Invitation to the Annual General Meeting of Shareholders No.1/2025

(Meeting Via Electronic Media)

Friday 25th April 2025 Time 02.00 p.m. At Ataboon Building

RICHY Rich in living



At RICHY CS002/2025

March 14, 2025

Subject : Invitation to the Annual General Meeting of Shareholders No. 1/2025 Dear : Shareholders, Richy Place 2002 Public Company Limited Enclosure

- 1. Copy of the minutes of the 1st Annual General Meeting of Shareholders for the year 2024, held on April 26, 2024
- 2. The Company's financial statements for the year ending December 31, 2024
- 3. Information of independent directors for shareholders' proxy granting
- 4. Guidelines for the 1st Annual General Meeting of Shareholders for the year 2025
- 5. Specific Company regulations related to the shareholders' meeting
- 6. Proxy Form A and Proxy Form B
- 7. Map showing the location of the electronic shareholders' meeting
- 8. Registration form (attend the meeting via electronic media)
- 9. Biography of persons nominated for directorship

The Board of Directors of Richy Place 2002 Public Company Limited has resolved to hold the 1/2025 Annual General Meeting of Shareholders on Friday, April 25, 2025 at 2:00 p.m. via electronic media at Atthabun Building, 667/15 Charansanitwong Road, Arun Amarin Subdistrict, Bangkok (please see the map in Attachment 7) to consider the following matters:

Agenda 1: Consideration of approval of the minutes of the 1st Annual General Meeting of Shareholders for the year 2024, which was held on 26 April 2024.

Facts and reasons

The Company held its 1st Annual General Meeting of Shareholders for 2024 on 26 April 2024. The meeting considered various matters as required by law, and the Company submitted a copy of the meeting minutes within the time limit prescribed by law (details are provided in Enclosure1).

Board of Directors' opinions

Deemed appropriate to submit the minutes of the 1/2024 Annual General Meeting of Shareholders, which was held on 26 April 2024, in which the Board of Directors believes that the minutes have been correctly recorded (details are in Enclosure 1) for the shareholders' meeting to approve the minutes.

This agenda item must be approved by a majority vote of the total number of votes of shareholders attending the meeting and casting votes.



Agenda 2: To consider and acknowledge the operating results of the year 2024

Facts and reasons

The company summarizes the operating results for the year 2024, which appears in the annual report in QR CODE format sent to the shareholders together with the invitation to this meeting.

Board of Directors' opinions

The Board of Directors approved to propose to the shareholders' meeting to consider and acknowledge the operating results for the year 2024, details of which appear in the Annual Report 2024 in the form of QR CODE sent to the shareholders in advance together with the invitation letter for this meeting.

Resolution

- No vote -

Agenda 3: To consider and approve the Company's consolidated financial statements for the fiscal yearended December 31, 2024 Facts and reasons

Company financial statements for the fiscal year ended December 31, 2024, it was reviewed by the Company's Audit Committee. and has been audited by the auditor The auditor has expressed an opinion on the Company's financial statements that they are correct in material respects in accordance with the accepted accounting principles General (details are shown in Enclosure 2), which summarizes the key points as follows:

Detail	year 2022	year 2023	year 2024
total assets	7,085,407,425	6,901,358,318	6,800,261,230
total liabilities	4,106,337,497	3,990,289,184	3,957,107,683
total income	945,586,252	800,171,951	1,077,344,280
net profit (Loss)	13,237,359	(61,928,102)	(67,915,587)
Earnings per share (Baht : Shares)	0.01	(0.038)	(0.042)

Board of Directors' opinions

Deemed appropriate to propose to the shareholders' meeting to approve the consolidated financial statements of the Company. For the accounting period ending December 31, 2024, which has been reviewed by the Company's Audit Committee and audited by a certified public accountant (Details appear in Enclosure 2)

Resolution

This agenda must be approved by a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes.



Agenda 4: Consider approving the omission of profit allocation. Legal reserve and refrain from paying dividends for operating results for the year 2024

Facts and reasons

The company has a policy to pay dividends to shareholders at least 40 percent of net profit after corporate income tax for separate financial statements and after deduction of all types of reserves, but in the event that the company have accumulated losses The company cannot pay dividends. As stated in the Articles of Association of the Company, Article 46

In 2024, the company had a net profit (loss) of (67,915,587) baht. The company therefore considered not paying dividends for the result due to a loss.

The data compares with the rate of cash dividends and stock dividends in the past year.

Dividend payment details	year 2022	year 2023	year 2024
Net Profit(loss) (Baht)	38,573,644	(61,928,102)	(67,915,587)
Number of paid-up shares (shares)	1,578,998,713	1,628,322,777	1,628,322,777
amount of dividends paid	55,422,855	No dividends paid	No dividends paid
Dividend per share (baht:shares)	0.0351	No dividends paid	No dividends paid

Board of Directors' opinions

Deemed appropriate to propose to the general meeting of shareholders to approve the suspension of profit allocation, legal reserves and dividend payment for the 2024 operating results. However, the Company's granting of such rights is still uncertain as it awaits approval from the general meeting of shareholders.

Resolution

This agenda must be approved by a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes.



Agenda 5: Consider and approve the reduction of registered capital. Allocation of common shares and amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

Facts and reasons

According to Article 20 of the Company's Articles of Association, at every annual general meeting, at least one-third (1/3) of the directors must retire from office at that time. Directors who retire from office in the first and second years after the company is registered Draw lots to see who will leave the position in later years. The director who has been in office the longest will be the person who leaves the position. Directors who retire from office may be re-elected to take up the position in 2025. There are 4 directors who have resigned from their positions as follows:

1. Ass. Prof. Suthas Ratanakuakangwan	Chairman of the Board
2. Pol.Col.Suvit Tonsode	Board of Directors
3. Mr. Weerapol Attaboonwong	Board of Directors
4. Mrs. Pawanya Krittachart	Board of Directors

In selecting directors, the Company has announced an invitation for minority shareholders to nominate persons who they consider to have suitable qualifications to be selected as directors of the Company through the news system of the Stock Exchange of Thailand and published on the Company's website from 29 November 2024 - 28 January 2025. It appears that there was 1 shareholder who nominated a director, namely Mr. Benjamin Ataboonwong.

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, excluding directors with special interests, has screened and agreed to allow Ass. Prof. Suthas Ratanakuakangwan, Pol.Col.Suvit Tonsode, and Mrs. Pawanya Krittachart to return to their positions as directors of the company for another term and to consider appointing Mr. Benjamin Ataboonwong to replace the directors whose terms have expired because these individuals are all knowledgeable, capable, experienced, and have good work histories and are fully qualified according to the Public Company Act B.E. 2535 (brief profiles of the four persons are in Enclosure 9).

In addition, if Assoc. Prof. Sutat Ratanakeokangwan is an independent director who has held the position for 15 years, if he is re-elected to the position of independent director this year, Assoc. Prof. Sutat Ratanakeokangwan will hold the position of independent director for 18 years.



However, the Company's Board of Directors, with the unanimous approval of the Nomination and Remuneration Committee, sees that Assoc. Prof. Sutat Ratanakeokangwan has experience, knowledge, ability, specialized expertise, independence, and is ready to devote time to perform duties as an independent director, along with having performed his duties as a director of the Company very well throughout.

The Company has defined the definition of an independent director in accordance with the initial requirements of the SEC and the Stock Exchange of Thailand, and has added some qualifications that the Company's independent directors should have, of which Ass. Prof. Suthas Ratanakuakangwan has all the qualifications

Board of Directors' opinions

The persons nominated this time have passed the screening process by the Board of Directors, excluding the 3 directors with special interests who did not vote. It is deemed appropriate to propose to the general shareholders' meeting to consider re-electing 3 persons, Assoc. Prof. Sutat Ratanakeuangkan, Pol. Col. Suwit Tansode, and Mrs. Phawannya Kritchat, to return to their positions as directors of the Company for another term, and to consider appointing Mr. Benjamin Attaboonwong to replace the directors whose terms have expired, totaling 4 persons, because the aforementioned persons are knowledgeable, capable, and experienced, which will be beneficial to the Company's operations and shareholders.

Resolution

This agenda item must be approved by a majority vote of the total number of votes of shareholders attending the meeting and casting votes.

Agenda 6: Consideration on the determination of the directors' remuneration for the year 2025.

Facts And Reasons

The Public Limited Companies Act, Section 90, stipulates that "the payment of remuneration to directors shall be in accordance with the resolution of the shareholders, which shall consist of no less than two-thirds of the total number of votes of the shareholders attending the meeting." The Nomination and Remuneration Committee has carefully considered the appropriateness of various factors and compared with references from similar businesses. The meeting agreed to propose to the shareholders' meeting to consider determining the remuneration of directors for the year 2025, which shall consist of the following components:



- 1. Meeting allowances are as follows:
 - Chairman of the Board 25,000 baht / time
 - Director of the Company 15,000 baht / time
 - Chairman of Sub-Committees 15,000 baht / time
 - Sub-committees 10,000 baht / time
- 2. Directors' bonus

In 2024, the Company paid the directors' remuneration, including meeting allowances and director bonuses, totaling 6,225,000 baht. In 2025, the Nomination and Remuneration Committee carefully considered the appropriateness and proposed to pay the remuneration not exceeding 10,000,000 baht, the same as in 2024.

Board of Directors' opinions

Deemed appropriate to propose to the general shareholders' meeting for consideration and approval of the remuneration and meeting allowances for the Company's Board of Directors, the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, and the Risk Management Committee in the amount of 10,000,000 baht, which the Board of Directors has carefully considered for suitability in various aspects and has compared and referenced similar businesses.

Resolution

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting and casting votes.

Agenda 7: Consider appointing the auditors and fixing the auditor's remuneration for the year 2025.

Facts and reasons

The Public Limited Companies Act, Section 120, stipulates that "The annual shareholders' meeting shall appoint an auditor and determine the audit fee of the company every year. In appointing an auditor, the same auditor may be reappointed." Section 121: An auditor does not have to be a director, employee, employee, or hold any position in the company. The company has hired Dharmniti Auditing Company Limited to be the company's auditor in 2024 for a total of 7 years (this year will be the 8th year).



In 2025, the Audit Committee considered the selection of the Company's auditors and was of the opinion that the shareholders' meeting should consider selecting 5 auditors from Dharmniti Auditing Co., Ltd., namely Mr. Suwat Maneekanoksakul, CPA Registration No. 8134 and/or Mr. Phiradech Phongsathiansak, CPA Registration No. 4752 and/or Ms. Nithinee Kittikunaphong, CPA Registration No. 8843 and/or Ms. Chotima Kitsirakorn, CPA Registration No. 7318 and Ms. Chutinan Korprasertthaworn, CPA Registration No. 9201.

The auditors on the proposed list have no relationship and/or conflict of interest between the auditors and the Company/executives/major shareholders or any person related to such persons in any way. Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.

In addition, the Board of Directors of each subsidiary company has considered selecting Dharma Nithi Auditing Co., Ltd. (using the same auditing firm) as the auditor for the year 2025.

For the auditor's remuneration to be approved this time, the Board of Directors, by the proposal of the Audit Committee, agrees that the general meeting of shareholders should consider approving the audit fee for the Company's financial statements for the year 2025 in the amount of 2,145,000.00 baht (which is 77,000 baht higher than the year 2024) because the subsidiary has expanded its operations.

Auditor's Remuneration	year 2023	year 2024	year 2025
Company audit fee	1,500,000	1,500,000	1,500,000
Audit fees of subsidiaries	568,000	568,000	645,000
**Other service fees	41,006	82,662	Based on actual expenses incurred

** Other service fees such as transportation expenses, overtime expenses, office expenses in the amount of 82,662 baht.

Audit Committee's opinion

The Audit Committee has considered the selection of the Company's auditors and considered the auditors' remuneration, as well as provided recommendations to the Board of Directors for approval: Mr. Suwat Maneekanoksakul, CPA No. 8134 and/or Mr. Phiradech Phongsathiansak, CPA No. 4752 and/ or Ms. Nithinee Kittikunaphong, CPA No. 8843 and/or Ms. Chotima Kitsirakorn, CPA No. 7318 and Ms. Chutinan Korprasertthaworn, CPA No. 9201 of Dharma Audit Co., Ltd., as the Company's auditors for the year 2025 and approved the auditors' remuneration of 2,145,000 baht (which is 77,000 baht higher than in 2024) due to the subsidiary's expansion of its operations.



