

No. ITTHI 2026-006

21 April 2026

Subject: The resolutions of 2026 Annual General Meeting of Shareholders

To: President  
The Stock Exchange of Thailand

The reference is made that Itthirit Nice Corporation Public Company Limited (“the Company”) had held the 2026 Annual General Meeting of Shareholders on Tuesday, 21 April 2026 at 09.00 a.m. at Maneewan meeting room, Itthirit Nice Corporation Public Company Limited, No. 89/18-19 Moo 5, Phanthai Norasing, Mueang Samut Sakhon, Samut Sakhon 74000. There were 11 shareholders with 60,596,934 shares, attending the Meeting in person and 23 shareholders with 84,776,205 shares, attending the Meeting by proxies. There were the total number of 34 shareholders, holding 145,373,139 shares in aggregate and representing 58.8020 percent of the total number of 270,200,000 shares sold of the Company, The Meeting had passed the resolutions in each agenda as follows:

**Agenda 1. To acknowledge the Company’s operating results for the year 2025 and its business plan in the future.**

**Meeting resolution :** Acknowledged To acknowledge the Company’s operating results for the year 2025 and its business plan in the future.

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

**Agenda 2 To consider and approve the Company’s financial statements for the year ended 31 December 2025.**

**Meeting resolution :** Approved the Company’s financial statements for the year ended 31 December 2025, which audited by auditor and reviewed by the Audit Committee and the Board of Directors. The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows :

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Voided	0	not counted as vote
Total Scores	145,373,139	100.0000 %
Abstained	0	not counted as vote

**Agenda 3** To consider and approve the allocation of the net profit for the fiscal year 2025 as a legal reserve and the dividend payment based on the Company's 2025 operating results.

**Meeting resolution:** Approved the allocation of net profit for the year 2025 as legal reserves and the payment of dividends from the operating results for the year 2025 by a majority vote of shareholders present and entitled to vote as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Voided	0	not counted as vote
Total Scores	145,373,139	100.0000 %
Abstained	0	not counted as vote

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

**Meeting resolution:** Approved the appointment of three (2) directors who were due to retire by rotation,

Name-Surname	position
1. Mr. Kriengsak Buanum	Director / Independent Director / Chairman of the Nomination and Remuneration Committee
2. Mr. Ekachai Achapipat	Director / Executive Director / Corporate Governance and Sustainability Committee Member / Risk Management Committee Member / Nomination and Remuneration Committee Member / Chief Financial Officer and Authorized Signatory Director

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

- (1) **Mr. Kriengsak Buanum** Director / Independent Director / Chairman of the Nomination and Remuneration Committee with the following voting results:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Voided	0	not counted as vote
Total Scores	145,373,139	100.0000 %
Abstained	0	not counted as vote

- (2) **Mr. Ekachai Achapipat** Director / Executive Director / Corporate Governance and Sustainability Committee Member / Risk Management Committee Member / Nomination and Remuneration Committee Member / Chief Financial Officer and Authorized Signatory Director with the following voting results:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Voided	0	not counted as vote
Total Scores	145,373,139	100.0000 %
Abstained	0	not counted as vote

**Agenda 5** To consider and approve the remuneration of directors for the year 2026.

**Meeting resolution :** Approved the remuneration of directors for the year 2026. As per details below:

Position	BOD				AC				RMC/NRC/CG				AGM/EGM			
	Y 2023	Y 2024	Y 2025	Y 2026	Y 2023	Y 2024	Y 2025	Y 2026	Y 2023	Y 2024	Y 2025	Y 2026	Y 2023	Y 2024	Y 2025	Y 2026
Chairman of The Board	20,000	20,000	25,000	25,000										20,000	25,000	25,000
Director	10,000	10,000	13,000	13,000										10,000	13,000	13,000
Chairman of The Audit Committee					15,000	15,000	20,000	20,000								
Audit Committee Member					10,000	10,000	13,000	13,000								
Chairman of The Subcommittee									10,000	10,000	10,000	10,000				
Member of The Subcommittee									5,000	5,000	5,000	5,000				
Other compensation/benefits	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None

This stipulates that compensation shall be paid based on the number of meetings attended by the directors, and no other benefits shall be provided. Directors who are executives and have regular income are not entitled to the meeting allowances specified. The Executive Committee and/or the Chief Executive Officer are authorized to allocate the amount of bonuses that each director will receive (if any) with a vote of not less than two-thirds (2/3) of the total votes of shareholders present and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Abstained	0	0.0000 %
Voided	0	0.0000 %
Total Scores	145,373,139	100.0000 %

