

TECHLEAD NPN PUBLIC COMPANY LIMITED

Minutes of the Extraordinary General Meeting of Shareholders No. 2/2025

Techlead NPN Public Company Limited

The Extraordinary General Meeting of Shareholders No. 2/2025 (the “**Meeting**”) was held on September 12, 2025, via electronic means in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), where the Meeting is broadcasted from the conference room of the Company’s head office.

The Meeting started at 14.00 hrs.

Mr. Panthawat Nakvisut, Chairman of the Board acting as Chairman of the meeting (the “**Chairman**”). Directors, executives, and advisors of the Company attended the meeting as follows

Directors attending the meeting

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|----|----------------------------------|---|
| 1. | Mr. Panthawat Nakvisut | Chairman |
| 2. | Mr. Phuriphat Petdee | Vice Chairman / Member of the Executive Committee / Chairman of the Risk Management Committee / Member of Nomination and Remuneration Committee (via electronic media) |
| 3. | Dr. Woraphat Phucharoen | Independent Director / Chairman of Audit Committee (via electronic media) |
| 4. | Gen. Puttawat Yoodthanawachapong | Independent Director / Member of Audit Committee / Chairman of the Corporate Governance and Sustainability Committee |
| 5. | Ms. Sudjai Pansin | Independent Director / Member of Audit Committee / Member of Corporate Governance and Sustainability Committee / Member of Nomination and Remuneration Committee / Member of Risk Management Committee (via electronic media) |
| 6. | Mr. Issara Rounsuk-Udom | Director / Chairman of the Executive Committee / Chief Executive Officer |
| 7. | Miss Chawanporn Niransawasdi | Director / Member of Executive Committee / Member of Corporate Governance and Sustainability Committee / Member of Nomination and Remuneration Committee (via electronic media) |

Number of directors attending the meeting equals to 100% of the total number of directors

Company’s Advisors

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|----|----------------------------|--|
| 1. | Mr. Natchanon Sakdapisit | Financial Advisor from The Borealis Advisory Co., Ltd. |
| 2. | Miss Manunya Thitinuntawan | Legal Advisor from Manya & Associates Limited |
| 3. | Mr. Wongwiwat Hema | Legal Advisor from Sonprasert Law Office |

Moderator

Ms. Napparat Suttikul	Company Secretary
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TECHLEAD NPN PUBLIC COMPANY LIMITED

The Moderator welcomed and thanked to the shareholders for attending the Extraordinary General Meeting of Shareholders No. 2/2025 of the Company and informed the shareholders that the Meeting is being held in electronic means in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other relevant laws and regulations, and the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings Via Electronic Means B.E. 2563. In this regard, **Inventech Systems (Thailand) Company Limited**, a company with sufficient expertise and experience, was assigned by the Company to provide service of the electronic meetings which has a computer software system that meets security standards in line with the standards of the relevant agencies, namely the Electronic Transactions Development Agency (ETDA).

In addition, the Company has placed importance on organizing the shareholders meeting in a manner that facilitates shareholders' participation without the need to travel to the meeting venue. This helps save time and travel expenses, while also reducing greenhouse gas emissions from transportation, which is in line with government policy. Accordingly, the Company deemed it appropriate to convene this Extraordinary General Meeting of Shareholders exclusively via electronic means.

The Moderator informed the meeting that the Company had engaged representatives from its external legal advisor, Sonprasert Law Office, to review the proxy forms submitted to the Company both by post and through the electronic system, as well as to oversee the voting procedures and ensure that the Meeting was conducted transparently, in compliance with applicable laws, the Company's Articles of Association, and the corporate governance principles.

The Moderator further informed the meeting that today's meeting was being broadcast via video conference from the conference room at the Company's head office. The Moderator explained the methods of communication with the meeting, as well as the procedures for identity verification and registration, in accordance with the details provided in Enclosure No. 9, which was delivered to the shareholders together with the Notice of the Meeting. The independent directors who had been appointed as proxies from shareholders had collected the proxy forms and submitted them to the Chairman. The Company would cast votes in accordance with the wishes of the shareholders as specified in the proxy forms.

