



Invitation letter for Extraordinary General Meeting
of Shareholders No. 1/2025
Interroyal Engineering Public Company Limited

Tuesday, 7 October 2025, at 10.00 a.m.

Via electronic meeting (E-EGM)

(This document has been translated from the original language)

Registration No. IRE 024/2568

29 September 2025

Subject : Invitation letter for Extraordinary General Meeting of Shareholders No. 1/2025

To : Shareholders of Interroyal Engineering Public Company Limited

- Enclosure :
1. Name list and details of Independent Director in case the shareholders grant proxy to Independent Director
 2. The Company's Articles of Association in relation to the General Meeting of Shareholders
 3. Privacy Notice
 4. Capital Increase Report Form (F53-4)
 5. Information Memorandum on the allocation of newly issued ordinary shares as reserved shares for exercise of Interroyal Engineering Public Company Limited No. 1 (IROYAL-W1) and No. 2 (IROYAL-W2)
 6. Procedures and method of Extraordinary General Meeting of Shareholders No. 1/2025 via electronic means
 7. Documents and evidence for attending the shareholders' meeting
 8. Proxy Forms

Whereas the Board of Directors of Interroyal Engineering Public Company Limited (the "**Company**") has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2025 on Tuesday, 7 October 2025, at 10.00 a.m., to be held via electronic media (E-EGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations, to consider matters in accordance with the following agendas:-

1. **To consider and approve the issuance and offering of warrants to purchase ordinary shares of Interroyal Engineering Public Company Limited No. 1 (IROYAL-W1) and No. 2 (IROYAL-W2), in an aggregate amount not exceeding 80,500,000 units**

Background Information: To comply with the fundraising plan of the Company, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the issuance and offering of the warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited, No. 1 (IROYAL-W1) and No. 2 (IROYAL-W2), in the amount not exceeding 80,500,000 units, with the details as follows:

1. **The warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited No. 1 (IROYAL-W1)**

The issuance and allocation of warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited No. 1 (IROYAL-W1) ("**IROYAL-W1 Warrants**") in an amount not exceeding 57,500,000 units (with no offering price) to the existing shareholders of the Company in proportion to their shareholdings, without offering to shareholders that would cause the Company to have legal obligations under foreign laws, at the allocation ratio of 4 existing ordinary shares to 1 unit of IROYAL-W1 Warrants (any fractions arising from the calculation of the allocation ratio shall be discarded).

The IROYAL-W1 Warrants shall have a term of 1 year (12 months) from the issuance date, and holders of IROYAL-W1 Warrants may exercise their rights in a single exercise by 28 October 2026 or the date on which the IROYAL-W1 Warrants reaches one (1) year from the issuance date, at the exercise ratio of 1 unit of IROYAL-W1 Warrants to 1 ordinary shares, at the exercise price of Baht 3.00 per share.

2. The warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited No. 2 (IROYAL-W2)

The issuance and allocation of warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited No. 2 (IROYAL-W2) ("**IROYAL-W2 Warrants**") in an amount not exceeding 23,000,000 units (with no offering price) to the existing shareholders of the Company in proportion to their shareholdings, without offering to shareholders that would cause the Company to have legal obligations under foreign laws, at the allocation ratio of 10 existing ordinary shares to 1 unit of IROYAL-W2 Warrants (any fractions arising from the calculation of the allocation ratio shall be discarded). The IROYAL-W2 Warrants shall have a term of 2 years (24 months) from the issuance date, and holders of IROYAL-W2 Warrants may exercise their rights in a single exercise by 28 October 2027 or the date on which the IROYAL-W2 Warrants reaches two (2) years from the issuance date, at the exercise ratio of 1 unit of IROYAL-W2 Warrants to 1 ordinary share, at the exercise price of Baht 6.00 per share.

The terms and conditions and details of IROYAL-W1 and IROYAL-W2 are as shown in **Enclosure 5** (Summary Details of the Warrants to Purchase Ordinary Shares of Interroyal Engineering Public Company Limited No.1 (IROYAL-W1) and No. 2 (IROYAL-W2)).

Furthermore, the Board of Directors' meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization of the Company's Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee to have the power to determine the criteria, conditions, and other details relating to IROYAL-W1 and IROYAL-W2, including but not limited to the following:

- (a) Preparing the terms and conditions of rights of IROYAL-W1 and IROYAL-W2, including determining all details relating to the allocation of IROYAL-W1 and IROYAL-W2, the issuance and offering date of IROYAL-W1 and IROYAL-W2, as well as the conditions and other details relating to the adjustment of the exercise price and exercise ratio;
- (b) Providing information, contacting, preparing, negotiating, agreeing, and signing any documents and agreements relating thereto, including taking any actions necessary and appropriate in connection with the issuance and offering of IROYAL-W1 and IROYAL-W2 to the relevant authorities;
- (c) Listing IROYAL-W1 and IROYAL-W2 and the ordinary shares issued upon exercise of IROYAL-W1 and IROYAL-W2 on the Stock Exchange of Thailand ("**SET**"), as well as applying for all necessary approvals from relevant authorities; and
- (d) Appointing the substitute to have the power to take any necessary action in connection with issuing and allocating IROYAL-W1 and IROYAL-W2 to complete the process of issuing and allocating IROYAL-W1 and IROYAL-W2 in all respects.

