

Notice of the 2026 Annual General Meeting of Shareholders  
NL Development Public Company Limited

Monday, 27 April 2026 at 10.00 am.

at Bongkotcharat A Room Fl.2th, Royal River Hotel

219 Soi Charansanitwong 66/1 Charansanitwong Rd.,  
Bangplad Bangkok 10700 Thailand





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A.014/2026

March, 25 2026

- Subject: Notice of the 2026 Annual General Meeting of Shareholders
- Attention: Shareholders of NL Development Public Company Limited
- Enclosures
1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders
  2. Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) of Company, comprising the financial statement ended as at 31 December 2025 in the form of QR Code (QR Code)
  3. Profiles of the nominated directors to replace those retired by rotation
  4. Definition of the Independent Director
  5. Profiles of the Auditor for the year 2026
  6. Documents or evidence showing an identity of the shareholder or proxy of the shareholder entitled to attend the meeting
  7. Company's Articles of Association in relating to Shareholders' Meeting
  8. Form of Proxy
  9. Profiles of the independent directors proposed as proxies by the Company
  10. Map of venue for the meeting
  11. Privacy Notice

The Board of Directors of NL Development Public Company Limited (the “Company”) has resolved to hold the 2026 Annual General Meeting of Shareholders on 27 April 2026 at 10.00 a.m., at Bongkotcharat A Room, 2nd Floor, the Royal River Hotel, No. 219, Soi Charansanitwong 66/1, Bangplad Sub-District, Bangplad District, Bangkok in order to consider the agendas as follows:

**Agenda 1 To acknowledge the minutes of the 2025 Annual General Meeting of Shareholders**

**Facts and Rationale**

The 2025 Annual General Meeting of Shareholders of the Company was held on 25 April 2025, which the copy of the minutes was accurately recorded in accordance with the shareholders' meeting resolution. The Company has submitted the copy of minute to the Stock Exchange of Thailand and Ministry of Commerce within the timeframe specified by the relevant laws and regulations, and uploaded on the Company's website (<http://www.nldplc.com>) for disclosure to shareholders and general investors. It appeared that no one required for any amendment.



### Board's Opinion

The Board of Directors deemed it appropriate to propose the General Meeting of Shareholders to acknowledge the minutes of the 2025 Annual General Meeting of Shareholders, held on 25 April 2025, which the Board of Directors considered that it was accurately recorded according to the meeting resolution. A copy of the minutes attached as Enclosure No. 1.

### Voting Requirement

Notice to acknowledge, there is no resolution for this agenda.

## Agenda 2

### To acknowledge the Company's 2025 operating result

#### Facts and Rationale

Summary of the Company's operating results for the fiscal year ended on 31 December 2025:

Unit: Million Baht

Current assets	1,084.39
Total assets	1,374.99
Current liabilities	498.24
Total liabilities	595.89
Shareholder's Equity	779.10
Total revenue	1,190.88
Net Profit	(14.69)
Earnings Per Share (Baht)	(0.03)

The Company summarized the operating results and financial statements of the Company for the year 2025 as specified in the Annual Registration Statement /Annual Report 2025 (Form 56-1 One Report) (Part 1 Subject 4 Management Discussion and Analysis : MD&A), which was sent to shareholders in the QR-Code format (QR-Code), together with the notice of the 2026 Annual General Meeting of Shareholders. (Enclosure 2).



### Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to acknowledge the Company's 2025 operating result, details appeared in Enclosure 2.

### Resolution

Notice to acknowledge, there is no resolution for this agenda.

### Agenda 3

To consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2025

### Facts and Rationale

According to Section 112 of the Public Company Limited Act B.E. 2535 (1992), it requires that the board of directors must arrange the preparation of a balance-sheet (financial statement) and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to the submission to the Annual General Meeting of Shareholders for consideration and approval.

The Board of Directors provided the audited financial statements for the fiscal year ending 31 December 2025, which were verified by the auditors as well as were certified by the Audit Committee, including being approved by the Board of Directors to propose to the shareholders' meeting to consider and approval at the Annual General Meeting of Shareholders in compliance with Section 112 of the Public Company Limited Act B.E. 2535 (1992) (Enclosure 2).

### Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the Company's financial statements for the fiscal year of 2025, ended 31 December 2025, which were verified by the Company's auditors. The relevant details were disclosed in the Annual Registration Statement /Annual Report 2025 (Form 56-1 One Report) (Part 3 Subject Financial Statements) of Company, which was sent to the shareholders in the QR-Code format (QR-Code), together with the notice of the 2026 Annual General Meeting of Shareholders. (Enclosure 2).



### Resolution

This agenda requires the approval by the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 4 To consider and approve the non-dividend payments for the year 2025 annual performance results.

### Facts and Rationale

Regarding to Section 115 of the Public Company Limited Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In case where a company has incurred accumulated loss, no dividends may be paid. Also, under Section 116 and Clause 49 of the Company's Articles of Association, a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

Additionally, the Company has the policy to pay dividends to the shareholders at a rate of not less than 50 percent of the net profit from the separate financial statements of the Company after deduction corporate income tax and other legal reserves as prescribed by laws and the Company's Articles of Association. However, the payment of dividends may be changed, depending on the Company's operation results, financial liquidity, cash flow, the necessity of utilizing working capital to manage the business operations, and the business expansion plans of the Company's and subsidiary in future as the Board of Directors deemed it appropriate.

### Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the non-dividend payments for the year 2025 annual performance results, due to the Company had a net loss as shown in the financial statements. Although the Company does not have accumulated losses, the Company still has the necessity to reserve funds for maintaining liquidity and has a plan to prepare for new projects, including to support the expansion of new projects in 2026.



Comparison of dividend payment rates for the operating results of 2024 and 2025

Year	2024	2025 (as proposed)
Dividend	Annual Dividend	Annual Dividend
Operating Results	Net Profit and Retained Earnings	Net Loss
1. Net Profit/Net Loss (Million Baht)	9.09	(14.96)
Deduction of legal reserves (Million Baht)	-	-
Net Profit after deduction of legal reserves (Million Baht)	9.09	-
2. Number of Shares (Million Shares)	500	500
3. Par value per share (Baht)	1	1
4. Dividend per share (Baht/Share)	0.04	-
5. Total amount of dividends paid (Million Baht)	20.00	-
6. Dividend payout ratio (Percent)	220.02	-

**Resolution**

This agenda requires the approval by the majority of votes of the shareholders in attendance and exercise their votes.

**Agenda 5** To consider and approve the election of directors replacing those retired by rotation.

**Facts and Rationale**

Regarding to Section 71 of the Public Company Limited Act B.E. 2535 (1992) and Clause 17 of the Company's Article of Association, at least one-thirds of the directors, or the nearest number of 1/3 of the directors must vacate their office by rotation at each Annual General Meeting of Shareholders, The directors who must retire in the first and the second year following the registration of the Company must use the method of drawing lots. In each subsequent year, the directors who hold the position for the longest must retire. The 2026 Annual General Meeting of Shareholders the directors who shall retire by rotation are listed as follows;



- |                             |                      |
|-----------------------------|----------------------|
| 1. Mr. Marut Simasathien    | Independent Director |
| 2. Mr. Poomson Rojlertjanya | Director             |
| 3. Mr. Pasakorn Purungrit   | Director             |

The Company has provided shareholders the opportunity to nominate qualified persons for consideration and election as directors in advance from 14 November 2025 to 31 December 2025, by publishing to shareholders through the news system of the Stock Exchange of Thailand and the Company's website and it appeared that no shareholder nominated an appropriate person to be elected as the Company's director.

#### The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee shall consider and screen before proposing it to the Board of Directors to propose the shareholders' meeting to consider and elect as the Company's directors, By considering the structure of the Board of Directors, and the qualifications of those three directors as individually. The Nomination and Remuneration Committee deemed that the qualifications of directors are in accordance with the Public Company Limited Act and the Securities and Exchange Act and other related laws (if any), the three directors possess appropriate qualifications, knowledge, abilities, experiences suitable to the Company's business operation and their performance as the Company's directors during the past period, were beneficial to the Company. All three directors do not have any prohibited qualifications and do not operate any business or hold shares in any business that competes with the Company's operations. This includes the reasons for the need to hold an independent directorship for more than 9 years The details of profiles of the candidate directors nominated to replace the directors retiring by appear in Enclosure No. 3.

The Nomination and Remuneration Committee deemed it appropriate to propose those all three directors to be re-elected as the directors for another term.

#### Details of shareholdings by nominated directors

Nominated Persons	Number of Shares	Voting rights
1. Mr. Marut Simasathien	1,000,000	1,000,000
2. Mr. Poomson Rojlertjanya	45,197,280	45,197,280
3. Mr. Pasakorn Purungrit	1,925,000	1,925,000



### Board's Opinion

The Board of Directors, excluding the directors who may have conflict of interest, has carefully considered and scrutinized. Along with the reasons and necessity for independent directors to hold office for more than 9 years, as shown in Attachment No. 3. It deemed appropriate to propose to the shareholders' meeting to consider and approve the election of the following persons:

who are retiring by rotation to be re-appointed for another term.

- |                             |                      |
|-----------------------------|----------------------|
| 1. Mr. Marut Simasathien    | Independent Director |
| 2. Mr. Poomson Rojlertjanya | Director             |
| 3. Mr. Pasakorn Purungrit   | Director             |

In this regard, the nominated persons in this time have been considered in accordance with the specified nomination process. And have qualifications in accordance with the Public Company Limited Act and the Securities and Exchange Act and other related laws (if any) and being suitable for the Company's business operations.

In addition, the Board of Directors has considered and deemed that the person to be nominated as an independent director possesses qualifications in accordance with the relevant laws relating to the requirements of independent directors, which will be able to express opinions independently regarding the Company's operations. The details of the independent director appear in Enclosure 4.

### Resolution

This agenda requires the approval by the majority of votes of the shareholders in attendance and exercise their votes.

- Agenda 6 To consider and approve the remuneration of the Board of Directors and the Sub-committees for the year 2026

### Facts and Rationale

Regarding to Section 90 of the Public Company Limited Act B.E. 2535 (1992), and Clause 35 of the Company's Articles of Association, directors shall be entitled to receive remuneration from the Company in the form of commission, bonus or any other form of similar compensation and meeting allowances according to the Articles of Association or as determined by the shareholders' meeting. The amount of remuneration may be definitely fixed or set as criteria and may be determined from time to time or effective until changed



**The Nomination and Remuneration Committee’s Opinion.**

The Nomination and Remuneration Committee has considered from the responsibilities and performance of the Board of Directors and comparative information with reference to other companies in the same industry, with similar size and characteristics of the businesses, including the Directors' Compensation Survey by the Thai Institute of Directors Association (IOD), in which found that the directors' remuneration determined by the company is close to the market average.

**Board’s Opinion**

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the Directors' remuneration for the year 2026 in the form of meeting allowance, at the rate not to exceed 2,700,000 Baht, other remuneration at the rate not to exceed 1,000,000 Baht, such as health insurance and annual health check-up, These benefits are the same as those provided to general employees. and shall not to exceed 3,700,000 Baht in total, which is the same rate in 2025. as follows.

Name of Committee	meeting allowance 2025	meeting allowance 2026 (As proposed)
<b>Board of Directors</b>		
1. Chairman	25,000 Baht /time/person	25,000 Baht /time/person
2. Director	20,000 Baht /time/person	20,000 Baht /time/person
<b>Audit Committee</b>		
1. Chairman	15, 000Baht/time/person	15, 000Baht/time/person
2. Director	10, 000Baht/time/person	10, 000Baht/time/person
<b>Risk Management Committee</b>		
1. Chairman	15, 000Baht/time/person	15, 000Baht/time/person
2. Director	10, 000Baht/time/person	10, 000Baht/time/person
<b>Nomination and Remuneration Committee</b>		
1. Chairman	15, 000Baht/time/person	15, 000Baht/time/person
2. Director	10, 000Baht/time/person	10, 000Baht/time/person
<b>Executive Committee</b>		
1. Chairman	15, 000Baht/time/person	15, 000Baht/time/person
2. Director	10, 000Baht/time/person	10, 000Baht/time/person



Regarding the determination of the directors' remuneration, the Board of Directors and sub-committees of the Company do not receive any benefits other than meeting allowance and other monetary remuneration as detailed above.

#### Resolution

This agenda requires the approval by majority vote of no less than two-thirds of total votes of the shareholders who attend the meeting.

### Agenda 7 To consider and approve the appointment of auditors and determination the auditor's fee for the year 2026

#### Facts and Rationale

Regarding to Section 120 of the Public Company Limited Act B.E. 2535 (1992), it requires that the Annual General Meeting of Shareholders shall appoint the auditor of the company and determine the audit fee in each year. Regarding the appointment of the auditor, the former auditor may be re-appointed.

