

Invitation to the Annual General Meeting of Shareholders for the year 2022

U City Public Company Limited.



Monday April 25, 2022, at 2.00 p.m.

The Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathon Bangkok
No. 33/1 South Sathon Road, Yannawa, Sathon, Bangkok, 10120

March 24, 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2022

To: Shareholders of U City Public Company Limited

- Enclosures:
1. Document for Agenda 2, 3 and 6: Annual Report 2021 (Form 56-1 One Report) in QR Code format
 2. Document for Agenda 5: Profile and Work Experience of Persons nominated for the election as the Directors and Definition of Independent Directors of the Company
 3. Document for Agenda 7: Profiles and Work Experience of Auditors
 4. Guidelines for Appointment of Proxy, Registration, Documents for Registration, Vote Casting, Vote Counting and Meeting Procedures
 5. Profiles of Independent Directors for Appointment as Proxy
 6. Proxy Form B.
Remark: Shareholders can download Proxy Form A., Form B. and Form C. from the Company's website at <https://www.ucity.co.th/en/investor-relations/document/shareholder-meetings>
 7. The Articles of Association of the Company (Current Version)
 8. Notice of Meeting Form (Registration Form with QR Code) (Please bring this form on the meeting date)
 9. Measures and Guidelines for the Annual General Meeting of Shareholders for the year 2022 Under the Pandemic Situation of Coronavirus Disease 2019 and COVID-19 Screening Form for the Annual General Meeting of Shareholders for the year 2022 (Please bring this form on the meeting date)
 10. Guideline for QR Code Usage for Downloading Invitation to the Annual General Meeting of Shareholders for the year 2022 and Annual Report 2021 (Form 56-1 One Report)
 11. Privacy Policy for Shareholders' Meeting of U City Public Company Limited
 12. Map of the Meeting Venue

The Board of Directors of U City Public Company Limited (the “**Company**”) has resolved to summon the Annual General Meeting of Shareholders for the year 2022 on Monday April 25, 2022, at 2.00 p.m., the Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, 10120 to consider business in accordance with the following agenda items:

Agenda 1 Message from the Chairman to the Meeting

Remark: This agenda item is for acknowledgement and no casting of votes is required.

Agenda 2 To acknowledge the report of the Company’s business operation for the fiscal year ended 31 December 2021

The shareholders’ meeting is proposed to acknowledge the Company’s business operation for the fiscal year ended 31 December 2021 as detailed under Section 4.4 “Management Discussion and Analysis” of Annual Report 2021 (Form 56-1 One Report) in the Enclosure 1.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose the report of the Company’s business operation for the year ended 31 December 2021 to the shareholders’ meeting for acknowledgement.

Remark: This agenda item is for acknowledgement and no casting of votes is required.

Agenda 3 To consider and approve the Company’s and its subsidiaries’ report and consolidated financial statements for the fiscal year ended 31 December 2021

The shareholders’ meeting is proposed to consider and approve the report and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2021, as appeared under Section 6.3 “Independent Auditor’s Report”, Section 6.4 “Financial Statements” and Section 6.5 “Notes to Consolidated Financial Statements” of Annual Report 2021 (Form 56-1 One Report) as set out in the Enclosure 1. A summary of the key information in comparison with the previous year are as follows:

Consolidated Financial Statements	Fiscal Year Ended 31 December	
	2021	2020
Total Assets (Million Baht)	77,069	62,844
Total Liabilities (Million Baht)	35,841	38,827
Total Shareholders’ Equity (Million Baht)	41,228	24,017
Total Revenues (Million Baht)	6,572	5,651
Net Profit - a portion attributable to equity holders of the Company (Million Baht)	88	(6,611)
Earnings per Share - a portion attributable to equity holders of the Company (Baht/Share)	(3.6525)	(1.3242)

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders’ meeting to consider and approve the report and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2021 which have been audited by the Company’s auditor and have been reviewed by the Audit Committee.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 4 To consider and approve no distribution of the dividend payment for the fiscal year ended 31 December 2021

The Company’s dividend payment policy is to pay to shareholders not less than 30% of net profit in accordance with the Company’s separate financial statements, after deduction of all reserves, as stipulated in the Article of Association of the Company and Thai law. Nonetheless, when considering the dividend payment, the following factors, such as the business operation, financial position, liquidity of the

Company, business expansion as well as other factors related to operation of the Company, will be taken into account. The announcement of annual dividend payment must be approved by the Annual General Meeting of Shareholders and the Board of Directors.

Moreover, the Company shall have to comply with Section 115 of the Public Limited Companies Act B.E. 2535 (as amended) which stipulated that the Company is not allowed to distribute dividend if the Company still has an accumulated loss. Due to the fact that currently the Company still has an accumulated loss; therefore, in order to comply with the Articles of Association of the Company and Section 115 of the Public Limited Companies Act B.E. 2535 (as amended), the Company shall not distribute the dividend for the performance of the Company for the year 2021.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to approve no distribution of the dividend payment for the Company's operational results for the year 2021, because the Company still has an accumulated loss, in order to comply with the Articles of Association of the Company and Section 115 of the Public Limited Companies Act B.E. 2535 (as amended), which stipulated that the Company is not allowed to distribute dividend in the case of having accumulated loss.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 5 To consider the election of directors to replace those who will retire by rotation

According to Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 15 of the Company's Articles of Association, at least one-third (1/3) of the total number of directors must retire by rotation at the annual shareholders meeting in each year and if it should be impossible for the number of directors to be divided into three, the number nearest to one-third (1/3) must retire and the retired directors will be eligible for re-election.

The Company currently has a total of 8 directors. There are 2 directors who would be retiring from the office by rotation at the Annual General Meeting of Shareholders for the year 2022 comprised:

Name	Position	Terms of office	Attendance to the Board of Directors' Meeting (year 2021)
(1) Mr. Chaiwat Atsawintarakun*	Independent Director	16 years 8 months	8/8
(2) Mr. Plakorn Wanglee*	Independent Director	4 years 5 months	8/8

**Mr. Chaiwat Atsawintarakun is currently in position of Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee, while Mr. Plakorn Wanglee is currently in position of Independent Director, Member of Nomination and Remuneration Committee and Member of the Audit Committee.*

To promote compliance with the Principles of Good Corporate Governance, the Company provided an opportunity for shareholders to nominate candidate(s) to be elected as the director(s) in the Annual General Meeting of Shareholders for the year 2022 during December 3, 2021 to January 2, 2022, of which details are as published via the Stock Exchange of Thailand's website and the Company's website on December 2, 2021. However, no shareholder proposed a candidate to be elected as the director(s) of the Company at this time.

In this regard, the Nomination and Remuneration Committee (by the member of Nomination and Remuneration Committee who has no conflict of interests) has considered the board diversity, the board skill matrix, and the qualifications of those 2 Directors who would be retiring from the

office by rotation at the Annual General Meeting of Shareholders of the year 2022, and deems that these 2 directors have knowledge, skills, experience, and expertise which is beneficial to the Company's business with full qualifications and do not have any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended) and the relevant notifications. The persons whom proposed to be elect as Independent Director possess the qualifications as per the Definition of Independent Director of the Company which is more stringent than the minimum requirement pursuant to the Notification of the Capital Market Supervisory Board. The profiles of these 2 persons and the Definition of Independent Director of the Company are as set out in Enclosure 2. Therefore, it is proposed to the Board of the Directors to propose to the shareholders' meeting to consider and re-elect these 2 persons to serve as the Independent Directors of the Company for another term of office.

Opinion of the Board of Directors:

The 2 persons nominated for election as Directors of the Company have undergone the reviewing process by the Board of Directors. The Board of Directors (by the Directors having no conflict of interest) has deliberately reviewed the qualifications of those 2 persons and concurred with the Nomination and Remuneration Committee (by the members of the Nomination and Remuneration Committee having no conflict of interest) that they have qualifications suitable for the Company's businesses, of which those who is nominated as an Independent Director still can give an independent opinion which in line with the relevant regulations. Even though Mr. Chaiwat Atsawintarangkun has acted as the Independent Director of the Company for 16 consecutive years (if he is elected for another term of office, he will then have been the Independent Director of the Company for 19 years); however, Mr. Chaiwat Atsawintarangkun has knowledge and experience in legal, accounting and finance. During his terms of office as the Independent Director, he has contributed knowledge, skills, experience and independent opinion which is beneficial to the Company's business. He also performs his duty with due care and integrity. Therefore, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the election of these 2 persons, namely Mr. Chaiwat Atsawintarangkun and Mr. Plakorn Wanglee, who will retire by rotation, to serve as the Independent Directors of the Company for another term of office.

Remark:

The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 6 To consider and determine the remuneration of the Board of Directors and Sub-Committee for the year 2022

The Company has set the rules and procedures to determine the remuneration of the directors where the Nomination and Remuneration Committee shall consider the remuneration of the directors on annual basis and propose to the Board of Directors to propose to the shareholders' meeting to determine the remuneration of the directors.

In this regard, the Nomination and Remuneration Committee has considered the remunerations of the directors based on the performance of the Company, business size, including responsibilities of the directors in comparison with the remuneration payment of other listed companies in the Stock Exchange of Thailand within the same range of market capitalization and other listed companies in the same industry. Therefore, it is proposed to the shareholders' meeting to consider and determine the remuneration of the directors for the year 2022, for fiscal year ended 31 December 2022. The details of remuneration are as follows:

(1) **Monetary Remuneration**

(1.1) Fixed Remuneration shall be maintained for each positions as follows:

Director Remuneration	Year 2022	Year 2021	Change
Monthly Remuneration			
Chairman of the Board of Directors	Baht 50,000 / month	Baht 50,000 / month	-
Director	Baht 30,000 / month	Baht 30,000 / month	-
Meeting Allowance			
Board of Directors	Baht 20,000 / attendance	Baht 20,000 / attendance	-
The Audit Committee	Baht 10,000 / attendance	Baht 10,000 / attendance	-
The Nomination and Remuneration Committee	Baht 10,000 / attendance	Baht 10,000 / attendance	-
Other Sub-Committees	None	None	-

(1.2) **Directors' Bonus**

-None-

(2) **Others Privileges**

-None-

Details of the directors' remuneration paid in the fiscal year ended 31 December 2021 are as set forth in Annual Report 2021 (Form 56-1 One Report) under Section 5.3 "Corporate Governance Performance Report" as per Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considers recommendation by the Nomination and Remuneration Committee which had carefully considered the matter by taking into account various factors, and deems it appropriate to propose to the shareholders' meeting to consider and determine the remuneration of the Board of Directors and Sub-Committee for the year 2022 as per the above details.

Remark: The resolution for this agenda item must be approved by not less than two-third (2/3) of the total number of votes of the shareholders attending the meeting, including abstentions from the calculation base.

Agenda 7 To consider and approve the appointment of auditors and determination of the audit fee for the fiscal year ended 31 December 2022

In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), which requires the Annual General Meeting of Shareholders to appoint an auditor and determine the audit fee on annual basis, the Audit Committee has selected auditors in accordance with the criteria of the Public Limited Companies Act B.E. 2535 (as amended) and the relevant Notifications of the Capital Market Supervisory Board. In this regard, the Audit Committee has reviewed the performance of the auditors of EY Office Limited for the previous year and views that the auditors of EY Office Limited are independent and qualified and that they have performed their duties responsibly. The Audit Committee, therefore, has recommended to the Board of Directors to propose to the shareholders' meeting to consider and approve the appointment of the auditors of EY Office Limited as the Company's auditors for the fiscal year ended 31 December 2022 where any of the following auditors will be determined to audit and give opinion on the Company's financial statements:

(1) Ms. Sirirat Sricharoensup, Certified Public Accountant No. 5419 (signed the Company's financial statements for the year 2021); and/or

(2) Ms. Isaraporn Wisutthiyan, Certified Public Accountant No. 7480 (who has never signed the Company's financial statements); and/or

(3) Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813 (who has never signed the Company's financial statements).

