



No. ITTHI 2025-006

22 April 2025

Subject: The resolutions of 2025 Annual General Meeting of Shareholders

To: President
The Stock Exchange of Thailand

The reference is made that Itthirith Nice Corporation Public Company Limited (“**the Company**”) had held the 2025 Annual General Meeting of Shareholders on Tuesday, 22 April 2025 at 09.00 a.m. at Maneewan meeting room, Itthirith Nice Corporation Public Company Limited, No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000. There were 14 shareholders with 178,918,234 shares, attending the Meeting in person and 17 shareholders with 24,140,800 shares, attending the Meeting by proxies. There were the total number of 31 shareholders, holding 203,059,034 shares in aggregate and representing 75.2070 percent of the total number of 270,000,000 shares sold of the Company, The Meeting had passed the resolutions in each agenda as follows:

Agenda 1. To acknowledge the Company’s operating results for the year 2024 and its business plan in the future.

Meeting resolution : Acknowledged To acknowledge the Company’s operating results for the year 2024 and its business plan in the future.

As this agenda was for acknowledgement, there was no vote required.

Agenda 2 To consider and approve the Company’s financial statements for the year ended 31 December 2024.

Meeting resolution : Approved the Company’s financial statements for the year ended 31 December 2024, which audited by auditor and reviewed by the Audit Committee and the Board of Directors. The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows :

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Voided	-	not counted as vote
Total Scores	203,059,034	100.0000 %
Abstained	-	not counted as vote

Agenda 3 To consider and approve the allocation of the net profit for the fiscal year 2024 as a legal reserve and the dividend payment based on the Company's 2024 operating results.

Meeting resolution : Approved the allocation of net profit as legal reserve fund and the dividend payment based on the Company's 2024 operating results.

The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows :

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Voided	-	not counted as vote
Total Scores	203,059,034	100.0000 %
Abstained	-	not counted as vote

Agenda 4 To consider and approve the appointment of the directors to replace those retiring by rotation.

Meeting resolution : Approved the appointment of three (3) directors who were due to retire by rotation,

Name	Position
1. Dr.Ronnachit Mahattanapreut	Chairman of the Board / Audit Committee Member / Independent Director

2. Mr.Thanaseth Akkrabunyapath	Director / Risk Management Committee Member / Chairman of the Executive Committee / Chief Executive Officer and Authorized Director
3. Mr. Trisith Akkrabunyapath	Director / Risk Management Committee Member / Nomination and Compensation Committee Member / Executive Committee Member / Chief Administrative Officer and Authorized Director

To be the Company's Director and other positions for another term. The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes for each candidate individually as follows:

- (1) **Dr. Ronnachit Mahattanapreut** Chairman of the Board / Audit Committee Member / Independent Director with the following voting results :

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Voided	-	not counted as vote
Total Scores	203,059,034	100.0000 %
Abstained	-	not counted as vote

- (2) **Mr. Thanaseth Akkrabunyapath** Director / Risk Management Committee Member / Chairman of the Executive Committee / Chief Executive Officer and Authorized Director with the following voting results:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Voided	-	not counted as vote
Total Scores	203,059,034	100.0000 %
Abstained	-	not counted as vote

- (3) **Mr. Trisith Akkrabunyapath** Director / Risk Management Committee Member / Nomination and Compensation Committee Member / Executive Committee Member / Chief Administrative Officer and Authorized Director with the following voting results:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Voided	-	not counted as vote
Total Scores	203,059,034	100.0000 %
Abstained	-	not counted as vote

Agenda 5 To consider and approve the remuneration of directors for the year 2025.

Meeting resolution : Approved the remuneration of directors for the year 2025. As per details below:

Position	BOD				AC				RMC / NRC* / CGS*				AGM / EGM			
	Y 2022	Y 2023	Y 2024	Y 2025	Y 2022	Y 2023	Y 2024	Y 2025	Y 2022	Y 2023	Y 2024	Y 2025	Y 2022	Y 2023	Y 2024	Y 2025
Chairman of the Board	20,000	20,000	20,000	25,000											20,000	25,000
Director	10,000	10,000	10,000	13,000											10,000	13,000
Chairman of the Audit Committee					15,000	15,000	15,000	20,000								
Audit Committee					10,000	10,000	10,000	13,000								
Chairman of the Subcommittee									10,000	10,000	10,000	10,000				
Member of the Subcommittee*									5,000	5,000	5,000	5,000				

The annual remuneration for directors has been set within a limit not exceeding Baht 1,000,000, an increase from the 2024 of Bath 300,000 (Three Hundred Thousand Baht).

The matter was approved by not less than two-thirds (2/3) of the total number a vote of the shareholders who attended the Meeting as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Abstained	0	0.0000
Voided	0	0.0000
Total Scores	203,059,034	100.0000 %

Agenda 6 To consider and approve the appointment of the Company's auditors and audit fee for the year 2025.

