

**New City (Bangkok) Public Company Limited**  
**Minutes of the Shareholders' General Meeting No. 56.**

**On April 23, 2024**

Meeting in a hybrid format held on 23 April 2024 at 09:00 hrs, Chaopraya1 Room, Montien Riverside Hotel, 372 Rama3 Road, Bangkok. The company has recorded the pictures of the general meeting of shareholders in the form of video media.

The participants : Board of Directors at the meeting of 8 members (representing 88.89 percent) as follows.

- |                                |  |
|--------------------------------|--|
| 1. Mr. Pipope Chokvathana      | Managing Director and Chairman of the Executive Committee<br>Chairman of the Risk Management Committee<br>Nomination and Remuneration Committee<br>Member of the Corporate Governance and Sustainability Committee |
| 2. Mrs. Chamnean Chokvathana   | Vice President and Director  |
| 3. Ms. Vorawan Chokvathana     | Director and Vice President of Accounting, Finance, Risk Management Committee and is the highest executive in accounting and finance, Executive Director (CFO)   |
| 4. Mrs. Patcharin Trikulkitpan | Director executive director  |
| 5. Mr. Piratchai Pragopsub     | Independent Director, Chairman of the Audit Committee<br>Chairman of the Nomination Committee and determine compensation   |
| 6. Mr. Suksan Fuengrit         | Independent Director Member of the Audit Committee<br>Corporate Governance Committee<br>and sustainability Risk Management Committee   |
| 7. Mr. Kaweepong Hirunkasi     | Independent Director Member of the Audit Committee<br>Chairman of the Corporate Governance Committee and sustainability, Nomination Committee and determine compensation   |
| 8. Ms. Sameang Chantrima       | Secretary Director, Secretary to Audit Committee and Finance Manager   |

The Absented Director 1 persons as follows.

Mr. Boonpakorn Chokvathana Chairman Executive director  
Company Secretary who attended the meeting was Mr. Adul Srimadee.

Auditor who attended the meeting was Ms. Kojchamon Sunhuan and Miss Kesanee Kitbancha, Assistant Auditor from Karinr Audit Co., Ltd. and witnesses the vote count in this meeting.

The meeting started at 09:00 hrs.

Mr. Adul Srimadee, the Secretary reported the time at 09:00 hrs. There were shareholders and proxies attending the 56th Annual General Meeting of Shareholders of New City (Bangkok) Public Company Limited. There were a total of 33 attendees, with a total of 125,763,540 shares, which were shareholders who came. Meeting in person at the meeting location, 10 people, totaling 11,845,081 shares. Meeting via electronic media, 1 person, totaling 10 shares. Shareholders granting proxies to attend the meeting on their behalf, 22 people, totaling 113,918,560 shares, accounting for 84.12 percent of the number of shares issued and 149,510,000 shares were paid up, forming a quorum. According to Article 36 of the Company's regulations, there must be shareholders and proxies from shareholders (if any) present at the meeting of not less than twenty-five (25) people or not less than half (1/2) of the number. All shareholders and must have shares totaling not less than 1/3 of the total number of shares sold. During the meeting, there were 2 additional shareholders attending the meeting at the meeting location, holding 111 shares, for a total of 35 shareholders, holding 125,763,651 shares (84.12%).

Before starting the meeting, Mr. Adul Srimadee, Company Secretary, introduced the company directors, executives, and top executives in accounting and finance. Subcommittees, auditors and informed the meeting that

this 2024 Annual General Meeting of Shareholders will be a hybrid meeting. Shareholders can attend the meeting at the meeting location or through electronic media, which is the company's electronic media meeting system. This is in accordance with the Emergency Decree on Meetings via Electronic Media, B.E. 2020 and the announcement of the Ministry of Digital Economy and Society regarding security standards for meetings via electronic media, B.E. 2020. The company provides service providers. Organize meetings through electronic media that has expertise and has been certified by relevant agencies as follows.

