



Invitation Letter

**to the Annual General Meeting of Shareholders
for year 2025**

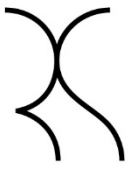
RS Public Company Limited (RS)

Wednesday 30 April 2025 at 14.00 hrs.

The shareholders meeting will be conducted through Electronic meeting only (e-AGM)



Download
documentation
of the meeting



RS GROUP

Ref RS2025/007

RS Public Company Limited

27 RS Group Bldg., Prasert-Manukitch Rd.

Sena Nikhom, Chatuchak, Bangkok 10900, Thailand

02 037 8888 | www.rs.co.th

4 April 2025

- Subject:** Invitation to the 2025 Annual General Meeting of Shareholders.
- Attn:** Shareholders,
RS Public Company Limited
- Enclosure No.:**
1. Annual Registration Statement/Annual Report 2024 (Form 56-1 e-One Report) in QR Code format
 2. Profiles of directors and persons nominated for director position to replace directors who retire by rotation
 3. Profile of new directors
 4. The Company's Articles of Association concerning the Shareholders' Meeting
 5. Guidelines for attending the Annual General Meeting of Shareholders through electronic means (Inventech Connect: Live Streaming)
 6. Instructions on proxy appointment, registration, and profiles of independent directors assigned as proxies on behalf of shareholders
 7. Proxy Form B / Form C

The Board of Directors of RS Public Company Limited (the "Company") resolved to convene the 2025 Annual General Meeting of Shareholders on **Wednesday, 30 April 2025 at 14.00 hrs. 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 at Rose Hall, RS Group Building Tower C, 5th floor Prasert-Manukitch Rd., Sena-Nikhom, Chatuchak, Bangkok 10900,

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 1 October 2024 to 30 December 2024. However, it appeared that "no one proposed additional agenda items and names of suitable director candidate for consideration at the 2025 Annual General Meeting of Shareholders".

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

Agenda 1 To acknowledge the reports of board of directors and operating results for the year ended 31 December 2024

Objective and Rationale: The Company's operating results and other information for the year 2024 are disclosed in the Annual Registration Statement/Annual Report 2024 (Form 56-1e-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 2024 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 financial statements for the year ended 31 December 2024

Objective and Rationale: Pursuant to the Public Limited Companies Act B.E. 2535, Section 112, 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 2024 and acknowledges the auditor's report are disclosed in the Annual Registration Statement/ Annual Report 2024 (Form 56-1 e-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 2024 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 the approval for omitted dividend payment

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% of the registered capital). Therefore, at the end of the year 2024, 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 1,091,109,031 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.

Due to the Company's intention to allocate funds for business expansion and to use them as working capital to enhance liquidity, the Company has decided to refrain from paying dividends for the fiscal year 2024.

Opinion of the Board of Directors: The Board of Directors considered and deem it appropriate to propose to the shareholders' meeting to consider and approval of the omission of dividend payment for the operating period of the fiscal year 2024, as the Company intends to allocate funds for business expansion and use them as working capital to enhance the Company's liquidity in the future.

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

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation

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."

Three directors whose terms have expired, with details as follows:

Name-Surname	Type of Director	Position
1) Mr. Surachai Chetchotisak	Executive Director	Chairman of the Board of Directors /Chief Executive Officer / Chairman of Investment of Committee/ Authorized Director
2) Mr. Phisit Dachanabhirom	Independent Director	Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
3) Mrs. Wansuda Thanasaranart	Independent Director	Director / Audit Committee / Nomination and Remuneration Committee

In this regard Mrs. Wansuda Thanasaranart retired from office at the end of term due to the restructuring of the Board of Directors to reduce overlap with related company.

The Nomination and Remuneration Committee resolved to propose the Board of Directors to reappoint the directors who must retire by rotation 2 persons for another term which are:

Name-Surname	Type of Director	Position
1) Mr. Surachai Chetchotisak	Executive Director	Chairman of the Board of Directors /Chief Executive Officer / Chairman of Investment of Committee/ Authorized Director
2) Mr. Phisit Dachanabhirom	Independent Director	Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee

The Board of Directors has considered and determined that the nominated individuals for the position of independent director meet the qualifications required by law and the relevant regulations concerning independent directors. The nominees have undergone the company's selection process and meet the applicable criteria, making them suitable for the company's business operations. Additionally, their nomination has been carefully and thoroughly reviewed by the Nomination and Remuneration Committee.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee considered and deemed it appropriate to propose to the Board of Director's Meeting and Annual General Meeting of Shareholders for consideration and approval of the reappointment of (1) Mr. Surachai Chetchotisak and (2) Mr. Phisit Dachanabhirom, who are due to retire by rotation, as directors for another term Therefore Mrs. Wansuda Thanasaranat retired from office at the end of term due.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the reappointment of (1) Mr. Surachai Chetchotisak and (2) Mr. Phisit Dachanabhirom, who are due to retire by rotation, as directors for another

term Therefore Mrs. Wansuda Thanasaranat retired from office at the end of term due.. This proposal has been reviewed and endorsed by the Nomination and Remuneration Committee.

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

Agenda 5 To Consider and approve the appointment of new directors.

Objective and Rationale: To enhance the Company's corporate governance and operational efficiency in alignment with its business growth, the Nomination and Remuneration Committee deems it appropriate to propose to the Board of Directors for consideration and approval of the appointment of new directors.

Criteria and Procedures for the Nomination and Appointment of Directors The Nomination and Remuneration Committee is responsible for selecting and screening qualified individuals from a diverse Board structure (Board's Diversity). The committee then submits its recommendations to the Board of Directors for approval before presenting the nominees to the Annual General Meeting of Shareholders for final approval. Additionally, all shareholders are given the opportunity to nominate individuals who meet the qualifications prescribed by securities and exchange laws and other relevant regulations.

Consideration and approval of the appointment of new directors, with details as follows:

Name-Surname	Type of Director	Type of Appointment
1) Mr. Jakkrit Parapantakul	Independent Director	To be appointed in replacement of Mr. Sorat Vanichvorakij who resigned from his position as a Director
2) Ms. Jamjuree Sirovetnukul	Independent Director	To be appointed in replacement of Mrs. Wansuda Thanasaranart who retires from office at the end of term.
3) Mr. Chot Chetchotisak	Executive Director	To be appointed in replacement of Mrs. Pornpan Techrunghaikul who resigned from her position as a Director

The Board of Directors has considered and determined that the nominated individuals for the position of independent director meet the qualifications required by law and the relevant regulations concerning independent directors. The nominees have undergone the company's selection process and meet the applicable criteria, making them suitable for the company's business operations. Additionally, their nomination has been carefully and thoroughly reviewed by the Nomination and Remuneration Committee This is excluded the director and executives who has stakeholder engagement; agreed " Mr. Jakkrit Parapantakul, Mrs. Jamjuree Sirovetnukul and Mr. Chot Chetchotisak are qualified and do not have any disqualifying characteristics according to the relevant regulations or laws, also having knowledge, capabilities, professional experience which will enhance the efficiency and diversity in the structure of the Board of Directors as well as the Company's business operation".

