



Notice of the 2024 Shareholders' Annual General Meeting



RATCH Group Public Company Limited

Tuesday 23 April 2024 at 2.00 p.m.

in the format of electronic meeting (E-Meeting) only

Suggestion for attending the Meeting:-

1. Shareholders or proxies wishing to attend the Meeting should follow the guideline for attending the E-Meeting on page 51 - 60 (Enclosure No. 6). The registration will be open in advance from Wednesday 10 April 2024 at 08.30 a.m. onward until the end of the Meeting on Tuesday 23 April 2024.
2. The system will be open for logging in to join the E-Meeting on Tuesday 23 April 2024 from 12.00 p.m. onward until the end of the Meeting.

Notes: In the event that any problem occurs with the registration system and the meeting system, please contact the system administrator at  Telephone No. +66 2931 9130 or  @inventechconnect or scan this QR Code.



(The system administrator **will be on service from** Wednesday 10 April 2024 to Monday 22 April 2024 at 08.30 a.m. to 05.30 p.m. (**workday only**).

As for Tuesday 23 April 2024 (**the date of the Meeting**), the system administrator **will be on service from 08.30 a.m. until the Meeting is closed**).



Personal Data Protection Policy for the 2024 Shareholders' Annual General Meeting

RATCH Group Public Company Limited (the "Company") realizes the importance of personal data protection. This policy explains how the Company treats personal data of attendees of the Company's 2024 Shareholders' Annual General Meeting such as collection, use, disclosure and storage as well as rights of owner of the personal data according to the Personal Data Protection Act B.E. 2562. Therefore, the Company would like to inform you of the following information in order to comply with the aforementioned law.

1. Personal data collected, disclosed and/or stored

The Company is obliged to directly or indirectly collect, use, disclose and/or store your personal data which includes the following personal data:

General data such as name, surname, address, date of birth, telephone number, email, nationality, occupation, identification card number, passport number, identification number of government identification card, driver license number, tax identification number, juristic person registration number, securities holder registration number, number of shares, photographs and/or motion pictures from the recorded video, etc., in relation to the participation in the Meeting's activity and information about the use of electronic system.

Sensitive data such as race, religion, blood type, health information (if any) of which the Company would collect based on expressed consent or as legally permitted.

The Company may receive personal data directly from you through the Meeting registration document, proxy form (if any), health-related questionnaire (if any), copy of identification card or other identification documents that you submit for the Meeting registration and/or may receive data from securities registrar or Thailand Securities Depository Company Limited ("TSD"). However, in the event that you appoint a proxy to attend the Meeting on your behalf, you must notify such person of this policy. In this case, the Company shall process the data of the proxy pursuant to this policy.

Any identification document that you send to the Company such as copy of identification card or other official documents may contain sensitive data such as race, religion, blood type. You may conceal such sensitive data before submitting such document to the Company. In the case that you do not conceal such information, the Company reserves the right to conceal the sensitive data on the document received without being regarded as collecting your sensitive data.

The Company is obligated to collect the aforementioned personal data in order to comply with the law as well as to achieve the specified objectives. The refusal to provide necessary personal data may cause the Company to be unable to perform its legal duties and/or to complete its specified objectives.

2. Personal data collection

Personal data would be directly collected from you as deemed necessary for clearly defined purposes. In this regard, the Company may collect personal data from other sources namely securities registrar or TSD as necessary under the process as prescribed by law.

3. Purposes of collecting, using, disclosing and/or storing personal data

The Company shall collect, use, disclose and/or store your personal data according to the objectives of calling the 2024 Shareholders' Annual General Meeting, including the arrangement the 2024 Shareholders' Annual General Meeting of the Company as required by law such as the determination of the shareholders who have the right to attend the Meeting, the Meeting's registration, quorum counting, vote counting, related system arrangement, preparation of the minutes of the Meeting, making contact and document delivery, disease screening (if any). In this regard, the Company will collect, use, disclose and/or store personal data of you and those you refer to as it is legally permitted to perform by the Personal Data Protection Act B.E. 2562. This is for the legitimate interests of the Company or of other persons or juristic persons or for the Company to comply with the law or for other purposes that are legally permitted such as recording of motion pictures, still photograph and/or sounds.

