



บริษัท ไอที ซิตี้ จำกัด (มหาชน)
สำนักงานใหญ่
ศูนย์การค้าเดอะพลาซ่าเดียมวิลด์ ซอยปิ่น
เลขที่ 555 ชั้น B1, B2, 5 ถนนราชปรารภ
แขวงมักกะสัน เขตราชเทวี กรุงเทพฯ 10400
โทรศัพท์ 0-26565030-39
ทะเบียนเลขที่ 0107545000349

IT CITY PUBLIC COMPANY LIMITED
HEAD OFFICE
The Palladium World Shopping Mall 555 Fl. B1, B2, 5th
Rachaprarop Rd., Makkasan Subdistrict,
Ratchathevee District., Bangkok 10400
Tel : +66(0) 2656-5030-39
Reg. No. 0107545000349

-Translation -

March 8, 2022

- Subject: Notice of the 2022 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 2021 Annual General Meeting of Shareholders
 3. 56-1 One Report for year 2021 comprising the Company's operating results for the year 2021, 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, 2021 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 2022
 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 56-1 One Report for year 2021
 11. QR Code instruction for download 56-1 One Report for year 2021 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 2022 Annual General Meeting of Shareholders (the “**Meeting**”) on Tuesday April 5, 2022 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 2021 Annual General Meeting of Shareholders

Fact and Reason: The 2021 Annual General Meeting of Shareholders was held on April 7, 2021. 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.itcity.co.th) 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 2021 Annual General Meeting of Shareholders held on April 7, 2021 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 for the year 2021

Fact and Reasons: The operating results in respect of the fiscal year ended as at December 31, 2021 can be summarized as follows:

Unit: Million Baht

Current Assets	1,910
Total Assets	4,247
Current Liabilities	2,078
Total Liabilities	3,055
Shareholders' Equity	1,192
Total Revenue	8,714
Net Profit (Loss)	205

The Company’s operating results for the year 2021 have been summarized as appeared in the 56-1 One Report for year 2021 which has been delivered to the shareholders in QR Code (**Enclosure 3**).The details of QR Code instruction for download the 56-1 One Report for year 2021 as described in **Enclosure 11**.

Any shareholder would like to receive the hard copy of the 56-1 One Report for year 2021, please submit the request form for the hard copy of the 56-1 One Report for year 2021 and deliver to the Company Secretary (Details as shown in **Enclosure 10**). The Company will provide the hard copy of the 56-1 One Report for year 2021 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 2021, 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 statement of financial position and statements of comprehensive income for the fiscal year ended December 31, 2021

Fact and Reasons: The Board of Directors has the Company's audited statements of financial position as at December 31, 2021 and statements of comprehensive income for the fiscal year ended as at December 31, 2021, 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 56-1 One Report for year 2021 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, 2021 (**Enclosure 3**) and statements of comprehensive income for the fiscal year ended as at December 31, 2021 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 reserve and the dividend payment from the operating result of the year 2021

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 of 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 from the Company's operating results for the year 2021 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.

In this year, the Company has sufficient cash flow to pay dividend. The Board of Directors then considered that the Company should

appropriate the annual profits to pay the dividend at the rate of 0.30 Baht per share totaling 109,919,657.70 Baht which represents 60.98 percent of the net profits as prescribed under the separate financial statements after deducting corporate income tax. The record date to determine the list of shareholders entitled to receive the dividends is scheduled for April 18, 2022 (Record Date) and the dividend payment date is scheduled for May 3, 2022.

The comparison between the dividends payment proposed in the year 2019 to 2021 are as follow:

Details of dividend payment	2021 (as proposed)	2020	2019 (interim dividend)
1. Annual net profit (Loss) (Baht)	205,249,465	(41,168,533)	24,438,396
2. Number of the Company's issued shares (Shares)	366,398,859	366,398,859	366,398,859
3. Cash Dividend (Baht/Share)	0.30	-	0.03
4. Total amount of dividends paid (Baht)	109,919,657.70	-	10,991,965.77
5. Dividend Payout Ratio (percent)	60.98	-	45

Board's opinion: The board of director deemed it appropriate to propose that the Meeting consider and approved the omission of the allocation of net profits as legal reserves and the dividend payment from the 2021 operating results at the rate of Baht 0.30 per share, totaling Baht 109,919,657.70, which represents 60.98 percent of the net profits as prescribed under the separate financial statements after deducting corporate income tax. The dividend payment is in accordance with the dividend payment policy of the Company. The record date to determine the list of shareholders entitled to receive the dividends is scheduled for April 18, 2022 (Record Date) and the dividend payment date is scheduled for May 3, 2022.

