

**NEWCITY (BANGKOK)
PUBLIC COMPANY LIMITED**

Notice of the Annual General Meeting of Shareholders

No. 58

Tuesday April 28, 2026 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

10 April 2026

Notice of Annual Shareholders' General Meeting' General Meeting No. 58

Dear Shareholders,

Enclosure herewith

1. Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report), in QR CODE format and the Registration form(Must be brought to the meeting).
2. History of individuals who have been nominated to serve as Directors of the Company replacing retiring Directors by rotation.
3. The definition of "Independent Director "
4. Identification of Independent Directors and Audit Committee which the Company nominated as proxies of Shareholder.
5. Articles of Association in respect of the Shareholders' General Meeting.
6. Documents and evidence to be presented prior joining the meeting and meeting's rules.
7. Procedures for attending the Annual Shareholders' General Meeting.
8. Map of the venue to Shareholders' General Meeting.
9. Proxy Form B.
10. Protection of personal information (Privacy Notice) for the shareholders' meeting
11. 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. 58 on Tuesday, April 28, 2026 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 2025 until 30 December 2025. 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. 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. 1.

Board of Directors' opinion:

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

2. Consideration and approval of the financial statements ended December 31, 2025

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	815,194,047	839,433,283
Total liabilities	336,618,856	336,618,856
Shareholders' General Meeting' Equity	478,575,191	502,814,427
Total Revenue	509,208,107	514,059,430
Net Profit	2,146,148	5,042,382
Earnings per share (Baht)	0.01	0.03

Details are as shown in the financial statements of the Annual Registration Statement/Annual Report 2025 as per Attachment No.1.

Board of Directors' opinion:

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

Voting: Requires approval by a majority vote of shareholders present and entitled to vote.

3. Consideration and approval of the appropriation of profit and dividend payment

Rationale: In 2025, the company reported a net profit of 5,042,382 baht for its separate financial statements. In accordance with company policy, dividends will be paid from retained earnings, with a payment criterion of not exceeding 50% of the annual net profit and financial status. A legal reserve of at least 5% or 1/20 of the net profit will be set aside until full compliance with the law and company regulations, specifically Article 58, which stipulates a reserve of 10% or 1/10 of the registered capital.**Board of Directors' opinion:**

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for approval the allocation of profits as legal reserves and to propose the approval of dividend payments as follows:

(1) Legal Reserves: The company has registered capital as of December 31, 2025, of 152,500,200 baht, with legal reserves of 14,951,000 baht. It is deemed appropriate to allocate an additional 299,020 baht to meet legal requirements, bringing the total legal reserves to 15,250,020 baht.

(2) Dividend Payment: A cash dividend of 0.01 baht (one satang) per share will be paid to shareholders holding 152,499,896 shares, totaling 1,524,998.96 baht.

The dividend payment rate is in accordance with the company's dividend policy. All dividends will be subject to withholding tax as per the law. The dividend payment is allocated from retained earnings using the FIFO method, which is subject to corporate income tax at a rate of 30%. Individual shareholders are eligible for a tax credit. According to the Revenue Code, Section 47 bis,

Dividend payment: Dividends will be paid to shareholders entitled to receive dividends as listed on the record date of Friday, March 13, 2026, and the payment date is Friday, May 22, 2026. The entitlement to receive these dividends is subject to uncertainty as it is subject to approval at the Annual General Meeting of Shareholders.

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

List	Year 2024 Paid	Year 2023 Paid	Year 2022 Paid
Number of shares (shares)	149,510,000	149,510,000	14,951,000
Par value (Baht).	1	1	10
Dividend per share (Baht)	0.03	0.02	0.14
-Cash (0.01 baht/share)	1,495,100	2,990,200	2,093,140
-Stock dividend(0.02 baht/share)	2,990,200	-	-
Total amount (Baht)	4,485,300	2,990,200	2,093,140
Net profit (Baht)	13,684,107	20,753,914	15,449,301
Share of net profit (%)	32.78	14.40	13.55

Voting: Requires approval by a majority vote of shareholders present and entitled to vote.

4. Consider and approve the decrease of the Company's registered capital by cancelling the authorized but not issued shares

Rationale: The company has a registered capital of 152,500,200 baht, divided into 152,500,200 shares with a par value of 1 baht per share. Paid-up capital is 152,499,896 baht, divided into 152,499,896 shares. There are 304 outstanding ordinary shares remaining, totaling 304 baht. These ordinary shares were issued to accommodate the allocation of dividend shares that could not be allocated due to fractional shares that could not be calculated according to the dividend ratio as resolved at the Annual General Meeting of Shareholders on April 29, 2025.

