

Invitation to the 2024 Annual General Meeting of Shareholders

Boutique Corporation Public Company Limited

Tuesday, 23 April 2024 at 14.00 hours

Via electronic means (E-AGM)

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(English Translation)

25 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders

Enclosures (in QR Code format):

1. The Annual Registration Statement/Annual Report (Form 56-1 One Report) for the year 2023 and the copy of the Company's financial statements for the fiscal year ended 31 December 2023
2. Profiles of the Nominated Candidates for the Election of Directors
3. Profiles of the Nominated Auditors for the Year 2024
4. Key Features of the BC-ESOP 2024 Program to Issue and Offer Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited to the Directors, Executives, and Employees of the Company and/or its Subsidiaries
5. Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited allocated to the existing shareholders on a pro rata (Rights Offering) No. 2 (BC-W2)
6. Report Form for Capital Increase (F53-4)
7. Profiles of the Independent Directors for Appointment of Proxy by the Shareholders and the Definition of Independent Directors
8. The Articles of Association of the Company relating to the shareholders' meeting
9. Identity Verification and Process to Attend the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
10. Registration Form and Proxy Forms
11. 2024 Annual General Meeting of Shareholders Question Form

The Board of Directors' Meeting of Boutique Corporation Public Company Limited (the "Company") No. 1/2024, held on 23 February 2024, resolved to approve the convening of the 2024 Annual General Meeting of Shareholders (AGM) on Tuesday, 23 April 2024 at 14.00 hrs. The shareholders' meeting will be held via electronic means (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), and other relating laws and regulations. The Board of Directors also resolved to approve to fix the date to determine the list of shareholders who are entitled to attend the meeting (Record Date) on 8 March 2024.

The Company would like to inform you that the minutes of the 2023 Annual General Meeting of Shareholders, held on 26 April 2023, was submitted to the Stock Exchange of Thailand (the "SET") and the Ministry of Commerce within 14 days from the meeting date and has been uploaded on the Company's website since 8 May 2023 for the

shareholders to review. None of the shareholders requested to amend the minutes. In addition, the Company has announced the notice of invitation to the 2024 Annual General Meeting of Shareholders together with related supporting documents on the Company website at <https://investor.boutiquecorporation.com/en/shareholder-information/shareholders-meeting> since 25 March 2024.

In compliance with the Good Corporate Governance Principles, the Company had provided the opportunity for the minority shareholders to propose agenda items in advance through the Company's website from 1 November 2023 until 31 January 2024. None of the shareholders proposed additional agenda items for the 2024 Annual General Meeting of Shareholders. Therefore, the Board of Directors set forth the following agenda items:

Agenda Item 1 To acknowledge the Company's operating results for the year 2023

Facts and rationale

The Company has summarized the operating results occurred during the year 2023 in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for the year 2023. The details are as set out in Enclosure 1.

Board of Directors' opinion

The Board of Directors has considered and deemed appropriate to propose to the 2024 AGM to acknowledge the Company's operating results for the year 2023, as per the above details.

Voting

This agenda item is for acknowledgement and no vote casting is required.

Agenda Item 2 To consider and approve the Company's financial statements for the fiscal year ended 31 December 2023

Facts and rationale

Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) (the "PLC Act") and Article 39 of the Company's Articles of Association require that the Board of Directors shall prepare a balance sheet and the profit and loss statement at the end of the Company's fiscal year and present them to the annual general meeting of shareholders for consideration and approval.

The Company has prepared the financial statements of the Company for the fiscal year ended 31 December 2023, which have been audited by a certified public accountant and reviewed by the Audit and Corporate Governance Committee (the "ACGC"), as well as obtained the approval from the Board of Directors. The details are as set out in Enclosure 1.

Board of Directors' opinion

The Board of Directors has considered and deemed appropriate to propose to the 2024 AGM to consider and approve the financial statements of the Company for the fiscal year ended 31 December 2023 which have been audited by a certified public accountant and reviewed by the ACGC, as well as obtained the approval from the Board of Directors, as per the above details.

Voting

The resolution of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Agenda Item 3 To consider and approve the appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2023

Facts and rationale

Pursuant to Section 116 of the PLC Act and Article 45 of the Company's Articles of Association, the Company must allocate part of the annual net profit as a reserve fund in an amount of not less than 5 percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. In addition, Section 115 of the PLC Act and Article 44 of the Company's Articles of Association specify that no dividend shall be paid from other than out of profits. If the Company still has accumulated losses, no dividends shall be distributed.