Therefore, after appointment of new directors, Director of the Company has total 7 persons which comprises of:

Name-Surname	Type of Director	Position
1) Mr. Surachai Chetchotisak	Executive Director	Chairman of the Board of Directors / Chief Executive Officer / Chairman of Investment of Committee/ Authorized Director
2) Mr. Phisit Dachanabhirom	Independent Director	Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
3) Mr. Supakit Assavachai	Independent Director	Director / Audit Committee / Nomination and Remuneration Committee
4) Ms. Jamjuree Sirovetnukul	Independent Director	Director
5) Mr. Jakkrit Parapantakul	Independent Director	Director
6) Mr. Wittawat Wetchabutsakorn	Executive Director	Director / Chairman of the Corporate Governance and Sustainable development/ Authorized Director
7) Mr. Chot Chetchotisak	Executive Director	Director / Investment of Committee / Authorized Director

Upon shareholders' meeting resolving to appoint directors, the Board of Directors shall subsequently proceed with the full appointment of subcommittees.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee considered and deemed it appropriate to propose to the Board of Director’s Meeting and the shareholders' meeting for consideration and approval the appointment of 1) Mr. Jakkrit Parapantakul as a new director, replacing Mr. Sorat Vanichvorakij, who has resigned 2) Mrs. Jamjuree Sirovetnukul as a new directors replacing Mrs. Wansuda Thanasaranart who retires from office at the end of term and 3) Mr. Chot Chetchotisak as a new director, replacing Mrs. Pornpun Techarungchaikul who has resigned. These individuals possess the necessary knowledge, expertise, and specialized skills, I am well- equipped to support future business expansion.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the appointment of 1) Mr. Jakkrit Parapantakul 2) Mr. Chot Chetchotisak 3) Mrs. Jamjuree Sirovetnukul as a new directors, following reviewed and endorsement by the Nomination and Remuneration Committee.

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

Agenda 6 To consider and approve the change of Directors authorized to sign to bind the Company

Objective and Rationale: As a result of the restructuring of the Board of Directors, there has been a change in the authorized directors who are empowered to sign on behalf of the Company. Therefore, the Company deems it appropriate to propose for consideration and approval the change of authorized directors, as detailed below.

Type	From	Change to
Names of Authorized Directors	Mr. Surachai Chetchotisak	Mr. Surachai Chetchotisak
	Mr. Wittawat Wetchabutsakorn	Mr. Wittawat Wetchabutsakorn
	Mrs. Pornpan Techarungchaikul	Mr. Chot Chetchotisak
Number of Authorized Directors	Two of the three signing jointly and affixing the Company’s seal.	-No Change-

In addition, it is deemed appropriate to propose that the Annual General Meeting of Shareholders consider granting authority to the Board of Directors or the Executive Committee or the Chief Executive Officer, or person designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer, to have the authority to sign requests or documents necessary and related to the registration of amendments to the Directors and / or Director’s authority. This includes, but is not limited to, amendments to any content as per the recommendations, opinions, or instructions of the Registrar of the Ministry of Commerce and/or any other relevant government agencies.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for consideration and approval the change of Directors authorized to sign to bind the Company. Previously, Mr. Surachai Chetchotisak, Mr. Wittawat Wetchabutsakorn, and Mrs. Pornpun Techarungchaikul were authorized, with any two of the three signing jointly and affixing the Company's seal. The proposed change will authorize Mr. Surachai Chetchotisak, Mr. Wittawat Wetchabutsakorn, and Mr. Chot Chetchotisak, with any two of the three signing jointly and affixing the Company's seal.

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

Agenda 7

To consider and approve the directors' remuneration for the year ended 31 December 2025

Objective and Rationale: 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.

With details as follows:

1. Monetary Compensation

1) Monthly remuneration and Meeting allowance	2025 (propose year)		2024 (past year)		changing	
	Monthly Remuneration (baht/month)	Meeting allowance (baht/time)	Monthly Remuneration (baht/month)	Meeting allowance (baht/time)	Monthly Remuneration (baht/month)	Meeting allowance (baht/time)
the Board of Directors						
- Chairman of Director	35,000	25,000	-	30,000	+35,000	-5,000
- Director	25,000	20,000	-	25,000	+25,000	-5,000
Audit Committee						
- Chairman of Audit Committee	45,000	35,000	50,000	30,000	-5,000	-5,000
- Member of Audit Committee	35,000	30,000	45,000	25,000	-10,000	-5,000

Note

1. Directors who are executives or employees of the Company will be not entitled to receive a monthly fixed fee or the other sub-committee meeting fixed fee excluded meeting allowance.
2. Non-Executive Directors who held the position in the sub-committees will be not entitled the remuneration of sub-committees excluded Director's remuneration and Audit Committee's remuneration.

2) Gratuity compensation/ Annual director bonus	2025 (propose year)	2024 (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	2025 (propose year)	2024 (past year)	Changing
	(baht/year)	(baht/year)	
	Not entitle other benefit and remuneration	Not entitle other benefit and remuneration	-

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 the directors' remuneration for the year 2025 This remuneration includes both monetary compensation, such as monthly remuneration, meeting allowances, directors' gratuities, and non-monetary compensation, with details as follows.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the annual remuneration for directors for the year ending 31 December 2025, which has been reviewed and endorsed by the Nomination and Remuneration Committee.

Resolutions of the Meeting of Shareholders: The resolution for this Agenda Item requires votes of not less than two - thirds (2/3) of the shareholders attending the meeting and casting their votes.

Agenda 8 To consider and approve the appointment of auditor and fix his/ her remuneration for the year ended 31 December 2025

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.” Grant Thornton Company Limited has been the auditor of the Company and its subsidiaries since 2024 (a total period of one year). If reappointed, this will mark the second consecutive year of their appointment.

Opinion of the Audit Committee: The Audit Committee has considered the appropriateness of the audit workload and performance in comparison to the audit fees proposed by the auditor. Additionally, factors such as independence, professional expertise, auditing experience, sufficient personnel, and the provision of audit services to the Company have been taken into account. The auditor has consistently performed their duties well. Furthermore, when comparing the workload and audit fees with those of other listed companies of a similar scale, the proposed audit fees are deemed reasonable. Therefore, it is deemed appropriate to propose that the Board of Directors submit for the shareholders' meeting consideration and approval the appointment of one of the following auditors:

Auditor's name		Certified Public Accountant No.	The period in which the auditor signs the financial statements.
Mr. Paisan	Boonsirisukapong	5216	2 years since 2024-2025
Ms. Lakshmi	Deetrakulwattanaphol	9056	
Ms. Saranya	Akharamahaphanit	9919	
Ms. Kesanee	Srathongphool	9262	

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 2025 would be fixed at 2,000,000 baht per year and 6,990,000 baht per year for the Company’s subsidiaries. Non-audit 400,000 baht total the amount 9,390,000 baht per year.

