

2 April 2025

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2025

Attn: Shareholders of Rojukiss International Public Company Limited

Enclosures:

1. The 2024 Annual Report (Form 56-1 One Report for the year 2024) (QR Code) and the Registration Form (In Agenda 1)
2. Profile of the auditors proposed for appointment (In Agenda 4)
3. Profile of candidates nominated for election as directors of the Company (In Agenda 5)
4. Definition of "Independent Director" (In Agenda 5)
5. Summary of the Issuance and Offering of Warrant to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, offering to Directors and Executives/Employees of the Company No.2 (KISS-ESOP-W2) (In Agenda 8)
6. Capital Increase Report Form (F53-4) (In Agenda 9)
7. Profile of independent directors to serve as proxy of the shareholders
8. Proxy Form A, Form B and Form C
9. Condition and procedures for proxy appointment to attend the meeting and supporting documents to be submitted for identity verification
10. Articles of Association of the Company concerning shareholders' meeting
11. Guidelines and procedures for attending the Annual General Meeting of Shareholders via electronic meeting (E-AGM)
12. Meeting attendance request form via electronic meeting (E-AGM)
13. 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 2025 (the "Meeting") on Thursday 24 April 2025 at 09:30 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 has convened the Annual General Meeting of Shareholders for the year 2024 on 22 April 2024. The Company had prepared and submitted copies of the minutes of the Annual General Meeting of Shareholders for the year 2024 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 3 May 2024 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 2025, the Company had announced on its website to invite agenda proposals and/or the proposal for director nomination from the shareholders in advance from 20 December 2024 to 31 January 2025. 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 2024

Objective and Rationale: The Company has summarized the operating results and major changes for the year 2024 as presented in the 2024 Annual Report (Form 56-1 One Report for the year 2024) 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 2024 to the Annual General Meeting of Shareholders for the year 2025 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 and its subsidiaries for the year ended 31 December 2024.

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 consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2024, 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 2024 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 consolidated financial statements of the Company and its subsidiaries for the fiscal year ended 31 December 2024 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 2024 is summarized as follows:

Unit: Thai Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,316,328,639	1,350,421,817
Total Liabilities	297,363,507	453,859,797
Total Equity	1,018,965,132	896,562,020
Issued and Paid-Up Capital	300,005,000	300,005,000
Revenue from Sales and Services	1,169,455,429	1,139,924,536
Profit for the Year	160,871,425	182,783,390
Earnings per Share (Baht/Share)	0.27	0.30

The details of the annual financial statements of the Company for the fiscal year ended 31 December 2024 are contained in the 2024 Annual Report (Form 56-1 One Report for the year 2024) of the Company in the subject of "Financial Statements" which was delivered to the Company's shareholders together with this invitation to the 2025 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 omission of allocation of net profit to the legal reserve and the dividend payment for the operating results of the year 2024.

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 as required by law and as determined by the Company each year (with additional consideration). However, such dividend payment may be changed, depending on the Company's performance, financial position, liquidity, investment needs, additional investments, business expansion, reserves for loan repayments, or cash flow of the Company and the conditions and limitations as specified in the loan agreements and other relevant factors in management as deemed appropriate by the Company's board of directors and/or shareholders.

Regarding the Company's financial performance for the year 2024, the Company reported a net profit from its separate financial statements amounting to 182,783,390 baht. However, the company has a registered capital of 309,000,000 baht and a legal reserve of 30,900,000 baht, equivalent to 10% of the registered capital, in accordance with the law and the Company's Articles of Association. Therefore, the Company is not required to further allocate its net profit for the year 2024 as a legal reserve.

In the year 2024, the Company has already paid interim dividends 2 times, as follows:

- 1) The Company paid an interim dividend from operating results from January to June 2024 at the rate of 0.10 Baht per share, totaling 60,001,000 Baht which was paid on 13 September 2024 as approved by the Board of Directors' Meeting No. 5/2024 held on 13 August 2024.
- 2) The Company paid an interim dividend from operating results from July to November 2024 and the Company's retained earnings at the rate of 0.15 Baht per share, totaling 90,001,500 Baht which was paid on 30 December 2024 as approved by the Board of Directors' Meeting No. 7/2024 held on 3 December 2024.

