



**Invitation to
the Annual General Meeting
of Shareholders**

No.1/2023
(meeting via electronic media)



Friday, April 28, 2023
at 2:00 p.m.
At Ataboon Building

At RICHY CS002/2023

March 15, 2023

Subject : Invitation to the Annual General Meeting of Shareholders No. 1/2023

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 2022, held on April 27, 2022.
2. Company financial statements for the year ended December 31, 2022
3. Capital increase report form (Form F53-4)
4. Profiles of Independent Directors for Proxy of Shareholders
5. Guidelines for the Annual General Meeting of Shareholders No. 1/2023
6. Articles of Association of the Company, specific to the shareholders' meeting
7. Proxy Form A. and Proxy Form B.
8. Map showing the location of the meeting venue via electronic media
9. Registration form (To attend the meeting via electronic media)
10. Profiles of persons nominated for directorship

With the Board of Directors of Richy Place 2002 Public Company Limited resolved to hold the Annual General Meeting of Shareholders No. 1/2023 on Friday, April 28, 2023 at 2:00 p.m., as a meeting via electronic media at Ataboon Building 667. /15 Charansanitwong Road Arun Amarin Bangkok (Please see the map as shown in Attachment No. 8) to consider various matters according to the following details

Agenda 1: To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders No. 1 held on April 27, 2022.

Facts and reasons

The Company held the 1st Extraordinary General Meeting of Shareholders for the year 2022 on April 27, 2022, where the meeting considered various matters. as required by law The company sent a copy of the minutes of the meeting within the period specified by law. (Details appear in Attachment 1).

Board of Directors' opinions

The Board of Directors deemed appropriate to present the minutes of the Annual General Meeting of Shareholders No. 1/2022 held on April 27, 2022, which the Board of Directors was of the opinion that the report had been recorded correctly. (Details appear in Attachment 1) for the shareholders' meeting to certify the minutes of the said meeting.

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 2: To consider and acknowledge the operating results of the year 2022

Facts and reasons

The company summarizes the operating results for the year 2022, 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 2022, details of which appear in the Annual Report 2022 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 year ended December 31, 2022

Facts and reasons

Company financial statements for the fiscal year ended December 31, 2022, 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 Attachment 2), which summarizes the key points as follows:

Detail	Year 2021	Year 2022	Year 2023
total assets	7,480,757,197	7,515,868,511	7,085,407,425
total liabilities	5,018,450,694	4,536,822,970	4,106,337,497
total income	869,056,124	1,401,352,969	945,586,252
net profit	101,516,221	202,088,625	13,237,359
Earnings per share (Baht : Shares)	0.08	0.15	0.01

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, 2022, which has been reviewed by the Company's Audit Committee and audited by a certified public accountant (Details appear in Attachment 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: To consider and approve the profit allocation legal reserve and dividend payment for operating results for the year 2022.

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 2022, the company had a net profit after corporate income tax of 38,573,644 baht (thirty-eight million, five hundred seventy-three thousand, six hundred and forty-four baht), deducted by legal reserves of 1,928,682 baht (one million nine hundred twenty-eight thousand, six hundred and eighty-two baht). The Company considers paying dividends in the amount of not more than 55,422,855 baht or equivalent to 0.0351 baht, equivalent to 151.24 percent of net profit after deducting reserves. The details of dividend payment are as follows: 1) Cash dividend payment at the rate of 0.00385 baht per share 2) Ordinary share dividend payment at the rate of 32 existing shares per 1 stock dividend, equivalent to 0.03125 baht per share at the par value. 1 baht per share, in case there is a fraction of a share, a cash dividend will be paid instead at the rate of 0.03125 baht per share, in accordance with the Company's policy.

The Company has fixed the names of shareholders who are entitled to receive dividends (Record Date) on May 8, 2023 and the dividend payment date is set on May 26, 2023.

Comparison with the past year's cash and stock dividend payout rates

Dividend payment details	Year 2021	Year 2022	Year 2023
Net Profit (Baht)	107,409,285	196,583,447	38,573,644
Number of paid-up shares (shares)	1,194,226,151	1,486,145,560	1,578,998,713
amount of dividends paid	50,000,000	104,030,189	55,422,855
Dividend per share (baht:shares)	0.041868117	0.07	0.0351

Board of Directors' opinions

Deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appropriation of profits statutory reserves and dividends for 2022 results and earnings allocations are acknowledged. legal reserve according to the details as follows.

- The Company has allocated legal reserves in accordance with the minimum requirements required by law and in accordance with the Company's Articles of Association. by allocating an additional legal reserve of 1,928,682 baht

- Cash dividend payment and stock dividend from the 2022 operating results in the amount of not more than 55,422,855 baht or equivalent to 0.0351 baht per share, with the following details:

- Paid in cash at the rate of 0.00385 baht per share.
- Paid in shares at the rate of 32 existing shares per 1 stock dividend, equivalent to 0.03125 baht per share, with a par value of 1 baht per share. The company will pay in cash instead at the rate of 0.03125 baht per share.

The Company has fixed the names of shareholders who are entitled to receive dividends (Record Date) on May 8, 2023 and the dividend payment date is set on May 26, 2023.

However, the granting of such rights by the Company is still uncertain. Because it has to wait for 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: To consider and approve the reduction of registered capital Amendment to 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

The Company has unissued registered shares that need to be canceled in the amount of 263,202,554 shares by canceling unissued registered shares as follows:

- 1) Remaining capital increase shares from the allocation to support the stock dividend payment in 2022 in the amount of 36,630 shares.

- 2) 263,165,924 shares remaining from the allocation of RICHY-W3 warrants

Simultaneously, amend the Company's Memorandum of Association. in line with the reduction of the Company's registered capital.

Facts and reasons

The Company has unissued registered shares that need to be canceled in the amount of 263,202,554 shares by canceling unissued registered shares as follows:

- 1) Remaining capital increase shares from the allocation to support the stock dividend payment in 2022 in the amount of 36,630 shares.

2) 263,165,924 shares remaining from the allocation of RICHY-W3 warrants

Simultaneously, amend the Company's Memorandum of Association. in line with the reduction of the Company's registered capital.

Board of Directors' opinions

Agreed to propose to the Annual General Meeting of Shareholders to approve the reduction of the Company's registered capital. By the method of cutting registered shares that have not yet been issued. and consider amending/amending Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

Article 4. Registered capital	1,578,998,713 baht	(one billion five hundred seventy-eight million nine hundred and ninety-eight thousand seven hundred and thirteen baht)
Divided into	1,578,998,713 shares	(one billion five hundred seventy-eight million Thousand seven hundred and thirteen shares)
	Par value of	1.00 baht per share (onebaht)
Divided into		
Ordinary shares	1,578,998,713 shares	(one billion five hundred seventy-eight million nine hundred and ninety-eight thousand sevenhundred and thirteen shares)
Preferred shares	(-) Shares	- None

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development. Ministry of Commerce Has the power to amend and add words or take any action in order to comply with the registrar's order.

Resolution

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

Agenda 6: Consider and approve the increase of registered capital Allocation of ordinary shares and amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company.

Facts And Reasons

Due to the company intends to increase the registered capital and the allocation of ordinary shares of the company in the amount of 49,343,710 baht, divided into 49,343,710 ordinary 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, which is an allocation for stock dividends (Stock Dividend) in the amount of 49,343,710 shares and the 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:

Article 4. Registered capital	1,628,342,423 baht	(one thousand six hundred twenty-eight million three hundred forty-two thousand four hundred and twenty-three baht)
Divided into	1,628,342,423 shares	(one thousand six hundred twenty eight million three hundred forty two thousand four hundred and twenty three shares)
Par value of	1.00 baht per share	(one baht)
Divided into		
Ordinary shares	1,628,342,423 shares	(one thousand six hundred twenty-eight million three hundred forty-two thousand four hundred and twenty-three shares)
Preferred shares	(-) Shares	None

In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development. Ministry of Commerce Has the power to amend and add words or take any action in order to comply with the registrar's order.

Board of Directors' opinions

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital and the allocation of new ordinary shares of the Company in the amount of 49,343,710 baht from the existing registered

capital of 1,578,998,713 baht is the registered capital of 1,628,342,423 baht by issuing 49,343,710 newly issued ordinary shares at a par value of 1.00 baht and approving the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital as detailed above.

