



-Translation-

March 12, 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders

To: Shareholders of IT City Public Company Limited

Enclosures:

1. Notice Meeting form with QR Code
2. 56-1 One Report for year 2023 comprising the Company's operating results for the year 2023, the Board's annual report and copy of the audited statements of financial position (balance sheet) as at December 31, 2023 and statements of comprehensive income ended as at December 31, 2023 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 auditors for the year 2024
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 forms (Form A, Form B and Form C)
8. Profiles of the independent directors proposed as proxy by the Company
9. Request form for the hard copy of 56-1 One Report for year 2023
10. QR Code instruction for download 56-1 One Report for year 2023 and document for meeting of shareholders
11. Map of the venue for the 2024 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 2024 Annual General Meeting of Shareholders (the “**Meeting**”) on Wednesday, April 10, 2024 at 2:00 p.m., at ASIC Room, 31<sup>st</sup> Floor, MS SIAM Tower, No. 1023 Rama III Road, Chong Nonsi Sub-District, Yannawa District, Bangkok Metropolis. The agendas of the Meeting will be as follows:

**Agenda 1 To acknowledge the report on the Company’s operating results for the year 2023**

**Fact and reasons:** The operating results in respect of the fiscal year ended as at December 31, 2023 can be summarized as follows:

Current Assets	1,882
Total Assets	3,716
Current Liabilities	2,050
Total Liabilities	2,568
Shareholders' Equity	1,148
Total Revenue	8,202
Net Profit	47

(Unit: Million Baht)

The Company’s operating results for the year 2023 have been summarized as appeared in the 56-1 One Report for year 2023, 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 2023 as described in **Enclosure 10**.

Any shareholder would like to receive the hard copy of the 56-1 One Report for year 2023, please submit the request form for the hard copy of the 56-1 One Report for year 2023 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 2023 to shareholder accordingly.

**Board’s Opinion:** The Board of Directors deemed it appropriate to propose to the Meeting to acknowledge the operating results of the Company for the year 2023, details as shown in **Enclosure 2**.

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

**Agenda 2 To consider and approve the statement of financial position as at December 31, 2023 and statements of comprehensive income for the fiscal year ended as at December 31, 2023, which has been audited by licensed auditors and reviewed by the Audit Committee**

**Fact and reasons:** The Board of Directors has the Company's audited statements of financial position as at December 31, 2023 and statements of comprehensive income for the fiscal year ended as at December 31, 2023, which has already been certified by the auditors from EY Office Limited and approved by the Audit Committee and the Board of Directors that it is prepared accurately, completely, and in accordance with generally accepted accounting principles, in order to propose to the Meeting for consideration and approval at the annual general meeting in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (**Enclosure 2**) and disclosed in the 56-1 One Report for year 2023 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 Meeting to consider and approve the Company's audited statements of financial position as at December 31, 2023 and statements of comprehensive income for the fiscal year ended as at December 31, 2023 (**Enclosure 2**) 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 dividend payment from the operating results of the year 2023 and omission of the allocation of net profit as legal reserve**

**Fact and Reasons:** In the year 2023, the Company has sufficient retained earnings to pay dividends. Therefore, the Board of Directors deemed appropriate to pay dividends from the Company's operating results for the fiscal year ending December 31, 2023 to shareholders at the rate of 0.10 Baht (Ten Satang) per share, totaling 36,639,885.90 Baht (Thirty-Six Million, Six Hundred Thirty-Nine Thousand, Eight Hundred Eighty-Five Baht Ninety Satang), which represents 95.47 percent of the net profits as prescribed under the separate financial statements after deducting corporate income tax. This dividend payment shall comply with the Company's dividend payment policy, which specifies that the Company will pay dividends at a minimum rate of 50 percent of net profits after deducting taxes and legal reserves.

Dividends for the fiscal year ending December 31, 2023, will be distributed to shareholders whose names appear on the list of shareholders entitled to receive the dividends (Record Date), which is scheduled for April 19, 2024. Provided that the dividend payment date is scheduled for May 3, 2024.

The comparison between the dividends payment proposed for the fiscal year ended December 31, 2022 to December 31, 2023 are as follow:

Details of dividend payment	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023 (as proposed)
1. Annual net profit (loss) (Baht)	(781,582) <sup>1</sup>	38,379,724 <sup>1</sup>
2. Number of the shares (Shares)	366,398,859	366,398,859
3. Cash Dividend per share (Baht)	-	0.10
4. Net amount of dividends paid (Baht)	-	36,639,885.90
5. Dividend Payout Ratio (percent)	-	95.47

<sup>1</sup> Net profit (loss) from separate financial statements.

Furthermore, according to Section 116 of the Public Company Act B.E. 2535 (1992) (as amended) and Clause 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.

