



# Invitation Letter

to the AGM of Shareholders for year 2026

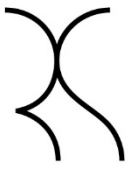
RS Public Company Limited (RS)



Thursday 30 April 2026, at 14.00 hrs.

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

Download  
documentation  
of the meeting



RS GROUP

Ref RS2026/003

## RS Public Company Limited

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

02 037 8888 I www.rs.co.th

April 1, 2026

**Subject:** Invitation to the 2026 Annual General Meeting of Shareholders.

**Attn:** Shareholders,  
RS Public Company Limited

**Enclosure No.:**

1. Annual Registration Statement/Annual Report 2025 (Form 56-1 e-One Report) in QR Code format
2. Profiles of directors and persons nominated for director positions to replace directors who retire by rotation
3. The Company's Articles of Association concerning the Shareholders' Meeting
4. Guidelines for attending the Annual General Meeting of Shareholders through electronic means (Inventech Connect: Live Streaming)
5. Instructions on proxy appointments, registration, and profiles of independent directors assigned as proxies on behalf of shareholders
6. Proxy Form B / Form C
7. Amended Articles of Association

The Board of Directors of RS Public Company Limited (**the "Company"**) resolved to convene the 2025 Annual General Meeting of Shareholders on **Thursday, 30 April 2026 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 the Conference Room, 5<sup>th</sup> Floor, Corporate Headquarters, No. 27, RS Group Building, Tower C, on 5<sup>th</sup> 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 October 1, 2025, to December 30, 2025. However, it appeared that "no one proposed additional agenda items and names of suitable director candidate for consideration at the 2026 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 2025.**

**Objective and Rationale:** According to the Company's Articles of Association, Clause 31 "The following matters shall be included in the agenda of an Annual General Meeting Item 1. To consider the report of the Board of Directors regarding the Company's performance during the past fiscal year which details the Company's operating results and other information for the year 2025 are disclosed in the Annual Registration Statement/Annual Report 2025 (Form 56-1 e-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 2025 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 December 31, 2025.**

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535, Section 112, The Board of Directors shall arrange for the statement of financial position and the statement of comprehensive income at the end of the Company's fiscal year. Additionally, the auditor has examined the statement of financial position and the statement of comprehensive income completed before presenting to the shareholders' meeting and according to the Company's Articles of Association, Clause 31, "The following matters shall be included in the agenda of an Annual General Meeting Item 2 To consider and approve the balance sheet and profit and loss account for the past fiscal year" and propose to the Shareholders' Meeting for consideration and approval.

**Opinion of the Audit Committee:** The Audit Committee considered the statements of financial position and statements of comprehensive income for the fiscal year ended December 31, 2025 and acknowledge the auditor's report are disclosed in the Annual Registration Statement/ Annual Report 2025 (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 as proposed.

**Opinion of the Board of Directors:** The Board of Directors agreed to propose the Shareholders' Meeting for consideration and approval of the financial statements for the fiscal year ended December 31, 2025, and acknowledge the auditor's report and is endorsed by the Audit Committee as proposed. (Details as in Enclosure 1 in QR Code format)

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

**Agenda 3 To consider and approve the reduction of registered capital and the amendment to the company's Memorandum of Association to reflect the capital reduction.**

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535, Section 140 (as amended), the Shareholders' Meeting may pass a resolution to reduce the registered capital by canceling the registered shares which have not been sold or have not yet been offered for sale. Upon having passed such resolution, the Company shall apply for registration of reduction of the registered capital within 14 days from the date on which the resolution was passed."

Currently, the Company has 182,669,045 unissued ordinary shares, which remain from the allocation reserved for the exercise and adjustment of the warrants to purchase the ordinary shares of RS Public Company Limited No. 5 (RS-W5), pursuant to the resolution of the EGM of Shareholders No. 1/2023.

Therefore, the Company intends to reduce its registered capital by 91,334,522.50 THB, from the existing registered capital of 1,182,443,653.00 THB to the new registered capital of 1,091,109,130.50 THB, by canceling 182,669,045 unissued ordinary shares with a par value of 0.50 THB per share, to align the Company's registered capital with its paid-up capital. The Company also intends to amend Clause 4 of the Memorandum of Association to reflect the reduction of the Company's registered capital, with details as follows;

Article 4. Registered capital of	1,091,109,130.50 THB	(One thousand and ninety-one million one hundred and nine thousand one hundred and thirty THB fifty satang)
Divided into	2,182,218,261 shares	(Two thousand and one hundred eighty-two million two hundred and eighteen thousand two hundred and sixty-one shares)
Value of each share	0.50 THB	(Fifty Satang)
Divided into		
Ordinary shares	2,182,218,261 shares	(Two thousand and one hundred eighty-two million two hundred and eighteen thousand two hundred and sixty-one shares)
Preferred shares	- shares	(-shares)

In this regard, the authorized directors of the Company, and/or any person designated by the authorized directors of the Company, shall have the authority to sign any applications or documents relating to the registration of amendments to the Company's Memorandum of Association; to amend or revise such applications or the text of such documents related to the registration of amendments to the Company's Memorandum of Association; and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce. This authority shall also include undertaking any action in connection with these matters, as deemed appropriate, and ensuring compliance with applicable laws, regulations, rules, and interpretations of relevant government authorities, including any recommendations or directives issued by the Registrar or other competent government officers.

**Opinion of the Board of Directors:** The Board of Directors agreed to propose the Shareholders' Meeting for consideration and approval the reduction of registered capital 91,334,522.50 THB from the existing registered capital of 1,182,443,653.00 THB to the new registered capital 1,091,109,130.50 THB by cancelling the unissued shares of 182,669,045 shares at a par value of 0.50 THB per share. Such transaction is deemed appropriate as it ensures that the Company's registered capital aligns with its paid-up capital and does not affect the rights of the shareholders in any way and approves the amendment to Clause 4 of the Company's Memorandum of Association to reflect capital reduction. This includes the authorized directors of the Company, and/or any person designated by the authorized directors of the Company, who shall have the authority to sign any applications or documents relating to the registration of amendments to Clause 4 to the Company's Memorandum of Association as proposed.

**Resolutions of the Meeting of Shareholders:** The resolution for this Agenda Item requires votes of not less than three - fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

#### Agenda 4

**To consider and approve the allocation of profit as legal reserve and omission of dividend payment for the year 2025.**

**Objective and Rationale:**

- Legal Reserve

Pursuant to the Public Limited Companies Act B.E. 2535, Section 116 and the Company's Articles of Association, Clause 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 reserves. At present, the Company's legal reserve is 120,327,052 THB (the Company's registered capital is 1,182,443,653 and has paid-up capital equal to 1,091,109,130.50 THB) 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 paying dividends different than the stated policy. The Board of Directors may consider paying 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 in 2026, the Company has decided to refrain from paying dividends for the fiscal year 2025.

**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 2025, 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 5

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

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535, Section 71 and the Company's Articles of Association, Clause 13, "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 with the company shall use the method of drawing lots to determine who will retire. As for the following years, the remaining directors will be retired. Those who have been in office the longest are those who have resigned from their positions. Directors who retire by rotation may be re-elected."

**Opinion of the Nomination and Remuneration Committee:** The Nomination and Remuneration Committee considered suitability in accordance with the Principles of Good Corporate Governance. "For this year, no shareholder has nominated any individual for election as a director to the Company."

Therefore, the Committee deems it appropriate to propose the reappointment of the directors who are retiring by rotation to serve for another term.

