

**NEWCITY (BANGKOK)  
PUBLIC COMPANY LIMITED**

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

**No. 57**

**Tuesday April 29, 2025 at 14:00 hrs.**

**At KingBridge Hall,4 Floor, KingBridge Tower,  
Rama 3 Road, Bangpongpan, Yannawa, Bangkok**

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

4 April 2025

**Notice of Annual Shareholders' General Meeting' General Meeting No. 57**

**Dear Shareholders,**

Enclosure herewith

1. Copy of the Minutes of Annual Shareholders' General Meeting No. 56 dated April 23, 2025
2. Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report), in QR CODE format and the Registration form (Must be brought to the meeting).
3. Report Form for Capital Increase ( F53-4)
4. History of individuals who have been nominated to serve as Directors of the Company replacing retiring Directors by rotation.
5. The definition of "Independent Director "
6. Identification of Independent Directors and Audit Committee which the Company nominated as proxies of Shareholder.
7. Articles of Association in respect of the Shareholders' General Meeting.
8. Documents and evidence to be presented prior joining the meeting and meeting's rules.
9. Procedures for attending the Annual Shareholders' General Meeting.
10. Map of the venue to Shareholders' General Meeting.
11. Proxy Form B.
12. Protection of personal information (Privacy Notice) for the shareholders' meeting
13. QR Code Downloading Procedures for the Documents of the Annual General Meeting of Shareholders

Commission New City (Bangkok) Public Company Limited has scheduled the Annual Shareholders' General Meeting No. 57 on Tuesday, April 29, 2025 at 14.00 hrs. at Kingbridge Hall ,4 Floor, KingBridge Tower, No. 989 Rama 3 Road, Bangpongpan, Yannawa, 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 2024 until 30 December 2024. 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. **Consideration for the approval on the Minutes of the 56<sup>th</sup> Annual General Meeting of Shareholders on 23 April 2024**

**Rationale:**

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

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

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

**Rationale:** The report of the Board of Directors and operating results of the Company for the year 2024 as appeared in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report), to be submitted with the notice of the Shareholders' General Meeting have been prepared in accordance with the requirements of the Office of the Securities and Exchange Commission and Stock Exchange of Thailand as per Attachment No. 2.

**Board of Directors' opinion:**

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

**3. Consideration for the approval on the Financial Statements for the year ended December 31<sup>st</sup>, 2024**

**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	803,587,258	824,850,437
Total liabilities	324,955,750	324,955,750
Shareholders' General Meeting' Equity	478,631,508	499,894,687
Total Revenue	512,560,733	512,560,733
Net Profit	12,345,296	13,684,107
Earnings per share (Baht)	0.09	0.14

Details are as shown in the financial statements of the Annual Registration Statement/Annual Report 2024 as per Attachment No.2.

**Board of Directors' opinion:**

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

**4. Consideration and approval of the appropriation of profit and dividend payment**

**Rationale:** In the year 2024 , the Company had net income for consolidated financial statements of 13,684,107 Baht as per the dividend policy of retained earnings. This price is based on cost, not to exceed 50 percent of net profit for the year and financial status and by legal reserve at least 5 percent of earnings or 1/20 of the net profit until it is fully paid according to the law and the Articles of Association of the Company, Article 58, which stipulates 10 percent or 1 in 10 of the registered capital In the amount of 14,951,000 baht, in 2017, the company has allocated such reserves completely. Therefore, there is no need to allocate any more.

**Board of Directors' opinion:**

The board proposes to present at the Annual Shareholders' General Meeting to approve not to allocate profits as legal reserves because the allocation was complete and to approve the payment of dividends at the rate of 0.03 baht per share to the Company's shareholders, totaling 149,510,000 shares totaling 4,485,300 baht. The dividend payment rate is in accordance with the Company's dividend payment policy. The details of the dividend payment are as follows:

1.1 Pay cash dividends at the rate of 0.01 baht (one satang) per share, totaling 1,495,100 baht.

1.2 Pay dividends in the form of the Company's ordinary shares, not exceeding 2,990,200 shares Par value of 1 baht per share In the ratio of 50 old shares to 1 dividend share (50:1) Calculated as a dividend payment at the rate of 0.02 baht (two satang) per share Totaling no more than 2,990,200 baht, including the payment of dividends in the form of cash and dividend shares, equal to the rate of 0.03 baht (three satang) per share, totaling 4,485,300 baht in dividends.