Resolution

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

Agenda 7: To consider and approve the appointment of directors to replace those who retire by rotation

Facts and reasons

According to Article 20 of the Company's Articles of Association, at every annual general meeting, directors must retire at least one third (1/3) of the number of directors at that time Directors retiring in the first and second year after the company registration A lot shall be drawn to determine who will retire in the following years, the director who has been in the position for the longest time shall be the one who vacates office. The retiring committee may be re-elected to assume the position in the year 2023. There are 3 directors who retire by rotation, namely:

- | | |
|------------------------------|----------------------|
| 1. Mrs. Jaree Wutthisanti | Independent Director |
| 2. Mr. Anen Anng-aphinant | Independent Director |
| 3. Mrs. Nonglak Wanathampong | Director |

In the nomination of directors The Company has invited minority shareholders to nominate qualified persons. to be elected as a director of the Company through the news system of the Stock Exchange of Thailand - Thailand and published on the Company's website. From October 17, 2022 to January 16, 2023, it appears that one shareholder nominated a director, namely Ms. Pichaya Tansode

Opinion of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, excluding directors with conflicts of interest, has passed the screening process and is of the opinion that Mrs. Jaree Wutthisanti and Mr. Anen Ungpinan should be reinstated as directors for another term. and Ms. Pichaya Tansod as a director in place of a director whose term expired. Because these people are all knowledgeable, capable, experienced and have good work history. and fully qualified according to the Public Company Act B.E. 2535 (Brief profiles of all 3 persons in Attachment 10)

In this regard, the Company has defined the definition of an independent director. according to the initial requirements of SEC and the Stock Exchange of Thailand and added some qualifications that the Company's independent directors should have, which Mrs. Jaree Wutsanti and Mr. Anen Aung-aphinant has complete qualifications. The details are as follows.

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company Including shares held by related persons

2. Not being or having been an executive director, employee, staff, advisor who receives regular salary. or a controlling person of the Company, parent company, subsidiary, associated company or subsidiary in the same order major shareholder or of the person having control over the company unless he or she has vacated the aforementioned position for not less than two years prior to the appointment

3. Not being a person related by blood or by legal registration as parents, spouse, siblings, and children, including spouses of children, executives, major shareholders controller or a person who will be nominated as an executive or controlling person of the Company or its subsidiaries

4. Not having or having had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company in a manner that may obstruct the exercise of independent judgment Including not being or having been a significant shareholder Or a controlling person of a person having a business relationship with the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company Unless he or she has retired from such a position for not less than two years before being appointed. Allow the offering of newly issued shares.

5. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company and not being a significant shareholder controller or partners of the audit firm which has auditors of the company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the company is affiliated with unless he or she has vacated the aforementioned position for not less than two years prior to the appointment

6. Not being or used to be a professional service provider This includes providing legal or financial advisory services. which receives service fees of more than two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the company and not being a significant shareholder controller or partner of that professional service provider as well unless he or she has vacated the aforementioned position for not less than two years prior to the appointment

7. Not being a director who has been appointed as a representative of the company's directors. major shareholder or shareholders who are related to the major shareholders of the Company

8. Not operating a business of the same nature And it is a significant competition with the business of the Company or its subsidiaries. or not being a significant partner in a partnership or being an executive director, employee, staff, consultant who receives regular salary or holds more than one percent of the total number of shares with voting rights of another company. which operates a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries

9. Not having any other characteristics that make him unable to express independent opinions on the operations of the company.

10. Not being a director assigned by the Board of Directors to make decisions on the business operations of the Company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder or a controlling person of the company

11. Not being a director of the parent company, subsidiary or subsidiary of the same order. only for listed companies

Board of Directors' opinions

The person nominated this time has passed the screening process by the Board of Directors. It is of the opinion that the person who will be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent directors. Excluding 3 interested directors who did not vote, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider electing 3 persons, namely Mrs. Jaree Wutthisanti and Mr. Anen Ungpinun, and Ms. Pichaya Tansod to come in. take a position as a director of the company Because such people are knowledgeable and capable. and experience which will benefit the business operations of the Company and its 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 8: Consideration on the determination of the directors' remuneration for the year 2023

Facts and reasons

Public Company Act Section 90 states that "the payment of remuneration for directors shall be in accordance with according to the resolution of the shareholders consisting of the votes of not less than two-thirds of the total votes of the shareholders who attended the meeting." The Nomination and Remuneration Committee has carefully scrutinized the various suitability and compared references from the same business the meeting agreed to propose to the shareholders' meeting to consider fixing the directors' remuneration for the year 2023, with the composition of the remuneration as follows:

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 2022, the Company paid remuneration for directors, including meeting allowances and gratuities, in the total amount of 8,790,000 baht and in 2023, the Nomination and Remuneration Committee has carefully considered the appropriateness and proposed to pay no more than 10,000,000 baht in remuneration. Equal to year 2022

Board of Directors' opinions

Deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration and meeting allowances of the Board of Directors. Audit Committee Board of Directors Nomination and Remuneration Committee and the Risk Management Committee In the amount of 10,000,000 baht, the committee has carefully scrutinized the suitability of various and then compare and refer to the same type of business.

Resolution

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

Agenda 9: To consider appointing the auditors and fixing the auditor's remuneration for the year 2023.

Facts and reasons

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. The company has hired Dharmniti Auditing Company Limited as its Audit for the company in 2022 for a total of 5 years (this year will be the 6th year).

In 2023, 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 Miss Wannisa Ngambuathong, CPA No. 6838 and/or Mr. Peeradet

Pongsatiansak. Certified Public Accountant Registration No. 4752 and/or Ms. Nithinee Kittikunapong CPA No. 8843 and/or Ms. Chotima Kitsirakorn CPA No. 7318 and Ms. Chutinan Gorprasert Thavorn Certified Public Accountant Registration No. 9201

The proposed auditors do not have any relationship and/or interest between the auditor and the company/management/major shareholders or any person related to such persons. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements.

In addition, the Board of Directors of each subsidiary company has considered selecting the company Dharmniti Auditing Co., Ltd. (using the same auditor) as the auditor for the year 2023.

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 approve the audit fee for the Company's financial statements for the year 2023 in the amount of 2,068,000.00 baht, which is equal to the year 2022.

Auditor's Remuneration	Year 2021	Year 2022	Year 2023
Company audit fee	1,424,000	1,500,000	1,500,000
Audit fees of subsidiaries	545,000	568,000	568,000
**Other service fees	102,357	35,510	Based on actual expenses incurred

** Other service fees such as transportation expenses, overtime expenses, office expenses in the amount of 102,357 baht.

Audit Committee's opinion

The Audit Committee has considered selecting the Company's auditors. and considered the auditor's remuneration Including making recommendations to the Board of Directors for approval. Ms. Wannisa Ngambuathong, Certified Public Accountant No. 6838 and/or Mr. Peeradej Pongsatiansak Certified Public Accountant Registration No. 4752 and/or Ms. Nithinee Kittikunapong CPA No. 8843 and/or Ms. Chotima Kitsirakorn CPA No. 7318 and Ms. Chutinan Gorprasert Thavorn Certified Public Accountant Registration No. 9201 of the company Dharmniti Auditing Co., Ltd. as the Company's auditor for the year 2023 and approved the auditor's remuneration in the amount of 2,068,000 baht (equal to the year 2022).

Board of Directors' opinions

The Board considered and agreed to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of Ms. Wannisa Ngambuathong, Certified Public Accountant No. 6838 and/or Mr. Peeradet Pongsathiensak. Certified Public Accountant Registration No. 4752 and/or Ms. Nithinee Kittikunapong CPA No. 8843 and/or Ms. Chotima Kitsirakorn CPA No. 7318 and Ms. Chutinan

Gorprasert Thavorn Certified Public Accountant Registration No. 9201 of Dharmniti Auditing Co., Ltd. as the Company's auditor for the year 2023, with the remuneration of the auditor at the amount of 2,068,000 baht per year (equal to the year 2022).

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 10: Consider other matters (if any)

Board of Directors' opinions

It was 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 the shareholders to attend the Annual General Meeting of Shareholders for the year 2022 on the date and time of the meeting via electronic media only and to facilitate and expedite the registration to attend the Annual General Meeting of Shareholders. more would like to ask the shareholders and/or proxies Please submit the registration and registration form and the proxy form. (Details appear in Attachment 8) to the Company via email. companysecretary@richy.co.th In the event that any shareholder is unable to attend the meeting in person and wishes to appoint another person or independent director who has no conflict of interest in the agenda proposed in the Annual General Meeting of Shareholders No. 1/2022 to attend the meeting and vote. resolution on your behalf (Details of independent directors are in attachment 4) The company reserves the right not to accept registration in case of incomplete documents. or not correct or does not meet the conditions The Company has set March 15, 2022 as the date for granting the rights to shareholders (Record Date) to attend the Annual General Meeting of Shareholders No. 1/2022.