The Company shall keep your personal data whether it was in document or electronic formats confidential as required by law during the time such personal data is needed to be used to complete the aforementioned objectives. The Company shall also collect, use, disclose and/or store your personal data if it is necessary for the reference and review for the period of 10 years beginning from the date that the Company receives your personal data or for the period as prescribed by laws. After the end of such period, the Company shall destroy your personal data within 90 days.

4. Rights of the owner of personal data

The owner of the personal data can request access and obtain a copy of the personal data in accordance with the rules and procedures prescribed by the Company by submitting written request or via electronic mail through the channels specified by the Company. This includes the request to disclose the mean in which the personal data was obtained as required by law. The owner may also request to correct or modify your personal data that is not correct or request to revoke their consent or request the erase/destruction of his/her own personal data/to make the personal data unidentifiable or to suspend the use of personal data or request for the delivery or transfer of personal data to other personal data controller which can be done by automatic means like the Company or have the right to object the collection, use, disclosure and/or storage of personal data. In this case, the Company shall consider and notify the result of such requests within 30 days from the date

of receipt of request, except in the case where the Company must comply with relevant laws or contracts that provide benefits to the personal data owner. In which case, the Company may deny the rights of the personal data owner.

Such revoke of consent shall not affect the collection, use, disclosure and/or storage of personal data that you have previously given consent.

5. Use and disclosure of personal data

The Company may use or disclose your personal information if the Company receive your consent or as the Company has the rights pursuant to the exceptions as prescribed by law and may use or disclose the data according to the stated purposes. In the case that the Company disclose your personal data to other parties including service providers who have to work related to personal data, the Company shall provide appropriate measures to protect personal information confidentiality according to the standards that are accepted for personal data protection in accordance with the law. In addition, the Company will supervise the Company's operators so that they will not disclose, display or make your personal data appear by any means to any third parties or other than for the stated purposes unless such actions are required by law or done under the consent of the personal data owner.

6. Security measures for personal data collection

The Company attaches great importance to the security of your personal data by establishing measures to maintain the security of personal data that are appropriate and consistent with the Personal Data Protection Law, as well as establishing appropriate practices to limit access to your personal data to prevent personal data from being illegally used, disclosed, accessed or destroyed.

7. Data Protection Officer

To comply with the Personal Data Protection Act B.E. 2562, the Company appointed Data Protection Officer (DPO) to give advice, review operations related to collection, storage, use or disclosure of personal information. In this regard, the Company established regulation and order for persons involved to proceed as prescribed.

8. The change of personal data protection policy

The Company may revise or change this policy to ensure the compliance with related laws that may be enforced in the future or the change in the Company's operation. In which case, the Company would make further announcement.

9. The Company's contact channels

In the case that you wish to exercise the aforementioned rights or to state your other purposes related to your personal data, you may contact the Data Protection Officer of the Company at the email: dpo@ratch.co.th

Registered No. 0107543000031

RATCH 138/2024

1 April 2024

- Subject: Notice of the 2024 Shareholders' Annual General Meeting
- Attention: Shareholders of the Company
- Enclosures:
1. Copy of Minutes of the 2023 Shareholders' Annual General Meeting
 2. QR Code: Form 56-1 One Report 2023 and Sustainability Report 2023
 3. Profiles and related information of the nominated persons to be elected as the Auditors for the year 2024
 4. Profiles and related information of the nominated persons to be elected as Independent Director/Directors and the Company's definition on Independent Director
 5. List of Independent Directors proposed for proxy appointment
 6. Guideline for attending the 2024 Shareholders' Annual General Meeting in the format of electronic meeting (E-Meeting)
 7. The Company's Articles of Association concerning the Shareholders' Meeting and Voting
 8. Proxy Form A., B. and C. **(Form B. is recommended)**
 9. Request form for the printed Form 56-1 One Report 2023 and Sustainability Report 2023
 10. Form to submit question in advance for the 2024 Shareholders' Annual General Meeting
 11. Postal envelope