In addition, the notification of the Capital Market Supervisory Board requires that the Company shall rotate its auditor if that auditor has rendered his/her service for seven accounting periods regardless of consecutive or not. Such rotation needs not to change the audit firm as the Company may nominate other auditors of such audit firm to assume the duties in replace of the former auditor. However, the Company may re-appoint any auditors to resume his/her function only when the period of five consecutive accounting periods has elapsed since his/her last rotation.

#### The Audit Committee's Opinion

The Audit Committee has considered the appointment of the Company's auditor based on the independence of auditors and their remuneration. Therefore, it opined and appointed

1. Mrs. Suvimol Chriyakierne Certified Public Accountant No. 2982, or
2. Mr. Wirote Satjathamnukul Certified Public Accountant No. 5128, or
3. Miss Somjintana Pholhirunrat Certified Public Accountant No. 5599, or
4. Mr. Nopparoek Pissanuwong Certified Public Accountant No. 7764

Auditors from D I A International Audit Company Limited as the Company's auditor for the year 2026. The audit fee is not exceeding 1,700,000 Baht, excluding other expenses.



Comparison of the auditors' remuneration

Auditors' remuneration	The fiscal Year 2026 (As proposed)	The fiscal Year 2025
1. Audit Fee	1,700,000	1,700,000
2. Non-Audit Fee	No other service fees	No other service fees
3. Other Expenses	Actually	Actually

**Board's Opinion**

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the appointment of :

1. Mrs. Suvimol Chrityakierne Certified Public Accountant No. 2982, or
2. Mr. Wirote Satjathamnukul Certified Public Accountant No. 5128, or
3. Miss Somjintana Pholhirunrat Certified Public Accountant No. 5599, or
4. Mr. Nopparoeek Pissanuwong Certified Public Accountant No. 7764

Auditors from D I A International Audit Company Limited as the Company's auditor for the year 2026 by allowing any person shall be responsible for auditing and expressing the opinion on the financial statements of the Company. In case the above-mentioned auditors are unable to perform their duty, D I A International Audit Company Limited shall assign other certified public auditors of D I A International Audit Company Limited as a substitute to audit and express opinions on the Company's financial statements and propose to determine the auditor remuneration, for the year 2026 in the amount of not exceeding 1,700,000 Baht excluding other expenses.

The above-mentioned auditors do not provide any other services to the Company and have no relationship or interest with the Company/subsidiary/executive/major shareholders, or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements.

The auditors of its subsidiaries are from D I A INTERNATIONAL AUDIT COMPANY LIMITED (DIA), as well as the Company's auditor.

**Resolution**

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.



**Agenda 8**      To consider other agenda (if any)

Please be invited to attend the meeting on the date, time and venue as specified on 27 April 2026 which is the date of the 2026 Annual General Meeting of Shareholders.

In case of shareholders **unable** to attend the 2026 Annual General Meeting of Shareholders of Company, shareholders may appoint an independent director to attend and vote at the 2026 Annual General Meeting of Shareholders on behalf of the shareholders, by sending a complete proxy form, together with supporting documents according to the Enclosure 6 to “Company Secretary Office” NL Development Public Company Limited No. 417 Ratchawithi Road, Bangplad Sub-District, Bangplad District, Bangkok **within 24 April 2026.**

The Company provided an opportunity for minority shareholders to exercise their rights to propose the meeting agendas in advance to comply with Good Corporate Governance, which could propose the agenda of the 2026 Annual General Meeting of Shareholders from 14 November 2025 to 31 December 2025. Whereby, the Company had published the rules and regulations on the Company's website as well as notified the news through the Stock Exchange of Thailand. However, there was no shareholder proposing any meeting agenda.

Shareholders can download the notice of the 2026 Annual General Meeting of Shareholders along with meeting documents and proxy forms at the Company's website <http://www.nldplc.com> under the Investor Relations section, Shareholder Information subsection.

In case the shareholder needs the proxy forms in the form of documents, the request can be made at 02-435-1054 or E-mail: [comsec@nldplc.com](mailto:comsec@nldplc.com)

In addition, the Company would like to invite the shareholders to submit questions related to the agenda in advance by sending inquiries with names / shareholder registration numbers / telephone numbers and others (if any), which can be contacted to E-mail [ir@nldplc.com](mailto:ir@nldplc.com) or [comsec@nldplc.com](mailto:comsec@nldplc.com) or registered mail to “Company Secretary Office” NL Development Public Company Limited No. 417 Ratchawithi Road, Bangplad Sub-District, Bangplad District, Bangkok within 24 April 2026.



The Company has fixed 13 March 2026 as the record date for determining the names of shareholders entitled to attend the 2026 Annual General Meeting. (Record Date).

Yours faithfully

(Mr. Marut Simasathien)

Chairman of Board of Directors

Prepared by:

Mr. Paratthakorn Nilapan

Company Secretary

Tel: +66 2 435 1054 ext. 4423

Email: comsec@nldplc.com or paratthakorn@nldplc.com

Copy of the Minutes of the 2025  
Annual General Meeting of Shareholders



**Minutes of the 2025 Annual General Meeting of Shareholders**  
of  
**NL Development Public Company Limited**

The Meeting was held on 25 April 2025, at 10.00 a.m., at Busabongkot A Room, 2<sup>nd</sup> Floor, the Royal River Hotel Bangkok, No. 219, Soi Charansanitwong 66/1, Bang Phlat Sub-district, Bang Phlat District, Bangkok. The Company recorded the meeting in the form of video and audio media, with the participation of the Directors of the Company attended the Meeting as follows:

**Directors attended the Meeting:**

- |    |             |               |   |
|----|-------------|---------------|---|
| 1. | Mr. Marut   | Simasathien   | Chairman of the Board, Independent Director       |
| 2. | Mr. Poomson | Rojlertjanya  | Director (Vice Chairman)                          |
| 3. | Mr. Thiti   | Rojlertjanya  | Director (Vice Chairman)                          |
| 4. | Mr. Suthep  | Dansiriviroj  | Independent Director, Chairman of Audit Committee |
| 5. | Mr. Ping    | Kunawatsatit  | Independent Director, Audit Committee             |
| 6. | Mr. Sawang  | Thaisriwongse | Independent Director, Audit Committee             |
| 7. | Mr. Sarun   | Rojlertjanya  | Director, President                               |
| 8. | Mr. Chanin  | Rojlertjanya  | Director  |
| 9. | Mr. Kosol   | Rojlertjanya  | Director  |

Directors attended at the Meeting, which representing 100% of the total number of directors.

**Directors in Absence:**

-None-

**Executives in Attendance:**

- |    |                  |            |  |
|----|------------------|------------|--|
| 1. | Miss Weerawan    | Pitsathien | Accounting and Finance Deputy Vice President |
| 2. | Mr. Paratthakorn | Nilapan    | Company's Secretary                          |

**Others Attendees:**

- |    |               |               |  |
|----|---------------|---------------|--|
| 1. | Mrs. Suvimol  | Chrityakierne | Auditor from DIA International Audit Company Limited       |
| 2. | Miss Raweewan | Chuenchom     | Auditor from DIA International Audit Company Limited       |
| 3. | Mr. Nitisart  | Kithirun      | Legal Consultant from Manunya & Associates Company Limited |
| 4. | Miss Plyfa    | Ngoenma       | Legal Consultant from Manunya & Associates Company Limited |
| 5. | Mr. Somchai   | Chinraksa     | Legal Consultant from Thep Company Limited                 |

### Meeting Commenced

Before considering the Meeting agenda, Mr. Nitisart Kithirun, the moderator of the Meeting, informed that, in order to comply with safety measures and ISO 45001 standard system requirements, the following emergency procedures were recommended as follows:

1. When you heard the bell or a fire alarm, everyone was advised to stay calm and immediately stop activities.
2. The nearest emergency exit or fire escape stairs were to be used to leave the building.
3. The use of elevators was strictly prohibited.
4. Everyone proceeded to the designated assembly point for that building.
5. Check colleagues or other supervised groups and report to the communication coordination team.
6. Follow the instructions from the incident manager or emergency director

The Company informed of the Privacy Notice for the 2025 Annual General Meeting of Shareholders. The Company recognized the importance of the personal data of shareholders and/or proxies who attended the 2025 Annual General Meeting of Shareholders. The Company provided information regarding the collection, use, and disclosure of your personal data, including your rights, the confidentiality and security measures for your personal data, and the ways in which you could contact the Company. In this regard, it was in accordance with the Personal Data Protection Act B.E. 2562 (2019), as well as other applicable laws and regulations (Details were provided in the document attached to the invitation letter of this Meeting, Enclosure No. 11). In this regard, the Company also recorded video footage and audio of the Meeting for the purposes of preparing the meeting minutes, public relations, and other necessary and relevant matters.

The Company had fixed 14 March 2025 as the record date for determining the names of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders. (Record Date).

The Company provided shareholders the opportunity to propose agendas to be included in the meeting agenda, and to nominate qualified individuals for consideration and election as directors through the advance nomination process on the Company's website from 22 November 2024 to 31 December 2024, and it appeared that no shareholders proposed any agendas to be included in the meeting agenda, and no one nominated any individuals for election as the Company's directors.

There were 32 shareholders attending the Meeting in person, amounting to 176,609,290 shares and by proxy of 12 shareholders, amounting to 191,922,305 shares. Total the number of shareholders and proxies attending the Meeting were 44 persons, counting for the amount of 368,531,595 shares, equivalent to 73.70632 percent of the total number of the Company's issued shares. (The company's total issued shares were 500,000,000 shares), thereby a quorum constituted in accordance with the Company's Articles of Association.

Mr. Marut Simasathien, the Chairman of the Board, presided as the Chairman of the Meeting, declared to open the 2025 General Meeting of Shareholders and assigned Mr. Nitisart Kithirun to introduce the directors, executives, auditor, and legal consultant as the list above. After introducing the participants, the Chairman reported to the Meeting that for the past year 2024, the competition in the construction industry remained high. Contractors faced challenges from delays in bidding for new projects and delays in approving annual budgets.

The Board of Directors had established guidelines for the Company to carefully and thoroughly assess risks in various areas, taking into Good Corporate Governance within the framework of laws, business ethics, standard system requirements, as well as the important Company's policies, for example, the anti-corruption policy, the corporate social responsibility policy, environment and stakeholders responsibility policy for the sustainability of the organization. Additionally, the management team had been assigned to implement changes in operations to ensure alignment and the ability to handle various situations, particularly cost management, which was an important factor in operation of the construction business, to ensure that operations achieved their goals effectively, alongside with promoting the sustainable development of the organization within the ESG framework, emphasis was placed on Good Corporate Governance practices. This strengthened competitive potential, aimed at building a robust and sustainable organization, and set the foundation for becoming a leading professional construction contractor, in line with the defined vision.

The Chairman assigned Mr. Nitisart Kithirun, the moderator of the Meeting, to explain the meeting proceedings guidelines and the procedures of voting of the shareholders for each agenda as follows:

1. Shareholders in attendance at the Meeting in person and proxies who have been authorized to vote at the Meeting will receive the ballot upon registering for the Meeting.
2. The 2025 Annual General Meeting of Shareholders today comprised of a total of 8 agenda items, the details of which appeared in the invitation letter of the Meeting that had been already sent to the shareholders. The Meeting will consider the matter in the order of the agendas as provided in the invitation letter of the Meeting. The information shall be presented in each agenda item and the shareholders will be given the opportunity to ask questions regarding the information presented in that agenda before a vote is casted on such agenda item. In the event that shareholders or proxies wished to inquire or express opinions, please raise your hand and inform for your name and surname. Additionally, in case you are a proxy, please inform the name of the shareholders that you are representing at the Meeting every time. In cases where the questions were not directly related to the agenda, shareholders were able to ask questions at the end of the Meeting, after Agenda 8: To consider other agenda.

3. After acknowledging the details of each agenda, any shareholder who votes “Disapproved” or “Abstained” on any agenda item, please cast the vote on the ballot received from the staff during the registering, then submitted it back to the Company's staff. Shareholders who voted to “Disapproved” or “Abstained”, please raise your hands so that the Company's staff could collect your ballots. For Agenda 5, the election of directors replacing those retired by rotation, the Company would individually nominated for the Meeting to vote.
4. Each shareholder had one vote per share. Any shareholder who had a particular interest in any agenda would not have the right to vote on that agenda.
5. In the vote counting, for Agenda 1 and Agenda 2, which were the agenda items for acknowledgment. Therefore, it did not require a vote for such agenda. For Agenda 3, Agenda 4, Agenda 5, and Agenda 7, the resolution would be passed by the majority votes of the shareholders in attendance and casting their votes. Agenda 6 must be approved with a vote of not less than two-thirds of the total number of votes of the shareholders who attended the Meeting.

