

25 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2024

Attn: Shareholders of Rojukiss International Public Company Limited

- Enclosures:
1. The 2023 Annual Report (Form 56-1 One Report for the year 2023) (QR Code) and the Registration Form;
 2. Profile of the auditors proposed for appointment;
 3. Profile of candidates nominated for election as directors of the Company;
 4. Definition of "Independent Director";
 5. Profile of independent directors to serve as proxy of the shareholders;
 6. Proxy Form A, Form B and Form C;
 7. Condition and procedures for proxy appointment to attend the meeting and supporting documents to be submitted for identity verification;
 8. Articles of Association of the Company concerning shareholders' meeting;
 9. Guidelines and procedures for attending the Annual General Meeting of Shareholders via electronic meeting (E-AGM);
 10. Meeting attendance request form via electronic meeting (E-AGM);
 11. Privacy policy (PDPA).

The Board of Directors of Rojukiss International Public Company Limited (the "**Company**") has resolved to convene the Annual General Meeting of Shareholders for the year 2024 (the "**Meeting**") on Monday 22 April 2024 at 14:00 hrs. via electronic meeting (E-AGM) only, in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) (as amended) and other related laws and regulations.

The Company would like to inform you that the Company convened the Annual General Meeting of Shareholders for the year 2023 on 25 April 2023. The Company had prepared and submitted copies of the minutes of the Annual General Meeting of Shareholders for the year 2023 to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by relevant laws. The Company had also disclosed such minutes on the Company's website since 9 May 2023 for the shareholders' examination and none of the shareholders requested amending the minutes.

Furthermore, in order to set the agendas for the Annual General Meeting of Shareholders for the year 2024, the Company had announced on its website to invite agenda proposals and/or the proposal for director nomination from the shareholders in advance from 15 December 2023 to 31 January 2024. After the said period, there was no shareholder proposed agenda for the Meeting and nominated candidate for the Company's directorship. The Company, therefore, would like to announce the agendas proposed by the Board of Directors together with the opinions of the Board of Directors as follows:

Agenda 1. To acknowledge the Company's performance for the Year 2023

Objective and Rationale: The Company has summarized the operating results and major changes for the year 2023 as presented in the 2023 Annual Report (Form 56-1 One Report for the year 2023) in QR Code form, which was prepared according to the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, delivered to the Company's shareholders together with this invitation to the Meeting as Enclosure No. 1.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose the operating results and major changes for the year 2023 to the Annual General Meeting of Shareholders for the year 2024 for acknowledgment.

Vote Required: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 2. To consider and approve the consolidated financial statements of the Company for the year 2023

Objective and Rationale: Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 48 of the Articles of Association of the Company, the Board of Directors shall prepare a balance sheet and a statement of profit and loss correctly and completely at the end of the accounting period of the Company for submission to the shareholders' meeting to consider and approve in the annual general meeting. In addition, the Board of Directors shall have an auditor examine the balance sheet and the statement of profit and loss prior to the submission to the shareholders' meeting.

Audit Committee's Opinion: The Audit Committee has considered and reviewed the annual financial statements of the Company for the year ended 31 December 2023, which have been audited and signed by the auditor from PricewaterhouseCoopers ABAS Ltd. and opined that the financial statements present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRSs), and deems it appropriate to propose that the Board of Directors submit the Company's financial statements for the year ended 31 December 2023 to the Annual General Meeting of Shareholders for consideration and approval.

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements for the year ended 31 December 2023 which were duly audited and certified by the certified public accountant of the Company, which expressed an unqualified opinion on the aforementioned financial statements, and reviewed by the Audit Committee and the Board of Directors. Key information on the Company's financial position and results of operation for the year 2023 is summarized as follows:

Unit: Thai Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	14,02,602,852	1,324,357,376
Total Liabilities	309,964,183	409,095,029
Total Equity	1,092,638,669	915,262,347
Issued and Paid-Up Capital	300,005,000	300,005,000
Revenue from Sales and Services	964,768,474	892,426,792
Profit for the Year	152,940,696	90,621,472
Earnings per Share (Baht/Share)	0.22	0.15

The details of the annual financial statements of the Company for the year ended 31 December 2023 are contained in the 2023 Annual Report (Form 56-1 One Report for the year 2023) of the Company in the subject of “Financial Statements” which was delivered to the Company’s shareholders together with this invitation to the 2024 Annual General Meeting of Shareholders according to Enclosure No. 1.