The Board of Directors of RATCH Group Public Company Limited (the "Company") at the meeting No. 4/2024 held on Tuesday 27 February 2024 unanimously resolved to convene the 2024 Shareholders' Annual General Meeting (the "Meeting") on Tuesday 23 April 2024 at 2.00 p.m. **in the format of electronic meeting (E-Meeting) only** pursuant to relevant laws, the Company's Articles of Association, and other requirements. The agenda items are as follows:

Agenda No. 1 To consider and approve the Minutes of the 2023 Shareholders' Annual General Meeting

Details and background: The 2023 Shareholders' Annual General Meeting was convened on Monday 24 April 2023. The Minutes were publicized on the Company's

website (www.ratch.co.th) from Friday 28 April 2023 and a copy of such minutes is also attached herewith as **Enclosure No. 1.**

Board of Directors' opinion: The Minutes were taken accurately and completely. Therefore, it is appropriate to propose to the Meeting to approve the mentioned Minutes.

Voting: A simple majority of votes of shareholders present and voting at the Meeting, according to Article 36. (1) of the Company's Articles of Association is required.

Agenda No. 2 To acknowledge the Board of Directors' annual report on the Company's performances in the previous year and other activities to be performed in the future

Details and background: In 2023, the Company's and its subsidiaries' operating performances resulted in profit of Baht 5,167.25 million according to the consolidated financial statements, which is equivalent to Baht 2.38 per share, 10.63 percent lower than the profit of 2022 (profit of Baht 5,782.07 million). As for the important operating performances according to the investment proportion in energy business, the total capacity from the electricity generating business, which is the core business, totaled 10,848 megawatts. This comprises 7,904 megawatts of power plants that have already been commercially operating and recognizing revenue, and 2,944 megawatts of power plants that are under construction and development, increased by approximately 1,061 megawatts from the previous year. In addition to the energy business, the Company also made additional investment in healthcare and related business comprising investment in Principal Healthcare - Mukdahan Company Limited to invest in PRINC Mukdahan Hospital, which is to increase an opportunity to expand a network of investments in private hospital business in the upper northeastern area and to align with the project that the Company had previously invested in PRINC Sakon Nakhon Hospital. In addition, the Company had co-investment in RATCHTEX Company Limited to operate Solar PV Floating Systems business. The details of operating results and significant changes in the year and the activities to be performed in the future appear in the Annual Registration Statement/Annual Report and the Financial Statements for the year ended 31 December 2023 ("Form 56-1 One Report 2023") and Sustainability Report 2023, which can be downloaded from the QR Code in **Enclosure No. 2.** If any shareholder wishes to receive a printed version of those documents, please fill in the form in **Enclosure No. 9.**, and attach to the postal envelope in **Enclosure No. 11.**, or **send an email to ar@ratch.co.th** so that the Company shall deliver them as per your request.

Board of Directors' opinion: It is appropriate to propose to the Meeting to acknowledge the Board of Directors' annual report on the Company's performances in the previous year and other activities to be performed in the future.

Voting: This agenda does not require voting.

Agenda No. 3 To consider and approve the financial statements for the year ended 31 December 2023

Details and background: The Board of Directors present the financial statements for the year ended 31 December 2023 that were audited and certified by Mr. Natthaphong Tantichattanon (C.P.A. (Thailand) No. 8829) of KPMG Phoomchai Audit Limited which is the auditor of the Company and endorsed by the Audit Committee and the Board of Directors. The details appear in Form 56-1 One Report 2023 in **Enclosure No. 2.**, which are summarized as follows:

		<u>2023</u>	<u>2022</u>
Financial position according to the consolidated financial statements			
Assets	(Million Baht)	213,478.95	229,578.28
Liabilities	(Million Baht)	106,345.50	122,175.01
Equity	(Million Baht)	107,133.45	107,403.27
Operating performances according to the consolidated financial statements			
Revenue	(Million Baht)	50,648.13	81,788.08
Net profit of the Company	(Million Baht)	5,167.25	5,782.07
Earnings per share	(Baht per Share)	2.38	3.15

Board of Directors' opinion: The financial statements for the year ended 31 December 2023 were audited and certified by the auditor and endorsed by the Audit Committee and the Board of Directors. Therefore, it is appropriate to propose to the Meeting to approve the financial statements.

