b>         | Meeting Fee       | Meeting Fee                  |
| a) Chairman                                                    | Baht 30,000/Time  | Baht 30,000/Time             |
| b) Member                                                      | Baht 20,000/Time  | Baht 20,000/Time             |

| Details                                                              | Year 2019                                                                                                               | Year 2020<br>(Proposed Year)                                                                                            |
|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| 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                                                                                                             | Meeting Fee                                                                                                             |
| a) Chairman                                                          | Baht 30,000/Month                                                                                                       | Baht 30,000/Month                                                                                                       |
| b) Member                                                            | Baht 20,000/Month                                                                                                       | 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                                                                                                       |
| <b>2. Bonus</b>                                                      | 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 |
| <b>3. Other Remuneration</b>                                         | - 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 2020**

**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 2020 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 2020 and determine the audit fee for the year 2020 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 2020, 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 Company has set the Record Date on which shareholders have the right to attend the AGM on 6 March 2020 and set the Record Date on which shareholders may to receive the dividends on 30 April 2020

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](http://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.

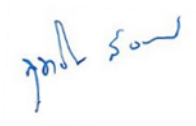
In order to speed up and facilitate the registration process at the AGM 2020, it is kindly requested that executed proxy forms may please be delivered to the Company Secretary Office at least three days before the meeting date. Moreover Shareholder(s) attending the Meeting by themselves are kindly requested 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 2020 onwards, Thailand Securities Depository Co., Ltd. (TSD) will deliver an annual report and Invitation Letter of all listed companies to their shareholders via electronics system in the form of QR Code in lieu of paper or CD-rom by which such QR Code will appear on the same document having the shareholder's barcode by which the shareholder is allowed to access and receive the Information immediately by using its mobile or other devices to scan such QR Code.

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](mailto:companysecretary@nirvanadaii.com) or to Nirvana Daii Public Company Limited, No. 123 Sun Towers Tower A, 11<sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900.

Any shareholders who wish to receive a printed copy of our 2019 Annual Report should contact the Investor Relation Unit: Tel. +662-105-6789 or Email: [IR@nirvanadaii.com](mailto:IR@nirvanadaii.com).

Yours faithfully,



Mr. Sutthichai Sungkamanee  
Chairman  
Nirvana Daii Public Company Limited

The Company Secretary Office

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**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 2020 Annual General Meeting of Shareholders on Wednesday, 22 April, 2020 at 09.00 a.m. at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310 Thailand.

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

**1. Proxy Form**

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

The Company has attached Proxy Form B which prescribes certain particulars and specific voting appointment as attached together with the notice of the shareholders' meeting (Details are as shown in Attachment 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](http://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 2020 Annual General Meeting of Shareholders on Wednesday, 22 April, 2020 at 09.00 a.m. at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310 Thailand 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.

| <b>Name and Position</b>                                                                                                            | <b>Age</b> | <b>Address</b>                                                                                                                                        | <b>Interest in the Meeting</b>                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 1. Mr. Sutthichai Sungkamanee<br>Independent Director, Chairman of the Board, Chairman of the Nomination and Remuneration Committee | 63         | Nirvana Daii Public Company Limited, 11 <sup>th</sup> 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<br>Independent Director, Vice Chairman of the Board, Chairman of the Risk Management Committee              | 64         | Nirvana Daii Public Company Limited, 11 <sup>th</sup> 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. Mr. Kampanart Lohacharoenvanich<br>Independent Director, Chairman of the Audit Committee,                                        | 70         | Nirvana Daii Public Company Limited, 11 <sup>th</sup> 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. Dr. Preeprem Nonthaleerak<br>Independent Director, Member of the Audit Committee, Member of the Risk Management Committee        | 59         | Nirvana Daii Public Company Limited, 11 <sup>th</sup> 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

**Attachment 4**

**Nirvana Daii Public Company Limited**  
**Minutes of the 2019 Annual General Meeting of Shareholders**  
**Monday, 22<sup>nd</sup> April 2019 at 9.00 a.m.**  
**at the Main Conference Room, 39<sup>th</sup> Floor, Suntowers Building B,**  
**No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900**

**The Meeting convened** at 9.00 a.m.

Mr. Sutthichai Sungkamanee, the Chairman of the Board of Directors of Nirvana Daii Public Company Limited acting as the Chairman of the Meeting (the “**Chairman**”) pursuant to the Company’s Articles of Association assigned The Company Secretary (the “**Company Secretary**”) to conduct this Meeting on behalf of the Chairman.

The Company Secretary welcomed the shareholders attending the 2019 Annual General Meeting of Shareholders and informed the Meeting that there were 17 shareholders present in person and 72 shareholders presented by proxy. Therefore, there were a total of 89 shareholders present, holding an aggregate of 1,380,599,978 shares, representing 72.7004 percent of total issued shares. A quorum was thus constituted according to the Company's Articles of Association.

Prior to commencement of the Meeting, 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      | Chairman of the Board of Directors, Independent Director        |
| 2. Mr. Naris Cheykin               | Chairman of the Executive Committee, Director                   |
| 3. Mr. Apimuk Sukprasit            | Deputy Chairman of the Board of Directors, Independent Director |
| 4. Mr. Sornsak Somwattana          | Managing Director, Director                                     |
| 5. Mrs. Thitima Rungkwansiroj      | Director                                                        |
| 6. Mr. Nattavuth Mathayomchan      | Director                                                        |
| 7. Mrs. Pojanard Prinyapatpakorn   | Independent Director, Member of the Audit Committee             |
| 8. Dr. Preeprem Nonthaleerak       | Independent Director and Member of the Audit Committee          |
| 9. Mr. Kampanart Lohacharoenvanich | Independent Director, Chairman of the Audit Committee           |

On the date of this Meeting, the Board of Directors of the Company was comprised of 9 directors and there were all 9 directors attending the Meeting. The ratio of the directors attending the Meeting was 100%.

**Executives attending the Meeting:**

- |                                    |                                                              |
|------------------------------------|--------------------------------------------------------------|
| 1. Mr. Kittsanan Kittamaytrapemdej | Senior Executive Vice President, Corporate Development Group |
| 2. Mr. Surapong Jiem-on            | Executive Vice President, Business Operating Group           |

- |                               |                                                                                   |
|-------------------------------|-----------------------------------------------------------------------------------|
| 3. Mr. Nantachart Kliebphipat | Executive Vice President, Project Development                                     |
| 4. Mr. Ronnachai Traiyasunan  | Executive Vice President, Design and Product Development                          |
| 5. Mr. Jiradej Nusthit        | Executive Vice President, Business Support Department and Chief Financial Officer |

**Auditors attending the Meeting:**

- |                               |                                                           |
|-------------------------------|-----------------------------------------------------------|
| 1. Mr. Boonrueng Lertwisetsit | A representative from PricewaterhouseCoopers ABAS Limited |
| 2. Ms. Kulathida Wiratkuphan  | A representative from PricewaterhouseCoopers ABAS Limited |
| 3. Mr. Teerakarn Watprapasak  | A representative from PricewaterhouseCoopers ABAS Limited |

**Legal Advisors attending the Meeting:**

- |                               |                                    |
|-------------------------------|------------------------------------|
| 1. Mr. Neramit Trongpromsuk   | A representative from DN36 Limited |
| 2. Ms. Natcha Srisupornvichai | A representative from DN36 Limited |

Whereby Ms. Natcha Srisupornvichai monitored the voting and witnessed the vote counting procedure.

**Shareholder's Rights Protection Volunteer, representing the Thai Investors Promotion Association which is:**

Mr. Kitiphat Kesornmala

Thereafter, the Chairman officially opened the Meeting and assigned 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 Rights**

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.
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. Shareholders who appointed a proxy to vote in each agenda, the votes have been counted in advance in the computer for expediency in proceeding with the meeting. The legal department of the Company will review the accuracy as well as the votes of shareholders who appointed the Independent Directors of the Company as their proxy.
2. 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.

