

#### บริษัท ไอที ซิตี้ จำกัด (มหาชน) สำนักงานใหญ่

อาคารศูนย์การค้า เดอะ พาลาเดียม เวิลด์ ช็อปปิ้ง เลขที่ 555 ชั้น B1, B2, 5 ถนนราชปรารภ แขวงมักกะสัน เขตราชเทวี กรุงเทพฯ 10400 โทรศัพท์ : 0 2656 5030 – 39 ทะเบียนเลขที่ 0107545000349 IT CITY PUBLIC COMPANY HEAD OFFICE The Palladium World Shopping Mall 555 Ratchaprarop Rd., Makkasan Subdistrict Ratchathevee District., Bangkok 10400 Tel : +66 (0) 2656 5030 – 39 Reg. No. 0107545000349

-Translation-

March 8, 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders To: Shareholders of IT City Public Company Limited 1. Registration form with QR Code Enclosures: 2. 56-1 One Report for year 2022 comprising the Company's operating results for the year 2022, 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, 2022 in QR Code 3. Profiles of the candidates who have been nominated to replace the directors retiring by rotation and definition of an independent director 4. Profiles of the auditor for the year 2023 5. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting 6. The Company's Articles of Association concerning the shareholders' meetings 7. Proxy form 8. Profiles of the independent director proposed as proxy by the Company 9. Request form for the hard copy of 56-1 One Report for year 2022 10. QR Code instruction for download 56-1 One Report for year 2022 and document for meeting of shareholders

- 11. Map of the venue for the 2023 Annual General Meeting of Shareholders
- 12. Privacy Notice pursuant to the Personal Data Protection Act B.E. 2562 (2019)

The Board of Directors of IT City Public Company Limited (the "**Company**") has resolved to hold the 2023 Annual General Meeting of Shareholders (the "**Meeting**") on Wednesday April 5, 2023 at 2:00 p.m., at ASIC Room, 31<sup>st</sup> Floor, MS SIAM Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis. The agendas of the Meeting will be as follows:

#### Agenda 1To acknowledge the report on the Company's operating results as at Year 2022

**Fact and reasons:** The operating results in respect of the fiscal year ended as at December 31, 2022 can be summarizes as follows:

Current Assets	1,844
Total Assets	3,956
Current Liabilities	2,121
Total Liabilities	2,854
Shareholders' Equity	1,102
Total Revenue	8,720
Net Profit (Loss)	19
(Unit: Million Baht)	

The Company's operating results as at Year 2022 have been summarized as appeared in the 56-1 One Report for year 2022, which has been delivered to the shareholders in QR Code (Enclosure 2). The details of QR Code instruction for download the 56-1 One Report for year 2022 as described in Enclosure 10.

Any shareholder would like to receive the hard copy of the 56-1 One Report for year 2022, please submit the request form for the hard copy of the 56-1 One Report for year 2022 and deliver to the Company Secretary (Details as shown in **Enclosure 9**). The Company will provide the hard copy of the 56-1 One Report for year 2022 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 2022, details as shown in **Enclosure 2**.

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

# Agenda 2To consider and approve the audited statement of financial position and<br/>statements of comprehensive income for the fiscal year ended as at December 31,<br/>2022

**Fact and reasons:** The Board of Directors has the Company's audited statements of financial position as at December 31, 2022 and statements of comprehensive income for the fiscal year ended as at December 31, 2022, which has already been certified by the auditors from EY Office Limited 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 2) and disclosed in the 56-1 One Report for year 2022 provided to the shareholders with the invitation letter (as in the Enclosure 2).

**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, 2022 (**Enclosure 2**) and statements of comprehensive income for the fiscal year ended as at December 31, 2022 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 3 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 2022

**Fact and Reasons:** According to Section 116 of the Public Company Act B.E. 2535 (as amended) and Article 52 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 from the Company's operating results for the year 2022, ending December 31, 2022, is required. According to Section 115 of the Public Company Act B.E. 2535 (as amended), the Company must pay dividends from its profit only.

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

The comparison between the dividends payment proposed in the year 2020 to 2022 are as follow:

Details of dividend payment	2022 (as proposed)	2021 (interim dividend)	2020
1. Annual net profit (Loss) (Baht)	19,215,186	205,249,465	(41,168,533)
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	-
4. Total amount of dividends paid (Baht)	-	109,919,657.70	-
5. Dividend Payout Ratio (percent)	-	60.98	-

In addition, as the Company considers the suitability to retain the liquidity level for business operations in 2023, the Company considered to omit the dividend payment from the operating result of the year 2022.

**Board's opinion:** The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2022, as the Company considers the suitability to retain the liquidity level for business operations in 2023.

**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 appointment of directors replacing those retire by rotation

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

1. Mr. Vichit Yanamorn	Independent Director
2. Mr. Pichai Neranartkomol	Director
3. Mr. Wilson Teo Yong Peng	Director
4. Dr. Sathit Pitivara	Independent 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 2022 (Enclosure 2-Nomination and Remuneration Committee). After considering from the structure of Board of Directors and their individual qualifications, the Nomination and Remuneration Committee is of the opinion that the four candidates including (1) Mr. Vichit Yanamorn (2) Mr. Pichai Neranartkomol (3) Mr. Wilson Teo Yong Peng and (4) Dr. Sathit Pitivara who have been retired 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 businesses or hold share(s) in any companies that compete with the Company's operation.

Therefore, the Nomination and Remuneration Committee deems appropriate to nominate (1) Mr. Vichit Yanamorn (2) Mr. Pichai Neranartkomol (3) Mr. Wilson Teo Yong Peng and (4) Dr. Sathit Pitivara for re-appointment as directors to serve on the Board of Directors for another term. The biography of the four directors are as shown in <u>Enclosure 3</u>. 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 <u>Enclosure 3</u> and the 56-1 One Report for year 2022, in Management and Corporate Governance (<u>Enclosure 2</u>).

