

**NEWCITY (BANGKOK)
PUBLIC COMPANY LIMITED**

Notice of the Annual General Meeting of Shareholders

No. 54

Tuesday April 26, 2022 at 14:00 hrs.

At Chaopraya 1 Room, Montien Riverside Hotel

Measures and guidelines for the 2022 Annual General Meeting of Shareholders under the epidemic situation of the coronavirus disease 2019 (COVID-19)

1. The company asks shareholders to authorize independent directors of the company to attend the meeting and vote instead of attending the meeting in person. (names and details as in Enclosure No. 5) by specifying in the proxy form sent to shareholders or downloaded via the company website. (It is recommended that you vote on various agendas in advance) Sent to the Company at least 3 business days in advance of the meeting date. (for ease of document verification) as follows:

Mr. Adul Srimadee

company secretary

New City (Bangkok) Public Company Limited

666 Rama 3 Road, Bang Phong Phang Subdistrict, Yan Nawa District, Bangkok 10120

2. The company prepares to arrange cleaning in the meeting room in advance of the meeting.

3. The company prepares to organize a meeting to reduce the congestion of attendees in the meeting area. by providing a distance of 1.5 meters between persons. The seating arrangement in the meeting room will be able to accommodate shareholders and/or proxies. ("Participants") can hold approximately 50 seats, with seat numbers assigned to attendees who have already registered. Therefore would like to ask for cooperation of the attendees to sit at the number specified. For the benefit of preventing or following up in the event of any incidents

In the event that the seats are fully allocated The company asks shareholders to attend the meeting in person to authorize independent directors of the company instead of attending the meeting. If a proxy The company reserves the right to appoint independent directors who are named in the proxy form. to maintain the rights of shareholders

4. All attendees are requested to strictly follow the guidelines for organizing the Company's Annual General Meeting in order to prevent and reduce the risk of the spread of the COVID-19 virus as follows:

4.1 The attendees must wear a mask and answer the self-screening form before entering the meeting place. If the attendees, including close people, are traveling or pass in the area or places at risk of contracting COVID-19 according to the announcement of the Ministry of Public Health or having symptoms such as fever, coughing, sneezing, and runny nose will not be allowed to attend the meeting. and ask for cooperation of the participants to strictly follow the instructions of the staff at the screening point Failure to comply will not be permitted to enter the meeting area. but can assign a proxy to an independent director In the event that you conceal your health information or travel history, it may be an offense under the Communicable Diseases Act B.E. 2015.

4.2 Participants must check their body temperature through a measuring device. The company determines the screening point of attendees before entering the event area. If the body temperature is 37.5 degrees Celsius or more will not be allowed to attend the meeting Attendees who pass the screening must wear a sticker. and wear a mask throughout the time of the meeting Including cleaning your hands with alcohol gel provided.

4.3 The company reserves the right not to enter the meeting area. For attendees who did not pass the screening or did not COVID-19 screening form

4.4 Asking questions during the meeting will be done by writing questions. by sending the question paper to the Company's staff for further submission to the chairman of the meeting

5. The company provides bottled water in the meeting room and asks the attendees not to eat any food or snacks. all the time in the meeting place and meeting room The company prepares snacks for the shareholders or proxies who come. Attending the meeting in the amount of 1 set per 1 person after the meeting

6. If the situation continues to change or there are additional requirements from government agencies regarding the holding of the Annual General Meeting of Shareholders The Company will notify you on the Company's website. (www.newcity.co.th)

However, there may be a delay in screening and registration for the meeting. The company apologizes for any inconvenience on this occasion

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

8 April 2022

Notice of Annual Shareholders' General Meeting' General Meeting No. 54

Dear Shareholders,

Enclosure herewith

1. Copy of the Minutes of Annual Shareholders' General Meeting No. 53 dated April 27, 2021
2. Annual Registration Statement/Annual Report 2021 (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. Requirement Form of the Annual Report (Printed Form)
12. 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. 54 on Tuesday, April 26, 2022 at 14:00 hrs. at Chaopraya 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 2021 until 30 December 2021. 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 53rd General Shareholders' Meeting's report held on April 27, 2021.**

Rationale:

The minutes was prepare and submitted to the National Stock Exchange and published on the company website 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 2021 as appeared in the Annual Registration Statement/Annual Report 2021 (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 31st, 2021

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	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

Details are as shown in the financial statements of the Annual Registration Statement/Annual Report 2021 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 acknowledgement.

