



INVITATION TO THE ANNUAL GENERAL MEETING
OF SHAREHOLDER FOR THE YEAR 2021

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/001/03/2021

1 March 2021

Subject: Invitation to Attend the Annual General Meeting of Shareholders for year 2021

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 2021 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 2020 held on 29 June 2020;
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 2021;
7. Map of Venue of the 2021 Annual General Meeting of Shareholders;
8. AGM Attendance Guideline Under the COVID-19 Outbreak Situation; 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. 5/2021 held on 23 February 2021 has passed a resolution to convene the Annual General Meeting of Shareholders for year 2021 (“**the AGM 2021**”) on Wednesday, 21 April 2021, at 09.00 a.m. at CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok, Bangkok 10240, 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 2020 held on 29 June 2020**

Objective and Reason The Annual General Meeting of Shareholders for year 2020 was held on 29 June 2020 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 13 July 2020.

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 2020 on 29 June 2020, 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 2020**

Objective and Reason The Company has summarized the operating results as shown in the 2020 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 2020 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 2020.

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

Agenda 3 **To consider and approve the annual Financial Statements for the year ended on 31 December 2020**

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 2020 to the Annual General Meeting of Shareholders for approval. Details of the balance sheet are included in the 2020 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 2020 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 2021 to approve the Balance Sheet and Profit and Loss Accounts for the year ended 31 December 2020 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 Omission of dividend payment and the non-appropriation of the legal reserve**

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 2021 to approve the Omission of dividend payment for the operating result of the year 2020 and the non-appropriation of net profit as a legal reserve since the Company has net loss for the year ended on 31 December 2020, the Company has net loss as shown in the separate financial statements in an amount of Baht 85,987,678, and the Company has the profit as shown in the consolidated financial statements in an amount of Baht 21,539,155 being net loss attributable to the equity holders of the parent in an amount of Baht 51,042,966

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 Mr. Kampanart Lohacharoenvanich, Mr. Tawatchai Sudtikitpisan and M.L. Thongmakut Thongyai.

The Board's Opinion The Board of Directors, excluding the nominated directors, is deemed appropriate for the AGM 2021 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. Mr. Kampanart Lohacharoenvanich | Position: Independent Director, Chairman of the Audit Committee; |
| 2. Mr. Tawatchai Sudtikitpisan | Position: Independent Director and Member of the Audit Committee; and |
| 3. M.L. Thongmakut Thongyai | Position: Director, Member of the Nomination & Remuneration Committee |

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

Besides, the Board of Directors, having considered the qualification of the independent director of the retired director no. 1 and director no. 2 , 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 2021, 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 directors' remuneration and the directors' bonus.

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 2021.
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 2021 to approve the remuneration of directors for the year 2021 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 2020	Year 2021 (Proposed Year)
1. Retainer Fee	as not exceeding of Baht 8.00 million	as not exceeding of Baht 3.00 million
1.1 The Board of Directors	Monthly Fee	Monthly Fee
a) Chairman of the Board	Baht 40,000/Time	Baht 20,000/Month
b) Vice Chairman	Baht 35,000/Month	Baht 17,500/Month
c) Director	Baht 30,000/Time	Baht 15,000/Month
1.2 The Sub-Committees		
1.2.1 The Audit Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 30,000/Time	Baht 15,000/Time
b) Member	Baht 20,000/Time	Baht 10,000/Time
1.2.2 The Nomination and Remuneration Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 30,000/Time	Baht 15,000/Time
b) Member	Baht 20,000/Time	Baht 10,000/Time
1.2.3 The Risk Management Committee	Meeting Fee	Meeting Fee

Details	Year 2020	Year 2021 (Proposed Year)
a) Chairman	Baht 30,000/Time	Baht 15,000/Time
b) Member	Baht 20,000/Time	Baht 10,000/Time
1.2.4 The Corporate Governance and Sustainable Development Committee	Meeting Fee	Meeting Fee
a) Chairman	Baht 30,000/Month	Baht 15,000/Month
b) Member	Baht 20,000/Month	Baht 10,000/Month
1.2.5 The Executive Committee	Monthly Fee	Monthly Fee
c) Chairman	Baht 35,000/Month	Baht 17,500/Month
d) Member	Baht 30,000/Month	Baht 15,000/Month
2. Bonus	The amount of 3 percent of the total amount of dividends paid from the operating profit excluding the retained earnings	The amount of 3 percent of the total amount of dividends paid from the operating profit excluding the retained earnings as not exceeding of Baht 4.00 million
3. Other Remuneration	- None -	- None -

Notes:

The executive directors receive no remuneration for their services in a Board and sub committees.

Director remuneration is paid on a per-time basis, but will be paid only once if there are more than one meeting in a month.

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 the appointment of the Company's Auditors and approve their remuneration for the year 2021**

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 2021 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) Ms. Rodjanart Banyatananusard Certified Public Accountant No. 8435,

to be the Company's auditors for the year 2021 and determine the audit fee for the year 2021 as not exceeding of Baht 2,300,000 (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 and approve an increase in the amount limit for issuance and offering of debentures to be in an outstanding amount not exceeding Baht 3,000 Million from the existing amount not exceeding Baht 2,000 Million.**

Objective and Reason To accommodate the Company's business expansion and to serve as source of capital of the Company's business operations and/or for debt repayment.

The Board's Opinion: It is deemed appropriate for the AGM 2021 to approve an increase in the amount limit for issuance and offering of debentures to be in an outstanding amount not exceeding Baht 3,000 Million from the existing amount not exceeding Baht 2,000 Million or in an equivalent amount in other currencies and to propose to the 2021 Annual Meeting of Shareholders to approve such matter as below details:

Purpose :	To accommodate the Company's business expansion and to serve as source of capital of the Company's business operations and/or for debt repayment
Issuer of Debentures	Nirvana Daii Public Company Limited
Type :	All types and all kinds of debentures with or without name certified, with or without collateral, with or without representative of debenture holders depending on the Appropriateness of the market conditions at the time that

	each debenture is issued and offered.
Total Value :	The value of the debentures of the company (at the par value) which have not yet been redeemed in all types not exceeding Baht 3,000 million or in an equivalent amount in other currencies. In this regard, the Company is able to issue and offer debentures in place of the existing debentures which have been redeemed within the same day (Revolving Basis).
Currency :	To offer in Thai Baht or in an equivalent amount in other currencies.
Interest Rate :	Depending on the market condition at the time of the issuance and offering of the debenture at such time.
The Term of the Debenture :	Depending on the market condition at the time of the issuance and offering of such debentures.
Redemption debentures before maturity date :	Debenture holder and / or the company might or might not have the right for redemption the debenture before maturity date. Depending on the condition of issued debenture each time.
Offering :	To offer local and/or International investors, though a public offering and/ or specific investors high net worth investors and/ or offer to the local institutional investors and/ or international institutional investors which offer for one time or several times. The authorized directors of the company are the operator that is necessary and relevant to the issuance and offering the debentures stipulated by law. This included but not limited to determining conditions and other details, for example. the par value, offering price, interest rate, allotment, offering's details, requesting to the permission from the relevant regulatory department and the signing in the relevant agreement and other documents.
Other Details :	<p>Authorized Company's Director, Or the person assigned by Authorized Company's Director, shall have following powers :</p> <p>(1) To determine details and other conditions relevant to the issuance of the debentures for example, Name of debentures, structure of debentures, quantity for the issuance and offering of the debentures at such time, type of debentures, collateral, offering price, term, redemption period, early redemption, interest rate, the method of principle payment and interest, allotment and the details of the offering etc.</p> <p>(2) To appoint the financial advisor and/or the underwriter and/or the debenture registrar and/or the shareholder representative and/or the other person relevant to the issuance and offering.</p>

	(3) To deal with, negotiate, sign relating documents and any agreements and have the power to any necessary actions and related to the issuance of this debentures. Including to the registration of debentures with The Thai Bond Market Association Markets or the other secondary markets. And to get the approval from the various departments, the discloser and any other action to the various departments.
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Voting: The resolution for this agenda must be approved by a vote no less than three-quarters of the total votes cast by shareholders attending the meeting and entitled to vote.

Agenda 9 **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 2021, 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 2021 on 10 March 2021 (Record Date)

With regard to the agenda as mentioned herein, the independent directors have no opinion which is contrary to the opinion of the Board of Directors.

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

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

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.

In addition, Due to the current outbreak of Corona Virus Disease 2019 (COVID-19), the Company with the strong concern to the meeting attendants' health, has prepared the 2021 Annual General Meeting ("AGM") strictly in accordance with the preventive guideline of the Department of Disease Control, Ministry of Public Health, the Company has therefore prepared "AGM Attendance Guideline Under the COVID-19 Outbreak Situation" for all shareholders and attendees to acknowledge and comply with strictly, details as shown in the Attachment 8.

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

Any shareholders who wish to receive a printed copy of our 2020 Annual Report should contact the Investor Relation Unit: Tel. +662-105-6789 or Email: IR@nirvanadaii.com.

Yours faithfully,



Mr. Vichien Jearkjerm

Chairman

Nirvana Daii Public Company Limited

The Company Secretary Office

Tel: 02-105-6789 ext. 326

Fax: 02-105-6787

Email: companysecretary@nirvanadaii.com

Attachment 1

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

Chapter 3: Board of Directors

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

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

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

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

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

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

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

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

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

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

Chapter 4: Shareholders Meeting

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter 5: Accounts, Finance and Audit

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

Article 33. The Company shall prepare and keep accounts, as well as the auditing thereof, in accordance with the laws governing such matters, and shall prepare a balance sheet and a profit and loss account at least once in every twelve (12) months which is the fiscal year of the Company.

Article 34. The Board of Directors shall prepare the balance sheet and profit and loss account as of the end of the fiscal year of the Company and shall submit the same to the shareholders meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditors to complete the auditing prior to the submission to the shareholders meeting the said balance sheet and profit and loss account.

Article 35. The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting:

(1) copies of the audited balance sheet and profit and loss account which have been audited by the auditor together with the report of the auditor; and (2) the annual report of the Board of Directors.

Article 36. The auditor has a duty to attend the shareholders meeting every time the balance sheet, profit and loss account, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of audit to the shareholders, and the Company shall also send to the auditor all reports and documents which should be received by the shareholders in such shareholders meeting.

The auditor must not be a director, officer, employee or a person holding any position in the Company.

Article 37. Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividend is prohibited.

Except that the Articles of Association state otherwise with respect to the preferred shares, the dividends shall be equally distributed according to the number of shares.

The payment of the dividends requires the approval of the shareholders meeting except for the payment of interim dividends.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit to do so and a report thereof shall be made to the shareholders meeting at the next meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders and publication of the notice of the payment of dividends shall also be made in a newspaper. No interest can be charged against the Company if such dividend payment had been made within the time specified by law.

The Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders meeting.

Article 38. The Company must appropriate a portion of the annual net profit to a reserve fund in an amount of at least five (5) percent of the annual net profit less the total accumulated losses carried forward (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital of the Company, provided that the Board of Directors may propose to the shareholders meeting for consideration and approval an appropriation of other types of reserve fund as it thinks fit.

Attachment 2

Documents and Evidence Identifying Shareholders and Proxies

Eligible to Register, Attend and Vote at the Meeting

The Company has scheduled the 2021 Annual General Meeting of Shareholders on Wednesday, 21 April 2021, at 09.00 a.m. at CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok, Bangkok 10240 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 9 and Form B is recommended).

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

2. Proxy

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

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

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

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

3. Documents to be presented prior to the Meeting

Individual Shareholders

1) In case of attendance in person:

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

2) In case of appointment of a proxy:

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

Juristic Person Shareholders

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

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

2) In case of appointment of a proxy:

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

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

4. Registration

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

5. Casting Votes Criteria

Normal Agenda

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

Directors' Appointment Agenda

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

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

6. Procedures on Casting Votes

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

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

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

Attachment 3

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

The Company has scheduled the 2021 Annual General Meeting of Shareholders on Wednesday, 21 April 2021 at 09.00 a.m. at CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok, Bangkok 10240 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 the following Independent Directors of the Company as your proxy.

Name and Position	Age	Address	Interest in the Meeting
1. Mr. Saran Supaksaran Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee	47 years	Nirvana Daii Public Company Limited, 11 th Floor, Sun Towers Building A, No. 123 Vibhavadi- Rangsit Road, Chompon, Chatuchak, Bangkok 10900	Agenda 6: To consider and approve the remuneration of directors for the year 2021

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

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

Attachment 4

Nirvana Daii Public Company Limited
Minutes of the 2020 Annual General Meeting of Shareholders
Monday, 29th June 2020 at 9.00 a.m.
at the Pride Lounge Conference Room, 15th Floor, Singha Complex Building,
No. 1788 New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok 10310

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 Mrs. Piyorot Loughajareonyos, the Company Secretary (the “Company Secretary”) to conduct this Meeting on behalf of the Chairman.