In the event that any shareholder has a fraction of shares that cannot be allocated as a dividend, the Company will pay in cash instead of paying a dividend at the rate of 0.02 baht (two satang) per share. All dividends will be subject to withholding tax in accordance with the law when paying dividends. The dividends are allocated from FIFO retained earnings that are subject to corporate income tax at the rate of 30 percent, which individual shareholders can claim tax credits in accordance with Section 47 bis of the Revenue Code. The dividend payment is scheduled to be paid to shareholders who are entitled to receive dividends as shown on the record date of shareholders who are entitled to receive dividends on Friday, March 21, 2025, and is scheduled to be paid on Tuesday, May 27, 2025. The Company's entitlement to receive such dividends is still uncertain as it awaits approval from the general meeting of shareholders.

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

<b>List</b>	<b>Year 2023 Paid</b>	<b>Year 2022 Paid</b>	<b>Year 2021 Paid</b>
Number of shares (shares)	149,510,000	14,951,000	14,951,000
Par value (Baht).	1	10	10
Dividend per share (Baht)	-	-	-
Total amount (Baht)	2,990,200	2,093,140	-
Net profit (Baht)	20,753,914	15,449,301	-25,532,885
Share of net profit (%)	14.40	13.55	-

**5. Consider approval of the increase in the Company's registered capital to support the payment of stock dividends.**

**Rationale:** In order to support the payment of dividends in the form of common shares of the Company, it is deemed appropriate to increase the Company's registered capital by another amount of 2,990,200 baht from the original capital of 149,510,000 baht, for a total registered capital of 152,500,200 baht, by issuing additional common shares to support the payment of stock dividends in the amount of 2,990,200 shares, with a par value of 1 baht per share. Details are shown in the capital increase report form (F53-4) as attached no. 3.

**Board of Directors' opinion:** : The resolution is proposed to the general shareholders' meeting to approve the increase of the company's registered capital by another 2,990,200 baht from the original capital of 149,510,000 baht, totaling 152,500,200 baht, by issuing 2,990,200 additional common shares with a par value of 1 baht per share to support the payment of stock dividends

**6. Consideration of approval of amendment to the Memorandum of Association, Article 4: Registered capital of the Company to be consistent with the increase in the Company's registered capital.**

**Rationale:** In order to comply with the increase of the Company's registered capital, the Company is required to register an amendment to the Company's Memorandum of Association, Article 4: Registered Capital of the Company, as follows:

"Article 4.	Registered Capital of	152,500,200.00	Baht
	Divided into	152,500,200	shares
	At the Par Value	1.00	Baht
	Divided into		
	Ordinary shares	152,500,200	shares
	Preferred shares	-	shares "

**Board of Directors' opinion:** Resolution to propose to the general meeting of shareholders to approve the amendment of the memorandum of association, Article 4, to be consistent with the increase of the company's registered capital. By authorizing the board of directors or the chairman of the executive board or a person assigned by the board of directors or the chairman of the executive board to amend the wording, text, according to the order of the registrar in any document submitted for registration with the Department of Business Development, Ministry of Commerce, in order to complete the registration.

**7. Consideration of approval the allocation of additional common shares to support the payment of stock dividends.**

**Rationale:** Resolution to propose to the general meeting of shareholders for consideration and approval of the allocation of additional common shares to support the payment of stock dividend , not exceeding 2,990,200 shares, with a par value of 1 baht per share, to existing shareholders at a rate of 50 original shares to 1 stock dividend (50:1). In the event that any shareholder has a fraction of shares that cannot be allocated as dividend shares, the Company will pay in cash instead of paying as stock dividend at a rate of 0.02 baht per share.