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 in replacement of those who are due to 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. Damnoen Kaewthawee | Director, and
Independent Director |
| 2. Mr. Ekachai Sirijirapatana | Director |
| 3. Mr. Sarsak Tuntasuwon | Director, and
Independent Director |
| 4. Mr. Weerapat Punsak-Udomsin | Director |

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 56-1 One Report for year 2021 (**Enclosure 3**). After considering from the structure of Board of Directors and their individual qualifications, the Nomination and Remuneration Committee is of the opinion that the three candidates including (1) Mr. Ekachai Sirijirapatana (2) Mr. Sarsak Tuntasuwon and (3) Mr. Weerapat Punsak-Udomsin whose 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, and they did not possess any prohibited characters or conduct any business or hold share(s) in any companies that compete with the Company's operation.

In this regard, Mr. Damnoen Kaewthawee has informed his intention to discontinue in holding his position as the Company's Independent Director due to his unavailability.

As such, the Nomination and Remuneration Committee deems appropriate to nominate (1) Mr. Ekachai Sirijirapatana (2) Mr. Sarsak Tuntasuwon and (3) Mr. Weerapat Punsak-Udomsin for re-appointment as directors to serve on the Board of Directors for another term and to appoint Mr. Ronnawat Suwannapirom, who is qualified and suitable for the Company's operation, as the independent director in replacement of Mr. Damnoen Kaewthawee.

The biography of the four directors are as shown in **Enclosure 4** and 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 56-1 One Report for year 2021, in Corporate Governance Policy (**Enclosure 3**)).

Besides, the Company provided an opportunity for shareholders to propose and nominate any qualified candidates for the election as a director of the Company from December 1, 2021 to December 31, 2021, 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 nominated directors	Number of share held	Voting Rights
1. Mr. Ekachai Sirijirapatana	1,266,978	1,266,978
2. Mr. Sarsak Tuntasuwon	-	-
3. Mr. Weerapat Punsak-Udomsin	19,823,881	19,823,881
4. Mr. Ronnawat Suwannapirom	-	-

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. Ekachai Sirijirapatana;
2. Mr. Sarsak Tuntasuwon; and
3. Mr. Weerapat Punsak-Udomsin,

and deemed it appropriate to propose the Meeting to consider appointing Mr. Ronnawat Suwannapirom to become an independent director of the Company as Mr. Ronnawat Suwannapirom being nominated to be an independent director of the Company is qualified for the business operation. Profiles of these four candidate are as shown in **Enclosure 4**.

In this respect, for Mr. Sorasak Tuntasuwon and Mr. Ronnawat Suwannapirom, who are nominated to be elected as an independent directors of the Company, are 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. Sorasak Tuntasuwon 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 matters for director's remuneration

Fact and Reasons: According to the Section 90 of the Public Company Limited Act B.E. 2535 (as amended), and Clause 34 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 2022 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.

Agenda 6.1 To consider and approve the director's remuneration

Board's Opinion: The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the directors' remuneration for the year 2022. The details are as follows:

A. Monthly salary and meeting allowances

- 1) The remuneration of the Chairman of the Board of Directors at Baht 200,000 per month, which is the same amount as approved in 2021.
- 2) The remunerations of the Chairman of Audit Committee and Audit Committee Member and Director have been approved at the same amount as approved in 2021 as follows:

	Monthly Salary of Directors (Baht/Month)	Monthly Salary of Audit Committee Member (Baht/Month)	Total Amount (Baht)
Chairman of Audit Committee	30,000	20,000	50,000
Audit Committee	30,000	10,000	40,000
Other Committee	30,000	-	30,000

In this regard, 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 has already received the remuneration for acting as the Chairman of the Board of Directors.

- 3.) The remuneration for the Nomination and Remuneration Committee are as follows:
 - 3.1) The Chairman of the Nomination and Remuneration Committee will receive the meeting allowances of Baht 6,250 per meeting.
 - 3.2) The Nomination and Remuneration Committee will receive the meeting allowances of Baht 5,000 per meeting.
- 4.) The remunerations for the Risk Management Committee are as follows:
 - 4.1) The Chairman of the Risk Management Committee will receive the meeting allowances of Baht 6,250 per meeting.
 - 4.2) The Risk Management Committee will receive the meeting allowances of Baht 5,000 per meeting.

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 the 56-1 One Report for year 2021 under Corporate Governance Policy (**Enclosure 3**).

Table of comparison of monthly salary and meeting allowances in 2022 and 2021

Position	2022 (As proposed)		2021	
	Monthly Salary (Baht/Month)	Meeting Allowance (Baht/Meeting)	Monthly Salary (Baht/Month)	Meeting Allowance (Baht/Meeting)
Chairman	200,000.-	-	200,000.-	-
Director	30,000.-	-	30,000.-	-

Position	2022 (As proposed)		2021	
	Monthly Salary (Baht/Month)	Meeting Allowance (Baht/Meeting)	Monthly Salary (Baht/Month)	Meeting Allowance (Baht/Meeting)
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.-

B. Bonus

The Company will consider the directors' bonus at the time of the perceived of an income, expenditure and the results of the Company's operation as at December 31, 2022, together with the economic situation and the Company's investment plan which will be proposed to the share holders' meeting for futher consideration and approval.

