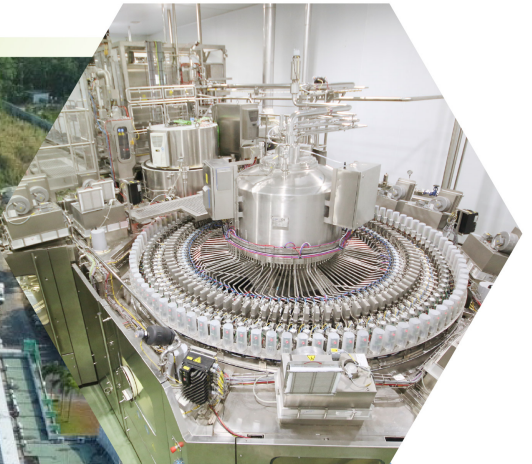




ROYAL PLUS



NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2025

ROYAL PLUS PUBLIC COMPANY LIMITED

FRIDAY 25 APRIL 2025 AT 2:00 P.M.
BY ELECTRONIC METHOD (E-AGM)



WWW.ROYALPLUS.CO.TH



Invitation Letter of the 2025 Annual General Meeting of Shareholders

No. PLUS 003/2025

March 25, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders

Royal Plus Public Company Limited

Enclosure:

1. Form 56-1 One Report in QR Code
2. Information of the Company's Auditors for 2025
3. Information of the Persons Nominated for Appointment Directors
4. Qualifications of the Company's Independent Directors
5. Articles of Association Regarding the Shareholders' Meeting and Voting
6. Details of Independent Directors Nominated by the Company as Proxies
7. Guidelines for Attending of Electronic Meeting by Inventech Connect
8. Guidelines for Registration Attending the 2025 E-AGM and Granting Proxy
9. Personal Data Notice for Shareholders
10. Proxy Form A, Form B, and Form C
11. Form for Submission of Questions in Advance for the Shareholders' Meeting via Electronic Media (E-AGM)
12. Details of PLUS-ESOP#W1 Program
13. Capital Increase Report Form (F53-4)

Royal Plus Public Company Limited (the "Company") will hold the 2025 Annual General Meeting of Shareholders on Friday, April 25, 2025, at 2:00 p.m. only in the form of a meeting via electronic media (E-AGM), in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) by law regarding electronic meetings, to consider the following agenda items:

Agenda 1 To acknowledge the Company's operating results for the year 2024

Facts and Reasons: The Company has summarized the its operating results for the year 2024 as shown in the Form 56-1 One Report 2024, 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 2024 ([as details in Enclosure1](#)).

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

Agenda 2 To consider and approve the statement of financial position and the statement of comprehensive income for the year 2024

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, 2024, 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, 2024, 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 2024.

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 2024 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	2022	2023	2024
Total Assets	1,452.24	1,684.59	1,691.61
Total Liabilities	198.66	329.98	374.76
Total Equity	1,253.58	1,354.61	1,316.85
Total Revenues	1,457.41	1,436.62	1,430.77
Net Profit	207.63	188.05	42.96
Profits per Share (THB/Share)	0.34	0.28	0.06

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

Agenda 3 To consider and approve the appropriation of the 2024 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, based on the Company's separate financial statements after deducting legal reserves. However, the actual dividend

payment may vary depending on the Company's performance, financial liquidity, prevailing economic conditions, and the need for working capital to support its 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 a dividend payment for the year 2024 at the rate of 0.06 baht per share (six satang), for a total of 670 million shares, amounting to 40.2 million baht. The Record Date to determine the list of shareholders entitled to receive the dividend will be March 13, 2025, with the dividend payment scheduled for May 16, 2025.

This dividend payment represents 93.57% of the net profit according to the Company's financial statements, which is in line with the Company's dividend payment policy. Individual shareholders are eligible to claim a tax credit on dividends, as the Company has paid corporate income tax at the rate of 20%. The tax credit can be applied for in accordance with Section 47 bis of the Revenue Code.

Comparison of Dividend Rates in the Past 3 Years, as follows:

Dividend Payment Details	2022	2023	2024
Net Profit (Million THB)	207.63	188.05	42.96
Number of Shares (Million Shares)	670	670	670
Dividend Ratio to Share (THB)	0.13	0.12	0.06
Total Amount of Dividend (Million THB)	87.10	80.40	40.20
Dividend Payout Ratio (%)	41.95	42.75	93.57

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 appointment of the auditor and the audit fee for the year 2025

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 2025. 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 2025 in the amount not exceeding 2,400,000 baht, excluding other expenses, and the audit fee as mutually agreed upon, in accordance with the regulations of the Board of Investment of Thailand, is 100,000 baht.

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	2 Years (2023-2024)
2. Ms. Nareewan Chaibantad	9219	-
3. Ms. Sirinuch Surapaitoonkorn	8413	-
4. Ms. Sujitra Masena	8645	-

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 2).

Comparison Table of Audit Fees

Audit Fee	2024 Fiscal Year (THB)	2025 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) Ms. Nareewan Chaibantad CPA No. 9219, or 3) Ms. Sirinuch Surapaitoonkorn CPA No. 8413, or 4) Ms. Sujitra Masena CPA No. 8645 from KPMG Phoomchai Audit Company Limited as the Company's auditors for 2025.

In this regard, the auditors nominated to be the Company's auditors this year is the 7th 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, and the audit fee as mutually agreed upon, in accordance with the regulations of the Board of Investment of Thailand, is 100,000 baht.

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 5 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 2025, the 3 directors who must retire from office are listed below:

- | | | | |
|----|----------------|--------------------|-----------------------------|
| 1) | Mr. Comepisith | Ratchatakanjanemas | Independent Director |
| 2) | Mr. Phonsaeng | Saebe | Director, Managing Director |
| 3) | Mr. Kittti | Wachirajirakorn | 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, 2024, to December 31, 2024. **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 nominated individuals comply with the Company's criteria as well as the relevant laws and regulations. The Board of Directors has resolved to propose to the Annual General Meeting of Shareholders to consider the appointment of directors to replace those who are retiring by rotation. The details are as follows:

- | | | | |
|----|----------------|--------------------|---------------------------------|
| 1) | Mr. Comepisith | Ratchatakanjanemas | Holding office for another term |
| 2) | Mr. Phonsaeng | Saebe | Holding office for another term |
| 3) | Mr. Kittti | Wachirajirakorn | Holding office for another term |

The biography and performance all 3 directors (as details in Enclosure 3) 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 4).

