

25 March 2024

- Subject: Invitation to participate the Shareholders' Annual General Meeting for the Year 2024
- Attention to: Shareholders of Chic Republic Public Company Limited
- Enclosures:
1. Form 56-1 One Report, for the Year 2023, QR Code Format (For Agenda 1 and 2)
  2. Brief CV of the proposed Certified Public Accountants (For Agenda 4)
  3. Name and brief CV of directors who are replaced those who will retire by rotation (For Agenda 5)
  4. Name and brief CV of director who has been nominated to be a new director (For Agenda 6)
  5. Articles of Association of the Company related to the Shareholders' Meeting
  6. Process and method of registration to participate the Shareholders' Annual General Meeting for the Year 2024 through electronics media (E-AGM) and proxy giving
  7. Proxy Letter Form A, Form B (suggest to use Form B)

Whereas the Board of Directors of Chic Republic Public Company Limited ("the Company") had resolution to hold the Shareholders' Annual General Meeting for the Year 2024 on 22 April 2024 at 13.30 hours., in the format of electronics media meeting (E-AGM) only, according to the rules and procedures prescribed by law relating to electronic meeting including other related laws and regulations.

For the Shareholders' Annual General Meeting for the Year 2024, the Company had announced on its website to provide opportunity for the shareholders to propose agendas to the Company to consider during 15 January 2024 to 14 February 2024. There was no other agenda proposed to the Company. And the Company provided the minutes of the Shareholders' Annual General Meeting for the Year 2023 on 17 April 2023 on its website during 17 April 2023 to 29 May 2023. None of the shareholders objected to or requested to revise such minutes of meeting.

The Company informs the agendas of the Shareholders' Annual General Meeting for the Year 2024 as follows:

**Agenda 1 : To acknowledge the Company's operation results for the Year 2023**

Objective and reason: The Company summarized the Year 2023 operation results and significant changes which occurred during the Year 2023. Details are shown in the One Report of the Year 2023 (Enclosure No.1)

Opinion of the Board of Directors : The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to acknowledge the Company's operation results for the Year 2023.

Vote for resolution: Acknowledged agenda, there is no vote for resolution.

**Agenda 2 : To consider and approve the statements of financial position and comprehensive income for the year ended 31 December 2023 which audited by the auditor**

Objective and reason: According to the Public Company Act, B.E. 2535 (including the amendments) which stimulated the Company must prepare the balance sheets and statement of comprehensive income at the end of fiscal year of the Company to propose to the Shareholders' Meeting in order to approve the financial statements of the Company for year ended 31 December 2023, audited by the auditor and reviewed by the Audit and Risk Management Committee including the approval by the Board of Directors of the Company. So, it is proposed to the Shareholders' Meeting to consider and approval. Details are shown in the One Report for the Year 2023 (Enclosure No.1) which can be summarized as follows:

(Unit : million Baht)

Description	Consolidated Financial Statements		
	2023	2022	Increase (Decrease)
Total Assets	1,614.87	1,703.42	(88.55)
Total Liabilities	765.57	869.49	(103.92)
Total Shareholders' Equity	849.30	833.92	15.38
Total Revenues	689.88	770.06	(80.18)
Total Cost and Selling and distribution expenses and Administrative expenses	638.05	716.24	(78.19)
Profit for the year	14.22	16.58	(2.36)
Total Comprehensive Income for the year	16.18	15.61	0.57

Opinion of the Board of Directors : The Board of Directors of the Company considered and deemed it appropriate to propose to the Shareholders' Meeting to approve statements of financial position and comprehensive income for the year ended 31 December 2023 which audited by the auditor and reviewed by the Audit and Risk Management Committee including the approval by the Board of Directors of the Company.

Vote for resolution: The majority of the meeting participated shareholders and vote shall be required.

**Agenda 3 : To consider and approve the allocation of net profit for the Year 2023 and dividends distribution**

Objective and reason: The Company has policy to distribute dividends to shareholders at the rate not less than 40% of the net profit after the deduction of corporate income tax and all types of reserves, as stipulated by the law and the Articles of Association of the Company Clause 45 (Details are shown in the Enclosure No.5) However, the aforementioned dividends distribution may have the change depending on the necessity and other appropriateness, as the Board of Directors deem it appropriate. In the Board of Directors' Meeting No. 2/2567 on 29 February 2024 approved the allocation for appropriated statutory reserve for 1.50 Million Baht and propose to approve an omission of dividend payment because the Company has a plan for store expansion in 2024.

