



## Notice of the 50<sup>th</sup> Annual General Meeting of Shareholders

On Wednesday, April 28<sup>th</sup>, 2021 at 10.00 a.m.

**New Plus Knitting Public Company Limited**

Head Office Meeting Room New Plus Knitting Public Company Limited

34 Moo 20 Suwintawong Road, Saladaeng Sub-District, Bangnumprai District,

Chachoengsao 24000

*Registration opens at 08.00 a.m.*

*Please bring the Notification of meeting (Registration Form with Barcode) on the meeting day.*

*For the right to attend the meeting*

March 26<sup>th</sup>, 2021

Notice of the 50<sup>th</sup> Annual General Meeting of Shareholders

To: Shareholders

Enclosure herewith:-

- 1 Copy of the Minutes of the Annual General Meeting of Shareholders No.49<sup>th</sup> on April 28<sup>th</sup>, 2020
- 2 Annual report 2020 in QR Code format consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31<sup>st</sup>, 2020, Shareholders can download Annual Report through QR Code on the Notification of Meeting
- 3 Profile of the nominated persons to be Directors in replacement of those who are retired by rotation
- 4 The definition of "Independent Director"
- 5 The Profile data of Independent Directors and Audit Committee that Company nominated the name as the authorized person from shareholders
- 6 The Articles of Association which related to the Annual General Meeting of Shareholders
- 7 Documents and Evidence required prior to attend the meeting and regulation for the meeting
- 8 The process of attending the Annual General Meeting of Shareholders
- 9 Map of the venue of the Shareholders' General Meeting
- 10 Requirement Form of the Annual Report (Printed Form)
- 11 Proxy Form B
- 12 The Notification of Meeting (Registration Form shall be to present on Meeting Day)
- 13 QR Code downloading procedures for the Annual Report 2020

The Board of Directors of New Plus Knitting Public Company Limited determined to arrange the Annual General Meeting of Shareholders No.50<sup>th</sup> on Wednesday, April 28<sup>th</sup>, 2021 at 10.00 A.M. at the meeting room head office New Plus Knitting Public Company Limited No.34 Moo 20 Suwintawong Road, Bangnumprao Sub-District, Saladaeng District, Chachoengsao 24000. For this meeting, the Company had given the opportunity to shareholders to propose agenda and/or nominate candidates to be elected as directors during December 1<sup>st</sup>, 2020 to December 30<sup>th</sup>, 2020 and there were not any shareholders propose agenda and/or nominate candidates to be elected as directors. Therefore, the company determined agenda to consider as follows;

**Agenda 1: Consideration for the approval on the Minutes of the General Meeting of Shareholders No.49<sup>th</sup>, on April 28<sup>th</sup>, 2020**

**Fact and Reason** : The minutes was arranged and submitted to the Stock Exchange of Thailand and publicized on company's website: [www.newplus.co.th](http://www.newplus.co.th) within 14 days from the day of the Annual General Meeting of Shareholders and also to Department of Business Development, Ministry of Commerce according to the requirement of the laws. It was submitted with the Notice of the General Meeting of Shareholders, herewith the **Attachment No.1**

**Board of Director's Opinion** : Such minutes as stated above was recorded correctly and should be submitted to the Annual General Meeting of Shareholders of approval.

**Voting** : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

**Agenda 2: Acknowledgement of the report of the Board of Director for the past year.**

**Fact and reason** : Report of the Board of Directors and the operation results of the company in 2020 provided in the Annual Report of 2020 in QR Code format were presented on the Notification of Meeting in accordance with requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand was submitted together with the notice of the Annual General Meeting of Shareholders herewith the **Attachment No.2**

**Board of Director's Opinion** : Such report should be submitted to the Annual General Meeting of Shareholders for acknowledgement.

**Voting** : This agenda is intended for acknowledgement proposes which is not vote required.

**Agenda 3: Consideration for the approved on the Financial Statement for the year ended December 31<sup>st</sup>, 2020.**

**Fact and reason** : Such Financial Statements were prepared in accordance with the financial reporting standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and Boards of Directors, details are as follows:

(Unit : Baht)

list	Consolidate Financial Statements	Separated Financial Statements
Total Assets	490,132,583	395,574,900
Total Liabilities	53,524,071	41,777,783
Shareholder's Equity	436,608,512	353,797,117
Total Income	213,328,610	174,809,386
Net Profit	9,512,327	356,792
Earning Per Shares (Baht)	0.95	0.04

The details as shown in Financial Statements 2020 herewith the **Attachment No.2**

**Board of Director's Opinion** : Such Financial Statements should be submitted to the Annual General Meeting of Shareholders for approval.

**Voting** : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

**Agenda 4: Consideration for the approval on the appropriation of Profit and Dividend payment.**

**Fact and reason** : The Company's dividend payment will pay the dividend by consideration of Business results, Cash Flow and the Overall Economic Situation, the policy to pay dividends divided equally by number of share, with additional conditions and by legal reserve at last 5 percent of earning. In the year 2020, the Company had Net Profit for the Separated Financial Statements of 356,792 Baht, but the company has retained earnings to allocate dividends to shareholders.

**Board of Director's Opinion** : The Company's dividend payment will pay the dividend by consideration of business results, cash flow and the overall economic situation detail as follows:

1. Legal reserve has already been set up. Therefore do not set up additional reserves this year.
2. To pay dividend at the rate Baht 0.10 per Share from 10 Million Shares, totaling Baht 1,000,000 which will be paid from retained earnings subject to 23% of corporate income tax, wherein individual shareholders shall be entitled to a Dividend Tax Credit under Section 47 bis of the Revenue Code.

The shareholders eligible to receive dividends payments would be those with their names appearing on the Record Date so entitling them to receive dividend payments on May 10<sup>th</sup>, 2021. Payment date was set for Monday, May 24<sup>th</sup>, 2021. The details as dividend payment from the past 3 years are as follows;

Dividend payment details (Separated Financial Statements)	Year 2021 Proposed	Year 2020 Paid	Year 2019 Paid
Net Profit (Baht) (Separated Financial Statements)	356,793	(1,027,513)	20,205,063
Number of shares (shares)	10,000,000	10,000,000	10,000,000
Dividend per share (Baht)	0.10	0.20	0.40
Total amount (Baht)	1,000,000	2,000,000	4,000,000
Share of Net Profit (%)	280.27%	194.64%	19.80%

For the year 2020, the company proposed to pay dividend from the retained earnings from the Separated Financial Statements as follows:

Year	Profit Appropriation Balance (Baht)	Amount Appropriation (Baht)	Unappropriation Retained Earning Balance (Baht)	Tax Rate (%)
Year 2012	58,728,341	(1,000,000)	57,728,341	23
Year 2013	17,059,481	-	17,059,481	20
Year 2014	17,685,958	-	17,685,958	20
Year 2015	15,322,988	-	15,322,988	20
Year 2016	22,449,829	-	22,449,829	20
Year 2017	16,257,210	-	16,257,210	20
Year 2018	17,178,310	-	17,178,513	20
Year 2019	(1,027,513)	-	(1,027,513)	20
Year 2020	(1,216,395)	-	(1,216,395)	20
<b>Total</b>	<b>162,438,209</b>	<b>(1,000,000)</b>	<b>161,438,209</b>	

**Voting** : This agenda must be approved with majority votes of all shareholders who attended the meeting and were eligible to vote.

**Agenda 5: Consideration for the election of company directors in replacement of those who are retired by rotation.**

**Fact and reason** : According to the Public Company Act B.E. 2535 and Article 21 of the Company's Articles of Association, at the annual shareholders' meeting each year, one-third of the sitting directors would be required to retire upon term completion, whereby such retiring directors were eligible for re-election to serve another term. Out of the total 7 company directors, the 2 directors due to retire upon term completion at the shareholders' general meeting were as follows:

- 1) Mrs. Chamnean Chokvathana Director / Chairman of the Board
- 2) Mr. Pinit Trairatrungreang Independent Director / Member of Audit committee

The company had earlier provided the shareholders with the opportunity to nominate candidate to be considered as company director to the shareholders' meeting for 2021 in advance, during the period of December 1 – 30, 2020. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to said meeting. For said nomination process, proper careful consideration were exercised by The Board of Directors in selecting qualified candidates on an individual basis as the member of director with interests did not vote to select himself, in compliance with the existing company criteria and method relating to such position consideration.

Upon Careful consideration of the candidates' qualifications in terms of Board Diversity and qualifications that were in accordance with the strategy of the company's business operation by using the

analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix, accompanied by good leadership, sound vision, good ethics and morality, and supported by good past performances record, either as company director or member of various sub-committees for the company so far, as well as the candidates did not possess any qualification restriction or forbidden aspect as specified in Article 68 of The Public Company Act B.E. 2535, and the requirement of The Securities and Exchange Commission. The Board of Directors to nominate above 2 outgoing directors to the shareholders' meeting, for their further consideration and approval to re-elect these persons to serve another term as company directors.

