

Invitation to the Extraordinary General Meeting of Shareholders No. 2/2025

TECHLEAD NPN Public Company Limited

25 August 2025

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2025, via electronic means (e-Meeting)

To: Shareholders of TECHLEAD NPN Public Company Limited

Enclosures:

1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders held on 25 April 2025
2. Preliminary Details of the Warrants to Purchase the Ordinary Shares of the Company No. 2 (TL-W2)
3. Capital Increase Report Form (F53-4)
4. Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of the Company
5. Profiles of Independent Directors for proxy appointment
6. Documents or evidence required to be presented for registration to attend the meeting via electronic media
7. Proxy form B with Attachment
8. Company's Articles of Association relating to Shareholders' Meeting
9. Guidelines for attending the shareholders' meeting via E-Meeting System of Inventech Connect

The Board of Directors of TechLead NPN Public Company Limited (the “**Company**”) resolved to convene the **Extraordinary General Meeting of Shareholders No. 2/2025 on 12 September 2025, at 2.00 p.m., via electronic media only (e-Meeting)**, to consider the following agenda items:

Agenda 1 **To consider and certify the minutes of the 2025 Annual General Meeting of Shareholders**

Facts and Reasons: The Company convened the 2025 Annual General Meeting of Shareholders on 25 April 2025, in which the Company prepared the Minutes of the meeting and submitted to the Stock Exchange of Thailand (the “**SET**”) and the Ministry of Commerce within the timeframe prescribed by applicable laws, and also published on the Company's website at <https://www.techleadnnp.co.th> under the topic “Shareholder Information” in the “Investor Relations” section for shareholders' acknowledgment and verification, with details provided in **Enclosure No. 1.**

Opinion of the Board: The Board of Directors has considered that the 2025 Annual General Meeting of Shareholders, which was held on 25 April 2025 has been accurately recorded in accordance with principles and facts, and deemed it appropriate to propose to the Shareholders' Meeting consider and approve the 2025 Annual General Meeting of Shareholders.

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|---------------------------|---|
| <u>Resolution:</u> | This agenda requires approval by a majority of the total votes of the shareholders present at the Meeting and casting their votes. |
| Agenda 2 | To consider and approve the decrease of the Company's registered capital, by canceling the Company's shares that have been registered but unsold, and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease in the Company's registered capital |
| <u>Facts and Reasons:</u> | <p>The Company wishes to issue and offer newly issued ordinary shares and warrants to purchase the Company's ordinary shares. Therefore, the Company is required to increase its registered capital by issuing newly issued ordinary shares. However, the Company must comply with the provisions of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the “Public Limited Company Act”), which stipulates that a company may increase its registered capital by issuing new shares only when all previously issued shares have been fully subscribed and paid up or, in the case where shares have not been fully subscribed, the remaining shares must be reserved for the convertible debentures or the warrants to purchase shares. Currently, the Company has 3,465,202,262 shares that have been registered but unsold with a par value of THB 1.00 per share, which are the remaining ordinary shares from the allocation to accommodate (1) the exercise and rights adjustment of the warrants to purchase the ordinary shares of Eternal Energy Public Company Limited No. 1 (EE-W1) in the amount of 2,189,987,976 shares pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 and the resolution of the 2022 Annual General Meeting of Shareholders, and (2) the offering through a Private Placement of 1,275,214,286 shares pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025. Therefore, the Company intends to decrease its registered capital in the amount of THB 3,465,202,262, from the existing registered capital of THB 7,690,000,000 to the new registered capital of THB 4,224,797,738, by canceling 3,465,202,262 shares that have been registered but unsold with a par value of THB 1.00 per share, and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease in the Company's registered capital, with the details as follows:</p> |

| | | |
|----------------------------------|----------------------|---|
| “Clause 4. Registered capital of | THB 4,224,797,738 | (Four Billion Two Hundred Twenty-four Million Seven Hundred Ninety-seven Thousand Seven Hundred Thirty-eight Baht) |
| Divided into | 4,224,797,738 shares | (Four Billion Two Hundred Twenty-four Million Seven Hundred Ninety-seven Thousand Seven Hundred Thirty-eight Shares) |
| Value of each share | THB 1.00 | (One Baht) |
| Divided into | | |
| Ordinary shares | 4,224,797,738 shares | (Four Billion Two Hundred Twenty-four Million Seven Hundred Ninety-seven Thousand Seven Hundred Thirty-eight Shares) |
| Preferred shares | - shares | (- shares)” |

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to sign any applications or documents relating to the amendments to the Company’s Memorandum of Association, to amend or revise such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association and to submit the application for registration of amendments to the Company’s Memorandum of Association to the Department of Business Development, Ministry of Commerce. This authority shall also include an undertaking of any action in connection with these matters, as deemed appropriate, and ensuring compliance with applicable laws, regulations, rules, and interpretations of relevant government authorities, including any recommendations or directives issued by the Registrar or government officer.

Opinion of the Board: The Board of Directors deems that it is appropriate to propose to the Shareholders’ Meeting to consider and approve the decrease of registered capital in the amount of THB 3,465,202,262, from the existing registered capital of THB 7,690,000,000 to the new registered capital of THB 4,224,797,738, by canceling 3,465,202,262 shares that have been registered but unsold with a par value of THB 1.00, and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the decrease in the Company’s registered capital, including the relevant authorization, as the aforementioned details.

Resolution: The resolution on this agenda requires not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 3 To consider and approve the issuance and offering of warrants to purchase the newly issued ordinary shares of the Company No. 2 (TL-W2) to existing shareholders in proportionate to their respective shareholdings (Rights Offering)

Facts and Reasons: In accordance with the Company’s capital raising plan, the Company wishes to issue and offer the Warrants to Purchase Ordinary Shares of the Company No. 2. (TL-W2) (the “**Warrants**” or

“TL-W2”), in an amount not exceeding 949,875,357 units, to be allocated to existing shareholders in proportionate to their respective shareholdings (Rights Offering) at no cost, at the allocation ratio of 6 existing ordinary shares to 1 unit of the Warrants (any fractions resulting from the calculation shall be disregarded). The exercise ratio shall be 1 unit of the Warrant to 1 ordinary share, with an exercise price of THB 0.8 – 1.2 per share (except in the case of an adjustment to the exercise ratio and exercise price). The term of the Warrants shall be 24 months from the issuance date.

In this regard, the Company will determine the exact exercise price of the TL-W2 Warrants and propose it for the shareholders’ consideration and approval at the Extraordinary General Meeting of Shareholders No. 2/2025 under this agenda item. Furthermore, the Board of Directors’ Meeting No. 5/2025 on August 14, 2025 resolved to approve the appointment of the authorized directors of the Company, or any person designated by the authorized directors of the Company, with the authority to determine the exact exercise price within the range of THB 0.8 - 1.2 and to propose it to the shareholders for consideration and approval at the Extraordinary General Meeting of Shareholders No. 2/2025 (The Company will disclose the exact exercise price through the information disclosure channel of the SET in advance of the meeting date).

As the Company has been operating for no less than one year and has accumulated losses, as evidenced by its separate financial statements for the accounting period ended 31 December 2024 (Audited) and its separate financial statements for the accounting period ended 31 March 2025 (Reviewed) (the “**Accumulated Loss**”), the Company may determine the exercise price of the TL-W2 Warrant at a price lower than the par value of the Company’ shares, provided that this requires the approval of a shareholders’ meeting with the specific discount rate clearly defined, in compliance with Section 52 of the Public Limited Company Act (as amended) , under which the exercise price of the TL-W2 Warrant (whether there will be an adjustment of rights or not) shall not be lower than THB 0.01 per share.

The Company will complete the issuance and offering of TL-W2 Warrants within 1 year from the date of approval by the shareholders’ meeting. The date for determining the names of shareholders who shall be entitled to receive the Warrants (Record Date) will be determined and announced later, and the PP Investors shall also be entitled to receive TL-W2 Warrants.

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to determine all matters relating to the issuance and offering of the Warrants in all respects. This includes, but is not limited to, the issuance date of the Warrants, the date for determining the names of shareholders who shall be entitled to receive the Warrants (Record Date), the exercise period, the exercise date, the exercise of conversion rights, and other terms and conditions of the Warrants.

They shall also have the authority to amend wording or content in documents or minutes of the shareholders' meeting; to contact, sign, and submit applications, documents, and other necessary evidence to government authorities or any relevant agencies; to list the Warrants and the newly issued shares arising from the exercise of the Warrants on the SET; and to take any other actions necessary and appropriate in connection with the issuance and offering of the Warrants.

Additional details are provided in the Preliminary Details of the Warrants to Purchase the Ordinary Shares of the Company No. 2 (TL-W2) (**Enclosure No.2**).

Opinion of the Board: The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No. 2 (TL-W2), in an amount not exceeding 949,875,357 units, to be allocated to existing shareholders in proportionate to their respective shareholdings (Rights Offering) at no cost, and the relevant authorization, as the aforementioned details.

Resolution: This agenda requires approval by a majority of the total votes of the shareholders present at the Meeting and casting their votes.

Agenda 4 **To consider and approve the increase of registered capital of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital**

Facts and Reasons: Pursuant to the Company's capital raising plan to invest in the technology and information technology industry ("**Tech Business**"), as well as other tech-related businesses, including further investment in the electronic wallet (E-Wallet) service business, which is expected to require a total investment of not less than THB 300,000,000 for various operations, and to serve as working capital of the Company and its subsidiaries, the Company therefore wishes to increase its registered capital in the amount of THB 2,424,329,766, from the existing registered capital of THB 4,224,797,738 to the new registered capital of THB 6,649,127,504, by issuing not exceeding 2,424,329,766 newly issued ordinary shares with a par value of THB 1.00 per share, additional details are provided in the Capital Increase Report Form (F53-4) (**Enclosure No. 3**), and amend Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital, with the details as follows:

| | | | |
|------------|-----------------------|----------------------|---|
| “Clause 4. | Registered capital of | THB 6,649,127,504 | (Six Billion Six Hundred Forty-nine Million One Hundred Twenty-seven Thousand Five Hundred Four Baht) |
| | Divided into | 6,649,127,504 shares | (Six Billion Six Hundred Forty-nine Million One Hundred Twenty-seven Thousand Five Hundred Four Shares) |
| | Value of each share | THB 1.00 | (One Baht) |
| | Divided into | | |
| | Ordinary shares | 6,649,127,504 shares | (Six Billion Six Hundred Forty-nine Million One Hundred Twenty-seven Thousand Five Hundred Four Shares) |
| | Preferred shares | - shares | (- shares)” |

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to sign any applications or documents relating to the amendments to the Company’s Memorandum of Association, to amend or revise such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association and to submit the application for registration of amendments to the Company’s Memorandum of Association to the Department of Business Development, Ministry of Commerce. This authority shall also include an undertaking of any action in connection with these matters, as deemed appropriate, and ensuring compliance with applicable laws, regulations, rules, and interpretations of relevant government authorities, including any recommendations or directives issued by the Registrar or government officer.

Opinion of the Board: The Board of Directors deems that it is appropriate to propose to the Shareholders’ Meeting to consider and approve the increase of registered capital in the amount of THB 2,424,329,766, from the existing registered capital of THB 4,224,797,738 to the new registered capital of THB 6,649,127,504, by issuing not exceeding 2,424,329,766 newly issued ordinary shares with a par value of THB 1.00 per share, and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the increase in the Company’s registered capital, including the relevant authorization, as the aforementioned details.

Resolution: The resolution on this agenda requires not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 5 To consider and approve the allocation of newly issued ordinary shares of the Company

Facts and Reasons: As the Company will propose the increase of registered capital for consideration and approval under Agenda 4 of the Meeting. The Company plans to allocate 2,424,329,766 newly issued ordinary shares, with a par value of THB 1.00 per share. The details of the allocation of the newly issued ordinary shares are as below, and additional details are provided in the capital increase report form (F53-4) (**Enclosure No. 3**) and information memorandum concerning the issuance and offering of the newly issued ordinary shares of the Company (**Enclosure No. 4**).

Agenda 5.1 To consider and approve the allocation of newly issued ordinary shares of the Company to offer through a Private Placement

The allocation of 1,051,974,636 newly issued ordinary shares, with a par value of THB 1.00 per share, whether once or several times, through a Private Placement, to 3 investors (collectively referred to as the "PP Investors"), at an offering price of THB 0.41 per share, with a total transaction value of THB 431,309,600.76, with the following (the "PP Transaction")

| No. | Name of PP Investors | Number of Allocated Shares (Shares) | Value of the Shares to be Allocated (THB) | Shareholding Ratio after the completion of PP Transaction (%) |
|--------------|------------------------------|-------------------------------------|---|---|
| 1. | Mr. Kereepat Supasinprapong | 750,974,636 | 307,899,600.76 | 14.2 |
| 2. | Mr. Vichit Jiruttitijareon | 283,200,000 | 116,112,000.00 | 5.4 |
| 3. | Mr. Yossakorn Tripattanapong | 17,800,000 | 7,298,000.00 | 0.3 |
| Total | | 1,051,974,636 | 431,309,600.76 | 19.9 |

PP Investors are not connected persons of the Company pursuant to the criteria under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (as amended) (the "Notification on Connected Transactions"). PP Investors have no relationship with each other that would constitute a concert party or any related parties under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), which would impose an obligation to submit a tender offer for all securities of the Company after the allocation of the newly issued ordinary shares of the Company.

In this regard, the PP transaction is the offering of newly issued shares through a Private Placement, in which the Board of Directors has clearly determined the offering price to be proposed for the consideration and determination of the offering price by the shareholders' meeting, and it does not constitute an offering of new shares at a price less than 90 % of the Market Price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor.

28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement (as amended) (the “**Notification No. TorJor. 28/2565**”). The “**Market Price**” refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders' meeting, specifically from 9 July 2025 to 18 July 2025, which is equivalent to THB 0.45 per share (Information sourced from SETSMART at www.setsmart.com).

As the Company has been operating for at least one year and has the Accumulated Loss, the Company may determine the offering price of newly issued shares at a price lower than the par value of the Company' shares, provided that this requires the approval of a shareholders' meeting with the specific discount rate clearly defined, in compliance with Section 52 of the Public Limited Company Act. In addition, according to the Notification No. TorJor. 28/2565, the Company must complete the share offering within the period approved by the shareholders' meeting, but no later than 3 months from the date the shareholders' meeting resolves to approve the offering of the newly issued shares. Alternatively, the Company must complete the share offering within 12 months from the date of the shareholders' meeting resolution if the shareholders explicitly resolve that, after the 3-month period, the Board of Directors or a person authorized by the Board of Directors can determine the offering price according to the Market Price at the time of the offering. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the assignment to the Board of Directors or a person authorized by the Board of Directors to have authority to determine the offering price according to the Market Price at the time of the offering upon the expiration of 3 months from the date on which the shareholders' meeting approved the offering of newly issued shares, which the offering price may be lower than the registered share value, but the offering price must not be less than THB 0.01 per share.

Consequently, the offering price of the newly issued ordinary shares under PP Transaction is not considered as an offering of newly issued shares at a price lower than 90% of the Market Price pursuant to the requirements of the Notification No. TorJor. 28/2565, the Company does not fall under the selling restriction (Silent Period). Therefore, the Company has no obligation to prevent PP Investors who receive shares from the Private Placement from selling all the shares they have received within the period specified by the requirements set out in the Notification of the Capital Market Supervisory Board Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015), dated May 11, 2015 (as amended).

However, the allocation of shares as detailed above must not cause any of PP Investors to hold shares in the Company in a number that reaches or exceeds any trigger point requiring to

make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, dated 13 May 2011 (as amended). After this capital increase, none of the PP Investors shall take up a position or send a representative to take up a position as a director and/or executive of the Company.

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to take any action related to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including, but not limited to, the following actions:

- (1) To determine or amend the details of the allocation of newly issued ordinary shares offered through a Private Placement;
- (2) To determine or amend the method of allocating newly issued ordinary shares, such as, allocating at once or in several tranches, determination of date and time for subscription and payment, offering period, payment methods, other details of allocations and offerings;
- (3) To negotiate, enter into, and sign relevant documents and contracts, and to undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (4) To sign applications for permission, waiver, notice or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as registering the newly issued shares as listed securities on the SET; and
- (5) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects under applicable laws and regulations.

