

Notice of the Annual General Meeting of Shareholders

For the year 2024 No. 45

People's Garment Public Company Limited

Tuesday April 23, 2024 13.00 hours

At Room Chao Phraya2 Montien Riverside Hotel

No. 372., Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120.



Registration opens at 11:00 a.m. for convenience and promptness of registration.

Please bring the meeting invitation letter. (Registration form with barcode on the meeting date)

**Notification of Personal Data Protection
for the 45th General Meeting of Shareholders**

People's Garment Public Company Limited places great emphasis on protecting personal information. Therefore, the company would like to inform you of how the company handles and protects your personal data in accordance with the law on personal data protection, as follows:

1. Collected, used or disclosed personal data

For the purposes of convening and attending the shareholders meeting, the company shall collect your personal data, which includes the personal data of proxy givers and/or proxies, namely name-surname, age, nationality, national identification number, passport number, securities holder registration number, address, phone number, email, signature, voice recording, still picture, moving picture, and other information deemed as personal data under law on personal data protection. Note that the company may collect your data from other sources, namely Thailand Securities Depository Co., Ltd., only as necessary with a means authorized by law.

In the event of identity verification and/or proxy, the company may receive sensitive personal information, such as religious information from an ID card. However, the company has no intention to collect such data. Therefore, the company asks the owner of the information to cover such data before submitting it to the company.

2. Objective of collection, usage, and disclosure of personal data

The company will collect, use, and disclose your personal data for the objective of the 44th General Meeting of Shareholders or for its legitimate interest of the company or other persons or juristic persons.

3. Duration of personal data retention

The company will retain your personal data for as long as necessary for the objective stated in this notification. Suitable measures for maintaining data security are in place. If the retention period cannot be spelled out, the company will retain the personal data for an expected period by the standard of data collection.

4. Your rights as a data subject

As the owner of personal data, you have the rights as stipulated in the Privacy Data Protection Act B.E. 2562, namely the rights to withdraw your consent, request access to the data, request data changes, request data deletion, request suspension of data use, request data transmission or transfer, file a petition, and object to data collection, use, or disclosure.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for the company to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. The company will inform you of the reason for the refusal.

5. Disclosure of personal data to a third party

The company may be required to disclose personal data to other persons or juristic persons or regulatory authorities, who works in cooperation with the company for the compliance of the purposes as mentioned in this notification such as information technology's service provider, regulators or government agencies or by the order of regulatory officials.

Additionally, the company may find it necessary to publicize your personal data when required by law or the corporate governance code, including the minutes of general meeting of shareholders.

6. Contact channels

For any queries or additional details about personal data protection, please contact The Working Group on Personal Data Protection, People's Garment Public Company Limited, 666 Rama 3 Rd., Bangpongpang ,yannawa, Bangkok 10120. Email address : dpo@pg.co.th

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Investors may access further information details per the Annual Registration Statement / Annual Report for Year 2021 (Form 56-1 One Report) displayed by the company at www.sec.or.th or at the company website www.pg.co.th



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April, 1st, 2024

Notice of the Annual General Meeting of Shareholders No. 45

Subject : Invitation to 2024 Annual General Meeting of Shareholder

Dear : Shareholders

- Enclosure:**
1. Copy of the Minutes of the 44th Ordinary Shareholders' Meeting on April 25, 2023
 2. 2023 Annual Report / Financial Statement as of 2023, (Form 56-1 One Report) in the form of a QR code in the invitation letter **(Regarding Registration form with Barcode, please present it on the date of the Annual General Meeting of Shareholders).**
 3. Profiles of the nominated candidates to be director replacing directors who retired by rotation.
 4. Definition of "Independent Director"
 5. Profile of Independent Directors being nominated as Proxies by Shareholders
 6. The Articles of Association related to the Ordinary Shareholders' Meeting
 7. Documents and evidences of the attended person must be presented before attendance the meeting and regulation for the meeting.
 8. Procedure for attending the Annual General Meeting of Shareholders
 9. Proxy Form B
 10. Map of the meeting place
 11. Request form for the 2023 annual report (Form 56-1) in hard copy.

The Board of Directors has set the Annual General Meeting of Shareholders No.45 which will be held on **Tuesday, April 23, 2024 at 13.00 hours at Room Chao Phraya 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120.**

For this annual general meeting of shareholders, the Company gives an opportunity for shareholders to propose agenda and / or candidate to be elected as company director during December 1 – 30, 2023. Despite the invitation, there were no agenda and candidate proposed. Therefore, company set the agenda for consideration as following;





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Agenda 1. To certify the Minute of Annual General Meeting of Shareholders No. 44, held on Tuesday April 25, 2023.

Fact and reason: The minutes were arranged and delivered to the Stock Exchange of Thailand and also disseminated on the Company's website (<http://www.pg.co.th>) within 14 days counting from the meeting date, and delivered to Department of Business Development (Ministry of Commerce) according to the requirement of laws **such minutes is enclosed herewith as Enclosure No.1.**

Opinion of the Board: Such minutes was correctly recorded and should be submitted to the Annual General Meeting of Shareholders for approval.

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 2. To acknowledge the board of director report for the year 2023.

Fact and reason: The Board of Directors' report and the Company's operation for the year 2023 was presented in the Annual Report for the year 2023 which was attached and arranged by the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand (**Enclosure No.2**).

Opinion of the Board: Such report should be proposed to the Annual General Meeting of Shareholders for acknowledgement.

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

Agenda 3. To consider and approve the Financial Statement as at December 31, 2023.

Fact and reason: The Financial Statements are accurate to the generally accepted accounting standards which were examined and certified by a Certified Public Accountant and also considered by Audit Committee and the Company directors. The details are summarized as following:

(Unit: Million Baht)

List	Amount
Total Assets	1,713.80
Total Liabilities	219.05
Shareholder's Equity	1,494.75
Total Revenue	768.16
Profit (Loss) Net	25.99
Profit (Loss) Per Share (Baht)	0.27

The details are disclosed in the 2023 Annual Report (**Enclosure No.2**).

Opinion of the Board: Such Financial Statement should be presented to the Annual General Shareholders' Meeting for approval.

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.





Agenda 4. To consider and approve the appropriation of profit and dividend payment

Fact and reason: As of December 31, 2023, the Company had its registered capital amounted 96 million baht, paid-up capital amounted 96 million baht and capital reserves amounted 9.60 million baht, or 10% of the Company's registered capital. The Company had capital reserves according to the requirement of the Company's Articles of Association.

According to the Company's dividend payment policy, the dividend will be paid at the rate of not more than 50 percent of net profits which is mainly subject to the Company's performances and economic circumstances. In 2023, the company has a net profit of 25.99 million baht, loss on disposal of investments required to be measured at fair value through other comprehensive income amounted 8.74 million baht, Loss from actuarial estimates-Net of Income tax amounted 5.73 million baht. Unappropriated retained earnings amounted 757.19 million baht, totaling the profit that will be allocated amounted 768.71 million baht.

Therefore, it is proposed to the meeting for consideration

Details of Dividend Payment		2023	2022
1. Net Profit (Loss)	(Million Baht)	25.99	43.50
2. Shares	(Million Shares)	96	96
3. Rate of Dividend Per Share	(Baht / Share)	0.20	0.20
4. Total Amount of Dividend Payment	(Million Baht)	19.20	19.20
5. Rate of Dividend Payment against Net Profit	(%)	73.89	44.14

Opinion of the Board: The Board of Directors agree to propose to the Annual General Shareholders' Meeting to approve the profits allocation as follows: - As the capital reserves were integral, the Company would not reserve capital in this year and to acknowledge the payment dividend of 2023 at the rate of 0.20 baht per share, which is in accordance with the company's dividend payment policy. Total 96 million shares, totaling 19.20 million baht, paid from retained earnings that the company has already paid corporate income tax at the rate of 20 percent.

Entitled to receive dividends on Friday, May 10, 2024 (will post an XD sign or date that is not entitled to receive dividends on May 09 – 10, 2024). The dividend payment is scheduled on Wednesday, May 21, 2024, which is in accordance with the company's dividend payment policy.

Agenda 5. To consider the election of directors in replacement of retiring directors.

Fact and reason: According to Article 21 of the Company's the Articles of Association, one-third (1/3) of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. If the number of retiring director cannot be divided into one-third (1/3), the number nearest to one-third will be applied and the retiring directors may be re-elected. In this Annual General Meeting of Shareholders, there are 4 retired directors namely;





Name	Position
(1) Mr. Boonkiet Chokwatana	Chairman of the company / Chairman of the Remuneration Committee / Chairman of the Nominating Committee
(2) Gen. Konechanart Chunnabhata	Independent Director / Chairman of Risk Management Committee
(3) Mr. Santi Bangor	Independent Director / Audit Committee/ Chairman of the Corporate Governance Committee
(4) Mrs.Kityaporn Chaithavornsathien	Remuneration Committee

For nominating director, the Company has invited shareholders to propose person to be elected as Company Director for the 2024 Annual General Meeting of Shareholders No. 45 during December 1 – 30, 2023 via its website and SET's news. Despite the invitation, no candidates were proposed.