According to the Public Company Act B.E. 2535 in Article 86, company directors are prohibited from to be a director of another companies operating in the same business and competition with the business of the company unless notified to the shareholders' meeting. Therefore, would like to notify the shareholders' meeting before considering the appointment of the company's directors. There are some company directors proposed for election at this meeting to be other companies operating the same business as follows:

Name	Position	Companies
Mrs. Chamnean Chokvathana	Vice Chairman	New City (Bangkok) PCL, Sells of stockings and socks
	Chairman of the Board	New Plus Industry Co., Ltd, Manufacture of stockings and socks
Mr. Pinit Trairatrungreang	Director	New Plus Industry Co., Ltd, Manufacture of stockings and socks

**Board of Director's Opinion** : The Board of Directors excluding those Directors having possible conflict of interests, has considered and screened the qualifications of those persons being nominated as Directors on an individual basis according to the criteria and process for the selection of Directors. The persons nominated for the position of director were qualified to engage with the company's business. Their experiences and abilities benefited to the company. Accordingly, The Board of Directors resolved to endorse the proposal by The Nomination Committee, to nominate the 2 retiring directors to the shareholders' general meeting, for re-election to serve another term as directors as follows:

1. Mrs. Chamnean Chokvathana
2. Mr. Pinit Trairatrungreang

In the regard, Mr. Pinit Trairatrungreang, Independent Director, had served as company director for 0.6 year. When including the length of term until completion of this term, he will serve the director term more than 3.6 consecutive years. He was knowledgeable and had experience in the field that the company needed, as well as provided useful advice. He had well performed this duties during

independent directorship duration and could express opinion independently and in accordance with the relevant rules.

Enclosed please find the profile of the persons being nominated as directors replacing those due to retire upon term completion and the definition for independent director complying with requirements by The Capital Market Supervisory Board, whose details are displayed as per Attachment No.3 and No.4

Voting : Based on majority votes of the shareholders present at the meeting and having voting rights

Agenda 6: Consideration for the determination the remuneration of Company's Directors.

Fact and reason : According to Article 32 of the Company's Articles of Association the company was not allowed to provide the directors with any financial payment or assets, except such payment deemed as legitimate benefit duly accorded the directors, such as salary, gratuities meeting allowances, gratuities medical expenses, fuel, transportation which did not include such remuneration or benefit normally provided the directors as company employees. In 2020, the Annual General Meeting of Shareholders agreed to approve the remuneration of Company's Directors not exceeding Baht 2 Million, and assigned the Board of Directors to allocate such budget amount approved by the shareholders' meeting. For year 2020, the company has allocated remuneration budget for the for total amount Baht 270,000,classified into annual remuneration for the Board of Directors of Baht 246,000 together with meeting allowances for the Audit Committee of Baht 24,000.

Details of the criteria for the directors' remuneration were based on the consideration of the Board of Directors performances, authority, duty, and responsibility scope, as well as the operation results and growth prospect for the company, the financial liquidity position, and such factors posing possible impacts on both company and overall economic situation, together with performance of individual directors. Consideration was also given to the budget amount approved by the shareholders' meeting, the remuneration amount for the previous year and the comparison with companies is similar business.

For the year 2021, the Board of Directors to propose the remuneration for the directors not exceeding Baht 2 Million same as the year earlier, according to remuneration details as follows:

1. Directors' Remuneration and Sub-committee, that committee consisted of the Audit Committee including any other sub-committee appointed by the Board of Directors as necessary and appropriated in the future. The remuneration was paid in the form of annual remuneration and meeting allowances to those who attended the meeting without other remuneration and benefit

Details of remuneration payments were as follows:

- 1.1 Annual remuneration : paid to all Directors, based on the consideration by the Board of Directors

1.2 Meeting allowance : paid to Independent Director and Audit Committee to those who attended the meeting, based on the consideration by the Board of Directors

1.3 Other remuneration and benefit : -None-

Whereas above remuneration criteria need to receive the approval by the Board of Directors, and cannot exceed the budget amount approved by the shareholders' meeting

**Board of Director's Opinion** : The Board of Directors resolved to propose to the shareholders' meeting to approve yearly directors' remuneration not exceeding Baht 2 Million per year (same as the directors' remuneration in the previous year), as proposed by the Board of Directors since such remuneration was appropriate and reflected the director's authority, duty, and responsibility scope, as well as the company' operating results and business growth. Additionally, the remuneration was based on criteria comparable to other companies in the same business sector.

**Voting** : Based on not less than two-third of total number of the shareholders' present at the meeting

**Agenda 7: Consideration for the appointment of the Auditors and Determination the remuneration of Auditors.**

**Fact and reason** : According to the Articles of Association, Article 48 and 49, the Auditor must not be Director, Employee, Staff or any position of the Company. The Auditor will be appointed in every Annual General Meeting of Shareholders. The Company may re-appoint the former Auditor after terminating. In 2020, the Auditors are, Mrs. Suwanee Kittipanya-ngam Certified Public Accountant (Thailand) No. 2899, had served 4 terms as company auditor certifying the company's financial statements namely 2017 to 2020 and/or Mr. Pornchai Kittipanya-ngam Certified Public Accountant (Thailand) No.2778, had served 5 terms as company auditor certifying the company's financial statements namely 2012 to 2016 and/or Miss Sudaporn Tawapee Certified Public Accountant (Thailand) No. 6862, had never served as company auditor certifying the company's financial statements of BUNCHIKIT COMPANY LIMITED.

In the year 2021, Audit Committee considered to select and proposed to appoint;

1. Mrs. Suwanee Kittipanya-ngam Certified Public Accountant (Thailand) No.2899  
Had served 4 terms as company auditor certifying the company's financial statements namely 2017 to 2020, and/or
2. Mr. Pornchai Kittipanya-ngam Certified Public Accountant (Thailand) No. 2778  
Had served 5 terms as company auditor certifying the company's financial statements namely 2012 to 2016, and/or
3. Miss Sudaporn Tawapee Certified Public Accountant (Thailand) No. 6862  
Had never served as company auditor certifying the company's financial statements



of BUNCHIKIT Company Limited to be the Company's and its subsidiaries auditors for the year 2021. BUNCHIKIT Company Limited proposed the existing auditors and determined the remuneration of auditor fee as follows:

Description	Year 2021	Year 2020	Increase/ Decrease
<b>1. New Plus Knitting Public Company Limited</b>			
- Audit fee for the year	460,000	460,000	-
- Quarter Review of the financial statements (3 quarter)	330,000	330,000	-
<b>Total – New Plus Knitting Public Company Limited</b>	<b>790,000</b>	<b>790,000</b>	<b>-</b>
<b>2. New Plus Industry Company Limited</b>			
- Audit fee for the year	100,000	100,000	-
- Quarter Review of the financial statements (3 quarter)	90,000	90,000	-
<b>Total – New Plus Industry Company Limited</b>	<b>190,000</b>	<b>190,000</b>	<b>-</b>
<b>3. New Plus (89) Company Limited</b>			
- Auditor fee for the year	55,000	55,000	-
- Quarter Review of the financial statement (3 quarter)	60,000	60,000	-
<b>Total – New Plus (89) Company Limited</b>	<b>115,000</b>	<b>115,000</b>	<b>-</b>
<b>Total – The Company's and its Subsidiaries</b>	<b>1,095,000</b>	<b>1,095,000</b>	<b>-</b>

**Board of Director's Opinion** : It agreed to the Audit Committee selection and proposal. It should propose to the Annual General Meeting of Shareholders to appoint Mrs. Suwanee Kittipanya-ngam, Certified Public Accountant (Thailand) No. 2899 and/or Mr. Pornchai Kittipanya-ngam, Certified Public Accountant (Thailand) No. 2778 and/or Miss Sudaporn Tawapee, Certified Public Accountant (Thailand) No. 6862 of BUNCHIKIT Company Limited for the year 2021 by the determination the audit fee as stated above is Baht 1,095,000.- as stated above, with consideration of qualification to accordance with the company's Article of Association and the Securities and Exchange Commission, independent, working standard, BUNCHIKIT Company Limited working results and compared with quantity of works and audit fee rate with other listed companies at the same level, audit fee is appropriated.

**Non-Audit Fee**

The company's and its subsidiaries do not have other service fees that are received from the auditing company that the auditor is affiliated with.

The auditors mentioned above do not have any relationship or vested interest with the company / associate companies / executives / major shareholders on any person who related to them.

**Voting** : This agenda must be approved with majority vote of all shareholders who attended the meeting and were eligible to vote.

## Agenda 8: Other matter (if any)

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date at 08.00 a.m. onward. It is Company's policy for shareholders to participate in company operation, shareholders can submit question in advance. Shareholders, who have the questions related to any agenda of the Annual General Meeting of Shareholders, are able to send the question in advance at E-mail: [newplusknitting@hotmail.com](mailto:newplusknitting@hotmail.com) or registered mail to Mrs. Mathuroscharee Phokasomboon (the company's secretary), New Plus Knitting Public Company Limited, 34 Moo 20 Suwintawong Road, Saladaeng Sub-District, Bangnumprai District, Chachoengsao 24000 or Fax No. 038-593-125 within April 20<sup>th</sup>, 2021, and specify the name, address and telephone number which is able to contact. The company's Secretary will collect all questions submitted to the President for consideration orderly and answer questions submitted in advance on the meeting day.

For your convenience, if you are able to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form attached or download only one of three Proxy Forms from the Company's website: [www.newplus.co.th](http://www.newplus.co.th). Foreign investors who authorize the custodian in Thailand to keep and oversee their shares can choose only one of the Proxy Form: Form A, Form B or Form C. Another Shareholder can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint the Independent Directors and being on Audit Committee that company nominated the name as the authorized person from shareholders, details are attached as the **Attachment No.5**

Yours are kindly requested to submit the complete Proxy Form at least 3 working days prior to the meeting in order to facilitate the verification of the evidence. The company will process registration with the Barcode System. For registration convenience, shareholders and proxy, please bring the Notification of Meeting (Registration Form) with signature as the Attachment No.12 on the meeting day for the rights to meeting attendance.