The Company's board of directors and/or the authorized representative of the board of directors are authorized to take any action related to the allocation of additional common shares in all respects.

**Board of Directors' opinion:** The resolution is proposed for the general meeting of shareholders to approve the allocation of additional common shares to support the payment of stock dividends in accordance with all the details mentioned above.

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

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

- |    |                            |  |
|----|----------------------------|--|
| 1. | Mr. Boonpakorn Chokvathana | President and Chairman   |
| 2. | Ms. Sameang Chantrima      | Director   |
| 3. | Mr. Kaweepong Hirunkasi    | Independent Director Member of the Audit Committee<br>Chairman of the Corporate Governance Committee<br>and sustainability , Nomination Committee and<br>determine<br>compensation |

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 2024, it turned out that no shareholders nominated any person for election. Being a director of the company

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

**Board of Directors' opinion:**

The Board of Directors, excluding nominated directors, discussed widely and has carefully considered the individual qualifications of the existing directors of the Company careful Agreed with the proposal of the Nomination and Remuneration Committee. by the person nominated in This time has been considered according to the process specified by the company. and have qualifications in accordance with relevant laws and suitable for business operations of the company and the person nominated as an independent director has qualifications in accordance with the laws related to requirements relating to independent directors Therefore, it was deemed appropriate for the shareholders' meeting to consider and approve the election of the Company's directors who retired under all 3 persons are directors for another term. The profile of the person nominated for the position of director replacing the directors who retired by rotation There are details for consideration. According to the 3rd attachment 4

**9. Consideration for the determination the remuneration of company directors**

**Rationale:** According to the Company's regulations, Section 32, the Company shall not pay any money or other assets to the Company's directors, except as compensation for rights and benefits in other forms normally in the capacity of the Company's directors. This does not include compensation or welfare that the Company's directors receive as employees or employees of the Company. In 2024, the General Meeting of Shareholders has determined the total compensation for the Company's directors at no more than 2,400,000 baht per year, and the Company has paid a total of 1,704,000 baht, of which 150,000 baht was paid to the Board of Directors as meeting allowances, 990,000 baht was paid to the Executive Committee for the year, 65,000 baht was paid to the Audit Committee, 13,000 baht was paid to the Risk Management Committee, 13,000 baht was paid to the Nomination and Remuneration Committee, 13,000 baht was paid to the Corporate Governance and Sustainability Committee, and 380,000 baht was paid to the Audit Committee, Risk Management Committee The total amount is 28,333 baht, the Nomination and Remuneration Committee is 28,333 baht, the Corporate Governance and Sustainability Committee is 28,334 baht. **Board of Directors' opinion:**

For year 2025, 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	
	2025	2024	2025	2024
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	
	2025	2024	2025	2024
Audit Committee	110,000.00	110,000.00	90,000.00	90,000.00
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
Corporate Governance and Sustainability Committee	10,000.00	10,000.00	10,000.00	10,000.00

For other benefits, there are none, the same as last year.

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

**10. Consideration for the appointment of the auditors and determination the remuneration of auditors.**

**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 2024 are 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 Sirirrote 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 of Karin Audit Ltd.

The Audit Committee has reviewed and propose the appointment of Karin Audit Company Limited to be the company's auditors for the year 2025 as follows

1. Ms.Kannika Wipanurat, CPA registration No.7305
2. Mr. Jadesada Hungsapruerk CPA registration No.3759
3. Ms.Kojchamon Sunhuan CPA registration No.11536

Description	Year 2025 (Baht)	Year 2024 (Baht)
1. The unaudited quarterly financial statements as 1,2,3	549,000.00	546,600.00
2. Annual finance audit fee	507,500.00	504,900.00
3. The unaudited quarterly financial statements of associates as 1,2,3	-	-
4. Annual finance audit fee of associates	-	-
<b>Total</b>	1,056,500.00	1,051,500.00
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

1. Ms.Kannika Wipanurat, CPA registration No.7305
2. Mr. Jadesada Hungsapruet CPA registration No.3759
3. Ms.Kojchamon Sunhuan CPA registration No.11536

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 2025 and the auditing fee is 1,056,500.- Baht and Other fees pay no more than 15,000 Baht.