Board of Directors' opinion: : In accordance with the Public Company Limited Act B.E.2535 (1992), which stipulates that shareholders' meetings may resolve to reduce capital by canceling registered shares that are not sold or have not yet been issued, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval a reduction of registered capital by 304 baht, from the original registered capital of 152,500,200 baht to a registered capital of 152,499,896 baht, by canceling 304 unsold registered ordinary shares with a par value of 1 baht per share, which are shares remaining from the dividend allocation.

Voting: Requires approval by a vote of at least three-quarters of the total votes of shareholders present and entitled to vote.

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

Rationale: In order to comply with the decrease 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	152,499,896.00	Baht
	Divided into	152,499,896	shares
	At the Par Value	1.00	Baht
	Divided into		
	Ordinary shares	152,499,896	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 decrease 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.

Voting: Requires approval by a vote of at least three-quarters of the total votes of shareholders present and entitled to vote.

6. Consideration and election of director's in replacement of retiring director

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

- (1) Ms. Chamnien Chokvathana, Vice Chairman
- (2) Mr. Piratchai Pragobsub, Independent Director/Chairperson of the Audit Committee/Chairperson of the Nomination and Remuneration Committee
- (3) Mr. Suksan Fuangrit, Independent Director/Audit Committee Member/Corporate Governance and Sustainability Committee/Risk Management Committee

As the Company provided the opportunity for shareholders to nominate persons to be elected as the Company's directors in advance of the Annual General Meeting of Shareholders for the year 2025, 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 2

Voting: Requires approval by a majority vote of shareholders present and entitled to vote.

7. Consider determining the remuneration of company directors and sub-committees.

Rationale: According to company regulations, Article 32 prohibits the company from paying money or any other assets to company directors. Unless otherwise paid as compensation for rights and benefits in the normal course of their role as directors of the company, this excludes compensation or welfare received by company directors as employees or staff of the company.

In 2025, the Annual General Meeting of Shareholders set the total compensation for company directors at a maximum of 2,400,000 baht per year. The company paid a total of 1,714,000 baht, consisting of: meeting fees of 160,000 baht to the Board of Directors; annual compensation of 990,000 baht to the company directors; meeting fees of 65,000 baht to the Audit Committee; 13,000 baht to the Risk Management Committee; 13,000 baht to the Nomination and Remuneration Committee; 13,000 baht to the Corporate Governance and Sustainability Committee; and annual compensation of 380,000 baht to the Audit Committee; 26,667 baht to the Risk Management Committee; 26,667 baht to the Nomination and Remuneration Committee; and 26,666 baht to the Corporate Governance and Sustainability Committee.

Board of Directors' opinion:

For year 2026, 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	
	2026	2025	2026	2025
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	
	2026	2025	2026	2025
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.

Voting: Requires approval by a vote of at least two-thirds of the total votes of shareholders present at the meeting.

8. Consider appointing auditors and determining the audit fee for the year 2026.

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

According to company regulations Articles 49 and 50, the auditor must not be a director, employee, or any other person holding any position in the company. The auditor must be elected annually by the Annual General Meeting of Shareholders. An auditor who has retired may be re-elected. The auditor for the year 2025 is: 1. Ms. Kannika Wipanurat , Certified Public Accountant, Registration No. 7305 and/or 2. Mr. Jadesada Hungsapruerk, Certified Public Accountant, Registration No. 3759 and/or 3. Ms.Kojchamon Sunhuan, Certified Public Accountant, Registration No. 11536 and/or 4. Ms. Kanita Sawangwong, Certified Public Accountant, Registration No. 14943, or another certified public accountant assigned by Karin Audit Co., Ltd. The audit fee is set at 1,056,500 baht, and other expenses not exceeding 15,000 baht/year (unchanged).

This year, the Audit Committee has considered and deemed the aforementioned audit firm suitable. Maintaining high standards of practice and appropriate remuneration, it is deemed appropriate to propose the appointment of an auditor from Karin Audit Co., Ltd., or another certified public accountant designated by Karin Audit Co., Ltd., as the company's auditor for the year 2026 as follows:

1. Ms. Kanita Sawangwong CPA registration No.14943
(Signed on the financial statements for the year 2025, for one year)
2. Ms. Kannika Wipanurat CPA registration No.7305
(Signed the financial statements for the years 2016-2019, a total of 4 years)
3. Mr. Jadesada Hungsapruerk CPA registration No.3759