By the order of the Board of Directors

(Mrs. Orasa Kruthakool) (Miss On-Uma Fuakfon)

Director

Director

TRANSLATIONNEW PLUS KNITTING PUBLIC COMPANY LIMITED**The minutes of the General Meeting of Shareholders No.49**

The meeting was held at meeting room head office New Plus Knitting Public Company Limited on April 28<sup>th</sup>, 2020

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Total of the Company's Shareholders	845 shareholders	holding 10,000,000 shares
Total of the Shareholders and the Proxies	28 shareholders	holding 7,979,601 shares

Starting meeting at 10.00 A.M.

Mrs. Chamnean Chokvathana, Chairman of the Board, acting as Chairman of the meeting.

Mrs. Mathuroscharee Phokhasomboon, Company's Secretary, informed that there were of shareholders and proxies attending the General Meeting of Shareholders No.49, a number of 27 shareholders, holding 7,872,937 shares as follows;

The shareholders in person	5 shareholders	holding 333,507 shares
The proxies'	22 shareholders	holding 7,539,430 shares

which represented 27 shareholders, holding altogether 7,872,937 shares or 78.73% of the issued and paid up shares there are 10,000,000 shares which constituted the quorum. According to the Company's Article of Association, Article 36, shareholders and proxies shall not be less than 25 persons or not less than half (1/2) of the total number of shareholders, holding not less than one-third (1/3) of the total number of shares sold.

The company agreed to determine the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders No.49 on March 19<sup>th</sup>, 2020 with the right to attend the meeting there are 845 persons in total 10,000,000 shares, invited Mrs. Chamnean Chokvathana, Chairman of the Board, acting as Chairman of the meeting, to open the meeting

Mrs. Chamnean Chokvathana, Chairman of the meeting, opened the meeting on behalf of the Board of Directors of New Plus Knitting Public Company Limited, welcomed all shareholders attending the meeting before allowing the General Meeting of Shareholders No.49 to commence, and before proceeding on the meeting, introduced the Board of Directors as follows;

1) The Company's Directors consist of

- |                  |                  |                                |
|------------------|------------------|--------------------------------|
| 1. Mrs. Chamnean | Chokvathana      | Chairman and Managing Director |
| 2. Mr. Marut     | Chang-Amporn     | Director                       |
| 3. Mrs. Orasa    | Kruthakool       | Director                       |
| 4. Miss On-Uma   | Fuakfon          | Director                       |
| 5. Mr.Pinit      | Trairatrungreang | Director                       |

2) Independent Directors and Audit Committee consist of

- |                   |              |  |
|-------------------|--------------|--|
| 1. Mr. Montri     | Loeasethakul | Independent Director and Chairman of Audit Committee |
| 2. Miss Suwanna   | Sunhajariya  | Independent Director and Audit Committee             |
| 3. Miss Nutcharee | Romsai       | Independent Director and Audit Committee             |

3) Other executive who attended the meeting as follows:

- |                   |             |   |
|-------------------|-------------|---|
| 1. Mr. Warasak    | Krongyuthi  | Factory Manager                             |
| 2. Mr. Damrong    | Wathanawit  | Production Manager                          |
| 3. Miss Thunyada  | Chompusri   | Manager of Research and Product Development |
| 4. Mrs. Kingkaew  | Bunyanupong | Human Resources Manager                     |
| 5. Mrs. Watcharee | Puntho      | Accounting Manager                          |

4) Attendance of representatives of Audit Firm, From BUNCHIKIT Company Limited, to be the witness in counting votes of the meeting

1. Mr. Somchai Pitukamonporn

There were 8 directors to participate in this meeting or 100% of the Company's Directors. In this General Meeting of Shareholders, other Executives and Chief Financial officer attended the meeting as being advised.

After that, Chairman of the meeting, assigned Mrs. Mathuroscharee Phokhasomboon, Company's Secretary, to inform the meeting details and cast the vote process in this meeting.

Mrs. Mathuroscharee Phokhasomboon, Company's Secretary, informed the meeting that, for the General Meeting of Shareholders No.49, Company had given the opportunity for shareholders to propose agenda and/or nominate candidates to be elected as directors during December 1<sup>st</sup>, 2019 to December 30<sup>th</sup>, 2019 and there was not any shareholders proposing agenda and/or nominating candidates to be elected as directors

For the details and vote casting process in this meeting, they are in accordance with the Company's Articles of Association No.42, specifying that one share was equal to one vote. The casting of vote would be with revelation, the shareholder could cast the vote with approved, disapproved or abstained in each agenda. Counting of votes regarded especially from disapproved and/or abstained shall be deducted from all attended votes. The remaining of votes shall be counted as agreement of that agenda. In case that shareholder appointed proxy to other person to attend the Meeting and to cast the vote according to shareholder's objective by sending the proxy form to Company in advance, the Company has already recorded votes according to shareholder's objective into the system.

The Void Ballot refers to those voting more than 1 choice or a case of the strikeout on ballot without signing.

In case that the shareholders registered to attend the Meeting after the Meeting started, the shareholders had the rights to vote in the remaining agendas. The Company would count the vote of such shareholders from the agenda they voted, which shall be recorded in the minutes

For the orderly and transparent, Company would count the vote with Barcode System so that shareholders would see on screen simultaneously, by dividing into the cases as follows;

1. For any agenda, except for the agenda of election of Directors, in case of disapproval or abstention vote, the shareholders / proxies have to raise their ballot papers which have already received since the registration of meeting attendance. The Company officers will count the votes by distributing the voting card. The shareholders are required to fill Registration No. and specify opinion in the voting card with signature, and return it promptly to the officer.
2. For an agenda of the election of Directors, all shareholders have already received the voting card since the registration of meeting attendance. The shareholders are required to specify opinion regarding the election of director individually with signature. In case of disapproval or abstention vote in the election of director, the shareholders / proxies have to raise their ballot paper. The Company officers will count the votes and collect the voting cards from all shareholders and proxies at the end of this agenda.

Directors as shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case that shareholder appointed a proxy to the Director, votes shall be counted according to the Power of Proxy. In this Meeting, if shareholders had any questions, please raise hand and ask in that agenda.

After that, Mrs. Chamnean Chokvathana, Chairman of the meeting, proceeded the agenda as follows;

Before starting the 1<sup>st</sup>, agenda, Mrs. Mathuroscharee Phokhasomboon, Company' Secretary informed that there was no shareholder attending the meeting.

**Agenda 1 Consideration for the approval on the Minutes of the General Meeting of Shareholders No.48 on April 25<sup>th</sup>, 2019**

**Mrs. Chamnean Chokvathana**, Chairman of the meeting, reported that the Minutes of the General Meeting of Shareholders No.48 on April 25<sup>th</sup>, 2019 was arranged and submitted to the Stock Exchange of Thailand and publicized on Company's website [www.newplus.co.th](http://www.newplus.co.th) within 14 days from the day of the General Meeting of Shareholders and also sent to Department of Business Development, the Ministry of Commerce according to the requirement of the laws. The copy of the Minutes which the Board of Directors had the opinion that it was recorded correctly was sent together with the Notice of the General Meeting of Shareholders, should propose to the Meeting of Shareholders for consideration.

After consideration, the Meeting had resolution to approve as follows;

- Approved	7,872,937	votes,	equivalent to	100%
- Disapproved	-	vote,	equivalent to	-
- Abstained	-	vote,	equivalent to	-
- Voided Ballot	-	vote,	equivalent to	-

of the total votes cast by the shareholders present and eligible to vote

Before starting the 2<sup>nd</sup>, agenda, Mrs. Mathuroscharee Phokhasomboon, Company's Secretary informed that there was no shareholder attending meeting.

Agenda 2 Acknowledgement the Board of Directors and the Company's Operating results for the year 2019 as published in the year 2019 Annual Report

Mrs. Chamnean Chokvathana, Chairman of the meeting, propose the report of the Board of Directors and the operation results of the company in 2019 provided in the Annual Report of 2019 in QR Code format was presented in the Notice of the Meeting in accordance with the requirement of the Securities and Exchange commission and The Stock Exchange of Thailand was submitted together with the Notice of the General Meeting of Shareholders. The Board of Directors would like to inform that, in 2019, the company has reviewed the compliance with the anti-corruption policy and various guidelines, for Directors, Executives and Employees to abide the company's anti-corruption policy. In the past, the company did not find any significant flaws in connection with corruption or operating in consistent with the law or requirement. Prepare "The Good Government Principles" (Second Edition) in accordance with the principles of good corporate governance for listed companies 2017 of the Securities and Exchange Commission for Directors, Executives and Employees to acknowledge and consider as a guideline. For the operation results, assigned Mrs. Watcharee Puntho, Accounting Manager, to inform report the operating results.

Mrs. Watcharee Puntho, Accounting Manager, to inform reports for the operation results for the year 2019 are as follows;

Operation Results Consolidated Financial Statements

Revenue

The revenue from the sale of goods and rendering services total 339.47 Million Baht, which was decreased by 47.90 Million Baht or 12.37% compared to the same last year. The situation in the textile product market is likely to decrease continuously.

