



2021 Annual General Shareholders Meeting Invitation Letter

On 28 April 2021 at 09.30 a.m.

At Meeting Room 6th Floor, SC Group Building,
No. 88 The Park Land Road (Bangna-Trad KM.5),
Bangna Nuea Sub-District, Bangna District, Bangkok



[Download Document](#)

Remarks : The Company applies the no-gift policy at shareholders' meeting in order to comply with the practice set up by the Office of the Securities and Exchange Commission requesting cooperation from the listed companies to reduce/discontinue the distribution of souvenirs at shareholders' meeting. However, the Company shall provide a set of refreshment for the shareholders and proxies who attend the meeting.



บริษัท เอ็นเอฟซี จำกัด (มหาชน)
NFC PUBLIC COMPANY LIMITED

เลขที่ 88 อาคาร เอสซี กรุ๊ป ชั้น 3 ถนนเดอะพาร์คแลนด์ แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260
No. 88 SC Group Building, 3rd Floor, The Park Land Rd., Bangna Nuea, Bangna, Bangkok 10260
Tel. +66 2 348 0580 Fax : +66 2 348 0579 Website : www.nfc.co.th

ทะเบียนเลขที่ 0107538000495
Registration No. 0107538000495



No. NFC 025/2021

7 April 2021

- Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2021
- Attention: Shareholders
NFC Public Company Limited
- Enclosure:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
 2. 2020 Annual Report and copy of the audited financial statements for the year 2020 ended 31 December 2020 in form of QR Code
 3. Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
 4. Details of Directors' Remuneration for the Year 2021
 5. Information and Experiences of the Nominated Company's Auditors for the Year 2021
 6. Information of Independent Director (the Proxy of shareholders)
 7. Definition of "Independent Director"
 8. Proxy Form A, B and C
 9. Documents required for Shareholders' identification to attend the Annual General Meeting of Shareholders for the Year 2021
 10. Articles of Association of NFC Public Company Limited relating to the Shareholders' Meeting
 11. The measures and guidelines for the shareholders attending the meeting under the situation of outbreak of New Coronavirus 2019 (COVID-19)
 12. Map of the Meeting venue
 13. 2020 Annual Report Requisition Form

Whereas the Board of Directors Meeting of NFC Public Company Limited (the "Company") has resolved to convene the Annual General Meeting of Shareholders for the Year 2021 on Wednesday 28 April 2021 at 9.30 a.m. at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok, to consider the following agendas:

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on 19 October 2020

Facts and Reasons: The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on 19 October 2020, and submitted the copy of the Minutes to the Stock Exchange of Thailand within the period specified by law. The Company has disclosed the Minutes on the Company's website, of which the details are as appeared in the copy of the Minutes sent to the shareholders together with this invitation letter as **Enclosure 1**



The Board's Opinion: The Board of Directors was of the view that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020 held on 19 October 2020, have been properly recorded and deemed it appropriate to propose to the Shareholders' Meeting to certify such Minutes.

Resolution: This agenda requires an approval by a majority vote of the shareholders attending the meeting and eligible to vote.

Agenda 2 To acknowledge the report on the result of business operation of the Company for the Year 2020

Facts and Reasons: The Company summarized the operation result and significant changes arisen in 2020 of which the details are as appeared in the Annual Report for the Year 2020 in form of QR Code sent together with this invitation letter as **Enclosure 2**

The Board's Opinion: The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to acknowledge the Annual Report for the Year 2020 stating the summary of the operation result and significant changes arisen in 2020.

Resolution: This agenda is for acknowledgement; the resolution is not required.

Agenda 3 To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the Year 2020 ended 31 December 2020

Facts and Reasons: In order to comply with the Public Limited Company Act B.E. 2535 (as amended) and Article 44 of the Articles of Association of the Company, it requires the Board of Directors to prepare the financial statements at the end of the Company's fiscal year for submission to Shareholders' Meeting for consideration and approval in the Annual General Meeting of Shareholders.

The Company's financial statements of the Year 2020 ended 31 December 2020 have been properly prepared in accordance with the financial reporting standards which have been audited and certified by an auditor, and certified and approved by the Audit Committee and the Board of Directors. The details are as appeared in the Annual Report for the Year 2020 as **Enclosure 2** of which the summary are as follows:

Transaction	Unit : Million Baht	
	Consolidated Financial Statements	Separate Financial Statements
Total assets	2,839.62	1,591.57
Total Liabilities	1,914.28	391.11
Shareholders' equity	925.34	1,200.46
Total revenues	735.74	772.07
Net profit (loss)	(9.25)	36.60
Basic Earnings (Loss) per share	(0.0081) (Baht/share)	0.0336 (Baht/share)



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The Board's Opinion: The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the statement of financial position and the statement of comprehensive income of the Company for the Year 2020 ended 31 December 2020 which have been audited and certified by an auditor, and certified and approved by the Audit Committee and the Board of Directors.

Resolution: This agenda requires an approval by a majority vote of the shareholders attending the meeting and eligible to vote.

Agenda 4 To consider and approve the appropriation of the net profit for the year 2020 as legal reserve, and the omission of dividend for the operation result of the Company for the year 2020

Facts and Reasons: Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 53 of the Articles of Association of the Company, the Company is required to allocate at least one-twenty (1/20) of its annual net profit less the accumulated losses brought forward to a reserve fund until this fund attains an amount of 10 per cent of the registered capital. In addition, pursuant to section 115 of the Public Limited Company Act B.E. 2535 (as amended) and Article 51 of the Articles of Association of the Company, dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid. Furthermore, the Company has a policy to pay dividends at the rate not less than 50 percent of the net profit of the Company after deduction of all taxes and legal reserves as prescribed by the law and the Company, referring to the Company's financial statements. Nonetheless, such dividend payment is subject to change depending on the investment plan, liquidity, necessity and other appropriateness in the future as the Board of Directors and/or the shareholders deem appropriate.

According to the Company's operation results in the Year 2020, the Company earned net profit, based on the separate financial statements, at the amount of Baht 36.60 million, which have been appropriated as legal reserve not less than 5% at the amount of Baht 1.83 million. Thus, the remaining net profit to be paid as dividend is equivalent to Baht 34.77 million.

Since the Company deems necessary to reserve cash for working capital and plans to invest in property development of the Company so as to generate sustainable income for the shareholders, the Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider and approve appropriation of the net profit for the Year 2020 in the amount of Baht 1.83 million as legal reserve, and proposed the Shareholders' Meeting to consider and approve the omission of dividend for the operation result of the Company in the Year 2020.

The Board's Opinion: The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appropriation of the net profit for the year 2020 of Baht 1.83 million as legal reserve, and omission of dividend for the operation result of the Company for the year 2020.

Resolution: This agenda requires an approval by a majority vote of the shareholders attending the meeting and eligible to vote.



- Agenda 5 To consider and appoint the directors in replacement of 4 retiring directors by rotation, as follows:
- (1) Mr. Virasak Suthanthavibul, (2) Mrs. Aree Termwattanapakdee, (3) Dr. Sunee Sornchaitanasuk, and (4) Mr. Nataphong Ratanasuwanthawee

Facts and Reasons: In compliance with the Public Limited Company Act B.E. 2535 (as amended) and Article 19 of the Articles of Association of the Company, it stipulates that “At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the closest number of one-third (1/3) shall be applied. The directors retiring from the Company in the first and second year shall be selected by drawing lots. In subsequent years, the director who has been in the position the longest shall retire by rotation. In this regard, the retire director is eligible to be re-elected.”

In the Annual General Meeting of Shareholder of the Year 2021, there are 4 retiring directors by rotation as follows:

- | | |
|------------------------------------|--|
| 1. Mr. Virasak Suthanthavibul | Independent Director / Chairman of Audit Committee and Risk Management Committee |
| 2. Mrs. Aree Termwattanapakdee | Independent Director / Audit Committee |
| 3. Dr. Sunee Sornchaitanasuk | Director / Risk Management Committee |
| 4. Mr. Nataphong Ratanasuwanthawee | Director / Executive Committee |

The Board's Opinion: In this agenda, the Board of Directors, excluding directors with conflict of interest in the agenda, thoroughly considered in pursuant to the director nomination procedures, with appropriateness, qualification, experience, skill, professional expertise, the composition of the board of directors, as well as capacity and efficiency as the directors throughout the past, and deemed that the 4 retiring directors possess all the required qualifications to hold the director position as prescribed in the Public Limited Company Act B.E.2535 (as amended) and the relevant Notifications of the Stock Exchange of Thailand, the Securities and Exchange Commission, and the Capital Market Supervisory Board, and do not have any forbidding qualifications in being director. Further, the 4 retiring directors have experiences and expertise deemed appropriate for business operation of the Company and the Company also considered the independence of the independent directors in terms of performance, being able to express their opinions independently and in accordance with relevant rules. Thus, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of the 4 retiring directors as the directors of the Company for another term in all positions originally held by each of them as follows:

- | | |
|------------------------------------|--|
| 1. Mr. Virasak Suthanthavibul | Independent Director / Chairman of Audit Committee and Risk Management Committee |
| 2. Mrs. Aree Termwattanapakdee | Independent Director / Audit Committee |
| 3. Dr. Sunee Sornchaitanasuk | Director / Risk Management Committee |
| 4. Mr. Nataphong Ratanasuwanthawee | Director / Executive Committee |

In addition, the Company summarized the profile and experience of such 4 directors which has been sent together with the invitation letter as **Enclosure 3**.



Resolution: This agenda requires an approval by a majority vote, with the following rules and procedures:

- (1) Each shareholder shall have one vote for each share.
- (2) Each shareholder shall exercise all the votes he/she has under (1) to appoint one or several person(s) to be director(s), provided that he/she cannot divide his/her votes to any person to any extent.
- (3) The persons who receive the highest vote arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one vote as a casting vote.

In compliance with the Good Corporate Governance Principles, the Company shall grant opportunities for shareholders to vote on individual nominee by proposing the Shareholders' Meeting to cast the vote on an individual basis.

