

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

The Extraordinary General Meeting of Shareholders No. 1/2026 of Techlead NPN Public Company Limited (the “Company”) was held on February 20, 2026 (the “Meeting”), via electronic means in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020). The Meeting was broadcast live via video conferencing, and the Company recorded the Meeting as a video recording.

The Meeting started at 2.00 p.m.

Mr. Panthawat Nakvisut, Chairman of the Board acting as Chairman of the Meeting. 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 of the Board |
| 2. | Dr. Woraphat Phucharoen | Independent Director/ Chairman of the Audit Committee |
| 3. | Gen. Puttawat Yoodthanawachapong | Independent Director/ Member of the Audit Committee/
Chairman of the Corporate Governance and Sustainability
Committee |
| 4. | Ms. Sudjai Pansin | Independent Director/ Member of the Audit Committee/
Member of the Nomination and Remuneration Committee/
Chairman of the Risk Management Committee/
Member of the Corporate Governance and Sustainability Committee |
| 5. | Mr. Chalermchai Keawpradit | Independent Director/
Member of the Nomination and Remuneration Committee |
| 6. | Mr. Issara Rounsuk-Udom | Director/ Chairman of the Executive Committee/ Chief Executive Officer |
| 7. | Mr. Phuriphat Petdee | Vice Chairman of the Board/
Chairman of the Nomination and Remuneration Committee/
Member of the Risk Management Committee |

Number of directors attending the Meeting equals to 100 percent of the total number of directors.

Executives attending the Meeting

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| 1. | Mr. Issara Rounsuk-Udom | Chairman of the Executive Committee/ Chief Executive Officer |
| 2. | Ms. Sukanya Tipmanee | Member of the Executive Committee/ President |
| 3. | Ms. Chonlada Thaweephanyophat | Chief Financial Officer |

Company's Advisors

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| 1. | Mr. Akrapach Kumkanis | Independent Financial Advisor from Silver Lining Advisory Co., Ltd. |
| 2. | Mr. Daychawat Lerkbangplad | Independent Financial Advisor from Silver Lining Advisory Co., Ltd. |

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3. Ms. Nichapun Pancharoenthavorn Financial Advisor from The Borealis Advisory Co., Ltd.
 4. Ms. Rujisaya Bubpaprohmn Legal Advisor from Kudun & Partners Co., Ltd.
 5. Ms. Viparat Timprathuang Legal Advisor from Kudun & Partners Co., Ltd.
 6. Ms. Thamonwan Kooosuan Legal Advisor from Kudun & Partners Co., Ltd.

Company Secretary Mrs. Nopparat Suttituluk (Minutes Taker)

Moderator Mr. Wongwiwat Hema

The Moderator welcomed and thanked to the shareholders for attending the Extraordinary General Meeting of Shareholders No. 1/2026 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) Co., Ltd., 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 further informed the Meeting that today's meeting was being broadcast via video conference. 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 Enclosures No. 7 and 10, which were delivered to the shareholders together with the Notice of the Meeting. There are independent directors who had been appointed as proxies from shareholders, and the Company 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. Participants could select the agenda items that they wish to raise questions about, then click the "Question" button and type their question. 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.

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2. Video Conference. Participants 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. Participants were required to state their full names and indicate whether they were attending as shareholders or proxies before raising their questions, so that the Company could accurately record them in the minutes. *If any participant wishes to remain anonymous, please inform the company before raising questions or expressing opinions.*

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, independent financial advisor, financial advisor and legal advisor 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. 1/2026 (Record Date), pursuant to the Securities and Exchange Act B.E. 2535 (Section 89/26), on January 21, 2026.

The Moderator reported that, at this meeting, there were 6 shareholders attending in person, holding 7,064 shares, and 30 shareholders attending by proxy, holding 4,074,324,819 shares. In total, 36 shareholders were present, holding an aggregate of 4,074,331,883 shares, representing 71.4888 percent of the Company’s total issued and paid-up shares of 5,699,252,147 shares. 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. 1/2026.

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. 1/2026 duly convened. The Chairman expressed his appreciation to the shareholders for their valuable time in attending the Extraordinary General Meeting of Shareholders No. 1/2026.