Cost of Sales and Services

The cost of sale and services totaled 287.70 Million Baht, which was decreased by 22.67 Million Baht or 7.30% compared to the same last year. Cost of sales decreased less than sale decrease due to wages and personnel expenses increased by 4.62 Million Baht or 7.63%, and depreciation increased by 0.81 Million Baht or 6.79%

Gross Profit

The total gross profit totaled 51.76 Million Baht, which was decreased by 25.33 Million Baht or 32.77% compared to the same period last year.

Other Income

Other Income totaled 5.07 Million Baht increased by 1.06 Million Baht or 26.50% compared to the same period last year. The gain on exchange rate increased by 1.65 Million Baht, gain on sales of fix assets increased by 0.19 Million Baht and unrealized gains on current investments increased by 0.20 Million Baht.

### Expenses

The Expenses totaled 36.25 Million Baht, which was increased by 2.14 Million Baht or 6.27% compared to the same last year. Past service cost added of employee benefits increased by 6.60 Million Baht or 100%. According to Labor Protection Act.No.7

### Financial Costs

The Financial Costs totaled 1.12 Million Baht, which was decreased by 1.19 Million Baht or 51.66% compared to the same last year. As a result of overdrafts and short-term loans from financial institutions

### Profit before Income Tax and Net Profit

The Profit before Income Tax totaled 19.46 Million Baht which was decreased by 25.12 Million Baht or 56.34% and Income Tax expenses 5.01 Million Baht which was decreased by 4.14 Million Baht or 45.27% and Net Profit 14.45 Million Baht which was decreased by 20.98 Million Baht or 59.21% compared to the same last year.

### Financial Position Consolidated Financial Statements

As of December 31<sup>st</sup>, 2019, the Company's financial statements position was as follows;

#### Assets

The Assets totaled 496.10 Million Baht, which was decreased by 12.92 Million Baht or 2.54% compared to the same last year. The details are as follows;

- 1) Total Current Assets totaled 197.43 Million Baht decreased by 12.93 Million Baht or 6.15%
- 2) Total Non-Current Assets totaled 298.67 Million Baht increased by 0.01 Million Baht

#### Liabilities and Shareholder's Equity

Total Liabilities and Shareholder's Equity 496.10 Million Baht which was decreased by 12.92 Million Baht or 2.54% compared to the same last year. The details are as follows;

- 1) Total Current Liabilities 34.02 Million Baht which was decreased by 30.91 Million Baht or 47.61%
- 2) Total Non-Current Liabilities 30.61 Million Baht which was increased by 7.85 Million Baht or 34.50%
- 3) Total Shareholder's Equity 431.46 Million Baht which was increased by 10.14 Million Baht or 2.41% compared to the same last year. Increased from operation results



### Summary of Financial information: Consolidates Financial Statements

Financial Ratio		2019	2018
- Liquidity Ratio		5.80	3.24
- Net Profit Ratio	%	4.26	9.15
- Return on Equity Ratio	%	3.35	8.41
- Return on Assets Ratio	%	2.91	6.96
- Debt to Equity Ratio	%	0.15	0.21
- Interest Coverage Ratio		18.45	20.33

Chairman of the meeting was then asked whether they any comment on this matter.

The meeting acknowledges the Company's Board of Directors report

Before starting the 3<sup>rd</sup>, agenda, Mrs. Mathuroscharee Phokhasomboon, Company's Secretary informed that there was 1 person, representing 1 shareholders attending the meeting, holding 106,664 shares. The total of shareholders and proxies were 28 shareholders, holding 7,979,601 shares as follows;

The Shareholders in person	6 shareholders, holding	440,171 shares
The Proxies	22 shareholders, holding	7,539,430 shares

### Agenda 3 Consideration for the approval on the Financial Statements for the year ended December 31<sup>st</sup>, 2019

Mrs. Chamnean Chokvathana, Chairman of the meeting, proposed the Financial Statements as at December 31<sup>st</sup>, 2019, consist of Consolidated Financial Statements and Separate Financial Statements of comprehensive income of Separate Financial Statements, Statements of changes in Shareholder's Equity of Consolidated Financial Statements and Statements of change in Shareholder's Equity of Separate Financial Statements, Statements of Cash Flow of Consolidated Financial Statements and Statements of Cash Flow of Separate Financial Statements and Note to the Financial Statements and Report of Auditor which were prepared in accordance with generally accounting principles and examined and certified by Certified Public Accountant, agreed by the Audit Committee and the Board of Directors, the Board of Directors appropriate to propose to the General Meeting of Shareholders to approved the Financial Statements as at December 31<sup>st</sup>, 2019 as stated in the Annual Report for the year 2019 delivered to all shareholders together with the Notice of the General Meeting of Shareholders prior to this Meeting for Consideration. The major of contents were as follows;

(Unit : THB Million)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
- Total Assets	496.09	403.67
- Total Liabilities	64.63	47.23
- Shareholder's Equity	431.46	356.44
- Total Income	339.47	263.13
- Net Profit	14.45	(1.03)
- Earning Per Shard (THB)	1.45	(0.10)

Asked the meeting for consider the approval on the Financial Statements for the year ended December 31<sup>st</sup>, 2019

After consideration, the meeting had resolution to approve the Financial Statements as at December 31<sup>st</sup>, 2019, with the total votes of shareholders who attended the meeting and were eligible to vote as follows;

- Approved                7,979,601        votes, equivalent to 100%
- Disapproved               -                vote, equivalent to -
- Abstained               -                vote, equivalent to -
- Voided Ballot               -                vote, equivalent to -

of the total votes cast by the shareholders present and eligible to vote.

Before starting the 4<sup>th</sup>, agenda, Mrs. Mathuroscharee Phokhasomboon, Company's Secretary informed that there was no shareholder attending the meeting

#### **Agenda 4 Consideration for the approval on the appropriation of the Profit and Dividend Payment**

**Mrs. Chamnean Chokvathana**, Chairman of the meeting, propose to the meeting that as in 2019, the company's performance has a Net Loss for the Separate Financial Statements of (1,027,513) Baht and Net Profit for the Consolidated Financial Statements of 14,454,134 Baht. Board of Company's Directors proposed to the General Meeting of Shareholders to approve to allot as follows;

Legal Reserve is fully reserved amount of 10 Million Baht, the Board of Directors agreed not to reserve in this year, and Dividend Payment @ THB 0.20 per share, total 10 Million Shares, amount of THB 2,000,000.-. Dividend Payment will be paid from the retained earnings already subject to 23% of corporate income tax, wherein individual shareholders shall be entitled to a dividend Tax Credit under Section 47 bis of the Revenue Code, the shareholders entitling to receive the dividend according to the same listed in the Record Date on May 11st, 2020 and determine Dividend Payment date on May 25<sup>th</sup>, 2020

Asked the meeting for consider the approval on the appropriation of profit and dividend payment

After consideration, the meeting had resolution to approve that the Legal Reserve is fully reserved so it is agreed not to reserve in this year and Dividend Payment is THB @ 0.20 (Twenty Satang) per share of 10 Million Shares, amounting to THB 2,000,000.- as follows;

- Approved	7,979,601	votes,	equivalent to	100%
- Disapproved	-	vote,	equivalent to	-
- Abstained	-	votes,	equivalent to	-
- Voided Ballot	-	vote,	equivalent to	-

of the total votes cast by the shareholders present and eligible to vote

Before starting the 5<sup>th</sup>, agenda, Mrs. Mathuroscharee Phokhasomboon, Company's Secretary informed that there was no shareholder attending the meeting

#### **Agenda 5 Consideration for the election of Company Directors in replacement of those who are retired by rotation**

Mrs. Chamnean Chokvathana, Chairman of the meeting, propose to the meeting that, the company had a total of 8 Company's Directors, according to the Company's Articles of Association, Article 21, in every General Meeting of Shareholders one-third (1/3) of the Directors are retired by rotation. If the number of Directors cannot be divided into three part, the nearest to such one-third (1/3) of the Directors shall retire office and the retiring Directors may be-elected. For 2020, the General Meeting of Shareholders No.49, there are the Company's Directors who are retired by rotation as follows;

1. Miss On-Uma Fuakfon                      Company's Director
2. Miss Suwanna Sunhajariya              Independent Director / Audit Committee

according to the company had given the opportunity to shareholders to propose nominate candidates to be elected as the Company's Directors in the general Meeting of Shareholders No.49 for the year 2020, there was not any shareholders propose nominate candidates to be elected as the Company's Directors

The Board of Directors, excluding the Company's Directors who are nominated persons considered individual persons. After consideration, it is approved for individual person elected which as 2 persons to replace those retiring Directors

The consideration of individual person who had knowledge, competence and experience from various professionals meet the Company's requirement including the qualifications and is not prohibited according to law, notifications and the Articles of Association. The existing Board of Directors performed well as Company's

Directors by using their experience to suggest the policies to the company that make the Company's operation had good success records. The Independent Directors and Audit Committee have qualification to be Independent Director and Audit Committee are able to comment freely and comply with related regulations. Miss Suwanna Sunhajariya, served as an Independent Directors for 15 years (5 terms) has qualification meet the Company's requirement and use her experience, knowledge, expertise providing useful suggestions in determining the Company's operation

According to the Public Limited Companies Act B.E. 2535, Section 86, no Director engaged as Director in a business which had the same nature and competence with the company unless notify to the Meeting of Shareholders. Therefore, it should inform the meeting prior to the resolution of Directors that some Directors were Director of other company which had the same nature and competence with company as follows;