For the year 2026, Three directors whose terms have expired, with details as follows:

Name-Surname	Type of Director	Position
1) Mr. Wittawat Wetchabutsakorn	Executive Director	Director / Risk Management Committee / Executive Director Corporate Governance and Sustainable Development Committee / Investment Committee / Authorized Director
2) Mr. Supakit Assavachai	Independent Director	Director / Audit Committee / Chairman of Risk Management Committee / Nomination and Remuneration Committee
3) Mr. Phisit Dachanabhirom	Independent Director	Director / Audit Committee / Chairman of the Nomination and Remuneration Committee / Risk Management Committee

The abovementioned directors have undergone the company's selection process. They possess the qualifications required by the relevant regulations and well-suitable for the company's business operations. Additionally, their nomination has been carefully and cautiously screened by the Board of Director and Nomination and Remuneration Committee excluding directors and executives with a conflict of interest, the Committee is of the opinion that "(1) Mr. Wittawat Wetchabutsakorn (2) Mr. Supakit Assavachai and (3) Mr. Phisit Dachanabhirom" are individuals of high competence with specialized professional experience. Their expertise will enhance the efficiency and diversity of the Board's structure, which is highly beneficial to the Company's business operations. Therefore, it is deemed appropriate to propose that the Board of Directors submit their names to the Shareholders' Meeting for further consideration and approval as proposed.

**Opinion of the Board of Directors:** The Board of Directors considered and deem it appropriate with the recommendation of the Nomination and Remuneration Committee, which has considered and determined that the nominated candidates, namely (2) Mr. Supakit Assavachai and (3) Mr. Phisit Dachanabhirom, who are proposed for the position of independent directors, possess the qualifications required by relevant laws and regulations concerning independent directors (Details of the definition of Independent Director in Enclosure 5) and propose the Shareholders' Meeting to consider and approved the appointment of directors (1) Mr. Wittawat Wetchabutsakorn, (2) Mr. Supakit Assavachai and (3) Mr. Phisit Dachanabhirom who must retire by rotation to be reappointed as director for another term as proposed. (Details as in Enclosure 2)

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

**Agenda 6**

**To consider and approve the directors' remuneration for the year ended December 31, 2026.**

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535, Section 90 "No money or other property of the company may be paid or given to a director, except for the remuneration under the Articles of Association of the company." and the Company's Articles of Association, Clause 14, "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, performance evaluation results of the Board of Directors, 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 propose the matter to the Board of Directors for endorsement and then propose to the Shareholders' Meeting for consideration and approval with detail as follows:

**1. Monetary Remuneration**

1) Monthly remuneration and Meeting allowance	2026 (propose year)		2025 (previous year)		changing	
	Monthly Remuneration (THB/month)	Meeting allowance (THB/time)	Monthly Remuneration (THB/month)	Meeting allowance (THB/time)	Monthly Remuneration (THB/month)	Meeting allowance (THB/time)
<b>the Board of Directors</b>						
- Chairman of Director	35,000	25,000	35,000	25,000	-	-
- Director	25,000	20,000	25,000	20,000	-	-
<b>Audit Committee</b>						
- Chairman of Audit Committee	45,000	35,000	45,000	35,000	-	-
- Member of Audit Committee	35,000	30,000	35,000	25,000	-	-

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	2026 (propose year) (Total budget THB/year)	2025 (previous year) (Total budget THB/year)	Variance
	1,000,000	1,000,000	-

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

**2. Non-monetary compensation**

Other compensation or other benefits	2026 (propose year) (THB/year)	2025 (previous year) (THB/year)	Variance
	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 the directors' remuneration for the year ended December 31, 2026. This remuneration includes both monetary compensation, such as monthly remuneration, meeting allowances, directors' gratuities, and non-monetary compensation. However, both monetary and non-monetary remuneration for 2026 remains unchanged from 2025.

**Opinion of the Board of Directors:** The Board of Directors considered and deem it appropriate with the recommendation of the Nomination and Remuneration Committee, which is deemed it appropriate for the directors' responsibilities and aligned with the Company's performance and propose the Shareholders' Meeting to consider and approve the directors' remuneration for the year ended December 31, 2026 as proposed.

**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 7 To consider and approve the appointment of auditor and fix the auditor's remuneration for the year ended December 31, 2026.**

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535, Section 120 "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 and the Company's Articles of Association, Clause 31 "Determine the business that the Annual General Meeting should act Item 5 Appoint auditors and determine their remuneration"

**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 sufficiency of personnel to provide audit services to the Company.

Proposed appointment of 1) Grant Thornton Limited as the auditor for the Company and 9 subsidiaries. Grant Thornton has served as the Company's auditor since 2024 (a total of 2 years). If reappointed, this will be their 3rd consecutive year. 2) Ms.Tinee Patjarat as the auditor for 6 subsidiaries If reappointed, this will be her first year as the auditor for these subsidiaries. 3) Ms.Teeraporn Akkipat and Ms. Marisa Boonsong as the auditors for 1 subsidiary. If appointed, this will be their first year as the auditors for this subsidiary.

Although the auditors in items 2) Ms.Tinee Patjarat and 3) Ms.Teeraporn Akkipat and Ms. Marisa Boonsong are independent practitioners and are not affiliated with any audit firm, they possess the necessary professional knowledge and competence to perform their duties in accordance with accounting standards. They will serve as auditors for subsidiaries that are currently in the process of ceasing operations and have no significant accounting transactions. Furthermore, Grant Thornton Limited, as the primary auditor of the Company, will accept the audit results performed by the auditors in items 2) Ms.Tinee Patjarat and 3) Ms.Teeraporn Akkipat and Ms. Marisa Boonsong as part of the consolidated audit for the Group.

The proposed audit fee for the year ending December 31, 2026, is as follows:

Auditor's name		Certified Public Accountant No.	The period in which the auditor signs the financial statements
<b>1. Grant Thornton Company Limited *</b>			
1.1	Mr. Paisan Boonsirisukapong	5216	3 years since 2024
1.2	Ms. Kesanee Srathongphool	9262	3 years since 2024
1.3	Ms. Saranya Akharamahaphanit	9919	3 years since 2024
1.4	Ms. Sawinee Sawanont	7092	This will be the first year
1.5	Ms. Atchara Sorananupap	11458	This will be the first year
<b>2.</b>	<b>Tinee Patjarut</b>	6735	This will be the first year
<b>3.</b>	<b>Ms.Teeraporn Akkipat</b>	8769	This will be the first year
	<b>and Ms. Marisa Boonsong</b>	8768	This will be the first year

\* Anyone of them is authorized to audit, review and express opinion on the Financial Statements of the Company and its subsidiary for the year 2026 ended December 31, 2026

The Audit Committee has reviewed and verified that the proposed auditors to be appointed as the Company's auditors have no relationship and/or conflict of interest with the Company, its subsidiaries, its executives, major shareholders, or any persons related to such individuals. Furthermore, the Committee has proposed the audit fees for the fiscal year ending December 31, 2026. The Audit fees for the Company for the year 2026 would be fixed at 1,450,000 THB per year and 6,045,000 THB per year for the Company's subsidiaries. Non-audit 200,000 THB total the amount 7,695,000 THB per year. However, the audit fee for 2026 has decreased by 850,000 THB compared to 2025.

Comparative information on the compensation of the company's auditors for the previous year.

Audit fee and other service fee: (Unit: THB/year)	2026 (Proposed year)	2025 (Previous year)	Variance
<b>1) Grant Thornton Company Limited</b>			
• RS Public Company Limited	1,450,000	1,650,000	-200,000
• 9 subsidiaries	6,000,000	6,600,000	-600,000
<b>Total audit fees for Company and its subsidiaries</b>	<b>7,450,000</b>	<b>8,250,000</b>	<b>-800,000</b>
Non-audit fee	200,000	250,000	-500,000
<b>Total audit fees for Grant Thornton Company Limited</b>	<b>7,650,000</b>	<b>8,500,000</b>	<b>-850,000</b>
<b>2) Ms.Tinee Patjarut</b>			
• 6 subsidiaries	35,000	35,000	-
Non-audit fee	-	-	-
<b>Total audit fees for Ms.Tinee Patjarut</b>	<b>35,000</b>	<b>35,000</b>	<b>-</b>
<b>3) Ms.Teeraporn Akkipat and Ms. Marisa Boonsong</b>			
• 1 subsidiary	10,000	10,000	-
Non-audit fee	-	-	-
<b>Total audit fees for Ms.Teeraporn Akkipat and Ms. Marisa Boonsong</b>	<b>10,000</b>	<b>10,000</b>	<b>-</b>
<b>Grand Total for the Company and Subsidiaries</b>	<b>7,695,000</b>	<b>8,545,000</b>	<b>-850,000</b>

The auditors of the Company and its subsidiaries are not affiliated with the same audit firm. However, the Audit Committee will take care of the Company and subsidiaries to ensure that financial statements can be prepared in a timely manner.