- Certified conference control system (Cisco Webex) (Certification) and

- Inventech Connect voting system that has passed the Self-Assessment from the Electronic Transactions Development Agency (ETDA). Shareholders can attend the meeting via mobile phone, tablet, computer or notebook computer. okay

Today the company broadcast the audio and video signals of the meeting. Via the VDO Conference system from the Chao Phraya Meeting Room 1, Montien Riverside Hotel, Bangkok. The shareholders can confirm their identity, and register to attend the meeting according to the details Attachment No. 9 which the company has sent to shareholders along with the meeting invitation letter.

In this meeting The Company has set the list of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) according to the Securities and Exchange Act B.E. 2535 (Section 89/26) to March 22, 2024.

The Company has provided an opportunity for shareholders to nominate individuals to enter the process of selecting directors to replace directors whose terms have expired. Including an opportunity to propose matters for the Board of Directors to consider including as an agenda for this general meeting of shareholders. From 1 -30 December 2023 on the company's website, and the website of the Stock Exchange of Thailand It appeared that no shareholder proposed an agenda or nominated a person to be considered for election as a company director.

Because Mr. Boonpakorn Chokwatana, Chairman of the Board of Directors as chairman of the meeting today, was on leave from the meeting and unable to perform his duties. According to Article 38 of the Company's regulations, the Vice Chairman of the Board of Directors has been appointed to act as chairman of the meeting instead.

Mrs. Chamnean Chokvathana Vice President and Director of the Company, acting Chairman for this meeting has open the Shareholders' General Meeting No. 56, 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 proceeding with the meeting according to the agenda, Mr. Phiphob Chokwatana assigned Mr. Adul Srimadee Company Secretary Explain and explain the details of the meeting procedures to shareholders. This meeting The company will process, collect, use and disclose personal information, including still images Sounds and animations of all meeting participants For recording and preparing meeting minutes Meeting management, etc., as informed in attachment 12. Regarding personal data protection.

- The procedures and criteria for the meeting are as follows:

- In voting at the meeting. Shareholders will have votes equal to the number of shares they hold and/or receive as a proxy, which is considered 1 share equal to 1 vote.
- 1 shareholder has the right to vote to agree, disagree, or abstain from voting, only in one way or the other Except for shareholders who are Custodians who can split their votes.
- For Agenda 5 regarding the appointment of directors to replace those who retire by rotation. The method of election will be used individually. To be in line with the principles of good corporate governance.

Voting, vote counting, and methods for asking questions or expressing opinions are as follows:

The meeting will consider matters in the order of the agenda specified in the meeting invitation letter. Information will be presented in each agenda, and provide opportunities for shareholders to ask questions before voting and the results of the scores will be reported to the meeting. When the votes are counted in that agenda Finished in order

For shareholders attending the meeting at the meeting location

1. Shareholders who come in person and proxies who are authorized to vote at the meeting will receive ballots at the registration point before attending the meeting.
2. For proxies who do not receive a ballot at the point of registration, that is, cases in which the shareholder has already voted in the proxy form. The company will count the votes as specified in the proxy form.
3. In the event that any shareholder wishes to ask questions or express opinions at the meeting Please raise your hand and when the Chairman gives permission, please inform your name and surname. Including the status of being a shareholder or proxy, or writing questions on paper and sending them to officials. The company will answer

questions in the meeting room only on agenda items that require voting. For any other questions or suggestions. The Company will summarize the questions sent in advance and those asked in the meeting room by including the answers as an attachment to the shareholders' meeting minutes, which will be disclosed. Spread through the stock exchange's information dissemination system and the company's website within 14 days from the completion of the meeting.

4. In voting Does any shareholder or proxy disagree? or wish to abstain from voting on any agenda item in the meeting Please mark in the box to disagree or abstain from voting. Ready to sign the ballot and raise your hand. Then there will be officials going to collect the ballots. To calculate votes using the barcode system, shareholders who agree do not have to raise their hands. By asking for a mark to confirm voting and return all agreed ballots at the same time upon completion of the meeting.