In this regard, the Company has already appropriated 36,679,886 Baht as legal reserves, representing 10.01 percent of the registered capital of the Company. Therefore, the Company has fully appropriated its legal reserves of 10 percent of its registered capital. As a consequence, the Company does not have to allocate profits from the Company's operating results for the fiscal year ending December 31, 2023 as an additional legal reserve.

**Board's opinion:** The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the dividend payment from the operating result of the year 2023 and omission of the allocation of net profit as legal reserve.

**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 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 (1992) (as amended) and Clause 18 of the Company's Articles of Association, at least one-third (1/3) 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 three, the nearest number of one-third (1/3) must retire by rotation. The directors whose term ends by rotation for this year are as follows:

- |                                |                      |
|--------------------------------|----------------------|
| 1. Mr. Sarsak Tuntasuwon       | Independent Director |
| 2. Mr. Chattaphum Khantiviriya | Independent Director |
| 3. Mr. Pipope Chokwathana      | Director             |
| 4. Mr. Sophon Intanate         | 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 2023 (**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. Sarsak Tuntasuwon (2) Mr. Chattaphum Khantiviriya (3) Mr. Pipope Chokwathana and (4) Mr. Sophon Intanate 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 deemed it appropriate to nominate (1) Mr. Sarsak Tuntasuwon (2) Mr. Chattaphum Khantiviriya (3) Mr. Pipope Chokwathana and (4) Mr. Sophon Intanate 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 **Enclosure 3**. 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 3** and the 56-1 One Report for year 2023, in Corporate Governance Policy and business ethics (**Enclosure 2**)).

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, 2023 to December 31, 2023, 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 nominated directors	Number of shares	Voting Rights
1. Mr. Sarsak Tuntasuwon	-	-
2. Mr. Chattaphum Khantiviriya	-	-
3. Mr. Pipope Chokwathana	1,465,859	1,465,859
4. Mr. Sophon Intanate	-	-

**Board's opinion:** The Board of Directors, excluding interested directors(s), has taken into account the opinion of the Nomination and Remuneration Committee including has carefully scrutinized and reviewed that the candidates proposed for appointment as independent directors of the Company are qualified in accordance with the criteria specified in relevant regulation. Therefore, the Board of Directors 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. Sarsak Tuntasuwon
2. Mr. Chattaphum Khantiviriya
3. Mr. Pipope Chokwathana
4. Mr. Sophon Intanate

The Board of Directors deemed it appropriate to propose the Meeting to consider appointing Mr. Sarsak Tuntasuwon and Mr. Chattaphum Khantiviriya to become independent directors of the Company. The Board of Directors has considered 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 4 candidates are as shown in **Enclosure 3**.

In this regard, Mr. Sarsak Tuntasuwon and Mr. Chattaphum Khantiviriya, who are nominated to be elected as independent directors of the Company, inclusive of the renewal term to be approved in this Meeting, have been appointed as independent directors of the Company for the period of 8 years 11 months and 7 years 5 months respectively, which do not exceed 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. (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 remuneration of the directors of the year 2024**

**Fact and Reasons:** According to Section 90 of the Public Company Limited Act B.E. 2535 (1992) (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 2024 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 2024. The details are as follows:

- (a) Monetary remunerations
  - 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 2023.
  - 2) the remunerations of the Chairman of Audit Committee, Audit Committee Member and Director have been approved at the same amount as approved in 2023 as follows:

	<b>Remuneration of Directors (Baht/Month)</b>	<b>Remuneration of Audit Committee Member (Baht/Month)</b>	<b>Total Amount</b>
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.

(b) Other benefits

In addition to the aforementioned monetary remunerations, the Company will provide Directors and Officers Liability Insurance for the directors and executives, which is the same non-monetary benefit that was previously approved in the year 2023 as follows:

	2024 (As proposed)	2023
Directors and Officers Liability Insurance for the directors and executives	Coverage amount 50,000,000 Baht	Coverage amount 50,000,000 Baht

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 2023 under "Corporate Governance Policy and business ethics" (**Enclosure 2**).