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

Rationale: 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.

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.

The legal reserve

Year	Amount (Baht)
2009	556,402.50
2010	1,293,597.50
2011	2,800,000.00
2012	2,700,000.00
2013	1,650,000.00
2014	1,500,000.00
2015	650,000.00
2016	650,000.00
2017	3,151,000.00
Total	14,951,000.00

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

List	Year 2021 Paid	Year 2020 Paid	Year 2019 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	0.35
Total amount (Baht)	-	1,495,100	5,232,850
Net profit (Baht)	-35,870,254	7,080,795	18,304,632
Share of net profit (%)	-	21.11	28.59

5. 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 54th Annual Shareholders' General Meeting, 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

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 2022, it turned out that no shareholders nominated any person for election. Being a director of the company

Board of Directors' opinion:

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

6 Consideration for the determination the remuneration of company directors for 2022

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 2021, 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 1,532,000 Baht, by paid to the Board as meeting allowance of Baht 160,000.00 Baht and the return to the annual amount of 930,000.00 Baht paid to the Audit Committee as the meeting allowances amounting of 62,000.00 Baht, and compensation to the Audit Committee and remuneration amount of 380,000.00 Baht.

Board of Directors’ opinion:

For year 2022, 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 2022</u>	<u>Year 2021</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

- Meeting allowances

	<u>Year 2022</u>	<u>Year 2021</u>
Chairman	4,000.-Baht/Time	4,000.- Baht/Time
Director	3,000.-Baht/time	3,000.- 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.

7. Consideration for the appointment of the Auditors and determination the remuneration of auditors for 2022

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 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
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

Description	Year 2022 (Baht)	Year 2021 (Baht)
1. The unaudited quarterly financial statements as 1,2,3	535,500.00	543,000.00
2. Annual finance audit fee	501,000.00	503,200.00
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
Total	1,086,500.00	1,096,500.00
5. Other fees	15,000.00/฿	15,000.00/฿

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 Wiriyakulapong 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.

8. 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. 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. 53.
On April 27, 2021

Meeting held on 27 April 2021 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 7 members (representing 70 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 |
| 5. Mr. Piratchai Pragopsub | Director and Chairman of Audit Committee |
| 6. Mr. Kaweepong Hirunkasi | Director and Audit |
| 7. Ms.Sameang Chantrima | Secretary Director, Secretary to Audit Committee and Finance Manager |

The Absented Director 3 persons as follows.

- | | |
|-----------------------------------|--|
| 1. Mrs. Duangdao Rattanasophitkul | Director and Financial Advisor |
| 2. Ms. Pathaya Ketushathira | Director and Product and Advertising Manager |
| 3. Mr. Suksan Fuengrit | Director and Audit |

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

Auditor who attended the meeting was Mrs. Sumana Senivongse and Ms.Prussanee Wongngam Suprevisor 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. 53 of New City (Bangkok) Public Company Limited , out of 27 of the 36 total number of shares totaling 12,430,393 shares, representing 83.14 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. 53, 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, 2020 to December 30, 2020. 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 52nd General Shareholders’ Meeting’s report held on August 3, 2020.

Mr. Pipope Chokvathana, Managing Director explained to the meeting that the company sent a copy of the minutes of Annual Shareholders’ General Meeting No. 52 for the year 2020 on August 3, 2020 and submitted to the Stock Exchange of Thailand and published on its website 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.

