

No.NEX-CS 010 /2024

7 June 2024

Subject: Notification of the resolution of the Board of Directors' meeting the date of the Extraordinary General Meeting of Shareholder No1/2024 for increase registered capital Issuing and offering for sale to a limited number of persons (Private Placement). Issuing and offering for sale of warrants to purchase additional common shares to a limited number of persons (Warrant for Private Placement). Issuing and offering for sale of newly issued shares. to existing shareholders in proportion to their shareholding without allocating them to shareholders who will cause the Company Have duties under foreign law (Preferential Public Offering : PPO) (1<sup>st</sup>amendment)

To President

The Stock Exchange of Thailand

Attached items: 1. Capital increase report form (F53-4) (1<sup>st</sup> amendment)

2. Information regarding the issuance and offering of additional shares of Next Point Public Company Limited. (1<sup>st</sup> amendment)

3. Information about connected transactions (issuing and offering for sale to a limited number of persons and warrants to purchase additional common shares)

The Board of Directors' Meeting of Nex Point Public Company Limited (the "Company") No. 4/2024 on June 7, 2024 at 2.00 p.m. It was resolved to approve the increase in the registered capital of the Company and the Company's Board of Directors Meeting No. 5/2024 on June 11, 2024 at 3:00 p.m. resolved to specify the names of specific investors in the Company's newly issued ordinary shares. resolved as follows:

1. Approval was resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 เวลา 14.00 น. to consider approving the increase of the company's registered capital. Amount of 8,837,309,596 baht from the original registered capital. 2,021,827,399 baht is the new registered capital. 10,859,136,995 baht by issuing additional common shares in the amount 8,837,309,596 shares, par value 1.00 baht per share, objective type to support the allocation of additional shares to (1) to be offered for sale to a limited number of persons (Private Placement) amount of 75,000,000 shares, allocated to Mr. Khanist. Srivajiraprabha and other people (2) to support the exercise of rights under warrants to purchase additional common shares. The company's capital allocated to a limited number of persons (Warrant for Private Placement) (3) to support the offering of newly issued shares to existing shareholders in proportion to their shareholding without allocating them to shareholders that will cause

the company Having duties under foreign law ( Preferential Public Offering: PPO), the Board of Directors has resolved to use its discretion to consider not offering or allocating the said additional common shares to any person or any subscriber. This may include the Company's existing shareholders in the United States and any other country as determined by the Company. Consider appropriate, which the company will inform you further (if any)

The Company has 26,277,700 treasury shares, according to the Company. It has repurchased the said shares and announced the closure of the share repurchase project for financial management since May 17, 2024. The company must complete the sale of repurchased shares before the date of offering of additional common shares to individuals. in a limited circle according to the procedures set forth by relevant agencies and the Company We will continue to inform investors of the progress regarding this case. In addition, the company will be able to hold a shareholder meeting to propose to the shareholder meeting a resolution to increase the registered capital. and register the change in registered capital with the Public Company Registrar, but the Company will not be able to sell additional shares to any person until the sale of treasury shares has been completed or the treasury shares have been written off.

Details	In case of having to reduce treasury share capital	In the case of selling all treasury shares
1.Number of registered capital shares	2,021,827,399	2,021,827,399
2. Number of treasury shares	(26,277,700)	-
<b>3. Number of registered capital shares remaining</b>	<b>1,995,549,699</b>	<b>2,021,827,399</b>
4. Number of PP shares	75,000,000	75,000,000
5. Number of warrant shares	375,000,000	375,000,000
6. Number of RO shares (1 <sup>st</sup> time) (1:1)	2,070,549,699	2,096,827,399
7. Number of RO shares (2 <sup>nd</sup> time) (1:1.5)	6,211,649,097	6,290,482,197
<b>Total number of additional shares (4-7)</b>	<b>8,732,198,796</b>	<b>8,837,309,596</b>

