



-Translation-

March 4, 2021

Subject: Notice of the 2021 Annual General Meeting of Shareholders
To: Shareholders of IT City Public Company Limited
Enclosures:

1. Registration form with QR Code
2. Copy of the minutes of the 2020 Annual General Meeting of Shareholders
3. Annual report comprising the Company's operating results for the year 2020, the Board's annual report and copy of the audited statements of financial position (balance sheet) and statements of comprehensive income ended as at December 31, 2020 in QR Code
4. Profiles of the candidates who have been nominated to replace the directors retiring by rotation and definition of an independent director
5. Profiles of the auditor for the year 2021
6. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
7. The Company's Articles of Association concerning the shareholders' meetings
8. Proxy form
9. Profiles of the independent director proposed as proxy by the Company
10. Request form for the hard copy of 2020 Annual Report
11. QR Code instruction for download 2020 Annual Report and document for meeting of shareholders
12. Map of the venue for the meeting

The Board of Directors of IT City Public Company Limited (the “**Company**”) has resolved to hold the 2021 Annual General Meeting of Shareholders (the “**Meeting**”) on Wednesday April 7, 2021 at 2:00 p.m., at ASIC Room, 31st Floor, MS SIAM Tower, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok. The agendas of the Meeting will be as follows:

Agenda 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders

Fact and Reason: The 2020 Annual General Meeting of Shareholders was held on August 5, 2020. The minutes of the meeting was accurately recorded (**Enclosure 2**) and the copy of the minutes was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by the relevant law and notification. The minutes was posted on the Company's website (www.itcitycorporate.com) to disclose to the shareholders and other investors which there was no one objected or amended.

Board's Opinion: The Board of Directors deemed it appropriate to propose that the Meeting certify the minutes of the 2020 Annual General Meeting of Shareholders held on August 5, 2020 and the minutes was

accurately recorded as the resolution of the meeting. A copy of the minutes is attached as **Enclosure 2**.

Voting: The resolution on this agenda item must be certified by a majority of the votes of the shareholders attending the meeting and having the right to vote.

Agenda 2 To acknowledge the report on the Company's operating results as at Year 2020

Fact and reasons: The operating results in respect of the fiscal year ended as at December 31, 2020 can be summarized as follows:

Unit: Million Baht

Current Assets	1,558.97
Total Assets	3,938.63
Current Liabilities	1,816.54
Total Liabilities	2,954.00
Shareholders' Equity	984.63
Revenue	7,007.98
Net Profit (Loss)	(41.17)

The Company's operating results as at Year 2020 have been summarized as appeared in the 2020 Annual report which has been delivered to the shareholders in QR Code (**Enclosure 3**). The details of QR Code instruction for download the 2020 Annual Report as described in **Enclosure 11**.

Any shareholder would like to receive the hard copy of the 2020 Annual Report, please submit the request form for the hard copy of the 2020 Annual Report and deliver to the Company Secretary (Details as shown in **Enclosure 10**). The Company will provide the hard copy of the 2020 Annual Report to shareholder accordingly.

Board's Opinion: The Board of Directors deemed it appropriate to report to the Meeting to acknowledge the operating results of the Company for the year 2020, details as shown in **Enclosure 3**.

Voting: This agenda item is for acknowledgment and no vote casting is required.

Agenda 3 To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2020

Fact and reasons: The Board of Directors has the Company's audited statements of financial position as at December 31, 2020 and statements of comprehensive income for the fiscal year ended as at December 31, 2020, which has already been certified by the auditor and approved by the Audit Committee that it is prepared accurately, completely, and in accordance with generally accepted accounting principles, in order to propose the shareholders for consideration and approval at the annual general meeting in accordance with

Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (**Enclosure 3**) and disclosed in the 2020 Annual Report provided to the shareholders with the invitation letter (as in the **Enclosure 3** Page 72).

Board's opinion: The Board of Directors deemed it appropriate to propose the Annual General Meeting to consider and approve the Company's audited statements of financial position as at December 31, 2020 (**Enclosure 3**) and statements of comprehensive income for the fiscal year ended as at December 31, 2020 certified by the auditor and approved by the Audit Committee and the Board of Directors.

Voting: The resolution for this agenda item must be approved by the majority votes of the shareholders attending the meeting and having the right to vote.

Agenda 4 To consider and approve the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2020

Fact and Reasons: According to Section 116 of the Public Company Act B.E. 2535 (as amended) and Article 51 of the Company's Articles of Association, the Company must allocate not less than 5 percent of the annual net profit, less with the accumulated loss (if any) as a legal reserve, until such legal reserve reaches the amount of not less than 10 percent of the registered capital of the Company.

The Company has already appropriated Baht 36,679,886 as legal reserves, representing 10.01 percent of the registered capital of the Company. Therefore, the Company has fully appropriated its legal reserve of 10 percent of its registered capital. As a consequence, no additional legal reserve is required.

According to Section 115 of the Public Company Act B.E. 2535 (as amended), the Company must pay dividends from its profit only.

The Company has a policy to pay dividends at a minimum rate of 50 percent of its net profit after income tax and pay from retained earnings. However, the Company may consider to pay dividend at the rate less than the prescribed rate in the case where the Company need to utilize the net profit for expansion of the Company's business operation.

The comparison between the dividends payment proposed in the year 2018 to 2020 are as follow:

Details of dividend payment	2020 (as proposed)	2019 (interim dividend)	2018
1. Annual net profit (Loss) (Baht)	(41,168,533)	24,438,396	42,157,696
2. Number of the Company's issued shares (Shares)	366,398,859	366,398,859	286,398,859
3. Cash Dividend (Baht/Share)	-	0.03	0.07

Details of dividend payment	2020 (as proposed)	2019 (interim dividend)	2018
4. Total amount of dividends paid (Baht)	-	10,991,965.77	20,047,920.13
5. Dividend Payout Ratio (percent)	-	45	48

In addition, as the Company's operating result for the fiscal year ended as at December 31, 2020 after income tax showed that the Company incurred loss and has been experiencing accumulated loss during the financial year ended as at December 31, 2020, therefore the Company considered to omit the dividend payment from the operating result of the year 2020.

Board's opinion: From the Company's operating results for the year 2020 showing that the company incurred loss of Baht 41,168,533, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2020.

Voting: The resolution for this agenda item must be approved by the majority votes of the shareholders attending the meeting and having the right to vote.

Agenda 5 To consider and approve the appointment of directors replacing those retire by rotation

Fact and Reasons: According to Section 71 of the Public Company Act B.E. 2535 (as amended) and Article 18 of the Company's Articles of Association, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. The directors whose term ends by rotation for this year are:

1. Mr. Pichai Neranartkomol Director, and
Vice Executive Chairman
2. Mr. Chattaphum Khantiviriya Independent Director
3. Mr. Pipope Chokwathana Director
4. Mr. Sophon Intanate Director and President

In this regard, these proposed candidates have been carefully scrutinized and reviewed by the Board of Directors.

Opinions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has taken into account the criteria and procedures of nomination appeared in the 2020 Annual Report (**Enclosure 3** - Nomination of the Directors). After considering from the structure of Board of Directors and their individual qualifications, the Nomination and Remuneration Committee is of the opinion that the directors to retire by rotation are qualified in terms of education, knowledge, skill, experience

and work performance as the Company's director. Their performance during the term provided benefits to the Company. Also the four directors do not possess prohibited characters or conduct any business or hold shares in any companies that compete with the Company's operation.

Therefore, the Nomination and Remuneration Committee deems appropriate to nominate (1) Mr. Pichai Neranartkomol (2) Mr. Chattaphum Khantiviriya (3) Mr. Pipope Chokwathana (4) Mr. Sophon Intanate for re-election as directors for another term. The biography of the four directors are as shown in **Enclosure 4**. The qualifications of the independent directors are in accordance with the criteria specified by the Capital Market Advisory Board (the definition of the Independent Directors are stated in **Enclosure 4** and the 2020 Annual Report, in Management and Corporate Governance (**Enclosure 3**).