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

Audit fee and Other service fee: (Unit : THB)	2025 (propose year)	2024 (past year)	Variance
RS Public Company Limited	2,000,000	1,500,000	+500,000
Subsidiaries	6,990,000	6,990,000	-
Total of audit fees for Company and its subsidiaries	8,990,000	8,490,000	+500,000
Non-audit fee	400,000	250,000	+150,000
Grand Total	9,390,000	8,740,000	+650,000

In addition, Grant Thornton Company Limited and the proposed auditors to be appointed as the Company's auditors have no relationship or conflict of interest with the Company, its subsidiaries, its executives, major shareholders, or any persons related to such individuals in a manner that would affect their independent performance of duties in any way.

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 Grant Thornton Company Limited as the auditor of the Company and its subsidiaries and the determination of the auditor's remuneration for the fiscal year ending 31 December 2025, in the total amount of 9,390,000 Baht. This proposal has been reviewed by the Audit Committee. 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: The resolution for this Agenda Item requires votes of not less than two - thirds (2/3) of the shareholders attending the meeting and casting their votes.

Agenda 9 To consider and approve the amendment of company's objectives

Objective and Rationale: To support business expansion in digital asset investments and align with objectives of company's subsidiaries. The company currently has 58 objectives, with additional 2 objectives proposed, make total of 60 objectives. The memorandum of association will be amended to reflect the updated objectives of company, 'Clause 3: The company's objectives consist of 60 items.' which the details of company's objectives to be added as follows:

59. To lead the Company's investments in funds, stocks, bonds, debentures, obligations, or other securities of any company established for any industrial or business purpose, and to manage such stocks, bonds, debentures, obligations, or other securities, including selling, distributing, or repurchasing such securities, whether issued by the Company or any other legal entity, both domestically and internationally (excluding securities business).

60. The business involves operating as a cryptocurrency exchange center, digital token exchange center, cryptocurrency broker, digital token broker, cryptocurrency trader, and digital token trader. It also provides consulting and advice services to businesses or individuals regarding cryptocurrencies and digital tokens. The business offers digital currency exchange or digital currency sales services, invests in digital assets, including but not limited to mining, trading, and exchanging digital assets, and provides a digital token trading system. The business may also engage in other services related to cryptocurrency and digital token transactions (once approved by the relevant authorities, in cases where authorization is required). Additionally, it provides services for storing, processing, verifying, and confirming data on the decentralized transaction network, applies blockchain technology, and conducts research, development, design, and data collection related to information technology (IT) to enhance knowledge, expertise, and academic skills in technology.

In order to comply with the Company's Article of Association and the Public Limited Companies Act B.E. 2535 (1992), by authorizing the Board of Directors, the Executive Committee, the Chief Executive Officer, or person designated by the Board of Directors, the Executive Committee, or the Chief Executive Officer, to have the authority to sign requests or documents necessary and related to the registration of amendments to the Memorandum of Association, the Certificate of business registration, and the Articles of Association of the Company. This includes, but is not limited to, amendments to any content as per the recommendations, opinions, or instructions of the Registrar of the Ministry of Commerce and/or any other relevant government agencies, specifying the details of the amendments requested.

Opinion of the Board of Directors: The Board deemed it appropriate to propose to Shareholder's Meeting for consideration and approval of amendment of company's objectives to support business expansion in digital asset investments and align with objectives of company's subsidiaries. The company currently has 58 objectives, with additional 2 objectives proposed, make total of 60 objectives. The memorandum of association will be amended to reflect the updated objectives of company, 'Clause 3: The company's objectives consist of 60 items.'

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.

The Company determined the Record Date for the right to attend the 2025 Annual General Meeting of Shareholders (Record Date) on 14 March 2025. Consequently, the XM sign will be posted on 13 March 2025. Authorizing the executive committee and/or Chief Executive Officer to have authority in take any necessary actions related to convening the 2025 Annual General Meeting of Shareholders, within changing the format of the meeting, issuance of the meeting invitation letter, change of date, time, place, and other relevant details concerning the meeting as deemed necessary and appropriate, in the event that the Company is unable to hold the meeting as originally scheduled and the company will conduct the meeting according to the Company's Articles of Association. (Details as in Enclosure 4)

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 2025 at 8:30 hrs. onwards until the shareholder meeting on 30 April 2025 is completed. Please consider registering according to the steps used. Electronic conferencing system work: Inventech Connect (Live Streaming) (details as in Enclosure 5)

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 6)

The Company has provided convenience to shareholders, you can contact to request a proxy form B. and Form C. (Details as in Enclosure 7) 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 29 April 2028 at 17.00 hrs.

(Details as in Enclosure 5)

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

Co-ordinator : Ms. Rattapawee Lapnan/ Tel. 02-037-8125 / email: cs@rs.co.th

Agenda Document for Agenda 1 and Agenda 2

Form 56-1 e-One Report for Year 2024
in QR Code format or via Weblink channel

Form 56-1 e-One Report for Year 2024



Via Weblink:

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=RS&date=250430>

How to scan QR Code

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(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

Existing Directors Nominated for Reappointment as “Directors”

Name - Surname	Mr. Surachai Chetchotisak	
Age	62 years	
Nationality	Thai	
Types of proposed directors	<ul style="list-style-type: none"> Executive Director 	
Position	<ul style="list-style-type: none"> Chairman of the Board of Directors Chief Executive Officer Chairman of the Investment Committee Authorized Director 	
Address	99 Prasert-Manukitch Road, Sena Nikhom, Chatuchak Bangkok	
Educational Qualifications	<ul style="list-style-type: none"> Honorary Doctorate of Marketing, Chandrakasem Rajabhat University Bachelor of Political Sciences, Ramkhamhaeng University 	
Directorship Training Program from Thai Institute of Directors (IOD)	Director Accreditation Program (DAP) Year 2003	
Work Experience in the Past Five Years	<p>Nov 2024– Present Director, RSXYZ Public Company Limited</p> <p>2023 – Nov 2024 Chief Executive Officer, RSXYZ Public Company Limited</p> <p>2023 – Present Director, Andaman Entertainment Company Limited</p> <p>2023 – Present Director, Pet Medical Group Company Limited</p> <p>2023 – Present Director, RS Service Center Company Limited</p> <p>2022 – Present Director, RS Direct Company Limited</p> <p>2021 – Present Director, Chase Public Company Limited</p> <p>2021 – Present Director, Chetchot Holding Company Limited</p> <p>2020 – Present Director, R Alliance Company Limited</p> <p>2013 – Present Director, Golden Tiger Company Limited</p> <p>2012 - Present Chairman, RS Public Company Limited</p> <p>2003 – Present Chairman of the Executive Committee, RS Public Company Limited</p> <p>1992 – Present Chief Executive Officer, RS Public Company Limited</p> <p>Authorized Director, RS Public Company Limited</p> <p>2011 – Present Director of Chetchot Company Limited</p> <p>2011 – Present Director of Tiger Fun Company Limited</p> <p>2010 – Present Director of Membership Company Limited</p> <p>2006 – Present Director of RS International Broadcasting and Sports Management Company Limited</p> <p>2001- Present Director of RS Connect Company Limited</p> <p>1999 – Present Director of RS Music and entertainment Company Limited</p> <p>1990 – Present Director of Chetchotisak Company Limited</p>	