In this regard, the PP transaction is the issuance and offering of additional common shares at a price of 2.55 baht per share and the NEX-WA Warrants is the issuance and offering of shares supporting the warrants at a price of 2.55 baht per share, which is considered an offering of

shares. Newly issued shares and warrants to a limited number of persons, with shareholders passing a resolution to clearly determine the offering price. The offering price of additional common shares according to PP and NEX-WA warrants is calculated as a discount from the market price not exceeding 10 percent of the market price according to the criteria of the Capital Market Supervisory Board announcement No. Tor.Jor. 28/2022 regarding granting permission. A listed company offers newly issued shares to a limited number of persons ("Announcement No. Tor.Jor. 28/2022") (a discount of approximately 9.25 percent from the market price). The market price for offering new ordinary shares to investors is calculated from the weighted average price of the Company's shares for the past 7 consecutive business days before the date the Board of Directors resolved to propose the agenda to the shareholder meeting for consideration. Request approval for the company to issue and allocate additional common shares of the company to a limited number of persons (Private Placement) between 28 May 2024 and 6 June 2024 at a price equal to 2.81 baht per share (information from SETSMART according to www.setsmart .com)

In addition, the PP items and NEX-WA warrants that the Company gave to Mr. Kanis Srivajiraprapa Because he is a person with knowledge and ability and experience in selling commercial electric vehicles It affects the management of the company. which the purchase of PP items and NEX – WA warrants This will lead to increased ownership of the company. and results in dedication to management To create good results for all shareholders. This transaction is considered to be a connected transaction of the company according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding criteria for conducting connected transactions, dated August 31, 2008 (including additional amendments) and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, 2003, dated November 19, 2003 (including any amendments) ("Announcement of connected transactions" ") By Mr. Khanist Srivajiraprabha is Vice Chairman of the Board, Chief Executive Officer and major shareholders It is the receipt of financial assistance to related persons. The value of the PP transaction and the NEX-WA warrant are 3.01 percent and 15.04 percent, respectively, and the total transaction value is 18.05 percent of the net tangible assets (NTA) of the Company according to the financial statements. of the Company as of March 31, 2024, which amounted to 3,324.98 million baht The Company has no other transactions with Mr. Kanis. Srivajiraprapa that occurred in the previous six months Because the total value of the said items More than 3 percent of the net tangible assets (NTA) of the company, which is

- considered a large transaction. The Company therefore has a duty to disclose information regarding Entering into connected transactions of the company To the Stock Exchange Request approval from the Board of Directors Request approval from shareholders With a financial advisor opinions on making transactions According to the announcement of connected transactions.
2. Approval was resolved to approve the amendment to the Company's Memorandum of Association, Section 4, regarding registered capital. To be consistent with the increase in the registered capital of the Company, in this regard, the Board of Directors deems it appropriate to propose to the shareholder meeting to consider approving authorization to The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person who has been Appointment from the Board of Directors and/or Executive Committee and/or Chief Executive Officer Has the authority to register capital increases and amend the memorandum of association with the Department of Business Development. Ministry of Commerce Including the power to take various actions that are necessary and appropriate in order to comply with the registrar's orders. In order to complete the said registration process.  
(Please consider the details shown in the capital increase report form ( F53-4) as attached 1)
  3. Approval was resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the issuance and offering of Warrants No. 3 (NEX-WA) ("NEX-WA Warrants") without charge. To a limited number of persons (Private Placement) in the amount of 75,000,000 units to a limited number of persons. (The said NEX-WA supporting shares account for 28.94 percent of the total number of shares sold by the Company. After the offering of additional shares and under the assumption that after the sale of treasury shares and the reduction of registered capital is completed before the offering of additional capital shares), NEX-WA will have an exercise period of 3 years with an exercise rate according to NEX-WA of 1 unit per 5 ordinary shares. and has an exercise price of 2.55 baht per share.
  4. Approval was resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the allocation of additional ordinary shares of the Company in an amount not exceeding 8,837,309,596. Shares with a par value of 1.00 baht as follows:
    - 4.1 เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)  
Allocation of additional common shares of the company, not exceeding 75,000,000 shares, with a par value of 1.00 baht per share, or equivalent to 0.69 percent. of the paid-up capital of the company After increasing the paid-up capital and allocating it to Those

interested in investing who can promote and support the company's current business and future projects will become business partners and play a role in promoting the company's operations. to achieve the plan. However, all interested parties are not involved in any way. In the number of shares offered to each person, no one will hold shares of more than 25 percent of the company's paid-up capital. After increasing the paid-up capital, the Company may allocate it at one time. or several times By setting the price of newly issued ordinary shares at 2.55 baht per share or equivalent to a total value not exceeding 191,250,000 baht