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: Mr. Comepisith Ratchatakanjanemas, Mr. Phonsaeng Saebe, and Mr. Kitti Wachirajirakorn 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 6 To consider and approve the remuneration of the Board of Directors for the year 2025

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 2025 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors for the year 2025 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	2024		2025 (Proposed Year)
	Approved Amount	Actual Amount	
Director's Remuneration (THB)	10,000,000	1,080,000	10,000,000

Director in Each Committee			2024 (Baht/Person/Meeting)	2025 (Baht/Person/Meeting)
1. Board of Director				
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
	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.	
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 7 To consider and approve the issuance and offering of the warrants to purchase the ordinary shares of the Company (Employee Stock Option Program) to the Company's executives and employees No. 1 ("PLUS-ESOP#W1")

Objective and Reasons: The purpose of this program is to reward and motivate the Company's executives and employees for their dedication and contribution to maximizing the benefits of the Company and its shareholders, as well as to retain talented and knowledgeable personnel for the long-term growth of the Company. The Company intend to propose for the Annual General Meeting of Shareholders for the year 2025 to consider and approve the issuance and offering the warrants to purchase the ordinary shares to the executives and employees of the Company ("PLUS-ESOP#W1") in the amount not exceeding 10,950,000 units, with a term of no more than 5 years, without any charge. Detailed information and conditions regarding the exercise of the warrants to purchase the Company's ordinary shares (as details in Enclosure 12)

The Board of Directors and/or the Executive Committee and/or the Managing Director has the authority to consider and determine the conditions and details related to the issuance and allocation of PLUS-ESOP#W1 Warrants, such as the date, time, and method of issuing and allocating PLUS-ESOP#W1 Warrants and the method of exercising the rights under PLUS-ESOP#W1 Warrants, etc., including signing the request for permission, the request for waiver, and any other documents necessary and related to the issuance and allocation of PLUS-ESOP#W1 Warrants, including contacting and submitting the request for permission, the request for waiver, and such documents to government agencies or related agencies, and taking any other action necessary and related to the issuance and allocation of PLUS-ESOP#W1 Warrants as appropriate. No executive or employee shall be allocated warrants exceeding 5% of the total number of warrants issued. The Company will complete the allocation of the warrants within 1 year from the date of the resolution approving the issuance, as passed by the Annual General Meeting of Shareholders.

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 issuance and offering of warrants to purchase the Company's ordinary shares under the Employee Stock Option Program (ESOP) for the Company's executives and employees No. 1 ("PLUS-ESOP#W1"), in an amount not exceeding 10,950,000 units, with a term of no more than 5 years, offered free of charge, as detailed above.

Resolution Required: This agenda requires approval by not less than three-fourths of the total votes cast by the shareholders present at the meeting and eligible to vote. In addition, no shareholder holding more than 10% of the total votes of the shareholders present and voting shall object to the issuance and offering of warrants under the above-mentioned ESOP scheme.

Agenda 8 To consider and approve the increase of the Company's registered capital

Objective and Reasons: The capital increase is intended to support the Employee Stock Option Program (ESOP). The Company proposes to increase its registered capital by 5,475,000 baht (five million four hundred seventy-five thousand baht), from the existing registered capital of 335,000,000 baht (three hundred thirty-five million baht) to a new registered

capital of 340,475,000 baht (three hundred forty million four hundred seventy-five thousand baht). This capital increase will be achieved by issuing 10,950,000 new ordinary shares (ten million nine hundred fifty thousand shares) with a par value of 0.50 baht per share to support the allocation of shares to the Company's executives and employees under the ESOP. Further details are provided in the Capital Increase Report Form (F53-4) ([as details in Enclosure 13](#)).

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 increase of the Company's registered capital by 5,475,000 baht, from the existing registered capital of 335,000,000 baht to 340,475,000 baht, by issuing 10,950,000 new ordinary shares with a par value of 0.50 baht per share to support the allocation of shares under the ESOP program, as detailed above.

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

Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association to reflect the increase of the registered capital

Objective and Reasons: To comply with legal requirements, the Company is required to amend Clause 4 of its Memorandum of Association regarding the registered capital to reflect the increase in registered capital, as follows:

"Clause 4: The registered capital of 340,475,000 baht (three hundred forty million four hundred seventy-five thousand baht)

Divided into	680,950,000 shares (six hundred eighty million nine hundred fifty thousand shares)
With a par value of	0.50 baht (fifty satang)
Ordinary shares	680,950,000 shares (six hundred eighty million nine hundred fifty thousand shares) and
Preferred shares	- shares (- shares)"

Opinion of the Board: The Board of Directors has considered and deemed it appropriate to propose to the General Meeting of Shareholders to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase in the Company's registered capital.

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



Agenda 10 To consider and approve the allocation of newly issued shares from the capital increase to support the exercise of rights under the ESOP program

Objective and Reasons: As the Company intends to increase its registered capital to support the exercise of rights under the Company's warrants to purchase ordinary shares issued to the Company's executives and employees under the Employee Stock Option Program No. 1 ("PLUS-ESOP#W1"), in compliance with applicable laws and regulations, the Company proposes that the 2025 Annual General Meeting of Shareholders consider and approve the allocation of the newly issued ordinary shares accordingly.

Opinion of the Board: The Board of Directors has considered and deemed it appropriate to propose to the General Meeting of Shareholders to approve the allocation of 10,950,000 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of rights under the Company's warrants to purchase ordinary shares for the Company's executives and employees under the Employee Stock Option Program No. 1 ("PLUS-ESOP#W1"), as detailed above.

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

Agenda 11 Other matters (if any)

Furthermore, the Company has provided an opportunity for shareholders to submit agenda items for the 2025 Annual General Meeting of Shareholders during the period of October 1, 2024 to December 31, 2024. However, no shareholder has submitted any agenda item to the Company.

The Company has identified on March 13, 2025 the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders, which will be conducted **through electronic media** on Friday 25 April 2025, 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 7. 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 B as provided in Enclosure 10, or shareholders can download a Proxy A (General Form) or 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 2025 as provided in Enclosure 7 and Enclosure 8.

Sincerely yours,

Royal Plus Public Company Limited



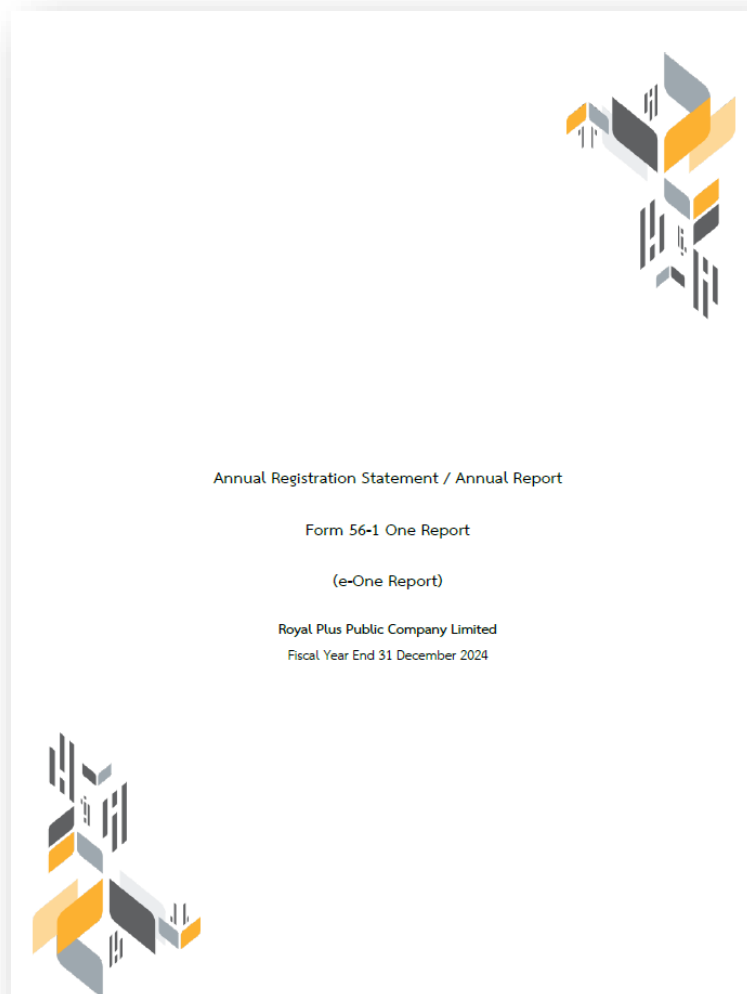
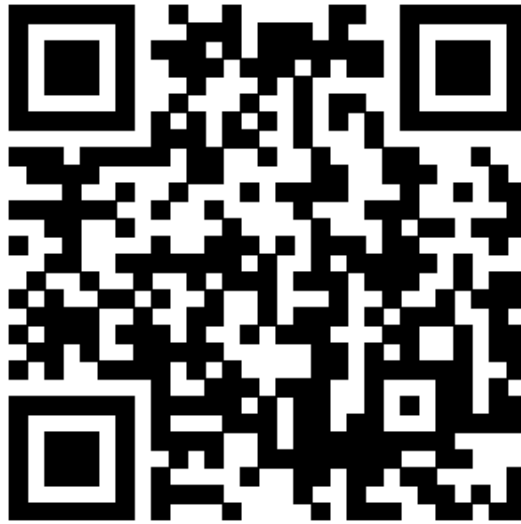
(Mr. Nilsuwan Leelarasamee)