**Table of comparison of the remuneration paid to directors in 2024 and 2023**

Position	2024 (As proposed)		2023	
	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)	Remuneration (Baht/Month)	Meeting Allowance (Baht/Meeting)
Chairman	200,000.-	-	200,000.-	-
Director	30,000.-	-	30,000.-	-
Chairman of Audit Committee	20,000.-	-	20,000.-	-
Audit Committee	10,000.-	-	10,000.-	-
Chairman of Nomination and Remuneration Committee	-	6,250.-	-	6,250.-
Nomination and Remuneration Committee	-	5,000.-	-	5,000.-
Chairman of Risk Management Committee	-	6,250.-	-	6,250.-
Risk Management Committee	-	5,000.-	-	5,000.-
Chairman of the Corporate Governance and Sustainability Committee	-	6,250.-	-	6,250.-
Corporate Governance and Sustainability Committee	-	5,000.-	-	5,000.-



**Voting:** The resolution for this agenda item must be approved by the votes of not less than two-third 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 2024**

**Fact and Reasons:** According to Section 120 of the Public Company Act B.E. 2535 (1992) (as amended), the annual general meeting of shareholders shall annually 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 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company dated October 22, 2013 (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. The auditor can be re-appointed after at least 5 fiscal year interval break. However, the rotation does not mean that the Company is required to engage a new auditing firm. Nevertheless, The Company may appoint any auditors in the existing auditing firm to replace the former auditor(s).

The Board of Directors and the Audit Committee considered to propose the appointment of Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 and/or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 and/or Ms. Sathida Rattananurak, Certified Public Accountant No. 4753 and/or Mr. Chawalit Chaluayampornbut Certified Public Accountant No. 8881 of EY Office Limited as the auditors of the Company in respect of the year 2024. Profiles of these 4 auditors are as shown in **Enclosure 4**.

The above nominated auditors do not have any relationship or interests with or in the Company or any of its executives, major shareholders or their affiliates.

**The Audit Committee's Opinion:** The Audit Committee has considered the appointment of the Company's auditor based on the independence of auditors and their remuneration and deemed it appropriate to appoint Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 and/or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 and/or Ms. Sathida Rattananurak, Certified Public Accountant No. 4753 and/or Mr. Chawalit Chaluayampornbut Certified Public Accountant No. 8881 of EY Office Limited as the auditors of the Company in respect of the year 2024 and the auditors' remuneration for the year 2024 of 2,750,000 Baht (Two Million Seven Hundred and Fifty Thousand Baht), exclusive of other expenses.

**Table of comparison of the auditors' remuneration**

<b>Auditors' remuneration</b>	<b>Fiscal Year 2024 (As proposed)</b>	<b>Fiscal Year 2023</b>
1. Audit fee	2,750,000	2,650,000
2. Other service charges (Non-Audit Fee)	-	-

**Board's Opinion:** The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the appointment of Ms. Kamontip Lertwitworatep,

Certified Public Accountant No. 4377 and/or Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906 and/or Ms. Sathida Rattananurak, Certified Public Accountant No. 4753 and/or Mr. Chawalit Chaluyampornbut Certified Public Accountant No. 8881 of EY Office Limited as the auditors of the Company in respect of the year 2024. 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 2024 have been being the Company's auditor for 7 years. For the auditors' remuneration for the year 2024, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve at the rate of not exceeding 2,750,000 Baht (Two Million Seven Hundred and Fifty Thousand Baht), exclusive of other expenses to be considered and approved.

In addition, the Company possesses one subsidiary, namely Computer System Connection International Company Limited ("**Subsidiary**"). However, the Subsidiary has officially filed for dissolution with the Ministry of Commerce on May 14, 2021, and is currently in the process of liquidation. Consequently, the Subsidiary does not engage with the auditor for the preparation of financial statements. Therefore, the Company is not obligated to disclose any details regarding the auditors associated with the 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 7      To consider other business (if any)**

The Company provided opportunities for shareholders to propose agenda for the 2024 Annual General Meeting of Shareholders in advance from December 1, 2023 to December 31, 2023 via Company's website, no shareholder proposed any agenda items, 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 7, 2024 as the record date for determining the names of shareholders entitled to attend the 2024 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 **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 7**) 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 7**), together with the evidence of meeting eligibility (detailed in **Enclosure 5**). 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 **Enclosure 8**). 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 6**.

For ease of accessibility and convenience, the Company has published this Notice of the 2024 Annual General Meeting of Shareholders, together with 56-1 One Report for year 2023, Proxy form A, or B, and C and other documents in relation to this Meeting via Company's website as from March 12, 2024.

Any shareholder who would like to receive the hard copy of the 56-1 One Report for year 2023, please submit the request form for the hard copy of the 56-1 One Report for year 2023 (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

เรื่อง การประชุมสามัญผู้ถือหุ้นประจำปี 2567  
Subject The Annual General Meeting of Shareholders for the Year 2024

วันที่ 18 มีนาคม 2567  
Date

สัญชาติ  
Nationality

เรียน  
To  
บ้านเลขที่  
Address

เลขทะเบียนผู้ถือหลักทรัพย์  
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ  
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม  
Holding the total amount of

หุ้น/หน่วย  
shares/units

ข้อมูลบริษัท / หลักทรัพย์  
Company / Securities Information

หุ้นสามัญ  
Ordinary share

หุ้น/หน่วย  
shares/units

หุ้นบริวารสิทธิ  
Preferred share

หุ้น/หน่วย  
shares/units



โดยมีวาระการประชุมตามแนบท้าย  
The meeting agenda is attachment

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=IT&date=240410>

วันที่ประชุม : วันพุธที่ 10 เมษายน 2567 เวลา 14:00 น.  
Meeting Date : Wednesday, April 10, 2024 at 14:00 hrs.