The Nominating Committee has considered and nominated for each individual director who has qualification for proposing to be appointed as a director. The meeting of the Nomination Committee, which excludes directors who have interests, is Mr. Boonkiet Chokwatana, who complete the term at this time and are considered as stakeholders left the meeting room and abstained from voting in considering the person who would be selected to be a director in replacing herself.

Nomination Committee thus processed selection of each individual to be a director of the Company in accordance with the principles and procedures of nomination. Nomination Committee determined suitable capability beneficial to manage the Company's operations and diversity of the members of the Board considering qualifications, knowledge, ability and experiences (Board Diversity) in conformity with the Company's strategy by considering skills, experiences, knowledge and specializations (Board Skill Matrix) including leadership, vision, ethic and morality, transparent work experiences as well as previous work records; as well as being qualified in accordance with relevant regulations and no forbidden qualifications by virtue of Section 68 of the Public Company Limited Act, B.E. 2535 and requirements of the Stock Exchange Commission and suitable for the business operation of the company were also taken into consideration. Nomination Committee then agreed to propose 4 retiring directors to be re-elected for another term.

Opinion of the Board : The Board of Directors excluded interested director precisely considered each of the nominated persons to be appointed as company directors according to the process specified by the company **in conformity with the Company's principles and procedures of director nomination** and thus viewed that the aforementioned nominated persons have qualifications to comply with relevant regulations and, experiences and capability suitable to manage the operations for the Company's interest. **Also, those nominated persons to be appointed as independent directors could provide independent opinion in compliance with the relevant regulations.** The Board therefore agreed as Nomination Committee proposed to present to the Shareholders' Meeting for consideration of re-election those 4 directors namely Mr. Boonkiet Chokwatana, Gen. Konechanart Chunnabhata, Mr. Santi Bangor and Mrs. Kityaporn Chaithavornsathien for another term.



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For 2024, Remuneration Committee considered the remuneration for the Company Directors and sub-committee at the amount of not exceeding 6 million baht per year by considering the evaluation result of performance including appropriateness of scope of works and responsibilities of the Board of Directors and sub-committee, the Company's performance and comparative information compared with other company at the same business group. The Board then proposed the remuneration as following details;

(1) Annual remuneration (All Company Directors)

Remuneration Committee considered the allocation of remuneration and presented to the Board of Directors.

(2) Meeting allowances (The attendance only)

	2024 (Baht/Person/Time)	2023 (Baht/Person/Time)
1. The Board of Directors		
- President	12,000	12,000
- Member of the Board of Directors	9,000	9,000
2. The Audit Committee		
- Chairman	12,000	12,000
- Member of Audit Committee	9,000	9,000
3. The Nomination Committee		
4. The Remuneration Committee		
5. The Corporate Governance Committee		
6. The Risk Management Committee		
- Chairman	10,000	10,000
- Member of the Remuneration Committee	8,000	8,000

(3) Remuneration of other sub-committees organized by the Board of Directors was under the discretion of the Board of Directors considering by appropriateness, duties, and responsibilities.

(4) Others remuneration and benefit - NONE-

Opinion of the Board: It should be presented to the Annual General Meeting of Shareholders to approve the remuneration paid to the Company Directors for year 2024 with the amount not exceeding 6 million baht per year as proposed by Remuneration Committee. The consideration based on appropriateness, duties, and responsibilities of both Company Directors and sub-committee. Such remuneration was excluded others remuneration or welfare received by the Company Directors as being the Company's staff or employee.





In addition, such proposed remuneration would be effective from the date of shareholders' approval until any change. The total payment shall not exceed the amount approved by the Annual General Meeting of Shareholders.

Voting: This agenda must be approved by the vote not less than two-third (2/3) of the shareholders attending the Meeting and casting their votes.

Agenda 7. To consider the appointment of auditor and set the audit fee for the year 2024

Fact and reason: According to Article 49 and 50 of the Company's Articles of Association, the auditor must not be Company Director, employee or not be positioned in the Company. The auditor shall be determined by the Annual General Meeting of Shareholders annually. The leaving auditor may be re-elected to office. For 2024, the Shareholder Meeting appointed Ms. Orawan Techawatanasirikul and/or Mrs.Gingkarn Atsawarangsalit and/or Ms. Rosaporn Decharkom and/or Ms. Sumana Punpongsanon and/or Ms.Kirdsiri Karnchanaprakasit of EY Office Limited to be the Company Auditor.

For 2024, the Audit Committee considered the appointment of auditors and agreed to propose the following persons;

1. Ms. Orawan Techawatanasirikul Certified Auditor Number 4807 and/or
(Who have authorized to be signatory certifying the Company's financial statement since 2022)
2. Mrs.Gingkarn Atsawarangsalit Certified Auditor Number 4496 and/or
(Who have never been signatory certifying the Company's financial statement)
3. Ms. Rosaporn Decharkom Certified Auditor Number 5659 and/or
(Who have never been signatory certifying the Company's financial statement)
4. Ms. Sumana Punpongsanon Certified Auditor Number 5872 and/or
(Who have never been signatory certifying the Company's financial statement)
5. Ms.Kirdsiri Kanjanaprakasit Certified Auditor Number 6014
(Who have never been signatory certifying the Company's financial statement)

Auditors from EY Office Limited, who are Company Auditor for the year 2024, have complete specializations, acceptable audit standards, independence and qualifications in accordance with the Company's Articles of Association and the regulations of the Securities and Exchange Commission. The Audit Committee approved to propose this resolution to shareholders' meeting to appoint the above auditors to be Company Auditor and determined the remuneration for the year 2024 as follows;



Type of Remuneration	2024 (Baht)	2023 (Baht)
Review of the financial statement for the 1 st , 2 nd and 3 rd quarter in total	510,000	510,000
Review of the annual financial statement	870,000	870,000
Other service	-None-	-None-
Total	1,380,000	1,380,000

Opinion of the Board: The Board agreed with Audit Committee's proposal and agreed to propose such agenda to the Annual General Meeting of Shareholders to appoint Ms. Orawan Techawatanasirikul Certified Auditor Number 4807 and/or Mrs. Gingkarn Atsawarangsalit Certified Auditor Number 4496 , and/or Ms. Rosaporn Decharkom Certified Auditor Number 5659 and/or Ms. Sumana Punpongsanon Certified Auditor Number 5872 and/or Ms.Kirdsiri Kanjanaprakasit Certified Auditor Number 6014 as the Company Auditor for 2024 given that one of them could examine and certify the Company's financial statement. They have complete specializations, acceptable audit standards, independence and qualifications in accordance with the Company's Articles of Association, Federal of Accounting Professions and Securities and Exchange Commission. They had been well performed their duties continuously by allowing one of the auditors has the authority to examine and signed the financial statements of the company and also determine the amount of audit fees as proposed.

Moreover, the Board had considered and compared workloads and audit fee of other listed company in same level and found that the audit fee is reasonable.

The proposed auditors have no relationship or any interest with company / subsidiaries / joint-venture / executive / major shareholder or any related person. They are independent in examining and giving opinion on the Company's financial statement and the company does not have all subsidiaries or associated companies.

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8. To consider and approve amendments to the Company's Articles of Association.

Fact and reason : Due to the Public Limited Companies Act (No. 4) B.E. 2022, there have been amendments to the Public Limited Companies Act B.E. 2535 regarding procedures for holding board and shareholder meetings according to Section 6, Section 79 and Section 82 therefore deems it appropriate to amend the Company's regulations, **Section 3: Board of Directors, Section 28, Section 4: Shareholder Meetings, Section 34, Section 39, and Section 6: Dividends and Reserves, Section 56** to accommodate electronic methods , this reduces the burden and provides convenience for the company and shareholders.



Opinion of the board: It is considered appropriate to propose to the general meeting of shareholders to consider and approve the amendment of the Company's regulations, **Section 3: Board of Directors, Section 28, Section 4: Shareholder Meetings, Section 34, Section 39, and Section 6: Dividends and Reserves, Section 56**, in order to comply with the Public Limited Companies Act (No. 4) B.E. .2565 with details as follows.