The Moderator additionally explained that shareholders could communicate with the Meeting through two channels, as follows:

1. Text Message. Shareholders could type in their questions and click the "Submit Question" button. The Company would respond to the questions during the relevant agenda items. However, in the event that a large number of questions were submitted, the Company reserved the right to consider and select appropriate questions.
2. Video Conference. Shareholders could click the "Video Conference Question" button, followed by "Confirm" to reserve a queue. Once approved by the staff, participants could activate their cameras and microphones. Shareholders were required to state their full names and indicate

TECHLEAD NPN PUBLIC COMPANY LIMITED

whether they were attending as shareholders or proxies before asking their questions, so that the Company could accurately record them in the minutes.

The Moderator requested shareholders' cooperation in expressing opinions or asking questions only after the directors and executives had provided explanations on each agenda item. In cases where questions or comments were unrelated to the agenda under consideration, the Moderator clarified that the Company reserved the right to address such matters under other appropriate agenda items as deemed suitable. The Moderator also informed the meeting of the contact details for the Call Center in case of any technical issues during the use of the system.

The Moderator then introduced the directors, executives, legal advisors, and financial advisors of the Company who were in attendance, the details of whom are recorded in these minutes. The Moderator further informed the meeting that the Company had set the date to determine the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2025 (Record Date), pursuant to the Securities and Exchange Act B.E. 2535 (Section 89/26), on 5 August 2025

The Moderator reported that, at this meeting, there was 1 shareholder attending in person, holding 163 shares, and 30 shareholders attending by proxy, holding 3,030,932,220 shares. In total, 31 shareholders were present, holding an aggregate of 3,030,932,383 shares, representing 71.7414 percent of the total issued and paid-up shares of the Company. A quorum was thus constituted in accordance with the Articles of Association of the Company.

The Moderator then invited the Chairman of the Meeting to open the Extraordinary General Meeting of Shareholders No. 2/2025.

Mr. Panthawat Nakvisut, Chairman of the Board, acted as the Chairman of the Meeting (the "**Chairman**") and declared the Extraordinary General Meeting of Shareholders No. 2/2025 duly convened. The Chairman expressed his appreciation to the shareholders for their valuable time in attending the Extraordinary General Meeting of Shareholders No. 2/2025.

The Chairman requested the Moderator to explain the procedures and processes for conducting the Meeting.

The Moderator explained the procedures and processes for the conduct of the meeting, summarized as follows:

1. Voting Rights: Each shareholder shall have votes equal to the number of shares held, with one share carrying one vote. Each shareholder has the right to vote [Approval], [Disapproval], or [Abstention] in one manner only, except for Custodian, who may split their votes. In each agenda item, if a shareholder does not cast a vote within the specified timeframe, the Company will deem such shareholder to have voted in favor of the agenda item.

TECHLEAD NPN PUBLIC COMPANY LIMITED

2. Voting Procedures for each agenda item:

- (1) The meeting shall proceed in accordance with the agenda items set out in the Notice of the Meeting. Information on each agenda item will be presented, followed by an opportunity for shareholders to ask questions before voting. The voting results will be announced after the vote counting for each item is completed.
- (2) To cast a vote, shareholders shall select the agenda item and click the “Vote” button. The system will display three options: Approval, Disapproval, and Abstention.