Chairman of the Board

- Remark*
- Shareholders can view the invitation letter for the 2025 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, 2025. Shareholders can also submit questions regarding the agenda of the 2023 Annual General Meeting in advance until April 21, 2025, via Email: ir@royalplus.co.th.
 - The Company will present the minutes of the 2025 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 2025 Annual General Meeting of Shareholders)



Auditor's Profile

Full Name Ms. Sawitree Ongksirimemongkol

Certificate Public Accountant Registration No. 10449

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

Position Audit Partner



Education

- Master of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor of Business Administration (International Program), Thammasat University

Professional Associations

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

Auditing Experience

The experience professional audit more than 19 years of experience in auditing, specializing in financial statement audits in accordance with Thai Financial Reporting Standards and International Financial Reporting Standards, across various industries, including listed companies on the Stock Exchange of Thailand, limited companies in Thailand, multinational corporations, and subsidiaries of foreign-listed groups. Responsible for auditing the consolidated financial statements of listed companies and coordinating with audit teams abroad. Additionally, serves as the head of the Digital Department and the KPMG Intelligent Audit Department, which focuses on utilizing innovative tools and modern technologies to enhance the efficiency of audits

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

Auditor's Profile

Full Name Ms. Nareewan Chaibantad

Certificate Public Accountant Registration No. 9219

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

Position Audit Partner



Education

- Master's Degree of Accounting, Chulalongkorn University
- Bachelor's Degree of Accounting, Thammasat University

Professional associations

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

Auditing Experience

The experience of more than 20 years for providing financial statements audit. She provided professional audit services to listed and non-listed companies and several multinational groups in accordance with Thai GAAP and IFRS in diversified industries including food and drinks, industrial manufacturing and consumer markets.

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

Auditor's Profile

Full Name	Ms. Sirinuch Surapaitoonkorn
Certificate Public Accountant	Registration No. 8413
Auditor of	KPMG Phoomchai Audit Ltd. ("KPMG")
Position	Audit Partner
Education	



- Master's Degree in Business Administration, Chulalongkorn University
- Bachelor's of Accounting (International Program), Thammasat University

Professional associations

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

Auditing Experience

The experience of more than 20 years provided professional audit services to several large groups in accordance with Thai GAAP and IFRS. Most of the customers are both customers registered in Thailand as well as customers with investors from Japan as shareholders in various industries, for example Consumer market, Industrial market, and Food and Beverage businesses. She is currently serving clients both local, Japanese and international companies who adopted IFRS in their financial statements preparation. In addition, Sirinuch is instructor and speaker for internal and external trainings and workshop in Financial Reporting Standards and Audit technology.

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

Auditor's Profile

Full Name	Ms. Sujitra Masena
Certificate Public Accountant	Registration No. 8645
Auditor of	KPMG Phoomchai Audit Ltd. ("KPMG")
Position	Audit Partner
Education	



- Bachelor's of Accounting Thammasat University

Professional associations

- Member of Federation of Accounting Profession of Thailand
- Certified Public of Accountant, Thailand
- SEC Licensed Auditor in Thailand
- Sub-committee of Auditing CPA examination Committee, Thailand Federation of Accounting Professions
- Committee of Director, The Accounting Profession Committee 2023-2026, Thailand Federation of Accounting Professions

Auditing Experience

The experience of more than 22 years providing professional audit services in accordance with TFRS, IFRS and US GAAP to various industries including the group audit of listed companies, several multinational companies and subsidiaries of overseas listed companies. Served a rotation in KPMG LLP Audit, office in USA for 15 months. Sujitra also has experience in providing advice on preparing financial statements in accordance with international accounting standards for customer groups in many businesses, such as Consumer industry, Retail industry, Manufacturing industry, Electronics industry, Agricultural industry and Automotive industry.

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

Profile of the Director Nominated for Appointment



Name-Surname Mr. Comepisith Ratchatakanjanemas

Age 47 years' old

Nationality Thai

Education B.A. Cost Accountancy,
University of the Thai Chamber of Commerce

Training Program Director Accreditation Program (DAP) 132/2016
Environment /Social/ Governance in the Boardroom (ESG) 4/2024
by the Thai Institute of Directors Association (IOD)

Current Position Director, Independent Director, Member of the Nominating and Remuneration Committee
and Member of the Corporate Governance and Sustainability Committee

Number of Years of Directorship 9 Years (Date of appointment as Director: 4 July 2016)

Experience

2024 – Present Authorized Director, Seven Plus We Company Limited

2010 – Present Owner, A-Goo Fish Ball

2004 – Present Independent Accountant

Position in Other Company

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) as of 31 December 2024

Held Personally : None

Meeting Attendance in 2024

Annual General Meeting of Shareholders	1/1
Board of Directors Meeting	6/6
Nomination and Remuneration Committee	2/2
Corporate Governance and Sustainability Committee	2/2

Expertise Accounting and Finance, Risk Management, Management and Administration
Corporate Governance and Sustainability


Type of Appointment Director Director, Independent Director

Prohibited Qualify -None-

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 Director Nominated for Appointment

Name-Surname	Mr. Phonsaeng Saebe	
Age	50 years' old	
Nationality	Thai	
Education	B.A. Business Administration Innovation Management Program, Krikk University Mini MBA, Thammasat University	
Training Program	Director Accreditation Program (DAP) 130/2016 Ethical Leadership Program (ELP) 31/2023 The Board's Roles in Climate Governance (BCG) 2/2024 by the Thai Institute of Directors Association (IOD)	
Current Position	Director, Managing Director, Chairman of the Executive Committee, Member of the Nominating and Remuneration Committee, Member of the Risk Management Committee, and Authorized Director	

