



RS GROUP

Invitation Letter

to the Annual General Meeting
of Shareholders year 2024

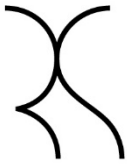
RS Public Company Limited (RS)

Tuesday 30 April 2024 at 10.00 hrs.

Through Electronic Meeting (e-AGM) only



Download
documents' meeting



RS GROUP

Ref RS2024/007

RS Public Company Limited

27 RS Group Bldg., Prasert-Manukitch Rd.
Sena Nikhom, Chatuchak, Bangkok 10900, Thailand

02 037 8888 | www.rs.co.th

9 April 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders.

Attn: Shareholders,
RS Public Company Limited

Enclosure No.:

1. Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) in QR Code format
2. Profiles of directors and persons nominated for director position to replace directors who retire by rotation
3. The Company's Articles of Association concerning the Shareholders' Meeting
4. Guidelines for attending the Annual General Meeting of Shareholders through electronic means (Inventech Connect: Live Streaming)
5. Instructions on proxy appointment, registration, and profiles of independent directors assigned as proxies on behalf of shareholders
6. Proxy Form B / Form C

The Board of Directors of RS Public Company Limited (the "Company") resolved to convene the 2024 Annual General Meeting of Shareholders on **Tuesday, 30 April 2024 at 10.00 hrs.** at Rose Hall, RS Group Building Tower C, 5th floor Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, **through electronic means (e-AGM) only** in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related laws and regulations to meetings via electronic media.

To comply with the principles of good corporate governance, the Company provides an opportunity for shareholders to propose meeting agendas and nominate qualified persons to be elected as directors in advance via the Company's website and the Stock Exchange of Thailand website start from 15 September 2023 to 14 December 2023. However, it appeared that "no one proposed additional agenda items and names of suitable director candidate for consideration at the 2024 Annual General Meeting of Shareholders".

The Board of Directors, therefore, determines the following agenda items to be considered:

Agenda 1 Acknowledgment of the Company's operating results for the year 2023 in Form 56-1 One-Report.

Objective and Rationale: The Company's operating results and other information for the year 2023 are disclosed in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) details show in "Section 1 category 4 topic Management Discussion and Analysis"

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to report the operating results of the Company for the year 2023 to the Shareholders' Meeting for acknowledgement. (Details as in Enclosure 1 in QR Code format)

Resolutions of the Meeting of Shareholders: This Agenda Item is for acknowledgement; therefore, the vote is not required.

Agenda 2 To consider and approve the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report.

Objective and Rationale: Pursuant to the Public Limited Companies Act B.E. 2535, Section 112 (including any amendments), The Board of Directors shall arrange for the balance sheet and profit and loss statements at the end of the Company's fiscal year to be presented to the annual general meeting of shareholders for approval. Additionally, the auditor has examined the statement of financial position and the statement of comprehensive income completed before presenting to the shareholders' meeting.

Opinion of the Audit Committee: The Audit Committee considered the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report are disclosed in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) details show in "Section 3 category Financial Statement" and propose this matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval.

Opinion of the Board of Directors: The Board of Directors agreed to propose the statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2023 and acknowledge the auditor's report and is endorsed by the Audit Committee as proposed. (Details as in Enclosure 1 in QR Code format)

Resolutions of the Meeting of Shareholders: Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 3 To consider and approve the dividend payment and acknowledge the interim dividend payment for the year 2024.

Objective and Rationale:

- Legal Reserve

According to Section 116 of the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, Article 39, the Company is required to allocate part of its annual net profits to a reserve fund in an amount of not less than 5% of the annual net profits with the deduction of the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10% of the registered capital.

As the Company has allocated the legal reserve to reach the minimum amount required by law (10 percent of the registered capital). Therefore, at the end of the year 2022, the Company is not required to allocate additional legal reserve. At present, the Company's legal reserve is 120,327,052 baht (the Company's registered capital is 1,182,443,653 and has paid-up capital equal to 1,069,745,493 baht) which is in accordance with the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association.

- Dividend Payment Policy

The Company has Dividend Payment Policy whereby the Company shall pay dividend at the rate of not less than 50% of net profit after tax and legal reserve. However, The Company may consider to pay dividends different than the stated policy. The Board of Directors may consider to pay the annual dividend of the Company and approved by the shareholder meeting, except it is an interim dividend payment. The Board of Directors has the authority to approve the interim payment from time to time when it deems that the Company has reasonable profits, report it to the shareholders' meeting for acknowledgment at the next meeting. In this regard, the said dividend payment must not affect the investment plan, financial status and normal business operations of the company significantly and depends on cash flow including the necessary, the future suitability of the company and according to the conditions of the company towards financial institutions.

For 2023, The previous board of director's meeting No. 6/2023 has resolved to approve the interim dividend payment for the Company's shareholders at rate 0.60 bath or the amount of total dividend of 641,847,296 baht and paid all this interim payment to shareholders on 12 October 2023 already and the Board of Directors' meeting has resolution to not to pay additional dividend at the end of the year.

Comparative information on dividend payments in the past year.

Dividend payment details	2023 (propose year)	2022 (past year)
Paid-up registered capital (Baht)	1,069,745,493	972,496,946
Total annual dividend payout rate (baht : shares)	0.60	0.11111112
1) The Interim dividend payment		
• Pay dividends in cash (baht : shares)	0.60	-
• Pay dividends in shares	-	-
2) Dividend payment at the end of the year		
• Pay dividends in cash (baht : shares)	-	0.01111112
• Pay dividends in shares	-	*0.10000000
Total amount of dividends paid throughout the year (Baht)	641,847,296	108,055,217
Net profit (baht)	775,450,998	137,069,949
**Ratio of dividend payout to net profit (percent)	82.77	78.83

Note: * Dividends are paid at the rate of 10 original shares: 1 dividend share.

**According to the company's dividend payment policy, which states that "Dividends will be paid not less than 50 percent of net profits after taxes and reserved according to law."

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the dividend payment and acknowledge the interim dividend payment for the year 2024 and shall not pay additional dividend at the end of the year 2023 as proposed.

Resolutions of the Meeting of Shareholders: Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 4 **To consider and approve the election of directors to replace those who retired by rotation in 2023**

Objective and Rationale: According to the Public Limited Companies Act B.E. 2535 and the Articles 13 of Association of the Company, at every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. If the number of directors cannot be divided into three parts, the number closest to 1 in 3 will be retired. **Directors who must retire from office in the first and second years** after registering the company shall use the method of drawing lots to determine who will retire. As for the following years, the remaining directors will be retired. Those who have been in office the longest are those who have resigned from their positions. Directors who retire by rotation may be re-elected.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee considered the suitable and in compliance with the Good Corporate Governance Principles, "This year, there were no shareholders nominating persons to be considered for election as directors to the company." Therefore, it was considered appropriate to propose the appointment of directors to replace those who retired by rotation and return to the position for another term.

For 2024 the details are as follows:

Name-Surname	Type	Proposed Position
1) Mr. Sorat Vanichvarakij	Non-Executive Director	Director
2) Mr. Wittawat Wetchabutsakorn	Executive Director and Authorized Director	Director Chairman of Corporate Governance and Sustainable Development and Executive
3) Mrs. Pornpan Techarungchaikul	Executive Director and Authorized Director	Director Chairman of Risk Management and Executive

All 3 people were nominated this time has been considered according to the company's process, have qualifications according to relevant regulations and suitable for the Company's business operations, has deliberately and carefully considered by the Company's Board of Directors and the Nomination and Remuneration Committee. This does not include directors and executives who have stakeholders has opinion "1) Mr. Sorat Vanichvarakij 2) Mr. Wittawat Wetchabutsakorn 3) Mrs. Pornpan Techarungchaikul" who have highly knowledge, competency, experienced in a specific profession and will increase efficiency and diversity of the Board of Directors' structure and expertise beneficial to the Company's business and propose this matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval.

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the election of directors to replace those who retired by rotation in 2023, which has been considered by the Nomination and Remuneration Committee as proposed. (Details as in Enclosure 2)

Resolutions of the Meeting of Shareholders: Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 5 To consider and approve the determination of the directors' remuneration for the year 2024.