Thus, the Company will pay the remaining dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024 at the rate of 0.09 Baht per share, totaling 54,000,900 Baht. The total dividends payments will be deducted withholding tax at the prescribed rate.

Therefore, The Company considered the interim dividends from operating results from January to February 2025 and the Company's retained earnings at the rate 0.03 Baht per share, totaling 18,000,300 Baht.

The Company deems it appropriate to propose the shareholders' meeting to approve the dividend payment as follows:

1. The dividend payment in cash from operating results in the year 2024. The dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024 at the rate of 0.09 Baht per share, totaling 54,000,900 Baht. In this regard, the dividend would be allocated from the unappropriated retained earnings as of 31 December 2024 to the ordinary shareholders at the rate of 0.34 Baht per share, for 600,010,000 ordinary shares, totaling 204,003,400 Baht, representing 112 percent of the Company's net profit from separate financial statements for the year 2024 which is in accordance with the Company's dividend payment policy. The total dividends payments will be deducted withholding tax at the prescribed rate. and

2. The interim dividend payment to shareholders from operating results from January to February 2025 and the Company's retained earnings will be at a rate of 0.03 Baht per share, totaling 18,000,300 Baht, for 600,010,000 ordinary shares of the Company.

The total dividend payment will be at a rate of 0.12 Baht per share, totaling 72,001,200 Baht.

The Record Date for the shareholders who are entitled to receive dividends is on 2 May 2025. After the Annual General Meeting of Shareholders approves such dividend payment, the dividend shall be paid on 23 May 2025. However, the payment of dividends is uncertain as it is subject to the approval of the Annual General Meeting of Shareholders for the year 2025.

A Comparison of the Rate of Dividend Payment for the Year 2024 and 2023

Details	2023	2024 (Proposed)
Net profit for the Year (Baht)	90,621,472	182,783,390
Dividend per Share (Baht)	0.15	0.34
Proportion of Dividend on Net profit for the Year (%)	99%	112%

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 year 2024 as the legal reserve, because at present the Company has the appropriation of as legal reserve fund was equivalent to 10 percent of the registered capital, fully appropriated according to the Company's Articles of Association.

In addition, the Board of Directors propose the shareholders' meeting to consider and approve the payment of dividend for (1) the fiscal year ended 31 December 2024 at the rate of Baht 0.34 per share for its 600,010,000 ordinary shares of the Company, totaling approximately 204,300,400 Baht, representing 112 percent of the Company's profit from separate financial statements for the year 2024 and acknowledge the interim dividend payment 2 times in the year 2024 as per the resolution of the Board of Directors. Therefore, the Company has the remaining dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024, to be additionally paid to the shareholders at the rate of 0.09 Baht per share for its 600,010,000 ordinary shares of the Company, totaling 54,000,900 Baht. and (2) The interim dividend payment to shareholders from operating results from January to February 2025 and the Company's retained earnings will be at a rate of 0.03 Baht per share, totaling 18,000,300 Baht, for 600,010,000 ordinary shares of the Company.

The dividend payment will be made to shareholders whose names appear in the shareholder register book, with the record date set for 2 May 2025 and the dividend payment date for 23 May 2025, In this regard, the right to receive the dividend is uncertain as it depends on the Annual General Meeting of Shareholders for the year 2025's approval.

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 auditors and determine the auditing fee for the year 2025.

Objective and Rationale: Pursuant to Section 120 and Section 121 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, independence, 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 2025 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 propose to the Annual General Meeting of Shareholders to appoint the following persons as the auditor of the Company for the year 2025:

1. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358
(who sign to certify the Company’s financial statements for the year 2023 and 2024); and/or
2. Ms. Tithinun Vankeo Certified Public Accountant No. 9432
(who has never been a certified signatory of the Company’s financial statements); and/or
3. Mr. Paiboon Tunkoon Certified Public Accountant No. 4298
(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, Executives, 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 2025 is delivered to the Company’s shareholders together with this invitation to the Annual General Meeting of Shareholders for the year 2025 according to Enclosure No. 2.