Number of years of Directorship 27 Years (Date of appointment as Director: 24 March 1998)

Experience

1998 – Present	Director and Managing Director, Royal Plus Public Company Limited
2016 – Present	Chairman of the Executive Committee, Royal Plus Public Company Limited

Position in Other Company

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

Shareholding in the Company (Owner/Spouses/minor children) as of 31 December 2024

Held Personally : 34.43% (230,680,600 shares)

Meeting Attendance in 2024	Annual General Meeting of Shareholders	1/1
	Board of Directors Meeting	6/6
	Executive Committee Meeting	12/12
	Risk Management Committee	4/4
	Nomination and Remuneration Committee	2/2

Expertise Management and Administration, Risk Management, Business and Marketing, International Competition

Type of Appointment Director Director, Managing Director

Prohibited Qualify -None-

Profiles of the Director Nominated Appointment

Name-Surname Mr. Kitti Wachirajirakorn

Age 48 years' old

Nationality Thai

Education M.Sc. Information Technology,
King Mongkut's University of Technology Thonburi
B.A. Business Administration, Chulalongkorn University,
B.A. Accountancy, University of Thai Chamber of Commerce

Training Program Director Accreditation Program (DAP) 181/2021
Company Secretary Program (CSP) 117/2021
Ethical Leadership Program (ELP) 31/2023
by the Thai Institute of Directors Association (IOD)

Current Position Director, Member of the Executive Committee, Member of the Corporate Governance and Sustainability Committee, Member of the Risk Management Committee, Deputy Managing Director Operation and Business Development and Authorized Director



Number of years of Directorship 4 Years (Date of appointment as Director: 1 July 2021)

Experience

2024 – Present Deputy Managing Director Operation and Business Development, Royal Plus Public Company Limited

2021 – 2024 Vice President of Finance & Operation, Royal Plus Public Company Limited

2019 – 2024 Company Secretary, Royal Plus Public Company Limited

2019 – 2024 Chief Financial Officer (CFO), Royal Plus Public Company

2019 – 2021 Vice President – Finance & Operation, Royal Plus Company

2011 – 2019 OTC Manager, DHL Global Forwarding (Thailand) Company Limited

Position in Other Company

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

Shareholding in the Company (Owner/Spouses/minor children) as of 31 December 2024

Held personally : 0.29% (1,930,200 shares)

Meeting Attendance in 2024

Annual General Meeting of Shareholders	1/1
Board of Directors Meeting	6/6
Executive Committee Meeting	12/12
Risk Management Committee	4/4
Corporate Governance and Sustainability Committee	2/2

Expertise Management and Administration, Risk Management, Accounting and Finance, Information Technology

Type of Appointment Director Director

Prohibited Qualify -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. In the case of a meeting held via electronic media, the Company's head office shall be considered the meeting venue

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. Advertising the notice of the meeting in a newspaper may also be replaced with electronic media advertising, in accordance with the criteria set by the registrar.

The notice of the meeting may be sent electronically if the shareholder has expressed their consent or willingness to receive the notice of the meeting or documents electronically from the Company or the Board. In the case where the shareholder is the one calling the shareholders' meeting as per Article 35,

paragraph three, the shareholder calling the meeting may send the notice to other shareholders electronically, provided that such shareholders have expressed their consent or willingness to receive notices or documents electronically from the Company or the Board as stated in paragraph two.

For sending the notice of the meeting for an electronic meeting, the Chairman or the designated person shall send the meeting invitation along with the supporting documents via electronic mail to the shareholders within the meeting notice period specified above. The Chairman or the designated person must keep a copy of the meeting invitation and the supporting documents as evidence, which may be stored in electronic format.

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 proxy appointment mentioned in the first paragraph may be conducted electronically, provided that a secure and reliable method is used to ensure that the proxy is granted by the shareholder, in accordance with the criteria set by the registrar

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, if there is a vice chairman, the vice chairman shall preside over the meeting. 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 being voted on at the meeting, that shareholder shall not have the right to vote on that matter, except for voting on the determination of directors' remuneration and 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
Assignment of another person to manage the Company's business or merging with another entity with the purpose of sharing profits and losses
 - (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

Mr. Sunti Chirawatthanagkoon

Position Independent Director and Member of the Risk Management

Age: 47 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
- The Board's Roles in Climate Governance (BCG) 2/2024

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 Thaihetchkasem Auto Car Company Limited

(%) Shareholding (As of 31 December 2024)

Held personally : -None-

Spouse / minor children : -None-

Family Relationship among Director and Executives : -None-

The conflict of interest related to the meeting agenda : -None-



Profiles of the Independent Directors Proposed by the Company as Proxy

Mr. Comepith Ratchatakanjanemas

Position Independent Director, Member of the Nominating and Remuneration Committee, Member of the Corporate Governance and Sustainability Committee

Age 47 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

- B.A. Cost Accountancy, University of the Thai Chamber of Commerce

Training by the Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 132/2016
- Environment /Social/ Governance in the Boardroom (ESG) 4/2024

Board Member/Management in Other Company

Listed Company : -None-

Non-Listed Company : 1 Organization

Work Experience

- Authorized Director, Seven Plus We Company Limited
- Independent Accountant
- Owner, A-Goo Fish Ball

(%) Shareholding (As of 31 December 2024)

Held personally : -None-

Spouse / minor children : -None-

Family Relationship among Director and Executives : -None-

The conflict of interest related to the meeting agenda : 1 Agenda


- Agenda 5 To consider and approve the re-election of directors in replacement of those retired by rotation

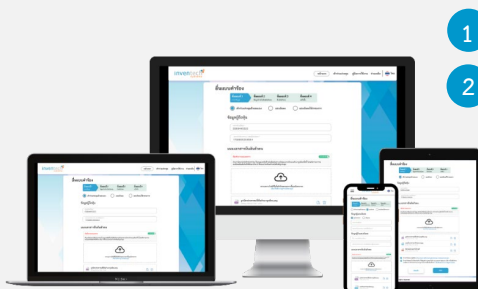


Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/PLUS736286R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2025 at 8:30 a.m. and shall be closed on 25 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 25 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 21 April 2025 at 5.00 p.m.