(Present) Articles of Association	(Propose an amendment) Articles of Association
<p>28. The summon directors' meeting, the chairman or assigning person must send the meeting appointment letter to the directors not less than seven (7) days before the meeting day unless in the case of urgency, to preserve the rights and benefits of the company, consequently, the meeting appointment will be arranged by other means and the meeting date will be earlier than normal.</p> <p>The place of meeting as the first paragraph must be held in the head office location area of the company or branches or any other places specified by the Board of Directors.</p>	<p>28. The summon directors' meeting, the chairman or assigning person must send the meeting appointment letter to the directors <u>not less than three (3) days before the meeting day</u> unless in the case of urgency, to preserve the rights and benefits of the company, consequently, the meeting appointment will be arranged <u>by electronic</u> or other means and the meeting date will be earlier than normal.</p> <p>The place of meeting as the first paragraph must be held in the head office location area of the company <u>or any other places in the Kingdom. In the case of a meeting via electronic media. The location of the company's head office shall be considered the location of the meeting.</u></p>
<p>34 The summon of the shareholders' meeting, the Board of Directors must provide the meeting appointment letter, specifying the place, date, time, agenda, and subject which will be presented to the meeting, as well as the details appropriately, by clearly specifying the presenting subject to acknowledge, obtain an approval or consider in any case, including the opinion of the Board of Directors of the said subject, and send to the shareholders and registrar acknowledging of the said not less than seven (7) day before the meeting date. In addition, must publish on the said meeting appointment <u>in the newspaper continuing for the period of three (3) days and not less than three (3) days before the meeting date.</u></p> <p>The place of meeting as the first paragraph must be held in the head office location area of the company or branches or any other places specified by the Board of Directors.</p>	<p>34 The summon of the shareholders' meeting, the Board of Directors must provide the meeting appointment letter, specifying the place, date, time, agenda, and subject which will be presented to the meeting, as well as the details appropriately, by clearly specifying the presenting subject to acknowledge, obtain an approval or consider in any case, including the opinion of the Board of Directors of the said subject, and send to the shareholders and registrar acknowledging of the said not less than seven (7) day before the meeting date. In addition, must publish on the said meeting appointment <u>in the newspaper or electronic media according to the criteria set by the registrar</u> continuing for the period of three (3) days and not less than three (3) days before the meeting date.</p> <p>The place of meeting as the first paragraph must be held in the head office location area of the company <u>or any other places in the Kingdom. In the case of a meeting via electronic media. The location of the company's head office shall be considered the location of the meeting.</u></p>





<p align="center">(Present)</p> <p align="center">Articles of Association</p>	<p align="center">(Propose an amendment)</p> <p align="center">Articles of Association</p>
<p>39 The chairman of the shareholders' meeting is responsible for controlling the meeting to be complied with the Articles of Association of the company herein regarding the subject of the meeting. In this regard, must perform the meeting compliance with the agenda respectively which specified in the meeting's appointment letter unless the meeting has resolved to change the agenda respectively by the votes not less than two / third (2/3) of the total amount of shareholders participation.</p> <p>When the meeting has completely considered as the first paragraph, the shareholders whose shares being counted not less than one / third (1/3) of all the selling shares, may request the meeting considered the other subjects than the specification in the meeting appointment letter.</p> <p>In the case of the meeting has not completely considered as the first paragraph or not completely considered as the presenting subjects of the shareholders as the second paragraph in any cases and need to adjourn to the next consideration, the meeting must define both the place, date and time of the next meeting and the Board of Directors must send the meeting appointment letter which specified both the place, date, time and agenda to the shareholders not less than seven (7) days before the meeting date. In addition, <u>must publish on the said meeting appointment in the newspaper</u> continuing for the period of three (3) days and not less than three (3) days before the meeting date.</p>	<p>39 The chairman of the shareholders' meeting is responsible for controlling the meeting to be complied with the Articles of Association of the company herein regarding the subject of the meeting. In this regard, must perform the meeting compliance with the agenda respectively which specified in the meeting's appointment letter unless the meeting has resolved to change the agenda respectively by the votes not less than two / third (2/3) of the total amount of shareholders participation.</p> <p>When the meeting has completely considered as the first paragraph, the shareholders whose shares being counted not less than one / third (1/3) of all the selling shares, may request the meeting considered the other subjects than the specification in the meeting appointment letter.</p> <p>In the case of the meeting has not completely considered as the first paragraph or not completely considered as the presenting subjects of the shareholders as the second paragraph in any cases and need to adjourn to the next consideration, the meeting must define both the place, date and time of the next meeting and the Board of Directors must send the meeting appointment letter which specified both the place, date, time and agenda to the shareholders not less than seven (7) days before the meeting date. In addition, <u>must publish on the said meeting appointment in the newspaper or electronic media according to the criteria set by the registrar</u> continuing for the period of three (3) days and not less than three (3) days before the meeting date.</p>





(Present) Articles of Association	(Propose an amendment) Articles of Association
<p>56 The dividend payment must be paid by the amount of shareholding and divided equally.</p> <p>The dividend payment must be performed within one (1) month since the date of the shareholders' meeting or resolved by the Board of Directors, in any case. In addition, must notify by letter and send to the shareholders, and publish on the said dividend payment <u>in the newspaper</u> continuing for the period of three (3) days.</p>	<p>56 The dividend payment must be paid by the amount of shareholding and divided equally.</p> <p>The dividend payment must be performed within one (1) month since the date of the shareholders' meeting or resolved by the Board of Directors, in any case. In addition, must notify by letter and send to the shareholders, and publish on the said dividend payment <u>in the newspaper or electronic media according to the criteria set by the registrar</u> continuing for the period of three (3) days.</p>

In this regard, requesting the power of attorney to authorize the person assigned by the Board of Directors to register amendments to the Company's regulations at the Department of Business Development, Ministry of Commerce, which has the power to amend and add words to comply with the registrar's orders.

Voting: This agenda must be approved by the vote not less than three-fourth (3/4) of the shareholders attending the Meeting and casting their votes.

Agenda 9. Other matters (if any).

All shareholders are cordially 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, since 11.00 hours.

In this regard, The Board of Directors has set the policy for shareholders to administer in the Company's business as well as provide suggestion on the Company's operation. In this regard, the Board of Directors provides the opportunity for shareholders to send questions related to the above agenda to the Board before the Meeting date through the following channels;

1. Shareholders send question, with any other detail (if any), and shareholders' contacting information (Name / Last Name / Telephone No. / Fax No. / E-mail).
2. Channels for sending question: www.pg.co.th / E-mail: suvimol@pg.co.th / Fax: 0-2294-5159 / or registered mail to Mrs. Suvimol Charoensrichai (Company Secretary).
3. Period of time for sending question: within Friday April 19, 2024.
4. Company Secretary will collect all questions and present to Managing Director for consideration respectively.





บริษัท ประชาอาภรณ์ จำกัด (มหาชน)
PEOPLE'S GARMENT PUBLIC COMPANY LIMITED

All such questions from shareholders including questions being sent prior to the meeting date, will be considered and answered in the date of Annual General Meeting of Shareholders.

For your convenience, if shareholders are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on their behalf. Please completely fill in and sign Proxy Form attached herewith or download Proxy Forms at the Company's website: <http://www.pg.co.th>., which has 3 types for choosing.

- In the case of a shareholder, who is a foreign investor and appoints a custodian in Thailand to be a stock depository and custodian, is able to use Proxy Form A. or Form B. or Form C. any one of them can be used.

- For shareholders, besides, only one of the forms of Proxy Form A or Form B can be used, and if you wish to appoint an independent director of the company to be nominated as a proxy from the shareholders you can see the information according to **the 5th Enclosure**.

Shareholders are kindly requested to submit the complete Proxy Form at least 3 business days in prior to the Meeting date for the convenience of reviewing the evidence. The Company will process registration with the barcode system, the shareholders and proxies, who will attend the meeting, please bring **the Registration Form with barcode (Enclosure)** on the Meeting date and signed for the right to attend the meeting.

By the order of the Board of Directors

(Mrs. Suvimol Charoensrichai)

Company Secretary



Minutes of the 44th Annual General Meeting of Shareholders

PEOPLE'S GARMENT PUBLIC COMPANY LIMITED

Registration Number PCL. 0107537001552

- Date : Tuesday 25th April 2023 at 09.00 hours
- Venue : Room Chao Phraya 1, Montien Riverside Hotel, No. 372,
Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120.
- President of the meeting : Mr. Boonkiet Chokwatana, Chairman
- Secretary of the meeting : Mrs. Suvimol Charoensrichai, Company Secretary
- Attendance : The shareholders have the right to attend the 2023 General Meeting of Shareholders must be named on Record Date on March 10th, 2023.
There were 935 shareholders, total 96,000,000 shares.
- Commencement the meeting : Total of shareholders and proxies attended the meeting was 66 registers (42 persons) amounted 74,143,321 shares or 77.23 percent of total shares. A quorum was thereby constituted according to Company Articles of Association.

Agenda	Total of shareholders and proxies attending the meeting (persons)	Total of shareholders and proxies attending the meeting (registers)	Total Shares	Percentage (%)
Agenda 1 - 4	45	69	74,235,754	77.33
Agenda 5 - 8	46	70	75,703,887	78.86

Company Secretary notified the meeting on the Company Articles of Association No. 36 stated that at a shareholder meeting, there must not be 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.