Board of Directors' opinions

The Board of Directors considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the appointment of Mr. Suwat Maneekanoksakul, CPA Registration No. 8134 and/or Mr. Phiradech Phongsathiansak, CPA Registration No. 4752 and/or Ms. Nithinee Kittikunaphong, CPA Registration No. 8843 and/or Ms. Chotima Kitsirakorn, CPA Registration No. 7318 and Ms. Chutinan Koprasertthawon, CPA Registration No. 9201 of Dharma Audit Co., Ltd. as the Company's auditors for the year 2024, with the auditor's remuneration set at 2,145,000 baht per year (which is 77,000 baht higher than 2024) due to the subsidiary's expansion of its operations.

Resolution

This agenda item must be approved by a majority vote of the total number of votes of shareholders attending the meeting and casting votes.

Agenda 8: Consider adding/reducing and amending the objective statement in the company certificate to be consistent with operations..

Facts and reasons

Since the company's certificate of incorporation has specified 27 operational objectives, upon examination, it was found that there are objectives that are not consistent with the current actual operations. Therefore, it is proposed that the shareholders' meeting consider adding/reducing and amending the objectives in the company's certificate of incorporation to be consistent with the operations, with the following details:

NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
1	1	Purchase, procure, receive, rent, hire-purchase, own, possess, im- prove, use and otherwise manage any property and the fruits of that property.	1	Purchase, procure, receive, rent, hire-purchase, improve, use and otherwise manage any property and the fruits of that property.
2	2	Sell, transfer, mortgage, pawn, ex- change and otherwise dispose of property.	2	Sell, transfer, mortgage, pledge, sell with right of re- demption, exchange, rent, lease purchase and dispose of property in other ways.



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
3	3	Acting as a broker, agent, rep- resentative for all types of busi- nesses and businesses except for insurance business, recruiting members for associations and se- curities trading.	17	Acting as a broker, agent, representative for all types of businesses and business- es except for insurance busi- ness, recruiting members for associations and securities trading.
4	4	Borrowing money, overdrafting from banks, juristic persons or other financial institutions, and lending money or extending credit by other methods, with or without collateral, including receiving, is- suing, transferring and endorsing promissory notes or other negotia- ble instruments, except for bank- ing businesses, finance businesses and credit foncier businesses.	3	Borrowing money, overdraft- ing from banks, juristic per- sons or other financial insti- tutions, and lending money or extending credit by other methods, with or without col- lateral, including receiving, issuing, transferring and en- dorsing promissory notes or other negotiable instruments, except for banking business- es, finance businesses and credit foncier businesses.
5	5	Establishing branch offices or appointing representatives both inside and outside the country	22	Establishing branch offices or appointing representatives both inside and outside the country



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
6	6	Become a limited partner in a limit- ed partnership, be a shareholder in a limited company, a public limited company, invest in shares in any business by any method, or invest in securities or other collateral, or participate in a business or joint venture with another person, or al- low another person to participate in a business or joint venture, or be a unit holder in a fund or mutu- al fund, or participate in any fund, but not be a partner in a general partnership or be a partner with unlimited liability in a general limit- ed partnership.	21	Become a limited partner in a limited partnership, be a shareholder in a limited com- pany, a public limited com- pany, invest in shares in any business by any method, or invest in securities or other collateral, or participate in a business or joint venture with another person, or allow an- other person to participate in a business or joint venture, or be a unit holder in a fund or mutual fund, or participate in any fund, but not be a part- ner in a general partnership or be a partner with unlimit- ed liability in a general limited partnership.
7	7	Engaged in the business of con- tracting for the construction of buildings, commercial buildings, residential buildings, offices, roads, bridges, dams, tunnels and all types of construction work, includ- ing all types of civil engineering work.	12	Engaged in the business of contracting for the construc- tion of buildings, commercial buildings, residential build- ings, offices, roads, bridges, dams, tunnels and all types of construction work, including all types of civil engineering work.
8	8	Engage in legal, accounting, engi- neering, architectural services, and advertising businesses.	4	Engaged in the business of trading in condominiums, res- idential or commercial con- dominiums, factory buildings, warehouses and other related buildings.



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
9	9	Hired to design, estimate pric- es, and calculate civil engineering work and all types of wastewater treatment systems.	4	Engaged in the business of trading in condomini- ums, residential or commer- cial condominiums, factory buildings, warehouses and other related buildings.
10	10	Engage in land trading, allocate land or buildings or land with buildings for sale, procure land and buildings or construct other buildings on that land, buy large plots of land and divide them into smaller plots, mortgage, transfer, sell with right of redemption, give, exchange, rent, hire-purchase, de- velop or improve land or buildings or land with buildings, or manage in other ways to obtain ownership, rights over the land or buildings or land with buildings and other real estate.	5	Engage in land trading, al- locate land or buildings or land with buildings for sale, procure land and buildings or construct other build- ings on that land, purchase large plots of land and di- vide them into smaller plots, develop or improve land or buildings or land with build- ings, or manage in other ways to obtain ownership or rights in or over the land or buildings or land with build- ings and other real estate.
11	11	Engaged in the business of provid- ing services as a benefit manager, collecting benefits and providing assets for other persons, including managing condominiums, residen- tial buildings, office buildings, and commercial buildings.	16	Engaged in the business of providing services as a ben- efit manager, collecting ben- efits and providing assets for other persons, including managing condominiums, residential buildings, office buildings, and commercial buildings.



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
12	12	Engage in the business of design- ing, inspecting designs, decorat- ing, and providing tools for interior design of buildings or other con- structions, laying floors, drawing designs, sketching designs, show- ing interior images for decoration, and creating gardens inside and outside buildings of all types, plan- ning, organizing control systems, hiring or providing marketing work, including providing advice and consultations on designs and types of construction, construction work and all types of civil engineering, interior and exterior decoration of buildings, price assessment, use of materials, construction period or other matters, preparing models and drawings showing the shape of the construction.		-cut out-
13	13	Engaged in business as a man- agement service provider, such as house and land sales manage- ment, organization management, accounting system management, and information system manage- ment, etc.	14	Engaged in business as a service provider for manage- ment, such as sales man- agement and/or advertising of houses and land, condo- miniums, various types of buildings, organization man- agement, accounting system management, and information system management, etc.



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
14	14	Engage in environmental and con- struction material factory business. Installation, construction, design, repair, maintenance, and care ser- vices. Provide training and instruc- tion advice on usage, techniques, methods, and provide various pub- lic utilities.	7	Engaged in the business of building construction, fac- tories, warehouses and all types of construction mate- rials. Business of design, in- stallation, construction, repair, maintenance, providing advice on training and instruction on usage, techniques, methods and providing various public utilities.
15	15	Engaged in the business of pro- viding security services, cleaning, central electricity, public utilities and various facilities.	15	Engaged in the business of providing security services, cleaning, central electricity, public utilities and various fa- cilities.
16	16	Engage in the business of hotels, restaurants, food and beverage shops, bars, nightclubs, bowling alleys, movie theaters and oth- er theaters, resorts, sports stadi- ums, swimming pools, and fitness centers.	8	Engage in the business of ho- tels, restaurants, shops, food and beverage shops, bars, nightclubs, bowling alleys, movie theaters and other theaters, resorts, sports sta- diums, swimming pools, and fitness centers.
17	17	Engaged in the business of a pri- vate surveyor to survey in accord- ance with the Land Code, to pro- vide advice and represent in land surveying, land allocation, land sales, and condominium registra- tion.	_	-cut out-



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
18	18	Engaged in the business of trading in household appliances, furniture, glassware, kitchenware, refrigera- tors, air conditioners, air purifiers, fans, exhaust fans, electric rice cookers, electric irons, heaters, coolers, microwave ovens, elec- trical appliances, electrical equip- ment, including spare parts and equipment of the said products.	11	Engaged in trading and im- porting by selling, renting, leasing, purchasing all types of household appliances, fur- niture, electrical appliances, curtains, carpets, wallpaper, including spare parts and equipment of the said prod- ucts.
19	19	Engaged in the business of trading in construction materials, equip- ment and tools used in construc- tion, all types of mechanic's tools, paints, painting tools, building decorations, ironware, copperware, brassware, enamelware, sanitary ware, plumbing equipment, includ- ing spare parts and equipment of the aforementioned products.	10	Engaged in the business of trading in construction ma- terials, equipment and tools used in construction, includ- ing electrical appliances, plumbing and fire extinguish- ing, and all types of mechan- ical tools.
20	20	Engaged in the business of renting rooms, real estate, condominiums, apartments, office buildings, shops and various related services.	6	Engaged in the business of renting rooms, real estate, condominiums, apartments, office buildings, shops and various related services.
21	21	Engage in public utility services such as water, electricity, tele- phone, heating and cooling sys- tems, furniture and office equip- ment such as cabinets, tables, beds, and living room sets.	13	Engage in public utility servic- es such as water, electricity, telephone, heating and cool- ing systems, furniture and of- fice equipment such as cabi- nets, tables, beds, and living room sets.



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
22	22	Engage in auction business or con- duct auctions to buy or sell or hire or hire for work according to all purposes for individuals, groups of individuals, juristic persons, gov- ernment agencies and government organizations.	19	Engage in auction business or conduct auctions to buy or sell or hire or hire for work according to all purposes for individuals, groups of individ- uals, juristic persons, govern- ment agencies and govern- ment organizations.
23	23	Order to sell in the country and export to sell abroad, which are products as specified in the ob- jectives.	20	Order to sell in the country and export to sell abroad, which are products as speci- fied in the objectives.
24	24	The Company has the right to offer shares at a price higher than the par value of the shares.	23	The Company has the right to offer shares at a price high- er than the par value of the shares.
25	25	The Company has the right to is- sue securities, such as shares, de- bentures, promissory notes, invest- ment units, warrants to purchase debentures, warrants to purchase investment units or any other type of securities or instruments which are specified or will be specified by the operation of the law on public limited companies or the law on securities and exchange for sale to shareholders or for sale to the public or the general public.	24	The Company has the right to issue securities, such as shares, debentures, promis- sory notes, investment units, warrants to purchase shares or debentures, warrants to purchase investment units or securities or any other type of instruments which are spec- ified or will be specified by the operation of the law on public limited companies or the law on securities and ex- change for sale to sharehold- ers or for sale to the public or the general public.



NO.	Article (Original)	Text/Details (original)	Article (New)	Text/Details (New)
26	26	Engaged in the business of provid- ing guarantees for debts, liabilities and compliance with contracts of other persons, including provid- ing guarantee services for persons who travel into the country or trav- el abroad in accordance with im- migration laws, tax laws and other laws.	18	Engaged in the business of providing guarantees for debts, liabilities and compli- ance with contracts of other persons, including provid- ing guarantee services for persons who travel into the country or travel abroad in accordance with immigration laws, tax laws and other laws.
27	27	Operate a private hospital, medi- cal facility, treat patients and the sick, provide training and academ- ic training in medicine.	9	Operate private hospitals, nursing homes, convalescent homes, treat patients, or reha- bilitate patients or the elderly, and provide training and ac- ademic training in medicine.

Board of Directors' opinions

The Board of Directors considered and deemed it appropriate to propose to the 1/2025 Annual General Meeting of Shareholders to consider adding/reducing and amending the statement of the objectives in the company's certificate to be consistent with the proposed operations and deemed it appropriate to propose to the person assigned by the Board of Directors or the Director or the Chief Executive Officer to register the amendment of the company's objectives that the Department of Business Development, Ministry of Commerce has the authority to amend and add words or take any action to comply with the order of the registrar.

Resolution

This agenda item shall be approved by a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.



Agenda 9: Consider other matters (if any)

Deemed appropriate to include this agenda as an opportunity for shareholders who wish to consider other matters. Other than those prescribed by the Board

Therefore, we would like to invite shareholders to attend the 2025 Annual General Meeting of Shareholders on the date and time, which is a meeting via electronic media only and for the convenience and speedy registration of the Annual General Meeting of Shareholders. even more would like to ask the shareholders and/or proxies Please submit the registration and registration form and the proxy form. (Details appear in Enclosure 8) to the company via email. companysecretary@richy.co.th In case any shareholder is unable to attend the meeting in person and wishes to appoint another person or independent director who has no interest in the agenda proposed in the Annual General Meeting of Shareholders No. 1/2025 to attend the meeting and vote. resolution for you (Details of independent directors are shown in Enclosure 4). The Company reserves the right not to accept registration in case of incomplete documents. or incorrect

or not according to the conditions The Company has set March 14, 2025 as the record date for shareholders to attend the 1st Annual General Meeting of Shareholders for the year 2025.

Incidentally, because the Stock Exchange of Thailand has added an option for listed companies to prepare annual reports in the form of QR CODE. Therefore, the 2024. Annual Report has been prepared in the form of a QR CODE sent to shareholders along with a summary of financial information from the 2024. Annual Report.