As of the date of the Board of Directors' meeting, No. 4/2024 on 7 June 2024 the Company is in the process of negotiating with interested investors. Once the Company has received clarity from negotiations with specific investors, the Company will hold another meeting of the Board of Directors to consider and approve the determination of the names of specific investors and the allocation of the number of shares offered for sale. It is expected to be able to do this by July 1 , 2024. The Company will clearly inform shareholders and investors about the names of specific investors who have been offered shares through the Stock Exchange. And a limited number of persons (Private Placement) must pay for the increase in common share capital. and must be registered at the Department of Business Development Ministry of Commerce Before the date for determining the names of shareholders (Record Date) who are entitled to be allocated additional common shares issued and offered for sale to existing shareholders without allocating them to shareholders that would cause the company to have duties under different laws. country (Preferential Public Offering: PPO)

Later, on June 11, 2024, the Company's Board of Directors Meeting No. 5/2024 passed a resolution specifying the names of specific investors in the Company's newly issued ordinary shares. by those interested in such investments will play a very important role in developing the business and projects that are in the process of being invested. Strengthen operational potential and competitive ability as follows:

List of specific investors	Number of shares to be subscribed	Percentage of shares allocated this time
1. Mr. Khanist Srivajirapabha	39,215,686	52.29
* 2. Another person	35,784,314	47.71
Total	75,000,000	100.00

\* บุคคลอื่น อยู่ระหว่างการเจรจาสรุปและจะแจ้งให้ทราบในภายหลังต่อไป

In this regard, the allocation of shares to a limited number of persons The company allocated it to Mr. Khanist Srivajirapabha. It is considered to be a connected transaction. Because

it is a transaction with a person who is a director and shareholder of the company. After calculating the size of the transaction size is more than 3 percent of the net tangible assets (NTA) of the Company, based on the Company's reviewed consolidated financial statements that have been reviewed by a certified public accountant. Therefore, the Company has duty. Must request approval from the company's shareholder meeting. But there is a duty to request approval for entering into the transaction from the Board of Directors' meeting. and disclose such transactions to the Stock Exchange of Thailand ("Stock Exchange") according to the announcement of connected transactions. Please consider the details in the information regarding the offering of additional common shares of the Company. given to a limited number of persons (Attachment 2)

The offering of additional common shares of the Company is an offering of additional ordinary shares at a price 2.55 baht per share , considered an offering of additional common shares at a price There is a discount not exceeding 10 percent from the market price. According to the criteria of the announcement of the Capital Market Supervisory Board No. TorChor. 28/2022 regarding granting permission to companies registered offering of newly issued shares to a limited number of persons ("Announcement No. TorChor. 28/2022") the company Must receive approval from the shareholder meeting to offer the company's additional common shares. given to a limited number of persons this time With a vote of not less than three-quarters of the total number of votes of shareholders who attended the meeting and had the right to vote, the Company must receive permission from the Office of the Securities and Exchange Commission in accordance with Announcement TorChor. 28/2022.

By market price means the weighted average trading price of the Company's common shares. on the Stock Exchange for the past 7 consecutive business days before the date the board resolved to present it to the Extraordinary General Meeting of Shareholders No. 1/2024 , that is, between 28 May 2024 and 6 June 2024 , which will be equal to 2.81 Baht ( Information from SETSMART in [www.setsmart.com](http://www.setsmart.com) of the Stock Exchange)

Please consider the details in the information regarding the offering of additional common shares of the Company. given to a limited number of persons (Attachment 2 )