Direct and indirect shareholding in RS Public Company Limited as of 31 December 2024 - Mr. Surachai Chetchotisak - Spouse / those who live together as husband and wife and/or Minor Child - Juristic Person holding more than 30 percent of shares	455,929,998 shares or 20.89% -None- -None-
Position in other listed companies	2 Company Director, RSXYZ Public Company Limited Director, Chase Public Company Limited
Position in other non-listed companies	14 Companies Director, Andaman Entertainment Company Limited Director, Pet Medical Group Company Limited Director, RS Service Center Company Limited Director, RS Direct Company Limited Director, Chetchot Holding Company Limited Director, R Alliance Company Limited Director, Golden Tiger Company Limited Director of Tiger Fun Company Limited Director of Membership Company Limited Director of RS International Broadcasting and Sports Management Company Limited Director of RS Connect Company Limited Director of RS Music and entertainment Company Limited Director of Chetchotisak Company Limited
Directorship or Executive Positions in Other Entities That May Cause a Conflict of Interest or Compete with the Company's Business	-Does not hold a position as a director or executive in such business-
Legal Violations in the Past Five Years	-None-
Date of Appointment as the Company's Director	15 January 2003
Term of Directorship	22 Years 2 months
Transactions That May Cause a Conflict of Interest with the Company in 2024	-None-
Attendance in Board and Committee Meetings in 2024	Board of Directors Meetings: 7/7 times (100%) Executive Committee Meetings: 4/4 times (100%)
Information for Consideration of Election as a Director	
Family Relationship with Executives or Major Shareholders of the Company or Subsidiaries	-Yes-
Current or Past Relationship with the Company / Subsidiaries / Affiliates or Entities with Potential Conflict of Interest (Within the Last Two Years)	-No-
Participation in Management, Employment, or Advisory Roles Receiving Regular Salaries	-Yes-
Professional Service Provider (e.g., Auditor or Legal Advisor)	-No-
Significant Business Relationships That May Affect Independent Judgment	-No-

Reasons for Nomination as a Director	<p>Mr. Surachai Chetchotisak is fully qualified in accordance with the relevant laws and regulations*. Throughout his tenure, he has carried out his duties as follows:</p> <ol style="list-style-type: none">1. Participated in defining corporate policies, vision, mission, strategic business plans, objectives, and key goals to ensure sustainable business operations.2. Supervised and monitored the company's performance to ensure compliance with applicable laws, corporate regulations, and the organization's core objectives.3. Acted as Chairman of the Board and Chief Executive Officer, overseeing business management with transparency and utmost efficiency under good corporate governance principles, ensuring that the set goals are achieved while maximizing benefits for all stakeholders.4. Acted as Chairman of the Investment Committee, overseeing the evaluation of new business investments and ensuring that investment plans align with regulatory requirements.
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*Applicable Laws and Regulations

- Public Limited Companies Act B.E. 2535 (1992) and its amendments, Section 68.
- Securities and Exchange Act B.E. 2535 (1992) and its amendments, Section 89/3, in conjunction with the Securities and Exchange Commission (SEC) Notifications No. KorChor. 8/2553 and KorChor. 3/2559 regarding the determination of untrustworthy characteristics of directors and executives (SEC Notifications).

Name - Surname	Mr. Phisit Dachanabhirom	
Age	83 years	
Nationality	Thai	
Types of proposed directors	<ul style="list-style-type: none"> Independent Director 	
Position	<ul style="list-style-type: none"> Board of Director Chairman of Audit Committee Chairman of Nomination and Remuneration Committee 	
Address	183 Regent House Rajchadamri Road, Lumpini, Patumwan Bangkok	
Educational Qualifications	<ul style="list-style-type: none"> Bachelor of Accounting, Thammasat University Bachelor of Commerce, Thammasat University Certified Public Accountant Registration No. 966 	
Directorship Training Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> Director Certification Program (DCP), 2007 Audit Committee Program (ACP), 2005 Director Accreditation Program (DAP), 2004 	
Work Experience in the Past Five Years	2024 - Present	Chairman BJC staff savings cooperative Limited
	2024 - Present	Chairman of the Audit Committee Advanced Asia Hospital Company Limited
	2023 – Present	Independent Director/ Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee, RSXYZ Public Company Limited
	2007 – Present	Independent Director/ Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee, RS Public Company Limited
	2003 – Present	Independent Director/ Chairman of the Audit Committee, The Nomination and Remuneration Committee and Corporate Governance and Sustainable Development, Jaymart Group Holdings Public Company Limited
	2001 – Present	Chairman of the Executive Committee, Professional Alliance Group Company Limited
	1982 – Present	Director /Executive Director, Polypharm Company Limited
Direct and indirect shareholding in RS Public Company Limited as of 31 December 2024		
- Mr. Phisit Dachanabhirom	-None-	
- Spouse / those who live together as husband and wife and/or Minor Child	-None-	
- Juristic Person holding more than 30 percent of shares	-None-	
Position in other listed companies	2 Companies Audit Committee, RSXYZ Public Company Limited Audit Committee, Jaymart Group Holdings Public Company Limited	
Position in other non-listed companies	4 Companies Director, BJC staff savings cooperative Limited Director, Advanced Asia Hospital Company Limited Director, Professional Alliance Group Company Limited	



	Director, Polypharm Company Limited	
Directorship or Executive Positions in Other Entities That May Cause a Conflict of Interest or Compete with the Company's Business	-Does not hold a position as a director or executive in such business-	
Legal Violations in the Past Five Years	-None-	
Date of Appointment as the Company's Director	19 February 2007	
Term of Directorship	18 Years 2 months	
Term of Independent Directorship	18 Years 2 months	
Transactions That May Cause a Conflict of Interest with the Company in 2024	-None-	
Attendance in Board and Committee Meetings in 2024	Board of Directors Meetings:	7/7 times (100%)
	Audit Committee Meetings:	4/4 times (100%)
	Nomination and Remuneration Meetings:	1/1 time (100%)
Information for Consideration of Election as a Director		
Family Relationship with Executives or Major Shareholders of the Company or Subsidiaries	-No-	
Current or Past Relationship with the Company / Subsidiaries / Affiliates or Entities with Potential Conflict of Interest (Within the Last Two Years)	-No-	
Participation in Management, Employment, or Advisory Roles Receiving Regular Salaries	-No-	
Professional Service Provider (e.g., Auditor or Legal Advisor)	-No-	
Significant Business Relationships That May Affect Independent Judgment	-No-	
Necessity for Nominating an Independent Director with a Consecutive Tenure Exceeding Nine Years	<p>Mr. Pisit Datchanabhirom is fully qualified in accordance with the relevant laws and regulations*. Throughout his tenure, he has performed the following key responsibilities:</p> <ol style="list-style-type: none"> 1. Participated in defining corporate policies, vision, mission, strategic business plans, objectives, and key goals to ensure sustainable business operations. 2. Supervised and monitored the company's performance to ensure alignment with the organization's core objectives. 3. Acted as Chairman of the Audit Committee, overseeing the selection and determination of auditor remuneration for submission to the Board of Directors before presenting it to the shareholders' meeting. He also provided opinions on matters requiring the Audit Committee's approval, such as financial statements, related-party transactions, and asset acquisitions or disposals. 4. Acted as Chairman of the Nomination and Remuneration Committee, overseeing the selection of qualified candidates for directorial positions and determining director remuneration, which is then submitted to the Board of Directors before being presented for shareholder approval. 	