**Opinion of the Board of Directors:** The Board of Directors considered and deem it appropriate with the recommendation of the Audit Committee and propose the Shareholders' Meeting to consider and approve the appointment of auditor 1) Grant Thornton Limited as the auditor for the Company and subsidiaries. 2) Ms.Tinee Patjarat 3) Ms.Teeraporn Akkipat and Ms. Marisa Boonsong as the auditors for subsidiaries and the determination of the auditor's remuneration for the fiscal year ending 31 December 2026, in total amount of 7,695,000 THB. This proposal has been reviewed by the Audit Committee as proposed. The Board of Directors will take care of the Company and subsidiaries to ensure that financial statements can be prepared in a timely manner.

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

## Agenda 8 To consider and approve the amendment of company’s article of association.

**Objective and Rationale:** To comply with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), it is proposed to amend 7 clauses of the Company’s Articles of Association. These amendments aim to align the Articles with relevant laws and regulations, providing greater clarity and establishing a proper framework for corporate practices. The details of the proposed amendments are as follows:"

Summary of Proposed Amendments				
No.	Article No.	Existing Articles	New Regulations	Amended as Public Limited Companies Act
1	4	Joint Shareholding: Requires the appointment of a single representative to exercise shareholder rights.	Joint shareholders are required to be 'jointly liable' for the payment of shares and share premiums	Section 53
2	12	Election of Directors: One share shall equal one vote, and directors shall be elected individually	Prohibition of Cumulative Voting: Shareholders are prohibited from allotting or distributing their votes unequally among candidates	Section 70
3	17	Director’s Vacancy: The Board of Directors is authorized to appoint a replacement director at its next meeting to fill any vacancy.	If vacancies result in less than a quorum, the remaining directors are authorized only to call a shareholders' meeting within one month to fill the vacancies.	Add section 83
4	22	Board Meeting Notice and Format: Notice must be sent at least 7 days in advance, and meetings are required to be held in person	The notice period may be reduced to 3 days in urgent cases. Notice delivery and meetings are also authorized to be conducted via “electronic means”	Section 79,81,82
5	25	Calling of a meeting Method	Added Electronic Meetings	Section 98 Paragraph 3 Section 101 Paragraph 3
6	26	Notice must be sent by post and advertised in a newspaper for 3 consecutive days.	Notice may be sent via electronic means. Advertisements shall be made for at least 3 days, which do not need to be consecutive, or via electronic media.	Section 101 Paragraph 1
7	27	The appointment of a proxy must be made in <b>writing</b> , bearing the <b>signature</b> of the shareholder, and must be submitted to the Chairman.	The appointment of a proxy may be conducted via <b>electronic means</b> in accordance with the rules and procedures prescribed by law.	Section 102 Paragraph 3

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 of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approval the amendment to 7 clauses of company’s article of association to align the Articles with relevant laws and regulations as proposed and Additionally, the Board recommends authorizing the registration of these amendments with the relevant government authorities."

**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.

The Company determined the Record Date for the right to attend the 2026 Annual General Meeting of Shareholders (Record Date) on 16 March 2026. Consequently, the XM sign will be posted on 13 March 2026. Authorizing the executive committee and/or Chief Executive Officer to have authority in take any necessary actions related to convening the 2026 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 3)

For shareholders wishing to attend the meeting in person or appoint other persons who are not independent directors as a proxy to attend the meeting and vote on his or her behalf. The registration system for submitting petition forms will be open from 23 April 2026 at 8:30 hrs. onwards until the shareholder meeting on 30 April 2026 is completed. Please consider registering according to the steps used. Electronic conferencing system work: Inventech Connect (Live Streaming) (details as in Enclosure 4)

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

The Company has provided convenience to shareholders; you can contact us to request proxy form B. and Form C. (Details as in Enclosure 6) 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:

Miss Rattapawee Lapnan, Company Secretary Department  
RS Public Company Limited  
No. 27 RS Group Building. Tower A, 8<sup>th</sup> floor  
Prasert-Manukitch Rd., Sena Nikhom,  
Chatuchak, Bangkok 10900  
Within 29 April 2029 at 17.00 hrs.  
(Details as in Enclosure 4)

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](mailto:cs@rs.co.th)

Please be informed accordingly.

Yours sincerely,

-sign-

(Mr. Surachai Chetchotisak)

Director and Chief Executive Officer

RS Public Company Limited

## Agenda Document for Agenda 1 and Agenda 2

Form 56-1 e-One Report for Year 2025  
in QR Code format or via Weblink channel

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Form 56-1 e-One Report for Year 2025



**Via Weblink:**

<https://weblink.set.or.th/set/tsd/meetingdocument.do?symbol=RS&date=260430>

### How to scan QR Code

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

### (Android) and iOS Operating systems

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

## Profiles of directors and persons nominated for director position to replace directors who

### Existing Directors Nominated for Reappointment as “Directors”


Name - Surname	Mr. Wittawat Wetchabutsakorn		
Age	48 years		
Nationality	Thai		
Types of proposed directors	<ul style="list-style-type: none"> <li>• Board of Directors</li> <li>• Chief Financial Officer</li> <li>• Executive Director</li> <li>• Member of Risk Management Committee</li> <li>• Member of Corporate Governance and Sustainable Development Committee</li> <li>• Member of Investment Committee</li> <li>• Authorized Director</li> </ul>		
Education	<ul style="list-style-type: none"> <li>• Master of Business Administration (MBA), Northeastern University, Boston, USA</li> <li>• Master of Science in Finance (MSF), Northeastern University, Boston, USA</li> <li>• Bachelor of Business Administration (B.B.A.) International Program, Chulalongkorn University</li> </ul>		
Directorship Training Program from Thai Institute of Directors (IOD)	Director Accreditation Program (DAP) Class 191/2022		
Work Experience in the Past Five Years	2025 – Present	Director of G well Company Limited	
	2023 – Present	Director of Pet Medical Group Company Limited	
	2022 – Present	Director of RS Direct Company Limited	
	2021 – Present	Director of Popcoin Club Company Limited	
	2021 – Present	Director of RS Mall Company Limited	
	2021 – Present	Director of RS Multimedia and Entertainment Company Limited	
	2020 – Present	Director of R Alliance Company Limited	
	2020 – Present	Director, Executive director, Chief Financial Officer Member of the Corporate Governance and Sustainable Development Committee, Member of Investment Committee, Member of Risk Management Committee, RS Public Company Limited	
Direct and indirect shareholding in RS Public Company Limited as of 31 December 2025			
- Mr. Wittawat Wetchabutsakorn	-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	-None-		
Position in other non-listed companies	7 Companies Director of Pet Medical Group Company Limited Director of RS Mall Company Limited Director of RS Direct Company Limited		

	Director of R Alliance Company Limited Director of Popcoin Club Company Limited Director of G well Company Limited Director of RS Multimedia and Entertainment 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	31 January 2020
Term of Directorship	6 Years 3 months
Transactions That May Cause a Conflict of Interest with the Company in 2025	-None-
Attendance in Board and Committee Meetings in 2025	Board of Directors Meetings: 6/6 times (100%) Executive Committee Meetings: 5/5 times (100%) Risk Management Committee Meetings: 1/1 times (100%) CG&SD Committee Meetings: 4/4 times (100%) Investment Committee Meetings: 4/4 times (100%)
<b>Information for Consideration of Election as a Director</b>	
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	-Yes-
Professional Service Provider (e.g., Auditor or Legal Advisor)	-No-
Significant Business Relationships That May Affect Independent Judgment	-No-
<b>Reasons for nomination as a director</b>	
<p>Mr. Wittawat Wetchabutsakorn 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"> <li>1. Participated in defining corporate policies, vision, mission, strategic business plans, objectives, and key goals to ensure sustainable business operations.</li> <li>2. Supervised and monitored the company's performance to ensure compliance with applicable laws, corporate regulations, and the organization's core objectives.</li> <li>3. Acted as Member of Executive Committee, overseeing business management with transparency and utmost efficiency under good corporate governance principles</li> <li>4. Acted as Member of Risk Management Committee, overseeing and supporting Enterprise Risk Management (ERM) operations to ensure alignment with business strategies, goals, and the ever-changing environment.</li> <li>5. Acted as Member of Corporate Governance and Sustainable Development Committee, responsible for reviewing policies and practices that promote corporate governance. This ensures transparency and fosters the company's long-term sustainable growth.</li> <li>6. Acted as Member of Investment Committee, overseeing the evaluation of new business investments and ensuring that investment plans align with regulatory requirements</li> </ol>	