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.

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 raise 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.
 - Participants could select the agenda items that they wish to raise questions about, then click the “Question” button and follow the procedures, either by submitting text questions or reserving a queue to ask via video conference.

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- For the purpose of accurately recording the minutes, shareholders or their proxies are requested to state their full names each time they raise questions or express opinions. If any shareholder/proxy wishes to remain anonymous, please inform the company before raising questions or expressing opinions.
 - 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 adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2025 held on September 12, 2025

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

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

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

As there were no additional questions and opinions, 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 adopt the minutes of the Extraordinary General Meeting of Shareholders No. 2/2025 held on September 12, 2025, by a majority of the total votes of the shareholders present at the Meeting and casting their votes, as detailed below:

Voting	Number of Votes	The percentage of the total votes of the shareholders present at the meeting and casting their votes
Approval	4,074,327,983	100.0000
Disapproval	0	0.0000
Abstention	3,900	-
Total (36 persons)	4,074,331,883	100.0000

Agenda 2 To consider and approve the investment in Inventech Systems (Thailand) Co., Ltd.

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

The Moderator informed the Meeting that following the Company's business expansion plan, which aims to expand into the technology business, which is a business with growth potential in revenue generation and capable of rapid expansion, the Board of Directors' meeting has resolved to propose that the Shareholders' Meeting consider and approve the investment in Inventech Systems (Thailand) Co., Ltd. ("Inventech"), which operates as a software system service provider for businesses, particularly in the area of comprehensive shareholder meeting systems and other related services, by acquiring shares in Inventech from A. Prime Vision Co., Ltd. and the current existing shareholders of Inventech (the "Inventech Seller"), including the approval of the execution of the share purchase agreement for the shares in Inventech and any agreements and other documents related to the investment in Inventech, as well as the granting of any relevant authorities in connection therewith (the "Inventech Investment Transaction"). In connection with this investment, the Company plans to acquire all shares in Inventech, comprising 100,000 ordinary shares and 96,078 preference shares, totaling 196,078 shares, with a par value of THB 100 per share, representing 100 percent of the total issued and paid-up shares of Inventech. The investment value in Inventech consists of 1) a share purchase price of THB 360,000,000 and 2) cash and cash equivalents remaining on Inventech's balance sheet as of the investment transaction closing date of up to THB 60,000,000. Accordingly, the management expects that the total investment value will not exceed THB 420,000,000. It is expected that the Inventech Investment Transaction will be completed within the first quarter of 2026. However, the parties may agree to postpone the completion date as necessary, subject to mutual agreement in writing.

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

Details of cash and cash equivalent payments are divided into two periods as follows:

- 1) Installment 1 : On the Completion Date, the Purchaser agrees to pay cash in an amount equal to 80 percent of the cash balance as at December 31, 2025.
- 2) Installment 2 : Within three (3) days after the Inventech Sellers delivers the financial statements of Inventech as at the Completion Date, which are prepared by the management of Inventech and mutually agreed upon by the parties on the Completion Date. The amount payable by the Purchaser under Installment 2 shall be deducted by the amount equivalent to 80 percent of the cash balance as at December 31, 2025 as paid under Installment 1.

The Inventech Investment Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (collectively, the “Notifications on Acquisition and Disposition of Assets”). Upon review of the transaction size using various approaches under the Notifications on Acquisition and Disposition of Assets, the highest value of the transaction is equal to 66.6 percent according to the total value of consideration paid or received, calculated based on the reviewed financial statements of the Company ended September 30, 2025, and when including the size of the asset acquisition transaction during the previous 6 months will result in the maximum total transaction size equal to 84.6 percent according to the total value of consideration paid or received. Therefore, such transaction is classified as a “Class 1 Transaction” under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a value equal to 50 percent or higher but lower than 100 percent. The Company is, therefore, obliged to prepare and disclose an information memorandum which must at least contain information as required in Schedule (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders’ Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of

votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. The Company must also appoint an independent financial advisor (IFA) who is a financial advisor approved by the Securities and Exchange Commission (the “SEC Office”) to provide an opinion on the transaction.