Objective and Rationale: The Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association stipulated that "directors are eligible to receive remuneration in the form of salary, rewards, meeting allowance, per diem, bonus, or other types of benefits according to the Company's Articles of Association or as approved by the Shareholders' Meeting. The Shareholders' Meeting may fix the amount of remuneration or set up the criteria and fix the remuneration from time to time or affect the remuneration perpetually until it is changed. In addition to receiving allowances and various welfare according to the company's regulations. The contents of the first paragraph do not affect the rights of employees or employees of the company who are elected as directors and will receive remuneration and benefits as employees or employees of the company"

Criteria and procedure for proposal of the directors' remuneration: The Nomination and Remuneration Committee shall consider the directors' remuneration by considering the rate in comparison with other companies within the same industry, appropriateness of duties and responsibilities of directors and the Company's operating results and propose the matter to the Board of Directors for consideration and then propose to the Shareholders' Meeting for consideration and approval.

Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee considered appropriateness of the duties and responsibilities of directors, the expansion of the business, the Company's operating results and comparison with other companies within the same industry and deemed appropriate to propose to the Board of Directors to propose this matter to the Shareholders' Meeting for consideration and approval of adjustment of the directors' remuneration for the year 2024 which is the same rate as 2023 as follows:

1) Monetary compensation

1. Regular compensation and Meeting allowance	2024 (propose year)		2023 (past year)		Changing	
	Regular compensation (baht/month)	Meeting allowance (baht/time)	Regular compensation (baht/month)	Meeting allowance (baht/time)	Regular compensation (baht/month)	Meeting allowance (baht/time)
the Board of Directors						
- Chairman of Director	-	30,000	-	30,000	-	-
- Director	-	25,000	-	25,000	-	-
Audit Committee						
- Chairman of Audit Committee	50,000	30,000	50,000	30,000	-	-
- Member of Audit Committee	45,000	25,000	45,000	25,000	-	-

Note:

1. Directors who are executives or employees of the Company will not receive remuneration as a director of the Company or a member of a sub-committee except for meeting allowances.

2. The Audit Committee will only receive remuneration as an audit committee member and will not receive another remuneration as a director of the Company.

2. Gratuity compensation/ Annual director bonus	2024 (propose year)	2023 (past year)	Changing
	(baht/year)	(baht/year)	
	1,000,000	1,000,000	-

Note: By authorizing the Board of Directors to allocate to each director as appropriate.

2. Non-monetary compensation

Other compensation or other benefits	2024 (propose year)	2023 (past year)	Changing
	(baht/year)	(baht/year)	
	None	None	-

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' remuneration for the year 2024, which has been considered by the Nomination and Remuneration Committee as proposed.

Resolutions of the Meeting of Shareholders: Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 6 To consider and approve the appointment of auditor and determination of the auditor's fee for the year 2024.

Objective and Rationale: Section 120 of the Public Limited Companies Act B.E. 2535 "requires that the Annual General Meeting of Shareholder must appoint the Company's auditor and determine the audit fee every year. The former auditor may be re-appointed". Article 31 of the Company's Articles of Association "Determine the business that the Annual General Meeting should act, Section 5: Appoint auditors and determine their remuneration."

The Audit Committee's opinion: The Audit Committee had considered suitability of the auditor's work quantity and performance comparing to the proposed auditor fee, as well as considered the auditor's independence, auditing professional expertise and experience, sufficient personnel, auditing services provided to the Company. Proposed to change the auditor's office from the original company PricewaterhouseCoopers ABAS Company Limited who is the company's auditor and its subsidiaries from 2015 until 2023 (9 years in total) changed to Grant Thornton Company Limited (which will be the first year of serving as the Company's auditor) for reasons of specific expertise side and in line with the company's new business plan and subsidiaries in 2024 and proposed to appoint one of the auditors from Grant Thornton Company Limited., to be the auditor of the Company and its subsidiaries for the year 2024 as follows:

Name of the proposed auditing firm		Grant Thornton Company Limited	
Name and surname of the proposed auditor	Auditor License number	Period of time of Auditor authorized in the financial statements	
		1. Ms. Luxsamee Deetrakulwattanapol	9056
2. Ms. Kesanee Srathongphool	9262		
3. Ms. Saranya Akharamahaphanit	9919		
4. Mr. Paisan Boonsirisukapong	5216		

Anyone of them is authorized to audit, review and express opinion on the Financial Statements of the Company and its subsidiary which is the same auditing firm.

The Audit fees for the Company for the year 2024 would be fixed at 1,500,000 baht per year and 6,990,000 baht per year for the Company's subsidiaries. Non-audit 250,000 baht total the amount 8,740,000 baht per year.

Comparative information on the compensation of the company's auditors with the past year

Audit fees and other service fees: (Unit: Baht)	2024 (propose year)	2023 (past year)	Changing (+/-)
• RS Public Company Limited	1,500,000	1,385,000	+115,000
• Subsidiaries	6,990,000	8,961,500	-1,971,500
Summary company's audit fees and subsidiaries	8,490,000	10,346,500	-1,856,500
• Non-audit fee	250,000	250,000	-
Total	8,740,000	10,596,500	-1,856,500

In addition, Grand Thorntan Co., Ltd. and the proposed auditors have no relationship or interests with the Company / Subsidiaries / Executives / Major shareholders including their related persons, which would affect the independence of their performing.

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditor and determination of the auditor's fee for the year 2024, which has been considered by the Audit Committee as proposed. The Board of Directors will take care of the Company and subsidiaries to ensure that financial statements can be prepared in a timely manner.

Resolutions of the Meeting of Shareholders: Majority votes of shareholders attending the Meeting and casting their votes.

Agenda 7 To consider and approve the amendment to the Articles of Association of the Company.

Objective and Rationale: To comply with the Public Limited Companies Act (No. 4) B.E. 2565, proposed to amend Article 9 of the Company's Articles of Association, the company's share repurchase to be more clear and able to be used as a framework for practice correctly

Opinion of the Board of Directors: The Board of Directors considered and resolved to approve the proposal to the shareholders' meeting to consider approving the amendment of Article 9 of the Company's Articles of Association, the Company's share repurchase, including submitting the registration of amendment to the Articles of Association of the Company as proposed by authorizing the authorized director of the Company and/or the person authorized by the director to have the power to revise and/or change the wordings in the Articles of Association as appropriate to comply with the registrar's order in registering the Company's Articles of Association with the Ministry of Commerce. The details are presented for consideration as follows.

Current : Company's Articles of Association**Proposed amendment : Company's Articles of Association**

No. 9. The Company shall neither hold nor accept its own shares for pledge, except for the following cases:

(1) The Company may repurchase shares from the shareholders who vote against the resolution of shareholders meeting to amend the Company's Articles of Association in the matters related to voting rights to receive dividends, which is unfair in the view of such shareholders.

2) The Company may repurchase shares from for the purpose of financial management when the Company has accumulated profit and excess liquidity, provided that such of repurchase of shares shall not affect to any financial difficulty to the Company.

The treasury shares held by the Company shall neither be counted to a quorum of the shareholders meeting nor be entitled to vote or dividends.

The repurchase of shares must be obtained approval from the shareholders' meeting except if the repurchase of shares not exceeding 10% of the paid-up capital, the board of directors may be granted the power to determine the repurchase of shares.

The repurchase of shares, the distribution of repurchased shares and the deduction of repurchased share shall be in accordance with the rules and procedures prescribed by the ministerial regulations.

No. 9. The Company shall neither hold nor accept its own shares for pledge, except for the following cases:

(1) The Company may repurchase shares from the shareholders who vote against the resolution of shareholders meeting to amend the Company's Articles of Association in the matters related to voting rights to receive dividends, which is unfair in the view of such shareholders.

(2) The Company may repurchase shares from for the purpose of financial management when the Company has accumulated profit and excess liquidity, provided that such of repurchase of shares shall not affect to any financial difficulty to the Company.