The company would deduct the votes of Disapproved and Abstained from the total number of votes in the Meeting. The remaining would be considered as votes of Approved for that agenda. In this regard, in case no one expressed oppositions or provided any different opinion, it shall be deemed that the Meeting had resolved or approved the agenda unanimously. In order to avoid wasting time while waiting for vote counting, the next agenda will be considered. Additionally, the following cases will be considered voided ballots.

- (1) A ballot with more than one box marked, or no box marked at all, which indicates how the vote should be cast.
- (2) A ballot with a crossed-out without a signature.
- (3) A ballot without a signature

The company will not count voided ballots as the base for calculating votes, except for Agenda 6, where voided ballots are counted as the vote base for the vote calculation.

For the shareholders who granted proxies to another person to attend the Meeting on their behalf and cast their votes in the proxy form. The Company has already recorded the votes as specified by the shareholders in the proxy form.

The company has recognized Mr. Rutchapon Vattanamanee, as a volunteer represent, shareholders to be responsible for observation the company's vote count.

**Agenda 1 To acknowledge the minutes of the 2024 Annual General Meeting of Shareholders.**

Mr. Nitisart Kithirun, the moderator of the Meeting, reported to the Meeting that the minutes of the 2024 Annual General Meeting of Shareholders, held on 24 April 2024, which the copy of the minutes was accurately recorded in accordance with the resolutions of shareholders' meeting. The Company has been submitted the copy of the minutes to the Stock Exchange of Thailand and Ministry of Commerce within the timeframe specified by the relevant laws and regulations, and uploaded on the Company's website (<http://www.nldplc.com>) for disclosure to shareholders and general investors. It appears that no one required for any amendment.

The company provided the shareholders with the opportunity to inquire details about or express additional comments. It appeared that no shareholders raised any inquiry or expressed or additional comments.

**Board's Opinion**

The Board of Directors deemed it appropriate to propose the General Meeting of Shareholders to acknowledge the minutes of the 2024 Annual General Meeting of Shareholders, held on 24 April 2024, which the Board of Directors considered that it was accurately recorded according to the meeting resolution. (A copy of the minutes attached as Enclosure No. 1)

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to acknowledge the minutes of the 2024 Annual General Meeting of Shareholders.

**Resolution** The Meeting acknowledged the minutes of the 2024 Annual General Meeting of Shareholders as proposed.


**Agenda 2 To acknowledge the Company's 2024 operating results.**

Mr. Sarun Rojlertjanya, Director and President, reported the Company's 2024 operating results to the Meeting as follows:

1. General Information and Nature of Business Operations

## General Information

Type of Business	: Operate a construction contracting business
Date of Incorporation of the Limited Company	: December 3, 1981
Date of Incorporation (Public Company)	: March 22, 2004
Date of Listing on the Stock Exchange:	: February 19, 2024
Registered Paid-up Capital	: 500,000,000 Baht
Website	: <a href="http://www.nldplc.com" style="color: white;">www.nldplc.com</a>
Address	: 417 <a href="https://www.google.com/maps/place/Batchawithj+Rd.,+Bangkok+10700,+Thailand" style="color: white;">Batchawithj Rd., Banepiad,</a> Bangkok 10700, Thailand



# Business Operations and Potential

As of March 31, 2024

## Expertise in Healthcare Facility Construction



The company operates as a full-service main contractor specializing in building construction, with over 40 years of industry experience. Our services cover all aspects of construction, including structural works, architectural works, and building systems. We are capable of handling construction projects for all types of buildings. We have particular expertise in constructing complex buildings, especially healthcare facilities. With more than 20 years of experience in this sector, we have earned the continuous trust of our clients. To date, NL has completed construction for over 30 healthcare facility projects.

## BIM Technology (Building Information Modeling)



NL integrates Building Information Modeling (BIM) technology into structural detailing and 3D architectural design to meet the complex architectural requirements of our clients. This approach also enables NL to achieve highly accurate cost estimations.

## Human Resources and Labor Management



Currently, the company employs 110 licensed engineers and architects to oversee construction projects, ensuring they meet required standards and are completed on schedule.

To enhance labor management efficiency, NL established a subsidiary—**Parsecon Co., Ltd. (PSC)**—to provide dedicated labor services. This structure allows for more effective workforce coordination, while PSC personnel also contribute to the development of innovative construction techniques. These advancements help improve construction quality and reduce project timelines. Employee count: NL – 315 employees / PSC – 305 employees

## Steel Processing Plant and Furniture Factory



NL operates a steel cutting and bending facility located in Sam Phran District, Nakhon Pathom Province. This plant helps optimize steel usage and minimizes material loss during cutting processes. It also features a large warehouse capable of storing over 5,000 tons of rebar.

In addition, NL owns a furniture manufacturing facility to meet the diverse needs of our clients and provide customized interior solutions.



## 2. Client Segments and Revenue Breakdown

### Our Clients

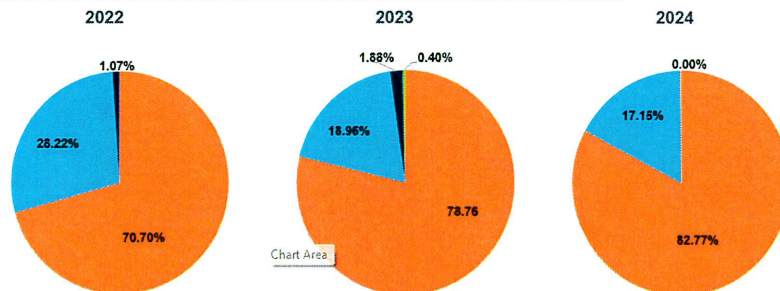
**หน่วยงานราชการ (Government agencies)**

**รัฐวิสาหกิจและหน่วยงานรัฐประเภทอื่น (State enterprises and Other government entities)**

**หน่วยงานเอกชน (Private organization)**

### Revenue Breakdown by Type of Construction Project

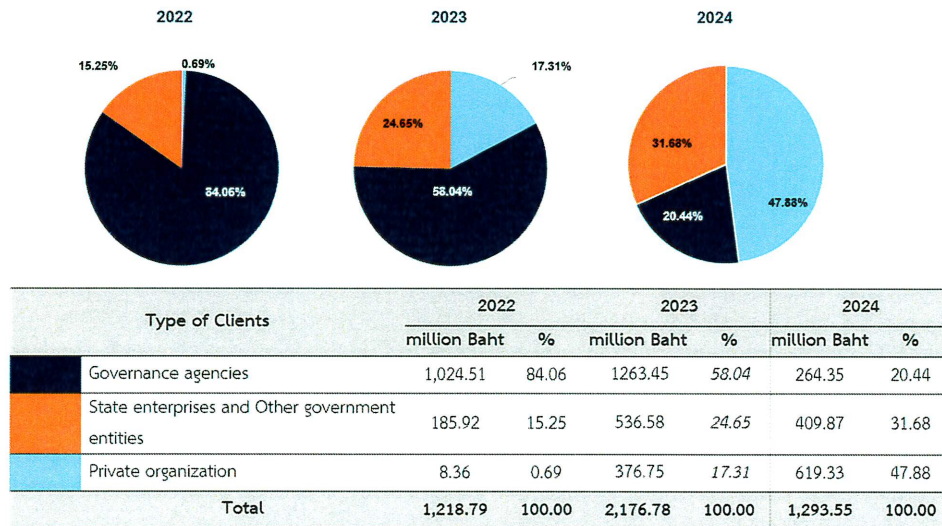
For the Year Ended December 31, 2024



Types of Construction Projects	2022		2023		2024	
	million Baht	%	million Baht	%	million Baht	%
Hospital	861.66	70.70	1,714.40	78.76	1,070.71	82.77
Office and Commercial Buildings	343.98	28.22	412.65	18.96	221.77	17.15
Residential Building	13.07	1.07	41.07	1.88	0.00	0.00
Other Construction Works	0.08	0.01	8.66	0.40	1.07	0.08
<b>Total</b>	<b>1,218.79</b>	<b>100.00</b>	<b>2,176.78</b>	<b>100.00</b>	<b>1,293.55</b>	<b>100.00</b>

## Revenue Breakdown by Type of Clients

For the Year Ended December 31, 2024



3. Examples of completed projects in 2024, ongoing projects, and backlog as of December 31, 2024, categorized by customer group and project type.

The report includes five examples of projects completed in 2024 and seven examples of ongoing projects, covering various customer segments and types of construction projects as previously reported.

## Backlog as of December 31, 2024

Summary of Remaining Construction Backlog / Backlog as of December 31, 2024		
Reporting date	Number of projects	Remaining Contract Value (million Baht)
December 31, 2024	6	2,142.85

**Note:**

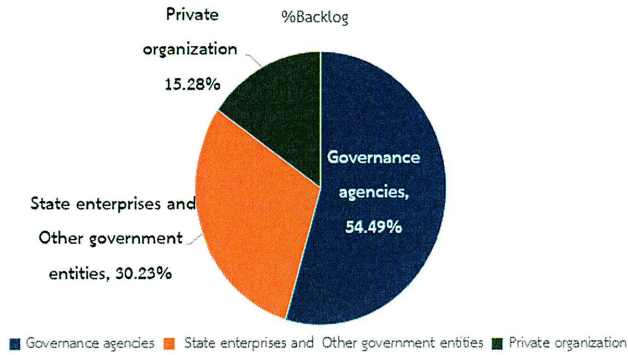
The following backlog does not include the 2 additional project sites below:

1. A 12-storey parking service building , a closed wastewater treatment system and a staff accommodation –Neurological institute of Thailand  
Project Value: THB 347.80 million Bath

2. Phase 4 Outpatient Clinic Renovation Project – King Chulalongkorn Memorial Hospital, Thai Red Cross Society  
Project Value: THB 212.90 million

Total Backlog for 8 Projects: THB 2,703.55 million Bath

## Backlog as of December 31, 2024 : Type of Clients



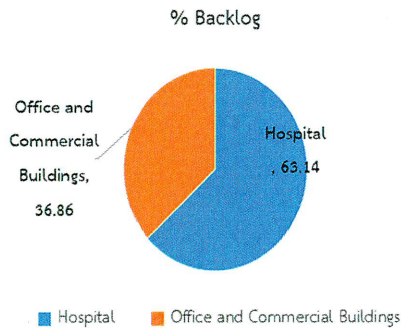
**Note:**

The following backlog does not include the 2 additional project sites below:

1. A 12-storey parking service building , a closed wastewater treatment system and a staff accommodation –Neurological Institute of Thailand  
Project Value: THB 347.80 million Bath
2. Phase 4 Outpatient Clinic Renovation Project – King Chulalongkorn Memorial Hospital, Thai Red Cross Society  
Project Value: THB 212.90 million  
Total Backlog for 8 Projects: THB 2,703.55 million Bath

Type of Clients	Total Construction Cost	Accumulated Revenue	Backlog	% Backlog
Governance agencies	2,982.09	1,814.52	1,167.57	54.49%
State enterprises and Other government entities	1,653.39	1,005.57	647.82	30.23%
Private organization	1,491.27	1,163.81	327.46	15.28%
<b>Total</b>	<b>6,126.75</b>	<b>3,983.90</b>	<b>2,142.85</b>	<b>100.00%</b>

## Backlog as of December 31, 2024 : Type of Construction Project



**Note:**

The following backlog does not include the 2 additional project sites below:

1. A 12-storey parking service building , a closed wastewater treatment system and a staff accommodation –Neurological Institute of Thailand  
Project Value: THB 347.80 million Bath
2. Phase 4 Outpatient Clinic Renovation Project – King Chulalongkorn Memorial Hospital, Thai Red Cross Society  
Project Value: THB 212.90 million  
Total Backlog for 8 Projects: THB 2,703.55 million Bath

Unit : Million Baht

Type of Construction Project	Total Construction Cost	Accumulated Revenue	Backlog	% Backlog
Hospital	2,099.85	746.76	1,353.09	63.14%
Office and Commercial Buildings	933.81	144.05	789.76	36.86%
<b>Total</b>	<b>3,033.66</b>	<b>890.81</b>	<b>2,142.85</b>	<b>100.00%</b>

Mr. Paratthakorn Nilapan, Company's Secretary, reported to the meeting on Sustainability operations as follows:

Environmental Dimension

**E**

**6 CLEAN WATER AND SANITATION**

**11 SUSTAINABLE CITIES AND COMMUNITIES**

**12 RESPONSIBLE CONSUMPTION AND PRODUCTION**

**13 CLIMATE ACTION**

**15 LIFE ON LAND**

**“ก่อสร้างสร้างจิตสำนึก”**

- การสร้างความตระหนักและรณรงค์การใช้พลังงานไฟฟ้าและทรัพยากรน้ำอย่างมีประสิทธิภาพ
- โครงการ ESG DNA ของตลาดหลักทรัพย์แห่งประเทศไทย

**“ก่อสร้างสร้างความใส่ใจสิ่งแวดล้อม”**

- การตรวจสอบสภาพแวดล้อมการทำงาน ป้องกันความเสี่ยง/ผลกระทบที่อาจเกิดกับชุมชนใกล้เคียง
- การดำเนินการจัดทำคาร์บอนฟุตพริ้นท์ขององค์กร (Carbon Footprint)
- กิจกรรมก่อสร้างป่าและความสมดุล

**“Building Awareness and Consciousness”**

- Raising awareness and promoting the efficient use of electricity and water resources.
- The ESG DNA project by the Stock Exchange of Thailand.