Opinion of the Board: The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of 1,051,974,636 newly issued ordinary shares, with a par value of THB 1.00 per share, whether once or several times, through a Private Placement, and the relevant authorization, as the aforementioned details.

Resolution: The resolution on this agenda requires not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 5.2 To consider and approve the allocation of newly issued ordinary shares of the Company under General Mandate

The allocation of 422,479,773 newly issued ordinary shares with a par value of THB 1.00 per share under General Mandate, whether once or several times, through a Private Placement. The Investors must not be the connected persons of the Company pursuant to the Notification

on Connected Transactions, and the total number of newly issued ordinary shares offered must not exceed 10% of the Company's paid-up capital as of the date of approval by the Board of Directors.

The allocation of newly issued ordinary shares through a Private Placement shall not be an offering of newly issued shares at a price lower than 90% of the Market Price according to the Notification No. TorJor. 28/2565. The “**Market Price**” refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors resolves to determine each of offering price. In addition, as the Company has been operating for at least one year and has the Accumulated Loss, the Company may determine the offering price of newly issued shares at a price lower than the par value of the Company's shares, provided that this requires the approval of a shareholders' meeting with the specific discount rate clearly defined, in compliance with Section 52 of the Public Limited Company Act, under which the offering price of newly issued shares as detailed above shall not be lower than THB 0.01 per share.

In this regard, the board of directors, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to take any action related to the issuance, offering, allocation and subscription of such newly issued ordinary shares, including but not limited to the following actions:

- (1) To determine or amend the details of the allocation of newly issued ordinary shares under General Mandate and the objectives of the issuance of newly issued ordinary shares;
- (2) To determine or amend the method of allocating the newly issued ordinary shares, such as allocating at once or in several tranches, , determination of date and time for the subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (3) To seek Private Placement investors, to negotiate, enter into, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (4) To execute applications for permissions, waivers, notices or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as listing of the newly issued ordinary shares of the Company on SET; and

- (5) To undertake any action necessary for and relevant to the allocation of the newly issued ordinary shares through a Private Placement under General Mandate in all respects, all subject to the conditions of relevant laws.

In this regard, the allocation of the newly issued ordinary shares under General Mandate must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

Opinion of the Board: The Board of Directors deems that it is appropriate to propose the Shareholders' Meeting to consider and approve the allocation of 422,479,773 newly issued ordinary shares, with a par value of THB 1.00 per share under General Mandate, whether once or several times, through a Private Placement, and the relevant authorization, as the aforementioned details.

Resolution: The resolution on this agenda requires not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 5.3 **To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 2 (TL-W2)**

The allocation of 949,875,357 newly issued ordinary shares with a par value of THB 1.00 per share to accommodate the exercise of the TL-W2 Warrants, in an amount not exceeding 949,875,357 units, which are allocated and offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at no cost. The exercise ratio shall be 1 unit of the Warrant to 1 ordinary share, with the exercise price to be notified at the Extraordinary General Meeting of Shareholders No. 2/2025 under this agenda item, which will be within the range of THB 0.8 – 1.2 per share (except in the case of an adjustment to the exercise ratio and exercise price).

As the Company has been operating for at least one year and has the Accumulated Loss, the Company may determine the exercise price of the TL-W2 Warrant at a price lower than the par value of the Company' shares, provided that this requires the approval of a shareholders' meeting with the specific discount rate clearly defined, in compliance with Section 52 of the Public Limited Company Act, under which the exercise price of the TL-W2 Warrant (whether there will be an adjustment of rights or not) shall not be lower than THB 0.01 per share.

In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to determine all matters relating to the issuance and offering of the Warrants in all respects. This includes, but is not limited to, the issuance date of the Warrants, the date for determining the names of shareholders who shall be entitled to receive the Warrants (Record Date), the exercise period,

the exercise date, the exercise of conversion rights, and other terms and conditions of the Warrants. They shall also have the authority to amend wording or content in documents or minutes of the shareholders' meeting; to contact, sign, and submit applications, documents, and other necessary evidence to government authorities or any relevant agencies; to list the Warrants and the newly issued shares arising from the exercise of the Warrants on the SET; and to take any other actions necessary and appropriate in connection with the issuance and offering of the Warrants.

Opinion of the Board: The Board of Directors deems that it is appropriate to propose the Shareholders' Meeting to consider and approve the allocation of 949,875,357 newly issued ordinary shares, with a par value of THB 1.00 per share to accommodate the exercise of the TL-W2 Warrants, in an amount not exceeding 949,875,357 units, which are allocated and offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at no cost, and the relevant authorization, as the aforementioned details.

Resolution: This agenda requires approval by a majority of the total votes of the shareholders present at the Meeting and casting their votes.

Agenda 6 To consider any other business (if any)

The Company has determined the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date) on **5 August 2025**. The Company has published the invitation letter for the EGM along with the supporting documents on the Company's website at <https://www.techleadnbn.co.th> under the topic "Shareholder Information" in the "Investor Relations" section. **For the Extraordinary General Meeting of Shareholders No. 2/2025 to be held on 12 September 2025, the Company has decided to conduct the Meeting via electronic media (e-Meeting) in accordance with the regulations set out in the relevant laws regarding electronic meetings.** The Company will ensure that the Meeting is conducted transparently, correctly according to the law, and in compliance with the Company's articles of association to comply with the shareholders' meeting regulations of the Securities and Exchange Commission.

Shareholders who wish to attend the Meeting in person or wish to appoint an independent director, as stipulated in **Enclosure No. 5**, or any other person to attend the Meeting on their behalf, are required to prepare documents or evidence required to be presented for registration to attend the meeting via electronic media as stipulated in **Enclosure No. 6**.

Sincerely yours,



(Mr. Panthawat Nakvisut)

Chairman of the Board

Remarks:

1. For convenience in attending the Meeting, shareholders or proxy holders can pre-register between 5 September 2025 to 10 September 2025, by following the details provided in the **Enclosure No. 9.**
2. Shareholders can view the invitation to the Extraordinary General Meeting of Shareholders No. 2/2025 and accompanying documents on the Company's website at <https://www.techleadnbn.co.th> under the topic "Shareholder Information" in the "Investor Relations" section starting from 25 August 2025.
3. The Company's office for submitting the proxy forms in advance of the Meeting, on 10 September 2025 at 5.00 p.m., at TECHLEAD NPN Public Company Limited, No.50 Chulabhorn 60th Anniversary Science Research Center Building, 5th floor, Faculty of Science, Kasetsart University, Ngamwongwan Road, Lat YaoSud-district, Chatuchak District, Bangkok 10900.

(Translation)

Minutes of the 2025 Annual General Meeting of Shareholders

Techlead NPN Public Company Limited

The 2025 Annual General Meeting of Shareholders (the "Meeting") was held on 25 April 2025, through electronic means. According to the Emergency Decree on Electronic Meeting B.E. 2563, the video and audio broadcast of the Meeting from the meeting room of the Company headquarter.

The meeting began at 2.00 p.m.

Mr. Panthawat Nakvisut, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the "Chairman"). The following directors, auditor, and legal advisor of the Company were present at the Meeting:

Directors in attendance:

- | | | |
|----|-------------------------------------|--|
| 1. | Mr. Panthawat Nakvisut | Chairman of the Board of Directors |
| 2. | Mr. Puriphat Petdee | Vice Chairman of the Board of Directors/ Member of the Executive Committee/ Chairman of the Risk Management Committee/ Member of the Nomination and Remuneration Committee (attended the Meeting through electronic media) |
| 3. | Dr. Woraphat Phucharoen | Independent Director/ Chairman of the Audit Committee (attended the Meeting through electronic media) |
| 4. | General Puttawat Yoodthanawachapong | Independent Director/ Member of the Audit Committee/ Chairman of the Corporate Governance and Sustainability Committee (attended the Meeting through electronic media) |
| 5. | Miss.Sudjai Pansin | Independent Director/ Member of the Audit Committee/ Member of the Corporate Governance and Sustainability Committee/ Member of the Nomination and Remuneration Committee/ |

- | | | |
|----|------------------------------|--|
| | | Member of the Risk Management Committee (attended the Meeting through electronic media) |
| 6. | Mr.Issara Rounsuk-Udom | Director/ Chairman of the Executive Committee/ Chief Executive Officer/ Company Secretary |
| 7. | Mrs.Nopparat Suttikul | Independent Director/ Member of the Corporate Governance and Sustainability Committee/ Member of the Risk Management Committee |
| 8. | Miss Chawanporn Niransawasdi | Director/ Member of the Executive Committee/ Member of the Corporate Governance and Sustainability Committee/ Member of the the Nomination and Remuneration Committee (attended the Meeting through electronic media) |

The proportion of the Company's directors attending the meeting was 100 percent.

The auditors from Karin Audit Company Limited (attended the Meeting through electronic media)

1. Mr. Worapol Viriyakulpong

External Legal Advisor

1. Miss Jantima Chinnapong

Moderator

1. Mr.Wongwiwat Hema

The Moderator welcomed and thanked the shareholders for their participation in the 2025 Annual General Meeting of Shareholders of the Company and informed the shareholders that the meeting should be conducted by electronic means, which is in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 and the Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563. Inventech Systems (Thailand) Company Limited, a professional service provider for organizing electronic Meeting certified by relevant authorities, had been authorized to manage the Meeting.

The Moderator informed the meeting that there is an External Legal Advisor attending the meeting to witness the voting procedure and to ensure that the meeting shall proceed in accordance with laws, the Company's Articles of Association, as well as Good Corporate Governance Principles with a transparency

manner. The Company's auditor from Karin Audit Company Limited has also been invited to attend the Meeting.

The Moderator informed the meeting that the Company should broadcast both audio and video from the meeting room of the Company's headquarter and the Company had recorded the Meeting in the form of video media. The Moderator then explained how to communicate with the Meeting and how to verify shareholders' identity for registration purposes in accordance with details shown in Enclosure 8 sent to all shareholders together with the Invitation Letter of the Meeting.

The Moderator asked for shareholders' cooperation to express opinions or ask questions after the directors and executives explained each agenda's details. Additionally, if questions or opinions are not related to that agenda, the Moderator clarified that the Company reserves the right to respond to other agendas or related agendas as the Company deems appropriate. The Moderator also informed the Meeting of how to contact the Call Center if any problems arise during the use of the system.

The Moderator introduced the directors and executives, legal advisors, independent financial advisor, and the auditors who attended the Meeting, as shown in this Meeting's minutes. The Moderator then informed the Meeting that the Company had fixed the date to determine the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) in accordance with the Securities and Exchange Act B.E. 2535 (Section 89/26) on 21 March 2025.

The Moderator informed the Meeting that there was 1 shareholder who attended the Meeting in person and 28 by proxy, which were 29 persons in total, equal to 1,737,918,600 shares or 62.515 percent of the issued and paid-up shares with voting rights at this meeting. Therefore, from the number of shareholders attending the meeting and the number of shares held, a quorum was constituted under the Articles of Association of the Company.

Therefore, The Moderator invited the Chairman to open the 2025 Annual General Meeting of Shareholders of the Company.

Mr. Panthawat Nakvisut, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the "Chairman"), opening the 2025 Annual General Meeting of Shareholders by informing the meeting that The Company would like to thank the shareholders for their valuable time to attend the 2025 Annual General Meeting of Shareholders.

The Chair invited the Moderator to explain the steps and procedures of the Meeting.

The Moderator explained the voting procedure for each agenda item to the Meeting as follows:

1. To cast a vote, one share shall have one vote. A shareholder may cast his or her vote to either [approve], [disapprove] or [abstain] from voting. Except for the shareholders who act as custodian shall

have the right to split the vote. If the shareholders do not vote within the specified time, the Company will consider the shareholders to agree on that agenda.

2. For Agenda 5 regarding the appointment of directors in replacement of those who must retire by rotation, each nominated person shall be elected individually in accordance with the Good Corporate Governance Principles.
3. Voting procedure for each agenda item
 - (1) In the voting process, shareholders are to select the agenda they wish to vote on. The system will then display buttons for voting with a total of 4 buttons: 1. Approve (green) 2. Disapprove (red) 3. Abstain (orange) and 4. Cancel vote (blue). Once completed, press "Confirm."
 - (2) If no selection is made within the specified time frame, the company will consider that you approve of that agenda. Voting can be changed until the announcement of the close of voting.
 - (3) Shareholders have approximately 1 minute to vote after the voting for each agenda is announced open. Once the time limit is reached, the closure of voting results for each agenda will be announced, and the results of that agenda will be subsequently declared to the meeting.
 - (4) In the event that a shareholder exits the meeting before the voting for any agenda is closed, the shareholder will not be counted as part of the quorum for that agenda, and their votes will not be counted. However, if the shareholder does not exit the meeting, it will be assumed that the shareholder still wishes to participate in that agenda.
4. Prior to voting on each agenda item, the Company will offer meeting participants the opportunity to pose questions or express their views on matters pertinent to that agenda item as deemed appropriate. Participants wishing to submit questions or comments on any agenda item may do so by typing their inquiries in the Q&A section or by recording and submitting their voice questions. Participants are required to state their first and last name before posing any questions. Should a considerable volume of questions be submitted regarding a particular agenda item, the Company will select the most relevant inquiries.

Before the commencement of consideration of agenda items, the Moderator asked if the shareholders had any questions about the voting rules and procedure.

There were no questions or comments from the shareholders.

The Chairman then requested the shareholders to consider the Agenda items as follows:

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

The Chairman assigned the Moderator to inform the meeting. The Moderator announced that the Company convened the Extraordinary General Meeting of Shareholders No. 1/2025 on 7 February 2025. The Company prepared the minutes and submitted a copy to the Stock Exchange of Thailand within 14 days of the meeting date, in accordance with legal requirements. The minutes were also made available on the Company's website for shareholders to review and verify. Details are included in Enclosure 1, which was distributed to shareholders with the meeting invitation.

The Board of Directors is confident that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 on 7 February 2025, have been recorded accurately and comprehensively. Therefore, it is appropriate to present the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 to the shareholders' meeting for consideration and approval.

The Moderator invited the shareholders to ask questions or expressing opinions.

There were no questions or comments from the shareholders.

The Moderator requested the shareholders to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025. The Moderator informed the Meeting that this agenda item must be passed by a majority vote of the shareholders who attended the Meeting and entitled to vote.

Resolutions: The meeting adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 held on 7 February 2025 as proposed with a majority vote of the shareholders who attended the Meeting and entitled to vote as follows:

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | - |
| Total | 1,737,918,600 | - |

Agenda 2 To acknowledge the reports of operating results for the year 2024

The Chairman assigned the Moderator to inform the meeting.

The Moderator announced that this agenda item is intended to present the Company's 2024 operating results and the 2024 Annual Information Form (56-1 One Report) to the shareholders. The Company has encapsulated the 2024 operating results in the 2024 Annual Report, which has been disseminated to

shareholders along with the meeting invitation in QR Code format and published on the Company's website, summarized as follows:

Mr.Issara Rounsuk-Udom , Chief Executive Officer, presented a summary of the Company's operating results for 2024 at the meeting as follows:

In 2024, the Company's sales revenue experienced a significant decline of 4.58 million baht compared to the previous year. This decline resulted from the necessity to recognize the full extent of actual costs incurred due to low-quality products, compelling the Company to sell these products at prices below market value. Additionally, the Company reported a loss on the impairment of goods anticipated to be received below cost in the "Other Income" section, reflecting a decrease of 120.16 million baht from the prior year. This reduction was attributable to two primary factors:

- The loss on the revaluation of equity investments measured at fair value through the income statement decreased by 92.86 million baht, attributed to an increase in the market price of the Company's trading securities in 2024 relative to the beginning of the year, thereby resulting in a profit. This contrasts with the decline in market prices observed in 2023, which led to losses from the valuation of unsold equity investments.
- The loss on changes in the fair value of biological assets decreased by 15.57 million baht, or 29.41%, due to the Company's decision to delay cultivation in 2024.