The treasury shares held by the Company shall neither be counted to a quorum of the shareholders meeting nor be entitled to vote or dividends.

The repurchase of shares must be obtained approval from the shareholders' meeting except if the repurchase of shares not exceeding 10% of the issued shares, the board of directors may be granted the power to determine the repurchase of shares.

The repurchase of shares, the distribution of repurchased shares and the deduction of repurchased share shall be in accordance with the rules and procedures prescribed by the ministerial regulations.

Resolutions of the Meeting of Shareholders: This agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders.

To consider other matters (if any)

The Company determined the Record Date for the right to attend the 2024 Annual General Meeting of Shareholders on 29 March 2024. Authorizing the Chief Executive Officer have the power to any act, issuance of the meeting invitation letter, change of date, time, place, format of the meeting and other details related to the meeting of 2024 Annual General Meeting of Shareholders, amend the agenda as necessary within the legal framework and the company will conduct the meeting according to the Company's Articles of Association. (Details as in Enclosure 3)

For shareholders wishing to attend the meeting in person or appoint other persons who are not independent directors as a proxy to attend the meeting and vote on his or her behalf. The registration system for submitting petition forms will be open from 23 April 2024 at 8:30 hrs. onwards until the shareholder meeting on 30 April 2024 is completed. Please consider registering according to the steps used. Electronic conferencing system work: Inventech Connect (Live Streaming) (details as in Enclosure 4)

In order to preserve the rights and interests of shareholders in the event that shareholders are unable to attend the meeting in person and intend to appoint an independent director of the company as a proxy attend meetings and vote on your behalf. Shareholders can study Explanation of methods for appointing a proxy, registration, and list of independent directors at the company. Proposed to be a proxy from shareholders (Details as in Enclosure 5)

The Company has provided convenience to shareholders, you can contact to request a proxy form B. and Form C. in document form via the company website. Shareholders can then fill in and sign the proxy form. Complete with supporting documents and affixed with stamp duty and sent to:

Ms. Rattapawee Lapnan Company Secretary Department
RS Public Company Limited
No. 27 RS Group Bldg. Tower A, 8th floor
Prasert-Manukitch Rd.,
Sena Nikhom, Chatuchak, Bangkok 10900
Within 26 April 2024 at 17.00 hrs.
(Details as in Enclosure 6)

For shareholders who wish to request for any additional information or have any questions regarding the agenda items, please send questions prior to the meeting date via email: cs@rs.co.th

Please be informed accordingly.

Yours sincerely,

-sign-

(Mr. Surachai Chetchotisak)

Chairman of the Boards and Chief Executive Officer
RS Public Company Limited

Agenda Document for Agenda 1 and Agenda 2

Form 56-1 One Report of Year 2023 in QR Code format or via Weblink channel

Form 56-1 One Report of Year 2023



Via Weblink:

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=RS&date=240430>

How to scan QR Code

The Stock Exchange of Thailand by The Thailand Securities Depository Co., Ltd. (TSD), as a securities registrar, has developed a system for sending meeting documents and annual reports in electronic form via QR code instead of a paper document format. To achieve efficiency, convenience and speed for shareholders, shareholders can download QR code for both Android and iOS operating systems as following;

(Android) and iOS Operating systems

1. Downloading LINE application
2. Connecting to the Internet
3. Open the application for scanning
 - 3.1) LINE > Home > Search > Will appear My QR Code > Scan QR Code > Press exist link for opening the document
 - 3.2) Open Camera > Scan QR Code > Will appear Link > Press Link > Consider Document

Profiles of directors and persons nominated for director position to replace directors who retire by rotation

Information of company directors who are retired by rotation and propose to the shareholders to consider re-electing to be a director of the Company for another term.

1) Name-Surname: Mr. Sorat Vanichvarakij
 Type of director to be nominated: Director / Non-Executive Director
 Age (years old): 50
 Nationality: Thai
 Date of being a director of the Company: 14 November 2012
 Term of office as a director of the Company: 11 years 4 months
 Shareholding proportion of the Company (%):
 • Self: 10.08
 • Spouse and Underage children : None



Educational qualifications:

- Master of Business Administration (MBA), Asian Institute of Technology (AIT)
- Bachelor of Marketing Business Administration, Assumption University (ABAC)

Training:

Thai Institute of Directors Association (IOD) :

- Director Certification Program (DCP), 2013

Other institutions: none

5 years past experience:

2012 - Present Director, RS Public Company Limited
 2000 - Present Chief Executive Officer, Pan Asia Industrial Company Limited
 2023 - Present Chief Executive Officer, Cosmo Acrylics Company Limited

Position as Director / Executive in other business or organization: as of 31 December 2023

Listed companies: 1 company
 2012 - Present Director, RS Public Company Limited

Limited company: 2 companies
 2000 - Present Chief Executive Officer, Pan Asia Industrial Company Limited
 2023 - Present Chief Executive Officer, Cosmo Acrylics Company Limited

Other Organizations or Institutions: None

Family relationship with directors/executives of the Company: None

Holding a position as a director or executive in other businesses that may cause conflicts of interest or businesses that compete with the business of the Company:

-None holding a position as a director or executive in such business-

History of illegal activities in the past 5 years: None

Attendance for the Board of Director and Sub-committee in 2023:

- The Board of Directors 8/8 times proportion 100%

**Information of company directors who are due to retire by rotation and propose to the shareholders
Consider re-electing to be a director of the Company for another term.**

2) Name-Surname: Mr. Wittawat Wetchabutsakorn

Type of director to be nominated: Director / Chairman of the Corporate Governance and Sustainable Development Committee / Member of the Risk Management Committee/ Member of the Executive Committee/ Chief Financial Officer / Authorized Director



Age (years old): 44

Nationality: Thai

Date of being a director of the Company: 31 January 2020

Term of office as a director of the Company: 4 years 2 months

Shareholding proportion of the Company (%) :

- Self: None
- Spouse and Underage children : None

Educational qualifications:

- Master of Business Administration (MBA), Northeastern University, Boston, USA
- Master of Science in Finance (MSF), Northeastern University, Boston, USA
- Bachelor of Business Administration (B.B.A.) International Program, Chulalongkorn University

Training:

Thai Institute of Directors Association (IOD) :

- Director Accreditation Program (DAP) Class 191, Year 2022

Other institutions:

- “CFO’s Orientation Course for New IPOs” Class 4 (Orientation 12 hours), Thai Securities Institute (TSI), the Stock Exchange of Thailand
- Continuous development on accounting knowledge of 6 hours with "2136 TFRS effective on 2020 (Latest)" (Summary of Key Issues from the Revised Accounting Reporting Standards for 2020), Dharmniti Seminar and Training Company Limited on 17 January 2020
- “Summary of Key Issues and Must-Knows of TFRS for PAEs and Changes in 2021” course, Thai Listed Company Association (TLCA)
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 4/2021 “How finance leaders are adapting within the new normal” Thai Listed Company Association (TLCA)
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 8/2021 on “The modern CFO : Driving Digital Transformation of the Finance and Accounting” Thai Listed Company Association (TLCA)
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 9/2021 on “ESG related Financial Innovation” Thai Listed Company Association (TLCA)
- TLCA CFO CPD No. 4/2022 on “Understanding of Digital Assets and Roles of CFO”
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 5/2022 on “Restructuring Business for Growth”
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 6/2022 on “Roles of CEO on Organization’s Sustainability”
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 2/2023 on " Risk Management for CFOs "
- TLCA CFO Professional Development Program (TLCA CFO CPD) No. 3/2023 on " Fintech – Financial Technology"
- TLCA CFO Professional Development Program(TLCA CFO CPD) No. 7/2023 on Economic Update for CFO (No. 2)

5 years past experience:

