

**NEWCITY (BANGKOK)  
PUBLIC COMPANY LIMITED**

**Notice of the Annual General Meeting of Shareholders**

**No. 55**

**Tuesday April 25, 2023 at 14:00 hrs.**

**At Chaophraya 1 Room, Montien Riverside Hotel**

New City (Bangkok) Public Company Limited

666 Rama 3 Road, Bangpongpan Sub-District, Yannawa District, Bangkok 10120

Telephone: 0-2294-6999, Telefax: 0-2294-4068, Registration Number: 0107537001901

3 April 2023

**Notice of Annual Shareholders' General Meeting' General Meeting No. 55**

**Dear Shareholders,**

Enclosure herewith

1. Copy of the Minutes of Annual Shareholders' General Meeting No. 54 dated April 26, 2022
2. Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report), in QR CODE format and the Registration form (Must be brought to the meeting).
3. History of individuals who have been nominated to serve as Directors of the Company replacing retiring Directors by rotation.
4. The definition of "Independent Director "
5. Identification of Independent Directors and Audit Committee which the Company nominated as proxies of Shareholder.
6. Articles of Association in respect of the Shareholders' General Meeting.
7. Documents and evidence to be presented prior joining the meeting and meeting's rules.
8. Procedures for attending the Annual Shareholders' General Meeting.
9. Map of the venue to Shareholders' General Meeting.
10. Proxy Form B.
11. Protection of personal information (Privacy Notice) for the shareholders' meeting
12. Requirement Form of the Annual Report (Printed Form)
13. QR Code Downloading Procedures for the Documents of the Annual General Meeting of Shareholders

Commission New City (Bangkok) Public Company Limited has scheduled the Annual Shareholders' General Meeting No. 55 on Tuesday, April 25, 2023 at 14:00 hrs. at Chao phraya 1 Room, Montien Riverside Hotel, Located at 372 Rama 3 Road, Bangkok Sub-District, Bangkoklaem District, Bangkok 10120. The company has given the Shareholders to propose the issues to be included in the agenda to this meeting, and/ or proposes candidates to be elected as Directors from 1 December 2022 until 30 December 2022. It appears that none of the shareholder proposed any issue for inclusion in the agenda, and / or candidates to be elected as Directors. The Company therefore has set the agenda for consideration as follows.

1. **Endorse the 54<sup>th</sup> General Shareholders' Meeting's report held on April 26, 2022.**

**Rationale:**

The minutes was prepare and submitted to the National Stock Exchange and published on the company website [www.newcity.co.th](http://www.newcity.co.th) within 14 days from the date of the Annual Shareholders' General Meeting and submitted to the Department of Business Development, Ministry of Commerce within the time prescribed by law in accordance with Attachment No. 1.

**Board of Directors' opinion:** The Board of Directors agreed that the minutes were recorded and accurately. Propose to the Shareholders' General Meeting to approve the said.

**2. Acknowledgement of the Report of the Board of Directors for the past year.**

**Rationale:** The report of the Board of Directors and operating results of the Company for the year 2022 as appeared in the Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report), to be submitted with the notice of the Shareholders' General Meeting have been prepared in accordance with the requirements of the Office of the Securities and Exchange Commission and Stock Exchange of Thailand as per Attachment No. 2.

**Board of Directors' opinion:**

Board of Directors agreed to present the reports to the Annual Shareholders' General Meeting for acknowledgement.

**3. Consideration for the approval on the Financial Statements for the year ended December 31<sup>st</sup>, 2022**

**Rationale:** These Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and Board of Directors, details are as follows :

(Unit: Baht)

List	Financial statements using the equity method	Company financial statements
Total Assets	850,133,363	870,086,715
Total liabilities	394,945,669	394,945,669
Shareholders' General Meeting' Equity	455,187,694	475,141,046
Total Revenue	532,005,670	535,939,975
Net Profit	9,258,089	15,449,301
Earnings per share (Baht)	0.62	1.03

Details are as shown in the financial statements of the Annual Registration Statement/Annual Report 2022 as per Attachment No.2.

**Board of Directors' opinion:**

Board of Directors agreed to present the reports to the Annual General Shareholders' General Meeting for approval

**4. Consideration and approval the change in the par value of the Company's shares**

**Rationale:** to increase trading liquidity for the company's shares which will be beneficial to the shareholders The company wishes to change the par value of the company's shares. by changing the par value of the company's shares from the original par value of 10 baht per share to a par value of 1 baht per share, which will result in the number of ordinary shares of the Company Increased the number of 134,559,000 shares from the original 14,951,000 shares to 149,510,000 shares, with the registered capital of the company remaining the same.

**Board of Directors' opinion:**

Propose to the Annual General Meeting of Shareholders for approval. The change in the par value of the Company's shares. Such change in par value will not affect the registered capital, paid-up capital, and the shareholding ratio of the shareholders in any way. It only makes the Company have the number of ordinary shares of the Company increased as follows:

List	before change	after change
1. Registered Capital	149,510,000 บาท	149,510,000 บาท
2. Paid-up capital	149,510,000 บาท	149,510,000 บาท
3 At the Par Value	10 บาท/หุ้น	1 บาท/หุ้น
4. Ordinary shares	14,951,000 หุ้น	149,510,000 หุ้น

**5. Consideration and approval the amendment to Memorandum of Association of the company No.4 as to reflect change in the par value of the company's shares**

**Rationale:** to be in line with the change in the par value of the Company's shares The Company needs to register an amendment to Clause 4. of the Company's Memorandum of Association to be in line with the change in the Company's par value as follows:

"Clause 4. Registered Capital of 149,510,000 Baht (One hundred forty nine million five hundred and ten thousand Baht)

Divided into 149,510,000 shares (One hundred forty-nine million five hundred and ten thousand shares)

At the Par Value 1 Baht (One Baht)

Divided into

Ordinary shares 149,510,000 shares (One hundred forty-nine million five hundred and ten thousand shares)

Preferred shares - shares (-)"

**Board of Directors' opinion:**

Proposed to the Annual General Meeting of Shareholders for Approved the amendment to Clause 4 of the Memorandum of Association to be in line with the change in the par value of the Company's shares Originally, the par value of 10 baht (ten baht) per share was a par value of 1 baht (one baht) per share.

By authorizing the Board of Directors or Chief Executive Officer or the person assigned by the Board of Directors or the Executive Chairman Able to amend the wording, text as instructed by the registrar in any documents submitted for registration of the change in the par value of the company's ordinary shares. and amend the Company's Memorandum of Association to the Department of Business Development Ministry of Commerce in order to complete the registration

**6. Consideration and approval of the appropriation of profit and dividend payment for 2022**

**Rationale:** In the year 2022, the Company had net income for consolidated financial statements of 15,449,301 Baht as per the dividend policy of retained earnings. This price is based on cost, not to exceed 50 percent of net profit for the year and financial status and by legal reserve at least 5 percent of earnings or 1/20 of the net profit until it is fully paid according to the law and the Articles of Association of the Company, Article 58, which stipulates 10 percent or 1 in 10 of the registered capital In the amount of 14,951,000 baht, in 2017, the company has allocated such reserves completely. Therefore, there is no need to allocate any more.

**Board of Directors' opinion:**

The board proposes to present at the Annual Shareholders' General Meeting to approve the appropriation of retained earnings and dividends at the rate of 0.14 Baht per share from the par value of 10 baht per share to the shareholders of the company in the amount of 14,951,000 shares, totaling dividends in the amount of 2,093,140 baht by allocating using the appropriation of retained earnings following the FIFO. In the year 2017, the company has fully allocated such reserve. Therefore do not have to allocate any more in any way.

**Board of Directors' opinion:** It is deemed appropriate to propose to the shareholders' meeting to approve the suspension of the allocation of profits And no dividend payment Due to the operating loss It is in accordance with the policy of the company. And has allocated the reserve according to the law is complete.

Dividend payment The dividend payment will be made to the shareholders who are entitled to receive the dividend as shown on the list of shareholders who are entitled to receive the dividend on Friday, March 10, 2023 and the payment date will be on Wednesday, May 24, 2023. The right to receive such dividends of the company is still uncertain. Since it has to wait for approval from the shareholders' meeting.

**The details on dividend payment from the past 3 years are as follows.**

List	Year 2022 Paid	Year 2021 Paid	Year 2020 Paid
Number of shares (shares)	14,951,000	14,951,000	14,951,000
Par value (Baht).	10	10	10
Dividend per share (Baht)	-	-	0.10
Total amount (Baht)	-	-	1,495,100
Net profit (Baht)	-25,532,885	-35,870,254	7,080,795
Share of net profit (%)	-	-	21.11

**7. Consideration and election of director's in replacement of retiring director**

**Rationale:** According to Article 21 of the Articles of Association, at each Annual General Meeting, one third of the number of the Directors will be considered for retirement. If the numbers cannot be divided into quarters, the closest number will be used. The retired Directors may be re-elected. At the 54<sup>th</sup> Annual Shareholders' General Meeting, the Directors to retire by rotation are 3 persons as follows.

1. Mrs. CHAMNEAN CHOKVATHANA VICE CHAIRMAN
2. Mr. PIRATCHAI PRAGOBSUB Independent Director/Chairman of the Audit Committee/Chairman Member of the Nomination and Remuneration Committee
3. Mr. SUKSAN FUANGRIT Audit Committee/Independent Director//Corporate Governance Committee and Sustainability/Risk Management Committee

As the Company provided the opportunity for shareholders to nominate persons to be elected as the Company's directors in advance of the Annual General Meeting of Shareholders for the year 2023, it turned out that no shareholders nominated any person for election. Being a director of the company

The Nomination and Remuneration Committee has considered and opined that the retiring directors is a person with knowledge is a background of expertise from a variety of professions Have qualifications suitable for the business of the company. In addition, the performance of the duties of the Company's directors, all 3 persons, had performed their duties well as Company Directors. and those who are independent directors can express their opinions independently and for the benefit of the Company. Independent directors who have been in office for more than 9 years are fully qualified in accordance with relevant criteria. According to the Company's definition of independent directors which is equal to the requirements of the Capital Market Supervisory Board. Do not have any prohibited characteristics according to the relevant laws and regulations of the company. Therefore, it was deemed appropriate to propose the name to the Annual General Meeting of Shareholders to consider and approve the re-election as a director for another term.