\*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. 8/2010 and KorChor. 3/2016 regarding the determination of untrustworthy characteristics of directors and executives (SEC Notification

Name - Surname	Mr. Supakit Assavachai		
Age	67 years		
Nationality	Thai		
Types of proposed directors	<ul style="list-style-type: none"> <li>• Independent of Directors</li> <li>• Board of Directors</li> <li>• Member of Audit Committee</li> <li>• Chairman of Risk Management Committee</li> <li>• Member of Nomination and Remuneration Committee</li> </ul>		
Education	<ul style="list-style-type: none"> <li>• Master of Management, Chulalongkorn University</li> <li>• Bachelor of Accounting, Chulalongkorn University</li> </ul>		
Directorship Training Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> <li>• Director Accreditation Program DAP BJC/2004</li> <li>• Hot Issue for Directors HOT 1/2003 (Climate Governance)</li> </ul>		
Work Experience in the Past Five Years	2021 – Present	Independent Director, Member of Audit Committee, Chairman of Risk Management Committee, Member of Nomination and Remuneration Committee RS Public Company Limited	
	2020 – Present	Business Consultant (Trading Industry) Berli Jucker Public Company Limited	
Direct and indirect shareholding in RS Public Company Limited as of 31 December 2025			
- Mr. Supakit Assavachai	-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	-None-		
Position in other non-listed companies	-None-		
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 June 2021		
Term of Directorship	4 Years 10 months		
Term of Independent Directorship	4 Years 10 months		
Transactions That May Cause a Conflict of Interest with the Company in 2025	-None-		
Attendance in Board and Committee Meetings in 2025	Board of Directors Meetings:	6/6 times (100%)	
	Audit Committee Meetings:	5/5 times (100%)	
	Risk Management Committee Meetings:	1/1 times (100%)	
	Nomination and Remuneration Meetings:	2/2 times (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-
Reasons for nomination as a Independent Director	
<p>Mr. Supakit Asavachai 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"> <li>1. Participated in defining corporate policies, vision, mission, strategic business plans, objectives, and key goals to ensure sustainable business operations.</li> <li>2. Supervised and monitored the company's performance to ensure compliance with applicable laws, corporate regulations, and the organization's core objectives.</li> <li>3. Acted as Member of 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.</li> <li>4. Acted as Chairman of Risk Management Committee, overseeing and supporting Enterprise Risk Management (ERM) operations to ensure alignment with business strategies, goals, and the ever-changing environment.</li> <li>5. Acted as Member of 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.</li> </ol>	

\*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. 8/2010 and KorChor. 3/2016 regarding the determination of untrustworthy characteristics of directors and executives (SEC Notification)

Name - Surname	Mr. Phisit Dachanabhirom	
Age	84 years	
Nationality	Thai	
Types of proposed directors	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Board of Director</li> <li>• Member of Audit Committee</li> <li>• Member of Risk Management Committee</li> <li>• Chairman of Nomination and Remuneration Committee</li> </ul>	
Education	<ul style="list-style-type: none"> <li>• Bachelor of Accounting, Thammasat University</li> <li>• Bachelor of Commerce, Thammasat University</li> <li>• Certified Public Accountant Registration No. 966</li> </ul>	
Directorship Training Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> <li>• Director Certification Program DCP 87/2007</li> <li>• Audit Committee Program ACP 6/2005</li> <li>• Director Accreditation Program DAP 13/2004</li> </ul>	
Work Experience in the Past Five Years	<p>2024 – Present      Chairman BJC staff savings cooperative Limited</p> <p>2007 – Present      Independent Director/ Member of Audit Committee, Chairman of the Nomination and Remuneration, Member of Risk Management Committee RS Public Company Limited</p> <p>2003 – Present      Independent Director, Chairman of the Audit Committee and Risk management Committee Jaymart Group Holdings Public Company Limited</p> <p>2001 – Present      Director of Professional Alliance Group Company Limited</p> <p>1982 – Present      Director of Polypharm Company Limited</p>	
Direct and indirect shareholding in RS Public Company Limited as of 31 December 2025	<p>- Mr. Phisit Dachanabhirom      -None-</p> <p>- Spouse / those who live together as husband and wife and/or Minor Child      -None-</p> <p>- Juristic Person holding more than 30 percent of shares      -None-</p>	
Position in other listed companies	<p>1 Company</p> <p>Independent Director, Chairman of the Audit Committee Director and Risk management Committee</p> <p>Jaymart Group Holdings Public Company Limited</p>	
Position in other non-listed companies	<p>2 Companies</p> <p>Director of Polypharm Company Limited</p> <p>Director of Polypharm Company Limited</p>	
Directorship or Executive Positions in Other Entities That May Cause a Conflict of Interest or Compete with the Company's Business	<p>-Does not hold a position as a director or executive in such business-</p>	
Legal Violations in the Past Five Years	<p>-None-</p>	
Date of Appointment as the Company's Director	<p>19 February 2007</p>	

Term of Directorship	19 Years 2 months								
Term of Independent Directorship	19 Years 2 months								
Transactions That May Cause a Conflict of Interest with the Company in 2025	-None-								
Attendance in Board and Committee Meetings in 2025	<table> <tr> <td>Board of Directors Meetings:</td> <td>6/6 times (100%)</td> </tr> <tr> <td>Audit Committee Meetings:</td> <td>5/5 times (100%)</td> </tr> <tr> <td>Risk Management Committee Meetings:</td> <td>1/1 times (100%)</td> </tr> <tr> <td>Nomination and Remuneration Meetings:</td> <td>2/2 times (100%)</td> </tr> </table>	Board of Directors Meetings:	6/6 times (100%)	Audit Committee Meetings:	5/5 times (100%)	Risk Management Committee Meetings:	1/1 times (100%)	Nomination and Remuneration Meetings:	2/2 times (100%)
Board of Directors Meetings:	6/6 times (100%)								
Audit Committee Meetings:	5/5 times (100%)								
Risk Management Committee Meetings:	1/1 times (100%)								
Nomination and Remuneration Meetings:	2/2 times (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-

#### Reasons for Nomination as an Independent Director with a Consecutive Tenure Exceeding Nine Years

Mr. Phisit Dachanabhirom is fully qualified in accordance with the relevant laws and regulations\*. Throughout his tenure, he has carried out his duties as follows:

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 Member of 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 Member of Risk Management Committee, overseeing and supporting Enterprise Risk Management (ERM) operations to ensure alignment with business strategies, goals, and the ever-changing environment.
5. Acted as Chairman of 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. 8/2010 and KorChor. 3/2016 regarding the determination of untrustworthy characteristics of directors and executives (SEC Notification)

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

### CHAPTER 4 SHAREHOLDERS' MEETING

Clause 25. The Board of Directors shall convene an Annual General Meeting of shareholders within four (4) months from the end of the Company's fiscal year.

Any other meeting of shareholders apart from the above shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as deemed appropriate or whenever one or more shareholders holding shares in aggregate of not less than ten percent (10%) of the total issued shares jointly submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time, such written request must clearly specify reasons and matters for which the meeting is required to be held. In such case, the Board of Directors shall convene the meeting within forty-five (45) days from the date of receipt of such request.

If the Board of Directors fails to convene the meeting within the period specified in the second paragraph, the shareholders who jointly submitted the written request, or other shareholders holding the required number of shares, may convene the meeting themselves within forty-five (45) days from the end of the period specified in the second paragraph. Such a meeting shall be deemed a shareholders' meeting convened by the Board of Directors, and the Company shall bear reasonable expenses incurred and provide reasonable assistance.