The Company has established a policy to distribute dividends of not less than 25 percent of net profit based on the Company's separated financial statements after the deduction of corporate income tax and allocation of general reserve prescribed by the Articles of Association. Dividend distribution may be subject to changes depending on the necessity and circumstances at that time as are deemed appropriate by the Board of Directors.

In 2023, the Company had a net profit of Baht 171,078,633, with a retained earnings of Baht 65,928,643 as appeared in the Company's separate financial statements for the fiscal year ended 31 December 2023. The Company's had a legal reserve of Baht 6,279,397 and the registered capital of Baht 869,089,090. Therefore, the Company is required to appropriate the net profit of the year 2023 as a legal reserve in the amount of Baht 3,469,929 or 5% of the net profit. Therefore, the legal reserve as at 31 December 2023 equals to Baht 9,749,326.

However, the Board approved to propose the omission of dividend payment for the year 2023 as the Company plans to utilize additional investment capital to develop various projects pipeline in order to achieve higher returns in the long term.

Board of Directors' opinion

The Board of Directors has considered and deemed appropriate to propose to the 2024 AGM to consider and approve the appropriation of the net profit in the amount of Baht 3,469,929 or 5% of the net profit as a legal reserve, and the omission of dividend payment for the year 2023.

Voting

The resolution of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Agenda Item 4 To consider and approve the election of directors to replace those who are due to retire by rotation for the year 2024

Facts and rationale

Pursuant to Section 71, paragraph two, of the PLC Act and Article 17 of the Company's Articles of Association, at every annual general shareholder meeting, one-third of the directors, or if it is not a multiple of three, then the number nearest to one-third, shall retire from the office and such retired directors may be re-elected.

At the 2024 AGM, there are three directors who shall retire by rotation, namely:

No.	Name	Position
1.	Mr. Russell Leighton Kekuewa	Independent Director/ Chairman of the Nomination and Remuneration Committee/ Member of the Audit and Corporate Governance Committee
2.	Mr. Manmohan Singh Thakral	Director
3.	Mr. Utpalendu Gupta	Director

Mr. Russell Leighton Kekuewa will complete his 9-year term of independent director in 2024 and has declared his intention not to be nominated for re-election.

To promote the compliance with the good corporate governance principles, the Company had provided an opportunity for minority shareholders to nominate qualified candidates for the director election at the 2024 AGM from 1 November 2023 to 31 January 2024, details of which are

announced on the Company's website. However, there were no candidates nominated by the shareholders for the director election.

The Nomination and Remuneration Committee (the "NRC") conducted the nomination process by assessing the qualifications of directors outlined in the Charter of the Board of Directors. This evaluation considered factors such as knowledge, competency, and experience that are advantageous to the Company's business operations. The NRC also emphasized board diversity across various dimensions, including educational background, experience, professional skills, and commercial expertise, without regard to gender or age. The key factors include possession of the required qualifications with none of the prohibited characteristics under the PLC Act and the Securities and Exchange Act B.E. 2535 (1992) (and as amended) (the "Securities Act"), including other relevant notifications.

The NRC Meeting No. 1/2024 held on 22 February 2024, excluding the director with vested interest, resolved to propose to the Board of Directors and the AGM to consider and approve the election of directors to replace those who are due to retire by rotation for the year 2024 as follows:

No.	Name	Position
1.	Mr. Prakid Punyashthiti	Independent Director (to replace Mr. Russell Leighton Kekuawa) Member of the Audit and Corporate Governance Committee Member of the Nomination and Remuneration Committee
2.	Mr. Manmohan Singh Thakral	Director (to be re-elected)
3.	Mr. Utpalendu Gupta	Director (to be re-elected)

The NRC opined that all of the nominated candidates are fully qualified according to the relevant laws and regulations. They possess extensive knowledge, experience, and expertise that are beneficial to the Company's business. Mr. Prakid Punyashthiti meets the qualifications of independent directors as required by the Securities and Exchange Commission (the "SEC") and the SET, as well as the Company's stipulations. He is able to express his opinions independently conforming to relevant criteria. Additionally, the NRC took into account the dedication demonstrated by Mr. Manmohan Singh Thakral and Mr. Utpalendu Gupta in fulfilling their duties effectively during their tenure as directors. Consequently, it was deemed suitable to propose their re-election as directors for another term.