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

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

Details of the Inventech Investment Transaction are set out in the Information Memorandum on Acquisition of Assets of Techlead NPN Public Company Limited Re: Asset Acquisition Transaction (under Schedule (1)) in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd., [Enclosure 2](#), and Information Memorandum on Acquisition of Assets of Techlead NPN Public Company Limited Re: Asset Acquisition Transaction (under Schedule (2)) in relation to the Acquisition of Shares of Inventech Systems (Thailand) Co., Ltd., [Enclosure 3](#).

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

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

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

For opinion to the Company's shareholders regarding the Inventech Investment Transaction, the Moderator invited Mr. Daychawat Lerkbangplad from Silver Lining Advisory Co., Ltd., an independent financial advisor approved by the SEC, to provide details.

The Independent Financial Advisor summarized the details of their opinion to the Shareholders' Meeting as follows:

1. Background and purpose of the transaction

General characteristics of This proposed transaction

Subject	Details
Buyer	Techlead NPN Public Company Limited (the "Company " or "TL")
Seller	A.Prime Vision Co., Ltd. ("A.PRIME")
Shares Purchased	196,078 shares of Inventech Systems (Thailand) Co., Ltd., representing 100 percent of its total shares. This consists of 100,000 ordinary shares and 96,078 preferred shares.
Purchase Price	The total investment value will not exceed THB 420,000,000. Payment will be made in cash, comprising: <ol style="list-style-type: none"> Share value of THB 360 million, and Cash and cash equivalents remaining as per the financial statements as of the date of completion of the transaction, <u>not exceeding THB 60 million.</u>
Sources of funds	The Company will use internal cash ^{1/} and funds received from the issuance and offering of newly issued shares to a PP under the framework approved by the Extraordinary General Meeting of Shareholders No. 2/2025 on September 12, 2025, comprising 1,051.97 million shares under the Specific Objective format and 422.45 million shares under the General Mandate at THB 0.25 per share, totaling a value not exceeding THB 368.61 million.

Remark : 1/ The Company has cash and cash equivalents of THB 249.28 million, as per the audited consolidated financial statements as of September 30, 2025.

Summary of the background and purpose of the transaction

- 1) The Company plans to expand its investment into the Technology business (“Tech business”). This sector possesses high growth potential, rapid scalability, and aligns with Mega Trends.
- 2) In June 2025, the Company acquired 100 percent of the common shares of PayGenix, a payment gateway service provider, resulting in a significant improvement in the Company's consolidated financial performance.
- 3) In September 2025, the Extraordinary General Meeting of Shareholders No. 2/2025 resolved to approve the issuance and allocation of additional ordinary shares via PP, with a plan to use the proceeds to expand investment in the Tech business and other Tech-related businesses through transactions.
- 4) To further enhance its growth potential in the Tech business, the Company considered acquiring Inventech shares in this transaction. This aligns with the Company's investment plan, which aims to support its strategy of expanding investments in the Tech business.
- 5) Investing in Inventech, a business with recurring revenue and long-term growth potential from its comprehensive shareholder meeting services, aligns with the Company's business direction and helps expand its access to technology and its customer base among listed companies.

2. Inventech Business Overview

General information

Subject	Details
Company Name	Inventech Systems (Thailand) Co., Ltd. (“Inventech”)
Business type	Providing comprehensive shareholder meeting systems and other related services.
Corporate registration number	0105537069783
Issued and paid-up capital	THB 19,607,800

Inventech specializes in providing comprehensive shareholder meeting systems. Its core business is providing AGM-EGM (General Meeting and Executive Meeting) services, accounting for approximately 96 percent of Inventech's total revenue, with supplementary services including IR Smart (investor relations website services), Smile Connect (corporate meeting system services), Agnes System (company data management and share register system), i-Connect (comprehensive conference and seminar services), and

Convene (board meeting management system services), account for approximately 4 percent of its total revenue.

Inventech's customer base is divided into three groups: 1) Customers listed on the Stock Exchange of Thailand, 2) Bond/Trust customers, and 3) Customers in other service sectors.