**Board of Directors' opinion:**

The Board of Directors, excluding nominated directors, discussed widely and has carefully considered the individual qualifications of the existing directors of the Company careful Agreed with the proposal of the Nomination and Remuneration Committee. by the person nominated in This time has been considered according to the process specified by the company. and have qualifications in accordance with relevant laws and suitable for business operations of the company and the person nominated as an independent director has qualifications in accordance with the laws related to requirements relating to independent directors Therefore, it was deemed appropriate for the shareholders' meeting to consider and approve the election of the Company's directors who retired under all 3 persons are directors for another term. The profile of the person nominated for the position of director replacing the directors who retired by rotation There are details for consideration. According to the 3rd attachment 6

**8.Consideration for the determination the remuneration of company directors for 2023**

**Rationale:** According to Article 32 of the Articles of Association prohibit the payment of money or any other property to the Directors unless it is paid as compensation to the rights and benefits in the usual manner so as a Director of the Company. This shall not include compensation or benefits that employees receive as employee of the company. For year 2022, the Shareholders' General Meeting has set the Director's compensation at the amount not exceeding 2,400,000 Baht and the company has paid the amount of 1,544,000 Baht, by paid to the Board as meeting allowance of Baht 189,000 Baht and the return to the annual amount of 910,000 Baht paid to the Audit Committee as the meeting allowances amounting of 65,000 Baht, and compensation to the Audit Committee and remuneration amount of 380,000.00 Baht.

**Board of Directors' opinion:**

For year 2023, the appropriate compensations to the tasks assigned, upon the evaluation of the performance of the Board, Performance Remuneration approved by the Shareholders' General Meeting and amount of compensation paid in the past year and compared with the practices in the same level, including the authority and responsibility for the Shareholders' General Meeting to approve the Directors' remuneration, at the amount not exceeding Baht 2,400,000.00, excluding Directors' remuneration and benefits received as staff or employee of the company, including authority and responsibility, then proposed to pay for serving as follows.

**1. Directors**

- Meeting allowances (Only for the Directors who attended the meeting).

	<u>Year 2023</u>	<u>Year 2022</u>
Chairman	5,000.-Baht/Time	5,000.- Baht/Time
Director	3,000.-Baht/time	3,000.- Baht/Time

- The annual return paid to all Directors by the Board of Directors to allocate and present to the Board of Directors Meeting for approval.

## 2. Audit Committee

- Meeting allowances

	<u>Year 2023</u>	<u>Year 2022</u>
Chairman	4,000.-Baht/Time	4,000.- Baht/Time
Director	3,000.-Baht/time	3,000.- Baht/Time

## 3. Nomination and Remuneration Committee

- Meeting allowances

	<u>Year 2023</u>	<u>Year 2022</u>
Chairman	2,000.-Baht/Time	-
Director	1,500.-Baht/time	-

## 4. Risk Management Committee

- Meeting allowances

	<u>Year 2023</u>	<u>Year 2022</u>
Chairman	2,000.-Baht/Time	-
Director	1,500.-Baht/time	-

## 5. Corporate Governance and Sustainability Committee

- Meeting allowances

	<u>Year 2023</u>	<u>Year 2022</u>
Chairman	2,000.-Baht/Time	-
Director	1,500.-Baht/time	-

The annual return for Audit Chairman for amount of 110,000 Baht / year and audit of 90,000 Baht / year. This will be used upon the approval from Annual Shareholders' General Meeting and will be applied until further notice of change. However, the amount shall not exceed the limit amount approved by the Shareholders' General Meeting.

There are no other benefits. Since the Annual General Meeting of Shareholders has approved As for the annual remuneration of other sub-committees, it is at the discretion of the Board of Directors as appropriate. And will continue to use until there is a change, whereby the remuneration paid must not exceed the amount approved by the general meeting of shareholders.

## 9. Consideration for the appointment of the Auditors and determination the remuneration of auditors for 2023

**Rationale:** According to the Articles of Association Article 49 and Article 50, the auditor shall not be a Director, officer, employee, or person holding any position in the company. The auditor will be elected every year by the Shareholders' General Meeting. The retired

Auditors will be eligible for re-election. The company's auditors for year 2022 are 1. Ms.Kannika Wipanut, CPA registration No.7305, 2. Mr.Jirote Sirirorote, CPA registration No.5113 ,3. Ms. Nonglak Pattanabundith CPA registration No.4713 ,4. Mrs. Sumana Senivongse , CPA registration No.5897,5. Mr. Komin Linphrachaya CPA registration No.3675,6. Ms.Kojchamon Sunhuan CPA registration No.11536,7. Mr. Worapol Wiriyakulapong CPA registration

No.11181,8. Mr. Pojana Asavasontichai CPA registration No.4891, 9. Mr. Wichian Proongpanish CPA registration 5851 of Karin Audit Company Limited.

The Audit Committee has reviewed and propose the appointment of Karin Audit Company Limited to be the company's auditors for the year 2023 as follows

- |                                |                           |
|--------------------------------|---------------------------|
| 1. Ms.Kannika Wipanurat,       | CPA registration No.7305  |
| 2. Mr.Jirote Sirirorote,       | CPA registration No.5113  |
| 3. Ms. Nonglak Pattanabundith, | CPA registration No.4713  |
| 4. Mrs. Sumana Senivongse ,    | CPA registration No.5897  |
| 5. Mr. Komin Linphrachaya      | CPA registration No.3675  |
| 6. Ms.Kojchamon Sunhuan        | CPA registration No.11536 |
| 7. Mr. Worapol Wiriyaikulapong | CPA registration No.11181 |
| 8. Mr. Pojana Asavasontichai   | CPA registration No.4891  |
| 9. Mr. Wichian Proongpanish    | CPA registration 5851     |

Description	Year 2023 (Baht)	Year 2022 (Baht)
1. The unaudited quarterly financial statements as 1,2,3	535,500.00	535,500.00
2. Annual finance audit fee	501,000.00	501,000.00
3. The unaudited quarterly financial statements of associates as 1,2,3	30,000.00	30,000.00
4. Annual finance audit fee of associates	20,000.00	20,000.00
<b>Total</b>	<b>1,086,500.00</b>	<b>1,086,500.00</b>
5. Other fees	15,000.00/ปี	15,000.00/ปี

**Board of Directors' opinion:**

The Board of Directors approved by the Audit Committee considered and proposed by the Shareholders' General Meeting appointed Ms.Kannika Wipanurat, CPA registration No.7305 and/or 2.Mr.Jirote Sirirorote,CPA registration No.5113 and/or 3. Ms. Nonglak Pattanabundith, CPA registration No.4713 and/or 4. Mrs. Sumana Senivongse , CPA registration No.5897 and/or 5.Mr. Komin Linphrachaya CPA registration No.3675 and/or 6. Ms.Kojchamon Sunhuan CPA registration No.11536 and/or 7. Mr. Worapol Wiriyaikulapong CPA registration No.11181 and/or 8. Mr. Pojana Asavasontichai CPA registration No.4891 and/or 9. Mr. Wichian Proongpanish CPA registration 5851 of Karin Audit Company Limited or other certified public accountants assigned by Karin Audit Company Limited to be the Company's auditors for the accounting period of 2022 and the auditing fee is 1,086,500.- Baht and Other fees pay no more than 15,000 Baht.

which considering in accordance with the company's regulations and the Securities and Exchange Commission. It is considered to be appropriate amount considering from an independent standard of work, performance, comparing to the amount of work and rates of the auditors of companies listed on the same level.

The nominated auditors have no relationship or interest in the Company / subsidiaries / executives / major Shareholders, or a person related to such person in any way. And its only subsidiaries which is New Plus Knitting Public Company Limited (PCL) has no joint venture with other auditors of the Company which has accounting firm not affiliated with the company.



**10. Consider other matters (if any).**

All Shareholders are cordially invited to attend at the meeting the time and venue mentioned above. The Shareholders can register to attend the meeting from 12:00 hrs. to 14:00 hrs.

For your convenience, if the shareholder cannot attend the meeting in person and delegate other persons to attend on their behalf please complete and sign the proxy form enclosed with this or you can download this form from [www.newcity.co.th](http://www.newcity.co.th). It is available in 3 versions, in case the shareholder is a foreign investor and has appointed a custodian (Custodian) as custodian of shares in the proxy to use either Form A or Form B or Form C. Other than that, only Proxy Form A and B will be used. If you wish to appoint the independent Directors and an audit committee which the company named as proxies of Shareholders, the information can be viewed in Attachment 5.

The company would like your cooperation by sending the proxy form to the Company at least one day prior to the meeting date so that the company can inspect the evidence in advance. Then the Company will complete the registration with Barcode system. Therefore, to facilitate registration, the Shareholders and proxies to attend the meeting, please bring along the registration form (as presented in Attachment 2) to the meeting and signed for the right to attend the meeting.

By order of the Board of Directors



(Ms. Sameang Chantrima).

Secretary

**New City (Bangkok) Public Company Limited**  
**Minutes of the Shareholders' General Meeting No. 54.**  
**On April 26, 2022**

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Meeting held on 26 April 2022 at 14:00 hrs, Chaopraya 1 Room , Montien Riverside Hotel, 372 Rama 3 Road,Bangklo , Bangkok.

The participants

Board of Directors at the meeting of 9 members (representing 100 percent) as follows.