3. 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.
4. 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.
5. 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.
6. 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 3 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 certify the Minutes of the Annual General Meeting of Shareholders for year 2018 held on 26 April 2018**

The Chairman informed the Meeting that the Annual General Meeting of Shareholders held by the Company for the year 2018 held on 26 April 2018 and the minutes of the AGM were submitted to the SEC and the Ministry of Commerce within the period prescribed by law. The Board of Directors of the Company, having deliberated, have reached the decision that the minutes of the AGM 2018 are complete and accurate and therefore deem it fit to propose to the Meeting to certify the minutes of the AGM 2018 dated 26 April 2018. A copy of such minutes of meeting appears together with the Notice of the Meeting which the Company has delivered to all of the shareholders.

The Chairman then allowed the shareholders to raise any questions or request for any amendments to the 2018 minutes of meeting.

There were shareholders neither raising any question nor requesting for any amendments to these minutes. The Chairman proposed the Meeting to consider the matter.

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

|                   |                      |               |
|-------------------|----------------------|---------------|
| Approval votes    | 1, 006,234,496 votes | or 100.0000 % |
| Disapproval votes | 0 votes              | or 0.0000 %   |
| Abstention        | 0 votes              |               |
| Voided Ballot     | 0 votes              |               |

**Remark:** During the course of considering this agenda, there were additional shareholders who joined the meeting in the number of 2,532,700 shares, with the total number of shares represented at the meeting being 1,006,234,496 shares

**Resolution:** The Meeting resolved that the minutes of the Annual General Meeting of Shareholders for year 2018 be adopted.

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

The Chairman assigned Mr. Jiradej Nusthit, the Chief Financial Officer to present the Company's operational results for the year 2018 to the Meeting.

Mr. Jiradej Nusthit, the Chief Financial Officer reported the Meeting that the significant of 2018 operational results and sequences of the Company would be summarized as follows:

● **First Quarter**

- The Company organized an event for the Grand Opening of Banyan Tree Residences Riverside Bangkok Project, being a luxury condominium project, which was the first by the Company and was meant to coincide with the Grand Opening of Icon Siam. However, the Grand Opening of Icon Siam was postponed, but the Company decided to proceed with the Grand Opening anyway in a minimal style without using a lot of media in promoting the project but emphasizing the direct communication to the target the customer (Exclusive Invitation Only).
- In March, the Company unveiled its second town house project Nirvana Define (Srinakarin-Rama 9) Types C and D with a total of 173 Units which has been well received (as of the year end 2018 approximately 80% of Phase 1 has been sold and approximately 25 Units have been transferred to customers. Phase 2 is likely to open in the next 1-2 quarters.

● **Second Quarter**

- The Company received permission from the SET to move the listed stock of NVD from the MAI to the SET, due to the Company having done the Road Show overseas resulting in foreign investors making a recommendation that if the listed stock of NVD is listed in the MAI, foreign investors would be unable to invest in the stock of the Company.
- In April the Home Building Services was unveiled to provide services to individual customers under the

name “Baan Nirvana”.

- In June the Type A and Type B townhouse was unveiled in the Nirvana Define project (Srinakarin-Rama9).
- There was an issuance of debentures worth 1.2 Billion Baht.
- There was a sale of investment capital (land sales) which had been held since the original Daii Group.

● **Third Quarter**

- In July, the 1st warrant for capital increase of Nirvana Daii PCL (NVD-W1) began trading in the SET.
- The Construction Contract was signed for construction work at Singha Park using Prefabrication by the original Daii Group PCL to make the Precast to build a dormitory for the staff working at the park, focusing on building more business to create recurring income in addition to the Company's core business. The work should be completed and handed over to the Owner in April 2019.
- The joint venture contract was signed with Daiwa House Industry which is the number one horizontal real estate developer in Japan, setting up Nirvana Daiwa Development Co., Ltd. with the Company holding 49% of shares and Daiwa House Industry holding another 49% of the shares with independent shareholders holding the remaining 2% of the shares. The joint venture company has a paid-up capital of 421 Million Baht fully paid up and will be used to develop the Nirvana Beyond project (Rama 9-Bangkok Kreetha) on a 27 Rai plot of land purchased from Nirvana U Co., Ltd. having a project value totalling 2.6 Billion Baht.

● **Fourth Quarter**

- Interim dividends were paid in the amount of 0.11 Baht per share (for results in January to September 2018) and at this meeting there will be a deliberation to pay an additional dividend of 0.08 Baht per share, for a total dividend payout of 0.19 Baht per share which is equal to a return of 5.97%.
- 2 new plots of land were acquired to develop a condominium project. The first plot is located at Issaraphap Road, 800 meters from Siriraj Hospital and is a low-rise project with 8 floors. The second plot is located at Ratchadapisek 35 Road (Prachacheun) and is a high-rise project preliminarily with 22 floors, near Bang Sue central station which will be the hub of rail transportation in the future.
- All-new Nirvana Beyond was unveiled in Udonthani Province with 40 houses which is a new type of Beyond house having a project value worth approximately 1 Billion Baht. This project was the first project undertaken as a Turnkey Solution for Partnership Development, in which the Company didn't acquire the land, but actually jointly developed with the land owner and all investments made in the project will be for construction of 3 mock up houses and will provide services including rendering the Master Plan, project design, construction and quality control, sales, marketing, title registration and after sales service. When there is a sale and transfer of title deed, the land owner will directly realize the profit from the sale of land and the Company will realize profit from the construction of the house. This method will allow the Company to expand the market to the provincial areas while using low amounts of investment and low risk.
- In November, the first units in the Banyan Tree Riverside Residences Bangkok project were transferred, which is a project with 45 floors developed by Nirvana River Co., Ltd., which is a 70% subsidiary of the

Company (the other 30% is held by the land owner). As at the end of 2018, a total of 18 units had been transferred to the purchasers.

Mr. Jiradej Nusthit, the Chief Financial Officer further reported the Meeting that the Company had higher total revenues which increased 16% but lower than the target since in the first quarter, the Company changed its construction method from conventional construction to prefabrication method which caused the Company's activities to be slower at first, but the Company was able to generate faster revenue towards the end of the year. Gross profits increased 30.6% to 35.6% mainly derived from the transfer of title in the Banyan Tree River Residences Bangkok. The minimum profit was higher than other projects. Net profit of the Company increased by 52% to 324 Million Baht, higher than expected, making the net profit margin at 11% which falls within were in line with the industry.

The Company's business strategy remains the same, which is as follows:

#### **Property Development for Sale**

- The Company will continue to emphasize in real-estate business by purchasing the land for development and sale.

#### **Recurring Income**

- This year the Company will not focus on providing services to individual customers, but will focus more on Turnkey Solutions which can be managed more easily and have higher efficiency.
- The Company will also attempt to diversify into other business not directly related to property development for sale, which is property development for rental such as car park space rental, apartment and etc.

#### **Land Trading for Asset Maximization Purpose**

- The Company continued to Trade land as usual when presented with a business opportunity that would be beneficial to the Company in general.

Mr. Jiradej Nusthit, the Chief Financial Officer also added that the Company's business target in 2019 can be summarized as follows:

- The Company unveiled new product to allow the Company to enter new segments which the Company has never entered, such as a) low-rise condominium project on Issaraphap Road and b) Nirvana Collection houses in a higher segment than the Beyond type of houses which have more space and can support the expansion of the family;
- The Company will unveil the new type of house, namely, Nirvana Element, a single, 2-storey, fully-prefab house, developed from the original Ginza Home design and will be on sale as a pre-completed house and built-to-order in turnkey solution method;

- The Company will focus on innovations emphasizing convenient lifestyle, including relaxing, living, working and contacting the outside world in the concept of a township as planned by the Company. The Company also will focus on innovations in energy savings, sanitation, air filtration, security and entrance to and from the project.

As Mr. Jiradej Nusthit, the Chief Financial Officer, finished his report on the results for 2018, the Company Secretary, reported on the developments in anti-corruption in 2018. The Company engaged in policies to resist corruption which was included in the business ethics manual and was disseminated to all staff to acknowledge and comply with and there was an evaluation of the risk of corruption and bribery and the Audit Committee followed up so that internal control mechanisms to resist corruption and bribery are sufficient and will report further to the Board of Directors of the Company.