Mr. Boonkiet Chokwatana, Chairman of the Board, acting as President of the meeting welcomed all shareholders and declared the opening of the 44th Annual General Meeting of Shareholders, and there was introducing of Directors, Executives and Auditor who attended the meeting as follow:-

Directors who attended the meeting

1. Mr.Boonkiet Chokwatana President to the Board /
Chairman of Nomination Committee /
Chairman of Remuneration Committee
2. Mr. Chailert Manoonpol Vice President / Risk Management Committee

3. Mr.Viritpol	Chaithavornsathien	Chief Executive Officer / Risk Management Committee / Nomination Committee / Corporate Governance and Sustainable Development Committee
4. Mrs.Sunan	Niyomnaitham	Deputy Managing Director / Remuneration Committee/ Corporate Governance and Sustainable Development Committee / Chief Financial Officer
5. Mrs.Somporn	Tiyaviboonsiri	Nomination Committee
6. Mrs.Teerada	Ambhanwong	Director
7. Mrs.Kityaporn	Chaithavornsathien	Director / Remuneration Committee
8. Mr.Piranart	Chokwatana	Director
9. Mr.Khachornsakdi	Vanaratseath	Independent Director / Chairman of Audit Committee
10. Gen.Konechanart	Chunnabhata	Independent Director / Chairman of Risk Management Committee
11. Mr.Santi	Bangor	Independent Director / Audit Committee / Chairman of Corporate Governance and Sustainable Development Committee
12. Mrs.Nuchanart	Thammanomai	Independent Director / Audit Committee
13. Mrs.Chortip	Pramoj Na Ayudhya	Independent Director / Remuneration Committee / Nomination Committee
Mrs. Suvimol	Charoensrichai	Company Secretary / Risk Management Committee / Corporate Governance and Sustainable Development Committee / Executive Board and HR Manager

Executive Officers who attended the meeting

1. Mrs.Sasivimol	Kluaysritrakul	Executive Board / Manager, Finance Division
2. Mrs.Kalayanee	Chantarapikul	Executive Board / Manager, Business Division
3. Mrs.Nutchapunporn	Sunthornwiset	Executive Board / Manager, Business Division
4. Mrs.Photchamarn	Engkanisarn	Executive Board / Manager, Business Division
5. Ms.Salinla	Chaiput	Executive Board / Manager, Accounting Division

Company's Auditor who attended the meeting and duty on casting vote and examine the vote named Ms. Orawan Techawatanasirikul and Mr. **Wanassapon Sirisakwises** of EY Office Limited.

The Board of Directors and the subcommittee entirely attended the meeting which is equivalent to 100 percentages.

Mrs. Suvimol Charoensrichai, Company Secretary notified the agenda and procedures to shareholders for acknowledgement.

The company performs as good corporate governance regarding equally and fairly supervision of shareholders right as following.

1. Give an opportunity to propose the agenda and / or candidate to be elected as company director during December 1 – 30, 2022.

Despite the invitation, there was no agenda or candidate proposed to be elected as company director.

2. Give an opportunity to shareholders who was unable to attend the meeting authorized Independent Directors as their proxies.
3. Give an opportunity to send prior questions to the Company.

There was no question sending in advance.

After that, the meeting was notified the procedures for voting operated by the Company Articles of Association No.43. In this regard, one share counted as one vote, votes would be cast openly for every agendum, and the shareholders were able to cast votes of approval, disapproval or abstention in each agendum.

Under the voting procedures, only the votes of disapproval, abstentions and voided ballot (if any) would be counted, after which the number obtained would be deducted from the total number of votes in attendance of the meeting. The resulting sum would be deemed as the number of approval votes in such agenda.

However, in case of shareholders gave a proxy to attend the meeting by voting on their purpose and submitted proxy form in advance. Company shall record such vote in the evaluation system.

In term of voided ballot, it means that the voter expresses unclearly intention in the ballot such as over-voting or no signatures at the correction point/defaced mark.

In case of registration after the meeting started, such shareholders have the right to vote on remaining agenda. The company will count the number of shares into quorum for remaining agenda and record the minute of the meeting. Company will inform the meeting in case of additional shareholders or proxies registered during the meeting.

For neatness and transparency, vote will be counted by Barcode system which shareholders can see the score on the screen by dividing into cases as given below;

1. In any agenda except director election, shareholders who disapprove or abstain are requested to lift the voting placard for officers to record and distribute voting ballot. They are also requested to fill the registration number and opinion together with signature. At last, officers will collect such ballot.
2. For director election agenda, all shareholders will receive the ballot after registration. They are requested to give opinion on election the director individually and sign in the voting placard. In case of disapproval or abstain on whoever, shareholders are requested to lift the voting placard for officers to record. Officers will collect the voting placard after this agenda ended for counting the vote in accordance with principal of SET and SEC.

To count the votes, agree, disagree and abstain. and in order to comply with the rules set by the Office of the Securities and Exchange Commission.

Moreover, in this meeting the company records images and sounds in the form of video media throughout the meeting.

President of the Board notified the meeting that in their capacities as shareholders, had requested to cast votes of approval on all proposals made by the Board of Directors in the agenda. In the case where a shareholder had granted proxy to a director, the vote would as specify in the proxy.

Thereafter, Mr.Viritpol Chaithavornsathien Chief Executive Officer and Mrs. Suvimol Charoensrichai Company Secretary were designated to proceed the meeting in accordance with the agenda.

Agenda 1 Approval of Minutes of the 43rd Annual General Meeting of Shareholders

The Chief Executive Officer notified the meeting that copies of the Minutes of the 43rd Annual General Meeting of Shareholders held on April 26th, 2022, had been sent to the shareholders together with the notice of the meeting and also disseminated through company's website within 14 days from the meeting date. Besides, the minute was send to Department of Business Development, Ministry of Commerce within specified date by law; moreover, the copy of such minutes and invitation letter to attend the meeting has been sent to the shareholders already, The Board of Director expressed opinion that such minutes were completed and recorded accuracy of the facts according to the agenda and resolutions.

Voting : This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes, and when there is no question, it is requested for the meeting's approval.

The resolution: The meeting passed a unanimous resolution to approve such minute with all votes.

	Registered Persons	Total Vote (1 Share : 1 Vote)	Percentage
Approve	69	74,235,754	100
Disapprove	0	0	0
Abstain	0	0	0
Voided Ballot	0	0	0

Agenda 2 Acknowledgement on the Board of Directors' Report

The Chief Executive Officer notified the meeting that the Report of the Board of Directors and annual performance results for the year 2022 had been published in the 2022 Annual Report (Form 56-1 One Report). Those documents had also already been sent to the shareholders in form of QR code which was attached to invitation letter which is Barcode registration form in advance.

The Chief Executive Officer presented overall company performance and the development for sustainability as following;

Sales Revenues

The company had sales revenues amounted 687.17 million baht, increased by 74.55 million baht or 12.17 percent due to domestic sales amounted 564.87 million baht and Overseas sales amounted 122.30 million baht.

Other Revenues

The company had other revenues of 59.72 million baht, increased by 11.67 million baht or 24.28 percent.

The company had sales revenues totaled 752.14 million baht, increased by 85.22 million baht or equivalent to 12.78 percent.

The company had total expenses amounted 707.74 million baht, increased by 54.21 million baht or equivalent to 8.29 percent

In 2022, the company had net profit amounted 43.50 million baht accounted for the net profit per share is 0.45 baht.

(For more details, shareholders please find in the annual report of year 2022, subject “Explanation and Analysis of Performance”, Page 60-66)

Sustainable Development

The company has continuously emphasized participation in reducing global warming both of products and production processes, for example, The Upcycling project, turning PET plastic bottle waste to be the company's clothing products, which is accepted by international standards such as ISO 9001, ISO 14001 and GRS (Global Recycled Standard).

The company is also aware of the importance of using clean energy and natural energy by investing in Solar Rooftop solar power at both plants in Lamphun and Kabinburi; the result is in 2022, electricity consumption has been reduced by 978,630 kW and greenhouse gas emissions have been reduced by 384 tons of carbon.

The anti-corruption activities in 2022 are as follows:

1. Review the anti-corruption policy for directors, executives and employees.
2. Provide knowledge on new employee orientation training
3. The anti-corruption alliance has been expanded to business partners.
4. Renew CAC membership every 3 years, which was certified on December 31, 2022.
5. Continuously implement the policy

(More details for shareholders can be found in the Annual Report 2022 under the topic “Business Drive for Sustainability” on page 38-59.)

Voting: This agenda is intended for acknowledgements propose which is not voted required.

The meeting was open again for questions, if there are no questions, it is requested that the meeting acknowledged the item in this agendum and proceed to the next agendum.

Agenda 3 Approval of financial statement as at 31st December 2022

The Chief Executive Officer has expressed and notified the meeting that the Company had printed details of the financial statement which composed of financial position, comprehensive income, changes in shareholders’ equity, cash flows and notes to the financial statements account as at 31st December 2022, which

had been audited and certified by auditors and considered by the Audit Committee, in the 2022 Annual Report. Such report had already been sent to the shareholders for consideration in advance.

Details	Amount (Baht)
Total Assets	1,671,287,702
Total Debts	210,035,574
Shareholder's Equity	1,461,252,128
Total Revenue	752,142,890
Net Profit	43,496,164
Net Profit per share (Baht/Share)	0.45

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes. Approval of the meeting was requested

The resolution: After deliberation, the meeting passed a unanimous resolution approving financial statement for 2022 as at December 31, 2022 of total vote.