1. Miss On-Uma Fuakfon to be Company's Director of New Plus Industry Co., Ltd.

Profile of 2 nominated persons to be Directors has already been sent to shareholders with Notice of the General Meeting of Shareholders. Therefore, Board of Directors proposed to the General Meeting of Shareholders to elect individual persons, the following persons to be Directors of Company in replacement of Directors who are retired by rotation;

1. **Miss On-Uma Fuakfon to be Company's Director**

After consideration, the meeting had resolution as follows;

- Approved	7,979,601	votes,	equivalent to 100%
- Disapproved	-	vote,	equivalent to -
- Abstained	-	vote,	equivalent to -
- Voided Ballot	-	vote,	equivalent to -

of the total votes cast by the shareholders present and eligible to vote

2. **Miss Suwanna Sunhajariya to be Independent Director / Audit Committee**

- Approved	7,979,600	votes,	equivalent to 100%
- Disapproved	-	vote,	equivalent to -
- Abstained	-	vote,	equivalent to -
- Voided Ballot	-	vote,	equivalent to -

of the total votes cast by the shareholders present and eligible to vote

**Mrs. Chamnean Chokvathana**, Chairman of the meeting, proposed to the meeting that the Board of Director of year 2020. There are 8 Directors as follows;

- |    |                |                  |  |
|----|----------------|------------------|--|
| 1. | Mrs. Chamnean  | Chokvathana      | Company Directors / Chairman of the Board          |
| 2. | Mr. Marut      | Chang-Amporn     | Company Directors                                  |
| 3. | Mr. Montri     | Loaethakul       | Independent Director / Chairman of Audit Committee |
| 4. | Mrs. Orasa     | Kruthakool       | Company Directors                                  |
| 5. | Miss On-Uma    | Fuakfon          | Company Directors                                  |
| 6. | Miss Suwanna   | Sunhajariya      | Independent Director / Audit Committee             |
| 7. | Miss Nutcharee | Romsai           | Independent Director / Audit Committee             |
| 8. | Mr. Pinit      | Trairatrungreang | Company Directors                                  |

The Company had one-third (1/3) of the Independent Directors who hold Audit Committee position are Mr. Montri Loaethakul, Miss Suwanna Sunhajariya and Miss Nutcharee Romsai

Before starting the 6<sup>th</sup>, agenda, Mrs. Mathuroscharee Phokasomboon, Company's Secretary informed that there was no Shareholder attending the meeting

**Agenda 6 Consideration for the determination the remuneration of Company's Director**

**Mrs. Chamnean Chokvathana**, Chairman of the meeting, proposed to the Meeting that according to the Articles of Association, Article 32, the Company is not allowed to pay money or provided to those appointed as the Directors of the Company, it also excludes the remuneration and a welfare which Directors received as company's Employee or Staff, in 2019, the General Meeting of Shareholders agreed to approve the remuneration to Directors not exceed 2 Million Baht a year, the company had actually paid THB 1,014,000.-, consisting of, THB 806,000.- of annum remuneration, THB 208,000.- of meeting attendance fee for Audit Committee. The Company reported the amounting summaries to the Board of Directors and Audit Committee by individual person in Annual Report in the section of Remuneration of Directors, the details as follows;

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2019	2018	2019	2018
- Remuneration of Directors	5,534,201	6,309,321	4,426,411	5,5200,297
- Remuneration of Managements	1,104,000	780,000	983,000	744,000

In 2020, the Board of Directors considered to propose to fix the Remuneration not exceeds 2 Million Baht a year, the same as the previous year. The amount excluded the Remuneration and welfare which Directors received as the Company's Employee or Staff with consideration on business operation, the evaluation of Board of Directors operation, the amount of remuneration approved by the General Meeting of Shareholders, the amount

paid for the past year and comparison with the level in the same business group including power, duties and responsibilities and proposed to pay as follows;

1. Directors
  - Annual Remuneration 1 time / year
2. Audit Committee
  - Quarter Remuneration 1 time / quarter
  - Annual Remuneration 1 time / year

They are not any benefit. From the General Meeting of Shareholders' approval until there is a change. The remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders

According to the Public Company Act B.E. 2535, Section 90, the company of remuneration shall be in accordance with the resolution of the shareholder's Meeting must be approved which is not less than two-third (2/3) of all shareholders who attended the meeting

Asked the meeting for consider the approval for the Remuneration of Company's Directors

After consideration, the meeting had resolution to determine the Remunerations of Directors should not exceed 2 Million Baht a year same as the previous year. It also excludes the Remuneration and welfare which Directors received there is a change and the Remuneration payment will not exceed the amount which approved by the General Meeting of Shareholders as follows;

- Approved	7,979,604	votes,	equivalent to 100%
- Disapproved	-	vote,	equivalent to -
- Abstained	-	vote,	equivalent to -
- Voided Ballot	-	vote,	equivalent to -

of the total votes cast by the shareholders present and eligible to vote

Before starting the 7<sup>th</sup>, agenda, Mrs. Mathuroscharee Phokhasomboon, Company's Secretary informed that there was no shareholder attending the meeting

#### Agenda 7 Consideration for the appointment of the Auditors and determination the Remuneration of Auditors

Mrs. Chamnean Chokvathana, Chairman of the meeting, assigned Miss Nutcharee Romsai, Audit Committee to inform details on this agenda

Miss Nutcharee Romsai, Audit Committee, proposed to the meeting that according to the Articles of Association, Article 48 and 49, the Auditor must not be Director, Employee, Staff or any position of the Company. The Auditor will be appointed in every General Meeting of Shareholders. The Company may re-appoint the former Auditor after terminating. In 2019, the Auditors are Mrs. Suwanee Kittipanya-ngam Certified Public Accountant (Thailand) No.2899 and/or Mr. Pornchai Kittipanya-ngam Certified Public Accountant (Thailand) No. 2778 and/or Miss Sudaporn Tawapee Certified Public Accountant (Thailand) No.6862 of BUNCHIKIT Company Limited with the Remuneration of Auditors is 770,000 Baht, and the other services fee is auditing of 2 subsidiaries which are;

- 1) New Plus Industry Co., Ltd. 190,000 Baht
- 2) New Plus (89) Co., Ltd 115,000 Baht

In 2020, the Board of Directors agreed with Audit Committee consideration and proposal. It should propose to General Meeting of Shareholders to appointing;

1. Mrs. Suwanee Kittipanya-ngam Certified Public Accountant (Thailand) No. 2899  
Had served 3 terms as Company Auditor certifying the Company's Financial Statements from 2017, and/or
2. Mr. Pornchai Kittipanya-ngam Certified Public Accountant (Thailand) No. 2778  
Had served 5 terms as Company Auditor certifying the Company's Financial Statements from 2017 to 2016, and/or
3. Miss Sudaporn Tawapee Certified Public Accountant (Thailand) No.6862  
Had never served as Company Auditor certifying the Company's Financial Statements

of BUNCHIKIT Company Limited to be the Company's Auditor for the year 2020 and determined the Remuneration of Auditor Fee is 790,000 Baht, an increased by 20,000 Baht from the year 2019

For the other fee is auditing of 2 subsidiaries which are New Plus Industry Co., Ltd., with the remuneration of Auditor Fee is 190,000 Baht and New Plus (89) Co., Ltd., with the remuneration of Auditor Fee is 115,000 Baht, the same as the previous year.

The Remuneration of Auditor Fee for the year 2020 as follows;

Description	Year 2020	Year 2019	Increase
- New Plus Knitting Public Company Limited	790,000	770,000	20,000
- New Plus Industry Company Limited	190,000	190,000	-
- New Plus (89) Company Limited	115,000	115,000	-
Total	1,095,000	1,075,000	20,000

The Auditors mentioned above do not have any relationship or vested interest with the company association companies / executives / major shareholders or any person who related to them

Asked the meeting for consider the appointed of the Auditors and determine the Audit Fee

After consideration, the meeting had resolution to appoint Mrs. Suwanee Kittipanya-ngam, Certified Public Accountant (Thailand) No.2899 and/or Mr. Pornchai Kittipanya-ngam, Certified Public Accountant (Thailand) No. 2778 and/or Miss Sudaporn Tawapee, Certified Public Accountant (Thailand) No.6862 of BUNCHIKIT Company Limited, to be the Auditors of the Company's and its subsidiaries for the year 2020 and determine the Audit Fee is 1,095,000 Baht as follows;

- Approved	7,979,601	votes,	equivalent to	100%
- Disapproved	-	vote,	equivalent to	-
- Abstained	-	vote,	equivalent to	-
- Voided Ballot	-	vote,	equivalent to	-

of the total votes cast by the shareholders present and eligible to vote

#### **Agenda 8 Other matters (if any)**

**Shareholder**: From the economic situation current, may results in the company have for sale or operation results decrease. The company, how does to have a method or plan to operate

**Mrs. Chamnean Chokvathana**, Chairman of the meeting, propose to the meeting, the company plan to expand the Business of manufacturing and selling other products, which the Boards considered and agree that such business have the opportunity to generate more Income for the Company. But the objectives of the current version of the company are there is still some unclear message and is not covered in this regard. Therefore, in order to clear the objectives of the company and support the expansion of the business in new ways in the future and the company needs to amend the objectives to be consistent and I, as the company's shareholders, would like to propose the meeting to consider the other matters than those specified in the invitation letter.