The Chairman asked the Meeting whether shareholders had any questions or comments on the Company's performance in 2018.

Mr. Suriyon Jitraphan, a shareholder attending the meeting in person asked the following question:

1. What is the progress in the Precast project in the Maldives and what is the income and investment for this project;
2. The Banyan Tree River Residences is a good project but why is it selling so slowly and what will be the plan to sell-out the project;
3. What is the Company's plan to handle the new land and building tax that will be implemented.

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

Regarding the first question, the project in the Maldives was a straightforward precast structure project which has been handed over to the owner already in the first quarter of 2019. The net profit is at normal levels for the construction business with revenue at approximately \$2.2. Million USD with an investment of approximately 40-50 Million Baht with initial profit at approximately 15%.

Mr. Sornsak Somwattana, the Chief Executive Officer provided the following answers to the second and third questions as follows:

1. The Banyan Tree Riverside Residences project was a project where the Company bought the land at a special low price with an existing 7-storey building that had been constructed on the land using the original structure and construction license. Originally the Company had built the temporary sales office in front of the site, but since the construction of the project took up the full 5 Rai of land, it had an effect on the sale of the project due to construction safety as well as the image of the project. Therefore, the Company decided to close the sales office and complete the construction and then re-start sales. In the end of April 2019, the Company plans to re-open sales for this project once again.
2. Regarding land and building tax, as for the vacant land of the Company, since the Company's core business is real estate development, we need to have vacant land to develop so the Company will have to

compare paying land tax or having to buy more expensive land which is more costly than the tax that has to be paid. So the Company believes that it is more beneficial to hold land.

Mr. Noppachai Tangtritham, a shareholder attending the meeting in person had the following question:

1. What is the target growth of ROE of the Company; and
2. What is the status of the Nirvana Beyond Pattaya Beach project.

Mr. Sornsak Somwattana, the Chief Executive Officer provided the following answers:

1. The ROE is a long term plan of the Company since the Company just became listed on the stock exchange and increased capital by a large amount causing the Company to have an advanced amount of equity. But the Company's returns haven't been as advanced. However, in the long run, it is expected that the Company will have a ROE no less than industry standards (Tier). This may take some time to achieve the target and the most important thing is to maintain the level of ROE. Based on the current plan, the Company has projects for the next 5 years. If those projects are completed, the Company's ROE will be on par with the industry standards.
2. Nirvana Beyond Pattaya Beach is under construction and will be sold after completion because if it is sold prior to completion of construction, foreign buyers will have certain limitations in purchasing.

Mr. Rungruang Ngaongamrat, a shareholder attending the meeting in person had the following questions:

1. What is the sales target for the Company in 2018 and was it achieved;
2. How long does the Company take to develop real estate it has acquired;
3. Following the share capital increase, what sectors has the Company invested in; and
4. What is the Recurring Income target.

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

1. The total sales for 2018 was below target. The Company set a sales target of 3.5 Billion Baht, but only achieved 3 Billion Baht. Net profits exceeded targets.
2. For the newly acquired land for condominium projects, within 2019, there will be 1 project that will open and another project at the end of the year. The land in Bangkok Kreetha will be developed over the next 3-5 years.
3. The capital increase was due to the merger between Nirvana Development and Daii Group for business strategy.
4. The Company has set targets for TurnKey Solutions business or built to order houses to be the main recurring income of the Company with a target to grow by 10% in 2019.

There were no further questions or comments from the shareholders. The Meeting acknowledged the Company's operational results for the year 2018 as proposed.

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

The Chairman informed the Meeting to acknowledge that, in order to comply with Section 112 of the Public Companies Limited Act BE 2535 which requires the Company to prepare the balance sheet and profit and loss accounts as of the end of the fiscal year of the Company for proposal to the AGM for consideration and approval of the financial statement of the Company for the year ended 31 December 2018, the Board of Directors deems it appropriate to propose to the AGM to approve the balance sheet and profit and loss accounts for 2018 ending 31 December 2018 which had been audited by the certified public accountant and reviewed by the Audit Committee and approved. Details of the financial statement are provided in the 2018 Annual Report, shown in the form of a QR Code.

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

The Chief Financial Officer informed the Meeting that the consolidated and the separate financial statements of the Company ended 31 December 2018 are fairly in accordance with Thai Financial Reporting Standards as follows:

**Statements of comprehensive income for the period ended 2017 and 2018**

**(Unit: MB)**

|                                                        | 2017           | 2018           | Change     |
|--------------------------------------------------------|----------------|----------------|------------|
| Revenue from Sale of Real-Estate                       | 1,933          | 2,471          | 28%        |
| Revenue from Construction Contracts                    | 451            | 358            | -21%       |
| Revenue from the Sale of Goods                         | 173            | 126            | -27%       |
| <b>Total Revenue</b>                                   | <b>2,557</b>   | <b>2,955</b>   | <b>16%</b> |
| Cost of Real-Estate Sales                              | (1,245)        | (1,487)        | 19%        |
| Cost of Construction Contracts                         | (354)          | (307)          | -13%       |
| Cost of Sale of Goods                                  | (159)          | (110)          | -31%       |
| <b>Total Costs</b>                                     | <b>(1,758)</b> | <b>(1,904)</b> | <b>8%</b>  |
| <b>Profit margin</b>                                   | <b>799</b>     | <b>1,051</b>   | <b>32%</b> |
| Other revenues                                         | 50             | 59             | 18%        |
| Gain (loss) from currency exchange                     | 1              | (3)            | -400%      |
| Selling expenses                                       | (350)          | (420)          | 20%        |
| Administrative expenses                                | (219)          | (272)          | 24%        |
| Financial Costs (Interest Payable)                     | (17)           | (16)           | -6%        |
| <b>Profit before Interest and corporate income tax</b> | <b>264</b>     | <b>399</b>     | <b>51%</b> |
| Share of loss from investment in joint ventures        | -              | (1)            | N/A        |

|                                                            | 2017         | 2018         | Change     |
|------------------------------------------------------------|--------------|--------------|------------|
| Income Tax                                                 | (50)         | (74)         | 48%        |
| <b>Net Profit</b>                                          | <b>214</b>   | <b>324</b>   | <b>51%</b> |
| Profit (loss) attributable to equity holders of the Parent | 224          | 277          | 24%        |
| Profit (loss) attributable to Non-controlling interests    | (10)         | 47           | 570%       |
| <b>Net Profit per Share (Baht)</b>                         | <b>0.176</b> | <b>0.201</b> | <b>14%</b> |

**Statements of financial position: Assets**

(Unit: MB)

|                                                     | 2017         | 2018          |
|-----------------------------------------------------|--------------|---------------|
| Cash and cash equivalents                           | 992          | 1,104         |
| Inventories and real-estate development cost        | 4,662        | 8,411         |
| Other Current Assets                                | 739          | 537           |
| <b>Total Current Assets</b>                         | <b>6,393</b> | <b>10,052</b> |
| Land for Development                                | 2,107        | 1,311         |
| Net Property, Plant and Equipment                   | 356          | 503           |
| Goodwill                                            | 332          | 332           |
| Other Non-Current Assets                            | 561          | 254           |
| <b>Total Non-Current Assets</b>                     | <b>3,356</b> | <b>2,400</b>  |
| <b>Total Assets</b>                                 | <b>9,749</b> | <b>12,452</b> |
| Interest Bearing Liabilities                        | 2,824        | 5,812         |
| Other Liabilities                                   | 2,221        | 1,847         |
| <b>Total Liabilities</b>                            | <b>5,045</b> | <b>7,659</b>  |
| Paid Up Capital                                     | 1,381        | 1,381         |
| Premium on Ordinary Shares                          | 1,251        | 1,251         |
| Premium on Investment for Business Acquisition      | 1,589        | 1,589         |
| Retained Earnings                                   | 402          | 444           |
| Equity attributable to equity holders of the Parent | <b>4,623</b> | <b>4,665</b>  |
| Equity attributable to Non-controlling interests    | <b>81</b>    | <b>128</b>    |
| <b>Shareholders Equity</b>                          | <b>4,704</b> | <b>4,793</b>  |
| <b>Total Liabilities and Shareholders Equity</b>    | <b>9,749</b> | <b>12,452</b> |

The Chairman asked the Meeting whether shareholders had any questions or comments on the balance sheet and profit and loss accounts for the year ended 31 December 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.