In addition, because the Stock Exchange of Thailand has added an option for listed companies to be able to prepare annual reports in QR CODE format. Therefore, the 2021 Annual Report in the form of QR CODE has been prepared and delivered to the shareholders along with a summary of financial information from the 2021 Annual Report.

Best regards



(Dr.Apa Ataboonwongse)

President

Company secretary

Mrs. Saranthorn Srisunthorn

Minutes of the Annual General Meeting of Shareholders No. 1/2022**Richy Place 2002 Public Company Limited****April 27, 2022**

which is a meeting via electronic media according to the Royal Decree

On the Electronic Conferencing Act B.E. 2563 and related laws

At Ataboon Building, 6th Floor, No. 667/15 Charansanitwong Road Arun Amarin
Bangkok Noi Bangkok 10700**Before the meeting**

The MC introduced the Board of Directors, executives and financial advisors. Those who attended the meeting were as follows:

List of directors attending the meeting, 11 persons**Directors attending the meeting in person 6 people**

- | | |
|--------------------------------|---|
| 1. Miss Sunee Sattinan | Chairman and Executive Director |
| 2. Dr. Apha Attaboonwong | Vice Chairman and Executive Chairman |
| 3. Mr. Somsak Attaboonwong | Executive director and Nomination and Remuneration Committee Compensation Risk Management Committee |
| 4. Police Colonel Suwit Tansod | Risk Management Committee |
| 5. Mrs. Nonglak Wanathampong | Director |
| 6. Mr. Weeraphon Attaboonwong | Director |

Directors attending the meeting via electronic media 5 persons

- | | |
|--|---|
| 1. Dr. Karoon Chandrangsu | Chairman of the Risk Management Committee |
| 2. Assoc. Prof. Suthat Rattanakuangwan | Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee Member of the Risk Management Committee and independent director |
| 3. Mrs. Pawanya Krittachart | Director |
| 4. Mr. Anen Aung-aphinant | Nomination and Remuneration Committee and Independent Director |
| 5. Mrs. Jaree Wutthisanti | Audit Committee and Independent Director |

Proportion of directors attending this Annual General Meeting of Shareholders accounted for 100 percent

List of executives of the company attending

- | | |
|-------------------------------|---|
| 1. Ms. Pichaya Tansode | Deputy Chief Business Development Officer |
| 2. Mrs. Saranthon Srisoontorn | Deputy Chief Operating Officer and
Company Secretary |
| 3. Ms. Suthiporn Hinrit | Chief Financial Officer - Accounting |

List of auditors from Dharmniti Auditing Co., Ltd. who attended the meeting
List of company executives attending

1. Miss Wannisa Ngambuathong

The meeting started at 2:00 p.m.

Ms. Siriporn Sangna, the moderator, informed the meeting that There were 28 shareholders attending the meeting in person and by proxy, divided into 20 shareholders attending the meeting in person, representing 822,336,780 shares, and 8 shareholders by proxy, representing 264,134,137 shares. shares, including the total number of shares attending the meeting and having the right to vote 1,086,470,917 shares or 73.11 percent of the total number of shares sold 1,486,145,560 shares, which is more than one-third of the total issued shares of the company. A quorum was formed according to the Company's Articles of Association which requires at least 25 shareholders and proxies to attend the meeting and must hold shares amounting to not less than one-third of the total number of shares sold. Then, the meeting conductor invited the chairman of the meeting to open the meeting.

Miss Sunee Sattinan Chairman and Executive Director Presiding over the meeting Welcome to the shareholders and opened the 2022 Annual General Meeting of Shareholders

Agenda 1 To consider and certify the Minutes of the 2021 Extraordinary General Meeting of Shareholders No. 1 held on November 18, 2021.

Mrs. Saranthorn Srisoontorn proposed the meeting to consider certifying the minutes of the 1st Extraordinary General Meeting of Shareholders Year 2021 held on November 18, 2021 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 Extraordinary 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 was of the opinion that the minutes of the meeting were recorded accurately and completely in line with the resolutions of the Extraordinary General Meeting of Shareholders. therefore proposed that the meeting consider and pass a resolution Certified the minutes of the 1st Extraordinary General Meeting of Shareholders for the year 2021

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 Srisunthon 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 has considered and resolved to approve the minutes of the 1st Extraordinary General Meeting of Shareholders for the year 2021 held on November 18, 2021 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	28	1,086,471,059	100.00
Disagree	-	-	-
Abstentions	1	2	-
voided ballot	-	-	-
Total	29	1,086,471,061	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 2021.

Mrs. Saranthon Srisoonporn clarified details of the operating results in 2021. The company has backlog information as of December 31, 2021 as follows.
the meeting and casting their votes as follows:

Project	Number of votes cast (1 share = 1 vote)
	Value (million baht)
condominium project	3,348.54
- Rich Point brand group	516.3
- Rich Park Brand Group	211.41
- The Rich brand group	2,620.83
low-rise project	74.71
Total	3,423.25

For the year 2021, 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 a 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 refrain from any action That is unlawful or wrongful to their position

In this agenda, Mrs. Saranthon Srisoonthorn gave an opportunity to shareholders or proxies and it appeared that no shareholders raised any questions.

Resolution of the meeting: The meeting acknowledged the operating results for the year 2021.

Agenda 3 To consider and approve the Company's financial statements For the accounting period ending December 31, 2021

Ms. Suttiporn Hinrit reported a summary of financial status according to the financial statements for the year 2021, which consisted of statement of financial position And the profit and loss statement

ending December 31, 2021, which has been prepared in accordance with accounting standards and generally accepted accounting principles that have been 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 2021 Annual Report which was sent to the shareholders for consideration in advance in the form of QR CODE along 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:

Mrs. Saranthon Srisoonthorn gave an opportunity for shareholders or proxies to ask questions. It appears that no shareholder raised any questions. The MC therefore asked the meeting to vote. After the vote counting is complete The MC then announced the results of the vote counting and summarized 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, 2021 with the majority vote of the shareholders attending the meeting and voting 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	1,086,470,915	100.00
Disagree	-	-	-
Abstentions	2	146	-
voided ballot	-	-	-
Total	29	1,086,471,061	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 2021.

Mrs. Saranthon Srisoonthorn reported to the meeting that in 2021, the company had a net profit of 196,583,447 baht, deducting a legal reserve of 9,829,172 baht, remaining a net profit after deducting a legal reserve of 186,754,275 baht, and the Board of Directors had an opinion to pay a total dividend

of Not more than 104,030,189 baht or equivalent to 0.07 baht per share, which is a stock dividend and cash dividend payment. The details are as follows.

1. Cash dividend payment at the rate of 0.0075 baht per share
2. Dividend is paid in ordinary shares at the rate of 16 existing shares per 1 stock dividend, equivalent to 0.0625 baht per share, par value of 1 baht per share.

Details	Year 2021
Net Profit (Baht)	196,583,447
Legal Reserve (Baht)	9,829,172
Net profit after legal reserve (baht)	186,754,275
number of shares	1,486,145,560
Total amount of dividends	104,030,189
Cash dividend per share	0.07
Cash Dividend : Shares	0.0625
Dividend Stocks (Old: New)	16 : 1

which is in accordance with the Company's policy The company determines the list of shareholders who are entitled to receive dividends on May 6, 2022 and pays dividends on May 26, 2022, with a total amount of 104,030,189 baht

Resolution of the meeting

The meeting approved the profit allocation. Statutory reserve and dividend payment for the year 2021 performance

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	1,086,470,915	100.00
Disagree	1	2	-
Abstentions	1	144	-
voided ballot	-	-	-
Total	29	1,086,471,061	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 5 To consider and approve the capital increase Allocation of ordinary 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.

