

28 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

- (1) Form 56-1 One Report of 2024 / Annual Report of 2024 in the QR Code form. (For consider in Agenda 1 and Agenda 2)
- (2) Profiles of the nominated candidates to be directors in replacement of the retired directors. (For consider in Agenda 4)
- (3) Profile of auditors for the year 2025. (For consider in Agenda 6)
- (4) Capital Increase Report Form (F53-4) (For consider in Agenda 7 to Agenda 9)
- (5) Information Regarding the Allocation of Newly Issued Shares to Private Placement of Itthirit Nice Corporation Public Company Limited (For consider in Agenda 7 to Agenda 9)
- (6) The Company's articles of association regarding the Shareholders Meeting and voting Methods.
- (7) Definition and qualifications of independent directors.
- (8) Profiles of the independent directors to be the proxy for shareholders.
- (9) Proxy Form B.
- (10) Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting.
- (11) Map of the meeting venue.
- (12) The minutes of the 2024 Annual General Meeting of Shareholders.
- (13) Personal data protection statement (PDPA).

Pursuant to the resolution of the Board of Directors of Itthirit Nice Corporation Public Company Limited, the shareholders are invited to attend the 2025 Annual General Meeting of Shareholders **on Tuesday 22 April 2025 at 09.00 a.m.** at Maneewan conference room, Itthirit Nice Corporation Public Company Limited, No. 89/ 18- 19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000. Determination of the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on **Wednesday, March 19, 2025**.

With regard to the determination of agenda items to be discussed at the 2025 Annual General Meeting of Shareholders, the Company had announced on the Company's website since 25 March 2025 onward, inviting the shareholders propose the agenda items to be discussed and the names of persons to be elected as the Company's directors from 1 November 2024 to 31 December 2024. At the lapse of deadline, neither agenda items nor the names of persons were proposed to the Company. Therefore, the Company would like to notify the shareholders of the agenda items determined under the resolution of the Board of Directors, as follows.

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

Objectives and Rationale: The Company prepared a report on the Company's operating results for 2024 which can be downloaded via QR code, as detailed in the [Enclosures \(1\)](#) The business plan in the future will be presented on the meeting date.

The Board's Opinions: The Board has recommended to propose to the shareholders' meeting for acknowledgement of the Company's operating results for the year 2024 and the business plan in the future.

Voting Requirement: This agenda item is for acknowledgement; therefore, no voting is required.

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

Objectives and Rationale: In accordance with Section 112 of Public Limited Companies Act, B. E. 2535 and Clause No.57 of Articles of Association, prescribing that the Company's Board of Directors shall have the balance sheet or financial statements and income statement prepared, as of the date of the Company's end of fiscal year proposed to the shareholders in the Annual General Meeting

The Company has completed the preparation of financial statements for the year ended 31 December 2024, which have been audited and certified by a certified public accountant. Correctly as it should be in essence according to financial reporting standards, details appear in the [Enclosures \(1\)](#) The main points can be summarized as follows.

Items	31 Dec. 2024	31 Dec. 2023	31 Dec. 2022
	(Baht)		
Total Assets	488,430,211	501,176,711	201,561,828
Total Liabilities	114,177,961	154,940,141	78,813,371
Total Equities	374,252,250	346,236,570	122,748,457
Total Revenues	652,851,228	440,482,941	227,888,162
Profit Before Income Taxes	35,121,191	28,877,965	26,655,073
Net Profit for the year	28,015,680	23,199,706	21,147,914
Earnings per Share (Baht/Share)	0.104	0.091	0.129

The Board's Opinions : The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders the approval of the financial statements for the year ending December 31, 2024, which have been audited and certified by the Company's authorized auditor, PricewaterhouseCoopers ABAS Ltd. The Audit Committee and the Board of Directors have already reviewed and endorsed these financial statements.

Voting Requirement: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

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.

Objectives and Rationale: Public Company Limited Act, B.E.2535, Section 116 and Company Regulations Article 54 stipulates that a company must allocate at least five percent (5%) of the net profit for the year as reserves, deducting accumulated losses (if any), until the reserve capital reaches not less than ten percent (10%) of the registered capital, unless the Company's regulations or other laws require a higher reserve capital.