- |                                |  |
|--------------------------------|--|
| 1. Mr. Boonpakorn Chokvathana  | President and Chairman   |
| 2. Mr. Pipope Chokvathana      | Managing Director  |
| 3. Mrs. Chamnean Chokvathana   | Vice President and Director  |
| 4. Ms. Vorawan Chokvathana     | Director (CFO)   |
| 5. Mr. Piratchai Pragopsub     | Director and Chairman of Audit Committee                             |
| 6. Mr. Suksan Fuengrit         | Director and Audit   |
| 7. Mr. Kaweepong Hirunkasi     | Director and Audit   |
| 8. Ms.Sameang Chantrima        | Secretary Director, Secretary to Audit Committee and Finance Manager |
| 9. Mrs.Patcharin Trikulkitipan | Director   |

Company Secretary who attended the meeting was Mr. Adul Srimadeei.

Auditor who attended the meeting was Ms.Kojchamon Sunhuan and Ms.Prussanee Wongngam  
Supervisor from Karintr Audit Co., Ltd. and witnesses the vote count in this meeting.

The meeting started at 14:00 hrs.

Mr. Adul Srimadee, the Secretary reported the time at 14:00 hrs. with a quorum of Shareholders and proxies attending the Shareholders' General Meeting No. 54 of New City (Bangkok) Public Company Limited , out of 25 of the 35 total number of shares totaling 12,410,524 shares, representing 83.01 percent of the total issued and paid a quorum(Company's issued and paid-up shares 14,951,000 shares) In accordance with Clause 36 requires that there must be Shareholders and proxies from the Shareholders (if any) of not less than twenty-five ( 25 ) or not less than one-half ( 1 /2) of a number of Shareholders and whose shares in total not less than 1 in 3 of the shares sold. We herewith invite that President,Mr. Boonpakorn Chokvathana served as Chairman to open the meeting.

Mr. Boonpakorn Chokvathana Chairman of the Company, acting Chairman for this meeting has open the Shareholders' General Meeting No. 54, by greeting all Shareholders on behalf of the Board of Directors of New City ( Bangkok) Public Company and thanking all for attending this meeting. Then handed over to Mr. Pipope Chokvathana, the Managing Director who then chair the meeting forward.

Before the meeting in accordance with agenda, Mr. Pipope Chokvathana introduced all Directors who attended at the meeting and also Company Auditor and Company Secretary and informed the meeting that the company has given the opportunity for Shareholders to propose agenda items and / or to nominate persons to be elected as a Director since December 1, 2021 to December 30, 2021. It appears that none of Shareholders proposes agenda items and / or nominates any person to be elected as Directors.

The way to conclude this in a meeting held under the regulations of Article 43 is to be counted as one share one vote to make sound decisions. The Shareholders can vote to agree, to disagree or abstain in the vote. On each agenda item, the counting will be carried out only on Shareholders voting disagree and / or abstain and/or Voided Ballot only. Then voters will be deducted from the total number of votes at the meeting. The rest will be the votes to approve the agenda. In case of a shareholder proxy to attend the meeting and vote according to the wishes of the Shareholders in advance. This vote has already been recorded in advance.

In case that the shareholder came to register for attending the meeting at the time after the meeting has started, Shareholders are entitled to vote on the agenda that have not yet started. The company will count the votes of the Shareholders attending the meeting, the quorum in the session to vote to be recorded in the minutes of meeting. Then the Company will notify Shareholders in the event of additional Shareholders and / or proxies to attend the meeting only.

To ensure that the voting is going smoothly and transparently, we will count the votes by using Barcode, system, which Shareholders will see the results for each item on the screen simultaneously as per classified cases as follows.

1. Any agenda , except the agenda of election of director,in case of disapproval or abstention vote,the shareholders/proxies have to raise their ballot paper,the company officers will count the votes including distribute the voting card,please fill in the voting card with signature,and return promptly to the officer..
2. The election of director agenda ,please specify opinion to elect director individually with signature. In case of disapproval or abstention vote in the election of director, the shareholders/proxies have to raise their ballot paper. The company officers will count the votes.The officers collect voting card from all shareholders and proxies at the end

Voting

Agenda No. 1, 3,4,5,7 must be approved by a majority vote of the shareholders who attend the meeting and vote. Without counting those who abstained as a base for counting votes

Agenda 2 is an agenda for acknowledgment. No votes were made.

Agenda No. 6 must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. In which those who abstained will be counted as a base for counting votes

Directors as shareholders Requesting the right to vote to approve the proposal Board of Directors for every agenda, In the event that a shareholder appoints a director Shall be as specified by the shareholder in the proxy form If any shareholder has questions Please raise your hand and ask questions in that agenda. For the hygiene of participants The questions will be written on the paper provided. And sent to the company personnel to send to the company secretary to read the questions

(Before Agenda 1, there was one additional participant)

**Agenda 1 Endorse the 53<sup>rd</sup> General Shareholders' Meeting's report held on April 27, 2021.**

Mr. Pipope Chokvathana, Managing Director explained to the meeting that the company sent a copy of the minutes of Annual Shareholders' General Meeting No. 53 for the year 2021 on April 27, 2021 and submitted to the Stock Exchange of Thailand and published on its website [www.newcity.co.th](http://www.newcity.co.th) within 14 days after the Annual Shareholders' General Meeting. Then submitted to the Department of Business Development, Ministry of Commerce within the time prescribed by law and send a copy of the said minutes to the Shareholders together with the notice of meeting. The minutes were approved by the Board of Directors that is recorded accurately.

No shareholder raised any questionI would like to propose the agenda items for endorsements as follows.

- The Meeting review and unanimously approved the minutes of the 53<sup>rd</sup> Annual Shareholders' General Meeting held on April 3, 2021 with the following vote.

<b>Vote</b>	<b>Persons</b>	<b>Votes</b>	<b>Voice vote, the relative% of the shares at the meeting</b>
Agree	34	12,402,403	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

**Agenda 2 Acknowledge the Company's board of director's report for 2021**

Mr.Pipope Chokewattana informed the meeting that Report of the Board of Directors and the results of operations of the Company for the year 2021, Informed that the details are in the 56-1 one report on pages 24 onward and further clarified the summary of operating results for shareholders to acknowledge as follows:

In 2021, trade slowed, continuing from the year 2020 in the prevalence of epidemics. Of the corona virus (COVID-19), the number of infected people in Thailand has increased in the year. Sales in department stores have been temporarily suspended from July 20, 2021 until August 2, 2021. The company has complied with government measures and work from home guidelines. There was a sale of equity securities resulting in a profit from the sale of securities in the amount of 4.69 million baht. The company has changed the document sales system since December 1, 2021 has prepared electronic tax invoices (e-Tax Invoice & e-Receipt) to promote and support government policies to reduce the use of paper documents that affect global warming. Reduce costs, expenses and administration of the public and private sectors. and partners by electronic means

The operating results in the year 64 had a loss for the financial statements showing investments under the equity method of 23.25 million baht, a decrease from the year 63 by 12.74 million baht or 35.40 %. The separate financial statements had a loss of 25.53 million baht. baht, decreased from the year 63 by 10.34 million baht, compared to 28.83%. There are important changes as follows.

Sales Revenue: For the year 2021, products with a 14.28% decrease in sales from textiles, a 28.26% decrease in cosmetics, an increase in soap and powder by 51.90%, a decrease in fabrics 19.52. %

administrative expenses

In 2021, administrative expenses amounted to 29.47 million baht, a decrease of 3.26 million baht from the year 2020, equivalent to 9.96%.

selling expenses (distribution cost)

In 2021, selling expenses amounted to 109.89 million baht, a decrease of 14.27 million baht from year 63, compared to 11.49% due to expenses related to department store salespeople. and reduced employee travel expenses from complying with the government's announcement regarding the temporary closure of sales locations at department stores From July 20, 2021 until August 2, 2021 and guidelines for operating within the accommodation (Work from home) and the company has measures to reduce various unnecessary expenses.

financial cost

In 2021, the Company had overdrafts and short-term loans from financial institutions of 240.97 million baht, a decrease of 41.06 million baht from the year 2020, equivalent to 14.56%, divided into overdrafts (OD) of 5.97 million baht at interest rates. 6.87-7.75% per year Compared to the year 2020, the amount decreased by 1.06 million baht, compared to 15.08%, and short-term loans from financial institutions amounted to 235 million baht at an interest rate of 1.20-2.23% per year, compared to the year 63, decreased by 40 million baht, compared to 14.55. %

loss for the year

Year 2021 in the financial statements in which the equity method is applied There was a loss of 23.25 million baht compared to the year 63, a decrease of 12.74 million baht, compared to 35.40 percent and the separate financial statements. There was a loss of 25.53 million baht when compared to the year 63, a decrease of 10.34 million baht, compared to 28.83%. The reason was from the record of recognition of tax revenue according to the TAS12 income tax base in the Deferred Tax Asset (DTA) as Income tax differences that are reversed on taxable income

Anti-corruption,The company is a part of the business. The Company has policies and practices to prevent the Company and its stakeholders from being involved in corruption. The company has always followed and followed. This is a guide for directors, executives, employees, and staff. The information is disclosed in the annual report. And on the company's website.

Although the company has not yet participated in the CAC's anti-corruption declaration, it does not mean that we ignore it or ignore it. The company pledged not to support and counter the corruption of all forms

Mr. Pipope Chokvathana has given the opportunity to Shareholders to ask question

No shareholder raised any question

(Before Agenda 3, there was one additional participant)

**Agenda 3 Consideration and approval of the financial statements ended December 31, 2021**

Mr. Pipope Chokvathana, Managing Director requested the meeting to review the financial statements which comprises the balance sheet, income statement, statement of changes in Shareholders' General Meeting' equity,

Statement of Cash Flows and notes to the financial statements as of December 31, 2021 as well as the report of the auditor which have been prepared in accordance with accounting principles generally accepted audited and certified by the auditors. The reports have been approved by the Audit Committee and Board of Directors. Details are contained in the 56-1 One Report 2021 which the company has submitted to the Shareholders' General Meeting for review together with the notice of meeting. Details can be summarized as follows.