**Mrs. Chamnean Chokvathana**, propose to the meeting consider and approve the amendment to the Company's Objectives by adding 4 more Clauses and amendment the Company's Memorandum of Association, Clauses 3, as follows;



**8.1 Consider and approve the consideration of the other matters than those specified in the invitation**

Voting for this agenda must be approved by voted not less than one-third (1/3) of the total number of shares sold. The number of shares sold of the Company's is 10,000,000 shares

Asked the meeting for consider the approval for the other matters than those specified in the invitation letter.

The meeting approved the consideration of the other matters than those specified in the invitation letter as follows;

- Approved	7,979,601	votes,	equivalent to	100%
- Disapproved	-	vote,	equivalent to	-
- Abstained	-	vote,	equivalent to	-
- Voided Ballot	-	vote,	equivalent to	-

of the total votes cast by the shareholders present and eligible to vote

**8.2 Consideration for the approval the Amendment to the Company's Objectives by adding 4 more Clauses from 43 Clauses to 47 Clauses**

Mrs. Chamnean Chokvathana, asked the meeting for consider the approved for the Amendment to the Company's Objectives by adding 4 more Clauses from 43 Clauses to 47 Clauses, as follows;

“Clauses 44 conducting a business as a manufacturer, retailer, and wholesale distributor cosmetic beauty tools and equipment, skincare products, skin cleansing products, and cleaning and preserving products, of medicals masks fabric masks, anti-pollution masks, all other types of masks, dust protective clothing suit, germ protective clothing suit and chemical protection suit, spare parts and accessories in medical equipment, scientific tools for medical equipment.

Clauses 45 conducting a business as a manufacturer, distributor, wholesaler, retailer of all skins of consumer goods, including drugs, medicines, disease prevention medicines, pharmaceuticals, chemicals, fertilizers, pesticides medicines for all plants and animals

Clauses 46 conducting business as a manufacturer of agriculture goods such as farming, gardening, raising animals forestry, livestock, and crops planting forests, planting trees, orchards and by-products from agriculture which include establishing a factory to produce goods from agricultural products as well as the delivery of products and by-products distributed domestically and internationally

Clauses 47 conducting auction in order to sell goods according to the objectives of individuals, faculties, juristic persons, and government agencies, this includes ordering to sell in the locally and internationally the goods in all articles of the company”

The amendment of the Company's Objectives was resolved with the votes of not less than three quarter (3/4) of votes of shareholders and proxies who attended the meeting and were entitled to votes as follows;

- Approved	7,979,601	votes,	equivalent to	100%
- Disapproved	-	vote,	equivalent to	-
- Abstained	-	vote,	equivalent to	-
- Voided Ballot	-	vote,	equivalent to	-

of the total votes cast by the shareholders present and eligible to vote

### 8.3 Consideration for the approval the Amendment of Clauses 3 of the Company's Memorandum of Association regarding the Company's Objectives

Mrs. Chamnean Chokvathana, asked the meeting for the consider the approved the amendment of Clauses 3 of the Company's Memorandum of Association regarding the Company's Objectives as follows;

From "Clauses 3 the Objects for which the Company is established comprise 43 Clauses as follows: Bor Mor Jor 002"

To "Clauses 3 the Objects for which the Company is established comprise 47 Clauses as follows: Bor Mor Jor 002"

The amendment to the company's Memorandum of Association was resolved with the votes of not less than three quarter (3/4) of votes of shareholders and proxies who attended the meeting and were entitled to vote as follows;

- Approved	7,979,601	votes,	equivalent to	100%
- Disapproved	-	vote,	equivalent to	-
- Abstained	-	vote,	equivalent to	-
- Voided Ballot	-	vote,	equivalent to	-

of the total votes cast by the shareholders present and eligible to vote

There was no any other matters propose for consideration, therefore Mrs. Chamnean Chokvathana, Chairman of the meeting, therefore said to all shareholders who sacrificed their time to attended this meeting. The Board of Directors, the Executive, is committee to conducting business with the intention and determination to develop the business to grow sustainably. The Chairman of the meeting the declared the meeting close.

The meeting was adjouremed at 11.05 A.M

.....Chairman of the meeting  
(Mrs. Chamnean Chokvathana)

.....Secretary of the meeting  
(Mrs. Mathuroscharee Phokhasomboon)

Authenticate

.....  
(Mrs. Orasa Kruthakool) (Miss On-Uma Fuakfon)

## Profile of the nominated persons to be directors in replacement of those who are retired by rotation

1. **Name** - Mrs. Chamnean Chokvathana
- Age** - 71 years (Date of Birth: 25 June 1949)
- Nationality** - Thai
- Education** - Diploma from London in 1969
- Director training** - Certificate of Director Accreditation Program (DAP)/2003
- Position in the Company** - Chairman and Managing Director
- Years of Being Company's Director** - 32 years (appointed as Director since 1989)

**Experience**

Registered Companies		Other Companies (Non-Listed Companies)	Position in Competitive Business / Related to Company's Business 5 years ago	
Number	Type of Director / Management Team			
1	1988- present Vice Chairman, New City (Bangkok) PCL	5	2016- present	Chairman of the Board New Plus Industry Co., Ltd. Manufacture of Stocking and socks

**Shareholding (Own and spouse)** - 63,654 shares = 0.64%

**Meeting Attendance in 2020**

- General Meeting of Shareholders 2020 1/1 time
- Board of Director 5/5 times
- Executive Board 12/12 times

**Director Nomination Type** - Company's Director who was considered by the Board of Directors

**Prohibited Characteristic** - No record of criminal charges in relation to offence relating to property committed dishonestly.

**Family relation between Directors and Executives** -None-

**Holding any position in other businesses or organizations in the past year that have a significant impact on time dedication** -None-

**If re-appointed, will hold the position of Director in total 35 years**



2. **Name** - Mr. Pinit Trairatrungreang  
**Age** - 55 years (Date of Birth: 7 August 1965)  
**Nationality** - Thai  
**Education** - Bachelor of Science in Chemical Science, Ramkhamheang University  
**Director training** - -None-  
**Position in the Company** - Independent Director / Member of Audit Committee  
**Years of Being Company's Director** - 2 years (appointed as Director since 2019)

**Experience**

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Competitive Business / Related to Company's Business 5 years ago	
Number	Type of Director / Management Team			
-	-	-Non holding position-	2	2015-present - Director, New Plus Industry Co., Ltd. Manufacture of stocking and sock  2015 - present - Director / General Manager, KS-Salt Co., Ltd

**Shareholding** (including shares held by spouse and children who have not attained legal age) -None-

**Meeting Attendance in 2020** - General Meeting of Shareholders 2020 1/1 time  
 - Board of Director 8/8 times  
 - Executive Board 9/12 times  
 - Board of Committee 1/4 time

**Remark:** Changing position from Director and Executive Director to Independent Director and Member of Audit Committee since October 1<sup>st</sup>, 2020

**Director Nomination Type** - Independent Director who was considered by the Board of Directors

**Prohibited Characteristic** - No record of criminal charges in relation to offence relating to property committed dishonestly.

Family relation between Directors and Executives -None-

Holding any position in other businesses or organizations in the past year that have a significant impact on time dedication -None-

If re-appointed, will hold the position of Independent Director and Member of Audit Committee in total 3.6 years

Being / not being vested interests with any following items with company / parent company / affiliated / associated company / major shareholders or control person of the company at present or during the past two years	
- Being/not being a director who take part in the management, an officer, employees or advisor who receives regular salary	None
- Being / not being professional service providers (e.g., auditors, legal advisors)	None
- Have / not having material business relationships with Company that may affect their independence (e.g., buying / selling of raw materials / goods / services / lending and borrowing)	None
- Being / not being a person who is closed relationship to executive or major shareholders of Company / subsidiary	None
- Being / not being a director who was appointed for the representative of Company's Director , major shareholders or shareholders who's connected person of major shareholders	None

The Company has given the following definitions of an “Independent Director” based on the announcement of the Capital Market Supervisory Board

- (1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such Independent Directors.
- (2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day an which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.
- (3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.
- (4) The person must not have, or have had, a business relationship with the company, the parent, the parent company, the associate, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one’s independent discretion. The person also must have not been or has been a Shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an Independent Director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transaction relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Capital Market


Supervisory Board on the Related Transaction Criteria with exception. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.


- (5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an Independent Director.
- (6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant in financial consultant for which greater than Two Million Baht of fee is paid per year by the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not to be a significant shareholder or an individual with the authority to control or partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an Independent Director.
- (7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.
- (8) The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.
- (9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an Independent Director following the qualifications specified under item (1) through (9) above, the Independent Director may be assigned by the Board of Directors to make decision on the operation of the company, the parent company, the associations, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.