Therefore, the Company has allocated a portion of its profits as a legal reserve in the amount of 1,500,000 Baht, representing 5.4% of the net profit according to the financial statements for the year 2024 as of December 31, 2024. The total legal reserve allocated to date amounts to 9,800,000 Baht.

Regarding the dividend payment for the operating results as of December 31, 2024, the Company will pay dividends from retained earnings to shareholders at a rate of 0.10 baht per share, totaling 27,000,000 Baht, or 98.94% of the net profit for 2024. This is in accordance with the dividend policy is to distribute dividends at a rate of no less than forty percent (40%) of the net profit according to the Company's separate financial statements, after deducting taxes, legal reserves, and other reserves (if any). The Company will consider dividend payments with a focus on maximizing shareholder benefits. The dividend payment must not significantly affect the Company's normal business operations.

Dividend payments may be subject to change depending on the Company's performance, financial position, liquidity, working capital requirements, investment plans, future business expansion, market conditions, appropriateness, and other relevant factors concerning the Company's operations and management. This is provided that the Company must have sufficient cash for its business operations, and such actions must result in the maximum benefit for shareholders as deemed appropriate by the Company's Board of Directors and/ or shareholders.

Any resolution by the Board of Directors approving a dividend payment must be presented for approval at the shareholders' meeting unless it is an interim dividend payment. In such a case, the Board of Directors has the authority to approve the interim dividend payment and must report it at the next general meeting of shareholders.

Dividends must only be paid from profits. If the Company has accumulated losses, dividends must not be paid unless specified otherwise for preferred shares in the Company's regulations. Dividends shall be paid equally per share based on the number of shares. The payment of dividends must be approved by the shareholders' meeting, which stipulates that

dividends will be paid to shareholders listed on March 19, 2025 (Record Date), with the payment scheduled for Tuesday, May 20, 2025. However, the granting of such rights by the Company remains uncertain, as it is subject to approval by the shareholders' meeting.

Table of Comparative dividend payments.

The detail of the dividend payment	Year 2023 ¹	Year 2025 (Proposed)
1. Net profit (Baht)	23,199,706	28,015,680
2. Basic profit per share (Baht/share)	0.091	0.104
3. Dividend per share	-	0.10
Rate of Dividend payment to net profit (%)	the omission of dividend payments	98.94
Total amount (Baht)	the omission of dividend payments	27,000,000

The Board's Opinions : It is deemed appropriate to propose to the shareholders' meeting for approval of the allocation of 1,500,000 Baht as a legal reserve, representing 5.4% of the net profit in the financial statements for the year 2024.

Additionally, the Board proposes to approve the annual dividend payment for 2024, to be paid from retained earnings at a rate of 0.10 Baht per share, totaling 27,000,000 Baht, which accounts for 98.94% of the net profit for 2024, in accordance with the Company's dividend payment policy. The dividend will be paid to shareholders whose names appear on the Record Date of March 19, 2025, with the payment scheduled for Tuesday, May 20, 2025.

Voting Requirement : Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

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

Objectives and Rationale : Public Company Limited Act, B.E.2535, Section 71 and Company Regulations Article 18 stipulate that in each annual general meeting of shareholders, one-third (1/3) of the directors must retire from their positions. If the number of directors cannot be divided into three equal parts, the closest number to one-third (1/3) should retire. Directors who retire in the first and second years after registration shall draw lots to determine who will retire. For subsequent years, the director who has served the longest shall retire. Directors who retire according to this rotation may be re-elected. In the 2025 annual general meeting of shareholders, three directors have retired as follows:

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

The Board of Directors has carefully and thoroughly reviewed the qualifications of the three directors whose terms are due to expire at the 2025 Annual General Meeting. The Board considers that these three individuals possess the knowledge, expertise, experience, and specialized skills that are beneficial to the Company's operations. They also meet the qualifications without any prohibited characteristics under the Public Company Act and the Securities and Exchange Act B. E. 2535, as well as related regulations. Furthermore, the independent directors meet the qualifications for independent directors as stipulated by the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand. They are deemed suitable to continue serving as directors and are capable of providing independent opinions in accordance with relevant guidelines. The profiles of the directors whose terms are expiring and who have been nominated for reappointment are included in the accompanying documents ([Enclosure 2](#))

Furthermore, the Company has provided shareholders with the opportunity to nominate individuals for consideration and selection as advance directors from 1 November 2024 to 31 December 2024. However, there were **no shareholders** who nominated any other individuals for consideration as additional directors. Therefore, it is requested that the meeting approve the re-appointment of all three directors to continue serving as company directors for another term.