Currently, Inventech holds approximately 25 percent of the market share in providing shareholder meeting services to all companies listed on the Stock Exchange of Thailand, and over 60 percent of the market share in providing meeting services to all companies listed in the SET 50.

3. Summary of the valuation results for the transaction

Valuation methods	Total transaction value (THB million)	Value per share (THB per share)	Appropriateness	Supporting reasons
1) Book Value Approach	43.15	220.06	Not appropriate	This method reflects only the book value at a specific point in time and does not reflect the potential and future performance of the target company. Therefore, this valuation method is not appropriate .
2) Adjusted Book Value	43.15	220.06	Not appropriate	
3) Market Comparable				
3.1) P/BV Ratio	116.42 – 125.57	593.76 – 640.39	Not appropriate	This method reflects only the financial position and performance at a specific point in time, comparing it to the ratio data of listed companies used as a reference. It does not take into account differences in size, revenue structure, and capital structure of each company, etc. Furthermore, it does not reflect the future potential and performance of the target company. Therefore, this valuation method is not appropriate .
3.1) P/E Ratio	106.24 – 129.40	541.84 – 659.95	Not appropriate	
3.3) EV/EBITDA Ratio	143.97 – 164.97	734.23 – 841.37	Not appropriate	

Valuation methods	Total transaction value (THB million)	Value per share (THB per share)	Appropriateness	Supporting reasons
4) Discounted Cash Flow Approach (DCF)	<u>369.80 – 458.57</u>	<u>1,885.97 – 2,338.72</u>	Appropriate	This method reflects the ability to generate cash flow and future performance, by assessing the present value of the target company's expected net cash flows. Therefore, this valuation method is appropriate .
Transaction value	420.00	2,142.00		

4. Summarize the advantages of the transaction

- 1) The Company can immediately recognize the operating results from Inventech, resulting in improved financial performance after the transaction, including an increase in operating revenue from THB 130.74 million to THB 182.20 million and an increase in pre-tax profit from THB 0.05 million to THB 14.44 million.
- 2) The Company gained over 300 new clients from listed companies and corporate clients, which will provide opportunities to access this customer base for further development and offering of related products and services in the future.
- 3) The Company benefited from diversifying its revenue structure from solely relying on Payment Gateway services to including a shareholder meeting business with recurring income, resulting in a more balanced business portfolio.
- 4) The Company can significantly save time in developing new businesses by achieving immediate revenue, customer base, and operational readiness, effectively reducing the risk of expanding into new businesses.
- 5) The Company has an experienced management team and personnel in the shareholder meeting system services business, which will help the company maintain business continuity and benefit from knowledge sharing from the existing management and personnel.
- 6) Increase opportunities for long-term revenue generation for the Company from Inventech's other services, in addition to shareholder meeting revenue, such as Agnes System, IR Website, Smile Connect, etc., which are recurring revenue streams. The Company plans to utilize human resources during the off-season for shareholder meetings to market and promote to existing and new customers. This approach will help strengthen opportunities for long-term revenue growth from these supplementary services.

5. Summarize the disadvantages and risks of the transaction.

- 1) The Company may lose the opportunity to use the funds for other investments that may provide greater benefits than investing in this transaction.
- 2) Business risk of Inventech from reliance on management, as the business is a specialized service relying on expertise and customer relationships. However, this risk is mitigated by the conditions in the share purchase agreement and the Management Agreement, which include a 5-year term for key management personnel, as well as conditions prohibiting competition and the solicitation of key personnel.
- 3) Risk of Inventech's performance not meeting expectations, potentially resulting in the Company recognizing lower earnings than projected. However, this risk is mitigated by the 5-year term for key management personnel and a performance-based compensation structure.
- 4) Risk that the preconditions to the transaction may not be met or may be delayed, which could result in the acquisition of Inventech shares not being completed on schedule or as planned.