The Audit Committee considered the criteria for the appointment of the auditors for the year 2025 by their performance of the duties expertly, independence, capabilities of the audit team, the beneficial experience relevant to the business, and audit fee. The Audit Committee considered it appropriate to propose the Board of Directors propose the 2025 Annual General Meeting of the Shareholders to appoint an auditor from PwC as the Company’s auditor for the year 2025 and determine an audit fee, including the quarterly financial review and the annual financial statements for the year 2025, 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 2025 and Year 2024

(Unit: Baht)

Audit Fees	2024	2025 (Proposed)
Audit Fee (excluding audit fees for subsidiaries)	Not exceeding 3,150,000	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 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. Upon comparing the scope of work and audit fees with those of other listed companies of a similar level, the audit fees are deemed appropriate. 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 3) Mr. Paiboon Tunkoon CPA registration No. 4298 and/or other auditors of PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the year 2025 and determine audit fee in the amount not exceeding Baht 3,150,000, exclusive of the Non-Audit Fee and audit fees for subsidiaries, as per the details above, which remains the same rate for 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 5. To consider and approve the re-appointment of directors who are due to retire by rotation in the year 2025 for another term.

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 2025 as follows:

1. Dr. Lackana Leelayouthayotin Independent Director / Chairman of the Board of Directors
2. Mr. Corrado Giaquinto Director / Member of the Risk Management Committee / Member of the Executive Committee / Member of the Corporate Governance & Sustainability Committee
3. Mrs. Worrawan Chaikamnerd Director

In accordance with the principles of good corporate governance of listed companies and to demonstrate fair and equal treatment of all shareholders, the Company has granted minority shareholders the right to nominate individuals whom consider to have the appropriate qualifications, knowledge, and capabilities to be considered for election as directors at the Annual General Meeting of Shareholders for the year 2025 to be elected between December 20, 2024, to January 31, 2025. The Company published the criteria and procedures through the Stock Exchange of Thailand's system. 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 2025 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 having expressed their opinions and recommendations beneficial to the operations of the Company.

As to Dr. Lackana Leelayouthayotin, 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 meet 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

บริษัท โรจุกิส อินเตอร์เนชั่นแนล จำกัด (มหาชน) 100/8, 100/51-54 อาคารวอชิงตันคอมเพล็กซ์ บี ชั้นที่ 12, 19 ถนนพหลโยธิน แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310
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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 Executives 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 Dr. Lackana Leelayouthayotin 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) Dr. Lackana Leelayouthayotin (2) Mr. Corrado Giaquinto and (3) Mrs. Worrawan Chaikamnerd 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](#).

Dr. Lackana Leelayouthayotin 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 meet 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 directors 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 of directors and sub-directors for the year 2025.

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 for the year 2025 as a monthly remuneration, and meeting allowance which is the same rate as the remuneration in 2024 with no other benefit according to details expressed the Remuneration for the Board of Directors and Sub-Committee members for 2025 as follow:

A Comparison of the Remuneration for the Board of Directors and Sub-Committee for the Year 2024 and 2025

Remuneration	2024		2025 (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 and Sustainability	Baht 12,000	Baht 7,000	Baht 12,000	Baht 7,000
3. Other Benefits	None		None	

It is noted that those who were executive directors and directors who served as executives or advisors of the Company would not be entitled to the above remuneration because they already were remunerated in their capacity as employees.

In 2024, 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 and Sustainability Committee) in the total amount of Baht 2,058,210 which was in accordance with the criteria approved by the Annual General Meeting of Shareholders for the year 2024. The details of which are shown in the 2024 Annual Report (Form 56-1 One Report for the year 2024) of the Company under "Corporate Governance Structure" which was delivered to the Company's shareholders together with this invitation to the 2025 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 the Year 2025 in the form of monthly remuneration and meeting allowance at the same rate approved by the Annual General Meeting of Shareholders 2024 as proposed.

Vote Required: This agenda requires 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 and approve the amending of the authorized directors of the Company.

Objective and Rationale: According to Article 32 of the Company's Article of Association imposed that "The number of directors authorized to sign on behalf of the Company shall be two directors signing jointly and affixing the Company's seal. The shareholders' meeting has the authority to determine the list of directors authorized to sign on behalf of the Company."