Furthermore, other income decreased by 2.00 million baht as the Company recorded a loss on the sale of equity securities for working capital purposes in 2024.

Expenses in 2024 decreased by 1,211.03 million baht compared to the previous year. This reduction was primarily attributed to lower employee-related expenses, including salaries and consulting fees, following a company restructuring aimed at minimizing unnecessary costs. This aligned with the reduction in employee count and expenses associated with advertising and public relations. Additionally, office service fees declined due to the company's relocation.

The Company also reported a decrease in goodwill impairment losses amounting to 1,190.74 million baht. This was a result of the revised present value of the subsidiaries' anticipated future cash flows for 2024, which fell short of expectations. Factors contributing to this decline include the nascent nature of the hemp and cannabis business, coupled with uncertainties related to government policy, environmental conditions, and economic factors impacting quality, quantity, and price. These elements will influence future impairment assessment of assets.

The Company evaluated the recoverable amounts of two subsidiaries employing the net present value method, adjusted by actual operational results, in comparison to the book value of the cash-generating units. The findings revealed that the recoverable amounts were lower than the book values of these assets.

Consequently, the Company determined the necessity of recording an impairment loss for both subsidiaries, inclusive of goodwill in the consolidated financial statements and investments in subsidiaries.

As reported, the Company's operating results for 2024 indicated a loss of 52.86 million baht, in contrast to a loss of 1,394.41 million baht in 2023. This loss was largely due to asset impairments in two subsidiaries and evolving business conditions. As of December 31, 2024, the company held total assets valued at 226.10 million baht, a decrease of 45.38 million baht compared to 2023, alongside total liabilities of 22.04 million baht. Shareholders' equity stood at 204.06 million baht, resulting in a debt-to-equity ratio of 0.11 for 2024.

The Company has adopted a policy of seeking new investments, with a particular focus on information technology, which presents high returns and aligns with current megatrends. Several projects are currently undergoing feasibility studies. The Company is equipped with funding from a private placement, approved by the shareholders' meeting earlier this year. Further details are provided in Form 56-1 and disseminated through the Stock Exchange of Thailand.

The Board of Directors has determined it appropriate to present the Company's 2024 operating results and the 2024 Annual Information Form (56-1 One Report) to the shareholders' meeting, as outlined below.

The Moderator facilitated an opportunity for the meeting attendees to express their opinions and ask additional questions. No further inquiries were made. The Moderator then clarified that this agenda item was for informational purposes, thus no voting was necessary. With no further questions, the meeting was deemed to have acknowledged the Company's 2024 operating results and the 2024 Annual Information Form (56-1 One Report).

Agenda No. 3 To consider and approve the Company's financial statements for the accounting periods ending 31 December 2023, and 31 December 2024.

The Chairman assigned the Moderator to inform the meeting in detail.

The Moderator conveyed to the meeting that the Securities and Exchange Commission (SEC) had expressed concerns regarding the reasonableness and appropriateness of the assumptions utilized in determining the recoverable amount for impairment assessments related to the subsidiaries, Cannabis Way Co., Ltd. and CBD Bioscience Co., Ltd. This matter has had an impact on the information presented in the consolidated and separate financial statements submitted to the SEC. Consequently, the Company was requested to amend its 2023 financial statements. The Company has complied with this request by amending and submitting the revised financial statements, which have undergone audit and review by the auditor, to the SEC.

In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Section 40 of the Company's Articles of Association, the Board of Directors is mandated to prepare a balance

sheet and profit and loss statement at the conclusion of each fiscal year for presentation to the shareholders at the annual general meeting.

Accordingly, the Company has prepared its financial statements for the fiscal years ending 31 December 2023, and 31 December 2024. Detailed information is provided in the 2024 Annual Report (QR Code format), which has been distributed to shareholders alongside the meeting invitation. The financial statements for these periods have been audited by Karin Audit Company Limited., the Company's certified public accountant appointed by the 2024 Annual General Meeting of Shareholders. The auditors have affirmed that the financial statements are fairly presented in accordance with Thai financial reporting standards. Additionally, the Audit Committee has reviewed the financial statements and reached the conclusion that they are fairly presented in compliance with Thai financial reporting standards.

The Board of Directors has decided to present the Company's financial statements for the fiscal year ending 31 December 2023, and the fiscal year ending 31 December 2024, to the shareholders' meeting for consideration and approval. These financial statements have been audited by the Company's certified public accountants and reviewed by the Audit Committee, as mentioned earlier.

The Moderator facilitated an opportunity for participants to express their opinions and ask questions. No additional questions were raised. The moderator then motioned for a vote on this agenda item, which requires approval by a majority of the shareholders present and voting.

Resolutions: The meeting resolved to approve the Company's financial statements for the fiscal year ending 31 December 2023, and for the fiscal year ending 31 December 2024, by a majority of the total votes of shareholders present and voting at the meeting, as follows:

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | - |
| Total | 1,737,918,600 | - |

Agenda 4 To consider the approval for omitted dividend payment

The Chair assigned the Moderator to inform the Meeting in detail.

The Moderator the meeting that Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 42 of the Company's Articles of Association prohibit the payment of dividends from funds other than profits if the Company has accumulated losses.

The Company reported a net loss from its operations for the fiscal year ending December 31, 2024, amounting to (52,861,541) baht. Consequently, the meeting was requested to consider and approve the suspension of dividend payments for the 2024 operating results.

The Board of Directors determined it appropriate to propose to the shareholders' meeting the suspension of dividend payments for the 2024 operating results, as detailed in the proposal.

The moderator permitted the meeting to express opinions and ask further questions; however, no additional inquiries were made.

With no further questions, the moderator proposed that the shareholders vote on this agenda item, which must receive a majority vote from the shareholders present and casting their votes.

Resolutions: The meeting resolved, by a majority vote of the total number of votes of shareholders present and voting, to approve the suspension of dividend payments for the 2024 operating results as follows:

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | - |
| Total | 1,737,918,600 | - |

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

The Moderator announced that, in alignment with good corporate governance principles, Mrs. Nopparat Suttikul, an independent director, would preside over this agenda item. Mrs. Nopparat Suttikul, upon assuming the role, tasked the Moderator with advancing this agenda item. The Moderator subsequently informed the meeting that three directors, whose terms are set to expire at the 2025 Annual General Meeting of Shareholders, have been nominated for re-election as directors of the Company for an additional term as follows:

- | | | |
|----|-------------------------|--|
| 1. | Mr. Panthawat Nakvisut | Chairman of the Board of Directors |
| 2. | Dr. Woraphat Phucharoen | Independent Director / Chairman of the Audit Committee |
| 3. | Mr. Issara Rounsuk-Udom | Director / Chief Executive Officer |

The three directors expressed their intention to temporarily exit the meeting room to abstain from participation in this agenda item. They will be invited back once the voting on this item has concluded.

The Moderator informed the meeting that, in accordance with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 18 of the Company's Articles of Association, one-third of the directors must retire at each annual general meeting. If the total number of directors cannot be evenly divided by three, the number closest to one-third will retire. Directors who have resigned are eligible for re-election.

The Company currently has eight directors. At the 2025 annual general meeting of shareholders, three directors will retire by rotation as follows:

- | | | |
|----|-------------------------|--|
| 1. | Mr. Panthawat Nakvisut | Chairman of the Board of Directors |
| 2. | Dr. Woraphat Phucharoen | Independent Director / Chairman of the Audit Committee |
| 3. | Mr. Issara Rounsuk-Udom | Director / Chief Executive Officer |

The Board of Directors, excluding those with vested interests, has reviewed the qualifications of the three directors slated for retirement by rotation at the 2025 Annual General Meeting of Shareholders, as outlined in Enclosure 3, which was distributed to shareholders along with the meeting invitation. The Board concludes that all three candidates possess the knowledge, capabilities, experience, and expertise advantageous to the Company's operations and are deemed suitable for the Company's business. They meet the necessary qualifications and do not exhibit any disqualifying attributes under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (as amended), and all applicable announcements or regulations. Independent directors are required to provide opinions independently and in accordance with relevant criteria and must meet the qualifications defined by the Company's standards, which align with those established by the Securities and Exchange Commission and the Stock Exchange of Thailand.

Additionally, the Company provided shareholders with the opportunity to nominate candidates for directorship between 16 December 2024, and 31 January 2025. However, no additional candidates were nominated.

The Board of Directors has determined it appropriate to propose the reappointment of the three directors retiring by rotation for approval at the shareholders' meeting. The names are as follows:

1. Mr. Panthawat Nakvisut Chairman of the Board of Directors
2. Dr. Woraphat Phucharoen Independent Director / Chairman of the Audit Committee
3. Mr. Issara Rounsuk-Udom Director / Chief Executive Officer

The Board of Directors has reviewed and determined that the nominated individuals for independent director positions fulfill the legal qualifications required under the regulations governing independent directors. The moderator facilitated the meeting, inviting members to express their opinions and pose additional questions. No further inquiries were presented during this agenda item. Subsequently, the moderator proposed a vote on the agenda item. The meeting will proceed to vote on the appointment of individual directors, contingent upon receiving the majority approval of all shareholders present and casting their votes.

Resolutions: The Meeting resolved to approve the reappointment of three directors whose terms had expired, following a majority vote by the shareholders present and voting at the meeting, as detailed below:

The Meeting considered and voted for each director individually as follows:

1. Mr. Panthawat Nakvisut

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 130,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 1,607,000,000 | - |
| Total | 1,737,918,600 | - |

2. Dr. Woraphat Phucharoen

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | - |
| Total | 1,737,918,600 | - |

3. Mr.Issara Roungsuk-Udom

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | - |
| Total | 1,737,918,600 | - |

Upon conclusion of the discussion and voting regarding this agenda item, the moderator invited the three directors to rejoin the meeting.

Agenda 6 To consider and approve the directors' remuneration for 2025

The Chairman assigned the Moderator to inform the meeting of the details of this agenda item.

The Moderator informed the meeting that Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 23 of the Company's Articles of Association require that director remuneration be approved by the shareholders' meeting.

The Company's policy aims to ensure that directors receive remuneration commensurate with their duties and responsibilities, which will be reviewed on an annual basis. The Nomination and Remuneration Committee will assess the appropriateness of the remuneration components and amounts, ensuring alignment with the directors' responsibilities. This assessment will include a comparison with remuneration practices of peer companies within the same industry, particularly those listed in the technology sector of similar scale. The committee will also consider the Company's performance, the broader economic context, and future business plans.

The Board of Directors has thoroughly evaluated various factors, including the Company's performance and operational scale, ensuring alignment with the responsibilities of the Board and its subcommittees. The remuneration for the Board of Directors and subcommittees for 2025 has been reviewed by the Nomination, Remuneration, and Corporate Governance Committee and the Board of Directors. The Board finds it appropriate to propose that the shareholders' meeting approve the remuneration for the Board of Directors and subcommittees. The details of the remuneration are as follows:

| Compensation component | 2024 | 2025 |
|--|---------------------------------|---|
| <u>The Board of Directors</u> | | |
| 1. Monthly Compensation <ul style="list-style-type: none"> ● Chairman ● Director | 1,200,000 Baht / year -None- | 1,200,000 Baht / year 150,000 Baht / year |
| 2. Meeting allowance <ul style="list-style-type: none"> ● Chairman ● Director | 30,000 Baht 20,000 Baht | 30,000 Baht 20,000 Baht |
| 3. Bonus | -None- | 0.5% of net profit, but not exceeding 10 million baht, with the Chairman having the authority to allocate it to the directors as appropriate, taking into account their responsibilities and performance. |
| <u>The Audit Committee</u> | | |
| 1. Monthly Compensation <ul style="list-style-type: none"> ● Chairman of the Audit Committee ● Member of the Audit Committee | -None- -None- | 250,000 Baht / year 50,000 Baht / year |
| 2. Meeting allowance <ul style="list-style-type: none"> ● Chairman of the Audit Committee ● Member of the Audit Committee | 25,000 Baht 20,000 Baht | 25,000 Baht 20,000 Baht |
| <u>Member of the Risk Management Committee / Executive Committee / The Nomination & Remuneration Committee / Other Sub-Committee</u> | | |
| Meeting allowance <ul style="list-style-type: none"> ● Chairman of the sub-committee ● Member of the sub-committee | 20,000 Baht 15,000 Baht | 20,000 Baht 15,000 Baht |

The Board of Directors has proposed the matter to the shareholders' meeting for consideration and approval of the remuneration of the Company's directors for 2025, as detailed in the proposal.

The Moderator facilitated an opportunity for the meeting attendees to express their opinions and pose additional questions; however, no further inquiries were made. In the absence of further questions, the

moderator advanced the proposal for a vote on this agenda item, which requires a minimum approval threshold of two-thirds (2/3) of the total votes cast by shareholders present at the meeting.

Resolutions: The Meeting approved the directors' remuneration for 2025 as proposed with the vote of not less than two-thirds of the total votes of shareholders attended the meeting as follows:

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | 0.00 |
| Total | 1,737,918,600 | - |

Agenda 7 To consider and approve the appointment of auditor and fix the auditor fee for the year 2025

The Chairman assigned the Moderator to inform the Meeting of the details of this agenda item.

The Moderator informed the meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 37 of the Company's Articles of Association mandate the appointment of an auditor and the determination of the audit fee of the Company at the annual general meeting of shareholders. The same auditor may be reappointed.

The Audit Committee has evaluated and selected the auditors for the fiscal year 2025. Following a review of the auditors' qualifications, independence, knowledge, capabilities, experience, auditing expertise, and past performance, a proposal was submitted to the Board of Directors for approval and subsequently to the shareholders' meeting for consideration and appointment. Karin Audit Co., Ltd., an independent audit firm recognized for its auditing expertise and adherence to widely accepted auditing standards, is presenting the following auditors for the purpose of conducting the audit and providing an opinion on the financial statements of the Company and its subsidiaries. One of the auditors listed below is proposed to perform the audit and express an opinion on the Company's financial statements.

| Name of Auditor | Certified Public Accountant No. |
|-------------------------------|---------------------------------|
| (1) Mr. Komin Linphrachaya | 3675 and/or |
| (2) Mr. Jadesada Hungsapruerk | 3759 and/or |

| Name of Auditor | Certified Public Accountant No. |
|-------------------------------------|---------------------------------|
| (3) Mr. Supoj Mahantachaisakul | 12794 and/or |
| (4) Ms. Kanwarat Saksriborworn | 13273 and/or |
| (5) Ms. Kannika Wipanurat | 7305 and/or |
| (6) Mr. Jirote Sirirrote | 5113 and/or |
| (7) Ms. Nonglak Pattanabandith | 4713 and/or |
| (8) Mrs. Sumana Senivongse | 5897 and/or |
| (9) Mr. Worapol Wiriyakulapong | 11181 and/or |
| (10) Mr. Pojana Asavasontichai | 4891 and/or |
| (11) Mr. Wichian Proongpanish | 5851 and/or |
| (12) Ms. Kojchamon Sunhuan | 11536 and/or |
| (13) Ms. Bongkotrat Suamsiri | 13512 and/or |
| (14) Mr. Thanathit Raksasathienphap | 13646 |

In the event that the aforementioned auditors are unable to fulfill their responsibilities, Karin Audit Company Limited. will appoint another qualified auditor from within the firm to serve as the Company's auditor in their stead.

None of the auditors listed have served for more than five years and possess no relationships or interests with the Company, its subsidiaries, executives, major shareholders, or related parties. As such, they maintain independence in auditing and expressing their opinions on the Company's financial statements. Since the Company has subsidiaries, the auditors for these subsidiaries will be drawn from the same accounting firm as the Company. Further details are contained in Enclosure 4, which has been sent to shareholders with the meeting invitation.

The Board of Directors recommends that the shareholders' meeting approve the proposed audit fee for fiscal year 2025, amounting to no more than 1,460,000 baht for the audit and review of the consolidated financial statements and quarterly financial statements for the fiscal year ending 31 December 2025, consistent with the fee for 2024.