Also, the Company granted an opportunity for shareholders to propose and nominate any qualified candidates for the election as a director of the Company from December 1, 2022 to December 31, 2022, via the Company's website and no shareholders nominated any candidates for the election as directors.

Details of the Company's shares held by the nominated directors

Name of the retiring directors nominated for re-appointment	Number of shares held	Voting Rights
1. Mr. Vichit Yanamorn	-	-
2. Mr. Pichai Neranartkomol	74,500,000	74,500,000
3. Mr. Wilson Teo Yong Peng	-	-

4. Dr. Sathit Pitivara	-	-
------------------------	---	---

**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. Vichit Yanamorn
- 2. Mr. Pichai Neranartkomol
- 3. Mr. Wilson Teo Yong Peng
- 4. Dr. Sathit Pitivara

and deemed it appropriate to propose the Meeting to consider appointing Mr. Vichit Yanamorn and Dr. Sathit Pitivara to become independent directors of the Company. The Board of Directors has considered and deemed it appropriate that the candidates proposed for appointment as independent directors of the Company are qualified in accordance with the criteria specified in relation to qualifications of the independent directors and suitable for business operations of the Company, are capable of providing opinions independently and in accordance with the relevant regulation and are appropriate to hold positions as directors of the Company

Profiles of these four candidates are as shown in **Enclosure 3**.

In this respect, Mr. Vichit Yanamorn, who is nominated to be elected as an independent director of the Company, has has been appointed as independent directors of the Company for the period of 24 years. The Board of Directors has considered and deemed that Mr. Vichit Yanamorn possess knowledge, expertise and extensive experience with the Company, together with the capacity to provide opinions independently and in accordance with the relevant regulation.

In addition, for Dr. Sathit Pitivara, who is nominated to be elected as an independent director of the Company, inclusive of the renewal term to be approved in this Meeting, has been appointed as independent directors of the Company for the period of 8 years, which does not exceed 9 consecutive years.

**<u>Voting</u>**: 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. (In considering the election of directors who retire by rotation, the Company will consider approving on an individual basis)

#### Agenda 5 To consider and approve the director's remuneration

**Fact and Reasons:** According to the Section 90 of the Public Company Limited Act B.E. 2535 (as amended), and Clause 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 2023 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.

#### **Compositions of the Remuneration**

The Company has the policy to provide remuneration for the directors in monetary forms, being monthly remuneration and meeting allowance. In this regard, in addition to the aforementioned monetary remunerations, the Company will arrange non-monetary benefits for the directors by providing Directors and Officers Liability Insurance. The non-monetary benefits do not include employee benefits.

**Board's Opinion:** The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the directors' remuneration for the year 2023. The details are as follows:

- a) Monthly Remuneration and Meeting Allowance
  - (1) the remuneration of the Chairman of the Board of Directors has been approved at 200,000 Baht per month, which is the same amount as approved in 2022.
  - (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 2022 as follows:

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

Mr. Ekachai Sirijirapatana, Mr. Pichai Neranartkomol and Mr. Sophon Intanate proposed to waive their rights to receive remunerations for acting as directors due to the fact that they are the Company's permanent employees. Mr. Vichit Yanamorn also proposed to waive his rights to receive his remuneration for acting as the Company's Director and the Chairman of the Audit Committee as he has already received remuneration for acting as the Chairman of the Board of Directors.

- (3) the remuneration of the Nomination and Remuneration Committee has been approved as follows:
  - 3.1) the meeting allowance for the Chairman of the Nomination and Remuneration Committee has been approved at 6,250 Baht per meeting; and
  - 3.2) the meeting allowance for the Nomination and Remuneration Committee Member has been approved at 5,000 Baht per meeting.
- (4) the remuneration of the Risk Management Committee has been approved as follows:
  - 4.1) the meeting allowance for the Chairman of the Risk Management Committee has been approved at 6,250 Baht per meeting; and
  - 4.2) the meeting allowance for the Risk Management Committee Member has been approved at 5,000 Baht per meeting.
- (5) the remuneration of the Corporate Governance and Sustainability Committee
  - 5.1) the meeting allowance for the Chairman of the Corporate Governance and Sustainability Committee has been approved at 6,250 Baht per meeting; and
  - 5.2) the meeting allowance for the Corporate Governance and Sustainability Committee Member has been approved at 5,000 Baht per meeting.

The scope of authorities, duties and responsibilities of the Board of Directors and sub-committees of the Company are shown in the 56-1 One Report for year 2022 under "Management and Corporate Governance" (**Enclosure 2**).

	2023 (As proposed)		2022	
Position	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)
Chairman	200,000	-	200,000	-
Director	30,000	-	30,000	-
Chairman of Audit Committee	20,000	-	20,000	-
Audit Committee	10,000	-	10,000	-
Chairman of Nomination and Remuneration Committee	-	6,250	-	6,250
Nomination and Remuneration Committee	-	5,000	-	5,000
Chairman of Risk Management Committee	-	6,250	-	6,250

	2023 (As proposed)		2022	
Position	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)
Risk Management Committee	-	5,000	-	5,000
Chairman of the Corporate Governance and Sustainability Committee	-	6,250	-	6,250
Corporate Governance and Sustainability Committee	-	5,000	-	5,000

#### Other benefits

In this regard, in addition to the aforementioned monetary remunerations, the Company will arrange non-monetary benefits for the directors by providing Directors and Officers Liability Insurance.