Also, the Company granted an opportunity for shareholders to propose and nominate any qualified candidates for the election as a director of the Company from December 1, 2020 to December 31, 2020, via the Company's website and no shareholders nominated any candidates for the election as directors.

The Company's shareholdings held by the nominated directors

Name of the retiring directors nominated for re-appointment	Number of share held	Voting Rights
1. Mr. Pichai Neranartkomol	80,000,000	80,000,000
2. Mr. Chattaphum Khantiviriya	-	-
3. Mr. Pipope Chokwathana	499,000	499,000
4. Mr. Sophon Intanate	-	-

Board's opinion: The Board of Directors, excluding interested directors(s), has taken into account the opinion of the Nomination and Remuneration Committee including has carefully scrutinized and reviewed the proposal and deemed it appropriate to propose the Meeting that the following candidates, who retire by rotation, be considered and approved as the Company's directors for another term.

1. Mr. Pichai Neranartkomol
2. Mr. Chattaphum Khantiviriya
3. Mr. Pipope Chokwathana
4. Mr. Sophon Intanate

Profiles of these four candidates are as shown in **Enclosure 4**.

In this respect, for Mr. Chattaphum Khantiviriya, who is nominated to be elected as an independent director of the Company, is capable of providing opinions independently and in accordance with the relevant regulations, In addition, inclusive of the renewal term to be approved in this Meeting, Mr. Chattaphum Khantiviriya has been being an independent director of the Company for the period of not exceeding 9 consecutive years.

Voting: The resolution for this agenda item must be approved by the majority votes of the shareholders attending the meeting and having the right to vote.

Agenda 6 To consider and approve the director’s remuneration

Fact and Reasons: According to the Section 90 of the Public Company Limited Act B.E. 2535 (as amended), and Clause 33 of the Company’s Articles of Association, the directors are entitled to receive remuneration from the Company in form of rewards, meeting allowances, annuity, bonus or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, the directors are entitled to allowances and welfare benefits in accordance with the Company's regulations.

Rules and Procedures for Proposing Remuneration for Directors

The Company requires the Nomination and Remuneration Committee to consider the remuneration of the Board of Directors and sub-committees to propose to the Board of Directors and the shareholders' meeting for approval. The Nomination and Remuneration Committee has conducted a survey on the remuneration of directors for the year 2021 based on the responsibilities and performance of the Board of Directors and sub-committees including the comparative data referring to other companies in the same industry which the size and nature of the business are similar, as well as, the survey results of directors’ remuneration of the Thai Institute of Directors (IOD) and found that the rate of the directors’ remuneration proposed by the Company is close to the overall average of the market.

Board’s Opinion: The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the directors’ remuneration for the year 2021. The details are as follows:

Position	2021	
	Remuneration (Baht/Month)	Meeting Allowances (Baht/Time)
Chairman	200,000.-	-
Director	30,000.-	-
Chairman of Audit Committee	20,000.-	-
Audit Committee	10,000.-	-
Chairman of Nomination and Remuneration Committee	-	6,250.-
Nomination and Remuneration Committee	-	5,000.-

Position	2021	
	Remuneration (Baht/Month)	Meeting Allowances (Baht/Time)
Chairman of Risk Management Committee	-	6,250.-
Risk Management Committee	-	5,000.-

Mr.Ekachai Sirijirapatana, Mr. Pichai Neranartkomol and Mr. Sophon Intanate agree to waive their rights to receive the remuneration to be paid for acting as the directors, due to the fact that they are the Company's permanent employees and Mr. Vichit Yanamorn agrees to waive his right to receive the remuneration to be paid for acting as the director and Chairman of Audit Committee, due to the fact that he already receives the remuneration for acting as the Chairman of the Board of Directors.

In determining the directors' remuneration, the Board of Directors and sub-committees of the Company do not receive any benefits other than monthly remuneration or meeting allowances as detailed above.

The scope of authorities, duties and responsibilities of the Board of Directors and sub-committees of the Company are shown in the Annual Report under "Management and Corporate Governance" (**Enclosure 3**).

Table of comparison of the remuneration paid to directors in 2021 and 2020

Position	2021 (As proposed)		2020	
	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)
Chairman	200,000.-	-	200,000.-	-
Director	30,000.-	-	30,000.-	-
Chairman of Audit Committee	20,000.-	-	20,000.-	-
Audit Committee	10,000.-	-	10,000.-	-
Chairman of Nomination and Remuneration Committee	-	6,250.-	-	6,250.-
Nomination and Remuneration Committee	-	5,000.-	-	5,000.-
Chairman of Risk Management Committee	-	6,250.-	-	6,250.-
Risk Management Committee	-	5,000.-	-	5,000.-

Voting: The resolution for this agenda item must be approved by the votes of not less than 2/3 of votes of the total votes of shareholders presented at the meeting.

Agenda 7 To consider and approve the appointment of auditors, and their remuneration for the year 2021.

Fact and Reasons: According to Section 120 of the Public Company Act B.E. 2535 (as amended), the annual general meeting of shareholders shall appoint the auditors and determine an audit fee of the company provided that the former auditor may be re-appointed.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 dated October 22, 2013 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for 7 fiscal years, whether consecutively or not. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the former auditor(s). Nevertheless, the auditor can be re-appointed after at least 5 fiscal years interval break.

The Board of Directors and the Audit Committee considered to propose the appointment of Ms. Sathida Rattananurak, Certified Public Accountant No. 4753 and/or Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 and/or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 of EY Office Limited as the auditors of the Company in respect of the year 2021. The auditors' profiles are as shown in **Enclosure 5**.

The Audit Committee's Opinion:

The Audit Committee has considered the appointment of company's auditor based on the independence of auditors and their remuneration and deemed it appropriate to appoint Ms. Sathida Rattananurak, Certified Public Accountant No. 4753 and/or Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 and/or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 of EY Office Limited as the auditors of the Company in respect of the year 2021 and the auditors' remuneration for the year 2021 of Baht 2,800,000, exclusive other expenses.

Table of comparison of the auditors' remuneration

Auditors' remuneration	Fiscal Year 2021 (As proposed)	Fiscal Year 2020
1. Auditing fee	2,800,000	2,000,000
2. Other service charges and expenses	-	17,420

Board's opinion: The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the appointment of Ms. Sathida Rattananurak, Certified Public Accountant No. 4753 and/or Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377

and/or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 of EY Office Limited as the auditors of the Company in respect of the year 2021. Any of the auditors shall be responsible for reviewing and expressing opinion on the financial statements of the Company. In case that the above mentioned auditors are unable to perform their duty, EY Office Limited is authorized to designate any of its certified public accountants as a substitute to audit and express opinions on the Company's financial statements. The above nominated auditors do not provide any other services to the company as well as do not have any relationship or interest with or in the Company or any of its executives, major shareholders or their affiliates. In this regard, the auditors nominated to be the auditor of the Company for the year 2021 have been being the Company's auditor for 4 years. For the auditors' remuneration for the year 2021, the Board of Directors deemed it appropriated to propose that the Meeting consider and approve at the rate of Baht 2,800,000, exclusive of other expenses to be considered and approved.

In addition, the auditors nominated to be the auditors of the Company for the year 2021 are also of the auditors of the Company's subsidiary.

Voting: The resolution for this agenda item must be approved by the majority votes of the shareholders attending the meeting and having the right to vote.

Agenda 8 Other business (if any)

The Company provided opportunities for shareholders to propose agenda for the 2021 Annual General Meeting of Shareholders in advance from December 1, 2020 to December 31, 2020, no shareholder proposed any agenda items.

Shareholders are invited to attend the Meeting on the date, time and place as specified above. The registration will be open from 1:00 p.m. and to ease registration, please bring your registration form with QR Code (detailed in **Enclosure 1**). For any shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form either form A or B (detailed in **Enclosure 8**) before attending the Meeting and for any foreign shareholder who appoints a custodian in Thailand for shares depository, please use the attached proxy form either form A, or B, or C (detailed in **Enclosure 8**), together with the evidence of meeting eligibility (detailed in **Enclosure 6**).

