



Invitation Letter of the 2024 Annual General Meeting of Shareholders

No. PLUS 004/2024

March 25, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders

Royal Plus Public Company Limited

Enclosure:

1. Form 56-1 One Report in QR Code
2. Copy of the Minutes of the 2023 Annual General Meeting for Shareholders
3. Information of the Company's Auditors for 2024
4. Information of the Persons Nominated for Appointment 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. Guidelines for Attending of Electronic Meeting by Inventech Connect
9. Guidelines for Registration Attending the 2024 E-AGM and Granting Proxy
10. Personal Data Notice for Shareholders
11. Proxy Form A, Form B, and Form C
12. 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 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024, at 2:00 p.m. only in the form of a meeting via electronic media (E-AGM) 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 2023 Annual General Meeting of Shareholders held on April 26, 2023

Facts and Reasons: The 2023 Annual General Meeting of Shareholders of the Company was held on April 26, 2023. 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: The minutes were taken accurately according to the resolutions of the meeting. The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to certification the minutes of the 2023 Annual General Shareholders' Meeting, held on April 26, 2023 (as detailed in Enclosure 2).



Resolution Required: This agenda must be affirmed by a majority vote of the shareholders present at the meeting and eligible to vote.

Agenda 2 To acknowledge the Company's operating results for the year 2023

Facts and Reasons: The Company has summarized the its operating results for the year 2023 as shown in the Form 56-1 One Report 2023, 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 details in Enclosure 1).

Opinion of the Board: The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting to acknowledge the Company' s operating results for the year 2023 (as details in Enclosure1).

Resolution Required: As this agenda is for acknowledgment, voting is not required

Agenda 3 To consider and approve the statement of financial position and the statement of comprehensive income for the year 2023

Facts and Reasons: To comply with the Public Limited Companies Act B.E. 1992, the Board of Directors has provided the statement of financial position and the statement of comprehensive income for the year ended on December 31, 2023, 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 statement of financial position and statement of comprehensive income for the year ended on December 31, 2023, which have been audited and signed by Ms. Sawitree Ongksirimemongkol, 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 statement of financial position and the statement of comprehensive income for the year 2023.

Opinion of the Board: The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the statement of financial position and the statement of comprehensive income for the year 2023 which have been audited by the certified public accountant and reviewed by the Audit Committee. The importance information has been summarized in the table below, with details the Form 56-1 One Report in the form of a QR Code (Enclosure 1).

Comparative Financial Statements (Partial) of the Company

Unit: Million THB

Description	2021	2022	2023
Total Assets	726.54	1,452.24	1,684.59
Total Liabilities	365.34	198.66	329.98
Total Equity	361.20	1,253.58	1,354.61
Total Revenues	1,009.47	1,457.41	1,436.62
Net Profits	85.63	207.63	188.05
Profits per Share (THB/Share)	0.17	0.34	0.28

Resolution Required: 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 appropriation of the 2023 net profit and dividend payment

Facts and Reasons: The Company has a policy to pay dividends at the rate of not less than 40% of net profit as per 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: The Board of Directors has considered and deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the appropriation of net profit as dividends for 2023 to shareholders at the rate of 0.12 baht per share (twelve satang) for 670 million shares, totaling 80.4 million baht. The Record Date for the list of shareholders who have the right to receive the dividend will be on March 13, 2024 and the dividend payment will be scheduled to be paid on May 17, 2024

This dividend payment is equivalent to 42.75% 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%. 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 3 Years, as follows:

Dividend Payment Details	2021	2022	2023
Net Profits (Million THB)	85.63	207.63	188.05
Number of Shares (Million Shares)	500	670	670
Dividend Ratio to Share (THB)	0.12	0.13	0.12
Total Amount of Dividend (THB)	60.00	87.10	80.40
Dividend Ratio to Net Profit (%)	70.07	41.95	42.75

Resolution Required: 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 appointment of auditor and the audit fee for the year 2024

Facts and Reasons: To comply with the Public Limited Companies Act B.E. 1992, 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 2024. 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 2024 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 statement in the last 7 year
1. Ms. Sawitree Ongksirimemongkol	10449	1 Year (2023)
2. Mr. Natthaphong Tantichattanon	8829	4 Years (2019 – 2022)
3. Ms. Sirinuch Surapaitoonkorn	8413	-
4. Ms. Nareewan Chaibantad	9219	-

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 (as details in Enclosure 3).

