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### 26 March 2024

Subject : Invitation to the 2024 Annual General Meeting of Shareholders

To : Shareholders

### Attachments:

- (1) Form 56-1 One Report of 2023 / Annual Report of 2023 in the QR Code form.
- (2) Profiles of the nominated candidates to be directors in replacement of the retired directors.
- (3) Profile of auditors for the year 2024.
- (4) Details of amendments to the Company regulations and details of amendment objectives.
- (5) The Company's articles of association regarding the Shareholders Meeting and voting Methods.
- (6) Definition and qualifications of independent directors.
- (7) Profiles of the independent directors to be the proxy for shareholders.
- (8) Proxy Form A. Form B. and Form C.
- (9) Guideline for the registration, the appointment of proxy, documents and evidences required for attendants to present on the date of the meeting.
- (10)Form for submission of questions in advance of the 2024 Annual General Meeting of Shareholders.
- (11)Form to request Form 56-1 One Report / Annual Report.
- (12)Map of the meeting venue.
- (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 2024 Annual General Meeting of Shareholders on Tuesday 23 April 2024 at 02.00 p.m. at Maneewan meeting room, Itthirit Nice Corporation Public Company Limited, No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000.

With regard to the determination of agenda items to be discussed at the 2024 Annual General Meeting of Shareholders, the Company had announced on the Company's website since 26 March 2024 onward, inviting the shareholders propose the agenda items to be discussed and the names of persons to be elected as the Company's directors form 3 October 2023 to 31 December 2023. 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 2023 and its business plan in the future.

**Objectives and Rationale :** The Company prepared a report on the Company's operating results for 2023 which can be downloaded via QR code, as detailed in the Attachment 1. The business plan in the future will be presented on the meeting date.

**The Board's Opinions :** The Company deemed it appropriate to propose to the shareholders' meeting for acknowledgement of the Company's operating results for the year 2023 and the business plan in the future, which will be presented on the meeting date.

**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 2023.

**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 2023, 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 Attachment 1. The main points can be summarized as follows.

ltems	31 Dec. 2023	31 Dec. 2022
	(Bah <sup>-</sup>	t)
Total Assets	501,176,711	201,561,828
Total Liabilities	154,940,141	78,813,371
Total Equities	346,236,570	122,748,457
Total Revenues	440,482,941	227,888,162
Profit Before Income Taxes	28,877,965	26,655,073
Net Profit	23,199,706	21,147,914
Earnings per Share (Baht/Share)	0.09	0.13

**The Board's Opinions :** The Company's financial statements for the year ended 31 December 2023, have been audited and certified by certified public accountant, and the audit committee has reviewed and approved them. It is recommended to present them to the shareholders' meeting for approval of the financial statements for the year ended 31 December 2023, as proposed.

**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 net profit as legal reserve fund and the omission of dividend payment for the operating results of 2023.

**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.

As the Company has a net profit from operations for the year ended 31 December 2023, amounting to Baht 23,199,706, the shareholders are requested to consider approving the allocation of net profit as legal reserve fund in accordance with the law, amounting to Baht 1,188,420 of the net profit for the year 2023, which is calculated as five percent (5%) of the net profit based on the financial statements for the year 2023.

Currently, the Company has reserve capital in accordance with the law amounting to Baht 8,300,000, which is approximately 6.14 percent of the registered capital of the Company.

Furthermore, it is proposed that at the shareholders' meeting, the consideration of the omission of dividend payment for the operating results of 2023, to reserve funds for future operations and investments according to the Company's strategy. The Company has a dividend payment policy at a rate of not less than forty percent (40%) of the net profit after tax from the specific financial statements and after deducting various reserves as required by law and as stipulated in the Company's regulations.

The Company's board of directors has considered and deemed it appropriate to present to the shareholders' meeting for approval t the allocation of net profit as legal reserve fund in accordance with the law and to the omission of dividend payment for the operating results of 2023, with details as proposed above.

**The Board's Opinions :** It is proposed to present to the shareholders' meeting for consideration and approval the allocation of net profit as legal reserve fund in accordance with the law, amounting to Baht 1,188,420, which is calculated as five percent of the net profit

based on the financial statements for the year 2023, and to the omission of dividend payments for the operating results of 2023, with details as proposed above.