Vote Required: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

Agenda 3. To consider and approve the appropriation of Net Profit and dividend payment for the operating results of the year 2023

Objective and Rationale: Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 55 of the Articles of Association of the Company, the Company shall allocate part of its annual net profit to a reserve fund in an amount of not less than 5 percent of the annual net profit deducted of accumulated loss carried forward (if any) until this reserve fund reaches the amount of not less than 10 percent of the registered capital. And to comply with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 54 of the Articles of Association of the Company, no dividend shall be paid other than out of profits. In case the Company still has an accumulated loss, no dividends shall be paid. The Board of Directors shall determine the amount of dividends as deemed appropriate.

The Company’s dividend payment policy is to distribute dividends at the rate of not less than 50 percent of net profit on separate financial statements after the deduction of corporate income tax and all reserves (with additional consideration). However, the payment is subject to changes, depending on the investment plan, liquidity, necessity, and other factors in relation to appropriateness for the future plan as the Board of Directors and/or the Company’s shareholders deem appropriate.

The Company deems it appropriate to propose the shareholders’ meeting to approve the dividend payment for the year 2023 which is to distribute the dividend payment in cash from the net profit of the year 2023 to the shareholders of the Company at the rate of Baht 0.15 per share for the ordinary shares of 600,010,000 shares, totaling of approximately Baht 90 million, equivalent to 99 percent of net profit on the separate financial statements for the year 2023 in accordance with

the Company's dividend payment policy. Details as shown below:

- 1) The interim dividend for the Company's operating results of January - June 2023. The Company would like to report the interim dividend payment made in accordance with Article 54 of the Articles of Association of the Company which stipulates that the Board of Directors may from time to time pay interim dividends to the shareholders when the profit of the Company is justified such payment. In this regard, the Board of Directors Meeting No. 3/2023, held on 15 August 2023 resolved the interim dividend payment for the operating results of January – June 2023 at the rate of Baht 0.06 per share, totaling Baht 36 million. Such interim dividend was paid to the shareholders on 14 September 2023.
- 2) The dividend payment for the Company's operating results of July - December 2023 at the rate of Baht 0.09 per share, amounting to approximately Baht 54 million.

Such dividend is subject to withholding tax at the rate as defined by laws. The Record Date for the shareholders who are entitled to receive dividends is on 2 May 2024. After the Annual General Meeting of Shareholders approves such dividend payment, the dividend shall be paid on 21 May 2024. However, the payment of dividends is uncertain as it is subject to the approval of the Annual General Meeting of Shareholders for the year 2024.

A Comparison of the Rate of Dividend Payment for the Year 2023 and 2022

Details	2022	2023 (Proposed)
Profit for the Year (Baht)	84,956,669	90,621,472
Dividend per Share (Baht)	0.14	0.15
Proportion of Dividend on Profit for the Year (%)	99%	99%

Opinion of the Board of Directors: The Board of Directors has considered and deems it appropriate to propose the shareholders' meeting to acknowledge the non-appropriation of the annual net profit for the legal reserve for the year ended According to the operating results of the Company for the year 2023, the Company has a net profit in the separate financial statements of approximately Baht 90.62 million. For the period ending 31 December 2023, the Company has a registered capital of Baht 309 million and the Company has a legal reserve in the amount of Baht 30.9 million. As the Company's legal reserve was equivalent to 10 percent of the registered capital, fully appropriated according to the Company's Articles of Association, the Company, therefore, is not required to additionally appropriate the annual net profit of the year 2023 for

legal reserve.

31 December 2023 as the Company has fully appropriated the legal reserve. In addition, the Board of Directors propose the shareholders' meeting to consider and approve the payment of dividend for the year ended 31 December 2023 at the rate of Baht 0.15 per share, totaling approximately Baht 90 million and acknowledge the interim dividend payment as per the resolution of the Board of Directors No. 3/2023 at the rate of Baht 0.06, totaling of Baht 36 million. Therefore, the dividend payment for the operating results of July - December 2023 shall be at the rate of Baht 0.09 per share, totaling approximately Baht 54 million. The payment will be made to the shareholders entitled according to the list of the name that appears in the shareholders' register at the Record Date on 2 May 2024 and will be paid on 21 May 2024. However, the payment of dividends is uncertain as it is subject to the approval of the Annual General Meeting of Shareholders for the year 2024.