Board's opinion: The Board of Directors has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve as follows:

- (1) The issuance and allocation of warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited of IROYAL-W1 in an amount not exceeding 57,500,000 units (with no offering price) to the existing shareholders of the Company in proportion to their shareholdings, without offering to shareholders that would cause the Company to have legal obligations under foreign laws, at the allocation ratio of 4 existing ordinary shares to 1 unit of IROYAL-W1 Warrants (any fractions arising from the calculation of the allocation ratio shall be discarded); and
- (2) The issuance and allocation of warrants to purchase newly issued ordinary shares of Interroyal Engineering Public Company Limited of IROYAL-W2 in an amount not exceeding 23,000,000 units (with no offering price) to the existing shareholders of the Company in proportion to their shareholdings, without offering to shareholders that would cause the Company to have legal obligations under foreign laws, at the allocation ratio of 10 existing ordinary shares to 1 unit of IROYAL-W2 Warrants (any fractions arising from the calculation of the allocation ratio shall be discarded).

Resolution: This matter requires affirmative resolution of not less than three-fourths of total shareholders attending the meeting and entitled to vote.

2. **To consider and approve the increase of the Company's registered capital by Baht 40,250,000 (80,500,000 newly issued ordinary shares at a par value of Baht 0.50 per share) from the existing registered capital of Baht 115,000,000 (230,000,000 ordinary shares at a par value of Baht 0.50 per share) to the new registered capital of Baht 155,250,000 (310,500,000 ordinary shares at a par value of Baht 0.50 per share), by issuing 80,500,000 newly issued ordinary shares at a par value of Baht 0.50 per share, and approval of the amendment to Clause 4 of the Memorandum of Association to reflect such capital increase.**

Background Information: Given the Company's plan to continuously expand its business operations with the objective of generating revenue and profit for the Company, and in order to comply with the Company's capital raising plan, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approval the increase of the Company's registered capital specifying the purpose of capital utility to accommodate the exercise of IROYAL-W1 Warrants and IROYAL-W2 Warrants offered to the existing shareholders of the Company in proportion to their shareholdings, without offering to shareholders that would cause the Company to have legal obligations under foreign laws.

Board's opinion: The Board of Directors has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the capital increase of the Company in the amount of Baht 40,250,000 (80,500,000 ordinary shares at a par value of Baht 0.50 each) from the existing registered capital of Baht 115,000,000 (230,000,000 ordinary shares at a par value of Baht 0.50 each) to the new registered capital of Baht 155,250,000 (310,500,000 ordinary shares at a par value of Baht 0.50 each) by issuing 80,500,000 newly issued ordinary shares at a par value of Baht 0.50 each, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the said capital increase, as follows:

“Clause 4	Registered capital	155,250,000.00 Baht	(One hundred fifty-five million two hundred fifty thousand Baht)
	Divided into	310,500,000 shares	(Three hundred ten million five hundred thousand shares)
	Par Value	0.50 Baht	(Fifty Satang)
	Divided into		
	Ordinary shares	310,500,000 shares	(Three hundred ten million five hundred thousand shares)
	Preference shares	-None- shares	(-)”

In addition, the Board of Directors’ meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the authorization of the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to have the power to register the capital decrease with the Department of Business Development, Ministry of Commerce, and to amend or add wording as necessary to comply with the registrar’s orders, as well as to take any other actions as may be necessary and appropriate to complete the registration successfully.

Resolution: This matter requires affirmative resolution of not less than three-fourths of total shareholders attending the meeting and entitled to vote.

3. **To consider and approve the issuance and allocation of the Company’s newly issued ordinary shares not exceeding 80,500,000 shares, at a par value of Baht 0.50 per share, to accommodate the exercise of the rights under the warrants to purchase ordinary shares of Interroyal Engineering Public Company Limited No. 1 (IROYAL-W1) and No. 2 (IROYAL-W2).**

Background Information: In order to comply with the Company’s fundraising plan and in accordance with the resolution of the Board of Directors approving the proposal to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the allocation of not exceeding 80,500,000 newly issued ordinary shares with a par value of Baht 0.50 each, with the details as follows:

1. **To accommodate the exercise of rights under the IROYAL-W1 Warrants**

Allocating the Company’s newly issued ordinary shares not exceeding 57,500,000 shares, at a par value of Baht 0.50 per share, to accommodate the exercise of rights under the IROYAL-W1 Warrants, which are allocated to the existing shareholders of the Company in proportion to their shareholding, without offering to shareholders that would cause the Company to have legal obligations under foreign laws, at the allocation ratio of 4 existing ordinary shares to 1 unit of IROYAL-W1 Warrants (any fractions arising from the calculation of the allocation ratio shall be discarded); and