(Profiles of the three candidates appear in [Enclosure 2.](#))

Board of Directors' opinion

The Board of Directors, excluding the directors with vested interests, has deliberately and carefully considered by taking into account the utmost benefit of the Company, and concurred with the NRC's recommendation and deemed it appropriate to propose to the 2024 AGM to consider and approve the election of 1) Mr. Prakid Punyashthiti, 2) Mr. Manmohan Singh Thakral, and 3) Mr. Utpalendu Gupta as directors to replace those who are due to retire by rotation for the year 2024, as per the above details.

Voting

The resolution of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Agenda Item 5 To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2024

Facts and rationale

According to Article 22 of the Articles of Association of the Company, the directors of the Company are eligible to receive remuneration from the Company in the form of cash reward, meeting allowance, pension, bonus or any other forms of remuneration as approved by the shareholders' meeting. The remuneration shall be made either in a fixed amount or by a specific policy or shall be specially determined on each particular occasion or shall be determined to have a continuous effect until a resolution of the shareholders' meeting has changed it to be otherwise. In addition, a director is entitled to have the right to receive any allowance and welfare in accordance with the regulations of the Company.

Criteria and procedure for proposal of the directors' remuneration

The NRC is responsible for reviewing the appropriateness of the remuneration of the Company's directors and the sub-committees, considering various factors such as the Company's financial performance, business scale, the roles and responsibilities of directors and sub-committees, and benchmarking against similar-sized companies in the industry listed on the SET. In the reviewing process, the NRC also refers to the 'Directors Compensation Survey' conducted by the Thai Institute of Directors (IOD). The NRC then recommends to the Board of Directors to review and subsequently propose the remuneration to the shareholders' meeting for approval.

After due consideration according to the above criteria and procedure, the NRC opined that the Company’s director remuneration is comparable to industry peers, and deemed it appropriate to recommend the Board of Directors to propose to the 2024 AGM to consider and approve the remuneration of the Company’s directors and the sub-committees for the year 2024, which is equal to the remuneration in 2023, detailed as follows.

(1) Monetary Remuneration

Position	Proposed remuneration for the year 2024	Remuneration for the year 2023
The Board of Directors		
Chairman	Up to Baht 1,200,000 per year	Baht 1,200,000 per year
Member	Up to Baht 600,000 per person per year	Baht 600,000 per person per year
The Audit and Corporate Governance Committee		
Chairman	Up to Baht 400,000 per year	Baht 400,000 per year
Member	Up to Baht 200,000 per person per year	Baht 200,000 per person per year
The Nomination and Remuneration Committee		
Chairman	Up to Baht 200,000 per year	Baht 200,000 per year
Member	Up to Baht 100,000 per person per year	Baht 100,000 per person per year

Remarks:

1. Independent Directors shall not receive any other compensations or benefits beyond the abovementioned remuneration unless otherwise agreed.
2. The remuneration for Independent Directors (who sit in the Board of Directors and the Sub-committees (as the case may be)) will be paid on a quarterly basis.
3. Directors who hold the position of an executive or a consultant are not entitled to receive a remuneration as a director or sub-committee’s member because they receive a remuneration in the form of a monthly salary as an employee or a monthly consulting fee.

(2) Other Benefits

Position	Proposed benefits for the year 2024	Benefits for the year 2023
Members of the Board of Directors	Refer to the proposal to the 2024 AGM to consider and approve the issuance and offering of the newly issued ordinary shares to directors, executives and/or	The 2023 AGM resolved to approve the issuance and offering of the newly issued ordinary shares to directors, executives and/or employees of

	<p>employees of the Company and/or subsidiaries under the “BC-ESOP 2024” program in agenda 7.</p>	<p>the Company and/or subsidiaries under the “BC-ESOP 2023” program.</p>
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Board of Directors’ opinion

The Board of Directors has considered and concurred with the NRC’s recommendation and deemed it appropriate to propose to the 2024 AGM to consider and approve the remuneration of the directors and the sub-committees for the year 2024 as per the above details.

Voting

The resolution of this agenda item requires a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting, including any abstentions in the calculation base.

