



ROYAL PLUS

Notice of the 2023 Annual General Meeting of Shareholders

Royal Plus Public Company Limited

Wednesday 26 April 2023 at 3.00 pm.
by Electronic Method (E-AGM) only



ROYAL PLUS

Invitation Letter of the 2023 Annual General Meeting of Shareholders

No. PLUS 005/2023

March 27, 2023

Subject Invitation to the 2023 Annual General Meeting of Shareholders

To Shareholders

Attachments

1. Form 56-1 One Report in QR Code
2. Copy of the Minutes of the 2022 Annual General Meeting for Shareholders
3. Information of the Company's Auditors for 2023
4. Information of the Persons Nominated for Directors
5. Qualifications of the Company's Independent Directors
6. Articles of Association Regarding the Shareholders' Meeting and Voting
7. Details of Independent Directors Nominated by the Company as Proxies
8. Procedures to Register and Attend the 2023 Annual General Meeting of Shareholders via Electronic Media (E-AGM) and Grant Proxy
9. Personal Data Notice for Shareholders
10. Registration Form for Shareholders' Meeting via Electronic Media (E-AGM)
11. Letter of Proxy
12. Guidelines for Using the System to Attend the 2023 Annual General Meeting of Shareholders via Electronic Media (E-AGM)
13. Form for Submission of Questions in Advance for the Shareholders' Meeting via Electronic Media (E-AGM)

Royal Plus Public Company Limited (the "Company") will hold the 2023 Annual General Meeting of Shareholders on Wednesday, April 26, 2023, at 3:00 p.m. in the form of a meeting via electronic media (E-AGM) only under the regulations prescribed by the law regarding the organization of meetings via electronic media to consider various matters according to the following agenda:

Agenda 1 To certify the minutes of the 2022 Annual General Meeting of Shareholders held on March 21, 2022

Facts and Reasoning: The 2022 Annual General Meeting of Shareholders of the Company was held on March 21, 2022. The Board of Directors has considered that the minutes is correct and complete. It has been sent to the Department of Business Development, Ministry of Commerce, within the period specified by laws.

Opinion of the Board: It is deemed appropriate to propose to the General Meeting of Shareholders to consider and certify the minutes of the 2022 Annual General Meeting of Shareholders (as detailed in Attachment 2).

Voting:

This agenda must be passed by a majority vote of the shareholders present at the meeting and eligible to vote.

Agenda 2 To acknowledge the Company's performance of 2022

Facts and Reasoning: The Company has summarized its performance for 2022 as shown in the Form 56-1 One Report 2022, Part 1, Section 4, Management Discussion and Analysis. It has been delivered to the shareholders in the form of a QR Code together with the invitation letter of this meeting (as in Attachment 1).

Opinion of the Board: It is deemed appropriate to propose to the General Meeting of Shareholders to acknowledge the Company's performance of 2022 (as detailed in Attachment 1).

Voting: As this agenda is for acknowledgment, voting is not required

Agenda 3 To consider and approve the annual financial statements ended on December 31, 2022

Facts and Reasoning: To comply with the Public Limited Companies Act B.E. 2535, the Board of Directors has provided the annual financial statements ended on December 31, 2022, which have been certified by a certified public accountant, to propose to the shareholders' meeting for approval at the Annual General Meeting.

Opinion of the Audit Committee: The Audit Committee has considered and reviewed the Company's annual financial statements ended on December 31, 2022, which have been audited and signed by Mr. Natthaphong Tantichattanont, the Company's auditor from KPMG Phoomchai Audit Company Limited. It is agreed to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to approve the annual financial statements ended on December 31, 2022.

Opinion of the Board: It is deemed appropriate to propose to the General Meeting of Shareholders to consider the Company's financial statements for the fiscal year ended on December 31, 2022, which have been considered and endorsed from the Audit Committee, in order to show the Company's financial position and performance for 2022. Importance information has been summarized in the table below with details the Form 56-1 One Report in the form of QR Code, Attachment 1.

Comparative Financial Statements (Partial) of the Company

Unit : Million THB

Description	2022	2021
Total Assets	1,452.24	726.54
Total Liabilities	198.66	365.34
Total Equity	1,253.58	361.20
Total Revenues	1,457.41	1,009.47
Net Profits	207.63	85.63
Profits per Share (THB/Share)	0.34	0.17

Voting: This agenda must be passed by a majority vote of the shareholders present at the meeting and eligible to vote.

Agenda 4 To consider and approve the net profit allocation for 2022 and the dividend payment

Facts and Reasoning: The Company has a policy to pay dividends at the rate of not less than 40 percent of net profit according to the Company's separate financial statements after deducting legal reserves. The Company may change, depending on the turnover, financial liquidity, economic conditions, and the need for working capital for the Company's operations and business expansion.

Opinion of the Board: It is deemed appropriate to propose to the General Meeting of Shareholders to consider and approve the allocation of net profit as dividends for 2022 to shareholders at the rate of 0.13 baht per share (thirteen satang) for 670 million shares, totaling 87.1 million baht. The list of shareholders who are entitled to receive dividends has been determined on March 13, 2023 (Record Date). The dividends have been determined to pay to shareholders on May 17, 2023.

This dividend payment is equivalent to 41.95 percent of the net profit of the Company's financial statements, which is in accordance with the Company's dividend payment policy. For individuals, they can apply for a tax credit

on dividends that the Company pays corporate income tax at a rate of 10 percent. For individual shareholders, they can be credited for tax refund according to the Revenue Code, Section 47 bis.

Comparison of Dividend Rates in the Past 2 Years, as follows:

Dividened Payment Details	2022	2021
Net Profits (Million THB)	207.63	85.63
Number of Share (Million Shares)	670	500
Dividened Ratio to Share (THB)	0.13	0.12
Total Amount of Dividened (THB)	87.10	60.00
Dividened Ratio to Net Profit (%)	41.95	70.07

Voting: This agenda must be passed by a majority vote of the shareholders present at the meeting and eligible to vote.

Agenda 5 To consider and approve the auditor appointment and the audit fee determination for 2023

Facts and Reasoning: To comply with the Public Limited Companies Act B.E. 2535, Section 120, the General Meeting of Shareholders must consider appointing an auditor and determining an audit fee for the year of the Company. In addition, according to the notification of the Capital Market Supervisory Board, listed companies must rotate the auditors. For an auditor who has performed the duties of reviewing or auditing and expressing opinions on the Company's financial statements for the past 7 fiscal years whether consecutively or not, the Company may appoint that auditor as the Company's auditor after at least 5 consecutive fiscal years have elapsed.

Opinion of the Audit Committee: The Audit Committee has selected auditors from KPMG Phoomchai Audit Company Limited (“KPMG”) to be the Company's auditors for 2023. KPMG is a company providing international audit services with expertise in auditing and appropriate rate of audit fee. Therefore, it is deemed appropriate for the Board of Directors to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of the following certified public accountants from KPMG Phoomchai Audit Company Limited to be the Company's auditors and determine the audit fee for 2023 in the amount not exceeding 2,400,000 baht, excluding other expenses.

Details of Auditors, as follows:

Auditor Name	CPA No.	Number of Year of signing financial statements in the last 7 years.
1. Mr. Natthaphong Tantichattanon	8829	4 Years (2019 - 2022)
2. Ms. Chanarat Chanwa	9052	-
3. Ms. Sophit Prompol	10042	-
4. Ms. Sawitree Ongsirimeemongkol	10049	-

It requires any of the auditors to audit and express opinions on the Company's financial statements. Information about the profile and work experience of each auditor is shown in Attachment 3.

Comparison Table of Audit Fees

Auditing Fee	Proposed 2023 Account Year (THB)	2022 Account Year (THB)
1. 1st, 2nd & 3rd Quarter Financial Statement Audit	825,000	825,000
2. December 31 Round Auditing Fees	1,575,000	1,575,000
3. Other Service Fees	-	-
Total	2,400,000	2,400,000

Opinion of the Board: It is deemed appropriate to propose to the General Meeting of Shareholders to consider and approve the appointment of 1) Mr. Natthaphong Tantichattanon CPA No. 8829, or 2) Ms. Chanarat Chanwa CPA No. 9052, or 3) Ms. Sophit Prompol CPA No. 10042, or 4) Ms. Sawitree Ongsirimeemongkol CPA No. 10049 from KPMG Phoomchai Audit Company Limited as the Company's auditors for 2023.

In this regard, the auditors nominated to be the Company's auditors this year is the 5th fiscal year. If the aforementioned auditors are unable to perform their duties, KPMG Phoomchai Audit Company Limited shall find other certified public accountants of the company to audit and express opinions on the Company's financial statements in place of such auditors. The audit fee is determined in the amount not exceeding 2,400,000 baht, excluding other expenses.

The auditors listed above have no relationship and conflict of interest with the Company, executives, major shareholders, or persons related to such persons in any way. The Company does not have any companies and associated companies.

Voting: This agenda must be passed by a majority vote of the shareholders present at the meeting and eligible to vote.

Agenda 6 To consider and approve the appointment of directors to replace those who retire by rotation, the appointment of new directors to replace those who retire by rotation, and the appointment of additional new directors

Facts and Reasoning: The Public Limited Companies Act and Article 19 of the Company's Articles of Association stipulate that directors shall retire from office. In accordance with the agenda of the annual shareholder meeting, at each meeting, at least one-third of the total number of directors must retire from office. If the number of directors does not allow for division into thirds, then the number closest to one-third must retire. A retired director may be re-elected. This year, the directors who must retire from office are listed below:

- | | | |
|----------------|--------------------|--|
| 1. Mr. Sunti | Chirawatthanagkoon | Director of the Audit Committee and Independent Director |
| 2. Mrs. Nusara | Ma | Director |
| 3. Ms. Montira | Saebe | Director |

The Company has provided an opportunity for shareholders to nominate suitable candidates for consideration as directors, in advance by the Company's nomination process. This has been done through the Company's website from November 15, 2022, to December 30, 2022. However, no shareholder has nominated any candidate for consideration as a director.

Opinion of the Board: The Board of Directors, excluding interested directors, has considered, and screened the criteria of qualifications, knowledge, abilities, and experience in various fields, including the performance of the position as a director. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to reappoint 2 directors who retired by rotation for another

term, appoint 1 new director to replace the director who retired by rotation (Ms. Montira Saebe who wishes not to renew the term), and appoint 1 more new director, as the following list:

<u>List of Directors</u>	<u>Position</u>
1. Mr. Suntichirawatthanagkoon	Independent Director (Holding office for another term)
2. Mrs. Nusara Ma	Director (Holding office for another term)
3. Ms. Pinmanee Makmontana	Independent Director (Holding office in place of the director who retired by rotation)
4. Mr. Thawatchai Vorawandthanachai	Independent Director (Additionally newly appointed)

In this regard, the number of the Board of Directors has increased from 9 to 10 persons.

All 4 proposed candidates are fully qualified under the Public Limited Companies Act B.E. 2535 and relevant notifications of the Capital Market Supervisory Board. In this regard, the Board of Directors has considered that the nominees for appointment as independent directors Mr. Suntichirawatthanagkoon, Ms. Pinmanee Mekmantana, and Mr. Tawatchai Worawanthanachai are able to express opinions independently and possess qualifications as an independent director in accordance with relevant criteria. Detailed profiles of all 4 persons appear in Attachment 4. The qualifications of the Company's independent directors are in accordance with the criteria set by the Capital Market Supervisory Board. (Details of the definition of an independent director appear in Attachment 5.)

Voting: This agenda requires a majority vote of shareholders present at the meeting with voting rights to pass.

Agenda 7 To consider and approve directors' remuneration for 2023.

Facts and Reasoning: According to Article 20 of the Company's Articles of Association, the Company's directors are entitled to receive remuneration for performing their duties from the Company. The remuneration is salary, meeting allowance, and gratuity.

Opinion of the Board: The Board of Directors has reviewed the remuneration for directors and proposes will be given remuneration in accordance with the responsibilities of each director. The aforementioned remuneration is at a reasonable level comparable to other listed companies of similar size. The Board of Directors has agreed to propose the directors' remuneration for 2023 not exceeding 10,000,000 baht, an increased rate compared to the 2022, as the Board of Directors has considered appointing additional new directors and additional sub-committees by 2023.

The policy and rate of remuneration in the forms of meeting allowances and gratuities are still maintained. The details are as follows:

Description	2023 (Proposed Year)	2022	
		Approved Amount	Actual Amount
Director's Remuneration	10,000,000	2,000,000	710,000

Director in Each Committee			2023 (THB/Person/Time)	2022 (THB/Person/Time)
Board of Director				
Quarter Round	Meeting Allowance	- Chairperson	20,000	20,000
		- Director	10,000	10,000
Other Meetings	Meeting Allowance	- Chairperson	10,000	10,000
		- Director	5,000	5,000
		Remuneration for Directors (Paid only to non-executive directors	At a rate not exceeding 5% of the dividend paid to shareholders each year.	At a rate not exceeding 0.5% of the dividend paid to shareholders each year.
			The Board of Directors will determine an appropriate	
2. Audit Committee				
รอบไตรมาส	Meeting Allowance	- Chairperson	20,000	20,000
		- Director	10,000	10,000
ประชุมอื่น	Meeting Allowance	- Chairperson	10,000	10,000
		- Director	5,000	5,000
3. Recruitment and Remuneration Committee	Meeting Allowance	- Chairperson	20,000	-
		- Director	10,000	-
4. Governance and Sustainable Business Committee	Meeting Allowance	- Chairperson	15,000	-
		- Director	10,000	-
5. Risk Management Committee	Meeting Allowance	- Chairperson	15,000	-
		- Director	10,000	-
6. Executive Committee	Meeting Allowance	- Chairperson	-	-
		- Director	-	-
Other Benefits	-None-			

Furthermore, there are no other forms of remuneration or benefits. Directors who are also employees of the Company shall receive bonus and benefits in their capacity as employees.

Voting: This agenda requires approval from at least two-thirds of the total votes cast by shareholders present at the meeting and eligible to vote.

Agenda 8 To acknowledge the change in the purpose of utilizing the capital increase amount received from the initial public offering of ordinary shares.

Facts and Reasoning: To comply with the Capital Market Supervisory Board's Notification No. TCH.39/2016 Re: Application and Approval for Offering of Newly Issued Shares, Clause 38(6)(b) and the Office of the Securities and Exchange Commission's Notification No. SJ.63/2018 Re: Change of the Objectives of the Use of Proceeds According to the Registration Statement for Securities Offering and Draft Prospectus, it may conduct an insignificant change in purpose of

use of funds upon approval from the Board of Directors and must report such change to shareholders for acknowledgment in the next shareholders' meeting of the Company.

The Company's IPO of newly issued ordinary shares was completed on May 20, 2022, for 170 million shares at a price of 4.50 baht per share, resulting in the receipt of 735 million baht after deducting expenses for offering securities. The objectives and approximate period of use of the proceeds have been specified in the registration statement for offering securities (Form 69-1) and the prospectus.

Objectives of the Use of Proceeds	Amount (million baht)	Approximate Period of the Use of the Proceeds
1. Used for repayment of loans borrowed from financial institutions unrelated to the financial advisors and/or sales managers and warranty providers.	75.0	Within 2024
2. Used as working capital for business operations.	424.7	Within 2024
3. Used for investment in factory expansion projects and additional machinery investments.	235.3	Within 2024
Total	735.0¹	

Opinion of the Board: The Board of Directors has considered the current economic situation and market trends and found that the Company still has an opportunity to expand investment in modern machinery investment projects to increase efficiency and expand production capacity in order to create added value for the utmost benefit to the business and shareholders. The Board of Directors' meeting No. 1/2023, therefore, has resolved the Company to change the purpose of utilizing proceeds insignificantly. The details are as follows:

Proposed Changes to the Amount or Timeframe of Proceeds Utilization

The Company intends to change the objectives for a total amount of 184.70 million baht, representing 25.13% of the net proceeds from the net share offering on May 20, 2022. The timeframe for utilizing these funds will be within the year 2024. As of December 31, 2022, the company had cash and cash equivalents, as well as other short-term financial assets in the form of investment totaling THB 578.25 million, according to the financial statements.