None of the proposed auditors has any relationship with or any interest in the Company, subsidiaries, directors, executives, major shareholders, or any related persons thereof and, therefore, they are independent to audit and give opinion on the Company's financial statements. Moreover, the said auditors are not the auditors who audited, reviewed, or gave opinions on the Company's financial statements for 7 fiscal years. Therefore, all of the proposed auditors possess the qualifications as required by the relevant Notifications of the Capital Market Supervisory Board. The profiles and work experience of the 3 auditors of EY Office Limited are as set out in Enclosure 3.

Moreover, the Audit Committee has considered the proposed audit fee for EY Office Limited, for the fiscal year ended 31 December 2022 and views that it is appropriate and suitable for the scope of audit. The Audit Committee, therefore, has recommended to the Board of Directors to propose to the shareholders' meeting to consider and determine the audit fee of the Company for the fiscal year ended 31 December 2022 in the amount of not exceeding Baht 4.0 million, which increase from the previous fiscal year in the amount of Baht 0.6 million due to additional investments in the subsidiaries and associated companies.

The details of audit fee of the Company in comparison with the previous year are as follows:

Audit Fee	Fiscal year ended 31 December 2022	Fiscal year ended 31 December 2021
Fee for auditing the annual financial statements	2,500,000	2,200,000
Fee for reviewing the interim financial statement (for the accounting period ended 31 March, 30 June and 30 September)	1,500,000	1,200,000
Total	4,000,000	3,400,000

Thus, EY Office Limited and/or the company in the group of EY Office Limited will charge for the non audit fee for the fiscal year ended 31 December 2022 in the actual expense amount. In the fiscal year ended 31 December 2021, the Company and its subsidiaries has paid for non audit fee to EY Office Limited and the company in group of EY Office Limited totaling Baht 18.92 million.

In addition, the Company would like to inform that for the fiscal year ended 31 December 2022, the auditors from EY Office Limited will be the auditors of the Company's domestic subsidiaries. The preliminary audit fee for domestic and overseas subsidiaries of the Company for the fiscal year ended 31 December 2022 is in the amount of approximately Baht 25.0 million, a decrease of Baht 8.98 million from the previous fiscal year due to decrease of the number of Company's subsidiaries.

The audit fee of domestic and overseas subsidiaries for the fiscal year ended 31 December 2021 is in the amount of Baht 33.98 million, increasing from the preliminary fee in the amount of Baht 9.23 million, due to the increase of audit fee for overseas subsidiaries.

Opinion of the Board of Directors: The Board of Directors considers the recommendations of the Audit Committee, which has carefully and appropriately considered the matters, and deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors of EY Office Limited, namely, (1) Ms. Sirirat Sricharoensup, Certified Public Accountant No. 5419, and/or (2) Ms. Isaraporn Wisutthiyan, Certified Public Accountant No. 7480, and/or (3) Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813, as the auditors of the Company for the fiscal year ended 31 December 2022 and the determination of the audit fee in the amount of not exceeding Baht 4.0 million, and to acknowledge for the appointment of auditors and the preliminary audit fee of the domestic and overseas subsidiaries of the Company as described above.

Remark: The resolution for this agenda item must be approved by a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 8 To consider other business (if any).

Section 105 of the Public Limited Companies Act B.E. 2535 (as amended) stipulates that after the shareholders' meeting has considered the agendas specified in the invitation letter, shareholders holding shares in amount of not less than one-third of the total issued shares may request the meeting to consider matters other than those specified in the invitation letter.

In compliance with the principles of good corporate governance, the Company invited the shareholders to propose agenda items for the Annual General Meeting of Shareholders for the year 2022 during the period from December 3, 2021 until January 2, 2022 as per the details published on the Stock Exchange of Thailand's website and the Company's website on December 2, 2021. Nonetheless, no shareholder proposed any agenda item for this meeting.

The Annual General Meeting of Shareholders for the year 2022 will be convened under the pandemic situation of coronavirus disease 2019 ("COVID-19"). The Company is deeply concerned for the health and safety of its shareholders and other participants who will attend the Annual General Meeting of Shareholders for the year 2022. The Company therefore has determined the Measures and Guidelines for the Annual General Meeting of Shareholders for the year 2022 under the Pandemic Situation of COVID-19 in compliance with the disease control measures set out by the government authorities in order to prevent and minimize the risk of transmission of COVID-19. The details are as set forth in Enclosure 9.

In this regard, the Company encourages the shareholders to **appoint an independent director of the Company as proxy to attend the meeting** and cast the votes on their behalf instead of attending the meeting in person, the details of the independent directors of the Company are as set out in Enclosure 5 and the Definition of the Independent Directors of the Company are as set out in Enclosure 2. The Company has enclosed Proxy Form B. for the shareholders as per Enclosure 6, otherwise the shareholders can download Proxy Form A., Form B. or Form C. from the Company's website at <https://www.ucity.co.th/en/investor-relations/document/shareholder-meetings>. **The Company kindly requests for the shareholders' cooperation to submit the proxy forms and the registration documents to the Company within Thursday April 21, 2022** by using the reply envelope provided by the Company (no postal stamp required), or via registered mail to the Company Secretary at the Company's address as follows:

Company Secretary
U City Public Company Limited
TST Tower, 21 Soi Choei Phuang, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok, Thailand 10900

In case that any shareholder wishes to cancel their appointment of proxy, please express your intention in written and send to the Company Secretary at the Company's address above within Thursday April 21, 2022 pursuant to the Guidelines for Appointment of Proxy per Enclosure 4.

In addition, the Company encourages the shareholders to submit questions that are relevant to the agenda of the Annual General Meeting of Shareholders for the year 2022 in advance before the meeting date. In this regard, please send the questions together with the contact details, i.e. name, address, telephone number, and email address (if any), to the Company Secretary via email at **CompanySecretary@ucity.co.th** or via registered mail to the Company Secretary at the Company's address as detailed above.

The shareholders who are unable to attend the meeting in person **may watch the Annual General Meeting of Shareholders for the year 2022 via live** which the Company will arrange to be broadcasted specifically under the present situation on the Company's website at **www.ucity.co.th**. The shareholders can enter their shareholder registration number (10 digits) provided on the Notice of Meeting Form (Registration Form with QR Code) as per **Enclosure 8**, to register for the live. The Company limits 1 shareholder registration number per 1 watching right. The broadcast will be viewable at 2.00 p.m. onwards.

For the shareholders and/or proxies who wish to attend the meeting in person, **please study the Measures and Guidelines for the Annual General Meeting of Shareholders for the year 2022 under the Pandemic Situation of COVID-19** above. The Company kindly request for strict compliance in relation thereto.

In this regard, registration will be open for shareholders and/or proxies **from 12.00 p.m.** on the meeting date onwards. Since the Company will use the barcode system for the registration and vote count at the meeting, the shareholders and/or proxies are requested to bring the Notice of Meeting Form (Registration Form with QR Code) above on the meeting date. The registration procedures and documents that are required to be presented on the meeting date, as well as the vote casting and meeting procedures are as set out in **Enclosure 4**. The Company will conduct the meeting in accordance with the meeting procedures and the Company's Articles of Association as per **Enclosure 7**.

The shareholders, whose names appeared on the record date of Thursday March 24, 2022, on which the names of the shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2022 were determined, are cordially invited to attend the Annual General Meeting of Shareholders for the year 2022 on Monday April 25, 2022 at 2.00 p.m., at the Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok, 10120. The map of the meeting venue is as set out in **Enclosure 12**.

Please be informed accordingly.

Sincerely yours,

U City Public Company Limited

-Signed-

(Mr. Keeree Kanjanapas)

Chairman of the Board of Directors

Remarks

1. The shareholders can download the Invitation to the Annual General Meeting of Shareholders for the year 2022 and its supporting documents from the Company's website at **www.ucity.co.th** from March 24, 2022 onwards, or download through the QR Code provided on the Notice of Meeting Form (Registration Form with QR Code).
2. If any shareholder wishes to obtain the Invitation to the Annual General Meeting of Shareholders for the year 2022 and Annual Report 2021 (Form 56-1 One Report), please contact Investor Relations during the business hours (Monday to Friday, from 8.30 a.m. to 5.30 p.m.) at telephone number 02273-8838.
3. For more information on the Annual General Meeting of Shareholders for the year 2022, the shareholders may contact the officers of the Legal and Compliance Department at telephone no. 02273-8838.



**Annual Report 2021 (Form 56-1 One Report)
in QR Code format**



**Profiles and Work Experience of Person
nominated for Election as the Directors**



Mr. Chaiwat Atsawintarakun

Position to be elected : *Independent Director*

Age : 69 years

Nationality : Thai

Education Qualification :

- Master of Education Curriculum and Teaching Methodology (Teaching Chinese as a foreign language), Beijing Languages and Cultural University
- Master of Business Administration, Thammasat University
- Thai Barrister-at-law, Institute of Legal Education of the Thai Bar under Royal Patronage
- Bachelor of Arts in Chinese Languages (Trade & Economics), Beijing Languages and Cultural University
- Bachelor of Law, Ramkhamhaeng University
- Bachelor of Business Administration, Ramkhamhaeng University
- AC Hot Update Program (Get Ready for new era of CG), Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Audit Committee Seminar Program - Get Ready for the Year End, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Director Accreditation Program (DAP) year 2004
Thai Institute of Directors (IOD)
- Director Certification Program (DCP) year 2006
Thai Institute of Directors (IOD)
- Audit Committee and Continuing Development Program (ACP) year 2006
Thai Institute of Directors (IOD)
- Board Nomination and Compensation Program (BNCP) year 2017
Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP) year 2021
Thai Institute of Directors (IOD)
- Academic and Professional News through Media Courses 2021 (Discussion on " Improve Process Through Digital Technology")
- Academic and Professional News through Media Courses 2021 (Sustainability, ESG and a company's reporting)
- Academic and Professional News through Media Courses 2021 ("Enabling Culture" in New Normal")
- Academic and Professional News through Media Courses 2021 (Discussion of Audit Committee and Auditors)

- Academic and Professional News through Media Courses 2021 (Analyze the risk of being investigated regarding “Transfer Pricing”)
- Academic and Professional News through Media Courses 2021 (Trends, directions of making M&A, important issues to consider and M&A strategy for success)
- Attended training or seminars in various fields related to business or profession, 2021
- Academic and Professional News through Media Courses 2021 (Listen to The Arts of "Unlearn and Relearn")
- Academic and Professional News through Media Courses 2021 (Tax consideration for outbound investment: keeping pace, understanding and adapting to measures of international taxation with BEPS 2.0 for suitable investment structuring in a foreign country)
- Academic and Professional News through Media Courses 2021 (Discussion on the Revised Auditing Standards Code 315)
- Academic and Professional News through Media Courses 2021 (“Bottom up” empowering a sustainable S-curve generator)
- Academic and Professional News through Media Courses 2021 (Independent Director Forum 2021: It’s Time for Board Meeting Reformation)
- Academic and Professional News through Media Courses 2021 (Meeting with audit committees of listed companies)
- Academic and Professional News through Media Courses 2021 (Blockchain, the technology that changes the world, the challenges of accountants in the digital era)