Is anyone has any query or questions? I would like to propose the agenda items for endorsements as follows.

- The Meeting review and unanimously approved the minutes of the 52nd Annual Shareholders’ General Meeting held on August 3, 2020 with the following vote.

Vote	Persons	Votes	Voice vote, the relative% of the shares at the meeting
Agree	35	12,430,371	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 2020

Mr.Pipope Chokewattana informed the meeting that Report of the Board of Directors and the results of operations of the Company for the year 2020, Informed that the details are in the annual report on pages 60 onward and further clarified the summary of operating results for shareholders to acknowledge as follows:

In 2020, the company had operating loss of 35.87 million baht, affected by the coronavirus outbreak situation. 2019 at the end of March From the closure of department stores during March 21, 2020 - May 17, 2020, there is zero impact on revenue from sales in department stores in 58 days and another round of epidemic effects at the end of the year. Affecting the overall economy continued to deteriorate, the company has improved sales plan by supplying products that are suitable for the situation. In the midst of an epidemic To compensate for missing income By providing products such as masks, cloth Sales in the form of wholesale - retail by institutions and organizations during the months of March - May has been well received. Not enough products for sale The factory did not meet the needs of customers, able to make sales of 17.00 million baht, but mid-year and late Sales of cloth masks declined. Because there are more products produced in the market than the demand. Total sales throughout the year 63 amounted to 17.54 million baht. In addition, the company has focused on online sales channels by its sales amount was 39.42 million baht, compared to the year '19, an increase of 186.39%, with a proportion of the total sales revenue of 8.66%, with a growth rate of 6.50%. Can make a positive performance However, the company has the confidence to lead the organization through this crisis.

1. Revenue from sales : For the year 2020, merchandise sales decreased 28.59% due to sales of textile products 27.13% decreased, cosmetics increased in soaps by 4.49% and fabrics decreased 51.55%. Other income consists of commission, rental of property, service fees with significant changes as per detailed below. Comparison Table Other Income

2. Other income: Other income consisted of commission, property rental and service fees. The commission received decreased by 43.89% due to the decrease in exports of foreign goods.

3. Selling Costs

In 2020, the cost of sales stood at 73.78%, in 2019 at 66.21%, an increase of 7.57% due to the devaluation of goods worth 11.60 million baht and reduced product prices to stimulate sales of wholesale and retail systems. Affect the stock of products by 0.85%.

4. Expenses

In 2020, the cost of distribution was 124.16 million baht, a decrease from the year 2019 by 38.47 million baht or 23.65% and administrative expenses of 32.73 million baht, a decrease from the year 2019 by 11.09 million baht or equivalent. 25.31%

Employee expenses accounted for 65.61% of the total expenses, decreased from the year 2019 by 38.90 million baht, equivalent to 27.43%. It was divided into employee-related expenses, which decreased 35.79% and sales decreased by 25.14%

Shipping costs decreased 29.64% correlated with lower sales.

Sales promotion and advertising costs decreased by 18.83% due to changing more online advertising media methods and having their own website advertising.

Service fees and rental fees decreased by 23.17% due to the no-holds-barred selling activities at various locations

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 Shareholders attending the meeting in person Have questions as follows

1. The gross profit change rate between 2020 and 2019, from the separate financial statements and the consolidated financial statements, decreased 44.59% and total income decreased 28.59%.

Miss Sameang Chantarima clarified that due to the year 2020 there was a 182.16% decrease in sales from sales in the year of 2019 in the amount of 637.11 million baht to only 454.95 million baht, resulting in the gross profit decreased to 127.51 million. In spite of the decrease in selling and administrative expenses divided by type, distribution costs decreased by 38.47%; sales and administrative expenses decreased 11.09%; related parts such as advertising expenses decreased because the company had made advertising media through Online system And through the channel The company's website, in the year 2020, the value of the product has decreased more than every year by 11.60 million baht to stimulate sales. Considered sales made in the year 63 this amounted to 454.93 baht, made with difficulty in the midst of the epidemic.