Rationale, Necessity, Benefits & Value for Shareholders Resulting from the Proposed Modifications to the Fund Utilization Objectives

The company has formulated a financial management strategy aimed at maximizing benefits for both the company and its shareholders, while supporting current and future business plans for more efficient operations. To achieve this, the company intends to increase its capital and expand operations in a manner suitable for the current situation, generating faster returns than previously disclosed financial objectives. This will involve investing in modern and up-to-date machinery that can accommodate the growth of products and sales, leading to economies of scale, a wider range of diverse products and services, reduced production costs, increased bargaining power, and improved competition potential. Investing in such machinery is a critical strategy for the company to remain competitive and promote

sustainable growth of revenue and profits in the future. As a result, the value and benefits for the company and its shareholders are expected to increase significantly.

Details	Original	New
General Information	Aseptic Filling System for PET Plastic Bottles Project	Cold Aseptic Filling System for PET Plastic Bottles Project
Investment Area	Branch 2 Plant, Amphawa Sub-District, Samut Songkhram Province	Same Location
Production Capacity	400 bottles per minute, increasing the company's production capacity by approximately 76.6 million bottles per year.	800 bottles per minute, increasing the company's production capacity by approximately 153.2 million bottles per year.
Approx. Investment Capital	Approximately 200 million baht	Approx. 420 million baht
Source of Funds	Capital increase amount received from the initial public offering of ordinary shares	Capital increase amount received from the initial public offering of ordinary shares
Approx. Construction and Machine Installation Period	180 days	180 days
Repayment Period	Approximately 4 years	Approx. 5 Years

Summary of Changes in Investment Amount or Expenses.

Objectives of the Use of Proceeds	Original Objectives		New Objectives	
	Million Baht	Percent age	Million Baht	Percent age
1. Used for repayment of loans borrowed from financial institutions unrelated to the financial advisors and/or sales managers and warranty providers.	75.0	10.20%	75.0	10.20%
2. Used as working capital for business operations.	424.7	57.78%	240.0	32.66%
3. Used for investment in factory expansion projects and additional machinery investments.	235.3	32.01%	420.0	57.14%
Total	735.0 ^{1/}	100%	735.0 ^{1/}	100%

Remark: After deducting the actual expenses, the amount of money obtained from the initial public offering (IPO) is 184.7 million baht, accounting for 25.13% of the total funds intended to be changed by the company. The funds will be used to increase the investment value in the factory expansion project and additional machinery investment, to be utilized within the year 2024.

Plan for the Use of Funds after the Change of Investment Objectives, Including the Sufficiency of Capital Sources

The company plans to invest in expanding its business through internal growth, maximizing the use of resources, such as allocating funds to projects that generate appropriate returns, optimizing production factors for products with high profit margins, introducing new products to increase sales and profits. This investment will focus on investing in modern and efficient machinery to support and/or expand the company's main business, which is primarily involved in the production and distribution of fruit juice beverages. The company is expected to have sufficient cash and cash equivalents to support this investment plan. If the funds raised from the IPO are insufficient to implement this plan, the company expects to be able to borrow additional funds from financial institutions. This is possible due to the company's relatively low debt-to-equity ratio of 0.16 as of December 31, 2022, according to the financial statements.

Expected Impacts on the Company's Business Operations or Any Disclosed Forecasts in the Data List Submission

The aforementioned change in the purpose of fund usage does not have any impact on the company's business operations or any disclosed forecasts in the data list submission, as stated in the

announcement of the Securities and Exchange Commission's notification no. 39/2016 regarding the request and approval for offering new shares.

Voting: As this agenda is for acknowledgment, voting is not required

Agenda 9 Other matters (if any)

Furthermore, the Company has provided an opportunity for shareholders to submit agenda items for the Annual General Meeting of Shareholders for the year 2023 during the period of November 15, 2022, to December 30, 2022. However, no shareholder has submitted any agenda item to the Company.

The Company has identified on March 13, 2023 the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders, which will be conducted **through electronic media** on March 26, 2023, at 3.00 PM. Shareholders will be able to register to attend the meeting and vote electronically. Details on how to participate can be found in the document sent as Attachment 8. The Company will also invite legal advisors to act as scrutineers to ensure the meeting is conducted in accordance with laws and regulations.

For shareholders who wish to attend the annual general meeting (AGM) through electronic media or authorize others or independent directors of the company to attend the meeting through electronic media, the company has attached a power of attorney form (Form A) as provided in Item No. 11, or shareholders can download a general power of attorney form (Form B), a detailed power of attorney form specifying various agenda items (Form C), or a form specifically for foreign investors who appoint custody agents in Thailand to hold and oversee their shares (Form D) from www.royalplus.co.th. Please choose one of the forms as specified and kindly follow the registration process and instructions on how to use the Electronic AGM (E-AGM) system for attending the AGM of shareholders for the year 2023 as provided in Item No. 8 and 12.

Sincerely yours,
Royal Plus Public Company Limited



(Mr. Nilsuwan Leelarasamee)
Chairman of the Board

Remark - Shareholders can view the invitation letter for the 2023 Annual General Meeting and related documents on the company's website at www.royalplus.co.th under "Investor Relations/Shareholder Information/Shareholder Meeting" from March 27, 2023. Shareholders can also submit questions regarding the agenda of the 2023 Annual General Meeting in advance until April 21, 2023, via Email: ir@royalplus.co.th.

- The company will present a report on the 2023 Annual General Meeting within 14 days after the meeting on the company's website at www.royalplus.co.th under "Investor Relations/Shareholder Information/Shareholder Meeting".

Form 56-1 One Report

(The document is in QR Code format attached to the Invitation to
the 2023 Annual General Meeting of Shareholders)



**Minutes of the 2022 Annual General Meeting of Shareholders
of
Royal Plus Public Company Limited**

Date, Time, and Location of the Meeting

The meeting was held on March 21, 2022, at 10:00 a.m. at the main conference room located at the office No. 84/3-7, Rama 2, Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 10150.

List of Directors Attending the Meeting

1. Mr. Nilsuwan	Leelarasamee	Chairman of the Board/ Independent Director
2. Mr. Phonsaeng	Saebe	Director
3. Ms. Amornrat	Ketvisate	Director
4. Mrs. Nusara	Ma	Director
5. Ms. Monthira	Saebe	Director
6. Mr. Kittti	Wachirajirakorn	Director and Company Secretary
7. Mr. Thasana	Boonkwan	Independent Director
8. Mr. Comepisith	Ratchatakanjanemas	Independent Director
9. Mr. Sunt	Chirawatthanagkoon	Independent Director

List of Related Persons Attending the Meeting

1. Ms. Natnapin Wongratpanya Investor Relations Department Manager
2. Ms. Napharat Phomboot Legal Section Manager

Before the Meeting

Mr. Nilsuwan Leelarasamee, the chairperson of the meeting (the “chairperson”), announced that there were 3 shareholders present in person, holding 334,608,800 shares, or 66.92 percent; and, 6 proxies were represented, holding 121,626,200 shares, or 24.33 percent of the total shares sold by the Company. As meeting the quorum requirement as stated in the Company's articles of association, the 2022 annual general meeting of shareholders was opened. Before beginning the meeting, the board of directors consisting of 9 members and 1 executive were introduced.

Meeting Began

Before considering the agenda of the meeting, the chairperson appointed Ms. Napharat Phomboot, Legal Section Manager, to explain the procedures and voting process for each agenda item to shareholders as follows:

1. Each shareholder present in person and each proxy eligible to vote in the meeting were given ballot cards to vote during the meeting registration process.
2. The meeting proceeded with the agenda items in the order specified in the invitation letter. Information was presented for each agenda item. Shareholders were given the opportunity to ask questions before a vote was taken. If a shareholder or proxy wished to speak, they were requested to raise their hand, state their name, and indicate whether they were attending the meeting in person or as a proxy every time.

3. After receiving information for each agenda item, shareholders who did not agree or wish to abstain from voting on any item should fill out their ballot card received during the registration process and return it to the Company's staff. For conveniently and quickly vote counting, the Company's staff would collect the ballot cards of shareholders who disagreed, followed by those who abstained from voting. Shareholders who disagreed or abstained from voting were requested to raise their hand so the staff would collect their ballot cards in the order.

Voting for resolution of the shareholders' meeting would be as following procedures:

1. The voting shall be conducted openly by disclosing the number of shares and one share equals one vote, except in the case of foreign investors who appoint a custodian in Thailand to hold and manage shares. Proxies shall vote in accordance with the instructions specified in the letter of proxy. The resolution of the meeting of shareholders shall comprise the following number of votes:

1.1 The majority vote of the shareholders present and eligible to vote shall be counted. In the case of a tie, the chairperson of the meeting shall have one additional casting vote.

1.2 The vote shall not be less than three-fourths (3/4) of the total number of votes of the shareholders present and eligible to vote, in case of it was related to various matters according to article No. 39 (2).

Therefore, the voting in agenda 1, 3, 4, 5, 5, and 7 must pass the resolution of the meeting of shareholders with the majority vote of the shareholders present and eligible to vote.

Agenda 2 was a report on the performance for 2021 for acknowledgement only. It did not require a vote.

Agenda 6 regarding the determination of directors' remuneration required a vote of no less than 2/3 of the total number of votes of shareholders present and eligible to vote.

1.3 The chairperson shall inquire about the vote of each shareholder on each agenda. Shareholders who disagreed or wished to abstain must fill out details on the ballot provided by the Company. When shareholders finished voting, they should raise their hand and submit their ballots to the vote counters.

2. In the case of proxy voting, the proxies must vote according to the instructions given in the letter of proxy only.

3. Shareholders with a special interest in a matter may not vote on that matter, and the chairperson of the meeting may invite such shareholders to leave the meeting temporarily.

4. The Company would not accept spoiled ballots as a basis for vote counting.

5. In order to ensure transparent and accountable vote counting, the Company would keep the ballots of shareholders who agreed as evidence. Shareholders may return their ballots to the staff after the meeting. If they wished to leave early, they should also return their ballots to the staff.

The chairperson invited Ms. Napharat Prombut, a lawyer of the Company, to act as a witness in the vote counting for this meeting.

The chairperson opened the meeting and assigned Mr. Kittti Vachirajirakorn, the company secretary, to present and explain the meeting agenda as follows:

Agenda 1 To verify the minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021

The company secretary, Mr. Kittu Vachirajirakorn, proposed that the meeting to consider and verify the minutes of the Annual General Meeting of Shareholders for 2021 held on April 30, 2021. The invitation to attend the meeting together with the said minutes had been sent to all shareholders in a timely manner. The Board of Directors had reviewed the minutes and found them to be accurate and complete.

The chairperson asked if any shareholders had any questions.

No shareholders had any questions, objections, or proposed amendments to the minutes. The chairperson, therefore, called for a vote to approve the minutes.

Resolution The minutes of the 2021 Annual General Meeting of Shareholders held on April 30, 2021 was approved unanimously by the majority vote of shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100	percent
Disagreed:	-	votes	representing	-	percent
Abstained:	-	votes	representing	-	percent
Spoilt Ballots:	-	votes			

Agenda 2 To consider and acknowledge the report on the Company's performance for the fiscal year 2021

The company secretary, Mr. Kittu Vachirajirakorn, reported to the meeting that:

In 2021, the total revenue was 1,009.5 million baht, a decrease of 97.0 million baht or 8.8 percent compared to 2020. This was due to the impact of COVID-19, which caused shipping costs to increase by 2-3 times compared to the 2020 period, as well as a shortage of containers which affected customer transportation in the Americas to be delay. However, the net profit for the year 2021 was 85.6 million baht, an increase of 28.4 million baht or 49.7 percent compared to 2020. This was achieved despite a decrease in sales revenue, mainly due to effective cost management and financial control.

The Company's performance for the fiscal year 2021 could be summarized as follows:-

Items	Financial Statements for the Year	
	2021	2020
Total Assets (million baht)	726.5	688.4
Total Liabilities (million baht)	365.3	412.9
Total Shareholder's Equity (million baht)	361.2	275.6
Total Revenue (million baht)	1,009.5	1,106.5
Net Profit (million baht)	85.6	56.8
Earnings Per Share (baht)	0.171	0.114

The chairperson asked if any shareholders had any questions.

There were no questions from shareholders. As this agenda was only to acknowledge the Company's performance, no vote was required.

Resolution The meeting acknowledged the Company's performance report for the year 2021.

Agenda 3 To consider and approve the annual financial statements for the fiscal year ended on December 31, 2021

The company secretary, Mr. Kittu Vachirajirakorn, reported to the meeting that:

The Company had prepared the financial statements ended on December 31, 2021, in accordance with financial reporting standards. The statements had been reviewed by the Audit Committee and the Board of Directors. Opinion of the certified public accountant Mr. Nattapong Tantijattanont CPA No. 8829 from KPMG Phoomchai Audit Company Limited, who audited and reported, showed that the financial statements were correct and meet accounting standards without conditions. The statements had already been sent to shareholders along with the meeting invitation letter for consideration.

The chairperson asked if any shareholders had any questions.

There were no questions from shareholders. Therefore, the chairperson requested a vote from the meeting.

Resolution The audited financial statements for the fiscal year ended on December 31, 2021, was unanimously approved by a majority vote of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100	percent
Disagreed:	-	votes	representing	-	percent
Abstained:	-	votes	representing	-	percent
Spoilt Ballots:	-	votes			

Agenda 4 To approve the profit allocation and the dividend payment from the performance of 2021

Mr. Kittu Vachirajirakorn, the assistant director, reported to the meeting that:

The Company had a policy to pay annual dividends not less than 40 percent of the net profit after deducting various reserves, as prescribed in the Company's articles of association and laws, taking into account the Company's performance.

The profit allocation and the dividend payment from the performance of 2021 were as follows:-

1. Allocated a reserve amount in accordance with laws and the Company's articles of association, totaling 4,281,802 baht (four million two hundred eighty-one thousand eight hundred two baht).
2. Paid dividends to shareholders at a rate of 0.12 baht (twelve satang) per share, totaling 60,000,000 baht (sixty million baht), representing 70.07 percent of the net profit, after deducting the corporate income tax rate of 10 percent.
3. Scheduled to paid the dividends by April 20, 2022.

The Company has received a letter of approval for dividend payment from TMBThanachart Bank Public Company Limited.

The chairperson asked if any shareholders had any questions.

There were no questions from shareholders. Therefore, the chairperson requested a vote from the meeting.

Resolution The motion was proposed and approved by the meeting to allocate the profit and the payment of dividends from the performance of 2021. The reserve amount allocated is 4,281,802 baht. Dividends would be paid to shareholders at a rate of 0.12 baht per share, totaling 60,000,000 baht. The dividend payment was scheduled to be made by April 20, 2022. The motion was passed with a majority vote of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100	percent
Disagreed:	-	votes	representing	-	percent
Abstained:	-	votes	representing	-	percent
Spoilt Ballots:	-	votes			

Agenda 5 To approve the director appointment to replace directors whose terms have expired

The company secretary, Mr. Kittu Vachirajirakorn, reported to the meeting that:

According to the Company's articles of association, at the Annual General Meeting of Shareholders, one-third of the total number of directors must retire from their positions, and may be re-elected.