List	(Unit: Baht)	
	Financial statements using the equity method	Company financial statements
Total Assets	867,670,305	881,562,618
Total liabilities	411,601,182	411,601,182
Shareholders' General Meeting' Equity	456,069,123	469,961,436
Total Revenue	402,535,209	402,845,812
Net Profit	-23,245,995	-25,532,885
Earnings per share (Baht)	-1.55	-1.71

Then Mr. Pipope Chokvathana has given the opportunity to Shareholders to raise question.

6. No shareholder raised any question

The Meeting considered and unanimously endorsed the consolidated financial statements as of December 31, 2021 as presented with a unanimous vote of the total votes of the Shareholders present at the meeting and entitled to vote.

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	35	12,410,524	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

**Agenda 4 Consideration and approval the omission of the allocation of profit and the omission of dividend payment for operational results of the year 2021**

Mr. Pipope Chokvathana, Managing Director informed the meeting that in 2021, the company has a loss of performance. For the company financial statements amounting to 25,532,885 baht according to the company policy Pay dividends from retained earnings. By considering the payment criteria not to exceed 50% of the net profit in the year and financial status. In addition, Article 58 of the Company's Articles of Association stipulates that the Company is required to allocate at least one-twentieth (1/20) of the annual net profit minus the accumulated loss carried forward until the reserve reaches one tenth. (1/10) of the Company's registered capital. In 2017, the Company has allocated the said reserve in the amount of 14,951,000 baht.

It is deemed appropriate to propose to the shareholders' meeting to approve the suspension of the allocation of profits And no dividend payment Due to the operating loss It is in accordance with the policy of the company. And has allocated the reserve according to the law is complete.

After that Mr. Pipope Chokvathana then gave opportunity to attendants to ask question.

-no questions rose from Shareholders

The Meeting considered and unanimously approved the allocation of profits and dividends by following vote

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	35	12,410,524	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

**Agenda 5 Electing Directors replacing the retiring by rotation Director**

Mr. Pipope Chokvathana, Managing Director informed the meeting that the Directors which have been registered with the Ministry of Commerce now has a total of 9 persons, and as per Article 21 requires that at the Annual General Meeting, one-third of the members need to be retired. If the number of the members cannot be divided into three parts, the nearest number to one-third will be used, and the retired Directors may re-elected. Therefore, in the Shareholders' General Meeting' General Meeting No. 53 the Directors to retire by rotation are 3 persons as follows.

1. Mr. Boonpakorn Chokvathana Chairman
2. Miss. Sameang Chantrima Director
3. Mr. Kaweepong Hirankasi Independent Director /Audit Committee

The company has given the Shareholders to propose the candidates to be elected as Directors. It appears that none of the shareholder proposed any candidates to be elected as Directors.

The Board of Directors, excluding the nominated directors, discussed widely and has carefully considered the individual qualifications of the existing directors of the Company. be careful seen as a person with knowledge and abilities A person with a background of expertise from a variety of professions. Qualifications suitable for the company's business as well as considering the performance of the Company's directors,

directors All 3 of them have performed their duties as directors of the Company very well. Those who are independent directors perform their duties as directors Freedom is very good and beneficial to the company. Including those who are nominated to be independent directors will be able to give opinions independently and in accordance with the relevant rules The independent directors who have served for more than 9 years are fully qualified Comply with the relevant criteria by qualifications of independent directors According to the definition of independent directors of the company, which is equal to the requirements of the Capital Market Supervisory Board Does not have any prohibited characteristics according to the relevant laws, announcements and articles of association of the company should be proposed to the general meeting of shareholders To elect 3 directors who retired by rotation to be directors for another term One, however, the profile of the person nominated for the position of director in place of the director who retires by rotation has details for consideration according to the attachment No. 3

In addition, the Company has determined that the law prohibits the Board of Directors of the Company to be Directors of the other companies in the similar type the businesses and consider to be in competition with the company unless they have informed to the Meeting of shareholder beforehand. Therefore, before election of Directors as per proposed above, and vote on the election of Directors. Some Directors who are proposed for re-election as a Director are the Directors of other companies in the same business operations and competitive business to the company as follows.

1. Mr. Boonpakorn Chokvathana

The Board of Directors proposed that Shareholders' General Meeting elect the following individual persons to be Directors as follows.

- 5.1 Mr. Boonpakorn Chokvathana  
-The meeting voted unanimously, with a vote.

<b>Votes</b>	<b>Persons</b>	<b>Number of Votes</b>	<b>Relative% of the shares at the meeting</b>
Agree	35	12,410,524	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

- 5.2 Miss. Sameang Chantrima  
- The meeting voted unanimously, with a vote..

<b>Votes</b>	<b>Persons</b>	<b>Number of Votes</b>	<b>Relative% of the shares at the meeting</b>
Agree	35	12,410,524	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

- 5.3 Mr. Kaweepong Hirankasi  
-The meeting voted majority, with a vote.

<b>Votes</b>	<b>Persons</b>	<b>Number of Votes</b>	<b>Relative% of the shares at the meeting</b>
Agree	34	12,410,523	99.999992%
Not Agree	1	1	0.000008%
No Vote	0	0	0%
Voided Ballot	0	0	0%

The Managing Director then thanked all the attendees who voted unanimously for this agenda. He then asked the authorities to keep the ballots from all attendees.

The Board of Directors for the year 2022 with a total of 9 members as follows.

1. Mr. Boonpakorn Chokvathana
2. Mrs. Chamnean Chokvathana
3. Mr. Pipope Chokvathana
4. Ms. Vorawan Chokvathana
5. Ms. Sameang Chantrima
6. Mrs. Patcharin Trikulkitpan.
7. Mr. Piratchai Pragobsub
8. Mr. Suksan Fuengrit
9. Mr. Kaweepong Hirunkasi

The company has a number of Independent Directors as 1 in 3 is member of the Audit Committee as follows.

- |                            |  |
|----------------------------|--|
| 1. Mr. Piratchai Prakobsub | Chairman of the audit Committee/<br>Independent Director |
| 2. Mr. Sooksan Fuengrit    | Auditor/ Independent Director                            |
| 3. Mr. Kaweepong Hirunkasi | Auditor/ Independent Director                            |

#### **Agenda 6 Consideration of director's remuneration for 2022**

Mr. Piratchai Prakobsub Chairman of the Audit Committee informed the meeting that as per Article 32 of the company's policy prohibits the Company to pay money or any other property to the Directors, except to pay as compensation rights and benefits otherwise normal vision as a Director of the Company. This shall not include compensation or benefits received as staff or employee of the Company. In 2021 the Shareholders' General Meeting has set the Remuneration of Directors Amount not exceeding 2,400,000 Baht and the Company has paid an amount of 1,532,000.00 Baht, these included as meeting allowance of Baht 160,000 Baht. The annual remuneration in the amount of 930,000 Baht paid to the Audit Committee, amounting 62,000 Baht for meeting allowances and amounting 380,000 Baht for annual compensation which the company has reported the amount paid to the Board of Directors, the Audit Committee in the Annual Report under the Remuneration of Directors item.

The Director's compensation amount for year 2022 is appropriate to the tasks assigned. These are based on the evaluation of the performance of the Board 's performance, the remuneration amount approved by the Shareholders' General Meeting, the amount of compensation paid in the past and compare it to other company who are doing the same type of business , including the authority and responsibility for the Meeting of Shareholders' General Meeting to approve the Directors' remuneration not exceeding 2,400,000 Baht per annum, this shall not include compensation or benefits received for being staff or employees of the company and offer the pay as per following.

1. For carry out duties as Directors, the payments will be as follows.
 

Meeting Allowances (Only the Directors who attended the meeting, Chairman 5,000 Baht / meeting and Directors at 3,000 Baht / time starting from the Shareholders' General Meeting until further notice.

Annual compensation fee will be paid to all Directors by the Remuneration Committee to set the allocation, and then propose to Board of Directors for approval.
2. To carry out duties as auditors, the payments will be as follows.

Meeting Allowance (only for auditors who attended the meeting), Chairman 4,000 Baht / meeting and Directors at 3,000 Baht / time, starting the Shareholders' General Meeting' General Meeting until further notice.

Annual compensation for Chairman of the audit committee at the amount of 110,000 Baht / year, and for the auditors at the amount of 90,000 Baht / year. This will be applied from the approval of Annual General Shareholders' General Meeting until further notice. However, the remuneration payable shall not exceed the amount approved by the Shareholders' General Meeting.

Then Mr. Pipope Chokvathana gave the opportunity for Shareholders' General Meeting to ask question, but no questions rose from Shareholders. He asked the meeting to approve the agenda.

- The Meeting review and unanimously approved by the Director's Compensation as per follows.

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	35	12,410,524	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

#### **Agenda 7 Appoint an auditor and determine the auditor's fee for 2022**

Mr. Piratchai Prakobsub Chairman of the Audit Committee informed the meeting that referring to Article 49 and Article 50, the auditor shall not be a Director, officer, employee, or person holding any position in the company. The auditors will be elected every year at the Shareholders' General to replace the retiring auditor. However, the retiring auditors may be appointed as auditor again. The company's auditors for year 2021 are Ms.Kannika Wipanurat, CPA registration No.7305 and/or Mr.Jirote Sirirorote, CPA registration No.5113 and/or Ms. Nonglak Pattanabundith, CPA registration No.4713 and/or Mrs. Sumana Senivongse , CPA registration No.5897 and/or Mr. Komin Linphrachaya CPA registration No.3675 and/or Mr. Mongkon Laoworapong CPA registration No.4722 and/or Ms.Kojchamon Sunhuan CPA registration No.11536 of Karin Audit Company Limited.