สถานที่ประชุม : ห้อง ASIC ชั้น 31 อาคารเอ็ม เอส สยามทาวเวอร์ 1023 พระราม 3 แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร  
Meeting Venue : ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Chong Nonsi, 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

( ..... )


เพื่อความสะดวกในกาลลงทะเบียน 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=240410> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์  
เว็บไซต์: [www.itcity.co.th](http://www.itcity.co.th) / โทร 0-2656-5030-39 ต่อ 1427 / email : [ir@itcity.co.th](mailto:ir@itcity.co.th)  
สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : [www.set.or.th/contactcenter](http://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=240410>  
You can also contact the issuer for the annual report  
Website : [www.itcity.co.th](http://www.itcity.co.th) /Tel. +66 -2656-5030-39 Ext. 1427 / email : [ir@itcity.co.th](mailto:ir@itcity.co.th)  
For further information please contact SET Contact Center Website : [www.set.or.th/contactcenter](http://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 2023**  
**in electronic format, accessible through the QR Code**

(Please scan the QR Code from the Notice Meeting form provided in **Enclosure 1**)

**Enclosure 3**  
**Supporting Document, Agenda 4**

<b>Profile of the director who is due to retire by rotation and proposed for the re-appointment</b>	
  <b>Mr. Sarsak Tuntasuwon</b>	Age 68 years  <b>Current Position</b> <ul style="list-style-type: none"> <li>• Independent Director, Audit Committee Member and Chairman of the Risk Management Committee</li> </ul>
<b>Nationality</b>	Thai
<b>Shareholding in the company (Date December 31, 2023)</b>	None
<b>Educational Qualification</b>	<ul style="list-style-type: none"> <li>• Master's Degree, Master of Public Administration (MP.), National Institute of Development Administration (NIDA)</li> <li>• Master of Laws (LL.M.), Ramkhamhaeng University</li> <li>• Bachelor of Laws (LL.B.), Ramkhamhaeng University</li> <li>• Association of Capital Market Academy Alumni (CMA, Class of 12)</li> <li>• National Defense College (Class of 2007)</li> </ul>
<b>Director Accreditation Program</b>	None
<b>Work Experience ( 5 years )</b>	
<b>Present</b>	<b>Independent Director, Audit Committee Member and Chairman of the Risk Management Committee</b> IT City Public Company Limited
<b>2007 - 2015</b>	<b>Deputy Secretary General</b> The Office of Insurance Commission (OIC), Minister of Finance.

<b>Profile of the director who is due to retire by rotation and proposed for the re-appointment</b>	
<b>2006 - 2007</b>	<b>Deputy Director-General</b> Department of Insurance, Ministry of Commerce
<b>2000 -2006</b>	<b>Insurance Law Specialist (Legal Officer Level 9)</b> Department of Insurance, Ministry of Commerce
<b>1997 - 2000</b>	<b>Director of Legal Affairs Division</b> Department of Insurance, Ministry of Commerce
<b>Position in any listed company</b>	1 company
<b>Position in any non-listed company</b>	None
<b>Appointment date</b>	May 9, 2018
<b>Number of years as director (term of office)</b>	5 years 11 months
<b>Total term of office including the term proposed in this Meeting</b>	8 years 11 months
<b>Holding position as director/executive in any companies which may result in a conflict of interest with the Company</b>	None
<b>Historical records or meeting attendance in 2023</b>	5/5




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

 <p><b>Mr. Chattaphum Khantiviriya</b></p>	<p>Age 63 years</p> <p><b>Current Position</b></p> <ul style="list-style-type: none"> <li>• Independent Director and Corporate Governance and Sustainability Committee Member</li> </ul>
<p><b>Nationality</b></p>	<p>Thai</p>
<p><b>Shareholding in the company (Date December 31, 2023)</b></p>	<p>None</p>
<p><b>Educational Qualification</b></p>	<ul style="list-style-type: none"> <li>• Master's degree in Business Administration, Kasetsart University</li> <li>• Bachelor's degree in Accounting, Chulalongkorn University</li> </ul>
<p><b>Director Accreditation Program</b></p>	<ul style="list-style-type: none"> <li>• Audit Committee Program (ACP) year 2005</li> <li>• Company Secretary Program (CSP) year 2005</li> <li>• Director Certification Program (DCP) year 2005</li> <li>• Role of the Compensation Committee (RCC) year 2005</li> </ul>
<p><b>Work Experience ( 5 years )</b></p>	
<p><b>Present</b></p>	<p><b>Independent Director and Corporate Governance and Sustainability Committee Member</b> IT City Public Company Limited</p> <p><b>Independent Director and Audit Committee Member</b> Communication &amp; System Solution Public Company Limited</p> <p><b>Director</b> More Return Public Company Limited</p>
<p><b>2007 - 2011</b></p>	<p><b>Deputy Chief Executive Officer of Finance and Accounting</b> Major Cineplex Group Public Company Limited</p>