**“Building Environmental Awareness”**

- Assessing workplace environments to prevent risks and potential impacts on nearby communities.
- Implementing an organizationa Carbon Footprint assessment.
- Activities promoting forest restoration and ecological balance.

Social Dimension

**S**

**1 NO POVERTY**

**3 GOOD HEALTH AND WELL-BEING**

**4 QUALITY EDUCATION**

**5 GENDER EQUALITY**

**8 DECENT WORK AND ECONOMIC GROWTH**

**10 REDUCED INEQUALITIES**

**“ก่อสร้างสร้างคุณค่าสู่สังคม”**

- บริจาคโลหิต / บริจาคสิ่งของช่วยเหลือผู้ประสบภัยหรือผู้ด้อยโอกาส
- ส่งเสริมการจ้างงานคนพิการ
- ส่งเสริมโอกาสทางการศึกษา Next Gen Internship และ MOU ความร่วมมือทางวิชาการกับสถาบันการศึกษา

**“ก่อสร้างสร้างคุณภาพชีวิตและความผูกพัน”**

- ตรวจสอบติดตามภายใต้กรอบกฎหมายแรงงานไทย
- การส่งเสริมสร้างความตระหนักด้านความปลอดภัยในการทำงาน
- กิจกรรมสร้างความสัมพันธ์และความผูกพันพนักงานประจำปี
- กิจกรรมส่งเสริมผลลัพธ์ที่ดีต่อสังคม (Building Social Impact) ยกระดับคุณภาพชีวิตของพนักงานและแคมป์พักอาศัย

**“Building Value for Society”**

- Blood donation and providing essential supplies to disaster victims and underprivileged individuals.
- Promoting employment opportunities for people with disabilities.
- Supporting educational opportunities through the Next Gen Internship program and academic collaboration (MOU agreements) with educational institutions.

**“Building Quality of Life and Engagement”**

- Conducting inspections in compliance with Thai labor laws.
- Promoting awareness of workplace safety.
- Organizing annual employee engagement and bonding activities.
- Building Social Impact initiatives to improve employees’ quality of life and enhance living conditions in worker camps.

## Governance Dimension



The company is committed to providing knowledge and creating awareness to create true understanding about anti-corruption measures. Anti-corruption has been included as one of the orientation topics for new employees. All employees must acknowledge the company's Code of Conduct, which covers anti-corruption and corruption topics. In 2024, the employee's Code of Conduct awareness rate was 100 percent, and the company did not encounter any cases of corruption in 2024.

In addition, the company has established an anti-corruption policy in government procurement, which is another specific policy that the company emphasizes. This is considered cooperation with the government's actions to prevent corruption that may occur in the government procurement process.

The company has developed an action plan to enhance business sustainability in alignment with the ESG (Environmental, Social, and Governance) framework and sustainable development goals for the year 2025, as follows:

- The company achieved certification in international management standards ISO 14001 and ISO 45001 as of March 30, 2025.
- The company qualified as an ESG-listed security by disclosing greenhouse gas emissions data in accordance with the required criteria (as of April 8, 2025).
- The company submitted a Declaration of Intent to the Collective Action Against Corruption (CAC) on April 4, 2025, and it is currently under review for approval.
- The company applied for an ESG rating to assess the sustainability performance of listed companies.

- The company applied to participate in the Corporate Governance Report of Thai Listed Companies 2025 (CGR 2025) to monitor and improve its corporate governance practices

#### Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to acknowledge the Company's 2024 operating result, details appeared in Enclosure 2.

The company provided the shareholders with the opportunity to inquire details about or express additional comments. It appeared that no shareholders raised any inquiry or expressed or additional comments.

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to acknowledge the Company's 2024 operating results.

**Resolution** The Meeting acknowledged the Company's 2024 operating results as proposed.

### **Agenda 3 To consider and approve the Company's audited financial statements for the fiscal year ended 31 December 2024**

Miss Weerawan Pitsathien, Accounting and Finance Deputy Vice President, reported to the Meeting that in according to Section 112 of the Public Limited Company Act B.E. 2535 (1992), it requires that the board of directors must arrange the preparation of a balance-sheet (financial statement) and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to the submission to the Annual General Meeting of Shareholders for consideration and approval.

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the Company's financial statements for the fiscal year of 2024, ended 31 December 2024, which were verified by the Company's auditors and certified by the Audit Committee. The details were disclosed in the Annual Report distributed to the shareholders, together with the invitation letter of the Meeting before the Meeting, with the important details as follows:

1. Key items in the statement of financial position compared to the same period in 2023
2. Key items in the statement of comprehensive income compared to the same period in 2023
3. Statement of cash flows compared to the same period in 2023

#### Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the Company's financial statements for the fiscal year of 2024, ended 31 December 2024, which were verified by the Company's auditors. The relevant details were

Company (Part 3 Subject Financial Statement), which was sent to the shareholders in the OR-Code format (QR-Code), together with the invitation letter of this Meeting. (Enclosure 2).

The Company provided the shareholders with the opportunity to inquiry details and express additional comments. It appeared that no shareholders raised any inquiry and express additional comments.

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to consider and approve the Company's financial statements for the fiscal year ended 31 December 2024, which were verified by the Company's auditors and certified by the Audit Committee. The details were disclosed in the Annual Report distributed to the shareholders, together with the invitation letter of the Meeting before the Meeting.

**Resolution** The Meeting considered and unanimously resolved to approve the Company's financial statements for the fiscal year ended 31 December 2024, which were verified by the Company's auditors and certified by the Audit Committee with the votes as follows:

Approved	368,531,595	Votes	equivalent to	100.00000	%
Disapproved	0	Votes	equivalent to	0.00000	%
Abstained	0	Votes			
Voided	0	Votes			
ballot					

#### **Agenda 4 To Consider and approve the dividends payment for the year 2024**

Miss Weerawan Pitsathien, Accounting and Finance Deputy Vice President, reported to the Meeting that in according to Section 115 of the Public Limited Company Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In case where a company has incurred accumulated loss, no dividends may be paid.

Additionally, the Company has the policy to pay dividends to shareholders at the rate of not less than 50% of the net profit from the Company's separate financial statements after deduction of corporate income tax and other legal reserve as prescribed by laws and the Company's Article of Association. However, the Company may consider paying dividend different from the policy set depending on the operating results, financial liquidity, cash flow, the necessity of utilizing working capital to manage the business operations, and the business expansion plans of the Company and subsidiaries as the Board of Directors deems it appropriate.

From the Company's operating result for the fiscal year ended 31 December 2024 according to the separate financial statements for the fiscal year ended 31 December 2024, which have been verified by the auditor, the Company had a net profit from the Company's operating results of 9,092,344.20 Baht.

#### Board's Opinion

The Board of Directors' meeting deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the dividend payment derived from retained earnings and the net profits of the operating results for the year 2024 at the rate of 0.04 Baht per share, for 500,000,000 shares, equivalent to 20,000,000 Baht.

The date for determining the list of shareholders entitled to receive the dividend payment was on 7 May 2025 (Record Date), and the dividend payment is fixed to pay to the shareholders within 22 May 2025.

In this regard, the dividend payment, based on the net profit from the separate financial statements, was 220.02%, which was consistent with the Company's dividend payment policy. (The dividend payment was calculated from the total dividend amount-derived from net profit and retained earnings compared to the net profit as shown in the separate financial statements.)

The company provided the shareholders with the opportunity to inquire details about or express additional comments. It appeared that no shareholders raised any inquiry or expressed or additional comments.

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to consider and approve the payment of dividends for the year 2024.

**Resolution** The Meeting considered and unanimously resolved to approve the dividend payment to the shareholders at the rate of 0.04 Baht per share, for 500,000,000 shares, amounting to 20,000,000 Baht to the shareholders, whose names appear on the to determine shareholders' right to receive dividends on 7 May 2025, (Record Date) and the dividend shall be paid within 22 May 2025, as proposed with the votes as follows:

Approved	368,531,595	Votes	equivalent to	100.00000	%
Disapproved	0	Votes	equivalent to	0.00000	%
Abstained	0	Votes			
Voided	0	Votes			
ballot					

**Agenda 5 To consider and approve the election of directors replacing those retired by rotation.**

Mr. Paratthakorn Nilapan, Company's Secretary, reported to the Meeting that according to Section 71 of the Public Limited Company Act B.E. 2535 (1992) and Clause 17 of the Company's Article of Association, at least one-third or nearest one-third of the number of directors shall vacate office at every Annual General Meeting of Shareholders. The directors who must retire in the first and the second year following the registration of the Company must draw lots. In each subsequent year, the directors who hold the position for the longest must retire. At the 2025 Annual General Meeting of Shareholders this time, the directors who shall retire by rotation were listed as follows;

1. Mr. Kosol Rojlertjanya                      Director
2. Mr. Chanin Rojlertjanya                      Director
3. Mr. Sarun Rojlertjanya                      Director

Details of shareholdings by nominated directors

Nominated Persons	Number of Shares	Voting rights
1. Mr. Kosol Rojlertjanya	14,982,430	14,982,430
2. Mr. Chanin Rojlertjanya	33,058,595	33,058,595
3. Mr. Sarun Rojlertjanya	67,061,495	67,061,495

The Nomination and Remuneration Committee's and the Board of Directors Opinion

The Company has provided shareholders the opportunity to nominate qualified persons for consideration and election as directors in advance from 22 November 2024 to 31 December 2024, by publishing to shareholders through the news system of the Stock Exchange of Thailand and the Company's website and it appeared that no shareholder nominated an appropriate person to be elected as the Company's director.

The Nomination and Remuneration Committee shall consider and screen before proposing it to the Board of Directors to propose the shareholders' meeting to consider and elect the Company's directors, by considering the structure of the Company's Board of Directors and the qualifications of those three directors as individually. The Nomination and Remuneration Committee deemed that the qualifications of directors are in accordance with the Public Limited Company Act and the Securities and Exchange Act, and other related laws (if any), the three directors possess appropriate qualifications, knowledge, abilities, and experience that are appropriate for the Company's business, and their previous performance as a director of the Company has been beneficial to the Company. Moreover, the three directors do not have any prohibited qualifications and do not operate any business or hold shares in any business that competes with the Company's operations. The details of profiles of the candidate directors nominated appeared in Enclosure No. 3.

The Nomination and Remuneration Committee proposed the Board of Directors, and the Board of Directors' meeting excluding interested directors, has carefully considered and deemed appropriate to propose the shareholders' meeting to consider and approve the election of the following persons return to director position for another term;

1. Mr. Kosol Rojlertjanya                      Director
2. Mr. Chanin Rojlertjanya                    Director
3. Mr. Sarun Rojlertjanya                    Director

In this regard, the nominated persons in this time have been considered in accordance with the specified nomination process. and have qualifications in accordance with the Public Limited Company Act and the Securities and Exchange Act and other related laws (if any) and being suitable for the Company's business operations.

The company provided the shareholders with the opportunity to inquire details about or express additional comments. It appeared that no shareholders raised any inquiry or expressed or additional comments.

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to consider and approve the election of directors replacing those who retire by rotation for another term.