For shareholders or proxies representing multiple accounts, the system will display all accounts separately, and votes shall be cast per account
- (3) To cancel a vote, shareholders may click the “**Cancel Vote**” button. Shareholders who do not cast a vote within the specified timeframe will be deemed to have voted in favor of the agenda item. Votes may be changed until the system announces the closure of voting for that item. Each agenda item will allow **one minute** for voting, after which the results will be announced. Once results are announced, no further changes or retroactive votes will be permitted.
- (4) For proxies holding multiple accounts, the “**User Account**” menu and “**Switch Account**” button may be used to switch between accounts without affecting votes already cast.
- (5) If a shareholder leaves the Meeting before voting on any agenda item is closed, such shareholder’s shares will not be counted towards the quorum for that agenda item and their votes will not be included in subsequent items, unless votes were already cast before leaving. However, leaving the Meeting will not prejudice the rights of such shareholders or proxies to rejoin and participate in later agenda items.
- (6) For shareholders granting proxies with specific voting instructions, the Company has already recorded the votes (**Approval, Disapproval, or Abstention**) as indicated in the proxy forms into the system for each agenda item.
- (7) Questions and Comments:
 - Before voting on each agenda item, shareholders will be given the opportunity to raise questions or express opinions related to that agenda item.
 - Shareholders wishing to do so shall select the “**Submit Question**” menu and follow the procedures, either by submitting text questions or reserving a queue to ask via video conference.
 - For the purpose of accurately recording the minutes, shareholders are requested to state their full names each time they raise questions or express opinions.

TECHLEAD NPN PUBLIC COMPANY LIMITED

- In the event that numerous questions are submitted, the Company reserves the right to select questions based on their relevance to the agenda, duplication, or whether the matter has already been addressed.

- (8) If shareholders experience any issues with accessing the meeting or voting system, they are advised to follow the instructions provided with the Notice of the Meeting, or select the “Help” menu to contact the Inventech Call Center.

Before proceeding with the agenda items, the Moderator inquired whether any shareholders had questions regarding the rules and voting procedures.

As there were no further questions, the Chairman requested the meeting to consider the agenda items as follows:

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

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

The moderator informed the Meeting that 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 (<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**, which was delivered to the shareholders together with the Notice of the Meeting.

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 certify the 2025 Annual General Meeting of Shareholders, which was held on 25 April 2025, as detailed above.

The Moderator provided an opportunity for the shareholders to express their opinions and ask further questions.

As there were no additional questions, the Moderator proposed that the shareholders’ meeting vote on this agenda item, which requires approval by a majority of the total votes of the shareholders present at the Meeting and casting their votes.

Resolution: The Meeting resolved to certify the Minutes of the 2025 Annual General Meeting of Shareholders, held on 25 April 2025, in all respects as proposed, with the approval of a majority of the total votes of the shareholders present at the Meeting and casting their votes, as detailed below:

TECHLEAD NPN PUBLIC COMPANY LIMITED

Voting	Number of Votes	% of total votes of the shareholders
Approval	3,036,649,283	100.0000
Disapproval	0	0.0000
Abstention	0	-
Total (32 shareholders)	3,036,649,283	-

Before the presentation of Agenda Items 2 to 5, the Moderator provided additional clarification to the meeting that Agenda Items 2–5 relate to various forms of fundraising intended to prepare the Company for the next 1–3 years. The Company has gained investor confidence to pursue growth together with its shareholders, while also having a medium-term plan to allow all shareholders to participate in such growth. Following the capital increase previously approved by the Extraordinary General Meeting of Shareholders No. 1/2025, the Company received approximately THB 275 million from the capital increase, which was invested in technology businesses in line with the Company’s strategy of focusing more on technology-related investments. On June 16, 2025, the Company invested in GU Pay Co., Ltd. (which was subsequently renamed Paygenix Co., Ltd.), a provider of electronic payment services (Payment Gateway). The Company began recognizing revenue from this investment immediately, resulting in satisfactory operating results for the second quarter of 2025, as disclosed in the Company’s Q2 financial statements. The Company anticipates that, by the third quarter of 2025, it will be able to fully recognize profits from this business. Accordingly, the Company deems it appropriate to undertake this additional fundraising to support future expansion plans into Tech businesses and/or other Tech-related businesses with high potential, as well as to build on its Payment Gateway business. Furthermore, with confidence in its new strategic direction and the availability of investment capital, the Company believes it will be able to resolve the CB (Caution) sign issue within the year 2025.