**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 To consider and approve the appointment of auditors, and their remuneration for the year 2023

**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 reappointed.

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 2023. The auditors' profiles are as shown in **Enclosure 4**.

In this respect, the appointed auditors do not have relationships or interests with or in the Company, subsidiaries, executives, major shareholders or related persons of the aforementioned persons.

#### 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 2023 and the auditors' remuneration for the year 2023 of Baht 2,650,000 (Two Million Six Hundred and Fifty Thousand Baht), exclusive other expenses.

Auditors' remuneration	Fiscal Year 2023 (As proposed)	Fiscal Year 2022
1. Auditing fee	2,650,000	2,650,000
2. Other service charges and expenses (Non-Auditing Fee)	-	-

#### Table of comparison of the auditors' remuneration

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 2023. 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 interests 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 2023 have been being the Company's auditor for 6 years. For the auditors' remuneration for the year 2023, the Board of Directors deemed it appropriated to propose that the Meeting consider and approve at the rate of Baht 2,650,000 (Two Million Six Hundred and Fifty Thousand Baht), exclusive of other expenses to be considered and approved.

In addition, the Company does not have any subsidiaries, and Company is not therefore be obliged to disclose any details regarding the auditors of the Company's subsidiaries.

**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 7 To consider and approve the amendment to the Articles of Association of the Company

**Fact and Reasons:** For consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022), the Board of Directors resolved to approve to propose to the 2023 Annual General Meeting of Shareholders to consider approving the amendment to the Articles of Association of the Company concerning the board of directors' meeting, shareholders' meeting, electronic meetings and submission of notice or advertisement of notice via electronic means, with the following details:

Clause	Former Clauses	New Clauses
Clause 25	The Board of Directors must convene at least three (3) months at a time.	

Clause	Former Clauses	New Clauses
Clause 27	To call the Board of Directors' meeting, Chairman of the Board of Directors or, the person assigned to the meeting shall send the notice to the directors no less than seven (7) days prior to the meeting date, unless urgently necessary, in order to preserve the rights or interests of the Company, the appointment can be made by other means and the meeting date can be set earlier than that. In the event that two or more directors request a meeting of the Board of Directors, the Board of Directors shall not be appointed to the Board of Directors. The Chairman of the Board of Directors has set a date for the meeting within fourteen (14) the date from which such request was received.	To call the Board of Directors' meeting, Chairman of the Board of Directors or, the person assigned to the meeting, or in absence of the Chairman, the Vice-Chairman shall summon the meeting of the board of directors. In the case of the absence of the Vice-Chairman, a Board of Directors' meeting may jointly be summoned by at least two (2) directors. Notice of a Board of Directors' meeting shall be sent to the directors at least 3 days prior to the date of the meeting, unless urgently necessary, in order to preserve the rights or interests of the Company, the appointment can be made by other means and the meeting date can be set earlier than the specified period.
Clause 35	The Shareholders' Meeting of the Company is held at the location of the Company's headquarters or neighboring provinces or elsewhere as specified by the Board of Directors.	The Shareholders' Meeting of the Company is held at the location of the Company's headquarters or neighboring provinces or elsewhere as specified by the Board of Directors. In case of the Shareholders' Meeting held via electronic means in accordance with the relevant laws and regulations, the headquarter of the Company shall be deemed to be the venue of such meetings.
Clause 39	<ul> <li>In Shareholders' Meeting, shareholders can give their proxy to attend the meeting and vote on their behalf. The proxy must be signed by the proxy and as required by the Registrar of Public Company Limited, and shall be submitted to the Chairman or persons designated by the Chairman of the Board of Directors at the meeting venue prior to the proxy meeting and at least the following items shall be provided:</li> <li>A. The number of shares held by the proxy</li> </ul>	In Shareholders' Meeting, shareholders can give their proxy to attend the meeting and vote on their behalf. The proxy must be signed by the proxy, or via electronic means as prescribed by the relevant legislations and as required by the Registrar of Public Company Limited, and shall be submitted to the Chairman or persons designated by the Chairman of the Board of Directors at the meeting venue prior to the proxy meeting and at least the following items shall be provided:

Clause	Former Clauses	New Clauses
	<ul><li>B. Proxies' names</li><li>C. The meeting's proxy for the meeting and the vote</li></ul>	<ul><li>A. The number of shares held by the proxy</li><li>B. Proxies' names</li><li>C. The meeting's proxy for the meeting and the vote</li></ul>
Clause 44	The Company may require the meeting of the Board of Directors or sub-committees of the Company or the shareholders' meeting via electronic media. The conduct of the meetings through media must comply with the rules and procedures set by the law and in accordance with the information security standards set out in the law.	The Company may require the meeting of the Board of Directors or sub-committees of the Company or the shareholders' meeting via electronic media. The conduct of the meetings through media must comply with the rules and procedures set by the law and in accordance with the information security standards set out in the law and shall deem that the headquarter of the Company is the venue of such meetings.
Clause 65	-	Summoning of Meetings, Publications and Delivery of Notices via Electronic Means Any notice or statement made in relation to the Company for any particular persons or the public may be published via electronic means in accordance with the relevant legislations.
Clause 66	-	The Company or the Board of Directors may deliver notice or documents to the directors, shareholders or creditors of the Company via electronic means, upon request by or with an explicit consent of such persons in writing or via electronic means, in accordance with the relevant legislations.

**Board's opinion:** The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the amendment to the Articles of Association of the Company pertaining to board of directors' meetings, shareholders' meetings, electronic meetings and notice or publication through electronic media to be in line with the Public Limited Companies Act (No. 4) B.E. 2565 (2022).