Profile data of Independent Directors and Audit Committee that Company nominated the name as the authorized

1. Name	: Mr. Montri Loasethakul	
Type of Director	: Independent Director and Chairman of Audit Committee	
Age	: 70 Years	
Nationality	: Thai	
Address	: 124/2 Moo 3, Bang Phun Sub-District, Mueang Pathum Thani District, Pathum Thani 12000	
Vested interest in every agenda	: None	
Vested special interest in every agenda	: None	
Company Shareholding	: None	
Education	: Bachelor Degree in Engineering, Chulalongkorn University	

2. Name	: Miss Suwanna Sunhajariya	
Type of Director	: Independent Director and Audit Committee	
Age	: 49 Years	
Nationality	: Thai	
Address	: 261 Soi Wat Kanlaya, Wat Kanlaya Sub-District, Thon Buri District, Bangkok 10600	
Vested interest in every agenda	: None	
Vested special interest in every agenda	: None	
Company Shareholding	: None	
Education	: Bachelor Degree in General Management (Accounting), Bansomdejchaopraya Rajabhat University : Bachelor Degree in Business Administration (Accounting), Sukhothai Thammathirat Open University	

3. Name : Mr. Pinit Trairatrungreang

Type of Director : Independent Director and Audit Committee

Age : 55 Years

Nationality : Thai

Address : 99/8 Moo 2, Rajbumrung Road, Noenphra Sub-District,  
Mueng Rayong District, Rayong 21000

Vested interest in every agenda : None

Vested special interest in every agenda : Agenda 5: for the election of company director in replacement  
of those who are retired by rotation

Company Shareholders : None

Education : Bachelor of Science in Chemical Science, Ramkhamheang  
University



(Translation)

The Article of Association which related to the Annual General Meeting of Shareholders

Of

New Plus Knitting Public Company Limited

General Meeting of Shareholders

Article 33 The Board of Directors shall summon a shareholder meeting as an Annual General Meeting of Shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribe their names in written request directing the Board of Directors to summon an extraordinary meeting at any time, but the reasons for summoning such meeting must be clearly stated in such request. In this event, the Board of Directors must summon a shareholder meeting to be held within forty-five (45) days as from the date of the receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, 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 paragraph four. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by the Article of Association of the Company, Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the company for the expenses incurred arrangements for the holding that meeting.

**Article 34** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the company is located or any other place as the Board of Directors may designate.

**Article 35** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an Annual General Meeting.

**Article 36** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

At any shareholders meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 37** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 38** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence agenda is passed by the meeting with the voted of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding share amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 39** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Article 43** The affairs to be carried out by the Annual General Meeting are as follows:

1. Report of the operation of the Company in the previous year;
2. Approval of the Balance Sheet and Statement of Income;
3. Appropriation of profit;
4. Election of ne Directors to replace retiring Directors;
5. Appointment of Auditor and fixing of Auditing fee;
6. Other matters

**Authorize proxy to attend the Annual General Meeting of Shareholder and Shareholder rights to vote**

**Article 40** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 41** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 42** In casting a vote, one share is equal to one vote.

A resolution of the shareholders meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purchase of profit and loss sharing;
  - d. The amendment of the Memorandum or Articles of Association of the Company,
  - e. The increase and reduction of a capital or issuance of debentures of the Company;
  - f. The amalgamation or dissolution of the Company.

### **Dividend Payment**

**Article 53** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

Dividend shall be distributed according to the number of shares at an equal amount each.

The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

Distribute of the dividends shall be made with one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice three of in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 54** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

**Qualification, Election and Term Expiration of Directors**

**Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

**Article 19** The Directors shall be nature persons and shall

1. Be sui juris;
2. Not be bankrupt, incompetent or quasi-incompetent;
3. Have never been imprisoned on the final judgment of a court for an offense related to property committee with dishonest intent;
4. Have been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

**Article 20** The Directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;

2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the numbers of votes for the candidates in descending order are equal which would otherwise cast the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

**Article 21** At the every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who have held office the longest shall retire.

A director who retires from office may re-elected

**Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other person's benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

#### **Remuneration of the Board Directors**

**Article 32** No payment or other property shall be or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.



Qualification / Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance

The Annual General Meeting of Shareholders

**Article 48** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company

**Article 49** An auditor shall be elected annually by the general shareholder meeting. A remuneration of an auditor shall be determined by a shareholder meeting. A retiring auditor may be re-elected

**Article 52** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

.....

Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

(Translation)

Documents and evidence required prior to attend the meeting and regulation for the meeting

The registration of the Annual General Meeting of Shareholder No.50<sup>th</sup> of New Plus Knitting Public Company Limited will process with barcode system. For your convenience in registration, shareholder and authorized persons who will attend the meeting, please bring the Notification of Meeting (Registration Form) on the meeting day.

1. Documents of the attend person present before attending the meeting

Person

- (1) The shareholder who will attend the meeting by himself/ herself is required to present an I.D. Card or Government Office Card or Passport to the office for registration of attendance.
- (2) If the shareholders have appointed an authorized person to attend the meeting,
  - (2.1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or download Form A, or Form B, and duly execute only one of two Proxy Forms from the company's website ([www.newplus.co.th](http://www.newplus.co.th)) and shall completely fill and sign of Grantor and Proxy
  - (2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance

Juristic Person

If the shareholders have appointed an authorized person to attend the meeting

- (1) Please use the Proxy Form B in a printed form attached with the Notice of the meeting or download Form A or Form B and duly execute only one of two Proxy Forms from the company's website ([www.newplus.co.th](http://www.newplus.co.th)) and shall completely fill and sign of grantor and Proxy. The grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any)
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the Officer for registration of attendance

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and oversee the shares

If the shareholders have appointed an authorized person to attend the meeting

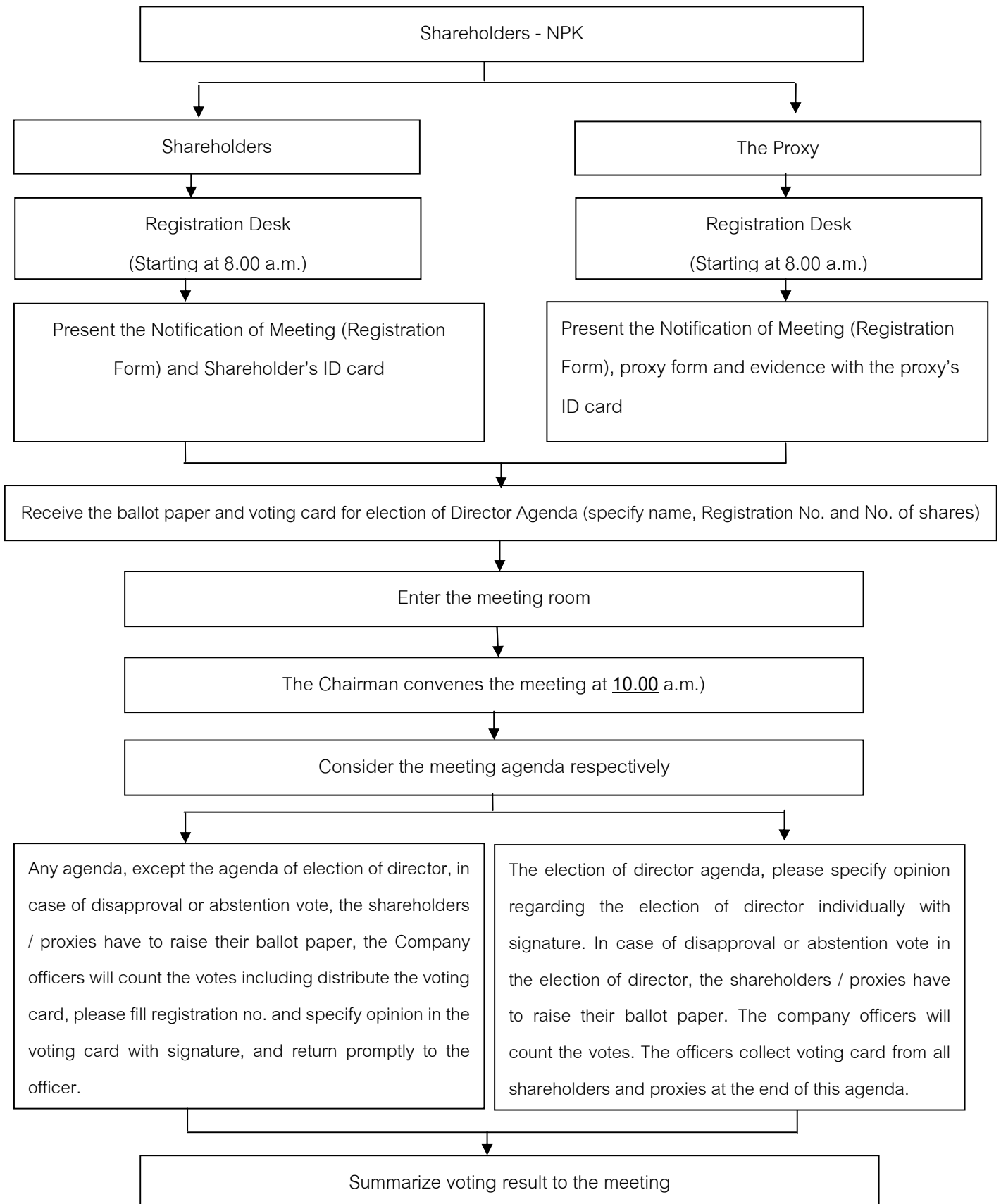
- (1) Please use the Proxy Form B in a printed Form attached with the Notice of the meeting or download Form A, Form B or Form C and duly execute only one of three Proxy Forms from the Company's website ([www.newplus.co.th](http://www.newplus.co.th)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:

- (1.1) The power of attorney from shareholder assigned to custodian to sign in the Proxy Form
- (1.2) The Confirm Letter to confirm that the person who signs in the Proxy Form get the consent to do the custodian business
- (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance

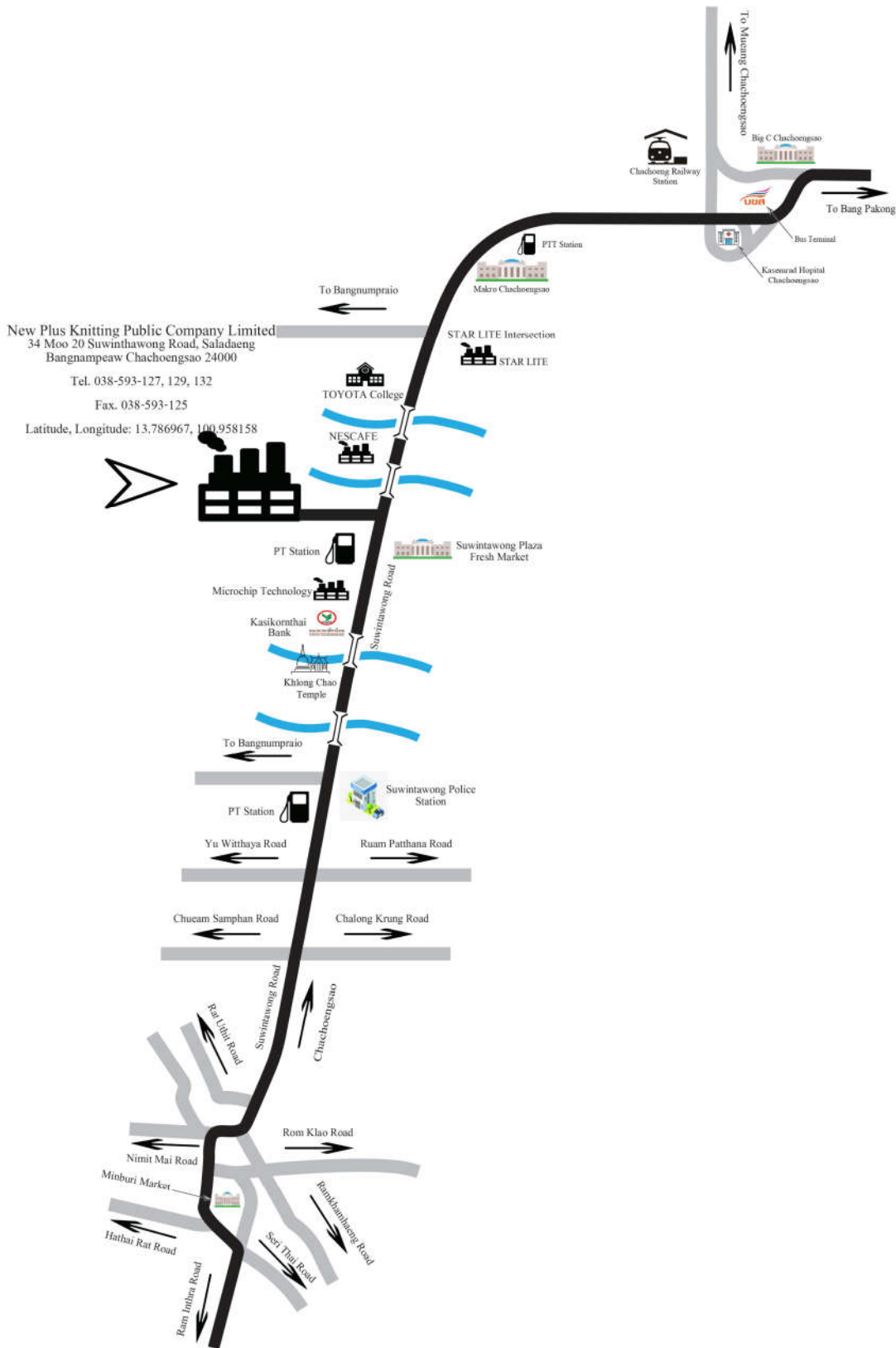
2. The regulations for the meeting

- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda
- 2.2 Casting vote in every agenda is opened
- 2.3 Casting vote is 1 share for 1 vote

The process of Registration for the Annual General Meeting of Shareholders No.50<sup>th</sup>  
 New Plus Knitting Public Company Limited  
 on Wednesday, April 28<sup>th</sup>, 2021



Map of the venue of the Shareholders' General Meeting



New Plus Knitting Public Company Limited  
34 Moo 20 Suwintawong Road, Saladaeng Sub-District, Bangnumprao District,  
Chachoengsao 24000 Tel. 038-593127,129,132

Requirement Form of the Annual Report (Printed Form)

To: Shareholders

New Plus Knitting Public Company Limited would like to inform that Shareholders, who intend to receive The Annual Report 2020 in printed form, please fill the details below and send back to Company at Mrs. Mathuroscharee Phokhasomboon, 34 Moo 20 Suwintawong Road, Saladaeng Sub-District, Bangnampraio District, Chachoengsao 24000, Tel. (038) 593-127,129,132 Ext. 151 or by E-mail address: [newplusknitting@hotmail.com](mailto:newplusknitting@hotmail.com) or by Fax. (038) 593-125 The Company will send the Annual report to you later.

I (elaborate handwriting).....

Address.....

.....

.....

Name of Contact Person.....

Telephone No.....

Fax No.....

E-mail Address.....

## Proxy (Form B.)

Written at.....

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

(1) I/We.....Nationality.....

With address at .....Road .....Sub-District.....

District.....Province.....Postal Code.....

(2) Being a shareholder of **New Plus Knitting Public Company Limited (NPK)**

Holding the total amount of.....shares with the voting rights.....votes as follow

Ordinary share.....shares with the voting rights of.....votes

Preferred share.....shares with the voting rights of.....votes

(3) Hereby appoint

 (1).....Age.....years

With address at.....Road.....Sub-District.....

District.....Province.....Postal Code.....or

 (2) **Mr. Montri Loasethakul** Age 70 years

With address at 124/2 Road - Sub-District Bang Phun

District Mueng Pathum Thani Province Pathum Thani Postal Code 12000 or

 (3) **Miss Suwanna Sunhajariya** Age 49 years

With address at 261 Road Thetsaban Sai 1 Sub-District Wat Kanlaya

District Thon Buri Province Bangkok Postal Code 10600 or

 (4) **Mr. Pinit Trairatrungreang** Age 55 years

With address at 99/8 Moo 9 Sub-District Noen Phra

District Mueang Rayong Province Rayong Postal Code 21000

As only one of my / our Proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting~~ / the General / the ~~Extraordinary~~ Meeting of Shareholders No. 50<sup>th</sup> to be held on Wednesday, April 28<sup>th</sup>, 2021 at 10.00 a.m. at New Plus Knitting Public Company Limited, No. 34 Moo 20 Suwintawong Road, Saladaeng, Bangnumprai, Chachoengsao 24000 or at any adjournment thereof.

(4) I / we authorize my / our Proxy to cast the votes according to my / our intentions as follow:

**Agenda 1** Consideration for the approval on the Minutes of the General Meeting of Shareholders No.49<sup>th</sup> on April 28<sup>th</sup>, 2020;

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

**Agenda 2** Acknowledgement the Report of the Company's operational results for the year 2020;

**Agenda 3** Consideration for the approval on the Financial Statement for the year ended December 31<sup>st</sup>, 2020

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

**Agenda 4** Consideration for the approval on the appropriation of Profit and Dividend Payment

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

**Agenda 5** Consideration for the election of company directors in replacement of those who are retired by rotation

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

To elect directors as a whole

Approve                       Objective                       Abstain

To elect each director individually

1) Name of Director        Mrs. Chamnean Chokvatthana    

Approve                       Objective                       Abstain

2) Name of Director        Mr. Pinit Trairatrungreang    

Approve                       Objective                       Abstain

**Agenda 6** Determination the remuneration of company directors

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

**Agenda 7** Consideration for the appointment of the Auditors and determination the remuneration of auditors

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain



**Agenda 8 Other matters (if any)**

- (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion
- (B) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve                       Objective                       Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.



ลงชื่อ/Signed.....ผู้มอบฉันทะ/Shareholder  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....Mr. Montri Loasethakul.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....Miss Suwanna Sunhajariya.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....Mr. Pinit Trairatrungreang.....)

**Remark**

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of New Plus Knitting Public Company Limited

For the ~~Share Subscription Meeting~~ / the General / ~~the Extraordinary~~ Meeting of Shareholders No. 50<sup>th</sup>, to be held on Wednesday, April 28<sup>th</sup>, 2021 at 10.00 a.m. at New Plus Knitting Public Company Limited, No. 34 Moo 20 Suwintawong Road, Saladaeng, Bangnumpraio, Chachoengsao 24000, or at any adjournment thereof.

.....

Agenda No. .... Subject .....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

Agenda No. .... Subject .....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

Agenda No. .... Subject .....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

Agenda No. .... Subject .....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve                       Objective                       Abstain

Agenda No. .... Subject Election of Directors (continued)

Name of Director .....

Approve                       Objective                       Abstain

Name of Director .....

Approve                       Objective                       Abstain

Name of Director .....

Approve                       Objective                       Abstain

### QR Code Downloading Procedures for the Annual Report 2020

Annual Report 2020 consisting for the Company's Board of Directors Report, Financial Statements for the year ended December 31<sup>st</sup>, 2020 and Sustainability Report for the year 2020

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently, Shareholders can download the aforementioned document from the QR Code by following the steps below.

#### For iOS System

1. Turn on the mobile camera
2. Focus the mobile camera to QR Code to scan it
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Face book or Line

#### For Android System

1. Open applications such as QR CODE READER, Face book or Line

How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
- Choose "QR Code"
- Scan the QR Code

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