5. Ask shareholders to vote in their ballots by marking them clearly. Cases that will be considered invalid ballots mean cases in which the shareholder or proxy has not clearly expressed his or her intentions in the ballot, such as voting in more than 1 box on the ballot. or there is a division of votes (except in the case of the Custodian) or in the case where the votes on the ballot are edited without being signed.

6. In the event that the shareholder or proxy wishes to return before the meeting ends.

Please return all ballots to the official. In order to deduct votes from the vote base at the meeting.

For shareholders attending the meeting via electronic media (E-AGM)

1. Asking questions or expressing opinions in the meeting room

Before voting on each agenda The company will give meeting attendees the opportunity to ask questions. or express opinions on issues related to that agenda as appropriate By selecting the agenda for which you want to ask questions or express opinions. Then press the "Question" button. There are 2 ways to inquire:

- Inquire via message You can type the desired question. Then press the "Send Questions" button. The company will read and answer questions related to that agenda. to the meeting for further information. However, if there are a large number of questions sent into the system The company reserves the right to consider and select questions as appropriate.

- Inquire via video and audio (video conference) by pressing the "Inquire via video and audio" button, then press "OK" to confirm the reservation. The meeting facilitator will inform the names and surnames of the attendees who have the right to ask questions. Then turn on your microphone and camera. Before meeting participants ask questions Please inform your name and surname. and status as a shareholder or proxy before asking questions every time So that the company can record them in the minutes of the meeting correctly and completely. The company reserves the right to cut off images and audio of shareholders who ask questions or express opinions that are impolite or defamatory of others. or violate any law Including violating the rights of other people. or disrupting the meeting or cause distress to other meeting participants. The company will give 1 minute to ask questions.

2. In the case where there are a large number of shareholders wanting to ask questions using images and sound in the system. In order to preserve the duration of the meeting Please ask shareholders to ask questions via message. for officials to answer questions Or bring your questions to answer at the end of the meeting. or put the answer on the company's website

3. In voting Let shareholders choose the agenda they want to vote on. Then press the "Vote" button. The system will display a total of 3 voting boxes: agree, disagree and abstain from voting for shareholders or multiple proxies. The system will display all names of those who have been granted a proxy. Voting will be done separately for each person.

To cancel voting, press the "Cancel Voting" button for any shareholder who has not voted within the specified time. The company will consider that shareholders "agree" with that agenda and voting can make amendments. Until there is notification of the closing of voting in that agenda. The company gives time to vote for 1 minute and when the voting results for each agenda are closed. The results of that agenda will be announced to the meeting later.

4. In the case of receiving proxies from many shareholders Using the same email address and telephone number to confirm your identity in granting a proxy. The system will combine the names of those granting proxies in the same user account. unless using different email addresses and phone numbers to verify identity The system will not include the names of the proxies. But it will be used as a separate user account. To access other accounts Press to select the menu. "User Account" and press the "Change Account" button to access the accounts of other proxies. By changing accounts The system will not remove votes from the meeting base.

5. In the event that shareholders register and leave the quorum Before closing voting on any agenda The votes of shareholders will not be counted as a quorum for the said agenda. and votes will not be counted immediately for

the remaining agenda items. However, leaving the quorum in any agenda item This will not disqualify the rights of shareholders or proxies to return to attend the meeting. and vote on agenda items that have not yet been processed in the system

6. In the case that shareholders encounter problems using the meeting system or voting system Please study and follow the instructions provided along with the meeting invitation letter. Or select the “Help” menu in the system. You can contact Inventech Call Center staff from the phone number and Line Official as shown on the screen.

7. If there is a system failure during the shareholder meeting, you will receive an email. to return to the meeting via the backup system.