**Resolution** The Meeting considered and unanimously resolved to approve the election of directors replacing those who retired by rotation to re-appoint as directors of the Company for another term with the votes as follows:

1) Mr. Kosol Rojlertjanya					
Approved	368,531,595	Votes	equivalent to	100.00000	%
Disapproved	0	Votes	equivalent to	0.00000	%
Abstained	0	Votes			
Voided	0	Votes			
ballot					
2) Mr. Chanin Rojlertjanya					
Approved	368,531,595	Votes	equivalent to	100.00000	%
Disapproved	0	Votes	equivalent to	0.00000	%
Abstained	0	Votes			
Voided	0	Votes			
ballot					

3) Mr. Sarun Rojlertjanya				
Approved	368,531,595	Votes	equivalent to	100.00000 %
Disapproved	0	Votes	equivalent to	0.00000 %
Abstained	0	Votes		
Voided ballot	0	Votes		

**Agenda 6 To consider and approve the determination of the director's remuneration for the year 2025.**

Mr. Paratthakorn Nilapan, Company's Secretary, reported to the Meeting that according to Section 90 of the Public Limited Company Act B.E. 2535 (1992), and Clause 35 of the Company's Articles of Association, it stipulates that directors shall be entitled to receive remuneration from the Company in the form of commission, bonus or any other form of similar compensation and meeting allowances according to the Articles of Association or as determined by the shareholders' meeting. The amount of remuneration may be definitely fixed or set as criteria and may be determined from time to time or effective until changed.

The Nomination and Remuneration Committee's Opinion and Board's Opinion

The Board of Nomination and Remuneration Committee has considered the responsibilities and performance of the Board of Directors and comparative information with reference to other companies in the same industry, with the similar size and characteristic of the business, including the director's compensation survey of the Thai Institute of Directors (IOD). It found that the directors' remuneration determined by the company was close to the market average. The Nomination and Remuneration Committee proposed which remuneration to the Board of Directors.

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the determination of the directors' remuneration for the year 2025 in the form of meeting allowances not exceeding 2,700,000 Baht, other remuneration not exceeding 1,000,000 Baht, such as health insurance and annual health check-up, in total not exceeding to 3,700,000 Baht, which the same rate in 2024, as following details :

Name of Committee	Meeting Allowance (Baht/Time/Person)
<b>Board of Directors</b>	
1. Chairman	25,000 Baht /time /person
2. Director	20,000 Baht /time /person

Name of Committee	Meeting Allowance (Baht/Time/Person)
<b>Audit Committee</b>	
1. Chairman	15,000 Baht /time /person
2. Director	10,000 Baht /time /person
<b>Risk Management Committee</b>	
1. Chairman	15,000 Baht /time /person
2. Director	10,000 Baht /time /person
<b>Nomination and Remuneration Committee</b>	
1. Chairman	15,000 Baht /time /person
2. Director	10,000 Baht /time /person
<b>Executive Committee</b>	
1. Chairman	15,000 Baht /time /person
2. Director	10,000 Baht /time /person

In this regard, the Board of Directors and the sub-committees do not receive any other benefits other than meeting allowances and other compensation according to the details given above.

The company provided the shareholders with the opportunity to inquire details about or express additional comments. It appeared that no shareholders raised any inquiry or expressed or additional comments.

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to consider and approve the determination of the director's remuneration for the year 2025.

**Resolution** The Meeting considered and unanimously resolved to approve the determination of the director's remuneration as proposed, with the votes as follows:

Approved	368,531,595	Votes	equivalent to	100.00000	%
Disapproved	0	Votes	equivalent to	0.00000	%
Abstained	0	Votes	equivalent to	0.00000	%
Voided ballot	0	Votes	equivalent to	0.00000	%

**Agenda 7 To consider and approve the appointment of auditors, and determine the auditor's fee for the year 2025**

Mr. Suthep Dansiriviroj, Independent Director and Chairman of Audit Committee, reported to the Meeting that according to Section 120 of the Public Limited Company Act B.E. 2535 (1992), it requires that the Annual General Meeting of Shareholders shall appoint the auditor of the company and determine the audit fee in each year. Regarding the appointment of the auditor, the former auditor may be re-appointed.

In addition, the notification of the Capital Market Supervisory Board requires that the Company shall rotate its auditor if that auditor has rendered his/her service for seven accounting periods regardless of consecutive or not. Such rotation needs not to change the audit firm as the Company may nominate other auditors of such audit firm to assume the duties in place of the former auditor. However, the Company may re-appoint auditors to resume his/her function only when the period of five consecutive accounting periods has elapsed since his/her last rotation.

The Audit Committee's Opinion and Board's Opinion

The Audit Committee has considered the qualifications of the Company's auditor based on the independence of auditors, and auditor's fees by comparing the compensation with the previous fiscal year to propose the Board of Directors. Therefore, the Board of Directors deemed it appropriate to propose the appointment to the shareholders' meeting for consideration of :

- |                    |                |                         |
|--------------------|----------------|-------------------------|
| 1. Mrs. Suvimol    | Chrityakierne  | CPA License No. 2982 or |
| 2. Mr. Wirote      | Satjathamnukul | CPA License No. 5128 or |
| 3. Miss Somjintana | Pholhirunrat   | CPA License No. 5599 or |
| 4. Miss Raweewan   | Chuenchom      | CPA License No. 7487    |

(The details of profiles appeared in Enclosure No. 5.)

The auditor from D I A International Audit Company Limited as the auditor of the Company for the year 2025, by allowing any one of the auditors to be responsible for auditing and expressing opinions on the Company's Financial Statement. In case the above-mentioned auditors were unable to perform their duties, D I A International Audit Company Limited shall assign other certified public accountants of DIA International Audit Company Limited to act on their behalf and determining the audit fee for the year 2025 in the amount of not exceeding 1,700,000 Baht per year, excluding other expenses.

The nominated auditor to be the Company's auditor this year performs the accountant's duty in the fourth years.

The above-mentioned auditors did not provide other services to the Company and did not have any relationships or interests with the Company / subsidiaries / executives / major shareholders, or those related to such person in any way. Therefore, the auditors are independent in auditing and expressing opinions on the Company's statement of financial position.

The auditors of its subsidiaries are from D I A INTERNATIONAL AUDIT COMPANY LIMITED (DIA), as well as the Company's auditor.

The company provided the shareholders with the opportunity to inquire details about or express additional comments. It appeared that no shareholders raised any inquiry or expressed or additional comments.

Mr. Nitisart Kithirun, the moderator of the Meeting, proposed the Meeting to consider and approve the appointment of the auditor, and determine the auditor's fee for the year 2025.

**Resolution** The Meeting considered and unanimously resolved to approve the appointment of the auditor, and determine the auditor's fee for the year 2025 as proposed, with the votes as follows:

Approved	368,531,595	Votes	equivalent to	100.00000	%
Disapproved	0	Votes	equivalent to	0.00000	%
Abstained	0	Votes			
Voided ballot	0	Votes			

**Agenda 8 To consider other agenda.(If Any)**

Mr. Nitisart Kithirun, the moderator of the meeting, asked if any shareholders wished to propose any other matters for the meeting to consider or not.

No shareholders or proxies proposed other agenda items to the meeting. Thereafter, the company provided the opportunity for additional inquiry.

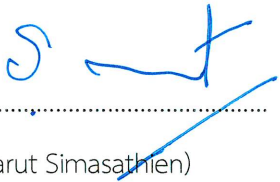
Ms. Sirirat Suppagam, proxy holder from the Thai Investors Association, commented that the company should hold the Annual General Meeting of shareholders in a hybrid format to comply with the circular letter from the Securities and Exchange Commission requesting cooperation so that shareholders can communicate directly with the board of directors conveniently and receive more information about the company.

Mr. Marut Simasathien, Chairman of the Board, acknowledged the suggestion that the company would like to consider the matter of holding the Annual General Meeting of shareholders in a hybrid format to suit the context of shareholders and the company.

It appeared that no shareholders raised any additional inquiry.

The chairman declared to thank you, the participants, and all relevant sectors and declared the meeting closed.

The Meeting was adjourned at 11.45 a.m.

Signed  Chairman of the Meeting  
(Mr. Marut Simasathien)  
Chairman of the Board

Annual Registration Statement / Annual Report 2025

(56-1 One Report)

with financial statements for the year 2025

ending On December 31, 2025 in QR Code format.





Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) of  
Company, comprising the financial statement ended as at 31 December 2025 in the  
form of QR Code (QR Code)



[https://ir.nldplc.com/annual/an\\_nl\\_2025E.pdf](https://ir.nldplc.com/annual/an_nl_2025E.pdf)



[https://www.irplus.in.th/Listed/NL/en/ebook/annual/an\\_nl\\_2025E](https://www.irplus.in.th/Listed/NL/en/ebook/annual/an_nl_2025E)



<https://www.set.or.th/en/market/product/stock/quote/NL/company-profile/information>

Profiles of the nominated directors to replace  
those retired by rotation



## Profiles of the nominated directors to replace those retired by rotation



<b>Name</b>	<b>Mr. Marut Simasathien</b>
<b>Age</b>	77 Years
<b>Nationality</b>	Thai
<b>Educational qualification</b>	Master of Business Administration (MBA), Kasetsart University Bachelor of Accountancy, Thammasat University
<b>Director Accreditation Program</b>	Director Accreditation Program (DAP) Class 19/2024 Advanced Audit Committee Program (AAP) Class 38/2020
<b>Work Experience</b>	<p>2023 – Present: Chairman of the Board / Independent Director / Chairman of the Risk Management Committee, NL Development Public Company Limited</p> <p>2018 – Present: Chairman of the Audit Committee / Independent Director / Member of the Nomination and Remuneration Committee / Member of the Risk Management and Sustainable Development Committee / Member of the Corporate Governance Committee TQM Alpha Public Company Limited</p> <p>Present : Director , M.P.S Holding Co.,Ltd.</p> <p>2016 – 2022: Independent Director and Audit Committee Member, Thai National Product Co., Ltd.</p> <p>2011 – 2015: Director, Thammasat Association</p> <p>2011 – 2013: Director and Chairman of the Audit Committee, Inter Far East Engineering Public Company Limited</p>
<b>Current job position</b>	Chairman of the Board / Independent Director
<b>In other listed companies</b>	TQM Alpha Public Company Limited
<b>In other non-listed companies</b>	M.P.S Holding Co.,Ltd.



Name	Mr. Marut Simasathien
Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business	Does not hold a directorship or executive position in such business
Nature of nominated directorship	Independent Director
Term of office	22 March 2004 (22 years)
Shareholding in the Company	Ordinary Share 1,000,000 shares, accounted for 0.20 % of the total issued shares of the Company
Direct and indirect interests in the Company or in the relevant Subsidiaries	-None-
Family relationship with executives or major shareholders	-None-
Relationship with the Company/ subsidiaries/ associates or juristic persons that may have conflicts of interest currently or in the past 2 years	-None-
Being an executive director, employee, staff, or advisor who receives regular salary	-None-
Professional service provider, such as auditor or legal advisor	-None-
Significant business relationship that may affect the ability to perform duties independently	-None-
Historical records or meeting attendance in 2025	Board of Directors Meeting 4 times out of 4 meetings (100%) Risk Management Committee Meeting 2 times out of 2 meeting (100%) Annual General Meeting 1 time out of 1 meeting (100%)
<b>This candidate is not a director or executive in any company which may result in a conflict of interest with the Company</b>	

Note: Mr. Marut Simasathien is an independent director whose term of office exceeded 9 years. According to the principles of effective corporate governance and the Board of Directors Charter, independent directors can only serve for a maximum of 9 consecutive years from the date of appointment. In the event that an independent director needs to be reappointed, the Board will consider the necessity for the best interests of the company, even if the said independent director has served for more than 9 years. The reasons for this consideration are as follows:



- The independent director has performed his duties independently and can provide independent opinions in accordance with relevant criteria and possesses all the necessary qualifications as required by law and regulations for independent directors.
- The independent director is not involved in any management functions and has no relationship with management, major shareholders, or auditors.
- Throughout his term of office, he has attended all board meetings and has a record of attending all shareholder meetings.
- The independent director is suitable to serve as Chairman of the Company, possessing the ability, qualifications, and maturity to perform the duties of Chairman and demonstrating leadership and credibility.
- The individual possesses the qualifications and experience to provide valuable advice and opinions on good corporate governance for the company's best interests and to maintain continuity in management. They have a deep understanding of the organizational culture and business, making it difficult to find a replacement with equivalent qualifications.

For the reasons and necessities stated above, the Nomination and Remuneration Committee, having considered all relevant criteria, has agreed to nominate Mr. Marut Simasathien. The Board of Directors, excluding those with conflicts of interest, has thoroughly and carefully reviewed the information presented by the Nomination and Remuneration Committee and believes that Mr. Marut Simasathien remains a suitable individual to serve as an independent director of the company and continues to perform his duties in accordance with good corporate governance principles, even after serving as an independent director for more than 9 years. Therefore, the Board deems it appropriate to propose Mr. Marut Simasathien's name to the Annual General Meeting of Shareholders for consideration and approval of his appointment.