In addition, the Company’s financial advisor summarized the overall meeting agenda and the capital increase plan of the Company, consistent with the information provided in the Notice of the Extraordinary General Meeting of Shareholders No. 2/2025, which can be summarized as follows:

1. Rationale and Necessity of the Capital Increase and Offering of Newly Issued Ordinary Shares
 - The Extraordinary General Meeting of Shareholders No. 1/2025, held on 7 February 2025, approved the increase of the registered capital and the issuance and offering of up to 2,720,000,000 newly issued ordinary shares through a Private Placement at the offering price of THB 0.19 per share, with a total offering value of THB 516,800,000. The Company was able to allocate 1,444,785,714 shares, representing the total proceeds of THB 274,509,285.66.
 - On 16 June 2025, the Company invested in the Payment Gateway Solution business through the acquisition of shares in GU Pay Co., Ltd. (subsequently renamed Paygenix Co., Ltd). This investment reflects the Company’s clear direction in expanding into the technology sector and has strengthened investor confidence in the Company’s long-term growth potential. To further enhance the payment services business of Pay Genix, the Company

TECHLEAD NPN PUBLIC COMPANY LIMITED

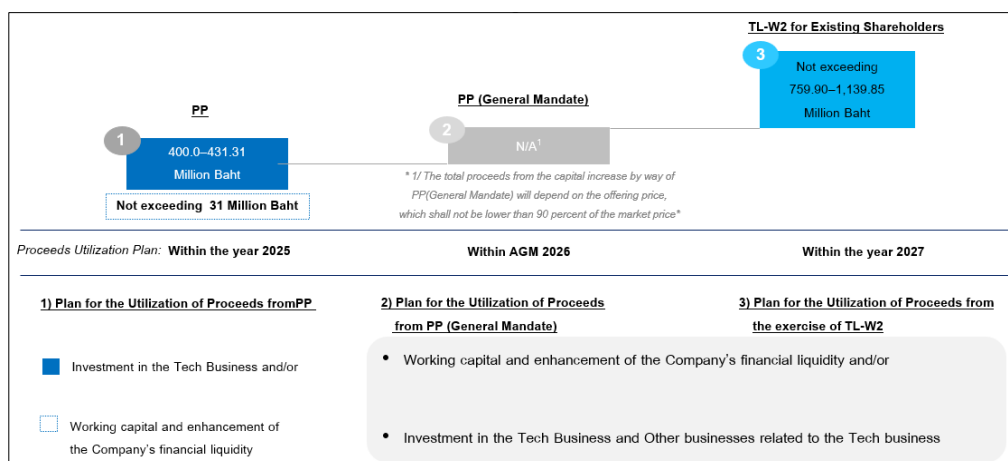
plans to expand into the Electronic Wallet (E-Wallet) business, including applying for a license from the Bank of Thailand. The Company expects that such business will require a total investment of not less than THB 300 million. In addition, the Company intends to expand its investments into other technology-related businesses with high potential, including: (1) Technology Media; (2) Marketplace Platforms; and (3) Software Development (Software House).

- Accordingly, the Company proposes to further increase its capital through the Private Placement in the total amount of THB 431,309,600.76, to be used for the expansion of its technology-related businesses as outlined above. This will strengthen the Company's competitiveness in a rapidly evolving industry and demonstrate a clear investment direction and utilization plan. The Company believes that this additional capital increase will be well received by investors, who recognize the potential for stable and sustainable returns in the long term.
- The Board of Directors has also considered alternative fundraising methods such as a public offering or rights offering. However, the Board is of the opinion that such methods involve a longer timeframe, higher transaction costs, are subject to regulatory approvals, and carry a higher degree of uncertainty as to whether the Company would be able to raise the required amount within the specified period. For these reasons, the Private Placement is deemed the most appropriate and timely fundraising method to meet the Company's financing needs.
- Furthermore, in order to prepare for the rapid expansion of technology-related businesses and to maintain flexibility in securing funding for potential business opportunities, the Company deems it necessary to increase capital under a General Mandate, which would allow the Company to raise funds efficiently and in a timely manner, subject to the Company's future funding requirements.