2023 - Present	Director, RS Service Center Company Limited
2023 - Present	Director, RS UMG Company Limited
2023 - Present	Director, Pet Medical Group Company Limited
2022 – Present	Director RS pet all Company Limited
2021 - Present	Director, RS Mall Company Limited
2021 - Present	Director, RS Multimedia and Entertainment Company Limited
2021 - Present	Director, Popcoin Club Company Limited
2021 - Present	Director, Chase Asia Public Company Limited
2021 - Present	Director, Courts Megastore (Thailand) Company Limited
2021 - Present	Director, CF Asia Asset Management Company Limited
2021 - Present	Director, Resolution Way Company Limited
2020 – Present	Director / Chairman of the Corporate Governance and Sustainable Development Committee / Member of the Risk Management Committee/ Member or the Executive Committee/ Chief Financial Officer / Authorized Director, RS Public Company Limited
2020 - Present	Director, R Alliance Company Limited

Position as Director / Executive in other business or organization: as of 31 December 2023**Listed companies:** 2 companies

2021 – Present	Director, RS Mall Company Limited
2021 – Present	Director, Chase Asia Public Company Limited

Limited company: 11 companies

2023 - Present	Director, RS Service Center Company Limited
2023 - Present	Director, RS UMG Company Limited
2023 - Present	Director, Pet Medical Group Company Limited
2022 – Present	Director RS pet all Company Limited
2021 - Present	Director, RS Mall Company Limited
2021 - Present	Director, RS Multimedia and Entertainment Company Limited
2021 - Present	Director, Popcoin Club Company Limited
2021 - Present	Director, Courts Megastore (Thailand) Company Limited
2021 - Present	Director, CF Asia Asset Management Company Limited
2021 - Present	Director, Resolution Way Company Limited
2020 - Present	Director, R Alliance Company Limited

Other Organizations or Institutions: None**Family relationship with directors/executives of the Company:** - None-**Holding a position as a director or executive in other businesses that may cause conflicts of interest or businesses that compete with the business of the Company:**

-None holding a position as a director or executive in such business-

History of illegal activities in the past 5 years: None**Attendance for the Board of Director and Sub-committee in 2023:**

• The Board of Directors	8/8	times	proportion	100%
• The Executive Committee	7/7	times	proportion	100%
• The Corporate Governance and Sustainable Development Committee	4/4	times	proportion	100%
• The Risk Management Committee	1/1	times	proportion	100%

Information of company directors who are due to retire by rotation and propose to the shareholders
Consider re-electing to be a director of the Company for another term.

3) Name-Surname: Mrs. Pornpan Techarungchaikul
Type of director to be nominated: Director/ Chairman of the Risk Management Committee/ Executive Director / Authorized Director
Age (years old): 53
 Thai
Date of being a director of the Company: 21 April 2004
Term of office as a director of the Company: 19 years 11 months
Shareholding proportion of the Company (%) :
 • Self: None
 • Spouse and Underage children: None



Educational qualifications:

- Master of Business Administration (MBA), Sasin Graduate institute of Business Administration of Chulalongkorn University
- Bachelor of Statistics, Chulalongkorn University

Training :

Thai Institute of Directors Association (IOD) :

- Director Certification Program (DCP), 2007
- Director Accreditation Program (DAP), 2004

Other institutions:

- Executive Development Program, Class 4 (EDP 4), Thai Listed Companies Association, 2009
- Senior Executive Program (CMA Program), Class 23, Capital Market Academy, 2016
- Mindfulness Organization, Buddhadasa Inthapanyo Archives Foundation

5 years past experience:

2023 – Present	Chief Executive Officer RS Music Company Limited
2023 – Present	Director, RS UMG Company Limited
2023 - Present	Director, RS Service Center Company Limited
2021 – Present	Director, RS Multimedia and Entertainment Company Limited
October 2019 – 2023	Chief Commerce Officer, RS Public Company Limited
2011 - November 2020	Chairman of the Corporate Governance Committee, RS Public Company Limited
2010 – Present	Director, Chairman of the Risk Management Committee, Executive Director Authorized Director, RS Public Company Limited
2008– August 2023	Company Secretary, RS Public Company Limited
2006 – Present	Director, RS International Broadcasting and Sports Management Company Limited
2004-Present	Director, RS Connect Company Limited

Position as Director / Executive in other business or organization: as of 31 December 2023

Listed companies:

1 company
 2010 – Present Director, Chairman of the Risk Management Committee, Executive Director Authorized Director, RS Public Company Limited

Limited Company:

6 companies
 2023 – Present Executive Officer RS Music Company Limited
 2023 – Present Director, RS UMG Company Limited
 2023 - Present Director, RS Service Center Company Limited
 2021 – Present Director, RS Multimedia and Entertainment Company Limited
 2006 – Present Director, RS International Broadcasting and Sports Management Company Limited
 2004-Present Director, RS Connect Company Limited

Other Organizations or Institutions: None

Family relationship with directors/executives of the Company: -None-

Holding a position as a director or executive in other businesses that may cause conflicts of interest or businesses that compete with the business of the Company: -None holding a position as a director or executive in such business-

History of illegal activities in the past 5 years: None

Attendance for the Board of Director and Sub-committee in 2023:

- | | | |
|---------------------------------|-----------|-----------------|
| • Board of Directors | 8/8 times | proportion 100% |
| • The Executive Committee | 7/7 times | proportion 100% |
| • The Risk Management Committee | 1/1 times | proportion 100% |

The Company's Articles of Association concerning the Shareholders' Meeting

CHAPTER 4 SHAREHOLDERS' MEETING

Articles 25. The Board shall arrange for the Annual General Meeting of shareholders to be held within four months after the end of the fiscal year of the Company.

Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate or Shareholders holding not less than one – fifth of the total number of shares sold or not less than 25 shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders within 1 month after receiving the request from those shareholders.

Articles 26. The Board of Directors shall summon a shareholders meeting by sending a notice to the shareholders not less than seven days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details – specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than three consecutive days before the date of the meeting.
The shareholders' meeting shall be held in the same area where the Company's head office located or any other province nationwide.

Articles 27. At the shareholders' meeting, the shareholder may appoint any other person to appear and vote on his/her behalf. The proxy form must be dated and signed by the proxy grantor and according to the form prescribed by the Registrar.
The proxy form must be submitted to the Chairman or other person designated by the Chairman at the meeting place before the proxy attend the meeting.

Articles 28. The quorum of a shareholders' meeting shall be either not less than twenty-five shareholders present and proxies (if any) and the total number of shares altogether should not less than one-third of the total number of shares sold, or not less than half of the total number of shareholders and the total number of shares altogether should not less than one-third of the total number of shares sold.

If after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present does not constitute a quorum as specified, such meeting shall be cancelled if such general meeting was requested by the shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven days prior to the meeting. In the new meeting, no quorum shall be required.

At the shareholders' meeting, the Chairman of the Board of Directors shall preside over the shareholders' meeting. If the Chairman of the Board of Directors does not exist or the Chairman is absent, the Vice Chairman shall act as the Chairman. If the Vice Chairman does not exist or unable to perform the duty, the shareholders present shall elect a shareholder to act as the Chairman.

Articles 29. The voting method, one share represents one vote.

The voting must be processed in revealed manner. Nevertheless, if there are at least 5 shareholders request and the meeting resolve to vote in confidential manner, the voting must be processed in confidential manner. The procedure of the confidential voting shall be determined by the Chairman.

Articles 30. A resolution of the shareholders' meeting shall require as follows:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or important parts of the business of the company to other persons.
 - (b) The purchase or acceptance of transfer of the business of the other companies or private companies by the company.
 - (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or partial parts of the business of the company, the assignment of the management of the business of the company to any other persons or the merger of the business with other persons with the purpose of the profit and loss sharing.
 - (d) The amendment of the Memorandum of Association or the Articles of Association.
 - (e) The increase or decrease in the Company's capital or the issuance of the debenture.
 - (f) The merger or the dissolution.
 - (h) Other matters as required by law.