Registered Mail:

Royal Plus Public Company Limited
Office of the Company Secretary
84/3-7 Soi Rama 2 Soi 69 Samae Dam,
Bang Khun Tien, Bangkok 10150

If you have any problems with the software, please contact Inventech Call Center



02-931-9138



@inventechconnect



Report a problem

@inventechconnect



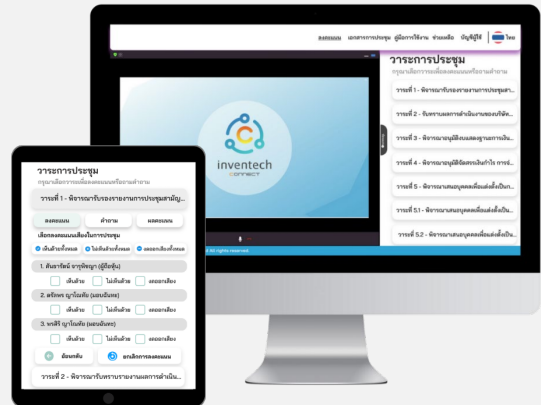
The system available during 18 – 25 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



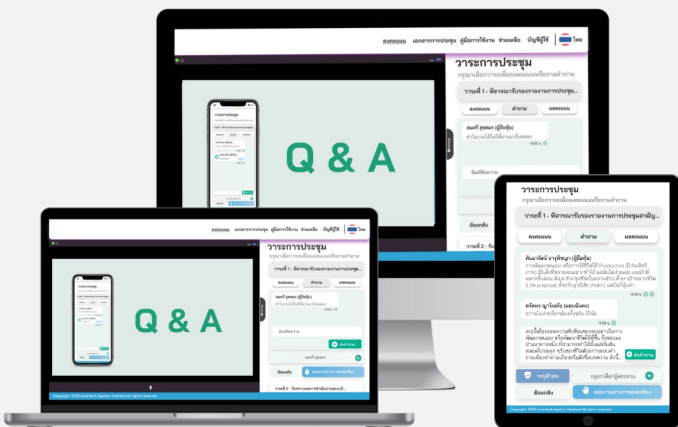
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect

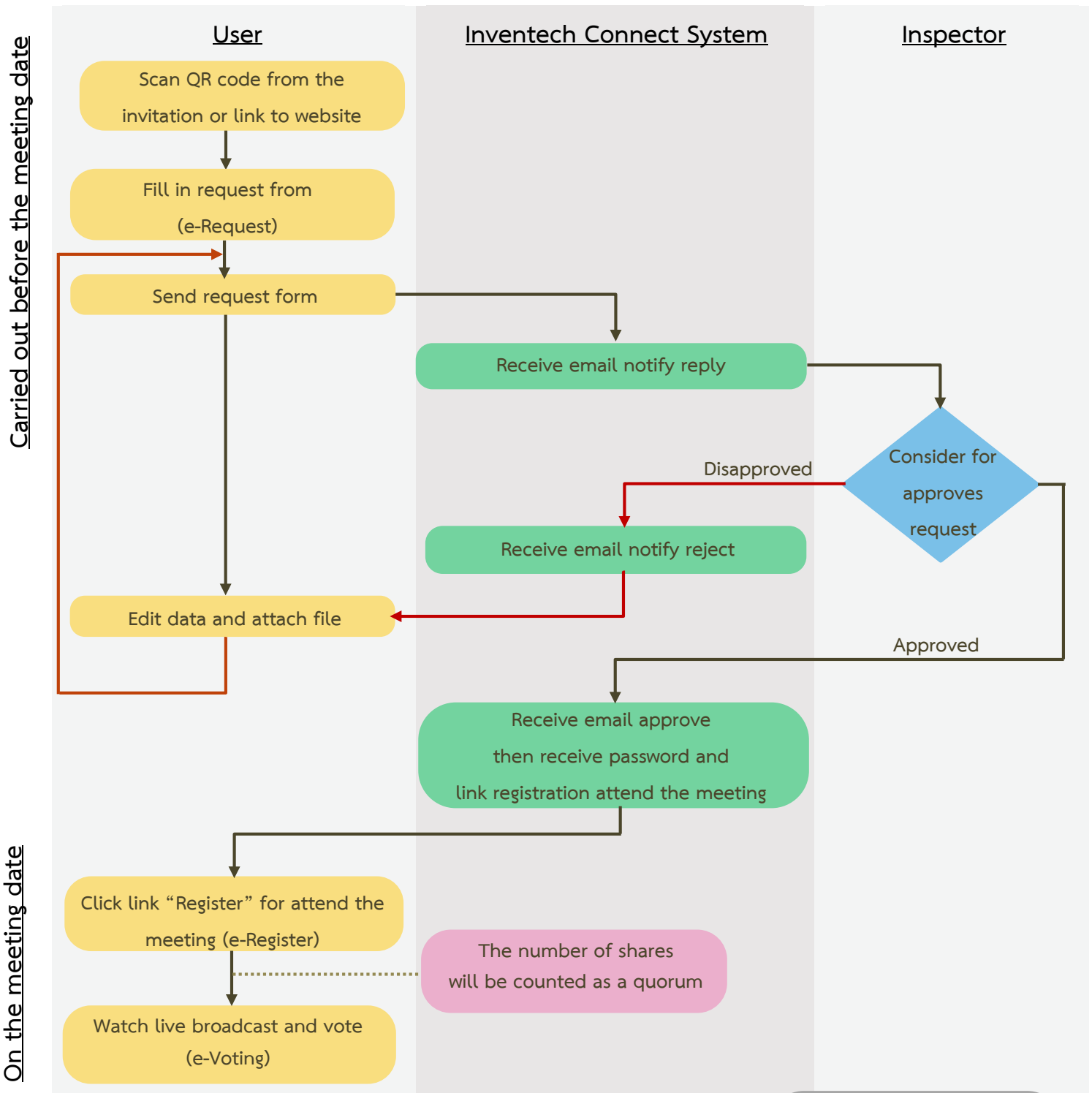


User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

**Guidelines for registration attending the 2025 AGM
Through Electronic Media (E-AGM) and the Granting of Proxies**

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

1.1 The Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2025 at 8:30 a.m. and shall be closed on 25 April 2025 Until the end of the meeting.

A copy of the identification document as below in order to confirm the right to attend the E-AGM meeting:

- **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.

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

In case that a shareholder is unable to attend the meeting. The shareholder 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:

Name of Directors	Age	Address	Interest in the agenda
1. Mr. Sunti Chirawatthanagkoon	47	No. 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 10150	-None-
2. Mr. Comepisith Ratchatakanjanemas	47	No. 84/3-7 Soi Rama II Soi 69, Samae Dam Sub-District, Bang Khun Thian District, Bangkok 10150	Agenda 5 To consider and approve the re-election of directors in replacement of those retired by rotation

In case, For Shareholders who authorize one of the Company’s Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by **21 April 2025 at 5.00 p.m.**

Registered Post:

Royal Plus Public Company Limited
Office of the Company Secretary
84/3-7 Soi Rama 2 Soi 69 Samae Dam,
Bang Khun Tien, Bangkok 10150

Please carefully study the manual registration system thoroughly from the invitation of Annual General Meeting of Shareholders (Enclosure 7). If you have any problems with the software, please contact Inventech Call

Center

Telephone: 02-931-9137

Line: @inventechconnect

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.