Agenda 6 To consider and approve the remuneration of directors for the Year 2021

Facts and Reasons: In order to comply with Section 90 of the Public Limited Company Act B.E. 2535 (as amended), it stipulates that "The payment of directors' remuneration shall be in accordance with the resolution of the Shareholders' Meeting with the votes of not less than two-thirds of the total votes of the shareholders attending the meeting".

The Board's Opinion: The Board of Directors carefully considered the remuneration of directors taking into account various appropriateness and deemed it appropriate to propose the Shareholders' Meeting to consider and approve the remuneration for directors for the year 2021 with details of policy and criteria relating to the remuneration of the Board of Directors and sub-committees as **Enclosure 4** which could be summarized as follows:

Compensation component	Meeting allowance	
	2020	2021 (Proposed year)
Director Remuneration		<u>Constant</u>
1. Meeting Allowance		
- Chairman	Baht 16,000 / month	Baht 16,000 / month
- Vice-Chairman	Baht 13,000 / month	Baht 13,000 / month
- Director	Baht 10,000 / month	Baht 10,000 / month
2. Special Bonus(Results of Operations)	None	None
3. Other benefits	None	None
Sub-Committee Remuneration		<u>Change only for</u> <u>the Executive Committer</u>
1. Meeting Allowance		
- Chairman of the Executive Committee	Baht 16,000 / month	Baht 16,000 / meeting attended
- Member of the Executive Committee	Baht 10,000 / month	Baht 10,000 / meeting attended



Compensation component	Meeting allowance	
	2020	2021 (Proposed year)
- Chairman of the Audit Committee	Baht 12,000 / meeting attended	Baht 12,000 / meeting attended
- Member of the Audit Committee	Baht 10,000 / meeting attended	Baht 10,000 / meeting attended
- Chairman of the Risk Management Committee	Baht 12,000 / meeting attended	Baht 12,000 / meeting attended
- Member of the Risk Management Committee	Baht 10,000 / meeting attended	Baht 10,000 / meeting attended
2. Special Bonus(Results of Operations)	None	None
3. Other benefits	None	None

Resolution: This agenda requires an approval by not less than two-thirds (2/3) of votes of the total shareholders who are present the Meeting.

Agenda 7 To consider and approve the appointment of auditors for the year 2021 and the remuneration of the auditors

Facts and Reasons: In order to comply with Section 120 of the Public Limited Company Act B.E. 2535 (as amended) and Article 47 of the Articles of Association of the Company, it stipulates that “In every Annual General Meeting, the shareholders have to appoint an auditor and determine the auditing fee of the Company. For appointment of the auditor, the auditor of preceding year can be re-appointed”.

The Audit Committee considered selecting and proposed the appointment of auditors for Year 2021 by evaluating from professional expertise, independence and neutrality, experiences in auditing and understand in the audit of accounts and information of the Company. In addition, the auditor provides good services with the capability to provide useful advice, satisfactory auditing work in a timely manner and well-known as leading audit firm with auditing standard service. Therefore, the Audit Committee deemed it appropriate to propose the Board of Directors to consider proposing to the Shareholders’ Meeting to appoint Karin Audit Co., Ltd. as the auditors of the Company for the Year 2021 and render opinions on the financial statements of the Company, whose names are as follows:

1. Mr. Jirote Sirirorote CPA No. 5113 or
(being the Company’s auditor with signatory to the Company’s financial statements of 2020)
2. Mr. Komin Linphrachaya CPA No. 3675 or
(has never been the Company’s auditor with signatory to the Company’s financial statements)
3. Ms. Sumana Senivongse Na Ayudhdhaya CPA No. 5897 or
(has never been the Company’s auditor with signatory to the Company’s financial statements)
4. Ms. Kojchamon Sunhuan CPA No. 11536
(has never been the Company’s auditor with signatory to the Company’s financial statements)



In the event that above are unable to perform his duties, Karin Audit Co., Ltd. is authorized to assign other auditors of Karin Audit Co., Ltd., to perform such duties:

The proposed auditors neither have relationship or conflict of interests with the Company /Subsidiaries /Executives /Major shareholders or any person related to such person. They are independent in auditing and expressing opinions on the Company's financial statement, and have not performed the duty of reviewing or checking and commenting on the Company's financial statements for 7 accounting periods. Therefore, the proposed auditors shall be qualified in accordance with the related Notification of the Capital Market Supervisory Board. In addition, the profile and experience of each auditor are as appeared in Enclosure 5.

Moreover, the Audit Committee considered the remuneration of the auditors for the Year 2021 ended 31 December 2021 of the Company and found that it was appropriate considering from its scope of works. Consequently, the Audit Committee has proposed to the Board of Directors to propose to the Shareholders' Meeting to determine the auditor remuneration, the audit fee in each quarter and for the year 2021, at the amount not exceeding Baht 1,100,000 as follows:

The comparison of remuneration of the auditors for the year 2020 and 2021

Description	Remuneration of the Auditors		Increased/(Decreased) Rate comparing to last year	
	2020	2021	Baht	%
1. Annual Audit Fee	650,000	590,000	(60,000)	(9)
2. Quarter Audit Fee	600,000	510,000	(90,000)	(15)
3. Documentation and Audit Expenses (as actual)	Actual	Actual	Actual	Actual
Total	1,250,000	1,100,000	(150,000)	(12)

Remark: The aforementioned remuneration of the auditors is exclusive of other expenses, e. g. travelling expenses, accommodation expenses, allowance, and other miscellaneous expenses.

The Board's Opinion: The Board of Directors considered and agreed with the opinions of the Audit Committee and deemed it appropriate to propose to the Shareholders' Meeting to appoint Karin Audit Co., Ltd. by (1) Mr. Jirote Sirirorote CPA No. 5113 or (2) Mr. Komin Linphrachaya CPA No. 3675 Or (3) Ms. Sumana Senivongse Na Ayuddhaya CPA No. 5897 or (4) Ms. Kojchamon Sunhuan CPA No. 11536, as the auditor of the Company for the Year 2021. In the event that unable to perform duties, Karin Audit Co., Ltd. is authorized to assign other auditors of Karin Audit Co., Ltd., to perform such duties with the remuneration as abovementioned, totaling to Baht 1,100,000.

In addition, Karin Audit Co., Ltd., has been appointed to be the auditor of 3 subsidiaries, namely (1) Rayong Bulk Terminal Co., Ltd. (2) NFCT Co., Ltd. and (3) NFCW Co., Ltd.,



The comparison of remuneration of the auditors for the year 2020 and 2021

Subsidiaries	Remuneration of the Auditors		Increased/(Decreased) Rate comparing to last year	
	2020	2021	Baht	%
1. Rayong Bulk Terminal Co., Ltd.	75,000	50,000	(25,000)	(33)
2. NFCT Co., Ltd.	105,000	150,000	45,000	43
3. NFCW Co., Ltd.	35,000	35,000	-	-
Total	215,000	235,000	20,000	9

Remark: The aforementioned remuneration of the auditors is exclusive of other expenses, e.g. Documentation and Audit Expenses (as actual) , travelling expenses, accommodation expenses, allowance, and other miscellaneous expenses.

Resolution: This agenda requires an approval by a majority vote of the shareholders attending the meeting and eligible to vote.

Agenda 8 Other business (if any)

The Company has determined the list of shareholders who are eligible to attend the Annual General Meeting of Shareholders for the year 2021 dated 22 March 2021 (Record Date).

All shareholders are kindly invited to attend the meeting at the aforementioned time and place. All shareholders are required to present the documents as detailed in the attachment before attending the meeting where the Company will allow the shareholders to register from 8.30 a.m. on Wednesday 28 April 2021 at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok.

In the event that any shareholder is unable to attend the meeting, or does not wish to attend the meeting, such shareholder can give a proxy to other person or the Company's independent director with qualifications as per its definition, whose names and details are as appeared in **Enclosure 6 and 7**, by filing the details and signing in the proxy in **Enclosure 8** in advance, and submit the proxy with a copy of the supporting documents to **Director Office, NFC Public Company Limited, No. 88 SC Group, 3rd Floor, the Parkland Road, Bangna Nuea Sub-district, Bangna District, Bangkok 10260** within 23 April 2021. In this regard, all shareholders can follow the resolutions of the Annual General Meeting of Shareholders of the year 2021 after the meeting as of 28 April 2021.

For convenience of the registration, the Company would like to ask the shareholders the attorneys to bring and present the documents required for shareholders' or representatives' identification to attend the meeting of which the details are as appeared in **Enclosure 9** to present to the staffs on the meeting date. For protection of shareholders' right and benefits, please study the principles and articles of association of the Company in relation to the Shareholders' Meeting as appeared in **Enclosure 10**. If there is any question or concern regarding the meeting's agendas and require for further clarification, you may submit the questions in advance to the Company via secretaryoffice@nfc.co.th or facsimile number 02-348-0579.



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With the current situation of outbreak of New Coronavirus 2019 (COVID-19), at the present time, the Company is well-aware and concerned about the risk spread, therefore kindly requests the cooperation from all shareholders to follow the self-practice guidelines under this critical situation of outbreak of New Coronavirus 2019 (COVID-19) for the Annual General Meeting of Shareholders of the year 2021 with the intention to reduce the risk of the spread of New Coronavirus 2019 (COVID-19) as appeared in **Enclosure 11**.

In addition, the map of the meeting venue is attached for convenience in **Enclosure 12**.

Should any shareholder wish to obtain a printed version of the 2020 Annual Report, please fill the details in the "2020 Annual Report Requisition Form" attached in **Enclosure 13**.