The Meeting unanimously resolved and the voting results are as follows:

|                   |                     |               |
|-------------------|---------------------|---------------|
| Approval votes    | 1,015,286,980 votes | or 100.0000 % |
| Disapproval votes | 0 votes             | or 0.0000 %   |
| Abstention        | 0 votes             |               |
| Voided Ballot     | 0 votes             |               |

**Remark:** During the discussion of this agenda, there were additional shareholders and proxies attending the Meeting, representing 9,052,484 shares. Thus, the total number of shares present in the Meeting was 1,015,286,980 shares.

**Resolution** Approved the balance sheet and profit and loss accounts for the year ended 31 December 2018 as proposed

#### **Agenda 4 To consider and approve of the legal reserve and payment of dividends for the year 2018**

The Chairman delegated the Company Secretary to inform the details to the Meeting.

The Company Secretary informed the Meeting that in order to comply with Sections 115 and 116 of the Public Companies Limited Act BE 2535 and the Articles of Association of the Company which provide that:

- 1) The AGM shall consider allocation of profit and payment of annual dividends;
- 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 addition, in 2018, the Company had a policy to pay dividends at a rate of no less than 40% of the net profit of the overall financial statement. The amount of dividends is in any case subject to change depending on the operational results and financial status of the Company, liquidity of the Company, business expansion and other factors related to management of the Company.

The Board of Directors therefore, deemed it appropriate to propose for the AGM to consider and approve allocation of the legal reserve and payment of the annual dividends for the operational results of 2018 as follows:

| Details                                                                                                          | Dividends 2017 | Dividends 2018<br>(Proposed) |
|------------------------------------------------------------------------------------------------------------------|----------------|------------------------------|
| 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                         |

| Details                                                                | Dividends 2017 | Dividends 2018<br>(Proposed) |
|------------------------------------------------------------------------|----------------|------------------------------|
| - 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% **                    |

- 1) In 2018 the Company had a net profit for specific businesses in the amount of 200,455,342 Baht. Therefore, the Board of Directors proposes for the AGM to approve allocation of the legal reserve in the amount of 5% in the total amount of 10,022,767 Baht.
- 2) The Board of Directors proposes for the AGM to acknowledge the payment of the interim dividend from the net profit during January-September 2018 to the common shareholders at the rate of 0.11 Baht having a value of 151,865,998 Baht which was paid on 4 December 2018.
- 3) In 2018, net profit was at 276,884,205 Baht and accordingly the Board of Directors proposed to the AGM to approve of payment of dividends for the operational results for October-December 2018's net profit to the ordinary shareholders at the rate of 0.08 Baht per share at a total amount of 110,447,998 Baht. It is proposed to make this payment of dividends on 8 May, 2019. The shareholders entitled to receive the dividend (or record date) as of 6 March 2019. Details appear in the invitation to the AGM which the Company has delivered to all of the shareholders.

The Chairman asked the Meeting whether shareholders had any questions or comments on the omission of the dividend payment and the appropriation of the legal reserve for 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.

The Meeting unanimously resolved and the voting results are as follows:

|                   |                     |               |
|-------------------|---------------------|---------------|
| Approval votes    | 1,015,286,980 votes | or 100.0000 % |
| Disapproval votes | 0 votes             | or 0.0000 %   |
| Abstention        | 0 votes             |               |
| Voided Ballot     | 0 votes             |               |

**Resolution**      **Approved the dividend payment and the appropriation of the legal reserve as proposed**

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

The Chairman delegated the Company Secretary to inform the details to the Meeting.

The Company Secretary informed the Meeting that even though the Public Companies Act and related Regulations do not require the directors that have been elected to leave the meeting room for this agenda, but for the purpose of good corporate governance these three directors requested to leave the meeting room before

this agenda is considered namely 1) Dr. Preeprem Nonthaleerak; 2) Mr. Nattavuth Mathayomchan and 3) Mrs. Thitima Rungkwansiroj.

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:

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

Details of the qualifications and history of these 3 directors are shown in the invitation to the AGM which the Company has delivered to the shareholders.

The Nomination and Remuneration Committee considered that all 3 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 and, if elected, would contribute to the Company's operations and development continually.

The Board of Directors considered the qualifications of the independent director referred to in (1) above who was proposed to be re-elected as an independent director, having the qualifications required of an independent director as defined by the SEC/SET and is able to advise on the Company's operations independently and according to the related principals.

In addition, for the purpose of good governance related to the rights of shareholders, the Company has allowed the shareholders to propose a director in advance for the AGM 2019 to consider, but no shareholders proposed any person for election as a director.

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.

Thereafter, the Chairman asked the Meeting whether shareholders had any questions or comments on 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. **Dr. Preeprem Nonthaleerak** – Independent Director, Member of the Audit Committee and Risk Management Committee

|                   |                     |              |
|-------------------|---------------------|--------------|
| Approval votes    | 1,015,243,680 votes | Or 99.9978 % |
| Disapproval votes | 22,000 votes        | or 0.0022 %  |
| Abstention        | 21,300 votes        | or 0.0021 %  |
| Voided Ballot     | 0 votes             |              |

**2. Mr. Nattavuth Mathayomchan** - Director, Member of the Executive Committee and Member of the Corporate Governance and Sustainable Development Committee

|                   |                     |               |
|-------------------|---------------------|---------------|
| Approval votes    | 1,015,265,280 votes | or 100.0000 % |
| Disapproval votes | 0 votes             | or 0.0000 %   |
| Abstention        | 21,300 votes        | or 0.0021 %   |
| Voided Ballot     | 0 votes             |               |

**3. Mrs. Thitima Rungkwansiroj** - Director, Member of the Audit Committee

|                   |                     |               |
|-------------------|---------------------|---------------|
| Approval votes    | 1,015,286,980 votes | or 100.0000 % |
| Disapproval votes | 0 votes             | or 0.0000 %   |
| Abstention        | 0 votes             | or 0.0000 %   |
| Voided Ballot     | 0 votes             |               |

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

***Following the voting on this agenda, the Chairman invited the directors to return to the Meeting***

**Agenda 6**      **To consider and approve the remuneration of directors for the year 2019**

The Chairman delegated the Company Secretary to inform the details 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 Clause 34 of 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 based on appropriate amount when taking into consideration, the directors' duties and responsibilities, as well as comparing with peers of similar size in the same business segment. The Board of Directors of the Company considered and proposed to the AGM to consider approval of the remuneration to the Board of Directors for 2019 as per the following details:

**1. Annual Remuneration in the amount of not more than 8 Million Baht**

| Details of Remuneration                         | Amount of Remuneration                                                                             |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------|
| <u>Remuneration to Directors of the Company</u> | <u>Monthly Remuneration</u><br>Chairman of the Board of Directors 40,000 Baht/per month/per person |

| Details of Remuneration                                       | Amount of Remuneration                                                                                                                   |
|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
|                                                               | Vice Chairman 35,000 Baht/per month/per person<br>Director 30,000 Baht/per month/per person                                              |
| <u>Remuneration of Sub-Committees</u>                         |                                                                                                                                          |
| 1. Audit Committee                                            | <u>Allowance for each meeting attended</u><br>Chairman 30,000 Baht/per meeting/per person<br>Director 20,000 Baht/meeting/per person     |
| 2. Selection and Remuneration Committee                       | <u>Allowance for each meeting attended</u><br>Chairman 30,000 Baht/per meeting/per person<br>Director 20,000 Baht/meeting/per person     |
| 3. Risk Management Committee                                  | <u>Allowance for each meeting attended</u><br>Chairman 30,000 Baht/per meeting/per person<br>Director 20,000 Baht/per meeting/per person |
| 4. Audit Committee                                            | <u>Monthly Remuneration</u><br>Chairman 35,000 Baht/per month/per person<br>Director 20,000 Baht/per month/per person                    |
| 5. Corporate Governance and Sustainable Development Committee | <u>Allowance for each meeting attended</u><br>Chairman 30,000 Baht/per meeting/per person<br>Director 20,000 Baht/per meeting/per person |

## 2. Pension

It is proposed to pay 3% of the amount of dividends paid out from profit from operational results, not including retained earnings. The Selection and Remuneration Committee should have the authority to consider allocation of the pension to the directors.