C. Other benefits

-None-

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 6.2 To consider and approve the director's bonus

Board's opinion:

It is deemed appropriate to propose to the Meeting to consider and approve the directors' bonuses for the operating results of the year 2021 in returns for the performance of the Board of Directors in the past year, by considering and approving the bonus for such directors, consideration will be given to business practices in the same industry, along with the economic situation and the Company's investment plan. The details are as follows:

Position	for the operating results of 2020	for the operating results of 2021 (As proposed)
	Bonus (baht)	
Chairman	-	200,000
Director	-	100,000

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 2022.**

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 2022. 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 2022 and the auditors' remuneration for the year 2022 of Baht 2,650,000, exclusive other expenses.

Table of comparison of the auditors' remuneration

Auditors' remuneration	Fiscal Year 2022 (As proposed)	Fiscal Year 2021
1. Auditing fee	2,650,000	2,800,000
2. Other service charges and expenses	-	-

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 2022. 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 2022 have been being the Company's auditor for 5 years. For the auditors' remuneration for the year 2022, the Board of Directors deemed it appropriated to propose that the Meeting consider and approve at the rate of Baht 2,650,000, exclusive of other expenses.

In addition, the auditors nominated to be the auditors of the Company for the year 2022 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 To consider other businesses (if any)

The Company provided opportunities for shareholders to propose agenda for the 2022 Annual General Meeting of Shareholders in advance from December 1, 2021 to December 31, 2021, 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 50 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 scheduled March 9, 2022 as the record date for determining the names of shareholders entitled to attend the 2022 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 2022 Annual General Meeting of Shareholders and all related documents at the Company's website (www.itcity.co.th). 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 P.O. Box 62 Pratunam Post Office Bangkok 10409", 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 56-1 One Report for year 2021, please submit the request form for the hard copy of the 56-1 One Report for year 2021 (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 21 มีนาคม 2565
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

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=220405>

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

วันที่ประชุม : วันอังคารที่ 05 เมษายน 2565 เวลา 14:00 น.
Meeting Date : Tuesday, April 05, 2022 at 14:00 hrs.

สถานที่ประชุม : ห้องเอสิค ชั้น 31 อาคารเอ็ม เอส สยามทาวเวอร์ เลขที่ 1023 ถ.พระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ
Meeting Venue : Asic Room, 31st Floor, MS Siam Tower, 1023 Rama III Rd., 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.....ผู้เข้าประชุม
Sign Meeting Attendee

(.....)

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

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=220405> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: www.itcity.co.th / 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=220405>

You can also contact the issuer for the annual report

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**Minutes of the 2021 Annual General Meeting
of Shareholders**

(Translation)

IT City Public Company Limited
Minutes of the 2021 Annual General Meeting of Shareholders

The 2021 Annual General Meeting of Shareholders of IT City Public Company Limited (the “**Company**”) was held on April 7, 2021, at ASIC Room, 31st Floor, MS SIAM Tower, 1023 Rama III Road, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok (the “**Meeting**”).

The Meeting commenced at 14.00 hrs.

Mr. Vichit Yanamorn, the Chairman was the Chairman of the Meeting (the “**Chairman**”). The Chairman welcomed the shareholders and then assigned Mr. Chanchai Boonyasurakul, the Company Secretary, to inform the significant information to the shareholders.

Mr. Chanchai Boonyasurakul, the Company Secretary, informed the Meeting that there were 13 shareholders attending the Meeting in person and 28 shareholders attending the Meeting by proxy, totaling 41 shareholders representing 251,496,337 shares, which was equal to 70.1181 percent of the Company's issued and paid-up shares. Thus, a quorum was constituted. Prior to considering the agendas, Mr. Chanchai Boonyasurakul 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	Executive Chairman and Director
3.	Mr. Sophon Intanate	President and Director
4.	Mr. Wilson Teo Yong Peng	Director
5.	Mr. Pipope Chokwathana	Director
6.	Mr. Weerapat Punsakudomsin	Director
7.	Mr. Pichai Neranartkomol	Vice Executive Chairman and Director
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 and 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 percent of the total number of directors were present.