The Board's Opinions : The Nomination and Remuneration Committee has carefully and thoroughly screened and considered suitable individuals to serve as directors of the Company. The Committee is of the opinion that the three incumbent directors have undergone the Company's established evaluation process and possess the necessary qualifications in accordance with relevant regulations. They are deemed suitable for the Company's business operations and do not hold positions in other organizations that may result in conflicts of

interest or create competitive business conditions with the Company. Additionally, one independent director, who has been nominated for reappointment, has been reviewed by the Committee. The Committee considers that this independent director meets the legal requirements and criteria for independent directors and is capable of providing independent opinions. Therefore, the Committee has resolved to approve the reappointment of the three directors whose terms are expiring for another term.

The Board of Directors, excluding directors with conflicts of interest, has thoroughly and carefully reviewed the qualifications of each individual and has resolved to endorse the proposal of the Nomination and Remuneration Committee. The Board has resolved to propose to the shareholders' meeting the approval of the reappointment of the three directors whose terms are expiring for another term as directors of the Company.

Voting Requirement: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes (In consideration of the appointment of directors to replace those who will retire by rotation, the Company shall consider and approve on an individual basis).

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

Objectives and Rationale: To be in accordance to comply with the Public Company Limited Act, Section 90, and Company Regulations Article 33, which stipulate that the remuneration of directors must be approved by the shareholders, the Nomination and Remuneration Committee has reviewed the remuneration of the Company's directors based on the Company's performance, business size, and overall appropriateness, taking into account the duties and responsibilities of the Board and its subcommittees. The remuneration has been benchmarked against industry standards. For the year 2025, the annual remuneration for directors has been set within a limit not exceeding 1,000,000 baht, an increase from the 2024 limit of 700,000 baht, with no additional benefits. The details are as follows:

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				

For the executive directors who receive regular remuneration, they will not receive meeting attendance fees. The authority is granted to the Executive Committee and/or the Chief Executive Officer to determine the allocation of any additional compensation (if any) that each director may receive.

The Board's Opinions: It is deemed appropriate to propose to the shareholders' meeting, in accordance with the opinion of the Nomination and Remuneration Committee, to approve the proposed remuneration as outlined above, within a limit not exceeding 1,000,000 baht (one million baht only), an increase of 300,000 baht (three hundred thousand baht only) from the year 2024, with no additional benefits. Additionally, executive directors are not entitled to receive meeting attendance fees as specified.

Voting Requirement : Resolution in this agenda shall be approved by no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

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

Objectives and Rationale: To be in accordance with the Section 120 of the PLC Act and Article 59 of the Articles of Association of the Company which prescribed that the annual general meeting of shareholders must appoint the auditor(s) and determine the audit fee of the Company every year.

The Audit Committee has considered and selected the auditor for the year 2025. After reviewing the qualifications of the auditors from PricewaterhouseCoopers ABAS Ltd., the Committee determined that they are independent, possess expertise in auditing, and can provide comprehensive and highly beneficial opinions to the Audit Committee. Therefore, it is deemed appropriate to propose to the shareholders' meeting the approval of the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the annual and interim of 2025, marking the second consecutive year. The Company does not have any subsidiaries. It is proposed that one of the following auditors be appointed to conduct the audit and express an opinion on the Company's financial statements, with the auditor's remuneration set as follows:

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)

Auditor's fee (the Company has no subsidiaries, so there is no remuneration for subsidiaries).