In case of any shareholders being unable to attend the Meeting, you may appoint an independent director of the Company whose CV is attached to the proxy form, as your proxy to attend and vote at the Annual General Meeting on your behalf. The details of the independent director proposed as proxy by the Company are shown in **Enclosure 9**). Please send all relevant documents to the Company Secretary before the commencement of the Meeting. As for the Company's Articles of Association concerning shareholders' meetings, please see details in **Enclosure 7**.

As the Meeting will be held during COVID-19 pandemic and there is still uncertainty as the pandemic continues. Also, the Company has to comply with measures imposed by the government and relevant authorities which may change before the date of the Meeting and the Company may be required to request permission from or notify the government authorities of the arrangement for the Meeting according to the government measures.

The Company is deeply concerned about the safety of the meeting attendees and staff and has closely monitoring the COVID-19 situation. The Company is determined to organize the meeting in a way that ensures maximum safety, and comply with all relevant guidelines and recommendations issues by government agencies, which is related organization on hosting of meeting,

seminars and other activities involving the gathering of a large number of people. As a result, the Company has arranged a screening point for shareholders prior to entering the meeting room. In this regards, the Company will arrange distance seating for the meeting venue in all areas, which will result in the maximum capacity of 80 seats. As the Company is not able to gather a large number of people in one place for long period, the Company is asking for your cooperation in the event that any shareholder wishes to attend the meeting by himself/herself, please kindly inform the Company beforehand. For shareholders who do not wish to attend the meeting, can kindly authorizing the Company's independent director to vote on shareholders' behalf according to proxy form B, in which shareholders can specify his/her voting request for all agendas in advance. In this regards, the Company will provide the proxy form B. along with the list of independent directors who proposed to be proxies, and deliver to the shareholders with invitation letter as detailed in **Enclosure 8 and 9**. Moreover, the Company will provide body temperature measurement for all attendees, information registration before and after entering the meeting venue in accordance with procedures and steps stipulated by the measures including comply with other measures stipulated by the government. In the case there is an attendee with a risk of being infected the virus, the Company reserves the right to deny such attendee to enter into the meeting. Thus, the shareholders prohibited to enter the meeting may appoint any person or the independent director of the Company as their proxy to attend the meeting. Lastly, snacks and premiums will not be provided on the day of the Meeting.

The Company has fixed March 10, 2021 as the record date for determining the names of shareholders entitled to attend the 2021 Annual General Meeting of Shareholders.

Yours faithfully,

IT City Public Company Limited

- Mr. Vichit Yanamorn -

(Mr. Vichit Yanamorn)

Chairman of the Board of Directors

Remarks:

1. All shareholders can access the notice of the 2021 Annual General Meeting of Shareholders and all related documents at the Company's website (www.itcitycorporate.com). Any question may arise regarding to the above agenda items or other concerns, the shareholders could send the questions in advance to email nannaphat_t@itcity.co.th or by post office to the Company Secretary Office at IT City Public Company Limited No. 555, B1, B2, 5 Floor, The Palladium World Shopping Mall, Ratchaprarop Road, Kwaeng Makkasan, Khet Rajthevee, Bangkok and provide accurate address or information for the Company will be able to contact.
2. Any shareholder would like to receive the hard copy of the 2020 Annual Report, please submit the request form for the hard copy of the 2020 Annual Report (Details as shown in **Enclosure 10**).

The Company Secretary Office
Tel. 092-823-1677

Registration form with QR Code



หนังสือเชิญประชุม
Notice of Meeting
บริษัท ไอที ซิตี้ จำกัด (มหาชน)
IT CITY PUBLIC COMPANY LIMITED

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 04 มีนาคม 2564
Date

สัญชาติ
Nationality

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units

หุ้นบริวารสิทธิ
Preferred share

หุ้น/หน่วย
shares/units



โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=210407>

วันที่ประชุม : วันพุธที่ 07 เมษายน 2564 เวลา 14:00 น. Meeting Date : Wednesday, April 07, 2021 at 14:00 hrs.	
สถานที่ประชุม : ห้องประชุมใหญ่ ชั้น 31 อาคารเอ็ม เอส สยามทาวเวอร์ เลขที่ 1023 ถนนพระราม 3 เขตยานนาวา กรุงเทพมหานคร Meeting Venue : MS Siam Tower, 31st Floor, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok.	
ข้าพเจ้า.....เป็น[]ผู้ถือหลักทรัพย์ []หรือผู้รับมอบฉันทะ I/We am/are shareholder or proxy of a shareholder	
ของ บริษัท ไอที ซิตี้ จำกัด (มหาชน) of IT CITY PUBLIC COMPANY LIMITED	
หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น which the identification (ID) number attend the above mentioned meeting.	
ลงชื่อ..... Sign	ผู้เข้าประชุม Meeting Attendee
(.....)	

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหลักทรัพย์ที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง พร้อมกับแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นการมาในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=210407> หรือ ติดต่อขอรับเอกสารประกอบการประชุม ได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: www.itcitycorporate.com / โทร 0-2656-5030-39 ต่อ 1427 / email : nannaphat_t@itcity.co.th

สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์: www.set.or.th/contactcenter / โทร 02 009 9999

For your convenience, shareholders or proxies wishing to attend the meeting, kindly present this document to a registration staff at the meeting for registration. For shareholders who will attend the meeting by themselves, the original of identification card or driving license or government official identification card or passport (in case of foreign shareholders) must be presented together with the Registration Form.

The details of Meeting document is available online by scanning QR Code on this form or at URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=210407>

You can also contact the issuer for the annual report

Website : www.itcitycorporate.com /Tel. +66 -2656-5030-39 Ext. 1427 / email : nannaphat_t@itcity.co.th

For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999

**Minutes of the 2020 Annual General Meeting
of Shareholders**

IT City Public Company Limited
Minutes of the 2020 Annual General Meeting of Shareholders
5 August 2020

The Meeting was held at MS SIAM Tower, 31st Floor, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok. There were 17 shareholders present in person and 73 shareholders by proxy, totaling 90 shareholders representing 279,824,543 shares, which was equal to 76.3716 percent of the Company's issued shares. A quorum was thus constituted. Mr. Vichit Yanamorn was the Chairman of the Meeting and Mr. Chanchai Boonyasurakul, the Company Secretary, recorded the minutes of this Meeting.

The Meeting commenced at 14.05 hrs.

The Chairman declared the Meeting duly convened and prior to considering the agenda, the Chairman introduced all directors and attendees as well as other matters related to the Meeting for all shareholders to acknowledge as follows:

1. The Company's Board of Directors consisted of 11 directors and those present at the Meeting were as follows:

- | | | |
|-----|-----------------------------|--|
| 1. | Mr. Vichit Yanamorn | Chairman, Independent Director,
Chairman of Audit Committee,
Nomination and Remuneration Committee
Member and Risk Management Committee
Member |
| 2. | Mr. Ekachai Sirijirapatana | Chief Executive Officer and Director |
| 3. | Mr. Sophon Intanate | Managing Director and Director |
| 4. | Mr. Wilson Teo Yong Peng | Director |
| 5. | Mr. Pipope Chokvathana | Director |
| 6. | Mr. Weerapat Punsakudomsin | Director |
| 7. | Mr. Pichai Neranartkomol | Director and Senior Vice President |
| 8. | Mr. Damnoen Kaewthawee | Independent Director, Audit Committee, Chairman
of Nomination and Remuneration Committee and
Risk Management Committee Member |
| 9. | Mr. Sarsak Tuntasuwon | Independent Director, Audit Committee Member,
Chairman of the Risk Management Committee |
| 10. | Mr. Sathit Pitivara | Independent Director and Nomination and
Remuneration Committee Member |
| 11. | Mr. Chattaphum Khantiviriya | Independent Director |

Therefore, 100% of the total number of directors were present.