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

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

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

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

For your convenience, if the shareholder cannot attend the meeting in person and delegate other persons to attend on their behalf please complete and sign the proxy form enclosed with this or you can download this form from [www.newcity.co.th](http://www.newcity.co.th). It is available in 3 versions, in case the shareholder is a foreign investor and has appointed a custodian (Custodian) as custodian of shares in the proxy to use either Form A or Form B or Form C. Other than that, only Proxy Form A and B will be used. If you wish to appoint the independent Directors and an audit committee which the company named as proxies of Shareholders, the information can be viewed in Attachment 5. The company would like your cooperation by sending the proxy form to the Company at least one day prior to the meeting date so that the company can inspect the evidence in advance. Then the Company will complete the registration with Barcode system. Therefore, to facilitate registration, the Shareholders and proxies to attend the meeting, please bring along the registration form (as presented in Attachment 2) to the meeting and signed for the right to attend the meeting.

By order of the Board of Directors



(Ms. Sameang Chantrima).

Secretary



**New City (Bangkok) Public Company Limited**  
**Minutes of the Shareholders' General Meeting No. 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 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 Chairman of the Nomination Committee and determine compensation<br>Independent Director Member of the Audit Committee  |
| 6. Mr. Suksan Fuengrit         | Corporate Governance Committee<br>and sustainability Risk Management Committee<br>Independent Director Member of the Audit Committee   |
| 7. Mr. Kaweepong Hirunkasi     | 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 Karintr 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.

Vote	Persons	Votes	Voice vote, the 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 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.

6. 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.

7. 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:

<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%

(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 Trikulkitippan

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/ Independent Director
2.Mr. Sooksan Fuengrit	Auditor/ Independent Director
3.Mr. Kaweepong 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.

8. 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 Hungsapruak 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.

<b>Description</b>	<b>Year 2024 (Baht)</b>	<b>Year 2023 (Baht)</b>
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.

<b>Votes</b>	<b>Persons</b>	<b>Number of Votes</b>	<b>Relative% of the shares at the meeting</b>
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>

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 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.

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.

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.

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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.

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 or electronic media according to the criteria stipulated by the registrar for three (3) days prior to the date of the meeting.

Articles 56. Dividends shall be distributed according to the number of shares at an equal amount each.

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.

Articles 56. Dividends shall be distributed according to the number of shares at an equal amount each.

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 or electronic media according to the criteria stipulated by the registrar for three (3) consecutive days.

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:

<b>Votes</b>	<b>Persons</b>	<b>Number of Votes</b>	<b>Relative% of the shares at the meeting</b>
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

**Report Form for Capital Increase  
New City (Bangkok) Public Company Limited  
March 7, 2025**

We, New City (Bangkok) Public Company Limited, hereby report the resolution of the Board of Directors' meeting No 2/2025, dated 7 March 2025, relating to the capital increase and allotment of capital increase shares as follows:

**1. Capital increase:**

The Board of Directors' meeting passed a resolution with approval of the company's registered capital increase from THB 149,510,000 to THB 152,500,200 by issuing 2,990,200 (ordinary shares) with a par value of THB 1 each, totaling THB 2,990,200. Details of each type of capital increase as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	2,990,200	1	2,990,200.
	Preferred shares	.....-.....	.....-.....	.....-.....
<input type="checkbox"/> General Mandate	Ordinary shares	.....	.....	.....
	Preferred shares	.....	.....	.....

**2. Allotment of capital increase shares:**

**2.1 Specifying the purpose of utilizing the capital**

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Rights Offering	2,990,200	50:1	-	see note below	To reserve for stock dividend

**Note:** The Company has set the list of shareholders (Record Date) who are entitled to receive dividends on March 21, 2025 and has set the dividend payment date on May 27, 2025.