Shareholding in the Company
(include spouse and minor children)

: -None-

Current position in the Company

: Independent Director/
Chairman of the Nomination and Remuneration Committee/
Member of the Audit Committee

Current Position in Other Listed Companies in Thailand

2020 - Present	:	Independent Director and Audit Committee	Nation Broadcasting Corporation Public Company Limited
2013 - Present	:	Independent Director and Chairman of the Audit Committee	Eastern Polymer Group Public Company Limited
2005 - Present	:	Independent Director and Chairman of the Audit Committee	Eastern Printing Public Company Limited

2004 - Present	:	Independent Director and Chairman of the Audit Committee	Krung Thai Car Rent & Leasing Public Company Limited
2003 - Present	:	Independent Director and Chairman of the Audit Committee	Syntec Construction Public Company Limited
Current Position in Other Company	:		
2013 - Present	:	Director	Merchant Partners Asset Management Limited
2012 - Present	:	Director	Amatara A Destination Spa Company Limited
2007 - Present	:	Chairman of the Audit Committee	Merchant Partners Securities Public Company Limited
2006 - Present	:	Director	Resort Holding Company Limited
2005 - Present	:	Director	Boathouse Huahin Company Limited
2004 - Present	:	Director	Andaman Long Beach Resort Company Limited
2003 - Present	:	Director	Chiangmai Hot Spring Company Limited
1997 - Present	:	Executive Partner	Prospect Consulting Company Limited
1997 - Present	:	Director	Prospect Consulting Company Limited
2000 - Present	:	Director	Bright Lilly (Thailand) Company Limited
1989 - Present	:	Director	MJL Intertrade Company Limited
Experience	:		
2017	:	Chairman of the Board of Directors	U City Public Company Limited
2013 - 2016	:	Chairman of the Audit Committee	AQ Estate Public Company Limited
2005 - 2017	:	Chairman of the Audit Committee	U City Public Company Limited
Current Directorship/Executive Position in Other Companies Potentially Having Conflict of Interest with the Company	:	-None-	

**Meeting Attendance in
the Past Fiscal Year** : Board of Directors' Meeting 8/8 (100%)

**Date of Registration as
Director** : 28 April 2005

**Number of Years in
Office** : 16 years 8 months

**Profiles and Work Experience of Person
nominated for Election as the Directors**



Mr. Plakorn Wanglee

Position to be elected : *Independent Director*

Age : 55 years

Nationality : Thai

Education Qualification :

- Master of Finance Business Administration (MBA), University of San Francisco, USA
- Bachelor of Accounting, Chulalongkorn University
- Senior Executive Program, Thailand Energy Academy Class 8, year 2016
- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI) Class 14, King Prajadhipok's Institute
- Senior Executive Program, Capital Market Academy Class 10/2010
- Director Certification Program (DCP) Class 229
Thai Institute of Directors (IOD)
- National Defense College Program (Wor. Por. Aor.) Class 62
Year 2019, Thailand National Defense College
- Justice Top Executive Program (Bor. Yor. Sor.) Class 25, Justice College
- Cybersecurity in the Board Room by Mr. Parinya Hom-anek,
honorary director of National Cyber Security Agency
- Seminar Program 2021 National Director Conference (Leadership
Behind Closed Door)
Thai Institute of Directors (IOD)

Shareholding in the Company : -None-
(include spouse and minor children)

Current position in the Company : Independent Director/
Member of the Nomination and Remuneration Committee/
Member of the Audit Committee

Current Position in Other Listed Companies in Thailand

2020 - Present : Independent Director and Audit Committee Thai Oil Public Company Limited

2016 - Present	:	President and Chief Executive Officer of Thailand and representative offices of Myanmar, Laos and Cambodia	Standard Chartered Bank (Thai) Public Company Limited
Current Position in Other Company	:	-None-	
Experience	:		
2014 - 2016	:	Independent Director and Audit Committee	Expressway Authority of Thailand
2012 - 2016	:	Senior Vice President, Corporate & Institutional Clients	Standard Chartered Bank (Thai) Public Company Limited
Current Directorship/Executive Position in Other Companies Potentially Having Conflict of Interest with the Company	:	-None-	
Meeting Attendance in the Past Fiscal Year	:	Board of Directors' Meeting 8/8 (100%)	
Date of Registration as Director	:	7 July 2017	
Number of Years in Office	:	4 years 5 months	

Definition of Independent Director of the Company

The person who shall act as an Independent Director of the Company must possess qualifications pursuant to this Definition of Independent Director of the Company, which is “more stringent” than the regulations of the Securities and Exchange Commission of Thailand. The details are as follows:

1. Must not hold more than 0.75% of the total number of shares having voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and, for the purpose of calculation, the number of shares held by a related person of such independent director shall also be included; *(Remark: this clause is more stringent than the Notification of the Capital Market Supervisory Board which stipulated that the independent director must not hold more than 1% of the total number of shares having voting rights of the Company)*
2. Must not be or have been an executive director, an employee, a member of staff, an advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, unless such status has ceased for at least 2 years before the date of appointment as an independent director. Such prohibited characteristic not include the independent director who was act as government officer or counsellor of the government agency who is the major shareholder or a controlling person of the Company;
3. Must not be a person who is related by blood or law as the father, mother, spouse, sibling, and child, including being the spouse of a child, of any other director, executive, major shareholder, controlling person, or any person who is to be nominated as a director, an executive, or a controlling person of the Company or its subsidiary;
4. Must not have or have had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in the manner that may obstruct the exercise of his/her independent judgment, and must not be or have been a key shareholder or a controlling person of any entity having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, unless such status has ceased for at least 2 years before the date of appointment as an independent director.

The business relationship as stated in the first paragraph shall include conducting ordinary business transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lesser, where the consideration of such indebtedness shall include the indebtedness taking place during a period of 1 year prior to the commencement date of the business relationship with such person;

5. Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of any audit firm of which the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, is a member, unless such status has ceased for at least 2 years before the date of appointment as an independent director;
6. Must not be or have been a provider of any professional services, including a legal advisor or a financial advisor who receives or has received service fees in the amount of more than Baht 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of such professional services provider, unless such status has ceased for at least 2 years before the date of appointment as an independent director;

7. Must not be a director who has been appointed as a representative of director of the Company, a major shareholder, or a shareholder who is a related person of the major shareholder;
8. Must not engage in the business of the same nature as and in significant competition with the business of Company or its subsidiaries, and must not be a key partner in a partnership, an executive director, an employee, a member of staff, or an advisor who receives a regular salary, or hold more than 1% of the total number of shares having voting rights of a company that engages in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries; and
9. Must not have any other characteristics that may obstruct his/her ability to give independent opinion on the Company's operation.

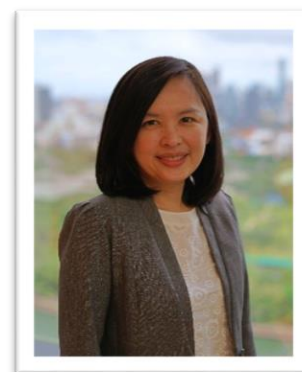
After being appoint as an Independent Director who possess qualification in accordance with Clause (1) to (9), an Independent Director may be authorized by the Board of Directors to decide on the business operation of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person of the Company, with a collective decision method.

Profiles and Work Experience of Auditors

Ms. Sirirat Sricharoensup

Partner, EY Office Limited

Certified Public Accountant No. 5419



Profiles and Work Experience

- Working Period : 1994 - present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification :
 - Master of Accounting, Chulalongkorn University
 - Bachelor of Accounting, Chulalongkorn University
- Experience : More than 20 years of working experience with EY Office and auditor and auditor of a listed company for 3 years. A supervisor of auditing covering a wide range of businesses, including SET-listed companies and foreign businesses. Having experience in the manufacturing, telecommunication, industrial product distribution, service and energy business. In addition, She also has experience in auditing of initiate public offering to listing on the Stock Exchange of Thailand.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : Telephone : 02264-9090
- Facsimile : 02264-0789
- E-mail : Sirirat.sricharoensup@th.ey.com

Profiles and Work Experience of Auditors

Ms. Isaraporn Wisutthiyan

Partner, EY Office Limited

Certified Public Accountant No. 7480



Profiles and Work Experience

- Working Period : 1997 - present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification : ■ Bachelor of Business Administration, Major in Accounting, Assumption University
- Experience : More than 20 years of serving audit service for a wide range of industries, including both multinational corporations and listed companies in Thailand. She has comprehensive experience in servicing, trading, manufacturing, transportation, property development, power and utilities, and logistics businesses. She has also been in charge of audits of the following clients engaged in non-life insurance, Nano Finance and FinTech.
- Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently : - None -
- Contact Details : Telephone : 02264-9090
- Facsimile : 02264-0789
- E-mail : Isaraporn.wisutthiyan@th.ey.com

Profiles and Work Experience of Auditors

Mr. Chatchai Kasemsrithanawat

Partner, EY Office Limited

Certified Public Accountant No. 5813



Profiles and Work Experience

- Working Period : 1996 - present
- Professional Qualification : Certified Public Accountant (Thailand) and Thai SEC-approved auditor
- Academic Qualification :
 - Master Degree in Management, Chulalongkorn University
 - Bachelor of Accounting, Thammasat University
- Experience : More than 20 years of auditing and lead wide range of audit assignments for numerous large corporations in a variety of industries; comprising both SET-listed companies and multinational clients with cross-border businesses. His areas of particular expertise are construction and real estate business, trading, manufacturing, service and power. In addition to his work on audit assignments, he had also worked quite extensively on due diligence and SET listing engagements.
- Relationship with or interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : Telephone : 02264-9090
- Facsimile : 02264-0789
- E-mail : Chatchai.kasemsrithanawat@th.ey.com

**Guidelines for Appointment of Proxy, Registration,
Documents for Registration,
Vote Casting, Vote Counting and Meeting Procedures**

Appointment of Proxy

The shareholder can appoint any person or an independent director of the Company as his/her proxy to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for the meeting of shareholders:

Form A. is a general form that is simple and uncomplicated;

Form B. is an explicit form that sets out specific details of authorization;

Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

Thus, the Company has sent Proxy Form B. to the shareholders; otherwise, shareholders can download Proxy Form A., Form B. and Form C. from the Company's website at <https://www.ucity.co.th/en/investor-relations/document/shareholder-meetings>

The appointment of proxy can be done as follows:

1. Shareholders (other than shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository) may choose to use either Proxy Form A. or Form B. In any case, only one type of the proxy forms can be chosen. The Company recommends that shareholders use Proxy Form B. and instruct the vote casting for each Agenda Item, and thoroughly study the details of each Agenda Item before appointing a proxy;

The shareholders can further study on the appointment of proxy from the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564 Re: Rules on General Persuasion Shareholders to Appoint the Proxy to Attend the Meeting and Cast the Votes at www.sec.or.th;

2. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository may choose either Proxy Form A., Form B. or Form C. In any case, only one type of the proxy forms can be chosen;

3. A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately;

4. A shareholder who appoints a proxy must correctly and completely fill in the proxy form, sign the form by a grantor and a proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide duty stamp for those who attend the meeting by proxy; and

5. A proxy must present Notice of Meeting Form (Registration Form with QR Code), a proxy form and other documents for registration to attend the meeting;

6. In case that any shareholder wishes to cancel their appointment of the proxy, please express your intention in written and send to the Company Secretary at the Company's address within Thursday April 21, 2022.