Best regards

(Dr.Apa Ataboonwongse) President

<u>Company secretary</u> Mrs. Saranthorn Srisunthorn

Invitation to the Annual General Meeting of Shareholders No. 1/2025 18

Richy Place 2002 Public Company Limited

Minutes of the Annual General Meeting of Shareholders No. 1/2024 Richy Place 2002 Public Company Limited April 26, 2024

Which is a meeting via electronic media according to the Royal Decree On Video Conferencing B.E. 2563 and related laws At Ataboon Building, 6 Fl., No. 667/15 Charansanitwong Road, Arun-Amarin, Bangkok Noi District, Bangkok 10700

Before the start of the meeting

The MC introduced the Board of Directors, executives, secretaries, and auditors who attended the meeting as follows:

List of company directors attending the me	eeting, totaling 9 persons
Directors attending the meeting in person	7 people
1. Miss Sunee Sathatinan	Chairman and Executive Director
2. Dr. Apa Ataboonwongse	Vice Chairman of the Board of Directors and
	Chairman of the Executive Committee
3. Police Colonel Suwit Tansode	Director
4. Mr. Weeraphon Ataboonwongse	Director
5. Assoc.Prof. Suthat Rattanakuakangwan	Chairman of the Audit Committee, Member of
	the Nomination and Remuneration Committee,
	Member of the Risk Management Committee
	and independent director
6. Mrs. Pawanya Krittachart	Director
7. Ms. Pichaya Tansode	Director
Directors attending the meeting via electro	nic media 2 persons
1. Mr. Anen Aung-aphinant	Nomination and Remuneration Committee
	and Independent Director
2. Mrs. Jaree Wutisanti	Audit Committee and Independent Director
Proportion of the directors who attended this	general meeting of shareholders Accounted for

100 percent.



Enclosuer 1



List of company executives attending

2. Mrs. Saranthorn Srisunthorn

3. Ms. Suthiporn Hinrit

Deputy Chief Executive Officer and Company Secretary

Chief Financial Officer - Accounting

List of auditors from Dharmniti Audit Company Limited who attended the meeting.

1. Miss Wannisa Ngambuathong

The meeting started at 2:00 p.m. (The company here is during the video broadcasting period.)

Ms. Siriporn Sranggna, the meeting facilitator, announced to the meeting that There were 27 shareholders of the company attending the meeting in person and by proxy, divided into 11 shareholders who attended the meeting in person, accounting for 692,275,300 shares, and 16 shareholders who gave proxies, accounting for 402,526,451 shares. Shares include the total number of shares that attended the meeting and had the right to vote. 1,094,801,751 shares, or 67.24 percent of the total number of shares sold. 1,628,322,777 shares, which is more than one-third of the company's total outstanding shares.

A quorum was formed according to the company's regulations that require not less than 25 shareholders and proxies to attend the meeting and must have shares totaling not less than one-third of the total number of shares sold. The meeting facilitator then invited the meeting chairman to open the meeting.

Miss Sunee Sattinan, Chairman of the Board of Directors and Executive Director Acting as the chairman of the 1st Annual General Meeting of Shareholders for the year 2024, welcomed the shareholders. and opened the 2024 Annual General Meeting of Shareholders



Agenda 1: To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders No. 1 held on April 28, 2023.

Mrs. Saranthorn Srisunthorn proposed the meeting to consider certifying the minutes of the 1st Annual General Meeting of Shareholders for the year 2023 held on April 28, 2023, and the company has prepared the minutes of the meeting. and delivered to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of Shareholders as well as published on the company's website. The details are as shown in the copy of the minutes of the meeting, which had already been delivered to the shareholders prior to the meeting. The Board of Directors believed the minutes of the meeting were recorded accurately and completely in line with the resolutions of the Annual General Meeting of Shareholders, therefore, proposed that the meeting consider and pass a resolution Certified the Minutes of the 1st Annual General Meeting of Shareholders for the year 2023.

Since this agenda must be approved with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes.

In this agenda, Mrs. Saranthon Srisunthorn gave an opportunity for shareholders or proxies to ask questions. It appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:

Resolution of the meeting

The Meeting considered and resolved to approve the minutes of the 1st Annual General Meeting of Shareholders for the year 2023 held on April 28, 2023, with the majority votes of the shareholders who attended the meeting and voted as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	27	1,094,801,751	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	_	-
Total	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions



Agenda 2 To consider and acknowledge the operating results for the year 2023.

Mrs. Saranthon Srisunthorn Deputy Chief Operating Officer and Company Secretary has clarified details of the operating results in 2023, the company has backlog information as of 31 December 2023 as follows:

Project	The number of rooms that have been sold and are waiting for ownership transfer	
	Value (million baht)	
Condominium project	1,475	
- Rich Point brand group	792	
- Rich Park Brand Group	68	
- The Rich brand group	615	
Low-rise project	71	
total	1,546	

For the year 2023 operating results, the details are as follows:

Anti-Corruption Action Board of Directors Has set policies related to anti-corruption measures as follows.

1. Creating awareness, values, and attitudes for employees in compliance with regulations with honesty

2. Provide an efficient and effective internal control system. together with an appropriate check and balance on the exercise of power

3. Company directors, executives and employees are prohibited from doing anything that which is a claim or accept the property or any other benefits for oneself or others sent in an incentive to practice.

4. Company Directors are prohibited from Executives and employees give or offer to give assets or any other benefits to third parties to induce that person to act or omit any action that is against the law or wrongful to one's position.

In this agenda, Mrs. Saranthon Srisunthon gave an opportunity for shareholders or proxies



to ask questions. There were shareholders expressing their opinions and making inquiries. It can be summarized as follows:

Mr. Thananwat Wannasopon, a self-attending shareholder, asked if the backlog of The Rich project Ploenchit-Nana, 1,024 million baht, when is it expected to be realized?

Mrs. Saranthon Srisunthorn Chief Operating Officer and Company Secretary informed that The Rich project Ploenchit-Nana will gradually recognize revenue within the year 2023.

Resolution of the meeting: The meeting acknowledged the operating results for the year 2023.

Agenda 3 To consider and approve the Company's financial statements for the accounting period ending December 31, 2023.

Ms. Suthiporn Hinrit reported a summary of financial status according to the financial statements for the year 2022, which consisted of a statement of financial position. and the profit and loss statement ending December 31, 2022, which has been prepared in accordance with accounting standards and generally accepted accounting principles audited and certified by a certified public accountant. Including being approved by the Audit Committee and the Board of Directors. The Company has published the 2022 Annual Report which was sent to the shareholders for consideration in advance in the form of QR CODE together with the meeting invitation letter.

In this agenda, Ms. Suthiporn Hinrit gave an opportunity for shareholders or proxies to ask questions. It appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:

Resolution of the meeting

After consideration, the meeting resolved to certify and approve the Company's financial statements. For the accounting period ending December 31, 2023, with the majority votes of the shareholders attending the meeting and voting as follows:

Resolution	Number of people	Number of votes cast. (1 share = 1 vote)	Representing the percent- age of the number of shares attending the meeting and exercising voting rights
agree	27	1,094,801,751	100.00
disagree	-	-	-

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Resolution	Number of people	Number of votes cast. (1 share = 1 vote)	Representing the percent- age of the number of shares attending the meeting and exercising voting rights
Abstain	-	-	-
bad card	_	_	-
together	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 4: To consider and approve the profit allocation statutory reserve and dividend payment for operating results. Year 2023.

Mrs. Saranthon Srisunthorn reported to the meeting that in 2023 the company had a net loss of 61,928,102 baht. The company therefore had the opinion to propose to consider not paying dividends from operations in 2023.

Resolution of the meeting: The meeting approved the suspension of profit allocation. Legal reserve and refrain from paying dividends for operating results for the year 2023.

Resolution	Number of people	Number of votes cast. (1 share = 1 vote)	Representing the percent- age of the number of shares attending the meeting and exercising voting rights
agree	27	1,094,801,751	100.00
disagree	-	-	-
Abstain	-	-	
bad card	_	_	_
together	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions **Original message**



Agenda 5: Consider and approve the reduction of the company's registered capital and amending Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

Mrs. Saranthon Srisunthon, Deputy Chief Operating Officer and Company Secretary He explained to the meeting that Because the company has registered shares that have not yet been sold from additional capital shares remaining from the allocation to support the payment of stock dividends in 2023, amounting to 19,646 shares. At the same time, the Company's memorandum of association must be amended. To be in line with the reduction of the company's registered capital as follows:

Original message			
"Clause 4 Registered capital	1,628,342,423	baht	(One thousand six hundred twenty eight million three hundred forty two thousand four hundred twenty three baht)
Divided into	1,628,342,423	shares	(One thousand six hundred twenty eight million three hundred forty two thousand four hundred twenty three shares)
Par value of	1 baht per	share	(One baht only)
Separated into			
Ordinary shares	1,628,342,423	shares	(One thousand six hundred twenty eight million three hundred forty two thousand four hundred twenty three shares)
Preferred shares	-	share	
Change to			
"Clause 4 Registered capital	1,628,322,777	baht	(one billion six hundred twenty-eight million three hundred thousand two twelve thousand seven hundred seventy-seven baht)
Divided into	1,628,322,777	shares	(one billion six hundred twenty-eight million



			three hundred thousand two
			twelve thousand
			seven hundred seventy-seven
			shares)
Par value of	1	baht	(one baht only)
Separated into			
Ordinary shares	1,628,322,7	777 shares	(one billion six hundred
			twenty-eight million
			three hundred thousand two
			twelve thousand
			seven hundred seventy-seven
			shares)
Preferred shares	-	shares	

By nominating the executive committee and/or authorized persons proceed to register Amendment to the Memorandum of Association with the Department of Business Development the Ministry of Commerce has the power to amend or add words according to the registrar's order.

In this agenda, approval must be passed with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and casting their votes.

In this agenda, Mrs. Saranthorn Srisunthorn gave an opportunity for shareholders or proxies to ask questions. It appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:

Resolution of the meeting:

The meeting considered There was a resolution to approve the reduction of registered capital from the original. 1,628,342,423 baht to 1,628,322,777 baht and to amend section 4 of the company's memorandum of association regarding registered capital. To be consistent with the capital reduction By assigning the executive committee and/or authorized persons to carry out the registration. Amending the memorandum of association with the Department of Business Development Ministry of Commerce and has the power to correct or add words according to the registrar's order With a vote of more than three-quarters of the shareholders who attended the meeting and cast their votes as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	27	1,094,801,751	100.00
Disagree	-	_	-

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Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Abstentions	_	-	-
voided ballot	_	-	-
Total	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 6: Consider and approve an increase in the company's registered capital to support business expansion. General authorization form (General Mandate) and changes/amendments/additions Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital.

Mrs. Saranthorn Srisunthorn clarified to the meeting that Since the company wishes to increase the registered capital and allocate ordinary shares of the company in the amount of 49,343,710 baht, divided into ordinary shares in the amount of , 49,343,710 shares with a par value of 1.00 baht from the original registered capital 1,578,998,713 baht is the registered capital of 1,628,342,423 baht, divided into ordinary shares of 1,628,342,423 shares with a par value of 1.00 baht per share, divided into 49,343,710 shares to be allocated to support the stock dividend (Stock Dividend) shares and amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as follows:

"Clause 4	Registered capital	2,108,322,777 baht	(Two thousand one hundred eight million
			three hundred twenty two thousand seven hundred seventy seven baht)
	Divided into	2,108,322,777 shares	(Two thousand one hundred eight million
			three hundred twenty two thousand seven hundred seventy seven shares)
	Par value of	1 baht per share	(one baht only)

Richy Place 2002 Public Company Limited

Separated into



Ordinary shares 2,108,322,777 shares

(Two thousand one hundred eight million three hundred twenty two thousand seven hundred seventy seven shares)

Preferred shares

shares

By nominating the executive committee and/or authorized persons proceed to register Amendment to the Memorandum of Association with the Department of Business Development the Ministry of Commerce has the power to amend or add words according to the registrar's order.

In this agenda, approval must be passed with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and casting their votes.

In this agenda, Mrs. Saranthorn Srisunthon gave an opportunity to shareholders or proxies. It appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:

Resolution of the meeting:

The meeting considered Resolved to approve the increase of registered capital and allotment of new ordinary shares of the Company in the amount of 49,343,710 from the original registered capital of 1,578,998,713 baht to be 1,628,342,423 baht and to amend Clause 4 of the Company's Memorandum of Association regarding registered capital in line with the capital increase by assigning the executive committee and/or authorized person to proceed with the registration. Amendment to the Memorandum of Association with the Department of Business Development Ministry of Commerce and has the power to amend or add words as instructed by the Registrar with more than three-fourths of the votes of the shareholders who attended the meeting and voted as follows:



Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	26	1,094,801,594	100.00
Disagree	1	157	-
Abstentions	-	-	-
voided ballot	-	_	-
Total	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 7: Consider and approve the allocation of additional common shares of the company.