This year, 3 directors had reached the end of their terms, namely: 1) Mr. Kompisit Ratchatakangejanmas, 2) Mr. Pholsaeng Saebe, and 3) Mr. Kittu Vachirajirakorn.

The Board of Directors, excluding the directors who have a conflict of interest, had considered and found that the nominees proposed to fill the director positions had the qualifications, knowledge, and independence to provide opinions in accordance with relevant criteria.

Therefore, it was deemed appropriate to propose to the shareholders' meeting to consider electing 3 directors to serve another term, as follows:

- | | |
|-------------------------------------|-----------------------------------|
| 1. Mr. Kompisit Ratchatakangejanmas | Director and Independent Director |
| 2. Mr. Phonsaeng Saebe | Director and Executive Director |
| 3. Mr. Kittu Vachirajirakorn | Director and Executive Director |

For this agenda, voting would be different from others. Shareholders would vote to elect each director individually. The Company had prepared and separated ballots by the names of each of the 3 directors.

The chairperson asked if any shareholders had any questions.

There were no questions from shareholders. The chairperson of the meeting called for a vote for Mr. Kompisit Ratchatakangejanmas.

Resolution The shareholders' meeting had passed a resolution approving the reappointment of Mr. Kompisit Ratchatakangejanmas as a director for another term. This was decided by a majority vote of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100	percent
Disagreed:	-	votes	representing	-	percent
Abstained:	-	votes	representing	-	percent
Spoilt Ballots:	-	votes			

The chairperson of the meeting called for a vote for Mr. Pholsaeng Saebe.

Resolution The shareholders' meeting had passed a resolution approving the reappointment of Mr. Phonsaeng Saebe as a director for another term. This was decided by a majority vote of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100	percent
Disagreed:	-	votes	representing	-	percent
Abstained:	-	votes	representing	-	percent
Spoilt Ballots:	-	votes			

The chairperson of the meeting for Mr. Kittu Vachirajirakorn.

Resolution The shareholders' meeting had passed a resolution approving the reappointment of Mr. Kittu Vachirajirakorn as a director for another term. This was decided by a majority vote of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100	percent
Disagreed:	-	votes	representing	-	percent
Abstained:	-	votes	representing	-	percent
Spoilt Ballots:	-	votes			

Therefore, the Board of Directors of the Company comprised of:

- | | |
|-------------------------------------|--|
| 1. Mr. Nilsuwan Leelarasamee | Chairman of the Board/Independent Director |
| 2. Mr. Phonsaeng Saebe | Director |
| 3. Ms. Amornrat Kesvises | Director |
| 4. Mrs. Nusara Ma | Director |
| 5. Ms. Montira Saebe | Director |
| 6. Mr. Kittu Vachirajirakorn | Director |
| 7. Mr. Tatsana Bunkwan | Independent Director |
| 8. Mr. Kompisit Ratchatakangejanmas | Independent Director |
| 9. Mr. Sunti Chirawatthanagkoon | Independent Director |

Agenda 6 To consider and approve directors' remuneration for 2022

The company secretary, Mr. Kittu Vachirajirakorn, reported to the meeting that:

According to the Company's articles of association, directors were entitled to receive remuneration from the Company for their services.

The Board of Directors had considered the criteria for determining the remuneration for the directors to be in line with the Company's performance, responsibilities, and individual performance of each director at a reasonable rate. Therefore, it was deemed appropriate to determine the remuneration for the Board of Directors and the sub-committees for the year 2022 not exceeding 2,000,000 baht (two

million baht only), which was the same rate as the previous year. The remuneration would cover meeting allowances and annual remuneration with the details as follows:

Remuneration for The Board of Directors and Sub-Committees	Quarter	Other Meetings
	Meeting Allowance/Meeting	Meeting Allowance/Meeting
1. Board of Directors		
- Chairman	20,000	10,000
- Director	10,000	5,000
2. Audit Committee		
- Chairman	20,000	10,000
- Director	10,000	5,000
3. Executive Committee		
- Chairman	-	-
- Director	-	-
4. Annual Remuneration (for non-executive directors only)	The remuneration rate shall not exceed 0.5 percent of the dividend paid to the shareholders each year. The Board of Directors shall determine a suitable amount and distributed the remuneration among themselves.	
5. Other Benefits	-None-	

The chairperson asked if any shareholders had any questions.

There were no questions from shareholders. Therefore, the chairperson of the meeting requested a vote from the meeting.

Resolution The meeting had considered and approved the remuneration for the Board of Directors and sub-committees for the 2022, not exceeding 2,000,000 baht, as proposed, with a vote of no less than two-thirds of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100 percent
Disagreed:	-	votes	representing	- percent
Abstained:	-	votes	representing	- percent
Spoilt Ballots:	-	votes		

Agenda 7 To consider and approve the auditor appointment and the audit fee determination for 2022

The company secretary, Mr. Kittu Vachirajirakorn, reported to the meeting that:

The Audit Committee had reviewed the qualifications of the auditors in conjunction with the management division, taking into consideration their credibility, independence, knowledge, experience in accounting practices, providing advice on accounting standards, and timely certification of financial statements. The committee agreed to nominate the following auditors:-

- | | |
|---------------------------------|---|
| 1. Mr. Nattapong Tantijattanont | Certified Public Accountant No.8829, or |
| 2. Ms. Chanarat Janwa | Certified Public Accountant No.9052, or |
| 3. Ms. Sophit Phrompol | Certified Public Accountant No. 10042 |

The nominated auditors were from KPMG Phoomchai Audit Company Limited. Any of the appointed auditors shall serve as the auditor and reporting and providing opinions on the financial statements of the Company for the accounting period ended on December 31, 2022. The audit fee was determined not exceeding 2,400,000 baht (two million four hundred thousand baht) for the financial statements audit of the Company and the quarterly financial statements review for the fiscal year 2022.

The nominated auditors had no relationship or interest with the Company, its subsidiaries, executives, major shareholders, or any related parties. They had independence to perform the audit and express an opinion on the financial statements of the Company.

In the event that the nominated auditors could not perform their duties, KPMG Phoomchai Audit Company Limited shall find other certified public accountants from its office to perform the audit and provide an opinion on the financial statements of the Company in place of such auditors.

The Board had reviewed and approved to appoint the certified public accountants as follows: (1) Mr. Nattapong Tantijattanont (CPA No. 8829) or (2) Ms. Chanarat Janwa (CPA No. 9052) or (3) Ms. Sophit Phrompol (CPA No. 10042) from KPMG Phoomchai Audit Company Limited to serve as the auditors of the Company for the year 2022, with an audit fee not exceeding 2,400,000 baht (two million four hundred thousand baht). In case there were additional audit fees, the management division was authorized to consider and approve the payment of such fees as appropriate.

The chairperson asked if any shareholders had any questions.

There were no questions from shareholders. Therefore, the chairperson requested a vote from the meeting.

Resolution After considering the matter, the shareholders present at the meeting had unanimously approved the auditor appointment for the following certified public accountants: (1) Mr. Nattapong Tantijattanont (CPA No. 8829) or (2) Ms. Chanarat Janwah (CPA No. 9052) or (3) Ms. Sopit Phromphon (CPA No. 10042) from KPMG Phoomchai Audit Company Limited to be the Company's auditors for the year 2022. The audit fee was set at a maximum of 2,400,000 baht. This resolution was made with a majority vote of the shareholders present at the meeting and voting as follows:-

Agreed:	456,235,000	votes	representing	100 percent
Disagreed:	-	votes	representing	- percent
Abstained:	-	votes	representing	- percent
Spoilt Ballots:	-	votes		

Agenda 8 Other matters (if any)

The chairman invited shareholders to ask questions or make any additional suggestions.

There were no further matters raised and no questions from shareholders.

The chairperson thanked all shareholders for attending this meeting and closed the 2022 Annual General Meeting of Shareholders.

Meeting ended at 11.20 a.m.



(Mr. Nilsuwan Leelarasamee)

Chairman of the Meeting



(Mr. Kitti Vachirajirakorn)

Company Secretary

Auditor's Profile

Full Name	Mr. Natthaphong Tantichattanon
Certificate Public Accountant	Registration No. 8829
Auditor of	KPMG Phoomchai Audit Ltd. ("KPMG")
Position	Audit Partner



Education

- Master's Degree in Executive Business Administration, Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor's Degree in Business Administration, Thammasat University

Professional associations

- Member of Federation of Accounting Profession of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved by the office of SEC

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. ("KPMG")
- Secondment program at KPMG London

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts my result in the inability to perform duties independently:

-None-

Contact Information

Telephone 02-677-2354

Email natthaphong@kpmg.co.th

Auditor's Profile

Full Name Ms. Chanarat Chanwa

Certificate Public Accountant Registration No. 9052

Auditor of KPMG Phoomchai Audit Ltd. ("KPMG")

Position Audit Partner

Education

- Bachelor's Degree in Accounting, Thammasat University

Professional associations

- Member of Federation of Accounting Profession of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved by the office of SEC

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. ("KPMG")

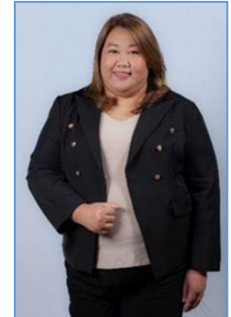
Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts my result in the inability to perform duties independently:

-None-

Contact Information

Telephone 02-677-2381

Email chanaratc@kpmg.co.th



Auditor's Profile

Full Name	Ms. Sophit Prompol
Certificate Public Accountant	Registration No. 10042
Auditor of	KPMG Phoomchai Audit Ltd. ("KPMG")
Position	Audit Partner



Education

- Bachelor's Degree in Accounting, Chulalongkorn University

Professional associations

- Member of Federation of Accounting Profession of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved by the office of SEC

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. ("KPMG")

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts my result in the inability to perform duties independently:

-None-

Contact Information

Telephone 02-677-2258

Email sophit@kpmg.co.th

Auditor's Profile

Full Name Ms. Sawitree Ongksirimemongkol

Certificate Public Accountant Registration No. 10049

Auditor of KPMG Phoomchai Audit Ltd. ("KPMG")

Position Audit Partner

Education



- Master of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University

Professional associations

- Member of Federation of Accounting Profession of Thailand
- Certified Public of Accountant, Thailand
- SEC Licensed Auditor in Thailand

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. ("KPMG")

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts my result in the inability to perform duties independently:

-None-

Contact Information

Telephone 02-677-2324

Email sawitreeo@kpmg.co.th

Profiles of the Candidates for Director Position

Name-Surname Dr. Sunt Chirawatthanagkoon

Age 44 years old

Nationality Thai

Education PhD. E-Business Strategies, Southern Cross University
MA. MIS, Deakin University
BA. Business Administration, Assumption University

Training Program Director Accreditation Program (DAP) 132/2016

Current Position Independent Director and Member of Audit Committee

Number of years of Directorship 7 Years (Date of appointment as Director: 4 July 2016)



Experience

- 2017 – Present	Director and President	Petchkasem BTC (2017) Company Limited
- 2016 – Present	Director and President	Bunsiri Estate Company Limited
- 2015 – Present	Director and President	TPK Auto Paint Company Limited
- 2011 – Present	Director and President	Thai Petchkasem Auto Car Company Limited

Position in other

Listed Companies	Non-Listed Companies	In any companies which competitive business / concerned business
-None-	4 companies	- None -

Shareholding in the Company (Owner/Spouses/minor children) - None –

Meeting Attendance in 2022	Annual General Meeting of Shareholders	1/1
	Board of Directors Meeting	7/7
	Audit Committee Meeting	4/4

Expertise Management and Administration

Type of appointment Director Director and Independent Director

Prohibited Qualify -None-

Nomination criteria and method Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee

Additional Qualification for Candidates for Independent Director

Having the following relationship with the Company, Subsidiaries Company, associated company or any juristic person who might have a conflict of interest at present or during the past 2 years	
Taking part in the management of being and employee, staff member, advisor who receives a regular salary	None
Being professional services provider, e.g., auditor, legal advisor	None
Having business relation that is material and could be barrier to independent judgment	None
Having relations with the management or main shareholders' of the Company	None
Being an appointment the directors for represent of Board of Director, main shareholders' or shareholders' as concerned with main shareholders' of the Company	None

Profiles of the Candidates for Director Position

Name-Surname Mrs. Nusara Ma
Age 53 years old
Nationality Thai
Education Higher Education Certificate Rajadamnuan Commercial College
Training Program Director Accreditation Program (DAP) 132/2016
Current Position Director



Number of years of Directorship 7 Years (Date of appointment as Director: 4 July 2016)

Experience

- 2022 – Present	Director	Four Runner Import Export Company Limited
- 2022 – Present	Director	Veo Marketing Company Limited
- 2014 - 2021	Executive Secretary	Royal Plus Company Limited

Position in other

Listed Companies	Non-Listed Companies	In any companies which competitive business / concerned business
-None-	2 companies	- None -

Shareholding in the Company (Owner/Spouses/minor children) - None –

Meeting Attendance in 2022	Annual General Meeting of Shareholders	1/1
	Board of Directors Meeting	7/7
	Audit Committee Meeting	4/4

Expertise Management and Administration

Type of appointment Director Director

Prohibited Qualify -None-

Nomination criteria and method Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee

Profiles of the Candidates for Director Position

Name-Surname Miss Pinmanee Makmontana

Age 58 years old

Nationality Thai

Education MBA. National Institute of Development Administration
BA. Faculty of Commerce and Accountancy
Chulalongkorn University

Training Program Director Accreditation Program (DAP) 89/2011
Ethical Leadership Program 5/2016



Experience

- 2022 – Present Independent Director, Audit Committee, Asia Biomass Public Company Limited
- 2019 - Present Senior Managing Director, Investment Banking-Capital Market Division, Daol Securities (Thailand) Public Company Limited (Renamed from KTBST SEC)
- 2019 – Present Senior Managing Director, Investment Banking-Capital Market Division, KTBST SEC
- 2019 – Present Audit Committee, Risk Management Committee, Teka Construction Public Company Limited
- 2013 – 2022 Independent Committee and Audit Committee, Asia Green Energy Public Company Limited
- 2011 – 2019 Managing Director, Triple S Advisory Company Limited

Position in other

Listed Companies	Non-Listed Companies	In any companies which competitive business / concerned business
2 Companies	- None -	- None -

Shareholding in the Company (Owner/Spouses/minor children) - None –

Expertise Accounting and Finance, Risk Management and Investment Banking

Type of appointment Director Director and Independent Director

Prohibited Qualify -None-

Nomination criteria and method Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee

Additional Qualification for Candidates for Independent Director

Having the following relationship with the Company, Subsidiaries Company, associated company or any juristic person who might have a conflict of interest at present or during the past 2 years	
Taking part in the management of being and employee, staff member, advisor who receives a regular salary	None
Being professional services provider, e.g., auditor, legal advisor	None
Having business relation that is material and could be barrier to independent judgment	None
Having relations with the management or main shareholders' of the Company	None
Being an appointment the directors for represent of Board of Director, main shareholders' or shareholders' as concerned with main shareholders' of the Company	None

Profiles of the Candidates for Director Position

Name-Surname Mr. Thawatchai Vorawandthanachai

Age 66 years old

Nationality Thai

Education MA. Faculty of Accounting Banking and Finance Major,
Chulalongkorn University
BA. B.B.A. (Finance)
University of the Thai Chamber of Commerce