Registration

The Company will open for the shareholders and/or proxies to register and verify the documents from 12.00 p.m. on Monday April 25, 2022 onwards at the Surasak Ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 as detailed in the Map of the Meeting Venue in Enclosure 12.

The Company reserves the rights to refuse the shareholders' and/or proxies' requests to withdraw the registration after the meeting begins or to register after the meeting is adjourned.

Documents for Registration

The Company will use the barcode system for the registration and vote counting. Shareholders and/or proxies are requested to present the Notice of Meeting Form (Registration Form with QR Code) as per Enclosure 8 and the following documents at the registration desk:

1. Individual

1.1 Attendance in person

A valid photographic identification document issued by a government agency, e.g., Thai nationality identification card, government identification card, driving license, or a passport. In case of name or surname change, documentary evidence to such effect must also be presented.

1.2 Attendance by proxy

(a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A copy of an identification document of the grantor issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by the grantor;

(c) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

2. Juristic Person

2.1 Attendance in person by an authorized representative(s)

(a) An identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.1;

(b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified as true and correct copy by the authorized representative(s).

2.2 Attendance by proxy

(a) A Proxy Form A. or Form B., that has been correctly and completely filled in, signed by the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s);

(c) A copy of an identification document of the authorized representative(s) of the shareholder, who signs the proxy form, issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by such authorized representative(s);

(d) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

3.1 Documents from custodian

(a) A Proxy Form C. that has been correctly and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon appointment of the proxy;

(b) A document confirming the license to engage in the custodian business;

(c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);

(d) A copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by such custodian's authorized representative(s);

(e) An identification document of the proxy issued by a government agency as referred in Clause 1.1.

3.2 Documents from shareholder

(a) A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;

(b) In the case of an individual shareholder

- A copy of an identification document of the shareholder issued by a government agency as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

(c) In the case of a juristic person

- A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause 3.2(a) is empowered to act on behalf of the juristic person, and which has been certified as true and correct by the custodian's authorized representative(s);

- A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government agency as referred in Clause 1.1, which has been certified as true and correct by the custodian's authorized representative(s).

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

The Company reserves the right to make an exception for any of the documents or evidences above as the Company deems it appropriate.

Vote Casting and Counting

1. Each one ordinary share and preferred share shall have one vote.
2. A shareholder attending the meeting in person and a proxy holding Proxy Form A. or Form B. must cast his/her votes in one of the following manners, i.e. approve, disapprove or abstain, and may not split his/her votes in each Agenda Item.
3. A proxy who is appointed by the custodian under Proxy Form C. may split his/her votes in each Agenda Item.
4. The Company will provide the voting cards at the registration desk to (a) the shareholders attending the meeting in person, (b) the proxies appointed under Proxy Form A. and (c) the proxies appointed under Proxy Form B. and Form C. in the event that the grantor has specified in the proxy form that the proxy shall have the right to consider and vote on his/her behalf as the proxy deems appropriate.
5. In the event that the grantor has specified the voting instruction in the proxy form, the Company will record such votes, together with the registration to attend the meeting of the proxy. In this regard, the Company will not distribute the voting cards to the proxy.
6. In casting the votes for each Agenda Item (except for Agenda Item 5: To consider the election of directors to replace those who will retire by rotation), the Company will collect only the voting cards from the shareholders or proxies who disapprove or abstain from voting. Such shareholders or proxies must write their votes for disapproval or abstention in the voting cards, and hand in such voting cards to the Company's officer at the time of casting the vote for each Agenda Item. In counting the votes, the Company will deduct the votes of the shareholders or proxies who disapprove or abstain from voting, and the invalid voting cards from all of the votes. Any shareholders or proxies who do not hand in the voting cards to the Company's officers shall be deemed as having approved such Agenda Item. In this regard, the shareholders or proxies who vote to approve are requested to write their votes for approval in the voting card and hand in such voting cards to the Company's officers after the meeting is adjourned. In the case where the vote is not clearly written or is amended without a signature on the voting card, such voting card is deemed to be invalid.
7. As for Agenda Item 5: To consider the election of directors to replace those who will retire by rotation, the Company will arrange the vote casting for the election of each nominated director individually. In compliance with the Best Practice Guidelines for the Shareholders' Meeting of the Office of the Securities and Exchange Commission, the Company will collect the voting cards from all shareholders or proxies, whether approve, disapprove, or abstain from voting. However, to expedite the vote counting process, the Company will collect the voting cards of the shareholders or proxies who disapprove or abstain from voting first. Thereafter, the Company will collect the voting cards of the shareholders or proxies who vote to approve.
8. Before casting the votes in each Agenda Item, the chairman of the meeting or the person designated by the chairman of the meeting will give the shareholders and the proxies an opportunity to inquire or comment on the issues related to such Agenda Item as appropriate. In this regard, the shareholders or the proxies are requested to provide their names and surnames to the meeting before making any inquiry or comment.
9. Resolutions of the meeting require the following votes:
 - 9.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;
 - 9.2 In other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each Agenda Item in the Invitation;

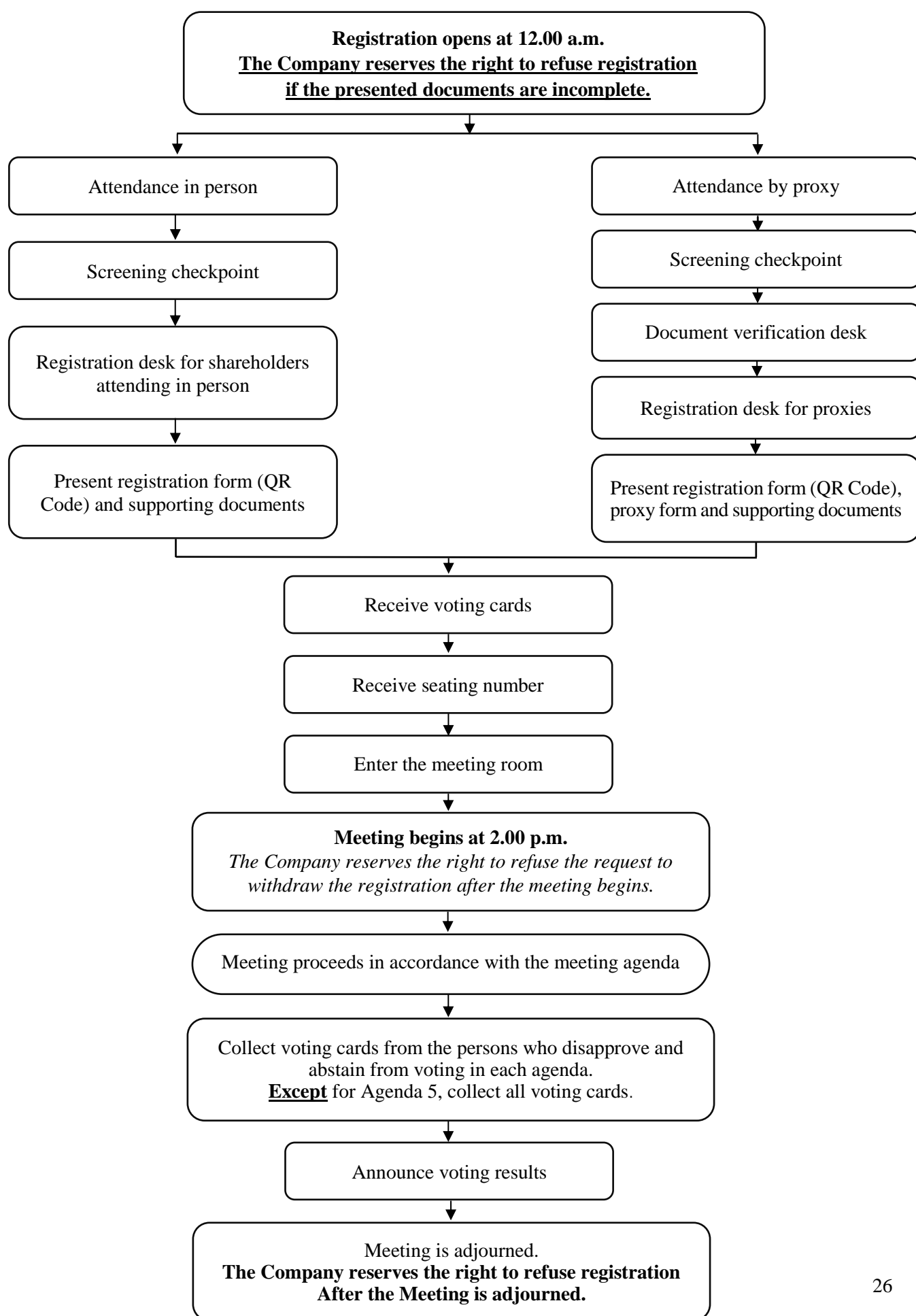
9.3 In the case of a tied, the chairman of the meeting shall have an additional vote as the deciding vote;

9.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.

10. The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting for each Agenda Item.

The Company will use the barcode system for registration and vote counting, and the Company will engage a legal advisor and/or a representative(s) from the minority shareholders to witness the vote counting to promote the principles of good corporate governance of the Company.

Meeting Procedures



Profiles of Independent Directors for Appointment as Proxy



1. Mr. Rungson Sriworasat

Position: Independent Director / Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee

Age: 66 years

Address: 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Conflict of Interest: No conflict of interest in relation to all agenda items



2. Mr. Plakorn Wanglee

Position: Independent Director / Member of the Audit Committee and Member of the Nomination and Remuneration Committee

Age: 55 years

Address: 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Conflict of Interest: Having conflict of interest in relation to agenda items 5 as nominated person to act as the Director.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

อากร
แสตมป์
20 บาท
Duty Stamp
of Baht 20

เลขทะเบียนผู้ถือหลักทรัพย์ _____

Shareholder's registration number

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date

Month

Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

Nationality

อยู่บ้านเลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____

Residing at No.

Soi

Road

Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ยู ซิตี้ จำกัด (มหาชน)

As a shareholder of U CITY Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

Holding a total number of _____ shares and entitled to vote in the number of _____ votes as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

Ordinary shares of _____ shares, entitled to vote in the number of _____ votes

☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

Preferred shares of _____ shares, entitled to vote in the number of _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby grant (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย ☒
และระบุรายละเอียดของผู้รับมอบฉันทะ
If choosing No. 1 please mark ☒
and provide details of the proxies.

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ Age _____ years residing at No. _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Sub-district _____ District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ Age _____ years residing at No. _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Sub-district _____ District _____

จังหวัด _____ รหัสไปรษณีย์ _____

Province _____ Postal Code _____

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
☒ และเลือกกรรมการอิสระ

If choosing No. 2 please mark
☒ and select the independent
directors.