2. Benefits of Investing in the Technology Business

- (1) Generate additional revenue, higher returns, and consistent cash flows.
- (2) Growth potential aligned with mega-trend developments.
- (3) Diversification of risks by reducing dependence on any single business line.

TECHLEAD NPN PUBLIC COMPANY LIMITED

3. Use of Proceeds from the Capital Increase4. Offering Price of the Newly Issued Ordinary Shares by Private Placement

The Board of Directors has resolved to propose the offering price of THB 0.41 per share for approval by the Shareholders' Meeting. Such offering price is not deemed to be lower than 90% of the market price as prescribed under 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 "Market Price" is calculated based on the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the Board of Directors' resolution to propose the agenda to the Shareholders' Meeting (from 9 July 2025 to 18 July 2025), which equaled THB 0.45 per share.

5. Effects on Shareholders

5.1 Effects on Shareholders from Issuance and Offering of Newly Issued Shares through a Private Placement

Effects	Formulas	Calculation	Percentage
Price Dilution	Impact on the price after the offering $\frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$	$\frac{0.45 - 0.41}{0.45}$	1.82 %
	Market price after offering $\frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{PP Offering Price} \times \text{Number of PP Shares})}{(\text{Number of paid-up shares} + \text{Number of PP Shares})}$	$\frac{(0.45 \times 4,224,797,738) + (0.41 \times 1,051,974,636)}{4,224,797,738 + 1,051,974,636}$	THB 0.44 per share
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 %
EPS Dilution	Cannot be calculated as the Company has net loss according to its consolidated financial statements		

TECHLEAD NPN PUBLIC COMPANY LIMITED

5.2 Effects on Shareholders from Issuance and Offering of Newly Issued Shares under General Mandate

Effects	Formulas	Calculation	Percentage
Price Dilution	Impact on the price after the offering $\frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$	Cannot be calculated as the Company has not yet determined the offering price of the newly issued ordinary shares under the General Mandate.	
Control Dilution	$\frac{\text{Number of PP GM Shares}}{(\text{Number of paid-up shares} + \text{Number of PP Shares} + \text{Number of PP GM Shares})}$	$\frac{422,479,773}{4,224,797,738 + 1,051,974,636 + 422,479,773}$	7.41 %
EPS Dilution	Cannot be calculated as the Company has net loss according to its consolidated financial statements		

5.3 Effects on Shareholders from the Issuance and Offering of Newly Issued Shares to Accommodate the Exercise of Warrants (TL-W2), which offered to existing shareholders in proportionate to their respective shareholdings (Rights Offering). There are assumptions in 3 cases, as follows:

Case 1: The Company issues and offers the Warrants (TL-W2).

Effects	Formulas	Calculation	Percentage
Price Dilution	There is no impact on the share price (Price Dilution), as the exercise price of THB 0.80 – 1.20 per share is higher than the market price prior to the offering, which was THB 0.45 per share.		
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 %
EPS Dilution	Cannot be calculated as the Company has net loss according to its consolidated financial statements		

Case 2: The Company allocates shares under the PP prior to the issuance and offering of TL-W2.

Effects	Formulas	Calculation	Percentage
Price Dilution	There is no impact on the share price (Price Dilution), as the exercise price of THB 0.80 – 1.20 per share is higher than the market price prior to the offering, which was THB 0.45 per share.		
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 %
EPS Dilution	Cannot be calculated as the Company has net loss according to its consolidated financial statements		

Case 3: The Company allocates shares under the PP and the General Mandate in full prior to the issuance and offering of TL-W2.