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	-

In the event that the aforementioned auditor is unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. will arrange for another licensed auditor to audit and provide financial insights to the Company in place of the aforementioned auditor. The auditors proposed have conducted the Company's auditing. Furthermore, the Securities and Exchange Commission has announced the Regulation No. 161/2018 to align the rotation of auditors with international standards to promote independence and confidence with investors in using financial reports for investment decisions. This regulation stipulated that listed companies rotate auditors (who sign financial statements) for every 7 accounting periods, which allowed the rotation of other auditors within the same audit office. Once a rotation with a new auditor, the listed company must allow a gap of at least 5 accounting periods before re-appointment to the previous auditor. The details of the auditor's remuneration are provided in the accompanying document [Enclosure \(3\)](#)

The Board's Opinions: The Board endorses the opinion of the Audit Committee and deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders the approval of the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's auditor. The Company has no subsidiaries, as detailed above. The auditor's remuneration for the [year 2025](#) is set at [1,950,000 Baht \(one million nine hundred fifty thousand baht only\)](#), with no additional service fees. This remuneration amount is the same as in 2023. The audit fee does not include other necessary expenses charged at actual cost, such as travel expenses, in accordance with general practice.

Voting Requirement: Resolution in this agenda shall be approved by **the majority votes** of the shareholders attending the meeting and casting their votes.

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.

Objectives and Rationale: Due to the Company's need to enhance liquidity for business operations and working capital, the Company intends to increase its registered capital by 12,500,000 Baht, from the original registered capital of 135,000,000 Baht to a new registered capital of 147,500,000 Baht, with a par value of 0.50 baht per share. This will be achieved through the issuance of 25,000,000 new ordinary shares, with a par value of 0.50 baht per share, to support the issuance and private placement (PP) of 25,000,000 shares, representing 9.26% of the Company's paid-up capital. The shares will be offered at a price of 1.40 baht per share, totaling no more than 35,000,000 Baht. The details are provided in the accompanying document ([Enclosure 4: Capital Increase Report Form F53-4](#))

Additionally, the Board of Directors proposes that the Annual General Meeting of Shareholders approve the delegation of authority to the Board of Directors and/or the Executive Committee and/or individuals authorized by the Board of Directors and/or the Executive Committee to undertake any necessary actions related to the issuance, offering, allocation, and subscription of the new ordinary shares to ensure the completion of the process.

Since Agenda Items 7 to 9 are interrelated, the approval of matters under Agenda Items 7 to 9 will be considered conditional upon one another. If anyone agenda item is not approved, the approval of other agenda items will be deemed null and void, and no further consideration will be given to the remaining agenda items. It will be considered that the matters under Agenda Items 7 to 9, as detailed, have not been approved by the shareholders' meeting.

The Board's Opinions: The Board of Directors has considered that a capital increase is another option that will enable the Company to raise funds within a short period while also reducing the burden on existing shareholders. However, after the private placement of new ordinary shares, the Company anticipates a price dilution effect on shareholders not exceeding 0.17% and a control dilution effect on existing shareholders of 8.47%. The Company believes that the benefits of the proposed private placement outweigh the impact of the dilution on share price or voting rights, as the Company will receive no less than 35,000,000 baht from the capital increase. These funds will be used to support the Company's operational plans, strengthening its financial structure and debt-to-equity ratio in the long term, as well as enhancing financial flexibility for future investment projects, ultimately benefiting all shareholders.

Therefore, the Board has resolved to propose to the shareholders' meeting the approval of an increase in the Company's registered capital by 12,500,000 Baht, from the original registered

capital of 135,000,000 Baht to a new registered capital of 147,500,000 Baht. This will be achieved through the issuance of 25,000,000 new ordinary shares with a par value of 0.50 Baht per share, offered to private placement (PP) investors at a price of 1.40 Baht per share, totaling no more than 35,000,000 Baht, representing 8.47% of the Company's paid-up capital. The Board also proposes the delegation of authority to carry out all related actions as outlined in the proposal.

Voting Requirement: Resolution in this agenda shall be approved by **no less than three-fourths (3/4)** of the total votes of the shareholders attending the meeting.

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.

Objectives and Rationale: To align with 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

In this regard, the Board of Directors deems it appropriate to propose to the shareholders' meeting for approval to authorize the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the authorized directors of the Company and/or the Chief Executive Officer to have the authority to carry out all necessary actions related to the registered capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to undertake any actions to comply with the orders of the registrar to ensure the completion of the registration process.