☐ 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

☐ นายรังสรรค์ ศรีวรศาสตร์ หรือ

Mr. Rungson Sriworasat or

☐ นายพลากร หวังหลี

Mr. Plakorn Wanglee

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏ
ตามสิ่งที่ส่งมาด้วย 5 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2565)

In the case where the independent director who is appointed as the
proxy is unable to attend the meeting, one of the other independent
directors shall be appointed as the proxy in replacement. (Details of
Independent Directors are set out in Enclosure 5 of the Invitation to the
Annual General Meeting of Shareholders for the year 2022)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 25 เมษายน 2565 เวลา 14.00 น. ณ ห้องสุรศักดิ์ บอลรูม ชั้น 11 โรงแรม
อีสติน แกรนด์ สาทร กรุงเทพฯ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะ
พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting
of Shareholders for the year 2022 on Monday April 25, 2022, at 2.00 p.m., the Surasak ballroom, 11th Floor,
Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, or
such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

Agenda 1 Message from the Chairman to the Meeting

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 2 To acknowledge the report of the Company's business operation for the fiscal year ended 31
December 2021

(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาและอนุมัติรายงานและงบการเงินรวมของบริษัทฯ และบริษัทย่อย สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3 To consider and approve the Company's and its subsidiaries' report and consolidated financial statements for the fiscal year ended 31 December 2021

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4 พิจารณาและอนุมัติการจ่ายเงินปันผล สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 4 To consider and approve no distribution of the dividend payment for the fiscal year ended 31 December 2021

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 5 To consider the election of directors to replace those who will retire by rotation

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

☐ เลือกตั้งกรรมการที่ได้รับการเสนอชื่อทั้งหมด
Elect the entire group of nominated directors

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ เลือกตั้งกรรมการเป็นรายบุคคล

Elect each nominated director individually

1. ชื่อกรรมการ.....นายชัยวัฒน์ อัครวิมลทวารังกูร.....

Director's name.....Mr. Chaiwat Atsawintarangkun.....

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ.....นายพลากร หวังหลี่.....

Director's name.....Mr. Plakorn Wanglee.....

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของคณะกรรมการบริษัท และคณะกรรมการชุดย่อยประจำปี 2565

Agenda 6 To consider and determine the remuneration of the Board of Directors and Sub-Committee for the year 2022

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 7 To consider and approve the appointment of auditors and determination of the audit fee for the fiscal year ended 31 December 2022

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other business (if any)

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not the vote cast by the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน
หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting, and may not split his/her votes
to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can
be elected.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ
ฉันทะแบบ ข. ตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to
this Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ยู ซิตี้ จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันจันทร์ที่ 25 เมษายน 2565 เวลา 14.00 น. ณ ห้องสุรศักดิ์ บอลรูม ชั้น 11 โรงแรมอีสติน แกรนด์ สาทร กรุงเทพฯ เลขที่ 33/1 ถนนสาทรใต้ แขวงยานนาวา เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by a shareholder of U CITY Public Company Limited at the Annual General Meeting of Shareholders for the year 2022 on Monday April 25, 2022, at 2.00 p.m., the Surasak ballroom, 11th Floor, Eastin Grand Hotel Sathorn Bangkok, No. 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, or such other date, time and place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____

Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our instruction as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**Articles of Association of
U City Public Company Limited**

**Chapter 1
General Provisions**

- Clause 1. The term: “**Company**” in these Articles of Association shall mean “**U City Public Company Limited**”
- Clause 2. These Articles of Association shall be called “**Articles of Association of U City Public Company Limited**”
- Clause 3. The provisions not provided in these Articles of Association shall be governed and enforced under the laws concerning public limited companies B.E. 2535.

**Chapter 2
Issue of Shares**

- Clause 4. The Company’s shares shall be ordinary shares and preferred shares with equal par value, entered in named certificate.

The Company’s shares shall be fully paid up in money or in kind other than money. In making payment for shares, a subscriber or purchaser shall not offset any debts with the Company.

The rights attached to the preferred shares shall be as follows:

- (1) Between January 1, 2018 and December 31, 2022, the preferred shares’ rights shall be as follows:
- (a) Right to receive dividend
- (a.1) For the preferred shares issued between January 1, 2018 and December 31, 2018, when the Company pays dividends, holders of such preferred shares shall be entitled to receive dividends in each calendar year before holders of the ordinary shares at the rate of Baht 0.22 per preferred share and per calendar year.
- (a.2) For the preferred shares issued between January 1, 2021 and December 31, 2021, when the Company pays dividends, holders of such preferred shares shall be entitled to receive dividends in the calendar year 2021 at the rate of Baht 0.88 per preferred share and shall be entitled to receive dividends in the calendar year 2022 at the rate of Baht 0.22 per preferred share.

In distributing dividends, in case the total amount of dividends entitled to receive by any shareholder is less than 1 Satang, such amount shall be discarded.

- (b) Right to receive cumulative dividends
- (b.1) For the preferred shares issued between January 1, 2018 and December 31, 2018, in case, during any calendar year between January 1, 2018 and December 31, 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.1), the

holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:

1. At the rate of Baht 0.22 per preferred share and per calendar year in the event that the Company pays no dividends in such calendar year; or
2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.1) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.1).

(b.2) For the preferred shares issued between January 1, 2021 and December 31, 2021, in case, during any calendar year between January 1, 2021 and December 31, 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.2), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:

1. At the rate of Baht 0.88 per preferred share for the calendar year 2021 and at the rate of Baht 0.22 per preferred share for the calendar year 2022 in the event that the Company pays no dividends in such calendar year; or
2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.2) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.2).

In this regard, the preferred shares' right to cumulative dividends during the calendar years between January 1, 2018 and December 31, 2022 as specified in (b.1) and the preferred shares' right to cumulative dividends during the calendar years between January 1, 2021 and December 31, 2022 as specified in (b.2) shall remain in full force until the cumulative dividends are paid to all holders of the preferred shares in full even though such payment is made after December 31, 2022.

- (c) In case during any calendar year the Company pays dividends more than the rate specified in (a) and cumulative dividends as specified in (b) (if any), the holders of the preferred shares and the holders of the ordinary shares shall be entitled to receive such excess dividends per share at the same rate.
- (d) In making each payment of dividends, the Company shall pay cumulative dividends as specified in (b) to the holders of the preferred shares in full first then pay dividends as specified in (a) to the holders of the preferred shares.

In case the Company has fully paid dividends as specified in (a), then the Company can pay dividends to the holders of the preferred shares and the holders of the ordinary shares as specified in (c).

- (e) The voting rights attached to the preferred shares shall be equal to the voting rights attached to the ordinary shares.
- (2) After December 31, 2022, the rights attached to the preferred shares shall be as follows:

- (a) The preferred shares' right to dividends shall be the same as that of the ordinary shares except in the event that the Company has not paid the cumulative dividends as specified in 1(b) where the preferred shares shall be entitled to receive the cumulative dividends as specified in (1)(b) in full.
 - (b) In the event that the Company has not paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be one share per one vote.
 - (c) After the Company has paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be ten shares per one vote where any fraction of shares shall be discarded.
 - (d) After December 31, 2027, even though the Company may not have paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be ten shares per one vote where any fraction of shares shall be discarded.
- (3) In case of any change in par value from a share split or a reverse share split, the preferred shares' rights shall be adjusted according to the applicable share split rate or reverse share split rate (as the case may be).
 - (4) After December 31, 2022, the holders of the preferred shares may convert such preferred shares into ordinary shares at a ratio of one preferred share to one ordinary share. In this regard, the holders of the preferred shares must submit a notice of conversion according to the form specified by the Company together with a share certificate to the Company within seven (7) business days before the last day of March, June, September, and December of each year.
 - (5) In case of conversion of a preferred share into an ordinary share, the right to receive the cumulative dividends as specified in (1)(b) of the preferred shares that have been converted into ordinary shares shall end.

Clause 5. The Company shares are indivisible. If two persons or more subscribe for or hold one share or several shares jointly, those persons shall appoint only one among themselves to exercise the rights as a subscriber or shareholder, as the case may be.

Every share certificate of the Company shall have a signature of at least one director, but the directors may assign the Share Registrar under the securities and exchange law to sign or print the signature instead.

In case of assigning the Thailand Securities Depository Company Limited to be the Share Registrar of the Company, the procedures related to the registration matter of the Company shall be prescribed by the Share Registrar.

Clause 6. The Company shall issue and deliver share certificates to the shareholders within two (2) months of the date of acceptance of the registration of the Company by the Registrar, or of the date of full payment for shares where the Company sells the remaining shares or shares newly issued.

Clause 7. In case where any share certificate has been materially damaged or defaced, the shareholder may request the Company to issue the new share certificate to the shareholder by returning the current one to the Company. In this case, the Company shall issue the new share certificate to the shareholder within fourteen (14) days from the date of having received the application.

In case the share certificate has been lost or destroyed, the shareholder is required to produce the evidence of filing of the said statement with the police inquiry official or other appropriate evidence to the Company. The Company shall issue new share certificate within fourteen (14) days from the date of having received the evidence.

The Company may charge a fee for issuing the new share certificates to replace those having been lost, defaced, damaged or for the shareholder requesting the copy of the share register, in whole or in part, with the certification from the Company at the rate specified by law.

Clause 8. The Company shall not own its shares or take them in pledge, except for the following:

- (1) The Company may repurchase its shares from the shareholders who vote against a resolution of the shareholders meeting for making an amendment to the Articles of Association regarding the rights of voting and the rights to receive a dividend, if those shareholders who vote against such a resolution think it is not fair to them.
- (2) The Company may repurchase its shares for the purpose of financial management in the event that the Company has an accumulated profit and excess liquidity, and such repurchase will not cause financial trouble for the Company.

The shares being held by the Company will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.

The Company shall dispose of the repurchased shares mentioned in the first paragraph within the period prescribed in the ministerial regulations. If the Company fails to do so, or is unable to complete the disposal within the prescribed period, the Company shall reduce its paid-up capital by writing off such unsold shares.

The repurchase of shares, the disposal of the repurchased shares, and the cancellation of the repurchased shares shall be made in accordance with the rules and procedures set out in the ministerial regulations and the relevant laws.

A repurchase of shares shall be approved by the shareholders meeting unless the shares in the Company have been listed on the Stock Exchange of Thailand and a repurchase of shares in an amount of not more than ten (10) percent of the paid-up capital, a repurchase of shares shall be approved by the board of directors.

Chapter 3 **Transfer of Share**

Clause 9. The Company shares can be freely transferred, except that the Company shares held by the persons not having Thai nationality at any time shall not exceed forty-nine (49%) percent of the total issued shares.

Clause 10. A share transfer shall be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee. The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of the shares.

If the Company considers such transfer to be under the law and Articles of Association of the Company, the Company shall register the transfer of the shares within fourteen (14) days of the date of receipt of the request. If the Company sees that such transfer of share is incorrect or invalid, it shall inform the applicant within seven (7) days.

When the Company shares are registered as listed securities on the Stock Exchange of Thailand, the transfer of shares shall be in accordance with the securities and exchange law.

Clause 11. If a transferee wishes to obtain a new share certificate, he/she shall submit to the Company a written request bearing the signatures of the transferee with at least one (1) witness in certification thereof and simultaneously return the old share certificate to the Company. The Company shall register the transfer of the shares within seven (7) days of the date of receipt of the request, and the Company shall issue a new share certificate within one (1) month of the date of receipt of the request.

Clause 12. In case of the death or bankruptcy of a shareholder of the Company, if the persons entitled to the shares have produced to the Company lawful and complete evidence of entitlement, the Company shall register them in the shareholder register and issue new share certificates to them within one (1) month of the date of receipt of said evidence.