2. ROA and ROE in 2020 decreased from Consolidated Financial Statements 4.28% and Separate Statements decreased 4.19% and ROE decreased from Consolidated Financial Statements 98.72 and Separated Separate Statements 98.30% Causes of Reduction and Solutions in 2021

Khun Pipope Chokwatana clarified that initially there were several business plans. But in the situation of COVID that affects foreigners unable to enter the country, we have adjusted our domestic sales plan to be more consistent and appropriate. If the third round of COVID does not occur, we think the business will proceed in a positive direction. But this time it became more difficult. In the middle of the year, the event was organized online. With preparation for a period of 1 month, it was able to make a figure that has grown twice that the company has set up Social Media and Facebook under BRAN web 2 BRAN with Cherilon and Dans Mate which is an online publicity. As a result, online product sales are growing approximately 5 times and 6 times as a continuous growth. As for ROA and ROE for you Further clarification

Miss Samang Chantrima: As I learned before, if Product sales declined, other parts of profitability were also reduced.

3. There was a decrease in sales volume but cost of sales plus cost of distribution did not decrease in a similar proportion.

Khun Phiphob Chokwatana, the cost of the company in department store trade is also cost because there is a salesperson at each department and it is the most impactful and aggressive point of sale in the situation of the COVID 19 epidemic. This affects lower sales volume as two methods of action. The first method is to reduce the sales area. The second method is maintained. Therefore, there is a comparison with other sales channels. The answer is that it will continue to move forward in department store sales.

4. Inventories There is no reserve at all?

MissSamang Chantrima due to the devaluation of inventories in the amount of 11.60 million baht, aging products are classified according to the number of years, such as textiles, aged 5-10 years, cosmetics 1 year and ask the inspector. In addition, Mr. Sumana Seniwong Na Ayudhya from Karin Audit Company Limited clarified that there was a complete set of products that decreased according to the accounting period.

(Before Agenda 3, there was one additional participant)

Agenda 3 Consideration and approval of the financial statements ended December 31, 2020

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, 2020 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 Annual Report 2020 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	891,588,311	907,680,736
Total liabilities	455,970,631	455,970,631
Shareholders' General Meeting' Equity	435,617,680	451,710,105
Total Revenue	461,126,401	463,404,157
Net Profit	-35,991,622	-35,870,254
Earnings per share (Baht)	-2.41	-2.40

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, 2020 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	36	12,430,393	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 2020

Mr. Pipope Chokvathana, Managing Director informed the meeting that in 2020, the company has a loss of performance. For the company financial statements amounting to 35,870,254 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. September 1, 2020.

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	36	12,430,393	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 12 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 4 persons as follows.

1.Mr. Phiphob Chokvathana	Managing Director
2.Mrs. Duangdao Rattanasophitkul	Director
3.Ms. Pataya Ketusatsira	Director
4.Ms. Vorawan Chokvathana	Director

On March 1, 2021, there were 2 directors resigned, namely 1. Ms. Waraporn Pekan 2. Ms. Churairon Simawang and Ms. Pattaya Ketethia, the directors who completed their term of office, did not request to resume their positions. Making the director position vacant 3 positions

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 Directors excluding the Director who has been nominated, discussed widely and reviewed the qualifications of the individual who serves as existing Directors carefully and agreed that all have the good knowledge and experts in various fields as well as has considered that the 3 Directors have perform good duties throughout the period to the successful of the company. As well as the qualifications comply with the requirements by the law and regulations and company's rules. Therefore the Articles of Association should be proposed at the Annual Shareholders' General Meeting as per Attachment 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. Phiphob Chokvathana	Managing Director	2. Ms. Vorawan Chokvathana	Director
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The Board of Directors proposed that Shareholders' General Meeting elect the following individual persons to be Directors as follows.