<u>Voting</u>: The resolution for this agenda item must be approved by three-quarters (3/4) or more of the votes of the shareholders attending the meeting and having the right to vote.

#### Agenda 8 To consider other business (if any)

The Company provided opportunities for shareholders to propose agenda for the 2023 Annual General Meeting of Shareholders in advance from December 1, 2022 to December 31, 2022, no shareholder proposed any agenda items, via Company's website, nor do any shareholders nominated any candidates qualified for the election as directors.

Shareholders are invited to attend the Meeting on the date, time and place as specified above. The Company has scheduled March 9, 2023 as the record date for determining the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders. The registration will be open from 1.00 p.m. and to ease registration, please bring your registration form with QR Code (detailed in <u>Enclosure 1</u>).

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 <u>Enclosure 7</u>) 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 <u>Enclosure 7</u>), together with the evidence of meeting eligibility (detailed in <u>Enclosure 5</u>). In case of any shareholders being unable to attend the Annual General 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 <u>Enclosure 8</u>). 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 <u>Enclosure 6</u>.

For ease of accessibility and convenience, the Company has published this Notice of the 2023 Annual General Meeting of Shareholders, together with 56-1 One Report for year 2022, Proxy form A, or B, and C and other documents in relation to this Meeting via Company's website as from March 8, 2023

Any shareholder who would like to receive the hard copy of the 56-1 One Report for year 2022, please submit the request form for the hard copy of the 56-1 One Report for year 2022 (Details as shown in **Enclosure 9**).

Yours faithfully,

IT City Public Company Limited

- Mr. Vichit Yanamorn -

(Mr. Vichit Yanamorn)

Chairman of the Board of Directors

Company's Secretary

Tel. 0 2656 5030 - 39 Ext. 1318, 1427

**Enclosure 1** 

**Registration form with QR Code** 



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

20 มีนาคม 2566 เรื่อง การประชุมสามัญผู้ถือหุ้นประจำปี 2566 วันที่ Subject The Annual General Meeting of Shareholders for the Year 2023 Date สัญชาติ Nationality เรียน То บ้านเลขที่ เลขทะเบียนผ<sup>ู้</sup>ถือหลักทรัพย์ Address Shareholder's Registration No. สิ่งที่ส่งมาด้วย เอกสารประกอบการประชม ฯลฯ Details of meeting document Attachment ข้อมลบริษัท / หลักทรัพย์ โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม ห์น/หน่วย Company / Securities Information Holding the total amount of shares/units ห์นสามัญ หน/หนวย Ordinary share shares/units ห้นบริมสิทธิ ห้น/หน่วย Preferred share shares/units https://www.set.or.th/set/tsd/meetingdocu โดยมีวาระการประชมตามแนบท้าย ment.do?symbol=IT&date=230405 The meeting agenda is attachment วันที่ประชุม : วันพุธที่ 05 เมษายน 2566 เวลา 14:00 น. Meeting Date Wednesday, April 05, 2023 at 14:00 hrs. สถานที่ประชม : ห้องประชมเอสิค ชั้น 31 อาคารเอ็ม เอส สยามทาวเวอร์ เลขที่ 1023 ถ.พระราม 3 แขวงช่องนนทรี เขตยานนาวา กทม. Meeting Venue: ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, BKK. ข้าพเจ้า.....เป็น[ ]ผู้ถือหลักทรัพย์ [ ]หรือผู้รับมอบฉันทะ I/We am/are shareholder or proxy of a shareholder บริษัท ไอที ซิตี้ จำกัด (มหาชน) ของ IT CITY PUBLIC COMPANY LIMITED of ้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

ทานสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=230405 หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลั่กทรัพย์ 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=230405

You can also contact the issuer for the annual report

Website : www.itcity.co.th /Tel. +66 -2656-5030-39 Ext. 1427 / email : nannaphat\_t@itcity.co.th

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

Enclosure 2 Supporting Document, Agenda 1 and 2

QR Code for downloading 56-1 One Report for year 2022 in electronic format, accessible through the QR Code

## Enclosure 3 Supporting Document, Agenda 4

Profile of the director who is due to retire by rotation and proposed for the re-appointment	
Mr. Vichit Yanamorn	Age 77 years <b>Current Position</b> • Independent Director • Chairman of the Board of Director • Chairman of Audit Committee • Member of the Risk Management Committee
Nationality	Thai
Shareholding in the company (Date December 30, 2022)	None
Educational Qualification	<ul> <li>Master of Science (Computer Science), University of IOWA, U.S.A.</li> <li>Bachelor of Commerce and Accountancy (Statistics), (Second-Class Honors), Chulalongkorn University</li> </ul>
Director Accreditation Program	<ul> <li>Certificate of Attendance Director Accreditation Program Class 34 (DAP)</li> <li>Certificate of Attendance Audit Committee Program Class 18 (ACP)</li> <li>Certificate of Driving Strategic Success with IT Governance (ITG) Class 3/2016</li> </ul>
Work Experience ( 5 years )	
Present	IT CITY Public Company Limited Independent Director, Chairman of the Board of Directors, Chairman of Audit Committee, Member of the Risk Management Committee MBK Public Company Limited Information Technology Adviser
2015 - Present	<b>Thanachart Capital Public Company Limited</b> Non-executive Director, Member of the Risk Management Committee, Member of the Nomination, Remuneration and Corporate Governance Committee.