**Agenda 6** To consider and approve the appointment of the Company’s auditors and audit fee for the year 2026.

**Meeting resolution :** Approval is granted for the appointment of ANS Audit Co., Ltd. as the company's auditor for the year 2026, the first year of the audit, and for designating one of their representatives to review, audit, and express an opinion on the company's financial statements, as follows:

List of auditors	Certified Public Accountant No.	Number of Years as Signing Auditor of the Financial Statements
1. Mr. Athipong Athipongskul	3500	Appointed in 2026. or

2. Mr. Sathien Wongsanant	3495	Appointed in 2026. or
3. Mr. Wichai Rujitanont	4054	Appointed in 2026. or
4. Ms. Kulthida Pasurakul	5946	Appointed in 2026. or
5. Ms. Patcharee Siriwongsilp	9037	Appointed in 2026. (Year 1) or
6. Mr. Yutthapong Chuemuangphan	9445	Appointed in 2026.

The audit fee for the year 2026, compared with that of 2025, has decreased by Baht 570,000 (Five Hundred Seventy Thousand Baht only). The details can be summarized as follows:

Details	ANS (Baht)	PWC (Baht)	
	2569	2568	2567
Audit and Review Fees for Financial Statements (Annual and Quarterly)	1,380,000.00	1,950,000.00	1,950,000.00
Other Service Fees	None	None	None
<b>Total</b>	<b>1,380,000.00</b>	<b>1,950,000.00</b>	<b>1,950,000.00</b>

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

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Voided	0	not counted as vote
Total Scores	145,373,139	100.0000 %
Abstained	0	not counted as vote

**Agenda 7 To consider and approve the reduction of the Company's registered capital from Baht 147,500,000 to Baht 135,100,000 by cancelling the remaining 24,800,000 ordinary shares**

with a par value of Baht 0.50 per share that were allocated for the private placement (PP) offering but have not yet been issued, and to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

**Meeting resolution :** Approved the reduction of the registered capital from the original registered capital of 147,500,000 baht to a new registered capital of 135,100,000 baht by canceling 24,800,000 unissued shares, and approved the amendment of Article 4 of the Memorandum of Association to reflect the reduction of the company's registered capital, and authorized the Board of Directors and/ or authorized signatories and/ or persons designated by the Board of Directors or authorized signatories to register the reduction of registered capital and the amendment of Article 4 of the company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the power to amend or add wording to comply with the Registrar's orders with a vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies present and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Abstained	0	0.0000 %
Voided	0	0.0000 %
Total Scores	145,373,139	100.0000 %

**Agenda 8** To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 135,100,000 to the new registered capital of Baht 176,375,000 by issuing 82,550,000 newly issued ordinary shares with a par value of Baht 0.50 per share, totaling Baht 41,275,000, and to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase in the Company's registered capital in order to support the allocation of newly issued ordinary shares under a General Mandate and the issuance and offering of convertible securities in the form of warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1-Warrants").

**Meeting resolution:** Approval has been granted for an increase in registered capital from the original registered capital of 135,100,000 baht to a new registered capital of 176,375,000 baht through the issuance of 82,550,000 additional ordinary shares. Details are as follows:

Amendment	Registered Capital (Baht)	Registered Capital (Shares)	Par Value (Baht per Share)
Current	135,100,000	270,200,000	0.50
To consider the amendment to the increase of the Company's registered capital.	41,275,000	82,550,000	0.50
Proposed Amendment	176,375,000	352,750,000	0.50

by issuing 82,550,000 newly issued ordinary shares. The details are as follows:

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht per Share)	Total (Baht)
General Mandate	Ordinary Shares	Not exceeding 15,000,000	0.50	7,500,000
Specific Purpose for the Exercise of Warrants (ITTHI-W1)	Ordinary Shares	Not exceeding 67,550,000	0.50	33,775,000
Total		Not exceeding 82,550,000		41,275,000

and approve the amendment of Article 4 of the Memorandum of Association to conform with the increase in the company's registered capital to accommodate the allocation of additional ordinary shares under a general mandate and the issuance and offering of convertible securities of the company's first series of warrants to purchase ordinary shares ("ITTHI-W1 warrants") to conform with the new capital increase.