Training Program Director Certificate Program (DCP) 80/2006

Experience

- 2004 – Present Director Advisory Plus Company Limited
- 2009 – 2019 Director Plus Advisory Company Limited
- 2008 – April 2019 Director, Chairman of the Audit Committee and Independent Director
Asia Green Energy Public Company Limited

Position in other

Listed Companies	Non-Listed Companies	In any companies which competitive business / concerned business
-None-	1 company	- None -

Shareholding in the Company (Owner/Spouses/minor children) - None –

Expertise Accounting and Finance, Risk Management and Investment Banking

Type of appointment Director Director and Independent Director

Prohibited Qualify -None-

Nomination criteria and method Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee

Additional Qualification for Candidates for Independent Director

Having the following relationship with the Company, Subsidiaries Company, associated company or any juristic person who might have a conflict of interest at present or during the past 2 years	
Taking part in the management of being and employee, staff member, advisor who receives a regular salary	None
Being professional services provider, e.g., auditor, legal advisor	None
Having business relation that is material and could be barrier to independent judgment	None
Having relations with the management or main shareholders' of the Company	None
Being an appointment the directors for represent of Board of Director, main shareholders' or shareholders' as concerned with main shareholders' of the Company	None

Definition of Independent Director of the Company

The company has determined the definition of its independent directors as the director who is non-executive director and do not involve in the management permanently, and is not the company's major shareholder. The company has specified requirement equal to the minimum requirements set by the SEC and the SET. Nominated independent directors of the company are fully qualified according to the definitions as follow:

- (1) Hold no more than 1 % of the Company's total voting shares. This also includes the shares held by majority shareholders or those with controlling power over the Company if they are related to the said Independent Directors.
- (2) Is not a Director who has been instructed by the Board of Directors to make policies or have power pertaining to the Company's management. Is not an employee or consultant that receives salaries from the Company, its major shareholders, those with controlling power over the Company or other legal persons with conflict of interest—be they during or less than 2 years before the beginning of their tenure.
- (3) Is not a kin—by blood or by marriage or by kinship—of other Directors, Executives, major shareholders, those with controlling power over the Company or any persons who are to be nominated as Directors, Executives or those with controlling power.
- (4) Do not possess any business relationship with the Company, major shareholders or those with controlling power in a way that may interfere with unbiased decision-making. Is not or not used to be a significant shareholder or those with controlling power over the Company's partners and major shareholders, except if those qualities have elapsed for more than 2 years and the mentioned business relationships include commercial transaction, leading or leasing, financial assistance, surety or any other similar relationships that require the Company to pay debts in a proportion of more than 3 percent of the total tangible assets of the Company or more than 20 million THB. The calculation method pertaining to this is the same as that used to calculate the related subjects according to the SEC's announcement regarding the simplified related subjects. This debt includes those starting to exist no more than a year before the beginning of business relationships with the mentioned persons.
- (5) Is not or not used to be the auditor of the Company, major shareholders or those with controlling powers. Is not a significant shareholder or partner of the audit company that has a contract with the Company, major shareholders or those with controlling power, except if that quality has elapsed for more than 2 years.

- (6) Is not or used to be persons who provide any services relating to legal or financial counsel that has received more than 2 million THB per year from the Company, major shareholders or those with controlling power. Is not a significant shareholder or partner of the audit company that has a contract with the Company, major shareholders or those with controlling power, except if that quality has elapsed for more than 2 years.
- (7) Is not a Director who has been appointed as the representative of the Board, major shareholders, and the shareholders who are related to major shareholders.
- (8) Does not own or is not affiliated with any companies that have similar or competitive characteristics in comparison to the Company. This includes being an employee, staff, consultant or managing directors or shareholders who hold more than 1% of the total voting shares of the Company that has similar characteristics and is competing with the Company or its subsidiaries.
- (9) Does not possess any other characteristics that may inhibit independent opinions with regards to the Company's operation

Company's Articles of Association concerning Shareholders' Meeting

- Article 34. The company's shareholder meetings shall be held at the location of the company's main office, a nearby province, or any other location as determined by the board of directors or conducted via electronic media as deemed appropriate, in compliance with legal standards and information technology security standards
- Article 35. The board of directors must arrange for at least one (1) shareholder meeting per year, which shall be called an "ordinary meeting." The aforementioned ordinary meeting shall be held within four (4) months after the end of the company's fiscal year. Other shareholder meetings shall be called "extraordinary meetings."
- The board of directors may call an extraordinary meeting whenever deemed appropriate, or when one or more shareholders, whose combined shares are no less than ten percent (10%) of the total shares sold, request the board of directors to call a meeting. However, the request must clearly state the matter and reason for the meeting in the letter. In this case, the board of directors must hold the shareholder meeting within forty-five (45) days from the date of receiving the letter from the shareholder.
- In the event that the board of directors does not arrange for a meeting within the period specified in the second paragraph, all shareholders whose combined shares meet the requirements stipulated in the clauses of association may call the meeting themselves within forty-five (45) days after the deadline specified in the second paragraph. In this case, it shall be considered a shareholder meeting called by the board of directors, and the company shall be responsible for the necessary expenses incurred in arranging the meeting.
- If it appears that the number of shareholders attending any meeting of shareholders called by the shareholders pursuant to paragraph three is insufficient to constitute a quorum as defined in clause 37, the shareholders pursuant to the third paragraph must jointly be responsible for reimbursement to the Company of the expenses incurred in holding the meeting at that time.
- Article 36. When calling a meeting of shareholders, the board of directors shall prepare a notice of meeting specifying the location, date, time, agenda, and details of the matters to be presented at the meeting, indicating whether they are to be presented for information, approval, or consideration, as appropriate, as well as the board's opinion on such matters. The notice shall be sent to the shareholders and the registrar of the company at least seven (7) days prior to the meeting, and the notice of the meeting shall be advertised in a newspaper at least three (3) days prior to the meeting for a period of three (3) consecutive days. The sending of the notice of meeting and the advertising of the notice of meeting, whether the meeting is held in person or via electronic media, shall be in accordance with applicable laws, regulations, and standards for information technology security.
- However, in the case of sending a notice of meeting for a meeting via electronic media, the chairman of the board or the authorized person shall send the notice of meeting via email to the shareholders within the aforementioned time period. The chairman of the board or the authorized person shall also keep a copy of the notice of invitation to the meeting and the accompanying documents as evidence, which can be stored in electronic form

Article 37. In shareholder meetings, shareholders and their authorized representatives (if any) must attend the meeting no less than twenty-five (25) persons or not less than half of the total number of shareholders, and the total number of shares must be no less than one-third (1/3) of the total number of shares sold before a quorum can be established.

In the event that a shareholder meeting is scheduled, and after one (1) hour past the scheduled time, the number of attending shareholders is less than the required quorum, as specified above, the meeting will be adjourned if the meeting was called because of a request made by the shareholders. If the shareholder meeting was not called because of a request made by the shareholders, a new meeting must be scheduled, and a notice of the new meeting must be sent to the shareholders no less than seven (7) days before the new meeting. For the subsequent meeting, a quorum is not required.

Article 38. In shareholder meetings, a shareholder may delegate another person to attend the meeting and vote on their behalf. The delegation must be in writing and signed by the shareholder, following the form specified by the registrar of the company. The delegation must include at least the following details:

- (1) The number of shares held by the person giving the proxy.
- (2) Name of the proxy recipients
- (3) The particular meeting of which the proxy provider gives authority to the recipient to attend and cast votes in their place

The power of attorney letter shall be given to the Chairman or persons assigned by the Chairman at the meeting place before the proxy recipient's attendance.

Article 39. At shareholder meetings, the chairman of the board shall preside over the meeting. In the event that the chairman is not present at the meeting, or is unable to perform his duties, the vice chairman shall act as the chairman. If there is no vice chairman or if the vice chairman is unable to perform his duties, the shareholders present at the meeting shall elect a chairman from among themselves

Article 40. The chairman of the meeting has the responsibility of controlling the meeting in accordance with the laws and regulations of the company regarding meetings. In this regard, the shareholder meeting must proceed in accordance with the agenda specified in the notice of the meeting, unless the meeting passes a resolution to change the order of the agenda with a vote of no less than two-thirds (2/3) of the shareholders present at the meeting.

When the meeting has considered all matters on the agenda specified in the notice of the meeting, any shareholder or shareholders whose combined shareholding represents not less than one-third (1/3) of the total number of shares sold may request that the meeting consider matters other than those specified in the notice of the meeting.

In the event that the meeting considers matters on the agenda specified in the notice of the meeting or additional matters proposed by the shareholders but not yet completed and it is necessary to postpone consideration, the meeting shall set the place and time for the next meeting and the board of directors shall send a notice of the meeting specifying the place, date, time, and agenda of the meeting to the shareholders no less than seven (7) days prior to the meeting. The notice of the meeting must also be advertised in a

newspaper not less than three (3) days prior to the meeting and must be advertised continuously for a period of three (3) days.

Article 41. In casting votes at the meeting of shareholders, each shareholder shall have one (1) vote per one (1) share.

In the event that any shareholder has a special interest in a matter on which the meeting has passed a resolution, that shareholder shall not be entitled to vote on that matter, except for the election of directors.

Article 42. The resolution of a shareholder meeting shall be composed of the following vote:

- (1) In normal circumstances, the vote shall be based on the majority of votes of the shareholders present and voting. If the votes are tied, the chairperson of the meeting shall have an additional casting vote as a tiebreaker.
- (2) In the following cases, the vote shall not be less than three-fourths (3/4) of the total votes of the shareholders present and voting, and shall have the right to vote:
 - (a) Selling or transferring all or a portion of the business of the Company to another individual
 - (b) Purchase or acceptance of business transfer of public companies or private companies to be in the possession of the Company.
 - (c) Process, adjust and terminate contracts concerning the leasing of all or certain important parts of the company's business
 - (d) Amendment to the memorandum of association or the articles of association of the Company
 - (e) Capital Increase and Decrease of the Company
 - (f) Issuance of debentures
 - (g) Merger or Dissolution of the Company.
 - (h) Miscellaneous as required by laws

Article 43. The actions that shareholders should take in an ordinary annual meeting are as follows:

- (1) Consider and acknowledge the report presented by the Board of Directors on the company's performance during the previous fiscal year.
- (2) Consider and approve the balance sheet, financial statements, and the company's profit or loss account as of the end of the fiscal year.
- (3) Consider and approve the allocation of profits and dividend payment
- (4) Consider and approve the election of new directors to replace those whose terms have expired, and determine the compensation for the directors.
- (5) Appoint the auditor and determine their compensation.
- (6) Other business.

Profiles of the Independent Directors proposed by the Company as Proxy

Dr. Nilsuwan Leelarasamee

Position Chairman and Independent Director

Age 71 Years Old

Address 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 10150

Date of Appointment as Director 4 July 2016

Education

- Ph.D. Pharmaceutics, West Virginia University, USA
- M.Sc. Pharmaceutical Sciences, West Virginia University, USA

Training by the Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 130/2016
- Independent Observe Program (IOP) 3/2016

Board Member/Management in Other Company

Listed Company 1 Organization

- Chairman of the Audit Committee Thai O.P.P. Public Company Limited

Non-Listed Company 1 Organization

- Director, Nomination Director, Executive Director and Head of R&D
Golden Cup Pharmaceutical Company Limited

Work Experience

- Chairman of the Audit Committee (Thai O.P.P. Public Company Limited)
- Director, Nomination Director, Executive Director and Head of R&D (Golden Cup Pharmaceutical Company Limited)

(%) Shareholding (As of 31 December 2022)

Held personally : 0.16% (1,053,200 shares)

Spouse / minor children : None

Family Relationship among Director and Executives : None

Attendance at the Board of Directors' Meeting during 2022 : 7 times out of 7 times

The conflict of interest related to the meeting agenda :

-None-



Dr. Thasana Boonkwan

Position Independent Director and Chairman of the Audit Committee

Age 54 Years Old

Address 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 10150

Date of Appointment as Director 4 July 2016

Education

- Ph.D. International Marketing, Nova South-eastern University Florida, USA
- MA Finance, University of Wisconsin, USA
- BA Finance and Banking, Thammasat University

Training by the Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 130/2016

Board Member/Management in Other Company

Listed Company : None

Non-Listed Company : 1 Organization

- Director BBB&V Company Limited

Work Experience

- Director, Laem Chabang Engineering Technological College
- Director, BBB&V Company Limited
- Professor, Faculty of Business Administration, University of the Thai Chamber of Commerce
- Dean, Graduate College, University of the Thai Chamber of Commerce

(%) Shareholding (As of 31 December 2022)

Held personally : 0.15% (1,000,000 shares)

Spouse / minor children : None

Family Relationship among Director and Executives : None

Attendance at the Board of Directors' Meeting during 2022 : 7 times out of 7 times

The conflict of interest related to the meeting agenda

- None -



Dr. Sunti Chirawatthanagkoon

Position Independent Director and Member of the Audit Committee

Age: 44 Years Old

Address 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 10150

Date of Appointment as Director 4 July 2016

Education

- PhD. E-Business Strategies, Southern Cross University
- MA. MIS, Deakin University
- BA. Business Administration, Assumption University

Training by the Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 132/2016

Board Member/Management in Other Company

Listed Company : None

Non-Listed Company : 4 Organizations

- Director and President Thaiphetchkasem BTC (2017) Company Limited
- Director and President Boonsiri Asset Company Limited
- Director and President TPK Auto Paint Company Limited
- Director and President Thaiphetchkasem Auto Car Company Limited

Work Experience

- Director and President Thaiphetchkasem BTC (2017) Company Limited
- Director and President Boonsiri Asset Company Limited
- Director and President TPK Auto Paint Company Limited
- Director and President Thaiphetchkasem Auto Car Company Limited

(%) Shareholding (As of 31 December 2022)

Held personally : None

Spouse / minor children : None

Family Relationship among Director and Executives : None

Attendance at the Board of Directors' Meeting during 2022 : 7 times out of 7 times

The conflict of interest related to the meeting agenda

- Agenda 6 To consider and approve the appointment of directors to replace those who retire by rotation



Mr. Comepisith Ratchatakanjanemas

Position Independent Director and Member of the Audit Committee

Age 44 Years Old

Date of Appointment as Director 4 July 2016

Education

- BA. Cost Accountancy, University of the Thai Chamber of Commerce

Training by the Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 132/2016

Board Member/Management in Other Company

Listed Company : None

Non-Listed Company : None

Work Experience

- Owner, A-Goo Fish Ball
- Independent Accountant

Held personally : None

Spouse / minor children : None

Family Relationship among Director and Executives : None

Attendance at the Board of Directors' Meeting during 2022 : 7 times out of 7 times

The conflict of interest related to the meeting agenda

- None-



**Guidelines for attending the 2023 AGM
Through Electronic Media (E-AGM) and the Appointment of Proxies**

1. In case the shareholders attending the E-AGM by themselves

1.1 Please kindly fill the Registration form for attending the AGM through Electronic Method (E-Meeting) (Enclosure No.10) with clearly identify your email and mobile phone number in order to be used for the meeting registration and attach identification documents to confirm the attendance's rights of the E-AGM as follows:

- **In the event that the shareholder is an ordinary person** – a valid certified true copy of ID card, passport, or other official documents issued by government authority.
- **In the event that the shareholder is a juristic person** – an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “Supporting Documents for the Appointment of Proxy” below.