The Audit Committee has approved both the appointment of the Company's auditors and the determination of the audit fee mentioned above.

The Board of Directors recommends that the shareholders' meeting consider and approve the appointment of the following auditors:

| Name of Auditor | Certified Public Accountant No. |
|-------------------------------------|---------------------------------|
| (1) Mr. Komin Linphrachaya | 3675 and/or |
| (2) Mr. Jadesada Hungsapruerk | 3759 and/or |
| (3) Mr. Supoj Mahantachaisakul | 12794 and/or |
| (4) Ms. Kanwarat Saksriborworn | 13273 and/or |
| (5) Ms. Kannika Wipanurat | 7305 and/or |
| (6) Mr. Jirote Sirirorote | 5113 and/or |
| (7) Ms. Nonglak Pattanabandith | 4713 and/or |
| (8) Mrs. Sumana Senivongse | 5897 and/or |
| (9) Mr. Worapol Wiriyakulapong | 11181 and/or |
| (10) Mr. Pojana Asavasontichai | 4891 and/or |
| (11) Mr. Wichian Proongpanish | 5851 and/or |
| (12) Ms. Kojchamon Sunhuan | 11536 and/or |
| (13) Ms. Bongkotrat Suamsiri | 13512 and/or |
| (14) Mr. Thanathit Raksasathienphap | 13646 |

Karin Audit Company Limited has been appointed as the Company's auditor for the 2025 fiscal year, with the audit fee set at a maximum of 1,460,000 baht, as outlined below.

The Moderator invited the meeting attendees to share their opinions and pose any additional questions. There were no questions raised. The Moderator then proposed that the meeting proceed to vote on this agenda item, which requires approval by a majority of all shareholders present and voting.

Resolutions: The Meeting approved the appointment of the following auditors;

| Name of Auditor | Certified Public Accountant No. |
|--------------------------------|---------------------------------|
| (1) Mr. Komin Linphrachaya | 3675 and/or |
| (2) Mr. Jadesada Hungsapruerk | 3759 and/or |
| (3) Mr. Supoj Mahantachaisakul | 12794 and/or |
| (4) Ms. Kanwarat Saksriborworn | 13273 and/or |
| (5) Ms. Kannika Wipanurat | 7305 and/or |
| (6) Mr. Jirote Sirirorote | 5113 and/or |
| (7) Ms. Nonglak Pattanabandith | 4713 and/or |
| (8) Mrs. Sumana Senivongse | 5897 and/or |
| (9) Mr. Worapol Wiriyakulapong | 11181 and/or |
| (10) Mr. Pojana Asavasontichai | 4891 and/or |
| (11) Mr. Wichian Proongpanish | 5851 and/or |

| Name of Auditor | Certified Public Accountant No. |
|-------------------------------------|---------------------------------|
| (12) Ms. Kojchamon Sunhuan | 11536 and/or |
| (13) Ms. Bongkotrat Suamsiri | 13512 and/or |
| (14) Mr. Thanathit Raksasathienphap | 13646 |

The Meeting also determine the remuneration of the Company's auditors for the year 2025 at an amount not exceeding 1,460,000 baht, by a majority vote of the total number of votes of shareholders in attendance at the meeting and casting votes as follows:

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | - |
| Total | 1,737,918,600 | - |

Agenda 8 To consider and approve the amendments to the objectives and the Memorandum of Association, Section 3, pertaining to the Company's objectives in the field of information technology.

The Chairman assigned the Moderator to inform the Meeting of the details of this agenda item.

The Moderator announced to the meeting that to support the Company's future business operations, which include plans to expand investments and pursue additional opportunities in the information technology sector, the current objectives do not sufficiently address these needs. Consequently, it is necessary to amend the objectives and revise Clause 3 of the Memorandum of Association to incorporate 16 additional objectives, Clauses 48 to 63, as follows:

(48) Engage in the trading, manufacturing, distribution, design, creation, and development of systems, programs, computer software, websites, or applications for operating systems across various media, including computers, mobile phones, or other electronic media devices, for sale or to support the Company's business and operations.

(49) Engage in the development of programs for government agencies or the private sector, encompassing program installation, repair, maintenance, and user guidance, as well as training and instruction related to computer programs, and the operation of computer-related schools or institutions.

(50) Engage in designing, consulting, training, creating, improving, and modifying computer systems, programs, networking, and telecommunications, which includes providing services related to internet

communications, computers, and equipment, with a focus on modern technology and software design for networking solutions.

(51) Engage in providing advice, explanations, and consulting on business matters, as well as repairing, improving, and modifying computers, alongside offering evaluation, analysis, and research for data collection, including hiring for the development of computer programs and designing computer systems and data.

(52) Engage in consulting, designing, producing, and developing computer programs and content for telephones, electronic devices, and all types of internet-enabled devices, while providing expertise and advice on computers and computer programs for compensation.

(53) Engage in the electronic commerce business.

(54) Operate an online trading center for diverse product categories by facilitating a central market for the acquisition or sale of various products through the Internet and additional related services.

(55) Operate a distribution system for goods and services via electronic media, online platforms, and websites, which do not fall under direct sales or direct marketing businesses as defined by the Direct Sales and Direct Marketing Act B.E. 2545 (2002).

(56) Conduct direct and indirect electronic commerce services through a network utilizing specific or general programs, which are exempt from classification as direct sales or direct marketing businesses under the Direct Sales and Direct Marketing Act B.E. 2545 (2002).

(57) Manage an electronic money card business and associated activities related to the issuance of electronic money cards for customers, enabling the purchase of goods and/or services from various establishments, which do not constitute banking operations.

(58) Operate an intermediary service for the payment of goods, services, or other fees, including the provision of payment network services through various methods.

(59) Engage in activities related to electronic payment services, including clearing services, settlement services, credit card network services, Electronic Data Capture Network (EDC Network) services, electronic payment services via diverse devices or networks, transaction switching services, payment acceptance services, and electronic money services for purchasing goods and/or receiving services from multiple sellers or service providers, irrespective of location and outside a unified distribution and service system.

(60) Provide consulting, promotion, and support to business organizations and other entities in the planning, procurement, development, and maintenance of software, hardware, databases, network and connectivity systems, and digital technology security systems.

(61) Provide consulting, promotion, and support to business organizations and other entities in the design and development of websites, applications, system software, application software, hardware systems, network and connectivity systems, and network and information security systems, in alignment with development objectives.

(62) Provide consulting, promotion, and support to business organizations and other entities in the design and development of data and program access controls for secure data exchange across networks, including the design and development of information systems for storing and reporting statistics to inform decision-making.

(63) Provide consulting, promotion, and support to business organizations and other entities in technical support services, including software installation, installation of personal computers and peripherals, troubleshooting, data and computer system recovery, as well as the maintenance and upkeep of computer systems.

The proposed amendment to the objectives concerning the nature of the company's IT business necessitates an adjustment to the Memorandum of Association to ensure consistency. The Board of Directors has resolved to recommend to the shareholders' meeting an amendment to Clause 3 of the Memorandum of Association to align with the revised objectives of the Company. The current objectives, which total 47, have been amended as follows:

"Article 3: The Company has identified 63 objectives."

The Board of Directors has submitted a proposal for approval at the shareholders' meeting, which seeks authorization for the Board of Directors, or an individual designated by the Board or an authorized director, to represent the Company in carrying out all necessary actions pertinent to the amendment of the Company's objectives and the modification of Clause 3 of the Memorandum of Association concerning the Company's objectives. This action will be taken in accordance with the requirements set forth by the Department of Business Development, Ministry of Commerce. The authorization encompasses the power to alter the phrasing or undertake any additional actions as mandated by the Registrar's directives.

Furthermore, the Board of Directors has agreed to present to the shareholders' meeting a proposal for the amendment of the Company's objectives and the modification of Clause 3 of the Memorandum of Association, specifically relating to the characteristics of the Company's operations within the information technology sector, as delineated previously. In the event that any objectives necessitate additional permissions, it is advised that the authorized directors be entrusted with the task of applying for such permissions in accordance with applicable legislation prior to advancing business activities, thereby ensuring legal compliance. This incorporates the authorization or delegation of authority, as previously outlined.

The Moderator conferred the opportunity for participants to articulate their perspectives or pose additional inquiries. No further inquiries were introduced. Upon the cessation of inquiries, the moderator proposed a

vote on this agenda item, which necessitates the approval of no fewer than three-quarters (3/4) of the total shareholders present and entitled to vote.

Resolutions: The meeting resolved to approve the amendment of the objectives and the amendment of the Memorandum of Association, Section 3, concerning the Company's objectives related to the nature of the Company's business in information technology, with a vote of no less than three-quarters (3/4) of the total number of votes of shareholders attending the meeting and possessing the right to vote, as follows:

| Shareholders' voting results | (votes) | Percentage |
|------------------------------|---------------|------------|
| Agree | 1,737,918,600 | 100.00 |
| Disagree | 0 | 0.00 |
| Abstention | 0 | 0.00 |
| Total | 1,737,918,600 | - |

The moderator initiated the meeting for comments and inquiries. The salient points were summarized as follows:

Mr. Songphon Sukonthaphong, a volunteer shareholder and proxy from the Thai Investors Association, posed a series of inquiries, summarizing the following:

1. Does the Company possess any plans to persist in its hemp and cannabis business?

Response: The Company intends to proceed with its hemp and cannabis business with caution, particularly concerning further investments due to the significantly altered business environment and the repercussions of regulatory and legal uncertainties.

2. The company has reported low revenue, losses, and has impaired 100% of its core business investments. What strategies does the Company have in place to enhance revenue or to mitigate losses and eliminate accumulated deficits?

3. What investment policy does the Company adhere to? (The investment-to-total-assets ratio in the most recent 2024 financial statements stands at 39%. Should it exceed 40%, the Company would be classified as an investment company, resulting in a reclassification within three years.)

4. Concerning the introduction of a new shareholder holding a 57.8% stake, the Company seeks to ascertain whether there are plans to modify its business type, and what its true core business will be in the future.

Responses to inquiries 2, 3, and 4: The Company has formulated a strategy to explore new ventures, particularly within the information technology sector ("Tech Business"), characterized by growth potential that can yield consistent cash flow, fortify the company's financial standing, and provide long-term returns and benefits to stakeholders. Following additional investment, alongside the incremental capital raised through the issuance and offering of securities as authorized by the Extraordinary General Meeting of Shareholders No. 1/2025, the Company will no longer be classified as an Investment Company.

5. What advancements has the company achieved in conducting Due Diligence (DD) on new enterprises related to the information technology sector?

Response: The Company is presently assessing the feasibility of investing in Tech businesses, which encompass (1) Technology Media, (2) Payment Gateway Solutions, (3) Marketplace Platforms, and/or (4) Software Development. Should certainty be established, further information will be disclosed.

6. The Company proposes to hold a hybrid shareholder meeting to facilitate flexible and direct communication between shareholders, the Company's executives, and the Board of Directors, aligning with the SEC's request for cooperation communicated in the letter dated 19 March 2025.

Response: This proposal was accepted for consideration at the forthcoming shareholder meeting.

In the absence of any additional matters proposed or inquiries made by the shareholders, the Chairman expressed gratitude to the shareholders for their attendance and formally adjourned the meeting at 4:15 p.m.

Signed _____ Chair of the Meeting
(Mr. Panthawat Nakvisut)
Chairman of the Board of Directors

**Preliminary Details of the Warrants to Purchase the Ordinary Shares of
Techlead NPN Public Company Limited No. 2**

| | |
|---|---|
| Securities Issuer | Techlead NPN Public Company Limited (the “ Company ”) |
| Name of the Securities Offered | Warrants to Purchase the Ordinary Shares of the Company No. 2 (the “ Warrants ” or “ TL-W2 ”) |
| Type of Warrants | Named certificate and transferable |
| Number of Warrants Issued and Offered | Not exceeding 949,875,357 units. |
| Number of Shares Allocated to Accommodate the Exercise of the Warrants | <p>949,875,357 shares (at the par value of THB 1.00 per share) equivalent to 22.48% of the total number of shares sold of the Company as of the date the Board of Directors approved the issuance and offering of TL-W2 warrants, which is calculated according to the following calculation formula:</p> $= \frac{\text{Reserved shares for TL-W2}}{\text{the total number of shares sold of the Company}}$ $= \frac{949,875,357}{4,224,797,738} = 22.48\%$ |
| Offering Method / Allocation Ratio | <p>The Company will allocate the Warrants to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at no cost, at the allocation ratio of 6 existing ordinary shares to 1 unit of the Warrants (any fractions resulting from the calculation shall be disregarded).</p> <p>In this regard, the Company will complete the issuance and offering of TL-W2 Warrants within 1 year from the date of approval by the shareholders' meeting. The date for determining the names of shareholders who shall be entitled to receive the TL-W2 Warrants (Record Date) will be determined and announced later.</p> <p>Since the Company has yet to determine the date for the issuance and offering of the Warrants which will depend on the Company's investment plan and the plan for utilization of proceeds, the Company has therefore calculated the number of Warrants to be allocated based on the number of shares after the capital increase through a private placement and under the general mandate. Such capital increase will be proposed for consideration and approval at the Extraordinary General Meeting of Shareholders No. 2/2025, at the same time as the agenda concerning the issuance and offering of Warrants.</p> |

| | |
|---|---|
| Offering Price Per Unit | THB 0.00 (Zero Baht). |
| Exercise Ratio | 1 unit of the Warrant is entitled to purchase 1 ordinary share of the Company, except in the case of an adjustment to the exercise ratio. |
| Exercise Price | <p>THB 0.8 – 1.2 per share. The authorized directors of the Company, or any person designated by the authorized directors of the Company shall have the authority to set the exact exercise price within the price range determined by the Board of Directors, except in the case of adjustment of the exercise price according to the conditions of the right adjustment (The exact exercise price will be announced at the Extraordinary General Meeting of Shareholders No. 2/2025 in Agenda Item No. 3)</p> <p>As the Company has been operating for at least one year and has accumulated losses, as evidenced by its separate financial statements for the accounting period ended 31 December 2024 (Audited) and its separate financial statements for the accounting period ended 31 March 2025 (Reviewed), the Company may determine the exercise price of the TL-W2 Warrant at a price lower than the par value of the Company' shares, provided that this requires the approval of a shareholders' meeting with the specific discount rate clearly defined, in compliance with Section 52 of the Public Limited Companies Act B.E. 2535 (as amended), under which the exercise price of the TL-W2 Warrant (whether there will be an adjustment of rights or not) shall not be lower than THB 0.01 per share.</p> |
| Issuance Date of Warrants | The authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to determine the issuance date of the Warrants. The Company will complete the issuance and offering of the Warrants within 1 year from the date of approval by the shareholders' meeting. |
| Term of the Warrants | Not exceeding 24 months from the issuance date of the Warrants. |
| The Conditions and Period for Exercise | The warrant holders shall be eligible to exercise their rights on every last business day of each quarter in each calendar year (i.e. the last business day of March, June, September and December) throughout the term of the Warrants (the “ Exercise Date ”). The first Exercise Date shall be the last business day of the first quarter following the issuance date of the Warrants, and the last Exercise Date shall be the maturity date of the Warrants which shall be no later than 24 months from the issuance date of the Warrants. |

| | |
|---|--|
| | In this regard, If the last Exercise Date does not fall on a business day of the Company or the Stock Exchange of Thailand, it shall be postponed to the preceding business day. |
| Secondary Market of the Warrants | The Company will list the Warrants as listed securities on the Stock Exchange of Thailand |
| Secondary Market of the Ordinary Shares Issued from the Exercise of the Warrants | The Company will list the ordinary shares issued upon the exercise of the Warrants as listed securities on the Stock Exchange of Thailand |
| Reasons to Issue New Shares to Accommodate the Adjustment of Rights | <p>When the Company adjusts the exercise price and/or the exercise ratio in accordance with the terms of adjustment upon the occurrence of any event specified in the terms and conditions of the warrants, which falls under Clause 11(4)(b) of the Notification of Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for Permission and Permission to Offer the Warrants representing the Rights to Purchase New Shares and the Newly Issued Shares Reserved for the Accommodation of the Exercise of the Warrants dated 15 December 2008 (as amended).</p> <p>In this regard, the authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to determine the conditions and other details related to the adjustment of the exercise price and exercise ratio.</p> |
| Conditions for Remaining Warrants | The Company will cancel the remaining Warrants. |
| Right Adjustment Conditions | <p>The Company will adjust the exercise price and/or the exercise ratio in accordance with the terms of adjustment upon the occurrence of any event specified in the terms and conditions of the warrants, which falls under Clause 11(4)(b) of the Notification of Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for Permission and Permission to Offer the Warrants representing the Rights to Purchase New Shares and the Newly Issued Shares Reserved for the Accommodation of the Exercise of the Warrants dated 15 December 2008 (as amended), or any other similar event, such as</p> <ol style="list-style-type: none"> (1) When there is a change in the par value of the Company's shares as a result of a share consolidation or share split; (2) When the Company offers newly issued shares at a low price; (3) When the Company offers convertible debentures at a low price or offers warrants at a low price; |

| | |
|---------------------------|---|
| | <p>(4) When the Company distributes dividends, in whole or in part, in the form of newly issued shares to shareholders;</p> <p>(5) When the Company pays the dividend in cash exceeding the rate specified in terms and conditions;</p> <p>(6) When any other event occurs similar to (1) to (5) that results in a reduction in the benefits that warrant holders would receive upon exercising their rights under the warrants.</p> |
| Warrants Registrar | Thailand Securities Depository Company Limited |
| Other Conditions | <p>The authorized directors of the Company, or any person designated by the authorized directors of the Company, shall have the authority to determine all matters relating to the issuance and offering of the Warrants in all respects. This includes, but is not limited to, determining the issuance date of the Warrants, the date for determining the names of shareholders who shall be entitled to receive the Warrants (Record Date), the exercise period, the exercise date, the exercise of conversion rights, and other terms and conditions of the Warrants. They shall also have the authority to amend wording or content in documents or minutes of the shareholders' meeting; to contact, sign, and submit applications, documents, and other necessary evidence to government authorities or any relevant agencies; to list the Warrants and the newly issued shares arising from the exercise of the Warrants on the Stock Exchange of Thailand; and to take any other actions necessary and appropriate in connection with the issuance and offering of the Warrants.</p> |