Mrs. Saranthon Srisunthorn explained to the meeting that From increasing the registered capital of 480,000,000 baht by allocating 480,000,000 additional common shares with a par value of 1 baht per share to increase liquidity and working capital for the company. However, the company has not yet clearly determined the details of how to use the additional capital. This may be used to invest in the original project. or new project By offering 318,000,000 shares to existing shareholders and 162,000,000 shares to a limited number of persons.

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and cast their votes.

In this agenda, Mrs. Saranthon Srisunthorn gave the opportunity to shareholders or proxies. It appeared that no shareholder asked any questions. The MC then asked the meeting to vote. After the counting of votes is completed The MC then announced the results of the vote counting and summarized the resolution as follows.

Resolution of the meeting:

The meeting considered was resolved to approve the allocation of 480,000,000 additional common shares of the Company and to amend Section 4 of the Company's Memorandum of Association to be consistent with the increase in the Company's registered capital. By assigning the executive committee and/or authorized persons to carry out the registration. Amending the memorandum of association with the



Department of Business Development Ministry of Commerce and has the power to correct or add words according to the registrar's order with a vote of more than three-quarters of the shareholders who attended the meeting and cast their votes as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	26	1,094,801,594	100.00
Disagree	1	157	_
Abstentions	_	_	-
voided ballot	_	_	-
Total	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 8: To consider and approve the appointment of directors to replace those who retired by rotation.

Assoc. Prof. Suthat Rattanakuakangwan Chairman of the Nomination and Compensation Committee, Chairman of the Audit Committee and independent directors informed the meeting that Mr. Somsak Atthabunwong Executive committee and is a director whose term expires this year. He passed away on March 29, 2024 (past), which has already been reported to the Stock Exchange. And according to the Company's Articles of Association, Article 20, it is specified that at every annual general meeting, at least one-third (1/3) of the number of directors must retire from office at that time. Directors who must retire from office in the first and second years after the company is registered. Draw lots to see who will leave the position. In subsequent years, the director who has been in office the longest will be the one to leave the position. And directors who have resigned from their positions may be re-elected to take up their positions again. In 2024, there are 3 directors who will retire from their positions as follows:

1. Miss Sunee Sattinan,	Chairman of the Board
2. Dr. Apa Ataboonwongse	Company Director
3. Mr. Somsak Ataboonwongse	Company Director (deceased)

In 2024, Ms. Sunee Sattinan, Chairman of the Board of Directors do not wish to continue the agenda and Mr. Somsak Ataboonwongse passed away

In recruiting directors The company has announced an invitation to minor shareholders to nominate individuals they deem qualified to be selected as company directors. Through the news system of the Stock Exchange of Thailand and published on the company's website From 20 November 2023 – 19 February 2024, it appears that there were no shareholders to propose shareholders.

Be consistent with good governance the master of ceremonies invited the directors whose terms had expired to leave the meeting. After the committee members had left the meeting room, Assoc. Prof. Suthat Rattanakuekangwan It was informed to the meeting that the Board of Directors had considered and was of the opinion that everyone had knowledge, ability, experience, and expertise. Complete and does not have any prohibited characteristics according to Public Act The Securities and Exchange Act B.E. 2535 therefore deems it appropriate to propose to the general meeting of shareholders to consider appointing a director, namely Dr. Apa Ataboonwongse. Directors whose terms have expired shall return to their positions. Come to be a director in place of directors whose terms have expired. Which the director's history It has been sent to shareholders in the invitation to the general meeting of shareholders for consideration in advance.

In this agenda, approval must be passed with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes.

In this agenda, Mrs. Saranthorn Srisunthorn, Deputy Chief Executive Officer and Company Secretary gave an opportunity for shareholders or proxies to ask questions it appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:

Resolution of the meeting:

The meeting considered It was resolved to appoint 1 director who retired from office at the end of his term, namely Dr. Apa Ataboonwongse, a director who left at the end of his term, to return to his position. With a majority vote of the total number of votes of shareholders who attended the meeting and cast their votes. Shareholders voted to appoint individual directors as follows:

Voting for the appointment of Dr. Apa Ataboonwongse

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	27	1,094,801,751	100.00
Disagree	_	-	-
Abstentions	-	-	-
voided ballot	_	-	-

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Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Total	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions.

Agenda 9: To consider and approve the directors' remuneration for the year 2024.

Assoc. Prof. Suthat Rattanakkangwan Inform the meeting that Payment of remuneration to the Board of Directors in 2023. The general meeting of shareholders approved remuneration for directors in the amount of 10,000,000 baht, actually paid in the amount of 6,905,000 baht, divided into meeting allowances of 985,000 baht and director bonuses of 5,920,000 baht for the year 2024. The directors saw fit to propose to the general meeting of shareholders to consider and approve the remuneration and meeting allowances of the Board of Directors. and sub-committees The amount is 10,000,000 baht. The components of the compensation are as follows.

1. Meeting allowances are as follows:

Chairman of the Board of Directors 25,000 baht / time

Director 15,000 baht / time

Chairman of sub-committees 15,000 baht / time

Sub-committee 10,000 baht / time

2. Directors' remuneration

However, this agenda must be approved with a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and casting their votes.

In this agenda, Mrs. Saranthorn Srisunthorn, Deputy Chief Operating Officer and Company Secretary gave an opportunity for shareholders or proxies to ask questions. It appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:



Resolution of the meeting:

The meeting considered Resolved to approve the directors' remuneration for the year 2024 in the amount of 10,000,000 with more than two-thirds of the votes of the shareholders who attended the meeting and voted as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	27	1,094,801,751	100.00
Disagree	-	-	_
Abstentions	_	_	-
voided ballot	_	_	-
Total	27	1,094,801,751	100.00

*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 10: To consider and approve the appointment of the auditor and determine the auditor's remuneration for the year 2024.

Assoc. Prof. Suthat Rattanakuangwan, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee and Independent Director clarified to the meeting that Section 120 of the Public Companies Act stipulates that "The annual meeting of shareholders shall appoint an auditor and determine the amount of the audit fee of the company every year in appointing an auditor, the same auditor may be re-appointed." Section 121 an auditor must not be a director, officer, employee, or person holding any position in the company. Dharmniti Auditing Co., Ltd. has been an auditor for the company in 2023 for a total of 6 years and this year will be the 7th year.

In 2024, the Audit Committee has considered selecting the Company's auditors. Have an opinion it should be proposed to the shareholders' meeting to consider selecting 5 auditors from Dharmniti Auditing Company Limited, namely.

Ms. Wannisa Ngambuathong, registration number 6838 or

Mr. Peeradej Pongsatiansak registration number 4752 or

Ms. Nithinee Kittikunapong Registration number 8843 or

Ms. Chotima Kitsirakorn, registration number 7318 and



Ms. Chutinan Korprasert Thavorn Registration number 9201

The proposed auditors have no relationship or interest in the company/management/major shareholders, or any person related to such person. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements.

For the auditor's remuneration to be approved this time Board of Directors by the proposal of the Audit Committee Agrees that the Annual General Meeting of Shareholders consider and approve the audit fee for the Company's financial statements for the year 2024 in the amount of 2,068,000 baht, which is the same as the year 2023 and other expenses are calculated.

In this agenda, approval must be passed with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes.

In this agenda, Mrs. Saranthorn Srisunthorn, Deputy Chief Executive Officer and Company Secretary gave an opportunity for shareholders or proxies to ask questions appeared that no shareholder asked any questions. MC then asked the meeting to vote. After the vote counting is complete The MC then announced the vote counting results and concluded the resolution as follows:

Resolution of the meeting:

The meeting considered resolved to appoint an auditor from the Company Dharmniti Audit Co., Ltd. by Ms. Wannisa Ngambuathong, Certified Public Accountant No. 6838 and/or Mr. Peeradet Pongsatiansak. Certified Public Accountant Registration No. 4752 and/or Ms. Nithinee Kittikunapong CPA Registration No. 8843 and/or Ms. Chotima Kitsirakorn CPA Registration No. 7318 and Miss Chutinan Gorprasert Thavorn Certified Public Accountant Registration No. 9201 and/or of Dharmniti Auditing Co., Ltd. as the Company's auditor for the year 2024 and approved the auditor's fee in the amount of 2,068,000 baht and other expenses based on actual values by the majority of votes of the shareholders who attended the meeting and voted as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	27	1,094,801,751	100.00
Disagree	-	-	-
Abstentions	_	_	-
voided ballot	_	_	-
Total	27	1,094,801,751	100.00



*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Agenda 11: Other matters (if any)

There are shareholders with 1 in 3 of the total number of shares, namely Dr. Apa Atthabunwong and Ms. Pitchaya Tansod, shareholders who came in person, totaling 581,389,302 shares, accounting for 35.70 percent of all shares. Propose other agendas for consideration as follows:

Agenda 11.1 Consider and approve the appointment of new company directors to replace the deceased directors.

Ms. Pichaya Tansode, a shareholder, proposed that the meeting consider approving the appointment of new directors. In place of the deceased director In order for the company's operations to be efficient Therefore, we would like to propose that shareholders consider approving the appointment of 1 additional director, Mr. Phipat Wiriyamettakul. (with history as proposed)

This agenda must be approved by a majority vote of the total number of votes of shareholders who attended the meeting and cast their votes.

In this agenda, Mrs. Saranthon Srisunthon, Deputy Chief Executive Officer and Company Secretary An opportunity was given to shareholders or proxies to ask questions. It appeared that no shareholder asked any questions. The MC then asked the meeting to vote. After the counting of votes is completed The MC then announced the results of the vote counting and summarized the resolution as follows.

Resolution of the meeting:

The meeting considered It was resolved to appoint Mr. Phipat Wiriyamettakul. Become a director of the company in place of the deceased director. With a majority vote of the shareholders who attended the meeting and cast their votes as follows:

Resolution	Number of people	Number of votes cast (1 share = 1 vote)	Representing the percentage of the number of shares attending the meeting and exercising voting rights
Agree	26	1,094,801,594	100.00
Disagree	1	157	-
Abstentions	_	_	-
voided ballot	_	_	-
Total	27	1,094,801,751	100.00



*** Calculate the base vote-counting only the audio of the shareholder vote, agree, and disagree only. But do not count the votes of shareholders who abstentions

Mrs. Saranthon Srisunthon, Deputy Chief Operating Officer and Company Secretary asked shareholders or proxies who attended the meeting Do you want to express your opinion or ask additional questions about the management which shareholders inquired about The main points are summarized as follows:

Miss Pim Phichitwonglert Volunteer to protect shareholder rights Is the person who received authorization from the Thai Investors Association to propose that the company be listed on the Stock Exchange of Thailand. Organize general and/or extraordinary shareholders' meetings using On-site meeting and Online simultaneously, also known as Hybrid, in order to conveniently meet, communicate and ask questions between shareholders, executives and the Board of Directors, which is in line with the circular letter of the Office of the Supervisory Board. Securities and Exchange Commission (SEC) at SEC Nor.(W) 2/2024 Re: Requesting cooperation regarding organizing a general meeting of shareholders, dated January 10, 2024

Miss Pichaya Tansode, Chief Executive Officer Informing that the company has considered and agreed to propose organizing an On-site meeting and Online meeting together, also known as Hybrid, in order to meet with shareholders, executives, and the Board of Directors. In the next meeting, it will be considered and proposed in organizing a meeting in a Hybrid format.

Mrs. Saranthon Srisunthon, Deputy Chief Executive Officer and Company Secretary An opportunity was given to shareholders or proxies to ask additional questions. It appeared that no shareholder asked any questions. The MC then announced the end of the meeting and invited Dr. Apa Ataboonwongse. The chairman of the meeting then declared the meeting closed. And thank you to the shareholders who took the time to attend the meeting.

This meeting was attended by shareholders or proxies. A total of 27 persons can be counted as the number of shares. 1,094,801,751 shares, accounting for 67.24 percent of the total number of shares sold 1,628,322,777 shares.

Sian

The meeting adjourned at 3:30 p.m.