Effects	Formulas	Calculation	Percentage
Price Dilution	There is no impact on the share price (Price Dilution), as the exercise price of THB 0.80 – 1.20 per share is higher than the market price prior to the offering, which was THB 0.45 per share.		
Control Dilution	$\frac{\text{Number of accommodated shares for TL-W2}}{(\text{Number of paid-up shares} + \text{Number of PP Shares} + \text{Number of accommodated shares for TL-W2} + \text{Number of General Mandate Shares})}$	$\frac{949,875,357}{4,224,797,738 + 1,051,974,636 + 949,875,357 + 422,479,773}$	14.29 %
EPS Dilution	Cannot be calculated as the Company has net loss according to its consolidated financial statements		

The Chairman then invited shareholders to express their opinions and raise further questions

The shareholders raised inquiries to the Company, the key issues of which can be summarized as follows:

TECHLEAD NPN PUBLIC COMPANY LIMITED

Mr. Thongtos Panglad, Shareholder Rights Volunteer, a proxy from the Thai Investors Association, submitted questions to the Company in advance of the meeting regarding the purpose of using the funds, which can be summarized as follows:

- 1) How will the Company utilize the proceeds from the capital increase, and will the existing capital be sufficient for long-term operations?
- 2) The first portion of proceeds from the PP offering is expected to be approximately THB 431.31 million. Additional proceeds from the offering under General Mandate and the exercise of TL-W2 will occur in the future. Will these amounts be sufficient for investment in Tech businesses and e-wallets, as well as for working capital purposes?
- 3) What are the Company's concrete business plans and objectives for Tech businesses and e-wallets, including its revenue-generation strategy?

Response: The moderator explained that, that questions had been submitted in advance and the responses were in line with the explanations already provided by the Company and the financial advisor regarding the details of the Company's capital increase plan as set out above.

Mr. Chawal Praveenvorakul, a shareholder attending the Meeting in person, inquired whether the offering price of THB 0.41 per share under the Private Placement would be fair to the existing shareholders.

Response: The financial advisor explained that the offering price of THB 0.41 per share represents a discount of no more than 10% of the market price, in compliance with the relevant regulations. The price was determined by reference to the weighted average market price over the 7 consecutive business days prior to the Board of Directors' meeting. Therefore, the offering price is considered fair. However, this price cannot be directly compared with the current market price.

There no further questions, the Moderator proceeded with the next agenda item.

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

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

The moderator informed the Meeting that the Company intends 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

TECHLEAD NPN PUBLIC COMPANY LIMITED

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:

“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.

The Board of Directors has considered and deemed it 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

TECHLEAD NPN PUBLIC COMPANY LIMITED

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.

The Moderator proposed that the shareholders' meeting vote on this agenda item, which requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Resolution: The Meeting resolved to 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 proposed details in all respects, with the approval of a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as detailed below:

Voting	Number of Votes	% of total votes of the shareholders
Approval	3,030,932,383	99.8117
Disapproval	5,716,900	0.1882
Abstention	0	0.0000
Total (32 shareholders)	3,036,649,283	100.0000

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)

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

The moderator informed the Meeting that in accordance with the Company's capital raising plan, the Company intends 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.

The Company has proposed that the meeting authorize the authorized directors of the Company, or any person designated by such authorized directors, to determine the final exercise price within the price range already approved by the Board of Directors. The Company will notify the final exercise price accordingly.

TECHLEAD NPN PUBLIC COMPANY LIMITED

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**), which was delivered to the shareholders together with the Notice of the Meeting. The summary of the details is as follows:

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	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: $\frac{\text{Reserved shares for TL-W2}}{\text{the total number of shares sold of the Company}} = \frac{949,875,357}{4,224,797,738} = 22.48\%$
Offering Method / Allocation Ratio	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). 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. 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.

TECHLEAD NPN PUBLIC COMPANY LIMITED

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	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.
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	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).