(F 53-4)

Capital Increase Report Form
Techlead NPN Public Company Limited
21 July 2025

We, Techlead NPN Public Company Limited (the “**Company**”) would like to notify the resolutions of the Board of Directors’ Meeting (Special) No. 3/2025 on 21 July 2025, regarding the capital increase and the allocation of the newly issued ordinary shares. The details are as follows:

1. Capital Decrease and Capital Increase

1.1 The Board of Directors’ Meeting resolved to approve the decrease of its registered capital in the amount of THB 3,465,202,262, from the existing registered capital of THB 7,690,000,000 to the new registered capital of THB 4,224,797,738, by canceling 3,465,202,262 shares that have been registered but unsold with a par value of THB 1.00 per share, which are the remaining ordinary shares from the allocation to accommodate (1) the exercise and rights adjustment of the warrants to purchase the ordinary shares of Eternal Energy Public Company Limited No. 1 (EE-W1) in the amount of 2,189,987,976 shares pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 and the resolution of the 2022 Annual General Meeting of Shareholders, and (2) the offering through a Private Placement of 1,275,214,286 shares pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025.

1.2 The Board of Directors’ Meeting resolved to approve the increase of its registered capital in the amount of THB 2,424,329,766, from the existing registered capital of THB 4,224,797,738 to the new registered capital of THB 6,649,127,504, by issuing not exceeding 2,424,329,766 newly issued ordinary shares with a par value of THB 1.00 per share, whereby the type of capital increase are as follows:

| Capital Increase | Type of Shares | Number of Shares (Shares) | Par Value (THB per Share) | Total (Baht) |
|--|------------------|---------------------------|---------------------------|---------------|
| <input checked="" type="checkbox"/> Specific purpose of utilizing the proceeds | Ordinary shares | 2,001,849,993 | 1.00 | 2,001,849,993 |
| | Preferred Shares | - | - | - |
| <input checked="" type="checkbox"/> General Mandate | Ordinary shares | 422,479,773 | 1.00 | 422,479,773 |
| | Preferred Shares | - | - | - |

2. Allocation of Newly Issued Shares

2.1 Specifying the Purpose of Utilizing Funds

| Allocated To | Number of Shares (Shares) | Ratio (Existing: New) | Offering Price (Baht per Share) | Date and time of subscription and share payment | Remark |
|--|---------------------------|---|---------------------------------|---|------------------------------|
| Private Placement | 1,051,974,636 | - | 0.41 | - | Please consider remark below |
| Accommodate the exercise of the TL-W2 Warrants | 949,875,357 | <u>Allocation Ratio</u> 6 Existing ordinary shares per 1 Warrant <u>Exercise Ratio</u> 1 unit of TL-W2 is entitled to purchase 1 newly issued ordinary share | Allocated at no cost | - | Please consider remark below |

Remarks:

The Board of Directors' Meeting resolved to the allocation of newly issued ordinary shares with a specified purpose for fund utilization by allocating 2,001,849,993 newly issued ordinary shares with a par value of THB 1.00 per share, as follows:

1. Approved the allocation of 1,051,974,636 newly issued ordinary shares, with a par value of THB 1.00 per share, whether once or several times, through a Private Placement, to 3 investors, namely, (1) Mr. Kereepat Supasinprapong, (2) Mr. Vichit Jirutitijareon, (3) Mr. Yossakorn Tripattanapong (collectively referred to as "PP Investors"), at an offering price of THB 0.41 per share, the total value is THB 431,309,600.76 (the "PP Transaction").
2. Approved the allocation of 949,875,357 newly issued ordinary shares with a par value of THB 1.00 per share to accommodate the exercise of the TL-W2 Warrants, in an amount not exceeding 949,875,357 units, which are allocated and offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at no cost. The exercise ratio shall be 1 unit of the Warrant to 1 ordinary share, with an exercise price of THB 0.8 – 1.2 per share (except in the case of an adjustment to the exercise ratio and exercise price).

Additional details are provided in Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of the Company (**Enclosure No.4**)

2.1.1 Company Procedures in the Case of Fractional Shares

In the event that the calculation results in fractions, such fractions shall be disregarded

2.2 General Mandate

| Allocated to | Type of securities | Number of shares (shares) | Percentage per the paid-up capital ^{2/ 3/} | Remark |
|---------------------------------|--------------------|---------------------------|---|------------------------------|
| Private Placement ^{1/} | Ordinary share | 422,479,773 | 10 | Please consider remark below |

Remarks:

- 1/ The Board of Directors' Meeting resolved to the increase of registered capital of the Company and the allocation of 422,479,773 newly issued ordinary shares with a par value of THB 1.00 per share under General Mandate, whether once or several times, through a Private Placement. The Investors must not be the connected persons of the Company pursuant to the Notification on Connected Transactions, and the total number of newly issued ordinary shares offered must not exceed 10% of the Company's paid-up capital as of the date of approval by the Board of Directors.
- 2/ Percentage per paid-up capital as of the date the Board of Directors of the listed company approved the capital increase under General Mandate.
- 3/ The newly issued ordinary shares under the PP Transaction and those under the General Mandate collectively represent 25.9% of the Company's paid-up capital after the capital increase under the PP Transaction and the capital increase under the General Mandate (if any).

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase and Allocation of Newly Issued Shares.

The Extraordinary General Meeting of Shareholders No. 2/2025 is scheduled to be convened on 12 September 2025 at 2.00 p.m., via the electronic meeting. The date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date) set on 5 August 2025.

4. Approval for Capital Increase / Share Allocation from Relevant Governmental Authorities and Conditions of such Approval (if any)

- 4.1. The Company shall register the capital decrease, capital increase, and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, within 14 days from the date of approval by the shareholders' meeting. In addition, the Company shall register the change in paid-up capital with the Department of Business Development, Ministry of Commerce, within 14 days from the date of receipt of the share subscription payment;

- 4.2. The Company shall submit an application to the SET for the listing of the newly issued ordinary shares as listed securities on the SET;
- 4.3. The Company shall submit an application to the SET for the listing of the Warrants and the ordinary shares arising upon the exercise of rights under the Warrants as listed securities on the SET.

5. Objectives of Capital Increase and Plans for Utilizing Proceeds obtained from the Capital Increase

Please consider additional details of the objectives of capital increase and plans for utilizing proceeds obtained from the capital increase in item 2 of the Information on the Issuance and Offering of Newly Issued Ordinary Shares of Techlead NPN Public Company Limited (**Enclosure No. 4**)

6. Benefits that the Company will receive from the Capital Increase / Share Allocation

The issuance and offering of the newly issued ordinary shares under PP Transaction and the issuance and offering of warrants to existing shareholders in proportion to their shareholding (Rights Offering) will be beneficial to the Company and the shareholders of the Company because the Company will be able to expand its investment in other businesses with growth potential, which can generate consistent cash flow for the Company and strengthen its financial position. Furthermore, it helps mitigate the risk of dependency on a single business and increases future opportunities for the Company. It also enhances the Company's potential and confidence in its operations among stakeholders, as well as strengthens trust with financial institutions.

In addition, the capital increase will provide the Company with the flexibility of liquidity to be used as working capital of the Company and its subsidiaries, which will create the Company's growth and increase the Company's competitiveness in the long term. This will not affect the Company's financial liquidity

The Company has a criterion for considering the investment in the Tech Business which include a minimum Internal Rate of Return (IRR) of 12.00 % and have potential upside from businesses that align with the anticipated mega-trends in the Tech Business. In this regard, investment in the Tech Business is worthwhile in comparison to the dilution effect in connection with the reduction in shareholding percentage.

7. Benefits that the Shareholders will receive from Capital Increase / Share Allocation

7.1 Dividend Policy

The Company has a dividend policy of not less than 40 % of the net profits, after corporate income tax and legal reserves in which the Company will consider its operational performance, financial position, liquidity, investment plan, necessity in using working capital for business

operation, business expansion and other factors relating to the management of the Company as the Board of Directors and/or shareholders of the Company deems appropriate, provided there is no accumulated losses in the shareholders' equity.

7.2 Right to Receive Dividends from the Company's Operations

PP Investors and TL-W2 Warrant holders who have been exercised their rights to purchase the ordinary shares of the Company will have the right to receive dividends when they are registered and recorded as shareholders of the Company in the Company's share register book and the Company has announced a dividend payment in accordance with relevant laws and regulations.

7.3 Others

-None-

8. **Other Details Necessary for Shareholders' Decision Making in the Approval of the Capital Increase / Share Allocation**

For the other details necessary for shareholders' decision making in the approval of the capital increase / share allocation, please refer to the Information on the Issuance and Offering of Newly Issued Ordinary Shares of Techlead NPN Public Company Limited (**Enclosure No. 4**)

9. **Timeline for the Process in Case the Board of Directors Passes a Resolution with the Approval of the Capital Increase / Share Allocation**

| No. | Actions | Date/Month/Year |
|-----|--|--|
| 1. | The date of the Board of Directors' Meeting No. 3/2025 | 21 July 2025 |
| 2. | The date for determining the names of shareholders who shall be entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date) | 5 August 2025 |
| 3. | The date of the Extraordinary General Meeting of Shareholders No. 2/2025 | 12 September 2025 |
| 4. | The date of registration of capital decrease and capital increase, including the amendment to the Memorandum of Association of the Company to be in line with the capital decrease and capital increase with Department of Business Development, Ministry of Commerce. | By 14 days from the date in which the resolution was approved by the shareholders' meeting |
| 5. | The Company offered the newly issued ordinary shares, through Private Placement, to PP investors | By the period approved by the shareholders' meeting, but no later than 3 months the date of the shareholders' meeting resolution. Alternatively, |

| No. | Actions | Date/Month/Year |
|-----|--|--|
| | | by 12 months from the date of the shareholders' meeting resolution if the shareholders explicitly resolve that, after the 3-month period, the Board of Directors or a person authorized by the Board of Directors can determine the offering price according to the market price at the time of the offering. However, it is expected to be completed by the year 2025. |
| 6. | Registration of the amendment to the paid-up capital with the Department of Business Development, Ministry of Commerce. | By 14 days from the date of receipt of the share subscription payment |
| 7. | Submitting application for permission from the Stock Exchange of Thailand to list the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. | Within 30 from the end date of subscription period |
| 8. | Offering newly issued ordinary shares under General Mandate through a Private Placement | The Company will allocate the newly issued shares under General Mandate within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest. |
| 9. | The date for determining the names of shareholders who shall be entitled to receive the Warrants (Record Date) | The Company will announce the date at a later time. The Company shall complete the offering of the Warrants and reserved shares within one year from the date of the Shareholders' Meeting resolution. |

The Company hereby certifies that the information contained in this report form is correct and complete in all respects.

Please be informed accordingly.

Sincerely,

- Mr. Issara Rounsuk-Udom-

(Mr. Issara Rounsuk-Udom)

Chief Executive Officer

Information Memorandum Concerning the Issuance and Offering of the Newly Issued Ordinary Shares of Techlead NPN Public Company Limited

The Board of Directors' Meeting of Techlead NPN Public Company Limited (the "**Company**") (Special No. 3/2025 convened on 21 July 2025, resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2025 to consider and approve the increase of its registered capital in the amount of THB 2,424,329,766, from the existing registered capital of THB 4,224,797,738 to the new registered capital of THB 6,649,127,504, by issuing not exceeding 2,424,329,766 newly issued ordinary shares with a par value of THB 1.00 per share. The Company will allocate 2,424,329,766 newly issued ordinary shares of the Company, which are divided into (1) the allocation of 1,051,974,636 newly issued ordinary shares through a Private Placement, (2) the allocation of 949,875,357 newly issued ordinary shares to accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 2 (TL-W2), and (3) the allocation of 422,479,773 newly issued ordinary shares under General Mandate, through a Private Placement.

In this regard, the Company has provided information memorandum on the issuance and offering of the newly issued ordinary shares, which are material to the shareholders' decision, as follows

1. The Offering Details

1.1. The Allocation of Newly Issued Ordinary Shares Through a Private Placement

The Company will allocate 1,051,974,636 newly issued ordinary shares with a par value of THB 1.00 per share, whether once or several times, through a Private Placement, to 3 investors (collectively referred to as the "**PP Investors**"), at an offering price of THB 0.41 per share, with a total transaction value of THB 431,309,600.76, with the following (the "**PP Transaction**"):

| No. | Name of PP Investors | Number of Allocated Shares (Shares) | Value of the Shares to be Allocated (THB) | Shareholding Ratio after the completion of PP Transaction (%) |
|--------------|-------------------------------|-------------------------------------|---|---|
| 1. | Mr. Kereepat Supasinprapapong | 750,974,636 | 307,899,600.76 | 14.2 |
| 2. | Mr. Vichit Jiruttitijareon | 283,200,000 | 116,112,000.00 | 5.4 |
| 3. | Mr. Yossakorn Tripattanapong | 17,800,000 | 7,298,000.00 | 0.3 |
| Total | | 1,051,974,636 | 431,309,600.76 | 19.9 |

In this regard, the PP Transaction is the offering of newly issued shares through a Private Placement, in which the Board of Directors has clearly determined the offering price to be proposed for the consideration and determination of the offering price by the shareholders' meeting, and it does not

constitute an offering of new shares at a price less than 90 % of the Market Price pursuant to the Notification of the Notification No. TorJor. 28/2565. The “**Market Price**” refers to the weighted average market price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders’ meeting, specifically from 9 July 2025 to 18 July 2025, which is equivalent to THB 0.45 per share (Information sourced from SETSMART at www.setsmart.com). The calculation details are as follows

| Date | Total Quantity (Shares) | Total Value (THB) | Average Price (THB/Share) |
|--------------------------|----------------------------|----------------------|------------------------------|
| 9 July 2025 | 3,894,600 | 1,871,492.00 | 0.48 |
| 11 July 2025 | 9,686,201 | 4,493,907.53 | 0.46 |
| 14 July 2025 | 10,955,419 | 4,996,285.74 | 0.46 |
| 15 July 2025 | 4,462,799 | 1,982,724.53 | 0.44 |
| 16 July 2025 | 4,214,000 | 1,865,325.00 | 0.44 |
| 17 July 2025 | 6,230,111 | 2,729,288.95 | 0.44 |
| 18 July 2025 | 5,476,059 | 2,323,954.18 | 0.42 |
| The Market Price | | | 0.45 |
| 90 % of The Market Price | | | 0.41 |
| Offering Price | | | 0.41 |

The offering of newly issued ordinary shares under the PP Transaction is not considered an offering of newly issued shares through a Private Placement in type of material case under the Notification No. TorJor. 28/2565, because, based on information available as of the date of this Board of Directors' meeting approving the PP Transaction, it does not appear that (1) the offering price is less than 90% of the Market Price; (2) the PP Transaction will result in any PP Investors becoming the shareholder with the highest voting rights in the Company; or (3) the transaction will impact earnings per share or cause control dilution of shareholders holding at least 25% of the number of paid-up shares prior to the Board of Directors' resolution to propose the agenda to the shareholders' meeting.