Mrs. Saranthon Srisoonporn clarified to the meeting that As the company intends to increase the registered capital and allocate ordinary shares of the company in the amount of 108,364,781 baht, divided into 108,364,781 ordinary shares with a par value of 1.00 baht from the original registered capital of 1,733,836,486 baht is the registered capital of 1,842,201,267 baht divided into ordinary shares 1,842,201,267 shares at a par value of 1.00 baht per share, divided into allocations:

1. to accommodate stock dividends (Stock Dividend) 92,884,098 shares 2) to accommodate the right adjustment of RICHY-W3 warrants in the amount of 15,480,683 shares and to amend Clause 4 of the Company's Memorandum of Association to in line with the increase of the company's registered capital as follows:

"Clause 4 Registered capital	1,842,201,267 baht	(one billion eight hundred forty-two million two hundred one thousand two hundred and sixty-seven baht only)
Divided into	1,842,201,267 shares	(one thousand eight hundred forty-two million two hundred one thousand two hundred and sixty-seven shares)
Par value of	1 baht per share	(one baht only)
Separated into		
Ordinary shares	1,842,201,267 shares	(one thousand eight hundred forty-two million two hundred one thousand two hundred and sixty-seven shares)
Preferred shares	–	hares –None–

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. Saranthon Srisunthon gave an opportunity for shareholders or proxies to ask questions.

which has shareholders Comment and ask 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 the registered capital and allotment of new ordinary shares of the Company in the amount of 108,364,781 from the original registered capital of 1,733,836,486 Baht to be 1,842,201,267 Baht and to amend Clause 4 of the Company's Memorandum of Association regarding the 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	27	1,086,470,915	100.00
Disagree	2	146	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	29	1,086,471,061	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: To consider and approve the appointment of directors to replace those who retired by rotation.

Mr. Somsak Attaboonwong said to the meeting that 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. Directors who must retire from office in the first and second year after the registration of the company. Draw lots to determine who will retire. For the following years, the director who has been in office the longest will retire. And the retiring directors may be re-elected. In 2022, there are 4 directors retiring by rotation as follows:

- | | |
|---|----------------------|
| 1. Assoc. Prof. Suthat Ratanakuekangwan | Independent Director |
| 2. Colonel Suwit Tansod | Director |
| 3. Mr. Weeraphon Attaboonwongse | Director |
| 4. Mrs. Pawanya Krittachart | Independent Director |

In the nomination of directors The Company has announced an invitation to minority shareholders to nominate a qualified person to be elected as a director of the Company. Through the news system of the Stock Exchange of Thailand and published on the Company's website. From November 22, 2021 to January 31, 2022, no shareholder nominated a director.

And to comply with good governance MC invited the retiring directors to leave the meeting. After the directors had left the meeting room, Mr. Somsak Attaboongwong informed the meeting that the Nomination and Remuneration Committee (by the Nomination and Remuneration Committee who has no conflict of interest) has considered that all of them are knowledgeable, capable, experienced, and skilled. Completely complete and do not have prohibited characteristics according to Public Act Securities and Exchange Act B.E. 2535 (1992) The Board of Directors (who do not have interests) deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider appointing all 4 directors, namely Assoc. single ton,

Mr. Somsak Attaboongwong and Mrs. Phawanya Krittachart who retired by rotation to return to the office. The biographies of all 4 directors were sent to the shareholders in the notice of the Annual 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. Saranthon Srisunthorn, Deputy Chief Executive Officer and Company Secretary gave an opportunity for shareholders or proxies to ask questions which has shareholders Comment and ask 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 appoint four directors who retired by rotation, namely Assoc. Prof. Suthat Ratanakuangkwan, Colonel Suwit Tansod, Mr. Weeraphon Attabunwong and Mrs. Pawanya Krittachart, with majority votes. of the total number of votes of shareholders attending the meeting and casting their votes There were shareholders voting for the appointment of directors individually as follows:

6.1 Voting for the appointment of Assoc. Prof. Suthat Ratanakuekangwan

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	29	1,086,471,061	100.00
Disagree	-	-	-

Abstentions	-	-	-
voided ballot	-	-	-
Total	29	1,086,471,061	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

6.2 Voting for the appointment of Colonel Suwit Tansode

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	29	1,086,471,061	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	29	1,086,471,061	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

6.3 Voting for the appointment of Mr. Weeraphon Attaboonwongse

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	29	1,086,471,061	100.00
Disagree	-	-	-
Abstentions	-	-	-
voided ballot	-	-	-
Total	29	1,086,471,061	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

6.4 Voting for the appointment of Mrs. Pawanya Krittachart

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	20	1,086,470,475	99.9999
Disagree	9	586	0.0001
Abstentions	-	-	-
voided ballot	-	-	-
Total	29	1,086,471,061	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 To consider and approve the directors' remuneration for the year 2022.

Ms. Sunee Sattinan, the chairman of the meeting assigned Assoc. Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee Reported to the meeting on this agenda.

Assoc. Prof. Suthat Rattanakuangwan inform the meeting that Payment of remuneration to the Board of Directors in 2021. The Annual General Meeting of Shareholders approved remuneration for directors in the amount of 10,000,000 baht, actually paid in the amount of 10,000,000 baht, divided into meeting allowances of 1,060,000 baht and gratuities of directors in the amount of 8,940,000 baht for the year 2022, the Board of Directors. Directors agree to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration and meeting allowances for the Board of Directors. And sub-committees In the amount of 10,000,000 baht, the composition of the remuneration is 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

Resolution of the meeting

The meeting considered Resolved to approve the directors' remuneration for the year 2022 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	1,086,470,915	100.00
Disagree	1	144	-
Abstentions	1	2	-
voided ballot	-	-	-
Total	29	1,086,471,061	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 the auditor and determine the auditor's remuneration for the year 2022.

Assoc. Prof. Suthat Rattanakuanwan clarified to the meeting that Pursuant to 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" according to the company's good corporate governance policy. The auditors are rotated every 5 years in order to make the internal control more stable and ensure that the auditors are able to independently review and audit the Company's financial statements.

In 2022, the Audit Committee has considered selecting the Company's auditors have an opinion It should be proposed to the shareholders' meeting to consider selecting 6 auditors from Dharmniti Auditing Company Limited, namely

Ms. Wannisa Ngambuathong, registration	Registration number 6838 or
Mr. Peeradej Pongsatiansak registration	Registration number 4752 or
Ms. Chotima Kitsirakorn, registration	Registration number 7318 or
Ms. Chutinan Kor Prasert Thavorn	Registration number 9201 or
Ms. Nithinee Kittikunapong,	Registration number 8843 and
Ms. Suwat Maneekanoksakul	Registration number 8134

Assoc. Prof. Suthat Rattanakuangwan clarified to the meeting that Pursuant to 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” according to the company’s good corporate governance policy. The auditors are rotated every 5 years in order to make the internal control more stable and ensure that the auditors are able to independently review and audit the Company’s financial statements.

In 2022, the Audit Committee has considered selecting the Company’s auditors have an opinion It should be proposed to the shareholders’ meeting to consider selecting 6 auditors from Dharmniti Auditing Company Limited, namely

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 No. 4752 and/or Miss Chotima Kitsirakorn, Certified Public Accountant No. 7318 and Miss Chutinan Gorprasert Thavorn Certified Public Accountant No. 9201 and/or Ms. Nithinee Kittikunapong Certified Public Accountant Registration No. 8843 and Mr. Suwat Maneekanoksakul, Certified Public Accountant Registration No. 8134 of Dharmniti Auditing Co., Ltd. as the Company’s auditor for the year 2022 and approved the audit fee amounting to 2,068,000 baht and other expenses are actually calculated with the majority of 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 percentage of the number of shares attending the meeting and exercising voting rights
Agree	27	1,086,470,915	100.00
Disagree	1	144	-
Abstentions	1	2	-
voided ballot	-	-	-
Total	29	1,086,471,061	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 Other matters (if any)

Mrs. Saranthon Srisoontorn Deputy Chief Executive Officer and Company Secretary asked shareholders or proxies who attended the meeting Want to comment or ask more management questions?

Then the MC announced the end of the meeting. when there were no questions from shareholders And there was no one to propose any other matters for consideration. Ms. Sunee Sattinan, the chairman of the meeting then declared the meeting adjourned. and thanked the shareholders for taking the time to attend the meeting.