## Profiles of the nominated directors to replace those retired by rotation



<b>Name</b>	<b>Mr. Poomson Rojlertjanya</b>
<b>Age</b>	77 Years
<b>Nationality</b>	Thai
<b>Educational qualification</b>	Bachelor of Economics, Thammasat University
<b>Director Accreditation Program</b>	Director Accreditation Program (DAP) Class 19/2004
<b>Work Experience</b>	<p>2022 – Present: Vice Chairman of the Board / Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee, NL Development Public Company Limited</p> <p>2006 – Present: Vice Chairman of the Board, NL Development Public Company Limited</p> <p>1995 – Present: Director, Lake &amp; Hill Co., Ltd.</p> <p>1990 – Present: Director, Cons Intertrade (1990) Co., Ltd.</p>
<b>Current job position</b>	Vice Chairman of the Board / Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee
<b>In other listed companies</b>	No positions held in listed companies.
<b>In other non-listed companies</b>	<p>Lake &amp; Hill Co., Ltd.</p> <p>Cons Intertrade (1990) Co., Ltd.</p>
<b>Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business</b>	Does not hold a directorship or executive position in such business



<b>Name</b>	<b>Mr. Poomson Rojlertjanya</b>
<b>Nature of nominated directorship</b>	Director
<b>Term of office</b>	3 December 1981 (24 years, 9 months)
<b>Shareholding in the Company</b>	Ordinary Share 45,197,280 shares, accounted for 9.04% of the total issued shares of the Company
<b>Direct and indirect interests in the Company or in the relevant Subsidiaries</b>	-None-
<b>Historical records or meeting attendance in 2025</b>	Board of Directors Meeting 4 times out of 4 meetings (100%) Nomination and Remuneration Committee meeting 2 times out of 2 meetings (100%) Executive Committee meetings 12 times out of 12 meetings (100%) Annual General Meeting 1 time out of 1 meeting (100%)
<b>This candidate is not a director or executive in any company which may result in a conflict of interest with the Company</b>	

## Profiles of the nominated directors to replace those retired by rotation



ชื่อ	Mr. Pasakorn Purungrit
Age	56 Years
Nationality	Thai
Educational qualification	Master's degree in architectural construction management, Sripatum University Bachelor's degree in construction engineering, Sripatum University
Director Accreditation Program	Director Accreditation Program (DAP) Class 239/2026
Work Experience	1 March 2026 – Present: Senior Executive Vice President, Operations Group 11 November 2025 – Present: Director, NL Development Public Company Limited 2019 – 28 February 2026 : Senior Executive Vice President, Operations Division, NL Development Public Company Limited 2012 – 2019: Executive Vice President, Operations Group, NL Development Public Company Limited
Current job position	Director / Senior Executive Vice President
In other listed companies	No positions held in listed companies.
In other non-listed companies	No positions held in non-listed companies.
Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business	Does not hold a directorship or executive position in such business



ชื่อ	Mr. Pasakorn Purungrit
Nature of nominated directorship	Director
Term of office	11 November 2025 (4 months)
Shareholding in the Company	Ordinary Share 1,925,000 shares, accounted for 0.39% of the total issued shares of the Company
Direct and indirect interests in the Company or in the relevant Subsidiaries	-None-
Historical records or meeting attendance in 2025	Executive Committee meetings 11 times out of 12 meetings (92 %) He will become eligible to attend meetings as a company director at Meeting No. 1/2026 and the Annual General Meeting of Shareholders in 2026 as a director for the first time.
This candidate is not a director or executive in any company which may result in a conflict of interest with the Company	

## Definition of the Independent Director





### Definition of the Independent Director

The Company's definition of the independent director meets the minimum requirements of the SEC or the SET regarding shareholding in the Company, the requirement of no employment as the Company's employee, member of staff, advisor who receives salary, or controlling person of the company, and the requirement relating to the absence of a business relationship, as follows :

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, or juristic person of the conflicted person, including shares held by related persons of such independent director.
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, or juristic person that may have a conflict person, unless the foregoing status has ended not less than two years before the date of appointment as the company's director.
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company.
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, or juristic person of the conflicted person, in the manner which may interfere with his independent judgement, and neither being nor used to be a major shareholder, non-independent director, or executive of any person having a business relationship with the company, its parent company, subsidiary company, associate company, or juristic person that may have a conflict, unless the foregoing relationship has ended not less than two years before the date of appointment as the company's director.
5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, or juristic person that may have a conflict, and not being a major shareholder, non-independent director, executive, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, or juristic person that may have a conflict, unless the foregoing relationship has ended not less than two years before the date of appointment as the company's director.
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, or juristic person that may have a conflict. In case of a provider of any professional service being a juristic person, it shall include not being a major shareholder, non-independent director, executive, or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years before the date of appointment as the company's director.



#### Enclosure 4.

7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder of the company.

8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company, or not being a significant partner in a partnership, or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;

9. not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

# Profiles of the Auditor for the Year 2026



**Profiles of the Auditor for the year 2026**

<b>Name</b>	Mrs. Suvimol Chrityakierne
<b>Position</b>	Auditor
<b>Certified Public Accountant No.</b>	2982
<b>Professional Certificates</b>	Certified Public Accounting, Registration No. 2982 Approved by the Securities and Exchange Commission and Office of Insurance Commission
<b>Educational qualification</b>	Master Degree of Accountancy (M. Acc.), Bangkok, Chulalongkorn University Bachelor's degree of accountancy (B. Acc.), Bangkok, Chulalongkorn University

**Work Experience**

<b>Year</b>	<b>The Company</b>	<b>Position</b>
2010 – Present	DIA International Audit Company Limited	Managing Director
1990 – Present	DIA Audit Company Limited	Director
1979 – 2010	Office of DIA International Auditing	Director
1975 – 1978	Deloitte Touche Tohmatsu Jaiyos Audit Public Company Limited	Assistant Chief Accountant
1974 – 1975	Cathay Leasing Company Limited	Assistant Chief Accountant

<b>Auditing Experience</b>	1) TPC Power Holding Public Company Limited 2) Skin Laboratory Company Limited 3) Southern Concrete Pile Public Company Limited 4) NL Development Public Company Limited 5) Premier Tank Corporation Public Company Limited
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<b>Years of signing the Company's financial statement</b>	5 years (2021-2025)
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<b>Direct and indirect interests in the Company or in the relevant Subsidiaries</b>	None
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<b>Contact</b>	DIA International Audit Co., Ltd. 316/32 Sukhumvit 22 Road (Soi Sainumthip) Klongtoey Bangkok 10110 Tel : + 662-259-5300 / Fax +662 260 1553
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**Profiles of the Auditor for the year 2026**

<b>Name</b>	Mr. Wirote Satjathamnukul
<b>Position</b>	Auditor
<b>Certified Public Accountant No.</b>	5128
<b>Professional Certificates</b>	Certified Public Accounting, Registration No. 5128 Approved by the Securities and Exchange Commission and Office of Insurance Commission
<b>Educational qualification</b>	Bachelor of Accountancy, Ramkhamhaeng University Certificate of Advance Auditing, Thammasat University

**Work Experience**

<b>Year</b>	<b>The Company</b>	<b>Position</b>
2010 – Present	DIA International Audit Company Limited	Partner
2003 – 2009	DIA International Audit Company Limited	Manager
1991 – 2002	DIA International Audit Company Limited	Audit Staff

**Auditing Experience**

- 1) L.P.N Development Public Company Limited
- 2) Prinsiri Public Company Limited
- 3) Samchai Steel Industries Public Company Limited
- 4) Mandarin Hotel Public Company Limited
- 5) Pre-Built Public Company Limited
- 6) Eastern Commercial Leasing Public Company Limited
- 7) Namwiwat Engineering (1992) Company Limited
- 8) Ocean Life Insurance Public Company Limited
- 9) Saha Crane Corporation Public Company Limited
- 10) Quick Leasing Company Limited

**Years of signing the Company's  
financial statement** -

**Direct and indirect interests  
in the Company or  
in the relevant Subsidiaries** None

**Contact** DIA International Audit Co., Ltd.  
316/32 Sukhumvit 22 Road (Soi Sainumthip)  
Klongtoey Bangkok 10110  
Tel : + 662-259-5300 / Fax +662 260 1553

**Profiles of the Auditor for the year 2026**

**Name** Miss Somjintana Pholhirunrat  
**Position** Auditor  
**Certified Public Accountant No.** 5599  
**Professional Certificates** Certified Public Accounting, Registration No. 5599 Approved by the Securities and Exchange Commission and Office of Insurance Commission



**Educational qualification** Master:- B.A. Accounting Chulalongkorn University, Bangkok, Thailand,  
Bachelor:- B.A. Accounting Ramkhamhaeng University, Bangkok, Thailand,  
B.A. Accounting Sukhothai Thammathirat University, Bangkok, Thailand

**Work Experience**

<b>Year</b>	<b>The Company</b>	<b>Position</b>
2011 – Present	DIA International Audit Company Limited	Managing Partner
1996 – 2011	Office of DIA International Auditing	Manager Audit Section
1989 – 1996	Plan Publishing Company Limited	Accounting Manager

**Auditing Experience**

- 1) Eastern Commercial Leasing Public Company Limited
- 2) Asset Five Group Public Company Limited
- 3) Silicon Craft Technology Public Company Limited
- 4) DCON Products Public Company Limited
- 5) Sirakorn Public Company Limited
- 6) Pre-Built Public Company Limited
- 7) Saha Pathanapibul Public Company Limited

**Years of signing the Company's financial statement** -

**Direct and indirect interests in the Company or in the relevant Subsidiaries** None

**Contact** DIA International Audit Co., Ltd.  
316/32 Sukhumvit 22 Road (Soi Sainumthip)  
Klongtoey Bangkok 10110  
Tel : + 662-259-5300 / Fax +662 260 1553

**Profiles of the Auditor for the year 2026**

**Name** Mr. Nopparoeck Pissanuwong  
**Position** Auditor  
**Certified Public Accountant No.** 7764  
**Educational qualification** Master Degree of Accountancy (M. Acc.),  
 Bangkok, Chulalongkorn University  
 Bachelor’s degree of accountancy (B. Acc.),  
 Pathum Thani, Bangkok University  
 High Vocational Certificate “Certificate in Management for Senior  
 Executive (AMM)” Generation 3 Graduate School of Public  
 Administration, National Institute of Development Administration.



**Work Experience**

Year	The Company	Position
2011 – Present	DIA International Audit Company Limited	Managing Partner and Training Speaker/Trainer
2023 - 2026	Federation of Accounting Professions of Thailand	Auditing Standards Committee
1992 - 2011	DIA International Audit Company Limited	Partner

**Auditing Experience**

- 1) L.P.N Development Public Company Limited
- 2) Prinsiri Public Company Limited and Subsidiary
- 3) SIAMRAJ Public Company Limited and Subsidiary
- 4) K.C. Property Public Company Limited and Subsidiary
- 5) AssetWise Public Company Limited and Subsidiary
- 6) Bangkok Dec-Con Public Company Limited and Subsidiary
- 7) Thai Polycons Public Company Limited and Subsidiary
- 8) NL Development Public Company Limited.
- 9) TPC Power Holding Public Company Limited and Subsidiary
- 10) KIATTANA TRANSPORT Public Company Limited
- 11) Dental Corporation Public Limited Company and Subsidiary
- 12) The Klinique Medical Clinic Public Company Limited and Subsidiary
- 13) Namheng Concrete (1992) Company Limited.
- 14) Namheng Stone Company Limited
- 15) ZUBB STEEL Company Limited
- 16) Bangkok Metropolis Motor Company Limited
- 17) Western Decor Corporation Public Company Limited
- 18) GOLD SHORES Company Limited



Profiles of the Auditor for the year 2026 (Continued)

Years of signing the Company's  
financial statement -

Direct and indirect interests  
in the Company or  
in the relevant Subsidiaries None

Contact DIA International Audit Co., Ltd.  
316/32 Sukhumvit 22 Road (Soi Sainumthip)  
Klongtoey Bangkok 10110  
Tel : + 662-259-5300 / Fax +662 260 1553

Documents or evidence showing an identity of the  
shareholder or proxy of the shareholder entitled  
to attend the meeting





**Documents or evidence showing an identity of the shareholder or  
proxy of the shareholder entitled to attend the meeting.**

In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this procedure, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

**1. Natural person**

**1.1 Thai nationality**

(a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or

(b) in case of proxy, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**1.2 Non-Thai nationality**

(a) passport of the shareholder; or

(b) in case of proxy, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**2. Juristic person**

**2.1 Juristic person registered in Thailand**

(a) corporate affidavit, issued within 6 month by Department of Business Development, Ministry of Commerce; and

(b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

**2.2 Juristic person registered outside of Thailand**

(a) corporate affidavit; and

(b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true and correct. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public for the period of not more than 12 months before the AGM.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 09.00 a.m. on 27 April 2026 onwards.