Comparison Table of Audit Fees

Audit Fee	2023 Fiscal Year (THB)	2024 Fiscal Year (THB) Proposed
1. Q1, Q2 and Q3 of Financial Statement Audit Fees	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: The Board of Directors has considered and deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the appointment of 1) Ms. Sawitree Ongsirimeemongkol CPA No. 10449, or 2) Mr. Natthaphong Tantichattanon CPA No. 8829, or 3) Ms. Sirinuch Surapaitoonkorn CPA No. 8413, or 4) Ms. Nareewan Chaibantad CPA No. 9219 from KPMG Phoomchai Audit Company Limited as the Company's auditors for 2024.

In this regard, the auditors nominated to be the Company's auditors this year is the 6th 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 subsidiary companies and associated companies.

Resolution Required: 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 re-election of directors in replacement of those retired by rotation

Facts and Reasons: According to 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. In 2024, the 3 directors who must retire from office are listed below:

- | | | |
|-----------------|--------------|----------------------|
| 1) Dr. Nilsuwan | Leelarasamee | Independent Director |
| 2) Dr. Thasana | Boonkwan | Independent Director |
| 3) Ms. Amornrat | Ketvisate | 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 October 1, 2023, to December 31, 2023. **However, no shareholder has nominated any candidate for consideration as a director.**

The Nominating and Remuneration Committee considered the candidates qualified with the competence, qualifications, age, gender, knowledge, ability, expertise, able to express their opinions independently, as well as having appropriate qualifications in accordance with the composition and structure of directors in accordance with the Company's business strategy and without prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. 1992 and the requirements of the Capital Market Supervisory Board.

The qualifications of the person nominated is in accordance with the Company's definitions and qualification according to the law and related regulations. The Board of Directors has approved to propose to the Annual General Meeting of Shareholders to consider appointment director replace who retired by rotation. The details as follows:

- | | | |
|-----------------|--------------|---------------------------------|
| 1) Dr. Nilsuwan | Leelarasamee | Holding office for another term |
| 2) Dr. Thasana | Boonkwan | Holding office for another term |
| 3) Ms. Amornrat | Ketvisate | Holding office for another term |

The biography and performance all 3 directors (as details in Enclosure 4) and be qualified as an independent director of the Company in accordance with the criteria prescribed by the Capital Market Supervisory Board (as details the definition of Independent Director in Enclosure 5)

Opinion of the Board: The Board of Directors, excluding interested directors, has thoroughly reviewed the qualifications, knowledge, abilities, and experience in various fields, including the performance of the position as a director and the sub-committee of each director approve the accordance with the Nominating and Remuneration Committee that it is deemed appropriate to propose to the General Meeting of Shareholders to consider and approve the re-election of the three retired directors: Dr. Nilsuwan Leelarasamee, Dr. Thasana Boonkwan, and Ms. Amornrat Ketvisate who are fully qualified under the Public Limited Companies Act B.E.1992 and the relevant Capital Market Supervisory Board notification to serve another term.

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

Agenda 7 To consider and approve the remuneration of the Board of Directors for the year 2024

Facts and Reasons: 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 remunerations are salary, meeting allowance, and gratuity

allowances, prizes, gratuities, bonuses, or other types of remuneration. The Company will consider suitability of the assigned responsibilities and comparability to listed companies in the Stock Exchange of Thailand in similar industries and businesses.

The Nominating and Remuneration Committee consider and propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors for the year 2024 not exceeding 10,000,000 baht, at the same rate as last year.