## 3. Other Remuneration

-None-

In addition, it is proposed that the Selection and Remuneration Committee should be authorized to allocate the pension to the directors as proposed by the Selection and Remuneration Committee, details of which appear in the invitation to the Meeting.

The Chairman asked the Meeting whether shareholders had any questions or comments on the directors' 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.

The Meeting unanimously resolved and the voting results are as follows:

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|                   |                   |              |
|-------------------|-------------------|--------------|
| Approval votes    | 966,455,080 votes | or 95.6350 % |
| Disapproval votes | 44,089,700 votes  | or 4.3629 %  |
| Abstention        | 21,300 votes      | or 0.0021 %  |
| Voided Ballot     | 0 votes           |              |

**Resolution**      **Approved the remuneration of directors for the year 2019 as proposed**

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

The Chairman delegated the Company Secretary to inform the details 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 Clause 56 of 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 Audit Committee of the Company meeting No. 1/2662 held on 13 February 2019 had the opinion to propose the shareholders' meeting to approve the appointment of (1) Mr. Boonruang Lertvisetvit Khingmontri, Certified Public Accountant No. 3977 (2) Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760 or (3) Mr. Pisit Thanktakul Certified Public Accountant No. 4095 or any other Certified Public Accountants nominated by PricewaterhouseCoopers ABAS Limited to be the Company's auditors for the year 2019 and determine the audit fee for the year 2019 as not exceeding of Baht 2,250,000 as recommended by the Audit Committee, details as shown in the Invitation to the Meeting.

The auditor that was proposed has no relation and/or vested interest with the Company, subsidiaries, executives, major shareholders or related persons.

At the Board of Directors Meeting No. 1/2662 held on 20 February 2019, the meeting considered the appointment of the auditor and the auditor's remuneration for 2019 as approved by the Audit Committee and therefore recommends the AGM to approve the appointment of the auditor and the remuneration of the auditor for 2019.

The Chairman asked the Meeting whether shareholders had any questions or comments on the appointment of the auditors and determination of the audit fee for the year 2019.

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 unanimously resolved and the voting results are as follows:

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|                   |                     |               |
|-------------------|---------------------|---------------|
| Approval votes    | 1,015,286,980 votes | or 100.0000 % |
| Disapproval votes | 0 votes             | or 0.0000 %   |
| Abstention        | 0 votes             |               |

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Voided Ballot

0 votes

**Remark:** During the discussion of this agenda, there were additional shareholders and proxies attending the Meeting, representing 4 shares. Thus, the total number of shares present in the Meeting was 1,016,701,396 shares.

**Resolution** **Approved the appointment of the auditors and determination of the audit fee for the year 2019 as proposed**

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

The Company Secretary informed the Meeting that in order to comply with principals of good corporate governance, the Company has given the minority shareholders the right to add any agenda to the AGM 2019 in advance through the website of the Company. However, there were no shareholders who proposed any additional agenda. If any shareholders or proxies wish to propose any additional agenda for the meeting to consider, as per the law, shareholders holding not less than one third of the issued and paid up capital of the Company can request the meeting to consider other agenda in addition to the agenda provided in the invitation to the meeting.

There were no other agenda proposed by the shareholders for consideration.

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

The Meeting adjourned at 11.00 a.m.

Signed \_\_\_\_\_ - *Mr. Sutthichai Sungkamanee* - \_\_\_\_\_ Chairman  
( Mr. Sutthichai Sungkamanee )

Signed \_\_\_\_\_ - *Mrs. Piyorot Loughajareonyos* - \_\_\_\_\_ Company Secretary  
( Mrs. Piyorot Loughajareonyos )

**Attachment 5**

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

|                                          |                                                                                                                                      |                                                                                     |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>1. Name - Surname</b>                 | <b>: Mrs. Pojanard Prinyapatpakorn</b>                                                                                               |  |
| <b>Age</b>                               | : 64 years old                                                                                                                       |                                                                                     |
| <b>Nationality</b>                       | : Thai                                                                                                                               |                                                                                     |
| <b>Director Type</b>                     | : Independent Director                                                                                                               |                                                                                     |
| <b>Position</b>                          | : Member of the Audit Committee                                                                                                      |                                                                                     |
|                                          | : Chairman of the Corporate Governance and Sustainable Development Committee                                                         |                                                                                     |
|                                          | : Member of the Nomination and Remuneration Committee                                                                                |                                                                                     |
| <b>Date of Appointment as a Director</b> | : 17 January 2017 (Directorship tenure as of March 2020 is 3 years and 2 months)                                                     |                                                                                     |
| <b>Education</b>                         | : Master of Housing Development, Chulalongkorn University                                                                            |                                                                                     |
|                                          | : Master of Social Administration, Thammasat University                                                                              |                                                                                     |
|                                          | : Bachelor of Communication Arts (2 <sup>nd</sup> Class Honors), Chulalongkorn University                                            |                                                                                     |
| <b>Director Training</b>                 | : Advanced Audit Committee Program (AACP) Class 25/2017                                                                              |                                                                                     |
|                                          | : Board Nomination and Compensation Program (BNCP) Class 1/2017                                                                      |                                                                                     |
|                                          | : Boards that Make a Difference (BMD) Class 1/2016                                                                                   |                                                                                     |
|                                          | : Role of the Chairman Program (RCP) Class 36/2015                                                                                   |                                                                                     |
|                                          | : Successful Formulation & Execution of Strategy (SFE) Class 21/2014                                                                 |                                                                                     |
|                                          | : How to Develop a Risk Management Plan (HRP) Class 2/2012                                                                           |                                                                                     |
|                                          | : Role of the Compensation Committee (RCC) Class 14/2012                                                                             |                                                                                     |
|                                          | : Finance for Non-Finance Director (FND) Class 25/2006                                                                               |                                                                                     |
|                                          | : Directors Certification Program (DCP) Class 35/2003                                                                                |                                                                                     |
| <b>Other Trainings</b>                   | : Top Executive Program in Energy Literacy for the word (TEA, Class 12), Thailand Energy Academy                                     |                                                                                     |
|                                          | : Top Executive Program (CMA, Class 17), Capital Market Academy                                                                      |                                                                                     |
|                                          | : Top Executive Program in Industrial Development and Service Institute of Business and Industrial Development (IBID) (Class 3/2016) |                                                                                     |

|                                       |   |                                                                      |           |        |
|---------------------------------------|---|----------------------------------------------------------------------|-----------|--------|
| <b>Meeting Attendance during 2019</b> | : | The Board of Directors' Meeting                                      | 6/6 times | (100%) |
|                                       | : | Audit Committee's Meeting                                            | 4/4 times | (100%) |
|                                       | : | Corporate Governance and Sustainable Development Committee's Meeting | 3/3 times | (100%) |
|                                       | : | Nomination and Remuneration Committee's Meeting                      | 3/3 times | (100%) |
|                                       | : | AGM                                                                  | 1/1 time  | (100%) |

**Shareholding in NVD's Shares as at 31 December 2019:** -None-

**Other Positions in Other Organizations**

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

2010 – Present      Director / Managing Director      Thantawan Industry PLC.

**Position in Other Company/Organization/Institution:** 1 Position

2010 – Present      Director / Managing Director      Bangkok Terminal Company Limited

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

**Working Experience (Past 5 Years):**

2014 – 2017      Chairman of Risk Management Committee      Thantawan Industry PLC.