4.2 Allocating additional common shares of the company in an amount not exceeding 375,000,000 shares with a par value of 1.00 baht to support the exercise of rights according to the warrants (NEX-WA) without charge To a limited number of persons (Private Placement) in the amount of 75,000,000 units to a limited number of persons. As specified in Section 4.1 (the said NEX-W3 supporting shares represent 28.94 percent of the total number of sold shares of the Company After the offering of additional shares and under



the assumption that after the sale of treasury shares and the reduction of registered capital is completed before the offering of additional capital shares), NEX-WA will have an exercise period of 3 years with an exercise rate according to NEX-W3 of 1 unit per 5 ordinary shares. and has an exercise price equal to 2.55 baht per share (refer to Section 4.1)

Which the allocation of additional shares to support the exercise of rights according to the NEX-WA warrants that the Company gave to Mr.Khanist Srivajiraprabha which are connected persons of the company, amounting to 196,078,430 shares and allocating 178,921,570 shares to other persons who are not connected persons, at a price of 2.55 baht per share representing a discount from the market price. Not more than 10 percent of the market price according to the criteria of the announcement of the Capital Market Supervisory Board No. Tor.Jor. 28/2022 regarding permission for listed companies to offer newly issued shares to a limited number of persons (“Announcement No. Tor.Jor. 28/2022 ”) (approximately 9.25 percent discount from the market price) The market price for the offering of additional common shares to investors calculated from the weighted average price of the Company's shares for the past 7 consecutive business days before the date the Board of Directors resolved to propose an agenda to the shareholder meeting to request approval for the Company to issue and allocate additional common shares. The company's capital offered to specific persons (Private Placement) between 28 May 2024 and 6 June 2024 has a price equal to 2.81 baht per share (Information from SETSMART according to www.setsmart.com)

In this regard, the NEX-WA warrant that the Company gave to Mr. Khanist Srivajiraprabha It is considered to be a connected transaction of the company according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding criteria for conducting connected transactions dated August 31, 2008 (including additional amendments) and the announcement of the board of directors. The Stock Exchange of Thailand regarding disclosure of information and operations of listed companies in connected transactions, 2003, dated November 19, 2003 (including additional amendments) (the "Related Transaction Announcement"), by Mr.Khanist Srivajiraprabha is Vice Chairman of the Board, Chief Executive Officer and major shareholders, with the value of the NEX-WA warrants being 15.04 percent of the net tangible assets (NTA) of the company according to the company's financial statements as of March 31, 2024, which is equal to 3,324.98. Million baht by the Company has no other transactions with Mr. Khanist Srivajiraprabha that occurred in the previous six-month period. For this reason, because the total value of such transactions More than 0.03 percent but more than 3 percent of the

net tangible assets (NTA) of the company This is considered a large transaction. The Company therefore has a duty to disclose information regarding Entering into connected transactions of the company To the Stock Exchange Request approval from the Board of Directors Request approval from shareholders With a financial advisor Give opinions on making transactions According to the announcement of connected transactions

[4.3 Allocate additional shares to support the offering of newly issued shares to existing shareholders in proportion. Holding shares without allocating them to shareholders that will make the company Has duties under foreign law \(Preferential Public Offering : PPO\).](#)

The Company can issue and offer to sell additional common shares at one time, in full or in part, by offering them at one time or from time to time. The offering price is 1 baht per share. The allocation of shares will be done 2 times, which is determined in the following ratio:

4.3.1 1<sup>st</sup> sets the ratio of 1 existing share to 1 new share. 2,096,827,399 shares

4.3.2 2<sup>nd</sup> sets the ratio of 1 existing share to 1.5 new share. 6,290,482,197 shares

However, shareholders may subscribe for additional common shares in excess of their rights (Oversubscription) where the existing shareholders of the company Those who have subscribed in excess of their rights will be allocated shares that have been subscribed in excess of their rights only if there are shares remaining from the allocation to the existing shareholders of the Company. that have already subscribed according to all complete rights only And it will be the same price as the shares that have been allocated according to rights. The details of the allocation according to rights are as follows.