And authorize the Board of Directors and/or authorized signatories and/or persons designated by the Board of Directors or authorized signatories to proceed with the registration of the capital reduction and the amendment of Article 4 of the company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the power to amend or add wording to comply with the Registrar's orders with a vote of not less than three-

fourths (3/4) of the total votes of shareholders and proxies present at the meeting and entitled to vote as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,039	99.9999 %
Disapproved	100	0.0001 %
Abstained	0	0.0000
Voided	0	0.0000
Total Scores	145,373,139	100.0000 %

**Agenda 9** To consider and approve the increase of the Company's registered capital under a General Mandate, totaling not exceeding 15,000,000 shares, with a par value of Baht 0.50 per share, equivalent to not exceeding Baht 7,500,000 (or representing 5.55% of the Company's paid-up capital), for the purpose of offering such shares to specific investors (Private Placement).

**Meeting resolution:** Approval of a general mandate capital increase of a total amount not exceeding 15,000,000 shares with a par value of 0.50 baht per share, totaling not exceeding 7,500,000 baht (or 5.55% of the company's paid-up capital), to be offered for sale to a limited group of persons for the purpose of raising funds to support future investment plans and to enhance liquidity and working capital for the group's business operations.

And authorization is granted to the Board of Directors and/or authorized directors of the company and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or authorized directors of the company and/or the Chief Executive Officer to carry out actions related to the capital increase and amendment of the company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to take any action to comply with the Registrar's order to complete the registration process, with a vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies present and entitled to vote, as follows::

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,323,035	99.9655 %
Disapproved	104	0.0001 %
Abstained	50,000	0.0344 %
Voided	0	0.0000 %
Total Scores	145,373,139	100.0000 %

**Agenda Item 10:** To consider and approve the increase of the Company's registered capital with a specific purpose of fund utilization to support the exercise of convertible securities, namely the warrants to purchase the Company's ordinary shares No.1 ("ITTHI-W1 Warrants"), totaling not exceeding 67,550,000 shares with a par value of Baht 0.50 per share.

**Meeting resolution:** Approval of a capital increase with a specified purpose to support the exercise of conversion rights of the Company's No. 1 warrants to purchase ordinary shares ("ITTHI-W1 warrants") in the amount of 67,550,000 units and supporting shares equal to 67,550,000 shares, representing 25% of the Company's paid-up capital, at a price of 0.50 baht per share, for a total amount not exceeding 33,775,000 baht, to be used as a source of funding to support the Company's operational plan, and authorization is granted to the Board of Directors and/or authorized directors of the Company and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or authorized directors of the Company and/or the Chief Executive Officer to carry out actions related to the capital increase and amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, and/or to take any action to comply with the Registrar's order to complete such registration, with a vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies present and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Abstained	0	0.0000 %
Voided	0	0.0000 %
Total Scores	145,373,139	100.0000 %

**Agenda Item 11:** To consider and approve the issuance and offering of convertible securities in the form of warrants to purchase the Company’s ordinary shares No. 1 (“ITTHI-W1 Warrants”), totaling not exceeding 67,550,000 units, with a par value of Baht 0.50 per share.

**Meeting resolution:** Approved the issuance and offering of convertible securities by issuing warrants to purchase ordinary shares of Itthirit Nice Corporation Public Company Limited, Series 1 (“ITTHI-W1”), in an amount not exceeding 67,550,000 units, to be allocated to existing shareholders of the Company in proportion to their shareholding (Rights Offering) without charge, at a ratio of 4 existing shares to 1 unit of ITTHI-W1 warrant (any fractional amount will be rounded down). ITTHI-W1 warrants have a term of 2 years from the date of issuance, with an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of 0.50 baht per share. Holders of ITTHI-W1 warrants can exercise their rights under ITTHI-W1 warrants every 6 months from the date of issuance.

And authorized the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee. The Board of Directors shall have the authority to (a) determine and/or amend the terms, conditions and details relating to the ITTHI-W1 warrants, including details relating to the issuance and offering, allocation and exercise of rights under the warrants, in order to comply with the announcements of the Securities and Exchange Commission and/or other relevant agencies; (b) enter into and sign relevant documents and contracts; (c) sign applications for permissions, waivers and necessary evidence relating to the allocation of such warrants, including contacting and submitting applications for permissions or waivers of such documents and evidence to government agencies or relevant agencies, and listing the warrants to purchase ordinary shares of the Company (ITTHI-W1) on the MAI Stock Exchange; and (d) take any necessary and appropriate action relating to the issuance and

allocation of ITTHI-W1 warrants in this instance, with the votes of not less than three-fourths (3/4) of the total votes of shareholders and proxies present and entitled to vote, as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,139	100.0000 %
Disapproved	0	0.0000 %
Abstained	0	0.0000 %
Voided	0	0.0000 %
Total Scores	145,373,139	100.0000 %