	Registered Persons	Total Vote (1 Share: 1 Vote)	Percentage
Approve	69	74,235,754	100
Disapprove	0	0	0
Abstain	0	0	0
Voided Ballot	0	0	0

Agenda 4 Approval of profit allocation and dividend payment for 2022,

The Chief Executive Officer notified the meeting that the profit and loss of the company for 2022 as follows:

Details	Amount (Baht)
Unappropriated retained earnings (1 st January, 2022)	735,033,193.59
Loss from disposal of investments determined to be measured at fair value through other comprehensive incomes	(2,129,389.40)
Net profit (loss) for 2022	43,496,165.19
Total of the profit that will be allocated.	776,399,969.38

The Board of Director proposed the following allocation of profits:

- **Appropriation of Reserve as Required by Law**

The Managing Director explained to the meeting that under article 58 of the Articles of Association, **“the Company must appropriate annual net profit as capital reserves in the amount of not less than one-**

twentieth (1/20) of the annual net profit deducted by any carried forward retained loss until such capital reserves amount to one-tenth (1/10) of the Company’s registered capital.”

In 2022, company already allocated 10 percentage of registered capital reserved by law. The amount is 9.6 million Baht, and then it was not reserved more this year.

- Allocation of Dividends Payment

Company has policy of dividend payment at rate of not over than 50 percent of net income by mainly considering on company’s operation and economic trend.

Pursuant to the resolution of Board of Directors Meeting No.1/2023 to be held on February 23rd 2023, passed resolution to present dividend payment to shareholders’ meeting at the rate 0.20 baht per share, total amount of 19,200,000 baht.

Whereby said dividend derived from net profits which had already been paid corporate income tax at the rate of 20 percent. For shareholders who are entitled to receive dividend as listed on the record date of the shareholders entitled to receive the dividend on May 12, 2023 and determine the payment date will be on May 24th, 2023 in accordance with the dividend payment policy of the Company.

The comparative data of dividend payment is as follows:

Details of Dividend Payment		2022	2021
1. Net Profit (Loss)	(Million Baht)	43.50	10.64
2. Shares	(Million Shares)	96	96
3. Annual dividend payment	(Baht / Share)	0.20	0.10
Total Amount of Dividend Payment	(Million Baht)	19.20	9.60

The company has unappropriated retained earning brought forward amounted 753,199,969.38 Baht, as following details:

Details	Amount (Baht)
Unappropriated retained earning brought forward (January 1, 2022)	735,033,193.59
Profit (Loss) from disposal of investments determined to be measured at fair value through other comprehensive income	(2,129,389.40)
Net Profit (Loss) of 2022	43,496,165.19
Unappropriated retained earning	776,399,969.38
Annual dividend payment (2022)	(19,200,000.00)
Unappropriated retained earning carried forward	753,199,969.38

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

Approval of the meeting was requested.

The resolution:

The resolution of the meeting was considered to unanimously approve the annual dividend payment for 2022 at the rate of 0.20 Baht per share, total amount is 19,200,000.00 Baht. The dividend is paid from net profit after deduct at 20% of corporate income tax and the due payment will be on May 24, 2023. The Company has unallocated retained earnings amount 753,199,969.38 Baht of the total votes.

	Registered Persons	Total Vote (1 Share: 1 Vote)	Percentage
Approve	69	74,235,754	100
Disapprove	0	0	0
Abstain	0	0	0
Voided Ballot	0	0	0

Agenda 5 To consider the election of directors to replace the directors whose term has expired

The Chief Executive Officer informed the meeting that article 21 of the Articles of Association stated that “ **In every annual general meeting of shareholders, 1 in 3 directors shall leave office; however, if the number of directors is not divisible by 3, the number of directors closest to 1 in 3 shall leave office; the directors who shall leave office in the first and second years subsequent to the registration of the Company shall be designated by a draw of lots; as for subsequent years, the longest-serving directors shall leave office; a direct who has left office may be re-elected.**”

At present, there are 13 company directors, in the 44th Annual General Meeting of Shareholders; there are four retired directors namely;

1. Mr.Khachornsakdi Vanaratseath Independent Director
2. Mrs. Sunan Niyomnaitham Executive Director
3. Mrs. Teerada Ambhanwong Non - Executive Director
4. Mrs. Chortip Pramoj Na Audhya Independent Director

The Nomination Committee consisting of Mr. Boonkiet Chokwatana, Chairman of Nomination Committee, and other 3 directors: - Mrs.Somporn Tiyaviboonsiri, Mrs.Chortip Pramoj Na Audhya and Mr. Viritpol Chaithavornsathien who are responsible for nominating person who are qualified, then propose such person to the board for election as company director.

At Nomination Committee meeting, Mrs.Chortip Pramoj Na Audhya was regarded as stakeholder and his term was ended by rotation and he has left the room.

According to the consideration of the Board excluded nominated director, agreed with Nomination Committee to re-elect all 4 directors for another term. Due to all 4 outgoing directors possessed knowledge, skills as well as experience and had created benefits for the Company throughout their terms in office including possessed qualification in accordance with relevant regulations.

All 4 persons are qualified according to the Public Companies Act B.E.2535 and the requirements of the SEC, Company Articles and related announcements.

Besides, Mrs. Chortip Pramoj Na Audhya has been in their term of office more than 9 years (more than 3 terms); however, that persons still have qualifications of the Company's independent directors in full compliance. They are qualified to be knowledgeable person, and a director who has acquired experience, knowledge and expertise to provide useful suggestions for the Company's strategy and operation. They can also provide independent opinion and in compliance with relevant guidelines.

Further, section 86 of the Public Companies Act B.E. 2535 (1992) and Chapter 3, article 30, of the Articles of Association specified that **“a director is prohibited from operating a similar business or becoming a partner in a general partnership or becoming an unlimited partner in a limited partnership or becoming a director in a private company or a company which operates a similar business and is in competition with the business of the company, regardless of whether such act was done for one’s own interest or the interest of others, except where notice has been given to the meeting of shareholders prior to an appointment resolution.”**

Therefore, prior to the resolution on appointments, the meeting was notified that 1 director nominated for re-election in this meeting were directors of other companies which operated similar businesses and were in competition with the Company as listed below:

Mrs. Sunan Niyomnaitham

Position: Director - Thai Sport Garment Co., Ltd.

- Champ Kabin Co.,Ltd.

The profile of 4 directors was previously sent to shareholders together with letter of notification. The board of directors has proposed the meeting to considerate the election of company’s director individually as below;

1. Mr. Khachornsakdi Vanaratseath
2. Mrs. Sunan Niyomnaitham
3. Mrs. Teerada Ambhanwong
4. Mrs. Chortip Pramoj Na Audhya

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

Approval of the meeting was requested.

The resolution: After deliberation, the meeting passed the resolution to re-elected 4 directors to be Company Director of the year 2023 for another term by considering individually, and **in this agenda, there is no voided ballots.** as following details;

The total of registered Shareholder and proxies attending the meeting was 70 registers persons, total voting share 75,703,887 shares.

Directors	Approve		Disapprove		Abstain	
	Voting	%	Voting	%	Voting	%
1. Mr. Khachornsakdi Vanaratseath	75,703,887	100	0	0	0	0
2. Mrs. Sunan Niyomnaitham	75,703,887	100	0	0	10	0
3. Mrs. Teerada Ambhanwong	75,703,877	100	10	0	0	0
4. Mrs. Chortip Pramoj Na Audhya	75,703,877	100	10	0	0	0
In this agenda, there is no voided ballots						

The Managing Director informed the meeting that as a result thereof the Board of Directors for the year 2023 would comprise of 13 directors according to the following list:

- | | |
|--------------------------------------|-----------------------------------|
| 1. Mr.Boonkiet Chokwatana | 2. Mr. Chailert Manoonpol |
| 3. Mr. Viritpol Chaithavornsathien | 4. Mrs. Sunan Niyomnaitham |
| 5. Mrs. Somporn Tiyaviboonsiri | 6. Mrs. Teerada Ambhanwong |
| 7. Mrs. Kityaporn Chaithavornsathien | 8. Mr. Piranart Chokwatana |
| 9. Mr. Khachornsakdi Vannaratseath | 10. Gen. Konecharnart Chunnabhata |
| 11. Mr. Santi Bangor | 12. Mrs. Nuchanart Thammanomai |
| 13. Mrs. Chortip Pramoj Na Ayudhya | |

In addition: - Mr. Khachornsakdi Vannaratseath - Gen. Konecharnart Chunnabhata
- Mr. Santi Bangor - Mrs. Nuchanart Thammanomai
and Mrs. Chortip Pramoj Na Ayudhya are Independent Director.

Agenda 6 To determine remuneration of the Board of Directors for year 2023

The Managing Director informed the meeting that according to article 32 of the Company Articles of Association stated that **“the Company is prohibited from giving sums or any other property to a director except for payment of remuneration to which the director is entitled and other compensatory benefits normally payable in his/her capacity as director of the Company, but does not include remuneration or welfare benefits to which the director receives in his/her capacity as a member of staff or employee of the Company.”** The Company presented details as follows:

(Unit: Baht)

	2022	2021
Meeting allowance	451,000	612,000
Director’s Remuneration	3,000,000	1,550,000
Total	3,451,000	2,162,000

For 2023, The Board of Directors sought the approval of the meeting for the Company's payment of remuneration to the Board of Directors in an aggregate limit not exceeding 6 million baht per year. This is considered by company operation, budget approved from shareholder's meeting and previous payment included the appropriation with duties and responsibilities, by not including other remuneration or welfare which director receives as employee. Approval of the meeting on the above proposals was thereby requested.