Other attendees were as follows:

- | | | |
|----|---------------------------------|--|
| 1. | Mr. Suwat Panichpakdee | Consultant to the Board of Directors |
| 2. | Mr. Boonjerd Harnvichitchai | Senior Vice President |
| 3. | Mrs. Phanthipha Thirakanokwilai | Vice President of Accounting and Finance |

4. Mr. Saravut Krailadsiri	Partner from Kudun and Partners Limited
5. Ms. Thitawan Thanasombatpaisarn	Associate from Kudun and Partners Limited
6. Ms. Nutthar Hongchutchaval	Associate from Kudun and Partners Limited
7. Mr. Chanchai Boonyasurakul	Company Secretary

2. To ensure that the Meeting would understand the voting procedures when considering each matter on the agenda, the Chairman explained the voting procedures as follows:
 - 2.1 The number of votes for which each shareholder would be eligible was the number of shares he or she holds.
 - 2.2 Before voting each matter, the Chairman would ask the shareholders whether to "disapprove", "abstain from voting" or "approve for" respectively.
 - 2.3 In the absence of votes of disapproval or abstention by the shareholders present in person or by proxy (except for abstention by shareholders with a conflict of interest), the Meeting would be considered to have approved or unanimously approved that matter.
 - 2.4 If any shareholders or any proxy wished to vote "Disapprove" or "Abstain" on an agenda item, they must vote using the ballot provided by the staff at registration then pass the ballot to the Company staff for the vote counting. The number of votes of disapproval and abstention would be deducted from the total number of votes cast by the shareholders present at the Meeting. The remaining number of votes would be considered as votes of approval for that agenda item, and if the number of votes of approval exceeded the legal requirement for each agenda item, it would be deemed to be approved by the shareholders' meeting.
 - 2.5 Agenda items no. 2 and no. 4 were for acknowledgement purposes only, therefore voting was not required.
3. The Chairman requested that each shareholder introduce himself or herself, giving his or her name and surname before asking questions or expressing opinions on any matter on the agenda, so that the relevant information could be recorded in the minutes of the Meeting.

The Chairman asked the Meeting to consider the following agenda.

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019

The Chairman proposed that the Meeting certified the minutes of Extraordinary General Meeting of Shareholders No. 1/2019, held on 30 August 2019. The minutes were accurately recorded and a copy thereof was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by the relevant laws and notification, and it was also posted on the Company's website (<http://www.itcitycorporate.com>) to disclose to shareholders and other investors. The details of which are set out in a copy of the minutes which was sent to the shareholders together with the invitation letter as **Enclosure 2**. No one objected to or wished to amend the minutes. The Board of Directors has considered the minutes and is of the opinion that

they were accurately recorded according to the resolutions of Extraordinary General Meeting of Shareholders No. 1/2019.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be certified by a majority of the votes of the shareholders attending the meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote in the ballot provided then pass the ballot to the Company staff. The Chairman then proposed that the Meeting certify the minutes of Extraordinary General Meeting of Shareholders No. 1/2019 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the minutes of Extraordinary General Meeting of Shareholders No. 1/2019 be certified, as proposed, by a majority of the votes of the shareholders attending the meeting and having the right to vote as per the following details:

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 2 To acknowledge the report on the Company's operating results as at Year 2019

Mr. Ekachai Sirijirapatana, the Chief Executive Officer, reported the Company's operating results for the year 2019 to the Meeting which can be summarized as follows:

Unit: Million Baht

Current Assets	1,575.87
Total Assets	2,608.39
Current Liabilities	1,484.85
Total Liabilities	1,574.62
Shareholders' Equity	1,033.76
Revenue	5,354.37
Net Profit	24.44

In this regard, the Company's operating results for the Year 2019 have been summarized as set out in the 2019 Annual Report, which was delivered to the shareholders in the form of a QR Code with the invitation letter.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item.

Mr. Chavalit Wisarankul (a shareholder present in person) asked the following:

The Company's financial expenses for the first quarter of the year 2020 were 14.78 Million Baht, which means that, after calculation, the Company still has debts of 50-60 million Baht. How does the Company intend to reduce its financial costs in the long term, given that currently the Company's cash flow is positive?

Mr. Ekachai Sirijirapatana (the Chief Executive Officer) replied as follows

In the first quarter of the year 2020, the Board of Directors stated that cash (liquidity) is essential. We need to maintain our liquidity strength as much as possible. One of the methods is to increase the debt to equity ratio (D/E) of the Company. The Company spent more money on loans granted by the bank and the bank was also willing to grant the Company a further short term loan, which the Company accepted, since the effect of the spread of COVID-19 during the first quarter was unpredictable. However, the effect of COVID-19 will partly on whether there is a second wave and whether the government will subsidize us or not. Anyway, the Company will revert to its regular cycle in the long run.

Mr. Chaiyapong Karawawattana (a shareholder present in person) asked the following:

What will the Company's financial situation be after the third quarter, from July onwards? Have the lessors discounted their rental fees?

Mr. Ekachai Sirijirapatana (the Chief Executive Officer) replied as follows:

The Company believes that total revenue in the third quarter will improve, provided that there is no second wave of the COVID-19 outbreak. Currently, we pay rental fees at the regular rate but there are some branches for which the rental fees are negotiable and most of the lessors are willing to reduce the rental fees.

Mr. Chavalit Wisarankul (a shareholder present in person) asked the following:

As Mr. Ekachai has announced that we will enter the 5G era next year, does the Company foresee that the sales of mobile phones will increase?

Mr. Ekachai Sirijirapatana (the Chief Executive Officer) replied as follows:

5G will help increase the sale of mobile phones. However, the Company views that 5G is much more than just a mobile phone issue and the Company is studying further opportunities which can be gained from this new technology. Today, the Company will propose for the shareholders' consideration the business restructuring in agenda item 9 which the Company believes that is a key part of the preparations required for seeking opportunities in the upcoming 5G era.

Resolution:

The Meeting considered this matter and acknowledged the operating results of the Company for the year 2019 as proposed.

Agenda 3 To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2019.

The Chairman informed the Meeting that the Board of Directors has prepared the Company's audited financial statements for the fiscal year ended December 31, 2019, which have already been certified by the auditor. The details of these are set out in the Annual Report which was sent to the shareholders together with the invitation letter (**Enclosure 3 Page 63**), in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended).

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. The Chairman then proposed that the Meeting approve the audited financial statements for the fiscal year ended December 31, 2019 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2019 be approved, as proposed, by a majority of the votes of the shareholders attending the meeting and having the right to vote as per the following details:

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 4 To acknowledge the interim dividend payment in replace of the proposed annual dividend.

The Chairman informed the Meeting that as the Coronavirus Disease 2019 (COVID-19) is still being transmitted on a large scale in several countries, thus increasing its severity, and in view of the announcement made by Bangkok Metropolitan Administration on the temporary closure of premises (No.4), dated 27 March 2020, which ordered the temporary close meeting facilities from March 28, 2020 to April 30, 2020 in order to reduce the widespread of infectious disease in various areas and to provide timely disease control as well as limit public infection on a large scale, the Securities and Exchange Commission, the Stock Exchange of Thailand and the Department of Business Development have jointly discussed and issued a notification on the regulations concerning the conducting of annual general meetings of shareholders for the year 2020

including the payment of dividends, provided that in the case the listed company is unable to hold the annual general meeting of shareholders for approval of the annual dividend payment, the company may consider paying an interim dividend in place of the annual dividend payment by having the board of directors of the company resolve to approve the interim dividend payment to the shareholders. Therefore, Board of Directors Meeting No. 2/2020 held on April 1, 2020 passed a resolution approving the interim dividend payment with the details as described below.

According to Section 115 of the Public Limited Companies Act B.E. 2535 (as amended), the Company must pay dividends from its profits only.

The Company has a policy to pay dividends at a minimum rate of 50 percent of its net profit after income tax and pay from retained earnings. However, the Company may consider paying dividends at a rate lower than the prescribed rate in the case where the Company needs to utilize the net profit for expansion of the Company's business operation. In this regard, for the dividend payment for the year 2019, the Company will consider paying dividends from its retained earnings.

This year, the Company has sufficient cash reserves to pay the interim dividend. The Board of Directors considered that the Company should appropriate the annual profits to pay the interim dividend at the rate of 0.03 Baht per share, totaling 10,991,965.77 Baht, as previously approved by Board of Directors Meeting No. 1/2020 held on February 25, 2020 and informed to the shareholders. The Company fixed April 15, 2020 as the record date for determining which shareholders were entitled to receive the interim dividend payment and the Company has already paid such interim dividend to the entitled shareholders on April 30, 2020.