TECHLEAD NPN PUBLIC COMPANY LIMITED

	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.
Conditions for Remaining Warrants	The Company will cancel the remaining Warrants.
Right Adjustment Conditions	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 (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; (4) When the Company distributes dividends, in whole or in part, in the form of newly issued shares to shareholders; (5) When the Company pays the dividend in cash exceeding the rate specified in terms and conditions; (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.
Warrants Registrar	Thailand Securities Depository Company Limited

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'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 (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.

TECHLEAD NPN PUBLIC COMPANY LIMITED

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.

The Board of Directors has considered and deemed it appropriate to propose to 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.

The Moderator proposed that the shareholders' meeting vote on this agenda item, which requires approval by a majority of the total votes of the shareholders present at the Meeting and casting their votes.

Resolution: The Meeting resolved to 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 proposed details in all respects, with the approval of a majority of the total votes of the shareholders present at the Meeting and casting their votes, as detailed below:

Voting	Number of Votes	% of total votes of the shareholders
Approval	3,036,649,283	100.0000
Disapproval	0	0.0000
Abstention	0	-
Total (32 shareholders)	3,036,649,283	-

TECHLEAD NPN PUBLIC COMPANY LIMITED

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

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

The moderator informed the Meeting that 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), which was delivered to the shareholders together with the Notice of the Meeting, 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.

The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the increase of registered capital in the amount of

TECHLEAD NPN PUBLIC COMPANY LIMITED

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.

The Moderator proposed that the shareholders' meeting vote on this agenda item, which requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Resolution: The Meeting resolved to 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 proposed details in all respects, with the approval of a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as detailed below:

Voting	Number of Votes	% of total votes of the shareholders
Approval	3,030,932,383	99.8117
Disapproval	5,716,900	0.1882
Abstention	0	0.0000
Total (32 shareholders)	3,036,649,283	100.0000

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

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

The moderator informed the Meeting that with reference to the Company's proposal for consideration of the registered capital increase under Agenda Item 4, 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 newly issued ordinary shares are provided in the Capital Increase Report Form (F53-4) (**Enclosure No. 3**) and the Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of the Company (**Enclosure No. 4**), which was delivered to the shareholders together with the Notice of the Meeting. The Company will further propose for the meeting's consideration and approval under Agenda Items 5.1, 5.2, and 5.3, as follows:

TECHLEAD NPN PUBLIC COMPANY LIMITED

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

The moderator informed the Meeting that the Company intends to 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 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

TECHLEAD NPN PUBLIC COMPANY LIMITED

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;

TECHLEAD NPN PUBLIC COMPANY LIMITED

- (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.

The Board of Directors has considered and deemed it appropriate to propose to 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.

The Moderator proposed that the shareholders' meeting vote on this agenda item, which requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

In this agenda, since Mr. Kereepat Supasinprapaong, one of the PP Investors, holds 145,500,000 shares in the Company, he is therefore not entitled to vote on this agenda item.

Resolution: The Meeting resolved to 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 proposed details in all respects, with the approval of a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as detailed below:

Voting	Number of Votes	% of total votes of the shareholders
Approval	2,885,432,383	99.8022
Disapproval	5,716,900	0.1977
Abstention	0	0.0000
No Voting Rights	145,500,000	-
Total (32 shareholders)	3,036,649,283	-

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

The moderator informed the Meeting that the Company intends to allocate 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

TECHLEAD NPN PUBLIC COMPANY LIMITED

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' 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

TECHLEAD NPN PUBLIC COMPANY LIMITED

of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

The Board of Directors has considered and deemed it appropriate to propose to 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.

The Moderator proposed that the shareholders' meeting vote on this agenda item, which requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

Resolution: The Meeting resolved to 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 proposed details in all respects, with the approval of a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as detailed below:

Voting	Number of Votes	% of total votes of the shareholders
Approval	3,036,648,220	99.9999
Disapproval	1,063	0.0000
Abstention	0	0.0000
Total (32 shareholders)	3,036,649,283	100.0000

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 moderator informed the Meeting that the Company intends to 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 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 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.

TECHLEAD NPN PUBLIC COMPANY LIMITED

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.