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

<b>May 2006 - Dec. 2006</b>	<b>Deputy Managing Director, Accounting and Finance Group</b> RS Public Company Limited
<b>1998 - 2006</b>	<b>Senior Director, Accounting and Finance Group</b> Major Cineplex Group Public Company Limited
<b>Position in any listed company</b>	3 companies
<b>Position in any non-listed company</b>	None
<b>Appointment date</b>	November 6, 2019
<b>Number of years as director (term of office)</b>	4 years 5 months
<b>Total term of office including the term proposed in this Meeting</b>	7 years 5 months
<b>Holding position as director/executive in any companies which may result in a conflict of interest with the Company</b>	None
<b>Historical records or meeting attendance in 2023</b>	4/5

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

  <b>Mr. Pipope Chokwathana</b>	<p>Age 48 years</p> <p><b>Current Position</b></p> <ul style="list-style-type: none"> <li>• Director, Nomination and Remuneration Committee Member and Corporate Governance and Sustainability Committee Member</li> </ul>
<b>Nationality</b>	Thai
<b>Shareholding in the company (Date December 31, 2023)</b>	1,465,859 ordinary shares
<b>Educational Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor's degree in Management Information Systems, University of Central Florida, United States</li> </ul>
<b>Director Accreditation Program</b>	<ul style="list-style-type: none"> <li>• Director Certificate Program (DCP), Class of 264/2018</li> </ul>
<b>Work Experience ( 5 years )</b>	
<b>Present</b>	<p><b>Director, Nomination and Remuneration Committee Member and Corporate Governance and Sustainability Committee Member</b> IT City Public Company Limited</p>
	<p><b>Director, Managing Director and Chief Executive Officer</b> Newcity (Bangkok) Public Company Limited</p>
	<p><b>Managing Director</b> Saha Pathana Inter-Holding Public Company Limited</p>
	<p><b>Director</b> The Federation of Thai Industries</p>
	<p><b>Director</b> Boonwattanachok Co., Ltd.</p>
	<p><b>Director</b> Ek Pakorn Company Limited</p>

<b>Profile of the director who is due to retire by rotation and proposed for the re-appointment</b>	
	<b>Director</b> Kingbridge Tower Co., Ltd.
	<b>Director</b> Chokwatana Co., Ltd.
	<b>Director</b> Saha Pathana Real Estate Co., Ltd.
	<b>Director</b> SHOP Global (Thailand) Company Limited
<b>Position in any listed company</b>	3 companies
<b>Position in any non-listed company</b>	6 companies
<b>Appointment date</b>	April 11, 2018
<b>Number of years as director (term of office)</b>	6 years
<b>Total term of office including the term proposed in this Meeting</b>	9 years
<b>Holding position as director/executive in any companies which may result in a conflict of interest with the Company</b>	None
<b>Historical records or meeting attendance in 2023</b>	5/5

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

 <p align="center"><b>Mr. Sophon Intanate</b></p>	<p>Age 42 years</p> <p><b>Current Position</b></p> <ul style="list-style-type: none"> <li>• Director, Managing Director and Authorized Director</li> </ul>
<p><b>Nationality</b></p>	<p>Thai</p>
<p><b>Shareholding in the company (Date December 31, 2023)</b></p>	<p>None</p>
<p><b>Educational Qualification</b></p>	<ul style="list-style-type: none"> <li>• Master's degree in Economics and Banking, the University of Sydney, NSW, Australia</li> <li>• Bachelor 's degree in Economics and Finance, the University of Sydney, NSW, Australia</li> <li>• Advanced Actuarial Science Program 2013, OIC Advanced Insurance Institute</li> </ul>
<p><b>Director Accreditation Program</b></p>	<ul style="list-style-type: none"> <li>• Director Certificate Program (DCP) Year 2013</li> </ul>
<p><b>Work Experience ( 5 years )</b></p>	
<p><b>Present</b></p>	<p><b>Director and Managing Director</b> IT City Public Company Limited</p>
<p><b>2016 - Present</b></p>	<p><b>Director</b> Touch Printing Republic Company Limited</p>
<p><b>2015 - Present</b></p>	<p><b>Director</b> S P V I Public Company Limited</p>
<p><b>August 2018 – November 2019</b></p>	<p><b>Deputy Director of Marketing and Product</b> IT City Public Company Limited</p>
<p><b>2016 - 2018</b></p>	<p><b>General Manager</b> IT City Public Company Limited</p>