**Criminal Record during the Past 10 Years:** -None-

**Qualifications of Director:**

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

In addition, 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. |     | ✓  |
| 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**

|                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                     |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>2. Name - Surname</b>                 | <b>: Mr. Naris Cheyklin</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| <b>Age</b>                               | : 58 years old                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                     |
| <b>Nationality</b>                       | : Thai                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                     |
| <b>Director Type</b>                     | : Director (non-management)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                     |
| <b>Position</b>                          | : Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                     |
|                                          | : Chairman of the Executive Committee<br>: Member of the Nomination and Remuneration Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                     |
| <b>Date of Appointment as a Director</b> | : 17 January 2017 (Directorship tenure as of March 2020 is 3 years and 2 months)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                     |
| <b>Education</b>                         | : Master of Accounting, Thammasat University<br>: Bachelor of Accounting, Thammasat University                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                     |
| <b>Director Training</b>                 | : Director Certification Program (DCP) Class 9/2002                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                     |
| <b>Other Trainings</b>                   | : Institute of Metropolitan Development (Class 4/2015)<br>: Advanced Security Management Program (Class 4/2013)<br>: Capital Market Academy Leader Program (Class 2/2006)<br>: Organizational Risk Management Program (Class 2/2004) , Sasin Graduate Institute of Business Administration of Chulalongkorn University<br>: Corporate Financial Strategies, Kellogg School of Management, Chicago, U.S.A.<br>: Executive Development Program in Real Estate Management (1993), Thammasat University<br>: Computer Audit Program, Arthur Andersen<br>: General Audit Program, SGV-Na Thalang, Bangkok and SGV Manila, Philippines |                                                                                     |
| <b>Meeting Attendance during 2019</b>    | : The Board of Directors' Meeting                      6/6 times              (100%)<br>: Nomination and Remuneration Committee's Meeting   3/3 times      (100%)<br>: Executive Committee's Meeting                              12/12 times      (100%)<br>: AGM                                                                              1/1 time              (100%)                                                                                                                                                                                                                                                     |                                                                                     |

**Shareholding in NVD's Shares as at 31 December 2019:** -None-

**Other Positions in Other Organizations**

**Board Member/Management in Other Listed Company: 2 Positions**

|         |                                                                                                                                                                   |                                             |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| Present | Director, Member of the Risk Management Committee, Member of the Executive Committee, Member of the Sustainable Development Committee and Chief Executive Officer | Singha Estate Public Company Limited        |
| Present | Director and Chairman of the Executive Committee                                                                                                                  | S Hotels and Resorts Public Company Limited |

**Position in Other Company/Organization/Institution: 67 Positions**

|         |          |                                       |
|---------|----------|---------------------------------------|
| Present | Chairman | Nirvana River Company Limited         |
| Present | Director | Singha Property Development Co., Ltd. |
| Present | Director | Max Future Co., Ltd.                  |
| Present | Director | S Estate Commercials Inter Co., Ltd.  |
| Present | Director | S Estate Commercials Co., Ltd.        |
| Present | Director | S Hotels and Resorts Inter Co., Ltd.  |
| Present | Director | S Residential Development Co., Ltd.   |
| Present | Director | S Park Property Co., Ltd.             |
| Present | Director | S Klas Management Co., Ltd.           |
| Present | Director | S Reit Management Co., Ltd.           |
| Present | Director | Na Nimmann Co.,Ltd.                   |
| Present | Director | Laguna Beach Development Co.,Ltd.     |
| Present | Director | Laguna Paradise Co.,Ltd.              |
| Present | Director | S Hotel Phi Phi Island Co., Ltd.      |
| Present | Director | S Hotel Management Co., Ltd.          |
| Present | Director | Laguna Phuket Club Co.,Ltd.           |
| Present | Director | Madison Offshore (Thailand) Ltd.      |
| Present | Director | SHR Hotels USA, Inc                   |
| Present | Director | OHH (Fiji) Pte Limited                |
| Present | Director | Saltlake Resorts Limited              |
| Present | Director | SHR Global Holdings LLC               |
| Present | Director | SHR Global Holdings II LLC            |
| Present | Director | APAC Real Estate Holdings LLC         |
| Present | Director | LBR LLC                               |
| Present | Director | OC Pte Limited                        |
| Present | Director | OH Pte Limited                        |

|         |          |                                          |
|---------|----------|------------------------------------------|
| Present | Director | OCL US LLC                               |
| Present | Director | OHL US LLC                               |
| Present | Director | AREH II LLC                              |
| Present | Director | AREH III LLC                             |
| Present | Director | O.K.M. Private Limited                   |
| Present | Director | Hillview Global Pte Limited              |
| Present | Director | Castleton Hotels & Resorts Pte. Ltd.     |
| Present | Director | S Commercials (Singapore) Pte. Ltd.      |
| Present | Director | S Hotels and Resorts (UK) Ltd.           |
| Present | Director | S Hotels and Resorts (HK) Limited        |
| Present | Director | S Hotels and Resorts (SG) Pte. Ltd.      |
| Present | Director | Hillview Pte Limited                     |
| Present | Director | Madison Offshore Holdings I, LLC         |
| Present | Director | OTRG APAC Holdings, LLC                  |
| Present | Director | Prime Locations Management 2 Ltd.        |
| Present | Director | S Hotels and Resorts (SC) Ltd.           |
| Present | Director | S Services (Maldives) Pvt Ltd.           |
| Present | Director | Dream Islands Development 2 Pvt.Ltd.     |
| Present | Director | APAC Holding, LLC                        |
| Present | Director | S Hotels and Resorts APAC (SG) Pte. Ltd. |
| Present | Director | Prime Locations Management 3 Ltd.        |
| Present | Director | Dream Islands Development 3 Pvt. Ltd.    |
| Present | Director | SW Development Holding Co.,Ltd.          |
| Present | Director | S43 Property Co., Ltd.                   |
| Present | Director | Aston Hotels Limited                     |
| Present | Director | Aston Ventures Limited                   |
| Present | Director | The Hotelier Group Limited               |
| Present | Director | Aston Hotels (Sheffield) Limited         |
| Present | Director | Jupiter Hotels Holdings Limited          |
| Present | Director | Jupiter Hotels Limited                   |
| Present | Director | Jupiter Hotels Midco Limited             |
| Present | Director | Jupiter Hotels Wetherby Limited          |
| Present | Director | Jupiter Hotels Management Limited        |
| Present | Director | FS JV Co Limited                         |
| Present | Director | FS Mezz Co Limited                       |
| Present | Director | FS Mid Co Limited                        |
| Present | Director | FS Senior Co Limited                     |
| Present | Director | FS JV License Limited                    |
| Present | Director | FS Mid License Limited                   |

---

|         |          |                           |
|---------|----------|---------------------------|
| Present | Director | Siratara Company Limited  |
| Present | Director | Interaccy Company Limited |

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

**Working Experience (Past 5 Years):**

|             |          |                                               |
|-------------|----------|-----------------------------------------------|
| 2015 – 2017 | Director | S 36 Property Company Limited                 |
| 2015 – 2017 | Chairman | Nirvana Development Company Limited           |
| 2014 – 2017 | Director | Thai Setakij Insurance Public Company Limited |

**Criminal Record during the Past 10 Years:** -None-

**Qualifications of Director:**

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

In addition, he has an expertise in finance and accounting as well as real estate business development.