In this meeting, shareholders or proxies attended this meeting. A total of 29 persons can be counted as the number of shares. 1,086,471,061 shares, equivalent to 73.11 percent of the total number of shares sold 1,486,145,560 shares

The meeting adjourned at 3:30 p.m. Signed _____ Chairman of the meeting
(Miss Sunee Sattinan)

Signed _____ Company Secretary
(Mrs. Saranthon Srisunthon)

Miss Amornrat Parawan

Recorder and publisher

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

		<u>ASSETS</u>			
		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		As at December	As at December	As at December	As at December
Notes		31, 2022	31, 2021	31, 2022	31, 2021
CURRENT ASSETS					
Cash and cash equivalents	6	15,717,389	181,967,435	9,592,299	178,447,943
Trade and other current receivables	7	251,530,673	211,755,635	227,708,543	188,274,133
Short-term loans to related parties	5	59,922,067	59,391,740	899,428,710	1,204,691,716
Real estate project under development	8	6,220,568,622	6,541,633,513	4,878,730,027	5,132,816,475
Total Current Assets		6,547,738,751	6,994,748,323	6,015,459,579	6,704,230,267
NON - CURRENT ASSETS					
Deposits at financial institutions with limitation	9	79,390,765	50,192,290	79,390,765	50,192,290
Investments in subsidiaries	10	-	-	31,490,550	31,490,550
Investments in associated	11	1,250,000	-	-	-
Investments in properties	12	423,701,712	424,185,750	375,789,950	374,468,734
Property, plant and equipment	13	10,848,006	19,685,869	4,559,979	7,209,553
Right-of-use assets	14	7,133,599	9,182,848	7,133,599	9,182,848
Intangible assets		935,653	1,387,107	907,651	1,351,451
Deferred tax assets	16	12,567,862	14,590,246	6,340,832	9,462,587
Other non-current assets		1,841,077	1,896,078	1,375,969	1,425,968
Total Non - Current Assets		537,668,674	521,120,188	506,989,295	484,783,981
TOTAL ASSETS		7,085,407,425	7,515,868,511	6,522,448,874	7,189,014,248

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2022

LIABILITIES AND SHAREHOLDERS' EQUITY

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		As at December	As at December	As at December	As at December
Notes		31, 2022	31, 2021	31, 2022	31, 2021
CURRENT LIABILITIES					
Bank overdraft and short-term loans					
from financial institutions	17	-	128,905,360	-	128,905,360
Trade and other current payables	5, 18	204,405,373	203,114,564	191,895,314	174,770,853
Advance received from customer		424,190,517	334,245,465	334,051,817	244,479,166
Current portion of lease liabilities	19	1,123,088	1,944,994	1,123,088	1,944,994
Current portion of long-term loans	20	2,156,374,573	2,571,679,246	1,683,638,749	2,505,969,671
Short-term loans from related parties	5	46,238,548	30,067,096	54,652,262	379,078,574
Income tax payable		1,471,576	11,230,468	-	10,902,492
Other current liabilities		62,889,435	98,884,652	56,755,894	93,065,520
Total Current Liabilities		2,896,693,110	3,380,071,845	2,322,117,124	3,539,116,630
NON - CURRENT LIABILITIES					
Lease liabilities	19	6,048,124	7,171,213	6,048,124	7,171,213
Long-term loans	20	1,192,023,939	1,141,659,450	1,192,023,939	669,479,252
Employee benefit obligations	21	10,221,845	6,678,260	10,221,845	6,678,260
Provision for compensation for housing estate					
juristic persons		1,350,479	1,242,202	1,350,479	1,242,202
Total Non - Current Liabilities		1,209,644,387	1,156,751,125	1,209,644,387	684,570,927
TOTAL LIABILITIES		4,106,337,497	4,536,822,970	3,531,761,511	4,223,687,557

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2022

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		Baht			
		Consolidated		Separate	
		financial statements		financial statements	
		As at December	As at December	As at December	As at December
Notes		31, 2022	31, 2021	31, 2022	31, 2021
SHAREHOLDERS' EQUITY					
Share capital	22				
Authorised share capital					
1,842,201,267 ordinary shares of Baht 1 each		<u>1,842,201,267</u>		<u>1,842,201,267</u>	
1,733,836,486 ordinary shares of Baht 1 each			<u>1,733,836,486</u>		<u>1,733,836,486</u>
Issued and paid-up share capital					
1,578,993,159 ordinary shares of Baht 1 each		1,578,993,159		1,578,993,159	
1,486,145,560 ordinary shares of Baht 1 each			1,486,145,560		1,486,145,560
Premium on ordinary shares		611,188,882	611,188,843	611,188,882	611,188,843
Retained earnings					
- Appropriated legal reserve	26	92,606,643	90,677,961	92,606,643	90,677,961
- Unappropriated		<u>696,281,244</u>	<u>791,033,177</u>	<u>707,898,679</u>	<u>777,314,327</u>
TOTAL SHAREHOLDERS' EQUITY		<u>2,979,069,928</u>	<u>2,979,045,541</u>	<u>2,990,687,363</u>	<u>2,965,326,691</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>7,085,407,425</u>	<u>7,515,868,511</u>	<u>6,522,448,874</u>	<u>7,189,014,248</u>

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2022

Baht

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
	29				
Revenues from sales		866,132,010	1,375,514,189	712,110,863	1,245,529,420
Cost of sales		561,690,495	826,151,440	461,329,415	737,918,326
Gross profit		304,441,515	549,362,749	250,781,448	507,611,094
Rental income and service		5,363,395	-	429,685	-
Other incomes	30	74,090,847	25,838,780	140,587,981	60,646,715
Cost for rent and service		3,037,993	-	118,251	-
Distribution costs		167,247,688	181,601,369	143,611,703	158,817,578
Administrative expenses		61,653,555	59,721,801	58,299,349	64,581,854
Finance costs		131,003,064	75,619,208	145,970,059	93,548,558
Profit before income tax expenses		20,953,457	258,259,151	43,799,752	251,309,819
Income tax expenses	32	7,716,098	56,170,526	5,226,108	54,726,372
Profit for the year		13,237,359	202,088,625	38,573,644	196,583,447
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Actuarial losses - net of income tax		(2,068,903)	-	(2,068,903)	-
Other comprehensive income for the year		(2,068,903)	-	(2,068,903)	-
Total comprehensive income for the year		11,168,456	202,088,625	36,504,741	196,583,447
Earnings per share	28				
Basic earnings per share (Baht per share)		0.01	0.15	0.02	0.15

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

		Baht			
		Consolidated financial statements			
Notes		Issued and	Premium on	Retained Earnings	
		Paid-up	Share Capital	Appropriated	Unappropriated
		Share Capital		Legal reserve	Shareholders' equity
	Balance as at January 1, 2021	1,194,226,151	538,457,852	80,848,789	648,773,711
	Increase shared - capital	247,690,926	72,730,991	-	-
	Ordinary shared dividend	44,228,483	-	-	(44,228,483)
	Dividend paid	-	-	-	(5,771,504)
	Comprehensive income for the year				
	Profit for the year	-	-	-	202,088,625
	Other comprehensive income	-	-	-	-
	Total comprehensive income for the year	-	-	-	202,088,625
	Transfer to legal reserve	-	-	9,829,172	(9,829,172)
	Balance as at December 31, 2021	1,486,145,560	611,188,843	90,677,961	791,033,177
	Increase shared - capital	22 131	39	-	-
	Ordinary shared dividend	22 92,847,468	-	-	(92,847,468)
	Dividend paid	24 -	-	-	(11,144,238)
	Comprehensive income for the year				
	Profit for the year	-	-	-	13,237,358
	Other comprehensive income	-	-	-	(2,068,903)
	Total comprehensive income for the year	-	-	-	11,168,455
	Transfer to legal reserve	-	-	1,928,682	(1,928,682)
	Balance as at December 31, 2022	1,578,993,159	611,188,882	92,606,643	696,281,244

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2022

		Baht			
		Separate Financial Statements			
Notes	Issued and Paid-up Share Capital	Premium on Share Capital	Retained Earnings		Total
			Appropriated	Unappropriated	Shareholders' equity
			Legal reserve		
Balance as at January 1, 2021	1,194,226,151	538,457,852	80,848,789	640,560,039	2,454,092,831
Increase shared - capital	247,690,926	72,730,991	-	-	320,421,917
Ordinary shared dividend	44,228,483	-	-	(44,228,483)	-
Dividend paid	-	-	-	(5,771,504)	(5,771,504)
Comprehensive income for the year					
Profit for the year	-	-	-	196,583,447	196,583,447
Other comprehensive income	-	-	-	-	-
Total comprehensive income for the year	-	-	-	196,583,447	196,583,447
Transfer to legal reserve	-	-	9,829,172	(9,829,172)	-
Balance as at December 31, 2021	1,486,145,560	611,188,843	90,677,961	777,314,327	2,965,326,691
Increase shared - capital	22 131	39	-	-	170
Ordinary shared dividend	22 92,847,468	-	-	(92,847,468)	-
Dividend paid	24 -	-	-	(11,144,238)	(11,144,238)
Comprehensive income for the year					
Profit for the year	-	-	-	38,573,643	38,573,643
Other comprehensive income	-	-	-	(2,068,903)	(2,068,903)
Total comprehensive income for the year	-	-	-	36,504,740	36,504,740
Transfer to legal reserve	-	-	1,928,682	(1,928,682)	-
Balance as at December 31, 2022	1,578,993,159	611,188,882	92,606,643	707,898,679	2,990,687,363