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

<b>2014</b>	<b>Director</b> ARIP Public Company Limited
<b>2010 - 2016</b>	<b>Product Manager</b> IT City Public Company Limited
<b>Position in any listed company</b>	2 companies
<b>Position in any non-listed company</b>	1 company
<b>Appointment date</b>	August 8, 2018
<b>Number of years as director (term of office)</b>	5 years 8 months
<b>Total term of office including the term proposed in this Meeting</b>	8 years 8 months
<b>Holding position as director/executive in any companies which may result in a conflict of interest with the Company</b>	None
<b>Historical records or meeting attendance in 2023</b>	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 2024**

<b>Name</b>	Ms. Kamontip Lertwitworatep
<b>Position</b>	Partner
<b>Certified Public Accountant No.</b>	4377
<b>Educational qualification</b>	<ul style="list-style-type: none"><li>- Bachelor Degree in Accounting from Thammasat University</li><li>- Master Degree in Accounting from Thammasat University</li><li>- Graduate Diploma in Auditing, Thammasat University</li></ul>
<b>Work Experience</b>	<ul style="list-style-type: none"><li>- Experienced in working with the Securities and Exchange Commission for approximately 33 years, including 18 months of experience working abroad at the EY San Jose office, and held position as the Partner of Securities and Exchange Commission for approximately 21 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. Has expertise in manufacturing sector, with a particular focus on electronic parts, chemicals, automobile and parts industries, consumer products, distribution, construction, real estate, hospitals and service businesses.</li><li>- Being an auditor certified by the Securities and Exchange Commission of Thailand.</li></ul>
<b>Auditing Experience</b>	Exceed 33 years
<b>Years of Certification in the Company's Financial Statement</b>	6 years
<b>Direct and indirect interests in the Company or in the relevant Subsidiaries</b>	None



### Profiles of the Auditor for the year 2024

<b>Name</b>	Ms. Siriwan Nitdamrong
<b>Position</b>	Partner
<b>Certified Public Accountant No.</b>	5906
<b>Educational qualification</b>	<ul style="list-style-type: none"><li>- Bachelor Degree in Accounting from Kasetsart University</li><li>- Master of Business Administration (MBA) from Chulalongkorn University</li></ul>
<b>Work Experience</b>	<ul style="list-style-type: none"><li>- Experienced in working with the Securities and Exchange Commission for approximately 27 years and held position as the Partner of Securities and Exchange Commission for approximately 9 years. Ms. Siriwan 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. Has expertise in manufacturing sector, including consumer products, electronic parts, automobile and parts industries, distribution business and service business.</li><li>- Being an auditor certified by the Securities and Exchange Commission of Thailand.</li></ul>
<b>Auditing Experience</b>	Exceed 27 years
<b>Years of Certification in the Company's Financial Statement</b>	0 year
<b>Direct and indirect interests in the Company or in the relevant Subsidiaries</b>	None

## Profiles of the Auditor for the year 2024

<b>Name</b>	Ms. Sathida Rattananurak
<b>Position</b>	Partner
<b>Certified Public Accountant No.</b>	4753
<b>Educational qualification</b>	<ul style="list-style-type: none"><li>- Bachelor Degree in Accounting from Thammasat University</li><li>- Master of Business Administration (MBA) from National Institute of Development Administration (NIDA)</li></ul>
<b>Work Experience</b>	<ul style="list-style-type: none"><li>- Experienced in working with the Securities and Exchange Commission for approximately 31 years and held position as the Partner of Securities and Exchange Commission for approximately 12 years. Ms. Sathida 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. Has expertise in businesses related to consumer product, service, distribution, manufacturing, technology, and real estate businesses.</li><li>- Being an auditor certified by the Securities and Exchange Commission of Thailand.</li></ul>
<b>Auditing Experience</b>	Exceed 31 years
<b>Years of Certification in the Company's Financial Statement</b>	0 year
<b>Direct and indirect interests in the Company or in the relevant Subsidiaries</b>	None

### Profiles of the Auditor for the year 2024

<b>Name</b>	Mr. Chawalit Chaluayampornbut
<b>Position</b>	Partner
<b>Certified Public Accountant No.</b>	8881
<b>Educational qualification</b>	<ul style="list-style-type: none"><li>- Bachelor Degree in Accounting from Chulalongkorn University</li><li>- Master of Business Administration (MBA) from Chulalongkorn University</li></ul>
<b>Work Experience</b>	<ul style="list-style-type: none"><li>- Experienced in working with the Securities and Exchange Commission for approximately 20 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. Has expertise in various sectors, including hospital business, manufacturing, consumer products, automobile industry, electronic parts, distribution, and service business.</li><li>- Being an auditor certified by the Securities and Exchange Commission of Thailand.</li></ul>
<b>Auditing Experience</b>	Exceed 20 years
<b>Years of Certification in the Company's Financial Statement</b>	0 year
<b>Direct and indirect interests in the Company or in the relevant Subsidiaries</b>	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 10, 2024.