**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 2024 annual general meeting of shareholders, three directors have retired as follows:

1.	Khun Tachanun Kangwantrakool	Independent Director/ Chairwoman of
		Audit Committee/ Chairwoman of the Risk
		Management Committee
2.	Khun Tirasan Sahatsapas	Independent Director/Audit Committee

3. Khun Minthita Akkrabunyapath Director

The Company's board of directors has thoroughly reviewed and carefully considered the qualifications of the three directors who are to retire at the 2024 annual general meeting of shareholders. It is noted that all three individuals possess knowledge, skills, experience, and expertise that are beneficial to the Company's operations and do not have disqualifying characteristics as per the Public Company Limited Act, Securities and Exchange Act B.E. 2535, and relevant announcements. Furthermore, the outgoing directors also meet the criteria to be independent directors as per the regulations of the Securities and Exchange Commission ("SEC"), and are deemed suitable to serve as company directors, providing independent and

criteria-compliant opinions. The list of directors retiring according to the rotation and being proposed for re-appointment for another term in the Attachment 2.

Furthermore, the Company has provided shareholders with the opportunity to nominate individuals for consideration and selection as advance directors from 3 October 2023 to 31 December 2023. 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 :** It is recommended to propose the names of the directors who are to retire as per rotation for consideration and re-appointment at the shareholders' meeting to continue serving in another term.

1.	Khun Tachanun Kangwantrakool	Independent Director/ Chairwoman of
		Audit Committee/Chairwoman of the Risk
		Management Committee
2.	Khun Tirasan Sahatsapas	Independent Director/Audit Committee
3.	Khun Minthita Akkrabunyapath	Director

**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 2024.

**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 board of directors and carefully evaluated for suitability in various aspects. This evaluation includes considering the Company's performance, size of the business, ensuring appropriateness in line with the duties and responsibilities of the board of directors and subcommittees of the Company. It involves comparing the remuneration rates

of directors and subcommittees from companies in the same industry group. Therefore, the board of directors has passed a resolution to propose, at the shareholders' meeting, for approval to set the remuneration of directors for the year 2024 not exceeding of Baht 700,000, with the following details:

Meeting Allowance	2024 (to propose)	2023
Board of Directors / Committees	(Baht/Person/Time)	(Baht/Person/Time)
Chairman of BOD/AGM/EGM	20,000	20,000
Directors	10,000	10,000
Chairman of Audit Committee	15,000	15,000
Audit Committees	10,000	10,000
Chairman of Risk Management Committee	10,000	15,000
Risk Management Committees	5,000	10,000
Chairman of Nomination and Remuneration	10,000	-
<u>Committee</u>		
Nomination and Remuneration Committees	5,000	-
Chairman of Corporate Governance and	10,000	-
Sustainability Committee		
Corporate Governance and Sustainability	5,000	-
Committees		
Total not exceeding	700,000	500,000
Other benefits	N	0

**The Board's Opinions :** It is proposed to shareholders at the meeting to approve an increase in the total remuneration budget to not exceed of Baht 700,000 (seven hundred thousand Baht) from the year 2023, increased of Baht 200,000 (two hundred thousand Baht). The board of directors has approved the details as proposed.

**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 2024.

**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 details appear in the attached document in the Attachment 3.

The audit committee has considered the selection of auditors for the year 2024. After assessing the qualifications of the auditors, the audit committee proposed to the board of directors' meeting and the board of directors' meeting approved to present to the shareholders' meeting for appointment approval. The Company "PricewaterhouseCoopers ABAS Ltd.," is proposed to be appointed as the independent and specialized audit office to conduct audits for the year 2024, both yearly and quarterly, with the recommendation that any of the following auditors be appointed to perform the audit and provide financial insights to the Company.

- 1. Khun Sanicha Akarakittilap CPA No. 8470 or
- 2. Khun Nopanuch Apichatsatien CPA No. 5266 or
- 3. Khun Paiboon Tunkoon CPA No. 4298

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 Board's Opinions :** It is proposed to the annual general meeting of shareholders to consider approving the establishment of the auditor's remuneration for the year 2024 at a total amount of Baht 1,950,000 (one million nine hundred and fifty thousand Baht). This includes the audit fee, excluding any other related expenses.