Yours faithfully,

General

(Montree Sungkasap)


Chairman of the Board of Directors
NFC Public Company Limited

2020 Annual Report and copy of the audited financial statements for the year 2020 ended 31 December 2020
in form of QR Code



Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

1. Mr.Virasak Sutanthavibul

Type of director	Independent Director / Chairman of Audit Committee and Risk Management Committee	
Birth Date	11 November 1957	
Age	63 Years	
Education Background	: B. Eng., Chulalongkorn University : M.E., Texas A&M University, Texas, U.S.A. : The Joint State – Private Sectors Class 18/2005, The National Defence College of Thailand : Certificate, Capital Market Academy (CMA), Class 10/2010 : Certificate, Thailand Energy Academy (TEA), Class 1/2012 : Certificate of Completion and Graduation Pin, Justice Administration Batch 17 National Justice Academy (2012 – 2013) : Certificate of Completion and Graduation Pin, Institute of Business and Industrial Development (IBID), Class 2 /2015 : Certificate, Business Revolution and Innovation Network (BRAIN) Class2/2018 : Certificate, Harvard University, Advanced Management Program, U.S.A. : Certificate, Harvard University, Financial Institution for Private Enterprise Development, U.S.A.	
Training of Thai Institute of Directors (IOD)	: Director Accreditation Program (DAP), Class 21/2003	
Position in the Company (Present)	: Independent Director /Chairman of Audit Committee ana Risk Management Committee	
Date of appointment as Director	: 14 May 2019	
No. of years as Director (As of 5 March 2021)	: 1 years 9 months (4 years 9 months including the term of office after this appointment)	
Position in subsidiaries	: None	
Position in other listed companies	2 companies : Independent Director, Chairman of Audit Committee and Committee of Nomination and Remuneration Committee of Thai Plaspac Public Co.,Ltd. : Independent Director and Audit Committee of T.Krungthai Industries Public Co.,Ltd.	
Position in other company	3 companies : Director of Bualuang Ventures Co.,Ltd.	

Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

	: Director of Asia Lamp Industry Co.,Ltd.
	: Director of Thai Indo Kordsa Co.,Ltd.
Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest	: None
Work experience	: 2012 – 2020 Senior Executive Vice President, Commercial Banking of Bangkok Bank Public Co.,Ltd.
	: 2015 – 2020 Director of the Remuneration and Nomination Committee of Bangkok Insurance Public Co.,Ltd.
	: 2011 – 2020 Chairman of the Corporate Governance Committee of Bangkok Insurance Public Co.,Ltd.
	: 2005 – 2020 Independent Director of Bangkok Insurance Public Co.,Ltd.
	: 2014 - 2018 Independent Director and Audit Committee of Begistics Public Co.,Ltd. (Formerly Bangpakong Terminal Public Co.,Ltd.)
Criminal Offense Record during the past 10 years	: None
Meeting attendance in 2020	: Board of Directors Meeting 8/8 meetings (100.00%)
	: Audit Committee Meeting 5/5 meetings (100.00%)
Shareholding in NFC Public Company Limited	: 1,000,000 shares (As of 5 March 2021) Computation at 0.09% of the total shares with voting rights
Being close relatives to executive/ major shareholders/controlling person or person to be nominated as executive/controlling person of the Company and subsidiaries	: None
Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.	: Being a director who is involved in the management of the Company, employee, staff member, or advisor receiving a regular salary: -None- : Being a professional service provider (such as an accountant, legal advisor): -None- : Having significant business relationships which may result in the inability to act independently: -None-

Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

2. Mrs. Aree Termwattanapakdee

Type of director	Independent Director and Audit Committee	
Birth Date	10 February 1963	
Age	58 Years	
Education Background	: Master Degree, Master of Business Administration, Chulalongkorn University	
	: Bachelor Degree, Bachelor of Business Administration in Accounting, Ramkhamhaeng University	
	: Senior Executive Program of the Capital Market Academy (CMA) Class 1, The Capital Market Academy, SET	
	: Training the Trainer from Anti-Money Laundering office, Anti-Money Laundering Office (AMLO)	
Training of Thai Institute of Directors (IOD)	: Company Secretary Program (CSP) 26/2008	
	: Audit committee Program (ACP) 22/2008	
	: Effective Minute Taking (EMT) 18/2010	
	: Board Reporting Program (BRP) 4/2010	
	: Monitoring Fraud Risk Management (MFM) 2/2010	
	: Monitoring the system of Internal Control and Risk Management (MIR) 8/2010	
	: Anti Corruption-The practical Guide (ACPG) 1/2012	
	: Director Accreditation Program (DAP) 112/2014	
Position in the Company (Present)	: Independent Director and Audit Committee	
Date of appointment as Director	: 21 December 2015	
No. of years as Director (As of 5 March 2021)	: 5 years 2 months (8 years 2 months including the term of office after this appointment)	
Position in subsidiaries	: None	
Position in other listed companies	: None	
Position in other company	2 companies	
	: Chief of Compliance & Internal audit of Compliance & Internal Audit Department and Secretary of the Audit Committee of Krungthai Zmico Securities Company Limited	
	: Vice Chairperson of The Compliance Club of the Association of securities Companies, Association of Thai Securities Companies	
Position in other entity doing business of a similar nature	: None	

Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

competing with the Company
which may cause conflicts of
interest

Work experience : 2014 - 2018 Independent Director and Audit Committee of Begistics
Public Co.,Ltd. (Formerly Bangpakong Terminal Public
Co.,Ltd.)

Criminal Offense Record during : None
the past 10 years

Meeting attendance in 2020 : Board of Directors Meeting 8/8 meetings (100.00%)
: Audit Committee Meeting 5/5 meetings (100.00%)

Shareholding in NFC Public : None
Company Limited

Being close relatives to executive/ : None
major shareholders/controlling
person or person to be nominated
as executive/controlling person of
the Company and subsidiaries

Conflict of interest with the : Being a director who is involved in the management of the Company,
Company / Parent company / employee, staff member, or advisor receiving a regular salary: -None-

Subsidiary / Associated company : Being a professional service provider (such as an accountant, legal
or Juristic person that may have advisor): -None-

conflict of interest for the past two : Having significant business relationships which may result in the inability
years. to act independently: -None-

Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

3. Dr. Sunee Sornchaitanasuk

Type of director

Director and Risk Management Committee

Birth Date

22 January 1962

Age

59 Years

Education Background

: Doctor of Philosophy (Communication Management)
Dissertation, Suan Dusit University

: Master Degree (Industrial Business), King Mongkut's Institute of
Technology North Bangkok

: Bachelor Degree of Accounting, Thammasat University

: Higher Diploma in Auditing, Thammasat University

: CPA, Institute of Certified Accounting & Audit of Thailand Certified Public
Accountant No.3733

: Courses of Medical governance for senior Executive Class 3/2015

: Certificate, Thailand Energy Academy (TEA), Class 4

: Courses of Top Executive Program in Commerce and Trade (TEPCoT)
Class 7

: National Defence Course in private sector (2011), National Defence
College

: Senior Executive Program of the Capital Market Academy (CMA) Class 11

: Advanced Certificate Course in Politics and Governance in Democratic
Systems for Executives Class 10 of King Prajadhipok's Institute

Training of Thai Institute of
Directors (IOD)

: Strategic Board Master 8/2020 (SBM)

: Ethical Leadership Program 16/2019 (ELP)

: Strategic Board Master 1/2017 (SBM)

: Successful Formulation and Execution of Strategy 17/2013 (SFE)

: Role of the Chairman Program 18/2008 (RCP)

: Monitoring the Internal Audit Function 2/2008 (MIA)

: Monitoring the System of Internal Control and Risk Management 3/2008
(MIR)

: Chartered Director Program 3/2008 (CDC)

: Quality of Financial Reporting 5/2007 (QFR)

: Director Diploma Examination 18/2005 (Fellow member)

: Audit Committee Program 5/2005 (ACP)

: Director Certification Program 53/2005 (DCP)

: Director Accreditation Program 28/2004 (DAP)



Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

Position in the Company (Present) : Director and Risk Management Committee

Date of appointment as Director : 8 September 2004

No. of years as Director : 16 years 5 months (19 years 5 months including the term of office after this
(As of 5 March 2021) appointment)

Position in subsidiaries : None

Position in other listed companies : 3 companies
: Independent director and Audit Committee of B Grimm Power Public Company Limited
: Independent director and Chairman of the Audit Committee of Namyong Terminal Public Company Limited
: Chairman of Audit Committee and Independent Director of Siam City Cement Public Company Limited

Position in other company : 3 companies
: Chief Executive Officer of AMC Medical Center (Thailand) Company Limited
: Director of CPA Associate (Thailand) Company Limited
: Director of Bellugg Group Company Limited.

Position in other entity doing : None
business of a similar nature
competing with the Company
which may cause conflicts of
interest

Work experience : 2015 - 2017 Advisor to the Subcommittee on Physical Space Use
And the environment National Legislative Assembly


Criminal Offense Record during : None
the past 10 years

Meeting attendance in 2020 : Board of Directors Meeting 6/8 meetings (75.00%)
: Risk Management Meeting 5/5 meetings (100.00%)

Shareholding in NFC Public : None
Company Limited

Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

4. Mr. Nataphong Ratanasuwanthawee

Type of director	Director and Executive Committee	
Birth Date	24 May 1982	
Age	39 Years	
Education Background	: Bachelor Degree, Public Administration, Ramkamhaeng University	
Training of Thai Institute of Directors (IOD)	: Director Accreditation Program 132/2016 (DAP)	
Position in the Company (Present)	: Director and Executive Committee	
Date of appointment as Director	: 21 December 2015	
No. of years as Director (As of 5 March 2021)	: 5 years 2 months (8 years 2 months including the term of office after this appointment)	
Position in subsidiaries	: Director and Managing Director of NFCT Company Limited : Director and Managing Director of NFCW Company Limited	
Position in other listed companies	: None	
Position in other company	22 companies : Managing Director of N Holding Company Limited : Director of Coastal Port Link Company Limited : Director of Port Operation and Service Company Limited : Director and Managing Director of SC Group of Companies - Chemical and Aromatic (Thailand) Co., Ltd. - SC Carrier Co., Ltd. - SCG Logistics Co., Ltd. - SC Management Co., Ltd. - SC Offshore Services Co., Ltd. - NP Marine Logistics Co., Ltd. - Strategic Port link Co., Ltd. - SC Groups Holding Co., Ltd. - PKR Logistics Co., Ltd. - SC Auto Logistics Co., Ltd. - SCENA Offshore Co., Ltd. - Thai International Dockyard Co., Ltd. - SC Groups Co., Ltd. - Liquid Gas Supply Co., Ltd. - Eastery Mall Co.,Ltd. (Formerly:S C Oil & Gas Supply Co.,Ltd.)	