(1) Annual remuneration (pay to every director); The Remuneration Committee considers the compensation and present to the Board of Director.

(2) Meeting Allowance payment; in 2023 (The attendance only).

On behalf of	Position	Amount (Baht)
Company Director	Chairman	12,000
	Members	9,000
Audit Committee	Chairman	12,000
	Members	9,000
Remuneration Committee, Nomination Committee, Risk Management Committee and Corporate Governance and Sustainable Development Committee	Chairman	10,000
	Members	8,000

(3) Remuneration of other sub committees which organized by the Board will be in the consideration of The Board of Directors and considered by appropriateness, duties, and responsibilities.

(4) Others Remuneration - NONE-

Besides, it is effective since the meeting of shareholders has approved and agreed to use it until there is a change. the total compensation must not exceed the amount which is approved by Shareholder's meeting.

Voting: This agenda must be approved by the vote not less than two-third (2/3) of the shareholders attending the Meeting and casting their votes.

Approval of the meeting was requested.

The resolution: After deliberation, the meeting passed a unanimous resolution approving of the prescription of remuneration for the Board of Directors in accordance with the proposed limit.

	Registered Persons	Total Vote (1 Share: 1 Vote)	Percentage
Approve	70	75,703,887	100
Disapprove	1	10	0
Abstain	0	0	0
Voided Ballot	0	0	0

Agenda 7 Appointment of the Auditor and determination the audit fee

Mr. Khachornsakdi Vannaratseath, Chairman of Audit Committee, informed the meeting that pursuant to **Article 49** of the Company Articles of Association “**the auditor must not be a company director, employee or not be positioned in company**”, **article 50 of the Company Articles of Association**, “**the general meeting of shareholders shall appoint an auditor every year; the outgoing auditor may be re-elected to office**”, and **article 51 stated that “the amount of fee payable to the auditor shall be determined by a meeting of shareholders”**.

For 2023, the company proposed existing auditors in which the board of directors agreed with audit committee proposal, which considered auditor’s independent and working standard. Found that EY Company Limited has fully qualifications in accordance with rules and regulations of the Company’s Articles of Association and the Federation of Accounting Professions as well as the Regulations of the Securities and Exchange Commission. Then they are agreed to appoint EY Company Limited to be company auditors. The meeting was requested to approve the appointment of auditors as following names;

1. Ms. Orawan Techawatanasirikul Certified auditor number 4807
(Who have been signatory certifying the Company’s financial statement) and / or
2. Mrs. Kingkarn Asavarangsan Certified auditor number 4496
(Who have never been signatory certifying the Company’s financial statement) and / or
3. Ms. Pimjai Manitkajohnkit Certified auditor number 4521
(Who have never been signatory certifying the Company’s financial statement) and / or
4. Ms. Rasaporn Dejarkom Certified auditor number 5659
(Who have never been signatory certifying the Company’s financial statement) and / or
5. Ms. Sumana Phanpongsonon Certified auditor number 5872
(Who have never been signatory certifying the Company’s financial statement) and / or
6. Ms. Keadsiri Kanchanaprakasit Certified auditor number 6014
(Who have never been signatory certifying the Company’s financial statement)

As EY Company Limited to be company auditors for the year 2023, The meeting passed a resolution approved prescription of audit fees for the year 2023 and the audit fee is as follows:

	2023 (Baht)	2022 (Baht)
Review of the financial statement for the 1 st , 2 nd and 3 rd quarter in total	510,000	450,000
Review of the annual financial statement	870,000	810,000
Non audit fee	-None-	-None-
Total	1,380,000	1,260,000

The above auditors are independent and have no relations or benefits to company / executive directors / major shareholders or related persons. The company has no subsidiary and joint company. Then the auditors are independent to review and give opinion on company financial statement.

Voting: This agenda must be approved by the majority vote of the shareholders attending the Meeting and casting their votes.

It was thereby requested the meeting to approve the proposals.

The resolution: After deliberation, the meeting passed a resolution approved the appointment of auditors and prescription of audit fees as proposed by the Board of Directors.

	Registered Persons	Total Vote (1 Share: 1 Vote)	Percentage
Approve	70	75,703,887	100
Disapprove	0	0	0
Abstain	0	0	0
Voided Ballot	0	0	0

Agenda 8. Other Items (If any)

Mr. Ditvoranan Denpaisarn who is shareholder: raised question as bellows: -

- As PG hold the shares of MC Jean for more than 1%, Is this account for investment or Strategic Partner?
- As PG has a chance to produce the products for MC Jean, so what is the quantity of order to be placed, please roughly express as guideline?
- The financial statements for the first 9 months have always been quite good, but for the last 3 months, why did the performance lose? Is there any special cause?
- In the future, Does the company plan to increase revenue? and how to improve profit margins of each quarter?

Mr. Viritpol Chaithavornsathien answered as below: -

- Currently PG hold the Shares of MC Jean as an investment; however, in the future, it possibly changes to be Strategic Partner.
- In 2022, during the first 3 quarters, there was quite intense work; however, as for the last quarter, there were various crisis happened to customers, so the estimates of production were adjusted properly. Moreover, in the first 3 quarters, there were pre-working or preparing in advance, so it could be covered to generate more revenues; in addition, in 2023, sales and profitability would be adjusted for getting better.

Mr. Boonkiet chokwatana

It's a firstly build relationship between PG and MC Jean, if the opportunity and timing are properly good, we can work well together.

Thereafter, Mr. Boonkiet Chokwatana, the President, expressed thanks to the shareholders for attending and entrusting this Board of Directors with the administration of the Company's business for another term, and close this 44th Annual General Meeting of Shareholders.

The 44th Annual General Meeting of Shareholders closed at 9.50 hours

Boonkiet Chokwatana

Mr. Boonkiet Chokwatana

(President)

Recorded by

Suvimol Charoensrichai

(Mrs. Suvimol Charoensrichai)

Company Secretary

Candidate's Profile

Name : Mr. Boonkiet Chokwatana **Age** : 77 **Nationality** : Thai

Position : President / Chairman of Remuneration
Committee / Chairman of Nomination Committee

Education : Bachelor Degree in Engineering Worcester Polytechnic Institute, Massachusetts, USA.
: Honorary Doctorate Degree in Business Administration (Management), Sripatum University
: Honorary Doctorate Degree in Business Administration (Commerce), Burapa University
: Honorary Doctorate Degree in Business Administration (Management Science and Information
Technology), Naresuan University

Director Training : Director Accreditation Program (DAP) 3/2003 Thai Institute of Directors (IOD)
Director Certification Program (DCP) 41/2004 Thai Institute of Directors (IOD)

Proposed position : Company Director who was approved from nomination committee

Year of being company director : Since 24 April 1989 (35 years)

Term of Office : 3 Years

Holding company share : 2,790,000 shares, or 2.91%

Experiences

Listed Companies		Non-Listed Companies	Position in other organization that compete with / related to company	
No.	Position / Company Name	No.	No.	Position / Company Name
1	ICC International Plc.	51	1	Chairman of the Board of Directors Chairman of Executives Board ICC International Plc.
2	Saha Pathana Inter-Holding Plc.			
3	S&J International Enterprises Plc.			
4	Sahacogen Plc.			
5	Pan Asia Footware Plc.			

Performance for 2023

- Co-operated in formulating visions, missions, policies, trends, and strategies of the company.
- Participated in setting the policy of corporate governance, codes of conduct, and business ethics.
- Supervised and followed the company's operation in line with the company's objective.

Attendance the meeting in 2023

- Annual General Shareholder's Meeting 1/1
- Company Directors Meeting 6/6
- Remuneration committee Meeting 1/1
- Nomination committee Meeting 1/1

Forbidden qualification

- No record of law breaking about wealth which is dishonest
- No record of being in conflict provided an interest of the company in the year 2023

Criminal offenses record during the past 10 years		Qualification
1.	Being adjudged of convicting a crime or being on trial for convicting a crime.	- None -
2.	Being adjudged bankrupt or a receiver is appointed.	- None -
3.	Being a management in the company of partnership which is adjudged bankruptcy or a receiver is appointed.	- None -

Candidate's Profile



Name : General Konecharnart Chunnabhata

Age : 77

Nationality : Thai

Position : Independent Director /
Chairman of Risk Management Committee

Education : National Defence Training Certificate, National Defence
Studies Institute, the Supreme Command Headquarters
: National Defence College
: National Defence Studies Institute, Supreme Command Headquarters

Director's Training : - None -

Proposed position : Company Director / Independent Director who was approved from
nomination committee

Year of being company director : Since 28 April 2009 (15 years)

Term of Office : 3 Years

Holding company share : - None -

Experiences

Other Listed Companies		Non-Listed Companies	Position in other organization that compete with / related to company	
No.	Position / Company name	No.	No.	Position / Company name
-None-	-None-	-None-	-None-	-None-

Performance for 2020

- Co-operated in formulating visions, missions, policies, trends, and strategies of the company.
- Participated in setting the policy of corporate governance, codes of conduct, and business ethics.
- Supervised and followed the company's operation in line with the company's objective.