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 9209 ext. 1108
- 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

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 ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันศุกร์ที่ 25 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Of Shareholders through Electronic Method (E-Meeting) of Annual General Meeting of Shareholders for the year 2025 on Friday, April 25, 2025 at 14.00 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

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

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

อากรแสตมป์

Duty Stamp

20 บาท

20 Baht

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 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 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) นายสันติ จิรวัดนางกูร อายุ 47 ปี
Mr. Sunti Chirawatthanagkoon Age 47 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

(3) <input type="checkbox"/>	นายคมพิศิษฐ์ รัชตกาญจนมาส	อายุ	47	ปี	
	Mr. Comepisith Ratchatakanjanemas	Age	47	Years	
อยู่บ้านเลขที่	616/61	ถนน	เตชะวันทิช	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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันศุกร์ที่ 25 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่แจ้งเปลี่ยนไปในวัน เวลา และสถานที่อื่นด้วย

Of Shareholders through Electronic Method (E-Meeting) of Annual General Meeting of Shareholders for the year 2025 on Friday, April 25, 2025 at 14.00 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 รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2567
Agenda 1 To acknowledge the Company's operating results for the year 2024
- วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนประจำปี 2567
Agenda 2 To consider and approve the statements of financial position and the statements of comprehensive income for the year 2024
- (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 3 พิจารณานุมัติจัดสรรกำไรสุทธิประจำปี 2567 และจ่ายเงินปันผล
Agenda 3 To consider and approve the appropriation of the 2024 net profit 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 4 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2568

Agenda 4 To consider and approve the appointment of the auditor and the audit fee for the year 2025

- (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 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the re-election of directors in replacement of those retired by rotation

- (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 nominees to be all directors

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of each nominee to be director

ชื่อกรรมการ นายคมพิศิษฐ์ รัชตกาญจนมาส

Name of Director : Mr. Comepisith Ratchatakanjanemas

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายพลแสง แซ่เบ๊

Name of Director : Mr. Phonsaeng Saebe

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายกิตติ วชิรจิรากร

Name of Director: Mr. Kitti Wachirajirakorn

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568
- Agenda 6 To consider and approve the remuneration of the Board of Directors for the year 2025
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 7 พิจารณานุมัติโครงการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่ผู้บริหารและพนักงานของบริษัทฯ ("PLUS-ESOP#W1")
- Agenda 7 To consider and approve the issuance and offering of the warrants to purchase the ordinary shares of the Company (Employee Stock Option Program) to the Company's executives and employees No. 1 ("PLUS-ESOP#W1")
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 8 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท
- Agenda 8 To consider and approve the increase of the Company's registered capital
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association to reflect the increase of the registered capital
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy must cast the votes in accordance with the following instructions:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามโครงการ ESOP
Agenda 10 To consider and approve the allocation of newly issued shares from the capital increase to support the exercise of rights under the ESOP program

(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 11 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 11 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 และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม 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
(.....)

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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 ออกเสียงลงคะแนนได้เท่ากับเสียง

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันศุกร์ที่ 25 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Of Shareholders through Electronic Method (E-Meeting) of Annual General Meeting of Shareholders for the year 2025 on Friday, April 25, 2025 at 14.00 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ 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 รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2567

Agenda 1 To acknowledge the Company's operating results for the year 2024

- วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนประจำปี 2567

Agenda 2 To consider and approve the statements of financial position and the statements of comprehensive income for the year 2024

- (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 3 พิจารณานุมัติจัดสรรกำไรสุทธิประจำปี 2567 และจ่ายเงินปันผล

Agenda 3 To consider and approve the appropriation of the 2024 net profit and dividend payment

ชื่อกรรมการ นายกิตติ วชิรจิรากร

Name of Director: Mr. Kitti Wachirajirakorn

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568

Agenda 6 To consider and approve the remuneration of the Board of Directors for the year 2025

- (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 7 พิจารณานุมัติโครงการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่ผู้บริหารและพนักงานของบริษัท ("PLUS-ESOP#W1")

Agenda 7 To consider and approve the issuance and offering of the warrants to purchase the ordinary shares of the Company (Employee Stock Option Program) to the Company's executives and employees No. 1 ("PLUS-ESOP#W1")

- (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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 8 To consider and approve the increase of the Company's registered capital

- (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 9 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 9 To consider and approve the amendment of the Company's Memorandum of Association to reflect the increase of the registered capital

- (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 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับการใช้สิทธิตามโครงการ ESOP
- Agenda 10 To consider and approve the allocation of newly issued shares from the capital increase to support the exercise of rights under the ESOP program

- (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 11 พิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda 11 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 และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม 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.

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

อากรแสตมป์

Duty Stamp

20 บาท

20 Baht

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.

Form for the Submission of Questions Prior to the 2025 Annual General Meeting of Shareholders

I, (Mr./Mrs./Ms) _____ Nationality _____

residing at _____

E-mail address _____

Tel./Mobile _____ Holder ID _____

is shareholders of Royal Plus Public Company Limited (the "Company") holding _____ shares

Information on Interests (if any)

Question No.1 _____

Supporting documents Yes No

Question No.2 _____

Supporting documents Yes No

Question No.3 _____

Supporting documents Yes No

SignShareholder

(.....)

Remark:

The Shareholder who is entitles to attend the 2025 AGM, may submit the “Form for the submission of questions prior to the shareholders meeting”, Please complete and submit the information to the company by 21 April 2025 before 5:00 PM only through the following channels

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

- Via Registered Post:

Office of the Company Secretary

Royal Plus Public Company Limited (Head Office)

No. 84/3-7 Soi Rama 2, Soi 69 Samae Dam Sub-District,

Bangkhunthian District, Bangkok 10150

**Project details for issuing and offering warrants to purchase common shares of Royal Plus Public Company
Limited to executives and employees No.1 ("PLUS-ESOP#W1")**

1. Reasons and Objectives

- (1) To reward executives and employees who are fully dedicated to their work, creating value for the Company and shareholders.
- (2) To create motivation and encouragement to the employees who are committed to working efficiently via cooperation of business ownership mindset.
- (3) To retain knowledgeable and potential personnel with the organization in the long term.
- (4) To promote employee participation in business ownership, resulting in shared goals with shareholders and jointly driving the Company's growth.

2. Details of the warrant to purchase shares.

Warrant Issuer	:	Royal Plus Public Company Limited ("the Company")
Category	:	Warrants to purchase common shares of Royal Plus Public Company Limited issued to the Company's executives and employees No. 1 ("PLUS-ESOP#W1")
Type	:	The holder's name is specified and is non-transferable except in cases specified in the terms and conditions.
Warrant Maturity	:	5 years from the date of issue and offering
Number of Warrants Offered	:	Not exceeding 10,950,000 units
Offering Price per Unit	:	0 baht (zero baht)
Exercise Rate	:	1 warrant is entitled to purchase the common stock for 1 share
Exercise Price	:	4.09 Baht per share, which is the closing price of the Company's ordinary shares traded on the Stock Exchange of Thailand ("SET") at a discount of no more than 10% from the market price, weighted average during the 15 business days before the date on which the Board of Directors makes this resolution, i.e., 29 January 2025 to 19 February 2025, by the Capital Market Supervisory Board Announcement No. TorChor. 72/2015.
Date of issue and offering of warrants	:	The offering will be made within 1 year from the date of receiving the resolution from the shareholders' meeting. The Board of Directors and/or the Executive Committee and/or the Managing Director will determine the date of issuance and offering after the Company has received approval from the shareholders' meeting.
Number of common shares supporting the exercise of rights	:	Not exceeding 10,950,000 units, with a par value of 0.50 baht per share, or 1.63% of the total number of shares with voting rights as of