In this regard, PP Investors are characterized as financial investors who have a stable financial position and investment potential, and PP Investors have an understanding of the current business status of the Company. The details of each PP investor as follows:

| (1) Mr. Kereepat Supasinprapong | |
|--|--|
| Occupation/Experience | Private business and investor. Possesses working experience in business administration and investment. |
| Relationship with the Company | Not a connected person of the Company |
| Shares held in the Company before PP Transaction | 170,000,000 shares (As of 21 March 2025 ¹) |
| Shares held in the Company after PP Transaction | 920,974,636 shares |

| (2) Mr. Vichit Jiruttitijareon | |
|--|--|
| Occupation/Experience | Private business and investor. Possesses working experience in business administration and investment. |
| Relationship with the Company | Not a connected person of the Company |
| Shares held in the Company before PP Transaction | None (As of 21 March 2025) |
| Shares held in the Company after PP Transaction | 283,200,000 shares |

| (3) Mr. Yossakorn Tripattanapong | |
|--|--|
| Occupation/Experience | Private business and investor. Possesses working experience in business administration and investment. |
| Relationship with the Company | Not a connected person of the Company |
| Shares held in the Company before PP Transaction | None (As of 21 March 2025) |
| Shares held in the Company after PP Transaction | 17,800,000 shares |

1.2. The Allocation of Newly Issued Ordinary Shares to Accommodate the Exercise of the Warrants to Purchase the Ordinary Shares of the Company No. 2 (TL-W2)

The Company will allocate 949,875,357 newly issued ordinary shares with a par value of THB 1.00 per share to accommodate the exercise of the TL-W2 Warrants, in the amount of not exceeding 949,875,357 units, which are allocated and offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at no cost. The exercise ratio shall be 1 unit of the Warrant to 1 ordinary share, with an exercise price of THB 0.8 – 1.2 per share (except in the case of an adjustment to the exercise ratio and exercise price). The term of the Warrants shall be 24 months from the issuance

¹ Information about the shareholder as of 21 March 2025, which is the latest book-closing date (XM), updated with data from the Report on the results of sale of common shares offered to private placement (F53-5) dated 7 May 2025.

date. Additional details are provided in the Preliminary Details of the Warrants to Purchase the Ordinary Shares of the Company No. 2 (TL-W2) (Enclosure No. 2)

1.3. The Allocation of Newly Issued Ordinary Shares under General Mandate through a Private Placement.

The Company will allocate 422,479,773² newly issued ordinary shares with a par value of THB 1.00 per share under General Mandate, whether once or several times, through a Private Placement. The Investors must not be the connected persons of the Company pursuant to the Notification on Connected Transactions, and the total number of newly issued ordinary shares offered must not exceed 10% of the Company's paid-up capital as of the date of approval by the Board of Directors.

2. Objectives of Capital Increase and Proceeds Utilization Plan

2.1. Overview

Since the Extraordinary General Meeting of Shareholders No. 1/2025 held on February 7, 2025, approved the Company's capital increase and offering of 2,720,000,000 newly issued ordinary shares with a par value of THB 1.00 per share through a Private Placement, at an offering price of THB 0.19 per share, amounting to a total value of THB 516,800,000 in order to invest in the Tech business and to be used as working capital of the Company. However, the Company had offered the newly issued ordinary shares through a Private Placement of only 1,444,785,714 shares, amounting to a total amount of THB 274,509,285.66. From this amount, the Company has utilized THB 100,000,000 to acquire shares in GuPay Company Limited and to make further investments in GuPay Company Limited, which operates a payment gateway solution business regulated by the Bank of Thailand. Nevertheless, as the Company is in the process of seeking for investment opportunities and feasibility studies to invest in the Tech Business with further potential and to the Company's service expansion plan of GuPay Company Limited, the Company intends to increase its capital with specifying a proceed objective utilization of not exceeding THB 1,191,209,886.36 - 1,571,160,029.16. The plan to use the proceeds from the offering of newly issued ordinary shares under the PP Transaction and the proceeds from the exercise of TL-W2 Warrants are subject to the following objectives:

| Objectives of Utilization | Approximate Amount (THB) | Duration of Utilization |
|---|-----------------------------|----------------------------|
| The Proceeds from the Offering of Newly Issued Ordinary Shares under the PP Transaction | | |
| 1. Investment in the Tech Business | 400.0 – 431.31 | By 2025 |
| 2. Working capital of the Company and its subsidiaries | Not exceeding 31.31 | By 2025 |

² The newly issued ordinary shares under the PP Transaction and those under the General Mandate collectively represent 25.9% of the Company's paid-up capital after the capital increase under the PP Transaction and the capital increase under the General Mandate (if any).

| Objectives of Utilization | Approximate Amount (THB) | Duration of Utilization |
|--|------------------------------------|----------------------------|
| The Proceeds from the Exercise of TL-W2 Warrants | | |
| 3. Investment in the Tech Business and Other businesses related to the Tech business | Not exceeding 759.90 – 1,139.85 | By 2027 |
| Total | 1,191.21 – 1,571.16 | |

In this regard, the plans for utilizing the additional funds outlined above align with the Company's current business plan, which anticipates allocating the proceeds from the offering of the newly issued shares under the PP Transaction and the exercise of TL-W2 Warrants. However, the actual number of newly issued shares subscribed by PP Investors and TL -W2 Warrants exercised by warrant holders may be lower than expected, potentially resulting in the Company receiving less capital than initially planned. In such a scenario, the Company's plan for capital utilization may deviate from the intended use of funds as described above.

In addition, the Company will be able to access funds for business operations in a timely manner. Therefore, the Company plans to use the additional funds received from the allocation of newly issued ordinary shares under the General Mandate as working capital and/or for the expansion of investment in the Company and its subsidiaries.

2.2. Details of investment in Tech business

Details of investment in the Technology and Information Technology Industry (the "**Tech Business**") are in line with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025 held on 7 February 2025. The Company is currently in the process of feasibility study for further investment in the Tech Business, including (1) Technology Media Business, (2) Marketplace Platform Business, (3) Software House Business, and/or (4) E-Wallet Business in order that expanding the Payment Gateway Solution business in which the Company has invested in GuPay Company Limited on 16 June 2025. As the Company views that the Tech Business is a business with growth potential due to its ability to generate revenue and expand quickly. Additionally, the Tech Business requires low operating costs when compared to other businesses that require investments in assets, and is in line with the Mega Trend, being Digital Transformation. In this regard, people are spending more time with communication devices, which has resulted in online media and digital platforms play a crucial role in both Thai and global economies. Digital platforms serve as a link between consumers and sellers or businesses via the internet. The Company is expected to generate consistent cash flow. The Company has an investment policy to invest in projects with an internal rate of return (IRR) of not less than 12.00% and projects with a potential upside that align with megatrend directions, which the Company expected that megatrend directions will be happened with the Tech Business in the future.

However, the Company is currently in the process of feasibility study for further investment in the potential Tech Business. If the investment in the Tech business becomes clearer and the Company proceeds with the investment, the Company will comply with relevant laws and regulations, such as the criteria for asset acquisition transactions, related party transactions, and/or any applicable regulations. The Company will consider investing only in projects with satisfactory due diligence results that meet the investment criteria outlined above. However, if the due diligence results are unsatisfactory and/or do not meet the investment criteria, the Company will not proceed with the investment in such projects.

3. Dilution Effect and the Value Shareholders Receive Compared to the Impact of the Issuance and Offering of Newly Issued Ordinary Shares through a Private Placement

3.1. Control Dilution

After the issuance and offering of newly issued ordinary shares under PP Transaction, there will be an impact on the voting rights of existing shareholders (control dilution), as their voting rights will be reduced. This impact can be calculated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of voting rights of new shareholders}}{(\text{Number of paid-up shares} + \text{Number of voting rights of new shareholders})} \\
 &= \frac{1,051,974,636}{4,224,797,738 + 1,051,974,636} \\
 &= 19.94 \%
 \end{aligned}$$

3.2. Price Dilution

After the issuance and offering of newly issued ordinary shares under PP Transaction, there will be an impact on the price (Price Dilution) which can be calculated as follows:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{0.45 - 0.44}{0.45} \\
 &= 1.82\%
 \end{aligned}$$

Remarks:

Market price before offering = The weighted average price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders' meeting, specifically from 9 July 2025 to 18 July 2025, which is equivalent to THB 0.45 per share.

$$\begin{aligned}
 \text{Market price after offering} &= \frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{PP Offering Price} \times \text{Number of PP Shares})}{(\text{Number of paid-up shares} + \text{Number of PP Shares})} \\
 &= \frac{(0.45 \times 4,224,797,738) + (0.41 \times 1,051,974,636)}{(4,224,797,738 + 1,051,974,636)} \\
 &= \text{THB 0.44 per share}
 \end{aligned}$$

3.3. Earnings Per Share Dilution (EPS Dilution)

This cannot be calculated as the Company has net loss according to its consolidated financial statements.

4. Dilution Effect and the Value Shareholders Receive Compared to the Impact of the Issuance and Offering of Newly Issued Ordinary Shares under the General Mandate

4.1. Control Dilution

Upon completion of the offering of newly issued ordinary shares under the PP Transaction, if the Company proceeds with the offering of newly issued ordinary shares under the General Mandate, there will be an impact on the voting rights of existing shareholders (Control Dilution), resulting in a reduction of their proportionate voting rights. The impact is calculated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of PP shares under General Mandate}}{(\text{Number of paid-up shares} + \text{Number of PP Shares} + \text{Number of shares under General Mandate})} \\
 &= \frac{422,479,773}{4,224,797,738 + 1,051,974,636 + 422,479,773} \\
 &= 7.41 \%
 \end{aligned}$$

4.2. Price Dilution

The issuance and offering of newly issued ordinary shares under the General Mandate will not cause any price dilution, as the offering price has not yet been determined but will be no less than 90% of the Market Price, in accordance with the Notification No. TorJor. 28/2565.

4.3. Earnings Per Share Dilution (EPS Dilution)

This cannot be calculated as the Company has net loss according to its consolidated financial statements.

5. Dilution Effect and the Value Shareholders Receive Compared to the Impact of the Issuance and Offering of TL-W2 Warrants

The calculation of the following impact are based on the assumption of 3 cases: (1) the case where the issuance and offering of TL-W2 Warrants, (2) the case where the Company has allocated all the newly issued ordinary shares under the PP Transaction prior to TL-W2 Warrants, and (3) the case where the Company has allocated all the newly issued ordinary shares under the PP Transaction and the General Mandate prior to the TL-W2 warrants.

5.1. Control Dilution

After the issuance and offering of TL-W2 Warrants to the shareholders in proportion to their shareholding (Rights Offering), in the case that all existing shareholders fully exercise their rights to purchase the newly issued ordinary shares, there will be no impact on the voting rights of the Company's shareholders (Control Dilution).

However, in the event that shareholders do not exercise their conversion rights to purchase ordinary shares of the Company, and other persons who are not existing shareholders exercise all of their conversion rights to purchase ordinary shares in full, there will be an impact on the voting rights of existing shareholders (control dilution), resulting in a reduction of their voting rights. The calculation is as follows:

(1) The case where the issuance and offering of TL-W2 Warrants

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of accommodated shares for TL-W2}}{(\text{Number of paid-up shares} + \text{Number of accommodated shares for TL-W2})} \\
 &= \frac{949,875,357}{4,224,797,738 + 949,875,357} \\
 &= 18.36 \%
 \end{aligned}$$

(2) The case where the Company has allocated all the newly issued ordinary shares under the PP Transaction prior to TL-W2 Warrants

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of accommodated shares for TL-W2}}{(\text{Number of paid-up shares} + \text{Number of PP Shares} + \text{Number of accommodated shares for TL-W2})} \\
 &= \frac{949,875,357}{4,224,797,738 + 1,051,974,636 + 949,875,357} \\
 &= 15.26 \%
 \end{aligned}$$

- (3) The case where the Company has allocated all the newly issued ordinary shares under the PP Transaction and the General Mandate prior to the TL-W2 warrants

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of accommodated shares for TL-W2}}{(\text{Number of paid-up shares} + \text{Number of PP Shares} \\
 &\quad + \text{Number of accommodated shares for TL-W2} + \text{Number of General} \\
 &\quad \text{Mandate Shares})} \\
 &= \frac{949,875,357}{4,224,797,738 + 1,051,974,636 + 949,875,357 + 422,479,773} \\
 &= 14.29 \%
 \end{aligned}$$

5.2. Price Dilution

The issuance and offering of TL-W2 Warrants to the existing shareholders proportionate to their respective shareholdings (Rights Offering) shall have no impact on the share price (Price Dilution). This is because the exercise price of THB 0.8 – 1.2 per share is higher than the market price prior to the offering, which was THB 0.45 per share.

The said market price is equivalent to the weighted average price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter to the shareholders' meeting, specifically from 9 July 2025 to 18 July 2025, which is equivalent to THB 0.45 per share.

5.3. Earnings Per Share Dilution (EPS Dilution)

This cannot be calculated as the Company has net loss according to its consolidated financial statements.

6. Benefits for the Company and the Shareholders of the Company

The Company's Board of Directors views that the issuance and offering of the newly issued shares under PP Transaction and the issuance and offering of TL-W2 Warrants as highly beneficial to both the Company and its shareholders, as these actions will enable the Company to expand investments in other businesses with significant growth potential, generating consistent cash flow and strengthening the Company's financial position, thereby reducing reliance on any single business, diversifying risk, and creating future opportunities for growth while enhancing the Company's business potential, fostering increased confidence among stakeholders, and strengthening trust with financial institutions; furthermore, the Company's investment criterion for the Tech Business mandates an internal rate of return (IRR) of not less than 12.00% and requires the business to have potential upside aligned with megatrends. When compared to the impact on existing shareholders in terms of the decreased proportion of shares held, investing in a Tech business is cost-effective. The Company will consider

investing in the Tech Business to ensure that the investment in the Tech Business is careful, cautious and thorough in order to meet the criteria for investment consideration and strictly comply with the relevant laws.

7. Opinion of the Board of Directors on the Capital Increase

7.1. Rationale and Necessity of the Capital Increase, including Rationale and Necessity of the issuance and offering of newly issued ordinary shares through a Private Placement

Pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025 held on 7 February 2025, the Company approved a capital increase and the offering of 2,720,000,000 newly issued ordinary shares through a Private Placement at an offering price of THB 0.19 per share, totaling THB 516,800,000. However, the Company was able to allocate and offer only 1,444,785,714 newly issued ordinary shares, resulting in total proceeds of THB 274,509,285.66. The shortfall was due to uncertainty regarding the Company's investment plan in Tech business at that time, which led the investor not to subscribe to the entire allocation.