The Board of Directors has considered and deemed it appropriate to propose to 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.

The Moderator proposed that the shareholders' meeting vote on this agenda item, which requires approval by a majority of the total votes of the shareholders present at the Meeting and casting their votes.

Resolution: The Meeting resolved to approve the issuance and offering of the Warrants to purchase 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 proposed details in all respects, with the approval of a majority of the total votes of the shareholders present at the Meeting and casting their votes, as detailed below:

Voting	Number of Votes	% of total votes of the shareholders
Approval	3,036,649,283	100.0000
Disapproval	0	0.0000
Abstention	0	-
Total (32 shareholders)	3,036,649,283	-

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

-None-

The Moderator provided the opportunity for the shareholders to express their opinions and ask further questions.

TECHLEAD NPN PUBLIC COMPANY LIMITED

The shareholders raised inquiries to the Company, the key issues of which can be summarized as follows:

Mr. Thongtos Panglad, Shareholder Rights Volunteer, a proxy from the Thai Investors Association, submitted questions to the Company in advance of the meeting, which can be summarized as follows:

- 1) What are the Company's strengths that will enable it to compete with other major Payment Gateway providers and leading online platform operators in the market?

Responses: Mr. Panthawat Nakvisut, Chairman of the Company, responded that the Company's strength lies in its strong alliances and customer base, which not only provide stability in its current business operations but also create opportunities to expand into new businesses in the future, such as E-Wallets (electronic wallets). These will further strengthen the Company's ecosystem.

- 2) What are the Company's projected revenues and profits from the new businesses over the next 1–3 years, and when does the Company expect to achieve profitability?

Responses: Mr. Panthawat Nakvisut, Chairman of the Company, responded that the Company is currently unable to disclose revenue projections. Shareholders are encouraged to follow the Company's official performance announcements. Nevertheless, based on the Company's performance in Q2/2025, management is confident that the Company's operating results will continue to show improvement.

- 3) When does the Company expect to rectify the CB (Caution) sign, and how will this capital increase help address the issue?

Responses: Mr. Panthawat Nakvisut, Chairman of the Company, responded that, as explained by the financial advisor, the Company's capital increase plan will help resolve the issue. It is expected that the CB sign will be removed by the end of 2025, once the Company has announced its financial statements for the year 2025 in 2026.

- 4) How has the Company assessed and prepared to manage potential risks arising from this business transition, such as technological, regulatory, and market competition risks? What measures does the Company have in place to build investor confidence and ensure that the management operates professionally, transparently, and in the best interests of the shareholders?

Responses: Mr. Panthawat Nakvisut, Chairman of the Company, responded that the Company has conducted feasibility studies for potential technology investments with strong growth potential. Prior to making any investment, the Company engaged financial advisors, legal advisors, and other necessary experts to conduct due diligence on legal, regulatory, and business risks. Furthermore, the Company is confident that its management will act in the best interests of the Company. This can be evidenced by

TECHLEAD NPN PUBLIC COMPANY LIMITED

the returns generated from the Company's investment in Paygenix Co., Ltd., which has clearly contributed to increased revenue.

Mr. Piyapong Prasatthong, a shareholder attending the meeting in person, further asked how the Company benefits from the new government's policies on hemp and cannabis, and to what extent the Company expects to return to profitability after years of accumulated losses due to various challenges.

Responses: Mr. Panthawat Nakvisut, Chairman of the Company, responded that the Company is currently focusing primarily on strengthening its technology business to ensure stability and resilience. With respect to the hemp and cannabis business, the Company will take time to carefully assess and monitor the situation and government policies to ensure that, should the Company decide to enter this business, it would generate maximum benefits for shareholders and support the Company's long-term sustainability.

As no further questions or matters were proposed by the shareholders, the Chairman thanked the shareholders for attending the meeting and declared the meeting adjourned at 15:18 hrs.

Signed_____Chairman of the Meeting

(Mr. Panthawat Nakvisut)

Chairman of the Board of Directors