Agenda Item 12 To consider and approve the allocation of newly issued ordinary shares, with the details as follows:

(1) The allocation of newly issued ordinary shares under a General Mandate, totaling not exceeding 15,000,000 shares with a par value of Baht 0.50 per share, for offering to specific investors (Private Placement), with a total value of not exceeding Baht 7,500,000, representing 5.55% of the Company's paid-up capital; and

(2) The allocation of newly issued ordinary shares to support the exercise of the Warrants to purchase the Company's ordinary shares No. 1 ("ITTHI-W1 Warrants"), totaling not exceeding 67,550,000 shares with a par value of Baht 0.50 per share, to be allocated to the existing shareholders of the Company in proportion to their shareholding at the ratio of 4 existing ordinary shares to 1 warrant unit, free of charge, according to the list of shareholders entitled to receive such warrants as recorded in the share register as of 10 March 2026, which is the Record Date for determining the shareholders entitled to receive the allocation of the Company's warrants.

**Meeting resolution:** Approval was granted for the allocation of up to 82,550,000 newly issued ordinary shares with a par value of 0.50 baht per share, totaling 41,275,000 baht. The allocation is summarized as follows:

And empower the Board of Directors to consider, act, or cause to act as follows:

1. Granting authority to carry out actions related to the allocation of additional ordinary shares under a general mandate as follows:

- (1) Consider offering to sell additional ordinary shares in one or several tranches.
- (2) Determine the objectives, date and time of the offering, the offering price, the pricing method, and the persons who will receive the allocation of shares, including details and conditions related to the allocation of such additional ordinary shares.
- (3) Negotiate, agree, sign, and/or assign any person full authority to negotiate, agree,

to be allocated to	Number of Shares (Shares) )	Ratio	Offering Price per Share (Baht)	Subscription Period and Payment for Shares	Remarks
General Mandate	Not exceeding 15,000,000	-	The offering price shall be determined by the Board of Directors and shall not be lower than 90 percent of the market price.	To be determined later	Details are set out in Form F 53-4.
To accommodate the exercise of the Warrants (ITTHI-W1).	Not exceeding 67,550,000	At a ratio of 4 existing ordinary shares for 1 warrant unit.	Exercise Price: Baht 0.50 per share	1. The warrant issuance date shall be April 30, 2026. 2. The exercise of the warrants shall be permitted four (4) times, every six (6) months.	Details are set out in the Terms and Conditions of the Warrants.
<b>Total Allocation</b>	<b>Not exceeding 82,550,000</b>				

sign, and enter into various documents and contracts related to the issuance and sale of such additional ordinary shares, including assigning authority to the Chief Executive Officer or any person authorized by the Board of Directors to carry out the above-mentioned actions.

2. Granting authority to carry out actions related to the allocation of additional ordinary shares to support the exercise of rights under the Company's first warrant to purchase ordinary shares ("ITTHI-W1 warrants") as follows:

- (1) Consider offering to sell additional ordinary shares in one or several tranches.
- (2) Determine the objectives, date and time of the offering, the offering price, the pricing method, and the persons who will receive the allocation of shares, including details and conditions related to the allocation of such additional ordinary shares. Relating to the allocation of the said additional ordinary shares:
- (3) To negotiate, agree, sign and/or assign any person full authority to negotiate, agree, sign various documents and contracts related to and to take any other necessary and appropriate action related to the issuance and offering of the said

additional ordinary shares, including assigning authority to the Chief Executive Officer or any person authorized by the Board of Directors to take the said actions.

With a vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies present at the meeting and entitled to vote as follows:

Votes	Number of vote casted (1 share = 1 vote)	Percentage of the number of shares held by the shareholders attending the Meeting and having the right to vote
Approved	145,373,039	100.0000 %
Disapproved	100	0.0000 %
Abstained	0	0.0000 %
Voided	0	0.0000 %
Total Scores	145,373,139	100.0000 %

**Agenda 13 Other matters (if any).**

- None -

Please be informed accordingly.

Sincerely yours,




(Mr. Thanaset Akkrabunyapath)

Chief Executive Office