Description	Year 2026 (Baht)	Year 2025 (Baht)
1. The unaudited quarterly financial statements as 1,2,3	549,000.00	549,000.00
2. Annual finance audit fee	507,500.00	507,500.00
3. The unaudited quarterly financial statements of associates as 1,2,3	-	-
4. Annual finance audit fee of associates		
Total	1,056,500.00	1,056,500.00
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. Kanita Sawangwong CPA registration No.14943
(Signed on the financial statements for the year 2025, for one year)
2. Ms. Kannika Wipanurat CPA registration No.7305
(Signed the financial statements for the years 2016-2019, a total of 4 years)
3. Mr. Jadesada Hungsapruerk CPA registration No.3759

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 2026 and the auditing fee is 1,056,500.- Baht and Other fees pay no more than 15,000 Baht./year

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.

Voting: Requires approval by a majority vote of shareholders present and entitled to vote.

9. Consider other matters (if any).

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

For your convenience, if the shareholder cannot attend the meeting in person and delegate other persons to attend on their behalf please complete and sign the proxy form enclosed with this or you can download this form from www.newcity.co.th. It is available in 3 versions, in case the shareholder is a foreign investor and has appointed a custodian (Custodian) as custodian of shares in the proxy to use either Form A or Form B or Form C. Other than that, only Proxy Form A and B will be used. If you wish to appoint the independent Directors and an audit committee which the company named as proxies of Shareholders, the information can be viewed in Attachment 4. 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 1) to the meeting and signed for the right to attend the meeting.

By order of the Board of Directors



(Ms. Sameang Chantrima)

Secretary

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



Name-Surname: Mrs. Chumnian Chokvathana

Age: 76 years

Nationality: Thai

Education: Diploma from London in 1969

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

Position in Company: Vice Chairman and Director

Date of appointment as a company director: May 31, 1994 (Date of conversion into a public limited company)

Number of years as Director: 32 years

Experience

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

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

678,840 shares = 0.45%

Meeting attendance for year 2025

-2025 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



Name-Surname: Mr.Piratchai Pragobsub

Age: 77 years

Nationality: Thai

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

Director Training: -

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

Date of appointment as a company director. March 1 ,2018

Number of years as Director: 8 year

Experience

Registered Company		other (Non-company registered)	Positions in rival companies / Relating to the Company's business	
Number	Type of Director/Executive			
1	2018 – present 2022- present	- Independent Director / Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee New City (Bangkok) Public Co., Ltd.	None	N/A N/A

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

-None-

Meeting attendance for year 2025

-2025 Annual Shareholders' General Meeting

Attended 1/1 time

-Board of Directors Meeting

Attended 5/5 times

-Audit Committee Meeting

Attended 5/5 times

-Nomination and Remuneration Committee

Attended 2/2 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

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



Name-Surname: Mr. Sooksan Fuengrit

Age: 76 years

Nationality: Thai

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

Director Training: Director Accreditation Program (DAP)

Position in Company: Independent Director and Audit Committee

Date of appointment as a company director: December 11, 2003

Number of years as Director: 23

Experience

Number	Registered Company		other (Non-company registered)	Positions in rival companies / Relating to the Company's business	
	Type of Director/Executive				
1	2003 – present	- Independent Director and Audit Committee	4	N/A	N/A
	2022- present	Corporate Governance and Sustainability Committee / Risk Management Committee New City (Bangkok) Public Co., Ltd.			

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

-None-

Meeting attendance for year 2025

-2025 Annual Shareholders' General Meeting

Attended 1/1 time

-Board of Directors Meeting

Attended 5/5 times

-Audit Committee Meeting

Attended 5/5 times

-Corporate Governance and Sustainability Committee

Attended 2/2 times

-Risk Management Committee

Attended 2/2 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: 77 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: Conflict of interest specifically in agenda item 7 (Election of Board Members).
-
2. Name-Surname: Mr. Kawee Phong Hirunkasi
- Directory Category: Independent Director and Audit Committee
- Age: 76 years
- Nationality: Thai
- Address: 1346 Moo 1, Thepharak Subdistrict, Mueang Samut Prakan District,
Samut Prakan Province 10270
- The agenda for all special stakeholders: No conflict of interest different from any other board member in any term.
-

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. 58 of New City (Bangkok) Public Co., Ltd. will complete using barcode registration system. To facilitate registration, Shareholders' General Meeting and proxies to attend the meeting to bring along the registration form with barcode to the meeting.