Information of the Nominated Persons to be appointed as directors to replace the directors who retire by rotation
(For Agenda 5)

	- SC Corporation Co., Ltd.
	- SC Sirapat Co., Ltd.
	- NP Songkhla Port Co., Ltd.
	- NP Samui Port Co., Ltd.
Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest	: None
Work experience	: 2015-July 2018 Director of Thai Pipeline Network Co., Ltd.
	: 2014-2017 Director of NP Marine Company Limited
Criminal Offense Record during the past 10 years	: None
Meeting attendance in 2020	: Board of Directors Meeting 8/8 meetings (100.00%)
	: Executive Committee Meeting 5/5 meetings (100.00%)
Shareholding in NFC Public Company Limited	: 4,741,302 shares (As of 5 March 2021) Computation at 0.44% of the total shares with voting rights

Determination of remuneration of directors for the Year 2021

(For Agenda 6)

Criteria and procedures relating to the remuneration of the Board of Directors

Board of Directors has determined the policy of remuneration of directors, taking into consideration various appropriateness e.g. duties, responsibilities as assigned and performance beneficial to the Company's overall operational performance, as well as comparing with the directors' remuneration of leading listed companies and other companies within the same industry in the Stock Exchange of Thailand. In addition, the remuneration for the directors must be appropriate and sufficient to attract, retain and motivate qualified directors to work with the Company. In this regard, the Board of Directors proposed to the Shareholders' Meeting to consider and approve the remuneration of directors for the year 2021 with the conditions and criteria for payment to be in the discretion of the Board of Directors.

Compensation components consist of

Remuneration in the form of meeting allowance of Board of Directors and subcommittees for Year 2021

Compensation component	Meeting allowance	
	2020	2021 (Proposed year)
Director Remuneration		<u>Constant</u>
1. Meeting Allowance		
- Chairman	Baht 16,000 / month	Baht 16,000 / month
- Vice-Chairman	Baht 13,000 / month	Baht 13,000 / month
- Director	Baht 10,000 / month	Baht 10,000 / month
2. Special Bonus (Results of Operations)	-None-	-None-
3. Other benefits	-None-	-None-
Sub-Committee Remuneration		<u>Change only for the Executive Committer</u> <input type="checkbox"/>
1. Meeting Allowance		
- Chairman of the Executive Committee	Baht 16,000 / month	Baht 16,000 / meeting attended
- Member of the Executive Committee	Baht 10,000 / month	Baht 10,000 / meeting attended
- Chairman of the Audit Committee	Baht 12,000 / meeting attended	Baht 12,000 / meeting attended
- Member of the Audit Committee	Baht 10,000 / meeting attended	Baht 10,000 / meeting attended
- Chairman of the Risk Management Committee	Baht 12,000 / meeting attended	Baht 12,000 / meeting attended
- Member of the Risk Management Committee	Baht 10,000 / meeting attended	Baht 10,000 / meeting attended
2. Special Bonus (Results of Operations)	-None-	-None-
3. Other benefits	-None-	-None-

Information and Experiences of the Nominated Company's Auditors for the Year 2021

(For Agenda 7)

COMPANY PROFILE KARIN AUDIT

Karin Audit has been set up with strong intention to serve the clients with confident from our executives' long experience in International Auditing Firm and Local Auditing Firm. Our professional service and suggestion is not only help our clients to follows the laws and regulations to prepare their financial statement but also advise them a valuable business information.

LOCATION: Head Office

72 CAT Telecom Tower, Floor 24, Charoen Krung Rd.

Bangrak, Bangkok. 10500 Thailand

Tel. 0-2105-4661 Fax. 0-2026-3760

E-mail address: audit@karinaudit.co.thWebsite: www.karinaudit.co.th**VISION: "To be The Cosmos Assurance Service Company"****Co-Value :**

K	Knowledge	Have knowledge and continuously development
A	Accountability	Responsible for our own job and our clients'
R	Reliability	Create the reliabilities
I	Integrity	Work with honesty and Independence
N	Neutral	Create neutral without working bias

Motto : Happy in job, Quality in work**Executives Team**

Name	Position
1. Mr. Jadesada Hungsapruet	Founder
2. Ms. Kannika Wipanurat	Managing Director
3. Mr. Komin Linphrachaya	Director
4. Mr. Jirote Sirirrote	Director
5. Mr. Pojana Asavasontichai	Director
6. Ms. Nonglak Pattanabandith	Assistant Managing Director
7. Mrs. Sumana Senivongse Na Ayudhaya	Assistant Managing Director
8. Dr. Mongkon Laoworapong	Assistant Managing Director
9. Mr. Wichian Proongpanish	Assistant Managing Director
10. Ms. Kanwarat Saksriborworn	Assistant Managing Director
11. Ms. Kojchamon Sunhuan	Assistant Managing Director
12. Mr. Worapol Wiriyakulapong	Assistant Managing Director
13. Mr.Somchai Lertyongyuth	Assistant Managing Director
14. Ms.Bongkotrat Suamsiri	Assistant Managing Director

Information and Experiences of the Nominated Company's Auditors for the Year 2021**(For Agenda 7)****Scope of services**

1. Audit and review of financial statements
2. Internal audit
 - Internal Audit Outsourcing
 - Accounting Design and installation
 - Internal Control System Assessment
3. Account Due Diligence and Audit Agreed Upon Procedure, etc.
4. Organize academic seminars

The major clients of Karin Audit Co., Ltd. classified by business types**- Audit**Listed Companies

1. Bangkok Land Pcl. Group – BLAND
2. Thai Film Industries Pcl. - TFI
3. T. Krungthai Industries Pcl. - TKT
4. The Union Mosaic Industry Pcl. – UMI
5. Better World Green Pcl. Group – BWG
6. Eternal Energy Pcl. Group - EE
7. Sena Development Pcl. Group - SENA
8. Thanasiri Pcl. Group - THANA

Other Companies

1. Muang Mai Guthrie Pcl.
2. CPPC Pcl. Group

- Internal Audit and Internal Control System Assessment

1. Fancy Wood Industries Pcl. - Fancy
2. 2S Metal Pcl. Group – 2S
3. M.C.S. Steel Pcl. - MCS
4. E For L AIM Pcl. - EFORL
5. Asia fiber plc. – AFC

Information and Experiences of the Nominated Company's Auditors for the Year 2021

(For Agenda 7)

Karin AuditAuditor Profile

Karin Audit Co.,Ltd., Thailand

Name : Mr. Jirote Sirirorote

Title : Director

CPA No. : 5113

Auditing experiences : 32 years

Education

: Master of Science – Major Accounting, Chulalongkorn University
 : Bachelor Degree of Commerce and Accountancy – Major Accounting,
 Thammasat University

Sector of Experiences

2010 - Present : Director, Karin Audit Co.,Ltd.

1993 - 2009 : Adviser, Royal House Co., Ltd

1988 - 1993 : Senior Audit Staff, SGV-Na Thalang &Co., Ltd.

No. of securities held as of

appointing date : None

Contact information : 72 CAT Telecom Tower, 24th Fl. Charoen Krung Road

Bangrak, Bangkok. 10500

Tel. 0-2105-4661 Fax. 0-2026-3760


: Email: jirote@karinaudit.co.th

Information and Experiences of the Nominated Company's Auditors for the Year 2021

(For Agenda 7)

Karin AuditAuditor Profile

Karin Audit Co.,Ltd., Thailand

Name	: Mr. Komin Linphrachaya	
Title	: Director	
CPA No.	: 3675	
Auditing experiences	: 32 years	
Education	: Bachelor Degree of Business Administration – Major Accounting, Thammasat University : High Diploma in Accounting, Thammasat University	
Sector of Experiences		
August 2010 - Present	: Director, Karin Audit Co.,Ltd.	
2006 - 2018	: Chief Finance Officer, Loxley GTECH Technology Co., Ltd.	
1999 - 2005	: Financial Director, Microsoft Thailand Limited	
1998 - 1999	: Financial Controller, SAP Thailand Ltd.	
1995 - 1998	: Business Operation Manager, Tandem Computer Thailand Co., Ltd.	
1985 - 1995	: Senior Manager, Audit & Business Advisory Group Arthur Andersen (SGVN) Thailand	
2010 - 2015	: Visiting Professor for M.B.A. in Entrepreneurship Management, King Mongkut's University of Technology Thonburi	
1992 - 2001	: Visiting Professor for Auditing, Assumption University	
No. of securities held as of		
appointing date	: None	
Contact information	: 72 CAT Telecom Tower, 24th Fl. Charoen Krung Road Bangrak, Bangkok. 10500 Tel. 0-2105-4661 Fax. 0-2026-3760 : Email: komin@karinaudit.co.th	

Information and Experiences of the Nominated Company's Auditors for the Year 2021

(For Agenda 7)

Karin AuditAuditor Profile

Karin Audit Co.,Ltd., Thailand

Name : Mrs. Sumana Senivongse Na Ayudhaya

Title : Assistant Managing Director

CPA No. : 5897

Auditing experiences : 32 years

Education

: Master degree of Business Administration – Major Financial Management,
National Institute of Development Administration

: Bachelor Degree of Business Administration – Major Accounting,
Thammasat University

**Sector of Experiences**

June 2018 - Present : Associate Managing Director, Karin Audit Co.,Ltd.

2011 - 2017 : Head of Accounting Department, National Savings Fund/Government
Ministry of Finance

: Finance & Accounting Division Manager, S.R.T. Electrified Train Co.,Ltd.
State Enterprise, Ministry of Transport

1997 - 2010 : Finance & Accounting/Controller, Payment Solution Co.,Ltd.

: Accounting Manager, BMW (Thailand) Co.,Ltd.

: Accounting Manager (Costing), BMW Manufacturing Co.,Ltd.

: Finance Executive, Star Petroleum Refining Co.,Ltd.

: Finance & Accounting Division Manager, PTT MCC Bio-chem Co.,Ltd.

: Accounting Manager, Bangkok Industrial Co.,Ltd.

: Finance & Accounting Manager, Fortum O&M (Thailand) Co.,Ltd.