By further informing that the number of shareholders or proxies and the number of votes in each agenda may not be equal. This is because some shareholders or proxies may leave the meeting room or come in additionally. If some agenda items require longer than usual to count votes, the Chairman may ask the meeting to continue considering the next agenda first. In order for the meeting to proceed continuously And when the officials have finished counting the votes, they will inform the meeting of the results of the resolutions on that agenda. Shareholders had no questions about the voting criteria and methods. The Chairman then proceeded with the meeting according to the agenda set out as follows:

**Agenda 1            Consideration for the approval on the Minutes of the 55 th Annual General Meeting of Shareholders on 25 April 2023**

Mr. Pipope Chokvathana, Managing Director explained to the meeting that the company sent a copy of the minutes of Annual Shareholders’ General Meeting No. 55 for the year 2023 on April 25, 2023 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 question would like to propose the agenda items for endorsements as follows.

- The Meeting review and unanimously approved the minutes of the 55<sup>th</sup> Annual Shareholders’ General Meeting held on April 25, 2023 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	33	125,763,540	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

(There was one additional participant)

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

Mr.Pipope Chokewattana informed the meeting that Report of the Board of Directors and the results of operations of the Company for the year 2023, Informed that the details are in the 56-1 one report on pages 42 to 63 and further clarified the summary of operating results for shareholders to acknowledge as follows:

For 2023, consider the importance of business development for sustainability. A business plan and annual budget are prepared. To control operating expenses to strengthen financial liquidity In addition, there is a focus on controlling the cost of sales at the specified rate, which results in a gross profit that is sufficient to make a profit adjusting in the direction of growth from the previous year. As a result, operating profits in 2023 increased from the previous year by 32.69%, although sales increased from the previous year by only 0.16%, with a profit of 20.75 million baht, an increase from the previous year of 124.08%, and the separate financial statements were Profit amounted to 20.50 million baht, an increase of 32.69% from the previous year.

Revenue from sales: For 2023, revenue from product sales increased by 0.16%, divided by product groups such as textiles. increased by 24.84 million baht or a 6.98% increase, cosmetics increased by 50.27 million baht or a 106.48% increase, and fabric decreased by 27.95 million baht or a 37.19% decrease. administrative expenses

Other income decreased from the previous year by 1 million baht or 13.16% due to a decrease in dividend income.

Selling expenses (distribution costs)

Year 2023 for reduced distribution costs as expenses in the form of advertising costs, co-program support costs with customers and rental venue fees. and increased administrative expenses, including expenses in the type Employee expenses, and charitable expenses Impairment of investments in associated companies It is recorded according to the operating loss of the associated company in proportion to the investment.

Administrative expenses

In 2023, working from home (Work from home) returns to work at the company as usual, resulting in an increase in employee-related expenses by 18.64 percent.

Regarding anti-corruption

The Board of Directors considers it an important part of conducting business. The company has policies and practices to prevent the company and those involved with the company from getting involved in corruption. which the company has always adhered to and practiced since the beginning of business and has been set forth in the principles of good corporate governance of the company. Business ethics Including specified in the employee regulations. and has prepared a manual for directors, executives, and employees to acknowledge and adhere to as a practice guideline Has disclosed the anti-corruption policy in the annual report. and on the company's website throughout the past period The Company's business operations have no problems in such matters and in 2023 there were no corruption problems found. labor disputes or human rights in any way. The company promises not to support and will oppose all forms of corruption.

In the past year After the resolution of the 2023 Annual General Meeting of Shareholders approved changing the share value from 10 baht per share to 1 baht per share in April 2023, later during the month May to June 2023 trading volume and share prices of companies on the stock exchange significantly increased from trading data Stocks during this period The value of the shares increased from over 1 baht to over 13 baht, which the company explained to the Stock Exchange 4 times, asking investors to be careful in trading the company's shares carefully. Because the company has not had any important developments. In addition to what is disclosed to the stock exchange and do not know the cause of the change that affected the trading that occurred

He further informed that during that period none of the company's directors and executives bought or sold any of the company's securities. The company adheres to the principles of good corporate governance. Manage and disclose information with transparency Taking into account the interests of shareholders is important. This year, the company was evaluated by the Corporate Governance Survey of Listed Companies, or CGR, and received a 5-star rating. The company is committed to developing efficient organizational management processes. We are aware of the importance and possible impacts of business operations on society and the environment to a minimum. This will make the organization stable and sustainable in the long run.