Other attendees were as follows:

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1. Mr. Suwat Panichpakdee Executive Vice President
2. Ms. Wannaporn Chansareewittaya Chief Financial Officer
3. Ms. Kamontip Lertwitworatep Auditor from EY Office Limited
4. Mr. Saravut Krailadsiri Partner from Kudun and Partners Limited
5. Ms. Pasita Nananukool Associate from Kudun and Partners Limited,
who would supervise the vote counting procedure to
ensure the compliance with the law and the
Company's Articles of Association
6. Mr. Chanchai Boonyasurakul Company Secretary

2. The current information of the Company can be summarized as follows:

Registered Capital	366,398,859	Baht
Paid-up Capital	366,398,859	Baht
Divided into	366,398,859	Shares
Par Value	1.00	Baht Per Share

3. To ensure that the Meeting would understand the voting procedures when considering each matter on the agenda, Mr. Chanchai Boonyasurakul, the Company Secretary, explained the voting procedure and guideline as follows:
- 3.1 The number of votes for which each shareholder would be eligible was the number of shares he or she holds, 1 share equals to 1 vote.
 - 3.2 Before voting each matter, the Chairman would ask the shareholders whether to "disapprove", "abstain from voting" or "approve for" respectively.
 - 3.3 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.
 - 3.4 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 Meeting.
 - 3.5 Agenda items no. 2 and Agenda items no. 8 were for acknowledgement purposes only, therefore voting was not required.
4. Mr. Chanchai Boonyasurakul, the Company Secretary, requested that each shareholder introduce himself or herself, giving his or her name and surname before asking questions or expressing

(Translation)

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 agendas.

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

The Chairman assigned Mr. Sophon Intanate, the President, to conduct this agenda.

Mr. Sophon Intanate proposed that the Meeting certified the minutes of the 2020 Annual General Meeting of Shareholders, held on August 5, 2020. The minutes were accurately recorded 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 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, and 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 the 2020 Annual General Meeting of Shareholders.

Mr. Sophon Intanate, the President, provided the Meeting an opportunity to inquire about and comment on this agenda item.

No shareholders inquired about or commented on this agenda item. Mr. Sophon Intanate, the President, 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. Mr. Sophon Intanate, the President, proposed that the Meeting certify the minutes of the 2020 Annual General Meeting of Shareholders as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the minutes of the 2020 Annual General Meeting of Shareholders 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	256,892,603	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 2020

The Chairman assigned Mr. Sophon Intanate, the President, to report this agenda.

Mr. Sophon Intanate, the President, reported the Company's operating results for the year 2020.

(Translation)

The operating results in respect of the fiscal year ended as at 31 December 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 loss was due to the Company's setting of the provision of damage amounting to 90.5 Million Baht from the fraudulent transaction committed by an employee of the Company via the commercial online platform of the Company.

In this regard, the Company's operating results for the Year 2020 have been summarized as set out in the 2020 Annual Report, which was delivered to the shareholders in the form of a QR Code with the invitation letter.

In the first three months of 2020, the Company was pretty affected by the economic situation from the COVID-19 pandemic. However, during March to April, even though the Company's branch shops in the department store were not be able to operate due to lockdown order, but the proportion of the Company's revenue from online sales channels increases due to the demand for products for work from home or study from home culture. This also resulted in when the Company's branch shops in the department store were reopened, due to the increase of demand for products, there has been a competition to acquire products for sale continuously until the end of 2020 and still exist during the first quarter of 2021. Moreover, there were also 5G smartphone and cryptocurrencies trend which benefit the Company in term of a significant increase in income. The Company tries to keep the number of available products in the warehouse as much as possible including plans to expand all product sales channels and works closely with the Company's partners and landlords.

As for DTAC shop, there were 11 shops opened last year, and on April 1, 2021, the Company obtained a permission to open 17 more shops as well as the Company plans to increase the number of shop to 40-50 shops within this year.

In light of the Company's own branches, as of December 31, 2020, the Company has 113 branches under "IT City" brand and also has a branch under "ACE" brand, which focuses on gaming products targeting new generation customers. The Company also has "it." brand which both "Ace" and "it." were well acknowledged by the landlords. For "CSC" brand, it still remains its strength in terms of smartphones. The rest of the branches are the branches that the Company has been granted the right to manage by the partners (brand shop), which are 8 VIVO branches, 19 OPPO branches, 4 Realme branches,

(Translation)

6 Huawei branches and 3 Samsung branches. The Company plans to expand branches under all the brands mentioned above which will depend on the demand of the customer and the landlord in that area.

As for the commercial online platform, there has been exponential growth in last year and the Company will continue with the online platform this year as well. In this regard, the Company also has a policy to operate the business under anti-fraud and corruption continuously.

Mr. Sophon Intanate, the President, provided the Meeting an opportunity to inquire about and comment on this agenda item.