Vote Required: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

Agenda 4. To consider and approve the appointment of auditor and determine the audit fee for the year 2024

Objective and Rationale: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 50 of the Articles of Association of the Company, the appointment of auditor and audit fees shall be approved at the Annual General Meeting of Shareholders. The auditor who retired is eligible for re-appointment. However, the auditor must not be the Company's directors, employees, staff, or any person holding any position in the Company.

In addition, the Securities and Exchange Commission no. 75/2561 (2018) regarding criteria, conditions, and procedures for reporting, disclosure of the financial position, and an operating result of the Company issuing the securities (No. 14), the Company has to rotate the auditors when they had performed their duties for 7 consecutive fiscal years. Such auditors must cease performing audit services for 5 consecutive fiscal years. The rotation is not necessary to be replaced by the new audit firm. The Company can appoint a new individual auditor from the current audit firm.

Opinion of the Audit Committee: The Audit Committee considered the criteria for the appointment of the auditors by their performance of the duties expertly, independency, and audit fee. The Audit Committee considered and proposed the Board of Directors to appoint auditors from PricewaterhouseCoopers ABAS Ltd. ("PwC") as the Company's auditor for the year 2024 because PwC is a leading audit firm with international standards, and expertise in auditing, and proposes appropriate audit fee. The Audit Committee recommended the Board of Directors to propose to the Annual General Meeting of Shareholders to appoint the following persons as the auditor of the Company for the year 2024:

1. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358
(who sign to certified the Company's financial statements for 2023); and/or
2. Ms. Tithinun Vankeo Certified Public Accountant No. 9432
(who has never been a certified signatory of the Company's financial statements).

Any one of the above auditors is authorized to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries. In the absence of the above-named auditors, PwC is authorized to identify other Certified

Public Accountants within PwC who are qualified in compliance with the guidelines of the Securities and Exchange Commission to carry out the work.

PwC and the proposed auditors are qualified as per the Securities and Exchange Commission's guidelines and have no relationship or conflict of interest with the Company, its subsidiaries, management, major shareholders, or any related parties. Therefore, the proposed auditors are independent to conduct the audit and express an opinion on the financial statements of the Company.

Information of the proposed auditors for the year 2024 is delivered to the Company's shareholders together with this invitation to the Annual General Meeting of Shareholders for the year 2024 according to Enclosure No. 2.

The Audit Committee considered the criteria for the appointment of the auditors for the year 2024 by their performance of the duties expertly, independency, and audit fee. The Audit Committee considered it appropriate to propose the Board of Directors to propose the 2024 Annual General Meeting of the Shareholders to appoint an auditor from PwC as the Company's auditor for the year 2024 and determine an audit fee not exceeding Baht 3,150,000, exclusive of the Non-Audit Fee. The details are as follows:

A Comparison of the Audit Fee for the Year 2024 and 2023

Audit Fees	Audit Fee (Baht):	
	2023	2024 (Proposed)
Audit Fee	Not exceeding 3,000,000	Not exceeding 3,150,000
Non-Audit Fee	10,000	10,000

The Non-Audit Fee is for observation of stock destruction. In this regard, the above-mentioned audit fee does not include miscellaneous related expenses such as document/ printing, postage stamps, communication, etc. The audit firm will collect such the expenses from the Company based on actual payment.

The auditors of the Company and the auditors of its subsidiaries such as O2 Kiss Company Limited and Hibiocy Company Limited are of the same auditing firm. However, if any subsidiary uses another audit firm, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

Opinion of the Board of Directors: The Board of Directors has considered the auditors' qualifications in accordance with the Articles of Association of the Company and the Securities and Exchange Commission, the independence of the auditors, the standard of work, and performance, therefore, agreed with the Audit Committee to propose to the Annual General Meeting of the Shareholders to appoint 1) Ms. Nuntika Limviriyalers CPA registration No. 7358 and/or 2) Ms. Tithinun Vankeo CPA registration No. 9432 and/or other auditors of PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the year 2024 and determine audit fee in the amount not exceeding Baht 3,150,000, exclusive of the Non-Audit Fee, as per the details above, which remains the same rate for 2023.

Vote Required: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting

the votes at the meeting.

Agenda 5. To consider and approve the election of directors to replace those retiring for the year 2024

Objective and Rationale: In compliance with section 71 of Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 20 of the Articles of Association of the Company, one-third of the directors must retire from office by rotation in every annual general meeting of shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The retiring directors may be re-elected.