Opinion of the Board of Directors: The Board of Directors of the Company considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the allocation for appropriated statutory reserve for 1.50 Million Baht and propose to approve an omission of dividend payment because the Company has a plan for store expansion in 2024.

Vote for resolution: The majority of the meeting participated shareholders and vote shall be required.

**Agenda 4 : To consider and approve the appointment of auditors of the Company and fix the remuneration to the auditors for the Year 2024**

Objective and reason: According to Section 120 of Public Company Act B.E. 2535 (including the amendments) stipulated the annual shareholders' meeting to appoint auditors and fix the remuneration annually. The Audit and Risk Management Committee considered and deemed it appropriate to select the auditors of EY Office Co., Ltd. to be the auditor of the Company and its subsidiaries for the fiscal year 2024 which the said company has qualifications and experiences covering the transactions in foreign countries well. In addition, EY Office Co., Ltd. does not have relationship nor interest with the Company, subsidiary, management, major shareholders or related persons with the said persons. So, there is independence in the audit and the opinion to the financial statements of the Company and propose to Board of Directors to consider and approve the appointment of auditors of EY Office Co., Ltd. to be the auditor of the Company and its subsidiaries for the fiscal year 2024, as the following names (CV of all 3 auditors are shown in the Enclosure No.2)

- |                              |   |
|------------------------------|---|
| 1. Mr. Khitsada Lerdwana     | Certified Public Auditor Number 4958 and/or |
| 2. Ms. Manee Rattanabannakit | Certified Public Auditor Number 5313 and/or |
| 3. Ms. Sumesa Tangyoosuk     | Certified Public Auditor Number 7627        |

And fix the remuneration of auditors for the Year 2024 of the Company and its subsidiaries at the amount of 2,700,000 Baht (excluding other expenses).

Opinion of the Board of Directors: The Board of Directors of the Company considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of auditors of the Company and its subsidiaries to be EY Office Co., Ltd. and fix the remuneration of the auditors for the year 2024 as the approval by the Board of Directors of the Company, as shown in the aforementioned details.

Vote for resolution: The majority of the meeting participated shareholders and vote shall be required.

**Agenda 5 : To consider and approve the election of directors to replace the directors who retire by rotation**

Objective and reason: According to the Articles of Association of the Company, Clause 17 (Details are shown in the Enclosure No.5), Every annual general meeting, one-third of all shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors to retire in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held office the longest time shall retire. The director retiring by rotation may be re-elected. At present, the Company has overall 7 directors. This Shareholders' Annual General Meeting for the Year 2024, there are 3 directors who retire by rotation, as follows:

- |                                   |                                 |
|-----------------------------------|---------------------------------|
| 1. Mr. Paiboon Sareewiwatthana    | Chairman / Independent Director |
| 2. Mr. Rom Hiranpruk              | Independent Director            |
| 3. Mr. Kijja Pattamasattayasonthi | Director                        |

The Company provided an opportunity to its shareholders to propose the lists of qualified candidate(s) for the directorship in the period from 15 January 2024 to 14 February 2024 but there was no candidate nominated to the Company.

Good Governance, Nomination and Remuneration Committee considered the appropriateness to be the optimum benefit to the management of the Company and the shareholders, in qualification, knowledge, capability, experiences, expertise and independence of giving opinion aspects, and the qualification for being the benefit of the Company. So, it is appropriate to propose the Board of Directors (excluding the nominated directors) to re-elect three retiring directors by rotation to serve another term and hold the same positions.

Opinion of the Board of Directors: The Board of Directors (excluding the nominated directors) considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the election of three directors, Mr. Paiboon Sareewiwattana, Mr. Rom Hiranpruk and Mr. Kijja Pattamasattayasonthi who retire by rotation to be the directors of the Company for another term and hold the same positions. All 3 nominations are scrutinized by the Board of Directors and found that they have appropriate qualifications with the Company's business and they are knowledgeable with high experiences that will be benefit the Company and the Shareholders. (CV of 3 directors are shown in the Enclosure No.3)

Vote for resolution: The majority of the meeting participated shareholders and vote shall be required.