**Attachment 5**

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

|                                          |                                                                                                                                                                                                                                                                                        |                                                                                     |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <b>3. Name - Surname</b>                 | <b>: Mr. Sornsak Somwattana</b>                                                                                                                                                                                                                                                        |  |
| <b>Age</b>                               | : 46 years old                                                                                                                                                                                                                                                                         |                                                                                     |
| <b>Nationality</b>                       | : Thai                                                                                                                                                                                                                                                                                 |                                                                                     |
| <b>Director Type</b>                     | : Director (Executive Director)                                                                                                                                                                                                                                                        |                                                                                     |
| <b>Position</b>                          | : Director                                                                                                                                                                                                                                                                             |                                                                                     |
|                                          | : Member of the Executive Committee                                                                                                                                                                                                                                                    |                                                                                     |
|                                          | : Member of the Risk Management Committee                                                                                                                                                                                                                                              |                                                                                     |
|                                          | : Member of the Corporate Governance and Sustainable Development Committee                                                                                                                                                                                                             |                                                                                     |
|                                          | : Chief Executive Officer                                                                                                                                                                                                                                                              |                                                                                     |
| <b>Date of Appointment as a Director</b> | : 17 January 2017 (Directorship tenure as of March 2020 is 3 years and 2 months)                                                                                                                                                                                                       |                                                                                     |
| <b>Education</b>                         | : Master of Science in Finance, University of Colorado at Denver, USA.<br>: Bachelor of Business administration Finance (B.B.A.), University of the Thai Chamber of Commerce                                                                                                           |                                                                                     |
| <b>Director Training</b>                 | : Director Certification Program (DCP) Class 154/2011                                                                                                                                                                                                                                  |                                                                                     |
| <b>Other Trainings</b>                   | : Designing and Executing Strategy – CHINA Program (2012), Harvard Business School<br>: Advanced Security Management Program (Class 4/2013)<br>: Thammasat Leadership Program (TLP) Class 8/2016                                                                                       |                                                                                     |
| <b>Meeting Attendance during 2019</b>    | : The Board of Directors' Meeting 6/6 times (100%)<br>: Risk Management Committee's Meeting 4/4 times (100%)<br>: Executive Committee's Meeting 12/12 times (100%)<br>: Corporate Governance and Sustainable Development Committee's Meeting 3/3 times (100%)<br>: AGM 1/1 time (100%) |                                                                                     |

**Shareholding in NVD's Shares as at 31 December 2019:**

79,228,214 shares 5.74% (3,111,810 Shares or 0.23% held by Spouse and 536,205 shares or 0.04% held by INSIGHTS MIND INC.)

**Other Positions in Other Organizations**

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

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

|         |          |                                           |
|---------|----------|-------------------------------------------|
| Present | Chairman | Deeji Home Center Company Limited         |
| Present | Chairman | NVDG Company Limited                      |
| Present | Chairman | ATECH Enterprise Company Limited          |
| Present | Chairman | QTECH Product Company Limited             |
| Present | Chairman | Nirvana U Company Limited                 |
| Present | Chairman | Nirvana Construction Company Limited      |
| Present | Chairman | Nirvana Phraram 9 Company Limited         |
| Present | Chairman | NVDA Company Limited                      |
| Present | Director | Nirvana River Company Limited             |
| Present | Chairman | Nirvana Daiwa Development Company Limited |

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

**Working Experience (Past 5 Years):**

|             |          |                                     |
|-------------|----------|-------------------------------------|
| 2005 - 2017 | Chairman | Nirvana Development Company Limited |
|-------------|----------|-------------------------------------|

**Criminal Record during the Past 10 Years:** -None-

**Qualifications of Director:**

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

In addition, he has an expertise in finance and accounting as well as real estate business development.

**Attachment 6**

**Information on Proposed Auditors of the Company and Audit Fee for the Year 2020**

**Opinions from the Audit Committee**

The Audit Committee Meeting No. 1/2020 held on 13 February 2020, 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 2020, namely:

| Name                         | Certified Public Accountant No. | Percentage of Shareholding | Number of years certified the Company's financial statements | Year of auditing financial statements |
|------------------------------|---------------------------------|----------------------------|--------------------------------------------------------------|---------------------------------------|
| 1. Mr. Boonrueng Lerdwisewit | 6552                            | None                       | 2                                                            | 2561 - 2562                           |
| 2. Mr. Chanchai Chaiprasit   | 3760                            | None                       | 1                                                            | 2560                                  |
| 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. 1/2020 has considered the determination of the audit fee for the year 2020 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 2019 | Proposed Audit Fee for the Year 2020 | Increase (%) |
|-----------------------|-----------------------------|--------------------------------------|--------------|
| Audit Fee             | 2,425,000                   | 2,425,000                            | 0%           |
| Non-audit service fee | -                           | -                                    | -            |

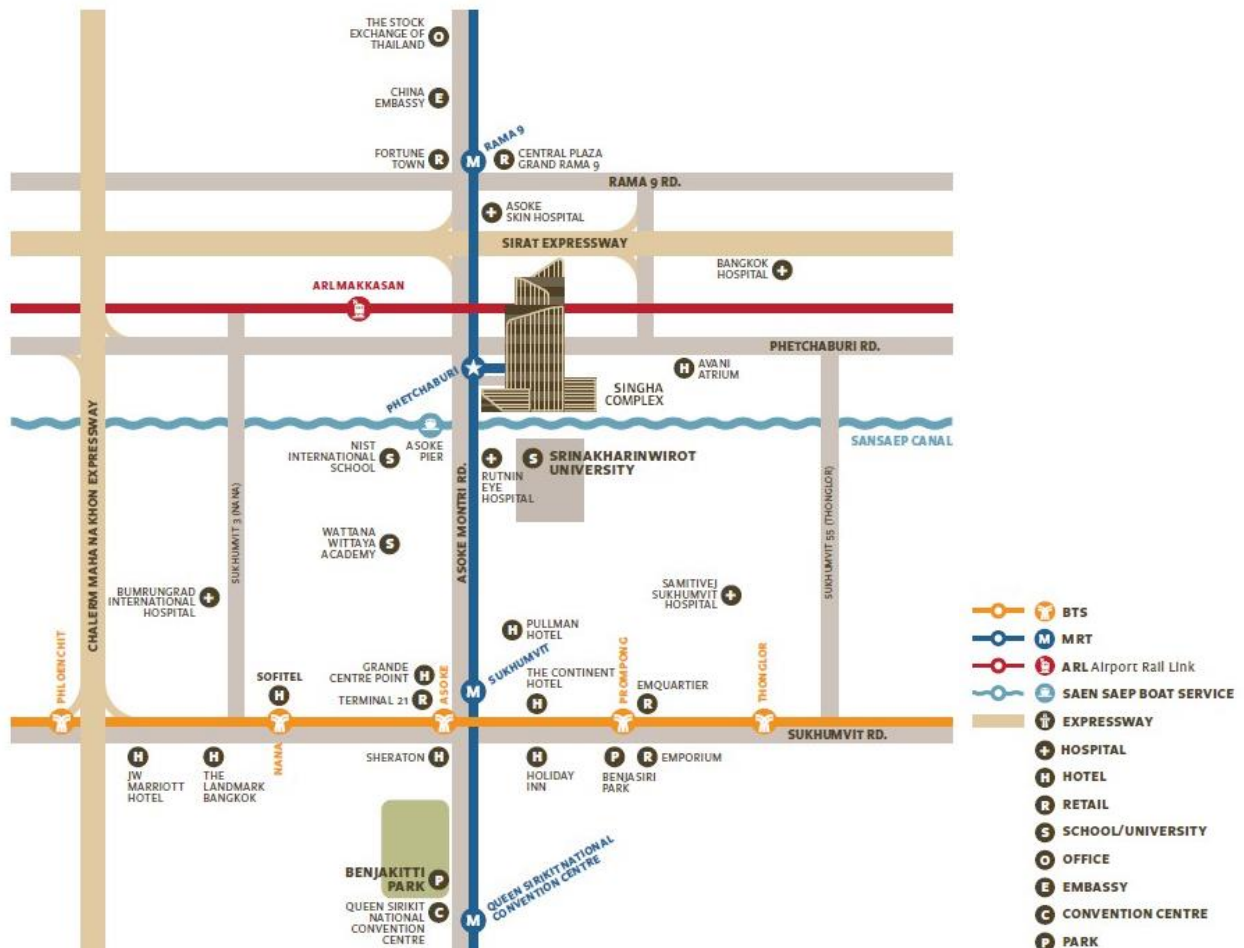
Note: In 2019, the Company did not pay any non-audit service fee to PricewaterhouseCoopers ABAS Limited.