Opinion of the Board: The Board of Directors has considered and approved following the Nominating and Remuneration Committee and propose to the Annual General Meeting of Shareholders meeting. The policy and rate of remuneration in the form of meeting allowances and gratuities. The details are as follows:

Description	2023		2024 (Proposed Year)
	Approved Amount	Actual Amount	
Director's Remuneration (THB)	10,000,000	960,000	10,000,000

Director in Each Committee			2023 (Baht/Person/Meeting)	2024 (Baht/Person/Meeting)
1.Board of Director				
Quarter Round	Meeting Allowance	- Chairman	20,000	20,000
		- Director	10,000	10,000
Other Meetings	Meeting Allowance	- Chairman	10,000	10,000
		- Director	5,000	5,000
Gratuity for Directors (Paid only to non-executives directors)			As rate not exceeding 5% of the dividend paid to shareholders' each the year.	As rate not exceeding 5% of the dividend paid to shareholders' each the year.
			The Board of Directors determines the appropriate amount and distributes it among themselves.	

Director in Each Committee			2023 (Baht/Person/Meeting)	2024 (Baht/Person/Meeting)
2. Audit Committee				
Quarter Round	Meeting	- Chairman	20,000	20,000
	Allowance	- Director	10,000	10,000
Other Meetings	Meeting	- Chairman	10,000	10,000
	Allowance	- Director	5,000	5,000
3. Nominating and Remuneration Committee	Meeting	- Chairman	20,000	20,000
	Allowance	- Director	10,000	10,000
4. Corporate Governance and Sustainability Committee	Meeting	- Chairman	15,000	15,000
	Allowance	- Director	10,000	10,000
5. Risk Management Committee	Meeting	- Chairman	15,000	15,000
	Allowance	- Director	10,000	10,000
6. Executive Committee	Meeting	- Chairman	-	-
	Allowance	- 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.

Resolution Required: 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 consider and approve the amendment to the Company's Articles of Association

Facts and Reasons: In accordance with the amendments to the Public Limited Companies Act (No. 4) B.E.2022 with the announcement of the Department of Business Development, the public limited companies can use electronic means in the Board meetings and shareholders' meetings. This include, the delivery of books or documents and granting proxy at the shareholders' meeting. Therefore, it is deemed appropriate to propose amendments to the Company's Articles of Association. The details are as follows:

Existing Articles	Proposed Amendment to Articles
Charter 4	
Director and Powers of the Director	
Article 20 Gratuity and remuneration of directors shall be in accordance with those specified by the meeting of shareholders.	Article 20 Gratuity and remuneration of directors shall be in accordance with those specified by the meeting of shareholders.

Existing Articles	Proposed Amendment to Articles
<p>Directors are entitled to received remuneration from the Company in the form of prize, meeting allowance, gratuity, bonus or other benefits as stipulated in the Articles of Association or as approved by a meeting of shareholders, supported by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders presenting at the meeting. Such remunerations may be stipulated in a specific amount or in general or may be effective until the shareholders' meeting deems to change. In addition, the directors shall be entitled to receive allowances and welfare according to the Company's regulations.</p>	<p>Directors are entitled to received remuneration <u>for performing their duties from the Company in the form of monthly compensation, meeting allowance, allowance, prize, gratuity, bonus or other benefits</u> as stipulated in the Articles of Association or as approved by a meeting of shareholders, supported by a vote of not less than two-thirds (2/ 3) of the total number of votes of the shareholders presenting at the meeting. Such remunerations may be stipulated in a specific amount or in general or may be effective until the shareholders' meeting deems to change. In addition, the directors shall be entitled to receive allowance and other welfares according to the Company's regulations.</p>
<p>Article 24</p> <p>In case of vacancies of all members in the Board of Directors, the said Board of Directors may perform any act in the name of the Board of Directors only in matters necessary until a new Board of Directors takes over, unless the court orders otherwise.</p> <p>In case of vacancies of all members in the Board of Directors, the said Board of Directors shall arrange a shareholder meeting to elect a new Board of Directors within one (1) month from their retiring date. The shareholders' meeting notice must be delivered at least fourteen (14) days before the meeting and shall also be advertised in a</p>	<p>Article 24</p> <p>In case of vacancies of all members in the Board of Directors, the said Board of Directors may perform any act in the name of the Board of Directors only in matters necessary until a new Board of Directors takes over, unless the court orders otherwise.</p> <p>In case of vacancies of all members in the Board of Directors, the said Board of Directors shall arrange a shareholder meeting to elect a new Board of Directors within one (1) month from their retiring date. The shareholders' meeting notice must be delivered at least fourteen (14) days before the meeting and shall also be advertised in</p>