(1) In the case where there are shares remaining from the allocation to the existing shareholders of the company According to the shareholding proportion in the first round, The amount is greater than or equal to the shares held by the Company's existing shareholders. Subscription exceeding rights The remaining shares will be allocated to all those who subscribe in excess of their rights and pay the subscription price for all such shares in the amount that expresses their intention to subscribe in excess of their rights.

(2) In the case where there are shares remaining from the allocation to the existing shareholders of the company According to the shareholding proportion in the first round, there are The amount is less than the shares held by the Company's existing shareholders. Subscription exceeding rights The remaining shares will be allocated to those who have oversubscribed according to the following steps.



(2.1) Allocated according to the original shareholding proportion of each person who subscribes in excess of their rights. By taking the proportion of holding The original shares of each person who oversubscribes their rights multiplied by the number of remaining shares. will be the number of shares that the Each person who has subscribed more than their rights has the right to be allocated. The number of shares that will be allocated will be Not exceeding the number of shares that each shareholder has subscribed and paid the subscription fee.

(2.2) In the case that there are still shares remaining from the allocation according to (2.1) they will be allocated to those who have subscribed in excess. individual rights and has not been fully allocated according to the original shareholding proportion of those who subscribed more than Each of those rights By multiplying the original shareholding percentage of each person who subscribed in excess of their rights. With the remaining number of shares, it will be the number of shares that each shareholder who has oversubscribed has the right to receive. The number of shares that will be allocated will not exceed the number of shares that each shareholder has subscribed and The subscription fee has been paid. Shares will be allocated to those who have subscribed more than their rights according to the method in (2.2) until there are no shares left from the allocation. Allocation of oversubscribed shares in excess of the rights as detailed above in any case. It must not cause shareholders who subscribe for additional ordinary shares to exceed their rights to hold the Company's shares. In a manner that increases up to or beyond the point at which a tender offer must be made ( Tender Offer) as specified in the Notification of the Capital Market Supervisory Board No.Tor.Jor. 12/2011 regarding the rules, conditions, and procedures for acquiring securities for domination. Business and in a manner that violates the restrictions on foreign shareholding as specified in Company regulations Currently, foreigners are allowed to hold shares in the company. Not more than 49 percent of the total number of shares sold in the company. In the allocation of additional common shares of the Company to the existing shareholders of the company according to shareholding proportion without allocating it to shareholders that will make the company Has duties according to foreign law ( Preferential Public Offering: PPO) as mentioned. The Board of Directors Has the right to use its discretion to consider not offering or allocating such additional common shares to

any person or subscriber. This may include the company's existing shareholders in the United States and any other countries in which the company Consider it appropriate, which the company will inform you further (if any).

- (3) In the case where there are remaining shares from the allocation according to (2.1) and (2.2), the Company will consider offering the remaining shares to a limited number of persons at a price not lower than the offering price to existing shareholders. or to reduce the registered capital of the company by writing off the remaining additional common shares from the offering. The company Will notify the decision of the board regarding the allocation of remaining partners.

Therefore, in entering into the above capital increase transaction, the company is required to proceed as follows:

- (1) Disclose information about the transaction to the Stock Exchange.
- (2) Arrange a meeting of the company's shareholders to approve the said transaction. With a vote of not less than three -fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Without counting shareholders who have a vested interest as the basis for counting votes.

In this regard, the Board of Directors Or the chairman of the Board of Directors or the Chief Executive Officer or the Person at the Board of Directors Or the chairman of the Board of Directors or the Chief Executive Officer Assigned to be the authority of any action on the following matters.

(1) Specify or change various details. Related to the allocation of additional common shares to offer for sale to a limited number of persons (Private Placement) and to offer for sale to existing shareholders without allocation to shareholders that would cause the company to have duties under foreign laws. (Preferential Public Offering: PPO) including the allocation of additional common shares remaining from the offering to existing shareholders without allocating them to shareholders that would cause the company to have duties under foreign laws. (Preferential Public Offering: PPO) in order to comply with the company's regulations, laws and/or regulations related to the issuance and offering of securities.