If the shareholders' meeting convened pursuant to the shareholders' request under the third paragraph fails to constitute a quorum as specified in Clause 28, the shareholders who requested the meeting under the third paragraph shall be jointly responsible for reimbursing the Company for any expenses incurred.

Clause 26. To convene a shareholders' meeting, the Board of Directors shall issue a notice specifying the venue, date, time, agenda, and matters to be presented at the meeting, with brief details indicating whether they are for acknowledgment, approval, or consideration, together with the Board of Directors' opinions thereon. Such notice shall be delivered to the shareholders not less than seven (7) days before the meeting and published in a newspaper for not less than three (3) consecutive days prior to the meeting date.

A shareholders' meeting may be held at any location within the locality of the Company's head office or in any other province throughout the Kingdom.

The proceedings described in the first paragraph may alternatively be carried out by publishing through electronic media accessible to the public, provided that the ownership of the website can be verified in accordance with applicable laws and the criteria prescribed by the Registrar.

Clause 27. At a shareholders' meeting, a shareholder may appoint a proxy to attend and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the Registrar.

The proxy form must be submitted to the Chairman or to a person designated by the Chairman before the proxy attends the meeting.

Clause 28. A shareholders' meeting shall constitute a quorum only if at least twenty-five (25) shareholders and proxies (if any) are present, holding in aggregate not less than one-third (1/3) of the total number of shares sold; or if not less than one-half (1/2) of the total number of shareholders and proxies (if any) are present, holding in aggregate not less than one-third (1/3) of the total number of shares sold.

If, after one (1) hour from the scheduled time of the meeting, the number of shareholders present does not constitute a quorum as specified above, and the meeting was convened at the request of shareholders, such meeting shall be cancelled. If the meeting was not convened at the request of shareholders, a new meeting shall be scheduled and notice thereof shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum shall be required.

At a shareholders' meeting, the Chairman of the Board of Directors shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform the duties, and there is a Vice Chairman, the Vice Chairman shall preside. If there is no Vice Chairman or the Vice Chairman is also unable to perform the duties, the shareholders present shall elect one among themselves to act as the Chairman of the meeting.

Clause 29. In casting votes at a shareholders' meeting, each share shall carry one vote.

Voting shall be conducted openly unless not less than five (5) shareholders request a secret ballot and the meeting resolves accordingly. In such case, the method of secret voting shall be as determined by the Chairman of the meeting.

Clause 30. Resolutions of a shareholders' meeting shall be passed by the following votes:

- (1) In a general case, a resolution shall be passed by a majority vote of the shareholders present and casting their votes. In the event of a tie, the chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be passed by not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote:
  - (a) The sale or transfer of all or a substantial part of the Company's business to any other person.
  - (b) The purchase or acceptance of transfer of business of another company or private company by the Company.
  - (c) The making, amendment, or termination of contracts related to the lease of all or a substantial part of the Company's business, the assignment of another person to manage the Company's business, or the merger of the Company's business with another person with the purpose of profit and loss sharing.
  - (d) The amendment of the Memorandum of Association or the Articles of Association.
  - (e) The increase or reduction of the Company's capital or the issuance of debentures.
  - (f) The amalgamation or dissolution of the Company;
  - (g) Any other matter as required by law.


Clause 31. The following matters shall be included in the agenda of an Annual General Meeting:

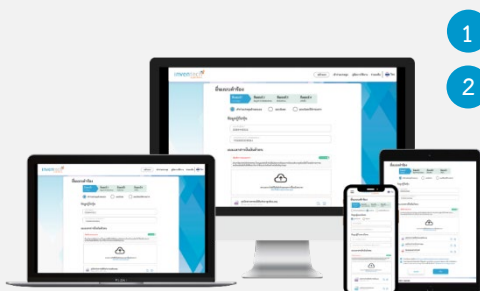
- (1) To consider the report of the Board of Directors regarding the Company's performance during the past fiscal year.
- (2) To consider and approve the balance sheet and profit and loss account for the past fiscal year.
- (3) To consider the appropriation of profits and the allocation of reserve funds.
- (4) To elect directors in place of those retiring by rotation and to determine directors' remuneration.
- (5) To appoint the auditor and determine the auditor's remuneration
- (6) To consider any other business.

## Guidelines for attending the 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://fort.inventech.co.th/RS265316R/#/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 2026 at 8:30 hrs. and shall be closed on 30 April 2026 Until the end of the meeting.

3. The electronic conference system will be available on 30 April 2026 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 2026 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](mailto:cs@rs.co.th)

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

 02-9319138

 @inventechconnect

 The system available during 23 – 30 April 2026 at 08.30 hrs. – 17.30 hrs.

**(Specifically excludes holidays and public holidays)**

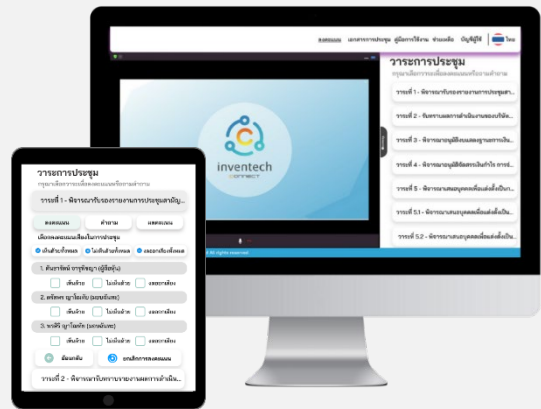


Report a problem

@inventechconnect

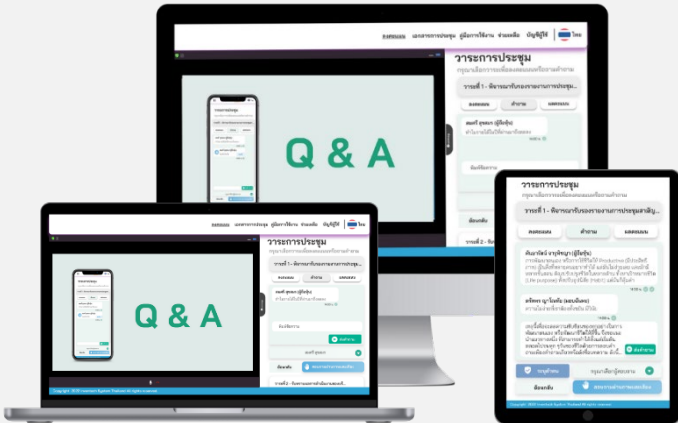
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 you can open the microphone and camera