**Remark** If any shareholder cannot attend the 2026 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to NL Development Public Company Limited **at No. 417 Ratchawithi Road, Bang Plad Sub-District, Bang Plad District, Bangkok.**

\*\* Please affix 20 Baht of revenue stamp in the proxy form as well as strike down the date on which the proxy form was made.

\*\* The Company has facilitated the sale of revenue stamp to the proxies at the registration point.

# Company's Articles of Association in relating to Shareholders' Meeting





## Company's Articles of Association in relating to Shareholders' Meeting

### 1. Convening Meeting

#### Chapter VI Clause 38

To call a meeting of shareholder, whether in person, or via electronic media, the board of directors must prepare a meeting notice specifying the location, date, time, and agenda. and matters to be proposed at the meeting, together with any appropriate details. The notice must clearly specify the matter for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the board of director on such matters, and sent to shareholders and the registrar at least seven (7) days before the meeting date, and the notice of meeting in newspapers or electronic media instead by proceeding according to the rules and methods prescribed by law.

### 2. Proxy

#### Chapter VI Clause 40

In the meeting of shareholder, shareholders may authorize a proxy to another person who has reach the legal age to attend meetings, and vote on their behalf in meetings. The proxy form must be dated and signed by the shareholder granting the proxy, and shall be in accordance with the form specified by the registrar, by giving it to the Chairman of the Board. or a person designated by the Chairman of the Board at the meeting place before the proxy attends the meeting, or the proxy may be executed through electronic means, provided that a secure and reliable method must be used to ensure that the appointment of proxy is executed by the shareholder, and in accordance with the rules prescribed by the registrar. The proxy instrument must contain at least the following particulars;

- (1) Number of shares held by the shareholder;
- (2) Name of the proxy; and
- (3) The time of the meeting at which the proxy is given to attend the meeting and vote.

### 3. Meeting Procedures

#### Chapter VI Clause 41

At the shareholders' meeting, the Chairman of the board shall preside over the meeting. However, if the Chairman is absent, or unable to perform his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

### 4. Quorum

#### Chapter VI Clause 39

A quorum of a meeting of shareholders and proxies from shareholders (if any), requires not less than twenty-five (25) shareholders, or not less than one-half of the total number of shareholders, holdings in aggregate at least one-third (1/3) of the total issued shares. Thus, it shall be a quorum.



If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders at least seven (7) days before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

## 5. Voting Procedures

### Chapter VI Clause 42

The resolution of the shareholder meeting shall consist of the following votes as follow;

- (1) In normal cases, a majority vote of the shareholders attending the meeting and casting their votes shall be taken by counting one share as one vote. If there are equal votes, the Chairman of the meeting shall have one additional vote as the casting vote.
- (2) In the following cases, a vote of not less than three-quarters (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote shall be counted, with one share being counted as one vote.
  - A. A sell or transfer all or substantial parts of the Company's business to any person;
  - B. A purchase or acceptance of transfer of business of another company or private company to the Company;
  - C. An entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
  - D. An amendments to the Memorandum of Association or Articles of association of the Company;
  - E. An Increase or decrease the capital of the company or issue debenture;
  - F. An amalgamation or dissolution of the company.

## 6. Appointment of Directors

### Chapter IV Clause 16

The shareholder meeting shall elect directors according to the rules and procedures as follows;

- (1) Each shareholder has one vote per share;
- (2) Each shareholder must use all of the votes he/she has under (1) to elect one or more persons as directors. But the votes are indivisible;
- (3) Voting to elect directors use a majority vote. If there are equal votes the Chairman of the meeting shall cast the casting vote.

From of Proxy





Form of Proxy, Form A

-----

Made at.....

Date ..... Month..... Year.....

(1) I/We ..... nationality.....
residing/located at No..... Road ..... Tambol/Kwaeng..... Amphur/Khet.....
Province ..... Postal Code.....

(2) being a shareholder of NL Development Public Company Limited, holding.....shares in
total which are entitled to cast.....votes as follows:

ordinary shares:.....shares in total which are entitled to cast.....votes; and

preferred shares:.....shares in total which are entitled to cast.....votes,

(3) I/We wish to appoint

(1) .....age .....years, residing/located at No..... , .....Road,
Tambol/Kwaeng ..... , Amphur/Khet..... , Province..... , Postal Code ..... ,
or

(2) .....age .....years, residing/located at No..... , .....Road,
Tambol/Kwaeng ..... , Amphur/Khet..... , Province..... , Postal Code .....
, or

(3).....age .....years, residing/located at No..... , .....Road,
Tambol/Kwaeng ..... , Amphur/Khet..... , Province....., Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of
Shareholders to be held on 27 April 2026 at 10.00 a.m., at Bongkotrat A Room, 2nd Floor, The Royal River Hotel No. 219
Soi Charan Sanit Wong 66/1, Bangplad Sub-district, Bangplad District, Bangkok, or such other date, time and place as may
be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and
performance in all respects.

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Signed .....Grantee

(.....)

Remarks A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may
not be divided into several portions and granted to more than one proxy in order to divide the votes.



Form of Proxy, Form B.

-----

Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... nationality ..... residing/located at No. ....Road, ..... Tambol/Kwaeng....., Amphur/Khet . .... Province ..... Postal Code .....

(2) being a shareholder of NL Development Public Company Limited, holding.....shares in total which are entitled to cast.....votes as follows:

ordinary shares:.....shares in total which are entitled to cast.....votes; and

preferred shares:.....shares in total which are entitled to cast.....votes,

(3) I/We wish to appoint

(1) .....age .....years, residing/located at No..... , .....Road, Tambol/Kwaeng ..... , Amphur/Khet..... , Province..... , Postal Code ..... , or

(2) .....age .....years, residing/located at No..... , .....Road, Tambol/Kwaeng ..... , Amphur/Khet..... , Province..... , Postal Code ..... , or

(3) .....age .....years, residing/located at No..... , .....Road, Tambol/Kwaeng ..... , Amphur/Khet..... , Province..... , Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders to be held on 27 April 2026 at 10.00 a.m. , at Bongkotcharat A Room, 2nd Floor The Royal River Hotel No. 219 Soi Charan Sanit Wong 66/1, Bangplad Sub-district, Bangplad District, Bangkok, or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda no. 1 To acknowledge the minutes of the 2025 Annual General Meeting of Shareholders. (The agenda is for acknowledgement; the meeting’s resolution is not required)

Agenda no. 2 To acknowledge the Company’s 2025 operating result. (The agenda is for acknowledgement; the meeting’s resolution is not required)

Agenda no. 3 To consider and approve the Company’s audited financial statements for the fiscal year ended 31 December 2025.



(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 4 To consider and approve the non-dividend payments for the year 2025 annual performance results.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 5 To consider and approve the election of directors replacing those retired by rotation.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Appoint all director

Approve

Disapprove

Abstain

Appointment of any director(s)

Name of Director : Mr. Marut Simasathien

Approve

Disapprove

Abstain

Name of Director : Mr. Poomsan Rojlertjanya

Approve

Disapprove

Abstain

Name of Director : Mr. Pasakorn Purungrit

Approve

Disapprove

Abstain

Agenda no. 6 To consider and approve the remuneration of the Board of Directors and the Sub-committees for the year 2026.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 7 To consider and approve the appointment of auditors and determination the auditor's fee for the year 2026.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

Agenda no. 8 To consider other agenda (if any).

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.



(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed.....Grantor

(..... )

Signed..... Grantee

(..... )

Signed.....Grantee

(..... )

Signed.....Grantee

(..... )

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B

**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of NL Development Public Company Limited.

For the 2026 Annual General Meeting of Shareholders to be held on 27 April 2026 at 10.00 a.m., at Bongkotcharat A Room, 2nd Floor, The Royal River Hotel No. 219 Soi Charan Sanit Wong 66/1, Bangplad Sub-district, Bangplad District, Bangkok, or such other date, time and place as may be adjourned.

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- Agenda no..... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                       Disapprove                       Abstain
  
- Agenda no..... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                       Disapprove                       Abstain
  
- Agenda no..... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                       Disapprove                       Abstain
  
- Agenda no..... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                       Disapprove                       Abstain
  
- Agenda no. ....re: Appointment of directors (Continued)
- Name of Director.....
- Approve                       Disapprove                       Abstain
- Name of Director.....
- Approve                       Disapprove                       Abstain
- Name of Director.....
- Approve                       Disapprove                       Abstain
- Name of Director.....
- Approve                       Disapprove                       Abstain
- Name of Director.....
- Approve                       Disapprove                       Abstain



Form of Proxy, Form C.

Made at .....

Date ..... Month ..... Year ..

(1) We ..... located at No. ...., ..... Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province ....., Postal Code ..... in our capacity as the custodian for .....

being a shareholder of NL Development Public Company Limited,

holding ..... shares in total which are entitled to cast..... votes as follows:

ordinary shares: ..... shares in total which are entitled to cast ..... votes; and

preferred shares: ..... shares in total which are entitled to cast ..... votes,

(2) We wish to appoint

(1) ..... age ..... years, residing/located at No. ...., ..... Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province ....., Postal Code ....., or

(2) ..... age ..... years, residing/located at No. ...., ..... Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province ....., Postal Code ....., or

(3) ..... age ..... years, residing/located at No. ...., ..... Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province ....., Postal Code .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders to be held on 27 April 2026 at 10.00 a.m., at Bongkotrat A Room, 2nd Floor, The Royal River Hotel No. 219 Soi Charan Sanit Wong 66/1, Bangplad Sub-district, Bangplad District, Bangkok, or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
 The voting right in part of the voting shares held by us is granted to the proxy as follows:
 Ordinary shares: ..... shares in total, which are entitled to cast ..... votes; and
 Preferred shares: ..... shares in total, which are entitled to cast .....votes,
Total: ..... votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

Agenda no. 1 To acknowledge the minutes of the 2025 Annual General Meeting of Shareholders.

(The agenda is for acknowledgement; the meeting's resolution is not required)



- Agenda no. 2 To acknowledge the Company's 2025 operating result.  
(The agenda is for acknowledgement; the meeting's resolution is not required)
- Agenda no. 3 To consider and approve the Company's audited financial statements for fiscal year ended 31 December 2025.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. 4 To consider and approve the non-dividend payments for the year 2025 annual performance results.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. 5 To consider and approve the election of directors replacing those retired by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment of all directors  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Appointment of any director(s)  
Name of Director : Mr. Marut Simasathien  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director : Mr. Poomson Rojlertjanya  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director : Mr. Pasakorn Purungrit  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. 6 To consider and approve the remuneration of the Board of Directors and the Sub-committees for the year 2026.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. 7 To consider and approve the appointment of auditors, and determination the auditor's fee for the year 2026.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.



- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

Agenda no. 8 To consider other agenda (if any).

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve with ..... votes
  - Disapprove with ..... votes
  - Abstain with ..... votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor  
(..... )

Signed..... Grantee  
(..... )

Signed..... Grantee  
(..... )

Signed..... Grantee  
(..... )

**Remarks**

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form



Attachment to Proxy Form C.

A proxy is granted by a shareholder of NL Development Public Company Limited.

For the 2026 Annual General Meeting of Shareholders to be held on 27 April 2026 at 10.00 a.m., at Bongkotrat A Room, 2nd Floor, The Royal River Hotel No. 219 Soi Charan Sanit Wong 66/1, Bangplad Sub-district, Bangplad District, Bangkok, or such other date, time and place as may be adjourned.

