

## **Criteria and Procedures for Proposing an Agenda for AGM 2025**

### **1. Objective**

Consistent with Royal Plus Public Company Limited's (the "Company") commitment to Good Corporate Governance, based on ethics and transparency, the Company aims to ensure that shareholders and stakeholders receive appropriate, fair, and sustainable benefits.

The Company consider that allowing shareholders to propose agenda items for the Annual General Meeting of Shareholders in advance is a Good Corporate Governance practice. It ensures shareholders are granted the right to suggest agenda items in accordance with the Company's established criteria and procedures.

### **2. Shareholder Eligibility Criteria for Submissions**

Shareholders who wish to propose agenda items must be qualified in accordance with the criteria as follows:

2.1 Being a holder or a group of the Company's common share (PLUS)

2.2 Minimum number of shares being held:

2.2.1 Holding at least 0.2% of the Company's saleable shares and continuously held those shares for at least one year.

2.2.2 Holding at least 5% of the Company's saleable shares.

2.3 Having continuously holding those shares until the book closing date for the right to attend the AGM of that year.

### **3. Proposal of Agenda Item(s)**

3.1 Proposals that will not be included in the AGM agenda

(1) The proposal defined under Section 89/28 of the Securities and Exchange Law B.E.2535 and the Notification of the Capital Market Supervisory Board.

(2) The proposal that violates laws, rules, regulations of government agencies or other governing agencies or that does not comply with the Company's objective, article of association, shareholders' resolution, and good corporate governance practice of the Company.

(3) The proposal that is beneficial for specific person or a group people.

(4) The proposal that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders

(5) The proposal that is already brought to the Company's operation.

- (6) The proposal that is incomplete, inaccurate, submitted after the deadline or a proposal that the Company is unable to contact the shareholders submitting the proposal.
- (7) The proposal that is proposed by shareholders who are not fully qualified in accordance with the Company provisions.

### 3.2 Consideration Procedure

(1) Eligible Shareholders according to topic no.2 must propose the Agenda Item to the Board of Directors by using “Form for Proposing Agenda for the Annual General Shareholders’ Meeting” may be submit informal via facsimile at 0 2416 0219 or email address at [plussecretary@royalplus.co.th](mailto:plussecretary@royalplus.co.th) before sending the original “Form for Proposing Agenda for the Annual General Shareholders’ Meeting” to the Board of Directors.

In addition, eligible shareholders must complete and sign the attached “Form for Proposing Agenda for the Annual General Shareholders’ Meeting” and submit it along with evidence of ownership of the shares held, as specified in No. 2.2 and 2.3. Acceptable evidence includes share certificates issued by a registered securities company or other certified documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand. Any supporting documents that may assist in the consideration process (if applicable) should also be included. All documents must be received by the Company by December 31, 2024, and should be addressed to:

The Company Secretary Office  
Royal Plus Public Company Limited  
84/3-7 Rama 2 Road, Soi 69  
Samae Dam, Bang Khun Thian, Bangkok 10150

(2) In case where a group of shareholders who meet the criteria in No.2 collectively submit a joint agenda proposal, one shareholder must complete and sign “Form for Proposing Agenda for the Annual General Shareholders’ Meeting” while the rest of shareholders must separately complete, and then together submit the completed Form for Proposing Agenda for the Annual General Shareholders’ Meeting and support documents (if any) of all shareholders in the same batch to propose to the Board of Directors.

(3) In case shareholder or a group of shareholders who satisfied the criteria in No.2 would like to propose multiple agenda items, separate forms must be used for each agenda item proposal along with each associated support documents.



(4) The proposal approved and selected by the Board of Directors will be included as the agenda item in the Notice of AGM including the Board of Directors opinion. If a proposal is turned down, the Company will inform the reason for the refusal in the Annual General Meeting of Shareholders.



Form for Proposing Agenda for the Annual General Shareholders’ Meeting

(1) I am (Mr./Mrs./Miss) ....., being the common shareholder of Royal Plus Public Company Limited, holding ..... shares, Address at.....Road..... Sub-District..... District.....Province.....Mobile Phone Number..... Home/Office Phone.....E-mail Address (if any) .....

(2) I wish to propose agenda item for 2024 Annual General Meeting of Shareholders. Subject .....

(3) Proposal of consideration ..... and additionally support documents (if any) have been enclosed and certified as a true copy at every page, .....pages in total.

By my signature below, I hereby certify that the information provided in this forms, shares’ held evidence and support documents are correct.

Sign..... Shareholder’s Signature (.....) Date.....

Remark The shareholders must enclose the personal documents with Form for Proposing Agenda for the Annual General Shareholders’ Meeting as follows:

- 1. Evidence of shareholding, i.e. certificates of shares’ held issued by a registered securities company or other certificate documents issued by the Thailand securities Depository Company Limited or the Stock Exchange of Thailand.
2. Personal documents i.e. in case the shareholder is a person, he/she must enclose a copy of identification card or passport (In the case of a non-Thai national). Where a shareholder is a registered business, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national).
3. Shareholders may send the unofficial Form for Proposing an Agenda for the Annual General Shareholders’ Meeting via facsimile at 0 2416 0219 or by email to the Company Secretary at plussecretary@royalplus.co.th, before submitting the original “Form for Proposing an Agenda for the Annual General Shareholders’ Meeting”.
4. The original “Form for Proposing an Agenda for the Annual General Shareholders’ Meeting” must be received by the Company by December 31, 2024, to allow the Board of Directors to review and consider it in accordance with the criteria, and to propose it for inclusion in the AGM 2025 agenda.