6. Summary of the Opinion of the Independent Financial Advisor

Subject	Opinion of the Independent Financial Advisor
<p>The reasonableness of the transaction value in entering into this asset acquisition</p>	<p>The total value of this transaction will <u>not exceed THB 420 million, or THB 2,142 per share, being between THB 369.80 to 458.57 million, or THB 1,885.97 – 2,338.72 per Share</u>, which falls within the appropriate appraisal range of the Independent Financial Advisor. Therefore, the Independent Financial Advisor is of the opinion that the value of this proposed Transaction is reasonable.</p>
<p>The objectives and necessity of entering into the transaction, including the advantages, disadvantages, and risks of entering into the transaction</p>	<p>After considering the objectives, necessity, advantages, disadvantages, and risks of entering into the transaction, the independent financial advisor is of the opinion that the Company has reasonable grounds and necessity for the acquisition. The objective of investing in Inventech shares is to strengthen the group of companies and aligns with the Company's investment goals, which focus on investing in Tech Businesses and other related businesses. The Company will benefit from this transaction. The Independent Financial Advisor is of the opinion that the entering into this asset acquisition transaction is reasonable.</p>
<p>Summary of the suitability of the terms and conditions</p>	<p>From the consideration of draft share purchase agreement based on the key conditions, including (1) the purchase price and payment method, (2) Key conditions precedent, (3) non-compete condition,</p>

Subject	Opinion of the Independent Financial Advisor
of the share purchase agreement.	(4) representations and warranties of the sellers, and other related conditions, as well as the Management Agreement which has conditions regarding the employment of key executives for a period of 5 years to support business continuity during the transition period, the Independent Financial Advisor is of the opinion that the said draft share purchase agreement, as well as the Management Agreement, is <u>reasonable</u> .

In summary, from the analysis of the Independent Financial Advisor regarding the objectives and necessity of the transaction, including the advantages, disadvantages, and risks of entering into the transaction, the reasonableness of the price, and the conditions for entering into the transaction based on the share purchase agreement, together with the consideration of the benefits that the Company should receive. Therefore, the Independent Financial Advisor has the opinion that **the Shareholders' Meeting should approve the Inventech Investment Transaction.**

The Moderator thanked the Independent Financial Advisor and informed the Meeting that the Board of Directors has considered and resolved to approve and propose that the Shareholders' Meeting consider approving the investment in Inventech by acquiring all shares in Inventech, totaling 196,078 shares with a par value of THB 100 per share, from the Inventech Seller for a total consideration not exceeding THB 420,000,000. This includes the approval of the execution of the share purchase agreement in respect of Inventech and any agreements, arrangements, or other contracts related to the investment in Inventech in all respects as detailed above. The Board of Directors also resolved to propose that the Shareholders' Meeting consider approving the delegation of authority to the Board of Directors, the Executive Committee, the Chief Executive Officer, the persons authorized by the Board of Directors, the persons authorized by the Executive Committee, and/or the persons authorized by the Chief Executive Officer, to take any actions relating to or necessary for the completion of the investment transaction, including the negotiation, execution, signing, and amendment of the share purchase agreement, agreements, contracts, and other documents relating to the investment transaction as mentioned above, as well as the determination of principles, terms and conditions, and other details that are necessary and related to the said investment transaction, as necessary and appropriate under the applicable laws, including but not limited to:

- 1) Negotiating, defining, modifying, and amending necessary details, conditions, and procedures for the transaction; signing the draft share purchase agreement, agreements, and any necessary documents to ensure the conversion of the full share purchase agreement complies with the agreed terms and conditions.
- 2) Signing necessary application forms, petitions, and evidence related to the transaction; and
- 3) Contacting, registering, obtaining permissions and waivers from relevant government agencies or regulatory bodies, and taking any necessary and appropriate actions for the

best interests of the Company, within the framework and principles approved by the Company's board of directors.

- 4) Carrying out any other actions related to, necessary for, and appropriate to the above, including considering the placement of a deposit, within the framework and amount approved by the Company's board of directors.

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

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

Mr. Piyapong Prasatthong, a shareholder who attended the Meeting in person, had questions related to this agenda item, which can be summarized as follows:

- 1) Regarding the acquisition of Inventech, a company that provides meeting systems to other listed and unlisted companies, primarily serving clients who utilize their services for shareholder meetings in online, onsite, and physical formats, when and how is the Company expected to return to profitability and have the CS and CB designations removed?