**Board's Opinion:**

The Board of Directors' Meeting No. 1/2020 held on 20 February 2020 has considered the appointment of the auditors and the determination of the 2020 audit fee as approved by the Audit Committee and deemed it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve such matters.

**Attachment 7**

**Map of Venue of the 2020 Annual General Meeting of Shareholders  
at the PRIDE Lounge, 15th Floor, Singha Complex  
No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310 Thailand**



Direction

- MRT Phetchaburi Exit 1 (Recommended) Opposite Singha Complex
- From BTS Asoke / MRT Sukhumvit Interchange Station 1.35 km.
- From Airport Rail Link Makkasan 450 m.
- From Asoke Saen Saep Boat Service 2 mins walk
- From Sirat Expressway Ratchadapisek Exit 500 m.

**Attachment 9**

**Guideline for the Shareholders for attending the 2020 Annual General Meeting of Shareholders  
in regards to the outbreak of the Coronavirus Disease 2019 (COVID-19)**

**To: Shareholders of Nirvana Daii Public Company Limited,**

Reference is made to the discussion between the Securities and Exchange Commission, Thailand ("SEC"), Department of Business Development, Ministry of Commerce, Ministry of Digital Economy and Society and the Stock Exchange of Thailand to seek for the solutions for holding the Shareholders Meeting of the listed company in respect of the continuous outbreak of the Coronavirus Disease 2019 (COVID-19) on 2 March 2020 at SEC.

Nirvana Daii Public Company Limited ("**the Company**") seriously pays attention and concerns to such situations and hereby recommends the Guideline for the Shareholders to attend the 2020 Annual General Meeting of Shareholders to be held on Wednesday 22 April 2020 at 09.00 a.m. at the PRIDE Lounge, 15th Floor, Singha Complex, Bangkok as follows;

1. For the Shareholders who traveled to/from the high risk countries or have been in contact with people who traveled to/from the high risk countries within 14 days before the date of the meeting or having the conditions reasonably suspected of being infected with the Coronavirus Disease 2019 (COVID-19), please consider to appoint any person as deemed appropriate to act as your proxy or appoint the Independent Director of the Company to attend and vote on your behalf or may register in advance according to the procedures provided according to the invitation letter of the 2020 Annual General Meeting for the protection of rights of the Shareholders to participate and vote in the meeting.
2. The Company shall provide the screening area for those with fever and prepared for the alcohol gel in front of the meeting room to monitor, screen and prevent the potential outbreak which may arise, for the safety and health of all attendees.
3. Should you have any questions, the Company has provided the opportunity for shareholders to express their comment or submit questions related to the agendas of the Annual General Meeting of Shareholders 2020 in advance to 17 April 2020 via the following channels:

3.1) Email: [companysecretary@nirvanadaii.com](mailto:companysecretary@nirvanadaii.com)

3.2) Investor Relation Unit: Tel. +662-105-6789 or Email: [IR@nirvanadaii.com](mailto:IR@nirvanadaii.com)

3.3) Post: To Investor Relation Unit, Nirvana Daii Public Company Limited, No. 123 Sun Towers Tower A, 11<sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900.

The shareholders who want to view the record of the Annual General Meeting of shareholders for 2020 can be viewed on the company's website ([www.nirvanadaii.com](http://www.nirvanadaii.com)).

However, the Company will ensure that suitable sanitation measures are in place at the Meeting in order to provide a safe and healthy environment for all the attendees.

Please be informed accordingly.

Yours Faithfully,

Nirvana Daii Public Company Limited

(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 2020 Annual General Meeting of Shareholders on Wednesday, 22 April 2020, at 9.00 a.m. at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310, or any date and at any postponement thereof.

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

Signed \_\_\_\_\_ Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy

(\_\_\_\_\_)

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



(Affixed Stamp Duty Baht 20)

**Proxy Form (Form B)**

Shareholder Registration No. \_\_\_\_\_

Made at. ....

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

(1) I/We.....

Nationality.....

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

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

(2) being a shareholders of Nirvana Daii Public Company Limited, holding the total number of .....

.....share (s) and having the voting rights equivalent to

☐ Ordinary share .....share (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 2020 Annual General Meeting of Shareholders of Nirvana Daii Public Company Limited, which will be held on Wednesday, 22 April 2020 at 09.00 a.m., at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310, 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 2019 held on 22 April 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 2: To acknowledge the report on the Company's operational results for the year 2019**
- ☐ **Agenda 3: To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 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 4: To consider and approve the appropriation to legal reserve and dividend payment 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 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 Mrs. Pojanard Prinyapatpakorn**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 5.2 Mr. Naris Cheyklin**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 5.3 Mr. Sornsak Somwattana**
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6: To consider and approve the remuneration of directors for the year 2020**
- ☐ (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 2020**

- ☐ (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 2020 Annual General Meeting of Shareholders of Nirvana Daii Public Company Limited, which will be held on Wednesday, 22 April 2020 at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310, 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  
( ..... )

(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 2563 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันพุธที่ 22 เมษายน 2563 เวลา 09.00 น. ณ ห้องประชุม เดอะ ไพร์ด เลาจน์ ชั้น 15 อาคารสิงห์ คอมเพล็กซ์ เลขที่ 1788 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 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 2020 of Nirvana Daii Public Company Limited**, which will be held on Wednesday, 22 April 2020 at 09.00 a.m., at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310, 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 2562 ซึ่งประชุมเมื่อวันที่ 22 เมษายน 2562

Agenda 1: To adopt the minutes of the Annual General Meeting of shareholders Meeting 2019, held on 22 April 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 ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงาน ในรอบปี 2562

Agenda 2: To acknowledge the report on the Company's operational results for the year 2019

☐ วาระที่ 3 พิจารณานำมติงบการเงินประจำปี 2562 สิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda 3: To consider and approve the annual Financial Statements for the year ended on 31 December 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 ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

☐ วาระที่ 4 พิจารณานำมติการจัดสรรทุนสำรองตามกฎหมายและการจ่ายเงินปันผล

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 ☐ จดออกเสียง \_\_\_\_\_ เสียง  
Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

☐ วาระที่ 5 พิจารณานำมติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

Abstain Vote(s)

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

5.1 นางพจนารถ ปริญภัทรภากร

Mrs. Pojanard Prinyapatpakorn

☐ เห็นด้วย \_\_\_\_\_ เสียง

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

Abstain Vote(s)

5.2 นายนิรศ เชยกลิน

Mr. Naris Cheyklin

☐ เห็นด้วย \_\_\_\_\_ เสียง

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

Abstain Vote(s)

5.3 นายสรศักดิ์ สมวัฒนา

Mr. Sornsak Somwattana

☐ เห็นด้วย \_\_\_\_\_ เสียง

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

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

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

Abstain

Vote(s)

☐ วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2563

Agenda 7: To appoint the Company's Auditors and approve their remuneration for the year 2020

☐ (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

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

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

Approve Vote(s)

☐ ไม่เห็นด้วย \_\_\_\_\_ เสียง

Disapprove Vote(s)

☐ งดออกเสียง \_\_\_\_\_ เสียง

Abstain

Vote(s)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดวาระหนึ่งหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Supplemental Proxy Form C

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ในวันพุธที่ 22 เมษายน 2563 เวลา 09.00 น. ณ ห้องประชุม เดอะ ไพร์ด เลานจ์ ชั้น 15 อาคารสิงห์ คอมเพล็กซ์ เลขที่ 1788 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Annual General Meeting of Shareholders for the year 2020 of Nirvana Daii Public Company Limited, which will be held on Wednesday, 22 April 2020 at 09.00 a.m., at the PRIDE Lounge, 15th Floor, Singha Complex, No. 1788 New Petchaburi Road, Khwaeng Bang Kapi, Khet Huai Kwang, Bangkok 10310, or any date and at any postponement thereof.

☐ วาระที่.....

☐ Agenda Item.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่.....

☐ Agenda Item.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่.....

☐ Agenda Item.....

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องครบถ้วนและเป็นความจริงทุกประการ

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

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

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

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

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**Nirvana Daii Public Company Limited**

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