Chapter 4 **Board of Directors**

Clause 13. The Board of Directors of the Company shall consist of not less than five (5) directors who have been elected from the shareholders meeting to conduct the businesses of the Company, and not less than half of the number of the Directors shall reside within the Kingdom and possess the qualification prescribed by the law.

The Company directors are entitled to receive the remuneration for their performance.

Clause 14. The voting for election of directors shall be subject to following procedures:

- (1) In the election of directors, the shareholders may cast votes for individual or several directors simultaneously for available seats of all directors to be elected in that occasion as deemed appropriate by the shareholders' meeting. In the voting whether for individual or several directors aforesaid each candidate shall receive the votes for the number of all shares held by each shareholder whereby such shareholder may not allocate the different numbers of his/her votes to any candidate.
- (2) The top candidates, ranked in descending order from the highest number of votes received to the lowest, in the number equivalent to the available seats shall be appointed as directors. In case there is a tie of the votes for candidates in descending order in excess of the available seat, the Chairman of the meeting shall have a casting vote.

Clause 15. At any the annual shareholders meeting, one-third (1/3) of the directors, or, if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from offices.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office for the longest period shall retire. A director retiring by rotation is eligible for re-election.

Clause 16. Apart from retiring from the office by rotation, the director shall be relieved from office upon:

- (1) death;
- (2) resignation;

- (3) lack of qualifications or having prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 2535;
- (4) removal by a resolution of the shareholders meeting; or
- (5) removal by a court order.

Clause 17. Any director wishing to resign from office shall submit his or her resignation letter to the Company, and the resignation shall be effective from the date on which the resignation letter reaches the Company.

A director who has resigned under the first paragraph may also notify the Registrar of the resignation for the Registrar's acknowledgement.

Clause 18. In the case of a vacancy on the Board of Directors for reasons other than the expiration of the director's term of office, the Board of Directors shall elect a person who has the qualifications and who possesses no prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 2535 as the director in substitution at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months. The director elected to fill the vacancy aforesaid shall hold office only for the remaining term of office of the director whom he/she replaces.

The resolution of the Board of Directors under the first paragraph shall be by a vote of not less than three quarters (3/4) of the number of the directors remaining.

Clause 19. The shareholders meeting may pass a resolution removing any director from office prior to retirement of the director's term of office, by a vote of not less than three quarters (3/4) of the number of shareholders attending the meeting and having the right to vote, with the number of shares totaling not less than half of the number of the shares held by the shareholders attending the meeting and having the right to vote.

Clause 20. A director may or may not be a shareholder of the Company.

Clause 21. The Board of Directors shall designate the Chairman of the Board.

The Board of Directors shall designate the Executive Managing Director and the President. The President is entitled to designate the General Manager, with an approval from the Board of Directors. And the General Manager has the same power as the Executive Managing Director and the President in the decision of the day-to-day problems, if the Executive Managing Director and the President so wish.

Any two directors may jointly sign and affixing Company seal to bind the Company. The Board of Directors may designate the name of the authorized director (s) together with affixing the Company seal.

Clause 22. At a meeting of the Board of Directors, not less than one half of the total number of directors present shall form a quorum. In case the Chairman of the Board is not present at the meeting or cannot perform his/her duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman who is not present at the meeting or cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the Chairman of the meeting.

Decisions of the Board of Directors meeting shall be made by majority votes.

Each director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have another casting vote.

- Clause 23. In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting, except, where it is necessarily urgent or to preserve the rights or benefits of the Company, the Company may call the meeting by other methods and fix the meeting date earlier than the aforesaid.
- Clause 24. The Board of Directors shall hold a regular meeting at least once every three (3) months at the Company's head office or in the province or abroad as designated by the Chairman of the Board. The Chairman of the Board may call a meeting of the Board of Directors or in the necessary case, two (2) or more directors may request the Chairman to call a meeting of the Board of Directors. In this case, the Chairman of the Board shall fix the date of the meeting within fourteen (14) days of the date of receipt of such request.
- Clause 25. The Board of Directors shall perform the duties in compliance with the laws, objects and Articles of Association of the Company and the resolutions of the shareholders meeting.
- Clause 26. No director shall operate any business or become a partner in an ordinary partnership or an unlimited partner in a limited partnership or a director of other juristic person which has the same nature of business as and is in competition with the business of the Company unless he/she notifies the shareholders meeting prior to the resolution for his/her appointment.

Chapter 5

Shareholders Meetings

- Clause 27. The shareholders meeting of the Company shall hold at the registered office of the Company or other place as the Directors shall fix and notify in the summoning notice.
- Clause 28. (1) The Board of Directors shall hold a shareholders meeting as an Annual General Meeting within four (4) months from the end of the fiscal year of the Company.
- (2) Shareholders meetings other than the one referred to in the first paragraph shall be called an Extraordinary General Meeting.
- (3) The Board of Directors may call an Extraordinary General Meeting of shareholders at any time as appropriate. Or, the one sole shareholders or group of shareholders holding shares together amounting to not less than ten (10) percent of the total number of issued shares may submit their names in a request asking the Board of Directors to call an Extraordinary General Meeting, but the reasons and objections for the request for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall call a shareholders meeting to be held within forty-five (45) days from the date of receipt of such request from the said shareholders.
- In case the Board of Directors fails to arrange for the meeting within such period under the first paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under the first paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the Board of director and the Company shall be responsible for necessary expense as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.
- Clause 29. In calling a shareholders meeting, the Board of Directors shall prepare a written notice calling the meeting, stating the place, date, time, Agenda Item of the meeting and the matters to be proposed to the meeting with reasonable detail, also indicating clearly whether

it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters. Such notice shall be delivered to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting and also be published in a newspaper for three (3) consecutive days not less than three (3) days prior to the date of the meeting.

- Clause 30. In a shareholders meeting there shall be shareholders and proxies (if any) attending at a shareholders meeting not less than twenty-five (25) persons or not less than one half of the total number of shareholders, with the number of shares in aggregate amounting to not less than one-third (1/3) of the total number of issued shares in the Company in order to constitute a quorum.
- Clause 31. (1) At any shareholders meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as required, and if such shareholders meeting was called by a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not called by a request of the shareholders, the meeting shall be reconvened and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.
- (2) The notice of the meeting as adjourned shall specify the Agenda Item of the meeting and the adjourned meeting shall not consult or resolve on any other matters not specified in such notice.
- Clause 32. (1) For a meeting of shareholders, a shareholder may appoint any other person who comes of age as proxy to attend the meeting and vote on his/her behalf. The proxy form shall have the date and the signature by the appointing shareholder and shall be in the form as specified by the Registrar, at least with the following particulars:
1. the number of shares held by the appointing shareholder,
 2. the name of the proxy; and
 3. the number in order of the meeting which the proxy is appointed to attend and vote thereat.
- (2) The proxy whose name appears in the proxy form shall submit the instrument appointing the proxy to the Chairman or to the person designated by the Board of Directors at the meeting place before the proxy attends the meeting. If the shareholder is a juristic person, it shall produce evidence showing that the appointer is the person authorized to sign to bind such juristic person to be shown to the Chairman by attaching it to the proxy form.
- (3) In case where the proxy is also a shareholder or not a shareholder but appointed from more than one (1) shareholder, the proxy shall be entitled to vote in accordance with the vote of the person(s) appointing him, apart from the his own voting rights as a shareholder.
- Clause 33. (1) The Chairman of the Board shall be the Chairman of the general shareholders meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall act as the Chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

(2) In case of a tie of votes, the Chairman of the meeting shall have a casting vote.

Clause 34. The Chairman may adjourn a general meeting with the consent of the meeting, but in the subsequent meeting as adjourned, no other business may be discussed except for those pending from the previous meeting. And, the meeting shall fix the place, date, and time for the next meeting and the Board of Directors shall serve the notice of the meeting specifying place, date, and time, and the Agenda Item of the meeting to the shareholders not less than seven (7) days prior to the meeting date, provided that it shall publish such notice in a newspaper for not less than three (3) consecutive days prior to the date of the meeting not less than three (3) days.

Clause 35. The resolution of the shareholders meeting shall require the following votes:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie of votes, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-quarter (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:
 - a. Sale or transfer of the whole or a substantial part of the Company's business to other persons.
 - b. Purchase or acceptance of transfer of the business of other companies or private company to the Company.
 - c. The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the merger of the business with other persons with the purpose of profit and loss sharing.
 - d. Amendment to the Memorandum or Articles of Association of the Company.
 - e. Increase or reduction of the capital of the Company or issue of bonds.
 - f. Amalgamation or dissolution of the Company.

Chapter 6 **Auditors**

Clause 36. The shareholders meeting shall appoint and fix the remuneration of the auditor.

Clause 37. The retiring auditor may be re-elected to become the Company auditor.

Clause 38. The auditor shall not be an incumbent director or representative or employee of the Company.

Clause 39. The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the directors, staff members, employees, persons holding any position or having any duty in the Company, and representative of the Company, including asking them to give an explanation or to deliver documents or evidence in connection with the operation of the business of the Company. The auditor shall prepare a report to be submitted to the Annual General Meeting of Shareholders on the balance sheet and profit and loss accounts, including report on the opinion of the auditor on the balance sheet and profit and loss

accounts as already audited for presenting the facts and correctness of the status of the operation of the Company.

- Clause 40. The auditor has the duty to attend every shareholders meeting at which the balance sheet, the profit and loss accounts and the problems relating to the accounts of the Company are considered in order to explain the auditing to the shareholders. The Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that shareholders meeting.

Chapter 7

Dividends and Reserve Fund

- Clause 41. No dividends shall be paid from other monies than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board sees that the profits of the Company justify such payment, and such dividends payment shall be reported to the shareholders at the next shareholders meeting.

Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of dividends payment shall also be published in a newspaper within one (1) month after the shareholders meeting has approved or the Board of Directors has resolved, as the case may be.

- Clause 42. The Company shall allocate part of its annual net profits as reserve fund for not less than five (5) percent of its annual net profits less accumulated losses brought forward (if any) until this fund reaches an amount not less than ten (10) percent of the registered capital. Apart from the specified reserve fund, the Board of Directors may propose to the shareholders meeting to resolve for the allocation of other reserve funds as deemed appropriate for the operation of the business of the Company.

Chapter 8

Books and Accounts

- Clause 43. The fiscal year of the Company shall commence on 1st January and end on 31st December of every year.

- Clause 44. Books and accounts of the Company may be made and kept in the English language, together with the Thai translation in the case where the law requires translation.

- Clause 45. The Directors shall cause true and complete the following accounts to be kept:
- (1) of the sums received and expended by the Company including of the matters in respect of which each receipt or expenditure takes place; and
 - (2) of the assets and liabilities of the Company;

- Clause 46. The Company shall prepare and maintain accounts including the auditing of accounts as required by the relevant laws and shall prepare the balance sheet and the profit and loss accounts at least once in every twelve (12) months which is the fiscal year of the Company for submission to the shareholders meeting for consideration and approval thereof at the Annual General Meeting.

- Clause 47. The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an Annual General Meeting:

- (1) copies of the balance sheet and the profit and loss accounts which have been examined by the auditor, together with the audit report of the auditor;
- (2) the annual report of the Board of Directors.

Clause 48. The Board of Directors shall cause minutes of all proceedings and resolutions of all meetings of shareholders and directors in Thai language, together with the English translation, to be recorded and duly entered in the minutes book which shall be kept at the registered office of the Company. Any such minutes are presumed correct evidence of the matters therein contained in such book.