**Remark** If any shareholder cannot attend the 2024 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 .....

(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 2024 Annual General Meeting of Shareholders to be held on April 10, 2024 at 2.00 p.m. at ASIC Room, 31st Floor, MS SIAM Tower, No. 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  
(.....)

**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 2024 Annual General Meeting of Shareholders to be held on April 10, 2024 at 2.00 p.m. at ASIC Room, 31st Floor, MS SIAM Tower, No. 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 for the year 2023.
- Agenda no. 2 To consider and approve the statement of financial position as at December 31, 2023 and statements of comprehensive income for the fiscal year ended as at December 31, 2023, which has been audited by licensed auditors and reviewed by the Audit Committee.
  - (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. 3 To consider and approve the dividend payment from the operating results of the year 2023 and omission of the allocation of net profit as legal reserve.
  - (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 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. Sarsak Tuntasuwon
- Approve       Disapprove       Abstain
- Name of Director : Mr. Chattaphum Khantiviriya
- Approve       Disapprove       Abstain
- Name of Director : Mr. Pipope Chokwathana
- Approve       Disapprove       Abstain
- Name of Director : Mr. Sophon Intanate
- Approve       Disapprove       Abstain
- Agenda no. 5 To consider and approve the remuneration of the directors of the year 2024.
- (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 To consider and approve the appointment of auditors, and their remuneration for the year 2024.
- (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 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 2024 Annual General Meeting of Shareholders to be held on April 10, 2024 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, No. 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 cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
- Agenda no. .... re: Appointment of directors (Continued)
  - Name of Director.....
    - Approve                       Disapprove                       Abstain
  - Name of Director.....
    - Approve                       Disapprove                       Abstain
  - Name of Director.....
    - Approve                       Disapprove                       Abstain
  - Name of Director.....
    - Approve                       Disapprove                       Abstain
  - Name of Director.....
    - Approve                       Disapprove                       Abstain
  - Name of Director.....
    - Approve                       Disapprove                       Abstain

**Form of Proxy, Form C.**

-----  
Made at.....

Date ..... Month..... Year.....

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

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

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

(2) We wish to appoint

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

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

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

any one of them as our proxy to attend and vote on our behalf at the 2024 Annual General Meeting  
of Shareholders to be held on April 10, 2024 at 2.00 p.m. at ASIC Room, 31st Floor, MS Siam Tower, No.  
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:

- 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 acknowledge the report on the Company's operating results for the year 2023.

- Agenda no. 2 To consider and approve the statement of financial position as at December 31, 2023 and statements of comprehensive income for the fiscal year ended as at December 31, 2023, which has been audited by licensed auditors and reviewed by the Audit Committee.
  - (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 dividend payment from the operating results of the year 2023 and omission of the allocation of net profit as legal reserve.
  - (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 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 with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
    - Appointment of any director(s)
      - Name of Director : Mr. Sarsak Tuntasuwon
        - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
      - Name of Director : Mr. Chattaphum Khantiviriya
        - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
      - Name of Director : Mr. Pipope Chokwathana
        - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
      - Name of Director : Mr. Sophon Intanate
        - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
  
- Agenda no. 5 To consider and approve the remuneration of the directors of the year 2024.
  - (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 2024.
  - (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 other businesses (if any).
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes

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

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

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

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

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 C.

**Attachment to Proxy Form C.**

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

For the 2024 Annual General Meeting of Shareholders to be held on April 10, 2024 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 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

## Enclosure 8

### Profiles of the independent directors proposed by the Company

**Name** Mr. Vichit Yanamorn  
**Age** 78 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**
- 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 Plc.
- 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, Member of the Risk Management Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee
  - **Net Bay Public Company Limited**  
Independent Director and Member of the Nomination and Remuneration Committee



In any non-listed companies

- **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

**Enclosure 9**

**Request form for the hard copy of the 2023 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 2023 to shareholders to download via QR Code together with the notice of the 2024 Annual General Meeting of Shareholders. The Company is also making available information in the 56-1 One Report for year 2023 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 2023, 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

**Shareholder’s Information**

**Name:** ..... **Shareholder Registration No.** .....

**Address:** .....

.....  
.....  
.....