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2022

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Cash flows from operating activities:				
Profit before income tax expenses	20,953,457	258,259,151	43,799,752	251,309,819
Adjustments to reconcile profit before income tax expenses for the year				
to net cash provided by (used in) from operating activities				
Loss of written off assets	210,121	1,056,584	193,102	1,056,584
(Gain) loss from amortisation of assets and liabilities - net	-	(2,162,353)	-	(2,162,353)
Allowance for expected credit losses (reversal)	25,066	304,729	(1,233,628)	6,181,060
Depreciation and amortisation	14,131,014	14,054,455	6,160,642	7,821,941
Loss from rental reduction	-	5,319	-	5,319
Provision for compensation for housing estate				
juristic persons	108,277	130,792	108,277	130,792
Employee benefits expenses	957,456	609,190	957,456	609,190
Dividend received	-	-	(28,500,000)	-
Interest income	(3,684,078)	(5,018,051)	(37,252,190)	(36,995,069)
Finance costs	131,003,065	75,619,208	145,970,059	93,548,558
Profit (loss) from operations before changes in				
operating assets and liabilities	163,704,378	342,859,024	130,203,470	321,505,841
Changes in operating assets and liabilities				
Trade and other current receivables (increase) decrease	(46,722,134)	25,646,695	(48,125,720)	33,084,080
Real estate project under development (increase) decrease	402,043,768	322,737,267	309,092,456	78,003,246
Other-non current asset (increase) decrease	55,000	(214,647)	50,000	(204,647)
Trade and other current payables increase (decrease)	22,275,088	(11,904,108)	24,077,923	(2,932,318)
Advances received from customer increase (decrease)	89,945,051	(177,309,324)	89,572,650	(182,269,127)
Other current liabilities increase (decrease)	(35,995,216)	(10,606,121)	(36,309,626)	8,841,129
Net cash provided from (used in) operating	595,305,935	491,208,786	468,561,153	256,028,204
Income tax paid	(23,091,925)	(48,782,620)	(20,646,165)	(43,701,937)
Net cash provided from (used in) operating activities	572,214,010	442,426,166	447,914,988	212,326,267

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2022

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Cash flows from investing activities:				
Deposits at financial institutions with limitation (increase) decrease	(29,198,475)	(18,646,804)	(29,198,475)	(18,646,804)
Investment properties	(5,132,756)	(186,316,963)	(5,132,756)	(11,353,794)
Cash paid for purchase of property, plant and equipment	(920,388)	(372,506)	(886,606)	(330,326)
Cash paid for purchase of intangible assets	(362,899)	(1,253,792)	(347,899)	(1,225,792)
Cash received from disposals of property, plants and equipment	935	-	935	-
Cash paid for short-term loans to related parties	(3,134,883)	(81,939,787)	4,532,977	(148,704,412)
Cash received from short-term loans to related parties	4,532,977	110,491,405	(7,539,755)	110,591,405
Cash received from dividend	-	-	28,500,000	-
Cash received from interest income	1,752,645	12,554,997	1,752,645	12,554,997
Cash paid for investment in associated	(1,250,000)	-	-	-
Net cash provided from (used in) investing activities	(33,712,844)	(165,483,450)	(8,318,934)	(57,114,726)
Cash flows from financing activities:				
Cash paid for interest expenses	(218,335,000)	(203,687,260)	(183,565,061)	(193,875,945)
Bank overdraft from financial institutions increase (decrease)	-	(4,891,175)	-	(4,891,175)
Cash received from promissory note	-	129,161,560	-	129,161,560
Cash paid for bill of exchange	(128,905,360)	-	(128,905,360)	-
Lease liabilities (decrease)	(1,944,995)	(2,013,711)	(1,944,995)	(2,013,711)
Cash received for short-term loans from related parties	88,500,000	58,000,000	88,500,000	66,830,000
Cash paid for short-term from related parties	(72,500,000)	(49,600,000)	(76,680,000)	(49,600,000)
Cash received from financial institutions loan	165,740,772	708,307,092	165,740,772	708,307,092
Repayment of loans from financial institutions	(749,930,461)	(1,048,207,148)	(684,220,886)	(938,351,274)
Cash received from debenture	1,455,000,000	400,000,000	1,455,000,000	400,000,000
Repayment of debentures	(1,231,232,100)	(478,045,900)	(1,231,232,100)	(478,045,900)
Cash received from share capital	170	320,421,917	170	320,421,917
Dividend paid	(11,144,238)	(5,771,504)	(11,144,238)	(5,771,504)
Net cash provided by (used in) financial activities	(704,751,212)	(176,326,129)	(608,451,698)	(47,828,940)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(166,250,046)	100,616,587	(168,855,644)	107,382,601
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	181,967,435	81,350,848	178,447,943	71,065,342
CASH AND CASH EQUIVALENTS AT END OF YEAR	15,717,389	181,967,435	9,592,299	178,447,943

Notes to financial statements form an integral part of these statements.

RICHY PLACE 2002 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2022

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Supplementary disclosures of cash flows information :				
1) Loan to related parties	-	-	345,025,009	-
Borrow to related parties	-	-	345,025,009	-
2) Recorded the interest expense as real estate project under development	66,319,108	138,781,282	39,550,371	110,104,873
3) Transfer deposits for land to real estate project under development	-	112,313,161	-	112,313,161
4) Transfer sales office and furniture to real estate project under development	-	131,944	-	131,944
5) Transfer investment property to real estate project under development	3,874,128	-	3,811,540	-
6) Transfer real estate project under development to investment properties	-	173,572,797	-	173,572,797
7) Transfer real estate project under development to property, plant and equipment	-	99,000	-	99,000
8) Right-of-use assets	-	7,067,963	-	7,067,963
9) Increase in finance lease obligation from Right-of-use assets	-	8,337,600	-	8,337,600
10) Ordinary shared dividend	92,847,468	44,228,483	92,847,468	44,228,483

Notes to financial statements form an integral part of these statements.

(F 53-4)

Enclosuer 3

Capital Increase Report Form

RICHY PLACE 2002 PUBLIC COMPANY LIMITED

February 28, 2023

Richy Place 2002 Public Company Limited, hereby report the resolution of the Board of Directors meeting No. 1/2023, held on February 28, 2023 At Head Office 667/15 Attaboon Building, 7th Floor, Charansanitwong Rd. Arun Amarin District Bangkok Noi District Bangkok between 10.30 and 12.00 hrs. Resolution of the meeting. Capital and share allotment as follows:

1. Capital increase

The Board of Directors' Meeting passed a resolution to increase the Company's registered capital from 1,578,998,713 Baht to 1,628,342,423 Baht .The Company issued 49,343,710 ordinary shares with a par value of Baht 1 each, totaling 49,343,710 Baht. The capital increase was as follows:

Capital increase	Stock type	Number of shares	Par value (Baht per share)	Total (Baht)
✓ Specifying the purpose of utilizing proceeds	Ordinary	49,343,710	1.00	49,343,710
		-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

Capital increase for the purpose of using capital Fill in the next order, except for Clause 2.2. In the case of a capital increase, the General Mandate shall be completed in the following order. Clause 2.2, Clause 3 and Clause 4

2. Allotment of new shares:

2.1. If specifying the purpose of utilizing proceeds

Allotted to	No. of Shares	Ratio (old : new)	Offering Price (Baht/Share)	Subscription and Payment period	Note
(1) To support the dividend shares	49,343,710	32 existing shares : 1 dividend share	-	-	-

2.1.1 Company Operations In case of fraction of shares Dividend payment at the rate of 32 existing shares to 1 new stock dividend. In case of fraction of shares, the payment shall be made in cash at the rate of Baht 0.03125 per share.

3. Schedule for the Annual General Meeting of Shareholders / Extraordinary Shareholders Meeting to approve the capital increase and allotment of new shares

The Annual General Meeting of Shareholders No. 1/2023 will be held on April 28, 2023 at 14.00 pm this was a meeting via electronic media at Attabun Building, No. 667/15 Charansanitwong Road. Arun Amarin Bangkok Noi Bangkok 10700 with the agenda by specifying the list of shareholders with the right to attend the shareholders' meeting (Record date) on March 15, 2023

4. Application for capital increase / share allotment relevant government agencies and conditions (if any).

- 4.1 The Company will apply for the registration of the increase of the Company's registered and paid-up capital. The amendment of the Memorandum of Association relating to the increase of registered capital to the Department of Business Development Ministry of Commerce
- 4.2 The Company will apply for permission from the Stock Exchange of Thailand to list its securities on the Stock Exchange of Thailand.