		<p>the date on which the Board of Directors Meeting resolved to approve this Plan. The Company will complete the offering and sale of shares to accommodate the exercise of rights in accordance with the maturity of the Warrants.</p>
<p>Allocation method</p>	<p>:</p>	<p>Allocated to the Company's executives and employees without going through a subcontractor.</p> <p>Executives and employees who are eligible to receive the warrants must meet the following criteria:</p> <ol style="list-style-type: none"> 1. Hold the position of a monthly employee of the Company at Supervisor/Officer level (R6) or higher. 2. Be an employee of the Company on the date of the warrant allocation and must have completed the probationary period and remain an employee until the annual shareholders' meeting in 2025. 3. Receive the performance evaluation results for the year 2024 at grade D or higher. 4. For monthly employees who started work before January 1, 2025. 5. Employees with less than one year of service will be eligible to exercise their rights upon completing one year of service or more. <p>For individuals who do not meet all 5 qualifications, but the Executive Committee considers that they are potential employees and are important to the organization, they can consider approving them with a unanimous resolution.</p> <p>However, the number of warrants that each executive and employee will receive does not necessarily have to be the same. It depends on the position, experience, length of employment, and past performance. The Board of Directors and/or the Executive Committee and/or the Managing Director are authorized to allocate the Company's warrants to each of the aforementioned employees.</p>
<p>Period of exercise of rights</p>	<p>:</p>	<p>PLUS-ESOP#W1 Warrant holders can exercise their rights to purchase the Company's newly issued ordinary shares upon the expiration of the specified period from the issuance date, as detailed below:</p> <p>1 year after the issuance date, warrant holders can exercise no more than 20% of the total warrants allocated according to the exercise price.</p>

		<p>2 years after the issuance date, warrant holders can exercise no more than 40% of the total warrants allocated according to the exercise price.</p> <p>3 years after the issuance date, warrant holders can exercise no more than 60% of the total warrants allocated according to the exercise price.</p> <p>4 years after the issuance date, warrant holders can exercise no more than 80% of the total warrants allocated according to the exercise price.</p> <p>5 years after the issuance date, warrant holders can exercise no more than Warrant holders may exercise their rights not exceeding 100% of the total Warrants allocated according to the exercise Price.</p> <p>PLUS-ESOP#W1 Warrant holders may exercise their rights on the last business day of June and December of each calendar year throughout the term of the Warrant.</p> <p>The Last Exercise Date is the date on which the Warrant reaches its 5th year from the date of issue. If the Last Exercise Date does not fall on a business day, the Last Exercise Date shall be adjusted to the preceding business day.</p>
<p>Period for notification of intention to exercise rights</p>	<p>:</p>	<p>PLUS-ESOP#W1 Warrant holders who wish to exercise their rights to purchase the Company's common shares must notify them of their intention to exercise their rights to purchase the Company's common shares within 5 business days before each exercise date. If the exercise date falls on a holiday, such an exercise date shall be postponed to the last business day before such an exercise date, except for the last exercise date, in which case the intention to exercise the rights shall be notified within 15 business days before the last exercise date.</p>
<p>Conditions for exercising rights under the warrants</p>	<p>:</p>	<ol style="list-style-type: none"> 1. The warrant holder must be an executive and/or employee of the Company on the exercise date. 2. If the warrant holder ceases to be an executive and/or employee of the Company due to death, the beneficiary of such a person may exercise the right to purchase shares under the warrant on behalf of such an executive and/or employee until the expiration of the allocated warrant.

		<p>3. If the warrant holder ceases to be an executive and/or employee of the Company due to retirement before the expiration date of the warrant, such executive and/or employee shall still have the right to exercise the rights according to the number of warrants until the expiration of the allocated warrant.</p> <p>4. If the warrant holder resigns or is fired, terminated, or discharged, warrants not yet mature for conversion will be terminated, and warrants that have reached maturity for conversion must be exercised within 30 days after the termination of employment or the expiration of the warrant, whichever comes first.</p> <p>5. The Board of Directors and/or the Executive Committee and/or the Managing Director and/or persons assigned by the Board of Directors or the Executive Committee or Managing Director have full authority to consider, determine, or amend the conditions for exercising the rights under the warrants, which may differ from those specified above.</p>
Offering Period	:	The Company shall offer the warrants for sale within 1 year from the date on which the 2025 Annual General Meeting of Shareholders approves the Company to issue and offer the PLUS-ESOP#W1 warrants.
Reasons for issuing new shares to accommodate changes in the exercise of rights	:	When the exercise price adjustment is conducted in accordance with the rights adjustment conditions as specified in the terms and conditions of the warrants.
Rights and benefits other than the normal rights and benefits of ordinary shares.	:	-None-
Secondary market of warrants.	:	The Company will not register the warrants issued this time as listed securities on the Stock Exchange of Thailand.
Secondary market of ordinary shares resulting from the exercise of rights under warrants	:	The Company will register the common shares resulting from the exercise of the rights to purchase common shares under the warrants issued this time as listed securities on the Stock Exchange of Thailand.

3. Impact on shareholders due to the issuance and offering of warrants to the Company's executives and employees on this occasion.

(1) Price Dilution

If the warrants are issued and offered to the Company's executives and employees, totaling 10,950,000 shares (ten million nine hundred and fifty thousand shares), the issuance and offering of ESOP warrants will result in a decrease in the market price of the Company's shares (Price Dilution) at a rate of 0.15% based on the assumption that the market price of the Company's shares is the closing price 15 business days before the Board of Directors' meeting for approval equal to 4.54 baht/share and the exercise price that is 10% lower than the market price will be equal to 4.09 baht/share. The impact can be calculated as follows:

$$= \frac{(\text{Market price before offering} - \text{Market price after offering})}{\text{Market price before offering}}$$

$$= \frac{(4.544 - 4.537)}{4.544}$$

$$= 0.15\%$$

Remark: The market price before the offering is calculated from the weighted average closing price of the Company's common shares during the 15 business days before the date on which the Board of Directors' Meeting No. 1/2025 on February 20, 2025, resolved to approve the Company to issue and offer PLUS-ESOP#W1 warrants.

Market price after offering is calculated from

$$\frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{Exercise price} \times \text{Number of shares to support ESOP})}{(\text{Number of paid-up shares} + \text{Number of shares to support ESOP})}$$

(2) Earnings per share and Control Dilutions of the shareholders.

If the rights under the warrants are exercised by all executives and employees of the Company totaling 10,950,000 shares (ten million nine hundred and fifty thousand shares), the profit sharing per share and voting rights of the original shareholders will decrease at the rate of 1.61%, with the impact being calculated as follows:

$$= \frac{\text{Number of shares to support this offering}}{\text{Number of paid-up shares} + \text{Number of shares to support this offering}}$$

$$= \frac{10,950,000}{670,000,000 + 10,950,000}$$

$$= 1.61\%$$

4. Shareholders' rights to object to the issuance and allocation of PLUS-ESOP#W1 warrants.

- (1) Must be approved by the shareholders' meeting with a vote of not less than 3/4 of the total number of votes of shareholders attending the meeting and having the right to vote, and there must be no shareholders holding shares in total exceeding 10% of the total number of votes of shareholders attending the meeting objecting to the issuance and offering of PLUS-ESOP#W1 warrants.
- (2) In the case of allocating PLUS-ESOP#W1 warrants to any executive and/or employee of the Company exceeding 5% of the total number of warrants issued and offered for sale at this time, the Company must propose to the shareholders' meeting to consider and approve such allocation on an individual basis with a vote of not less than 3/4 of the total number of votes of shareholders attending the meeting and having the right to vote, and there must be no shareholders holding shares in total exceeding 5% of the total number of votes of shareholders attending the meeting objecting to the allocation of PLUS-ESOP#W1 warrants.