The details regarding the Company's registered capital increase are provided in the accompanying document ([Enclosure \(4\)](#))

The Board's Opinions: To propose to the Company's shareholders' meeting the approval of the amendment to Article 4 of the Company's Memorandum of Association to align with the Company's registered capital increase, as well as the delegation of authority as proposed in all respects.

Voting Requirement: Resolution in this agenda shall be approved by **no less than three-fourths (3/4)** of the total votes of the shareholders attending the meeting.

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.

Objectives and Rationale: As the Company has resolved to issue and offer new ordinary shares through a specific purpose private placement (Private Placement), the Company needs to allocate no more than 25,000,000 ordinary shares. For this private placement, the allocation will not involve any persons connected to the Company as defined under the Capital Market Supervisory Board Notification No. Tor Chor. 21/2008 regarding the Rules on Connected Transactions, dated August 31, 2008 (including amendments), and the Stock Exchange of Thailand Notification regarding the Disclosure of Information and Conduct of Listed Companies in Connected Transactions B.E. 2546, dated November 19, 2003 (including amendments). Additionally, the offering does not fall under the criteria of selling newly issued shares at a price lower than 90% of the market price as per the Capital Market Supervisory Board Notification No. Tor Chor. 28/2565. Therefore, it does not fall under the prohibition of selling during the Silent Period, and the Company is not required to appoint an Independent Financial Advisor (IFA). The details are provided in the accompanying documents ([Enclosures \(4\) and \(5\)](#))

The Board's Opinions: The Board of Directors Meeting No. 2/2025, held on 4 March 2025, the Board unanimously resolved to propose to the Annual General Meeting of Shareholders the approval of the allocation of no more than 25,000,000 new ordinary shares of the Company, with a par value of 0.50 baht per share, to be offered through a specific private placement (Private Placement: PP). The details are provided in the Capital Increase Report (Form F53-4) and the information regarding the allocation of no more than 25,000,000 ordinary shares through a specific private placement (Private Placement: PP), as follows:

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	

Note 1

Offering Price

Date	Volume (Shares)	Value (Baht)	Average Price (Baht/Share)
28 February 2025	275,900	428,058	1.55
27 February 2025	524,000	792,298	1.51
26 February 2025	199,000	290,742	1.46
25 February 2025	117,100	170,771	1.46
24 February 2025	45,400	65,488	1.44
21 February 2025	82,600	116,281	1.41
20 February 2025	85,700	118,160	1.38
19 February 2025	68,900	95,762	1.39
18 February 2025	35,000	47,820	1.37
17 February 2025	108,100	146,166	1.35
14 February 2025	74,700	95,383	1.28
13 February 2025	27,300	35,625	1.30
11 February 2025	91,500	121,817	1.33
10 February 2025	38,800	48,779	1.26

Date	Volume (Shares)	Value (Baht)	Average Price (Baht/Share)
7 February 2025	226,200	286,172	1.27
Weighted Average Price Over 15 Days Prior to the Board of Directors' Meeting Date			1.4295
90% of the Weighted Average Price Over 15 Days Prior to the Board of Directors' Meeting Date			1.2866

The offering price is calculated based on the weighted average price of the Company's common shares traded on the stock exchange over the past 15 consecutive business days prior to the date on which the Board of Directors resolved **to set the offering price** for approval of the Company's capital increase by offering shares to investors. This period was from February 7th, 2025 to February 28th, 2025, resulting in a price of **1.4295** Baht, with a discount of no more than 10%. The investors allocated the newly issued common shares offered on a private placement basis in this round are **not subject to any sale restrictions (Silent Period)** and are not considered related parties of the Company under the Capital Market Supervisory Board Announcement No. TorJor. 21/2008, regarding the criteria for related party transactions, dated August 31, 2008 (including any amendments), and the Stock Exchange of Thailand Announcement regarding the Disclosure of Information and Conduct by Listed Companies in Related Party Transactions B.E.2546, dated November 19th, 2023 (including any amendments). Additionally, the investors have no relationship with each other in the nature of concert parties or any relationship that would qualify them as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments), which would require them to make a mandatory tender offer for all of the Company's securities after receiving the allocation of the Company's newly issued ordinary shares.