Agenda Item 6 To consider and approve the appointment of the Company’s auditor and the determination of the auditor’s remuneration for the year 2024

Facts and rationale

Section 120 of the PLC Act and Article 36 of the Articles of Association of the Company require that the annual general meeting of shareholders appoint the auditor and determine the auditor’s remuneration every year. In addition, according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 75/2561 regarding the Rules, Criteria and Procedures for Disclosures of Financial Status and the Operating Results of the Company Issuing Securities (No. 14), the Company shall arrange for rotation of the auditors if they have performed their duties for 7 consecutive fiscal years, whereby the Company may engage the auditors who ceased performing audit services after 5 consecutive fiscal years from the date of cessation.

For the financial audit services for the year 2024, the management team has proposed to the ACGC to consider and recommend the Board of Directors to propose to the 2024 AGM to consider and approve the appointment of EY Office Limited as the Company’s auditor for the fiscal year ending 31 December 2024. EY Office Limited not only understands the nature of the Company’s business and has performed the duties expertly, but also has performance standard, expertise in auditing, effective audit procedures and independency. When compared to the scope of service offered, responsibilities, and more workload from the Company’s business

expansion in Thailand and overseas, EY Office Limited apparently offered appropriate audit fees and the utmost benefits to the Company. The nominated auditors from EY Office Limited to be appointed as the Company's auditors for the year 2024 are as follows:

1. Ms. Kessirin Pinpuvadol Certified Public Accountant number 7325 and/or
(Certified the Company's financial statements in 2022-2023, totaling 2 years)
2. Ms. Sirirat Sricharoensup Certified Public Accountant number 5419 and/or
(Never certified the Company's financial statements)
3. Ms. Watoo Kayankannavee Certified Public Accountant number 5423
(Never certified the Company's financial statements)

In the process of selecting the Company's auditor for the year 2024, the ACGC has considered and viewed that none of the proposed auditors have relationship or conflict of interests with the Company, subsidiaries, directors, executives, major shareholders or any related person thereof. Therefore, the auditors are independent to audit and give opinion on the financial statements of the Company. Moreover, the auditors have the qualifications that are not contrary to the SEC's regulations. (Profiles of the nominated Auditors appear in Enclosure 3.)

Additionally, the ACGC deemed it appropriate to recommend the Board of Directors to propose to the 2024 AGM to consider and approve the remuneration of the Company's auditor for the fiscal year 2024 in the amount of Baht 3,000,000 excluding any non-audit fees (excluding value added tax and withholding tax), which is the same rate as the auditor's remuneration in the year 2023. Details are shown below.

Comparison of the Auditor's Remuneration for the Year 2024 and 2023

Auditor's remunerations	Proposed remuneration for the fiscal year 2024	Remuneration for the fiscal year 2023
Audit Fee	Baht 3,000,000	Baht 3,000,000
Non – Audit Fee	- None -	- None -

The Company would like to notify that EY Office Limited shall be appointed as the auditor of the Company and its subsidiaries, joint ventures and associates, totaling 41 companies, for the fiscal year ending 31 December 2024. The aggregated audit fees for the Company and its subsidiaries, joint ventures and associates are totaling Baht 8,500,000 (excluding disparate auditors who shall

be appointed as the auditors of another 10 subsidiaries with the total audit fees of Baht 219,000). Compared to the fiscal year ended 31 December 2023, the aggregated audit fees for the Company and its subsidiaries, joint ventures and associates, totaling 41 companies, amounted to Baht 8,140,000 (excluding disparate auditors appointed as the auditors of another 10 subsidiaries with the total audit fees of Baht 244,000). The increase in total audit fee is mainly due to increasing business activities at certain subsidiaries, joint ventures and associates. The Board of Directors shall ensure that the financial statements of the Company's subsidiaries, joint ventures and associates shall be completed within the prescribed statutory requirements.

In the absence of the abovementioned auditors, EY Office Limited is authorized to appoint other Certified Public Accountant from EY Office Limited to carry out the work.

Board of Directors' opinion

The Board of Directors concurred with the recommendation of the ACGC and deemed it appropriate to propose to the 2024 AGM to consider and approve the appointment of Ms. Kessirin Pinpuvadol, Certified Public Accountant Registration No. 7325 and/or Ms. Sirirat Sricharoensup, Certified Public Accountant Registration No. 5419 and/or Ms. Watoo Kayankannavee, Certified Public Accountant Registration No. 5423, the auditors from EY Office Limited as the Company's auditor for the year 2024; and the determination of the auditor's remuneration for the year 2024 in the amount of Baht 3,000,000.