**2.2 The Company's Actions in the Event of Fractional Shares**

In the event that any shareholder has fractional shares that cannot be allocated as stock dividend, The Company will pay dividends in cash instead at the rate of 0.02 baht (two satang) per share.

**2.3 Number of shares remaining that have not been allocated**

-None-

**3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares**

The 57th Annual General Meeting of Shareholders will be held on 29 April 2025 at 2:00 p.m. at Kingbridge Hall Meeting Room, 4th Floor, Kingbridge Tower Building, 989 Rama III Road, Bang Phong Phang Subdistrict, Yan Nawa District, Bangkok 10120.

The list of shareholders entitled to attend the shareholders' meeting (Record date) will be set on 21 March 2025.

**4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)**

4.1 Request for approval from the 57th Annual General Meeting of Shareholders

4.2 The Company will proceed with the registration of the capital increase, the Company's paid-up capital and amendments to the Memorandum of Association with the Department of Business Development, Ministry of Commerce

4.3 The Company will proceed with the request for permission from the Stock Exchange of Thailand to accept the additional common shares for listing with the Stock Exchange of Thailand

**5. Objectives of the capital increase and plans for utilizing the increased capital**

Allocated as shares to existing shareholders as a return on investment for shareholders by issuing some stock dividend instead of paying dividends in cash.

**6. Benefits that the Company will receive from the capital increase / share allotment:**

6.1 To increase liquidity in the Company's shares

6.2 To maintain the liquidity of the Company's working capital

**7. Benefits that the shareholders will receive from the capital increase / share allotment:**

7.1 Dividend Policy :The Company has a policy to pay dividends from retained earnings, considering the payment criteria not to exceed 50 percent of net profit in the year.

7.2 In the event that the Company pays dividends, shareholders who have been allocated stock dividend this time will have the right to receive dividends from operations starting from the year 2025 onwards.

**8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:**

-none-

**9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:**

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors Meeting No. 2/2025	March 7, 2025
2.	Record date for shareholders entitled to attend the general meeting of shareholders	March 21, 2025
3.	The Annual General Meeting of Shareholders No 57	April 29,2025
4.	Record date for shareholders entitled to receive dividends	March 21, 2025
5.	Dividend payment date	May 27, 2025

We hereby certify that the information contained in this report form is correct and complete in all respects.

Signed ..... Sameang Chantrima .....

( Ms. Sameang Chantrima )

Signed ..... Patcharin Trikulkitipan .....

( Mrs.Patcharin Trikulkitipan )

Authorized directors sign on behalf of the Company  
with the Company's seal affixed

## 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: 90 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: 56 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.
	1962-2024	-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 2024

2024 Annual Shareholders' General Meeting

Attended -/1 time

Board of Directors Meeting

Attended 3/5 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: 61 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: 31 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 2024  
 2024 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: 75 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: 16 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 2024

2024 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.

**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

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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

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**New City (Bangkok) Public Co., Ltd.**

**Articles of Association relating to the Shareholders' General Meeting**

**The Shareholders' General Meeting**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The votes consist of the followings.

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

#### **Dividend Payment**

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

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

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

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

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



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

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

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

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

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

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

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

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

**Director's Remuneration**

- Article 32** The company is prohibited from paying money or assets to Directors, unless it is paid as compensation rights and other type of benefits which considered to be business as usual of the Directors of such companies, for example salary, meeting allowance, pension, insurance premium, subsidies prize money, for medical expenses, vehicle fuel costs.
- The payment in above paragraph does not include compensation or benefits received by Directors as being staff or employee of the company.

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

- Article 49** The auditor shall not be a Director, staff, employee, or person holding any position in the company.
- Article 50** The auditors will be elected every year at the Shareholders' General Meeting. The retire auditors are eligible to be re-elected to do the audit again.
- Article 51** The Shareholders' General Meeting' meeting shall set how much the auditor should get their fee.
- Article 54** The auditor has a duty to attend every shareholder's meeting which has to review the balance sheet and profit and loss account and company's accounting problem to clarify the audit to the Shareholders. The company to also send company's report and documents which the shareholder shall receive for each Shareholders' General Meeting to the auditors.

