
Invitation to the Extraordinary General Meeting of Shareholders No. 1/2026**Techlead NPN Public Company Limited**

5 February 2026

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2026, via electronic means
(e-Meeting)**To:** Shareholders of Techlead NPN Public Company Limited

- Enclosures:**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2025 held on 12 September 2025
 2. Information Memorandum on Acquisition of Assets of Techlead NPN Public Company Limited Re: Asset Acquisition Transaction (under Schedule (1)) in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd.
 3. Information Memorandum on Acquisition of Assets of Techlead NPN Public Company Limited Re: Asset Acquisition Transaction (under Schedule (2)) in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd.
 4. Independent Financial Advisor's Opinion Report on Acquisition of Assets in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd.
 5. Information Memorandum on the Acquisition of Assets of Techlead NPN Public Company Limited in relation to the Acquisition of Ordinary Shares of Nestify Co., Ltd. by a Subsidiary of Techlead NPN Public Company Limited
 6. Profiles of Independent Directors for proxy appointment
 7. Documents or evidence required to be presented for registration to attend the meeting via electronic media
 8. Proxy form B with its attachment
 9. The Articles of Association of the Company relating to Shareholders' Meeting
 10. 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. 1/2026** on **Friday, 20 February 2026, at 2.00 p.m., via electronic media only (e-Meeting)**, to consider the following agenda items:

Agenda 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2025 held on 12 September 2025

Facts and Reasons: The Company convened the Extraordinary General Meeting of Shareholders No.2/2025 on 12 September 2025. The Company prepared the minutes of the meeting and submitted to the Stock Exchange of Thailand (the “SET”) within the timeframe prescribed by applicable laws. The minutes were also published on the Company’s website at www.techleadnpn.co.th under the topic “Shareholder Meetings” in the “Shareholders” section for shareholders’ acknowledgment and verification. Details are provided in Enclosure 1.

Board’s Opinion: The Board of Directors has considered and is of the opinion that the minutes of the Extraordinary General Meeting of Shareholders No. 2/2025, held on 12 September 2025, were accurately and completely recorded. Accordingly, the Board of Directors deems it appropriate to propose that the Shareholders’ Meeting consider and adopt such minutes.

Resolution: 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 investment in Inventech Systems (Thailand) Co., Ltd.

Facts and Reasons: Following the Company’s business expansion plan, which aims to expand into the technology business, which is a business with growth potential in revenue generation and capable of rapid expansion, the Board of Directors’ meeting has resolved to propose that the Shareholders’ Meeting consider and approve the investment in Inventech Systems (Thailand) Co., Ltd. (“**Inventech**”), which operates as a software system service provider for businesses, particularly in the area of comprehensive shareholder meeting systems and other related services, by acquiring shares in Inventech from A. Prime Vision Co., Ltd. and the current existing shareholders of Inventech (the “**Inventech Seller**”), including the approval of the execution of the share purchase agreement for the shares in Inventech and any agreements and other documents related to the investment in Inventech, as well as the granting of any relevant authorities in connection therewith (the “**Inventech Investment Transaction**”). In connection with this investment, the Company plans to acquire all shares in Inventech, comprising 100,000 ordinary shares and 96,078 preference shares, totaling 196,078 shares, with a par value of THB 100 per share, representing 100 percent of the total issued and paid-up shares of Inventech. The

investment value in Inventech consists of (1) a share purchase price of THB 360,000,000 and (2) cash and cash equivalents remaining on Inventech's balance sheet as of the investment transaction closing date of up to THB 60,000,000. Accordingly, the management expects that the total investment value will not exceed THB 420,000,000. It is expected that the Inventech Investment Transaction will be completed within the first quarter of 2026. However, the parties may agree to postpone the completion date as necessary, subject to mutual agreement in writing.