The Audit Committee has reviewed and propose the appointment of Karin Audit Company Limited to be the company's auditors for the year 2022 as follows

1. Ms.Kannika Wipanurat, CPA registration No.7305 and/or
2. Mr.Jirote Sirirorote, CPA registration No.5113 and/or
3. Ms. Nonglak Pattanabundith, CPA registration No.4713 and/or
4. Mrs. Sumana Senivongse , CPA registration No.5897 and/or
5. Mr. Komin Linphrachaya CPA registration No.3675 and/or
6. Ms.Kojchamon Sunhuan CPA registration No.11536 and/or
7. Mr. Worapol Wiriyakulapong CPA registration No.11181 and/or
8. Mr. Pojana Asavasontichai CPA registration No.4891 and/or
9. Mr. Wichian Proongpanish CPA registration 5851

The above proposal has been considered from the independence and performance the good work standard and qualified under the Articles of Association and the Securities and Exchange Commission. Besides, it is reviewed and compared with the work amount and audit fee from other companies who are in the same business level. The company agreed to set the compensation fee for auditors as follows.

Description	Year 2022 (Baht)	Year 2021 (Baht)
The unaudited quarterly financial statements as 1,2,3	535,500.00	543,000.00
Annual finance audit fee	501,000.00	503,500.00
The unaudited quarterly financial statements of associates as 1,2,3	30,000.00	30,000.00
Annual finance audit fee of associates	20,000.00	20,000.00
<b>Total</b>	<b>1,086,500.00</b>	<b>1,096,500.00</b>
Other fees	15,000.00/year	15,000.00/year

The auditors nominated above has no relationship nor conflict of interest with the Company / executives / major Shareholders or a person related to such person in any way, and the Company has no subsidiaries the Company



which are New Plus Knitting Public Company Limited but using other auditors from other firm which is not affiliated with the Company.

Then Mr. Pipope Chokvathana gave opportunity the Shareholders to raise question.

No question by the Shareholders, Mr. Pipope then requested the meeting the review and approve the item.

- The Meeting considered and unanimously approved the appointment of the auditors as per following details.

<b>Votes</b>	<b>Persons</b>	<b>Number of Votes</b>	<b>Relative% of the shares at the meeting</b>
Agree	35	12,410,524	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

**Agenda 8      Other matters (if any)**

Mr. Pipope Chokvathana, Managing Director has given opportunity for Shareholders to ask questions.

No shareholder raised any question, so the Chairman Mr. Boonpakorn Chokvathana has given speech to close the meeting by thanking all attendees who attended the meeting.

The meeting adjourned at 14:40 hrs.

\_\_\_\_\_ Boonpakorn Chokvathana \_\_\_\_\_

(Mr. Boonpakorn Chokvathana).

Chairman

**Attachment 3****History of individuals who have been nominated to serve as Directors to replace those retiring Directors**

Name-Surname: Mrs. Chumnian Chokvathana  
 Age: 73 years  
 Nationality: Thai  
 Education: Diploma from London in 1969  
 Director Training: Certificate of Director Accreditation Program (DAP).  
 Position in Company: Vice Chairman and Director  
 Number of years as Director: 49 years (appointed as Director since 1974)

**Experience**

Registered Company		other (Non-company registered)	Positions in rival companies / Relating to the Company's business		
Number	Type of Director/Executive				
2	1974 - present	- Deputy Chairman New City (Bangkok) Public Co.,Ltd.	5	1988 - present	Chairman of the Board New Plus Industry Co.,Ltd. – Manufacturer of stockings and socks.
	1989 - present	- Chairman of the board New Plus Knitting Public Co., Ltd.			

Shareholding in the Company (Self / spouse / minor children)

66,553 shares = 0.45%

Meeting attendance for year 2022

-2019 Annual Shareholders' General  
Meeting

Attended 1/1 time

-Board of Directors Meeting

Attended 6/6 times

Type of nomination Director

Company Director which have been reviewed by the Nomination  
Committee and Remunerations Committee.

Qualification

No record of committing criminal offenses against property committed  
by fraud.

## History of individuals who have been nominated to serve as Directors to replace those retiring Directors



Name-Surname: Mr. Piratchai Pragobsub

Age: 71 years

Nationality: Thai

Education: Bachelor of Accounting - Honors (Thammasat University)  
Bachelor of Law (Thammasat University)  
Master of Business Administration (Kasetsart University)

Director Training: -

Position in Company: Independent Director and Chairman to the Audit Committee

Number of years as Director: 2 year (appointed as Director since 2018) Total duration of the position to complete the term Proposed this time for 5 years

### Experience

Registered Company		other (Non-company registered)	Positions in rival companies / Relating to the Company's business	
Number	Type of Director/Executive			
1	2018 - present - Independent Director and Audit Committee New City (Bangkok) Public Co., Ltd.	None	N/A	N/A

Shareholding in the Company (Self / spouse / minor children)

-None-

Meeting attendance for year 2022

-2019 Annual Shareholders' General Meeting

Attended 1/1 time

-Board of Directors Meeting

Attended 5/5 times

-Audit Committee Meeting

Attended 6/6 times

Type of nomination Director

Company Director which have been reviewed by the Nomination Committee and Remunerations Committee.

Qualification

No record of committing criminal offenses against property committed by fraud.

<b>Presence / absence of the equity in the following manner to the firm / company / subsidiary / associated companies / major Shareholders or controlling person of the company in the past 2 years</b>	
-Is / is not a Director who involved in the administration of employee or advisor who receives a regular salary.	Is Not
-Is / is not a professional service provider (e.g. auditors, legal counsel).	Is Not
-Presence / absence of a significant business relationship which may not be able to perform the duties freely (i.e. buy / sell goods / products / services /lending or borrowing money).	Absence
-Is / is not a close relative to the managers or major Shareholders of the company / subsidiaries	Is Not
- Is / is not a Director who is appointed as a representative of the company's Director, major Shareholders, or Shareholders who is related to the major Shareholders of the company.	Is Not

### History of individuals who have been nominated to serve as Directors to replace those retiring Directors



Name-Surname: Mr. Sooksan Fuengrit

Age: 73 years

Nationality: Thai

Education: Bachelor's degree in Commerce and Accounting – Thammasart University

Director Training: Director Accreditation Program (DAP)

Position in Company: Independent Director and Audit Committee

Number of years as Director: 20 years (appointed as Director since 2003) Total duration of the position to complete the term Proposed this time for 20 years

#### Experience

Registered Company		other (Non-company registered)	Positions in rival companies / Relating to the Company's business	
Number	Type of Director/Executive			
1	2003 - present - Independent Director and Audit Committee New City (Bangkok) Public Co., Ltd.	4	N/A	N/A

Shareholding in the Company (Self / spouse / minor children)

-None-

Meeting attendance for year 2022

-2022 Annual Shareholders' General Meeting

Attended 1/1 time

- Board of Directors Meeting

Attended 6/6 times

- Audit Committee Meeting

Attended 5/5 times

Type of nomination Director

Company Director which have been reviewed by the Nomination Committee and Remunerations Committee.

Qualification

No record of committing criminal offenses against property committed by fraud.

<b>Presence / absence of the equity in the following manner to the firm / company / subsidiary / associated companies / major Shareholders or controlling person of the company in the past 2 years</b>	
Is / is not a Director who involved in the administration of employee or advisor who receives a regular salary.	Is Not
Is / is not a professional service provider (e.g. auditors, legal counsel).	Is Not
Presence / absence of a significant business relationship which may not be able to perform the duties freely (i.e. buy / sell goods / products / services /lending or borrowing money).	Absence
Is / is not a close relative to the managers or major Shareholders of the company / subsidiaries	Is Not
Is / is not a Director who is appointed as a representative of the company's Director, major Shareholders, or Shareholder who is related to the major Shareholders of the company.	Is Not

The definition of "Independent Director" means a person who is fully qualified and independence in accordance with the requirements by the SET and the SEC. Qualifications of the independent Directors as required by the Capital Market Supervisory Board are as follows.

1. Holding shares not more than one percent of the total shares with total voting rights of the Company, its subsidiaries, affiliates or entities that may be conflicts of interest, including the shares held by related persons of the independent Director as well.
2. Not or was a Director, executive involvement, employee, staff, advisor who receives regular salary or controlling person of the Company, its subsidiaries, affiliates subsidiaries, or other entities that may have a conflict unless it is clear from the manner for not less than two years before the date of appointment as an independent Director.
3. Not or was a person who is related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of the children of executives, major who has control authority or persons to be nominated as executive or controlling person of the Company or its subsidiaries.
4. Not having or had a business relationship with the Company, its subsidiaries, affiliates or entities may have a conflict in a manner that may obstruct the independent judgment of their own, including not being or having been a major shareholder/ Directors who is non-independent Director or executive of those who have a business relationship with the Company, its subsidiaries, affiliates or entities may have a conflict. Unless it is clear from that manner for not less than two years before the date of appointment as independent Directors. Under the business relationship, including making commercial transactions done is usually to operate the rental or lease of real estate property transactions relating to assets or services or to make or receive financial assistance through receiving or loan guarantees for the assets as collateral as well and other similar circumstances which resulted in the applicant or party is in debt and has to pay the debt for other party from three percent of net tangible assets of the applicant or twenty million Baht or more , whichever is the lower . Calculation of such indebtedness according to the method of calculating the value of the transaction under the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions mutatis mutandis, but in consideration, such indebtedness shall include indebtedness incurred during the year before the business relationship with the same person.
5. Is not or was an auditor of the Company, its subsidiaries, affiliates or entities that may be controversial and a major shareholder, non-independent Director, executive or managing partner of the audit firm which employs auditors of the Company, its subsidiaries or affiliated entities that may have a conflict. Unless it is clear from the manner for not less than two years before the date of appointment as an independent Director.
6. Is not or was not been a provider of any professional, including serving as legal counsel or financial advisor which received the services fee for more than two million Baht per year from its parent company, subsidiaries, associated companies or entities that may have conflicts of interest, in cases where the professional service provider is an entity that includes a major shareholder, non-independent Director, executive or managing partner of professional service providers. Unless it is clear for such manager of not less than two years before the date of appointment as Independent Director.