The Company Secretary welcomed the shareholders attending the 2020 Annual General Meeting of Shareholders. According to Section 103 of Public Company Limited Act B.E. 2535 (1992), in the shareholders meeting, there shall be shareholders and proxies (if any) in a number of not less than 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. The Company Secretary informed the Meeting that there were 21 shareholders present in person and 103 shareholders presented by proxy. Therefore, there were a total of 124 shareholders present, holding an aggregate of 1,124,344,473 shares, representing 81.4388 percent of total issued shares of 1,380,599,978 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 | Independent Director, Chairman of the Board of Directors, Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Apimuk Sukprasit | Independent Director, Deputy Chairman of the Board of Directors, Chairman of the Risk Management Committee |
| 3. | Mr. Kampanart Lohacharoenvanich | Independent Director, Chairman of the Audit Committee |

- | | | |
|----|-------------------------------|---|
| 4. | Mrs. Pojanard Prinyapatpakorn | Independent Director, Chairman of the Corporate Governance & Sustainable Development Committee, Member of the Audit Committee, Member of the Nomination and Remuneration Committee |
| 5. | Dr. Preeprem Nonthaleerak | Independent Director, Member of the Audit Committee, Member of the Risk Management Committee |
| 6. | Mr. Naris Cheykin | Director, Chairman of the Executive Committee, Member of the Nominating and Remuneration Committee |
| 7. | Mr. Nattavuth Mathayomchan | Director, Member of the Executive Committee, Member of the Corporate Governance & Sustainable Development Committee |
| 8. | Mrs. Thitima Rungkwansiroj | Director, Member of the Executive Committee |
| 9. | Mr. Sornsak Somwattana | Director, Member of the Risk Management Committee, Member of the Corporate Governance & Sustainable Development Committee, Member of the Executive Committee, Chief Executive Officer |

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. Surapong Jiem-on | Executive Vice President, Business Operating Group |
| 2. | Mr. Nantachart Kliebhipat | Executive Vice President, Project Development |
| 3. | Mr. Ronnachai Traiyasunan | Executive Vice President, Design and Product Development |
| 4. | Mr. Jiradej Nusthit | Executive Vice President, Business Support Department and Chief Financial Officer |

Absent Executive

- | | |
|----------------------------------|--|
| Mr. Kittsanant Kittamaytrapemdej | Senior Executive Vice President of Corporate Development Group |
|----------------------------------|--|

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 |
| 4. | Ms. Chanisa Viriya-akkavuth | 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 will be responsible for monitoring of the voting and witnessing the vote counting procedure.

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

Ms. Supeeranat Kaweewat

Thereafter, the Chairman officially opened the Meeting and assigned the Company Secretary, to explain the voting rights 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 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 agenda shall proceed subsequently as notified in the Notice of the Meeting.

Expressing Opinions and Asking Questions

1. Due to the outbreak of Corona Virus Disease 2019 (COVID-19), to reduce the risk of pandemic of the disease through the use of shared microphone, a shareholder or proxy who wished to expressed any opinion or ask any question in each agenda would be asked to write down the opinion or question in the paper 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 raise his/her hand to submit the paper to the Company's staff.
2. The Company reserves the rights to select submitted question from shareholder which is not redundant in order to concise and adjourn the Meeting within specified time. If there is any further query, the Company will disclose the answer together with the Minutes of this meeting via the Company's website.
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 shareholder would be asked to write down the opinion or question in the provided paper and the Company will disclose the answer together with the Minutes of this meeting via the Company's website.
4. The Company would disclose the minutes of the Meeting by specifying voting results of each agenda via the Company's website and www.set.or.th within 14 days from the Meeting date or within July 13, 2020.

Before starting with the agenda items, the Chairman informed the Meeting that for transparency and in accordance with the good annual general meeting principle, 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 2019 held on 22 April 2019

The Chairman informed the Meeting that the Annual General Meeting of Shareholders held by the Company for the year 2019 held on 22 April 2019 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 considered, were of the opinion that the minutes of the AGM 2019 was completely and correctly recorded and Therefore, proposed to the Meeting to certify the minutes of the AGM 2019 held on 22 April 2019. A copy of such minutes of meeting attached 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 2019 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	1,124,345,202 votes	or 100.0000 %
Disapproval votes	0 votes	or 0.0000 %
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution: The Meeting resolved that the minutes of the Annual General Meeting of Shareholders for year 2019 be adopted.

Remark: During the course of considering this agenda, there were additional shareholders holding 729 shares attending the meeting. The total number of shares represented at the meeting were of 1,124,345,202 shares

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

The Chairman assigned Mr. Jiradej Nusthit, the Chief Financial Officer to report the Company's operational results for the year 2019 to the Meeting.

Mr. Jiradej Nusthit, the Chief Financial Officer reported the Meeting the Company's operational results, factors which affect the operational and significant occurrences of the year 2019 to the Meeting which can be summarized as follows:

- **First Quarter**

In March, the Company launched the sales of 2 new Nirvana Beyond projects being new series flagship product located at Krungthep Kreetha and Udon Thani Province, especially for Udon Thani Project which was a Turnkey Solution Project of the Company. The Company had also acquired a land having an area of 44 rai located at Bang Na District. It was planned to be developed into the "Nirvana ELEMENT" project, which was a project having more mass than other products.

- Second Quarter

The Company opened the pre-sales of a condominium project so called the Most Itsaraphap by Nirvana being a low-rise condominium, which was a new segment of the Company located 800 meters away from Siriraj Hospital.

- Third Quarter

The Company had officially launched the Banyan Tree Residences Riverside Bangkok after a long postpone.

- Fourth Quarter

The Company launched the first Park & Ride Business car parking building constructed by precast technology at Soi Choei Phuang. In addition, the Company also acquired a new land having approximate area of 6 Rai to support the Nirvana ABSOLUTE being a new project which is a strategy of the Company to build Bangna Township Development in order to develop the Company's business efficiently.

For the Company's operational results of the year 2019, Mr. Jiradej Nusthit, the Chief Financial Officer reported to the Meeting that from statistical considerations, the number of visitor of the Company's project had been increased from the end of the first quarter until the late of second quarter due to the launch of Nirvana BEYOND Krungthep Kreetha and Udon Thani Projects as well as the MOST Issaraphap condominium project. However, the trade war between the United States and China had a sentimental effect to the number of visitor. Such unstable world economy also concerned many customers of the Company who were business owners or high level executives, causing the low side of booking amount. It could be summarized that without the MOST Issaraphap condominium project, sales amount would be very low, which had to be admitting that the Company had received a lot of negative effects from the trade war.