Please submit the Registration form for attending the 2023 AGM through Electronic Method (E-Meeting) and such identification document to the Company during “1 - 21 April 2023 before 12.00 ONLY” via the following channels:

- E-mail Address : ir@royalplus.co.th or
- Registered Mail :

Company Secretary

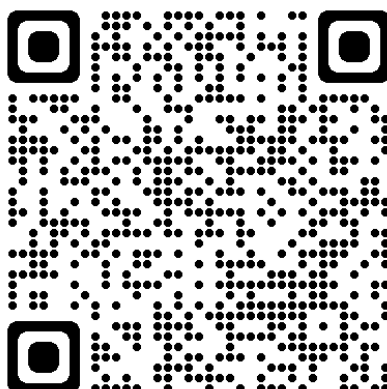
Royal Plus Public Company Limited (Head Office)

84/3-7 Soi Rama II Soi 69,

Samae Dam Sub-District, Bangkhun Thian District, Bangkok 10150

(Documents for AGM)

Or submit identification documents to confirm the attendance's rights of the E-AGM via the Pre-Registration via E-meeting registration system. Please click: <https://plus.focus.vc/registration/> or scan this QR Code.



1.2 When the Company receives document as per item 1.1 from the shareholder or proxy holder, the Company will proceed the document inspection to confirm the meeting attendance's rights. Once the inspection is completed, the Electronic Meeting System Service Provider (Quidlab) will send username, password and Weblink for registering to the AGM to you via e-mail.

Kindly refrain from giving your username and password to another person. In the case that your username and password are lost or you have not received within 21 April 2023, please immediately contact Quidlab Co.,Ltd, the E-Meeting System Service Provider of the Company, a contact channels appeared on the email sending username and password to you. Telephone no. 02-013-4322 or mobile 080-008-7616

1.3 Please read the manual thoroughly from the Notice of Annual General Meeting of Shareholders (Enclosure No.12) or email that the Quidlab sends to you. The system will be opened 1 hour prior to the meeting so that the shareholder can register for attending the meeting. However, the live broadcast will only begin at 15.00 hours.

1.4 For casting the vote during the E-Meeting, a shareholder may cast his/her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as "approve".

1.5 If you have encounter with any technical problem in using the E-Meeting system before or during the meeting, please contact Quidlab Co.,Ltd who is the E-Meeting System Service Provider of the Company at a contact channel appeared on the email sending username and password to you.

2. In case the shareholders appointing proxy to attend the E-AGM

In case that a shareholder is unable to attend the meeting, he/she may authorize person or the Company's independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

Information of the Company's Independent Directors who represent to be a proxy in the 2023 AGM

Name of Directors	Age	Address	Interest in the agenda
1. Dr. Nilsuwan Leelarasamee	72	No. 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 1015	None
2. Dr. Thasana Boonkwan	55	No. 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 1015	None

Name of Directors	Age	Address	Interest in the agenda
3. Dr. Sunti Chirawatthanagkoon	45	No. 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 1015	Agenda 6 To consider and approve the appointment of directors to replace those who retire by rotation
4. Mr. Comepisith Ratchatakanjanemas	45	No. 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 1015	None

Remark: The above independent directors have no special interests that are different from other directors in every agenda proposed in the 2023 Annual General Meeting

In this regard, the Company kindly ask the shareholders to send the completely signed Proxy form or downloaded from company website <https://www.royalplus.co.th> The shareholders can be requested a proxy form in hard copy at e-mail : ir@royalplus.co.th and submit the document for the appointment of proxy to the Company **within 21 April 2023 before 12.00 ONLY** via the following channels:

- Via Email address: ir@royalplus.co.th or
- Via Registered Mail:

Company Secretary

Royal Plus Public Company Limited (Head Office)

84/3-7 Soi Rama II Soi 69,

Samae Dam Sub-District, Bangkhun Thian District, Bangkok 10150

(Documents for AGM)

Supporting documents for the appointment of proxy

1. In case proxy grantor is ordinary person

- a) Proxy form has been correctly and completely filled in, signed by the grantor and the proxy.
- b) A copy of the identification card/passport (for non-Thai nationals) of the grantor and the proxy which has been certified true.

2. In case proxy grantor is juristic person

- a) Proxy form has been correctly and completely filled in, signed by the authorized representative of the juristic person with affixing the company's seal (if any) and signed by the proxy.
- b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date and copy of the identification card/passport (for non-Thai nationals) of the authorized representative of the juristic person which has been certified a true.
- c) A copy of the identification card/passport (for non-Thai nationals) of the proxy which has been certified true.

Non-Thai National or juristic person registered outside the country

In case the supporting documents or evidence were produced outside Thailand, such document shall be notarized by a notary public. In the case that the original document is not in English translation shall be required and certified the correct translation by the shareholder or the authorized representative.

3. Voting

3.1 General Agenda: A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed.

3.2 Agenda on Election of Directors: The shareholder shall vote for each individual candidate nominated for directors, but not exceeding the number of directors required for that election. The vote shall not be distributed.

4. Voting Procedures

The Chairman shall inform the Meeting to vote in each agenda by asking time whether there is any shareholder wish to approve, disapprove or abstain. Shareholder or proxy shall make only one vote for approval, disapproval or abstention.

Channels for submitting questions related to the Company and Agenda of 2023 AGM Meeting
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To recognize the importance of the shareholders as well as to promote a good corporate governance, the Company provide a procedure to facilitate the shareholders for sending the Company enquires to which related the Company's business and the agenda of 2023 Annual General Meeting of Shareholders of the Company with following details:

Channel for Sending Question

1. Shareholders can send the questions on the agenda item along with their name, address, telephone number or email address to the Company Secretary before April 21, 2023 at 12.00 hrs. via the following channels:

☐ **Via Email address :** ir@royalplus.co.th

☐ **Via Registered Mail:**

Company Secretary

Royal Plus Public Company Limited

84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District,

Bang Khun Thian District, Bangkok 10150

2. Shareholders who attend the Annual General Meeting of Shareholders through Electronic Method (E-Meeting) can submit the question during the meeting.

Personal Data Protection Notice for the Shareholder Meeting

Royal Plus Public Company Limited

Royal Plus Public Company Limited (the “Company”) realizes the significance of personal data protection according to Personal Data Protection Act B.E. 2562 (A.D.2019) (the “Act”). The Company would like to inform you that the Company shall collect, use and disclose information that could identify you (“Personal Data”) within the purposes in the connection to Shareholder’s meeting and to verify your identity to access the meeting and the right to vote in the election shareholder meeting and to comply with the relevant laws and regulations, such Personal Data includes:

1. Name – Surname
2. Telephone Number
3. Address
4. E-mail (if any)
5. Identification Number
6. Photo and Video record in the meeting ¹

The Company urges any shareholder and their proxy (if any) to submit a certified true copy of identification card and please cross or conceal information regarding blood type and religious (which is considered to be a sensitive information according to the Act). In case that document shows the information regarding blood type and religious, the Company will cross or conceal such sensitive information on your behalf.

The Company may disclose your Personal Data to a person or organization which is involved with the meeting, for instance, the meeting organizing advisor, the electronic meeting system service provider and The Company will collect your Personal Data for as necessary according to relevant laws and regulations.

According to the Act, Data subject will be entitled to the right to withdraw your consent, right to access and obtain a copy of Personal Data, right to object to the collection, use, or disclosure of Personal Data, right to erasure or destroy Personal Data, right to restriction of processing, right to rectification any Personal Data to be up-to-date, correct and complete and right to data portability.

Should you any requires regarding the Personal Data Protection of the Company, or should you wish to exercise your rights as a Data Subject, you may contact our data protection office

Via Channel:

- ☐ Telephone No. : +66 (0) 2416 9269 ext. 108
- ☐ E-mail : ir@royalplus.co.th

¹ Any picture, photo video or audio-visual works in the Annual General Meeting including artistic works which arisen from or in connection with the Annual General Meeting shall be sole intellectual property rights of and owned by the Company

Registration form for attending the 2023 AGM through Electronic Media(E-AGM)

Written at.....

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

I/We.....Nationality.....

Address.....Road.....Sub-District.....

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

as a shareholder of the Royal Plus Public Company Limited (the "Company")

holding to total number of sharesshares

I hereby confirm to attend the meeting and cast the votes in the 2023 AGM on April 26, 2023 at 15.00 hrs.
through Electronic Media (E-AGM) by,

☐ Attend the meeting in person with Web Link to e-mail.....

☐ Proxy to Mr./Mrs./Ms.,

Please Username Password with Web Link to email.....

Signed Shareholder

(.....)

SignedProxy Holder

(.....)

หนังสือมอบฉันทะ (แบบ ก.)

PROXY (Form A)

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-District
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ไรแอล พลัส จำกัด (มหาชน)

being a shareholder(s) of ROYAL PLUS PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares with the voting rights of votes as follows;
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
Ordinary share shares with the voting rights of votes
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1)อายุ.....ปี อยู่บ้านเลขที่.....
Age Years with address at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Sub-District District
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
(2)อายุ.....ปี อยู่บ้านเลขที่.....
Age Years with address at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Sub-District District
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or
(3)อายุ.....ปี อยู่บ้านเลขที่.....
Age Years with address at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Sub-District District
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

Of Shareholders through Electronic Method (E-Meeting) of Annual General Meeting of Shareholders for the year 2023 on Wednesday, April 26, 2023 at 15.00 hrs. or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves

ลงชื่อ /Signed.....ผู้มอบฉันทะ/Grantor
(.....)

อากรแสตมป์
Duty Stamp
20 บาท
20 Baht

ลงชื่อ /Signed.....ผู้รับมอบฉันทะ/Grantee
(.....)

ลงชื่อ /Signed.....ผู้รับมอบฉันทะ/Grantee
(.....)

ลงชื่อ /Signed.....ผู้รับมอบฉันทะ/Grantee
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the vote.

หนังสือมอบฉันทะ (แบบ ข.)

PROXY (Form B)

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

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

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
With address at Road Sub-District
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไรแอล พลัส จำกัด (มหาชน)
being a shareholder of Royal Plus Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares with the voting rights of votes as follows;
หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares with the voting rights of votes
หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้
Hereby appoint

(1) ☐อายุ.....ปี
Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
with address at Road Sub-District
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
District Province Postal Code or

(2) ☐ นายนิลสุวรรณ ลีลารัศมี อายุ 72 ปี
Mr. Nilsuwan Leelarasamee Age 72 Years

อยู่บ้านเลขที่ 11-13 ซ. ภาณุชยการธนบุรี 3 ถนน จรัญสนิทวงศ์ 13 ตำบล/แขวง วัดท่าพระ
with address at 11-13 Soi Phanitchyakan Thonburi 3, Road Charan Sanitwong 13 Sub-District Wat Tha Phra
อำเภอ/เขต บางกอกใหญ่ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600 หรือ
District Bangkok Yai Province Bangkok Postal Code 10600 or

(3) ☐ นายทรรศนะ บุญขวัญ อายุ 55 ปี
Mr. Thasana Boonkwan Age 55 Years
อยู่บ้านเลขที่ 128/26 หมู่บ้านนิศา ถนน ประชาอุทิศ ตำบล/แขวง พุ่งครุ
with address at 128/26 Narisa Village Road Pracha Uthit Sub-District Thung Khru
อำเภอ/เขต พุ่งครุ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10140 หรือ
District Thung Khru Province Bangkok Postal Code 10140 or

(4) ☐ นายสันติ จิรวัดนางกูร อายุ 45 ปี
Mr. Sunti Chirawatthanagkoon Age 45 Years
อยู่บ้านเลขที่ 658/13 หมู่บ้านชมเพลินวิลล์ ถนน พุทธมณฑล สาย 2 ตำบล/แขวง บางแคเหนือ
with address at 658/13 Chom Phloen Ville Village Road Phutthamonthon Sai 2 Sub-District Bang Khae Nuea
อำเภอ/เขต บางแค จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10160 หรือ
District Bang Khae Province Bangkok Postal Code 10160 or

(5) ☐ นายคมพิศิษฐ์ รัชตกาญจนมาส อายุ 45 ปี
Mr. Comepisith Ratchatakanjanemas Age 45 Years
อยู่บ้านเลขที่ 616/61 ถนน เดชวณิช ตำบล/แขวง บางซื่อ
with address at 616/61 Road Techa Wanit Sub-District Bang Sue
อำเภอ/เขต บางซื่อ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10800 หรือ
District Bang Sue Province Bangkok Postal Code 10800 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

Of Shareholders through Electronic Method (E-Meeting) of Annual General Meeting of Shareholders for the year 2023 on Wednesday, April 26, 2023 at 15.00 hrs. or such other date, time and place as may be adjourned

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes on my/our behalf at the above meeting in following manners:

- ☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 เมื่อวันที่ 21 มีนาคม 2565
Agenda 1 To certify the minutes of the 2022 Annual General Meeting of Shareholder, held on March 21, 2022
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy must cast the votes in accordance with the following instructions:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2565
Agenda 2 To acknowledge the report on the Company's operating result in 2022
- ☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปี 2565
Agenda 3 To consider and approve the statements of financial position and statements of income for the year ended 31 December 2022
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ วาระที่ 4 พิจารณานุมัติจัดสรรกำไรสุทธิประจำปี 2565 และจ่ายเงินปันผล
Agenda 4 To consider and approve the appropriation of the net profit in 2022 and Dividend Payment
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ วาระที่ 5 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566
Agenda 5 To consider and approve the appointment of the Company's external auditors and the 2023 audit fee
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy must cast the votes in accordance with the following instructions:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- ☐ วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ แต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ และแต่งตั้งกรรมการใหม่เพิ่มเติม
Agenda 6 To consider and approve the appointment of Director to replace those will retire by rotation, the appointment of Director in place of the Director who are retired and the appointment of a new Director
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of any director(s)

ชื่อกรรมการ นายสันติ จิรวัดนางกูร

Name of Director : Mr. Sunti Chirawatthanagkoon

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นางนุสรา หมา

Name of Director : Mrs. Nusara Ma

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นางสาวปิ่นมณี เมฆมณฑนา

Name of Director : Miss Pinmanee Mekmontana

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายรัชชัย วรวรรณชะชัย

Name of Director : Mr. Thawatchai Vorawandthanachai

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 7 To consider and approve the remuneration of the Board of Directors for the year 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 8 รับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญต่อประชาชนทั่วไป
- Agenda 8 To acknowledge the change in objectives of utilization of proceeds obtained from initial public offering (IPO)

- ☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Other Items (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance cause by the Proxy at the above meeting, accept voting in contravention of my/our instructing, shall be deemed as my/our acts and performance in all respect.

อากรแสตมป์

Duty Stamp

20 บาท

20 Baht

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Grantee
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Grantee
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Grantee
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the vote.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

As regards the agendas to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to proxy Form B.

หนังสือมอบฉันทะ (แบบ ค.)

PROXY (Form C)

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

with address at Road

Sub-District

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

District

Province

Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ (ผู้ถือหุ้น)

As a custodian for (Shareholder's name)

ซึ่งเป็นผู้ถือหุ้นของบริษัท โรแยล พลัส จำกัด (มหาชน)

Being a shareholder of Royal Plus Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares with the voting rights of votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares with the voting rights of votes

(2) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ.....ปี อยู่บ้านเลขที่.....

Age

Years

with address at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road

Sub-District

District

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province

Postal Code

or

(2) อายุ.....ปี อยู่บ้านเลขที่.....

Age

Years

with address at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road

Sub-District

District

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province

Postal Code

or

(3) อายุ.....ปี อยู่บ้านเลขที่.....

Age

Years

with address at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road

Sub-District

District

จังหวัด..... รหัสไปรษณีย์.....