How to use Inventech Connect

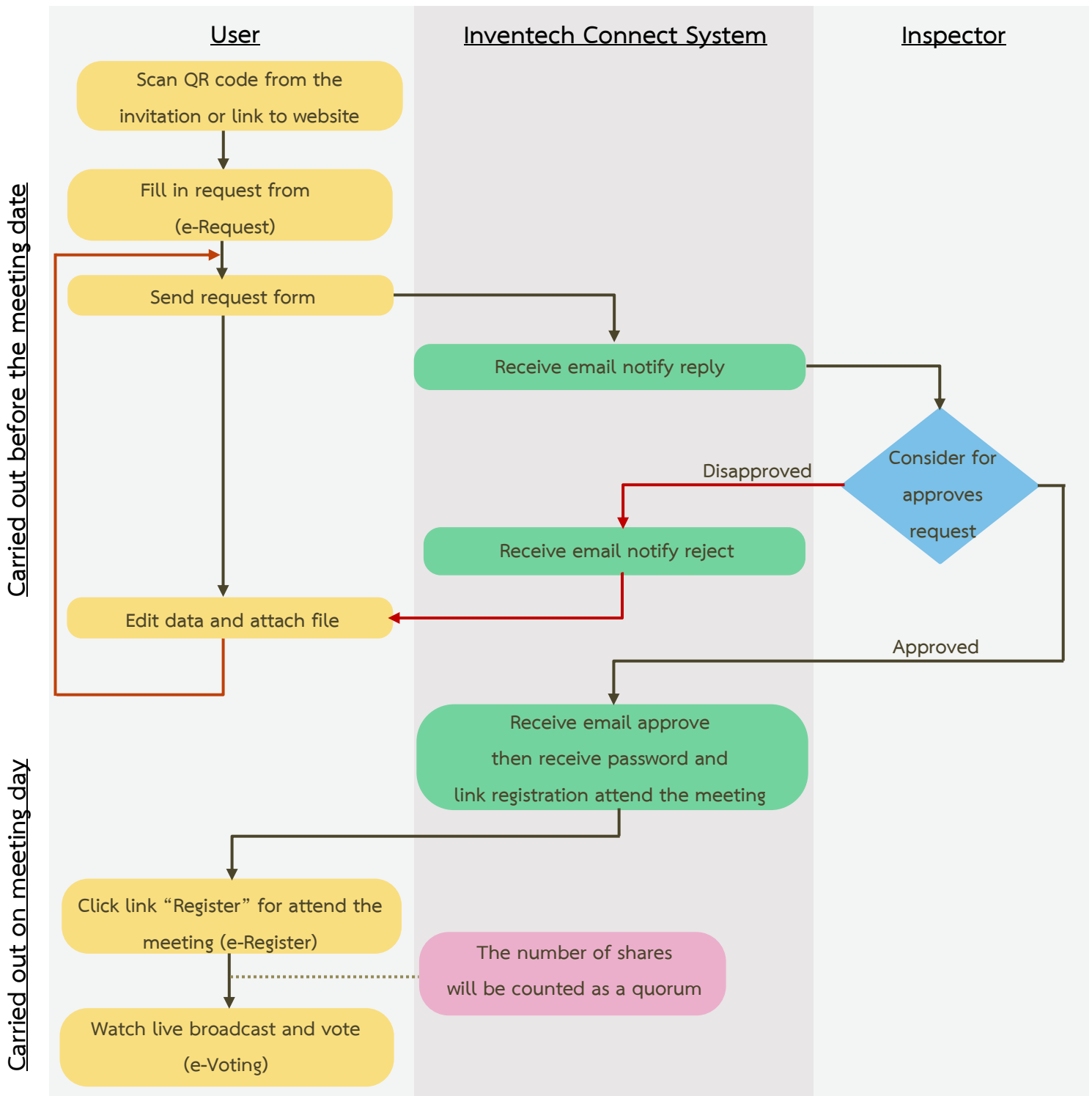


User Manual and Video of using Inventech Connect

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

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not support 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=2026>

### Meeting Registration

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

The Company will facilitate by opening application form registration system attend the shareholders' meeting (e-Request) for shareholders or proxies, who is not a proxy for an independent director, can register in advance before the meeting date since 23 April 2026 onwards.

and electronic conferencing system (e-Register) will be open on 30 April 2026 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 Enclosure 4.

If you encounter any problems in use, you can contact Inventech Call Center 02-931-9138 service  
between 23– 30 April 2026 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 2026 within 17.00 hrs.

#### **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 shareholders attending the meeting in person
  - 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;



**Name-Surname: Mrs. Jamjuree Sirovetnukul**

RS shareholding: : -None-  
 Age : 62 Years  
 Position : Independent Director/ Member of the Audit Committee /  
 Member of the Nomination and Remuneration Committee /  
 Chairman of the Corporate Governance and Sustainable  
 Development Committee  
 Address : 129/940 Rattanatibeth, Bangrak Noi, Meuang Nontaburi, Nontaburi 11000

Agenda with conflicts of interest in this Annual General Meeting of Shareholders:

Agenda 6 : To consider and approve the directors' remuneration for the year 31 December 2026

Interest special in the shareholders' 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 Executives, company staff, Executive Director or authorized signatory director, and be independent from major shareholders, Executives and related parties. In addition, Independent Directors can 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 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 the value at 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 (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 not being 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).

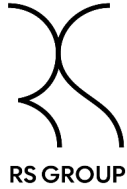
If an independent director of the Company also holds office as an independent director for the parent company, the subsidiary companies and/or the affiliated companies, the Board of Directors of the Company shall provide the disclosure of such information as well as the disclosure of overall remuneration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

Notes:

\* Related parties' mean people 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.



สิ่งที่ส่งมาด้วย 6

(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

[ ] 1) นางจามจรี ศิโรเวธนูกุล อายุ 62 ปี อยู่บ้านเลขที่ 129/940

Mrs. Jamjuree Sirovetnukul age 62 years Residing at 129/940

หมู่บ้าน - ถนน รัตนาธิเบศร์ ตำบล/แขวง บางรักน้อย

Village - Road Rattana Thibet Tambol/Khwaeng Bang Rak Noi

อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000

Amphur/Khet Meuang Nonthaburi Province Nonthaburi Postal Code 11000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 30 เมษายน 2569 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุมชั้น 5 สำนักงานใหญ่ของบริษัท เลขที่ 27 อาคารอาร์เอส กรู๊ป ทาวเวอร์ ซี ชั้น 5 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 2026 on 30 April 2026, at 14.00 hrs., that meeting will be only held via Electronic Meeting (e-AGM). Live broadcast at the Conference Room, 5<sup>th</sup> Floor, Corporate Headquarters, No. 27, RS Group Building, Tower C, on 5<sup>th</sup> floor, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้

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

**วาระที่ 1**      **รับทราบรายงานของคณะกรรมการประจำปีและผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2568**

**Agenda 1**      **To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025**  
(วาระนี้เป็นเรื่องเพื่อทราบ จึงไม่มีการลงคะแนนเสียง)  
(This agenda is for information therefore there was no voting.)

**วาระที่ 2**      **พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**

**Agenda 2**      **To consider and approve the financial statements 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 3**      **พิจารณาอนุมัติการลดทุนจดทะเบียนและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน**

**Agenda 3**      **To consider and approve the reduction of registered capital and the amendment to the company's Memorandum of Association to reflect the capital reduction**

- [ ] (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**      **พิจารณาอนุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2568**

**Agenda 4**      **To consider and approve allocation of profit as legal reserve and omission dividend payment for year 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 5**      **พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

**Agenda 5**      **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) นายวิทวัส	เวชชบุษกร	
Name of Director	1) Mr.Wittawat	Wetchabussakorn	
[ ] เห็นด้วย/Approve	[ ] ไม่เห็นด้วย/Disapprove	[ ]งดออกเสียง/Abstain	

ชื่อกรรมการ	2) นายศุภกิจ	อัสวชัย	
Name of Director	2) Mr. Supakit	Assavachai	
[ ] เห็นด้วย/Approve	[ ] ไม่เห็นด้วย/Disapprove	[ ]งดออกเสียง/Abstain	

ชื่อกรรมการ	3) นายพิศิษฐ์	ดัชนาภิรมย์	
Name of Director	3) Mr.Phisit	Dachanabhirom	
[ ] เห็นด้วย/Approve	[ ] ไม่เห็นด้วย/Disapprove	[ ]งดออกเสียง/Abstain	

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569**

**Agenda 6 To consider and approve the directors' remuneration for the year ended 31 December 2026**

- [ ] (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 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569**

**Agenda 7 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026**

- [ ] (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 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท**

**Agenda 8 To consider and approve the amendment of company's article of association**

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

1. 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.
2. 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.
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.
4. 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).
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 2569 ในวันที่ 30 เมษายน 2569 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่ซึ่งเลื่อนไปในวัน 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 2026, 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.....

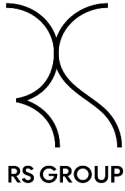
Agenda.....Subject.....

- (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



สิ่งที่ส่งมาด้วย 6

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp 20 Baht)

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodian in Thailand only)

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

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

เขียนที่ .....