To enhance management flexibility and align with the current structure of the Company's board and management, the Company proposes that the shareholders consider and approve the changes in the authority of the directors who sign on behalf of the Company as follows:

Current Version: Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh; two of these three directors are authorized to jointly sign and affix the Company's seal on behalf of the Company. Restriction on power of directors: none/.

Proposed Changes: Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh or Mr. Corrado Giaquinto; two of these four directors are authorized to jointly sign and affix the Company's seal on behalf of the Company. Restriction on power of directors: none/.

Opinion of the Board of Directors: The Board of Directors has considered and deems it appropriate to propose the shareholders' meeting to approve the change the authority of the directors who sign on behalf of the Company to Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh or Mr. Corrado Giaquinto; two of these four directors are authorized to jointly sign and affix the Company's seal on behalf of the Company. Restriction on power of directors: none/.

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 8. To consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to Directors and Executives /Employees of the Company No. 2 under the KISS-ESOP-W2

Objective and Rationale: The Company desires to issue and offer the warrants to purchase the Company's newly issued ordinary shares of the Company, offering to directors, , and employees of the Company No.2 (KISS-ESOP-W2) in the amount of not exceeding 48,000,000 units, at no cost, in order to motivate the Company's directors, executives, and employees to work efficiently and effectively, in order to maximize the benefits for the Company and its shareholders, by encouraging them to participate in owning shares in the Company. This aligns their objectives with those of the shareholders, which will benefit the Company's long-term business operations and create sustainable returns for both the Company and its shareholders. Additionally, it aims to retain knowledgeable and skilled personnel to continue working with the Company in the long term, fostering stable growth for the Company.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose that the annual general meeting of shareholders the shareholders' meeting consider and approve the Issuance and Offering Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to the Directors Executives and Employees of the Company No. 2 ("KISS-ESOP-W2") for a volume not exceeding 48,000,000 units, without an offering price, and with an exercise ratio of one unit of warrant per one ordinary share at an exercise price of 4.30 Baht per share, and with a term of 5 years from the issuance date of the warrants.

The warrants representing the right to purchase ordinary shares of the Company to be issued and offered under the KISS-ESOP-W2 will not be registered as listed securities on the Stock Exchange and not offer newly issued securities at a price lower than 90 percent of the market price. The market price is defined as the weighted average price of the Company's ordinary shares on the Stock Exchange over the 15 consecutive trading days prior to the date on which the Board of Directors resolves to propose the agenda to the shareholders' meeting for approval of the Company's offering of such warrants (during 3 February 2025 and 24 February 2025). Therefore, the impact on the shareholding proportion, and the effect on the market price of the shares from the issuance of warrants of the Company under KISS-ESOP-W2 program is detailed in Enclosure No. 5. In addition, the Company will complete the allocation of warrants within 1 year from the date of shareholders' meeting approving the issuance of the warrants.

The Detail of the Issuance and Offering Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to the Directors Executives and Employees of the Company to Purchase the Company's Newly Issued Ordinary Shares to Employees No. 2 ("KISS-ESOP-W2"), as detailed in Enclosure No. 5.

In addition, it is deemed appropriate to propose that the shareholders' meeting to consider and approve the delegation of power to the Company's Board of Directors, the Nomination and Remuneration Committee, the authorized signatory directors, or any person designated by the Board of Directors, the Nomination and Remuneration Committee, or the authorized signatory directors will be appointed and authorized to (a) consider, determine, amend, and add any necessary and relevant details regarding the allocation of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws, including the offering period and method, payment, date the warrants are issued, allotment details and procedures, exercise period, term of the warrants, and characteristics and details of the warrants; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies;

and amendment and addition to, or modification of, applications or statements in those relevant documents; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the KISS-ESOP-W2.

Vote Required: 1) For directors executives or employees who are offered more than 5 percent of the issued warrants:

- The resolution on this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote and it must not exceed more than 5 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.

2) For directors, executives or employees who are offered less than 5 percent of the warrants issued:

- The resolution on this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote and it must not exceed more than 10 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.

However, the shareholders who are entitled to receive the allocation of warrants shall not have the right to vote on matters related to the warrants. This is in accordance with the Capital Market Supervisory Board Announcement No. TorJor. 32/2551 (2008) regarding the offering of newly issued securities to directors or employees, dated 15 December B.E. 2551 (2008) (as amended).