**Agenda 6 : To consider and approve the increase in the number of directors, appointment of a new director and change the directors' authority**

Objective and reason: In order to support the expansion of the Company's business operations, the Nomination and Remuneration Committee has reviewed the increase of the number of directors from 7 persons to 8 persons and reviewed qualifications according to the nomination criteria. Ms. Sarita Pattamasattayasonthi is qualified under the Public Company Limited Act, B.E. 2535 and does not have prohibited characteristics from being appointed as a director of the Company according to the rules of the Office of the Securities and Exchange Commission. Ms. Sarita Pattamasattayasonthi is not a director or executive in other businesses that may cause conflicts of interest or is in business competition with the Company. In this regard, the profile details, educational background and work experience of the person nominated to be a new director have appeared in Enclosure 4. And it is proposed to change the authority of authorized directors.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriated to propose to the Shareholders' Meeting to consider and approve the increase of the number of directors from 7 persons to 8 persons, the appointment of Ms. Sarita Pattamasattayasonthi as a new director due to being qualified according to the Public Limited Company Act, B.E. 2535 and does not have prohibited characteristics from being appointed as a director of the Company according to the rules of the Office of the Securities and Exchange Commission, and is not a director or executive in other businesses that may cause conflicts of interest or is in business competition with the Company. And it is proposed to the change of authority of authorized directors who can sign to bind the Company as follows:

Original: Mr. Kijja Pattamasattayasonthi, Ms. Kamoltip Parksawan and Ms. Piyanuch Nakayodhin, two of these three directors jointly sign and affix the Company's seal.

To be: Mr. Kijja Pattamasattayasonthi, Ms. Kamoltip Parksawan, Ms. Piyanuch Nakayodhin and Ms. Sarita Pattamasattayasonthi, two of these four directors jointly sign and affix the Company's seal.

Vote for resolution: The majority of the meeting participated shareholders and vote shall be required.

## **Agenda 7 : To consider and approve remuneration of directors for the Year 2024**

Objective and reason: According to the Public Company Act, B.E. 2535 (including the amendments) Section 90 and the Articles of Association of the Company, Clause 22 (Details are in the Enclosure No. 5) stipulated that the remuneration payment to the directors shall be according to the resolution of the shareholders' meeting. The Good Governance, Nomination and Remuneration Committee considered the business expansion, profits of the Company and the accountability of the Board of Directors of the Company and propose to the Board of Directors for consideration. Details of the remuneration of the directors for the Year 2024 are as follows:

### 1) Monthly remuneration

<b>Position</b>	<b>Monthly remuneration (Baht/Director)</b>
Chairman of the Board of Directors	50,000.00
Chairman of Audit and Risk Management Committee	45,000.00
Chairman of Good Governance, Nomination and Remuneration Committee	40,000.00
Other Independent Directors	40,000.00
Directors who are management	Not receive the remuneration for being director

- 2) Other remuneration: Health insurance and life insurance, directors and officers liability insurance in the amount of overall premium not more than 700,000.00 Baht.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriated to propose to the Shareholders' Meeting to consider and approve the monthly remuneration of the directors for the Year 2024 which is the same rate for the Year 2023 and other remuneration, as the Board of Directors approved, as the aforementioned details.

Vote for resolution: A vote of not less than two-third (2/3) of the total votes of shareholders attending the meeting.

## **Agenda 8 : To consider and approve the Change/Amendment to the Company's Articles of Association**

Objective and reason: Due to the enactment of the Public Limited Companies Act, B.E. 2535, state that public limited companies can use electronic methods in their Board of Directors meetings and shareholders' meetings, serving notices or documents, and granting proxies for shareholders.

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriated to propose to the Shareholders' Meeting to consider and approve the Change/Amendment of the Company's Articles of Association by repealing the existing wordings and replacing them with the following new wordings, and to approve the authorization to the authorized directors of the Company in accordance with the Company's affidavit or any person authorized by such authorized directors to have the authority to undertake any necessary actions for the registration of the amendment/addition of the Articles of Association of the Company as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the change/amendment of the Company's Articles of Association as approved.