Articles 31. The agenda which the annual general meeting of shareholders shall require as follows:

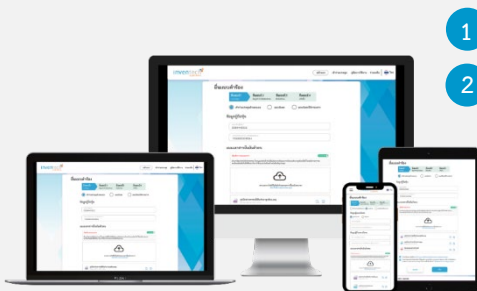
- (1) To consider the declaration of the pass operational results.
- (2) To consider and approve the Company's Balance Sheet and Income Statements.
- (3) To approve the appropriation of the profit.
- (4) To approve the appointment of the director in replacement to the director who are due to retire on rotation and determine the directors' remuneration.
- (5) To approve the appointment of the Company's auditor and determine the auditor's remuneration.
- (6) To consider other issue.

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://con.inventech.co.th/RS173251R/#/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

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

- 3 Please wait for an email information detail of meeting and Password

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 23 April 2024 at 8:30 a.m. and shall be closed on 30 April 2024 Until the end of the meeting.

3. The electronic conference system will be available on 30 April 2024 at 8:00 a.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 26 April 2024 at 5.00 p.m.

Attention to: Ms.Rattapawee Lapnan

Office of the Company Secretary


Address RS Public Company Limited

Email : cs@rs.co.th

27 RS Group Bldg., Tower A , 8th Floor, Prasert-Manukitch Rd.,

Sena Nikhom, Chatuchak, Bangkok 10900, Thailand

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

 02-931-9137

 @inventechconnect

The system available during 23 – 30 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



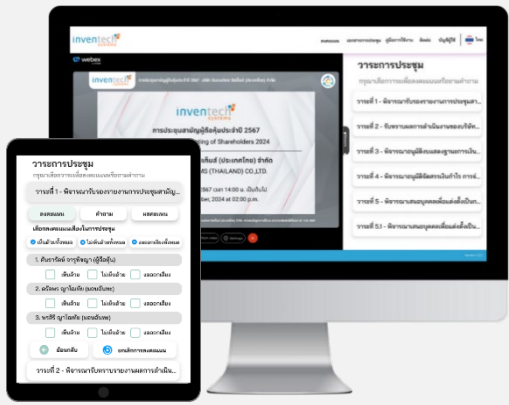
Report a problem

@inventechconnect



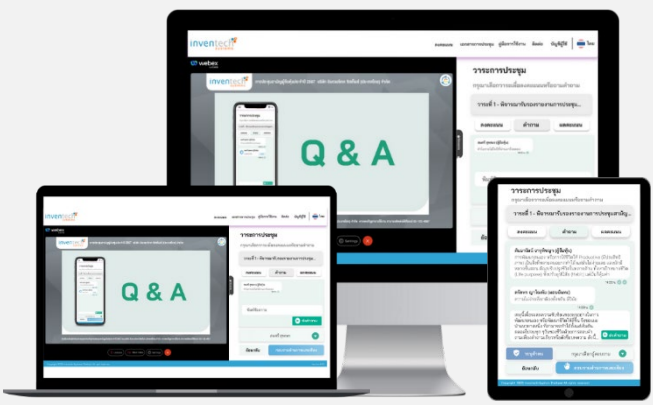
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Join Meeting” 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 record
 - 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 e-Request



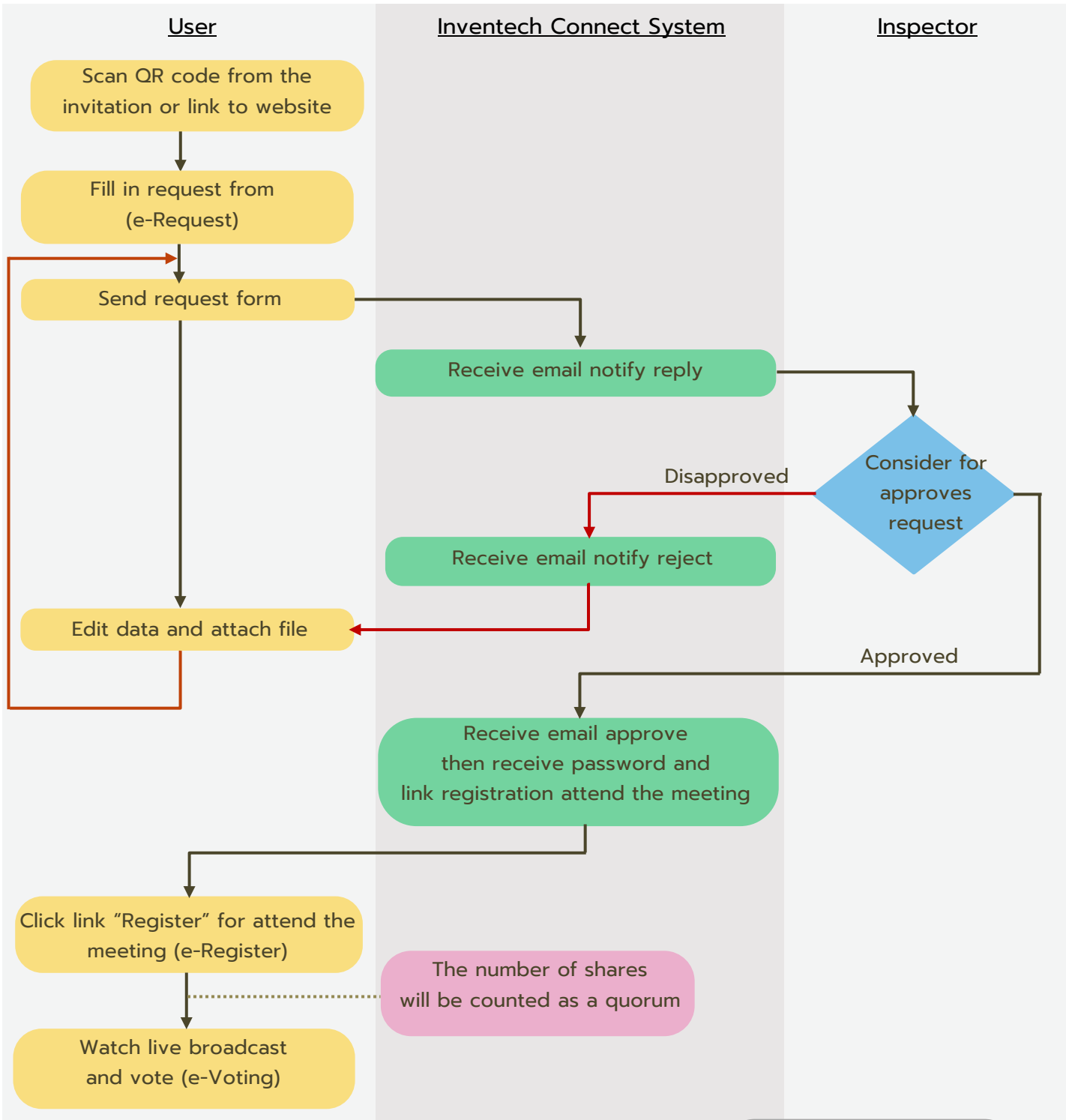
User Manual e-Voting



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.**



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.

Explanation on how to appoint a proxy,how to register to attend the meeting,
list of independent directors that the Company proposed as a proxy for shareholders
and definition of independent director.

Granting Proxy procedure

At this general meeting of shareholders,if you are unable to attend the meeting in person, you can appoint another person as your proxy to attend the meeting and can vote on your behalf whereby the proxy form for the shareholders' meeting according to the announcement of the Department of Business Development, there are three types of;

- (1) Form A. It is a general proxy form, which is simple and uncomplicated.
- (2) Form B. It is a proxy form that specifies clear and detailed list of proxy items.
(the Company, is recommended to use Proxy Form B, whereby the grantor must completely specify the voting for each agenda).
- (3) Form C. It is a form used only in case the shareholder who is a foreign investor, and appointed Custodian in Thailand as a depository and take care of stocks.

In the case of a shareholder who is a foreign investor and appoints a custodian(Custodian) in Thailand as a depository and custodian of shares Proxy forms can be used either Form A. or Form B. or Form C. for shareholders in addition only one Proxy Form (Form A or Form B) can be used.