2014 - Present	Net Bay Public Company Limited
	Independent Director, Audit Committee Member, Member of the Nomination and Remuneration Committee
	The Grand UB Company Limited
	Director
	Amornchewin Company Limited
	Director
	USC International Group Co., Ltd.
	Authorized Director
Position in any listed company	4 companies
Position in any non-listed company	3 companies
Appointment date	October 7, 2002
Number of years as director (term of office)	21 years
Total term of office including the term proposed in this Meeting	24 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 2022	5/5

Profile of the director who is due to retire by rotation and proposed for the re-appointment	
With the second seco	Age 66 years <b>Current Position</b> • Director • Executive Vice President & Authorized Director
Nationality	Thai
Shareholding in the company (Date December 30, 2022)	74,500,000 ordinary shares
Educational Qualification	• Bachelor's degree in engineering Chulalongkorn University
Director Accreditation Program	Director Certification Program (Class 180/2013)
Work Experience ( 5 years ) Present	<b>IT CITY Public Company Limited</b> Director, Executive Vice President and Authorized Director
1983 - 2020	<b>Computer System Connection International Company Limited</b> Executive Chairman
Position in any listed company	1 company
Position in any non-listed company	None
Appointment date	June 28, 2019
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 2022	5/5
--	-----

Profile of the director who is due to retire by rotation	
and proposed for the re-appointment	
Mr. Wilson Teo Yong Peng	Age 57 years <b>Current Position</b> • Director
Nationality	Singaporean
Shareholding in the company (Date December 30, 2022)	None
Educational Qualification	• DBA, Doctor of Business Administration, University of Manchester (UK)
	• ASEP, Advanced Senior Executive Program, Kellogg School of Management (USA)
	• MBA, Master of Business Administration, Oxford Brookes University (UK)
	• FCCA, Fellow of The Association of Chartered Certified Accountants (UK)
	• FCA, Fellow of Institute of Singapore Chartered Accountants
	• FCPA, Fellow of Certified Practicing Accountants (Australia)
	ASEAN CPA, ASEAN Chartered Professional Accountant
	• IIA. The Institute of Internal Auditors (USA)
Director Accreditation Program	• Director Accreditation Program (DAP), Thai Institute of Directors
	Company Secretary Program, Thai Institute of Directors
	CFO's Refresher Course, The Stock Exchange of Thailand
	Creating An Innovation Culture, Sasin Graduate Institute of Chulalongkorn University
	• WSQ Display Critical Thinking & Analytical Skills, Institute of S'pore Chartered Accountants.
	• Unlocking the Power of AI in the Digital Age, The University of Manchester
	• Cyber Security and Board/Audit and Risk Committee Responsibility, CPA Australia

Work Experience ( 5 years )	
Present	IT CITY Public Company Limited
	Director
	ARIP Public Company Limited
	Director
	SVOA Public Company Limited
	Director
	ABIKS Development Company Limited
	Director
	Asys Computer Company Limited
	Director
	Digitech One Company Limited
	Director
2006 - 2020	<b>Business Online Public Company Limited</b>
	Director
	Data One Asia (Thailand) Company Limited
	Director
2006 - 2019	Anew Corporation Company Limited
	Director
2000 - 2020	Acerts Company Limited
	Director
2000 - 2019	Advanced Research Group Company Limited
	Director
2012 - 2013	Lease IT Public Company Limited
	Director
Position in any listed company	3 companies
Position in any non-listed company	3 companies
Appointment date	April 11, 2018
Number of years as director (term of office)	5 years
Total term of office including the term proposed in this Meeting	8 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 2022	5/5

Profile of the director who is due to retire by rotation		
and proposed for the re-appointment		
Image: Construction of the second s	Age 59 years <b>Current Position</b> • Independent Director • Chairman of the Nomination & Remuneration Committee	
Nationality	Thai	
Shareholding in the company (Date December 30, 2022)	None	
Educational Qualification	<ul> <li>Doctor of Philosophy Program in Public Administration, Burapha University</li> <li>Master of Public Administration, Ramkhamhaeng University</li> <li>NIDA-CP : Mini Executive MBA.</li> <li>Bachelor of Agriculture (Agricultural Extension), Sukhothai Thammathirat Open University</li> </ul>	
Director Accreditation Program	None	
Work Experience ( 5 years ) Present	IT CITY Public Company Limited Independent Director, Chairman of the Nomination & Remuneration Committee	
2015 - 2017	<b>Graduate School of Commerce, Burapha University</b> Special Instructor	
2013 - 2015	Burapha University University Council Committee	
2013 - 2015	Burapha University President of the Alumni Association	
2010 - 2012	Ministry of Agriculture and Cooperatives Dairy and Dairy Products Committee	
2003 - 2012	Wangnamyen Dairy Co-operative Ltd. Manager	

1989 - 2002	Charroen Pokphand Group (CPF) Sales Manager
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)	5 years
Total term of office including the term proposed in this Meeting	8 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 2022	5/5

#### **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.

## Enclosure 4 Supporting Document, Agenda 6

### Profiles of the Auditor for the year 2023

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	Experienced in working with the Securities and Exchange Commission for more than 21 years.
	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 consumer, service, distribution manufacturing, technology, and real estate.
Auditing Experience	Exceed 23 years
Years of Certification in the Company's Financial Statement	0 year
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

### **Profiles of the Auditor for the year 2023**

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 28 years and held position as the Partner of EY Office Limited for more than 16 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 30 years
Years of Certification in the Company's Financial Statement	6 years
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

### **Profiles of the Auditor for the year 2023**

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	Experienced in working with the Securities and Exchange Commission for more than 20 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. Specializing in particular of various type of businesses
	such as distribution, manufacturing, technology, and automotive.
Auditing Experience	Exceed 22 years
Years of Certification in the Company's Financial Statement	0 year
Direct and indirect interests in the Company or in the relevant Subsidiaries	None

#### **Enclosure 5**

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

#### 1. Natural person

#### **1.1** Thai nationality

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

#### 1.2 Non-Thai nationality

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

#### 2. Juristic person

#### 2.1 Juristic person registered in Thailand

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

#### 2.2 Juristic person registered outside of Thailand

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

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

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 1.00 p.m. on April 5, 2023.