5. Purpose of capital increase and the use of additional capital.

- To pay dividends.

6. Benefits that the Company will receive from the capital increase / share allotment

- 6.1 Increase liquidity in trading of the Company's shares
- 6.2 To maintain liquidity of working capital

7. Benefits that shareholders will receive from the capital increase / share allotment:

- 7.1 Dividend Policy The Company has a dividend policy of not less than 40% of net profit after corporate income tax. The separate financial statements and after deducting all reserves as required by law and the Company. and the dividends are not. This has a significant impact on the Company's operations. the dividend payment may be subject to change depending on the Company's performance and financial status. Liquidity of the company Business expansion plan Necessity and appropriateness in Future and

other factors. The Board of Directors is responsible for the management of the Company and / or the shareholders of the Company deem it appropriate and shall have the utmost benefit to the shareholders.

7.2 The shareholders who receive the stock dividend will have the same rights as the existing shareholders of the Company and have the right to receive dividends. The result of the operation is equal to the existing shareholders of the Company.

7.3 Others - None -

8. Other details necessary for shareholders to approve the capital increase / share allotment.

- none -

9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:

No.	process	Date
1	Board of Directors approved the capital increase and allotment of new shares	February 28, 2023
2	List of shareholders who are entitled to attend the Annual General Meeting of Shareholders Year 2023 (Record Date)	March 15, 2023
3	Annual General Meeting of Shareholders for the year 2023	April 28, 2023
4	Record date for the right to receive the stock dividend	May 6, 2023
5	Registering capital increase with the Ministry of Commerce	Within 14 days from the end of the subscription period.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

signature..... Authorized Signatories of the Company
 (Miss Apa Ataboonwongse)
 Chairman of Executive

signature..... Authorized Signatories of the Company
 (Mr.Somsak Ataboonwongse)
 Executive Director

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

Ass. Prof. Suthas Ratanakuakangwan
71 years

Independent Director and Chairman of Audit Committee

Date of Appointment of a Director : 27 April 2010

Term of Office: : 13 years
(count until 28 April 2023).

Address : 422/3 Soi Ekamai 26, Sukhumvit 63 Road,
Klong 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 office

Director Positions in Listed Companies

- Present Director, Richy Place 2002 Public Company Limited

Position in non-listed companies - none -

Holding Positions in other departments

- Advisor to Chulalongkorn University Academic Testing Center
- Associate Professor industry Faculty of Engineering Chulalongkorn University

Past experience

- Director of Chulalongkorn University Academic Testing Center
- Director of Engineering Service Center Faculty of Engineering Chulalongkorn University
- Head of research unit Industrial Administration and Technology
- Department of Industrial Engineering Faculty of Engineering Chulalongkorn University
- Director of the Training Center Department of Continuing Education Chulalongkorn University
- Chairman of the working group for the promotion of biogas technology for waste management project Food scraps from the hotel and various establishments

Training history

- Director Accreditation Program (DAP) / 2012

Shareholding percentage of the company as of

December 31, 2022 - none -

Having / without special interest in the proposed agenda in this meeting - none -

Mrs. Phawanya Krittachat

75 years

Independent Director and Audit Committee

Date of being a director : 25 April 2019
Term of Office: : 4 years
 (until April 28, 2023).

Address : 339/137 Grand Canal Village Cherd Wutthakat Road,
 Sikan Subdistrict, Don Mueang District, Bangkok 10210

Family relations between executives : - none -



Educational qualifications

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

Credit Foncier Company Limited

- 2007 - 2008 Advisor, TL Management Company Limited (Thai Life Insurance Group)
- 2008 - 2018 Independent Director and Audit Committee Member, Royal Ceramic Industry Plc.

Currently holding a position

Director Positions in Listed Companies

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

Training history

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

Shareholding percentage of the company as of

December 31, 2022 - none -
 Having / without special interest in the proposed agenda in this meeting - none -

Holding a position in a non-listed company

- Year 2014 - Present Managing Director Thanaphat Asset Management Company Limited

Holding a position in other departments : - none -

Past experience

- 1994 - 1997 Managing Director Thai MEX Finance and Securities Public Company Limited
- 1998 - 2000 Advisor, TL Management Company Limited (Thai Life Insurance Group)
- Year 2001 - 2006 Managing Director Thai Housing

Mrs. Jaree WuttiSanti

65 years

Independent Director

Date of holding a director position : 25 September 2020

Term of Office : 2 year 7 months
(count until 28 April 2023).

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, Graduate Institute of Management Development Sciences
- Bachelor of Accounting, Chiang Mai University (1st class honor)
- Diploma in Banking Management Swedish Institute for International Cooperation

Currently holding office

Director Positions in Listed Companies

- 2018 - Present Advisor to the Chairman and Investment Management Committee Dhipaya Insurance Plc.

Holding positions in non-listed companies

- 2019 - Present Member of the Audit Committee Dhurakij Pundit University

Past experience

- 2017 - 2020 Director and Executive Director Small and Medium Enterprise Development Bank of Thailand
- 2012 - 2019 Director, Dhipaya Insurance Public Company Limited
- 2012 - 2017 Senior Executive Vice President Head of Large Business Division 1, Krung Thai Bank Public Company Limited
- Year 2011 Deputy Managing Director, Thanachart Bank Co., Ltd.

- 2008 - 2011 Senior Executive Vice President
Siam City Bank Public Company Limited

Training history

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

Shareholding percentage of the company as of

December 31, 2022 - none -
Having / without special interest in the agenda
proposed in this meeting -None-



Mr Anen Ung-Aphinan

73 years

Independent Director

Date of Appointment of a Director : 25 September 2020

Term of Office : 2 year 7 months
(count until 28 April 2023).

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

Family relations between executives : - none -

Educational qualifications

- Master's Degree in Industrial Engineering and Management, AIT Institute
- Bachelor's Degree in Machinery (Mechanical Engineer)
- Diploma of the National Defense College (NDC 4414)
- Certificate, Executive Program in Urban Administration (Class 3)

Currently holding office

Holding directorships in listed companies

- 2007 - Present Managing Director, AN Empire Co., Ltd.
- 1992 - Present Managing Director Quality Machine Tool Co., Ltd.

Positions held in non-listed companies

- none -

Holding a position in other agencies

- 2005 - Present Director, Thai Machinery Association
- 2002 - Present Director, The Federation of Thai Industries



Past experience

- 2018 - 2022 Chairman of the Audit Committee The Federation of Thai Industries
- 2014 - 2016 Chairman of the Mechanical Engineering and Metalworking Cluster Committee The Federation of Thai Industries
- 2008 - 2012 Chairman of Machinery and Metal Working Group The Federation of Thai Industries
- 2005 - 2006 Vice Chairman of the Federation of Thai Industries
- 2003 - 2004 Chairman of the Industrial Energy Committee The Federation of Thai Industries
- 2003 - 2004 Vice Chairman of the Industrial Environment Committee The Federation of Thai Industries

Shareholding percentage of the company as of

December 31, 2022 4,550,419 shares
Having / without special interest in the agenda
proposed in this meeting -None-

Procedures for attending the Extraordinary 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 2023 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 company by email companysecretary@richy.co.th Until April 25, 2023

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 4 of the Invitation to the Annual General Meeting of Shareholders 2023) 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 7 of the Invitation to the Annual General Meeting of Shareholders for the year 2023) 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 2022 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 25 April 2023

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 2023 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 25 April 2023.

**Articles of Association of the Company in connection with the
Extraordinary General Meeting of Shareholders.**

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. have
- (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
20 baht

Proxy Form (Form A)

Write at.....

Date Month.....

(1) Inationality.....
address

(2) Being a shareholder of Richy Place 2002 Public Company Limited ("Company")
By holding the total amount of shares.....shares And voting is equal to.....as follows
Common share.....share 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
province..... Zip code..... or

2. Name Age Year Add dass
Road..... District / Province..... District / Region
Province..... Zip code..... or

3. Name Age Year Add dass
Road..... Sub-district / District. District / Region
Province..... Zip code.....

Only one person is my representative. To attend the meeting and vote on my behalf At the Annual General Meeting of Shareholders No. 1/2023 on April 28, 2023 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.

Close
stamp duty
20 baht

Proxy Form B

(Designated items To be a clear, clear proxy)

Write at.....

Date Month.....