For proxy Form B. and Form C ,Custodians in Thailand who are custodians and take care of the shares for Shareholders who are foreign investors can Download the proxy form on the Company's website <https://ir.rs.co.th/th/downloads/shareholders-meetings?year=2024>

Meeting Registration

For shareholders intend to attend the meeting in person or granting Proxy to other that is not Independent Director of the Company to attend the meeting and vote on his/her behalf at this meeting, please consider proceeding with the registration procedure for using the conference system via electronic media Inventech Connect as in Enclosure 4.

The Company will facilitate by opening application form registration system attend the shareholders' meeting (e-Request) for shareholders or proxies, who is not a proxy for an independent director, can register in advance before the meeting date since 23 April 2024 onwards and electronic conferencing system (e-Register) will be open on 30 April 2024 time 12:00 hrs. (2 hours before starting the meeting) used by shareholders or proxies Username and Password that received and follow the manual in the system according to the Enclosure 4.

If you encounter any problems in use, you can contact Inventech Call Center 02-931-9137 service
between 23– 30 April 2024 time 08.30 – 17.30 hrs.
(Only working days excluding public holidays and public holidays)

The attendees must verify their identity before attending the meeting by the following documents must be presented in the registration system and submit a request via electronic media Inventech Connect as follows; (Enclosure 4)

Submit documents by post or e-mail by date date 25 April 2024

Individual

1. In case of shareholders attending the meeting in person Show a copy/photo Document issued by the government that has not expired, such as a national ID card Government ID card, driver's license or passport and if the name is changed-Last name: submit supporting evidence with signature certifying true copy. Shareholder registration number/Email/contact number
2. In case of granting a proxy to attend the meeting
 - 2.1 Proxy form as attached with the meeting invitation letter.(either form) which has been correctly and completely filled in, signed by the grantor and the proxy.
 - 2.2 A copy of the document issued by the government agency of the shareholder according to item 1 and the shareholder has signed to certify true copy.
 - 2.3 A copy of a document issued by a government agency of the proxy holder according to item 1 and the proxy has certified true copy.
 - 2.4 Shareholder registration number proxy grantor/ email prox holder/ contact number proxy holder.

Juristic person

1. In case of shareholder's representative (director) attending the meeting in person.
 - 1.1 Show the document issued by the government agency of the representative of the juristic person as in the case of a natural person Item 1.
 - 1.2 Copy of shareholder's certificate of juristic person registration, not older than 6 months which is certified true copy. The juristic person's representative (director) and there is a statement showing that the juristic person's representative who is the attendee has the authority to act on behalf of the juristic person who is shareholder.
2. In the case of shareholders appointing proxies to proxy holder to attend the meeting
 - 2.1 Proxy form as attached to the notice of the meeting(either form) which has been correctly and completely filled in and signed by the representative of the juristic person (director) who is the grantor and proxies.
 - 2.2 Copy of shareholder's certificate of juristic person registration, not older than 6 months which is certified true copy by the juristic person's representative (director) and contains a statement indicating that the juristic person's representative signing the proxy form has the authority to act on behalf of the juristic person shareholder.
 - 2.3 A copy of the document issued by the government agency of the representative of the juristic person (director) who is the proxy grantor and certified true copy.
 - 2.4 Copy of documents issued by government agencies of the proxy holder as in the case of natural persons item 1 and the proxy holder's signature certified true copy.
3. In the case of a shareholder who is a foreign investor and appoints a custodian (Custodian) in Thailand is a depository and custodian of shares.
 - 3.1 To prepare documents and show the same documents as in the case of a juristic person item 1 or 2
 - 3.2 In the case of shareholders who are foreign investors giving Custodian who signs the proxy form on his behalf must submit additional evidence as follows:
 - 1) Power of Attorney from a shareholder who is a foreign investor authorizing Custodian to sign the proxy form on his/her behalf
 - 2) Letter confirming that the person signing the proxy form is authorized to conduct business Custodian.

In this regard, the original documents that are not in English must have an English translation attached, and the shareholder or the representative of the juristic person must certify the accuracy of the translation.

** The company will not request additional documents. or create unreasonable burdens on shareholders (e.g. not requiring the use of the original identification card of the attorney, requiring anything other than relevant official documents or circulars) **

However, the shareholders cannot split the number of shares by granting multiple proxies to split their votes and the shareholders must appoint an equal number of proxies, number of shares held. The proxy cannot be given less than the number of shares held by him or her, except for Custodian at shareholder who is a foreign investor and has been appointed as a depository and custodian of shares according to the Proxy Form C.

List of independent directors that the company Proposed as a proxy for shareholders

In case you wish to appoint an independent director of the Company as your proxy theas a proxy to attend the meeting and vote for youThe company would like to propose the names of independent directors to be at your discretion, namely

1) Name-Surname: Mr.Phisit Dachanabhirom,
 RS shareholding: None
 Age: 82 years old
 Position: Independent Director/Chairman of the Audit Committee /
 Chairman of the Nomination and Remuneration Committee
 Address: 183 Regent House Building, Ratchadamri Road, Lumpini Sub-strict, Pratumwan District, Bangkok 10330
 Agenda with conflicts of interest in this Annual General Meeting of Shareholders:
 Agenda5 : To consider and approve the election of directors to replace those who retired by rotation in 2024.
 Agenda6: To consider and approve the determination of the directors' remuneration for the year 2024.
 Interest special in the shareholder's meeting this time: -None-

3) Name-Surname: Mr. Supakit Assavachai,
 RS shareholding: None
 Age: 65 years old
 Position: Independent Director/ Member of the Audit Committee /
 Member of the Nomination and Remuneration Committee
 Address: 98/36 Laddarom-Pinklao Village, Kanchanapisek Road, Bang khu wiang Sub-strict, Bang kruai District, Nonthaburi 10330
 Agenda with conflicts of interest in this Annual General Meeting of Shareholders:
 Agenda5 : To consider and approve the election of directors to replace those who retired by rotation in 2024.
 Agenda6: To consider and approve the determination of the directors' remuneration for the year 2024.
 Interest special in the shareholder's meeting this time: -None-

Note– Details of proposed independent directors by the Company to be a proxy appeared in Annual information disclosure form 56-1One Reportsection "Attachment No.1-Details of directors, executives, controlling persons and company secretary" (Enclosure 1)

Independent Director Definition

Independent Directors mean external director, not involving in Executives, company staff, Executive Director or authorized signatory director, and be independent from major shareholders, Executives and related parties. In addition, Independent Directors are able to consider equitable treatment to shareholders and to preempt any possible conflict of interest between the Company and related parties. Independent Directors shall possess the qualifications as follows:

- (1) Hold shares not exceeding 0.5% of the total number of shares entitled to voting rights in the Company, the parent company, the subsidiary companies, the associated companies or any corporations that may cause a conflict of interest, which shall be inclusive of the shares held his/her related parties*.
- (2) He/she has been neither Executive directors** nor been an employee/staff member/advisor getting salary paid, both in present time and two years before the appointment, of/by the Company, the subsidiary companies, the associated companies, the affiliated companies*** or any corporations that may cause a conflict of interest.
- (3) No relationship by blood or legal registration as parent, spouse, sibling, son/daughter and/or son/daughter in-law of an executive officer or a major shareholder with controlling power, or a candidate who will be nominated as an executive or a person in charge of the operations of the Company or the subsidiary companies.
- (4) Business relations can be divided as follows:
 - (a) Relationship types
 - Relationship between professional service providers and users
 - Features: Auditors, other professional service providers such as legal consultants, financial advisors, property appraisers, etc.
 - Significant levels that are categorized non-independence.
 - Auditors: be prohibited in all cases
 - Other professional service providers: Transaction value exceeds Baht 2 million a year.
 - Trade/Business Relations (apply the similar guidelines to the Stock Exchange's requirements regarding related party transactions:
 - Features: Business transactions in all types including normal transactions, real property leases/out-leases, asset/service-related transactions, and financial assistance grants or receipts.
 - Significant levels that are categorized non-independence:

Transaction value is \geq Baht 20 million or \geq 3% of the Company's NTA (net tangible assets), whichever is lower.