*Applicable Laws and Regulations

- Public Limited Companies Act B.E. 2535 (1992) and its amendments, Section 68.
- Securities and Exchange Act B.E. 2535 (1992) and its amendments, Section 89/3, in conjunction with the Securities and Exchange Commission (SEC) Notifications No. KorChor. 8/2553 and KorChor. 3/2559 regarding the determination of untrustworthy characteristics of directors and executives (SEC Notifications).

Profile of new directors

Profile of the appointment of new directors

Name - Surname	Mr.Jakkrit Parapantakul																													
Age	65 years																													
Nationality	Thai																													
Types of proposed directors	<ul style="list-style-type: none"> • Independent Directors 																													
Position	<ul style="list-style-type: none"> • Board of Directors 																													
Address	599 Moo 1 Bang Kaeo, Bang Phli, Samut Prakan																													
Educational Qualifications	<ul style="list-style-type: none"> • Master's Degree, Business Administration, Angelo State University, USA • Bachelor's Degree, Accounting Program, Thammasart University 																													
Directorship Training Program from Thai Institute of Directors (IOD)	Director Accreditation Program (DAP) Year 2003																													
Work Experience in the Past Five Years	<table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2022 – Present</td> <td>Independent Director / Chairman of Audit Committee/ Nomination and Remuneration Committee/ Master style Public Company Limited</td> </tr> <tr> <td>Dec 2022 – Present</td> <td>Independent Director / Chairman of Audit Committee/ Petchsriwichai Enterprise Public Company Limited</td> </tr> <tr> <td>Nov 2022 – Present</td> <td>Board of Council of the University/ Distinguished Member Thammasart University</td> </tr> <tr> <td>Jun 2022 – Present</td> <td>Director, The Siam Commercial Bank Public Company Limited</td> </tr> <tr> <td>Jun 2022 – April 2024</td> <td>Executive Committee /Nomination Committee, Remuneration Committee / Corporate Governance Committee / The Siam Commercial Bank Public Company Limited</td> </tr> <tr> <td>April 2022 – Jul 2024</td> <td>Chairman / Chairman of Risk Committee/Chairman of Remuneration and Corporate Governance Card X Company Limited</td> </tr> <tr> <td>Feb 2022 – Present</td> <td>Director, WHA Industrial Development Public Company Limited</td> </tr> <tr> <td>Oct 2021 – Present</td> <td>Independent Director / Chairman of Audit and Risk Committee Intouch Holdings Public Company Limited</td> </tr> <tr> <td>2021-Present</td> <td>Independent Director / Audit Committee WHA Corporation Public Company Limited</td> </tr> <tr> <td>2021-Jun 2022</td> <td>Director /Executive Committee /Nomination and Remuneration and Corporate Governance Committee / SCB X Public Company Limited</td> </tr> <tr> <td>2021- 2022</td> <td>Nomination and Remuneration Committee Master style Public Company Limited</td> </tr> <tr> <td>2020- 2022</td> <td>Vice Chairman and Rehabilitation Plan Preparer Thai Airways International Public Company Limited</td> </tr> <tr> <td>2020-2020</td> <td>Acting President / Independent Director/ Thai Airways International Public Company Limited</td> </tr> <tr> <td>2019-2021</td> <td>Independent Director / Audit Committee/ Nomination and Remuneration Committee/</td> </tr> </table>		2022 – Present	Independent Director / Chairman of Audit Committee/ Nomination and Remuneration Committee/ Master style Public Company Limited	Dec 2022 – Present	Independent Director / Chairman of Audit Committee/ Petchsriwichai Enterprise Public Company Limited	Nov 2022 – Present	Board of Council of the University/ Distinguished Member Thammasart University	Jun 2022 – Present	Director, The Siam Commercial Bank Public Company Limited	Jun 2022 – April 2024	Executive Committee /Nomination Committee, Remuneration Committee / Corporate Governance Committee / The Siam Commercial Bank Public Company Limited	April 2022 – Jul 2024	Chairman / Chairman of Risk Committee/Chairman of Remuneration and Corporate Governance Card X Company Limited	Feb 2022 – Present	Director, WHA Industrial Development Public Company Limited	Oct 2021 – Present	Independent Director / Chairman of Audit and Risk Committee Intouch Holdings Public Company Limited	2021-Present	Independent Director / Audit Committee WHA Corporation Public Company Limited	2021-Jun 2022	Director /Executive Committee /Nomination and Remuneration and Corporate Governance Committee / SCB X Public Company Limited	2021- 2022	Nomination and Remuneration Committee Master style Public Company Limited	2020- 2022	Vice Chairman and Rehabilitation Plan Preparer Thai Airways International Public Company Limited	2020-2020	Acting President / Independent Director/ Thai Airways International Public Company Limited	2019-2021	Independent Director / Audit Committee/ Nomination and Remuneration Committee/
2022 – Present	Independent Director / Chairman of Audit Committee/ Nomination and Remuneration Committee/ Master style Public Company Limited																													
Dec 2022 – Present	Independent Director / Chairman of Audit Committee/ Petchsriwichai Enterprise Public Company Limited																													
Nov 2022 – Present	Board of Council of the University/ Distinguished Member Thammasart University																													
Jun 2022 – Present	Director, The Siam Commercial Bank Public Company Limited																													
Jun 2022 – April 2024	Executive Committee /Nomination Committee, Remuneration Committee / Corporate Governance Committee / The Siam Commercial Bank Public Company Limited																													
April 2022 – Jul 2024	Chairman / Chairman of Risk Committee/Chairman of Remuneration and Corporate Governance Card X Company Limited																													
Feb 2022 – Present	Director, WHA Industrial Development Public Company Limited																													
Oct 2021 – Present	Independent Director / Chairman of Audit and Risk Committee Intouch Holdings Public Company Limited																													
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2019-2021	Independent Director / Audit Committee/ Nomination and Remuneration Committee/																													