Written at

วันที่ ..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

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

Reside at Road Sub-District

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

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

Acting as the custodian for

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

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

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

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

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

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

(2) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียด ตามสิ่งที่ส่งมาด้วย 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

[ ] 1) นางจามจรี ศิโรเวธนูกุล อายุ 62 ปี อยู่บ้านเลขที่ 129/940

Mrs. Jamjuree Sirovetnukul age 62 years Residing at 129/940

หมู่บ้าน ถนน รัตนาธิเบศร์ ตำบล/แขวง บางรักน้อย

Village Road Rattana Thibet Tambol/Khwaeng Bang Rak Noi

อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000

Amphur/Khet Meuang Nonthaburi Province Nonthaburi Postal Code 11000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ในวันที่ 30 เมษายน 2569 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ถ่ายทอดสด ณ ห้องประชุมชั้น 5 สำนักงานใหญ่ของบริษัท เลขที่ 27 อาคารอาร์เอส กรุ๊ป ทาวเวอร์ ซี ชั้น 5 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for year 2026 on 30 April 2026, at 14.00 hrs., that meeting will be only held via Electronic Meeting (e-AGM). Live broadcast Live broadcast at the Conference Room, 5<sup>th</sup> Floor, Corporate Headquarters, No. 27, RS Group Building, Tower C, on 5<sup>th</sup> floor, Prasert-Manukitch Rd., Sena Nikhom, Chatuchak, Bangkok 10900, Thailand or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี 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 2568**

**Agenda 1**      **To acknowledge the reports of board of directors and operating results for the year ended 31 December 2025**

(วาระนี้เป็นเรื่องเพื่อทราบ จึงไม่มีการลงคะแนนเสียง)

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

**วาระที่ 2**      **พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2568**

**Agenda 2**      **To consider and approve the financial statements 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 3**      **พิจารณาอนุมัติการลดทุนจดทะเบียนและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน**

**Agenda 3**      **To consider and approve the reduction of registered capital and the amendment to the company's Memorandum of Association to reflect the capital reduction**

(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**      **พิจารณาอนุมัติการจัดสรรกำไรเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2568**

**Agenda 4**      **To consider and approve allocation of profit as legal reserve and omission dividend payment for year 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 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

**Agenda 5 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/Absta

[ ] **แต่งตั้งกรรมการเป็นรายบุคคล**

**To appointment of new directors individually.**

- |                      |                            |                        |
|----------------------|----------------------------|------------------------|
| ชื่อกรรมการ          | 1) นายวิวัฒน์              | เวชชบุษกร              |
| Name of Director     | 1) Mr.Wittawat             | Wetchabussakorn        |
| [ ] เห็นด้วย/Approve | [ ] ไม่เห็นด้วย/Disapprove | [ ] งดออกเสียง/Abstain |

- |                      |                            |                        |
|----------------------|----------------------------|------------------------|
| ชื่อกรรมการ          | 2) นายศุภกิจ               | อัครชัย                |
| Name of Director     | 2) Mr. Supakit             | Assavachai             |
| [ ] เห็นด้วย/Approve | [ ] ไม่เห็นด้วย/Disapprove | [ ] งดออกเสียง/Abstain |

- |                      |                            |                        |
|----------------------|----------------------------|------------------------|
| ชื่อกรรมการ          | 3) นายพิศิษฐ์              | ดิชณาภิรมย์            |
| Name of Director     | 3) Mr.Phisit               | Dachanabhirom          |
| [ ] เห็นด้วย/Approve | [ ] ไม่เห็นด้วย/Disapprove | [ ] งดออกเสียง/Abstain |

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569**

**Agenda 6 To consider and approve the directors' remuneration for the year ended 31 December 2026**

- [ ] (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 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2569**

**Agenda 7 To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2026**

- [ ] (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 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท**

**Agenda 8 To consider and approve the amendment of company's article of association**

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

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

- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ.  
Other statements or evidence (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

- 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.
- หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ  
Evidence to be enclosed with the proxy form is:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from shareholders 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 has 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 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.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำฉบับหนังสือมอบฉันทะแบบ 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 2569 ในวันที่ 30 เมษายน 2569 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) เพียงรูปแบบเดียว ณ ห้องประชุมสำนักงานใหญ่ บริษัท อาร์เอส จำกัด (มหาชน) อาคารอาร์เอส กรู๊ป เลขที่ 27 ถนนประเสริฐมนูกิจ แขวงเสนานิคม เขตจตุจักร กรุงเทพฯ 10900 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Authorization on behalf of the Shareholder of RS Public Company Limited for the Annual General Meeting of Shareholders for year 2026 on 30 April 2026, 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
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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.
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  - (b) To grant my/our proxy holder to vote at my/our as follows;
    - เห็นด้วย/Approve       ไม่เห็นด้วย/Disapprove       งดออกเสียง/Abstain

วาระที่.....เรื่อง.....

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

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

## The Amended Articles of Association of RS Public Company Limited

No.	Article No.	Existing Articles	New Regulations	<i>Revision</i>
1.	4	<p>Clause 4. The shares of the Company shall be ordinary registered shares with an equal par value per share.</p> <p style="padding-left: 40px;">All shares of the Company must be fully paid up in full at once.</p> <p style="padding-left: 40px;">No subscribers or purchasers of shares shall be entitled to offset any debts owed against the Company.</p> <p style="padding-left: 40px;">The Company's shares shall be indivisible. In the case where two or more persons jointly subscribe to <b>or hold shares</b>, such persons shall appoint only one among them to exercise the rights of a shareholder or subscriber, as the case may be.</p> <p style="padding-left: 40px;">The Company may issue debentures, convertible debentures, preferred shares, or other securities in accordance with the laws governing securities and exchange, for offering to shareholders, any person, or the public. The conversion of convertible debentures or preferred shares into ordinary shares shall be conducted in compliance with the applicable laws.</p>	<p>Clause 4. The shares of the Company shall be ordinary registered shares with an equal par value per share.</p> <p style="padding-left: 40px;">All shares of the Company must be fully paid up in full at once.</p> <p style="padding-left: 40px;">No subscribers or purchasers of shares shall be entitled to offset any debts owed against the Company.</p> <p style="padding-left: 40px;">The shares of the Company shall be indivisible. In the event that two or more persons subscribe for <b>or hold one or more shares jointly, such persons shall be jointly liable for the payment of the share price and</b> any amount exceeding the par value and must appoint one among them to exercise rights as a shareholder or subscriber, as the case may be.</p> <p style="padding-left: 40px;">The Company may issue debentures, convertible debentures, preferred shares, or other securities in accordance with the laws governing securities and exchange, for offering to shareholders, any person, or the public. The conversion of convertible debentures or preferred shares into ordinary shares shall be conducted in compliance with the applicable laws.</p>	Amended as Public Limited Companies Act 2022, Section 53
2.	12	<p>Clause 12. The shareholders' meeting shall appoint the directors by a majority vote in accordance with the following rules and procedures:</p> <p style="padding-left: 40px;">(1) Each shareholder shall have one vote per one share held;</p> <p style="padding-left: 40px;">(2) Shareholders shall vote to elect of directors on an individual basis;</p> <p style="padding-left: 40px;">(3) The persons receiving the highest number of votes in descending order shall be elected as directors in the number required or to be elected on that occasion. In the event of a tie vote resulting in more directors than required, the Chairman of the meeting shall have a casting vote.</p>	<p>Clause 12. The shareholders' meeting shall appoint the directors by a majority vote in accordance with the following rules and procedures:</p> <p style="padding-left: 40px;">(1) Each shareholder shall have one vote per one share held;</p> <p style="padding-left: 40px;">(2) Shareholders shall vote to elect directors on an individual basis <b>and shall not be permitted to split or distribute their votes among different candidates.</b></p> <p style="padding-left: 40px;">(3) The persons receiving the highest number of votes in descending order shall be elected as directors in the number required or to be elected on that occasion. In the event of a tie vote resulting in more directors than required, the Chairman of the meeting shall have a casting vote.</p>	Amended as Public Limited Companies Act 2022, Section 70