7. Is not or was a Director who is appointed as a representative of the company's major Shareholders or Shareholders who are related to the Company's major.
8. No other characteristics that make it impossible to comment freely about the operations of the company, subsequently appointed as independent Director with the conditions under paragraph 1 to 8, the independent Director may receive delegation from the Board of Directors to decide on the operation of the Company, its subsidiaries and subsidiary in the same order or entities that may conflict with the decision in the format of the panel (collective decision).



**Information about the Directors and the Audit Committee of the Company who were nominated to be proxies of Shareholders**

1. Name-Surname: Mr.Piratchai Pragobsub

Directory Category: Independent Director and Audit Committee Chairman

Age: 71 years

Nationality: Thai

Address: 63/88\_Village No.13 Sana Ni Kom 1 Road, Lat Phrao Sub-district,  
Lat Phrao District, Bangkok

The agenda for all special stakeholders: There is special interest that is different from other directors in agenda 7 There is no special interest that is different from other directors in every agenda

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2. Name-Surname: Mr. Sooksan Fuengrit

Directory Category: Independent Director and Audit Committee

Age: 73 years

Nationality: Thai

Address: 1346 Moo 1, Srinakarin Road, Samutprakarn 10270

The agenda for all special stakeholders: There is special interest that is different from other directors in agenda 7 There is no special interest that is different from other directors in every agenda

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**New City (Bangkok) Public Co., Ltd.****Articles of Association relating to the Shareholders' General Meeting****The Shareholders' General Meeting**

**Article 33** Committee must arrange an Annual Shareholders' General Meeting within four (4) months after each financial year end of the Company.

Other Shareholders' General Meeting apart from the above meeting shall be called extraordinary meeting.

The Board may call an extraordinary Shareholders' General Meeting at any time, mostly as appropriate.

Shareholders' General Meeting include the number of total shares not less than one/fifth (1 /5) of the number of shares sold or Shareholders not less than twenty-five ( 25) persons holding shares amounting to not less than one- tenth (1 /10) of all of the shares sold. The Shareholders may gather the names and request in writing to the Board of Directors to call a meeting of Shareholders' General Meeting extraordinary meetings at any time but must state the reason for the request to call a meeting to make clear in the invitation as well. In such cases, the Board will hold a shareholder meeting within one (1) month from the date of receipt of the letter from the Shareholders.

**Article 34** In call for a Shareholders' General Meeting, the Board shall prepare a notice of the meeting specifying the venue, date, time, agenda and matters to be proposed at the meeting, together with appropriate details by clearly stating the topic information, for approval or for consideration as well as the opinion of the Committee on the matter, then distributed to the Shareholders and the Registrar not less than seven (7) days before the meeting date. Notice of the meeting shall be advertised in a newspaper for three (3) days and not less than three (3) days prior to the meeting.

The meeting venue in the first paragraph shall be in the area where the headquarters of the company or branch office or any other place as the Board may require.

**Article 35** Committee must send the documents required by law to Shareholders together with the notice of Annual General Meeting

**Article 36** In a Shareholders' General Meeting, must have Shareholders and proxies from the Shareholders (if any) at least twenty-five (25), or not less than one-half (1/2) of the number of Shareholders and whose shares in aggregate not less than one -third (1 /3) of the shares sold be constitute a quorum, unless otherwise, required by law in any particular case.

**Article 37** At any shareholder's meeting, upon the lapse of one (1) hour of the meeting time started, and the attendants was not sufficient for a quorum as defined in Article 36, provided that the Shareholders' General Meeting was summoned because of the Shareholders' General Meeting. If the meeting was called by the Shareholders' request, the meeting will be reconvened and the notice of the meeting shall be sent to Shareholders not less than seven (7) days before the meeting date. In the meeting, a quorum is not required.

**Article 38** President will act as Chairman the of the Shareholders' General Meeting. In the event that the President is not able to attend the meeting, the Vice President (if any) shall preside. If the Vice President cannot attend the meeting, the attending Shareholders shall elect one of the attendants to be a Chairman for this meeting.

**Article 39** Chairman of the Shareholders' General Meeting is in charge to controls the meeting in accordance with the regulations of the company to ensure that the meeting be conducted in accordance with the order of the agenda set out in the notice of meeting, unless the meeting is a resolution to change the order of the agenda by a vote of not less than two-thirds (2/3) of the number of Shareholders in attendance.

When the meeting is completed as in the first paragraph, the Shareholders holding shares amounting to not less than one-third (1/3) of the shares sold may request the meeting to consider matters other than those specified in the notice of the meeting.

In the case of a meeting cannot complete the consideration of the matters as per agenda of the notice of meeting as paragraph 1, or to consider matters on the agenda has not been completed by the second paragraph 2, either case, then the meeting need to be rescheduled for venue, date and time of next meeting and the board shall send a notice of the meeting, stating venue, date, time and meeting agenda to the Shareholders not less than seven (7) days prior to the meeting , provided that it is advertisement in the newspaper for three (3) days and not less than three (3) days prior to the meeting.

**Article 40** All Shareholders shall have the right to attend the Shareholders' General Meeting, whether the Shareholders' General Meeting of any kind or any term.

**Article 44** The Annual General Meeting is to consider these ventures.

- (1) Last year trading business report
- (2) To approve the balance sheet and profit and loss statement
- (3) Consider the profit allocation
- (4) Appointment of new Directors to replace the retired by rotation.
- (5) To appoint the auditor and set the company's auditor fee
- (6) Any other business

**Proxies to attend the Meeting for the Shareholders and the entitlement to vote of Shareholders**

**Article 41** Shareholders may appoint a proxy to attend and vote on their behalf at the Shareholders must file a proxy statement and proxy to the Chairman of the Board or for delegate of the Chairman of the Board at the meeting venue prior to the meeting. The proxy must be made to the Registrar in accordance with requirement regulations for a public company.

**Article 42** Shareholders who has a special stakeholder in any agenda of the meeting to be voted shall have no right to vote for that agenda article, unless it is a vote for election of Directors. If the votes are equal, the Chairman of the Meeting will do the additional casting vote.

**Article 43** In casting a vote, the one share for one vote will be used for the Shareholders' General Meeting.

The votes consist of the followings.

- (1) In general, the winning vote will be the majority votes of the Shareholders present at the meeting and entitlement to vote. If the votes are equal, then the Chairman of the meeting will have additional casting vote.
- (2) For the following cases, the winning vote will be a vote of not less than three-fourths (3/4) of the total votes of all Shareholders present at the meeting and entitled to vote.
  - a. The sale or transfer of the whole or substantial part of the business to any other person.
  - b. The Company to purchase or acquisition of another company or a private company.
  - c. Preparing, amendment or termination of the contract on the business of the whole or a substantial part, the delegation to attend the business management of the company or merger with another person for the purpose to profit sharing
  - d. The amendment or addition to company memorandum or company's regulations
  - e. Mon to increase or reduce its capital or debentures of the company.
  - f. The merger or dissolution of the Company.

#### **Dividend Payment**

**Article 55** No dividends shall be paid otherwise than out of profits. If the Company has accumulated losses, no dividend shall be allocated.

**Article 56** Dividends shall be divided by the number of shares, equally for each share. The dividend payment shall be made within one (1) month from the date of the Shareholders' General Meeting or board meeting approval, whichever the case. The notice should be given in writing to the Shareholders and to advertise the notice of dividend payment in the newspaper for three (3) days.

**Article 57** The Board may pay interim dividend to its Shareholders from time to time, if the company in position of having sufficient profits to do so, and after the dividend was paid, the report will be presented at the next Shareholders' General Meeting.

**Article 58** The company must allocate the profit for the year as a reserve at least one-twentieth (1/20) of net profit income after deducting accumulated deficit brought forward until the reserve amounts up to one-tenth (1/10) of the total share capital of the company.

Once approved by a Shareholders' General Meeting, the company may transfer other reserves, legal reserve and share premium reserve, respectively to offset accumulated losses of the company.

**Qualifications of Directors, Procedures for Director's election and retire by rotation Director**

**Article 18** The Company shall have the member of Board of Directors not less than five (5) persons and not less than one-half (1/ 2) of the Directors must be resident in the Kingdom of the Board shall elect one Director . The board shall appoint one Director to be a Chairman of the Board. In the event the Board of Directors deems it appropriate to choose one or several Vice Chairman. Vice Chairman will be responsible for regulatory affairs which the Chairman delegates to bind the company by the two Directors jointly sign with company seal. The Board of Directors may delegate the names of the Directors who authority to bind the company together with company seal.

**Article 19** Directors must be common persons and.

- (1) become one's legal age
- (2) Is not bankrupt, incompetent person or quasi.
- (3) Had not been sentenced by final judgment to imprisonment for an offense against property committed by fraud.
- (4) Had not been dismissed or removed from government services or organisation or government agencies from misfeasance

**Article 20** Directors shall be elected at the Shareholders' General Meeting and pursuant to the following.

- (1) Each shareholder has one vote per one share per one voice
- (2) Each shareholder must use all his votes in (1) to elect one or many persons to be Directors, but shall not distribute the votes to one more than another.
- (3) The persons receiving the highest number of votes shall be elected to serve as Directors up to the number of Directors to be elected at the Shareholders' General Meeting. In the case of a persons who has been elected in descending order with an equality of votes exceeded the number of Directors to be elected the Shareholders' General Meeting, the Chairman will have additional casting vote.