Voting: A simple majority of votes of shareholders present and voting at the Meeting, according to Article 36. (1) of the Company's Articles of Association is required.

Agenda No. 4 To consider and approve the allocation of annual profit year 2023 and dividend payment

Details and background: The Board of Directors thoroughly considered the Section 116 of the Public Limited Companies Act B.E. 2535 and Article 43. of the Company's Articles of Association stating that the Company has to allocate not less than 5 percent of its annual net profits less the accumulated losses brought forward (if any) to a reserve fund

until this fund attains amount not less than 10 percent of the registered capital. In this regard, the Company has a policy that the dividend will be paid at not less than 40 percent of the net profits of the consolidated financial statements after allocation to a reserve fund required by laws and other reserves, with taking the Company's cash flows into consideration. Considering that the operating results for the year ended 31 December 2023 that the Company and its subsidiaries have profit of Baht 5,167.25 million, equivalent to Baht 2.38 per share and the Company has sufficient cash flows for dividend payment, and also taking into consideration the Company's and the subsidiaries' investment plans in various projects; it is, therefore, appropriate to propose to the Meeting to approve the allocation of annual profit year 2023 and dividend payment from 1 January 2023 to 31 December 2023 operating results as follows:

1. Reserve fund required by laws: No allocation will be made to the reserve fund required by laws since the Company's accumulated reserve fund is completely equal to 10 percent of its registered capital.

2. Dividend payment: To pay the dividend of the year 2023 from 1 January 2023 to 31 December 2023 operating results at Baht 1.60 per share or Baht 3,480 million in total or equivalent to 67.35 percent of the profit of the consolidated financial statements. After deducting the interim dividend payment for the first half of 2023 operating results of Baht 0.80 per share, totaling Baht 1,740 million, which was paid on 15 September 2023, the remaining year-end dividend for the second half of 2023 operating results will be paid at Baht 0.80 per share or Baht 1,740 million in total. The dividend payment compared with the previous year is summarized as follows:

		<u>2023</u>	<u>2022</u>
Profit	(Million Baht)	5,167.25	5,782.07
Number of paid-up shares	(Million Shares)	2,175	2,175
Dividend payment	(Baht per Share)	1.60	1.60
Total dividend payment	(Million Baht)	3,480	3,480
Dividend payout ratio	(Percent)	67.35	60.19

The remaining year-end dividend which will be paid at Baht 0.80 per share consists of the following:

1. Dividend of Baht 0.05 per share will be allocated from retained earnings that paid the corporate income tax at 20 percent rate and the individual shareholders are entitled to obtain tax credit.

2. Dividend of Baht 0.75 per share will be allocated from retained earnings that were not paid the corporate income tax and the individual shareholders are not entitled to obtain tax credit.

The Company set the Record Date to determine the name of shareholders who are entitled to receive year-end dividend on Monday 18 March 2024 and the dividend will be paid on Thursday 23 May 2024.

Board of Directors' opinion: The proposed dividend payment complies with the Company's dividend payment policy and the operating results, cash flows, investments in various projects. Furthermore, effects from energy situation, economic conditions and others were taken into due and careful consideration of the Board of Directors. It is appropriate to propose to the Meeting to approve the dividend payment with no additional allocation made to the reserve fund required by laws since the Company's accumulated reserve fund totaled Baht 2,219.23 million, which is equal to 10 percent of its registered capital.

Voting: A simple majority of votes of shareholders present and voting at the Meeting, according to Article 36. (1) of the Company's Articles of Association is required.

Agenda No. 5 To consider the appointment of the Company's auditor and determination of the auditor's remuneration for the year 2024

Details and background: In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 specifying that annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year and with the recommendations made by the Audit Committee to appoint KPMG Phoomchai Audit Limited, who has been appointed for the Company and its subsidiaries as the auditor in the previous year, to be the auditor of the Company and its subsidiaries in 2024. KPMG Phoomchai Audit Limited had satisfactory performances in terms of auditing, reporting, facilitating in the previous year. The auditor and the team fully understand the duties as independent auditors, show prudence in reviewing and auditing, and have useful recommendations and guidelines to ensure that internal control system and accounting methods complied with the generally accepted accounting standards. In addition, the auditors and the team attended meetings with the executives and accounting team of the Company and its subsidiaries, and also attended the Audit Committee's meetings to explain the audit results of the financial statements on a quarterly basis as well as the meeting with the Audit Committee without the presence of the Management on an annual basis.