The Company has fully appropriated its legal reserve of 10 percent of its registered capital. As a consequence, no additional legal reserve is required.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item. However, no shareholders inquire about or commented on this agenda item

Resolution:

The Meeting considered this matter and duly acknowledged the payment of the interim dividend in place of the proposed annual dividend as proposed.

Agenda 5 To consider and approve the appointment of directors replacing those retire by rotation

The Chairman informed the Meeting that before starting to discuss this agenda item, in order to be in line with good corporate governance policy, the directors who were due to retire by rotation, namely, Mr. Vichit Yanamorn, Mr. Sarsak Tuntasuwon, Mr. Sathit Pitivara and Mr. Wilson Teo Yong Peng would leave the meeting room. The Chairman then assigned Mr. Ekachai Sirijirapatana as the temporary Chairman of the Meeting for this agenda item.

According to the Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 18 of the Company's Articles of Association, at least one-third of the directors

must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number to 1/3 must retire by rotation. The directors who are due to retire by rotation for this financial year are:

1. Mr. Vichit Yanamorn Chairman, Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee
2. Mr. Sarsak Tuntasuwon Independent Director, Audit Committee, Chairman of the Risk Management Committee
3. Mr. Sathit Pitivara Independent Director and Nomination and Remuneration Committee
4. Mr. Wilson Teo Yong Peng Director

The Nomination and Remuneration Committee had considered the members of the Board of Directors and the individual qualifications of each director in various aspects, and viewed that the four directors who were due to retire by rotation were well-qualified in terms of education, knowledge, skill, experience and work performance. and their performance during their terms had provided benefits to the Company. In addition, these four directors did not possess any prohibited characteristics or conduct any business or hold shares in any companies that were competitors of the Company.

Therefore, the Nomination and Remuneration Committee deemed it appropriate to nominate these four directors for re-election as directors for another term. The CVs of the four directors are as set out in the enclosure which was sent to the shareholders together with the invitation letter, and the qualifications of the independent directors were in accordance with the criteria specified by the Capital Market Advisory Board.

In this regard, Mr. Vichit Yanamorn, Chairman of the Board, Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, and Member of the Risk Management Committee, has been a director of the Company for the period of 17 years and 8 months. As such, the Board of Directors, has considered his CV and viewed that Mr. Vichit Yanamorn is capable of providing opinions independently and in accordance with the relevant regulations.

Furthermore, the Company had granted an opportunity for shareholders to propose and nominate any qualified candidates for election as a director of the Company from December 1, 2019 to December 31, 2019, on the Company's website as well as provided the shareholders with another opportunity to propose and nominate any qualified candidates for election as a director of the Company before the convening of the 2020 Annual General Meeting of Shareholders, from May 14, 2020 until June 15, 2020, but no shareholders had nominated any candidates for election as directors.

The Company's shareholdings held by the nominated directors

Name of the retiring directors nominated for re-appointment	Number of shares held	Voting Rights
1. Mr. Vichit Yanamorn	-	-

Name of the retiring directors nominated for re-appointment	Number of shares held	Voting Rights
2. Mr. Sarsak Tantasuwon	-	-
3. Mr. Sathit Pitivara	-	-
4. Mr. Wilson Teo Yong Peng	-	-

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the meeting and having the right to vote. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided, then pass the ballot to the Company staff. The Chairman then proposed that the Meeting approve that Mr. Vichit Yanamorn, Mr. Sarsak Tuntasuwon, Mr. Sathit Pitivara and Mr. Wilson Teo Yong Peng be re-elected as directors for another term as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the re-appointment of (1) Mr. Vichit Yanamorn (2) Mr. Sarsak Tuntasuwon (3) Mr. Sathit Pitivara (4) Mr. Wilson Teo Yong Peng to remain in office as the Company's directors for another term be approved, as proposed, by a majority of the votes of the shareholders attending the Meeting and having the right to vote as per the following details:

1. Mr. Vichit Yanamorn

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

2. Mr. Sarsak Tuntasuwon

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

3. Mr. Sathit Pitivara

Approved	279,824,543	votes	equivalent to	100	percent
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Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

4. Mr. Wilson Teo Yong Peng

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 6 To consider and approve the director's remuneration

The Chairman informed the Meeting that, according to Section 90 of the Public Limited Companies Act B.E. 2535 (as amended), and Article 33 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, annuities, bonuses or benefits paid in other forms as specified in the Articles of Association or as approved by the shareholders' meeting. Such remuneration may be fixed amounts or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, the directors are entitled to allowances and welfare benefits in accordance with the Company's regulations.

The Nomination and Remuneration Committee conducted a survey on the remuneration of directors for the year 2020 of other companies in the same industry with similar responsibilities and performance to those of the Board of Directors and sub-committee members and also checked the survey results of directors' remuneration of the Thai Institute of Directors (IOD) and found that the rate of the directors' remuneration proposed by the Company was close to the overall average of the market. Therefore, the Board of Directors deemed it appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and approve the directors' remuneration for the year 2020, which will be paid as a monthly salary and meeting allowances. The details are as follows:

1. The remuneration for the Chairman of the Board of Directors in the amount of Baht 200,000 per month.
2. The remuneration for the Chairman of the Audit Committee, members of the Audit Committee and other directors as follows:

	Director's Remuneration per month	Audit Committee Member's Remuneration per month	Meeting Allowance (Baht/Time)	Total (Baht)
Directors	30,000.-	-	-	30,000.-
Chairman of Audit Committee	30,000.-	20,000.-	-	50,000.-
Audit Committee Member	30,000.-	10,000.-	-	40,000.-
Chairman of Nomination and Remuneration Committee	-	-	6,250.-	6,250.-
Nomination and Remuneration Committee Member	-	-	5,000.-	5,000.-
Chairman of Risk Management Committee	-	-	6,250.-	6,250.-
Risk Management Committee Member	-	-	5,000.-	5,000.-

Mr.Ekachai Sirijirapatana, Mr.Pichai Neranartkomol and Mr. Sophon Intanate had agreed to waive their rights to receive remuneration for acting as directors, due to the fact that they are the Company's permanent employees and Mr. Vichit Yanamorn had agreed to waive his right to receive remuneration for acting as a director and Chairman of Audit Committee, due to the fact that he already receives remuneration for acting as the Chairman of the Board of Directors.

In determining the directors' remuneration, the Board of Directors and sub-committee members of the Company did not receive any benefits other than monthly remuneration or meeting allowances as detailed above.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be approved by the votes of not less than 2/3 of the total votes of shareholders present at the Meeting. The shareholders who wished to vote to disapprove or abstain must vote using the ballot provided then pass the

ballot to the Company staff. The Chairman then proposed that the Meeting approve the directors' remuneration for the year 2020 as proposed.

Resolution:

The Meeting considered the matter and unanimously resolved that the directors' remuneration and meeting allowance be approved, as proposed, by the votes of not less than 2/3 of the total votes of shareholders present at the Meeting as per the following details

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 7 To consider and approve the appointment of auditors, and their remuneration.

The Chairman informed the Meeting that, according to Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), the annual general meeting of shareholders shall appoint the auditors and determine the audit fee of the Company, whereby the current auditor may be re-appointed.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board, the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for 7 fiscal years, whether consecutively or not. However, the rotation does not mean that the Company is required to engage a new audit firm. The Company may appoint any auditors from the existing audit firm to replace the current auditor(s). Nevertheless, a former auditor can be re-appointed after an interval of at least 5 fiscal years.