Agenda 9. To consider and approve the increase in the Company's registered capital to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2, and to amend Clause 4 of the Company's Memorandum of Association to reflect the capital increase.

Objective and Rationale: As the Company desires to increase its registered capital to accommodate the exercise of the warrants to purchase the Company's newly issued ordinary shares of the Company, offering to directors, executives, and employees of the Company No.2 (KISS-ESOP-W2) as detailed in Agenda 8.

Therefore, the Company has to increase in the Company's registered capital by an additional 24,000,000 Baht, from the existing registered capital of 309,000,000 Baht to a new registered capital of 333,000,000 Baht, by issuing 48,000,000 new ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, to be offered to the Directors and Executives/Employees of the Company, under the KISS-ESOP-W2. Also, it is deemed appropriate to propose the meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital by replacing with the following particulars:

“Clause 4 Registered capital	333,000,000 Baht	(Three hundred thirty-three million Bath)
Divided into	666,000,000 Shares	(Six hundred sixty-six million shares)
Par Value Per share	0.50 Baht	(Fifty satang)
Divided into		
Ordinary shares	666,000,000 Shares	(Six hundred sixty-six million shares)
Preferred shares	- Shares	(-)”

The details of the capital increase of the Company through a general mandate are as shown in the Capital Increase Report Form (F 53-4) (Enclosure No. 6).

Opinion of the Board of Directors: The Board of Directors has considered and deemed appropriate to propose that the annual general meeting of shareholders consider and approve to increase in the Company's registered capital by an additional 24,000,000 Baht, from the existing registered capital of 309,000,000 Baht to a new registered capital of 333,000,000 Baht, by issuing 48,000,000 new ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, to be offered to the Directors and Executives/Employees of the Company, under the KISS-ESOP-W2 and amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, as detailed above, . This regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register

the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction, as well as to undertake any actions deemed necessary and appropriate to successfully complete the registration process.

Vote Required: This agenda requires approval of the meeting with a vote of not less than three-fourths of total votes of shareholders attending the meeting and having the rights to vote.

Agenda 10. To consider and approve the allotment of newly issued ordinary shares of the Company to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2.

Objective and Rationale: Since Agenda 9 proposed that the shareholders' meeting approve the increase in the Company's registered capital and amend Clause 4 of the Memorandum of Association to align with the aforementioned increase in registered capital as detailed above. The Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the allocation of 48,000,000 newly issued ordinary shares of the Company, with a par value of 0.50 Baht per share, to accommodate the exercise of rights under the warrants to purchase newly issued ordinary shares under the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to directors, executives, and employees of the Company No.2 (KISS-ESOP-W2), in an amount not exceeding 48,000,000 units.

By authorize the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, or individuals designated by the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, to have the authority to (a) consider, determine, amend, and add any necessary and relevant details regarding the allocation of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws. (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents as well as registering the newly issued ordinary shares as listed securities on the stock exchange; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants under the KISS-ESOP-W2.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose to the annual general meeting of shareholders consider and approve the allotment not exceeding of 48,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2 program and also proposed that the Annual General Meeting of Shareholders approve the authorization of the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, or individuals designated by the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, to have the authority to consider, determine, amend, and change the terms and details related to the allocation of such newly issued shares as necessary and appropriate. This include the authority to sign any related documents and undertake any necessary and appropriate actions related to the allocation of such newly issued shares, including but not limited to providing information and submitting documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or other relevant authorities, as well as registering the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

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 11. To consider other Matters (if any)

The Company designated 13 March 2025 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 2025 and 2024 Annual Report (Form 56-1 One Report), proxy form, and other documents on the Company's website on 26 March 2025 (<http://www.rojukissinternational.com>) to ensure that shareholders have the opportunity to thoroughly review the agenda items prior to the meeting.

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. 8 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. 7 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.9 within 18 April 2025 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. 11.

Please be informed accordingly and all shareholders are cordially invited to attend the Annual General Meeting of the Shareholders for the year 2025 via electronic means (E-AGM) on the date and time as mentioned above.

Yours sincerely,

-Mr. Corrado Giaquinto-

(Mr. Corrado Giaquinto)
Chief Executive Officer

By the order of the Board of Directors
Rojukiss International Public Company Limited