Answer The acquisition of Inventech is part of the Company's long-term growth plan and will help resolve the financial issues that have led to the Company currently being designated with CS and CB. Inventech is a well-performing and continuously growing company, and the timeframe for the removal of these designations will depend on Inventech's future financial performance.

Mr. Songpon Sukontapong, a 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) How has the company analyzed Inventech's market share in the e-Meeting business in detail, and what are its strategic plans to increase its market share beyond competitors in the next 2-3 years?

Answer The Company analyzes market share in the e-Meeting services business using data from the past 3 - 5 years and compares it to the number of listed companies, as well as other existing players (3 - 4 players). Inventech has performed very well considering its current team size. In the future, the Company will consider increasing the number of personnel to support a larger volume of work, while maintaining the standards and quality of work delivery.

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- 2) How does the company assess Inventech's revenue growth potential during the low season, apart from March-April, which is the high season for shareholder meetings?

Answer Inventech also has many other products besides meeting services that will help listed companies manage company data, shareholding information, and investor relations website pages. These will be marketed more extensively this year. Furthermore, during the off-season, Inventech typically uses this time to study and develop additional systems to support new technologies and customer needs. Currently, Inventech has also expanded its customer base to include condominium management companies.

- 3) What key financial indicators (KPIs) will the company use to track Inventech's performance to demonstrate tangible growth in the near future, such as revenue growth rate or net profit margin?

Answer The key KPI for Inventech is its ability to maintain a net profit level no lower than the previous year and the momentum of continued revenue growth compared to previous years.

- 4) How many years does the company expect to see a clear return on its investment in Inventech, and what are the projected net profit figures for the next 2 - 3 years?

Answer The Company views Inventech as a leading professional service provider in the country with extensive knowledge, experience, and expertise in providing various types of meeting services that have detailed and complex legal requirements and constraints, supported by technology. Currently, Inventech is already consistently profitable, so the payback period, compared to the acquisition value, may take some time. But it is another solid step in demonstrating that we will be a leading technology company that is professional and sustainable.

- 5) What measures does the company have in place to mitigate the risk of Inventech's former executives resigning before the agreed-upon 5-year period in the Management Agreement, in order to ensure continuity in management?

Answer During the acquisition negotiation process, the former executives shared the same vision regarding a joint growth strategy, leveraging the expertise and experience of both parties to create added value for Inventech and the Company. In addition, the company has a Succession Plan for key positions, outlining guidelines for developing new executives to replace those in key roles. The Company also ensures fair compensation and benefits for the former executives.

- 6) Does the company plan how to use the capital raised from the capital increase to expand businesses related to Inventech, and will the existing capital be sufficient for future expansion plans?

Answer The Company has defined Inventech's growth strategy, and the Company will provide support in marketing and other additional resources. In 2026, there will not be a significant increase in budget, as Inventech has products that have not yet been marketed and can generate continuous revenue without needing new development budgets. Therefore, a large amount of capital is not needed at this time.

As there were no additional questions and opinions, 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 present at the Meeting and entitled to vote, excluding the votes of shareholders with an interest in the matter.

Resolution The Meeting resolved to approved the investment in Inventech Systems (Thailand) Co., Ltd. ("Inventech"), by acquiring all shares in Inventech, totaling 196,078 shares with a par value of THB 100 per share, from the Inventech Seller for a total consideration not exceeding THB 420,000,000. This includes the approval of the execution of the share purchase agreement in respect of Inventech and any agreements, arrangements, or other contracts related to the investment in Inventech in all respects as detailed above. The Shareholders' Meeting approved the delegation of authority to the Board of Directors, the Executive Committee, the Chief Executive Officer, the persons authorized by the Board of Directors, the persons authorized by the Executive Committee, and/or the persons authorized by the Chief Executive Officer, to exercise any powers related to or necessary in the investment transaction in all respects as detailed above, by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the Meeting and entitled to vote, excluding the votes of shareholders with an interest in the matter, as detailed below:

Voting	Number of Votes	The percentage of the total votes of the shareholders present at the Meeting and entitled to vote
Approval	4,074,328,883	100.0000
Disapproval	0	0.0000
Abstention	0	0.0000
Total (35 persons)	4,074,328,883	100.0000

Remark : This resolution was approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the Meeting and entitled to vote, excluding the 3,000 shares held by shareholders with an interest in the matter.