#### <u>Remark</u>

If any shareholder cannot attend the 2023 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.

#### **Enclosure 6**

#### 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.

#### **Enclosure 7**

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	
	in total which are entitled to cast votes; and n total which are entitled to cast votes,
	age years, residing/located at
	Road, Tambol/Kwaeng,
	, Province,
Postal Code, or	
	age years, residing/located at Road, Tambol/Kwaeng,
	Province,
,	
	Road, Tambol/Kwaeng, Province,
Postal Code	

any one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders to be held on April 5, 2023 at 2.00 p.m. at ASIC Room, 31st Floor, MS SIAM Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis 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
	(	)

**<u>Remarks</u>** 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		nati	onality,
residing/located at No Road, Amphur/Khet			
Postal Code			
<ul> <li>(2) being a shareholder of IT City Public Comp in total which are entitled to cast</li></ul>	votes as fol which are	llows: e entitled to cast	votes; and
(1) No Amphur/Khet, P	Road, Tan	nbol/Kwaeng	,
Postal Code, or			
(2)Ro NoRo Amphur/Khet, Provin Postal Code, or	oad, Tamb	ol/Kwaeng	,
(3) No Amphur/Khet, Provi Postal Code	Road, Tan	nbol/Kwaeng	,

any one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders to be held on April 5, 2023 at 2.00 p.m. at ASIC Room, 31st Floor, MS SIAM Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis 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 acknowledge the report on the Company's operating results as at Year 2022.
- □ Agenda no. 2 To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2022.
  - $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

□ Approve □ Disapprove □ Abstain

- □ Agenda no. 3 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 2022.
  - $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:
    - □ Approve □ Disapprove □ Abstain
- □ Agenda no. 4 To consider and approve the appointment of directors replacing those retire by rotation.

 $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

 $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

	Appointment of $\Box$	all directors $\Box$			Abstain
	Approve	unv director	Disapprove		Austain
<ul> <li>Appointment of any director(s)</li> <li>Name of Director : Mr. Vichit Yanamorn</li> </ul>					
	□ Approve		Disapprove		Abstain
		r : Mr. Pich	ai Neranartkomol	_	
	☐ Approve		Disapprove		Abstain
Name of Director : Mr. Wilson Teo Yong Peng					
	☐ Approve		Disapprove		Abstain
Name of Director : Dr. Sathit Pitivara					
	☐ Approve		Disapprove		Abstain

 $\Box$  Agenda no. 5 To consider and approve the director's remuneration.

 $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

 $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

 $\Box$  Approve  $\Box$  Disapprove  $\Box$  Abstain

□ Agenda no. 6 To consider and approve the appointment of auditors, and their remuneration for the year 2023.

 $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

 $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

□ Approve □ Disapprove □ Abstain

□ Agenda no. 7 To consider and approve the amendment to the Articles of Association of the Company.

 $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

 $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

□ Approve □ Disapprove □ Abstain

 $\Box$  Agenda no. 8 Other business (if any).

 $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

 $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

 $\Box$  Approve  $\Box$  Disapprove  $\Box$  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 Granto	r
()	
Signed Grante	e
()	
Signed Grante	e
()	
Signed Grante	e
()	

#### **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 2023 Annual General Meeting of Shareholders to be held on April 5, 2023 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis or such other date, time and place as may be adjourned.

Agenda no. re:						
$\Box$ (a) The proxy is entitle	ed to cast	the votes on my/our b	ehalf at its	own discretion.		
$\Box$ (b) The proxy must ca	ast the vote	es in accordance with	the following	ng instructions:		
□ Approve		Disapprove		Abstain		
Agenda no. re:						
$\Box$ (a) The proxy is entitle	ed to cast	the votes on my/our b	ehalf at its	own discretion.		
$\Box$ (b) The proxy must ca	ast the vote	es in accordance with	the followin	ng instructions:		
□ Approve		Disapprove		Abstain		
Agenda no. re:						
$\Box$ (a) The proxy is entitle	$\Box$ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.					
$\Box$ (b) The proxy must ca	ast the vote	es in accordance with	the followin	ng instructions:		
□ Approve		Disapprove		Abstain		
Agenda no. re:						
$\Box$ (a) The proxy is entitle	$\Box$ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.					
$\Box$ (b) The proxy must ca	ast the vote	es in accordance with	the followin	ng instructions:		
□ Approve		Disapprove		Abstain		
Agenda no.	re: Aj	ppointment of director	rs (Continue	ed)		
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 Mo	onth	Year
(1) We			
located at No,	Road, Tambol	l/Kwaeng	
, Amphur/Khet			
in our capacity as the custodian forshareholder		,	being a
of IT City Public Company Limited, hor votes as follows:	lding shares in tot	tal which are entit	led to cast
÷	shares in total which are entitle shares in total which are entitle		
(2) We wish to appoint			
(1) No Amphur/Khet Postal Code, or		Kwaeng	- ·····,
(2) No, Amphur/Khet Postal Code, or		vaeng	••••••
(3) No Amphur/Khet Postal Code		Kwaeng	

any one of them as our proxy to attend and vote on our behalf at the 2023 Annual General Meeting of Shareholders to be held on April 5, 2023 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis 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:

- $\Box$  The voting right in all the voting shares held by us is granted to the proxy.