	<p>2018- President Chairman / Chairman of Audit Committee Sabuy Techonlogy Public Company Limited</p> <p>2019-2021 Independent Director / Chairman of Audit Committee Synnex (Thailand) Public Company Limited</p> <p>2018-2021 President, NBD Healthcare Company Limited</p> <p>2017-2022 Independent Director, Esso (Thailand) Public Company Limited</p> <p>2017-2022 President Federation of Accounting Professions Under the Royal Patronage of His Majesty the King</p> <p>2016-President Chairman of the Corporate Governance and Sustainability Committee, MFC Asset Management Public Company Limited</p> <p>2015-2022 Director /Executive Committee /Nomination and Remuneration Corporate Governance Committee The Siam Commercial Bank Public Company Limited</p> <p>2014-2023 Independent Director / Audit Committee Pinthong Industrial Park Public Company Limited</p>
<p>Direct and indirect shareholding in RS Public Company Limited as of 31 December 2024</p> <p>- Mr. Jakkrit Parapantakul</p> <p>- Spouse / those who live together as husband and wife and/or Minor Child</p> <p>- Juristic Person holding more than 30 percent of shares</p>	<p>-None-</p> <p>-None-</p> <p>-None-</p>
<p>Position in other listed companies</p>	<p>8 Companies</p> <p>Director, Master style Public Company Limited</p> <p>Director, Petchsrivichai Enterprise Public Company Limited</p> <p>Director, The Siam Commercial Bank Public Company Limited</p> <p>Director, WHA Industrial Development Public Company Limited</p> <p>Director, Intouch Holdings Public Company Limited</p> <p>Director, WHA Corporation Public Company Limited</p> <p>Director, Sabuy Techonlogy Public Company Limited</p> <p>Director, MFC Asset Management Public Company Limited</p>
<p>Position in other non-listed companies</p>	<p>1 Company</p> <p>Board of Council of the University, Distinguished Member Thammasart University</p>
<p>Directorship or Executive Positions in Other Entities That May Cause a Conflict of Interest or Compete with the Company's Business</p>	<p>-Does not hold a position as a director or executive in such business-</p>
<p>Legal Violations in the Past Five Years</p>	<p>-None-</p>
<p>Date of Appointment as the Company's Director</p>	<p>30 April 2025</p>
<p>Term of Directorship</p>	<p>-None-</p>
<p>Transactions That May Cause a Conflict of Interest with the Company in 2024</p>	<p>-None-</p>

Information for Consideration of Election as a Director	
Family Relationship with Executives or Major Shareholders of the Company or Subsidiaries	-No-
Current or Past Relationship with the Company / Subsidiaries / Affiliates or Entities with Potential Conflict of Interest (Within the Last Two Years)	-No-
Participation in Management, Employment, or Advisory Roles Receiving Regular Salaries	-No-
Professional Service Provider (e.g., Auditor or Legal Advisor)	-No-
Significant Business Relationships That May Affect Independent Judgment	-No-

Name - Surname	Mrs. Jamjuree Sirovetnukul	
Age	61 years	
Nationality	Thai	
Types of proposed directors	<ul style="list-style-type: none"> Independent Director 	
Position	<ul style="list-style-type: none"> Board of Directors 	
Address	129/940 Rattanatibeth, Bangrak Noi, Muang Nontaburi	
Educational Qualifications	<ul style="list-style-type: none"> Master's Degree in Finance East Texas State University, Texas, USA Bachelor's Degree, Finance, Faculty of Commerce and Accountancy, Thammasart University Bachelor's degree, Management Science, Major Accounting, Sukothai Thammatirat University 	
Directorship Training Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> Director Accreditation Program (DAP) 2004 Audit Committee Program (ACP) 2004 	
Work Experience in the Past Five Years	2023 – 2024	Executive Director of Finance, Accounting, Information Technology, Human Resources, and Administration AGC Vinythai Public Company Limited
	2021 – 2025	Senior Executive Vice President of Finance, Accounting, Human Resources, and Administration Vinythai Public Company Limited
	2011 – 2021	Deputy Managing Director of Finance and Accounting Vinythai Public Company Limited
	2021 – Present	Chairman of Audit Committee, Risk Committee Independent Director PMC Label Materials Public Company Limited
	2013 – 2024	Director Advanced Biochemical (Thailand) Company Limited
	2011 – 2024	Director Pimai Salt Company Limited
Direct and indirect shareholding in RS Public Company Limited as of 31 December 2024		
- Mrs. Jamjuree Sirovetnukul	-None-	
- Spouse / those who live together as husband and wife and/or Minor Child	-None-	
- Juristic Person holding more than 30 percent of shares	-None-	
Position in other listed companies	1 Company Director, PMC Label Materials Public Company Limited	
Position in other non-listed companies	-None-	
Directorship or Executive Positions in	-Does not hold a position as a director or executive in such business-	



Other Entities That May Cause a Conflict of Interest or Compete with the Company's Business	
Legal Violations in the Past Five Years	-None-
Date of Appointment as the Company's Director	30 April 2025
Term of Directorship	-None-
Transactions That May Cause a Conflict of Interest with the Company in 2024	-None-
Information for Consideration of Election as a Director	
Family Relationship with Executives or Major Shareholders of the Company or Subsidiaries	-No-
Current or Past Relationship with the Company / Subsidiaries / Affiliates or Entities with Potential Conflict of Interest (Within the Last Two Years)	-No-
Participation in Management, Employment, or Advisory Roles Receiving Regular Salaries	-No-
Professional Service Provider (e.g., Auditor or Legal Advisor)	-No-
Significant Business Relationships That May Affect Independent Judgment	-No-

Name - Surname	Mr.Chot Chetchotisak	
Age	33 years	
Nationality	Thai	
Types of proposed directors	<ul style="list-style-type: none"> Executive Directors 	
Position	<ul style="list-style-type: none"> Board of Directors Investment Committee Authorized Director 	
Address	419/2 Lad prao 15, Jormphol, Chatuchak, Bangkok	
Educational Qualifications	<ul style="list-style-type: none"> Bachelor's Degree, Business Administration of Finance, Chulalongkorn University 	
Directorship Training Program from Thai Institute of Directors (IOD)	-None-	
Work Experience in the Past Five Years	2024 – Present	Investment Committee / Group Chief Operating Officer RS Public Company Limited Deputy Chief Executive Officer / Executive committee Investment Committee RSXYZ Public Company Limited
	2023 - Present	Business Development Manager, RSXYZ Public Company Limited
	2022 – Present	Director, Moms Hospitality Company Limited
	2022 – Present	Director Moms Touch Company Limited
	2021 – Present	Director Chetchot Holdings Company Limited Director 72 courtyard Company Limited Director Okonomi (Thailand) Company Limited Director Super Friends Company Limited
	2019 – Present	Director Soi Development Company Limited
	2015 – Present	Director Soaring Tiger Company Limited
	2013 – Present	Director Golden Tiger Company Limited
	2011 – Present	Director Chetchot Company Limited Director Tiger Fun Company Limited
	2010- Present	Director Membership Company Limited



Direct and indirect shareholding in RS Public Company Limited as of 31 December 2024 - Mr. Chot Chetchotisak - Spouse / those who live together as husband and wife and/or Minor Child - Juristic Person holding more than 30 percent of shares	-None- -None- -None-
Position in other listed companies	1 Company Executive, RSXYZ Public Company Limited
Position in other non-listed companies	12 Companies Director, Moms Hospitality Company Limited Director, Moms Touch Company Limited Director, Chetchot Holdings Company Limited Director, 72 courtyard Company Limited Director, Okonomi (Thailand) Company Limited Director, Superfriends Company Limited Director, Soi Development Company Limited Director, Soaring Tiger Company Limited Director, Golden Tiger Company Limited Director, Chetchot Company Limited Director, Tiger Fun Company Limited Director, Membership Company Limited
Directorship or Executive Positions in Other Entities That May Cause a Conflict of Interest or Compete with the Company's Business	-Does not hold a position as a director or executive in such business-
Legal Violations in the Past Five Years	-None-
Date of Appointment as the Company's Director	30 April 2025
Term of Directorship	-None-
Transactions That May Cause a Conflict of Interest with the Company in 2024	-None-
Information for Consideration of Election as a Director	
Family Relationship with Executives or Major Shareholders of the Company or Subsidiaries	-Yes-
Current or Past Relationship with the Company / Subsidiaries / Affiliates or Entities with Potential Conflict of Interest (Within the Last Two Years)	-No-
Participation in Management, Employment, or Advisory Roles Receiving Regular Salaries	-Yes-
Professional Service Provider (e.g., Auditor or Legal Advisor)	-No-
Significant Business Relationships That May Affect Independent Judgment	-No-

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 45 days after receiving the request from those shareholders.