Existing Articles	Proposed Amendment to Articles
<p>newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.</p>	<p>a newspaper at least three (3) days prior to the meeting date.</p> <p><u>The notice can be delivered to the shareholders via electronic means, if such shareholders have notified their intention to receive or consented to the delivery of notice or documents via electronic means to the Company or the Board of Directors.</u></p> <p><u>The notice shall be published in newspapers or may be advertised via electronic media instead, in accordance with the regulations stipulated by the Registrar.</u></p>
<p>Article 28</p> <p>The Board of Directors shall hold a meeting at least once in every three (3) months. A meeting of the Board of Directors must be held in the area where the Company's head office is located or a nearby province, or any other location as determined by the Chairman or the person assigned by the Chairman. The meeting may be conducted via electronic media as provided in the Electronic Conferencing Law and it shall be in accordance with applicable laws, regulations, and standards for information technology security.</p> <p>In calling a meeting of the Board of Directors, the Chairman or the Vice Chairman or the person assigned by him shall send out a notice of meeting to the directors not less than seven (7) days prior to the date of the meeting, except in the case of urgency for</p>	<p>Article 28</p> <p>The Board of Directors shall hold a meeting at least once every three (3) months. A meeting of the Board of Directors must be held in the area where the Company's head office <u>or branch</u> is located or a nearby province, or any other location as determined by the Chairman or the person assigned by the Chairman. The meeting may be conducted via electronic media as provided in the Electronic Conferencing Law and it shall be in accordance with applicable laws, regulations, and standards for information technology security. <u>It shall be deemed that the head office of the Company is the meeting venue.</u></p> <p>In calling a meeting of the Board of Directors, <u>whether involving a physical meeting or electronic means</u>, the Chairman</p>

Existing Articles	Proposed Amendment to Articles
<p>the purpose of maintaining rights or benefits of the Company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting. The Chairman or the Vice Chairman or the person assigned by him shall also set the date, time, and location or method for conducting meetings via electronic media.</p> <p>If two directors request a meeting of the Board of Directors, the Chairman or the person assigned by him shall appoint a date for the meeting within fourteen (14) days from the date of receipt of such request.</p>	<p>or the Vice Chairman or the person assigned by him shall send out a notice of meeting <u>and supporting documents to the directors not less than three (3) days prior to the date of the meeting</u>, except in the case of urgency for the purpose of maintaining rights or benefits of the Company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting. The Chairman or the Vice Chairman or the person assigned by him shall also set the date, time, and location or method for conducting meetings via electronic media.</p> <p><u>In the event that the Chairman is unable to perform the duty, the Vice Chairman shall preside. In the absence of the Vice Chairman for any reason, two or more directors may jointly call a meeting of the Board of Directors.</u></p> <p><u>When there is a reasonable cause or to protect the rights or benefits of the Company or the interests of the Company two or more directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. The subject and reason to be proposed to the meeting must also be specified. In such case, the Chairman of the Board shall set the date of the meeting within fourteen (14) days from the date of receiving the request.</u></p> <p><u>In case where the Chairman fails to act in accordance with the fourth paragraph, the aforesaid requesting directors may jointly</u></p>