However, when considering the profit and loss statement of the Company, revenue was derived from the pre-sale and net-sale, which, despite being negatively impacted by the global economy, the Company had a 30% increase in pre-sale and net-sale up to 50%. However the ownership transfer could not be made 100% of the total 3,100 million Baht due to the large condominium units sold by the Company in the Banyan Tree Residences Riverside Bangkok project required more time to complete the unit interior decoration. The Company planned to transfer ownership by the beginning of the fourth quarter of 2020. Therefore, the total ownership transfer in 2019 was 2,435 million baht, which was the same level as the previous year. The revenue deriving from the construction contract had decreased due to the fact that the number of houses ordered the Company to construct was fewer than the previous year. As a result, the Company tried to

create a Turnkey Solution Project to promote this part, but the two main projects were not implemented because the landowners had problems on the transfer of land ownership. In addition, the revenue deriving from product sales, the Company had adjusted the method of accounting income recognition. In the part of the expenditure, the cost of sales had increased from the previous year when compared to sale amount but if compared with the pre-sale amount after deducting specific business tax expenses, Transfer fee and commission, it could be seen that the Company had a growth rate of 8-9 percent. The sale and administration expenses had increased by 15% which was mainly derived from depreciation of equipment in Maldives.

Mr. Jiradej Nusthit forwarded to Mr. Sornsak Somwattana to update the effects of covid-19 to the Company's business as follows:

For the horizontal project, it was quite a challenge in sale and transfer of ownership. This may have an impact on Gross Profit as customers always expected relatively low prices and the launch of the hi-end low-rise project had been postponed which were planned to launch in March to April. For the time being, the Company is required to wait and see for a more stable situation in this market.

In the condominium market, Banyan Tree was affected by the Lock-Down measure both in terms of Pre-Sale because foreign customers cannot visit the project and cannot transfer ownership. However The MOST Issaraphap project, which is a project located nearby Siriraj Hospital, was rarely affected by the COVID-19 due to the main customer base of this project was doctors or medical students.

In addition, the analysis showed that the total number of visitors to the project was in the high side, probably because it had been in demand since the beginning of the year. If compared to the previous year, it would see that the conversion rate had been improved even though the number of visitors to the project was still not as much as in 2019 due to that the Company launched a condominium project in 2019, but in 2020, NVD launched mostly horizontal projects. As for the Pre-Sale amount, it showed that the Pre-Sale amount of horizontal project occurred in May was higher than last year. This could be summarized that the impact of the trade war had a greater impact on the Company's customers than COVID-19. Therefore, the real challenge of this year was that the Company must wait for the re-opening of the country. In addition, the Company had adjusted the strategy of repackaging certain products to make the price suitable for the situation as well as cost reductions in many parts including the sale and administration expenses of the Company.

After Mr. Jiradej Nusthit, Chief Financial Officer completely reported the operating results in 2019 and Mr. Sonsak Somwattana, Chief Executive Officer reported the impact of COVID-19 on the Company's business, Mrs. Piyoros Laohacharoenyot, Company Secretary reported on the development of anti-corruption in the year 2019, the Company has determined an anti-corruption policy which was part of the Business Code of Conduct Manual which was published to employees for acknowledgment and compliance. The Company also provided a risk assessment regarding corruption and bribery risks. In addition, the Company has assigned the Audit Committee to ensure that there would be a system of internal controls to prevent any acts of corruption and embezzlement, together with controls on giving or receiving any forms of bribery and report such results to the Board of Directors.

The Chairman asked the Meeting whether shareholders had any questions or comments on the report on the Company's operational results for the year 2019

There was no further question or comment from the shareholders. The Meeting acknowledge the Company's operational results for the year 2019 as proposed.

Agenda 3 To consider and approve the balance sheet and profit and loss accounts for the year ended 31 December 2019

The Chairman informed the Meeting that according to Section 112 of the Public Company Limited Act B.E. 2535 (1992), the Company shall propose the balance sheet and profit and loss accounts as of the end of the fiscal year of the Company to the AGM for consideration and approval of the financial statement of the Company for the year ended 31 December 2019, the Board of Directors deems it appropriate to propose to the AGM to approve the balance sheet and profit and loss accounts for 2019 which had been audited by the certified public accountant and reviewed and approved by the Audit Committee. Details of the financial statement are provided in the 2019 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 2019 are fairly in accordance with Thai Financial Reporting Standards as follows:

Statements of comprehensive income for the period ended 2018 and 2019

(Unit: MB)

	2018	2019	Change
Revenue from Sale of Real-Estate	2,471	2,435	-1%
Revenue from Construction Contracts	358	187	-48%
Revenue from the Sale of Goods	126	85	-32%
Total Revenue	2,955	2,707	-8%
Cost of Real-Estate Sales	(1,487)	(1,523)	2%
Cost of Construction Contracts	(307)	(168)	-45%
Cost of Sale of Goods	(110)	(69)	-37%
Total Costs	(1,904)	(1,760)	-8%
Profit margin	1,051	947	-10%
Other revenues	59	56	-5%
Selling expenses	(420)	(475)	13%
Administrative expenses	(272)	(314)	15%
Gain (loss) from currency exchange	(3)	1	139%
Financial Costs (Interest Payable)	(16)	(85)	437%
Share of loss from investment in joint ventures	(1)	(1)	29%
Profit before Interest and corporate income tax	398	129	-57%
Income Tax	(74)	(30)	-59%
Net Profit	324	99	-69%
Profit (loss) attributable to equity holders of the Parent	277	28	-89%
Profit (loss) attributable to Non-controlling interests	47	71	-49%
Net Profit per Share (Baht)	0.201	0.021	-90%

Statements of financial position: Assets

(Unit: MB)

	2018	2019
Cash and cash equivalents	1,104	371
Inventories and real-estate development cost	8,411	9,180
Other Current Assets	537	650
Total Current Assets	10,052	10,201