While considering a value in each time of transaction, the total value of previous transactions over the past 6 months shall be inclusive.

- (b) The same relationship as Type (a) with corporations that are categorized non-independence such as major shareholders, directors (except independent/audit directors) and executives or partners of those corporations.
- (c) Prohibited period for no relationship in both types (a) and (b): In present time and two years before the appointment.
- (d) Exemptions: In a necessary and reasonable case which does not happen frequently or constantly, an independent/audit director may bear a relationship beyond the significant levels, as set out above, during his or her term in office, provided that a prior and unanimous approval from the board of the Company is obtained. Furthermore, the board of the Company must provide the disclosure of information regarding the aforesaid relationship in a registration statement for a public offering or securities placement (filing form) and Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) of the Company. If that independent/audit director is nominated for another term, the board of the Company shall provide a description of the said relationship in the notice of the shareholders' meeting on an agenda for the election of director.

- (5) Be not appointed as a representative of any board members or major shareholders of the Company, as well as being not appointed as a representative of other shareholders who bear relationship with major shareholders of the Company.
- (6) No restrictions that make him/her unable to freely express his/her opinions.
- (7) An independent director, with the complete qualifications, as stated in clauses 1-6, may be designated and authorized by the board of the Company to make a decision regarding the operations of the Company, the parent company, the subsidiary companies, the associated companies, the affiliated companies and/or other corporations that may cause a conflict of interest, which such decision can be collectively made (collective decision).

If an independent director of the Company also holds office as an independent director for the parent company, the subsidiary companies and/or the affiliated companies, the Board of Directors of the Company shall provide the disclosure of such information as well as the disclosure of overall remuneration that certain independent director gets paid, in the filing form and the Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) of the Company respectively.

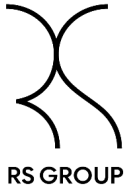
Notes:

* Related parties mean persons under Section 258 of Securities and Exchange Act.

** Executive directors mean persons who involve in the management of the Company, hold office and are in charge of the Company as an executive, and are authorized signatory director to execute a binding document on behalf of the Company, except a specified person in any transaction already been approved by the Board to sign a binding document jointly with other director(s).

*** Affiliated companies mean subsidiaries of two and up having the same parent company.

However, the definition of independent director of the Company more stringent than the minimum requirements of the Securities and Exchange Commission (SEC) due to the SEC specifies the qualifications of independent directors to hold no more than 1% of the total number of voting shares of the Company, Subsidiaries, Joint Venture, or Related Companies, and the shares held by related persons shall also be included.



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.....

Reside at Road Sub-District

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

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท อาร์เอส จำกัด (มหาชน) (บริษัทฯ) เลขทะเบียนผู้ถือหุ้น.....

Being a shareholder of RS Public Company Limited (the Company) Shareholders' registration No.

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

Holding the total amount of shares, and having the right to vote equal to vote

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

Ordinary share shares, having the right to vote equal to votes,

(3) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียด ตามสิ่งที่ส่งมาด้วย 5)

Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 5)

[] 1).....อายุ.....ปี อยู่บ้านเลขที่.....

Age years, Resides at

ถนน..... ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

[] 2) นายพิศิษฐ์ ดัชฌาภิรมย์ อายุ 82 ปี อยู่บ้านเลขที่ 183 หรือ

Mr. Phisit Dachanabhirom age 82 years, Residing at 183 or

อาคาร รีเจนท์เฮาส์ ถนน ราชดำริ ตำบล/แขวง ลุมพินี

Building Regent House Road Ratchadamri Tambol/Khwaeng Lumpini

อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ

Amphur/Khet Patumwan Province Bangkok Postal Code 10330 or

[] 3) นายศุภกิจ อัศวชัย อายุ 65 ปี อยู่บ้านเลขที่ 98/36

Mr. Supakit Assavachai age 65 years, Residing at 98/36

หมู่บ้าน ลัดดารมย์ ปิ่นเกล้า ถนน กาญจนภิเษก ตำบล/แขวง บางคูเวียง

Village Laddarom Pinklao Road Kanchanapisek Tambol/Khwaeng Bang Khu Wiang

อำเภอ/เขต บางกรวย จังหวัด นนทบุรี รหัสไปรษณีย์ 11130

Amphur/Khet Bang kruai Province Nonthaburi Postal Code 11130

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ใน วันที่ 30 เมษายน 2567 เวลา 10.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for year 2024 on 30 April 2024, at 10.00 hrs., that meeting will be only held via Electronic Meeting (e-AGM). Live broadcast at Headquarter, RS Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้

In this Meeting, I/We have granted to my/our proxy holder to vote on my/our behalf as follows;

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2566 ตามแบบ 56-1 One Report**

Agenda 1 **To consider and approve the operating results year 2023 according to Form 56-1 One Report.**

(วาระนี้เป็นเรื่องเพื่อทราบ จึงไม่มีการลงคะแนนเสียง)

(This agenda is for information therefore there was no voting.)

วาระที่ 2 **พิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของบริษัทฯ สำหรับปี สิ้นสุด วันที่ 31 ธันวาคม 2566 ซึ่งได้ผ่านการตรวจสอบโดยผู้สอบบัญชีรับอนุญาตแล้ว**

Agenda 2 **To consider and approve the statements of financial position and the statements of comprehensive income of the fiscal year ended 31 December 2023, which has been audited by a certified public accountant.**

[] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

[] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our as follows;

[] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 3 **พิจารณาอนุมัติการจ่ายเงินปันผล และรับทราบการจ่ายเงินปันผลระหว่างกาล สำหรับปี 2566**

Agenda 3 **To consider and approve dividend payments, and acknowledge the interim dividend payment for 2023**

[] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

[] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our as follows;

[] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 4 **พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ สำหรับปี 2567**

Agenda 4 **To consider and approve the appointment of directors to replace those who retire by rotation for the year 2024.**

[] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

[] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our as follows;

[] แต่งตั้งกรรมการเข้าใหม่ทั้งหมด

To appointment of a whole new set of directors.

[] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

[] แต่งตั้งกรรมการเป็นรายบุคคล

To appointment of new directors individually.

ชื่อกรรมการ	1) นายโสรัตน์	วนิชวารากิจ
Name of Director	1) Mr.Sorat	Vanichvarakij
[] เห็นด้วย/Approve	[] ไม่เห็นด้วย/Disapprove	[] งดออกเสียง/Abstain

ชื่อกรรมการ	2) นายวิวัฒน์	เวชบุษกร
Name of Director	2) Mr.Wittawat	Wetchabutsakorn
[] เห็นด้วย/Approve	[] ไม่เห็นด้วย/Disapprove	[] งดออกเสียง/Abstain

ชื่อกรรมการ	3) นางพรพรรณ	เตชรุ่งชัยกุล
Name of Director	3) Mrs. Pornpan	Techarungchaikul
[] เห็นด้วย/Approve	[] ไม่เห็นด้วย/Disapprove	[] งดออกเสียง/Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ สำหรับปี 2567

Agenda 5 To consider and approve the determination of directors' remuneration for the year 2024.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้
 (b) To grant my/our proxy to vote at my/our as follows;
 [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชี สำหรับปี 2567

Agenda 6 To consider and approve the appointment of auditor and the fix of audit fee for the year 2024.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้
 (b) To grant my/our proxy to vote at my/our as follows;
 [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 7 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda 7 To consider and approve the amendment of the Company's Articles of Association.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้
 (b) To grant my/our proxy to vote at my/our as follows;
 [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 8 เรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other (if any).

- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ.
Other statements or evidences (if any) of the proxy holder.
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agenda item that is not as specified in this proxy letter shall be considered as invalid and not my voting as a shareholder.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/We have not specified my/our voting intention in any agenda or not clearly specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Proxy Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy holder
(.....)