Voting

The resolution of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Agenda Item 7 To consider and approve the issuance and offering of newly issued ordinary shares to directors, executives and employees of the Company and/or subsidiaries under the BC-ESOP 2024 program

Facts and rationale

The Company intends to issue and offer the newly issued ordinary shares of the Company to the directors, executives and employees of the Company and/or its subsidiaries in the amount of not exceeding 20,000,000 shares (the "BC-ESOP 2024" program) for the purpose of creating motivation and a sense of ownership in order to work to the best of their abilities for a sustainable growth of the group of companies and retaining valuable personnel to work with the Company and/or its subsidiaries in the long term. Moreover, the capital increase proceeds from the offering

of the newly issued ordinary under the BC-ESOP 2024 program will support the Company's working capital and generate returns to the Company's shareholders in the future. Details of the BC-ESOP 2024 program appear in Enclosure 4.

In addition, the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer shall have the power to undertake any other actions that are necessary for or relevant to the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2024 program as allowed by the relevant laws.

Board of Directors' opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 AGM to consider and approve the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2024 program to the directors, executives and employees of the Company and/or its subsidiaries in an amount of not exceeding 20,000,000 shares, at the par value of Baht 1 per share, which represents not more than 3.51 percent of the total paid-up capital of the Company as of 23 February 2024. No directors, executives or employees of the Company and/or its subsidiaries shall receive the allocation of more than 5 percent of the total newly issued ordinary shares to be issued and offered under BC-ESOP 2024 program. The Board also deemed appropriate to propose to the 2024 AGM to consider and approve the relevant delegation of authority as per above details.

Voting

The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, excluding shareholders with vested interests. Abstentions are included in the calculation base. However, any veto from shareholders must not exceed 10 percent of the total votes of the shareholders present at the meeting and eligible to vote.

The directors holding BC's shares and having interests from the allocation of shares under the BC-ESOP 2024 program are not eligible to vote in this agenda. Details are as follows:

Directors	No. of shares	% of shareholding
1. Mr. Permpoon Krairiksh	1,200,000	0.2103%
2. Mr. Kajohndet Sangsuban	500,000	0.0876%
3. Mr. Prabsharan Singh Thakral	95,507,832	16.7415%
Ms. Suraiya Narula (Spouse)	100	0.0000%

Ms. Raisa Thakral (Minor child)	100	0.0000%
4. Mr. Manmohan Singh Thakral	750,100	0.1315%
Mrs. Rasmi Thakral (spouse)	37,399,850	6.5558%
5. Mr. Richard Peter Neville	500,000	0.0876%
6. Mr. Churat Rungthawiwut	17,000	0.0030%
Total	135,874,982	23.8174%

Agenda Item 8 To consider and approve the issuance and allocation of Warrants to Purchase the Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (BC-W2)

Facts and rationale

The Company wishes to offer the Warrants to Purchase the Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited No. 2 (BC-W2) (the “BC-W2 Warrants”) to the existing shareholders of the Company on a pro rata basis (Rights Offering) in the number of not exceeding 57,048,574 units. The objectives are to utilize the proceeds received from the exercise of the BC-W2 Warrants as working capital to support the business operations, and to additionally invest in the existing property projects under development or other companies relevant to the core business according to the Company’s strategy. The Company may consider using the remaining proceeds to partially repay its long-term credit facilities to reduce its financial costs.

In addition, the issuance of BC-W2 Warrants will help the Company to be able to maintain the liquidity of its cash flow resulting in a stronger and more stable financial structure, and enable the Company to be equipped with capital and financial liquidity, which will be beneficial to the Company and result in sustainable return to its shareholders.

The preliminary details of the BC-W2 Warrants are as follows:

Type of Securities:	Transferable warrants, registered in the name of the holder
Allocation Ratio:	10 ordinary shares per 1 unit of warrant. (Any fractions resulting from the calculation of eligible allotments based on the allocation ratio set forth shall be rounded down.)
Offering Price:	0.00 Baht per unit (free-of-charge)

Number of Warrants Issued and Offered: Not exceeding 57,048,574 units

Term of Warrants: Not exceeding 1 year from the issuance date of BC-W2 Warrants.