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

- $\Box$  Agenda no. 1 To acknowledge the report on the Company's operating results as at Year 2022.
- □ Agenda no. 2 To consider and approve the audited statement of financial position and statements of comprehensive income for the fiscal year ended as at December 31, 2022.
  - $\square$  (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. 3 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 2022.
  - $\square$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:

 $\Box$  Approve with \_\_\_\_\_ votes  $\Box$  Disapprove with \_\_\_\_\_ votes  $\Box$  Abstain with \_\_\_\_\_ votes

- □ Agenda no. 4 To consider and approve the appointment of directors replacing those retire by rotation.
  - $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - $\Box$  (b) The proxy must cast the votes in accordance with the following instructions:
    - □ Appointment of all directors □ Approve with \_\_\_\_\_ votes □ Disapprove with \_\_\_\_\_ votes □ Abstain with \_\_\_\_\_ votes
    - Appointment of any director(s)
       Name of Director : Mr. Vichit Yanamorn
       Approve with ..... votes 
       Disapprove with ..... votes
       Abstain with ..... votes

Name of Director : Mr. Pichai Neranartkomol

Name of Director : Mr. Wilson Teo Yong Peng □ Approve with \_\_\_\_\_ votes □ Disapprove with \_\_\_\_\_ votes □ Abstain with \_\_\_\_\_ votes

Name of Director : Dr. Sathit Pitivara

- $\Box$  Agenda no. 5 To consider and approve the director's remuneration.
  - $\Box$  (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. 6 To consider and approve the appointment of auditors, and their remuneration for the year 2023.
  - $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - □ (b) The proxy must cast the votes in accordance with the following instructions:
     □ Approve with ..... votes □ Disapprove with ..... votes □ Abstain with ..... votes
- □ Agenda no. 7 To consider and approve the amendment to the Articles of Association of the Company.
  - $\Box$  (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
- $\Box$  Agenda no. 8 Other business (if any).
  - $\Box$  (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - □ (b) The proxy must cast the votes in accordance with the following instructions:
     □ Approve with ..... votes □ Disapprove with ..... votes □ Abstain with ..... votes

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

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

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

Signed Grantor
()
Signed Grantee
()
Signed Grantee
()
SignedGrantee
()

### **Remarks**

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

### Attachment to Proxy Form C.

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

For the 2023 Annual General Meeting of Shareholders to be held on April 5, 2023 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok Metropolis or such other date, time and place as may be adjourned.

	Agenda no. re	::	
	(a) The proxy is entitled to	o cast the votes on my/our behalf at	its own discretion.
		e votes in accordance with the follo	
	$\Box$ Approve with v	votes $\Box$ Disapprove with <u>vote</u>	es $\Box$ Abstain with votes
		:	
		o cast the votes on my/our behalf at	
		e votes in accordance with the follo	
	$\Box$ Approve with v	votes $\Box$ Disapprove with vote	es $\Box$ Abstain with votes
	Aganda na ra		
	(a) The proxy is entitled to	:	its own discretion
		e votes in accordance with the follo	
		votes $\Box$ Disapprove with <u>use</u> vote	
	Agenda no. re	:	
	(a) The proxy is entitled to	o cast the votes on my/our behalf at	its own discretion.
		e votes in accordance with the follo	
	$\Box$ Approve with v	votes $\Box$ Disapprove with <u>vote</u>	es $\Box$ Abstain with <u>votes</u>
_	4 1		1)
	Agenda no re	e: Appointment of directors (Contin	ued)
	Name of Director		
	Approve with votes	Disapprove with votes	$\Box$ Abstain with votes
	Name of Director		
	Approve with votes	$\Box$ Disapprove with <u>votes</u>	$\Box$ Abstain with votes
_	Name of Director		
	Approve with votes	$\Box$ Disapprove with votes	$\Box$ Abstain with votes
	Name of Director		
	Approve with votes	Disapprove with votes	$\Box$ Abstain with votes
	ippiove with votes		□ / lostain with votes
	Name of Director		
	Approve with votes	□ Disapprove with votes	$\Box$ Abstain with votes
	Approve with votes	$\Box$ Disapprove with <u>votes</u>	$\Box$ Abstain with votes
	N (D)		
	Name of Director		
	Approve with votes	$\Box$ Disapprove with <u>votes</u>	$\Box$ Abstain with votes

# Profiles of the independent directors proposed by the Company

Name	Mr. Vichit Yanamorn
Age	77 years old
Nationality	Thai
Address	92/3 Soi Ari Samphan 1, Phaholyothin Road, Khet Phayathai, Bangkok Metropolis
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	<ul> <li>Certificate of Attendance Director Accreditation Program Class 34 (DAP)</li> </ul>
	Certificate of Attendance Audit Committee Program Class 18 (ACP)
	• Certificate of Driving Strategic Success with IT Governance (ITG) Class 3/2016
Work Experience	<ul> <li>Year 2001 – 2002 Senior Executive Vice President, Information Technology Service Group of Siam Commercial Bank Pcl.</li> </ul>
Current job position	
In any listed companies	• IT City Public Company Limited
	Chairman of Board of Directors, Independent Director, Chairman of Audit 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 Grand UB Company Limited Director
- Amornchewin Company Limited
   Director
- U S C International Group Co., Ltd. Authorized 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

# Request form for the hard copy of the 2022 Annual Report

Dear Shareholders,

Apart from being cost-effective, the use of electronic media is also environment friendly. Consequently, the Company is pleased to present the 56-1 One Report for year 2022 to shareholders to download via QR Code together with the notice of the 2023 Annual General Meeting of Shareholders. The Company is also making available information in the 56-1 One Report for year 2022 on our website; www. itcity.co.th. Nevertheless, shareholders, who would like to receive the hard copy of the 56-1 One Report for year 2022, are requested to fill in this form and send it back to the Corporate's Secretary by:

Email: companysec@itcity.co.th

Tel: 0-2656-5030 - 39 Ext. 1318, 1427 or 092-823-1677

### **Shareholder's Information**

Name:		Shareholder Registration No.
Address	•	
 Tel:		
		the head every of the 56.1 One Depart for yoon 2022
v	voulu like to receive	the hard copy of the 56-1 One Report for year 2022
	$\Box$ in Thai	Quantity Copy
	$\Box$ in English	Quantity Copy

# QR Code Instruction for download 2023 Annual Report and Document for Meeting of Shareholders

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

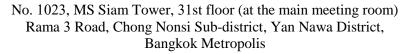
#### How to scan the QR Code with Line application.