	2018	2019
Land for Development	1,311	1,311
Net Property, Plant and Equipment	503	560
Goodwill	332	332
Other Non-Current Assets	254	494
Total Non-Current Assets	2,400	2,697
Total Assets	12,452	12,898
Promissory notes and short-term borrowings from financial institutions, net	1,660	2,168
Trade and other payables	560	460
Land purchase payables due within one year	57	503
Amounts due to related parties	1	9
Current portion of long-term borrowings from financial institutions	190	776
Current portion of finance lease liabilities, net	2	2
Debenture due within one year, net	199	1,277
Income tax payable	89	57
Retention payables	164	125
Deposits and advance received from customers	338	161
Advance from customers for construction contracts	68	43
Other current liabilities	33	28
Total current liabilities	3,361	5,609
Land purchase payables	503	0
Long-term borrowings from financial institutions, net	2,765	2,462
Debenture, net	989	0
Deferred tax liabilities	14	9
Finance lease liabilities, net	6	5
Employee benefits obligations	21	29
Total non-current liabilities	4,298	2,505
Total liabilities	7,659	8,114
Equity Share capital		
Authorised share capital 1,681,719,973 ordinary shares at par value of Baht 1 each Issued and paid-up share capital	1,682	1,682

	2018	2019
Issued and paid-up share capital 1,380,599,978 ordinary shares paid-up of Baht 1 each	1,381	1,381
Premium on share capital	1,251	1,251
Premium from acquisition	1,589	1,589
Capital reserve for share-based payment transaction		
Retained earnings		
Appropriated - legal reserve	33	47
Unappropriated	411	317
Total parent's shareholders' equity	4,665	4,585
Non-controlling interests	128	199
Total equity	4,793	4,784
Total liabilities and equity	12,452	12,898

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 2019.

Miss Suwannee Thiensirikraiut, a shareholder attending the Meeting in person asked the following question:

1. The amount of interest paid by the Company in each quarter of 2020;

Mr. Jiradej Nusthit, the Chief Financial Officer answered that most of the interest expenses were variable according to Bank of Thailand's policy rate. In the first quarter of 2020, interest expenses was at Baht 30 million.

2. Details of the Company's land bank;

Mr. Jiradej Nusthit, the Chief Financial Officer answered that at present, the lands owned by the Company had the total area approximately of 205 rai which were mainly located at Khungthep Kreetha, 12 rai at Rattanathibet, 3 rai at Prachachuen and 53 rai at Bangna.

3. Current D/E Ratio

Mr. Jiradej Nusthit, the Chief Financial Officer answered that the current D/E ratio of this year was at 1.6 times.

There were no further questions or comments 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	1,124,345,402 votes	or 100.0000 %
Disapproval votes	0 votes	or 0.0000 %
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution Approved the balance sheet and profit and loss accounts for the year ended 31 December 2019 as proposed

Remark: During the course of considering this agenda, there were additional shareholders holding 200 shares attending the meeting. The total number of shares represented at the meeting were of 1,124,345,402 shares

Agenda 4 **To consider and approve of the legal reserve and payment of interim dividends**

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

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

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

In addition, in 2019, the Company had a policy to pay dividends at a rate of not less than 40 percent of the net profit of the consolidated financial statement 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 of Directors therefore, deemed it appropriate to propose for the AGM to consider and approve allocation of the legal reserve and payment of interim dividends as follows:

Details	Dividends 2018	Dividends 2019 (Proposed)
Net Profit – Separate Financial Statements (Baht)*		
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
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%

- 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 deemed 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
- 2) The Board of Directors proposed the shareholders to acknowledge the payment of interim dividend from the operation period from 1 January 2019 to 31 December 2019 and the Company's retained earnings to all shareholders at the rate of Baht 0.04 per shares totalling of Baht 55,223,999 by which such dividend payment had been made since 7 May 2020 and the Board of Directors shall not propose any other dividend payment for 2019. Details of the interim dividend are shown in the invitation to the AGM which the Company has delivered to 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 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:

Approval votes	1,124,344,902 votes	or 100.0000 %
Disapproval votes	500 votes	or 0.0000 %
Abstention	0 votes	
Voided Ballot	0 votes	

Resolution Approved the interim 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 for the purpose of good corporate governance, three retired directors namely 1) Mrs. Pojanard Prinyapatpakorn; 2) Mr. Naris Cheyklin and 3) Mr. Sornsak Somwattana had requested to leave the meeting room before the consideration of this agenda due to the conflict of interest.

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. Mrs. Pojanard Prinyapatpakorn | Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Chairman of the Corporate Governance & Sustainable Development Committee |
| 2. Mr. Naris Cheyklin | Director, Chairman of the Executive Committee, Member of the Nominating and Remuneration Committee |
| 3. Mr. Sornsak Somwattana | Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance & Sustainable Development Committee, Chief Executive Officer |

The profiles of the retiring directors were provided in the attachment of the Notice of the Meeting.

The Nomination and Remuneration Committee considered that all 3 directors were duly qualified under the Articles of Association, the Public Limited Company Act B.E. 2535 (1992) 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 qualifications of the retired independent director, viewed that such independent director has all qualification 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 and in accordance with the applicable regulations.

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 2020 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. Mrs. Pojanard Prinyapatpakorn Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Chairman of the Corporate Governance & Sustainable Development Committee

The Meeting resolved to approve with majority vote as follows:

Approval votes	1,052,940,782 votes	or 100.0000 %
Disapproval votes	500 votes	or 0.0000 %
Abstention	71,718,214 votes	or

Remark: During the course of considering this agenda, there were additional shareholders holding 314,094 shares attending the meeting. The total number of shares represented at the meeting were of 1,124,659,496 shares

2. Mr. Naris Cheyklin Director, Chairman of the Executive Committee, Member of the Nominating and Remuneration Committee

The Meeting resolved to approve with majority vote as follows:

Approval votes	1,052,940,782 votes	or 100.0000 %
Disapproval votes	500 votes	or 0.0000 %
Abstention	71,718,214 votes	or
Voided Ballot	0 votes	

3. Mr. Sornsak Somwattana Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance & Sustainable Development Committee, Chief Executive Officer

The Meeting resolved to approve with majority vote as follows:

Approval votes	1,045,431,285 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 was additional shareholder holding 1 share attending the meeting. The total number of shares represented at the meeting were of 1,124,659,499 shares and there was shareholders having interest and no right to vote in an amount of 79,228,214 shares.

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 2020

The Chairman delegated the Company Secretary to inform the details of this agenda to the Meeting.