The Board of Directors and the Audit Committee had considered the appointment of Company's auditor based on the impartiality of the auditors and their remuneration and deemed it appropriate to appoint

1. Ms. Sathida Rattananurak, Certified Public Accountant No.4753 and/or
2. Ms. Kamontip Lertwitworatop, Certified Public Accountant No. 4377 and/or
3. Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906

of EY Office Limited as the auditors of the Company in respect of the year 2020 and the auditors' annual remuneration to be not exceeding Baht 2,000,000 exclusive of other expenses.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item shall be approved by a majority of the votes of the shareholders attending the Meeting and having the right to vote. The shareholders

who wished to vote to disapprove or abstain must vote using the ballot provided then pass the ballot to the Company staff. The Chairman then proposed that the Meeting approve the appointment of the Company’s auditors and their remuneration for the year 2020 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the appointment of the Company’s auditors and their remuneration for the year 2020 be approved, as proposed, by the majority of the votes of the shareholders attending the meeting and having the right to vote as per the following details

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 8 To consider and approve the amendment to the Company’s Articles of Association

The Chairman informed the Meeting that, as a result of the current situation and in order to support the holding of electronic meetings, which will help facilitate the Company’s business operation and to be in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020), the Company deemed it appropriate to amend the Company’s Articles of Association by adding Article 44. as follows

“Electronic Meeting

Article 44. The Company may arrange a meeting of the Board of Directors or sub-committee or the shareholders using electronic devices, provided that the electronic meeting arrangements shall be in accordance with regulations and procedures specified by the law and standards for electronic conference security specified by the law”

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that the resolution for this agenda item must be approved by the votes of not less than 3/4 of all votes of the shareholders attending the meeting and having the right to vote.

Resolution:

The Meeting considered this matter and resolved that the amendment to the Company’s Articles of Association be approved, as proposed, by the votes of not less than 3/4 of all votes of the shareholders attending the meeting and having the right to vote as per the following details:

Approved	279,824,543	votes	equivalent to	100	percent
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Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 9 To consider and approve the entire business transfer from Computer System Connection International Co., Ltd., which is considered as the Company's acquisition and acceptance of transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended).

The Chairman informed the Meeting that, as the Company plans to conduct business restructuring, Board of Directors' Meeting No. 4/2020 held on June 17, 2020 resolved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the business restructuring by way of entire business transfer from Computer System Connection International Co., Ltd. ("CSCI"), which is the Company's subsidiary (the Company holds shares representing 99.99 percent of CSCI's registered and paid-up shares) to the Company (the "EBT Transaction"). Upon the completion of the EBT Transaction, CSCI will register its dissolution and liquidation with the Department of Business Development, the Ministry of Commerce, to be in accordance with the requirements as prescribed in the Revenue Code and the notifications of the Director-General applicable to such matter, which provides an exemption from other tax expenses, such as value-added tax, specific business tax and stamp duty. The details of the above are set out in the Information Memorandum of IT City Public Company Limited on Purchase and Acquisition of Entire Business Transfer from Computer System Connection International Co., Ltd which was sent to the shareholders together with the Meeting invitation letter.

As the EBT Transaction is the restructuring of a group of companies under common control, it is not subject to the regulations controlling the acquisition or disposition of assets pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 dated October 29, 2004.

Furthermore, it is exempted from being required to obtain approval from the shareholders' meeting pursuant to Section 89/12 (3)(a) of the Securities and Exchange Act B.E. 2535 (1992) (as amended) as this transaction is executed with a subsidiary in which the Company holds at least 90 percent of all issued shares of such subsidiary, and therefore is also exempted from compliance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended).

However, the execution of the EBT Transaction is regarded as the Company's acquisition and acceptance of transfer of another company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended). Therefore,

the Company is required to obtain approval for the EBT Transaction from the shareholders' meeting, and such approval shall consist of not less than 3/4 of all votes of the shareholders present at the shareholders' meeting and entitled to vote.

The EBT Transaction is expected to start and be completed within April 2021.

In this regard, the Board of Directors' Meeting deemed it appropriate to propose that the shareholders' meeting consider authorizing the authorized directors of the Company or the person(s) authorized by the authorized directors of the Company to take any arrangements in connection with or necessary for the execution of the EBT Transaction, including, but not limited to, the following matters:

- 1) To make any arrangements in connection with or necessary for the entire business transfer in all respects, including, but not limited to, determine or change the business transfer date in order to comply with the requirements under the rules, procedures and conditions for entire business transfer between public limited companies or limited companies for tax exemption, including other applicable notifications of the Revenue Department;
- 2) To review, adjust the plan and/or procedures for business restructuring by way of the execution of the EBT Transaction as necessary and appropriate to the circumstances, and to avoid any potential impact on the EBT Transaction or to facilitate the EBT Transaction;
- 3) To execute, negotiate and/or sign the entire business transfer agreement and/or any contracts relating to the EBT Transaction, as well as execution and signing of the applications and/or any documents relating to the EBT Transaction, including contact and execution of any applications or documents, as well as filing of such applications and/or documents with the relevant authorities; and
- 4) To take any other arrangements necessary for or in connection with the EBT Transaction as necessary and appropriate under the applicable laws to ensure the successful completion of the EBT Transaction.

The Chairman gave the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. The Chairman informed the Meeting that this agenda item must be approved by the votes of not less than 3/4 of all votes of the shareholders attending the meeting and having the right to vote.

Any shareholders who wished to vote to disapprove or abstain shall use the ballot provided and pass it to the Company's staff. Afterwards, the Chairman requested that the Meeting to consider and approve the transfer of the entire business of Computer System Connection International Co., Ltd. to the Company, which is regarded as the Company's acquisition and acceptance of transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended), in line with all details as proposed by the Chairman.

Resolution:

The Meeting considered this matter and resolved that the entire business transfer from Computer System Connection International Co., Ltd. which is regarded as the Company's acquisition and acceptance of transfer of other company's business pursuant to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the relevant authorization, be approved, as proposed, by the votes of not less than 3/4 of all votes of the shareholders attending the meeting and having the right to vote as per the following details

Approved	279,824,543	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

Agenda 10 To consider any other business (if any)

The Chairman asked whether anyone would like to propose a new agenda item for consideration or had any questions for the Meeting. Since there was no further business to be discussed, the Chairman then thanked the attendees of the 2020 Annual General Meeting of Shareholders and declared the meeting closed.

The meeting was adjourned at 15.50 hrs.

(Signed by) Mr. Vichit Yanamorn Chairman of the Meeting

(Signed by) Mr. Charnchai Boonyasurakul Company Secretary

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in electronic format**

Profiles of the Candidates for Director Position

Name	Mr. Pichai Neranartkomol	
Age	64 years old	
Nationality	Thai	
Educational qualification	<ul style="list-style-type: none">• Bachelor of Engineering, Chulalongkorn University	
Director Accreditation Program	<ul style="list-style-type: none">• Certificate from Director Certificates Program (DCP), Class 180/2013	
Work Experience	Year 1983 – Present Computer System Connection International Company Limited Chief Executive Officer	
Current job position <u>In any listed companies</u>	<ul style="list-style-type: none">• IT City Public Company Limited Director and Vice Executive Chairman	
<u>In any non-listed companies</u>	<ul style="list-style-type: none">• Computer System Connection International Company Limited Chief Executive Officer	
In any companies which may result in a conflict of interest with the Company	None	
Nature of the nominated Directorship	Director	
Term of office	1 years 9 months	
Shareholding in the Company	80,000,000 Ordinary shares (representing 21.8341 percent)	
Direct and indirect interests in the Company or in the relevant Subsidiaries	None	
Historical records or meeting Attendance in 2020	7 times out of 7 meetings	

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Profiles of the Candidates for Director Position



Name	Mr. Chattaphum Khantiviriya
Age	60 years old
Nationality	Thai
Educational qualification	<ul style="list-style-type: none">• Bachelor of Accountancy, Chulalongkorn University• Master of Business Administration, Kasetsart University
Director Accreditation Program	<ul style="list-style-type: none">• Director Certification Program (DCP) 2005• Audit Committee Program (ACP) 2005• Company Secretary Program 2005• Role of the Compensation Committee (RCC) 2005
Work Experience	<ul style="list-style-type: none">• Year 2007 – 2011 Major Ciniplex Group Public Company Limited Vice Chief Finance Officer• Year 2006 RS Public Company Limited Deputy Director of Finance and Accounting• Year 1998 – 2006 Major Ciniplex Group Public Company Limited Senior Head of Finance and Accounting
Current job position <u>In any listed companies</u>	<ul style="list-style-type: none">• IT City Public Company Limited Independent Director• Communication & System Solution Public Company Limited Independent Director and Audit Committee• More Return Public Company Limited Director
<u>In any non-listed companies</u>	None
In any companies which may result in a conflict of interest with the Company	None
Nature of the nominated Directorship	Independent Director