Existing Articles	Proposed Amendment to Articles
	<p><u>call and determine the meeting to be held to consider the requested subject matter within fourteen (14) days upon the end of period specified in the fourth paragraph.</u></p>
<p>Charter 5 Shareholders Meeting</p>	
<p>Article 34</p> <p>The Company's shareholder meetings shall be held at the location of the Company's head office, or 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.</p>	<p>Article 34</p> <p>The Company's shareholder meetings shall be held at the location of the Company's head office <u>or branch</u>, or 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. <u>In case the Company arranges a meeting via electronic media, it shall be deemed that the head office of the Company is the meeting venue.</u></p>
<p>Article 36</p> <p>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</p>	<p>Article 36</p> <p>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</p>

Existing Articles	Proposed Amendment to Articles
<p>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.</p> <p>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.</p>	<p>the notice of the meeting shall be advertised in a newspaper at least three (3) days prior to the meeting. <u>The notice shall be published in newspapers or may be advertised via electronic media instead, in accordance with the regulations stipulated by the Registrar.</u></p> <p><u>The notice can be delivered to the shareholders via electronic means, if such shareholders have notified their intention to receive or consented to the delivery of, notice or documents via electronic means to the Company or the Board of Directors in accordance with the regulations stipulated by the Registrar.</u></p> <p><u>In the case where, at a shareholders' meeting called by the shareholders under the third paragraph of the Article 35, the shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic means, if such shareholders have notified their intention to receive or consented to the delivery of, letters or notice via electronic means to the Company or the Board of Directors in accordance with the second paragraph.</u></p> <p>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 <u>and supporting documents</u> via email to the shareholders within the aforementioned time period. The Chairman of the board or the authorized person shall also keep a</p>

Existing Articles	Proposed Amendment to Articles
	<p>copy of the notice of invitation to the meeting and the accompanying documents as evidence, which can be stored in electronic form.</p>
<p>Article 38</p> <p>In shareholder meetings, a shareholder may appoint any 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:</p> <p>(1) The number of shares held by the person giving the proxy.</p> <p>(2) Name of the proxy recipients</p> <p>(3) The particular meeting of which the proxy provider gives authority to the recipient to attend and cast votes in their place</p> <p>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.</p>	<p>Article 38</p> <p>In shareholder meetings, a shareholder may appoint any person, <u>who becomes sui juris, to be his or her proxy</u> 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:</p> <p>(1) The number of shares held by the person giving the proxy.</p> <p>(2) Name of the proxy recipients</p> <p>(3) The particular meeting of which the proxy provider gives authority to the recipient to attend and cast votes in their place</p> <p><u>The proxy according to the first paragraph may be made through electronic means provided that it has a secure and reliable method to prove that such proxy has been appointed by the shareholder in accordance with the regulations stipulated by the Registrar.</u></p> <p>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.</p>

Existing Articles	Proposed Amendment to Articles
<p>Article 41</p> <p>In casting votes at the meeting of shareholders, each shareholder shall have one (1) vote per one (1) share.</p> <p>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.</p>	<p>Article 41</p> <p>In casting votes at the meeting of shareholders, each shareholder shall have one (1) vote per one (1) share.</p> <p>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 <u>consideration of determining directors' remuneration</u> and the election of directors.</p>
<p>Charter 7 <u>Dividend and Reserve</u></p>	
<p>Article 48</p> <p>No dividend shall be paid otherwise than out of profits. If the Company still has an accumulated loss, no dividend shall be paid.</p> <p>Announcement of paying dividend shall not be made unless the resolution of meeting of shareholders, or resolution of the Board of Directors in case of paying interim dividend has been made.</p> <p>The shareholders shall be notified in writing and the notice of such payment of dividend shall also be published in a newspaper for three (3) consecutive days and payment of dividend shall be made within one (1) month as from the date of the aforesaid resolution.</p>	<p>Article 48</p> <p>No dividend shall be paid otherwise than out of profits. If the Company still has an accumulated loss, no dividend shall be paid.</p> <p>Announcement of paying dividend shall not be made unless the resolution of meeting of shareholders, or resolution of the Board of Directors in case of paying interim dividend has been made.</p> <p>The shareholders shall be notified in writing and the notice of such payment of dividend shall also be published in a newspaper for three (3) consecutive days and payment of dividend shall be made within one (1) month as from the date of the aforesaid resolution.</p> <p><u>The action under the third paragraph, involving notification of dividend payment and advertising, may be conducted</u></p>