No.	Article No.	Existing Articles	New Regulations	<i>Revision</i>
3.	17	<p>Clause 17.</p> <p>In the event that a director position becomes vacant for reasons other than retirement by rotation, the Board of Directors shall elect a qualified person, who is not prohibited by law, to fill such vacancy at the next meeting of the Board of Directors, unless the remaining term of the vacating director is less than two (2) months. The person so appointed shall hold office only for the remainder of the term of the director whom replaces.</p> <p>A resolution of the Board of Directors under the first paragraph must be passed by a vote of not less than three-fourths of the remaining directors.</p>	<p>Clause 17. <b>In the event that director positions become vacant resulting in the number of directors being fewer than required to constitute a quorum, the remaining directors may continue to act on behalf of the Board of Directors only to convene a shareholders' meeting to elect new directors to fill all the vacant positions. Such shareholders' meeting must be convened within one (1) month from the date on which the number of directors falls below the quorum requirement.</b></p> <p>In the event that a director position becomes vacant for reasons other than retirement by rotation, the Board of Directors shall elect a qualified person, who is not prohibited by law, to fill such vacancy at the next meeting of the Board of Directors, unless the remaining term of the vacating director is less than two (2) months. The person so appointed shall hold office only for the remainder of the term of the director whom replaces.</p> <p>A resolution of the Board of Directors under the first paragraph must be passed by a vote of not less than three-fourths of the remaining directors.</p>	Add Section 83 as Public Limited Companies Act, 2022
4.	22	<p>Clause 22. The Board of Directors shall hold a meeting at least once every three (3) months.</p> <p>In convening a meeting of the Board of Directors, the Chairman of the Board of Directors, or a person delegated by the Chairman, shall deliver notices of the meeting to all directors not less than seven (7) days prior to the meeting date, except in urgent cases necessary to preserve the rights or interests of the Company, the meeting may be called by other methods, and the meeting may be scheduled earlier.</p> <p>Meetings of the Board of Directors may be held at any location within the locality of the Company's head office or at any other place as deemed appropriate.</p>	<p>Clause 22. The Board of Directors shall hold a meeting at least once every three (3) months.</p> <p><b>The Chairman of the Board of Directors may convene and conduct the Board of Directors' meeting through electronic means or with participation through electronic media, provided that such conduct complies with the requirements prescribed by applicable laws.</b></p> <p>In convening a meeting of the Board of Directors, the Chairman of the Board of Directors, or a person delegated by the Chairman, shall deliver notices of the meeting to all directors not less than three (3) days prior to the meeting date, except in urgent cases necessary to preserve the rights or interests of the Company, the notice may be given <b>by electronic means</b> or any other methods, and the meeting may be scheduled earlier.</p> <p>The Board of Directors' meeting may be held at any location within the locality of the Company's head office or at any other place as deemed appropriate <b>by the Board of Directors, including via electronic means as prescribed by applicable laws, in which case, the head office of the Company shall be deemed as the venue of the meeting.</b></p>	Amended as Public Limited Companies Act 2022, Section 79, 81, 82

No.	Article No.	Existing Articles	New Regulations	<i>Revision</i>
		<p>Two (2) or more directors may jointly request the Chairman to call a Board of Directors' meeting. In such case, the Chairman or the person authorized by the Chairman shall fix the meeting date within fourteen (14) days from the date of receipt of the request.</p>	<p>In the event of a reasonable cause or to preserve the rights or interests of the Company, two (2) or more directors may request the Chairman to convene a meeting of the Board of Directors by specifying the agenda and reasons for consideration at the meeting. In such case, the Chairman or a person authorized by the Chairman shall convene and schedule the meeting within fourteen (14) days from the date of receipt of such request.</p>	
5.	25	<p>Clause 25. The Board of Directors shall convene an Annual General Meeting of shareholders within four (4) months from the end of the Company's fiscal year.</p> <p>Any other meeting of shareholders apart from the above shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as deemed appropriate or whenever one or more shareholders holding shares in aggregate of not less than ten percent (10%) of the total shares sold jointly submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time, such written request must clearly specify reasons and matters for which the meeting is required to be held. In such case, the Board of Directors shall convene the meeting within forty-five (45) days from the date of receipt of such request.</p> <p>If the Board of Directors fails to convene the meeting within the period specified in the second paragraph, the shareholders who jointly submitted the written request, or other shareholders holding the required number of shares, may convene the meeting themselves within forty-five (45) days from the end of the period specified in the second paragraph. Such a meeting shall be deemed a shareholders' meeting convened by the Board of Directors, and the Company shall bear reasonable expenses incurred and provide reasonable assistance.</p> <p>If the shareholders' meeting convened pursuant to the shareholders' request under the third paragraph fails to constitute a quorum as specified in Clause 28, the shareholders who requested the meeting under the third paragraph shall be jointly responsible for reimbursing the Company for any expenses incurred.</p>	<p>Clause 25. The Board of Directors shall convene an Annual General Meeting of shareholders within four (4) months from the end of the Company's fiscal year.</p> <p>Any other meeting of shareholders apart from the above shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as deemed appropriate or whenever one or more shareholders holding shares in aggregate of not less than ten percent (10%) of the total shares sold jointly submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time, such written request must clearly specify reasons and matters for which the meeting is required to be held. In such case, the Board of Directors shall convene the meeting within forty-five (45) days from the date of receipt of such request.</p> <p>If the Board of Directors fails to convene the meeting within the period specified in the second paragraph, the shareholders who jointly submitted the written request, or other shareholders holding the required number of shares, may convene the meeting themselves within forty-five (45) days from the end of the period specified in the second paragraph. Such a meeting shall be deemed a shareholders' meeting convened by the Board of Directors, and the Company shall bear reasonable expenses incurred and provide reasonable assistance.</p> <p>If the shareholders' meeting convened pursuant to the shareholders' request under the third paragraph fails to constitute a quorum as specified in Clause 28, the shareholders who requested the meeting under the third paragraph shall be jointly responsible for reimbursing the Company for any expenses incurred.</p> <p>A shareholders' meeting may be conducted via electronic means, or with participation through electronic media, provided that such conduct complies with the requirements prescribed by applicable laws. In such case, the Company's head office shall be deemed the venue of the meeting.</p>	Amended as Public Limited Companies Act 2022, Section 98 paragraph 3 and Section 101 paragraph 3

No.	Article No.	Existing Articles	New Regulations	<i>Revision</i>
6.	26	<p>Clause 26. To convene a shareholders' meeting, the Board of Directors shall issue a notice of meeting specifying the venue, date, time, agenda, and matters to be presented at the meeting, with brief details indicating whether they are for acknowledgment, approval, or consideration, together with the Board of Directors' opinions thereon. Such notice shall be delivered to the shareholders not less than seven (7) days before the meeting and published in a newspaper <b>for not less than three (3) consecutive days prior to the meeting date.</b></p> <p>A shareholders' meeting may be held at any location within the locality of the Company's head office or in any other provinces throughout the Kingdom.</p> <p>The proceeding described in the first paragraph may alternatively be carried out by publishing through electronic media accessible to the public, provided that the ownership of the website can be verified in accordance with applicable laws and the criteria prescribed by the Registrar.</p>	<p>Clause 26. To convene a shareholders' meeting, the Board of Directors shall issue a notice of meeting specifying the venue, date, time, agenda, and matters to be presented at the meeting, with brief details indicating whether they are for acknowledgment, approval, or consideration, together with the Board of Directors' opinions thereon. Such notice shall be delivered to the shareholders not less than seven (7) days before the meeting and published in a newspaper <b>for not less than three (3) days prior to the meeting date.</b></p> <p>A shareholders' meeting may be held at any location within the locality of the Company's head office or in any other provinces throughout the Kingdom.</p> <p>The proceeding described in the first paragraph may alternatively be carried out by publishing through electronic media accessible to the public, provided that the ownership of the website can be verified in accordance with applicable laws and the criteria prescribed by the Registrar.</p> <p><b>The notice of meeting shall be delivered directly to the recipients or their representatives, sent by registered mail, or by other methods as prescribed by applicable laws.</b></p>	Amended as Public Limited Companies Act 2022, Section 101 paragraph 1
7.	27	<p>Clause 27. At a shareholders' meeting, a shareholder may appoint a proxy to attend and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the Registrar.</p> <p>The proxy form must be submitted to the Chairman or to a person designated by the Chairman before the proxy attends the meeting.</p>	<p>Clause 27. At a shareholders' meeting, a shareholder may appoint a proxy to attend and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and must be in the form prescribed by the Registrar, <b>or in any other form permitted by law, including appointment by electronic means.</b></p> <p>The proxy form must be submitted to the Chairman or to a person designated by the Chairman before the proxy attends the meeting.</p>	Amended as Public Limited Companies Act 2022, Section 102 paragraph 3



RS GROUP

## More Information

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