Attendance the meeting in 2023

- Annual General Shareholder's Meeting 1 / 1
- Company Directors Meeting 6 / 6 ■ Risk Management Committee Meeting 5 / 5

Forbidden qualification

- No record of law breaking about wealth which is dishonest
- No record of being in conflict provided an interest of the company in the previous year

Criminal offenses record during the past 10 years	Qualification
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	- None -
2. Being adjudged bankrupt or a receiver is appointed.	- None -
3. Being a management in the company of partnership which is adjudged bankruptcy or a receiver is appointed.	- None -

Candidate's Profile

Name : Mr. Santi Bangor
Age : 78
Nationality : Thai
Education : Master of Agricultural Economics, Texas Tech University, USA
Director Training : Director Certification Program (DCP) 12/2001
 Thai Institute of Directors (IOD) : Advanced Audit Committee Program (ACP) 10/2013
 : Role of the Compensation Committee Program (RCC) 16/2013
 : Monitoring Fraud Risk Management (MFM) 9/2013
 : Monitoring the System of Internal Control and Risk Management (MIR) 14/2013
 : Monitoring the Internal Audit Function (MIA) 14/2013
 : Monitoring the Quality of Financial Reporting (MFR) 17/2013



Proposed position : Company Director / Independent Director who was approved from nomination committee

Year of being company director : Since 28 April 2009 (15 years)

Term of Office : 3 Years

Holding company share : 58,100 shares, or 0.06%

Experiences

Other Listed Companies		Non-Listed Companies	Position in other organization that compete with / related to company	
No.	Position / Company name	No.	No.	Position / Company name
-None-	Thoresen Thai Agencies PCL	1	-None-	-None-

Performance for 2020

- Co-operated in formulating visions, missions, policies, trends, and strategies of the company.
- Participated in setting the policy of corporate governance, codes of conduct, and business ethics.
- Act as a member of the audit committee that reviews the reliability of financial information before reporting to the Stock Exchange of Thailand, including examining connected transactions of the business.
- Supervised and followed the company's operation in line with the company's objective and Good Corporate Governance.

Attendance the meeting in 2023

- Annual General Shareholder's Meeting 1/1
- Company Directors Meeting 6/6
- Audit Committee Meeting 5/5
- Corporate Good Governance Committee Meeting 2/2

Forbidden qualification

- No record of law breaking about wealth which is dishonest
- No record of being in conflict provided an interest of the company in the year 2023

Criminal offenses record during the past 10 years	Qualification
1. Being adjudged of convicting a crime or being on trial for convicting a crime.	- None -
2. Being adjudged bankrupt or a receiver is appointed.	- None -
3. Being a management in the company of partnership which is adjudged bankruptcy or a receiver is appointed	- None -

Candidate's Profile



Name : Mrs. Kityaporn Chaithavornsathien

Age : 49

Nationality : Thai

Education : Bachelor of Business Administration,
Assumption University

Director Training : Director Certification Program (DCP) 154/2011
Thai Institute of Directors (IOD)

Proposed position : Company Director / Independent Director who was approved from
nomination committee

Year of being company director : Since 9 November 2020 (3 Years and 5 Months)

Term of Office : 3 Years

Holding company share : 1,046,333 shares, or 1.09 %

Experiences

Other Listed Companies		Non-Listed Companies	Position in other organization that compete with / related to company	
No.	Position / Company name	No.	No.	Position / Company name
-None-	-None-	13	-None-	-None-

Performance for 2020

- Co-operated in formulating visions, missions, policies, trends, and strategies of the company.
- Participated in setting the policy of corporate governance, codes of conduct, and business ethics.
- Supervised and followed the company's operation in line with the company's objective.

Attendance the meeting in 2023

- Company Directors Meeting 6/6
- Remuneration Committee Meeting 1/1

Forbidden qualification

- No record of law breaking about wealth which is dishonest
- No record of being in conflict provided an interest of the company in the previous year

Criminal offenses record during the past 10 years	Qualification
4. Being adjudged of convicting a crime or being on trial for convicting a crime.	- None -
5. Being adjudged bankrupt or a receiver is appointed.	- None -
6. Being a management in the company of partnership which is adjudged bankruptcy or a receiver is appointed.	- None -

Qualification of Independent Directors

People's Garment Public Company Limited has defined the qualification of independent director which is more intensive than the minimum principal of the Securities and Exchange Commission and the Stock Exchange of Thailand. The details are following;

1. Holding not more than 0.50 percent of total voting shares of company or its parent company, its subsidiaries, its associated companies, including stocks held by connected persons of the independent.
2. Not being or never been board member who participated in management of its parent company or an executive director, employee, staff, advisor who receives salary of a controlling person of company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries or a juristic person who may have conflicts of interest unless the foregoing status has ended for more than 2 years, excluding independent director who ever be government official or advisor for government service which is major shareholder or controlling person of company.
3. Not being a person related by consanguinity or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling persons, or persons to be nominated as management or controlling person of company or its subsidiaries.
4. Not having or never had a business relationship with company, its parent company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest, in the manner that may interfere with his independent judgment, or is not or has not ever been a major shareholder, non-independent director or management of any person having business relationship with company, its parent company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the applicant or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 years prior to the date on which the business relationship with the person commences.

5. Not being or never been an auditor of company, its parent company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest and is not a major shareholder, non-independent director, management or partner of an audit firm which employs auditors of company, its parent company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years.
6. Not being or never been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from company, its parent company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest, and is not a major shareholder, non-independent director, management or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years.
7. Not being a representative of company director or its major shareholder or a shareholder who is related to company's major shareholder.
8. Not being a director in other organization that compete with or related to company, its subsidiaries, or not being a partnership of organization that compete with or related to company, and not being an executive director, employee, staff, advisor who receives salary, and not holding share more than 1 percent of total voting shares of organization that compete with or related to company.
9. Not having characteristics which lead to incapable of expressing independent opinions regarding company's business.

After appointed to be independent director who qualifies as stated all above (According to paragraph 1-9) , such independent director may be assigned by the Board of Director for taking part in the business decision of company, its parent company, its subsidiaries, its associated companies, same level subsidiaries, major shareholder or controlling person on the condition that such decision must be a collective one (Collective decision).

Profile of Independent Directors being Nominated as Proxies by Shareholders

1. Name : Mr. Khachornsakdi Vanaratseath
Types of Director : Independent Director /
Chairman of Audit Committee
Age : 77 Years
Nationality : Thai
Shareholding : - None -
Spouse's shareholding : - None -
Address : 18 – 20 Soi Punnawithi 30, Bangchak Sub-District
Phra Khanong District, Bangkok, 10260
Stakeholder : - None –
Having special stakeholder : - None -
in every agenda



2. Name : Mrs. Nuchanart Thammanomai
Types of Director : Independent Director /
Audit Committee
Age : 72 Years
Nationality : Thai
Shareholding : - None -
Spouse's shareholding : - None -
Address : 37/16 Soi Lung Suan, Ploenchit Road,
Lumpini District, Pathumwan Province, Bangkok, 10330
Stakeholder : - None –
Having special stakeholder : - None -
in every agenda



3. Name : Mrs. Chortip Pramoj Na Ayudhya
Types of Director : Independent Director / Remuneration Committee/
Nomination Committee
Age : 72 Years
Nationality : Thai
Shareholding : 10,000 Shares
Spouse's shareholding : - None -
Address : 99/241 Soi.8C Manthana Village (Chaengwattana-Ratchapruек),
Chaiyapruек road, Phlap Sub-District, Pakkred District, Nonthaburi, 11120
Stakeholder : - None –
Having special stakeholder : - None -
in every agenda



The Articles of Association which related to General Meeting of Shareholders

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.

The shareholders holding shares amounting to not less than 10 percentage of the total number of shares sold may subscribe their names in a 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 a request. In this event, the Board of Directors must summon a shareholder meeting within 45 days as from the date of receipt of the request from the shareholders.

In case of the Board of Directors does not hold a meeting within the period specified in paragraph 4, all such shareholders who have joined the name list all together or other shareholders joined together to meet the number of shares as required can set up the meeting within 45 days from the due period according to paragraph 4. In this case, it shall be considered as a meeting of shareholders that the Board of Directors convened which the company is responsible for the necessary expenses incurred from arranging the meeting and providing reasonable facilities.

In case of it appears that the shareholders' meeting is held due to shareholders according to paragraph 5 any time, and if the number of shareholders who attended the meeting is not a quorum as specified in article 36 and 37, the shareholders according to paragraph are reimbursement of expenses, incurred from arranging the meeting, to the company.

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) consecutive 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 the law is otherwise specified in any particular case.

Article 37 At any shareholder 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 36 and if such shareholder 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 38 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 39 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 of the agenda is passed by the meeting with the votes 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 shares 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 40 Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

Article 44 The affairs to be carried out by the annual general meeting are as follows:

1. Report of the operations of the Company in the previous year;
2. Approval of Balance Sheet and Statement of Income
3. Appropriation of profits;
4. Election of new directors to replace retiring directors;
5. Appointment of auditor and fixing of auditing fee;
6. Other matters.