: Finance Executive, Italian Thai Development Public Co.,Ltd.

Information and Experiences of the Nominated Company's Auditors for the Year 2021

(For Agenda 7)

1995 - 1996 : Compliance Executive, Jardine Fleming Thanakom Securities Co.,Ltd.

1998 – 1991 : Senior Audit Assistant, SGV-Na Thalang Co.,Ltd.

No. of securities held as of

appointing date : None

Contact information : 72 CAT Telecom Tower, 24th Fl. Charoen Krung Road

Bangrak, Bangkok. 10500

Tel. 0-2105-4661 Fax. 0-2026-3760


: Email: sumana@karinaudit.co.th

Information and Experiences of the Nominated Company's Auditors for the Year 2021

(For Agenda 7)

Karin AuditAuditor Profile

Karin Audit Co.,Ltd., Thailand


Name	: Ms. Kojchamon Sunhuan	
Title	: Assistant Managing Director	
CPA No.	: 11536	
Auditing experiences	: 10 years	
Education	: Bachelor Degree of Faculty of Management Science – Major Accounting, Prince of Songkhla University	
Sector of Experiences		
2019 - Present	: Assistant Managing Director, Karin Audit Co., Ltd.	
2015 - 2019	: Manager, Asia Smart Consulting Company Limited	
2010 - 2015	: Senior Assistant Auditor, PricewaterhouseCoopers ABAS Company Limited	
2009 – 2010	: Accounting Staff, Siam Kubota Leasing Company Limited	
No. of securities held as of		
appointing date	: None	
Contact information		
	: 72 CAT Telecom Tower, 24th Fl. Charoen Krung Road Bangrak, Bangkok. 10500 Tel. 0-2105-4661 Fax. 0-2026-3760 : Email: kojchamon@karinaudit.co.th	

Information of Independent Director (the Proxy of shareholders)

1. Mr. Virasak Sutanthavibul


Age	63 Years	
Position in the Company	: Independent Director : Chairman of Audit Committee : Risk Management Committee	
Conflict of interest with this Shareholders' meeting	: Agenda 5 To consider and appoint the directors in replacement of retiring directors by rotation : Agenda 6 To consider and approve the remuneration of directors for the Year 2021	
Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.	: Being a director who is involved in the management of the Company, employee, staff member, or advisor receiving a regular salary: -None- : Being a professional service provider (such as an accountant, legal advisor): -None- : Having significant business relationships which may result in the inability to act independently: -None-	
Shareholding in NFC Public Company Limited	: 1,000,000 shares (As of 5 March 2021) Computation at 0.09% of the total shares with voting rights	

2. Assoc. Prof. Dr. Seri Wongmontha

Age	72 Years	
Position in the Company	: Independent Director : Audit Committee	
Conflict of interest with this Shareholders' meeting	: Agenda 6 To consider and approve the remuneration of directors for the Year 2021	
Conflict of interest with the Company / Parent company/ Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.	: Being a director who is involved in the management of the Company, employee, staff member, or advisor receiving a regular salary: -None- : Being a professional service provider (such as an accountant, legal advisor): -None- : Having significant business relationships which may result in the inability to act independently: -None-	
Shareholding in NFC Public Company Limited	: 63 shares (As of 5 March 2021) Computation at 0.01% of the total shares with voting rights	

Information of Independent Director (the Proxy of shareholders)

3. Mrs. Aree Termwattanapakdee

Age	58 Years	
Position in the Company	: Independent Director : Audit Committee	
Conflict of interest with this Shareholders' meeting	: Agenda 5 To consider and appoint the directors in replacement of retiring directors by rotation : Agenda 6 To consider and approve the remuneration of directors for the Year 2021	
Conflict of interest with the Company / Parent company / Subsidiary / Associated company or Juristic person that may have conflict of interest for the past two years.	: Being a director who is involved in the management of the Company, employee, staff member, or advisor receiving a regular salary: -None- : Being a professional service provider (such as an accountant, legal advisor): -None- : Having significant business relationships which may result in the inability to act independently: -None-	
Shareholding in NFC Public Company Limited	: None	
Address to send the Proxy Form	: The Company Secretary, The Office of Directors Department NFC Public Company Limited, No. 88 SC Group, 3rd Floor, the Parkland Road, Bangna Nuea Sub-district, Bangna District, Bangkok 10260. (Proxy Form for the 2021 Annual General Meeting of Shareholders)	

Note : Information of Independent Directors of the Company is shown in the 2020 Annual Report under the "Board of Directors".

Definition of “Independent Director”

The Company determines the definition of “Independent Director” in accordance with specifications of the announcement of the Capital Market Supervisory Board as follows:

1. Holding shares not exceeding one percent of number of shares with total voting rights of the Company, parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, including the shares held by related persons of the independent director.
2. Neither being nor having been the director who participates in management, employee, officer, and consultant who receives a regular salary or controlling person of the Company, holding company, subsidiary in the same order, major shareholder, or a controlling person of the Company, parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company, unless the foregoing status has ended not less than two years prior to the date of appointment. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Not being the person who has the blood relationship or by legal registration in the nature of being father, mother, spouse, brothers and sisters, and child including spouse of the child; of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiary.
4. Neither having nor having ever had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company in the manner which may interfere with the use of his or her own independent discretion including and neither being nor having been the principal shareholder or controlling person of any person having business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or a controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director.

The term ‘business relationship’ in the preceding paragraph shall include any normal business transaction,, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guaranteeing, providing assets as collateral, any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions

mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the course of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company; and not being a principal shareholder, controlling person or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, unless the foregoing relationship has ended not less than two years from the date of appointment as an independent director.
6. Neither being nor having been any professional service provider including service provision as legal consultant or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company; and not being the principal shareholder, controlling person or partner of such professional service provider, unless the foregoing relationship has ended not less than two years from the date of appointment as an independent director.
7. Not being a director who has been appointed as the representative of the Company's director, major shareholder, or shareholder who is related to the major shareholder.
8. Not undertaking any business which has the same nature and in competition with the business of the Company or subsidiary; or not being a principal partner in partnership; or not being an executive director, employee, staff and consultant who receives regular salary; or holding shares exceeding one percent of the total number of shares with voting right of other company which undertakes the business in the same nature and in competition with the business of the Company or its subsidiary.
9. Not having any other characteristics which limit his or her ability to express independent opinions regarding the Company's operation.

หนังสือมอบฉันทะ แบบ ก.

Proxy Form A

เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____
I/We _____
อยู่บ้านเลขที่ _____
Address _____สัญชาติ _____
Nationality _____(2) เป็นผู้ถือหุ้นของ **บริษัท เอ็นเอฟซี จำกัด (มหาชน)**
As a shareholder of **NFC Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง ดังนี้
Holding a total amount of _____	shares	and having total voting right of _____	votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
Ordinary share _____	shares	and having total voting right of _____	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
Preferred share _____	shares	and having total voting right of _____	votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดใช้ข้อมูลตามสิ่งที่ส่งมาด้วย 6)
Hereby appoint (The shareholder may appoint the Independent Director of the company to be the proxy, please use details in Enclosure No. 6)

1. ชื่อ _____	อายุ _____	ปี	อยู่บ้านเลขที่ _____	
Name _____	age _____	years,	residing at _____	
ถนน _____ ตำบล/แขวง _____			อำเภอ/เขต _____	
Road _____ Tambol/Khwaeng _____			Amphur/Khet _____	
จังหวัด _____			รหัสไปรษณีย์ _____	หรือ
Province _____			Postal Code _____	or
2. ชื่อ _____	อายุ _____	ปี	อยู่บ้านเลขที่ _____	
Name _____	age _____	years,	residing at _____	
ถนน _____ ตำบล/แขวง _____			อำเภอ/เขต _____	
Road _____ Tambol/Khwaeng _____			Amphur/Khet _____	
จังหวัด _____			รหัสไปรษณีย์ _____	หรือ
Province _____			Postal Code _____	or
3. ชื่อ _____	อายุ _____	ปี	อยู่บ้านเลขที่ _____	
Name _____	age _____	years,	residing at _____	
ถนน _____ ตำบล/แขวง _____			อำเภอ/เขต _____	
Road _____ Tambol/Khwaeng _____			Amphur/Khet _____	
จังหวัด _____			รหัสไปรษณีย์ _____	
Province _____			Postal Code _____	

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ของบริษัทฯ ในวันที่พุธที่ 28 เมษายน 2564 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 อาคาร เอสซี กรุ๊ป เลขที่ 88 ถนนเดอะพาร์คแลนด์ (บางนา-ตราด กม.5) แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting 2021 to be held on Wednesday 28 April 2021, at 9.30 hours, at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok, or at any adjournment thereof to any other day, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

All acts undertaken by the Proxy at this meeting, except the case that the Proxy did not vote as instructed herein, shall be deemed as my/our own act (s) in every respect.

ลงนาม/Signed _____ ()	ผู้มอบฉันทะ/Grantor
ลงนาม/Signed _____ ()	ผู้รับมอบฉันทะ/Proxy
ลงนาม/Signed _____ ()	ผู้รับมอบฉันทะ/Proxy
ลงนาม/Signed _____ ()	ผู้รับมอบฉันทะ/Proxy

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy.