Province

Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพุธที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

Of Shareholders through Electronic Method (E-Meeting) of Annual General Meeting of Shareholders for the year 2023 on Wednesday, April 26, 2023 at 15.00 hrs. or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We have granted to my/our proxy to attend this meeting and vote there in will be as follow:

☐ มอบฉันทะ เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy equal to all of the number of shares held by me/us and has the right to vote

☐ มอบฉันทะบางส่วนคือ

Grant Partial of

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary shares shares and have the right to vote votes

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Preferred share shares and have the right to vote votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด.....เสียง

Totaling votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

I/We authorize my/our Proxy to cast the votes on my/our behalf at the above meeting in following manners:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 เมื่อวันที่ 21 มีนาคม 2565

Agenda 1 To certify the minutes of the 2022 Annual General Meeting of Shareholder, held on March 21, 2022

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

Agenda 2 To acknowledge the report on the Company's operating result in 2022

- ☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปี 2565

Agenda 3 To consider and approve the statements of financial position and statements of income for the year ended 31 December 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- ☐ วาระที่ 4 พิจารณานุมัติจัดสรรกำไรสุทธิประจำปี 2565 และจ่ายเงินปันผล

Agenda 4 To consider and approve the appropriation of the net profit in 2022 and Dividend Payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- ☐ วาระที่ 5 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566

Agenda 5 To consider and approve the appointment of the Company's external auditors and the 2023 audit fee

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

- ☐ วาระที่ 6 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ แต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ และแต่งตั้งกรรมการใหม่เพิ่มเติม

Agenda 6 To consider and approve the appointment of Director to replace those will retire by rotation, the appointment of Director in place of the Director who are retired and the appointment of a new Director

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of all directors

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of any director(s)

ชื่อกรรมการ นายสันติ จิรวัดนางกูร

Name of Director : Mr. Sunti Chirawatthanagkoon

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ นางนุสรา หมา

Name of Director : Mrs. Nusara Ma

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ นางสาวปิ่นมณี เมฆมณฑนา

Name of Director : Miss Pinmanee Mekmontana

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ นายธวัชชัย วรวรรณธนะชัย

Name of Director : Mr. Thawatchai Vorawandthanachai

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 7 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 7 To consider and approve the remuneration of the Board of Directors for the year 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 8 รับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญต่อประชาชนทั่วไป

Agenda 8 To acknowledge the change in objectives of utilization of proceeds obtained from initial public offering (IPO)

☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Other Items (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy must cast the votes in accordance with the following instructions:

☐ เห็นด้วย

☐

ไม่เห็นด้วย

☐

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts or performance cause by the Proxy at the above meeting, accept voting in contravention of my/our instructing, shall be deemed as my/our acts and performance in all respect.

ลงชื่อ /Signed.....ผู้มอบฉันทะ/Grantor
(.....)

อากรแสตมป์

Duty Stamp

20 บาท

20 Baht

ลงชื่อ /Signed.....ผู้รับมอบฉันทะ/Grantee
(.....)

ลงชื่อ /Signed.....ผู้รับมอบฉันทะ/Grantee
(.....)

ลงชื่อ /Signed.....ผู้รับมอบฉันทะ/Grantee
(.....)

หมายเหตุ / Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งคัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidence to be attached with this Proxy Form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the vote.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards the agendas to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. ในกรณีที่มียวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to proxy Form C.



Quidlab E-Meeting & Voting System
User's Manual
Conferencing Option

Some options may not be visible

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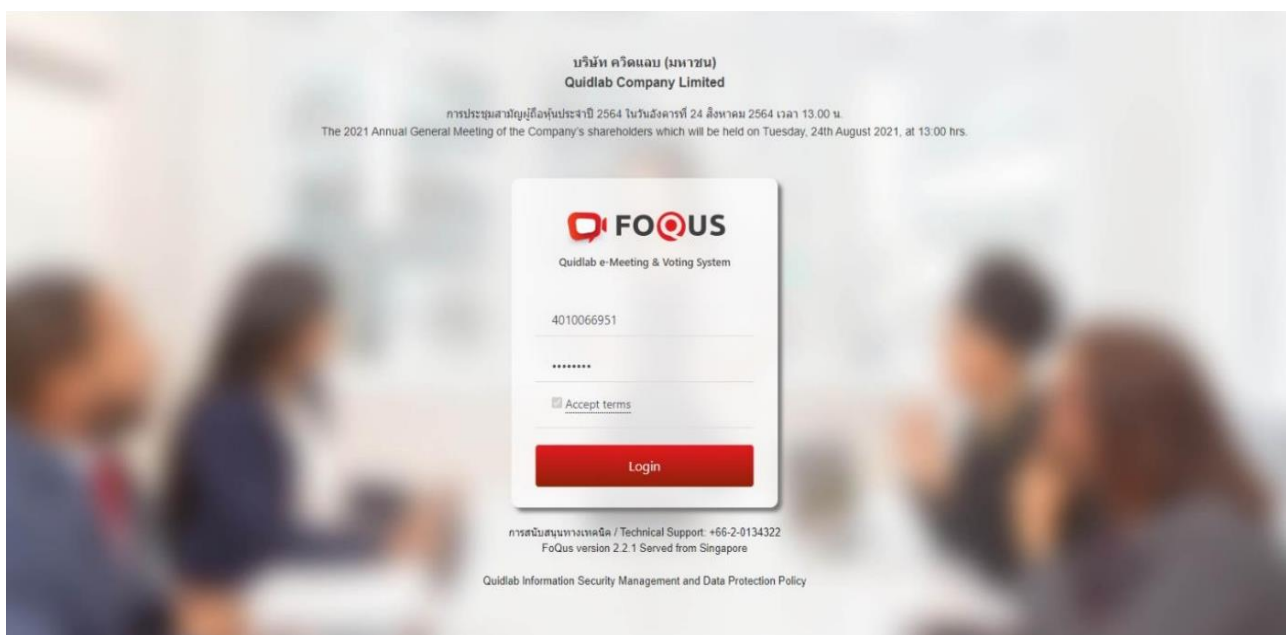
Introduction

Quidlab E-meeting & Voting System does not require any special application to install. It is very easy to use system and does not require any special skills. You can use any latest updated version of browser e.g. Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use computer, laptop, tablet or phone

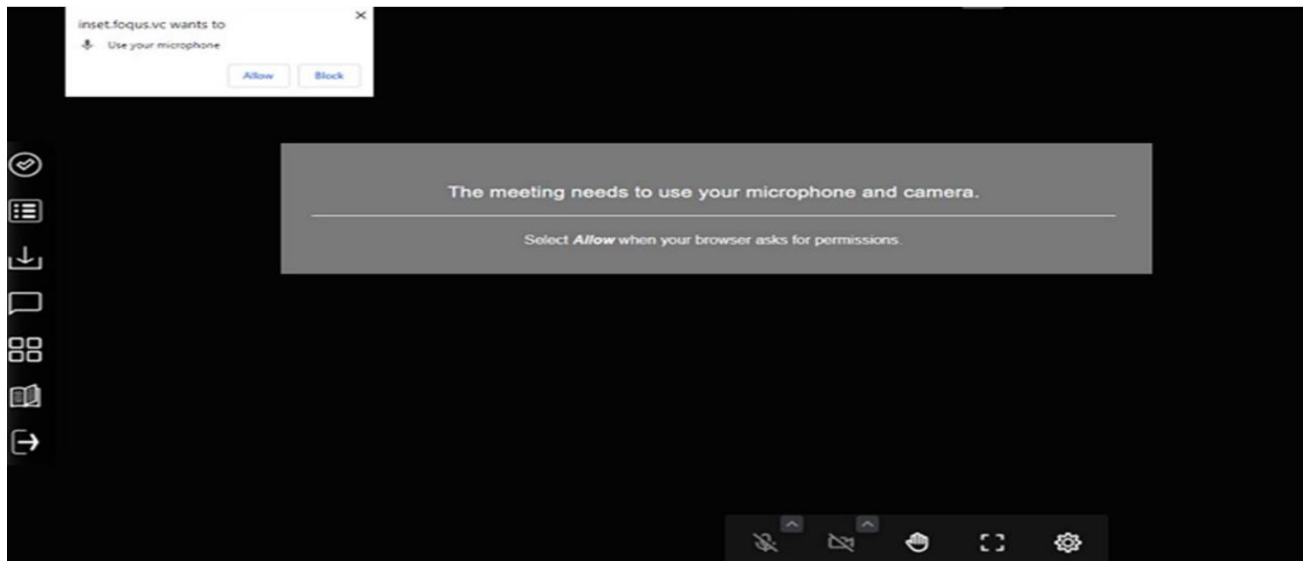
You will receive an email with username and password. This username and password are valid only for E-Meeting or E-Meeting of company stated in the email. Email also contains a link to join the meeting like <https://subdomain.quidlab.com> (Example Only)

How to Login

1. Click on link in email or type URL in browser. After clicking you will be taken to E-Meeting website
2. Enter your username & password
3. Click ☒ Accept Terms, then click Login button to join the meeting



4. If username and password are correct you will be granted access and screen will be presented
5. You may be asked to allow camera and microphone permissions when you join meeting or when you start the camera and microphone (if you do not grant permission, you can still join the meeting however you may not be heard or seen by other people in case you need to ask questions using microphone)

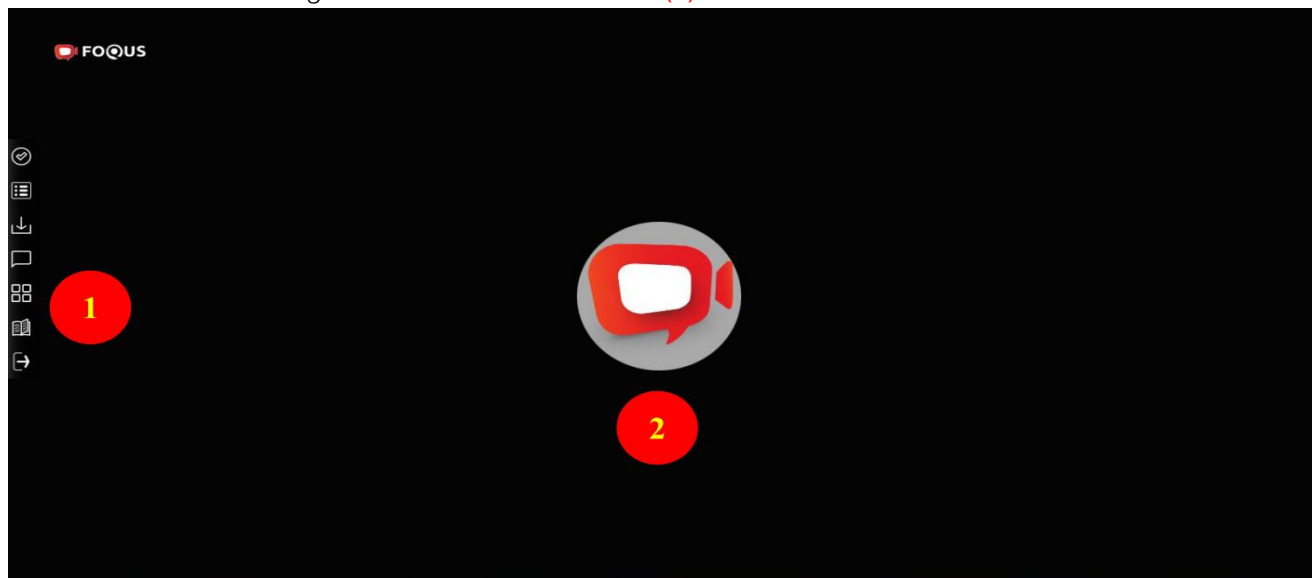


6. Once permission is granted you will be able to see other participants. Depending on meeting requirements you may be able to see all or only some of participants who have their camera on

How to Navigate

E-Meeting system has following parts which can be navigated by menu located on the left side of the screen (1)

Other users of E-Meeting will be shown in this section (2)

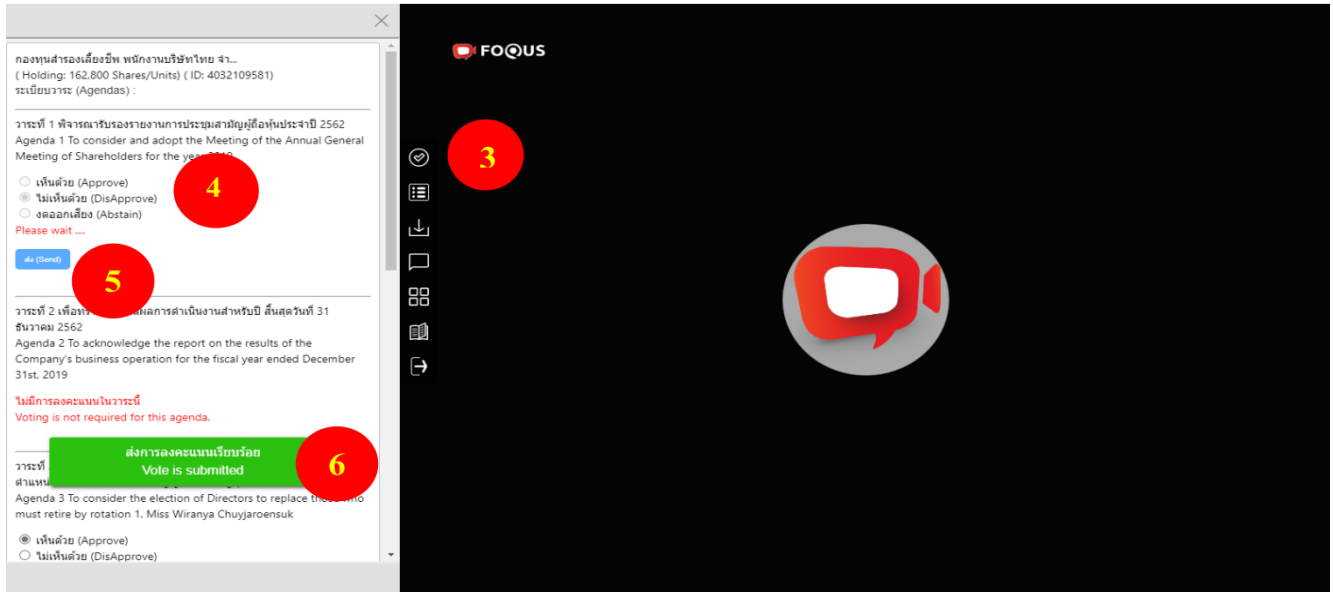


Vote Menu

Once you click on Vote menu (3), you can navigate to Voting section to cast your vote. You can see all agendas listed here and can cast your vote any time till the time if Agenda is not close. Once Agenda has been discussed and closed you cannot change your vote. (This Agenda has been closed cannot vote)