Sign

chairman of the meeting

(Dr. Apa Ataboonwongse)

company secretary

(Mrs. Saranthon Srisunthon)

Miss Amornrat Parawan Recorder and publisher



Enclosuer 2

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2024

ASSETS

		Baht				
		Consolidated		Sepa	rate	
		financial s	tatements	financial statements		
		As at December	As at December	As at December	As at December	
	Notes	31, 2024	31, 2023	31, 2024	31, 2023	
CURRENT ASSETS						
Cash and cash equivalents	6	100,579,484	44,559,551	73,093,144	24,970,734	
Trade and other current receivables	7	95,463,438	115,468,962	82,109,295	98,927,604	
Short-term loans to related parties	5	68,564,471	64,438,242	945,723,508	886,591,570	
Real estate project under development	8, 12	5,877,558,276	6,022,059,756	4,594,511,736	4,723,760,746	
Advance payment for constructions		7,408,856	18,589,222	7,408,856	18,589,222	
Total Current Assets		6,149,574,525	6,265,115,733	5,702,846,539	5,752,839,876	
NON - CURRENT ASSETS						
Deposits at financial institutions with limitation	9	43,613,756	28,392,438	43,613,756	28,392,438	
Investments in subsidiaries	10		1	31,490,550	31,490,550	
Investments in associated	11.1	-	1,250,000		-	
Investment in Joint Ventures	11.2	505,003		-	-	
Land held for development	8, 12	164,979,432	164,979,432	164,979,432	164,979,433	
Investments in properties	13	405,998,274	416,035,472	360,436,913	369,316,301	
Property, plant and equipment	14	17,277,008	4,654,887	2,072,698	2,464,208	
Right-of-use assets	15	5,101,174	5,889,969	5,101,174	5,889,969	
Intangible assets	16	349,960	730,732	348,281	717,584	
Deferred tax assets	17	9,600,170	11,069,125	3,300,932	4,718,462	
Other non-current assets		3,261,928	3,240,530	2,796,817	2,775,419	
Total Non - Current Assets		650,686,705	636,242,585	614,140,553	610,744,364	
TOTAL ASSETS		6,800,261,230	6,901,358,318	6,316,987,092	6,363,584,240	
					7	



RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF FINANCIAL POSITION (CONT.) AS AT DECEMBER 31, 2024

LIABILITIES AND SHAREHOLDERS' EQUITY

		Baht				
×		Consoli	dated	Separ	rate	
		financial s	tatements	financial s	tatements	
<u>.</u>		As at December	As at December	As at December	As at December	
	Notes	31, 2024	31, 2023	31, 2024	31, 2023	
CURRENT LIABILITIES						
Bank overdraft and short-term loans	18	118,022,796	6,826,213	118,022,796	6,826,213	
Trade and other current payables	5, 19	257,730,922	288,251,030	228,282,876	254,869,953	
Current contract liabilities		208,513,341	383,584,138	132,382,008	321,191,628	
Current portion of lease liabilities	21	908,990	1,078,416	908,990	1,078,416	
Current portion of long-term loans	22	1,797,342,835	2,079,565,543	1,303,004,731	1,591,820,529	
Short-term loans from related parties	5	7,038,219	5,025,479	25,488,603	13,729,336	
Other short-term loans	20	157,602,945	31,687,274	157,602,945	31,687,274	
Income tax payable		7,778	~	-	-	
Other current liabilities		90,000,753	63,904,352	82,400,499	62,855,879	
Total Current Liabilities		2,637,168,579	2,859,922,445	2,048,093,448	2,284,059,228	
NON - CURRENT LIABILITIES						
Lease liabilities	21	4,366,526	4,969,708	4,366,526	4,969,708	
Long-term loans	22	1,301,738,605	1,112,112,148	1,256,709,830	1,077,366,349	
Employee benefit obligations	23	11,917,351	11,197,111	11,917,351	11,197,111	
Provision for compensation for housing estate						
juristic persons		1,916,622	2,087,772	1,916,622	1,707,649	
Total Non - Current Liabilities		1,319,939,104	1,130,366,739	1,274,910,329	1,095,240,817	
TOTAL LIABILITIES		3,957,107,683	3,990,289,184	3,323,003,777	3,379,300,045	
					P	



RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF FINANCIAL POSITION (CONT.) AS AT DECEMBER 31, 2024

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		Baht				
		Consoli	dated	Separ	rate	
		financial s	tatements	financial s	tatements	
		As at December	As at December	As at December	As at December	
	Notes	31, 2024	31, 2023	31, 2024	31, 2023	
SHAREHOLDERS' EQUITY						
Share capital	24					
Authorised share capital						
2,108,322,777 ordinary shares of Baht 1 each		2,108,322,777		2,108,322,777		
1,628,342,423 ordinary shares of Baht 1 each			1,628,342,423		1,628,342,423	
Issued and paid-up share capital						
1,628,322,777 ordinary shares of Baht 1 each		1,628,322,777		1,628,322,777		
1,628,322,777 ordinary shares of Baht 1 each			1,628,322,777		1,628,322,777	
Premium on ordinary shares		611,190,126	611,190,126	611,190,126	611,190,126	
Retained earnings						
- Appropriated legal reserve	28	93,091,599	92,606,643	93,091,599	92,606,643	
- Unappropriated		510,549,045	578,949,588	661,378,813	652,164,649	
TOTAL SHAREHOLDERS' EQUITY		2,843,153,547	2,911,069,134	2,993,983,315	2,984,284,195	
TOTAL LIABILITIES AND SHAREHOLDERS' EQ	UITY	6,800,261,230	6,901,358,318	6,316,987,092	6,363,584,240	



STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2024

			Bah	t	
		Consolid	ated	Separa	ite
	75	financial sta	tements	financial sta	atements
	Notes	2024	2023	2024	2023
	31	2			
Revenues					
Revenues from sales		875,832,777	676,478,573	843,792,189	586,259,731
Rental income and service		192,449,743	51,600,345	89,048,758	26,185,355
Other incomes	32	9,061,760	72,093,033	77,134,289	119,966,914
Total revenues		1,077,344,280	800,171,951	1,009,975,236	732,412,000
Expenses					
Cost of sales		559,920,661	411,111,294	546,630,869	352,980,682
Cost for rent and service		94,699,916	29,007,615	11,344,970	8,520,131
Distribution costs		237,410,385	194,434,565	216,586,360	166,462,390
Administrative expenses		43,916,960	54,364,013	55,493,163	51,513,689
Total Expenses		935,947,922	688,917,487	830,055,362	579,476,892
Profit from operating activities		141,396,358	111,254,464	179,919,874	152,935,108
Finance costs		204,063,905	171,221,138	165,500,196	151,180,522
Profit (loss) before income tax expenses		(62,667,547)	(59,966,674)	14,419,678	1,754,586
Income (revenue) tax expenses	34	5,248,040	1,961,428	4,720,558	2,085,062
Profit (loss) for the year		(67,915,587)	(61,928,102)	9,699,120	(330,476)
Other comprehensive income		-	1 1	5 (-	-
Other comprehensive income for the year		2	- <u>-</u>	-	-
Total comprehensive income for the year		(67,915,587)	(61,928,102)	9,699,120	(330,476)
Earnings per share	30				
Basic earnings per share (Baht per share)		(0.042)	(0.038)	0.006	.5
					7



RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2024

		Baht							
			Consolidated financial statements						
		Issued and	Issued and Premium on		Earnings	Total			
		Paid-up	Share Capital	Appropriated	Unappropriated	Shareholders' equity			
	Notes	Share Capital		Legal reserve					
Balance as at January 1, 2023		1,578,993,159	611,188,882	92,606,643	696,281,244	2,979,069,928			
Increase shared - capital		5,554	1,244	. 	÷	6,798			
Ordinary shared dividend		49,324,064	~	-	(49,324,064)				
Dividend paid		-	-	12	(6,079,490)	(6,079,490)			
Comprehensive income for the year									
Profit (loss) for the year			iH.	-	(61,928,102)	(61,928,102)			
Other comprehensive income		-	-	Ŧ	-	-			
Total comprehensive income for the year		1.5	5	-	(61,928,102)	(61,928,102)			
Balance as at December 31, 2023		1,628,322,777	611,190,126	92,606,643	578,949,588	2,911,069,134			
Legal reserve	28	-	-	484,956	(484,956)	-			
Comprehensive income for the year									
Profit (loss) for the year		-	-		(67,915,587)	(67,915,587)			
Other comprehensive income		-	# 2						
Total comprehensive income for the year		-	-	-	(67,915,587)	(67,915,587)			
Balance as at December 31, 2024		1,628,322,777	611,190,126	93,091,599	510,549,045	2,843,153,547			



RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.) FOR THE YEAR ENDED DECEMBER 31, 2024

Separate Financial Statements Issued and Premium on Retained Emmon Retained Statements Paid-up Share Capital Appropriated Unappropriated Shareholders' equity Balance as at January 1, 2023 $1,578,993,159$ $611,188,882$ $92,606,643$ $707,898,679$ $2,990,687,363$ Increase shared - capital $5,554$ $1,244$ - 6,798 Ordinary shared dividend $49,324,064$ - ($6,079,490$) ($6,079,490$) Comprehensive income for the year - - ($6,079,490$) ($6,079,490$) Other comprehensive income - - - - Profit (loss) for the year - - - - Total comprehensive income for the year - - - - Isagal reserve 28 - - - - Isagal reserve 28 - - 484,955 (484,956) - Comprehensive income for the year - - - - -			Baht								
Paid-up Share CapitalShare CapitalAppropriatedUnappropriatedSharecholders' equityBalance as at January 1, 20231,578,993,159611,188,88292,606,643707,898,6792,990,687,363Increase shared - capital5,5541,2446,798Ordinary shared dividend49,324,064-(49,324,064)-Dividend paid6,079,490(6,079,490)Comprehensive income for the yearProfit (loss) for the yearTotal comprehensive income for the year1,628,322,777611,190,12692,606,643652,164,6492,984,284,195Balance as at December 31, 20231,628,322,777611,190,12692,606,643652,164,6492,984,284,195Lagal reserve28484,956(484,956)-Profit (loss) for the yearProfit (loss) for the yearDividend paidComprehensive income for the yearTotal comprehensive income for the yearProfit (loss) for the yearOther comprehensive incomeOther comprehensive incomeOther comprehensive income <t< th=""><th></th><th></th><th></th><th colspan="8">Separate Financial Statements</th></t<>				Separate Financial Statements							
Notes Share Capital Legal reserve Balance as at January 1, 2023 1,578,993,159 611,188,882 92,606,643 707,898,679 2,990,687,363 Increase shared - capital 5,554 1,244 - - 6,798 Ordinary shared dividend 49,324,064 - - (49,324,064) - Dividend paid - - - (6,079,490) (6,079,490) Comprehensive income for the year - - - (330,476) (330,476) Other comprehensive income - - - - - - Total comprehensive income for the year -			Issued and	Premium on	Retained	Retained Earnings					
Balance as at January 1, 2023 1,578,993,159 611,188,882 92,606,643 707,898,679 2,990,687,363 Increase shared - capital 5,554 1,244 - - 6,798 Ordinary shared dividend 49,324,064 - - (49,324,064) - Dividend paid - - - (6,079,490) (6,079,490) Comprehensive income for the year - - - (30,476) (330,476) Other comprehensive income - - - - - - Total comprehensive income for the year - - (330,476) (330,476) (330,476) Lagal reserve 28 - - - - - Comprehensive income for the year - - 484,956 (484,956) - Lagal reserve 28 - - 9,699,120 9,699,120 Other comprehensive income - - - - - Profit (loss) for the year - - -			Paid-up	Share Capital	Appropriated	Unappropriated	Shareholders' equity				
Increase shared - capital 5,554 1,244 - - 6,798 Ordinary shared dividend 49,324,064 - - (49,324,064) - Dividend paid - - - (6,079,490) (6,079,490) Comprehensive income for the year - - - (330,476) (330,476) Other comprehensive income - - - - - - Total comprehensive income for the year -		Notes	Share Capital		Legal reserve						
Ordinary shared dividend 49,324,064 - (49,324,064) - Dividend paid - - (6,079,490) (6,079,490) Comprehensive income for the year - - (30,476) (330,476) Other comprehensive income - - - - Total comprehensive income for the year - - - - Balance as at December 31, 2023 1,628,322,777 611,190,126 92,606,643 652,164,649 2,984,284,195 Lagal reserve 28 - - 484,956 - - Profit (loss) for the year - - - - - - Other comprehensive income for the year 28 - - 484,956 - - Comprehensive income for the year - - - - - - - Profit (loss) for the year -	Balance as at January 1, 2023		1,578,993,159	611,188,882	92,606,643	707,898,679	2,990,687,363				
Dividend paid - - (6,079,490) (6,079,490) Comprehensive income for the year - - (330,476) (330,476) Other comprehensive income - - - - - Total comprehensive income for the year - - - - - Total comprehensive income for the year - - - - - - Balance as at December 31, 2023 1,628,322,777 611,190,126 92,606,643 652,164,649 2,984,284,195 Lagal reserve 28 - - 484,956 (484,956) - Profit (loss) for the year - - - - - - Other comprehensive income - - - - - - - Divide dependencies of the year -	Increase shared - capital		5,554	1,244	-	-	6,798				
Comprehensive income for the year(330,476)(330,476)Profit (loss) for the yearOther comprehensive incomeTotal comprehensive income for the year(330,476)(330,476)Balance as at December 31, 20231,628,322,777611,190,12692,606,643652,164,6492,984,284,195Lagal reserve28484,956(484,956)-Comprehensive income for the year9,699,1209,699,120Other comprehensive incomeTotal comprehensive incomeTotal comprehensive income for the yearTotal comprehensive income for the year	Ordinary shared dividend		49,324,064	-	-	(49,324,064)	-				
Profit (loss) for the year - - (330,476) (330,476) Other comprehensive income - - - - - Total comprehensive income for the year - - - (330,476) (330,476) Balance as at December 31, 2023 1,628,322,777 611,190,126 92,606,643 652,164,649 2,984,284,195 Lagal reserve 28 - - 484,956 (484,956) - Comprehensive income for the year - - - 9,699,120 9,699,120 Profit (loss) for the year - - - - - - Other comprehensive income - - - - - - Total comprehensive income - - - - - - Total comprehensive income - - - - - - - Total comprehensive income for the year - - - - - - - Total comprehensive income for the year - - - - - -	Dividend paid		-	-	~	(6,079,490)	(6,079,490)				
Other comprehensive income - </td <td>Comprehensive income for the year</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	Comprehensive income for the year										
Total comprehensive income for the year - - (330,476) (330,476) Balance as at December 31, 2023 1,628,322,777 611,190,126 92,606,643 652,164,649 2,984,284,195 Lagal reserve 28 - - 484,956 (484,956) - Comprehensive income for the year - - 9,699,120 9,699,120 9,699,120 Other comprehensive income - - - - - - Total comprehensive income for the year - - - - - - Total comprehensive income for the year - - - - - - Total comprehensive income for the year - - - - - - Total comprehensive income for the year - - - - - -	Profit (loss) for the year		-	-	-	(330,476)	(330,476)				
Balance as at December 31, 2023 1,628,322,777 611,190,126 92,606,643 652,164,649 2,984,284,195 Lagal reserve 28 - - 484,956 (484,956) - Comprehensive income for the year - - 9,699,120 9,699,120 9,699,120 Other comprehensive income - - - - - Total comprehensive income for the year - - - 9,699,120 9,699,120	Other comprehensive income		-	-	-	-	-				
Lagal reserve 28 - - 484,956 (484,956) - Comprehensive income for the year - - - 9,699,120 9,699,120 Other comprehensive income - - - - - Total comprehensive income for the year - - - - -	Total comprehensive income for the year		-	-	-	(330,476)	(330,476)				
Comprehensive income for the year - - 9,699,120 9,699,120 Other comprehensive income - - - - - Total comprehensive income for the year - - - 9,699,120 9,699,120	Balance as at December 31, 2023		1,628,322,777	611,190,126	92,606,643	652,164,649	2,984,284,195				
Profit (loss) for the year - - 9,699,120 9,699,120 Other comprehensive income - - - - - Total comprehensive income for the year - - - 9,699,120 9,699,120	Lagal reserve	28		-	484,956	(484,956)	-				
Other comprehensive income - - - Total comprehensive income for the year - - 9,699,120	Comprehensive income for the year										
Total comprehensive income for the year 9,699,120 9,699,120	Profit (loss) for the year		-		-	9,699,120	9,699,120				
	Other comprehensive income		×		÷	-	5 2				
Balance as at December 31, 2024 1,628,322,777 611,190,126 93,091,599 661,378,813 2,993,983,315	Total comprehensive income for the year				÷	9,699,120	9,699,120				
	Balance as at December 31, 2024		1,628,322,777	611,190,126	93,091,599	661,378,813	2,993,983,315				



STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2024

	Baht				
	Consolidated		Separa	ate	
	financial st	atements	financial sta	atements	
	2024	2023	2024	2023	
Cash flows from operating activities:					
Profit (loss) before income tax expenses	(62,667,547)	(59,966,674)	14,419,678	1,754,586	
Adjustments to reconcile profit before income tax expenses for the year					
to net cash provided by (used in) from operating activities					
Allowance for expected credit losses (reversal)	19,919	(18,998)	227,040	(637,165)	
Impairment loss - investment in associated	420,000		-	-	
Impairment loss - investment in joint venture	1,494,993		-	-	
Depreciation and amortisation	14,675,634	20,429,208	11,203,985	12,796,090	
Loss of written off assets	14,473	6,933	13,447	6,933	
Loss from tax refund	640,757	-	640,757	-	
Profit from termination of lease	(158,155)	-	(158,155)	-	
Employee benefits expenses	950,898	975,266	950,898	975,266	
Provision for compensation for housing estate juristic persons	208,974	737,293	208,974	357,170	
Interest income	(4,917,157)	(59,711,225)	(49,982,212)	(100,295,581)	
Finance costs	204,063,905	171,221,138	165,500,196	151,180,522	
Profit from operations before changes in					
operating assets and liabilities	154,746,694	73,672,941	143,024,608	66,137,821	
Changes in operating assets and liabilities					
Trade and other current receivables (increase) decrease	2,251,257	119,094,592	(2,551,364)	111,009,249	
Real estate project under development (increase) decrease	233,047,937	122,907,891	217,795,467	71,221,241	
Advance payment for construction (increase) decrease	11,180,366	(5,418,909)	11,180,366	(5,418,909)	
Other-non current asset (increase) decrease	(21,398)	(1,399,450)	(21,398)	(1,399,450)	
Trade and other current payables increase (decrease)	(28,815,329)	84,758,930	(26,353,542)	64,961,928	
Current contract liabilities increase (decrease)	(175,070,797)	(40,606,378)	(188,809,620)	(12,860,189)	
Other current liabilities increase (decrease)	25,716,277	1,014,916	19,544,618	7,964,684	
Cash paid for Employee benefits	(230,658)		(230,658)	-	
Net cash provided from (used in) operating	222,804,349	354,024,533	173,578,477	301,616,375	
Income tax paid	(15,122,324)	(10,156,706)	(12,844,412)	(7,649,324)	
Cash received from tax refund	7,515,787	2	7,515,787	-	
Net cash provided from (used in) operating activities	215,197,812	343,867,827	168,249,852	293,967,051	



STATEMENTS OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2024

	Baht			
	Consolidated Separate			ate
	financial statements		financial statements	
	2024	2023	2024	2023
Cash flows from investing activities:				
Deposits at financial institutions with limitation (increase) decrease	(15,221,318)	50,998,327	(15,221,318)	50,998,327
Cash paid for investments in associated	830,000	-	-	-
Cash paid for investment in Joint Ventures	(1,999,996)	-	-	-
Cash received for short-term loans to related parties	-	-	135,030,083	199,682,687
Cash paid for short-term loans to related paties	272,093	(272,093)	(145,143,704)	(141,437,003)
Investment properties	-	(1,735,405)	-	(1,735,205)
Cash received from disposals of property, plants and equipment	7,000	-	7,000	÷
Cash paid for purchase of property, plant and equipment	(15,789,236)	(3,342,241)	(472,209)	(979,928)
Cash paid for purchase of intangible assets	(150,335)	(480,688)	(150,335)	(480,688)
Cash received from interest income	512,052	55,473,004	699,991	55,461,066
Net cash provided from (used in) investing activities	(31,539,740)	100,640,904	(25,250,492)	161,509,256
Cash flows from financing activities:				
Cash received from share capital	-	6,798	-	6,798
Bank overdraft from financial institutions increase (decrease)	117,382,376	6,826,213	117,382,376	6,826,213
Cash received for short-term debentures	100,000,000	-	50,000,000	-
Cash paid for short-term debentures	(100,000,000)	-	(50,000,000)	-
Cash received for short-term loans from related parties	7,000,000	-	27,300,000	-
Cash paid for short-term from related parties		-	(11,000,000)	-
Cash received from other short-term loans	204,900,461	5,500,000	204,900,461	5,500,000
Cash paid for other short-term loans	(84,449,356)	(15,000,000)	(84,449,356)	(15,000,000)
Cash received from financial institutions loan	736,621,909	307,323,282	686,621,909	241,000,000
Repayment of loans from financial institutions	(589,642,358)	(578,637,679)	(556,712,651)	(562,137,679)
Cash received from debenture	687,800,000	743,000,000	687,800,000	743,000,000
Repayment of debentures	(924,705,236)	(630,961,764)	(924,705,236)	(630,961,764)
Lease liabilities (decrease)	(1,260,000)	(1,493,692)	(1,260,000)	(1,493,692)
Cash paid for interest expenses	(281,285,935)	(246,150,237)	(240,804,453)	(220,758,258)
Dividend paid	-	(6,079,490)	~	(6,079,490)
Net cash provided by (used in) financial activities	(127,638,139)	(415,666,569)	(94,926,950)	(440,097,872)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	56,019,933	28,842,162	48,072,410	15,378,435
CASH AND CASH EQUIVALENTS AT BEGINING OF YEAR	44,559,551	15,717,389	24,970,734	9,592,299
CASH AND CASH EQUIVALENTS AT END OF YEAR	100,579,484	44,559,551	73,043,144	24,970,734



STATEMENTS OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2024

	Baht				
-	Consolida	ated	Separa	Separate	
	financial sta	tements	financial statements		
-	2024	2023	2024	2023	
Supplementary disclosures of cash flows information :					
1) Recorded the interest expense as real estate project under development	74,608,664	74,360,633	76,408,664	66,360,698	
2) Transfer investment property to real estate project under development	(81,780)	437,209	(81,780)	403,021	
3) Ordinary shared dividend	·	49,324,064	-	49,324,064	
4) Transfer real estate project development to land held for development	~	164,979,432	-	164,979,432	
5) Transfer real estate project development to office equipment	23,233	-	23,233	-	
6) Recognition of right-of-use assets	6,121,408	-	6,121,408	-	
7) Transfer short-term loans from related parties to other short-term loans	5,024,657	-	5,024,657	-	
				1	



Enclosuer 3

Information of the independent directors appointed by the company to be the shareholders' proxies

Ass. Prof. Suthas Ratanakuakangwan 73 years

Chairman of the Board, Chairman of the Audit Committee and Independent Director Date of Appointment of a Director : 27 April 2010 Term of Office: : 15 years (count until 25 April 2025).

Address : 422/3 Soi Ekamai 26, Sukhumvit 63 Road, Khlong Toei Nuea, Wattana, Bangkok 10150 Family relations between executives : - none -

Educational qualifications

- D.E.S.S(Industrial Management) Diploma d'Etudes Superieures specialisees Universite'de Toulouse I, France
- Master of Economics (Industrial Management) Maitrise es Sciences Economiques (Gestion Industrielle) Universitee de Toulouse I, France
- Bachelor's Degree: Bachelor of Economics (Industrial Management) License es Sciences Economiques (Gestion Industrielle) Universite 'de Toulouse I, France

Currently holding the position of Director of a listed company

- 2024 Present Chairman and Chairman of the Audit Committee, Richy Place 2002 Public Company Limited
- 2010 Present Director and Chairman of the Audit Committee, Richy Place 2002 Public Company Limited

Position in non-listed companies- none -Holding positions in other departments

• Associate Professor, Department of Industrial Engineering, Faculty of Engineering, Chulalongkorn University

Past experience

- Advisor to the Chulalongkorn University Academic
 Testing Center
- Director of the Chulalongkorn University Academic Testing Center



- Director of the Engineering Service Center, Faculty of Engineering, Chulalongkorn University
- Head of the Research Unit, Industrial Management and Technology
- Department of Industrial Engineering, Faculty of Engineering, Chulalongkorn University
- Committee Member of the Training Center, Continuing Education Division, Chulalongkorn University
- Chairman of the Working Group on the Biogas Technology Promotion Project for Waste Management, Food Waste from Hotels and Various Establishments

Training history

Director Accreditation Program (DAP) / 2012
 Shareholding percentage of the company as of
 December 31, 2024 - none Having / without special interest in the proposed

agenda in this meeting - none -



Mrs. Jaree WuttiSanti

68 years Independent Directors and Audit Committee Date of holding a director position : 25 September 2020 Term of Office : 4 year 7 months (as of 25 April 2025).

Address : 737/106 The Madison Condominium, Sukhumvit Road, Soi 41 Khlong Tan Nuea, Watthana, Bangkok 10110 Family relations between executives : - none -

Educational qualifications

- Master of Business Administration, National Institute of Development Administration
- Bachelor of Accounting, Chiang Mai University (First Class Honors)
- Associate Degree in Banking Management, Swedish Institute for International Cooperation, Sida

Currently holding the position of

Director of a listed company

 2018 – Present Advisor to the Chairman and Investment Executive Director, Tip Insurance Public Company Limited.