If the Board of Directors fails to convene a meeting within the specified period as stipulated in paragraph two, the shareholders who have jointly signed or other shareholders holding the required number of shares as prescribed may convene the meeting themselves within forty-five (45) days from the expiration of the specified period in paragraph two. In such a case, it shall be deemed a shareholders' meeting convened by the Board of Directors, and the company shall bear the necessary expenses incurred in organizing the meeting and provide reasonable facilitation.

If, in any instance where a shareholders' meeting is convened under paragraph three, the number of attending shareholders does not constitute a quorum as specified in Article 28, the shareholders who called the meeting under paragraph three shall jointly bear the responsibility for reimbursing the company for the expenses incurred in organizing the meeting.

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.

The actions under paragraph one may alternatively be carried out through electronic media by making an announcement on a publicly accessible website, provided that the ownership of the website can be legally verified in accordance with the law and the criteria prescribed by the registrar.

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:

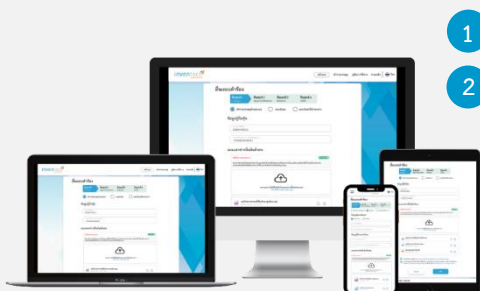
- (1) To consider the declaration of the pass operational results.
- (2) To consider and approve the Company's Balance Sheet and Income Statements.
- (3) To approve the appropriation of the profit.
- (4) To approve the appointment of the director in replacement to the director who are due to retire on 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://inv.inventech.co.th/RS176009R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

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

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 23 April 2025 at 8:30 hrs. and shall be closed on 30 April 2025 Until the end of the meeting.

3. The electronic conference system will be available on 30 April 2025 at 12:00 hrs. (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 29 April 2025 at 17.00 hrs.

Attention to: Ms.Rattapawee Lapnan

Office of the Company Secretary


Address RS Public Company Limited

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

Sena Nikhom, Chatuchak, Bangkok 10900, Thailand

Email: cs@rs.co.th

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

 02-460-9229

 @inventechconnect



The system available during 23 – 30 April 2025 at 08.30 hrs. – 17.30 hrs.

(Specifically excludes holidays and public holidays)

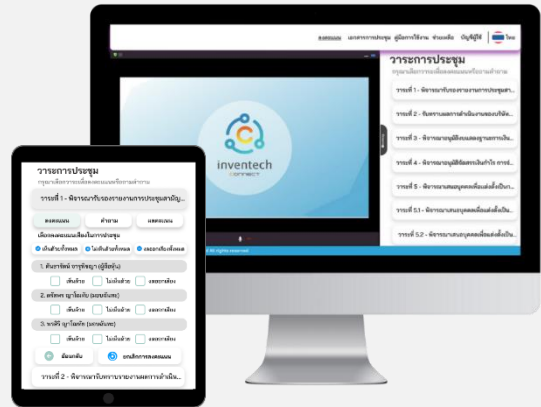


Report a problem

@inventechconnect

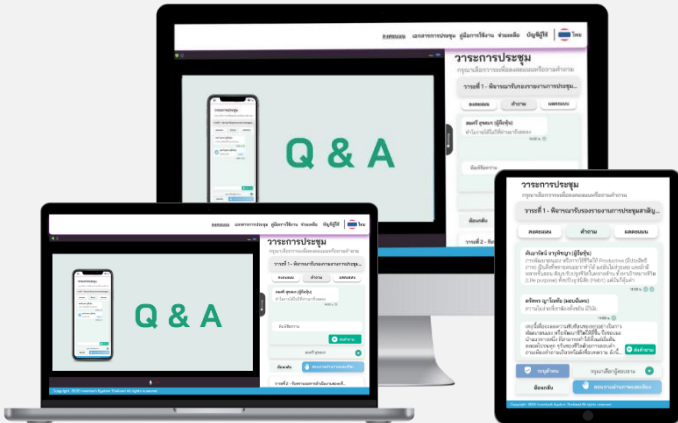
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