Mr. Amorn Kowanichcharoen (a shareholder present in person) asked:

In light of the fraudulent transaction committed by an employee of the Company and setting damages amounting to 90 Million Baht as a provision, I would like to suggest the Company to be more rigorous as Shopee's system may not be very secure. Others who have their online shop in Shopee also face the same problem. A close supervision is required as it affects the profit of the Company significantly

Mr. Suwat Panichpakdee, the Executive Vice President, replied:

First of all, the Company has improved the payment system by notifying all relevant online platforms that no additions or changes to the receiving account number of the Company shall be done unless there is a letter from the Company signed by the authorized directors informing such additions or changes. Therefore, unauthorized change to the account shall not occur again. In addition, the Company has separated the bank account for each platform, one platform for each bank account, for accurate review and the Company also reiterate that the review should be done more than once per month. In addition, The Company engaged P&L IT Audit Company Limited (“P&L”) to assess the Company’s internal control and MIS system. P&L will audit the internal control in relation to compliance of employee according to policies and regulations of the Company, IT general control, application program control which covers all platforms including <https://www.itcityonline.com> as well as penetration testing in order to ensure that the control and management of the Company’s IT system will be conducted prudently and carefully as well as the employee will duly follow the regulations the Company set forth. P&L will take approximately 60 days for the audit work and then will prepare a report to the Audit Committee for acknowledgement. The report will be proposed to the Board of Directors and management department for improvement of the internal control to be efficient accordingly. In this regard, the Company expects that the audit will be completed within May 2021 and the Company will determine timeframe for the internal control improvement. Upon completion, the Company will report the shareholders for acknowledgement through the Stock Exchange of Thailand system.

For litigation case, the Company has already proceeded with a criminal case against the ex-employee. The case is in the process of police work which includes tracing the amount of money to get it back. The management department assigned me to monitor it closely. In the meantime, the Company is not able to provide a detailed insight as this may affect over all case and the tracing of money. In this regard, the Company insists that we will

(Translation)

follow up the case to the last and get the money back as much as possible and as fast as possible. When there are any progress or any clear timeframe and amount of money, the Company will inform the shareholders accordingly.

Resolution:

The Meeting acknowledged the operating results of the Company for the year 2020 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, 2020

The Chairman assigned Mr. Sophon Intanate, the President, to report in this agenda.

Mr. Sophon Intanate, the President, informed the Meeting that The Board of Directors has prepared 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. 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 72), in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended).

Mr. Sophon Intanate, the President, provided the Meeting an opportunity to inquire about and comment on this agenda item.

Mr. Amorn Kowanichcharoen (a shareholder present in person) asked:

The Company's expenses have increased significantly. The Company should consider about the cause of the increase as our sales growth significantly in last year but we also had high expenses including interest on the loans. Please share your opinion whether the interest rate can be lower or not.

Mr. Sophon Intanate, the President, replied:

The Company plans to merge the Company with the subsidiary which aims to reduce double expenses.

Ms. Wannaporn Chansareewittaya, the Chief Financial Officer, replied:

For the loan interest, the loan is for smartphone purpose. As the smartphone is now a product that have it sales rate increased and the Company has to purchase it for sale in cash only. Therefore, working capital is required in this case, however, the management department plans to discuss with the banks to reduce the loan amount to the amount that is actually necessary for the Company.

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. Mr. Sophon Intanate, the

(Translation)

President, then proposed that the Meeting approve the audited financial statements for the fiscal year ended December 31, 2020 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, 2020 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	256,892,603	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 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

The Chairman assigned Mr. Sophon Intanate, the President, to conduct this agenda.

Mr. Sophon Intanate, the President, informed the Meeting that, 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 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.

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

(Translation)

Details of dividend payment	2020 (as proposed)	2019 (interim dividend)	2018
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
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.

Mr. Sophon Intanate, the President, provided 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. Mr. Sophon Intanate, the President, then proposed that the Meeting 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.

Resolution:

The Meeting considered this matter and unanimously resolved that 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 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	256,892,603	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

(Translation)

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

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. Pichai Neranartkomol, Mr. Chattaphum Khantiviriya, Mr. Pipope Chokwathana and Mr. Sophon Intanate would leave the meeting room. The Chairman then assigned Mr. Chanchai Boonyasurakul, the Company Secretary, to conduct this agenda.

Mr. Chanchai Boonyasurakul, the Company Secretary, informed the Meeting that, according to 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. 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 |

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.

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 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.

Furthermore, the Company made available the opportunity for shareholders to nominate in advance the qualified candidates for election as directors of the Company from December 1, 2020 to December 31, 2020 on the Company's website but no shareholders nominated any candidates for election as directors.

(Translation)

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	-	-

Mr. Chanchai Boonyasurakul, the Company Secretary, provided 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. Mr. Chanchai Boonyasurakul, the Company Secretary, then proposed that the Meeting approve that Mr. Pichai Neranartkomol, Mr. Chattaphum Khantiviriya, Mr. Pipope Chokwathana and Mr. Sophon Intanate 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. Pichai Neranartkomol (2) Mr. Chattaphum Khantiviriya (3) Mr. Pipope Chokwathana (4) Mr. Sophon Intanate 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. Pichai Neranartkomol

Approved	256,892,603	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. Chattaphum Khantiviriya

Approved	256,892,603	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. Pipope Chokwathana

(Translation)

Approved	256,892,603	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent
Abstained	0	votes	equivalent to	0	percent
Void Ballot	0	votes			

4. Mr. Sophon Intanate

Approved	256,892,603	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 assigned Mr. Sophon Intanate, the President, to conduct this agenda.