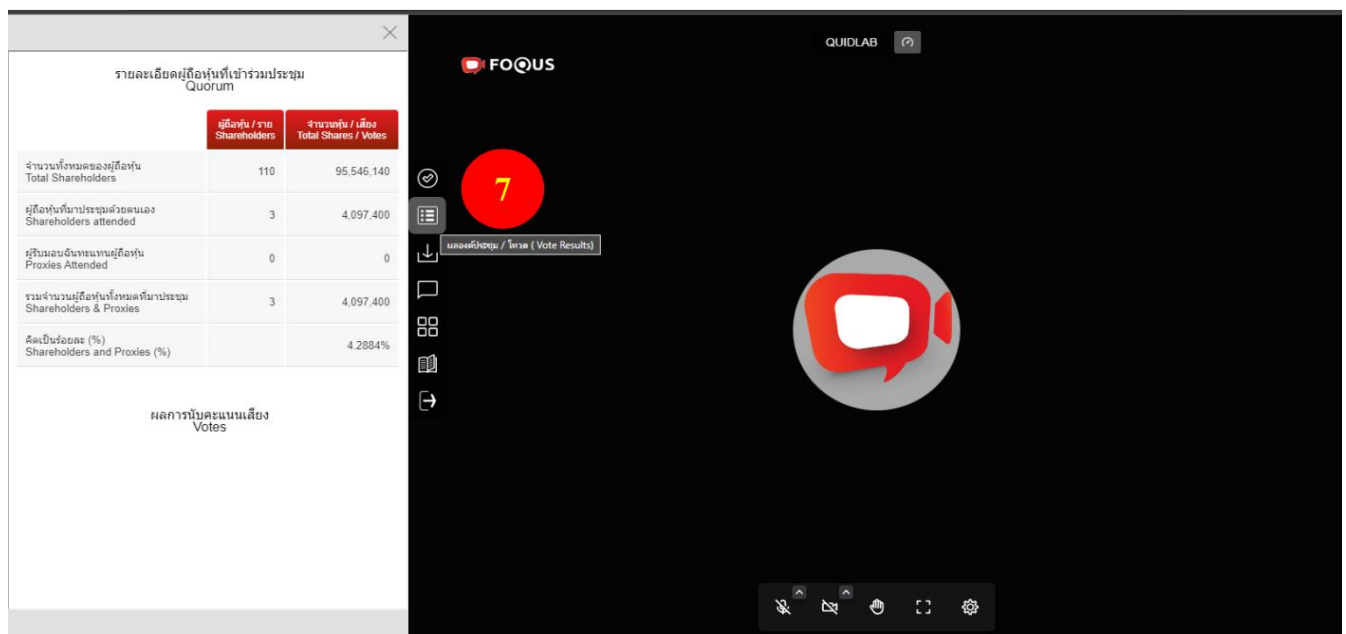
There is a separate Send Button for each agenda. You must click on radio button (4) to choose, "Approve", "Disapprove" or "Abstain" and then click Send (5)

Once your vote is submitted you will be notified by a pop-up alert message. Voted is submitted (6)



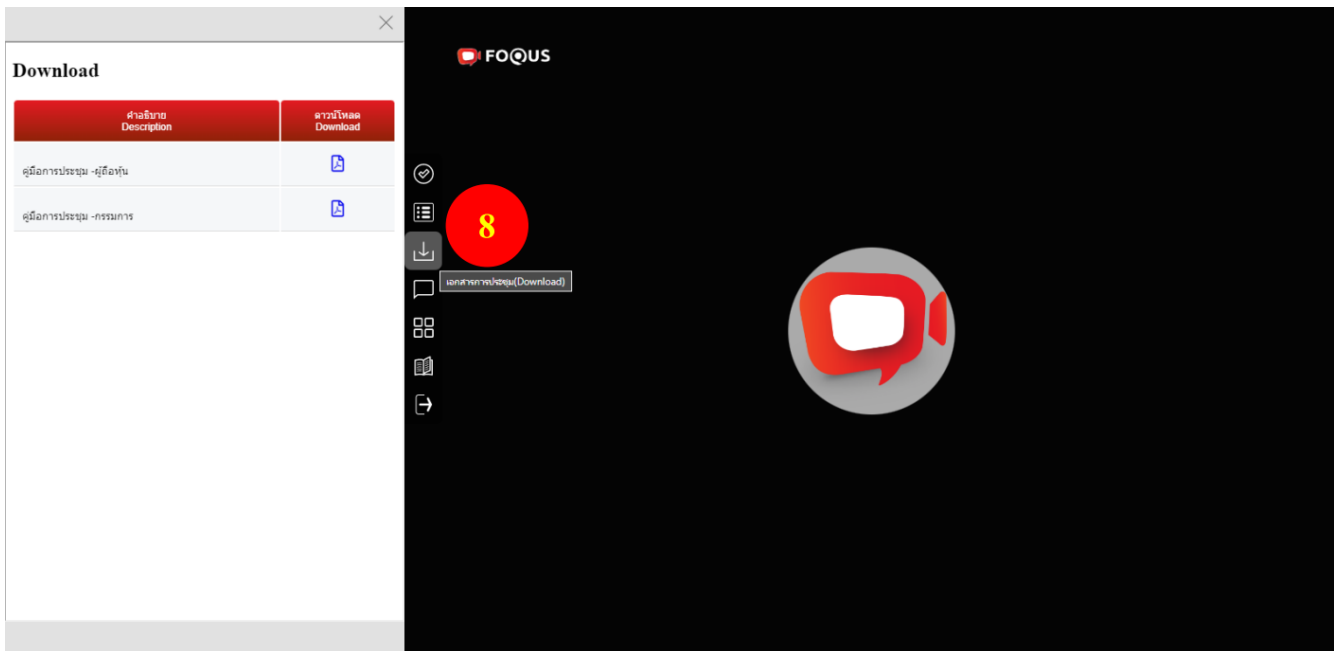
Quorum & Voting Results

You can check quorum and results by clicking on Voting Results Button (7) any time, votes will be displayed only after agenda is closed



Download Documents

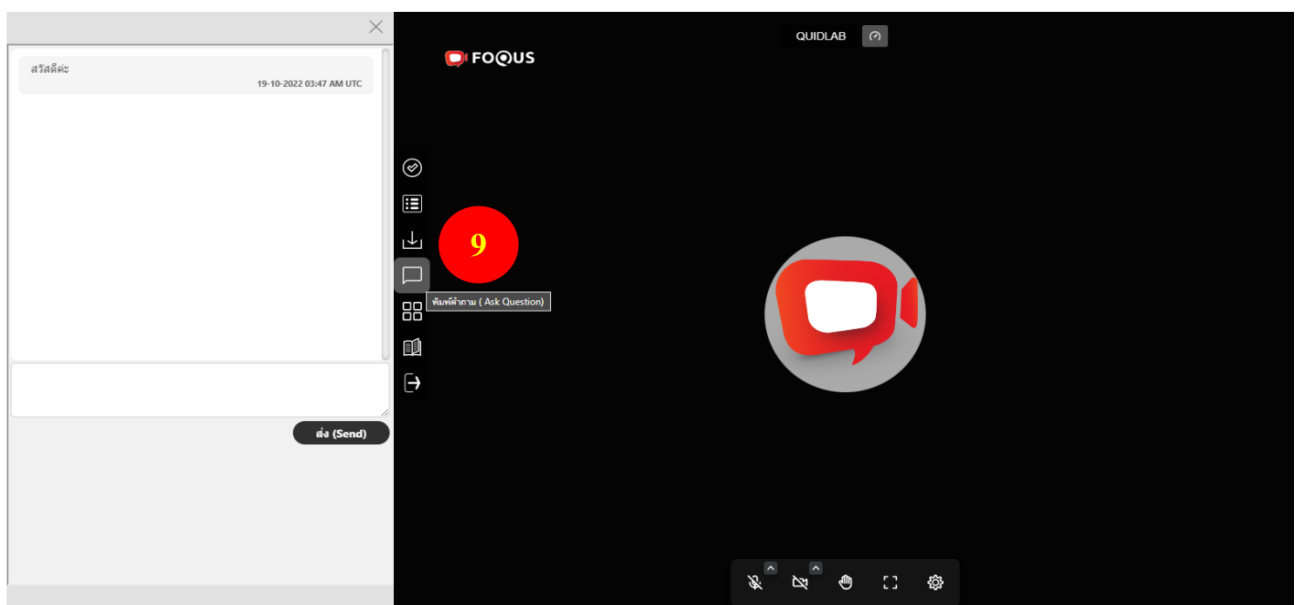
You can download company provided documents, if any e.g., Annual Report, Company presentation etc. by clicking on Download button (8)



Asking Question

Asking Question - by Message

Click on Ask Question button (9) to navigate to Ask Question chat screen. You can type your message in the textbox then click send to send question

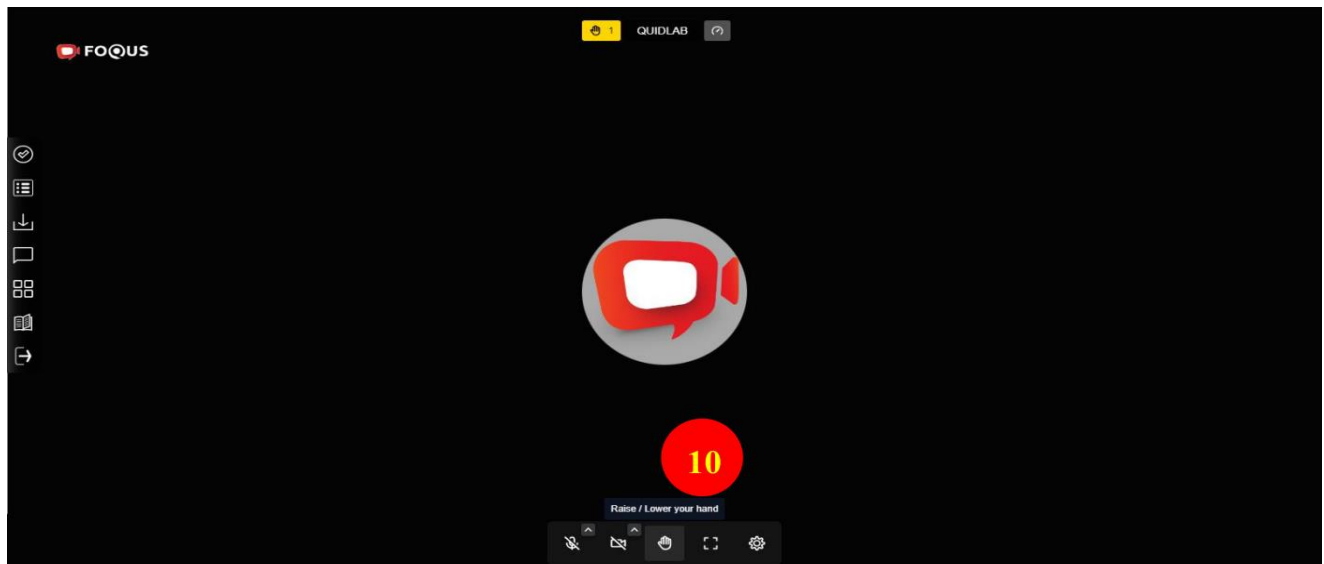


- The question will be sent directly to the company officers, they can see all questions, but you will only see your own question
- The company cannot reply through chat box to the question. The questions must be answered through the voice only

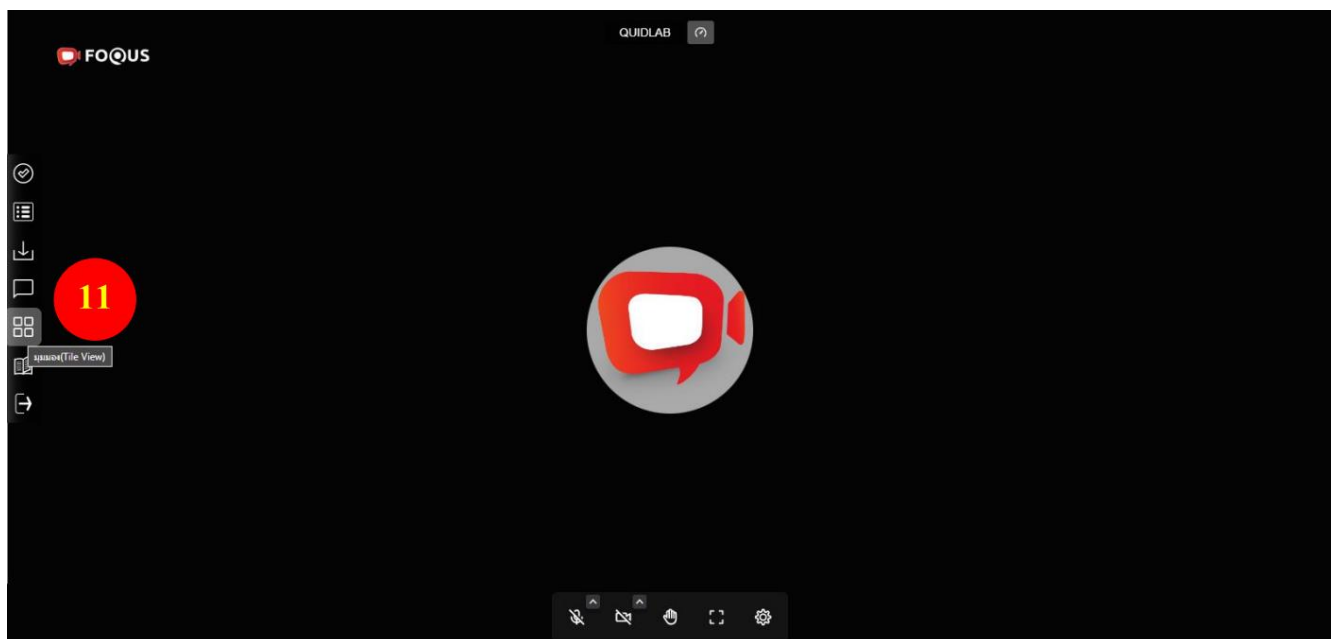
Asking Question - by Voice

Clicking on Hand Button (10), then waiting from the company approved. Once your request will be approved, director or company officer will ask you to unmute your microphone and ask your question. (You may also turn on your camera if required)

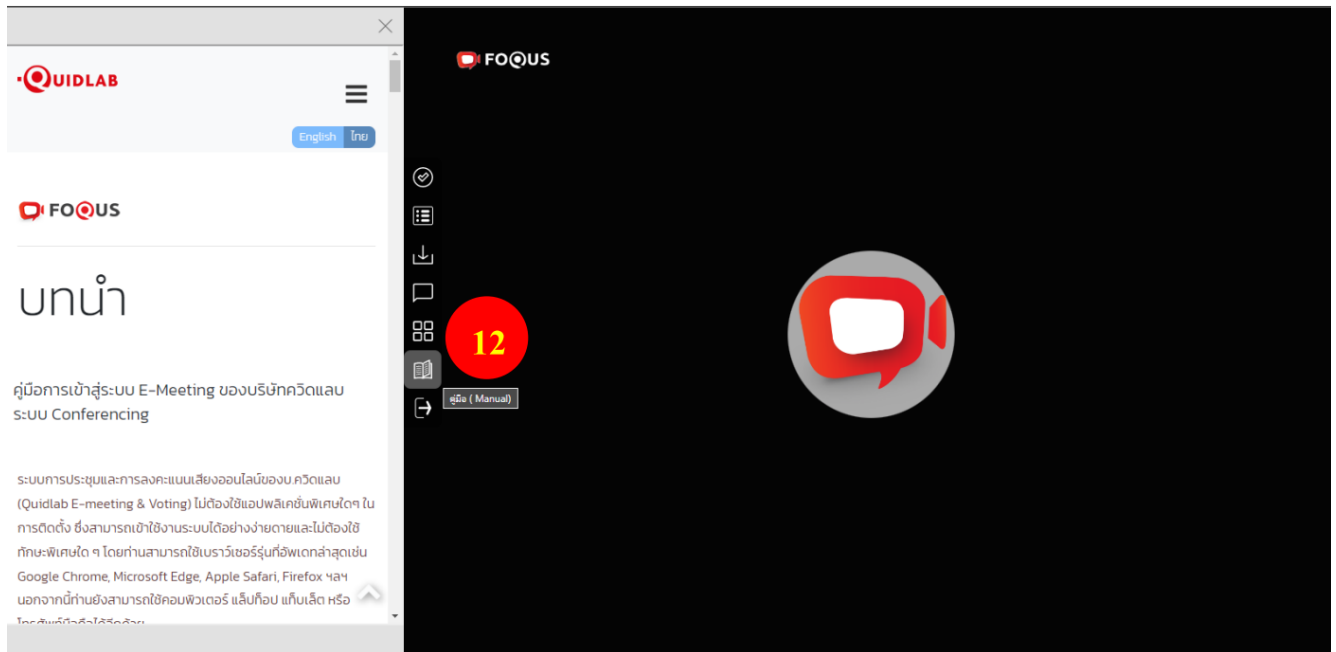
This Option is available only in the meeting where camera and microphone access is allowed for users