Open Line application and click "Add friend"  $\rightarrow$  Choose "QR Code"  $\rightarrow$  Scan the QR Code

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

## Map of the venue for the meeting

### Meeting venue





Bus Number: 89, 195 and 205

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

### **Privacy Notice**

### pursuant to the Personal Data Protection Act B.E. 2562 (2019)

IT City Public Company Limited (the "**Company**" or "**we**" or "**us**") recognizes the importance of personal data of a shareholder and/or its proxy. Therefore, the Company has issued this privacy notice to uphold the obligations under the Personal Data Protection Act, B.E. 2562 (2019) (the "**Privacy Notice**") and to describe our means to collect, use and disclose (collectively will be referred to as to "**process**") of personal data of a shareholder and/or its proxy (which shall be collectively referred to in this Privacy Notice as "**you**" or "**your**") and explain your rights in connection with your personal data.

In this Privacy Notice, "**personal data**" means any data relating to an identifiable living individual who can be identified from that data or from that data and other data; and "**sensitive data**" means any personal data revealing racial, ethnic origin, political opinions, cult, religious or philosophical beliefs, sexual behavior, criminal records, health data, disability, trade union information, genetic data and biometric data of a person.

### 1. Personal Data We Collect

We directly collect following personal data from a shareholder and/or its proxy, and indirectly collect from Thailand Securities Depository Company Limited, the share registrar of the Company:

- 1.1 <u>General personal data</u>, such as full name, national ID card number, date of birth, gender, nationality, share register number, number of shares, picture and video from the video recording of the shareholder meeting;
- 1.2 <u>Contact details</u>, such as address, telephone number, email, etc.;
- 1.3 <u>Sensitive data</u>, such as health data (vaccination record and diagnosis of infectious disease)

### 2. Purpose of Processing Personal Data

We process your personal data in order to carry out tasks and undertake activities, including but not limited to:

- 2.1 Sending a notice, conducting and organizing the Company's shareholders' meeting including preparing minutes in order to comply with the Company's articles of association, applicable laws, notifications and criteria set by the government regarding shareholder meeting arrangements;
- 2.2 Verification of the identity of shareholder and/or proxy who attended the meeting;
- 2.3 Preparation of a share register book or documents pertaining to rights of the shareholders;
- 2.4 Dividend payment;
- 2.5 Protection of personal safety and property of meeting attendees, as well as buildings, facilities, and assets of the Company from damage, disturbance, destruction and other forms of crimes;

2.6 Prevention, suppression or control of diseases or epidemics.

We rely on the following legal basis to process your personal data and may be based upon one single or a combination of several legal basis.

- 1) **Contractual Basis** in the case when it is necessary for the performance of a contract to which you are a party, or in order to proceed with your request prior to entering into a contract;
- 2) Legitimate Interests in the case when it is necessary for legitimate interests of the Company or any other parties, except where such interests are overridden by your fundamental rights;
- **3)** Legal Obligation in the case when it is necessary for compliance with applicable laws, notifications, obligations and any court order or judgment to which the Company is subjected;
- 4) **Preventing or suppressing a danger to a person's life, body or health** in the case when it is necessary for preventing or suppressing a danger to the life, body or health of you or other parties.
- 5) **Consent Basis** in the case when the purpose of processing your personal data requires your consent.

In the case where you withhold any of your personal data, we may not be able to process it with respect to the specified purpose in this Privacy Notice or allow you to attend the shareholder meeting.

### 3. External Parties We Will Share Your Personal Data with

We may be required to disclose or transfer your personal data to certain external parties in order to process your personal data, such as affiliated company, meeting consultant, Thailand Securities Depository Company Limited, service provider, government affair or relevant regulators.

### 4. Your Personal Data Rights

Subject to your personal data rights under the Personal Data Protection Act, B.E. 2562 (2019), including the right to withdraw consent, right to access and receive a copy of personal data, right to rectification of personal data, right to erasure and destruction of personal data, right to restrict using of personal data, right to personal data portability in accordance with the lawful mean, right to lodge a complaint and right to object to any processing activities of your personal data.

Please be informed that your above-mentioned rights are subject to the relevant factors and we may not be able to proceed with your request if we can rely on any lawful grounds to further process your personal data.

### 5. Retention Period of Your Personal Data

We will retain your personal data stated in Clause 1 for as long as it is reasonably necessary to fulfill our scope and proposes set out in Clause 2, and to establish, exercise or defense the legal claims. However, we may have to retain your personal data for longer if required by any applicable law.

### 6. Contact Information to Exercise Data Subject's Rights

If you have any inquiries concerning this Privacy Notice, or if you intend to exercise your personal data protection rights, specified in Clause 4, please contact us through the channel below:

### **Company's Secretary**

IT City Public Company Limited E-Mail Address: companysec@itcity.co.th Postal Address: P.O. Box 62 Pratunam Post Office, Bangkok 10409 Tel: 0-2656-5030 – 39 Ext. 1318, 1427 or 092-823-1677