Exercise Ratio: 1 unit of BC-W2 Warrant per 1 ordinary share, except in the event that adjustments to the Exercise Ratio are required according to the terms and conditions governing the rights and obligations of the issuer and holders of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (“BC-W2 Terms & Conditions”).

Exercise Price: 2.00 Baht per share, except in the event that adjustments to the Exercise Price are required according to the BC-W2 Terms & Conditions.

In case that there are adjustments to the Exercise Price, the adjusted Exercise Price must not be lower than the par value, except as permitted by law.

In this regard, the Board of Directors of the Company resolved to determine the date for determining the names of shareholders entitled to receive the BC-W2 Warrants (Record Date) on 2 May 2024.

Moreover, it was deemed appropriate to propose to the shareholders’ meeting to consider and authorize the Board of Directors, or the Chief Executive Officer and/or any person designated by the Board of Directors or the Chief Executive Officer to determine the terms, conditions and other details necessary for and relevant to the issuance and allocation of the BC-W2 Warrants, including the conditions for rights adjustment, events for new shares issuance upon the ratio and price adjustment and rights and obligations of the BC-W2 Warrants unitholders as necessary, appropriate and as required by law and regulations, entering into, negotiating, agreeing, signing and filling such documents, applications, waivers, and necessary evidence with the relevant government authorities or agencies, relevant agreements, and undertake any other actions necessary for and relevant to the issuance and allocation of the BC-W2 Warrants which include

the listing of the BC-W2 Warrants and the shares issued upon the exercise of the BC-W2 Warrants on the Market for Alternative Investment (the “MAI”).

More details of the BC-W2 Warrants appear in Enclosure 5.

Board of Directors’ opinion

The Board of Directors has deemed it appropriate to propose to the shareholders’ meeting to approve the issuance and allocation of the BC-W2 Warrants in the number of not exceeding 57,048,574 units, to the existing shareholders of the Company on a pro rata basis (Rights Offering), at no cost and at an allocation ratio of 10 existing ordinary shares per 1 unit of the BC-W2 Warrant, and to approve the delegation of authority to the Board of Directors, or the Chief Executive Officer and/or any person designated by the Board of Directors or the Chief Executive Officer to consider, determine any details, and undertake any other actions necessary for and relevant to the issuance and allocation of the BC-W2 Warrants as per the above details.

Voting

The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, including any abstentions in the calculation base.

- Agenda Item 9 To consider and approve the reduction of the registered capital by Baht 294,964,836, from Baht 869,089,090 to Baht 574,124,254 by removing 294,964,836 unsold ordinary shares and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the reduction of the registered capital

Facts and rationale

The Board of Directors’ Meeting No. 1/2024, held on 23 February 2024, resolved to propose the 2024 AGM to consider and approve the issuance and offering of the newly issued ordinary shares to the directors, executives and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program, and the issuance and allocation of BC-W2 Warrants to the existing shareholders of the Company on a pro rata basis (Rights Offering) (as per the details aforementioned in Agenda Item 7 and 8). Additionally, the Company intends to issue and offer the newly issued ordinary shares through a general mandate to (1) the existing shareholders on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering), whereby the Company’s board of directors has the discretion to decide not to offer or allocate the additional ordinary

shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which will notify accordingly (if applicable), and (2) specific persons (Private Placement) (as per the details in Agenda Item 11). However, pursuant to Section 136 of the PLC Act, the Company may issue new shares when all shares have been sold and fully paid up. Otherwise, the remaining shares must be the shares issued to accommodate the convertible debentures and warrants.

The Company currently has unsold ordinary shares in total of 294,964,836 shares which are reserved to accommodate:

- (1) The issuance and offering of ordinary shares of the Company to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2023 Program in the amount of 18,792,448 shares;
- (2) The exercise of warrants to purchase the newly issued ordinary shares of the Company to be allocated to the existing shareholders on a pro rata basis (Right Offering) No. 1 ("BC-W1"), including the right adjustment, in the amount of 103,553,296 shares (completed the final exercise on 29 August 2023);
- (3) The exercise of warrants to purchase the newly issued ordinary shares of the Company allocated to the directors, executives, and employees of the Company and/or its subsidiaries No.1 (BC-ESOP-W1) that have not been allocated or have been cancelled due to the cessation of employment in the amount of 1,835,659 shares; and
- (4) The capital increase through a general mandate in the amount of 170,783,433 shares.