- โปรดติดอากรแสตมป์ 20.-บาท

- กรุณาแนบสำเนาบัตรประชาชน (ลงนามรับรองความถูกต้อง) ของผู้รับมอบฉันทะพร้อมใบมอบฉันทะฉบับนี้

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B

เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____
I/We _____
อยู่บ้านเลขที่ _____
Addressสัญชาติ _____
Nationality(2) เป็นผู้ถือหุ้นของ **บริษัท เอ็นเอฟซี จำกัด (มหาชน)**
As a shareholder of **NFC Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง ดังนี้
Holding a total amount of _____	shares	and having total voting right of _____	votes as follows:
<input type="checkbox"/> หุ้นสามัญ _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
Ordinary share _____	shares	and having total voting right of _____	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
Preferred share _____	shares	and having total voting right of _____	votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดใช้ข้อมูลตามสิ่งที่ส่งมาด้วย 6)
Hereby appoint (The shareholder may appoint the Independent Director of the company to be the proxy, please use details in Enclosure No. 6)

1. ชื่อ _____	อายุ _____	ปี	อยู่บ้านเลขที่ _____	
Name _____	age _____	years,	residing at _____	
ถนน _____ ตำบล/แขวง _____			อำเภอ/เขต _____	
Road _____ Tambol/Khwaeng _____			Amphur/Khet _____	
จังหวัด _____			รหัสไปรษณีย์ _____	หรือ
Province _____			Postal Code _____	or
2. ชื่อ _____	อายุ _____	ปี	อยู่บ้านเลขที่ _____	
Name _____	age _____	years,	residing at _____	
ถนน _____ ตำบล/แขวง _____			อำเภอ/เขต _____	
Road _____ Tambol/Khwaeng _____			Amphur/Khet _____	
จังหวัด _____			รหัสไปรษณีย์ _____	หรือ
Province _____			Postal Code _____	or
3. ชื่อ _____	อายุ _____	ปี	อยู่บ้านเลขที่ _____	
Name _____	age _____	years,	residing at _____	
ถนน _____ ตำบล/แขวง _____			อำเภอ/เขต _____	
Road _____ Tambol/Khwaeng _____			Amphur/Khet _____	
จังหวัด _____			รหัสไปรษณีย์ _____	
Province _____			Postal Code _____	

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ของบริษัทฯ ในวันที่พุธที่ 28 เมษายน 2564 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 อาคาร เอสซี กรุ๊ป เลขที่ 88 ถนนเดอะพาร์คแลนด์ (บางนา-ตราด กม.5) แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting 2021 to be held on Wednesday 28 April 2021, at 9.30 hours, at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok, or at any adjournment thereof to any other day, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- วาระที่ 1** รับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ซึ่งประชุมเมื่อวันจันทร์ที่ 19 ตุลาคม 2563
Agenda No. 1 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders no. 1/2020 held on 19 October 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- วาระที่ 2** รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2563
Agenda No. 2 To acknowledge the operational result of the Company for the year 2020
(ระเบียบวาระนี้ เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)
(This agenda is for acknowledgement, voting is not required)
- วาระที่ 3** พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทฯ ประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563
Agenda No. 3 To consider and approve the statement of financial position and statement of comprehensive income of the Company for the year 2020 ending on 31 December 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- วาระที่ 4** พิจารณาอนุมัติการจัดสรรกำไรสุทธิประจำปี 2563 เป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล สำหรับผลการดำเนินงานของบริษัทฯ ประจำปี 2563
Agenda No. 4 To consider and approve the reservation of the net profit for the year 2020 as legal reserve, and the omission of dividend for the operation result of the Company for the year 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- วาระที่ 5** พิจารณาเลือกตั้งกรรมการแทนกรรมการซึ่งครบกำหนดต้องออกจากตำแหน่งตามวาระ จำนวน 4 ท่าน ได้แก่ (1) นายวีระศักดิ์ สุตตันทวิบูลย์ (2) นางอารีย์ เต็มวัฒนาภักดี (3) ดร.สุนีย์ ศรีไชยชนะสุข และ (4) นายณัฐพงษ์ รัตนสุวรรณทวี
Agenda No. 5 To consider and appoint the directors in replacement of 4 retiring directors by rotation, who are (1) Mr. Virasak Suthanthavibul, (2) Mrs. Aree Termwattanapakdee, (3) Dr. Sunee Sornchaitanasuk, and (4) Mr. Nataphong Ratanasuwanthawe
- วาระที่ 5.1** อนุมัติการเลือกตั้ง นายวีระศักดิ์ สุตตันทวิบูลย์ กลับเข้ามาดำรงตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบของบริษัทฯ อีกวาระหนึ่ง
Agenda No. 5.1 To reappoint Mr. Virasak Suthanthavibul as an independent director and chairman of audit committee of the Company for another term
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain
- วาระที่ 5.2** อนุมัติการเลือกตั้ง นางอารีย์ เต็มวัฒนาภักดี กลับเข้ามาดำรงตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบของบริษัทฯ อีกวาระหนึ่ง
Agenda No. 5.2 To reappoint Mrs. Aree Termwattanapakdee as an independent director and audit committee of the Company for another term
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 5.3 **อนุมัติการเลือกตั้ง ดร. สุนีย์ ศรีไชยชนะสุข กลับเข้ามาดำรงตำแหน่งกรรมการ และกรรมการบริหารความเสี่ยงของ บริษัทฯ อีกวาระหนึ่ง**

Agenda No. 5.3 To reappoint Dr. Sunee Sornchaitanasuk as a director and risk management committee of the Company for another term

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 5.4 **อนุมัติการเลือกตั้ง นายณัฐพงษ์ รัตนสุวรรณทวี กลับเข้ามาดำรงตำแหน่งกรรมการและกรรมการบริหารของบริษัทฯ อีกวาระหนึ่ง**

Agenda No. 5.4 To reappoint Mr. Nataphong Ratanasuwanthawee as a director and executive committee of the Company for another term

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 6 **พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2564**

Agenda No. 6 To consider and approve the remuneration for directors for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 7 **พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี ประจำปี 2564 และกำหนดค่าตอบแทนผู้สอบบัญชี**

Agenda No. 7 To consider and approve the appointment of auditors for the year 2021 and the remuneration for the auditors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 8 **เรื่องอื่นๆ (ถ้ามี)**

Agenda No. 8 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein will be regarded as incorrect voting and will not be regarded as a vote of shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous, or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the Proxy at this meeting, except the case that the Proxy did not vote as instructed herein, shall be deemed as my/our own act (s) in every respect.

ลงนาม/Signed		ผู้มอบฉันทะ/Grantor
	()	
ลงนาม/Signed		ผู้รับมอบฉันทะ/Proxy
	()	
ลงนาม/Signed		ผู้รับมอบฉันทะ/Proxy
	()	
ลงนาม/Signed		ผู้รับมอบฉันทะ/Proxy
	()	

หมายเหตุ / Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy.
- วาระเลือกตั้งกรรมการ เลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire individual nominated directors, can be elected
- ในกรณีที่มิใช่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะแบบ ข.
Attachment to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็นเอฟซี จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ของบริษัทฯ ในวันพุธที่ 28 เมษายน 2564 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 อาคาร เอสซี กรุ๊ป เลขที่ 88 ถนนเดอะพาร์คแลนด์ (บางนา-ตราด กม.5) แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of NFC Public Company Limited , for the Shareholders' Annual General Meeting 2021 to be held on Wednesday 28 April 2021, at 9.30 hours, at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok, or at any adjournment thereof to any other day, time and venue

วาระที่ _____ เรื่อง _____

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง _____

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda

Subject Flection of directors (continue).

ชื่อกรรมการ (Director's Name): _____

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ (Director's Name): _____

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ (Director's Name): _____

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

ชื่อกรรมการ (Director's Name): _____

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____
I/We _____ สัญชาติ _____
ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian)
ให้กับ _____
As the Custodian for

(2) เป็นผู้ถือหุ้นของ **บริษัท เอ็นเอฟซี จำกัด (มหาชน)**
As a shareholder of **NFC Public Company Limited**
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total amount of _____ shares and having total voting right of _____ votes as follows:
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares and having total voting right of _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred share _____ shares and having total voting right of _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดใช้ข้อมูลตามสิ่งที่ส่งมาด้วย 6)
Hereby appoint (The shareholder may appoint the Independent Director of the company to be the proxy, please use details in Enclosure No. 6)

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ของบริษัทฯ ในวันพุธที่ 28 เมษายน 2564 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 อาคาร เอสซี กรุ๊ป เลขที่ 88 ถนนเดอะพาร์คแลนด์ (บางนา-ตราด กม.5) แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting 2021 to be held on Wednesday 28 April 2021, at 9.30 hours, at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok, or at any adjournment thereof to any other day, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- วาระที่ 1** **รับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ซึ่งประชุมเมื่อวันจันทร์ที่ 19 ตุลาคม 2563**
Agenda No. 1 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders no. 1/2020 held on 19 October 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |
- วาระที่ 2** **รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2563**
Agenda No. 2 To acknowledge the operational result of the Company for the year 2020
(ระเบียบวาระนี้ เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)
(This agenda is for acknowledgement, voting is not required)
- วาระที่ 3** **พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทฯ ประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563**
Agenda No. 3 To consider and approve the statement of financial position and statement of comprehensive income of the Company for the year 2020 ending on 31 December 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |
- วาระที่ 4** **พิจารณาอนุมัติการจัดสรรกำไรสุทธิประจำปี 2563 เป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล สำหรับการดำเนินงานของบริษัทฯ ประจำปี 2563**
Agenda No. 4 To consider and approve the reservation of the net profit for the year 2020 as legal reserve, and the omission of dividend for the operation result of the Company for the year 2020
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |
- วาระที่ 5** **พิจารณาเลือกตั้งกรรมการแทนกรรมการซึ่งครบกำหนดต้องออกจากตำแหน่งตามวาระ จำนวน 4 ท่าน ได้แก่ (1) นายวีระศักดิ์ สุตันทวีบูลย์ (2) นางอารีย์ เต็มวัฒนาภักดี (3) ดร.สุนีย์ ศรีไชยชนะสุข และ (4) นายณัฐพงษ์ รัตนสุวรรณทวี**
Agenda No. 5 To consider and appoint the directors in replacement of 4 retiring directors by rotation, who are (1) Mr. Virasak Suthanthavibul, (2) Mrs. Aree Termwattanapakdee, (3) Dr. Sunee Sornchaitanasuk, and (4) Mr. Nataphong Ratanasuwanthawe
- วาระที่ 5.1** **อนุมัติการเลือกตั้ง นายวีระศักดิ์ สุตันทวีบูลย์ กลับเข้ามาดำรงตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบของบริษัทฯ อีกวาระหนึ่ง**
Agenda No. 5.1 To reappoint Mr. Virasak Suthanthavibul as an independent director and chairman of audit committee of the Company for another term
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |
- วาระที่ 5.2** **อนุมัติการเลือกตั้ง นางอารีย์ เต็มวัฒนาภักดี กลับเข้ามาดำรงตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบของบริษัทฯ อีกวาระหนึ่ง**
Agenda No. 5.2 To reappoint Mrs. Aree Termwattanapakdee as an independent director and audit committee of the Company for another term
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve votes Approve votes Approve votes