5. Characteristics and conditions of the warrant

The issuance and offering of warrants to the Company's executives and employees shall be in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor. 32/2551 on "Offering of Newly Issued Securities to Directors or Employees dated 15 December 2008" (including any amendments) and Notification of the Capital Market Supervisory Board No. ThorJor. 34/2551 on "Request for Permission and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants dated 15 December 2008" or any other notifications in force in their place, including other relevant rules and regulations.

6. List of executives who hold directorships to be allocated PLUS-ESOP#W1 warrants

No.	List of executives who are directors	Number of warrants allocated	Number of warrants allotted to total number of warrants (%)
1	Mr. Phonsaeng Saebe	500,000	4.57
2	Ms. Amornrat Ketvisate	500,000	4.57
3	Mr. Kitti Wachirajirakorn	500,000	4.57

Note: No executives and employees of the Company have been allocated more than 5% of the total number of warrants issued and offered for sale this time.

7. List of independent directors whom shareholders may grant proxy to attend shareholders' meetings and exercise their rights on behalf of shareholders.

No.	Name List	Position	Number of PLUS-ESOP#W1 Warrants allocated
1	Mr. Sunti Chirawatthanangkoon	Independent Director	-None-
2	Mr. Comepisith Ratchatakanjanemas	Independent Director	-None-

(F53-4)

Capital Increase Report Form

Royal Plus Public Company Limited

Date February 20, 2025

We, Royal Plus Public Company Limited (“the Company”), would like to report the resolution of the Board of Directors No. 1/2025 dated 20 February 2025 regarding the capital increase and allocation of additional shares as follows

1. Capital Increase

The Board of Directors' Meeting resolved to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the increase in the Company's registered capital from 335,000,000 baht to 340,475,000 baht by issuing and offering 10,950,000 ordinary shares with a par value of 0.50 baht per share, totaling 5,475,000 baht, as follows:

Capital Increase	Type of Security	No. of Shares (shares)	Par Value (baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Objective of Funds Exercise Form	Common Shares	10,950,000	0.50	5,475,000
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Common Shares	-	-	-
	Preferred Shares	-	-	-

2. Allocation of additional shares

2.1. Objective of Fund Exercise Form

Allocated to	No. of Shares (shares)	Ratio (Former : New)	Selling Price (Baht/share)	Date and time for subscription and payment of shares	Remark
Existing shareholders	-	-	-	-	-
Existing shareholders without allocation to shareholders will cause the Company to have obligations under foreign laws	-	-	-	-	-
The Public	-	-	-	-	-
Limited persons	-	-	-	-	-
Specify_____	-	-	-	-	-

Allocated to	No. of Shares (shares)	Ratio (Former : New)	Selling Price (Baht/share)	Date and time for subscription and payment of shares	Remark
To support the exercise of the right to purchase ordinary shares of the Company by the holders of PLUS-ESOP#W1 warrants to be issued and offered for sale under the ESOP program	Not exceed 10,950,000	Exercise ratio 1 unit of warrant: 1 ordinary share	without offering value 1 unit of warrant will be entitled to purchase ordinary shares at the price of Baht 4.09 per share	Please see remark*	Please see the summary details of PLUS-ESOP#W1 Warrants in Enclosure 12.

Remark: The Board of Directors meeting has resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company to executives and employees of the Company no.1 (“PLUS-ESOP#W1”), in the amount of 10,950,000 units (par value at 0.50 Baht per share), without offering value, and with the exercise ratio of one unit of warrant per one ordinary share at the exercising price of 4.09 baht per share, and with maturity of five years beginning from the date of their issuance, the details as appeared in Enclosure 12.

In addition, the Board of Directors of the Company and/or Executive Committee and/or the Managing Director or the person(s) entrusted by the Board of Directors or the Executive Committee or the Managing Director shall be empowered to do any action which is necessary for, or in connection with the implementation of the PLUS-ESOP#W1 and the issuance and offering of the Warrants of the Company as deemed appropriate and subject to the conditions of the applicable law including but not limited to determining, editing, amending or adding the details and particulars necessary for and in connection with the issuance and offering of the Warrants of the Company subject to the conditions of the applicable law including appointing any substitute to perform the same etc.

2.2. General Mandate

-None-

3. Schedule of the general shareholders' meeting/extraordinary shareholders' meeting to request approval for capital increase and allocation of additional shares.

The date of the 2025 Annual General Meeting of Shareholders is set for 25 April 2025 at 2:00 p.m. in the form of an electronic meeting (E-AGM) only, and the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) is set for 13 March 2025.

4. Requesting permission to increase capital/allocate additional shares to relevant government agencies and conditions for requesting permission (if any)

4.1. The Company must obtain approval from the 2025 Annual General Meeting of Shareholders to proceed with the increase in registered capital, including other related matters.

4.2. The Company will proceed with the registration of the increase in registered capital and the registration of the change in paid-up capital and other related matters with the Department of Business Development, Ministry of Commerce, including the amendment of the memorandum of association related to the increase in registered capital.

4.3. Request permission from the Stock Exchange of Thailand to list additional common shares on the Stock Exchange of Thailand.

5. Objectives of the capital increase and the exercise of the increased capital.

To support the exercise of the Company's common stock purchase warrants for the Company's executives and employees under the ESOP program ("PLUS-ESOP#W1").

6. Benefits that the Company will receive from the capital increase/allocation of additional shares:

6.1. To reward the performance of the Company's executives and employees who are determined to work to create maximum benefits for the Company and shareholders.

6.2. To motivate or encourage employees to work efficiently for the Company.

6.3. To retain personnel with knowledge and ability to continue working in the long term.

6.4. To allow executives and employees to participate in ownership, to have the same objectives as shareholders, and to aim to create growth for the Company.

7. Benefits that shareholders will receive from the capital increase/allocation of additional shares

Shareholders will benefit from the future growth of the business due to the offering of warrants to purchase additional common shares to executives and employees (ESOP), which will help create incentives for executives and employees to work together to make the business have better performance in the long term.

8. Any other details necessary for shareholders to use in deciding to approve the capital increase/allotment of additional shares.

-None-

9. Schedule for implementation in case the board of directors resolves to increase capital/allocate additional shares.

No.	Operation Procedure	Day-Month-Year
1	The Board of Directors has approved the capital increase for specific purposes.	February 20, 2025.
2	The list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders has been determined.	March 13, 2025.
3	2025 Annual General Meeting of Shareholders.	April 25, 2025.
4	Register the capital increase with the Ministry of Commerce.	within 14 days from Shareholders' General Meeting approving the capital increase.

The Company certifies that the information in this report is correct and complete in all respects.

Signed.....

(Mr. Phonsaeng Saebe)

Authorized Signatory Director

Signed.....

(Mr. Kitti Wachirajirakorn)

Authorized Signatory Director



ROYAL PLUS