Therefore, the Company has to reduce its registered capital in an amount of Baht 294,964,836, from Baht 869,089,090 to Baht 574,124,254.

Moreover, to be in line with the reduction of registered capital as mentioned above, the Company has to amend Clause 4 of the Memorandum of Association of the Company as follows:

Clause 4.	Registered capital	574,124,254 Baht (Five hundred seventy-four million one hundred twenty-four thousand two hundred fifty-four Baht)
	Divided into	574,124,254 Shares (Five hundred seventy-four million one hundred twenty-four thousand two hundred fifty-four Shares)

Par value per share	1 Baht (One Baht)
Categorized into	
Ordinary shares	574,124,254 Shares (Five hundred seventy-four million one hundred twenty-four thousand two hundred fifty-four Shares)
Preferred shares	- Share (Zero Share)

In addition, any person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall have the authority to amend or add any wordings in accordance with the Registrar's instructions.

Board of Directors' opinion

The Board of Directors has considered and viewed that the reduction of the registered capital is appropriate and has no impact to the rights of the shareholders and deemed it appropriate to propose to the 2024 AGM to consider and approve the reduction of the Company's registered capital by Baht 294,964,836, from Baht 869,089,090 to Baht 574,124,254, by removing 294,964,836 unsold ordinary shares which are reserved to accommodate: (1) the issuance and offering of ordinary shares of the Company under the BC-ESOP 2023 Program amounting to 18,792,448 shares, (2) the exercise of BC-W1 warrants amounting to 103,553,296 shares, (3) the exercise of BC-ESOP-W1 warrants that have been cancelled due to the cessation of employment amounting to 1,835,659 shares, and (4) the capital increase through a general mandate amounting to 170,783,433 shares; the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital; and the relevant delegation of authority as per the above details.

Voting

The resolution for this agenda item requires the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, including the abstention in the calculation base.

Agenda Item 10 To consider and approve the increase of the registered capital by Baht 248,194,296, from Baht 574,124,254 to Baht 822,318,550 by issuing 248,194,296 new ordinary shares with a par value of Baht 1 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital

Facts and rationale

The Company intends to issue and offer the newly issued ordinary shares of the Company to accommodate: (1) the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2024 program to the directors, executives, and employees of the Company and/or its subsidiaries in an amount of not exceeding 20,000,000 shares (as per the details aforementioned in Agenda Item 7); (2) the exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 2 (BC-W2) in an amount of not exceeding 57,048,574 shares (as per the details aforementioned in Agenda Item 8); and (3) the capital increase through a general mandate in an amount of not exceeding 171,145,722 shares to be offered for sale to (3.1) the existing shareholders on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering), whereby the Company's board of directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which will notify accordingly (if applicable), and (3.2) specific persons (Private Placement) (as per the details mentioned in Agenda Item 11). (The details of the capital increase appear in Enclosure 6.)

Therefore, the Company has to increase its registered capital by Baht 248,194,296, from the existing registered capital of Baht 574,124,254 to Baht 822,318,550, by issuing 248,194,296 newly issued ordinary shares, with a par value of Baht 1 per share.

Moreover, to be in line with the increase of registered capital, the Company has to amend Clause 4 of the Memorandum of Association of the Company as follows:

Clause 4.	Registered capital	822,318,550 Baht (Eight hundred twenty-two million three hundred eighteen thousand five hundred fifty Baht)
	Divided into	822,318,550 Shares (Eight hundred twenty-two million three hundred eighteen thousand five hundred fifty Shares)
	Par value per share	1 Baht (One Baht)
	Categorized into	
	Ordinary shares	822,318,550 Shares

(Eight hundred twenty-two million three hundred eighteen thousand five hundred fifty Shares)

Preferred shares - Share (Zero Share)

In addition, any person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall have the authority to amend or add any wordings in accordance with the Registrar's instructions.

Board of Directors' opinion

The Board of Directors has considered and viewed that the capital increase is appropriate and shall benefit the Company and shareholders as described in the items 6 and 7 of the Capital Increase Report Form (F53-4) (**Enclosure 6**). The Board deemed it appropriate to propose to the 2024 AGM to consider and approve the increase of the Company's registered capital by Baht 248,194,296, from the existing registered capital of Baht 574,124,254 to Baht 822,318,550, by issuing 248,194,296 newly issued ordinary shares, with a par value of Baht 1 per share; the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital; and the relevant delegation of authority as per the above details.