Icon 4 small squares (11) You can choose to watch in a single window to see active speaker in full screen. or multiple windows showing thumbnails of all presenters who have their camera on

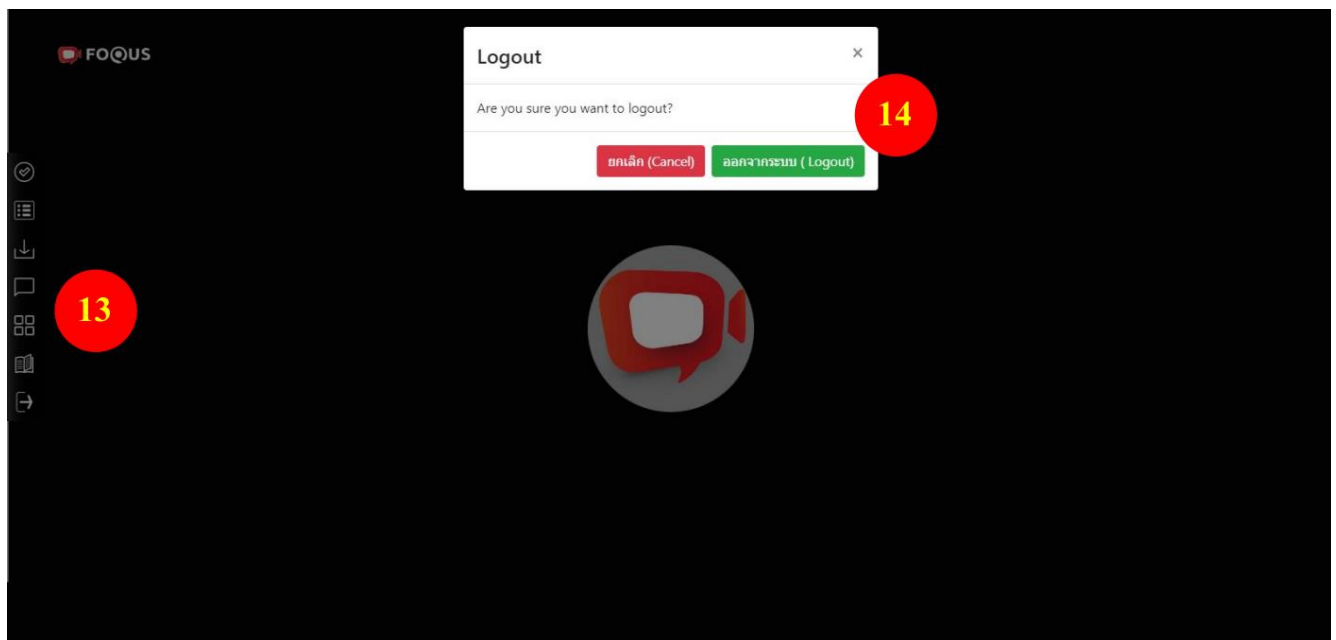


To see the manual, you can click on this icon (12)



Logout

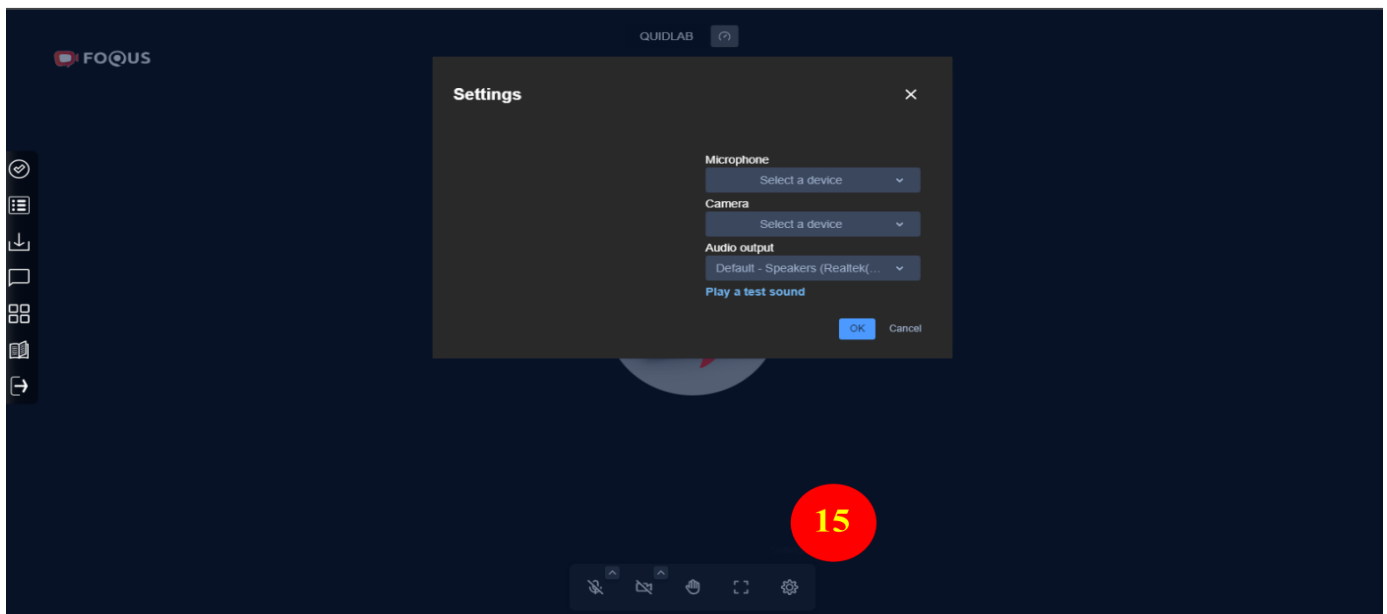
To Logout click on Logout Button (Logout) (13). The system will ask you if you want to log out. To log out, please click Logout (14)



Settings

You can change your camera and microphone settings by clicking on Settings button (15)

This option is available only if camera and microphone access is allowed



Technical Support

If you see the problem accessing the E- Meeting system you can contact Quidlab at via telephone on 080-008-7616 or 02-0134322 or email at info@quidlab.com

Before contacting technical support, please read the Frequently Asked Questions (FAQ) below which may solve your issue. We recommend that you use a computer (PC) or notebook (Laptop)

- The internet used must be stable and strong enough because the meeting runs for more than 1 hour
- We recommend to keep your microphone muted & camera off when not talking so other users are not disturbed during meeting
- When contacting technical support please provide full details of problem, any error message received, type of device used, browser name and version etc.

Minimum System Requirements

Bandwidth	System uses simulcast hence automatically manages video quality or turns off some of videos if bandwidth is low, however for good conference a 5 Mbps bandwidth is recommended
Video quality	720p
CPU	Video conferencing requires high CPU power, Intel Core i3 or equivalent
หน่วยความจำ	at least 4 GB
พอร์ต	Following ports must be opened for outbound traffic if blocked at firewall
TCP	80 & 443, 5349
UDP	10000

Frequently Asked Questions (FQA)

Question: Why can't I click a link in my email?

Answer: Some email software may show links as text only. You can copy URL then open in browser Chrome / Safari

Question: I cannot login?

Answer: check the correct username & password provided. Please check if you are copying and pasting username & password correctly. In the most frequent cases, the trailing space for the username and password is copied

Question: I'm out of the system very often?

Answer: The internet used must be stable and strong enough because the meeting runs for more than 1 hour / weather conditions may affect the network signal you are using. If you are using WiFi there can be packet drops

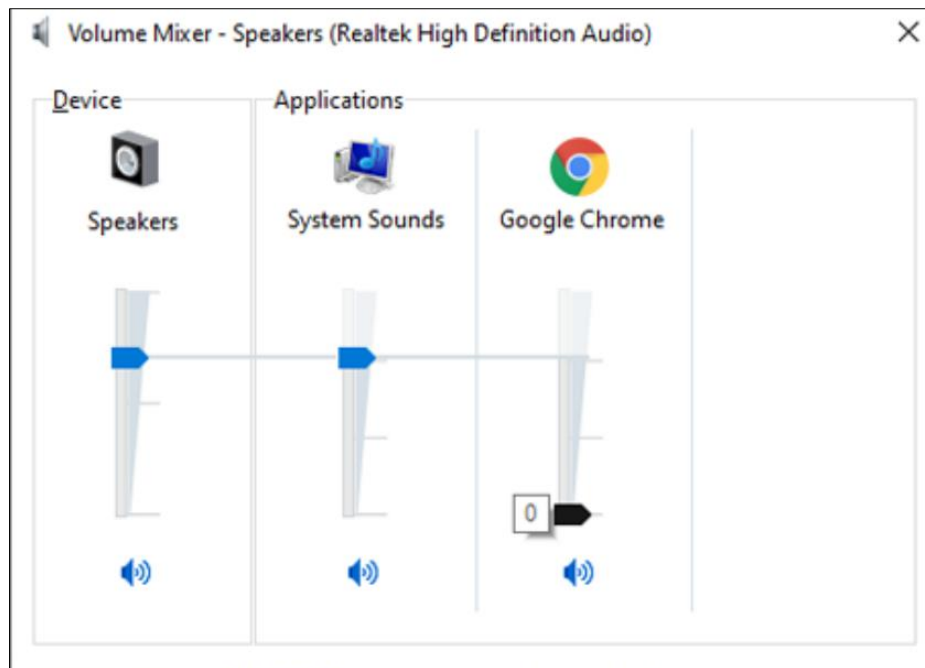
Question: I can't hear voice

Answer:

1. Check Volume Levels and Muting

- Right-click the speaker icon in the taskbar and select Open Volume Mixer
- You can set audio level for each application's from here.

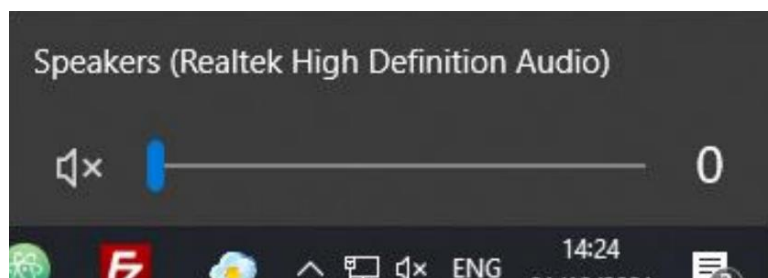
(e.g, If you join meeting by Google Chrome ensure audio level is setup correctly for that browser)



2. Make sure your computer is using the right speakers or headphones

- Select the Correct Audio Output Device on Windows

1. Left-click the speaker icon
2. Select your preferred playback device
3. Make sure your correct playback device is selected

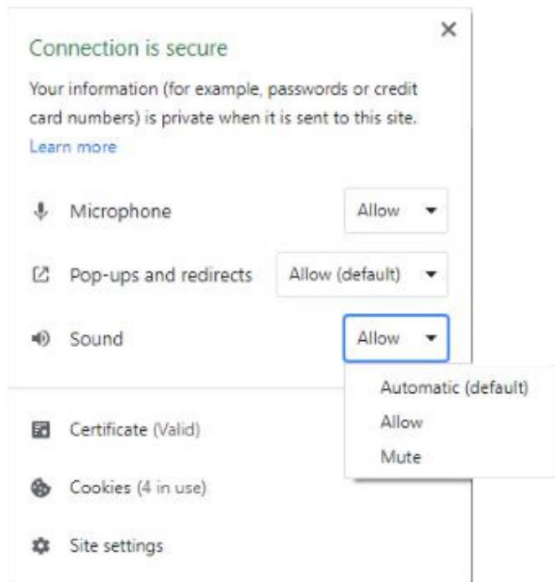


3. View site information on your website browser

(this option may change depends on browser you are using)

eg. 1 Google Chrome:

1. Select "padlock" icon next to your browser address bar
2. Sound settings should be set as Automatic (Default) or Allow



My microphone is not working

1. Check the Microphone Volume Level on Windows
- Using your right mouse button, Right click on the speaker in your System Tray, and select Open Sound settings
 - Under Input, select Device properties



- Make sure Disable is not checked, and make sure the volume is at a reasonable volume

Sound

Device properties

Master volume



Troubleshoot

Manage sound devices

Input

Choose your input device

Stereo Mix (Realtek High Definition Audio)

Certain apps may be set up to use different sound devices than the one selected here. Customize app volumes and devices in advanced sound options.


Device properties

Test your microphone



Troubleshoot

Question: I cannot hear while using headphone? (Both Bluetooth and wired headphones)

Answer: When logging in to the system, check if headphones or headphones are connected to the system or connected to another device  Settings → camera / Microphone or Audio outputs → select the name of your headphones or headphone and press OK



Or please check the volume of your device has the sound been muted or not

Other Questions:

Other login issues can be due to network issue, no internet connection or other business rules (company may allow you to login only for example 1 hour before, you are login too late and meeting may have already been finished etc.), which are alerted to user and are self-explanatory

Question: I can login but getting automatically logged out?

Answer: For security reasons each user can login only on one device and if you try to login on another device or different browser on same computer previous login will get logged out automatically. Do not share your username & password with another person

Question: My voting options are locked, not present for some or all of agendas

Answer: There are some business rules which can prevent voting and are clearly marked under each agenda for your reference and are self-explanatory, some common cases are as follows:

- Agenda does not require voting and is for acknowledgement only
- Agenda is already closed hence it gets locked and you cannot change vote
- You logged in late and some of agendas were already voted
- A proxy form B was sent which has already been voted and does not allow you to change vote

Question: Do I have to wait for agenda to be discussed before I can cast my vote? or Do I have to wait till the end of meeting?

Answer: You can cast your votes any time after login and all votes will be recorded. You can also change your vote till the time agenda is not closed by company officers. Once agenda is closed you cannot change your vote

Question: My voting or other windows shows "Connection failed. Please log out and log in again" what should I do?

Answer: If internet connection to voting server is lost you may get this message, you can logout and login again to restore connection

Question: Will it affect my voting if I logout and login again?

Answer: When you login first time system marks your votes as Approved however you can change your vote any time, even if you logout and login again. Login in and logout several times does not affect your previously casted votes.

Question: I have other technical question?

Answer: Please get in touch with us. 080 -008-7616 or 02-0134322 or via email: info@quidlab.com

Question: How to report a bug or security vulnerabilities?

Answer: If you encounter problems send us an email to info@quidlab.com with the details of vulnerabilities or bug report

Form for the submission of questions prior to the 2023 Annual General Meeting of Shareholders

1. I, (Mr./Mrs./Ms) _____ a shareholder of
Royal Plus Public Company Limited (the"Company"), holding _____ shares
residing at _____

Tel./mobile _____ E-mail address _____

2. I wish to submit the following questions prior to the 2023 AGM:

Question No.1 _____

Supporting documents ☐ Yes ☐ No

Question No.2 _____

Supporting documents ☐ Yes ☐ No

Question No.3 _____

Supporting documents ☐ Yes ☐ No

Remark: The Shareholder who is entitles to attend the 2023 AGM, may submit the "Form for the submission of questions prior to the shareholders meeting", with the supporting documents (if any) to the Company Secretary via the following channels:

- Via Email address: ir@royalplus.co.th
- Via Registered Mail

To: Ms Natnapin Wongrathpunya Position Investor Relations

Royal Plus Public Company Limited (Head Office)

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