**Article 21** In each Annual General Meeting, the resignation number of Directors shall be one-third (1/3) and if the number of Directors to be divided into three (3) cannot be done, then closest number to one-third (1/3) of the Directors to retire in the first and second year after registration of the Company, the draw will be carried out to decide on which Directors to be resign. The Directors who shall retire in the following year are Directors who are in a position longest. However, the retired Directors can be re-elected to be Directors again.

**Article 30** No Directors shall operate the same business and being competition with the company or are in a unlimited liability partnership, in a limited partnership or a partnership or a Director of a private company or any other company operating business which has the same type of business with is in competition with the company that will be resulting in own benefit or the benefit of others, unless the Shareholders' General Meeting was informed prior to their appointment.

**Director's Remuneration**

**Article 32** The company is prohibited from paying money or assets to Directors, unless it is paid as compensation rights and other type of benefits which considered to be business as usual of the Directors of such companies, for example salary, meeting allowance, pension, insurance premium, subsidies prize money, for medical expenses, vehicle fuel costs.

The payment in above paragraph does not include compensation or benefits received by Directors as being staff or employee of the company.

**Qualifications of auditor, Appointment of Auditors, Setting Audit Fees and Meeting Attendance of the Auditors**

**Article 49** The auditor shall not be a Director, staff, employee, or person holding any position in the company.

**Article 50** The auditors will be elected every year at the Shareholders' General Meeting. The retire auditors are eligible to be re-elected to do the audit again.

**Article 51** The Shareholders' General Meeting' meeting shall set how much the auditor should get their fee.

**Article 54** The auditor has a duty to attend every shareholder's meeting which has to review the balance sheet and profit and loss account and company's accounting problem to clarify the audit to the Shareholders. The company to also send company's report and documents which the shareholder shall receive for each Shareholders' General Meeting to the auditors.

**Documents and evidence to be presented by attendee prior attending the meeting and meeting rules**

Registration of attendees at the Annual Shareholders' General Meeting No. 55 of New City (Bangkok) Public Co., Ltd. will complete using barcode registration system. To facilitate registration, Shareholders' General Meeting and proxies to attend the meeting to bring along the registration form with barcode to the meeting.

**1. Document that attendees will be required prior to attend meeting**

**Individuals**

- (1) If a shareholder attending the meeting in person. Please show identification card or government identification for passport for registration.
- (2) If grant a proxy to attend the meeting.
  - (2.1) Use the proxy form enclosed with the notice of meeting or download Proxy Form A or Form B (select one only) the company's website ([www.newcity.co.th](http://www.newcity.co.th)) and duly complete and sign for Grantor and Grantee
  - (2.2) Proxies to show identification card, government identification card or passport of the proxies for registration

**Corporation**

**In case of granting a proxy to attend the meeting**

- (1) Using the proxy form enclosed with the notice of meeting or down Proxy Form A or Form (select one only) from the Company's website ([www.newcity.co.th](http://www.newcity.co.th)) and duly complete and sign the form. The proxy must be signed by authorized person to act on behalf of and with the company seal (if any).
- (2) Proxies to show an identification card, government identification card or passport for registration.

**If the shareholder is a foreign investor who appointed a Custodian who reside in Thailand to look after the shares**

**In case of granting a proxy to attend the meeting**

- (1) Using the proxy form, enclosed with the notice of meeting or download Proxy Form A , Form B or Form C from the Company's website ([www.newcity.co.th](http://www.newcity.co.th)) and duly complete and sign the form. The proxy must be authorized to act on behalf of the Custodian and must attached the following evidence is to be enclosed with the proxy form.
  - (1.1) the power of attorney from the shareholder to the Custodian to duty signed the proxy form.
  - (1.2) a certification showing that the person signing the proxy form is authorized to do the business for the Custodian.
- (2) Proxies to show an identification card, government identification card or passport for registration.

**2. Meeting Procedures**

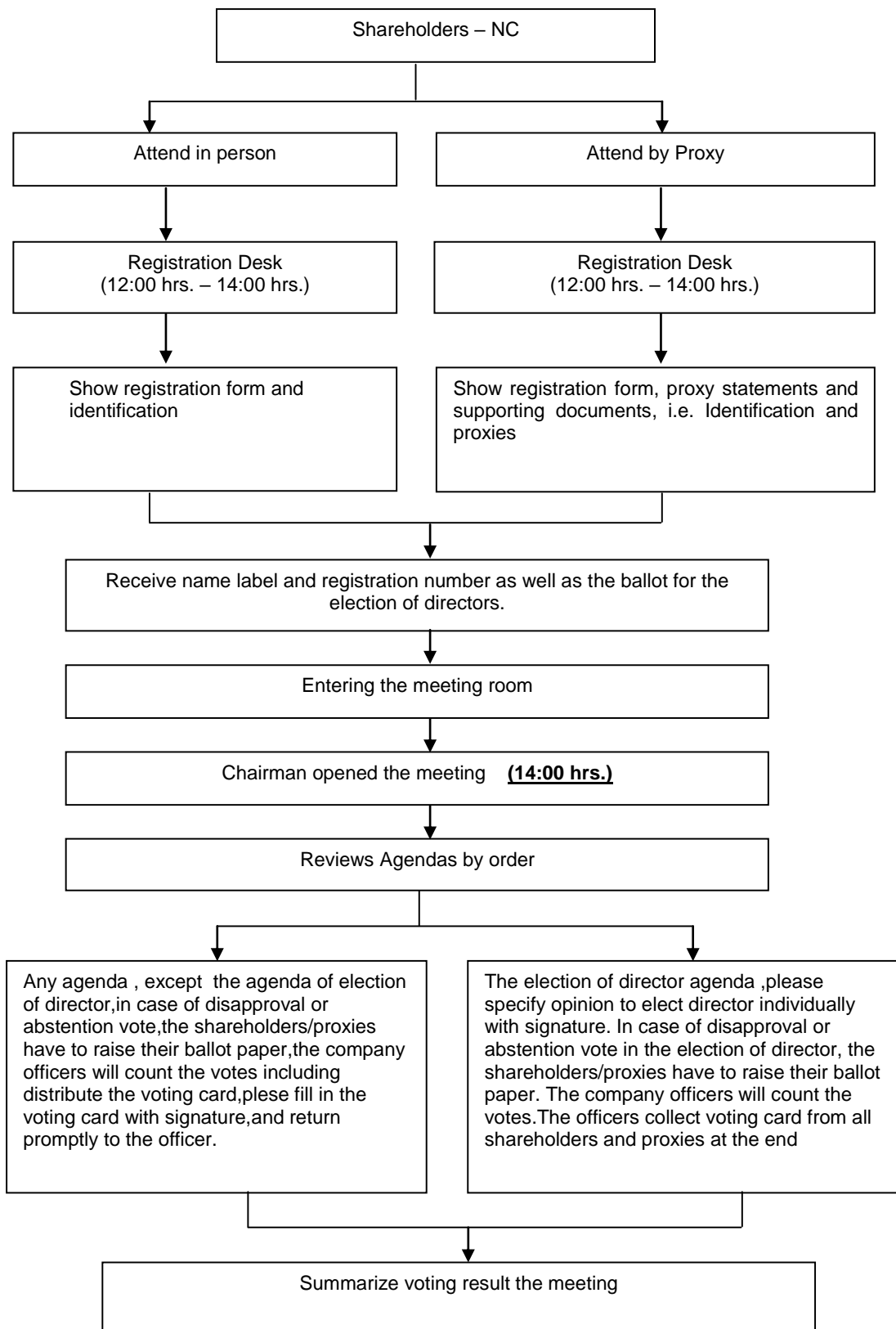
- 2.1 The Annual General Shareholder's Meeting, the Shareholders have the right to question and comment on every agenda.
- 2.2 The voting for each agenda will be done openly.
- 2.3 The vote shall be counted as one share one vote.



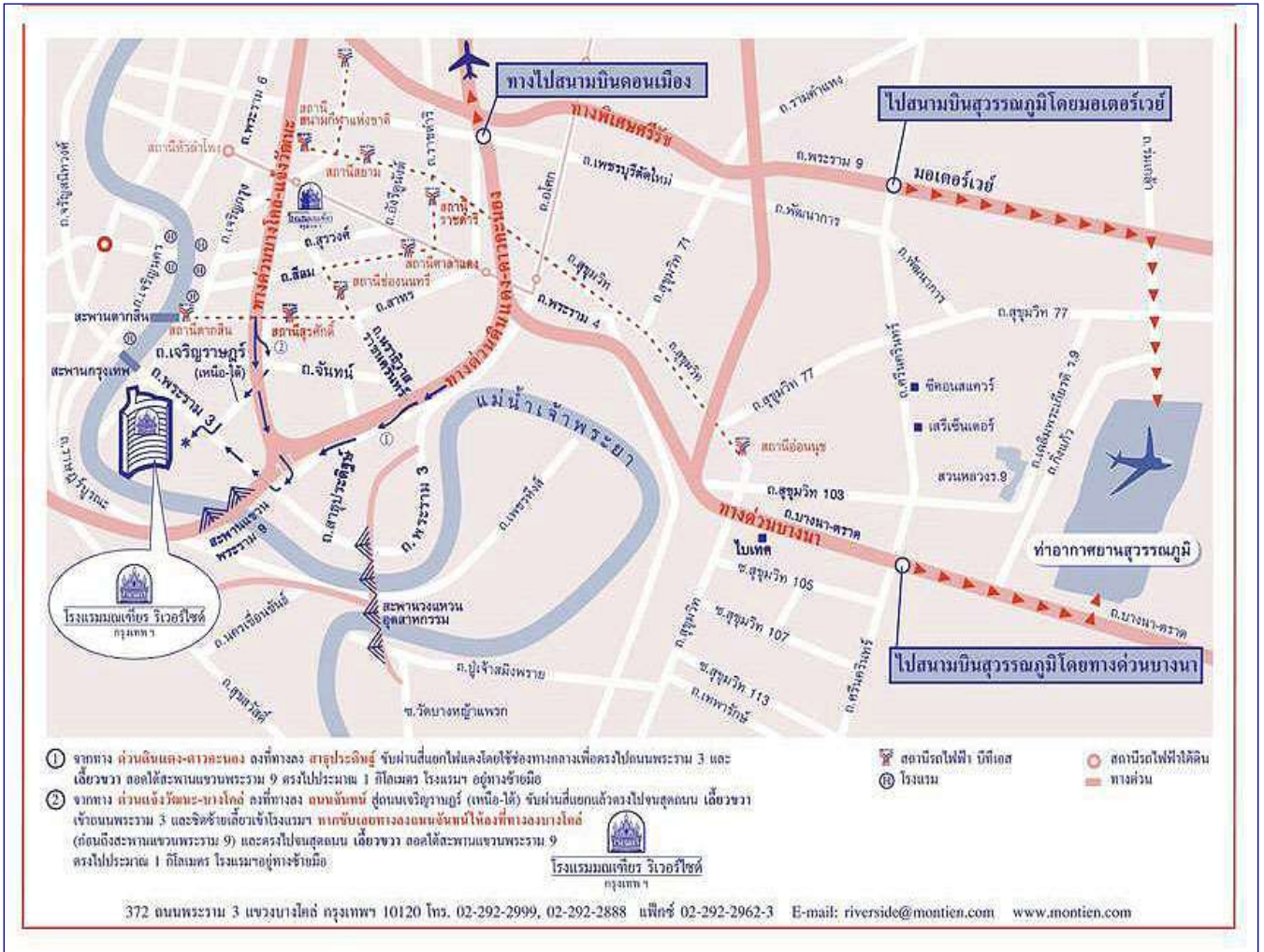
Meeting Procedures for the Annual Shareholders' General Meeting No. 55