Subsequently, on 16 June 2025, the Company invested in the Payment Gateway Solution business through the acquisition of shares in GuPay Company Limited. This investment reflects a clearer direction for the Company's business expansion and has helped build investor confidence in the growth prospects of the Tech segment. To further expand GuPay Company Limited's Payment Gateway Solution business, the Company plans to launch an Electronic Wallet (E-Wallet) business. In order to obtain the relevant license from the Bank of Thailand, GuPay Company Limited must have a paid-up capital of not less than THB 300 million (GuPay Company Limited currently has a paid-up capital of THB 10,000,000.00). In addition to the aforementioned business plan, the Company also plans to invest further in the Tech business and/or other Tech-related businesses with potential, including: (1) Technology Media Business, (2) Marketplace Platform Business, and (3) Software House Business.

Accordingly, the Company proposes to increase its capital under the PP Transaction to a total of THB 431,309,600.76, with the intention of using the proceeds to support its investment expansion into the Tech sector and other related industries. This strategic direction aims to strengthen the Company's competitiveness in a rapidly evolving business environment. Given the clarified investment plan and defined use of proceeds, the Company believes that this capital increase will attract positive interest from investors who recognize the potential for long-term, stable, and sustainable returns.

The Board of Directors is of the opinion that this capital increase will enable the Company to raise funds, which can be utilized to support the investment in the Tech Business according to the Company's plan and the working capital for business operations, which will help the Company to have better liquidity and can be used to further invest in the business in the future. This capital

increase will support the establishment of a stable and sustainable income base in both the short and long term, ultimately creating value for the Company and its shareholders.

In this regard, the Board of Directors has considered alternative methods of fundraising, such as the issuance and offering of newly issued ordinary shares to the public or to existing shareholders. The Board of Directors believes that offering newly issued ordinary shares to the public involves a longer process and higher operational costs, and is subject to approval by the relevant authorities. Meanwhile, offering newly issued ordinary shares to existing shareholders carries a higher degree of uncertainty regarding the Company's ability to raise the desired amount of funds within the specified timeframe. As the said rationale, the issuance and offering of newly issued ordinary shares through a Private Placement will enable the Company to obtain sufficient capital in shortly period. In addition, the Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares through a Private Placement enhance the Company's image and attract potential future investors. In this regard, the Board of Directors of the Company viewed that the Company should enter to the Private Placement and deem it appropriate to propose to the shareholders' meeting to consider and approve the PP Transaction in order to use the funds received for the purpose of the capital increase and the plan to use the funds as set out in Items 2.

In addition, to support its business expansion into the Tech sector in a rapidly evolving business environment, the Company recognizes the need for continuous preparation of investment capital. Therefore, the Company considers it appropriate to increase its capital by issuing and allocating ordinary shares under the General Mandate, which will enable the Company to promptly raise funds to support potential business opportunities in a timely manner. However, the capital increase under the General Mandate will be subject to the Company's future funding requirements.

7.2. Reasonableness and Background for the Determination of the Offering Price of the Newly Issued Shares Offered through a Private Placement

The Company determined the offering price through mutual negotiation between the Company and the investors. This price was compared with the Market Price of the Company's shares. The market price is calculated from the weighted average price of the Company's ordinary shares on the SET over the preceding 7 consecutive business days prior to the date on which the Board of Directors resolved to propose the matter for the consideration and approval of the PP Transaction by the shareholders' meeting, specifically from 9 July 2025 to 18 July 2025, which is equivalent to THB 0.45 per share (Information sourced from SETSMART at www.setsmart.com). As a result, the offering price is not less than 90% of the market price, in compliance with Notification No. TorJor. 28/2565. In this regard, The Board of Directors considers this offering price to be appropriate, as it effectively enables the Company to secure the required funding within the specified timeframe.

7.3. Possibility of the Plan for Utilizing the Proceeds from the Capital Increase

The Board of Directors of the Company views that the use of proceeds from the PP Transaction is feasible whereby the Company expects to receive the funds from the offering of newly issued ordinary shares by the year of 2025 and the received funds may be used for the purpose of the capital increase and the plan for the use of the funds as set out in Items 2. The Company has currently invested in the Payment Gateway Solution business, which serves as a core business with the potential for significant expansion into other areas within the Tech sector, such as Technology Media, Marketplace Platform, Software House, and/or E-Wallet businesses

At present, the Company is in the process of studying and analyzing the feasibility of investing in the aforementioned businesses. The feasibility study is expected to be completed within the third quarter of 2025, with investments anticipated to commence in the fourth quarter of 2025.

7.4. Reasons of the Capital Increase and Plan for Utilization of Proceeds Obtained from the Offering of Newly Issued Shares, including the Sufficiency of Source of Fund

The Board of Directors of the Company viewed that the capital increase is reasonable and best interest of the Company and the shareholders in the future as the details outlined in item 6, and the funds that the Company will raise from the PP Transaction will be sufficient for the use according to the Company's objectives. Additionally, the PP Investors are qualified as financial investors who have a stable financial position and investment potential and understanding of the current business status of the Company.

The Company believes that the issuance and allocation of the newly issued ordinary shares will not only help strengthen the Company's stable capital base, but also help drive the Company to achieve its strategic goals and promote the Company's long-term operations and investments in the Tech business.

In this regard, the Board of Directors of the Company has estimated the fund utilization plan according to the objectives of the capital increase and plans for utilizing the additional funds as specified in Item 2 in reference to estimation and feasibility study of the Company's business. Therefore, the amount of fund that the Company will receive from the offering of newly issued ordinary shares is sufficiently comprehensive for the objectives of capital increase and proceeds utilization plan as specified in Item 2 above and reasonable.

7.5. Potential Impact on the Company's Business Operations, Financial Position and Overall Operating

The Board of Directors is of the opinion that if the Company receives less funding from the capital increase than expected, the planned use of proceeds may be adjusted accordingly. This may result in the Company lacking investment opportunities in potential businesses, as well as the Company's lack of working capital to support the potential operations of the Company and its subsidiaries, which may cause the Company's expenses incurred from capital increase by other methods. However, if this capital

increase is successful, the Company will be able to use the funds according to the objectives of capital increase and proceeds utilization plan as specified in Item 2 above

Furthermore, the PP Transaction enhances the Company's potential for future business expansion through investments in the Tech business, which is expected to generate consistent cash flow for the Company and deliver an internal rate of return (IRR) of no less than 12.00 %. The investment also presents future growth potential (Potential Upside) from a business that aligns with current megatrends, thereby strengthening the Company's stability and security. The Company anticipates that the funds raised from the PP Transaction will be sufficient for investment in the Tech Business, as outlined in the fund utilization plan in Item 2 above. Consequently, the Company will not require any additional budget for the investment in the Tech Business

However, in the event that the Company is unable to successfully execute the issuance of newly issued ordinary shares under the PP Transaction, the Company may consider alternative sources of funding to enable it to proceed with its plans and strategies related to the Tech Business. In the event that the Company is unable to invest in the Tech Business for any reason, the Company will notify the shareholders and/or may seek approval from the shareholders' meeting for a change in the intended use of proceeds. If the Company decides to invest in a project with satisfactory due diligence results that meet the investment criteria, the Company will be required to comply with the relevant regulations, such as the criteria for asset acquisition transactions, related party transaction criteria, and/or any other applicable regulations.

8. The Board of Directors' Certification Regarding the Capital Increase

The Board of Directors hereby certifies that it has performed its duties with honesty and due care in the best interest of the Company in relation to this capital increase. In the event that any director of the Company fails to perform their duties in accordance with the law, and the Company's objectives and articles of association, as well as the resolutions of the Board of Directors and/or the shareholders' meeting, with honesty, integrity, and caution to protect the Company's interests, as stipulated in Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) related to this capital increase, and if such actions or omissions result in damage to the Company, the shareholders may file a legal action for compensation from such director on behalf of the Company, as stipulated in Section 85 of the Public Limited Companies Act B.E. 2535 (as amended). In addition, if such action or omission of a director constitutes a failure to perform his/her duties in accordance with the law, and the Company's objectives and articles of association, as well as the resolutions of the shareholders' meeting, with honesty, integrity, and caution to protect the Company's interests in matters related to this capital increase, and if such actions or omissions result in such director or his/her related persons obtaining undue benefits, a single shareholder or multiple shareholders in the Company having not less than 5 % of the total voting rights in the Company may file a legal action to claim for restitution of such benefits from such

director on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

In addition, the Board of Directors affirms that it has carefully considered and verified the information of the Investors, and the Board is of the opinion that the Investors possess the financial capability to invest and is confident in their ability to make a meaningful investment in the Company.

The Company certifies that the information in this document is accurate and complete in all respects.

Please be informed accordingly.

Sincerely,

- Mr. Issara Roungsuk-Udom-

(Mr. Issara Roungsuk-Udom)

Chief Executive Officer

**Profiles of Independent Directors for Appointment as Proxy
by the Shareholders**

The Company proposes to the shareholders the option to appoint an independent director of the Company, who has no relationship and/or conflict of interest that differs from other directors, as their proxy for all agenda items proposed at the meeting to act as a proxy to attend the meeting and vote on behalf of the shareholder, as follows:

| Name- Surname | Age (Years) | Position | Address | Shareholding percentage in the Company | Having/not having a conflict of interest in the agenda proposed at the EGM No. 2/2025 |
|--|----------------|---|---|--|---|
| 1. Gen. Puttawat Yoodthanawachapong | 69 | Independent Director / Audit Committee | 50 Chulabhorn Science Research Center Building, 60th Anniversary, Faculty of Science Kasetsart University, 5th Floor, Ngamwongwan Rd, Ladyao, Chatuchak, Bangkok 10900 | -None- | -None- |
| 2.Dr. Woraphat Phucharoen | 66 | Independent Director /Chairman of Audit Committee | 50 Chulabhorn Science Research Center Building, 60th Anniversary, Faculty of Science Kasetsart University, 5th Floor, Ngamwongwan Rd, Ladyao, Chatuchak, Bangkok 10900 | -None- | -None- |
| 3.Ms. Sudjai Pansin | 56 | Independent Director / Audit Committee | 50 Chulabhorn Science Research Center Building, 60th Anniversary, Faculty of Science Kasetsart University, 5th Floor, Ngamwongwan Rd, Ladyao, Chatuchak, Bangkok 10900 | -None- | -None- |

To comply with the Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 Re: Rules on General Solicitation for Proxy Appointment to Attend the Shareholders' Meeting and Cast Votes on Behalf of Shareholders, dated 29 December 2021, the Company hereby informs as follows:

- (1) Shareholders should carefully study the details of the meeting agenda before deciding to grant a proxy.
- (2) In the event that the shareholder who grants a proxy to another person to attend the meeting has marked their voting preferences for each agenda item in the proxy form, the Company will record the votes as specified by you in the aforementioned proxy form. If the proxy does not act in accordance with the instructions specified in the proxy form, the shareholder who suffers damages may exercise their legal rights to take legal action.
- (3) In the event that the shareholder appoints an independent director of the Company as a proxy to attend the meeting and vote on their behalf, and the shareholder has not marked their voting preferences for each agenda item in the proxy form. The independent director acting as proxy will cast votes as deemed appropriate and proper.
- (4) If the proxy grantor wishes to revoke the proxy, such revocation may be made by submitting a written notice to the Chairman of the Board together with a copy of the identification documents, via investorrelations@techleadnpn.co.th before the commencement of the Meeting (before 12 September 2025, at 2:00 p.m.).

Documents or evidence required to be presented for meeting attendance register

Shareholders or proxies wishing to attend the meeting via electronic media (E-Meeting) must submit the meeting attendance request form (e-Request) by following "Procedures for the use of the electronic conferencing system, Inventech Connect." If the submitted documents are incomplete, incorrect, or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

Documents required to Attend the Meeting via Electronic Media (E-Meeting)

It is important that the submitted documents be substantially clear, especially in those areas regarding the identity of shareholders, proxies, and proxy holders. Moreover, all critical parts must also not fade or stain.

(1) Natural Person

- **Shareholders attending the e-meeting in person**

- A. Shareholder with Thai nationality:

- Copy of valid official documents issued by government authorities, e.g., the identification card, government officer identification card, driving license, or state enterprises officer identification card. In case of a change of name or surname, supporting documents are required.

- B. Shareholder with other nationality:

- A copy of the shareholder's passport with a certified true copy. If the passport copy is displayed in languages other than Thai or English, a certified English translation version enough to identify shareholders is required.

- **Appointing a proxy holder to attend the meeting on your behalf**

- A. Shareholder with Thai nationality:

- A copy of valid official documents issued by government authorities, e.g., an identification card, a government officer identification card, a driving license, or a state enterprise officer identification card. Supporting documents are required in case of a change of name or surname. (This requirement shall be applied to both shareholders or proxy holders).
- Proxy form A or form B (Enclosure no.4) is completely filled out and signed by the shareholder and the proxy holder, and Baht 20 of stamp duty is affixed.

- B. Shareholder with other nationality:

- A copy of the shareholder's passport with a certified true copy. If the passport copy is displayed in languages other than Thai or English, a certified English translation version enough to identify shareholders is required.
- A proxy form that was completely filled out and signed by the shareholder and the proxy holder, and Baht 20 of stamp duty was affixed.

(2) Juristic Person

- **Shareholder representative (authorized director) attending the meeting**

- A. Juristic person registered in Thailand:

- A within-one-year-prior-issued Company's affidavit with a certified true copy by authorized persons. In case of a change of name or surname, supporting documents are required.
 - A copy of a valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the director holding foreign nationality) of the authorized director. Supporting documents are required in case of a change of name or surname.

- B. Juristic person registered outside of Thailand:

- The company's affidavit and certificate of incorporation (within one year) show the name and authorized person of the juristic person, including the condition and limitation to sign on behalf of the juristic person and its head office.
 - Copy of valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized director. In addition, supporting documents are required in case of a change of name or surname, and if such document is displayed in languages other than Thai or English, a certified English translation version is required to identify shareholders.

- **Appointing a proxy holder to attend the meeting on behalf of the juristic person**

- A. Juristic person registered in Thailand:

- The company's affidavit issued within one year by the Department of Business Development, Ministry of Commerce, with a certified true copy by an authorized person. Supporting documents are required in case of a change of name or surname.
 - Copy of valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized director who granted the proxy and signed in the Proxy Form. A certified true copy by an authorized person is required. Further, supporting documents are also needed in case of a change of name or surname.
 - Copy of valid official documents issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of proxy holder holding foreign nationality) of proxy holder. A certified true copy by an authorized person is required. Further, supporting documents are also required in case of a change of name or surname.
 - The proxy form is completely filled out and signed by an authorized person of the juristic person as the proxy grantor and the proxy holder and affixed Baht 20 of stamp duty.

- B. Juristic person registered outside of Thailand:

- The company's affidavit and certificate of incorporation (within one year) must show the name and authorized person of the juristic person, including the condition and limitation to sign on behalf of the juristic person and its head office. A certified true copy by an authorized person is required. Further, supporting documents are also required in case of a change of name or surname.
 - A copy of a valid official document issued by government authorities with a certified true copy, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized director. A certified English translation version is required to identify shareholders if such a document is displayed in languages other than Thai or English.
 - Copy of valid official document issued by government authorities with certified true copy, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of proxy holder holding foreign nationality) of proxy holder.
 - The Proxy Form is completely filled and signed by an authorized person of the juristic person as the proxy grantor and the proxy holder and affixed Baht 20 of stamp duty.
- **Custodian**
 - Custodian's company affidavit with a certified true copy by an authorized person.
 - Letter certifying or a copy of custodian license to operate Custodian business with a certified true copy by an authorized person.
 - Copy of valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized person who acts on behalf of the Custodian.
 - Power of Attorney by shareholder authorizing the Custodian to sign the proxy form on their behalf.
 - A copy of a valid official document issued by government authorities, e.g., the proxy holder's identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the proxy holder holding foreign nationality). Supporting documents are also required in case of a change of name or surname.
 - The proxy form C is completely filled out and signed by an authorized person of the juristic person as the proxy grantor and the proxy holder and affixed Baht 20 of stamp duty.

Note

- (1) The holder of an identification card or passport must certify that the copy is true and correct.