Holding a position in a non-listed company

- 2019 Present Audit Committee, Dhurakij Pundit University
- 2023 Present Director and Chairman of the Audit Committee, Lektraph Group Co., Ltd.

Past experience

- 2017 2020 Director and Executive Director, Small and Medium Enterprise Development Bank of Thailand
- 2012 2019 Director, Tip Insurance Public Company Limited
- 2012 2017 Senior Executive Vice President, Head of Large Business Group 1 Krungthai Bank Public Company Limited
- 2011 Senior Executive Vice President, Thanachart Bank Public Company Limited
- 2008 2011 Senior Executive Vice President, Siam City Bank Public Company Limited



Training history

- Executive Course in Trade and Commerce, Class 9/2016, Institute of Commerce
- Executive Leadership Development Program (ELDP), 2015, Krungthai Bank
- Executive Course, Capital Market Academy (CMA), Class 16, Stock Exchange of Thailand
- Joint State-Private Sector Defense Course, Class
 19, National Defense College
- Director Certification Program (DCP), Class 29/2003, Thai Institute of Directors Association

Proportion of the Company's securities holding as of December 31, 2024 - None -Having / without special interest in the agenda proposed in this meeting - None -



Mr Anen Ung-Aphinan 71 years

Independent Director

Date of Appointment of a Director : 25 September 2020Term of Office: 4 year 7 months
(as of 25 April 2025).

Address: 43 Soi Borommaratchachonnani 48, Chim Phli Sub-district, Taling Chan District, Bangkok 10170

Family relations between executives : - none -

Educational qualifications

- Master of Engineering in Industrial Engineering and Management, A.I.T. Institute
- Bachelor of Engineering in Mechanical Engineering
- Certificate, National Defense College (NDC 4414)
- Certificate of Senior Executive Program in Urban Management (3rd batch)

Currently holding the position of

Director of a listed company

- 2024 Present Audit Committee, Richy Place 2002
 Public Company Limited
- 2020 Present Director, Richy Place 2002 Public Company Limited

Positions held in non-listed companies:

- 2007 present Managing Director, A.N. Empire Co., Ltd.
- 1992 present Managing Director, Quality Machine Tool Co., Ltd.

Positions in other organizations

- 2005 present, Board member, Thai Machinery Association
- 2002 present, Board member, Federation of Thai Industries

Past experience

- 2018 2022 Chairman of the Audit Committee, Federation of Thai Industries
- 2014 2016 Chairman of the Cluster Committee of



Mechanical and Metalworking Engineering, Federation of Thai Industries

- 2008 2012 Chairman of the Machinery and Metalworking Group, Federation of Thai Industries
- 2005 2006 Vice Chairman of the Federation of Thai Industries
- 2003 2004 Chairman of the Energy for Industry Committee, Federation of Thai Industries
- 2003 2004 Vice Chairman of the Environment for Industry Committee, Federation of Thai Industries

The proportion of the Company's securities holdings as of

December 31, 2024 : 4,702,931 shares (0.29 percent) Having / without special interest in the agenda proposed in this meeting - None -



Enclosuer 4

Procedures for attending Annual General Meeting of Shareholders via Electronic Media (E-AGM)

Richy Place 2002 Public Company Limited ("the Company") would like to inform you of the guidelines for attending the Annual General Meeting of Shareholders No. 1 for the year 2025 via electronic media (E-AGM) as follows:

1. In the case of shareholders wishing to attend the meeting via electronic media (E-AGM) by themselves

Please complete the registration form for the Extraordinary General Meeting of Shareholders via Electronic Media (E-AGM) by requesting that you clearly specify your e-mail (E-Mail) and mobile phone number. For use in registering at the meeting and attaching a copy of the shareholder's ID card or passport for identification. By scanning or taking pictures sent to the companysecretary@richy.co.th Until April 22, 2025

2. In case the shareholder wishes to appoint an independent director or other person Attend the E-AGM meeting

Shareholders who are unable to attend the E-AGM meeting, shareholders can appoint independent directors. (Details are in Enclosure 3 of the Invitation to the Annual General Meeting of Shareholders 2025) or another person able to attend the meeting and vote on his behalf

- 2.1 Please complete the registration form for the Annual General Meeting of Shareholders via Electronic Media (E-AGM) by requesting you to provide your email (E-Mail) and mobile phone number. And proxies (other persons) clearly for use in the registration of the meeting In case of appointing a proxy to an independent director specify only the first and last name of the independent director you wish to appoint.
- 2.2 Please fill in the information in the proxy form. (Enclosure 6 of the Invitation to the Annual General Meeting of Shareholders for the year 2025) with the signature of the proxy grantor. And proxies (In case of other persons) complete and attach the supporting documents for the proxy as shown in the attachment of the Invitation to the 2024 Annual General Meeting of Shareholders.

Please submit documents according to 2.1 and 2.2 by scanning or photographing to the company via email companysecretary@richy.co.th until within 22 April 2025



3. Attendance through electronic media

When the company receives the documents according to item 1 or item 2 from you within the specified date, the company will check the documents to confirm your identity and confirm your right to attend the meeting. According to the information of the shareholder registration book as of the date of determining the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders. Link to attend the meeting including the access manual of the E-AGM meeting system will be sent to the e-mail address of the shareholders or proxies registered with the company. To use in attending the meeting via electronic media (E-AGM) via the company's system only by 1 shareholder or proxy per 1 email address.

- 4. Using the registration program and counting the company's scores can be used with computers, notebooks, tablets or mobile phones via Web Browser: Chrome Internet speed 4G or basic home internet. The system supports both E-Meeting and E-Voting meetings according to both manual methods and proxy
- 5. As for the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain" in case you do not vote for any agenda. The system will automatically count your votes as "Agree"
- 6. Submitting questions in advance in order to get the most out of the meeting and to maintain full benefits. If there is any question that the Company would like to clarify on any issue of the agenda of this meeting or other company information, inquiries can be sent in advance to the company secretary by e-mail. companysecretary@richy. co.th within 22 April 2025.



Enclosuer 5

Company regulations in relation to shareholders' meetings

Article 19. The meeting of the election of directors in accordance with the following rules and methods

(1) One shareholder has votes equal to one (1) share per one (1) vote.

(2) Each shareholder will use all of the votes he has under (1) to elect one person or many persons as directors. In the event that many persons are elected as directors, no vote shall be given to any person.

(3) Persons who receive the highest votes in descending order are elected as directors, equal to the number of directors that should be or should be elected at that time in the event that the person elected in the next order. Having the same number of votes in excess of the number of directors that should be presided over

Article 20. At every annual general meeting, the directors must leave at least one third (1/3) of the number of directors at that time. If the number of directors cannot be divided into three parts, then the number is closest to one third (1/3).

The directors who must retire in the first and second years after the registration of the company to draw the lottery to determine who will leave. In the latter years next, the director who is in the position for the longest time is the person who leaves the position. The retired director may be re-elected.

Article 40. In voting at the shareholders' meeting One share shall be counted as one (1) vote and any shareholder has a special interest in any matter That shareholder has no right to vote on that matter. Outside of voting for election of directors and the resolution of the shareholders' meeting must consist of the following votes

(1) In normal cases, the majority vote of the shareholders attending the meeting and voting If having equal votes The chairman of the meeting shall cast an additional vote as a casting vote.

(2) In the following cases The vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote

(A) the sale or transfer of all or part of the Company's business to other persons

(B) Purchase or transfer of business of a private company Or other public companies to be owned by the company

(C) Making, amending or terminating contracts relating to renting the business of the company in whole or in part Assigning other persons to manage the business of the company Or merging with other people With the purpose of sharing profit and loss

(D) Amendment to the Memorandum of Association or Articles of Association of the Company



- (E) Capital increase or Capital reduction of the company
- (F) Dissolution of the company
- (G) Debentures issued by the Company
- (H) Merger of companies with other companies

Article 41. The business that the annual general meeting of shareholders should call as follows:

- (1) Acknowledge the report of the Board of Directors that represents the business of the Company in the past year.
- (2) Considering and approving the balance sheet and profit and loss account
- (3) Consider and approve the allocation of profits And dividend payment
- (4) To consider the election of new directors in place of those retiring by rotation And determine remuneration for directors
- (5) Consider the appointment of auditors and determine the amount of audit fees and
- (6) Other businesses

Article 46. Do not pay dividends from money other than profit. In the event that the Company still has accumulated losses, no dividend shall be paid.

The dividend shall be divided according to the number of shares, equal to each share. The dividend payment must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time. When seeing that the company is profitable enough to do so and when paying interim dividends to report the dividend payment to the shareholders 'meeting in the next shareholders' meeting.

The payment of dividends shall be made within one (1) month from the date of the shareholders' meeting. Or in which the board of directors voted, as the case may be, shall be notified in writing to the shareholders and shall advertise such notice of dividend payment in the newspaper for at least three (3) consecutive days.

Article 47. The Company shall prepare a portion of annual net profit as a reserve fund of not less than five (5) percent of the annual net profit.

Less with accumulated loss brought forward (if any) until this reserve is not less than ten percent (10) of the registered capital



Close stamp duty	Proxy Form (Form A)	Enclosuer 6
20 baht	Write at	
	Date Month	
(1)	Inationality	
	address	
(2)	Being a shareholder of Richy Place 2002 Public Company Limited ("Company	y")
	By holding the total amount of sharesshares And voting is equal to	as follows
	Common shareshare Voting is equal to	the sound
	Preferred sharesshare Voting is equal to	the sound
(3)	Granting proxy to	
	1. Name Age Year Add dass	
Road	District / Province District / Region	
provii	nce or	
2. Na	me Age Year Add dass	
Road	District / Province District / Region	
Provi	nce or	
3. Na	me Age Year Add dass	
Road	Sub-district / District District / Region	
Provi	nceZip code	

Only one person is my representative. To attend the meeting and vote on my behalf At the Annual General Meeting of Shareholders No. 1/2025 on April 25, 2025 at 2:00 p.m., it was a meeting via electronic media only.

Any business that the proxy has done in that meeting to hold as if I had done myself in all respects

Signed	Proxy
()
sign	Proxy
()
sign	Proxy
()
sign	Proxy
()

note

The shareholder appointing the proxy must have only one proxy to attend the meeting and vote. Can't break Split the number of shares for many proxies to split votes.

M	RICIHY
	Rich in living

Close		Proxy Fo	orm B	
stamp duty	(De	signated items To be	e a clear, clear proxy)	
20 baht			Write at	
			Date Month	
(1)	I		nationa	ality
	address			-
(2)	Being a shareholder of	Richy Place 2002 Pu	blic Company Limited	
	-	-		sound as follows
-	-			
				the sound
	Preferred shares	share Ca	an vote equal to	the sound
(3)	Granting proxy to			
	1	Age	year Add dass	Road
Distric	ct / District	District / District	province	
Zip co	odeor			
:	2	Age	year Add dass	Road
Distric	ct / District	District / District	province	
Zip co	odeor			
;	3	Age	year Add dass	Road
Distric	ct / District	District / District	province	
Zip co	odeor			

Any one as my representative to attend the meeting and vote on my behalf at the Annual General Meeting of Shareholders No. 1/2025 on April 25, 2025 at 2:00 p.m., which is a meeting via electronic media only. I hereby authorize the proxy to vote on my behalf in this meeting as follows:

RICHY
Rich in living

Agenda 1	Consider	and certifythe Minutes of the 2024 Annual General Meeting of
	Sharehol	lders No. 1 held on April 26, 2024.
	The prox	y holder has the right to consider and vote on my behalf in all respects as
	appropria	ate.
	🗌 (В)	The proxy shall vote according to my wishes as follows:
		Agree Disagree Abstain
Agenda 2	Consider	and acknowledge the operating results of the year 2024
	(A)	The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
	🔲 (В)	The proxy shall vote according to my wishes as follows:
		Agree Disagree Refrain
Agenda 3	Consider	and approve the Company's financial statements For the accounting
	period e	nding on December 31, 2024
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all respect
	□ (A)	as appropriate.
	∐ (B)	The proxy shall vote according to my wishes as follows:
Agenda 4		approving the omission of profit allocation. Legal reserve and refrain from lividends for operating results for the year 2024.
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
	□ (B)	The proxy shall vote according to my wishes as follows:
Agenda 5	Consider	and approve the appointment of directors to replace those who retire from
•		v rotation.
	□ (A)	The provy holder has the right to consider and yets on my hohelf in all respect
	L (A)	The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
	🔲 (В)	The proxy shall vote according to my wishes as follows:



Agenda 6 Consideration on the determination of the directors' remuneration for the year 2025.

 \Box (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.