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

Registration of attendees at the Annual Shareholders' General Meeting No. 57 of New City (Bangkok) Public Co., Ltd. will complete using barcode registration system. To facilitate registration, Shareholders' General Meeting and proxies to attend the meeting to bring along the registration form with barcode to the meeting.

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

**Individuals**

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

**Corporation**

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

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

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

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

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

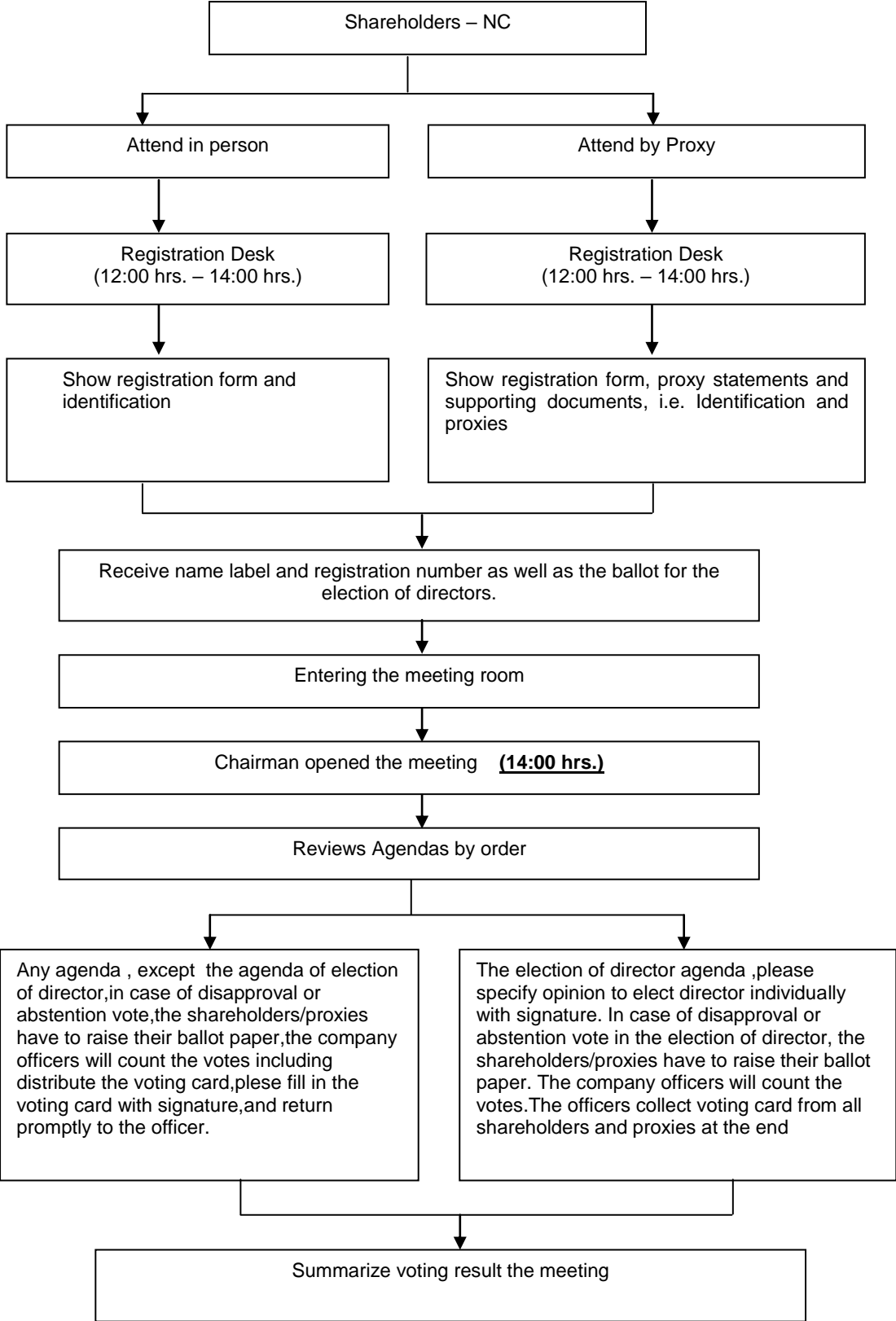
**2. Meeting Procedures**

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

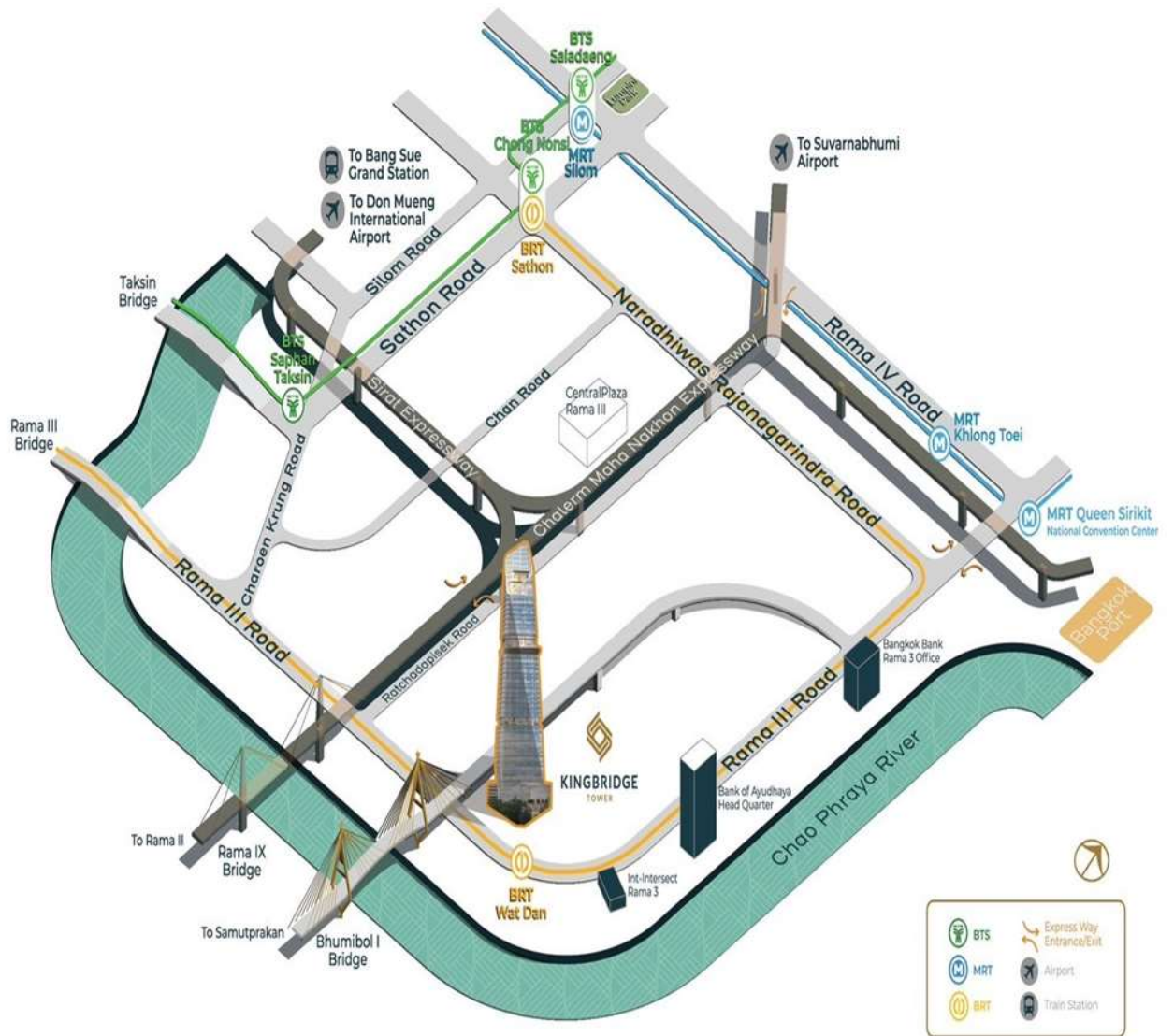
Meeting Procedures for the Annual Shareholders' General Meeting No. 57

New City (Bangkok) Public Co., Ltd.

