

20 March 2026

- Subject: Invitation to participate the Shareholders' Annual General Meeting for the Year 2026
- Attention to: Shareholders of Chic Republic Public Company Limited
- Enclosures:
1. Form 56-1 One Report, for the Year 2025, QR Code Format (For Agenda 1 and 2)
  2. Brief CV of the proposed Certified Public Accountants (For Agenda 5)
  3. Name and brief CV of directors who are replaced those who will retire by rotation (For Agenda 6)
  4. Articles of Association of the Company related to the Shareholders' Meeting
  5. Process and method of registration to participate the Shareholders' Annual General Meeting for the Year 2026 through electronics media (E-AGM) and proxy giving
  6. Proxy Letter Form A, Form B (suggest to use Form B) and Form C
  7. Personal Data Protection for Shareholders' Meeting

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 2026 on 20 April 2026 at 10.00 hours., in the format of electronic 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 2026, the Company had announced on its website to provide opportunity for the shareholders to propose agendas to the Company to consider during 19 November 2025 to 31 January 2026. There was no other agenda proposed to the Company. And the Company provided the minutes of the Shareholders' Annual General Meeting for the Year 2025 on 21 April 2025 on its website during 02 May 2025 to 03 June 2025. 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 2026 as follows:

Agenda 1 : To acknowledge the Company's operation results for the Year 2025

Objective and reason: The Company summarized the Year 2025 operation results and significant changes which occurred during the Year 2025. Details are shown in the One Report of the Year 2025 (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 2025.

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 2025 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 the year ended 31 December 2025, 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 2025 (Enclosure No.1) which can be summarized as follows:

(Unit : million Baht)

Description	Consolidated Financial Statements		
	2025	2024	Increase (Decrease)
Total Assets	1,822.05	1,868.50	(46.45)
Total Liabilities	1,007.81	1,048.68	(40.87)
Total Shareholders' Equity	814.24	819.83	(5.59)
Total Revenues	617.97	592.45	25.52
Total Costs and Selling and distribution expenses and Administrative expenses	597.03	592.50	4.53
Profit (loss) for the year	(9.07)	(28.50)	19.43
Total Comprehensive Income for the year	(5.59)	(29.47)	23.88

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 the statements of financial position and comprehensive income for the year ended 31 December 2025 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 votes of the shareholders who attended the meeting and casted their votes.

Agenda 3 : To consider and approve an omission of allocating the net profit for legal reserve of the year 2025 and an omission of dividend payment

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.4) 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. 1/2026 on 23 February 2026 **to approved to propose the Annual General Shareholders' meeting to consider and approve an omission of allocating the net profit for legal reserve of the year 2025 and an omission of dividend payment.**

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 an omission of allocating the net profit for legal reserve of the year 2025 and an omission of dividend payment because the Company had loss in 2025.**

Vote for resolution: The majority votes of the shareholders who attended the meeting and casted their votes.

Agenda 4 : To consider and approve the transfer of legal reserves and share premium to offset accumulated losses in the Company's separate financial statements as at 31 December 2025.

Objective and reason: According to Section 119 of Public Company Act B.E. 2535 (including the amendments), where approval of the shareholder's meeting has been obtained, the Company may transfer the reserve fund referred to in Section 51, the reserve fund referred to in Section 116 or other reserves to compensate for the deficits of the Company. The compensation for the deficit, be deducted from other reserves, and then be deducted from reserve funds referred in Section 116 and Section 51, respectively. In the Board of Directors' Meeting No. 1/2026 on 23 February 2026 **approved to propose the Annual General Shareholders' meeting to consider and approve** the transfer of legal reserves and share premium to offset accumulated losses in the Company's separate financial statements as at 31 December 2025 as follows:

(Unit : Baht)

Separate Financial Statements as at 31 December 2025	Balance before adjustment	Adjustment	Balance after adjustment
Share capital	680,000,000.00	0.00	680,000,000.00
Share premium	133,775,701.42	(1,805,132.16)	131,970,569.26
Appropriated - statutory reserve	19,500,000.00	(19,500,000.00)	0.00
Retained earnings (deficits) as at 31 December 2025: Including	(20,262,313.14)	21,305,132.16	1,042,789.02
1. Retained earnings (deficits) as at 31 December 2025	(21,305,132.16)	21,305,132.16	0.00
2. Gain from changes in actuarial assumptions for employee benefits	1,042,789.02	0.00	1,042,789.02
Total shareholders' equity	813,013,358.28	0.00	813,013,358.28

Such transaction is merely a reclassification within the equity section and has no impact on the Company's assets, liabilities, or cash flows.