In such case, there are 3 directors that are due to retire by rotation at the Annual General Meeting of Shareholders for the year 2024 as follows:

- | | | |
|----|-------------------------|--|
| 1. | Mrs. Pratana Mongkolkul | Independent Director/ Vice Chairman/ Chairman of the Audit Committee |
| 2. | Mr. Anotai Adulbhan | Director/ Member of the Nomination and Remuneration Committee |
| 3. | Ms. Piyawadee Sonsingh | Director / Member of the Corporate Governance Committee |

The Company has announced on the Company's website and via the Stock Exchange of Thailand's system to give shareholders the opportunity to nominate persons to be elected as the Company's directors at the Annual General Meeting of Shareholders for the Year 2024 between 15 December 2023 and 31 January 2024, in accordance with the principles of good corporate governance of listed companies. However, when the specified period had lapsed, no shareholders had nominated any persons to be considered as directors of the Company.

The Nomination and Remuneration Committee (excluding directors with conflict of interest in the agenda) has deliberately considered has reviewed the qualifications of the 3 directors who will retire by rotation at the Annual General Meeting of Shareholders for the year 2024 and views these 3 persons have full qualification of directors as prescribed in the Public Limited Companies Act B.E. 2535 (1992) (as amended), the requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and do not possess any prohibited characteristics prescribed by the principles of the Securities and Exchange Commission, including have the knowledge, capability, and experiences in the business related to the Company's operations that will be beneficial to the Company's operation. In addition, those 3 directors have efficiently performed their duties as directors and members of the sub-committee, as well as have expressed their opinions and recommendations beneficial to the operations of the Company.

As to Mrs. Pratana Mongkolkul, the Nomination and Remuneration Committee has considered and is of the view that they possess the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company and has full capacity to express his opinions independently and meets all the qualifications stipulated in the relevant regulations.

The Nomination and Remuneration Committee (excluding directors with conflict of interest in the agenda) deem it

appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to approve the reappointment of these 3 retiring directors who retired by rotation to serve as an independent director, the Board of Directors and sub-committee for another term.

Opinion of the Board of Directors: The Board of Directors, with the exception of the members who are nominated, has thoroughly and carefully considered and agreed with the opinion of the Nomination and Remuneration Committee that all 3 nominated directors are qualified under the Public Limited Company Act B.E. 2535 (as amended) and the Notification of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, and the Capital Market Supervisory Board and has no prohibited characteristics to be appointed as director according to the regulations of the Office of the Securities and Exchange Commission. Moreover, the nominated directors have qualifications, experience, and expertise suitable for the Company's business operation, especially, in the area of business management which is beneficial to the Company's business. During the previous term, all directors efficiently performed their duties as directors and sub-committees and provided useful opinions and recommendations to the Company's operations. In addition, the Board of Directors has considered and viewed that Mrs. Pratana Mongkolkul possess the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company and have full capacity to express their opinions beneficial to the Company's business operation, and also are able to independently provide opinion and recommendation regarding the Company's operation according to relevant regulations and laws for the best benefit of the Company. Therefore, the Board of Directors agrees with the proposal of the Nomination and Remuneration Committee and proposes to the meeting of shareholders to re-appoint retired directors which are (1) Mrs. Pratana Mongkolkul (2) Mr. Anotai Adulbhan and (3) Ms. Piyawadee Sonsingh to be an independent director, the Board of Directors and sub-committee for another term.

Information of individuals nominated as the directors to replace the directors retired by rotation was delivered to the Company's shareholders together with this invitation to the Annual General Meeting of Shareholders according to [Enclosure No. 3](#).

Mrs. Pratana Mongkolkul who are nominated to be independent directors have qualifications that meet the Company's requirements as appears in [Enclosure No. 4](#), which align with the Capital Market Supervisory Board and relevant laws and regulations and not having a conflict of interest or not being a stakeholder to the Company. They can provide their opinions independently and meets all the qualifications stipulated in the relevant regulations.

Vote Required: This agenda requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting. The shareholders may exercise the votes to select only one person or many persons to be a director (s) but the allocation of votes in favor of a specific person is not allowed. For good corporate governance, each director will be proposed to appoint individually. This agenda requires that each of the individuals nominated as director to replace the directors who retire by rotation receives the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

Agenda 6. To consider and approve the remuneration for the Board of directors and sub-committee for the year 2024

Objective and Rationale: Pursuant to section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 33 of the Articles of Association of the Company, stipulates that the directors' remunerations shall be approved by the shareholders' meeting with the votes of not less than two-third (2/3) of the total votes of the shareholders present at the meeting.