The Board of Directors hereby propose to the Meeting to appoint KPMG Phoomchai Audit Limited and appoint the Company's auditor for the year 2024 as follows:

No.	Proposed Auditor	C.P.A. (Thailand) No.	No. of year (s) proposed to be the Company's auditor	No. of year (s) as the signatory of auditor's report
1.	Mr. Natthaphong Tantichattanon	8829	5	1
2.	Miss Dussanee Yimsuwan	10235	4	-
3.	Mr. Waiyawat Kosamarnchaiyakit	6333	-	-

(Profiles and related information of the nominated persons to be elected as the Company's auditors for the year 2024 are shown in Enclosure No. 3.)

It is determined that any one of these auditors shall be authorized to conduct the audit and express an opinion on the statutory financial statements of the Company and in the case that the aforementioned auditors are unable to perform their duties, KPMG Phoomchai Audit Limited is authorized to assign other auditors of KPMG Phoomchai Audit Limited as approved by the Board of Directors to perform the duties instead. It is also proposed to the Meeting to approve the auditor's remuneration in the year 2024 in the amount of Baht 3,450,000 (excluding out-of-pocket expenses at the actual amount but not exceeding Baht 60,000). The audit fee increased by Baht 450,000 from the year 2023 due to the increased workload. (In 2023, the audit fee was Baht 3,000,000.)

Non-audit fee for specific purposes namely the consulting fees for due diligence of the business in which the Company invested and consulting fees for tax and accounting system development, which the Company recorded as accounting expenses in the year 2023, totaled Baht 2,681,238, which was a decrease from the year 2022 in the amount of Baht 1,767,335. (Non-audit fee for the year 2022 was Baht 4,448,573.)

None of the proposed auditors has relationship or conflict of interests with the Company, subsidiaries, executives, major shareholders or any person related to such persons in any way that would affect their independent performance. Therefore, they have the independence to conduct the audit and express opinion on the statutory financial statements of the Company. Furthermore, none of the auditors has performed their duty as the auditors of the Company for longer than the time specified by the rules and guidelines of relevant regulations. As for subsidiaries that are audited by other auditors, the Board of Directors will supervise their financial statements preparation to be completed within the time period specified by laws and/or related regulations.

Board of Directors' opinion: The selection of the auditor and determination of the auditor's remuneration was carefully and thoroughly considered and reviewed by the Audit Committee and the Board of Directors in regard to the audit team capabilities, past performances, obligations and workload, reasonability of the audit fee compared to those of leading energy companies, as well as independent performance of duty, and no auditor has performed audit duties for the longer than the period that is specified in regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. Therefore, it is appropriate to propose to the Meeting to approve the appointment of the auditor and determination of the auditor's remuneration as proposed.

Voting: A simple majority of votes of shareholders present and voting at the Meeting, according to Article 36. (1) of the Company's Articles of Association is required.

Agenda No. 6 To consider and determine the Director's remuneration

Details and background: The Human Resources and Remuneration Committee considered the criteria in determining the remuneration of the Company's Director by taking into account the assigned responsibilities and the comparison with peers. Therefore, it is appropriate to propose to the Meeting to approve the remuneration of the Board of Directors and the Sub-committees at the same rate and criteria as in 2023 as follows:

1. The annual bonus for the year 2023

To determine the annual bonus for the year 2023 for the Company's Board of Directors in the total amount of not exceeding Baht 20 million. The Chairman receives 25 percent higher bonus than the Directors. In any period that a person holds more than one director positions at the Company and/or the subsidiaries, the person is entitled to receive a bonus from a company that allocates more bonus for such period. The bonus will be allocated according to the time in office and to the attendance at the Board meeting whereby the Director whose attendance is 75 percent and above will receive full bonus allocated for that year, whereas the Director whose attendance is lower than 75 percent will receive the bonus in proportion to the meeting attendance.