Mr. Phiphob Chokwatana, Managing Director An opportunity was given to shareholders to ask questions. No shareholder had any questions through both channels and informed the meeting that there was no need to vote on that agenda because it was an agenda for information.

The meeting acknowledged the report of the Board of Directors for the past year.

(There was one additional participant)

**Agenda 3 Consideration for the approval on the Financial Statements for the year ended December 31st, 2023**

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, 2023 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 2023 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	796,577,796	816,274,917
Total liabilities	323,736,474	323,736,474
Shareholders' General Meeting' Equity	472,841,322	492,538,443
Total Revenue	531,839,825	531,839,825
Net Profit	20,753,914	20,500,298
Earnings per share (Baht)	0.14	0.14

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

- No shareholder raised any question

The Meeting considered and unanimously endorsed the consolidated financial statements as of December 31, 2023 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	33	125,763,540	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

(There was one additional participant)

#### **Agenda 4 Consideration and approval of the appropriation of profit and dividend payment Rationale**

Managing director Informed the meeting that in 2023, the Company had a net profit for the Company's financial statements in the amount of 20,753,914 baht according to the Company's policy. Dividend payment from retained earnings By considering the payment criteria not to exceed 50% of net profit in the year and financial status. And has already set aside a full reserve of 14,951,000 baht as required by law, at least 5% or 1/20 of net profit and Article 58 of the Articles of Association of the Company, which specifies 10% or 1/10 of the registered capital.

The Board of Directors agreed to propose to the Annual General Meeting of Shareholders to approve the dividend payment at the rate of 0.02 baht per share from the par value of 1 baht per share to the Company's shareholders in the amount of 149,510,000 shares, totaling 2,990,200 baht. The dividend payment rate is in accordance with the Company's dividend payment policy. without allocating additional statutory reserves because the company has allocated completely in 2017

In dividend payment appropriation from retained earnings which pays corporate income tax at the rate of 30% which the shareholders individual type Can be credited for tax refund according to the Revenue Code, section 47 bis

The dividend payment will be made to the shareholders who are entitled to receive the dividend as appeared on the list of shareholders who are entitled to receive the dividend on Friday, March 22, 2024, and the dividend payment will be made on Tuesday, May 21, 2024. Voting: Must be approved by a majority vote of the shareholders who attend the meeting and vote

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

- No shareholder raised any question

Resolution of the meeting: The meeting unanimously resolved to approve the dividend payment and not allocate additional reserves. with the following votes:

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	33	125,763,540	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

(There was one additional participant)

**Agenda 5 Consideration for the election of company directors in replacement of those who are retired by rotation**

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. 56 the Directors to retire by rotation are 3 persons as follows.

1. Mr. Pipope Chokvathana
2. Ms. Vorawan Chokvathana
3. Mrs. Patcharin Trikulkitipan

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

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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 . 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 , 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 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. Mr. Pipope Chokvathana and Ms. Vorawan Chokvathana details according to the profile of the person nominated for the position of the Company's director. Then Mr. Pipope Chokvathana has given the opportunity to Shareholders to raise question.