Audit fee	2024 (Proposed)	2023
Audit fee	1,950,000	2,025,000

It is proposed to the shareholders' meeting for approval, the appointment of auditors from PricewaterhouseCoopers ABAS Ltd., as the Company's auditor for the accounting year 2024, as agreed by the audit committee, as listed below

- 1. Khun Sanicha Akarakittilap CPA No. 8470 or
- 2. Khun Nopanuch Apichatsatien CPA No. 5266 or
- 3. Khun Paiboon Tunkoon CPA No. 4298

To act as the Company's auditor, and in the event that the aforementioned auditor is unable to perform their duties, PricewaterhouseCoopers ABAS Ltd., shall arrange for another licensed auditor from the office to audit and express opinions on the Company's financial statements in event of the aforementioned auditor. The audit fees for the year 2024 and the quarterly financial audit fees for the accounting year 2024 are set at a total amount of Baht 1,950,000 (one million nine hundred and fifty thousand Baht). This includes the audit fee, excluding other necessary expenses incurred, such as travel expenses, in accordance with common 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 amendments to the Company's regulations. To comply with the additional amendments Public Limited Companies Act (No. 4) B.E. 2022.

**Objectives and Rationale :** To be in accordance with the Public Limited Companies Act (No. 4) B.E. 2565, which was announced in the Royal Gazette and became effective on May 24, 2022, amendments have been made to the laws to facilitate electronic management of meetings, ensure timely scheduling of meetings, increase efficiency, reduce unnecessary costs, and provide convenience to shareholders. To align the Company's regulations with the Public Limited Companies Act, which was further amended in 2024, it is recommended to present to the shareholders' meeting of the Company for approval the amendment of the Company's regulations. The details are as stated in the Attachment 4.

The Board's Opinions : It is proposed to the 2024 annual general meeting of shareholders to consider approving the additional amendments to articles 37, 41, and 53 of the Company's regulations to align with the amendments to the Public Limited Companies Act (No. 4) B.E. 2565, in order to improve meeting management, make the board of directors and shareholders up-to-date and in line with current practices, increase efficiency, reduce burdens, unnecessary expenses, provide convenience to shareholders, and authorize individuals delegated by the empowered board of directors to have the authority to carry out registrations, amendments, changes to the Company's regulations, as well as additional modifications as necessary and appropriate, without affecting the substance of the amendments to the Company's regulations, in order to complete the registration of amendments to the Company's regulations.

Current Articles of Association	Proposed Amendment of Articles of Association
Clause 37. The board of directors shall convene a	Clause 37. The board of directors shall convene a
general meeting of shareholders within four (4)	general meeting of shareholders within four (4)
months as from the date of fiscal year ending of the	months as from the date of fiscal year ending of the
Company.	Company.
All other general meetings of shareholders shall	All other general meetings of shareholders shall
be called extraordinary meetings.	be called extraordinary meetings.
The board of directors may call for an	The board of directors may call for an
extraordinary general meeting whenever they	extraordinary general meeting whenever they
deem appropriate or when one or more	deem appropriate or when one or more

shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting. shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.

In the case that shareholders Summon you a meeting as per the forth paragraph, shareholders Summoning the meeting to shareholders via electronic methods, provided that such shareholders have declared their intention or given consent to the Company or the board of directors

In the case that the quorum of the meeting In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be according to the fourth paragraph cannot be

formed as required by Article 39, the shareholders	formed as required by Article 39, the shareholders
under the fourth paragraph shall be jointly	under the fourth paragraph shall be jointly
responsible for any expenses incurring from the	responsible for any expenses incurring from the
convening of such meeting.	convening of such meeting.

**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 and entitled to vote.

Agenda 8 To Consider and approve the addition of the Company's objectives. and amendments to the memorandum The Company's Articles of Association, Section 3, to be consistent with the amendment of the Company's objectives.

**Objectives and Rationale :** To support the future expansion of the Company's business, it is deemed necessary to add additional objectives of the Company. Furthermore, amending the aforementioned additional objectives will result in the company having to amend its Company memorandum article 3 for alignment. This is to comply with the Company's regulations and the Public Company Act B.E. 2535, authorizing individuals within the Company to register the amendment of the Company memorandum with the Department of Business Development, Ministry of Commerce. They are empowered to amend and add words to comply with the Registrar's instructions, with details as specified in the Attachment 4.

**The Board's Opinions :** It is deemed appropriate to propose to the 2024 annual general meeting of shareholders to consider and approve the amendment and supplementation of the Company's objectives and the amendment of the Memorandum of Association, Article 3, by adding 15 more objectives for the Company, from number (55) to (69), increasing the total from the original 54 objectives to 69 objectives as proposed above.