Term of office	1 year 4 months
Shareholding in the Company	None
Direct and indirect interests in the Company or in the relevant Subsidiaries	None
Historical records or meeting Attendance in 2020	7 times out of 7 meetings

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Profiles of the Candidates for Director Position



Name	Mr. Pipope Chokwathana
Age	45 years old
Nationality	Thai
Educational qualification	Bachelor of Management Information, The University of Central Florida, U.S.A
Director Accreditation Program	Certificate of Director Certification Program (DCP), Class 264/2018
Work Experience	-
Current job position <u>In any listed companies</u>	<ul style="list-style-type: none">• IT City Public Company Limited Director• New City (Bangkok) Public Company Limited Director, Managing Director, Chief Executive Officer• Saha Pathana Inter Holding Public Company Limited Executive Director
<u>In any non-listed companies</u>	<ul style="list-style-type: none">• The Federation of Thai Industry Assistance Secretary• Boonwattanachok Company Limited Director• Ekpakorn Company Limited Director• Saha Capital Tower Company Limited Director• Chokwatana Company Limited Director• Sahapathana Real Estate Company Limited Director• Shop Global (Thailand) Company Limited Director
In any companies which may result in a conflict of interest with the Company	None

Nature of the nominated Directorship	Director
Term of office	2 year 11 months
Shareholding in the Company	499,000 Ordinary shares (or representing 0.1362 Percent)
Direct and indirect interests in the Company or in the relevant Subsidiaries	None
Historical records or meeting Attendance in 2020	7 times out of 7 meetings

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Profiles of the Candidates for Director Position



Name	Mr. Sophon Intanate
Age	39 years old
Nationality	Thai
Educational qualification	<ul style="list-style-type: none">• Bachelor of Commerce (Economics & Finance), The University of Sydney NSW, Australia• Master of Commerce (Economics & Banking), The University of Sydney NSW, Australia• Thailand Insurance Leadership Program (2013) OIC Advanced Insurance Institute
Director Accreditation Program	Certificate from Director Certification Program (DCP), 2013
Work Experience	<ul style="list-style-type: none">• Year 2014 ARIP Public Company Limited Director• Year 2010 - 2016 IT City Public Company Limited Product Manager• Year 2016 - 2018 IT City Public Company Limited General Manager• Year 2018 - 2019 IT City Public Company Limited Vice President Product Marketing
Current job position <u>In any listed companies</u>	<ul style="list-style-type: none">• IT City Public Company Limited Director and President• S P V I Public Company Limited Director
<u>In any non-listed companies</u>	<ul style="list-style-type: none">• Touch Printing Republic Company Limited Director
In any companies which may result in a conflict of interest with the Company	None

Nature of the nominated Directorship	Director
Term of office	2 year 7 months
Shareholding in the Company	None
Direct and indirect interests in the Company or in the relevant Subsidiaries	None
Historical records or meeting Attendance in 2020	7 times out of 7 meetings

(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)

Definition of an Independent Director

An independent director means a director from outside of the Company who is able to protect the interest of all shareholders equally and to monitor the affairs of the Company to ensure that there is no conflict of interest between it and its related parties. An independent director must have all of the following qualifications:

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years;
7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
9. not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

The Company's definition of an independent director meets the minimum requirements of the SEC or the SET regarding shareholding in the Company, the requirement of no employment as the Company's employee, member of staff, salaried advisor or controlling person, and the requirement relating to the absence of a business relationship.

Profiles of the Auditor for the year 2021

Name	Ms. Sathida Rattananurak
Position	Partner
Certified Public Accountant No.	4753
Educational qualification	Bachelor Degree in Accounting from Thammasat University and MBA from National Institute of Development Administration (NIDA) Certified Public Accountant (Thailand) and the Certified Public Accountant of the Securities and Exchange Commission
Work Experience	<p>Experienced in working with the Securities and Exchange Commission for more than 20 years.</p> <p>Has been an auditor of many large companies which covered a wide range of businesses, both listed company of the Stock Exchange of Thailand as well as the overseas businesses where branched around the world.</p> <p>Specializing in particular of various type of businesses such as consumer, service, distribution manufacturing, technology, and real estate.</p>
Auditing Experience	Exceed 21 years
Years of the Company's auditors	4 years
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Profiles of the Auditor for the year 2021

Name	Ms. Kamontip Lertwitworatep
Position	Partner
Certified Public Accountant No.	4377
Educational qualification	Bachelor Degree and Master Degree in Accounting from Thammasat University Certified Public Accountant (Thailand) and the Certified Public Accountant of the Securities and Exchange Commission
Work Experience	Experienced in working with the Securities and Exchange Commission for more than 15 years. Ms. Kamontip has been an auditor of many large companies which covered a wide range of businesses, both listed company of the Stock Exchange of Thailand as well as the overseas businesses where branched around the world. Specializing in particular of various type of businesses such as manufacturing, distribution, consumer, service, technology, real estate & construction, hospital, and automotive.
Auditing Experience	Exceed 28 years
Years of the Company's auditors	4 years
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Profiles of the Auditor for the year 2021

Name	Ms. Siriwan Nitdamrong
Position	Partner
Certified Public Accountant No.	5906
Educational qualification	Bachelor Degree in Accounting from Kasetsart University and MBA from Chulalongkorn University
Work Experience	<p>Experienced in working with the Securities and Exchange Commission for more than 19 years and has been an auditor of many large companies which covered a wide range of businesses, both listed company of the Stock Exchange of Thailand as well as the overseas businesses where branched around the world.</p> <p>Specializing in particular of various type of businesses such as distribution, manufacturing, technology, and automotive.</p>
Auditing Experience	Exceed 20 years
Years of the Company's auditors	4 years
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting

The policy of the Board of the Stock Exchange of Thailand, dated 19th February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

1. Natural person

1.1 Thai nationality

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) in case of proxy, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

- (a) passport of the shareholder; or
- (b) in case of proxy, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- (a) corporate affidavit; and
- (b) copy of identification card or copy of passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true and correct. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public for the period of not more than 6 months before the AGM.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1.00 p.m. on April 7, 2021.

Remark

If any shareholder cannot attend the 2021 Annual General Meeting of Shareholders, the shareholder may grant the proxy to independent director of the Company to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to IT City Public Company Limited at no. 555, B1, B2, 5 Floor, The Palladium World Shopping Mall, Ratchaprarop Road, Kwaeng Makkasan, Khet Rajthevee, Bangkok.

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Convening of Meeting

Chapter IV Clause 35

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.

Chapter IV Clause 37

To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

2. Proxy

Chapter IV Clause 39

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

3. Meeting Procedures

Chapter IV Clause 40

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

4. Quorum

Chapter IV Clause 38

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

5. Voting Procedures

Chapter IV Clause 42

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

Chapter IV Clause 43

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

6. Appointment of Directors

Chapter III Clause 17

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held;
- (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and
- (3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.

Form of Proxy, Form A

Made at

Date Month Year

(1) I/We nationality
 residing/located at No. Road Tambol/Kwaeng
 Amphur/Khet Province
 Postal Code

(2) being a shareholder of IT City Public Company Limited, holding.....shares
 in total which are entitled to cast.....votes as follows:
 ordinary shares: shares in total which are entitled to cast votes; and
 preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at
 No.,Road, Tambol/Kwaeng
 Amphur/Khet....., Province.....
 Postal Code , or

(2) age..... years, residing/located at
 No.,Road, Tambol/Kwaeng.....
 Amphur/Khet....., Province.....
 Postal Code , or

(3) age..... years, residing/located at
 No.,Road, Tambol/Kwaeng.....
 Amphur/Khet....., Province.....
 Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders to be held on April 7, 2021 at 2.00 p.m. at ASIC Room, 31st Floor, MS SIAM Tower, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor
 (.....)

Signed..... Grantee
 (.....)

Signed..... Grantee
 (.....)

SignedGrantee
 (.....)