**Tel:** .....

**would like to receive the hard copy of the 56-1 One Report for year 2023**

in Thai                      Quantity ..... Copy

in English                      Quantity ..... Copy

## Enclosure 10

### 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” → Choose “QR Code” → Scan the QR Code

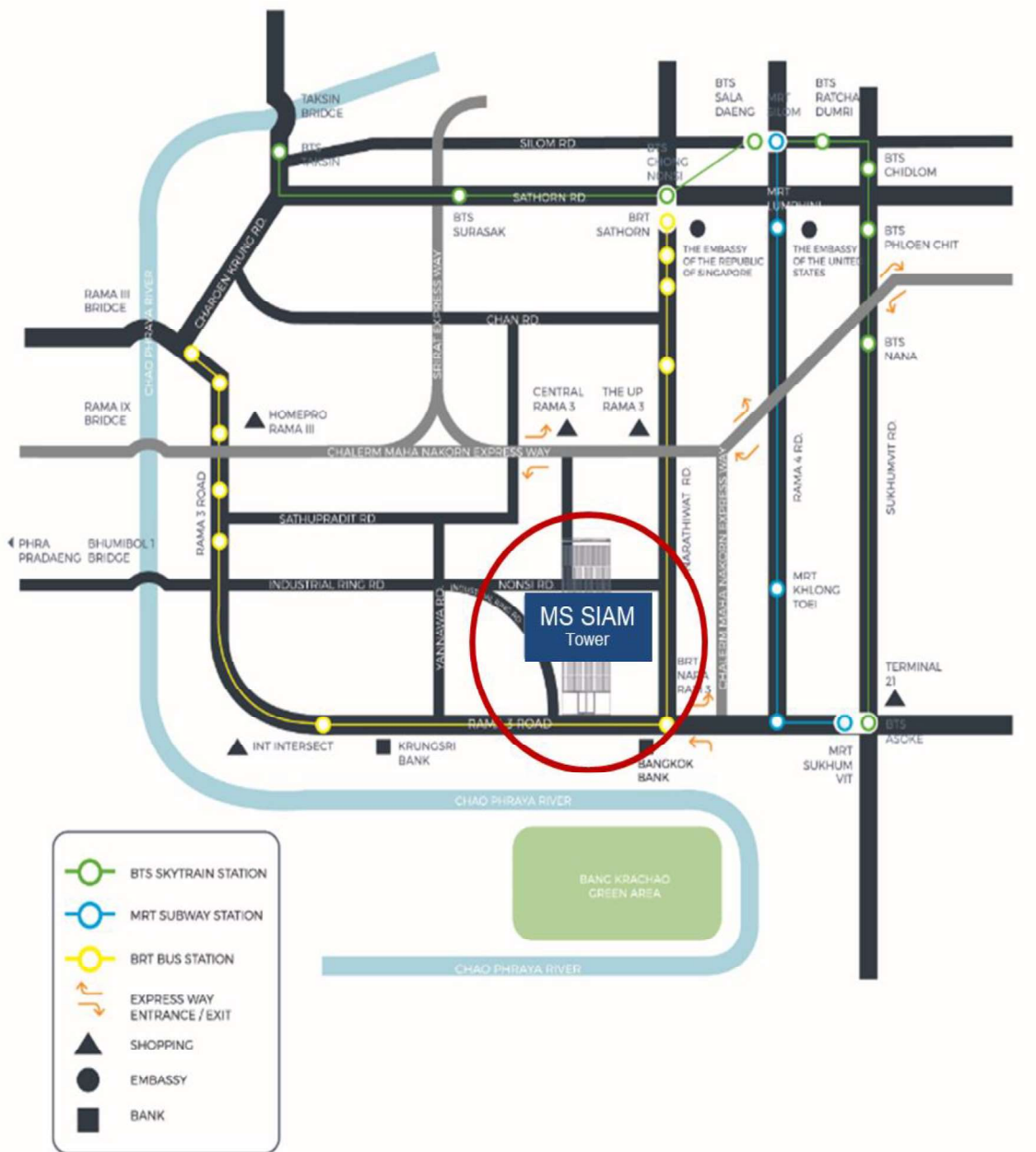
2. Focus the mobile camera to QR Code to scan it.

**Enclosure 11**

**Map of the venue for the meeting**

Meeting venue

No. 1023, MS Siam Tower, 31st floor (at ASIC Room)  
 Rama III Road, Chong Nonsi Sub-District, Yan Nawa District,  
 Bangkok Metropolis



Bus Number: 89, 195 and 205

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

## Enclosure 12

### 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 General personal data, 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 Contact details, such as address, telephone number, email, etc.;
- 1.3 Sensitive data, 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](mailto:companysec@itcity.co.th)

Postal Address: P.O. Box 62 Pratunam Post Office, Bangkok 10409

Tel: 0-2656-5030 – 39 Ext. 1318, 1427