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

Individuals

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

Corporation

In case of granting a proxy to attend the meeting

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

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

In case of granting a proxy to attend the meeting

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

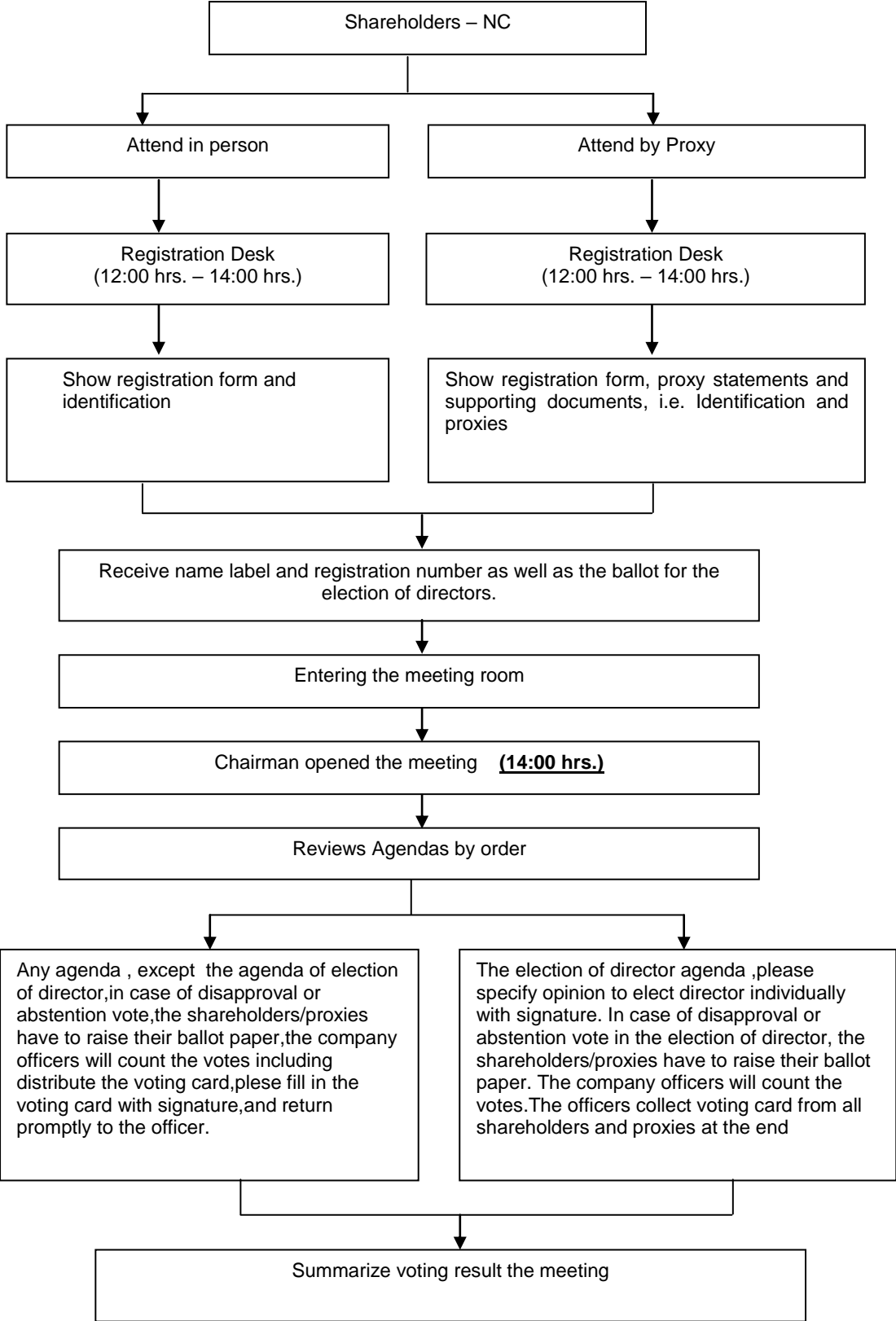
2. Meeting Procedures

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

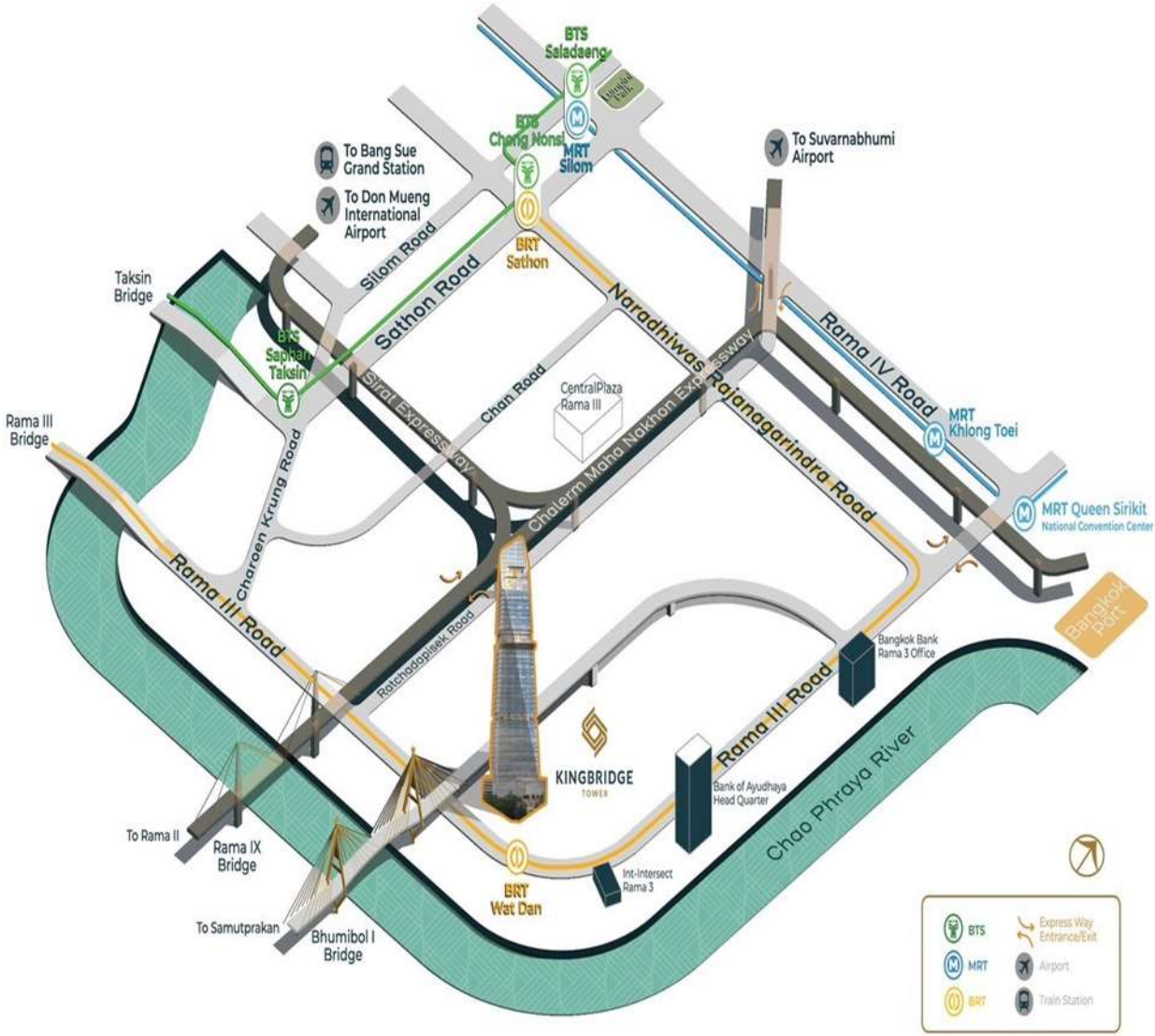
Meeting Procedures for the Annual Shareholders' General Meeting No. 58

New City (Bangkok) Public Co., Ltd.

28 April 2026



Map of the venue for Shareholders' General Meeting



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

Telephone number 02 293 0030

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 58th Meeting of Shareholders/Ordinary/Extraordinary Shareholders' Meeting on 28 April 2026 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.

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

Agenda 1 - Acknowledgement of the company's performance report 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 2 - Consideration and approval of the financial statements ended December 31, 2025** (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 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 4.- Consider and approve the decrease of the Company's registered capital by cancelling the authorized but not issued shares

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

Agenda 5 - Consideration of approval of amendment to the Memorandum of Association, Article 4: Registered capital of the Company to be consistent with the decrease 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 6- 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 Ms. Chamnien Chokvathana -----

- Agree Disagree Dissenting Vote

Director Name: Mr. Piratchai Pragobsub -----

- Agree Disagree Dissenting Vote

Director Name: Mr. Suksan Fuangrit -----

- Agree Disagree Dissenting Vote

Agenda 7 - Consider determining the remuneration of company directors and sub-committees

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

Agenda 8 - Consider appointing auditors and determining the audit fee for the year 2026

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

Agenda 9 - - 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. 58 on 28th April 2026 at 14:00 hrs. 2026 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 2026

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.