Chapter 9. **Additional Provisions**

Clause 49. The Company may issue other securities under the securities and exchange law.

Clause 50. The seal of the Company shall be as follows:



Clause 51. In case the Company or its subsidiary enters into a connected transaction or a transaction related to the acquisition or disposal of the major assets of the Company or its subsidiary as defined under the notifications of the Stock Exchange of Thailand governing the entering into of a connected transaction of listed companies or a transaction related to acquisition or disposal of the major assets of listed companies, the Company shall comply with the said rules and procedures as prescribed in respect thereof by the said notifications.



Notice of Meeting Form (Registration Form with QR Code)
(Please see the document provided separately)

**Measures and Guidelines for the Annual General Meeting of Shareholders for the year 2022
Under the Pandemic Situation of Coronavirus Disease 2019**

The Company is deeply concerned for the health and safety of the meeting participants. Therefore, it has determined the Measures and Guidelines for the Annual General Meeting of Shareholders for the year 2022 in order to prevent and minimize the risk of transmission of COVID-19 as follows:

1. Shareholders are encouraged to **appoint an independent director as proxy to attend the meeting** on their behalf in order to reduce overcrowding at the meeting area with the proxy form as determined by the Company, of which:
 - General shareholders: please use Proxy Form B (as enclosed); and
 - Foreign shareholders who have appointed a custodian in Thailand: please use Proxy Form C (can be downloaded from the Company's website).

Shareholders may submit the proxy form and the registration documents as per the details set out in the Invitation to the Annual General Meeting of Shareholders for the year 2022 to the Company **within Thursday April 21, 2022** using the reply envelope provided by the Company (no postal stamp required), or via registered mail to the Company Secretary at the Company's address as follows:

Company Secretary
U City Public Company Limited
TST Tower, 21 Soi Choei Phuang, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok, Thailand 10900

2. Shareholders who are unable attend the meeting in person and appoint an independent director as their proxy may watch the meeting via live streaming on the Company's website at www.ucity.co.th. **The Shareholders can only watch the live streaming and cannot vote or submit any inquiry through this channel.** Shareholders can enter their shareholder registration number (10 digits) provided on the Notice of Meeting Form (Registration Form with QR Code) as per Enclosure 8 to register for the live. The Company limits 1 shareholder registration number per 1 watching right, the broadcast will be viewable at 2.00 p.m. onwards.
3. Shareholders are encouraged to **submit questions that are relevant to the meeting agenda in advance** together with the accessible name, address, telephone number, and email address (if any), to the Company Secretary via email at **CompanySecretary@ucity.co.th**, or at the Company's address above.
4. **In the event that shareholders and/or proxies wish to attend the meeting in person**, the Company kindly ask for cooperation to strictly comply with the following precautionary measures against COVID-19 pandemic:
 - 4.1 **Wear a face mask at all time** while present at the meeting area, clean hands frequently with alcohol based sanitizing gel, and practice physical distancing of at least 1 meter from others;
 - 4.2 **Check-in and check-out at the meeting area (Thai Chana Platform)** by using the mobile phone to scan the QR Code provided or notifying the name and phone number to the Company's officers for the purposes of monitoring the number of participants and follow-up (if necessary) pursuant to the disease control measures set out by the government authorities;

The Company will allow only shareholders and/or proxies to enter the meeting area. **Other persons accompanying the shareholders and/or proxies will not be allowed to enter the meeting area;**

- 4.3 **All participants have to show proof of vaccination (at least 2 doses)** (by showing vaccination certificate or proof in Mho Prom application) or **show negative rapid antigen test (ATK) result not older than 2 days** to the Company's officer at the screening checkpoint;

- 4.4 **Complete the COVID-19 Screening Form** (as enclosed) truthfully and correctly for submission to the Company's officers at the screening checkpoint and take a body temperature check. **Please spare time for the screening process before entering the meeting area;**

If a shareholder and/or proxy has a body temperature of 37.5°C or higher, shows sign of respiratory symptoms (cough, sore throat, nasal congestion, shortness of breath or difficulty in breathing) or any other indications, or has a risk of COVID-19 infection, the Company reserves the rights to not allow such person to enter into the meeting area. Medical staff at the screening checkpoint will provide recommendations as appropriate;

- 4.5 **The Company will arrange seats to be positioned at least 1 meter apart** which will limit the number of seats in the meeting room **to accommodate participants to approximately 150 seats only. Therefore, the Company sincerely asks for your cooperation to sit at the assigned seating number.** Seats are not allowed to be changed or re-located. The Company will assign the seating number to shareholders and/or proxies who pass the screening, complete the registration, and receive the seating card on a first come, first served basis.

In the event that the seats are fully occupied, the Company reserves the rights to not allow additional shareholders and/or proxies to enter the meeting room. No seats will be added and no standing in the meeting room.

- 4.6 For those who passed the screening process, the Company kindly ask for your cooperation to always wear a face mask while attending the meeting. The shareholders and/or proxies who passed the screening process will get the screening checked sticker. The Company kindly asks for your cooperation to put on the screening checked sticker at all time while present at the meeting area.

For those who does not passed the screening process or not able to attend the meeting due to the seats in the meeting room is fully occupied, please appoint an independent director of the Company as proxy to attend the meeting. The Company will provide a stamp duty for such proxy form. **In case that you are a proxy, please be informed that you cannot appoint an independent director of the Company as your proxy.**

- 4.7 **The Company will not provide a microphone in the meeting** in order to prevent and minimize the risk of spreading of the disease through sharing of microphones. Should you have any questions during the meeting, **please write down on the paper and submit to the Company's officer in the meeting room instead of asking on microphone.**

- 4.8 **No food, coffee or any beverages will be provided and eating food or snack in the meeting area is strictly prohibited** to prevent and minimize the risk of disease spreading;

- 4.9 The Company will procure a cleaning of the meeting area before the meeting is commenced in compliance with the guidelines set out by the Ministry of Public Health, and also provide alcohol-based sanitizing gel at the meeting area.

5. The meeting will be conducted concisely and adjourned within 2 hours and questions to be responded in the meeting will be limited as appropriate, to limit exposure from staying among a large group of people for a long period.
6. **No distribution of the Invitation to Annual General Meeting of Shareholders for the year 2022 and Annual Report 2021 (Form 56-1 One Report)** in publication form at the meeting, to ensure hygiene and sanitation of all participants and reduce impact on the environment. The Shareholders can download the Invitation to the Annual General Meeting of Shareholders for the year 2022 and Annual Report 2021 (Form 56-1 One Report) via QR Code provided.

Shareholders and/or proxies may experience inconveniences due to the limitation on the number of participants, possible delays from the screening and registration processes, as well as other arrangements necessary for preventing and minimizing the risk of transmission of COVID-19. The Company hereby apologizes for any inconveniences.

Should there be any change in the pandemic situation of COVID-19 as well as additional announcements and policies regarding the disease control measures set out by the government authorities, the Company may adjust the Measures and Guidelines for the Annual General Meeting of Shareholders for the year 2022 in order to correspond with the pandemic situation and the announcements and policies of the government authorities at the time, which will be further notified via the Stock Exchange of Thailand's website and the Company's website at www.ucity.co.th.

แบบสอบถามเพื่อการคัดกรองโรคติดเชื้อไวรัสโคโรนา 2019
สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565
(COVID-19 Screening Form for the Annual General Meeting of Shareholders for the year 2022)

ชื่อ - สกุล หมายเลขโทรศัพท์

Name-Surname

Phone no.

☐ ผู้ถือหุ้น / Shareholder ☐ ผู้รับมอบฉันทะ / Proxy ☐ อื่น ๆ (โปรดระบุ) / Other (please specify).....

ท่านมีอาการอย่างใดอย่างหนึ่งดังต่อไปนี้ หรือไม่

Do you have any of the following symptoms?

- | | | |
|---|-----------------------------------|-------------------------------------|
| 1. อุณหภูมิร่างกาย $\geq 37.5^{\circ}\text{C}$ / body temperature $\geq 37.5^{\circ}\text{C}$ | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 2. ไอ เจ็บคอ น้ำมูก / cough, sore throat, nasal congestion | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 3. หายใจเหนื่อย หรือหายใจลำบาก / shortness of breath or difficulty in breathing | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 4. ปวดเมื่อยเนื้อตัว / aches and pains | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 5. ท้องเสีย / diarrhea | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |
| 6. สูญเสียความสามารถในการดมกลิ่นหรือรับรส / loss of smell or taste | <input type="checkbox"/> มี / Yes | <input type="checkbox"/> ไม่มี / No |

ท่านได้สัมผัสใกล้ชิดกับผู้ที่มีความเสี่ยงหรือยืนยันการติดเชื้อโรค COVID-19 หรือมีการเดินทางไปหรือกลับจากพื้นที่เสี่ยงต่อการติดเชื้อโรค COVID-19 ในช่วง 14 วัน ก่อนประชุมหรือไม่

Have you had physical or close contact with any person having risk or confirmed of COVID-19 infection or have you travelled to or from any area with risk of COVID-19 infection during the past 14 days prior to the meeting?

☐ มี (โปรดระบุ) /Yes (please specify) ☐ ไม่มี / No

สมาชิกในครอบครัวหรือนุคคลใกล้ชิดของท่านมีอาการอย่างใดอย่างหนึ่งข้างต้น หรือได้สัมผัสใกล้ชิดกับผู้ที่มีความเสี่ยงหรือยืนยันการติดเชื้อโรค COVID-19 หรือมีการเดินทางไปหรือกลับจากพื้นที่เสี่ยงต่อการติดเชื้อโรค COVID-19 ในช่วง 14 วัน ก่อนประชุมหรือไม่

Does your family member or close person have any of the above symptoms, or has had physical or close contact with any person having risk or confirmed of COVID-19 infection or has travelled to or from any area with risk of COVID-19 infection during the past 14 days prior to the meeting?

☐ มี (โปรดระบุ) /Yes (please specify) ☐ ไม่มี / No

ข้าพเจ้าขอรับรองว่า ข้อมูลข้างต้นถูกต้องและเป็นความจริง

I hereby certify that the information given above is true and correct.

ลายมือชื่อ

Signature

สำหรับเจ้าหน้าที่ / For officer
☐ ไม่พบความเสี่ยง สามารถเข้าจุดลงทะเบียนได้

No risk found, allow to enter the registration desk.

☐ พบความเสี่ยง เจ้าหน้าที่ทางการแพทย์ให้คำแนะนำ

Risk found, medical staff to provide recommendations.

**Guidelines for QR Code Usage
for downloading the Invitation to the Annual General Meeting of Shareholders for the year 2022
and Annual Report 2021 (Form 56-1 One Report)**

Shareholders can download the Invitation to the Annual General Meeting of Shareholders for the year 2022 and Annual Report 2021 (Form 56-1 One Report) through the QR Code provided on the Notice of Meeting (Registration Form with QR Code as enclosed) by following the steps below.

For iOS operating system (iOS 11 or upper)

1. Turn on the camera on your mobile phone or iPad.
2. Scan the QR code by turning your camera on your mobile phone to face the QR Code.
3. The notification will appear on the screen. Click on the notification to download.

For iOS operating system and Android operating system

Shareholders can download the above documents through various applications, e.g. QR Code Reader, Facebook or Line. The process for scanning the QR Code through Line application are as follows:

1. Access to Line application and click on “Add Friend” and then select QR Code.
2. Scan the QR Code by turning your camera on your mobile phone to face the QR Code.
3. The notification will appear on the screen. Click on the notification to download.