- No shareholder raised any question

Voting must be approved by a majority vote of the shareholders attending the meeting. and vote

At the meeting, no one asked any questions. Therefore, it is proposed that the shareholders' meeting consider and elect the names of the 3 persons as follows:

1 Mr. Pipope 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	33	125,763,540	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

2. Ms. Vorawan 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	33	125,763,540	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

3. Mrs.Patcharin Trikulkitipan

-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	33	125,763,540	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 2024 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 Trikulkitipan.
7. Mr. Piratchai Pragobsub



8. Mr. Suksan Fuengrit
9. Mr.Kaweephong 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. Kaweephong Hirunkasi | Auditor/ Independent Director                            |

Before agenda 6, there were 2 more people, totaling 35 shareholders, number of shares 125,763,651 shares)

**Agenda 6** Consideration for the determination the remuneration of company directors

Mr. Piratchai Prakobsub the Chairman of the Nomination and Remuneration Committee is the person to explain this agenda. By explaining that According to the Company's Articles of Association, 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 2023, the General Meeting of Shareholders determined the remuneration of company directors in a total amount not exceeding 2,400,000 baht per year and the company paid a total of 1,688,500 baht, paid to the board of directors as meeting allowance in the amount of 128,000 baht and remuneration to directors. Annual management fee of 990,000 baht, meeting allowance for the Audit Committee in the amount of 52,000 baht, Risk Management Committee in the amount of 32,500 baht, Nomination and Compensation Committee in the amount of 13,000 baht, Corporate Governance and Sustainability Committee in the amount of 13,000 baht. and annual remuneration for the Audit Committee in the amount of 380,000 baht, the Risk Management Committee The amount is 30,000 baht, the Nomination and Remuneration Committee is 27,000 baht, the Corporate Governance and Sustainability Committee is 22,500 baht..

The Director's compensation amount for year 2024, 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.

Meeting allowance (Only directors attending the meeting per time)

Board	Chairman		Director	
	2024	2023	2024	2023
Company Director	5,000.00	5,000.00	3,000.00	3,000.00
Audit Committee	4,000.00	4,000.00	3,000.00	3,000.00
Nomination and Remuneration Committee	2,000.00	2,000.00	1,500.00	1,500.00
Risk Management Committee	2,000.00	2,000.00	1,500.00	1,500.00
Member of the Corporate Governance and Sustainability Committee	2,000.00	2,000.00	1,500.00	1,500.00

Annual compensation

Board	Chairman		Director	
	2024	2023	2024	2023
Company Director	110,000.00	110,000.00	90,000.00	90,000.00
Audit Committee	10,000.00	10,000.00	10,000.00	10,000.00
Nomination and Remuneration Committee	10,000.00	10,000.00	10,000.00	10,000.00
Risk Management Committee	10,000.00	10,000.00	10,000.00	10,000.00
Member of the Corporate Governance and Sustainability Committee	110,000.00	110,000.00	90,000.00	90,000.00

As for other benefits, there are no Same as last year

This is from the date of approval by the general meeting of shareholders.

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

- No shareholder raised any question

- 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	125,763,651	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

(Before Agenda 7, There was one additional participant)

**Agenda 7 Consideration for the determination of the auditors and determination the remuneration of auditors**

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 2023 The auditor who signed the financial statements is . Ms.Kojchamon Sunhuan CPA registration No.11536

The Audit Committee has reviewed and propose the appointment of Karin Audit Company Limited to be the company's auditors for the year 2024 as follows

1. Mr. Komin Linphrachaya CPA registration No.3675
2. Mr. Jadesada Hungsapruerk CPA registration No.3759
3. Mr. Supoj Mahantachaisakul CPA registration No.12794
4. Ms. Kanwarat Saksriborworn CPA registration No.13273
5. Ms. Kannika Wipanurat CPA registration No.7305
6. Mr.Jirote Sirirorote, CPA registration No.5113
7. Ms. Nonglak Pattanabandith CPA registration No.4713
8. Mrs. Sumana Senivongse , CPA registration No.5897
9. Mr. Worapol Wiriyakulapong CPA registration No.11181
10. Mr. Pojana Asavasontichai CPA registration No.4891
11. Mr. Wichian Proongpanish CPA registration 5851

12. Ms.Kojchamon Sunhuan CPA registration No.11536  
 13. Ms. Bongkotrat Suamsiri CPA registration No.13512  
 14. Mr. Thanathit Raksathianraphap CPA registration No.13646

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 2024 (Baht)	Year 2023 (Baht)
The unaudited quarterly financial statements as 1,2,3	546,600.00	535,500.00
Annual finance audit fee	504,900.00	501,000.00
The unaudited quarterly financial statements of associates as 1,2,3	-	30,000.00
Annual finance audit fee of associates	-	20,000.00
<b>Total</b>	<b>1,051,500.00</b>	<b>1,086,500.00</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.