The Company's Articles of Association (Current)	Proposed Amendment / Change
<p>Clause 24. At a meeting of the board of directors, at least one-half (1/2) of the total number of directors present shall constitute a quorum. The chairman of the board shall be the chairman of the meeting.</p> <p>In case the chairman of the board is not present at the meeting or cannot perform his or her duty, and if there is a vice-chairman present at the meeting, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman but he or she is not present in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>Decisions of the board of directors' meeting shall be made by majority votes. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>	<p>Clause 24. <u>A meeting of the board of directors may be conducted electronically in accordance with the provisions prescribed by law governing electronic meetings, whether they are participating physically or electronically.</u> At a meeting of the board of directors, at least one-half (1/2) of the total number of directors present shall constitute a quorum. The chairman of the board shall be the chairman of the meeting.</p> <p><u>In case the chairman of the board is not present at the meeting or cannot perform his or her duty, and if there is a vice-chairman present at the meeting, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or if there is a vice-chairman but he or she is not present in the meeting or cannot perform his or her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting. In the case that the board of directors meeting is conducted via electronic means, it shall be in compliance with the criteria and procedures prescribed by law and meet the information security standards prescribed by law.</u></p> <p><u>In this case, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.</u></p> <p>Decisions of the board of directors' meeting shall be made by majority votes. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>
<p>Clause 25. In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve a written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting, unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>The meeting of the board of directors can be held via teleconference through electronic devices in accordance with Announcement of the National Council for Peace and Order No. 74/2557 Subject: Teleconference through Electronic Devices and the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of teleconference through electronic devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof.</p>	<p>Clause 25. In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notice calling for such meeting to the directors not less <u>than three (3) days</u> prior to the date of the meeting, unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called <u>by electronic means or any other means</u> and an earlier meeting date may be chosen.</p> <p><del>The meeting of the board of directors can be held via teleconference through electronic devices in accordance with Announcement of the National Council for Peace and Order No. 74/2557 Subject: Teleconference through Electronic Devices and the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of teleconference through electronic devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof.</del></p> <p><u>In calling a meeting of the board of directors in accordance with the first paragraph, the vice-chairman of the board shall be the person who summons a meeting of the board of directors in the absence of the chairman of the board or the person assigned by the chairman of the board for whatever reason. In the absence of the vice-chairman of the board for whatever reason, at least two (2) directors may jointly summon a meeting of the board of directors.</u></p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request that the chairman of the board of directors or the person</u></p>

The Company's Articles of Association (Current)	Proposed Amendment / Change
	<p><u>assigned by the chairman of the board summons a meeting of the board of directors, whereby the agenda and reason(s) therefor that will be proposed for consideration must be specified. In such a case, the chairman of the board or the person assigned by the chairman of the board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the chairman of the board of directors or the person assigned by the chairman of the board does not take action in accordance with the third paragraph, the requesting directors may jointly summon and fix the date of the meeting of the board of directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in the third paragraph.</u></p>
<p>Clause 29. The board of directors of the Company shall hold the meeting at least once in every three (3) months at the place in the province in which the head office of the Company is situated or in any nearby provinces or at any other location, with the date, time, and location determined at the discretion of the chairman of the board.</p>	<p>Clause 29. The board of directors of the Company shall hold the meeting at <u>least once (1) in every three (3) months</u> at the place in the province in which the head office of the Company is situated, or at any other location <u>within the Kingdom</u>, with the date, time, and location determined at the discretion of the chairman of the board <u>or a person authorized to call a board of directors meeting under these Articles of Association.</u></p>
<p>Clause 31. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate. A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the agenda and reason(s) of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of forty-five (45) days from the date of the receipt of such request from the said shareholder(s).</p> <p>In the case that the board of directors does not call a shareholders' meeting within the period under the second paragraph, shareholder(s) who subscribe their names or other shareholder(s) who hold shares in aggregate as prescribed by law, may call the shareholders' meeting within forty-five (45) days from the end of the period under the second paragraph. In this case, it shall be deemed that the shareholders' meeting is called by the board of directors. The Company shall bear all necessary expenses arising from the arrangement for such shareholders' meeting and provide any reasonable facilitation.</p> <p>In the case that such shareholders' meeting is called as a result of a request by the shareholders under the third paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause no. 33 of this Articles of Association, the shareholders under the third paragraph shall jointly be responsible</p>	<p>Clause 31. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate. A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their names and request the board of directors in writing to call an extraordinary general meeting at any time, provided that the agenda and reason(s) for calling such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call a shareholders' meeting to be held within a period of forty-five (45) days from the date of the receipt of such request from the said shareholder(s).</p> <p>In the case that the board of directors does not call a shareholders' meeting within the period under the second paragraph, shareholder(s) who subscribe their names or other shareholder(s) who hold shares in aggregate as prescribed by law, may call the shareholders' meeting within forty-five (45) days from the end of the period under the second paragraph. In this case, it shall be deemed that the shareholders' meeting is called by the board of directors. The Company shall bear all necessary expenses arising from the arrangement for such shareholders' meeting and provide any reasonable facilitation.</p> <p>In the case that such shareholders' meeting is called as a result of a request by the shareholders under the third paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause no. 33 of this Articles of Association, the shareholders under the third paragraph shall jointly be responsible</p>