Mr. Sophon Intanate, the President, 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 2021 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 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.-	-

(Translation)

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

Mr. Sophon Intanate, the President, provided 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. Mr. Sophon Intanate, the President, then proposed that the Meeting approve the directors' remuneration as proposed.

Resolution:

The Meeting considered the matter and unanimously resolved that the directors' remuneration 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	256,911,917	votes	equivalent to	100	percent
Disapproved	0	votes	equivalent to	0	percent

(Translation)

Abstained	0 votes	equivalent to	0 percent
Void Ballot	0 votes		

In this agenda, there were 15 shareholders attending the meeting in addition to the number of shareholders at the beginning of the meeting having the aggregate of 19,314 shares, totaling 65 shareholders present at the meeting in this agenda item - 22 in person and 43 by proxy, representing a total of 256,911,917 shares.

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

The Chairman assigned Mr. Sophon Intanate, the President, to conduct this agenda.

Mr. Sophon Intanate, the President, 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 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 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 Lertwitworatet, 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 2021 and the auditors' annual remuneration to be not exceeding Baht 2,800,000 exclusive of other expenses.

Mr. Sophon Intanate, the President, provided 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

(Translation)

pass the ballot to the Company staff. Mr. Sophon Intanate, the President, then proposed that the Meeting approve the appointment of auditors, and their remuneration for the year 2021 as proposed.

Resolution:

The Meeting considered this matter and unanimously resolved that the appointment of auditors and their remuneration for the year 2021 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	256,911,917	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 Other business (if any)

Mr. Sophon Intanate, the President, asked whether anyone would like to propose a new agenda item for consideration, no shareholders propose a new agenda for consideration.

The Chairman then provided the Meeting an opportunity to additional inquire.

Mr. Patrawee Teerawongsaree (a proxy from shareholder) asked:

Please share the reason why we chose to open a branch with DTAC because compared to other competitors, the number of DTAC customers decreased and the sales of the commercial online platform of the Company have increased or decreased compared to during the COVID-19 pandemic.

Mr. Pichai Neranartkomol, Vice Executive Chairman and Director, replied:

We received lots of offer from DTAC compared to offers from AIS and TRUE which have more restrictions. TRUE also is an exclusive partner with our one competitor so it is quite difficult and low-opportunity to open a branch as TRUE center or shop. For AIS, they have lots of partner, therefore it reduce our opportunity to get offer for opening new branch.

Moreover, the Company also get an offer to sell operator devices in DTAC branches, such as iPhone devices and more in the future. For the offer that we were given to open a DTAC branch, we received such a great option, good location in leading department store such as Central Rama 2, which if we compare to TRUE, TRUE chose to open their own branch in such leading department store. In addition, DTAC's branch generates good benefit.

Mr. Sophon Intanate, the President, replied:

For online business, the sales increased significantly in May to around December. It can fluctuates due to campaign of each platform such as 11.11 campaign that is a huge promotion resulting in increase of sales. The sales will decrease during 1.1 and 2.2 campaign and then increase back again during 3.3 or 4.4 campaign due to massive promotion by Shopee. The sales during normal days are very close. The Company's gain or lost benefit from these campaigns depends on cooperation between the Company,

(Translation)

platform and partners of the Company. The Company has a clear plan to join with more partners that view the Company as a key partner to make a campaign with these platform.

Mr. Arnakorn Sitanrassamee (a shareholder present in person) asked:

Does the Company plan to sell iPhones or Apple products?

In addition, our competitors have invested in leasing businesses to expand in the retail business. Please share if the Company plans to do the same.

Mr. Pichai Neranartkomol, Vice Executive Chairman and Director, replied:

At present, the Company is authorized to sell iPhone in about 10 CSC branches and the Company already requested for more authorization. In addition, in all DTAC Center, which the Company owns 11 branches at the end of 2020 and were given more 17 branches in March, the Company is authorized to sell iPhone including iPad. In this regard, iPhone product is a product that has a good sale during low stock or newly launch period. Therefore, the Company is trying to find our standpoint of iPhone sale by considering that some branches that have high competition in iPhone sales, all competitors are located there including iStudio, the Company will not compete in iPhone sales in such branches and may consider other appropriate branches that have other form of competition. In this regard, the sales of iPhone of the Company has been increasing.