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

Article 41 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 42 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 43 In casting a vote, one share is equal to one vote.

A resolution of the shareholder 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 purpose 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 55 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.

Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within 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 thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

Article 57 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.

Article 58 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 natural 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 committed with dishonest intent;
4. Have never 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 number of votes for the candidates in descending order are equal which would otherwise cause 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 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 years 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 be 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 is undertaken for his or her or other persons' 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 made 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 General Meeting of Shareholders.

Article 49 An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

Article 50 An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

Article 51 A remuneration of an auditor shall be determined by a shareholder meeting.

Article 54 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.

.....

Documents and evidence of the attended person have to present before attend the meeting and regulation for the meeting

The registration of the Annual General Shareholders' Meeting No.45 of People's Garment Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the **Registration form with Barcode** Form with barcode on the meeting day.

1. Documents of the attended person must present before attend the meeting.

In case of person

1. The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government officer Card to the officer for registration of attendance.
2. If the shareholders have appointed an authorized person to attend the meeting.
 - 2.1 Please use the Proxy Form attached herewith this Notice of the meeting or the printed form specified by the Ministry of Commerce: Form A, which can download from the company's website (www.pg.co.th), and shall completely fill in and sign of Grantor and Proxy.
 - 2.2 The proxy is required to present I.D. Card or Government Officer Card to the officer for registration of attendance.

In case of juristic person.

If the shareholder is a juristic person and has appointed the other person to attend the meeting,

1. Please use the Proxy Form in a printed form attached herewith together with the Notice of the meeting or the printed form specified by the Ministry of Commerce: Form A which can download from the company's website (www.pg.co.th) and shall completely fill in and sign by the authorized person to act for the juristic person and affix with the seal of the company (if any) who is Grantor and Proxy.
2. The proxy is required to present I.D. Card or Government Officer Card to the officer for registration of attendance.

In case of the shareholders is the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.

In case of appointing other person to attend the meeting,

1. Please use the Proxy Form B in a printed form attached herewith together with the Notice of the meeting or the printed form specified by the Ministry of Commerce: Form A, or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website (www.pg.co.th) and shall completely fill in and sign by the authorized person to act for the custodian who is Grantor and Proxy. The evidences attached with Proxy Form are 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.

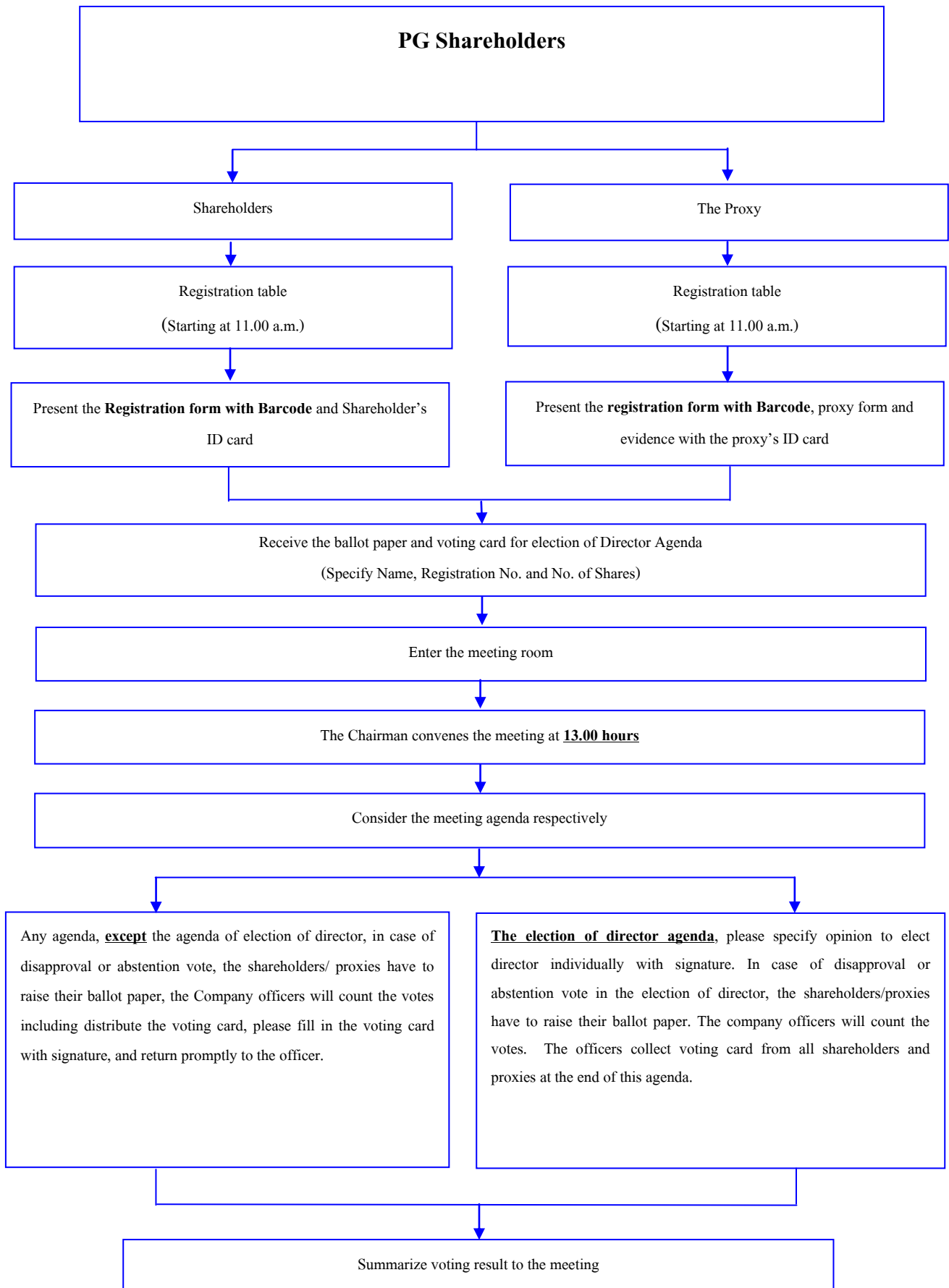
2. The regulations for the meeting

- 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 Shareholder's Meeting No. 45

People's Garment Public Company Limited

On Tuesday 23 April, 2024



PROXY FORM B

Stamp Duty
20 Baht

Written at _____

Date ___ Month ___ Year ___

(1) I / We _____ Nationality _____
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) being a shareholder of **People's Garment Public Company Limited**
holding the total amount of _____ shares with the voting rights of _____
votes as follows;

- ordinary share _____ shares with the voting rights of _____ votes
- preferred share _____ - _____ shares with the voting rights of _____ - _____ votes

(3) do hereby appoint either one of the following persons:

(1) _____ Age ___ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

(2) _____ Mr. Khachornsakdi Vanaratseath _____ Age 77 Years
with address at 18-20 _____ Soi Punnawithi 30, _____ Sub-District Bangchak _____
District Phra Khanong _____ Province Bangkok _____ Postal Code 10310 _____ or

(3) _____ Mrs. Nuchanart Thammanomai _____ Age 72 Years
with address at 37/16 Soi Lung Suan _____ Road Ploenchit _____ Sub-District Lumpini _____
District Pathumwan _____ Province Bangkok _____ Postal Code 10330 _____ or

(4) _____ Mrs. Chortip Pramoj Na Ayudhya _____ Age 72 Years
with address at 99/241 Soi 8C _____ Manthana Village (Chaengwattana-Ratchapruet), Road Chaiyapruet _____
Sub-District Phalp _____ District Pakkred _____ Province Nonthaburi _____ Postal Code 11120 _____

as only one of my / our proxy to attend and vote on my / our behalf at the Ordinary **General Meeting of Shareholders No. 45** on **Tuesday, April 23, 2024** at **13.00 hours** at **Room Chao Phraya 2, Montien Riverside Hotel, No. 372, Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120**. or at any adjournment thereof.

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

Agenda1. To certify the Minute of Annual General Meeting of Shareholders No. 44, held on Tuesday April 25, 2023.

- (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
 - Disapprove
 - Abstain

Agenda 2. To acknowledge the board of director report for the year 2023.

- (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 intention:
- Approve Disapprove Abstain

Agenda 3. To consider and approve the Financial Statement as at December 31, 2023.

- (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 intention:
- Approve Disapprove Abstain

Agenda 4. To consider and approve 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 intention:
- Approve Disapprove Abstain

Agenda 5. To consider the election of directors in replacement of retiring 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 intention:
- To elect directors as a whole
- Approve Disapprove Abstain

To elect each director individually

Name of Director Mr. Boonkiet Chokwatana

- Approve Disapprove Abstain

Name of Director General Konecharnart Chunnabhata

- Approve Disapprove Abstain

Name of Director Mr. Santi Bangor

- Approve Disapprove Abstain

Name of Director Mrs. Kityaporn Chaitavornsathien

- Approve Disapprove Abstain

Agenda 6. To consider and approve Director's Remuneration for the year 2024.

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following intention:
- Approve Disapprove Abstain

Agenda 7. To consider the appointment of auditor and set the audit fee for the year 2024.

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following intention:
- Approve Disapprove Abstain