5.1 Mr. Phiphob Chokvathana

-The meeting voted unanimously, with a vote.

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	36	12,430,393	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

5.2 Mrs. Duangdao Rattanasophitkul

- The meeting voted unanimously, with a vote..

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	36	12,430,393	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

5.3 Ms. Vorawan Chokvathana

-The meeting voted majority, with a vote.

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	36	12,430,393	100%
Not Agree	0	0	0%
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 2021 with a total of 9 members as follows.

1. Mr. Boonpakorn Chokvathana
2. Mrs.Chamnean Chokvathana
3. Mr. Pipope Chokvathana
4. Mr. Piratchai Pragobsub
5. Mrs.Duangdao Rattanasophitkul
6. Ms. Vorawan Chokvathana
7. Ms. Sameang Chantrima
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/
Independent Director |
| 2. Mr. Sooksan Fuengrit | Auditor/ Independent Director |
| 3. Mr. Kaweepong Hirunkasi | Auditor/ Independent Director |

Agenda 6 Consideration of director's remuneration for 2021

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 2020 the Shareholders' General Meeting has set the Remuneration of Directors Amount not exceeding 3,000,000 Baht and the Company has paid an amount of 1,790,000.00 Baht, these included as meeting allowance of Baht 260,000 Baht. The annual remuneration in the amount of 1,010,000 Baht paid to the Audit Committee, amounting 50,000 Baht for meeting allowances and amounting 470,000 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 2021 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	36	12,430,393	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 2021

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 2020 are Mr.Jadesada Hungsapruet, CPA registration No.3759 and/or 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 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 2021 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. Mr.Mongkon Laoworapong CPA registration No.4722 and/or
7. Ms.Kojchamon Sunhuan CPA registration No.11536

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 2021 (Baht)	Year 2020 (Baht)
The unaudited quarterly financial statements as 1,2,3	543,000.00	573,000.00
Annual finance audit fee	503,500.00	530,000.00
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
Total	1,096,500.00	1,153,000.00
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.

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	36	12,430,393	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 14:50 hrs.

Boonpakorn Chokvathana

(Mr. Boonpakorn Chokvathana).

Chairman

Documents attached to Agenda 5.1

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



1.Name-Surname: Mr. Boonpakorn Chokvathana

Age: 87 years

Nationality: Thai

Education: -Bachelor of Economics
-The University of Nottingham, United Kingdom

Director Training: Certificate of Director Accreditation Program (DAP)
-Director Certification Program (DCP)
-Role of Compensation Committee (RCC)

Position in Company: President and Chairman

Number of years as Director: 53 years (appointed as Director since 1969)

Experience

Registered Company		other (Non- company registered)	Positions in rival companies / Relating to the Company's business		
Number	Type of Director/Executive				
4	1964 –present	-Chairman of the Board New City (Bangkok) Public Company Limited	4	1972-present	-Director Chokvathana co.,ltd.
	1962-present	-Deputy Chairman of The Board Sahapattanaphibul Public Company Limited/Consumable products		2003- present	Boonwattanachoke co.,Ltd.
	1972-2018	-Deputy Chairman of The Board Sahapattana Inter Holding Public Company Limited /Investment		1996-present	Saipinwattana Co., Ltd
	2002-2018	-Director IT City Public Company Limited -Chairman		2009-present	United Utility Co., Ltd

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

604,492 shares = 4.04%

Meeting attendance for year 2021

-2018 Annual Shareholders' General Meeting

Attended 1/1 time

-Board of Directors 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.

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



2. Name-Surname: Ms.Sum-ang Chantarima

Age: 58 years

Nationality: Thai

Education: Certificate of High Vocational in Accounting
Silom Accounting College

Director Training: Certificate of Director Accreditation Program (DAP).