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy holder must authorize only on proxy holder to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda item regarding the election of new directors, the ballot can be either for all the nominated candidates as a whole or an Individual candidate.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบฉันทะแบบ (ข) ตามแนบ
In case there is any further agenda item apart from specified above brought into consideration in the Meeting, proxy holder may use the Attachment to Proxy Form B.
- กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่นกรณี ผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใด ที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)
If there is any rule or regulation requiring the proxy holder to make any statement or provide any evidence such as the case that the proxy holder has interest in any matter which he/she attends and votes at the meeting he/she may make the statement or provide evidence as specific in clause (5).
- กรุณาติดอากรแสตมป์ 20 บาท
Please affix Duty Stamp of 20 Baht.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ (ข)

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาร์เอส จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ใน วันที่ 30 เมษายน 2567 เวลา 10.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่ จะ พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RS Public Company Limited for the Annual General Meeting of Shareholders for year 2024 on 30 April 2024, at 10.00 hrs. that meeting will be only held via Electronic Meeting (e-AGM) at Headquarter, RS Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้
 - (b) To grant my/our proxy holder to vote at my/our as follows;
 - เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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วาระที่.....เรื่อง.....

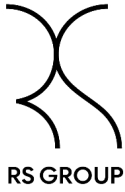
Agenda.....Subject.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 - (b) To grant my/our proxy holder to vote at my/our as follows;
 - เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้
 - (b) To grant my/our proxy holder to vote at my/our as follows;
 - เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain



สิ่งที่ส่งมาด้วย 6

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp 20 Baht)

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodian in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550 (2007)

เขียนที่

Written at

วันที่ เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We

Nationality

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

Reside at Road Sub-District

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

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

Acting as the custodian for

เป็นผู้ถือหุ้นของ บริษัท อาร์เอส จำกัด (มหาชน) (บริษัทฯ) เลขทะเบียนผู้ถือหุ้น.....

Being a shareholder of RS Public Company Limited (the Company) Shareholders' registration No.

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

Holding the total amount of shares, and having the right to vote equal to vote

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

Ordinary share shares, having the right to vote equal to votes,

(2) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียด ตามสิ่งที่ส่งมาด้วย 5)

Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 5)

[] 1).....อายุ.....ปี อยู่บ้านเลขที่.....

Age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub-District District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

[] 2) นายพิศิษฐ์ ดัชณาภิรมย์ อายุ 82 ปี อยู่บ้านเลขที่ 183 หรือ

Mr. Phisit Dachanabhirom age 82 years, Residing at 183 or

อาคาร รีเจนท์เฮาส์ ถนน ราชดำริ ตำบล/แขวง ลุมพินี

Building Regent House Road Ratchadamri Tambol/Khwaeng Lumpini

อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ

Amphur/Khet Patumwan Province Bangkok Postal Code 10330 or

[] 3) นายศุภกิจ อัศวะชัย อายุ 65 ปี อยู่บ้านเลขที่ 98/36

Mr. Supakit Assavachai age 65 years, Residing at 98/36

หมู่บ้าน ลัดดารมย์ ปิ่นเกล้า ถนน กาญจนภิเษก ตำบล/แขวง บางคูเวียง

Village Laddarom Pinklao Road Kanchanapisek Tambol/Khwaeng BangKhuWiang

อำเภอ/เขต บางกรวย จังหวัด นนทบุรี รหัสไปรษณีย์ 11130

Amphur/Khet Bang kruai Province Nonthaburi Postal Code 11130

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ใน วันที่ 30 เมษายน 2567 เวลา 10.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุม สำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอสกรุ๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for year 2024 on 30 April 2024, at 10.00 hrs., that meeting will be only held via Electronic Meeting (e-AGM). Live broadcast at Headquarter, RS Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ Any business carried out by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The Proxy holder is authorized for all shares held and entitled to vote.

มอบฉันทะบางส่วน คือ

The Proxy holder is authorized for certain shares as follows:

<input type="checkbox"/> หุ้นสามัญ.....หุ้น	และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
Ordinary share	shares, entitling to vote	votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....		เสียง
Total entitled		votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้

In this Meeting, I/We have granted to my/our proxy holder to vote on my/our behalf as follows;

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2566 ตามแบบ 56-1 One Report**
Agenda 1 **To consider and approve the operating results year 2023 according to Form 56-1 One Report.**
 (วาระนี้เป็นเรื่องเพื่อทราบ จึงไม่มีการลงคะแนนเสียง)
 (This agenda is for information therefore there was no voting.)

วาระที่ 2 **พิจารณาอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของบริษัทฯ สำหรับปี สิ้นสุด วันที่ 31 ธันวาคม 2566 ซึ่งได้ผ่านการตรวจสอบโดยผู้สอบบัญชีรับอนุญาตแล้ว**
Agenda 2 **To consider and approve the statements of financial position and the statements of comprehensive income of the fiscal year ended 31 December 2023, which has been audited by a certified public accountant.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our as follows;

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 3 **พิจารณาอนุมัติการงดจ่ายเงินปันผล**
Agenda 3 **To consider and approve the omission of dividend payment.**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our as follows;

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 4 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ สำหรับปี 2567

Agenda 4 To consider and approve the appointment of directors to replace those who retire by rotation for the year 2024.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our as follows;

[] **แต่งตั้งกรรมการเข้าใหม่ทั้งหมด**

To appointment of a whole new set of directors.

- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

[] **แต่งตั้งกรรมการเป็นรายบุคคล**

To appointment of new directors individually.

- | | | |
|------------------|---------------|---------------|
| ชื่อกรรมการ | 1) นายโสรัตน์ | วนิชวารากิจ |
| Name of Director | 1) Mr.Sorat | Vanichvarakij |
- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

- | | | |
|------------------|----------------|-----------------|
| ชื่อกรรมการ | 2) นายวิวัฒน์ | เวชชบุษกร |
| Name of Director | 2) Mr.Wittawat | Wetchabutsakorn |
- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

- | | | |
|------------------|-----------------|------------------|
| ชื่อกรรมการ | 3) นางพรพรรณ | เตชรุ่งชัยกุล |
| Name of Director | 3) Mrs. Pornpan | Techarungchaikul |
- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ สำหรับปี 2567

Agenda 5 To consider and approve the determination of directors' remuneration for the year 2024.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our as follows;
- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชี สำหรับปี 2567

Agenda 6 To consider and approve the appointment of auditor and the fix of audit fee for the year 2024.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our as follows;
- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 7 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda 7 To consider and approve the amendment of the Company's Articles of Association.

- [] (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- [] (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) To grant my/our proxy to vote at my/our as follows;
- [] เห็นด้วย/Approve [] ไม่เห็นด้วย/Disapprove [] งดออกเสียง/Abstain

วาระที่ 8 เรื่องอื่น ๆ (ถ้ามี)

Agenda 8 Other (if any).

- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ.
Other statements or evidences (if any) of the proxy holder.
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agenda item that is not as specified in this proxy letter shall be considered as invalid and not my voting as a shareholder.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

I/We shall be fully liable for any action taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Proxy Grantor
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy holder
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy holder
(.....)

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders as registered in the registration book who have appointed a custodian in Thailand can use the Proxy Form C.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the proxy form are:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the election of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual candidate.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there is any further agenda apart from specified above brought into consideration in the Meeting, proxy holder may use the Attachment to Proxy Form C.
- กรุณาติดอากรแสตมป์ 20 บาท
Please affix Duty Stamp of 20 Baht.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ (ค)

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อาร์เอส จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 10.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่ซึ่งพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RS Public Company Limited for the Annual General Meeting of Shareholders for year 2024 on 30 April 2024, at 10.00 hrs., that meeting will be only held via Electronic Meeting (e-AGM) at Headquarter, RS Public Company Limited, RS Group Building No. 27, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

วาระที่.....เรื่อง.....

Agenda.....Subject.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy holder to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามประสงค์ของข้าพเจ้าดังนี้
 - (b) To grant my/our proxy holder to vote at my/our as follows;
 - เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

Agenda.....Subject.....

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RS GROUP

More Information

Contact : Company Secretary

Tel. 0-2037-8156