29 April 2025



Map of the venue for Shareholders' General Meeting



KingBridge Hall,4 Floor, KingBridge Tower, No. 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120

## Counterfoil the Proxy Form B

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

Written at .....

Date..... Month.....B.E. ....

(1) I.....Nationality.....

Residing at House No.....Road.....Sub-district/District.....

District/Area.....Province.....Postal Code.....

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

Holding a total of shares and having the right to vote equal to votes as follows:

By holding a total of..... shares and having the right to vote equal to ..... votes  
as follows: Common shares ..... shares Having the right to vote equal to ..... votes Preferred shares..... shares Having the right to vote equal to ..... votes

(3) I hereby grant my power of attorney to

(1)..... Age.....Years, residing at House

No..... Road.....Sub-district/District.....District/Area .....

Province.....Postal Code.....or.

(2)..... Age.....Years, residing at House

No..... Road.....Sub-district/District.....District/Area .....

Province.....Postal Code.....

Any one person shall be my representative to attend and vote on my behalf at the 57th Meeting of Shareholders/Ordinary/Extraordinary Shareholders' Meeting on 29 April 2025 at 2:00 p.m. at Kingbridge Hall Meeting Room, 4th Floor, Kingbridge Tower Building, 989 Rama III Road, Bang Phong Phang Sub-district, Yan Nawa District, Bangkok 10120 or at any adjournment thereof to another date, time and place.

The ~~shares subscribers meetings~~ / Shareholders' General Meeting / ~~Extraordinary Meeting~~ No. 57 on 29<sup>th</sup> April 2025 at 14:00 hrs. 2025 at KingBridge Hall,4 Floor, KingBridge Tower, No. 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120, or at any adjournment thereof date, time and place as well.

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

**Agenda 1 - Endorse the 56<sup>th</sup> General Shareholders' Meeting's report held on April 23, 2024** (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 and approval of the financial statements ended December 31, 2024**

- (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 of the appropriation of profit and dividend payment**

- (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 - Consider approval of the increase in the Company's registered capital to support the payment of stock dividends.**

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

**Agenda 6 - Consideration of approval of amendment to the Memorandum of Association, Article 4: Registered capital of the Company to be consistent with the increase in the Company's registered capital.**

- (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 of approval the allocation of additional common shares to support the payment of stock dividends.**

- (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- Consideration for electing Directors replacing the retiring by rotation Director**

- (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: Ms. Sameang Chantrima -----

- Agree       Disagree       Dissenting Vote

Director Name: Mr. Kaweepong Hirunkasi -----

- Agree       Disagree       Dissenting Vote

**Agenda 9 - Consideration for the determination the remuneration of company directors**

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

**Agenda 10 - Consideration for the appointment of the auditors and determination the remuneration of auditors.**

- (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 11 - - 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. 57 on 29<sup>th</sup> April 2025 at 14:00 hrs. 2025 at KingBridge Hall,4 Floor, KingBridge Tower, No. 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120, or at any adjournment thereof date, time and place as well.

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

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

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

Agree  Disagree  Dissenting Vote

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

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

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

Agree  Disagree  Dissenting Vote

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

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

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

Agree  Disagree  Dissenting Vote

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

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

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

Agree  Disagree  Dissenting Vote

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

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

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

Agree  Disagree  Dissenting Vote

Agenda No..... Topic Election of Directors

Director Name: .....

Agree  Disagree  Dissenting Vote

Director Name: .....

Agree  Disagree  Dissenting Vote

Director Name: .....

Agree  Disagree  Dissenting Vote

Director Name: .....

Agree  Disagree  Dissenting Vote

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

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

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

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

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

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

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

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

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

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

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

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

**QR Code Downloading Procedures for the Annual Report 2024**

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.