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

Step to ask questions via Inventech Connect



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

How to use Inventech Connect

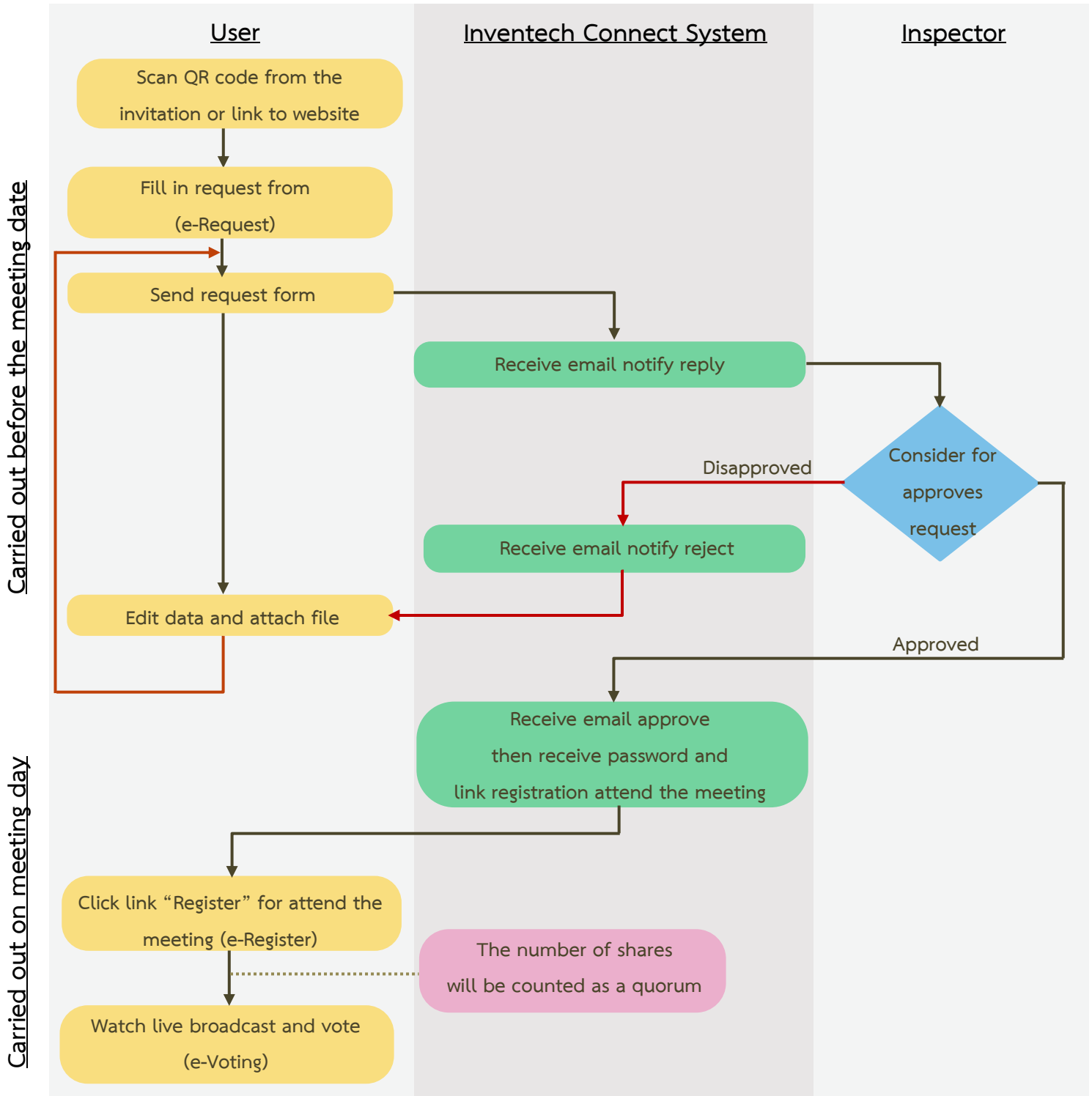


User Manual and Video of using Inventech Connect

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

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

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

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

In case Exit the meeting

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

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=2025>

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 5.

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 2025 onwards and electronic conferencing system (e-Register) will be open on 30 April 2025 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 02-460-9229 service
between 23– 30 April 2025 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 29 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 to attend the meeting and vote for you. The company would like to propose the names of independent directors to be at your discretion, namely

1) Name-Surname: Mr. Supakit Assavachai,
RS shareholding: None
Age: 66 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:

Agenda 7 : To consider and approve the directors' remuneration for the year 31 December 2025

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 56-1 e-One Report section "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 1% 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.



(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp 20 Baht)

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) นายศุภกิจ อัสวชัย อายุ 66 ปี อยู่บ้านเลขที่ 98/36

Mr. Supakit Assavachai age 66 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 2568 ใน วันที่ 30 เมษายน 2568 เวลา 14.00 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 2025 on 30 April 2025, at 14.00 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.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้ทุกประการ

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.

[] 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) นายจักรกฤตย์ พาราพันธกุล

Name of Director 1) Mr. Jakkrit Parapantakul

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

ชื่อกรรมการ 2) นายโชติ เศรษฐโชติศักดิ์

Name of Director 2) Mr. Chot Chetchotisak

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

ชื่อกรรมการ 3) นางจามจรี ศิริเวธกุล

Name of Director 3) Mrs. Jamjuree Sirovetnukul

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

วาระที่ 6 พิจารณานุมัติการเปลี่ยนแปลงอำนาจกรรมการผู้มีอำนาจลงลายมือชื่อผูกพันบริษัท**Agenda 6 To consider and approve the change of Directors authorized to sign to bind the Company.**

[] (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 พิจารณานุมัติค่าตอบแทนกรรมการประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**Agenda 7 To consider and approve the directors' remuneration for the year ended 31 December 2025**

[] (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 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**Agenda 8 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2025**

[] (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 9 พิจารณานุมัติการแก้ไขวัตถุประสงค์**Agenda 8 To consider and approve the amendment of company's objectives**

[] (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

- (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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนพระศรีธรมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RS Public Company Limited for the Annual General Meeting of Shareholders for year 2025 on 30 April 2025, at 14.00 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
 (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
 (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
 (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



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 6)

Hereby appoint (appoint an independent director as your proxy, with details according to the Enclosure 6)

[] 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) นายศุภกิจ อัสวชัย อายุ 66 ปี อยู่บ้านเลขที่ 98/36

Mr. Supakit Assavachai age 66 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 2568 ใน วันที่ 30 เมษายน 2568 เวลา 14.00 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 2025 on 30 April 2025, at 14.00 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 ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ
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 **รับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2567**
Agenda 1 **To acknowledge the reports of board of directors and operating results for the year ended 31 December 2024**
(วาระนี้เป็นเรื่องเพื่อทราบ จึงไม่มีการลงคะแนนเสียง)
(This agenda is for information therefore there was no voting.)

วาระที่ 2 **พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2567**
Agenda 2 **To consider and approve the financial statements for the year ended 31 December 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 3 **พิจารณาอนุมัติการงดจ่ายเงินปันผล**
Agenda 3 **To consider the approval for omitted 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 **พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**
Agenda 4 **To consider and approve the appointment of directors in replacement of those who must retire by rotation**
 (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) นายสุรชัย เซษฐโชติศักดิ์

Name of Director 1) Mr.Surachai Chetchotisak

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

ชื่อกรรมการ 2) นายพิศิษฐ์ ดัชณาภิรมย์

Name of Director 2) Mr.Phisit Dachanabhirom

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

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการเข้าใหม่**Agenda 5 To Consider and approve the appointment of new directors.**

- [] (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) นายจักรกฤตย์ พาราพันธกุล

Name of Director 1) Mr. Jakkrit Parapantakul

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

ชื่อกรรมการ 2) นายโชติ เซษฐโชติศักดิ์

Name of Director 2) Mr. Chot Chetchotisak

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

ชื่อกรรมการ 3) นางจามจรี ศิโรเวธกุล

Name of Director 3) Mrs. Jamjuree Sirovetnukul

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

วาระที่ 6 พิจารณานุมัติการเปลี่ยนแปลงอำนาจกรรมการผู้มีอำนาจลงลายมือชื่อผูกพันบริษัท**Agenda 6 To consider and approve the change of Directors authorized to sign to bind the Company.**

- [] (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 พิจารณานุมัติค่าตอบแทนกรรมการประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**Agenda 7 To consider and approve the directors' remuneration for the year ended 31 December 2025**

- [] (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 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**Agenda 8 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2025**

- [] (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 9 พิจารณานุมัติการแก้ไขวัตถุประสงค์**Agenda 8 To consider and approve the amendment of company's objectives**

- [] (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

- (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 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 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RS Public Company Limited for the Annual General Meeting of Shareholders for year 2025 on 30 April 2025, at 14.00 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
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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
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วาระที่.....เรื่อง.....

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

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วาระที่.....เรื่อง.....

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

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More Information

Contact Company Secretary
Tel. 0-2037-8125