วาระที่ 5.3 อนุมัติการเลือกตั้ง ดร. สุนีย์ ศรีไชยชนะสุข กลับเข้ามาดำรงตำแหน่งกรรมการ และกรรมการบริหารความเสี่ยงของ บริษัทฯ อีกวาระหนึ่ง

Agenda No. 5.3 To reappoint Dr. Sunee Sornchaitanasuk as a director and risk management committee of the Company for another term

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve votes Approve votes Approve votes

วาระที่ 5.4 อนุมัติการเลือกตั้ง นายณัฐพงษ์ รัตนสุวรรณหวิ กลับเข้ามาดำรงตำแหน่งกรรมการและกรรมการบริหารของบริษัทฯ อีกวาระหนึ่ง

Agenda No. 5.4 To reappoint Mr. Nataphong Ratanasuwanthawe as a director and executive committee of the Company for another term

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve votes Approve votes Approve votes

วาระที่ 6 พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ ประจำปี 2564

Agenda No. 6 To consider and approve the remuneration for directors for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve votes Approve votes Approve votes

วาระที่ 7 พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี ประจำปี 2564 และกำหนดค่าตอบแทนผู้สอบบัญชี

Agenda No. 7 To consider and approve the appointment of auditors for the year 2021 and the remuneration for the auditors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve votes Approve votes Approve votes

วาระที่ 8 เรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 Other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
- Approve votes Approve votes Approve votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein will be regarded as incorrect voting and will not be regarded as a vote of shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous, or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the Proxy at this meeting, except the case that the Proxy did not vote as instructed herein, shall be deemed as my/our own act (s) in every respect.

ลงนาม/Signed	_____	ผู้มอบฉันทะ/Grantor
	()	
ลงนาม/Signed	_____	ผู้รับมอบฉันทะ/Proxy
	()	
ลงนาม/Signed	_____	ผู้รับมอบฉันทะ/Proxy
	()	
ลงนาม/Signed	_____	ผู้รับมอบฉันทะ/Proxy
	()	

หมายเหตุ / Remarks

- หนังสือมอบฉันทะแบบ C นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลให้เท่านั้น
The Proxy Form C is only for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be the share depository.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
 Documents required to be submitted with this proxy form are:
 - A power of attorney from the shareholder empowering the custodian to sign this proxy form on his/her behalf
 - A document confirming that person who signs the proxy form is licensed to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy.
- วาระเลือกตั้งกรรมการ เลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire individual nominated directors, can be elected
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form C

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะแบบ ค.
Attachment to the Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่นเฟรช จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ของบริษัทฯ ในวันที่ 28 เมษายน 2564 เวลา 09.30 น. ณ ห้องประชุม ชั้น 6 อาคาร เอสซี กรุ๊ป เลขที่ 88 ถนนเดอะพาร์คแลนด์ (บางนา-ตราด กม.5) แขวงบางนาเหนือ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of NFC Public Company Limited , for the Shareholders' Annual General Meeting 2021 to be held on Wednesday 28 April 2021, at 9.30 hours, at Meeting Room 6th Floor, SC Group Building, No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok, or at any adjournment thereof to any other day, time and venue

วาระที่ _____ เรื่อง _____

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

วาระที่ _____ เรื่อง _____

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

วาระที่ _____ เรื่อง _____

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda

Subject Flection of directors (continue).

ชื่อกรรมการ (Director's Name): _____

- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

ชื่อกรรมการ (Director's Name): _____

- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

ชื่อกรรมการ (Director's Name): _____

- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

ชื่อกรรมการ (Director's Name): _____

- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Approve votes | Approve votes |

Documents required for Shareholders' identification to attend the Annual General Meeting of Shareholders for the Year 2021

Shareholder or proxy can register and submit the following documents to attend the Meeting from 8.30 a.m. on Wednesday 28 April 2021 onwards.

1 Attendance in person

- An **original** official identification card, e.g. identification card, passport or driver license

2 Attendance by proxy

2.1 shareholder Individual

- A duly completed proxy form, signed by the shareholder and the proxy (with THB 20 stamp duty)
- A copy of the shareholder's official identification card, e.g. identification card, passport or driver license, certified by the shareholder
- An **original** official identification card of the proxy, e.g. identification card, passport or driver license

2.2 Corporate shareholder registered in Thailand

- A duly completed proxy form, signed by the authorized signatories of the shareholder and the proxy, with an affixation of the corporate seal (if any) (with THB 20 stamp duty)
- A copy of the affidavit or certificate of incorporation of the shareholder issued by the Ministry of Commerce or relevant authority not exceeding 3 months before the Meeting, certified by the authorized signatories of the shareholder, together with an affixation of the corporate seal (if any)
- A copy of the authorized signatory's official identification card e.g. identification card, passport or driver license, certified by the authorized signatories
- An **original** official identification card of the proxy, e.g. identification card, passport or driver license

2.3 Corporate shareholder registered overseas

- A duly completed proxy form, signed by the authorized signatories of the shareholder and the proxy, with an affixation of the corporate seal (if any) (with THB 20 stamp duty)
- A copy of the certificate of incorporation or other constitutional documents of the shareholder issued by the relevant authority, bearing the name of the shareholder, its registered address, and name(s) of the authorized signatories and the signing authority, certified by the authorized signatories of the shareholder, together with an affixation of the corporate seal (if any)
- A copy of the authorized signatories' official identification card e.g. identification card, passport or driver license, certified by the authorized signatories
- An **original** official identification card of the proxy, e.g. identification card, passport or driver license
- English translation of any document not in English, certified by the authorized signatories of the shareholder

Shareholders who wish to appoint a proxy may also appoint any independent directors of the Company as their proxy. Profiles of the independent directors are set out in **Enclosure 6**.

Documents required for Shareholders' identification to attend the Annual General Meeting of Shareholders for the Year 2021

Voting method and vote announcing for the Annual General of Meeting of Shareholders 2021

Process of voting

1. Before voting on each agenda, the Chairman of the Meeting will give an opportunity for the shareholders to ask questions related to the concerned agenda as appropriate. Shareholders who wish to ask questions or express opinions should state their full name to the Meeting prior to asking questions or expressing opinions.
2. For casting vote, the Chairman of the Meeting shall request to cast vote by Against Vote.
3. The shareholders who wish to disapprove or abstain from voting shall confirm their intention by putting a mark in 'disapprove' or 'abstain' on the ballots, the Chairman of the Meeting shall let the Company's officer collect the ballots for vote counting and announcing a vote result.
4. The shareholders who do not vote in the ballots or do not send the ballots to the Company's officer, shall be deemed as vote in approve as proposed. The Company shall collect and keep the ballots from all shareholders after the Meeting for reference purpose. Any ballots which are submitted after the collecting for each agenda has been closed shall be deemed as votes in approve.

Voting Procedure

1. The voting shall be carried out openly, and 1 share equals to 1 vote.
2. A resolution of the Shareholder's Meeting shall be supported by votes as follows:
 - 2.1 In a normal case, by the majority of votes of the shareholders present at the Meeting and are eligible to vote.
 - 2.2 In other cases where the law or the Articles of Association of the Company prescribe otherwise than in the normal case, by votes as required by the law or the Articles of Association. The Company stipulated in the Meeting invitation regarding the details on number of affirmative votes required in each agenda.
 - 2.3 In case of an equality of votes, the Chairman, as a shareholder, shall have additional one vote as a casting vote.
 - 2.4 In case that a shareholder has special interest on any agenda, the shareholder shall not vote on that agenda and the Chairman may ask such shareholder to leave the Meeting temporarily. However, this restriction is not applicable for the voting for election or removal of directors.
3. Proxy Form and ballot
 - 3.1 The shareholder who attends the Meeting in person and the proxy who is appointed pursuant to Type A and Type B Proxy Forms may vote either to agree, disagree or abstain from voting and may not divide their votes, for each agenda item. The votes may be divided for each agenda item in case of Type C Proxy Form.
 - 3.2 Company's officer will distribute ballots at the registration spot only to (1) shareholder who attends the Meeting in person (2) proxy who is appointed pursuant to Type A Proxy Form and (3) proxy who is appointed pursuant to Type B and Type C Proxy Forms in case the authorizer indicates in the Proxy Form that the proxy is entitled to consider and vote on the authorizer's behalf as appropriate in all respects without specifying the shareholders' decision on voting in the Proxy Form.
4. In counting the votes on each agenda, the Company will deduct the disapproval and abstaining votes and votes on void ballots from the total votes. The remaining votes will be deemed votes of approval.

Documents required for Shareholders' identification to attend the Annual General Meeting of Shareholders for the Year 2021

5. After compilation of the votes, the Chairman of the Meeting or MC shall announce the voting results to the Meeting, by specific that is approve, disapprove, abstain and void ballots, which shall be counted based on the latest numbers of shareholders present in each agenda.
6. If any shareholder wishes to leave the Meeting prior to the end of the Meeting, the shareholder shall have the right to submit his/her ballots to the Company's officer in advance.

Articles of Association (related to the Shareholders' Meeting)
of
NFC Public Company Limited

Chapter 4 – Shareholders' Meeting

32 The board of directors shall arrange a shareholders' meeting as an Annual General Meeting to be held within 4 months from the last day of the financial year of the Company.

Any other shareholders' meeting shall be called an Extraordinary General Meeting.

The board of directors may call such meeting at any time the board considers it expedient to do so. One or more shareholder(s) holding shares amounting to not less than 10% of the total number of shares sold may submit its(their) name(s) in a written notice requesting the board of directors to call an Extraordinary General Meeting at any time, but the purposes and reasons for calling such meeting shall be clearly stated in such notice. In this respect, the board of directors shall arrange a shareholders' meeting to be held within 45 days from the date of receipt of such notice from the said shareholder(s).