Position in Company: Director

Number of years as Director: 28 years (appointed as Director since 1994)

Experience

Registered Company			other (Non-company registered)	Positions in rival companies / Relating to the Company's business	
Number	Type of Director/Executive				
1	1994 - present	Director New City (Bangkok) Public Company Limited.	No director/ executive position	-	No director/executive position

Shareholding in the Company (Self / spouse / minor children) 200 shares = 0.001%

Meeting attendance for year 2021 2018 Annual Shareholders' General Meeting Attended 1/1 time

Board of Directors 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.

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



4. Name-Surname: Mr. Kaweepong Hirunkasi
 Age: 73 years
 Nationality: Thai
 Education: Ph.D. Social Economic Administration Magach University, India
 Director Training: Certificate of Director Accreditation Program (DAP)
 Position in Company: Independent Director /Audit Committee
 Number of years as Director: 13 years (appointed as Director since 2009)

Experience

Registered Company		other (Non-company registered)	Positions in rival companies / Relating to the Company's business	
Number	Type of Director/Executive			
1	2009-present 2009-2021	- Independent Director New City (Bangkok) Public Company Limited. - CHAIRMAN OF THE AUDIT COMMITTEE AI ENERGY PUBLIC COMPANY LIMITED	No director/ executive position	- No director/executive position

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

-none-

Meeting attendance for year 2021

2018 Annual Shareholders' General Meeting

Attended 1/1 time

Board of Directors Meeting

Attended 4/5 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.

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

- 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: None

2. Name-Surname: Mr. Sooksan Fuengrit
Directory Category: Independent Director and Audit Committee
Age: 72 years
Nationality: Thai
Address: 1346 Moo 1, Srinakarin Road, Samutprakarn 10270

The agenda for all special stakeholders: None

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. 54 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) 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) 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) 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.