Upon completion of the Inventech Investment Transaction, the Company will hold 100 percent of the total issued and paid-up shares of Inventech, as a result of which Inventech will become a subsidiary of the Company. In this regard, the Inventech Seller have no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons. Therefore, the Inventech Investment Transaction is not regarded as a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (A.D. 2003) dated 19 November 2003 (as amended) (the "**Connected Transaction Notifications**").

The Inventech Investment Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated 29 October 2004 (as amended) (collectively, the "**Notifications on Acquisition and Disposition of Assets**"). Upon review of the transaction size using various approaches under the Notifications on Acquisition and Disposition of Assets, the highest value of the transaction is equal to 66.6 percent according to the total value of consideration paid or received, calculated based on the reviewed financial statements of the Company ended 30 September 2025, and when including the size of the asset acquisition transaction

during the previous 6 months will result in the maximum total transaction size equal to 84.6 percent according to the total value of consideration paid or received. Therefore, such transaction is classified as a “Class 1 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a value equal to 50 percent or higher but lower than 100 percent. The Company is, therefore, obliged to prepare and disclose an information memorandum which must at least contain information as required in Schedule (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders’ Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. The Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by the Securities and Exchange Commission (the “SEC Office”) to provide an opinion on the transaction.

In connection with the Inventech Investment Transaction, the Company has appointed Silver Lining Advisory Co., Ltd., which is on the list of financial advisors approved by the SEC Office, as an independent financial advisor to provide its opinion to the Company’s shareholders regarding the Inventech Investment Transaction on: (1) the reasonableness and benefits of the transaction, (2) the fairness of the price and pricing conditions, and (3) whether shareholders should vote in favor of or against the transaction. Details are set out in the Independent Financial Advisor’s Opinion Report on Acquisition of Assets in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd., Enclosure 4.

Furthermore, the Inventech Investment Transaction is regarded as purchasing or taking a transfer of the undertaking of a private company to be owned by the Company under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) which is required to be approved by the Shareholders’ Meeting of the Company with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting entitled to vote.

Details of the Inventech Investment Transaction are set out in the Information Memorandum on Acquisition of Assets of Techlead NPN Public Company Limited Re: Asset Acquisition Transaction (under Schedule (1)) in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd., Enclosure 2, and Information Memorandum

on Acquisition of Assets of Techlead NPN Public Company Limited Re: Asset Acquisition Transaction (under Schedule (2)) in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd., Enclosure 3.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving the delegation of authority to the Board of Directors, the Executive Committee, the Chief Executive Officer, the persons authorized by the Board of Directors, the persons authorized by the Executive Committee, and/or the persons authorized by the Chief Executive Officer, to take any actions relating to or necessary for the completion of the Inventech Investment Transaction, including the negotiation, execution, signing, and amendment of the share purchase agreement, agreements, contracts, and other documents relating to the Inventech Investment Transaction as mentioned above, as well as the determination of principles, terms and conditions, and other details that are necessary and related to the Inventech Investment Transaction, as necessary and appropriate under the applicable laws.

Board's Opinion: The Board of Directors is of the opinion that this investment is reasonable and will provide maximum benefit to the Company and shareholders in the long term, with the following details: (1) It is a business expansion in accordance with the Company's business expansion plan; (2) It diversifies risks from relying on revenue from PayGenix's payment service business and increases the proportion of new revenue streams within the group to be more diversified; (3) The Company's personnel will be able to learn from the experience and management strategies of Inventech's existing management team, which will enhance the potential for sustainable business expansion in the future; and (4) It provides additional quality resources to help develop and strengthen the Company's group businesses.

The Board of Directors is of the opinion that Inventech has significant growth potential due to its capability to expand its customer base under Inventech's operations, both in its core business and other service businesses, by effectively leveraging the Company's customer network, human resources, and technology business knowledge. Furthermore, personnel support and specialized expertise from the Company can enhance the potential to develop new products and services that meet market demands. Additionally, Inventech will have capital support from the Company to use for further related business expansion and to continue investment growth in the future.