(2) Specify or amend the method for allocating additional common shares, such as allocating the entire amount at one time or in multiple occasions, the offering period. How to offer Payment of the offering price Offering ratio, offering price, subscription, share payment as well as any other conditions and details related to the allocation of additional common shares as you deem appropriate, such as changing the date for determining the names of shareholders who are entitled to be allocated additional common shares, subject to the conditions of relevant laws.

(3) Sign related documents and contracts. (This includes the subscription contract for additional common shares (if any)), permission request form, waiver request, notice letter as well as any documents Related to the allocation of additional common shares This includes certification of various documents. related, contacting and/or submitting or receiving documents from officials or representatives of any agency related as well as the registration of the Company's newly issued ordinary shares as listed securities on the Stock Exchange. and take any action Necessary and related to the allocation of additional common shares in all respects. To be offered for sale to existing shareholders of the company in proportion to their shareholding (Rights Offering) and to be offered for sale to a limited number of persons (Private Placement) under the conditions of relevant laws.

(4) Register the change in paid-up capital with the Department of Business Development. Ministry of Commerce and has the power to take necessary actions to comply with the registrar's orders. To complete the registration process

If the shareholder meeting has approved The committee will consider setting the date 16 July 2024 is the date to determine the names of shareholders who have rights (Record date) to be allocated and offered additional common shares to the Company's existing shareholders. according to shareholding proportion without allocating it to shareholders that will make the company It has duties under foreign law ( Preferential Public Offering: PPO). PPO offerings and recruitment will take place in 2024 and will occur before warrant unitholders exercise their rights for the first time. Please consider the additional details shown in the capital increase report form (F53-4) (Attachment 1) and the information regarding the issuance and offering of the Company's capital increase common shares. to the existing shareholders of the company in proportion to their shareholding without allocating them to shareholders that would cause the company to have duties under foreign laws (Preferential Public Offering: PPO) (Attachment 2

4.4 Resolution to approve the date of the Extraordinary General Meeting of Shareholders No. 1/2024 on 15 August 2024 at 2:00 p.m. by means of an electronic meeting ( E-EGM) in accordance with the criteria specified in the law related to The meeting will be held via electronic media ( E-EGM) by specifying the names of shareholders who have the right to attend the meeting on 16 July 2024 (Record Date) with the following agenda:

Agenda 1 Consider certifying the minutes of the 2024 Annual General Meeting of Shareholders, held on April 26, 2024.

- Agenda 2 Consider and approve an increase in the company's registered capital. From the original registered capital of 2,021,827,399 baht to 10,859,136,995 baht by increasing capital in the amount of 8,837,309,596 baht.
- Agenda 3 Consider approving the amendment to Section 4 of the Company's Memorandum of Association regarding registered capital to be consistent with the increase in registered capital.
- Agenda 4 Consider and approve the allocation of additional capital shares of the Company. To offer for sale to a limited number of persons (Private Placement)
- Agenda 5 Consider and approve the issuance and offering of warrants to purchase additional common shares of the company allocated to a limited number of persons (Warrant for Private Placement).
- Agenda 6 Consider and approve Issuance and offering of additional common shares of the company, allocation of shares to existing shareholders According to the shareholding proportion (Right Offering), the allocation of shares will be done 2 times. The 1st time sets the ratio of 1 existing share to 1 new share. The 2nd time sets the ratio of 1 existing share to 1.5 new shares at the offering price of 1.00 baht per share.
- Agenda 7 Other matters (if any)

In addition, the meeting of the Board of Directors resolved to approve delegation of authority to the Executive Committee. and/or the Chief Executive Officer and/or the person on the Executive Board and/or the Chief Executive Officer Assigned to be the person with authority to take any action. Related to the calling of the Extraordinary General Meeting of Shareholders No. 1/2024, which includes issuing the invitation to the Extraordinary General Meeting of Shareholders No. 1/2024, determining and amending the meeting agenda. Including editing or changing the date, time, place, format, and other details. as deemed necessary or appropriate.

Please be informed accordingly.

Yours Faithfully,

- Mr.Khanist Srivajiraphabha –

(Mr.Khanist Srivajiraphabha)

Chief Executive Officer