Mr. Sophon Intanate, the President, replied:

The Company has an affiliated company that already operate leasing business and the Company has been working closely with such affiliated company in this year. It is very likely that the affiliate will release new products joining with the Company in order to reach a group of customers who need this product.

Mr. Chayawat Karawawattana (a shareholder present in person) asked:

Please describe more about how an employee of the Company committed the fraudulent transaction

Mr. Suwat Panichpakdee, the Executive Vice President, replied:

We would like to inform that the disclosure of details on how the fraudulent transaction committed may not be beneficial. However, the Company assure you that any weak point that lead to this kind of fraudulent are all fixed and the Company also engaged more-than-20-year IT audit expert to audit the Company in order to ensure that the Company has no weak point and this kind of fraudulent transaction will not occur again in the future.

(Translation)

(Signed by - *Mr. Vichit Yanamorn* - Chairman of the Meeting

(Mr. Vichit Yanamorn)

(Signed by - *Mr. Charnchai Boonyasurakul* - Company Secretary

(Mr. Charnchai Boonyasurakul)

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In electronic format**

**Profile of the director who is due to retire by rotation
and proposed for the re-appointment**



Mr. Sarsak Tuntasuwon Age 65 years

Current Job Position

- Independent Director
- Audit Committee
- Chairman of Risk Management Committee

Nationality Thai

**Shareholding in the company
(Date December 30, 2021)** None

Educational Qualification

- The National Defence College of Thailand (Class 2550)
- Capital Market Academy (CMA12)
- LL.B Ramkhamhaeng University
- LL.M Ramkhamhaeng University
- Master of Public Administration (NIDA)

Director Accreditation Program None

Work experience (5 years)

Present	IT City Public Company Limited Independent Director, Audit Committee, and Chairman of Risk Management Committee
2007 – 2015	The Office of Insurance Commission, Ministry of Finance Deputy Secretary
2006 – 2007	The Department of Insurance, Ministry of Commerce Deputy Director
2000 – 2006	The Department of Insurance, Ministry of Commerce Specialist Insurance Law
1997 – 2000	The Department of Insurance, Ministry of commerce Director of the Legal Division

Position in any listed company	None
Position in any non-listed company	None
Appointment date	May 9, 2018
Number of years as director (term of office)	4 years
Total term of office including the term proposed in this Meeting	7 years
Holding position as director/executive in any companies which may result in a conflict of interest with the Company	None

Historical records or meeting attendance in 2021	6/6
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Profile of the director who is due to retire by rotation
and proposed for the re-appointment



Mr. Weerapat Punsak-Udomsin Age 51 years

Current Job Posotion ● Director

Nationality Thai

**Shareholding in the company
(Date December 30, 2021)** Ordinary Share 19,823,881 Shares
(5.4105%)

Educational Qualification

- Bachelor of Business Administration (Management), Bangkok University

Director Accreditation Program

- Certificate of Director Certification Program Class 283/2019 (DCP)

Work experience (5 years)	Present	IT City Public Company Limited Director
	Oct. 2019 – Present	Universe Beauty Co., Ltd Managing Director
	1996 – Present	Universe Beauty Land Co., Ltd Director
	1994 – Present	Unicentral Co., Ltd Director
	1994 – Present	Unifunds Co.,Ltd Director
	1994 – Present	Uniwealth Co., Ltd Director
	1990 – Present	U.B. Chemical Industries Co., Ltd Director

Position in any listed company None

Position in any non-listed company 6 companies

Appointment date	August 8, 2018
Number of years as director (term of office)	4 Years
Total term of office including the term proposed in this Meeting	7 Years
Holding position as director/executive in any companies which may result in a conflict of interest with the Company	None

Historical records or meeting Attendance in 2021	6/6
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Profile of the candidate proposed for the appointment
as the Company's independent director



Mr. Ronnawat Suwannapirom

Age 64 years

Nationality Thai

**Shareholding in the company
(Date December 30, 2021)** None

Educational Qualification

- Bachelor of Science (Management) Kasetsart University
- Master of Business Administration Oklahoma City University U.S.A.

Director Accreditation Program

- Certificate of Director Certification Program Class 211/2015 (DCP)
- Certificate of Advanced Audit Committee Program Class 22/2016 (AACP)
- Executive Program for Senior Management, Kellogg School of Business
- Fiscal Management Program Class 3/2012 Fiscal Policy Research Institute Foundation

Work Experience (5years)

Dec. 2019 – Present	Expert member of committee Public Sector Audit Evaluation Committee, Ministry of Finance
Apr. 2020 – Present	Expert member of committee Commission of Taxation
Apr. 2015 – Jun. 2017	Member of board of director / Chairman of the Audit Committee PTT Energy Resources Company Limited
Apr. 2015 – Sep. 2017	Member of board of director Playing cards Factory, Excise Department
1984 – 2017	Tax Economist /Tax Auditor / Chief of Area Revenue Branch Offices / Chief of Mae Hong Son Area Revenue Office /Chief of Chonburi 3 Area Revenue Office /Chief of Regional Revenue Office 9 /Deputy Director-General/ Principal Advisor on Tax Base Management Revenue Department