Executives who are the Company's directors do not receive bonus as directors.

2. The retainer for the year 2024 (the same as the previous rate and criteria)

Composition of the retainer		2024 (The proposed year)	2023
2.1	The retainer for the Company's Board of Directors		
	2.1.1 Monthly retainer: Fixed payment at 75 percent (calculated by the time in office) and paid on attendance (meeting allowance) at 25 percent.		
	2.1.2 Payment rate:		
	• Chairman ⁴¹	62,500 Baht	62,500 Baht
	• Director	50,000 Baht	50,000 Baht
2.2	The retainer for the Sub-committees⁴²		
	2.2.1 Paid on attendance (meeting allowance)		
	2.2.2 Payment rate:		
	• Chairman ⁴¹	37,500 Baht	37,500 Baht
	• Director	30,000 Baht	30,000 Baht
2.3	Other benefit	None	None

Executives who are the Company's directors do not receive retainer as directors in any case.

Notes:

⁴¹ Chairman receives 25 percent higher monthly retainer and meeting allowance than other directors. Chairman of Sub-committees receives 25 percent higher meeting allowance than member of Sub-committees.

⁴² Sub-committees comprise Audit Committee, Human Resources and Remuneration Committee, Corporate Governance and Sustainability Committee, Investment Committee and Risk Management Committee. Their roles and responsibilities which were assigned by the Board of Directors are shown on page 194 - 197 of Form 56-1 One Report 2023.

Board of Directors' opinion: The determination of the remuneration for the Board of Directors and the Sub-committees is in accordance with the Article 14. of the Company's Articles of Association. The Human Resources and Remuneration Committee conducted the Company's screening process by taking into account roles and responsibilities as well as the director's remuneration of leading peers. Therefore, it is appropriate to propose to the Meeting to approve the determination of the Director's remuneration as proposed.

Voting: A vote of not less than two-thirds of the total votes of shareholders present at the Meeting, according to Section 90 of the Public Limited Companies Act B.E. 2535 is required.

Agenda No. 7 To consider the election of directors in place of those retiring by rotation

Details and background: At the Meeting, there are 4 Directors who are due to retire by rotation, equivalent to one-third of the total number of directors, according to the Article 17. of the Company's Articles of Association namely:

- | | | | |
|-----|----------------|-----------------|----------------------|
| (1) | Mr. Ratanachai | Namwong | Independent Director |
| (2) | Mr. Prasertsak | Cherngchawano | Director |
| (3) | Miss Choosri | Kietkajornkul | Director |
| (4) | Mr. Kulyos | Audomvongseeree | Director |

During the period of 1 September 2023 until 30 November 2023, the Company, on its website and through the information disclosure system of the Stock Exchange of Thailand, had invited shareholders to nominate qualified person(s) to be elected as the Company's Director(s) in advance. After the period had ended, there was no nomination from the shareholders.

Recruitment and selection of Directors is consent by the Human Resources and Remuneration Committee after having reviewed and proposed to the Board of Directors pursuant to the Company's recruitment and selection process by selecting from experts and knowledgeable persons from relevant Director Pool. Then the composition of the Board and the Board Skills Matrix were taken into consideration as well as qualifications of directors as defined by law, educational background, age, skills, work experiences in business relating to the Company's operations and career diversity that will benefit the operations and strategic planning of the Company in order to enhance the Company's development and push the Company in appropriate growth direction. The past performance as the Company's director was also taken into consideration. As for Independent Director, the Company's definition on Independent Director and relevant requirements of regulators were taken into account along with any significant relations that may cause the directors to be unable to perform their duties or provide opinions independently.

The Board of Directors agreed with the recommendation made by the Human Resources and Remuneration Committee to propose to the Meeting to consider the election of Directors to replace those who are due to retire by rotation as follows:

- | | | | | |
|-----|----------------|-----------------|----------------------|------------|
| (1) | Mr. Borwornsak | Wanich | Independent Director | First term |
| (2) | Mr. Thidade | Eiamsai | Director | First term |
| (3) | Mr. Nitus | Voraphonpiput | Director | First term |
| (4) | Mr. Kulyos | Audomvongseeree | Director | Re-elected |

Profiles and related information of the nominated persons to be elected as Independent Director/Directors and the Company's definition on Independent Director are shown in **Enclosure No. 4**.