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 transfer of legal reserves and share premium to offset accumulated losses in the Company's separate financial statements as at 31 December 2025, as the Board of Directors approved, as the aforementioned details.

Vote for resolution: The majority votes of the shareholders who attended the meeting and casted their votes.

Agenda 5 : To consider and approve the appointment of auditors of the Company and fix the remuneration to the auditors for the Year 2026

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 2026 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 2026, as the following names (CV of all 3 auditors are shown in the Enclosure No.2)

Name	Certified Public Auditor Number	Number of years signed in the Company's financial statements
1. Mrs. Gingkarn Atsawarangsalit	4496	-
2. Miss Pimjai Manitkajohnkit	4521	-
3. Miss Suchada Tantioran	7138	-

And fix the remuneration of auditors for the Year 2026 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 2026, which is the same rate for the year 2025 as the approval by the Board of Directors of the Company, as shown in the aforementioned details.

Vote for resolution: The majority votes of the shareholders who attended the meeting and casted their votes.

Agenda 6 : 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.4), 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 9 directors. This Shareholders' Annual General Meeting for the Year 2026, there are three directors who retire by rotation, as follows:

1. **Mr. Kijja Pattamasattayasonthi** **Director**
2. **Ms. Kusaya Leerahawong** **Independent Director**
3. **Ms. Piyanuch Nakayodhin** **Director**

The Company provided an opportunity to its shareholders to propose the lists of qualified candidate(s) for the directorship in the period from 19 November 2025 to 31 January 2026 but there was no candidate nominated to the Company.

The 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 the three nominations are qualified according to related laws and regulations about director and independent director and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the election of three directors, **Mr. Kija Pattamasattayasonthi, Ms. Kusaya Leerahawong and Ms. Piyanuch Nakayodhin**, who retire by rotation to be the directors of the Company for another term and hold the same positions. All three 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 three directors are shown in the Enclosure No.3)

Vote for resolution: The majority votes of the shareholders who attended the meeting and casted their votes.

Agenda 7 : To consider and approve remuneration of directors for the Year 2026

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.4) 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 2026 are as follows:

1) Monthly remuneration

Position	Monthly remuneration (Baht/Director)
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 1,060,000.00 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 2026 which is the same rate for the Year 2025 and other remuneration, as the Board of Directors approved, as the aforementioned details.

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

Agenda 8 : To consider other businesses (if have)

All this, the Board of Directors fixed the date of 10 March 2026 to be the day of fixing the name list of shareholders who are entitled to participate the Shareholders' Annual General Meeting for the Year 2026.

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. For shareholders' rights and benefits, the shareholder has questions to be informed by the Company in the point of these proposed agendas, can send the questions in advance or ask for other details, or request a paper of Proxy Form from the Company Secretary at phone number 02-514-7111 ext.7118 or 085-111-2404 during business hours or [chic.secretary@chicrepublicthai.com](mailto:chic.secretary@chicrepublicthai.com)

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.5 . The Company will open the registration system to submit the application from 20 March 2026 until the completion of the Meeting on 20 April 2026.

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. 6 (Proxy), The shareholders can send the Proxy Letter Form A or Form B (suggest to use Form B) or Form C together with the evidences to the Company Secretary of the Company within 17 April 2026 through postal mail to Company Secretary at Chic Republic Public Company Limited No. 90 Soi Yothinpattana, Pradit Manutham Road, Klong Jan, Bangkok, Bangkok 10240. The Company has added the e-proxy voting system via <https://ivp.tsd.co.th> and the shareholder who use the e-proxy voting system, does not send any documents back to the Company.

Please be informed accordingly.

Sincerely yours,



(Mr. Kijja Pattamasattayasonthi)

Chief Executive Officer and Managing Director

Shareholders can download the Invitation Letter of the Shareholders' Annual General Meeting for the Year 2026 and other documents for the Meeting through this QR Code.