Position in any listed company	None
Position in any non-listed company	None
Appointment date	First time nominated
Number of years as director (term of office)	First time nominated
Total term of office including the term proposed in this Meeting	First time nominated
Holding position as director/executive in any companies which may result in a conflict of interest with the Company	None

Historical records or meeting Attendance in 2021	None
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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 2022

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 22 years
Years of the Company's auditors	5 years
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

Profiles of the Auditor for the year 2022

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 29 years
Years of the Company's auditors	5 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 21 years
Years of the Company's auditors	5 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 Meeting.

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 5, 2022.

Remark

If any shareholder cannot attend the 2022 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 P.O. Box 62 Pratunam Post Office Bangkok 10409".

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 2022 Annual General Meeting of Shareholders to be held on April 5, 2022 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

(.....)

Signed..... Grantee

(.....)

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 2022 Annual General Meeting of Shareholders to be held on April 5, 2022 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 2021 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 for the year 2021.
- Agenda no. 3 To consider and approve the statement of financial position and statements of comprehensive income for the fiscal year ended December 31, 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. 4 To consider and approve the omission of the allocation of net profit as legal reserve and the dividend payment from the operating results of 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. 5 To consider and approve the appointment of directors in replacement of those who are due to 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. Ekachai Sirijirapatana
 - Approve Disapprove Abstain
 - Name of Director : Mr. Sarsak Tuntasuwon
 - Approve Disapprove Abstain
 - Name of Director : Mr. Weerapat Punsak-Udomsin
 - Approve Disapprove Abstain
 - Name of Director : Mr. Ronnawat Suwannapirom
 - Approve Disapprove Abstain

Agenda no. 6 To consider and approve the matters for director's remuneration:

- Agenda no. 6.1 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. 6.2 To consider and approve the director's bonus.
- (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 2022.
- (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 2022 Annual General Meeting of Shareholders to be held on April 5, 2022 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) I/We Nationality
 residing/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 2022 Annual General Meeting of Shareholders to be held on April 5, 2022 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 2021 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 for the year 2021.
- Agenda no. 3 To consider and approve the statement of financial position and statements of comprehensive income for the fiscal year ended December 31, 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. 4 To consider and approve the omission of the allocation of net profit as legal reserve and the dividend payment from the operating results of 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 withvotes Disapprove with.....votes Abstain withvotes
- Agenda no. 5 To consider and approve the appointment of directors in replacement of those who are due to 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 withvotes Disapprove withvotes Abstain withvotes
- Appointment of any director(s)
Name of Director : Mr. Ekachai Sirijirapatana
 Approve withvotes Disapprove withvotes Abstain withvotes
- Name of Director : Mr. Sarsak Tuntasuwon
 Approve withvotes Disapprove withvotes Abstain withvotes
- Name of Director : Mr. Weerapat Punsak-Udomsin
 Approve withvotes Disapprove withvotes Abstain withvotes
- Name of Director : Mr. Ronnawat Suwannapirom
 Approve withvotes Disapprove withvotes Abstain withvotes
- Agenda no. 6 To consider and approve the matters for director's remuneration.
- Agenda no. 6.1 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 withvotes Disapprove with.....votes Abstain withvotes
- Agenda no. 6.2 To consider and approve the director's bonus.
- (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 withvotes Disapprove with.....votes Abstain withvotes
- Agenda no. 7 To consider and approve the appointment of auditors, and their remuneration for the year 2022.
- (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 withvotes Disapprove with.....votes Abstain withvotes
- 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 withvotes Disapprove with.....votes Abstain withvotes

(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. 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 2022 Annual General Meeting of Shareholders to be held on April 5, 2022 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 76 years
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 56-1 One Report for year 2021

Dear Shareholders,

Apart from being cost-effective, the use of electronic media is also environment friendly. Consequently, the Company is pleased to present the 56-1 One Report for year 2021 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 56-1 One Report for year 2021 on our website; www.itcitycorporate.com. Nevertheless, shareholders, who would like to receive the hard copy of the 56-1 One Report for year 2021, 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:
.....
.....
.....

**QR Code Instruction for download the 56-1 One Report for year 2021
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 56-1 One 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



Meeting venue

No. 1023, MS Siam Tower, 31st floor (ASIC Room)
Rama 3 Road, Chong Nonsi, Yan Nawa, Bangkok

Bus Number: 89, 195 and 205

Nearby Places

(Same side: Hua Pla Chong Nonsi Restaurant, DHL | Opposite: Savoey Restaurant, Lumpini Place Naradhiwas)