Meeting resolution : Approved the appointment of auditors to sign and certify to the Company's financial statements from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the fiscal year 2025. as indicated below:

Name	CPA No.	Number of year to appoint as auditor
1. Khun Sanicha Akarakittilap	8470	2 year (appointed in 2024)
2. Khun Nopanuch Apichatsatien	5266	2 year (appointed in 2024)
3. Khun Paiboon Tunkoon	4298	2 year (appointed in 2024)

The annual and quarterly audit fees for the year 2025 (the Company has no subsidiaries, so there is no remuneration for subsidiaries) as below:

Unit : Baht

Auditor's fee	Year 2025 (Proposed)	Year 2024	Increase / decrease
1. Audit Fee - Annual	900,000	900,000	-
2. Review Fee - Quarterly	1,050,000	1,050,000	-
Total	1,950,000	1,950,000	-
Other service fee	None	None	-

The audit fee does not include other necessary actual expenses incurred, such as travel expenses, which are in accordance with general practice. The resolution was approved by a majority vote of the shareholders attending the meeting and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Voided	-	not counted as vote
Total Scores	203,059,034	100.0000 %
Abstained	-	not counted as vote

Agenda 7 To consider and approve the registered capital increase of the Company in the amount of 12,500,000 Baht, increasing the registered capital from the original 135,000,000 Baht to a new registered capital of 147,500,000 Baht, through the issuance of 25,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons, representing 9.26 percent of the Company's paid-up capital.

Meeting resolution : The meeting resolved to approve the increase of the Company's registered capital by THB 12,500,000, from the existing registered capital of THB 135,000,000 to the new registered capital of THB 147,500,000 by issuing 25,000,000 new ordinary shares with a par value of THB 0.50 per share. The newly issued shares will be offered to specific investors through a Private Placement (PP), representing 9.26% of the Company's paid-up capital. The purpose of the capital increase is to enhance the Company's liquidity and provide working capital for its operations. The resolution was approved by not less than three-fourths (3/4) of the total votes of shareholders who attended the meeting and were entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Abstained	0	0.0000
Voided	0	0.0000
Total Scores	203,059,034	100.0000 %

Agenda 8 To Consider and approve the amendment of Article 4 of the Company's Memorandum of Association to align with the registered capital increase and related authorizations.

Meeting resolution : Approve the Company's registered capital increase as outlined in Agenda Item 7, the Company must amend Article 4 of the Memorandum of Association regarding the registered capital as follows:

Article 4) Registered Capital: 147,500,000 Baht (One Hundred Forty-Seven Million
Five Hundred Thousand Baht)
Divided into: 295,000,000 shares (Two Hundred Ninety-Five Million
Shares)
Par Value per Share: 0.50 Baht (Fifty Satang)
Divided into:
Ordinary Shares: 295,000,000 shares (Two Hundred Ninety-Five Million
Shares)
Preferred Shares: - shares

and Authorized person with the resolution was approved by **not less than three-fourths (3/4)** of the total votes of shareholders attending the meeting and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Abstained	0	0.0000

Voided	0	0.0000
Total Scores	203,059,034	100.0000 %

Agenda 9 To consider and approve the allocation of the Company's newly issued ordinary shares, not exceeding 25,000,000 shares, with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons.

Meeting resolution: Approve the allocation of the Company's newly issued ordinary shares, not exceeding 25,000,000 shares, with a par value of 0.50 Baht per share, to be offered through a private placement (PP) to a limited group of persons as follow:

1. Capital Increase

Type of Shares	Type of securities	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Capital Utilization Purpose Plan	ordinary share	Not less than 25,000,000	0.50	12,500,000
	Preferred share	-	-	-
<input type="checkbox"/> General Mandate	ordinary share	-	-	-
	Preferred share	-	-	-

2. The Allocation of Newly Issued Shares

2.1 Capital Utilization Purpose Plan

Allocation to	Number of Shares (Shares)	Ratio	Offering Price per Share (Baht)	Subscription and Payment Date	Remarks
To accommodate the allocation of newly issued shares to private placement (PP)	Not less than 25,000,000	-	1.40 (Please refer to Note 1)	Within May 2028	

with the resolution was approved by **not less than three-fourths (3/4)** of the total votes of shareholders attending the meeting and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	203,059,034	100.0000 %
Disapproved	0	0.0000
Abstained	0	0.0000



Voided	0	0.0000
Total Scores	203,059,034	100.0000 %

Agenda 10 Other matters (if any).

- None -

Please be informed accordingly.

Sincerely yours,



(Mr. Thanaseth Akkrabunyapath)

Chief Executive Office