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	35	125,763,651	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

(Before Agenda 8, There was one additional participant)

#### **Agenda 8 Consideration for amendment for company' articles of association**

Mr. Phiphob Chokwatana, Managing Director informed the meeting that Due to an amendment to the Public Limited Companies Act (No. 4) B.E. 2022, it is required that public limited companies be able to use electronic means in meetings.Board and shareholder meetings Delivery of books or documents as well as granting proxies in shareholder meetings Opinion of the committee It is deemed appropriate to propose to the general meeting of shareholders to consider and approve the amendments to the Company's Articles of Association, Article 28, Article 34, Article 39, and Article 56 in order to be consistent with the law on public limited companies which has been amended as follows.

Current Articles of Association	Propose Amendment for Articles of Association
<p>Articles 28. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors not less than seven (7) days prior to the date of meeting except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned by other means and earlier meeting date may be fixed.</p> <p>A place of the meeting under paragraph one shall be within the locality of the company's head office or any other places as the Board of Directors may designate.</p>	<p>Articles 28. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors not less than <u>three (3)</u> days prior to the date of meeting except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned by <u>electronics means or</u> other means and earlier meeting date may be fixed.</p> <p>A place of the meeting under paragraph one shall be within the locality of company's head office <u>or any other places in the kingdom .In the case of a meeting via electronic media, the location of the company's head office shall be deemed the location of the meeting.</u></p>
<p>Articles 34. In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.</p>	<p>Articles 34. In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper <u>or electronic media according to the criteria stipulated by the registrar</u> for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place <u>in the kingdom .In the case of a meeting via electronic media, the location of the company's head office shall be deemed the location of the meeting.</u></p>
<p>Articles 39. The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of</p>	<p>Articles 39. The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the</p>

<p>the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) days prior to the date of the meeting.</p>	<p>a sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.</p> <p>7</p> <p>Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.</p> <p>In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper <u>or electronic media according to the criteria stipulated by the registrar</u> for three (3) days prior to the date of the meeting.</p>
<p>Articles 56. Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.</p>	<p>Articles 56. Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper <u>or electronic media according to the criteria stipulated by the registrar</u> for three (3) consecutive days.</p>

In this regard, the shareholder meeting is requested to approve the assignment to the board of directors, or Executive Chairman or a person assigned by the Board of Directors or the Executive Chairman Has the authority to register amendments to the company's regulations, including amendments and/or additions of words. Details or messages shall be in accordance with the registrar's orders. public limited company To complete the registration Mr. Phiphob Chokwatana, Managing Director An opportunity was given to shareholders to ask questions. There were no questions from shareholders in both channels, so the meeting was asked to vote according to the criteria and methods that had been informed.

The resolution must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Meeting Resolution: The meeting considered and resolved to approve the amendment of the Company's regulations. With a unanimous vote as follows:

Votes	Persons	Number of Votes	Relative% of the shares at the meeting
Agree	35	125,763,651	100%
Not Agree	0	0	0%
No Vote	0	0	0%
Voided Ballot	0	0	0%

There was one additional participant)

**Agenda 9 Consider other matters (if any).**

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

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

The meeting adjourned at 10:10 hrs.

\_\_\_\_\_ Chamnean Chokvathana \_\_\_\_\_  
(Mrs. Chamnean Chokvathana).

Chairperson



*[Handwritten signature in blue ink]*

*[Handwritten signature in blue ink]*