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

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

The Moderator informed the Meeting that following the Company's business expansion plan, which aims to expand into the Technology business, the Board of Directors' Meeting resolved to approve the investment in Nestify Co., Ltd. ("Nestify"), which operates an electronic system or network for peer-to-peer lending transactions (Peer-to-Peer Lending Platform) under the name "StockLend by Nestify." The investment will be made through the acquisition of ordinary shares in Nestify from Peer For You Public Company Limited and other existing minority shareholders of Nestify (collectively, the "Nestify Sellers"), including the approval of the execution of the share purchase agreement for ordinary shares in Nestify and any agreements, arrangements, or other contracts related to the investment in Nestify, as well as the granting of relevant authorizations (the "Nestify Investment Transaction"). In connection with this investment, the Company plans for Techlead X Holding Co., Ltd. ("Techlead X"), a subsidiary of the Company (in which the Company holds 99.99 percent of the total issued and paid-up shares in Techlead X), to be the investment vehicle by acquiring all 1,000,000 ordinary shares in Nestify, representing 100 percent of the total shares of Nestify, from the Nestify Sellers, for a total purchase price not exceeding THB 113,500,000, payable in cash. The purchase price includes the transfer of the Sellers' rights as creditors of Nestify for loan debt under promissory notes totaling THB 34,428,083, or any other amount that Nestify owes to the Sellers as of the date the share purchase is completed, which represents the claim rights as creditors that the Sellers have against Nestify to be transferred to the Company.

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

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

In relation to the investment in Nestify, Techlead X, the Nestify Sellers, and/or the relevant counterparties jointly executed the share purchase agreement in January 2026. The Nestify Investment Transaction has been completed, with the details of the share purchase price as follows:

- 1) The share price of all shares, totaling THB 79.1 million as of the date the transaction was completed.

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- 2) The transfer of Nestify's creditor rights against the seller, as stipulated in the promissory note, totaled THB 34.4 million on the date the transaction was completed.

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

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

For further details regarding the investment transaction in Nestify, the Moderator invited Ms. Nichapun Pancharoenthavorn, a financial advisor from The Borealis Advisory Co., Ltd. (the "Financial Advisor"), to provide an overview of Nestify's business.

The Financial Advisor provided the following overview of Nestify's business:

Nestify is an electronic network service provider for peer-to-peer lending transactions, specifically the first Peer-to-Peer Lending Platform in Thailand licensed by the Ministry of Finance and regulated by the Bank of Thailand. Nestify obtained this license and commenced operations in 2022 under the name StockLend by Nestify. Nestify acts as an intermediary facilitating lending between borrowers and lenders, matching those needing loans with those willing to lend, and arranging loan agreements, disbursement, and repayment. Borrowers can use stocks listed on the stock exchange as collateral, categorized

by volatility, liquidity, and historical performance. In the early part of 2026, driven by increased investor confidence in the stock market, it is believed that Nestifly's performance will improve significantly.

The Moderator thanked the Financial Advisor and informed the Meeting that the Board of Directors has considered and resolved to approve and propose that the Shareholders' Meeting consider acknowledging the investment in Nestifly by acquiring all 1,000,000 ordinary shares in Nestifly, representing 100 percent of the total shares of Nestifly, from the Nestifly Sellers for a total consideration not exceeding THB 113,500,000 through Techlead X, a subsidiary of the Company and acknowledging the execution of the share purchase agreement for ordinary shares in Nestifly and any agreements, arrangements, or other contracts related to the investment in Nestifly, as well as the granting of authorizations related to the investment in Nestifly in all respects as detailed above.

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

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

Mr. Songpon Sukontapong, a 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 key financial indicators does the Company use to assess the credit risk and default rate of borrowers on the StockLend platform, and what are its goals for controlling the default rate in the next 2 - 3 years?
- 2) How does the Company assess the adequacy of its existing risk management measures, such as loan limitations and a maximum LTV ratio of 60 percent for high-quality stocks, in dealing with price volatility of collateral and future economic conditions?