Moreover, the Board of Directors is of the opinion that the total consideration for acquiring all shares in Inventech at a total value not exceeding THB 420,000,000 is appropriate and represents fair value, as this consideration was evaluated based on the discounted cash flow method, which is consistent with Inventech's business plan. Therefore, the total consideration not exceeding THB 420,000,000 can appropriately reflect Inventech's cash flow generation capability and can reflect the true value of Inventech's ordinary shares. However, the Board of Directors is of the opinion that this investment will enable the Company to generate an investment return of not less than 12 percent, which is in accordance with the Company's investment policy and will benefit the Company and the Company's shareholders in the long term.

The Board of Directors has considered and resolved to approve and propose that the Shareholders' Meeting consider approving the investment in Inventech by acquiring all shares in Inventech, totaling 196,078 shares with a par value of THB 100 per share, from the Inventech Seller for a total consideration not exceeding THB 420,000,000. This includes the approval of the execution of the share purchase agreement in respect of Inventech and any agreements, arrangements, or other contracts related to the investment in Inventech in all respects as detailed above. The Board of Directors also resolved to propose that the Shareholders' Meeting consider approving the delegation of authority to the Board of Directors, the Executive Committee, the Chief Executive Officer, the persons authorized by the Board of Directors, the persons authorized by the Executive Committee, and/or the persons authorized by the Chief Executive Officer, to exercise all powers in accordance with the details set out above in all respects.

Resolution: This agenda requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote, excluding the votes of shareholders with an interest in the matter.

Agenda 3 To acknowledge the investment in Nestify Co., Ltd.

Facts and Reasons: Following the Company's business expansion plan, which aims to expand into the Technology business, the Board of Directors' Meeting resolved to approve the investment in Nestify Co., Ltd. ("Nestify"), which operates an electronic system or network for peer-to-peer lending transactions (Peer-to-Peer Lending Platform) under the name "StockLend by Nestify." The investment will be made through the acquisition of ordinary shares in

Nestify from Peer For You Public Company Limited and other existing minority shareholders of Nestify (collectively, the “**Nestify Sellers**”), including the approval of the execution of the share purchase agreement for ordinary shares in Nestify and any agreements, arrangements, or other contracts related to the investment in Nestify, as well as the granting of relevant authorizations (the “**Nestify Investment Transaction**”). In connection with this investment, the Company plans for Techlead X Holding Co., Ltd. (“**Techlead X**”), a subsidiary of the Company (in which the Company holds 99.99 percent of the total issued and paid-up shares in Techlead X), to be the investment vehicle by acquiring all 1,000,000 ordinary shares in Nestify, representing 100 percent of the total shares of Nestify, from the Nestify Sellers, for a total purchase price not exceeding THB 113,500,000, payable in cash. The purchase price includes the transfer of the Sellers' rights as creditors of Nestify for loan debt under promissory notes totaling THB 34,428,083, or any other amount that Nestify owes to the Sellers as of the date the share purchase is completed, which represents the claim rights as creditors that the Sellers have against Nestify to be transferred to the Company.

Upon completion of the Nestify Investment Transaction, Techlead X will hold 100 percent of the total issued and paid-up shares of Nestify, as a result of which Nestify will become a subsidiary of the Company.

In this regard, the Nestify Sellers have no relationship with the Company and the following persons of the Company: management, major shareholders, controlling persons, persons to be proposed as executives or controlling persons, including related persons and close relatives of such persons. Therefore, the Nestify Investment Transaction is not regarded as a connected transaction according to the Connected Transaction Notifications.

In relation to the investment in Nestify, Techlead X, the Nestify Sellers, and/or the relevant counterparties will jointly execute the share purchase agreement within January 2026. The Company expects that the Nestify Investment Transaction will be completed within the first quarter of 2026, or on such other date as the parties may agree in writing.