2. To accommodate the exercise of rights under the IROYAL-W2 Warrants

Allocating the Company's newly issued ordinary shares not exceeding 23,000,000 shares, at a par value of Baht 0.50 per share, to accommodate the exercise of rights under the IROYAL-W2 Warrants, which are allocated to the existing shareholders of the Company in proportion to their shareholding, without offering to shareholders that would cause the Company to have legal obligations under foreign laws, at the allocation ratio of 10 existing ordinary shares to 1 unit of IROYAL-W2 Warrants (any fractions arising from the calculation of the allocation ratio shall be discarded).

In addition, the Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider authorizing the Company's Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the authority to consider, determine, amend, supplement, and change the terms and details relating to the allocation of the newly issued shares, and to take any actions necessary or appropriate in connection with the allocation of such newly issued shares. This includes, but is not limited to, providing information and submitting documents and evidence to the Securities and Exchange Commission ("SEC"), the SET, the Thailand Securities Depository Co., Ltd., the Ministry of Commerce, and/or any other relevant authorities, as well as registering the newly issued ordinary shares as listed securities on the SET.

Furthermore, the Board of Directors proposed that the Extraordinary General Meeting of Shareholders No. 1/2025 consider approving the authorization for the authorized directors or any person appointed by such authorized directors to have the power to register the capital increase and amend the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including taking any necessary actions to comply with the registrar's orders to ensure the registration process is fully completed.

The details regarding the issuance, offering, and allocation of the Company's newly issued ordinary shares according to the capital increase report form and the information memorandum on the issuance, offering, and allocation of the Company's newly issued ordinary shares are as set out in **Enclosures 4 and 5**.

Board's opinion: The Board of Directors has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the allocation of not exceeding 80,500,000 newly issued ordinary shares with a par value of Baht 0.50 each to accommodate (1) the exercise of IROYAL-W1 Warrants in the amount not exceeding 57,500,000 shares, at a par value of Baht 0.50 per share; and (2) the exercise of IROYAL-W2 Warrants in the amount not exceeding 23,000,000 shares, at a par value of Baht 0.50 per share.

Resolution: This matter requires affirmative resolution of not less than three-fourths of total shareholders attending the meeting and entitled to vote.

4. Other matters (if any)

The Company has determined the Record Date for identifying shareholders entitled to attend the Extraordinary General Meeting No. 1/2025 to be on 22 September 2025. You are therefore cordially invited to attend the Extraordinary General Meeting of Shareholders No. 1/2025, which will be conducted exclusively via electronic media (E-EGM) on the date and time specified above. To facilitate a smooth and timely registration process, the Company kindly requests that the shareholders and/or the proxies who wish to attend the meeting via electronic media, please register through the following link or by scanning the QR code provided in **Enclosure 6**.

For shareholders who are unable to attend the meeting in person, you may authorize another person to attend the meeting via electronic means on your behalf by preparing a proxy form in one of the prescribed formats provided in **Enclosure 8**. Alternatively, shareholders who wish to appoint an independent director, who has no conflict of interest in the agenda items proposed for the Extraordinary General Meeting of Shareholders No. 1/2025, to attend the meeting and vote on their behalf may do so (Details of the independent directors are provided in **Enclosure 1**). Please send the completed proxy form together with supporting documents to the Company via email at **corporatesecretary@interroyalgroup.com** or by post to the Company's address at: No. 171 Charansanitwong Road Bangphlat Sub-district Bangphlat District Bangkok 10700.

The Company reserves the right to reject the registration in case the submitted documents are incomplete, incorrect, or do not comply with the specified conditions.

The Company recognizes the importance of protecting the personal data of meeting participants. During this meeting, personal data such as name-surname, images, audio, and video recordings will be collected throughout the meeting. The organizers hereby request permission to collect and use such personal data for study purposes, report preparation, and for publication and public relations purposes. If any shareholder has questions regarding the agenda items proposed for this meeting, you may submit your questions via the Investor Relations email at **corporatesecretary@interroyalgroup.com** or by sending the letter addressed to the Board of Director at Interroyal Engineering Public Company Limited, No. 171 Charansanitwong Road Bangphlat Sub-district Bangphlat District Bangkok 10700, during the period from 29 September 2025 – 6 October 2025.

Yours sincerely,
Interroyal Engineering Public Company Limited


Mrs. Natnapa Prapatpotipong
Chairman of the Board**Remarks**

1. The Company posted this invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2025, including all attachments and proxy forms on the Company's website (**corporatesecretary@interroyalgroup.com**) on 29 September 2025.
2. The Shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2025 are those whose names are listed on the Record Date fixed by the Company on 22 September 2025.