#### 1. Add 15 objectives as items (55) - (69) as follows:

(55) Engage in retail, wholesale, distribution, procurement, import and export of electric vehicles. vehicle parts, replacement parts, parts for use in assembling ready-made vehicles, equipment and other related things.

(56) To carry on the business of trading, procuring, buying, selling, exchanging, importing, exporting parts and equipment related to electric charging stations. Business installing and servicing electric charging stations.

(57) Carrying out business, selling, importing, exporting all types of agricultural products. Both domestic and foreign.

(58) Carrying out business in the field of agricultural services. and serve as a consultant for all types of agricultural business operations.

(59) Engage in the business of trading agricultural materials and equipment. All types of plant breeding materials.

(60) To carry on the business of being a consultant and giving advice on technical management problems related to the industry, including production, marketing, and product promotion problems. Agricultural products are both export and import products.

(61) To carry on the business of storing, collecting, printing, and disseminating statistical information on education, agriculture, industry, and commerce.

(62) Engage in agriculture-related business This includes buying, selling, surveying, developing, collecting data, procuring, hiring, agricultural services, consulting, operating all types of agricultural businesses and designing operating systems to promote agricultural products.

(63) To carry on business, serving as a consultant and giving advice on service problems. Commerce, agriculture, industry, science, including production, marketing, and distribution problems.

(64) Carrying out a commercial business agricultural product include field crops, horticultural crops, vegetables, fruits, grains, processed agricultural products, soil, fertilizers, and pesticide products. Agricultural chemicals agricultural raw materials Agricultural materials and equipment.

(65) To carry on the business of importing, exporting, collecting, selling, producing, distributing, procuring, passing through, brokers, agents, trade representatives, doing business both inside and outside the country, such as seeds, controlled seeds. Plant seeds, flower varieties, vegetable varieties, tree varieties, all types of mushroom germs. plant disease control medicine herbicide vaccines for all types of plants and animals, greenhouses, as well as maintenance in agriculture

and cultivation of all types of crops. (When permission has been received from the relevant agency except insurance business finding members for securities and trading associations).

(66) Business operations, import and export, smart farming. that brings technology to manage every aspect of the cultivation system steps and can control everything with technology. Inspect, collect data, analyze and solve crop problems in Real-Time, along with being able to display growth data and predict yield. Including smart agriculture poles.

(67) Manufacturing, import and export, retail, wholesale businesses for solar cell water pump sets. All types of batteries including various equipment related to solar cells.

(68) Manufacturing, import and export, sell and install businesses for garbage incinerators along with all types of systems and equipment related to such systems.

(69) Manufacturing, import and export, sell and install businesses for water pumps and solar cell pumps. Complete with all types of systems and equipment related to the said work systems.

2. Amend Section 3 of the Memorandum of Association to be consistent with the amendment's objectives. As mentioned from the Company's objectives, there are 54 items, revised as follows:

Previously : "Item 3: The Company's objectives had 54 items." Revised : "Item 3: The Company's objectives have 69 items."

**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 and entitled to vote.

#### Agenda 9 Other matters (if any).

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 2024 annual general meeting of shareholders (Record Date) on 12 March 2024.

Therefore, we would like to invite shareholders to attend the 2024 annual general meeting of shareholders on Tuesday 23 April 2024, at 02:00 p.m., at the Maneewan meeting room, e 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 Attachment 12. Shareholders can register to attend the meeting starting from 13:00 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 Attachment 5.

Please submit the following documents to attend and vote on behalf of shareholders at the meeting as specified in the Attachment 8 Proxy appointment form provided by the Company, along with this letter. Details are outlined in the Attachment 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 Wednesday 17 April 2024. The Company has published the invitation letter for the 2024 annual general meeting of shareholders, along with meeting supplementary documents and proxy form on the Company's website at <a href="https://www.itthi.co.th/">https://www.itthi.co.th/</a>. Shareholders can submit questions to the Company in advance by 9 April 2024, 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 <u>https://www.itthi.co.th/</u> 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 activities.

Yours sincerely,

-Dr.Ronnachit Mahattanapreut-

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(Dr.Ronnachit Mahattanapreut) Chairman of the Board of Directors