The Nestify Investment Transaction undertaken by Techlead X is regarded as an acquisition of assets pursuant to the Notifications on Acquisition and Disposition of Assets. Upon review of the transaction size using various approaches under the Notifications on Acquisition and Disposition of Assets, the highest value of the transaction

is equal to 18.0 percent according to the total value of consideration paid or received, calculated based on the reviewed financial statements of the Company ended 30 September 2025, and when including the size of the asset acquisition transaction during the previous 6 months will result in the maximum total transaction size equal to 18.0 percent according to the total value of consideration. Therefore, the transaction is classified as a Class 2 transaction under the Notification on Acquisition or Disposal of Assets, i.e. a transaction with a size equal to or exceeding 15 percent but less than 50 percent. As a result, the Company is required to prepare a report and disclose the transaction with the minimum required information pursuant to Schedule (1) attached to the Notification on Acquisition or Disposal of Assets, and to submit an information notice containing the minimum required information under Schedule (2) to the Company's shareholders within 21 days from the date of disclosure of the transaction to the SET, which must include at least the information specified in Items (2) 1, 2, 3, 5 (3), 7, and 8 of Schedule (2) attached to the Notification on Acquisition or Disposal of Assets, without the requirement to obtain approval from the Company's Shareholders' Meeting.

In this regard, the transaction for the investment in Nestify and the Inventech Investment Transaction are separate and independent transactions, with different objectives, contracting parties, transaction structures, and terms and conditions. Each investment involves the acquisition of shares from different sellers, and there is no agreement or condition requiring such transactions to be carried out together or to constitute part of a single transaction. Further details of the Nestify Investment Transaction are set out in the Information Memorandum on the Acquisition of Assets of Techlead NPN Public Company Limited in relation to the Acquisition of Ordinary Shares of Nestify Co., Ltd. by a Subsidiary of Techlead NPN Public Company Limited, Enclosure 5.

Board's Opinion: The Board of Directors has considered and resolved to approve and propose that the Shareholders' Meeting consider acknowledging the investment in Nestify by acquiring all 1,000,000 ordinary shares in Nestify, representing 100 percent of the total shares of Nestify, from the Nestify Sellers for a total consideration not exceeding THB 113,500,000 through Techlead X, a subsidiary of the Company and acknowledging the execution of the share purchase agreement for ordinary shares in Nestify and any agreements, arrangements, or other contracts related to the investment in Nestify, as well as the

granting of authorizations related to the investment in Nestify in all respects as detailed above.

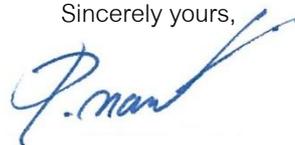
Resolution This agenda item is for acknowledgment only. Therefore, no voting is required.

The Company has determined the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) on 21 January 2026. The Company has published the invitation letter for the meeting along with the supporting documents on the Company's website at www.techleadnpn.co.th under the topic "Shareholder Meetings" in the "Shareholders" section. For the Extraordinary General Meeting of Shareholders No. 1/2026 to be held on 20 February 2026, 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 SEC Office.

Shareholders who wish to attend the meeting in person, or who wish to appoint an independent director as proxy as listed in Enclosure 6 or any other person to attend the meeting on their behalf, are requested to prepare the required documents or evidence for registration to attend the meeting via electronic means in accordance with Enclosure 7. In this regard, shareholders are requested to review the details of the Articles of Association related to the shareholders' meeting as detailed in Enclosure 9 and to review the guidelines for attending the shareholders' meeting via E-Meeting System of Inventech Connect as detailed in Enclosure 10.

Shareholders who wish to request a hard copy of proxy form as per Enclosure 8, please notify their request via email to investorrelations@techleadnpn.co.th, including their full name and mailing address. This request shall be submitted to the Company by 13 February 2026.

Sincerely yours,



(Mr. Panthawat Nakvisut)

Chairman of the Board