Refrain



The proxy shall vote according to my wishes as follows:

Agree	🗌 Disagree	
-------	------------	--

Agenda 7 Consider appointing the auditors and fixing the auditor's remuneration for the year 2025.

- \Box (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.
- (B) The proxy shall vote according to my wishes as follows:

] Agree	Disagree
JAgree	L Disagree

Agenda 8 Consider adding/reducing and amending the objective statement in the company certificate to be consistent with operations.

> \Box (A) The proxy holder has the right to consider and vote on my behalf in all respect as appropriate.

(B) The proxy shall vote according to my wishes as follows:

🗌 Agree	🗌 Disagree	🗌 Refrain
---------	------------	-----------

Agenda 9 Consider other matters (if any)

(A) The proxy holder has the right to consider and vote on my behalf in all respect

as appropriate.

(B) The proxy shall vote according to my wishes as follows:

		Agree	Disagree	🗌 Refrain
--	--	-------	----------	-----------

(4) Voting of proxies in any agenda which is not as specified in this proxy the vote is considered invalid and is not my vote as a shareholder.

(5) In the event that I do not specify the intention to vote in any agenda or is unclear or in the case that the meeting has considered or voted on any matter other than the matter specified above Including the case of any alteration or addition of facts Granting the proxy to consider and vote on my behalf in all respects as deemed appropriate



Any business that the proxy has done in the meeting Except in the case that the proxy

does not vote as I specified in the proxy form, as if I had done myself in all respects

sign	Proxy
	()
sign	Proxy
	()
sign	Proxy
	()
sign	Proxy
	()

note :

1. The shareholder appointing the proxy must appoint only one proxy to attend and vote. Can not divide the number of shares to many proxies to separate votes 2. Agenda for the election of directors can elect the entire committee or elect individual directors.

3. In the event that there are more agenda items considered in the meeting than the agenda specified above The grantor can specify additional details in the attached proxy form, Form B as attached.



Regular statement for Proxy Form B.

Appointment of proxy as a shareholder of Richy Place 2002 Public Company Limited at the Annual General Meeting of Shareholders No. 1/2025 on April 25, 2025 at 2:00 p.m., which was a meeting via electronic media.

Agenda	Subject	t
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
	□ (B)	The proxy shall vote according to my wishes as follows:
		Agree Disagree Abstain Damaged
Agenda	Subject	t
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
	□ (B)	The proxy shall vote according to my wishes as follows:
		Agree Disagree Abstain Damaged
Agenda	Subject	t
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
	🗌 (В)	The proxy shall vote according to my wishes as follows:
		Agree Disagree Abstain Damaged
Agenda	Subject	t
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
	□ (A)	The proxy holder has the right to consider and vote on my behalf in all
	_	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate.
Agenda 5:	П (В)	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate. The proxy shall vote according to my wishes as follows:
Agenda 5:	(B)	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate. The proxy shall vote according to my wishes as follows:
Agenda 5:	□ (B) Consider Name	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate. The proxy shall vote according to my wishes as follows: Agree Disagree Abstain Damaged The election of directors to replace those retiring by rotation (continued)
Agenda 5:	□ (B) Consider □ Name □ Agree	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate. The proxy shall vote according to my wishes as follows: Agree Disagree Abstain Damaged The election of directors to replace those retiring by rotation (continued) of Director
Agenda 5:	□ (B) Consider Name Agree Name	The proxy holder has the right to consider and vote on my behalf in all respects as appropriate. The proxy shall vote according to my wishes as follows: Agree Disagree Abstain Damaged The election of directors to replace those retiring by rotation (continued) of Director Disagree Abstain Damaged

Richy Place 2002 Public Company Limited	RICHY Rich in living
Agree Disagree A	-
Agree Disagree A	Abstain 🛛 Damaged
Agenda Subject	
(A) The proxy holder h respects as approp	has the right to consider and vote on my behalf in all priate.
\Box (B) The proxy shall vo	ote according to my wishes as follows:
🗆 Agree 🛛 🗆	Disagree 🗆 Abstain 🛛 Damaged
Agenda Subject	
(A) The proxy holder h respects as approp	has the right to consider and vote on my behalf in all priate.
(B) The proxy shall vo	ote according to my wishes as follows:
-	Disagree 🗌 Abstain 🗌 Damaged
Agenda Subject	
 (A) The proxy holder h respects as appropriate 	has the right to consider and vote on my behalf in all priate.
	ote according to my wishes as follows:
-	Disagree 📙 Abstain 🔛 Damaged
(A) The proxy holder h respects as approp	has the right to consider and vote on my behalf in all priate.
□ (B) The proxy shall vo	ote according to my wishes as follows:
Agree D	Disagree 🛛 Abstain 🗌 Damaged
I certify that List of regular items p	per proxy form Accurate, complete and true in all respects
	signProxy
	()
	signProxy
	()
	signProxy
	() signProxy
	()
	(······ /



Enclosuer 7

Map of the venue of the Annual General Meeting of Shareholders by meeting via electronic media only



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Enclosuer 8

Registration form for electronic conferencing

Write at
DateMonthB.E
I
ID card/passport numberNationality
Address
EmailMobile Phone
Is a shareholder of Richy Place 2002 Public Company Limited, registration number of the securities
holder by holding the total amount of shares
share
I hereby confirm to attend and vote at the Annual General Meeting of Shareholders for the
year 2025 on Friday 25 April 2025 at 2:00 p.m. via electronic media (E-AGM) by
Attend the E-AGM meeting in person and ask the company to send a link to attend the meeting via electronic media (E-AGM) to my e-mail as stated above
Assign proxy to Mr./Mrs./Ms
mobile phoneAttend the E-EGM meeting instead and
ask the company to send a link to attend the meeting via electronic media (E-AGM) to
e-mail
SignShareholders ()
Note: Please send the form to verify your identity via email. companysecretary@richy.co.th

Available from today until 22 April 2025.



History of persons nominated for the position

Ass. Prof. Suthas Ratanakuakangwan 73 years

Chairman of the Board, Chairman of the Audit Committee and Independent Director Date of being a director : 27 April 2010 Term of Office: : 15 years (until 25 April 2025) Address: 422/3 Ekkamai Soi 26, Sukhumvit Road 63, Khlong Toei Nuea Subdistrict, Watthana District, Bangkok 10150

Family relationship between executives : - None -

Education

- D.E.S.S (Industrial Management) Diploma of Specialist Studies, University of Toulouse I, France
- Master of Economics (Industrial Management) Master of Sciences Economics (Industrial Management) University of Toulouse I, France
- Bachelor of Economics (Industrial Management) License of Sciences Economics (Industrial Management) Universite' de Toulouse I, France

Currently holding office

Director of a listed company

- 2024 Present Chairman and Chairman of the Audit Committee, Richy Place 2002 Public Company Limited
- 2010 Present Director and Chairman of the Audit Committee, Richy Place 2002 Public Company Limited

Positions held in non-listed companies: - None -Positions held in other organization

 Associate Professor, Department of Industrial Engineering, Faculty of Engineering, Chulalongkorn University

Past experience

- Advisor to the Chulalongkorn University Academic Testing Center
- Director of the Chulalongkorn University Academic Testing Center
- Director of the Engineering Service Center, Faculty of Engineering, Chulalongkorn University
- Head of the Research Unit, Industrial Management and Technology
- Department of Industrial Engineering, Faculty of Engineering, Chulalongkorn University
- Committee Member of the Training Center, Continuing

Education Division, Chulalongkorn University

Chairman of the Working Group on the Biogas
 Technology Promotion Project for Waste
 Management, Food Waste from Hotels and
 Various Establishments.

Training history

• Director Accreditation Program (DAP) / 2012

Proportion of the Company's securities holding as of December 31, 2024 : - None -

Having/having special interests in the agenda

proposed at this meeting : - None -

Number of times attending meetings in 2024 there were 5 board meetings, attended 5 times

History of illegal actions in

the past 5 years: - None -

History of transactions that may cause conflicts with the Company in 2024: - None -

Recruitment criteria and methods are approved by the Recruitment and Remuneration Committee.



Pol.Col.Suvit Tonsode 78 years Director

Date of being a director Term of Office:

Expertise

: 24 November 2011: 13 years 5 months(as of 25 April 2024): Jurisprudence



Education

Bachelor of Laws, Dhurakij Pundit University

Currently holding office Director of a listed company

 2011 – Present Director of Richy Place 2002 Public Company Limited

Position held in non-listed companies : - None - Positions held in other agencies : - None -

Past experience

- 2006 Retired
- 2002 (Pol. Col.) Superintendent, Division 4, Immigration Checkpoint, Bangkok Airport
- 1998 (Pol. Lt. Col.) Deputy Superintendent, Inspection Unit, Department 4, Police Inspector General
- 1995 (Pol. Lt. Col.) Deputy Superintendent, Administration Division, Royal Thai Police Manpower Office
- 1993 (Pol. Lt. Col.) Senior Inspector, Wheeler (Gun Carrying License), Division 1, Royal Thai Police Registration Division
- 1990 (Pol. Lt. Col.) Senior Inspector, Finance and Supplies, Royal Thai Police Registration Division
- 1983 (Pol. Lt. Col.) Deputy Senior Inspector, Crime Planning Division

Training history

Director Accreditation Program (DAP) / 2013

Proportion of the Company's securities holding as of December 31, 2024 : - None -Having/having special interests in the agenda proposed at this meeting : - None - Number of times attending meetings in 2024 there were 5 board meetings, attended 5 times History of illegal actions in the past 5 years: - None -History of transactions that may cause conflicts with the Company in 2024: - None – Recruitment criteria and methods are approved by the Recruitment and Remuneration Committee.



Mrs. Pawanya Krittachart 76 years

Director

Date of being a director Term of Office : 25 April 2019 : 6 years (as of 25 April 2025)

 Address : 339/137 Grand Canal Village, Cherd Wutthakat Road, SiKan Subdistrict, Don Mueang District, Bangkok 10210
 Family relationship between executives : - None -

Education

- Bachelor of Accountancy (Finance and Banking), Faculty of Commerce and Accountancy, Chulalongkorn University
- Master of Business Administration (Finance), University of Baltimore, Maryland, USA

Currently holding the position of

Director of a listed company

- 2019 Present Director of Richy Place 2002 Public Company Limited
- 2014 Present Director of Green Resources Public Company Limited

Holding positions in unlisted companies

 2014 – Present Managing Director, Thanapat Asset Management Co., Ltd.

Positions in other agencies : - None -

Past experience

- 1994 1997 Managing Director, Thaimex Securities Public Company Limited
- 1998 2000 Advisor, TL Management Co., Ltd. (Thai Life Insurance Group)
- 2001 2006 Managing Director, Thai Keha Credit Foncier Co., Ltd.
- 2007 2008 Advisor, TL Management Co., Ltd. (Thai Life Insurance Group)
- 2008 2018 Independent Director and Audit Committee, Royal Ceramic Industry Public Company Limited

Training history

- 1977 Industrial Credit Program Training by Long Term Credit of Japan Bank, Tokyo, Japan
- Director Accreditation Program 49/2005

Proportion of the Company's securities holding as of December 31, 2024 : - None -Having/having special interests in the agenda proposed at this meeting : - None -Number of times attending meetings in 2024 there were 5 board meetings, attended 5 times History of illegal actions in the past 5 years: - None -History of transactions that may cause conflicts with the Company in 2024: - None – Recruitment criteria and methods are approved by

the Recruitment and Remuneration Committee.



Consider appointing new directors to replace those whose terms have expired.

Mr. Benjamin Ataboonwong

31 years

Qualifications

- Bachelor: International Development Studies, Australian Catholic University, Sydney, Australia.
- Master: Master of Business Administration, Assumption University, Bangkok, Thailand.

Currently holding the position of

Director of a listed company

- 2025 Present Special Business Manager (Thailand/ International)
- 2018 Present International Business Manager Richy Place
 2002 Public Company Limited

Holding positions in unlisted companies

 2014 – Present Managing Director, Thanapat Asset Management Co., Ltd.

Positions in non-listed companies

• 2021 - present Director of Atthabun Asset Co., Ltd.

Past experience

- 2017 2020 Executive Member TOSIC 12 & 13 (Board of Investment Thailand)
- 2017 2018 International Business Admin (Export/Import)

Training history

- 2025 AI Social Media Digital Marketing (TREBS)
- 2024 Real Estate Sales Paths to Foreign Buyers (TREBS)
- 2024 Real Estate Brokerage Seminar (Estate Corner)
- 2023 Online Marketing Course for Real Estate (TREBS)



Invitation to

⁶RICHYShareholders⁹

ARICIH

RICIHY

3 3

LINE Official

Account

Add as friend

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- Contact us





└ 1343 ⊕ www.richy.co.th ● @richyplace2002