-----

- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: .....
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: Appointment of directors (Continued)
- Name of Director .....
- Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director .....
- Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director .....
- Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director .....
- Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Name of Director .....
- Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes

Profiles of the independent directors proposed  
as proxies by the Company



## Profiles of the independent directors proposed as proxies by the Company



<b>Name</b>	<b>Mr. Marut Simasathien</b>
<b>Age</b>	77 years
<b>Nationality</b>	Thai
<b>Address</b>	172 Soi Pibulwattana Building, Rama VI Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok
<b>Educational qualification</b>	Master's degree in business administration, Kasetsart University Bachelor's degree in Accountancy, Thammasat University
<b>Directorship training</b>	Director Accreditation Program (DAP) Class 19/2004 Advanced Audit Committee Program (AACP) Class 38/2563
<b>Work Experience</b>	2023 – Present Chairman of the Risk Management Committee, NL Development Public Company Limited 2017 – Present Chairman of the Board of Directors, NL Development Public Company Limited 2004 – Present Independent Director, NL Development Public Company Limited 2018 – Present Independent Director / Chairman of the Audit Committee, TQM Alpha Public Company Limited Present Director of M.P.S. Holding Co., Ltd. 2024 Director of N.D.S.34 Co., Ltd.
<b>Current job position</b>	Chairman of the Board of Directors/Chairman of the Risk Management Committee/Independent Director



<b>Name</b>	<b>Mr. Marut Simasathien</b>
<b>In other listed companies</b>	Independent Director / Chairman of the Audit Committee, TQM Alpha Public Company Limited
<b>In other non-listed companies</b>	Director of M.P.S. Holding Co., Ltd.
<b>Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business</b>	Does not hold a directorship or executive position in such business
<b>Shareholding in the Company</b>	Ordinary Share 1,000,00 shares, accounted for 0.20 % of the total issued shares of the Company
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	-None-
<b>Conflict of interest in every agenda proposed in AGM 2026</b>	Nominated to be re-elected as a director in Agenda 5

## Profiles of the independent directors proposed as proxies by the Company



<b>Name</b>	Asst.Prof.Dr. Ping Kunawatsatit
<b>Age</b>	84 years
<b>Nationality</b>	Thai
<b>Address</b>	142 Soi Chokdee (30), Chokchai 4 Road, Lat Phrao District, Bangkok
<b>Educational qualification</b>	PhD. in Engineering at Purdue University Master's degree in engineering Kyoto University Bachelor's degree in engineering, Chulalongkorn University
<b>Directorship training</b>	Director Accreditation Program (DAP) Class 10/2004
<b>Work Experience</b>	2004 – Present Director / Independent Director / Audit Committee, NL Development Public Company Limited Present Director, BCM Co., Ltd., Consulting Engineer
<b>Current job position</b>	Director / Independent Director / Audit Committee
<b>In other listed companies</b>	No positions held in listed companies.
<b>In other non-listed companies</b>	Director, BCM Co., Ltd., Consulting Engineer
<b>Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business</b>	Does not hold a directorship or executive position in such business
<b>Shareholding in the Company</b>	Ordinary Share 8,500 shares, accounted for 0.0017% of the total issued shares of the Company
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	-None-
<b>Conflict of interest in every agenda proposed in AGM 2026</b>	None of any special conflicts of interest in any proposed agendas

## Profiles of the independent directors proposed as proxies by the Company



<b>Name</b>	<b>Mr. Sawang Thaisriwongse</b>
<b>Age</b>	74 years
<b>Nationality</b>	Thai
<b>Address</b>	119/7 Leon Village, Sukhumvit Soi 62, Bang Chak Sub-district, Phra Khanong District, Bangkok
<b>Educational qualification</b>	Bachelor's degree in economics, Thammasat University
<b>Directorship training</b>	Director Accreditation Program (DAP) Class 16/2547
<b>Work Experience</b>	2022 – Present Chairman of the Nomination and Remuneration Committee, NL Development Public Company Limited 2004 – Present Director / Independent Director / Audit Committee, NL Development Public Company Limited
<b>Current job position</b>	Director / Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee
<b>In other listed companies</b>	No positions held in listed companies.
<b>In other non-listed companies</b>	No positions held in non-listed companies.
<b>Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business</b>	Does not hold a directorship or executive position in such business
<b>Shareholding in the Company</b>	Ordinary Share 2,125,000 shares, accounted for 0.43% of the total issued shares of the Company
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	-None-
<b>Conflict of interest in every agenda proposed in AGM 2026</b>	None of any special conflicts of interest in any proposed agendas

## Profiles of the independent directors proposed as proxies by the Company



<b>Name</b>	<b>Mr. Suthep Dansiriviroj</b>
<b>Age</b>	78 years
<b>Nationality</b>	Thai
<b>Address</b>	42 Soi Maha Wong Tai, Asoke-Din Daeng Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400
<b>Educational qualification</b>	Bachelor's degree in Accountancy, Thammasat University
<b>Directorship training</b>	Director Certification Program (DCP) Year 2005 Role of the Compensation Committee Program Year 2008
<b>Work Experience</b>	<p>2023 – Present The Nomination and Remuneration Committee, NL Development Public Company Limited</p> <p>2022 – Present Director / Independent Director / Chairman of the Audit Committee, NL Development PCL</p> <p>2022 – 2024 Director, Than Holding Co., Ltd.</p> <p>2022 – Present Director, S &amp; J International Enterprise Public Company Limited</p> <p>2022 – 2024 Independent Director / Audit Committee, N.D.S.34 Co., Ltd.</p> <p>2019 – 2024 Director, Sriracha Aviation Co., Ltd.</p> <p>2018 – Present Director, Triple Plus Development</p> <p>2015 – 2022 Chairman of the Board / Chairman of the Audit Committee, Thai National Product Co., Ltd.</p> <p>2010 – 2020 Director / Executive Director / Chairman of the Risk Management Committee, Sahacogen (Chonburi) Public Company Limited</p>

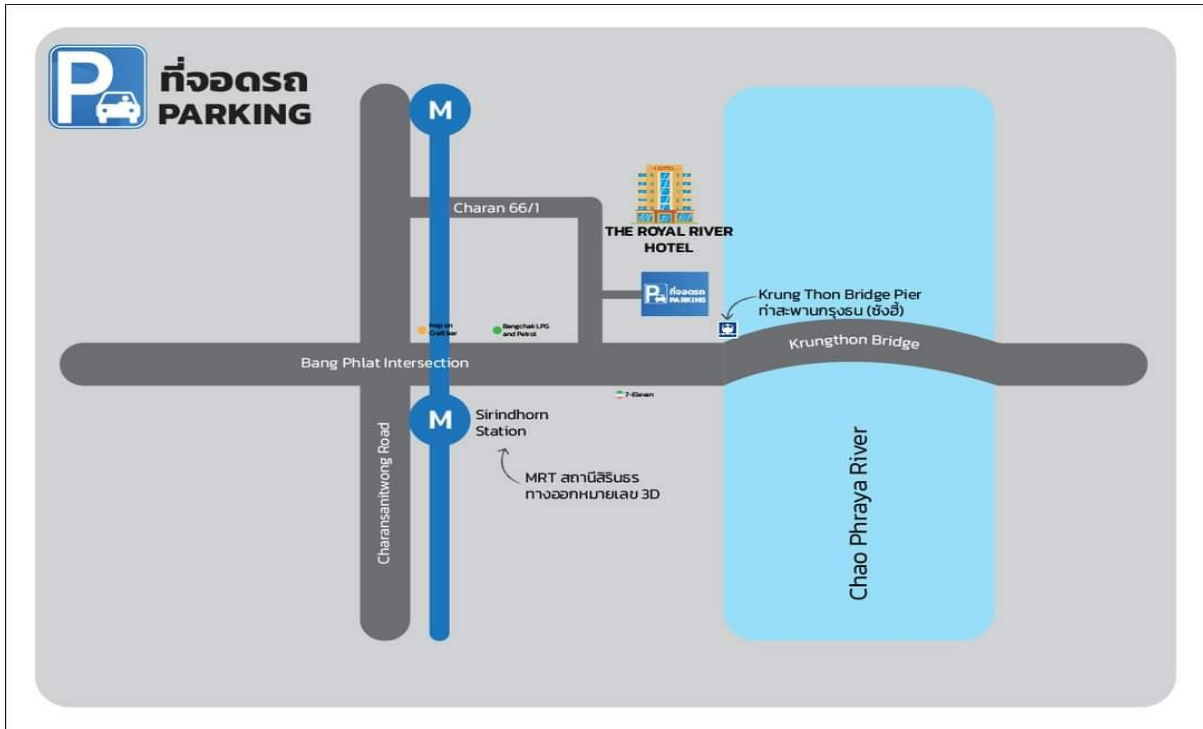


<b>Name</b>	<b>Mr. Suthep Dansiriviroj</b>
<b>Current job position</b>	Director / Independent Director / Chairman of Audit Committee
<b>In other listed companies</b>	Director of S & J International Enterprise Public Company Limited
<b>In other non-listed companies</b>	2018 – Present Director, Triple Plus Development Co., Ltd.
<b>Holding positions in other business which may give rise to a conflict of interest or result in competition with the Company's business</b>	Does not hold a directorship or executive position in such business
<b>Shareholding in the Company</b>	Ordinary Share 385,000 shares, accounted for 0.08% of the total issued shares of the Company
<b>Direct and indirect interests in the Company or in the relevant subsidiaries</b>	-None-
<b>Conflict of interest in every agenda proposed in AGM 2026</b>	None of any special conflicts of interest in any proposed agendas.

Map of venue for the meeting



### Map of venue for the meeting



At Bongkotcharat A Room, 2nd Floor, The Royal River Hotel, No. 219, Soi Charansanitwong 66/1, Bangplad Sub-District, Bangplad District, Bangkok 10700

# Privacy Notice





## Privacy Notice

### for the 2026 Annual General Meeting of Shareholders of NL Development Public Company Limited

NL Development Public Company Limited (the “**Company**”) is aware of the privacy of shareholders and/or of the proxy (“**you**”) who attend the 2026 annual general meeting of shareholders (“**meeting of shareholders**”). Thus, Company provides this privacy notice to inform you in relation to the collection, use and disclosure of personal data of individual, including rights, security procedures, safety of your personal data, and the contact channels with Company in accordance with the Personal Data Protection Act B.E. 2562 “**PDPA**”), relevant laws and regulations, as follows:

1. **Personal Data Processing:** The Company has to collect the personal data of shareholders which includes, but is not limited to, name and surname, alias, nationality, age, mailing address, email address, telephone number, facsimile number, identification card photo, identification number, passport information, alien identification information, driving license, signatures, CCTV recording, including images and photos, visual images, voice recordings, and video recordings that record the interaction between you and Company during the meeting to organize the meeting of shareholders..
2. **Purposes of Personal Data Processing:** The Company will process personal data of shareholders on the following proposes and legitimate interests:
  - 2.1 On legal obligation basis
    - The Company will collect and use the personal data of shareholders as specified in No. 1 to call, conduct, and proceed the meeting of shareholders, which includes identifications of shareholders, delivery of related documents, and other processing to fulfil the resolution of the meeting and the law. Furthermore, this is to comply with law, notice and regulations from other government agencies with legal authority as stated in Public Limited Companies Act, B.E. 2535 and other related laws.
  - 2.2 On legitimate interest basis
    - the Company will collect and use the personal data of shareholders as specified in No. 1 to record the meeting minutes and as proved of attendance in the meeting of shareholders. Furthermore, this is for further processing related to legitimate interest of Company and other persons, which could be expected reasonably by shareholders.
    - the Company will collect and use the records of images and videos from CCTV of the shareholders for benefits and security measures in processing of the meeting in order to fulfil and achieve purposes set by you and Company.
    - The Company will process [and keep] the record of images and videos of meeting of shareholders to insert in minutes of meeting and for public relations via electronic and publications. The record of image and videos of the meeting of shareholder may include the images and names of the shareholders to achieve purposes of the meeting of shareholders.



3. **Sources of Personal Data** : The Company may directly collect personal data from you via E-mail or post, and through securities companies, or asset management companies or Thailand Securities Depository Company Limited, retrieved by E-mail, post, including sending it in person to the Company.
4. **Processing of personal Data** : When the Company receives your personal data as specified in No. 3., the Company has to collect and use your personal data as specified in No. 1. Company may have to disclose your personal data to related government agencies in order to achieve the purpose of processing your personal data and to comply with the basis as specified in No. 2.
5. **Retention of Personal Data** : The Company will retain your personal data for a period of ten years.
6. **Data Subjects' Rights** : You can exercise your rights as follows: you have the right to access your personal data and obtain copy from the Company and disclose the sources of retrieved personal data without your consent. You have the right to rectify your inaccurate personal data. You have the right to data portability your personal data to other data controllers, or yourself. You also have the right to object the processing of your personal data.

You can contact the Personal Data Protection Working Group (Working Group) or the Human Resources Department of the Company at Email: [wb@nldplc.com](mailto:wb@nldplc.com) or at the Company's address No. 417 Ratchawithi Road, Bangplad Sub-district, Bangplad District, Bangkok 10700, Telephone: 02-435-1054 to proceed with filing a request to exercise the aforementioned rights. In this regard, you are not required to pay any expenses for exercising the aforementioned rights. The Company will consider and notify the result of the consideration of your request within 30 days from the date the Company receives such request.

In this regard, you are not required to pay any expenses for exercising the aforementioned rights. The Company will consider and notify the result of the consideration of your request within 30 days from the date the Company receives such request.

In the event that the Company, or an employee, or staff of the Company violates or fails to comply with the laws concerning personal data protection, you can file a complaint to the Office of the Personal Data Protection Commission at The Government Complex Commemorating His Majesty the King's 80th Birthday Anniversary, Rattthaprasasanabhakti Building, Chaeng Watthana Road, Lak Si District, Bangkok, Telephone: 0 2142 1033, E-mail: [pdpc@mdes.go.th](mailto:pdpc@mdes.go.th).