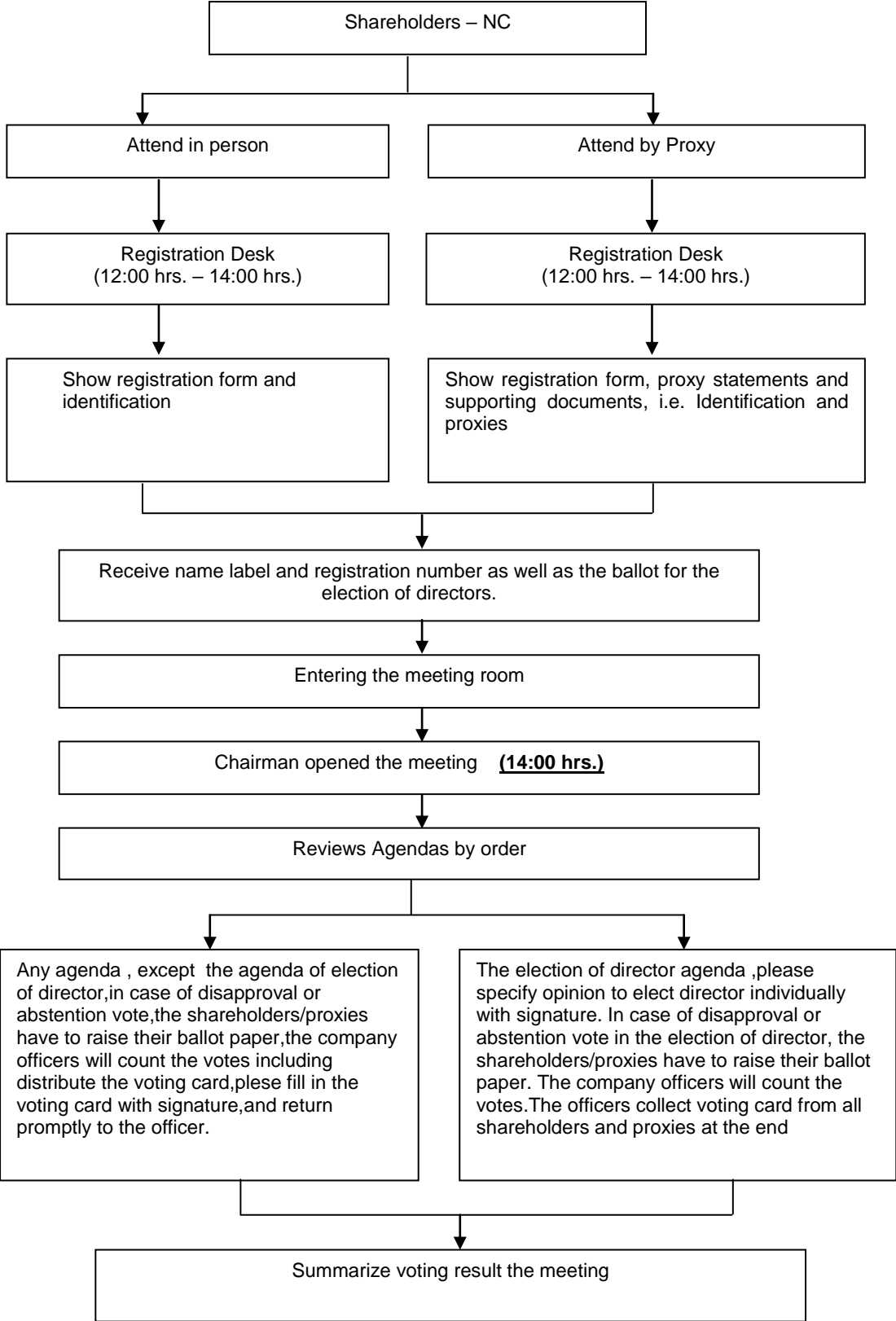
2. Meeting Procedures

- 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.

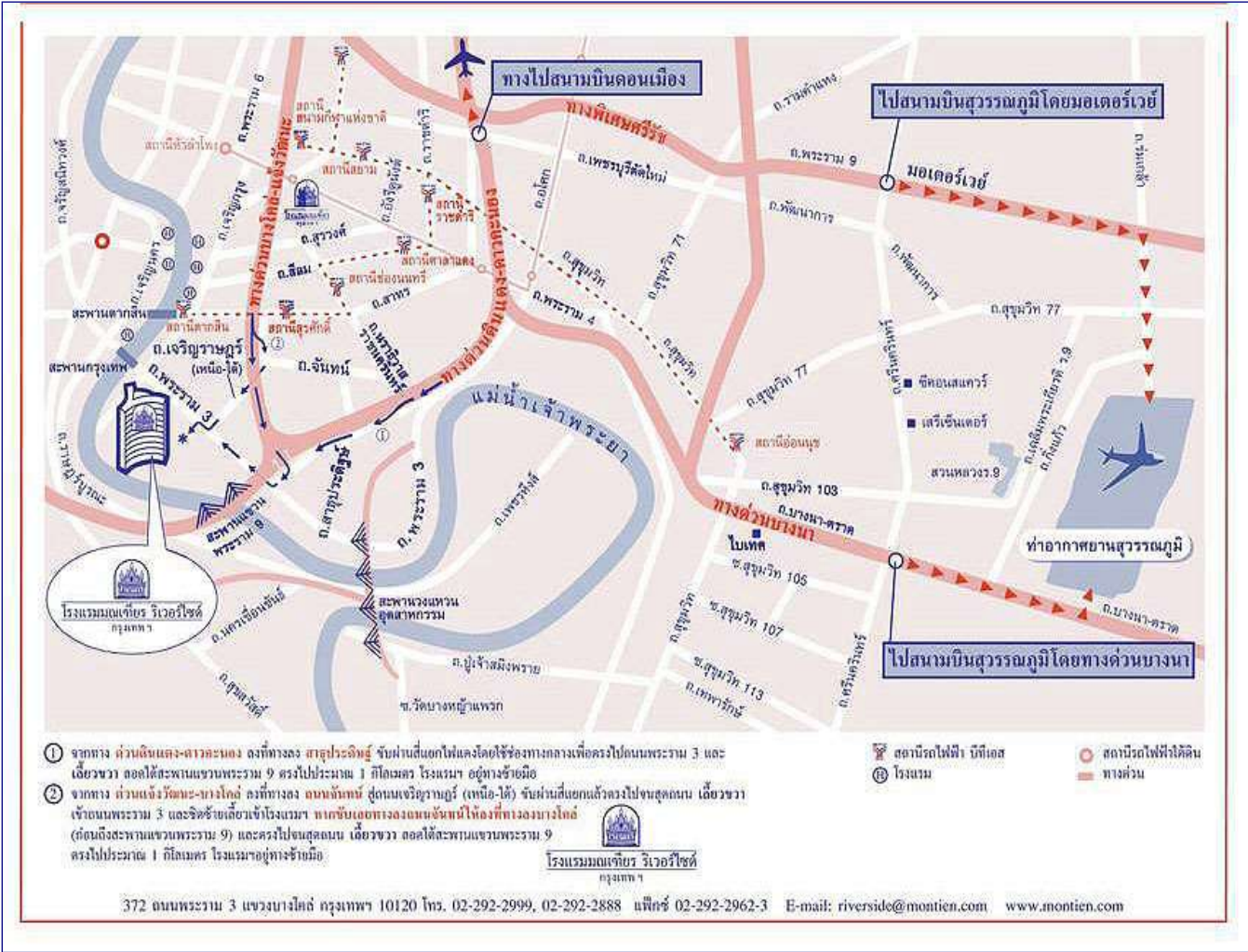
Meeting Procedures for the Annual Shareholders' General Meeting No. 54