The Company Secretary informed the Meeting that in compliance with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association, the annual remuneration of Directors is required to be approved by the shareholders at the Annual General Meeting of Shareholders 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 2020 as per the following details:

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

Details of Remuneration	Amount of Remuneration
Remuneration to Directors of the Company	<u>Monthly Remuneration</u> Chairman of the Board of Directors 40,000 Baht/per month/per person Vice Chairman 35,000 Baht/per month/per person Director 30,000 Baht/per month/per person
<u>Remuneration of Sub-Committees</u>	
1. Audit Committee	<u>Allowance for each meeting attended</u> Chairman 30,000 Baht/per meeting/per person Director 20,000 Baht/meeting/per person
2. Nomination and Remuneration Committee	<u>Allowance for each meeting attended</u> Chairman 30,000 Baht/per meeting/per person Director 20,000 Baht/meeting/per person
3. Risk Management Committee	<u>Allowance for each meeting attended</u> Chairman 30,000 Baht/per meeting/per person Director 20,000 Baht/per meeting/per person
4. Executive Committee	<u>Monthly Remuneration</u> Chairman 35,000 Baht/per month/per person Director 20,000 Baht/per month/per person
5. Corporate Governance and Sustainable Development Committee	<u>Allowance for each meeting attended</u> Chairman 30,000 Baht/per meeting/per person 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 Nomination 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 Nomination and Remuneration Committee should be authorized to allocate the pension to the directors as proposed by the Nomination 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:

Approval votes	1,045,428,484 votes	or 99.9997 %
Disapproval votes	500 votes	or 0.0000 %
Abstention	2,300 votes	or 0.0002 %
Voided Ballot	0 votes	

Remark: During the course of considering this agenda, there were additional shareholders holding 2 shares attending the meeting. The total number of shares represented at the meeting were of 1,124,659,498 shares

Resolution Approved the remuneration of directors for the year 2020 as proposed

Agenda 7 To consider and approve the appointment of the auditors and determination of the audit fee for the year 2020

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. 1/2563 held on 13 February 2020 had the opinion to propose the shareholders' meeting to approve the appointment of

- | | |
|---------------------------------|---|
| (1) Mr. Boonrueng Lertwiseswit, | 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 |

By which any one of the above auditors shall have the power to audit and express his opinion on the balance sheet and profit and loss accounts of the Company and to determine the audit fee for the year 2020 of not exceeding Baht 2,425,000 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.

The Board of Directors Meeting No. 1/2563 held on 20 February 2020 had considered the appointment of the auditor and the auditor's remuneration for 2020 as recommended by the Audit Committee and therefore deemed appropriate to propose to the AGM to approve the appointment of the auditor and the remuneration of the auditor for 2020.

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 2020.

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	806,751,063 votes	or 99.9999 %
Disapproval votes	500 votes	or 0.0001 %
Abstention	317,907,939 votes	
Voided Ballot	0 votes	

Resolution Approved the appointment of the auditors and determination of the audit fee for the year 2020 as proposed

Remark: During the course of considering this agenda, there were additional shareholders holding 3 shares attending the meeting. The total number of shares represented at the meeting were of 1,124,659,502 shares

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 2020 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.

The Chairman asked the Meeting whether shareholders had any additional questions or comments

Ms. Supeeranat Kaweewat , a proxy from Thai Investors Association asked the following questions:

1. whether the Company had been affected by the COVID-19 and the management method to deal with such situation in terms of sales, launch of new projects, internal working procedure and employee care;
 - Mr. Jiradej Nusthit, the Chief Financial Officer answered that since most of the Company's product was a horizontal development. However considering the number of project visitors, it can be considered that it has been somewhat affected but not as much as the condominium project having problems with foreigners. In terms of management, the Company had reduced the Company's costs and expenses as well as adjusted the product details to reflect the purchasing power of the buyer.
2. whether the Company had extended the online-sales channel;
 - Mr. Jiradej Nusthit, the Chief Financial Officer answered that the Company has commenced the online-sales channel since April causing the increased of April to May presales amount. Besides, the Company

also developed an in-house production team in order to reduce online sales expenses. Many of the projects launched received a great response

3. How does the decrease of land and building tax affect the Company.

- Mr. Jiradej Nusthit, the Chief Financial Officer answered that the impact on the Company was not much. This is because the Company's main business is real estate development and land allocation business which has been exempted from this tax. However the decreased of land tax would help the buyer not to concern much in this issue.

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

The Meeting adjourned at 10.20 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

1. Name - Surname : **Mr. Kampanart Lohacharoenvanich**

Age : 70 years old

Nationality : Thai

Director Type : Independent Director

Position : Director

Chairman of the Audit Committee



Date of Appointment as a Director : 20 April 2018 (Directorship tenure as of March 2021 is 2 years and 11 months)

Education : Master of Economics, Kansas State University, Pittsburg, Kansas, U.S.A.
: Bachelor of Economics, Thammasat University

Director Training : Directors Certification Program (DCP) 17/2002
: Top Executive Program (CMA, Class 1), Capital Market Academy

Other Trainings : Leading the way into the Futures Business by TFEX and University of Chicago
: Financial Executive Development Program (FINEX, Class 4), The Thai Bankers' Association
: KT 4 by Kepner & Tregoe

Meeting Attendance during 2020 : The Board of Directors' Meeting 11/12 times (92%)
: Audit Committee's Meeting 4/4 times (100%)
: AGM 1/1 time (100%)

Shareholding in NVD's Shares as at 31 December 2020: -None-

Other Positions in Other Organizations

Board Member/Management in Other Listed Company: 2 Position

2018 - Present	Chairman, Independent Director, Member of the Audit Committee	Infraset Public Company Limited
2016 - Present	Independent Director, Member of the Audit Committee	Trinity Watthana Public Company Limited

Position in Other Company/Organization/Institution: 1 Position

2011 - Present	Qualified Director of Finance and Investment	National Savings Fund (GSO)
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Position in other organization that may either cause conflict of interest or compete with the Company: -None-

Working Experience (Past 5 Years):

2016-2017	Independent director	Shun Thai Rubber Gloves Industry Public Company Limited
2009-2016	Qualified Director of The Capital Market Supervisory Board	The Securities and Exchange Commission, Thailand.