As of 14 February 2022

(-Translation-)

**Privacy Policy for Shareholders' Meeting of
U City Public Company Limited**

U City Public Company Limited (the “**Company**”) realizes the importance of the protection of personal data. The Company therefore shall comply with its safety measure for the collection, use and/or disclosure of the Personal Data (as defined below).

This Privacy Policy (the “**Privacy Policy**”) describes how the Company collect, uses and/or discloses your Personal Data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company’s meeting of the shareholders/securities holders.

The Company may amend and/or revise this Privacy Policy from time to time which you will be notify if any material amendment has been made. The latest amendment date will be indicated on the top of page of the Privacy Policy. The Company urges you to carefully read and consistently review any amendment to the Privacy Policy made by the Company under the terms and conditions of this Privacy Policy.

1. Personal data collected by the Company

For the purpose of this Privacy Policy, “**Personal Data**” means any information relating to a person, which enables the identification of such person, whether directly or indirectly as described below.

The Company may collect your Personal Data, whether directly or indirectly from other source, i.e. the Company may collect your Personal Data directly from you (e.g. through your interaction on the Company’s online platform, website or mobile application, e-mail, telephone, questionnaire, name card, post, during meetings and events, personal appointment, or from the Company’s system, database or transportation software system, and/or electronic files).

Furthermore, the Company may collect your Personal Data indirectly from the companies under BTS Group (as defined in the Clause “**Disclosure of your Personal Data to third parties**” below) or public sources (such as online media and third parties or relevant governmental authorities’ website). The Personal Data collected are subject to your relationship with the Company or BTS Group. The Company may collect your following Personal Data:

- 1) **Personal Data** such as name, last name, sex, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares/securities holding (such as corporate holder, number of share/securities held, share/securities number, category, shareholding ratio), details on proxy (name, address of the proxy, name of the Company’s independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.) and/or dividend amount;
- 2) **Contact Information** such as address, phone number, mobile phone number and/or e-mail;
- 3) **Financial Information** such as information regarding bank account (such as account name, account number, name of the bank, swift code, account location) and/or information on the relevant contracts such as Share Purchase Agreement; and
- 4) **Sensitive Information** such as health information (for the purpose of screening and control of communicable or epidemic disease).

The Company will not collect, use and/or disclose sensitive Personal Data unless the Company has obtained an explicit consent from you or it is legally permissible to do so.

In the event that the Company has collected Personal Data of other person from you (such as father, mother, spouse, child or emergency contact person), e.g. name, last name, address, relationship, contact information and any relating documents, the Company shall deem that you represent and warrant to the Company that you have an authority to do so by (1) inform such person of the details of this Privacy Policy and (2) you obtained consent (as necessary or required by law) for the Company to use such Personal Data under this Privacy Policy.

2. Purposes of the collection, use and/or disclosure of your Personal Data

Apart from obtaining your consent in the case that it is legally required, to collect, use and/or disclose your Personal Data for the following purposes, the Company may rely on or hold to (1) contractual basis – for entry into an agreement or execution of an agreement with data subject or performing contractual obligations to the data subject; (2) legal obligations basis – for the legal compliance of the Company; (3) basis of lawful benefit of the Company and third parties, which must be in proportion to the benefit and fundamental rights in relation to your Personal Data; (4) basis of protecting or preventing harm against the life, body, or health of a person; and/or (5) public interest basis – for the performance of duty in carrying out a task for the public interest of or the performance of duty in exercising the state’s power or other legal grounds as permissible under the law on personal data protection (as the case maybe), depending on your relationship with the Company:

- 1) identity check and verification and proceeding as you requested;
- 2) holding the meeting of shareholders/securities holders and proceeding regarding voting and vote counting at the meeting of shareholders/securities holders;
- 3) preparing the register book of shareholders/securities holders or preparing title documents for holding or transferring, issuing of new share/securities certificate and/or splitting share/securities certificates for the sale and purchase and/or exchange of share/securities;
- 4) dividend payment to the shareholders/securities holders;
- 5) security and maintaining security for the Company’s business;
- 6) compliance with rules, regulation and articles of association of the Company, including laws and/or legitimate orders of the courts, regulatory authorities, government agencies, and/or state organizations;
- 7) exercising of rights or protecting the legitimate interest of the Company as necessary, such as auditing and protecting fraud, crime or non-compliance with laws;
- 8) public interest for protecting third parties who are in the premises or places under the Company’s supervision; and
- 9) protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be), such as for precaution of contagious disease or epidemic.

In the case that you cannot provide your Personal Data as the Company may request, as necessary, to collect your Personal Data as legally required, or to perform contractual obligations or to enter into an agreement with you, the Company may not able to allow you to attend the meeting convened by the Company.

3. Disclosure of your Personal Data to third parties

The Company may disclose your Personal Data to BTS Group, the Company's business partners, securities depository, service providers (such as the company providing services on registration system and vote counting), consultants, law enforcing agencies, courts, state officials, state agencies and regulatory authorities.

Please see the list of companies under BTS Group at <https://www.ucity.co.th/en/download/personal-data-protection-policy>

4. Transfer of your Personal Data to foreign countries

The Company may disclose or transfer your Personal Data to foreign countries with a personal data protection standard that is higher or lower than of Thailand. The Company shall proceed per the procedures required by the law.

5. Period for retention of personal data

The Company shall retain your Personal Data for as long as it is reasonably necessary to fulfil the purpose for which the Company collected it and to comply with the applicable laws. The Company may retain your Personal Data longer if it is necessary for the Company's compliance with applicable laws.

6. Cookies and Cookies Usage

If you visit the Company's website, the Company will automatically collect your data by using tracking tools and cookies (including but not limited to Google Tag Manager, Google Analytics, Hotjar Matomo, Zendesk, Facebook Pixel Analytics, Facebook Ad Manager and Google Cloud). Cookies are tracking technology to analyze trend, manage the Company's website, track the website's user behavior or remember users' personalization setting. Some of the cookies are necessary for appropriate operation of such website. The others are for convenience of the users, such as cookies which remember your username securely and your preferred language.

Most browsers allow you to allow or block cookies. If you block cookies, your ability to use or access a part of or all functions in the Company's website may be restricted. Please see further of Cookies Policy at <https://www.ucity.co.th/en/download/personal-data-protection-policy>

7. Safety measure

The Company has prepared adequate personal data protection safety measure which includes administrative safety measure, technical safety measure and physical safety measure in relation to the access or control of the access to Personal Data to maintain the confidentiality, accuracy, and completeness, and readiness for the use of Personal Data for the purpose of avoidance of loss, access, use, change, amendment or disclosure of personal data without authority or improperly in compliance with the applicable laws.

For further details of the Company's safety measure, please see full version of Privacy Policy of the Company at <https://www.ucity.co.th/en/download/personal-data-protection-policy>

8. Your rights as a data subject

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access, and obtain a copy of your Personal Data, to request the Company to disclose the acquisition of your Personal Data without your consent, to transfer, amend, erase, destroy, and anonymize your Personal Data, including to object and suspend the collection, use and/or disclosure of your Personal Data in certain cases. The Company may withdraw your consent in the case that the Company is relying on such consent. In addition, if you consider that the Company violates the provisions of the law on personal data protection, you have the right to lodge a complaint to the relevant authority as prescribed by law.

6. Company contact information

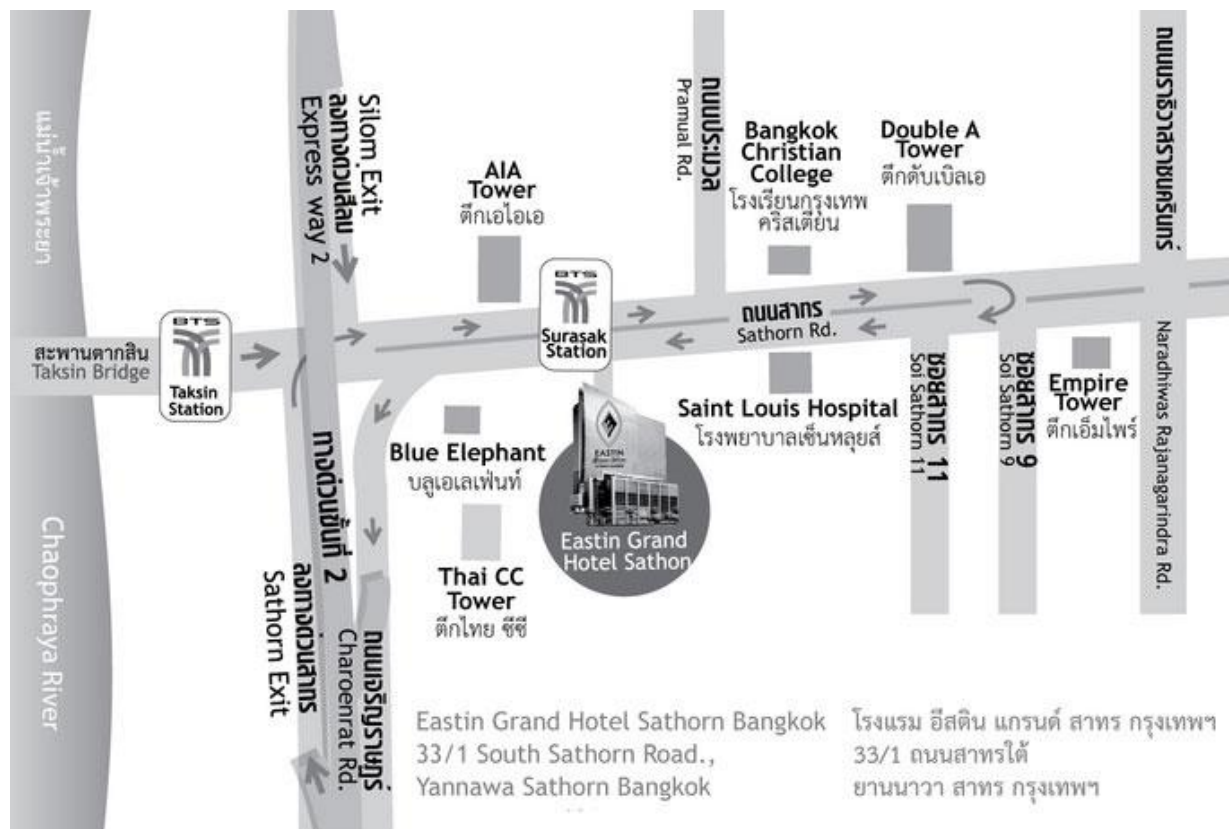
Should you have any questions, inquiries or requests to exercise the rights in relation to your Personal Data, please kindly contact the Data Protection Officer (DPO) at:

U City Public Company Limited
TST Tower, 21, Viphavadi-Rangsit Road, Chomphon, Chatuchak,
Bangkok, Thailand 10900
Email: dpo@ucity.co.th
Tel: 02-2738838

Map of the Meeting Venue

Eastin Grand Hotel Sathorn Bangkok

The Surasak Ballroom, 11th Floor, No. 33/1 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok.



Suggestion to directions

- ☐ **BTS Sky train:** Get off at BTS Surasak Station, Exit 4
- ☐ **Buses through Sathorn Road:** Route 17, 77, 142 and 169
- ☐ **Eastin Grand Hotel Sathorn Bangkok Telephone Number :** 02210-8100