However, the allocation of shares as described above must not, under any circumstances, cause any investor to hold shares in the Company in a manner that would increase their stake to or beyond the point that triggers a mandatory tender offer as stipulated in the Capital Market Supervisory Board's Notification No. TorJor. 12/2011 regarding the criteria, conditions, and methods of acquiring securities for business takeovers. Moreover, the allocation must not violate the foreign shareholding restrictions outlined in the Company's regulations, which specify that foreigners may hold no more than 49% of the total issued shares.

The offering price of the newly issued ordinary shares to be offered to private placement investors this time does not fall under the category of offering newly issued shares at a price lower than 90% of the market price, as per the criteria outlined in Notification No.TorJor. 28/2022. Therefore, it is not subject to the Silent Period restrictions

Voting Requirement: Resolution in this agenda shall be approved by **no less than three-fourths (3/4)** of the total votes of the shareholders attending the meeting.

Agenda 10 Other matters (if any).

Objectives and Rationale: Following the Company's long-standing practices, although no specific agenda is set, opportunities are given for shareholders to inquire about meeting agendas and other matters. Shareholders are allowed to ask questions and express opinions appropriately during the meeting. The Company has added an agenda for shareholders to ask questions and express opinions in this meeting.

However, if shareholders wish to consider and make decisions on other matters apart from those specified in the meeting invitation, they must propose according to the conditions of the Public Limited Companies Act B.E. 2535 (Section 105 stipulates that **when the meeting has completed the consideration of the agenda specified in the meeting invitation, shareholders holding not less than one-third of the total issued shares**) may request the meeting to consider other matters beyond those specified. [The Company has specified the list of shareholders entitled to attend the 2025 annual general meeting of shareholders \(Record Date\) on 19 March 2025.](#)

Therefore, we would like to invite shareholders to attend the 2024 annual general meeting of shareholders on Tuesday 22 April 2025, at 09:00 a.m., at the Maneewan meeting room, Itthirit Nice Corporation Public Company Limited, located at 89/18-19, Moo 5, Phanthai Norasing Sub-district, Muang Samut Sakhon District, Samut Sakhon Province 74000. Please refer to the [Enclosures \(11\)](#) Shareholders can register to attend the meeting starting from 08:00 a.m. on the meeting day.

The Company seeks the cooperation of shareholders and/or proxy holders to familiarize themselves with the registration terms and procedures, prepare necessary documents for presentation at the meeting, understand the voting process, and meeting procedures. Details are outlined in the [Enclosures \(10\)](#)

Please submit the following documents to attend and vote on behalf of shareholders at the meeting as specified in the [Enclosures \(8\)](#) Proxy appointment form provided by the Company, along with this letter. Details are outlined in the [Enclosures \(9\)](#) Kindly sign and fill in the details in the proxy form, affix of Baht 20 revenue stamp, and attach a certified copy of your identification card. Submit it to

Company Secretary of Itthirit Nice Corporation Public Company Limited

Address: 89/18-19, Moo 5, Phanthai Norasing Sub-district

Muang Samut Sakhon District, Samut Sakhon Province 74000

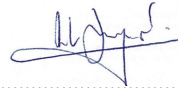
Tel : 034-872-577 Email: cs@lighttrio.com

For the document verification convenience, shareholders and/or proxies are kindly requested to submit documents to the Company by Thursday 17 April 2025. The Company has published the invitation letter for the 2025 annual general meeting of shareholders, along with meeting supplementary documents and proxy form on the Company's website at <https://www.itthi.co.th/>. Shareholders can submit questions to the Company in advance by 9 April 2025, to inquire about meeting agenda-related information or other important company details. This enables the board of directors and management to prepare explanations or address questions during the shareholder meeting.

In this meeting, the Company has invited licensed accountants to independently respond to financial questions and legal consultants to oversee the voting count. Additionally, meeting recordings will be published on the Company's website at <https://www.itthi.co.th/> for shareholders' access.

Furthermore, the Company will not distribute souvenirs at the shareholder meeting in order to save its budget for using them to support social and environmental activities.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Ronnachit Mahattanapreut', written over a horizontal dotted line.

(Dr.Ronnachit Mahattanapreut)

Chairman of the Board of Directors