Answers 1) and 2), the Company would like to clarify that StockLend by Nestifly acts as an intermediary matching borrowers who need to borrow money and those who wish to lend (Matching Platform), Nestifly is not subject to default risk.

- 3) How does the Company plan to leverage its strong customer and partner base (Techlead NPN) to concretely expand Nestifly's lender and borrower base in the next 2 - 3 years?

Answer In the past, the Company has invested in various Tech businesses. The company plans to expand its lender and borrower base from the customer base that uses the Company's Tech business services.

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- 4) How does the Company forecast the revenue growth rate and net profit from Nestify's operations in the next 2-3 years?

Answer Due to the improved situation in the Thai stock market, the Company anticipates an increase in borrowers, resulting in increased revenue and net profit for Nestify.

- 5) Since the P2P lending market is still under relatively strict regulation, how does the company plan to mitigate the risk from changes in regulations or additional requirements from the Bank of Thailand in the future?

Answer As Stocklend by Nestify is currently the only P2P lending platform licensed by the Bank of Thailand, Nestify works closely with the Bank of Thailand and consults with them regarding all requirements and regulations.

- 6) How does the Company plan to build long-term confidence for both users and investors in terms of transparency and security of the financial system on the platform, especially regarding the protection of personal data?

Answer Since Nestify is the first and only P2P lending platform regulated by the Bank of Thailand, it can be assured that Nestify adheres to best practices as verified and monitored by the Bank of Thailand. In addition, Nestify has already passed the Regulatory Sandbox.

As there were no additional questions and opinions, the Moderator informed the Meeting that this agenda item is for acknowledgment only. Therefore, no voting is required.

The Chairman provided an opportunity for the shareholders to raise questions and express their further opinions related to the Company.

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

Mr. Songpon Sukontapong, a 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) Why are other agenda items not included at the end of this meeting invitation?

Answer The company would like to inform that, according to applicable laws, there is no requirement to include other agenda items in the meeting invitation and to ensure the meeting is concise, as it is an extraordinary general meeting of shareholders considering only special matters as needed on each occasion. Therefore, other agenda items were not included in the meeting invitation. However, at the Annual General Meeting of Shareholders in 2026, to be held in April 2026, the Company will include other agenda items to give shareholders the opportunity to ask questions on other related matters.

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- 2) As the company recently changed its telephone number, resulting in communication difficulties, how will the Company mitigate these problems with immediate communication?

Answer Due to a recent change in the location of the Company's head office, which resulted in a change of telephone number, the Company apologizes for any inconvenience caused during this transition. Shareholders can still use the contact information available on the Company's website, which has been updated to be current.

- 3) We request your analysis and consideration, Mr. Chairman and Executives, regarding the issue of holding online meetings. The Thai Investors Association has a policy to propose to listed companies on the Stock Exchange of Thailand that they consider holding online meetings. We propose holding annual/extraordinary general shareholder meetings as a hybrid meeting, combining onsite and online formats, to facilitate interaction, communication, and questions between shareholders, management, and the board of directors. This aligns with the SEC's announcement No. SEC.NR(W) 2/2024 regarding cooperation on holding annual shareholder meetings, dated January 10, 2024. We therefore submit this proposal for your consideration, suggesting an onsite or hybrid meeting format in accordance with the Thai Investors Association's policy mentioned above.

Answer The Company will consider your proposal regarding the format of shareholder meetings to ensure compliance with laws and principles of good corporate governance, and to best benefit shareholders. This will depend on the appropriateness of the circumstances at that time.

As there were no additional questions and opinions, the Moderator further clarified the details regarding the preparation of the meeting minutes to ensure compliance with best practices. After the Meeting, the Company will disclose the meeting resolutions through the SET's information disclosure system on the next business day. The Company will complete the meeting minutes within 14 days of the meeting date, submit them to the SET, and publish them on the Company website. This will allow shareholders to be informed of the meeting results and verify the accuracy of the minutes.

The Chairman thanked the shareholders for attending the Meeting and declared the Meeting adjourned at 3.15 p.m.

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

Signed _____ Minutes Taker
(Mrs. Nopparat Suttikuluk)
Company Secretary