The Company's Articles of Association (Current)	Proposed Amendment / Change
<p>for the expenses arising from the arrangement for such shareholders' meeting to the Company.</p>	<p>for the expenses arising from the arrangement for such shareholders' meeting to the Company.</p> <p><u>In this regard, the shareholders' meeting may be held via electronic means. The meeting via electronic means shall be held in accordance with the procedures prescribed by the laws or regulations in force at that time.</u></p>
<p>Clause 32. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The place of the meeting shall be in the province in which the head office of the Company is situated or at any other place where the board of directors prescribed.</p>	<p>Clause 32. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper <u>or advertised via electronic means in accordance with criteria prescribed by law</u> instead for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>The place of the meeting shall be in the area in which the head office of the Company is situated, in a nearby province, or at any other place where the board of directors prescribed. <u>In the event that the board of directors meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.</u></p>
<p>Clause 33. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, whereby a quorum would then be constituted.</p> <p>At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p>	<p>Clause 33. At a shareholders' meeting, <u>whether a physical meeting or a meeting via electronic means</u>, there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, whereby a quorum would then be constituted. <u>In appointing a proxy under this paragraph, it may be carried out via electronic means in accordance with the criteria prescribed by law.</u></p> <p>At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called and the notice calling such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p>



The Company's Articles of Association (Current)	Proposed Amendment / Change
<p>Clause 44. No dividend shall be paid otherwise than out of profits. If the Company has incurred loss, no dividend shall be paid. Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount. The payment of dividends shall be approved by a shareholders' meeting. The board of directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders. The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper at not less than three (3) consecutive days.</p>	<p>Clause 44. No dividend shall be paid otherwise than out of profits. If the Company has incurred loss, no dividend shall be paid. Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount. The payment of dividends shall be approved by a shareholders' meeting. The board of directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders. The payment of dividends shall be made within one (1) month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper at not less than three (3) consecutive days or <u>through electronic means in accordance with the criteria prescribed by law.</u></p>
<p>-None-</p>	<p><u>Clause 49. In the event that the Company or the board of directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the board of directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.</u></p>

Vote for resolution: A vote of not less than three-fourth (3/4) of the total votes of shareholders attending the meeting.

**Agenda 9 : To consider other businesses (if have)**

All this, the Board of Directors fixed the date of 18 March 2024 to be the day of fixing the name list of shareholders who are entitled to participate the Shareholders' Annual General Meeting for the Year 2024.

The Company published the Invitation Letter of the Shareholders' Meeting together with the meeting's documents in the Website of the Company (<https://investor.chicrepublicthai.com/en/shareholder-information/shareholders-meeting>), as well. And any shareholder has questions to be informed by the Company in the point of these proposed agendas, can send the questions in advance at [chic.secretary@chicrepublicthai.com](mailto:chic.secretary@chicrepublicthai.com) or fax number 02-514-7115 to consider the questions prior to the Meeting.

For the shareholders who desire to participate in person via electronics media, please study the method to register and participate the Meeting through electronics media, as the Enclosure No. 6 . The Company will open the registration system to submit the application from 25 March 2024 until the completion of the Meeting on 22 April 2024.

For the shareholders who desire giving proxy to any person who is not independent director of the Company or to the independent directors of the Company as the name list and details as the Enclosure No. 7 (Proxy), The shareholders can send the Proxy Letter Form A or Form B (suggest to use Form B) together with the evidences to the Company Secretary of the Company within 18 April 2024 through postal mail to Company Secretary at Chic Republic Public Company Limited No. 90 Soi Yothinpattana, Pradit Manutham Road, Klong Jan, Bangkok, Bangkok 10240.

Please be informed accordingly.

Sincerely yours,

*- Kijja Pattamasattayasonthi-*

(Mr. Kijja Pattamasattayasonthi)

Chief Executive Officer and Managing Director

Shareholders can download the Invitation Letter of the Shareholders' Annual General Meeting for the Year 2024 and other documents for the Meeting through this QR Code.