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

2. Name - Surname : **Mr. Tawatchai Sudtikitpisan**

Age : 61 years old

Nationality : Thai

Director Type : Independent Director

Position : Director

Member of the Audit Committee



Date of Appointment as a Director : 7 January 2021 (Directorship tenure as of March 2021 is 0 years and 3 months)

Education : Master of Business Administration – The University of Texas at Austin
: Master of Science in Computer Engineering – The University of Texas at Austin
: Bachelor of Science in Electrical Engineering – The University of Texas at Austin

Director Training : Director Certification Program (DCP) (Class 31/2003)
: Role of the Chairman Program (RCP) (Class 41/2003)

Other Trainings - None-

Meeting Attendance during 2020 -None-

Shareholding in NVD's Shares as at 31 December 2020: -None-

Other Positions in Other Organizations

Board Member/Management in Other Listed Company: 1 Positions

2017 - Present Chairman, Independent Director

Villa Kunalai Public Company Limited

Position in Other Company/Organization/Institution: 3 Positions

2019 - Present	Independent Director, Chairman	Glory Forever Company Limited
2017 - Present	Director	Silkspace Company Limited
2017 - Present	Chairman of the Executive Committee	Ilesee Innovation 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 – 2016	Chief Executive Officer	Aqua Corporation Public Company Limited
2013 – 2015	Member of the Executive Committee	Southeast Capital 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, she has an expertise in finance and accounting as well as organization development.

Additional Qualifications of Independent Director:

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

Relationship of the Candidate for Independent Director Nomination:

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

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

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

Definition of Independent Director

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

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

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

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

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

Attachment 5

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

3. Name - Surname : **M.L. Thongmakut Thongyai**

Age : 52 years old

Nationality : Thai

Director Type : Director (Non- management)

Position : Director

Member of the Nomination and Remuneration Committee



Date of Appointment as a Director : 7 January 2021 (Directorship tenure as of March 2021 is 0 years and 3 months)

Education : Master of Business Administration, The American University, Washington D.C, U.S.A (1992-1994)
: Bachelor of Design in Industrial Design The University of South Australia, Adelaide, Australia (1987-1991)

Director Training -None-

Other Trainings : Corporate Governance for Capital Market Intermediaries (CGI)13/2016 (English Program) (June 22 - 23, 2016)

Meeting Attendance during 2020 -None-

Shareholding in NVD's Shares as at 31 December 2020: -None-

Other Positions in Other Organizations

Board Member/Management in Other Listed Company: 1 Positions

2018 – Present Chief Executive Officer Seamico Capital Public Company Limited

Position in Other Company/Organization/Institution: 2 Positions

2019 – Present	Chief Executive Officer	Krungthai Zmico Securities Company Limited
2018 – Present	Authorized Director	Krungthai Zmico Securities Company Limited

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

Working Experience (Past 5 Years):

2018 - 2019	Managing Director	Krungthai Zmico Securities Company Limited
2017 - 2020	Directors	TSFC Securities Public Company Limited
2015 – 2018	Directors	Association of Thai Securities Companies (ASCO)
2010 - 2018	Chief Executive Officer	SCB Securities 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 2021

Opinions from the Audit Committee

The Audit Committee Meeting No. 3/2021 held on 19 February 2021, 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 2021, 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 Lerdwiseswit	6552	None	3	2018 - 2020
2. Mr. Chanchai Chaiprasit	3760	None	1	2017
3. Ms. Rodjanart Banyatananusard	8435	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. 3/2021 has considered the determination of the audit fee for the year 2021 in the amount of Baht 2,300,000 (excluding Non-audit service fee).

The Comparison of the Proposed Audit Fee with the Previous Year

Details	Audit Fee for the Year 2020	Proposed Audit Fee for the Year 2021	Decrease (%)
Audit Fee	2,425,000	2,300,000	5%
Non-audit service fee	-	-	-

Note: In 2020, the Company did not pay any non-audit service fee to PricewaterhouseCoopers ABAS Limited.

Board's Opinion:

The Board of Directors' Meeting No. 5/2021 held on 23 February 2021 has considered the appointment of the auditors and the determination of the 2021 audit fee as approved by the Audit Committee and deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve such matters.

Attachment 7

**Map of Venue of the 2021 Annual General Meeting of Shareholders
at the CDC CRYSTAL BALLROOM 1, No. 888
Praditmanuthum Road, Klongjan, Bangkapi, Bangkok 10240 THAILAND**



Direction

- Public transportation
Bus no. 514, 44, 73 ก, 145, 27, 8, get off Ladprao Soi 87, Take a motor bike from Ladprao Soi 87 to CDC Crystal Grand Ballroom.
- Private transportation
Take Kaset-Nawamin expressway, and get off Kaset- Nawamin, U term to CDC, approximately 3.5 km, takes 11 minutes.

Attachment 8

AGM Attendance Guideline Under the COVID-19 Outbreak Situation

To: Shareholders of Nirvana Daii Public Company Limited,

Due to the current outbreak of Corona Virus Disease 2019 (COVID-19), the Company with the strong concern to the meeting attendants' health, has prepared the 2021 Annual General Meeting ("AGM") strictly in accordance with the preventive guideline of the Department of Disease Control, Ministry of Public Health, and issued the AGM Attendance Guideline as the followings.

1. The shareholders are asked to consider appointing the Company's Independent Directors as the proxies to attend the Meeting, by using the proxy form as attached to the Notice, in order to protect the shareholder rights. The shareholders can cast their votes on every agenda in advance and send the executed proxy form attached with the require evidence in an enclosed envelope, affixed with the postal stamp, to the Company. The shareholders are welcomed to submit their questions in relation to the AGM agenda. The question related to the meeting agenda shall be send to the Company at least 7 days prior to the meeting date via email: companysecretary@nirvanadaii.com , or facsimile number (66)2 105 6787. Please specify your name and surname on the submitted questions.
2. The shareholders who intend to participate the AGM in persons, the Company kindly request to strictly follow the disease control procedures, as the followings.
 - 2.1 All participants must go through two health condition screening points
 - Screening point is set at the 2nd floor building E, font of escalator and elevator front of meeting room. The shareholders are required to pass the body temperature scanning and fill out the self - examination forms before travelling to the meeting venue on the 2nd floor building E.
Anyone who has a body temperature over 37.5 degree Celsius or shows any of the respiratory problems i.e. coughing, sneezing or running nose, or travelled to and from, or transited via the high risk countries, including their cohabitants, or in close contact with a person tested positive for COVID-19, the Company reserves the rights to deny the meeting attendance of such person.
 - 2.2 All shareholders attending the meeting must put the verified sticker on the noticeable area and wear face masks at all time.
 - 2.3 The shareholders are requested to be seated where the Company has prepared 50 chairs positioned with the appropriate social distancing of 1.5 meter. The seating will be set as first come, first serve, and when all the prepared seats are occupied, the Company reserves the rights to deny the meeting attendance of the shareholders showing up later.
 - 2.4 The shareholders who cannot attend the meeting due to either the health screening or the fully occupied seat, are requested to appoint the Company's Independence Director as their proxy, except the proxy person. The Company shall provide the documentation service and stamp duty.
 - 2.5 The questions must be in written form and submitted to the meeting staff.