33 In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for three consecutive days not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or in a branch office, unless otherwise stipulated by the board of directors.

34 In a shareholders' meeting, in order to constitute a quorum, there shall be shareholders or proxies (if any) attending the meeting of not less than 25 persons, or one-half of the total number of shareholders, holding not less than one-third of the total number of shares sold.

35 If within an hour from the time fixed for the shareholders' meeting, the quorum prescribed in article 34 is not constituted, the meeting, if called upon the request of the shareholders, shall be dissolved. If such

meeting is called other than by the shareholders' request, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least seven days prior to the meeting date. At such meeting, no quorum shall be necessary.

- 36 The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

When the consideration of the matters under paragraph one is finished, the shareholders holding shares of not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under paragraph two, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholders not less than seven days prior to the date of the meeting, provided that the notice calling the meeting shall also be published in a newspaper for three consecutive days not less than three days prior to the date of the meeting.

- 37 Every shareholder shall be entitled to attend every shareholders' meeting.
- 38 The shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. Proxy shall submit the proxy form to chairman of the board or the person designated by the chairman of the board. The proxy form shall be as prescribed by the Registrar.
- 39 The shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

40 In voting, one share is entitled to one vote. The resolutions of the shareholders' meeting shall be passed in the following manners:

- 1) in the ordinary event, a majority vote of shareholders who attend the meeting and are entitled to vote. In the case of a tie, the chairman of the meeting shall have a casting vote; and
- 2) in the following events, a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - a. the sale or transfer of the whole or the substantial part of the company's business to any other person;
 - b. the purchase or acceptance of any transfer of the business of other public companies or private companies;
 - c. the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the company's business, the assignment to any person for the management of the company's business, or the merger with any other person for the purpose of profit and loss sharing;
 - d. the amendment of the memorandum of association or the articles of association;
 - e. the registered capital increase or decrease of the company;
 - f. the issuance of bonds; and
 - g. the merger and dissolution.

41 The Annual General Meeting is for considering the following matters:

- 1) Annual report of the company.
- 2) Consider and approve balance sheet and profit and loss account.
- 3) Consider profit allocation.
- 4) Consider the election of new directors in replacement of the retired.
- 5) Consider and appoint the auditor and the determination of audit fees.
- 6) Other matters.

The measures and guidelines for the shareholders attending the meeting under the situation of outbreak of New Coronavirus 2019 (COVID-19)

With awareness and concern for the health of shareholders who will attend the shareholders' meeting in the situation of outbreak of New Coronavirus 2019 (COVID-19), NFC Public Company Limited ("the Company") has determined measures and guidelines for shareholders' meeting attendance according to the announcement of the Department of Disease Control, the Ministry of Public Health and request for cooperation from the shareholders to strictly comply with the measures and guidelines as follows:

1. The Company kindly requests shareholders who are exposed to the following risks to grant their proxies to other persons who are considered not at risk or the Company's Independent Directors to attend the meeting in accordance with the procedures specified in the notice of the shareholders' meeting.

- Shareholders or proxies traveling to or returning from a foreign country, touching or having close physical contact with those traveling to or returning from a foreign country in less than fourteen (14) days before the meeting date, especially countries with potential risk in accordance with the announcement of the Ministry of Public Health;
- Shareholders or proxies who live in domestic areas with potential risk or have physical contact with people who lives in the areas at risk.
- Shareholders or proxies who have any of the respiratory symptoms; such as having a fever (temperature from 37.5 degrees Celsius up), coughing, sore throat, sneezing or runny nose.

2. In case shareholders wish to attend the meeting themselves

The Company kindly requests for cooperation and understanding from the shareholders regarding the guidelines for holding a shareholders' meeting to reduce the risk of Coronavirus 2019 (COVID-19) outbreak as follows:

2.1 Guidelines for screening and registering for meetings

- Requesting shareholders or proxies to check-in and check-out via the "Thai Chana" application provided by the Company.
- The Company set up a screening point in front of the meeting room and will take the temperature of all shareholders or proxies before registering to attend the meeting. In case that any shareholders or proxies are found to have any of the respiratory symptoms; such as having a fever (temperature from 37.5 degrees Celsius up), coughing, sore throat, sneezing or runny nose, etc., the Company reserves its right to request such person to authorize others who are not at risk or the Company's Independent Directors to attend the meeting on their behalf.
- Shareholders or proxies screened and registered will receive stickers.

The measures and guidelines for the shareholders attending the meeting under the situation of outbreak of New Coronavirus 2019 (COVID-19)

- The Company requests the shareholders to put on stickers and wear a face mask at all times while in the meeting venue as well as cleaning hands with alcohol at the point provided by the Company.

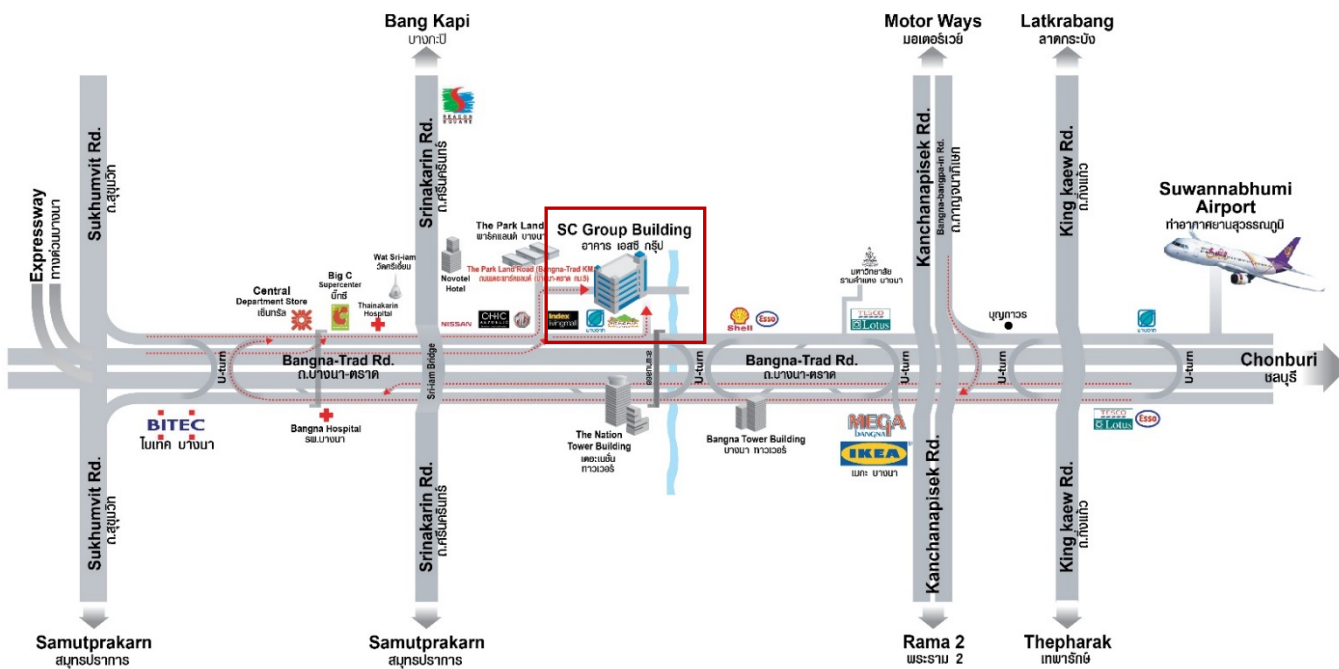
2.2 Guidelines for meeting room practice

- The Company prepares seats in the meeting room with a distance of not less than 1 meter.
- The Company requests shareholders or proxies to wear a face mask at all times while in the meeting room and refrain from talking in the meeting room.
- The Company kindly requests for cooperation from the attendees to refrain from eating any food or snacks at all times in the meeting venue.
- The meeting will be conducted and regulated by each meeting agenda in a concise and time-keeping manner.

The implementation of the above measures and guidelines may cause delays in attendance of shareholders or proxies are not convenient for screening and registration due to procedures which become more stringent than normal circumstances. In addition, the Company shall shortly complete the meeting to minimize time length of a crowd of people gathered in one place and exercise spacing according to the law in effect which will cause location restrictions, therefore unable to support the attendees as usual. The Company therefore would like to take this opportunity to apologize in advance for any inconvenience.

In addition, providing that the situation has changed or the additional measures in relation to shareholders meeting arrangement been issued from the relevant agencies, the Company may change the operation to comply with the said measures, and the Company will further inform details to the shareholders via the information disclosure channel to the Stock Exchange of Thailand and the Company's website.

Map of Location for meeting



Location: At Meeting Room 6th Floor, SC Group Building

Address: No. 88 The Park Land Road (Bangna-Trad KM.5), Bangna Nuea Sub-District, Bangna District, Bangkok

Phone number: (66) 02-3480580

Bus no.: 38, 46, 48, 139, 182, 207



Download Location for meeting

The 2020 Annual Report (Book) Request Form

To Shareholders,

The Company has prepared access to this year's annual report via QR Code, which can be found in the meeting notice, in accordance with the Announcement of Department of Business Development, This aligns with joins the ongoing campaign on global warming.

However, shareholders, who would like to receive the 2020 Annual Report (Thai version), are requested to fill this form and send it back to us via a facsimile number 02-348-0579 or secretaryoffice@nfc.co.th or a contact person at number 02-348-0580; then, the Company will deliver to shareholders.

I.....

E-Mail : Would like to receive the 2020 Annual Report (Book) in Thai Version.

Delivered to :

- Address in Shareholders' Register
- Other address (Please complete the form below.)

No.....Moo.....Village.....

Soi.....Road.....

Sub-District.....District.....

Province.....Zip Code

Telephone.....Fax no.....



บริษัท เอ็นเอฟซี จำกัด (มหาชน) NFC PUBLIC COMPANY LIMITED

สำนักงานใหญ่ : เลขที่ 88 อาคาร เอสซี กรุ๊ป ชั้น 3 ถนนเดอะพาร์คแลนด์
แขวงบางนาเหนือ เขตบางนา กรุงเทพฯ 10260

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