Remarks A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

Form of Proxy, Form B.

Made at

Date Month Year

(1) I/We nationality
residing/located at No. Road, Tambol/Kwaeng
..... Amphur/Khet Province
Postal Code

(2) being a shareholder of IT City Public Company Limited, holding.....shares
in total which are entitled to cast.....votes as follows:
ordinary shares:.....shares in total which are entitled to cast votes; and
preferred shares:.....shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age years, residing/located at
No. ,Road, Tambol/Kwaeng
Amphur/Khet..... , Province.....
Postal Code , or

(2) age..... years, residing/located at
No. ,Road, Tambol/Kwaeng.....
Amphur/Khet..... , Province.....
Postal Code , or

(3) age..... years, residing/located at
No. ,Road, Tambol/Kwaeng.....
Amphur/Khet..... , Province.....
Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2021 Annual General
Meeting of Shareholders to be held on April 7, 2021 at 2.00 p.m. at ASIC Room, 31st Floor, MS SIAM
Tower, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok or such other date, time and
place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the
following manners:

- Agenda no 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders.
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
Approve Disapprove Abstain
Agenda no. 2 To acknowledge the report on the Company's operating results as at Year 2020.
Agenda no. 3 To consider and approve the audited statement of financial position and statements
of comprehensive income for the fiscal year ended as at December 31, 2020.
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
Approve Disapprove Abstain
Agenda no. 4 To consider and approve the omission of the allocation of net profit as legal reserves
and the omission of the dividend payment from the operating result of the year 2020.
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
Approve Disapprove Abstain

- Agenda no. 5 To consider and approve the appointment of directors replacing those retire by rotation.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Appointment of all directors
 - Approve Disapprove Abstain
 - Appointment of any director(s)
 - Name of Director : Mr. Pichai Neranartkomol
 - Approve Disapprove Abstain
 - Name of Director : Mr. Chattaphum Khantiviriya
 - Approve Disapprove Abstain
 - Name of Director : Mr. Pipope Chokvathana
 - Approve Disapprove Abstain
 - Name of Director : Mr. Sophon Intanate
 - Approve Disapprove Abstain
- Agenda no. 6 To consider and approve the director's remuneration.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 7 To consider and approve the appointment of auditors, and their remuneration for the year 2021.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 8 Other business (if any).
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor
(.....)

Signed..... Grantee
(.....)

Signed..... Grantee
(.....)

Signed..... Grantee
(.....)

Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of IT City Public Company Limited.

For the 2021 Annual General Meeting of Shareholders to be held on April 7, 2021 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok or such other date, time and place as may be adjourned.

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. re: Appointment of directors (Continued)
- Name of Director.....
- Approve Disapprove Abstain
- Name of Director.....
- Approve Disapprove Abstain
- Name of Director.....
- Approve Disapprove Abstain
- Name of Director.....
- Approve Disapprove Abstain
- Name of Director.....
- Approve Disapprove Abstain
- Name of Director.....
- Approve Disapprove Abstain

Form of Proxy, Form C.

Made at

Date Month Year

(1) We
located at No., Road, Tambol/Kwaeng
....., Amphur/Khet, Province, Postal Code

.....
in our capacity as the custodian for, being a shareholder
of IT City Public Company Limited, holding shares in total which are entitled to cast
votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and
preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years, residing/located at
No., Road, Tambol/Kwaeng
Amphur/Khet....., Province.....
Postal Code, or

(2) age..... years, residing/located at
No., Road, Tambol/Kwaeng.....
Amphur/Khet....., Province.....
Postal Code, or

(3) age..... years, residing/located at
No., Road, Tambol/Kwaeng.....
Amphur/Khet....., Province.....
Postal Code

any one of them as our proxy to attend and vote on our behalf at the 2021 Annual General Meeting
of Shareholders to be held on April 7, 2021 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, 1023
Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok or such other date, time and place as may be
adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following
manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
 - Ordinary shares: shares in total, which are entitled to cast votes; and
 - Preferred shares: shares in total, which are entitled to cast votes,
 - Total: votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following
manner:

- Agenda no. 1 To certify the Minutes of the 2020 Annual General Meeting of Shareholders.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes
- Agenda no. 2 To acknowledge the report on the Company's operating results as at Year 2020.

- Agenda no. 3 To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2020.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 4 To consider and approve the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2020.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 5 To consider and approve the appointment of directors replacing those retire by rotation.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Appointment of all directors
 - Approve with votes Disapprove with votes Abstain with votes
 - Appointment of any director(s)
 - Name of Director : Mr. Pichai Neranartkomol
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Chattaphum Khantiviriya
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Pipope Chokvathana
 - Approve with votes Disapprove with votes Abstain with votes
 - Name of Director : Mr. Sophon Intanate
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 6 To consider and approve the director's remuneration.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 7 To consider and approve the appointment of auditors, and their remuneration for the year 2021.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. 8 Other business (if any).
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

SignedGrantee

(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Attachment to Proxy Form C.

A proxy is granted by a shareholder of IT City Public Company Limited.

For the 2021 Annual General Meeting of Shareholders to be held on April 7, 2021 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok or such other date, time and place as may be adjourned.

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. re:
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with votes Disapprove with votes Abstain with votes

- Agenda no. re: Appointment of directors (Continued)

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Name of Director

- Approve with votes Disapprove with votes Abstain with votes

Profiles of the independent directors proposed by the Company

Name Mr. Vichit Yanamorn
Age 75 years old
Nationality Thai



Address 92/3 Soi Ari Samphan 1, Phaholyothin Road, Khet Phayathai, Bangkok

Educational qualification

- Master of Science (Computer Science), University of IOWA, U.S.A.
- Bachelor of Commerce and Accountancy (Statistics), (Second-Class Honors), Chulalongkorn University

Directorship training

- Certificate of Attendance Director Accreditation Program Class 34 (DAP)
- Certificate of Attendance Audit Committee Program Class 18 (ACP)
- Certificate of Driving Strategic Success with IT Governance (ITG) Class 3/2016

Work Experience

- Year 2001 – 2002 Senior Executive Vice President, Information Technology Service Group of Siam Commercial Bank Pcl.

Current job position
In any listed companies

- IT City Public Company Limited
Chairman of Board of Directors, Independent Director, Chairman of Audit Committee, Member of the Nomination and Remuneration Committee and Member of the Risk Management Committee
- MBK Public Company Limited
Information Technology Adviser
- Thanachart Capital Public Company Limited
Non-executive Director of the Risk Management Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee
- Net Bay Public Company Limited
Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee

In any non-listed companies

- The New Continent Company Limited
Director
- The Grand UB Company Limited
Director
- Amornchewin Company Limited
Director

Position in Other Companies that may cause conflict of interest with the Company None

Shareholding in the Company None

Direct and indirect interests in the Company or in the relevant subsidiaries None

Special conflict of interest that is different from other directors in the agenda proposed to the Meeting None

(This proposed director is not a director or executive in any company which may result in a conflict of interest with the Company.)

Request form for the hard copy of the 2020 Annual Report

Dear Shareholders,

Apart from being cost-effective, the use of electronic media is also environment friendly. Consequently, the Company is pleased to present the 2020 Annual Report to shareholders to download via QR Code together with the notice of the 2021 Annual General Meeting of Shareholders. The Company is also making available information in the 2020 Annual Report on our website; www.itcitycorporate.com. Nevertheless, shareholders, who would like to receive the hard copy of 2020 Annual Report, are requested to fill in this form and send it back to the Corporate Secretary Division by:

Email: nannaphat_t@itcity.co.th

Tel: 092-823-1677, 084-438-0447

Shareholder's Information

Name: **Shareholder Registration No.**

Address:

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QR Code Instruction for download 2020 Annual Report and Document for Meeting of Shareholders

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows the listed companies in the Stock Exchange of Thailand to send to the shareholder 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.

The shareholder can download the information from the QR Code by following instruction below:

For iOS System (iOS 11 and above)

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 “Add friend” → Choose “QR Code” → Scan the QR Code

2. Focus the mobile camera to QR Code to scan it.

Map of the venue for the meeting