Board of Directors' opinion: The selection and nomination of Directors was undertaken according to the Company's recruitment procedures with the thorough consideration and review by the Human Resources and Remuneration Committee on the proper qualifications to benefit the operations of the Company's Group. The nominated Independent Director in item (1) has qualifications as defined by the Stock Exchange of Thailand and the Company, which enable him to perform his duties and give opinions independently. Therefore, it is appropriate to propose to the Meeting to approve the election of Directors in place of those retiring by rotation as proposed.

Voting: A simple majority of votes of shareholders present and voting at the Meeting, according to Article 36. (1) of the Company's Articles of Association is required.

Agenda No. 8 To consider other businesses (if any)

During the period of 1 September 2023 until 30 November 2023, the Company, on its website (www.ratch.co.th) and through the information disclosure system of the Stock Exchange of Thailand, had invited the shareholders to propose an agenda for the Board of Directors to consider adding to this Meeting but there was no proposal from the shareholders. Furthermore, during the period of Monday 1 until Wednesday 3 April 2024, the Company had made the electronic advertisement of this notice in both Thai and English versions on its website (Topic: Investor Relations >> Shareholder Information >> Electronic Advertisement) according to relevant laws, the Company's Articles of Association, and other relevant requirements.

The shareholders are cordially invited **to attend** the 2024 Shareholders' Annual General Meeting in the format of E-Meeting at the aforementioned date and time. The registration, voting and vote counting will be **in electronic means only**.

In this regard, the Company has published this notice together with supporting documents and proxy forms on the Company's website on Thursday 21 March 2024, whereas the shareholders being entitled to attend the Meeting must be the shareholders of the Company as of the Record Date which is determined on Monday 18 March 2024 according to the shareholders registry of the Company being maintained by Thailand Securities Depository Company Limited ("TSD").

Any shareholders wishing to attend the Meeting by him/her self or by appointing a person other than the independent directors of the Company as a proxy to attend the electronic meeting, please read and follow the procedure on the registration, proxy appointment and evidence required for attending an electronic meeting according to the details in Enclosure No. 6.

To facilitate the participation of the Meeting, **the system to submit request for meeting registration (e-Request) will be open from Wednesday 10 April 2024 from 08.30 a.m. onward until the end of the Meeting on Tuesday 23 April 2024.**

Any shareholders wishing to appoint as proxy an **independent director of the Company** according to the provided list and details in Enclosure No. 5. please read and follow the procedure on the registration, proxy appointment and evidence required for attending the electronic meeting according to the details in Enclosure No. 6. Shareholders may submit Proxy Form A. or B. (Form B. is recommended) or Proxy Form C. (for custodian only) according to Enclosure No. 8, **together with supporting evidence** by enclosing in the return postal envelope according to Enclosure No. 11. to the Company before the date of the Meeting.

In the event that the shareholder prefers to use e-Proxy Voting system of Thailand Securities Depository Co., Ltd. (“TSD”), the shareholder can vote via Investor Portal provided by TSD starting from Tuesday 2 April 2024 at 08.30 a.m. until Monday 22 April 2024 at 04.30 p.m. (Bangkok Time).

The meeting shall be proceeding in accordance with the Articles of Association of the Company according to the details in Enclosure No. 7.

To ensure the utmost benefits from the Meeting as well as to protect the rights and interests of shareholders, shareholders may raise any questions or request further explanations on issues relating to the agenda items of the Meeting presented in the notice by **submitting questions in advance** at cs@ratch.co.th or **filling in** the pre-meeting question form according to Enclosure No. 10. and enclosing the form in the return postal envelope according to Enclosure No. 11. to the Company by Thursday 11 April 2024.



Yours sincerely,

(Miss Choosri Kietkajornkul)
Chief Executive Officer

Company Secretary Office

Email: cs@ratch.co.th

Tel. +66 2794 9510