Existing Articles	Proposed Amendment to Articles
	<p><u>through electronic methods in accordance with the regulations stipulated by the Registrar.</u></p>
<p>Chapter 8 Accounts, Finance and Audit</p>	
<p>Article 58</p> <p>The auditor has a duty to attend the shareholders meeting of the Company every time the balance sheet, the profit and loss statement and problems pertaining to the Company's accounts are considered, in order to make clarification in respect of the audit to the shareholders. The Company shall send to the auditor report and document of the Company which the shareholders may receive in the shareholders' meeting.</p> <p>The auditor must not be director, staff, employee or person who retain position in the Company.</p>	<p>Article 58</p> <p>The auditor has a duty to attend the shareholders meeting of the Company every time the balance sheet, the profit and loss statement and problems pertaining to the Company's accounts are considered, in order to make clarification in respect of the audit to the shareholders. The Company shall send to the auditor report and document of the Company which the shareholders may receive in the shareholders' meeting.</p> <p>The auditor must not be director, staff, employee or person who retain position in the Company.</p> <p><u>The annual general meeting shall appoint an auditor and fix his/her remuneration. The vacated auditor is entitled to re-election</u></p>
<p>Chapter 9 Additional Provision</p>	
<p>- None -</p>	<p><u>Article 60</u></p> <p><u>In case where the Company or the Board of Directors has duties to send any letters or documents under the laws on public limited company, to the directors or the shareholders of the Company, if such persons have declared an intention or given consent for electronic submission of</u></p>

Existing Articles	Proposed Amendment to Articles
	<u>such letters or documents, the Company or the Board of Directors may send such letters or documents to them through electronic means in accordance with the regulations stipulated by the Registrar.</u>
- None -	<u>Article 61</u> <u>In case where the Company has a duties to give notice, report or advertise any statement to other persons or the general public through the newspaper under provisions within the laws related to public limited companies, the Company may advertise them through electronic means.</u>

Opinion of the Board: The Board of Directors has considered and deemed it appropriate to propose the Annual General Meeting of Shareholders to approve amendment to the Company's Articles of Association Article 20, 24, 28, 34, 36, 38, 41, 48, 58 and adding Article 60 and 61

Resolution Required: This agenda requires approval from at least third-fourths of the total votes cast by shareholders present at the meeting and eligible to vote.

Agenda 9 Other matters (if any)

Furthermore, the Company has provided an opportunity for shareholders to submit agenda items for the 2024 Annual General Meeting of Shareholders during the period of October 1, 2023 to December 31, 2023. However, no shareholder has submitted any agenda item to the Company.

The Company has identified on March 13, 2024 the names of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders, which will be conducted **through electronic media** on Friday 26 April 2024, at 2.00 PM. The shareholders will be able to register to attend the meeting and vote electronically. The details on how to participate can be found in the document sent as Enclosure 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 the shareholders who wish to attend the annual general meeting through electronic media (E-AGM) or authorize others or independent directors of the Company to attend the meeting through electronic media, the Company has attached a Proxy Form A (General Form) as provided in Enclosure11, or shareholders can download a Proxy Form B (Proxy Form containing specific details), or a Proxy Form C (For foreign



shareholders who have Custodian in Thailand only) 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 2024 as provided in [Enclosure 8](#) and [Enclosure 9](#).

Sincerely yours,

Royal Plus Public Company Limited

(Mr. Nilsuwan Leelarasamee)

Chairman of the Board

Remark - Shareholders can view the invitation letter for the 2024 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 25, 2024. Shareholders can also submit questions regarding the agenda of the 2023 Annual General Meeting in advance until April 22, 2024, via Email: ir@royalplus.co.th.

- The Company will present the minutes of the 2024 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".