



Ref: IT 001/2024

February 20, 2024

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2024 and the Schedule for the 2024 Annual General Meeting of Shareholders
Attention: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting No. 1/2024 of IT City Public Company Limited (the "**Company**"), which was held on February 20, 2024 at 10.00 hours at SVOA Public Company Limited No. 1023, 32nd Floor, MS Siam Tower, Rama III Road, Chong Nonsi Sub-District, Yannawa District, Bangkok, has considered and resolved as follows:

1. The Meeting resolved to acknowledge the Company's performance as of 2023 and to propose to the 2024 Annual General Meeting of Shareholders for acknowledgement.

2. The Meeting resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the statement of financial position and the statement of comprehensive income of the Company for the accounting period ended December 31, 2023, which has been audited by licensed auditors and reviewed by the Audit Committee.

3. The Meeting resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the dividend payment from the Company's operating results for the fiscal year ended December 31, 2023 to the shareholders at the rate of 0.10 Baht per share, equivalent to the total amount of 36,639,885.90 Baht which represents 95.47 percent of the net profits as prescribed under the separate financial statements after deducting corporate income tax. The record date to determine the list of shareholders entitled to receive the dividends is scheduled for April 19, 2024 (Record Date) and the dividend payment date is scheduled for May 3, 2024. The Meeting also resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the omission of allocation of net profits as legal reserve as required by law as the Company has already allocated the legal reserve in the total amount of 36,679,886 Baht, equivalent to 10.01 percent of the Company's registered capital, which represents 10 percent of the Company's current registered capital. The Company, therefore, is not required to allocate the net profits as additional legal reserve from the operating results of the Company for the fiscal year ended December 31, 2023.

4. The Meeting resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the appointment of the directors in replacement of the directors who are due to retire by rotation in accordance with the agenda of the 2024 Annual General Meeting of Shareholders, whereby, there are 4 directors who are due to retire by rotation, namely:

No.	Name of the Director	Position
1.	Mr. Sarsak Tuntasuwon	Independent Director
2.	Mr. Chattaphum Khantiviriya	Independent Director
3.	Mr. Pipope Chokwathana	Director

No.	Name of the Director	Position
4.	Mr. Sophon Intanate	Director

In this regard, the Nomination and Remuneration Committee and the Board of Directors are of the view that the following 4 retiring directors, namely, (1) Mr. Sarsak Tuntasuwon (2) Mr. Chattaphum Khantiviriya (3) Mr. Pipope Chokwathana and (4) Mr. Sophon Intanate are knowledgeable and have experience and expertise beneficial to the Company's operations. In addition, the Independent Director is also qualified as an independent director as prescribed in the regulation of the Office of the Securities and Exchange Commission and is appropriate to be the director of the Company. Due to these reasons, the Board of Directors therefore views that it is appropriate to propose to the 2024 Annual General Meeting of Shareholders to appoint all such 4 directors to serve on the Board of Directors for another term, including returning to their position in the sub-committee.

5. The Meeting resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the remuneration of directors for the year 2024 as follows:

- 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 remuneration of the Chairman of Audit Committee and Audit Committee Member and Director have been approved at the same amount as approved in 2023 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 has been approved as follows:
- 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.

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.

6. The Meeting resolved to propose to the 2024 Annual General Meeting of Shareholders to consider approving the appointment of either of the following auditors from EY Office Co., Ltd., which has been reviewed by the Audit Committee, as the Company's auditor for the accounting period ended December 31, 2024:

Name	CPA License No.
1. Ms. Kamontip Lertwitworatep	4377; and/or
2. Mrs. Siriwan Nitdamrong	5906; and/or
3. Ms. Satida Ratanurak	4753; and/or
4. Mr. Chawalit Chaluayampornbut	8881

to conduct the audit and provide an opinion on the Company's financial statements, with the audit fee fixed at not exceeding 2,750,000 Baht (Two Million Seven Hundred Fifty Thousand Baht).

7. The Meeting resolved to approve a schedule for the 2024 Annual General Meeting of Shareholders to be held on Wednesday, April 10, 2024 at 14.00 hours at ASIC Room, 31st Floor, MS Siam Tower, 1023 Rama III Road, Chong Nonsi Sub-district, Yannawa District, Bangkok, to consider the following agendas:

- Agenda 1 To acknowledge the report on the Company's operating results for the year 2023;
- Agenda 2 To consider and approve the statement of financial position and statements of comprehensive income for the fiscal year ended December 31, 2023, which has been audited by licensed auditors and reviewed by the Audit Committee;
- 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;
- Agenda 4 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation;
- Agenda 5 To consider and approve the remuneration of the directors of the year 2024;
- Agenda 6 To consider and approve the appointment of auditors, and their remuneration for the year 2024; and
- Agenda 7 To consider other businesses (if any).

- English Translation -

8. The Meeting resolved to approve the schedule of March 7, 2024 as the record date to determine the list of shareholders entitled to attend and cast their votes at the 2024 Annual General Meeting of Shareholders (Record Date).

In this regard, the Company will publicize an official notice of the 2024 Annual General Meeting, detailing proposed matters along with relevant supporting documents on the Company's website www.itcity.co.th.

Please be informed accordingly.
Sincerely yours,

Mr. Vichit Yanamorn
Chairman of the Board of Directors

Company Secretary
Tel. 0 2656 5030 - 39 ext. 1318, 1427