New City (Bangkok) Public Co., Ltd.

26 April 2022



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

Proxy Form A

Writing at

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

(1) I,..... Nationality.....
 Residing atStreet..... Sub-District.....
 District..... ProvincePostcode.....

(2) A shareholder of New City (Bangkok) Public Company Limited

The total amount of shares held and cast votes as follows.

Total share=	Shares	and can vote at the total =	Votes as follow
<input type="checkbox"/> ordinary shares
<input type="checkbox"/>

(3) Appointing

(1) Age..... Years Residing at.....
 Street Sub-District District.....
 Province..... Post Code..... Or.....

(2) Age..... Years Residing at.....
 Street Sub-District District.....
 Province..... Post Code..... Or.....

Only one of the persons above to be my representative to attend the meeting and vote on my behalf of the ~~shares subscribers meetings~~ / Shareholders' Ordinary Meeting / ~~Extraordinary Meeting~~ No. 54 on 26th April 2022 at 14:00 hrs. at Chaopraya 1 Room, Montien Riverside Hotel Bangkok , 372 Rama 3 Road, Bangkok, Bangkoklaem, Bangkok 10120, or at any adjournment thereof date, time and place as well.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects

Signature Grantor
 (.....)

Signature Grantor
 (.....)

Signature Proxy
 (.....)

Signature Proxy
 (.....)

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. 54 on 26th April 2021 at 14:00 hrs. at Chaopraya 1 Room, Montien Riverside Hotel Bangkok , 372 Rama 3 Road, Bangkok, Bangkoklaem, 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 53rd General Shareholders' Meeting's report held on April 27, 2021

- (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 31st, 2021

- (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 omission of the allocation of profit and the omission of dividend payment for operational results of the year 2021

- (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 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: Mr. Boonpakorn Chokvathana

- Agree Disagree Dissenting Vote

Director Name: Miss. Sameang Chantrima-----

Agree Disagree Dissenting Vote

Director Name: Mr. Kaweephonng Hirankasi-----

Agree Disagree Dissenting Vote

Agenda 6 - Consideration for the determination the remuneration of company directors 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 appointment of the Auditors and determination the remuneration of auditors 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 8 - - 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 26th 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

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 2021 (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, Bangpongpang 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.