New City (Bangkok) Public Co., Ltd.

25 April 2023



Map of the venue for Shareholders' General Meeting



Montien Riverside Hotel, 372 Rama 3 Road, Bangklo  
Bangkok 10120 Tel: 02-292-2999, 02-292-2888

## Counterfoil the Proxy Form B

The proxy as a shareholder of New City (Bangkok) Public Co., Ltd.

The ~~shares subscribers meetings~~ / Shareholders' General Meeting / ~~Extraordinary Meeting~~ No. 55 on 25<sup>th</sup> April 2023 at 14:00 hrs. at Chaopraya 1 Room, Montien Riverside Hotel Bangkok , 372 Rama 3 Road, Bangkok, Bangkorlaem, Bangkok 10120, or at any adjournment thereof date, time and place as well.

.....  
I hereby grant a proxy to vote on my behalf at the meeting as follows.

**Agenda 1 - Endorse the 54<sup>th</sup> General Shareholders' Meeting's report held on April 26, 2022**

- (a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Agree       Disagree       Dissenting Vote

**Agenda 2 - Acknowledgement of the Report of the Board of Directors for the past year.**

- (a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Agree       Disagree       Dissenting Vote

**Agenda 3 - Consideration for the approval on the Financial Statements for the year ended December 31<sup>st</sup>, 2022**

- (a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Agree       Disagree       Dissenting Vote

**Agenda 4.- Consideration and approval the change in the par value of the Company's shares**

- (a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Agree       Disagree       Dissenting Vote

**Agenda 5 - Consideration and approval the amendment to Memorandum of Association of the company No.4 as to reflect change in the par value of the company's shares**

- (a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Agree       Disagree       Dissenting Vote

**Agenda 6 - Consideration and approval of the appropriation of profit and dividend payment for 2022**

- (a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.
- (b) The proxy must cast the votes in accordance with the following instructions.
- Agree       Disagree       Dissenting Vote

**Agenda 7 - Consideration for the election of company directors in replacement of those who are retired by rotation.**

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.

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

The appointment of all Directors

Agree

Disagree

Dissenting Vote

Appointment of Director individually

Director Name: Mrs. CHAMNEAN CHOKVATHANA-----

Agree

Disagree

Dissenting Vote

Director Name: Mr. PIRATCHAI PRAGOBSUB-----

Agree

Disagree

Dissenting Vote

Director Name: Mr. SUKSAN FUANGRIT-----

Agree

Disagree

Dissenting Vote

**Agenda 8 - Consideration for the determination the remuneration of company directors for 2023**

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit.

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

Agree

Disagree

Dissenting Vote

**Agenda 9 - Consideration for the appointment of the Auditors and determination the remuneration of auditors for 2023**

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree

Disagree

Dissenting Vote

**Agenda 10 - - Consider other matters (if any).**

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree

Disagree

Dissenting Vote

(5) The voting of proxies in any agenda that is not stated in this proxy voting shall be deemed invalid and shall not be voting as Shareholders' equity.

(6) In case I have not stated the intention to vote in any agenda or not clearly stated or where the meeting is to review or vote on any matter besides listed above. Including the case of any change or additional facts that the proxy is entitled and vote on my behalf in all respects as it thinks fit, any entity that has been done by proxy at the meeting unless that if the proxy does not vote as I stated in the proxy shall be deemed as having been performed in all respects.

Signature ..... Grantor  
(.....)

Signature ..... Grantor  
(.....)

Signature ..... Proxy  
(.....)

Signature ..... Proxy  
(.....)

**Remarks:**

- (1) Shareholders who assigning proxy, shall appoint only one proxy to attend the meeting and vote, not split the number of shares to many proxies for splitting votes.
- (2) Election of Directors can either elect all Directors or elect Directors individually.
- (3) In cases where the agenda to be reviewed at the meeting other than those listed above.  
The grantor can specify additional information in the attached Form B.

The proxy as a shareholder of New City (Bangkok) Public Co., Ltd.

the ~~shares subscribers meetings~~ / Shareholders' General Meeting / ~~Extraordinary Meeting~~ No. 54 on 26<sup>th</sup> April 2022 at 14:00 hrs. at Chaopraya 1 Room, Montien Riverside Hotel Bangkok , 372 Rama 3 Road, Bangkok, Bangkorlaem, Bangkok 10120, or at any adjournment thereof date, time and place as well.

Agenda No..... Topic .....

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree  Disagree  Dissenting Vote

Agenda No..... Topic .....

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree  Disagree  Dissenting Vote

Agenda No..... Topic .....

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree  Disagree  Dissenting Vote

Agenda No..... Topic .....

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree  Disagree  Dissenting Vote

Agenda No..... Topic .....

(a) The proxy may consider the matters and vote on my behalf in all respects as it thinks fit

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

Agree  Disagree  Dissenting Vote

Agenda No..... Topic Election of Directors

Director Name: .....

Agree  Disagree  Dissenting Vote

Director Name: .....

Agree  Disagree  Dissenting Vote

Director Name: .....

Agree  Disagree  Dissenting Vote

Director Name: .....

Agree  Disagree  Dissenting Vote

## **Protection of Personal Information (Privacy Notice)**

New City (Bangkok) Public Company Limited (“Company”) recognizes the importance of protecting personal information. and respect your privacy rights as the owner of personal data And in order to comply with the Personal Data Protection Act B.E. 2562, we would like to clarify the personal data protection practices. As well as preventing the use of your information other than the stated purposes without permission. This is in accordance with the Company's privacy protection policy.

### **1. Personal data collected and purpose of processing**

The company will collect personal information. name-surname, address, telephone number, ID card number Shareholder registration number, number of shares, motion picture recording data from the video recording of the event including health information For the benefit of public health and prevention of the spread of dangerous communicable diseases throughout the meeting to perform duties as required by law It will be used for the following purposes.

- Shareholders Meeting
- Submission of the annual report (Form 56-1 One Report) and/or supporting documents for the Annual General Meeting of Shareholders as requested by the shareholders.
- Disclosure of your information as a shareholder to agencies as required by law, for example, to be used as evidence for the preparation of the minutes of the general meeting of shareholders.

including any personal data that appears in the copy of your ID card during registration provided to the company

Participate in the annual shareholders' meeting which the Company It is necessary to collect for the performance or exercise of legal rights. Including to confirm your identity in exercising the right to attend the shareholders' meeting according to the law.

### **2. Retention of personal information and storage period**

The company will keep your personal information for as long as the information is needed. to follow

the above objectives Including the need to retain personal information for compliance or exercise of legal claims.

### **3. Your rights as a data subject**

Data subjects have legal rights under the Personal Data Protection Act B.E. 2562, including the right to request access and obtain a copy of personal data The right to request disclosure of the acquisition of personal data without consent, the right to request rectification of personal data Data transfer rights The right to withhold the use, erasure, destruction or objection to the processing of personal data held by the Company. collected for use other than the stated purposes and the right to withdraw the consent given to the Company Throughout the period that the company Keep personal information. In exercising such rights Must comply with the law and the company may refuse to exercise your rights as required by law.

**Requirement Form of the Annual Report (Printed Form)**

**To Shareholders**

New City (Bangkok) Public Company Limited would like to inform that shareholders who intend to receive The Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) in printed form, please fill the details below and send back to Company at Mr.Adul Srimadee , 666 Rama 3 Road, Bangpongpan Sub-District, Yannawa District,Bangkok 10120 Telephone: 0-2294-6999, Telefax: 0-2294-4068. The company will send the Annual Report to you later.

I (elaborate handwriting).....

Address.....

.....

.....

.....

Name of Contact Person .....

Telephone No.....

Fax No. ....

E-Mail Address .....



**QR Code Downloading Procedures for the Annual Report 2022**

Notice of the meeting in full along with the attached documents have been sent to shareholders in the form of QR Code which appears on the invitation letter together with the notice of the Annual General Meeting of Shareholders.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

**For iOS System**

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

**Remark:** In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

**For Android System**

1. Open applications such as QR CODE READER, Facebook or Line.

**How to scan the QR Code with Line application**

- Open Line application and click on “Add friend”
  - Choose “QR Code”
  - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.