(1) Inationality.....
address

(2) Being a shareholder of Richy Place 2002 Public Company Limited

By holding the total shares.....shares And voting is equal to.....sound as follows

Ordinary share.....share Can vote equal to.....the sound

Preferred sharesshare Can vote equal to.....the sound

(3) Granting proxy to

1.Ageyear Add dassRoad.....
District / District..... District / Districtprovince
Zip codeor

2.Ageyear Add dassRoad.....
District / District..... District / Districtprovince
Zip codeor

3.Ageyear Add dassRoad.....
District / District..... District / Districtprovince
Zip codeor

Any one as my representative to attend the meeting and vote on my behalf at the Annual General Meeting of Shareholders No. 1/2023 on April 28, 2023 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:

Agenda 1 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders No. 1 held on April 27, 2022.

- ☐ (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 ☐ Refrain

Agenda 2 To consider and acknowledge the operating results of the year 2022.

- ☐ (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 3 To consider and approve the Company's financial statements For the accounting period ending on December 31, 2022.

- ☐ (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 4 To consider and approve the profit allocation legal reserve and dividend payment for the year 2022 operations.

- ☐ (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 5 To Consider and approve the reduction of registered capital The allocation of ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

- ☐ (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 6 Consider and approve the increase of registered capital Allocation of ordinary shares and amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company.

- ☐ (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 7 To consider and approve the appointment of directors to replace those who retire by rotation.

- ☐ (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 8 Determine the remuneration of directors for the year 2023.

- ☐ (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 To consider appointing the auditors and fixing the auditor's remuneration for the year 2023.

- ☐ (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 10 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. 1/2023 on April 28, 2023 at 2:00 p.m.,
which was a meeting via electronic media.

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda 6: To consider the election of directors to replace those retiring by rotation (continued)

- ☐ Name of Director
☐ Agree ☐ Disagree ☐ Refrain
☐ Name of Director
☐ Agree ☐ Disagree ☐ Refrain
☐ Name of Director
☐ Agree ☐ Disagree ☐ Refrain
☐ Name of Director
☐ Agree ☐ Disagree ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

Agenda..... Subject

- ☐ (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 ☐ Refrain

I certify that List of regular items per proxy form Accurate, complete and true in all respects

sign.....Proxy

(.....)

sign.....Proxy

(.....)

sign.....Proxy

(.....)

sign.....Proxy

(.....)

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



Enclosuer 9

Registration form for electronic conferencing

Write at.....

DateMonth.....B.E.....

I.....

ID card/passport numberNationality.....

Address

.....

อีเมล.....Mobile Phone

Is a shareholder of Richy Place 2002 Public Company Limited, registration number of the securities holder by holding the total amount of sharesshare

I hereby confirm to attend and vote at the Annual General Meeting of Shareholders for the year 2023 on Wednesday. 28 April 2023 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 phone.....Attend 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.....

Sign.....Shareholders

(.....)

Note: Please send the form to verify your identity via email. companysecretary@richy.co.th

Available from today until 25 April 2023

History of persons nominated for the position

Mrs. Jaree Wuttisanti **65 years**

Independent Director and Audit Committee

Date of being a director : 25 September 2020

Term of Office : 2 years 7 months
(until April 28, 2023)

Expertise : Finance-Accounting



Educational qualifications

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

Currently holding office

Holding directorships in listed companies

- 2018 - Present Advisor to the Chairman and Investment Committee Dhipaya Insurance Plc.

Holding positions in non-listed companies - none -

Holding positions in other departments

- 2019 - Present Member of the Audit Committee Dhurakij Pundit University

Past experience

- 2017 - 2020 Director and Executive Director Small and Medium Enterprise Development Bank of Thailand
- 2012 - 2019 Director, Dhipaya Insurance Public Company Limited
- 2012 - 2017 Senior Executive Vice President Head of Large Business Division 1, Krung Thai Bank Public Company Limited
- Year 2011 Deputy Managing Director, Thanachart Bank Co., Ltd.
- 2008 - 2011 Senior Executive Vice President Siam City Bank Public Company Limited

Training history

- Top Executive Program in Commerce and Trade, Class 9/2016, Commerce Academy
- Executive Leadership Development Program (ELDP) Year 2015, Krung Thai Bank
- High-level executive courses Capital Market Academy (CMA), Class 16, Stock Exchange of Thailand
- National Defense Course for the Joint Public-Private Sectors, Class 19, National Defense College
- Director Certification Program (DCP), Class 29/2003, Thai Institute of Directors Association

Shareholding percentage of the company as of

December 31, 2022 - none -

Number of meetings attended in 2022

There were 4 Board of Directors meetings, attended 4 times.

Criminal record in the past 5 years - None -

History of transactions that may cause conflicts with the Company in 2022 - None -

Criteria and methods of recruiting

Approved by the Nomination and Remuneration Committee

Mr. Anen Aung-aphinant 73 years old

Independent Director

Date of directorship : 25 November 2020
 Term of office : 2 years 7 months
 (as of April 28, 2023)

Expertise : Engineering and Management



Educational qualifications

- Master's degree in Industrial Engineering and Management, A.I.T.
- Bachelor's Degree in Mechanical Engineering (Mechanical Engineer)
- Diploma, National Defense College (WorPorRorRor.4414)
- Certificate of Senior Executive Program in Urban Management (Class 3)

Currently holding office

Directorship in a Listed Company

- 2007 - Present Managing Director, AN Empire Co., Ltd.
- 1992 - Present Managing Director Quality Machine Tool Co., Ltd.

Holding a position in a non-listed company

- None -

Holding positions in other departments

- 2005 - Present Director, Thai Machinery Association
- 2002 - Present Director, The Federation of Thai Industries

Past experience

- 2018 - 2022 Chairman of the Audit Committee The Federation of Thai Industries
- 2014 - 2016 Chairman of the Mechanical Engineering and Metalworking Cluster Committee The Federation of Thai Industries
- 2008 - 2012 Chairman of Machinery and Metal Working Group The Federation of Thai Industries
- 2005 - 2006 Vice Chairman of the Federation of Thai

Industries

- 2003 - 2004 Chairman of the Industrial Energy Committee The Federation of Thai Industries
- 2003 - 2004 Vice Chairman of the Industrial Environment Committee The Federation of Thai Industries

Training history

- Director Accreditation Program (DAP) 174/2020

Shareholding of the Company as of

December 31, 2022 **4,550,418 shares**

Number of meetings attended in 2022

There were 4 Board of Directors meetings, attended 4 times.

Criminal record in the past 5 years

- None -

History of transactions that may cause conflicts with the Company in 2022

- None -

Criteria and methods of recruiting

Approved by the Nomination and Remuneration Committee

Profiles of persons nominated by shareholders for appointment as directors

Miss Pichaya Tonsode

32 years old

Director

Date of being a director : April 28, 2023

Family Relationship among Executives : Daughter of
Dr.Apa Ataboonwongse



Educational qualifications

- Master's Degree, 2nd class honors MSc International Real Estate and Planning from University College London (UCL), United Kingdom
- Bachelor's degree with 2nd class honors, The BEng(Hons) Civil Engineering from The University of Nottingham, United Kingdom. Thammasat University

Currently holding office

Holding directorships in listed companies

- 2022 - Present
Executive Director, Richy Place 2002 Public Company Limited
- 2022 - Present
Chief Executive Officer Richy Place 2002 Public Company Limited
- 2020 - Present
Acting Deputy Chief Business Development Officer, Richy Place 2002 Public Company Limited
- 2017 - Present
President of Business Development, Richy Place 2002 Public Company Limited

Holding a position in a non-listed company

- 2022 - Present
Director, Medica Clinic Co., Ltd.

- 2020 - Present
Director, Ultimate Asset Co., Ltd.
- 2020 - Present
Director, Attaboon Co., Ltd.
- 2020 - Present
Director Atthaboon Sinsap Co., Ltd.
- 2020 - Present
Director Richy Place Pattana Co., Ltd.
- 2019 - Present
Director, Richy Place Ekamai Co., Ltd.
- 2018 - Present
Director, Richy Development 2016 Co., Ltd.

Holding positions in other departments

- 2018 - Present
President of International Affairs and Deputy Secretary General Thai Condominium Association

Past experience

- 2018 - 2019
Director, Nonthaburi Real Estate Trade Association

Training history

- Company Secretary Program (CSP) Class 56/2014

Shareholding proportion of the company as of

December 31, 2022 : 80,789,772 shares or 5.43%



RICHY PLACE 2002 PUBLIC COMPANY LIMITED

667/15 Ataboon Building 7th floor Charansanitwong Rd.,
Arun Amarin, Bangkok Noi, Bangkok 10700

☎ 1343 🌐 www.richy.co.th 📱 @richyplace2002

RICHY
Rich in living