- (2) The authorized director of the juristic person registered in Thailand must certify a copy of the company's affidavit as true and correct.
- (3) The company's affidavit and certificate of incorporation, which is issued outside of Thailand by the juristic person registered outside of Thailand, and a copy of said document shall be certified true and correct by the Custodian's authorized person or a notary public or Thai embassy or Thai consular in the country which the document is prepared (not exceed one year until meeting day). Suppose such a document is in a foreign language that is not English. In that case, it must be translated into Thai or English and certified as a true and correct translation by the authorized person of the juristic person.
- (4) If there is any argument regarding proxy legitimacy, the chairman of the Board of Directors or any authorized person entrusted by the chairman of the Board of Directors shall make the decision.
- (5) The right to attend the meeting shall be reserved for the shareholder/proxy holder who has the correct and complete document only. In addition, the Company will facilitate affixing the stamp duty on the meeting day.

หนังสือมอบฉันทะแบบ ข
Proxy Form B

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder's Registration No. _____ Written at _____

วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Address No. _____ Road _____ Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของ บริษัท เทคลีด เอ็นพีเอ็น จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Techlead NPN Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total of _____ shares and having the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share: _____ shares and having the rights to vote equal to _____ votes.
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share: _____ shares and having the rights to vote equal to _____ votes.

(3) ขอมอบฉันทะให้
Hereby appoint
☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or _____

☐ 2. กรรมการอิสระของบริษัทฯ โดยมีรายละเอียดดังนี้
Independent director of the Company of which details as :

☐ ชื่อ (Name) พลเอกพุทธรวัตร ยุทธนาวพงษ์ (Gen. Puttawat Yoodthanawachapong) อายุ (age) 69 ปี (years)
อยู่บ้านเลขที่ (residing at) 50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารักษ์ 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์ ชั้นที่ 5 ถนนงามวงศ์วาน แขวง
ลาดยาว เขตจตุจักร กรุงเทพมหานคร 10900 (50 Chulabhorn Science Research Center Building, 60th Anniversary, Faculty of Science Kasetsart
University, 5th Floor, Ngamwongwan Road, Ladyao Subdistrict, Chatuchak District Bangkok 10900)

☐ ชื่อ (Name) ดร. วรภัทร์ ภูเจริญ (Dr. Woraphat Phucharoen) อายุ (age) 66 ปี (years)
อยู่บ้านเลขที่ (residing at) 50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารักษ์ 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์ ชั้นที่ 5 ถนนงามวงศ์วาน แขวง
ลาดยาว เขตจตุจักร กรุงเทพมหานคร 10900 (50 Chulabhorn Science Research Center Building, 60th Anniversary, Faculty of Science
Kasetsart University, 5th Floor, Ngamwongwan Road, Ladyao Subdistrict, Chatuchak District Bangkok 10900)

☐ ชื่อ (Name) นางสาวสุดใจ พันธุ์สิน (Ms. Sudjai Pansin) อายุ (age) 56 ปี (years)

อยู่บ้านเลขที่ (residing at) 50 อาคารศูนย์วิจัยวิทยาศาสตร์จุฬารักษ์ 60 พรรษา คณะวิทยาศาสตร์ มหาวิทยาลัยเกษตรศาสตร์ ชั้นที่ 5 ถนนงามวงศ์วาน แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร 10900 (50 Chulabhorn Science Research Center Building, 60th Anniversary, Faculty of Science Kasetsart University, 5th Floor, Ngamwongwan Road, Ladyao Subdistrict, Chatuchak District Bangkok 10900)

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2568 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 กันยายน 2568 เวลา 14.00 น. หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my/our proxy where only one of them may attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2025 to be held as an e-meeting on 12 September 2025 at 2.00 p.m. or such other date, time and place if the meeting is adjourned.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We authorize the proxy to attend the meeting and vote as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

Agenda item 1 To consider and certify the minutes of the 2025 Annual General Meeting of Shareholders

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียน โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่าย และการแก้ไขหนังสือบริคณห์สนธิของบริษัท
ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda item 2 To consider and approve the decrease of the Company's registered capital, by canceling the Company's shares that have been registered but unsold, and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease in the Company's registered capital

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 2 (TL-W2) ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda item 3 To consider and approve the issuance and offering of warrants to purchase the newly issued ordinary shares of the Company No. 2 (TL-W2) to existing shareholders in proportionate to their respective shareholdings (Rights Offering)

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียน และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda item 4

To consider and approve the increase of registered capital of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

Agenda item 5

To consider and approve the allocation of newly issued ordinary shares of the Company

วาระที่ 5.1

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda item 5.1

To consider and approve the allocation of newly issued ordinary shares of the Company to offer through a Private Placement

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5.2

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate)

Agenda item 5.2

To consider and approve the allocation of newly issued ordinary shares of the Company under General Mandate

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5.3

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 2 (TL-W2)

Agenda item 5.3

To consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of the warrants to purchase the ordinary shares of the Company No. 2 (TL-W2)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 6 To consider any other business (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as the proxy may see fit in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

| | | |
|--------|-------|----------------|
| ลงชื่อ | _____ | ผู้มอบฉันทะ |
| Signed | _____ | Grantor |
| (| _____ |) |
| ลงชื่อ | _____ | ผู้รับมอบฉันทะ |
| Signed | _____ | Proxy |
| (| _____ |) |
| ลงชื่อ | _____ | ผู้รับมอบฉันทะ |
| Signed | _____ | Proxy |
| (| _____ |) |
| ลงชื่อ | _____ | ผู้รับมอบฉันทะ |
| Signed | _____ | Proxy |
| (| _____ |) |

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ

In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เทคลีด เอ็นพีเอ็น จำกัด (มหาชน) ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2568 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 กันยายน 2568 เวลา 14.00 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Techlead NPN Public Company Limited in respect of the Extraordinary General Meeting of Shareholders No. 2/2025 to be held as an e-meeting on 12 September 2025 at 2.00 p.m. or such other date, time and place if the meeting is adjourned.

| | |
|--------------------------|--|
| วาระที่ _____ | เรื่อง _____ |
| Agenda item | Subject |
| <input type="checkbox"/> | (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> |
| <input type="checkbox"/> | (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u> |
| <input type="checkbox"/> | (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ |
| <input type="checkbox"/> | (b) The proxy shall vote in accordance with my/our instruction as follows: |
| | <input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain |
| | |
| วาระที่ _____ | เรื่อง _____ |
| Agenda item | Subject |
| <input type="checkbox"/> | (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> |
| <input type="checkbox"/> | (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u> |
| <input type="checkbox"/> | (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ |
| <input type="checkbox"/> | (b) The proxy shall vote in accordance with my/our instruction as follows: |
| | <input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain |
| | |
| วาระที่ _____ | เรื่อง _____ |
| Agenda item | Subject |
| <input type="checkbox"/> | (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> |
| <input type="checkbox"/> | (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u> |
| <input type="checkbox"/> | (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ |
| <input type="checkbox"/> | (b) The proxy shall vote in accordance with my/our instruction as follows: |
| | <input type="checkbox"/> เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain |

Articles of Association of TECHLEAD NPN Public Company Limited relating to Shareholders' Meeting

Chapter 6 Shareholders Meeting

Clause 32. The Board of Directors shall call for a shareholders' meeting which is an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.

Shareholders holding shares amounting to not less than one tenth (1/10) of the total number of shares wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of within forty-five (45) days from the date of the receipt of such request from the said shareholders.

Clause 33. In calling a shareholders' meeting, the Board of Directors shall prepare a notice indicating the venue, date, time, agenda items, and matters to be presented at the meeting, along with sufficient details. The notice shall clearly specify whether the matter is for acknowledgment, approval, or consideration, as well as the Board's opinion on the matter. The notice must be sent to the shareholders and the registrar at least seven (7) days prior to the meeting. Additionally, an advertisement regarding the meeting must be published in a newspaper at least three (3) days before the meeting, with the advertisement being continuously published for no less than three (3) days.

The meeting venue shall be in the province where the company's head office is located, or at any other location as the Board may determine.

Clause 34. For a shareholders' meeting to be valid, at least twenty-five (25) shareholders or at least half of the total number of shareholders must attend, with shares collectively representing no less than one-third (1/3) of the total shares issued and outstanding.

If after one (1) hour from the scheduled time, the number of shareholders present does not constitute a quorum as specified in the first paragraph, and the meeting was called upon shareholders' request, the meeting shall be adjourned. If the meeting was not called upon shareholders' request, a new meeting shall be scheduled. In this case, the company must send the meeting notice to shareholders at least seven (7) days prior to the new meeting. For the rescheduled meeting, no quorum is required.

Clause 35. The Chairman of the Board shall preside over the shareholders' meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside over such meeting. If there is no Vice Chairman or he is absent or unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to act as the Chairman.

Clause 36. In voting at a shareholders' meeting, each share shall have one vote. A shareholder who has a special interest in a particular matter shall not have the right to vote on that matter, except for voting in the election of directors. The resolutions of the shareholders' meeting shall require the following vote:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or the substantial part of the Company's business to any other person;
 - (b) The purchase or acceptance of transfer of the business of private companies or public companies by the Company;
 - (c) The making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (d) The amendment of the Memorandum of Associations or Articles of Association of the Company.
 - (e) The increasing or reducing the Company's capital;
 - (f) The dissolution of the Company;
 - (g) The issuance and offering of debentures of the Company; and
 - (h) The amalgamation of business of the Company with other companies.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

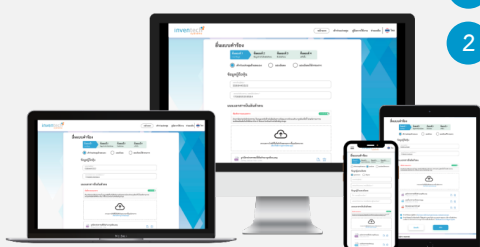
Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://app.inventech.co.th/TL112394R/#/homepage> or scan QR Code



and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 Step 1 Fill in the information shown on the registration
 Step 2 Fill in the information for verify
 Step 3 Verify via OTP
 Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 05 September 2025 at 8:30 a.m. and shall be closed on 12 September 2025 Until the end of the meeting.

3. The electronic conference system will be available on 12 September 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 10 September 2025 at 5.00 p.m.

TECHLEAD NPN Public Company Limited

No. 50 Chulabhorn 60th Anniversary Science Research Center Building, 5th floor,
 Faculty of Science, Kasetsart University, Ngamwongwan Road, Lat Yao Sud-district,
 Chatuchak District, Bangkok 10900.

If you have any problems with the software, please contact Inventech Call Center



02-460-9225



@inventechconnect

The system available during 05 – 12 September 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



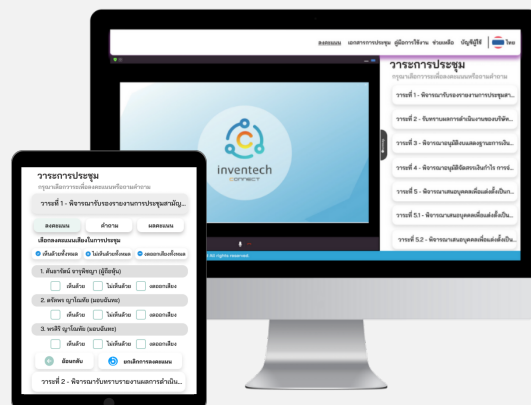
Report a problem

@inventechconnect



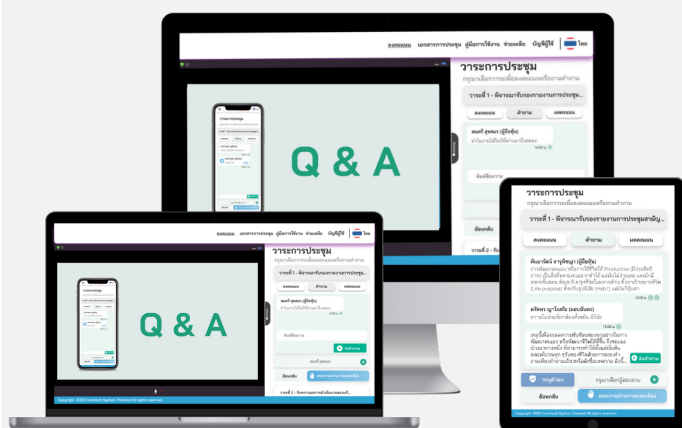
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, **Then click on “Accept” button**
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

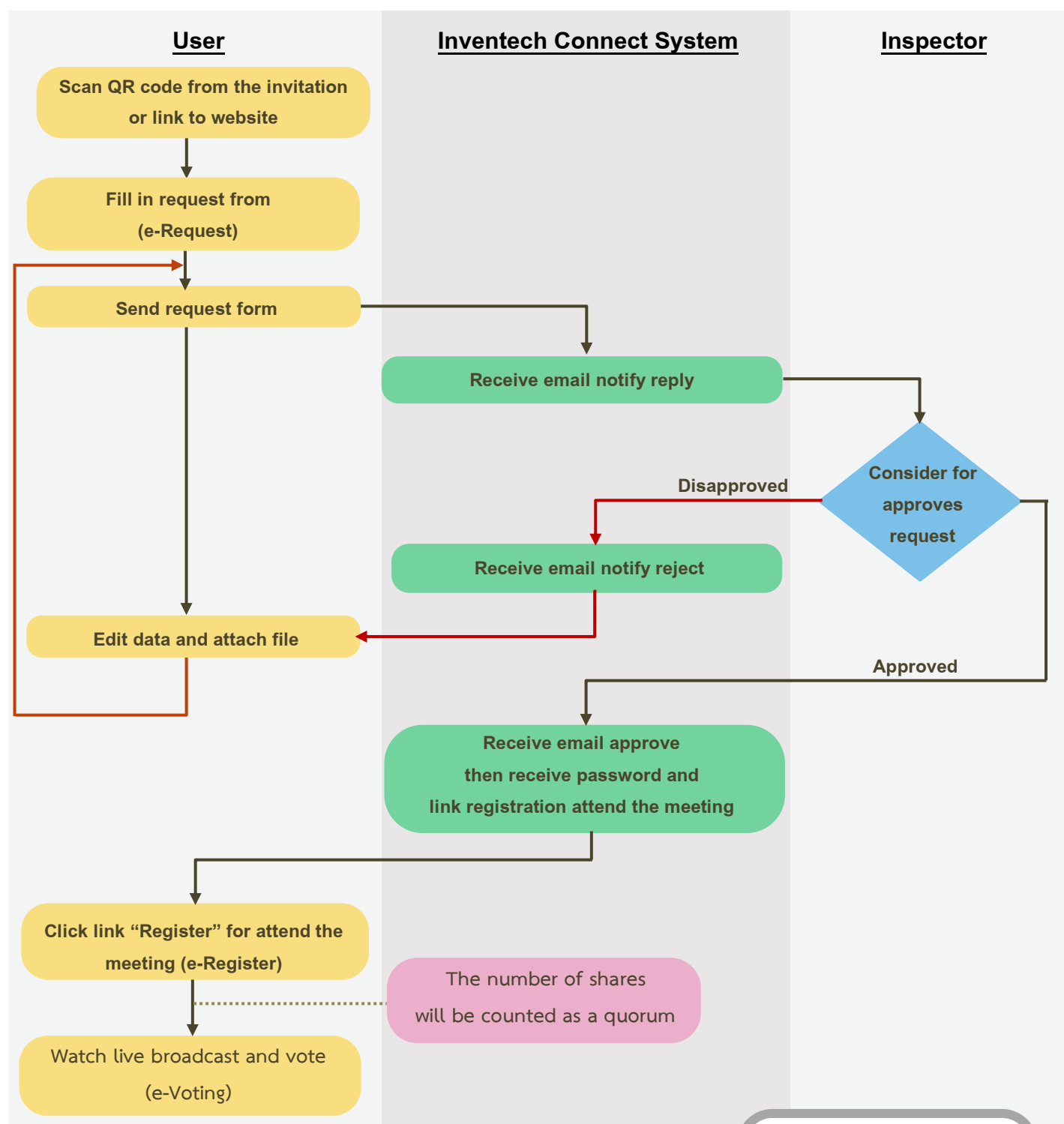
How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.