The 2021 AGM will be conducted concisely to limit your exposure time. The meeting will be adjourned at 11:00 p.m. and all shareholders are advised to spare time for the screening process which may take longer time than usual.

The Company reserves the rights to the alteration in relation to the AGM meeting attendance depending on the situation or further announcement made by the Government.

(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 2021 Annual General Meeting of Shareholders on 21 April 2021, at 9.00 a.m., at the CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok, Bangkok 10240, THAILAND, 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 shareshare (s), having the voting rights equivalent to..... vote.
☐ Preference share share (s), having the voting rights equivalent to..... vote.

(3) hereby authorize

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

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

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

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2021 Annual General Meeting of Shareholders of Nirvana Daii Public Company Limited, which will be held on 21 April 2021 at 09.00 a.m., at the CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok, Bangkok 10240, THAILAND, 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 2020 held on 29 June 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 2: To acknowledge the report on the Company's operational results for the year 2020**
- ☐ **Agenda 3: To consider and approve the annual Financial Statements for the year ended on 31 December 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 4: To consider and approve the Omission of dividend payment and the non-appropriation of the Legal reserve**
- ☐ (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 re-election 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 Mr. KAMPANART LOHACHAROENVANICH**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 5.2 Mr. TAWATCHAI SUDTIKITPISAN**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 5.3 M.L. THONGMAKUT THONGYAI**
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6: To consider and approve the directors' remuneration and the directors' bonus.**
- ☐ (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 the appointment of the Company's Auditors and approve their remuneration for the year 2021**
- ☐ (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 and approve an increase in the amount limit for issuance and offering of debentures to be in an outstanding amount not exceeding Baht 3,000 Million from the existing amount not exceeding Baht 2,000 Million**

☐ (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 9: 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 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.

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

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

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

Supplemental Proxy Form B

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

For the 2021 Annual General Meeting of Shareholders of Nirvana Daii Public Company Limited, which will be held on 21 April 2021 at 09.00 a.m., at the CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok, Bangkok 10240, THAILAND, 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 2564 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันพุธที่ 21 เมษายน 2564 เวลา 09.00 น. ณ ห้องประชุม CDC คริสตัล บอลรูม 1 เลขที่ 888 ถนนประดิษฐ์มนูธรรม แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240 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 2021 of Nirvana Daii Public Company Limited, which will be held on 21 April 2021 at 09.00 a.m., at the CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok 10240, THAILAND, 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 2563 ซึ่งประชุมเมื่อวันที่ 29 มิถุนายน 2563

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders for year 2020 held on 29 June 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 ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve Vote(s) Disapprove Vote(s) Abstain Vote(s)

☐ วาระที่ 2 รับทราบรายงานผลการดำเนินงานในรอบปี 2563

Agenda 2: To acknowledge the report on the Company's operational results for the year 2020

☐ วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2563 สิ้นสุดวันที่ 31 ธันวาคม 2563

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

☐ วาระที่ 4 พิจารณานุมัติงดจ่ายเงินปันผลและงดจัดสรรกำไรสุทธิไว้เป็นทุนสำรองตามกฎหมาย

Agenda 4: To consider and approve the Omission of dividend payment and the non-appropriation of the legal reserve

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

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

☐ เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates as a whole

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

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

5.1 นายกัมปนาท โลหเจริญนิช

Mr. Kampanart Lohacharoenvanich

☐ เห็นด้วย _____ เสียง
 Approve Vote(s)

☐ ไม่เห็นด้วย _____ เสียง
 Disapprove Vote(s)

☐ งดออกเสียง _____ เสียง
 Abstain Vote(s)

5.2 นายวัชรชัย สุทธิกิจพิศาล

Mr. Tawatchai Sudtikitpisan

☐ เห็นด้วย _____ เสียง
 Approve Vote(s)

☐ ไม่เห็นด้วย _____ เสียง
 Disapprove Vote(s)

☐ งดออกเสียง _____ เสียง
 Abstain Vote(s)

5.3 ม.ล. ทองมกุฏ ทองใหญ่

Mr. Thongmakut Thongyai

☐ เห็นด้วย _____ เสียง
 Approve Vote(s)

☐ ไม่เห็นด้วย _____ เสียง
 Disapprove Vote(s)

☐ งดออกเสียง _____ เสียง
 Abstain Vote(s)

☐ วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และบำเหน็จกรรมการ

Agenda 6: To consider and 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 2564

Agenda 7: To consider the appointment of the Company's Auditors and approve their remuneration for the year 2021

☐ (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)

Vote(s)

☐ วาระที่ 8 พิจารณานุมัติการขยายวงเงินการออกและเสนอขายหุ้นกู้เป็นจำนวนคงค้างไม่เกิน 3,000 ล้านบาท จากวงเงินเดิมไม่เกิน 2,000 ล้านบาท

Agenda 8: To consider and approve an increase in the amount limit for issuance and offering of debentures to be in an outstanding amount not exceeding Baht 3,000 Million from the existing amount not exceeding Baht 2,000 Million.

☐ (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)

Vote(s)

☐ วาระที่ 9: พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9: Any other businesses (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงนาม/Signed ผู้มอบฉันทะ/Grantor

(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

ลงนาม/Signed ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Supplemental Proxy Form C

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ของบริษัท เนอวานา ไดอิ จำกัด (มหาชน) ซึ่งจัดขึ้นในวันพุธที่ 21 เมษายน 2564 เวลา 09.00 น. ณ ห้องประชุม CDC คริสตัลบอลรูม 1 เลขที่ 888 ถนนประดิษฐ์มนูธรรม แขวงคลองจั่น เขตบางกะปิ กรุงเทพฯ 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Annual General Meeting of Shareholders for the year 2021 of Nirvana Daii Public Company Limited, which will be held on 21 April 2021 at 09.00 a.m., at the CDC CRYSTAL BALLROOM 1, 888 Praditmanuthum Road, Klongjan, Bangkok 10240, THAILAND, or any date and at any postponement thereof.

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่.....:

☐ Agenda Item.....:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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Approve	Vote(s)	Disapprove
		Vote(s)
		Abstain
		Vote(s)

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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
 (.....)

Nirvana Daii Public Company Limited

**123 Sun Towers Tower A, 11th Floor,
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