The Board of Directors has assigned the Nomination and Remuneration Committee to carefully determine the remuneration for the Board of Directors and Sub-Committee members by considering the appropriateness of business type, size, and relation to the Company's operations which is in line with the market norm and other companies in the same industry, experiences, duties, and responsibilities of the directors.

The Nomination and Remuneration Committee with the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to determine the remuneration as a monthly remuneration, and meeting allowance which is the same rate as the remuneration in 2023 with no other benefit according to details expressed the Remuneration for the Board of Directors and Sub-Committee members for 2024 as follow:

A Comparison of the Remuneration for the Board of Directors and Sub-Committee for the Year 2023 and 2024

Remuneration	2023		2024 (Proposed)	
	Chairman	Directors	Chairman	Directors
1. Monthly Remuneration	Baht 15,000	Baht 10,000	Baht 15,000	Baht 10,000
2. Meeting Allowance				
Board of Directors	Baht 17,500	Baht 12,500	Baht 17,500	Baht 12,500
Audit Committee	Baht 15,000	Baht 10,000	Baht 15,000	Baht 10,000
Nomination and Remuneration Committee	Baht 12,000	Baht 7,000	Baht 12,000	Baht 7,000
Corporate Governance Committee	Baht 12,000	Baht 7,000	Baht 12,000	Baht 7,000
3. Other Benefits	None		None	

It is noted that those who are executive directors will not be entitled to the above remuneration because they already are remunerated in their capacity as employees.

In 2023, the Company paid remuneration to the Board of Directors and the Subcommittees (i.e. the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee) in the total amount of Baht 1,829,500 which was in accordance with the criteria approved by the Annual General Meeting of Shareholders for the year 2023. The details of which are shown in the 2023 Annual Report (Form 56-1 One Report for the year 2023) of the Company under "Corporate Governance Structure" which was delivered to the Company's shareholders together with this invitation to the 2024 Annual General Meeting of Shareholders according to Enclosure No. 1.

Opinion of the Board of Directors: The Board of Directors with the recommendation of the Nomination and Remuneration Committee has considered the appropriateness of the scope of duties and responsibilities of the directors, the Company's

performance, and other factors and deems it appropriate to propose the shareholders' meeting to approve the remuneration for the Board of Directors and Sub-Committee members for 2024 in the form of monthly remuneration and meeting allowance at the same rate approved by the Annual General Meeting of Shareholders 2023 as proposed.

Vote Required: This agenda requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting.

Agenda 7. To consider other Matters (if any)

The Company designated 14 March 2024 as the Record Date to determine the names of the shareholders entitled to attend the meeting. The Annual General Meeting of Shareholders will be held via electronic means only (E-AGM) and the Company will not arrange any venue/meeting room for the meeting in person. The registration for attending the Meeting, the vote casting and the vote counting will be conducted by electronic means.

In this regard, for the shareholders' convenience to access all information, the Company has published this invitation to the Annual General Meeting of the Shareholder 2024 and 2023 Annual Report (Form 56-1 One Report), proxy form, and other documents on the Company's website on 25 March 2024 (<http://www.rojukissinternational.com>).

In case the shareholders cannot attend the meeting and wish to appoint a proxy, please complete and sign the proxy form as attached in Enclosure No. 6 with one specific form (Proxy C is for foreign shareholders who appoint custodians in Thailand). The shareholders could appoint a proxy to the independent directors in the list and details as shown in Enclosure No. 5 to attend the meeting and cast the votes on your behalf. The shareholders shall submit the signed proxy form attached with documents and evidence as per detail in Enclosure No. 7 within 18 April 2024 to the Company at:

By post: Company Secretary
Rojukiss International Public Company Limited
100/8, 100/51-54 Vongvanij Complex B Tower 12th, 19th Rama 9 Road, Huai Khwang, Huai Khwang
Bangkok 10310

By email: kiss_agm@rojukiss.com

For your ultimate benefit from the meeting and to preserve your own rights, you can send the questions or any topics that you may need the Company to answer or clarify, you can submit questions in advance to the Company Secretary as per the above channels and provide your contact information to the Company.

Shareholders can study the guidelines for attending the meeting through electronic means (E-AGM) as set out in Enclosure No. 9.

Please be informed accordingly and all shareholders are cordially invited to attend the Annual General Meeting of the Shareholders for the year 2024 via electronic means (E-AGM) on the date and time as mentioned above.

Yours sincerely,

(Mrs. Worrawan Chaikamnerd)

Chief Executive Officer

By the order of the Board of Directors

Rojukiss International Public Company Limited