Voting

The resolution for this agenda item requires the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, including the abstention in the calculation base.

Agenda Item 11 To consider and approve the allocation of the Company's newly issued shares to accommodate:
(1) the issuance and offering of the newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program, (2) the issuance and allocation of BC-W2 Warrants, and (3) the capital increase through a general mandate

Facts and rationale

According to the plan to increase the Company's registered capital from the existing registered capital by Baht 248,194,296, from the existing registered capital of Baht 574,124,254 to Baht 822,318,550, by issuing 248,194,296 newly issued ordinary shares, with a par value of Baht 1 per share (as per the details aforementioned in Agenda Item 10), the Company intends to allocate

the newly issued ordinary shares in an amount of not exceeding 248,194,296 shares, with a par value of Baht 1 per share, as follows:

- (1) To allocate not exceeding 20,000,000 newly issued ordinary shares, with a par value of Baht 1 per share, to be offered to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program;
- (2) To allocate not exceeding 57,048,574 newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the exercise of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 2 (BC-W2); and
- (3) To allocate not exceeding 171,145,722 newly issued ordinary shares, with a par value of 1 Baht per share in accordance with the capital increase through a general mandate as follows:
 - (a) To allocate not exceeding 20% of the paid-up capital of the Company or 114,097,148 newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering). The Company's board of directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company. The Company will notify accordingly (if applicable) if such offering or allocation of the ordinary shares would result in or potentially result in
 - 1) The action that would be in violation of any laws, regulations, or guidelines of Thailand or any foreign country, and/or the Company's Article of Association; or
 - 2) The Company is not obligated to undertake or perform any additional duties or actions beyond those required by the relevant laws or regulations pertaining to the issuance and offering of securities under Thai law; or
 - 3) It does not comply with the principles, methods, or conditions stipulated in the guidelines for offering or allocating additional ordinary shares for capital increase.
 - (b) To allocate not exceeding 10% of the paid-up capital of the Company or 57,048,574 newly issued ordinary shares to specific persons (Private Placement) where the offering price will not be considered as an offering of newly issued shares at the low price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor.

72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (and as amended).

However, the total number of shares allocated according to clauses (a) and (b) above will not exceed 171,145,722 shares, equivalent to 30.00% of the paid-up capital of the Company as at the date the Board of Directors resolved to approve the capital increase through a general mandate pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies B.E. 2563 (A.D. 2020).

The allocation of the newly issued ordinary shares of the Company in clauses (a) and (b) above must be completed within the date on which the Company holds the next Annual General Meeting of Shareholders or the last date allowed under the relevant law to hold the next Annual General Meeting of Shareholders, whichever is earlier.

The objectives of the capital increase are to use the proceeds thereof to invest, expand the business of the Company, as working capital for the Company and its future subsidiaries and/or to repay loan. The details are as shown in the Capital Increase Report Form (F53-4) (Enclosure 6).

Additionally, it was deemed appropriate to propose to the 2024 AGM to authorize the Board of Directors to undertake actions in relation to the allocation of the Company's newly issued ordinary shares through a general mandate as specified in clauses (a) and (b) in a single offering or several offerings, and determining the details related to the allocation, the offering price, the allocation ratio, the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares, list of private placement investor, conditions, offering period, as well as negotiating, agreeing, and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, and signing applications, waivers, and any documents necessary for and relevant to such allocation of the newly issued ordinary shares, including contacting and filing documents with the relevant government authorities or agencies, as well as listing such newly issued ordinary shares on the MAI and undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

Board of Directors' opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2024 AGM to consider and approve the allocation of the Company's newly issued ordinary shares to accommodate: (1) the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2024 program in an amount of not exceeding 20,000,000 shares at a par value of Baht 1 per share; and (2) the exercise of the BC-W2 Warrants in an amount of not exceeding 57,048,574 shares at a par value of Baht 1 per share; and (3) the capital increase through a general mandate in an amount of not exceeding 171,145,722 shares at a par value of Baht 1 per share to (3.1) the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering), whereby the Board of Directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which shall be notified accordingly (if applicable), and (3.2) specific persons (Private Placement). The Board also deemed it appropriate to propose to the 2024 AGM to consider and approve the relevant delegation of authority as per the above details.

Voting

The resolution of this agenda item requires a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Agenda Item 12 Other business (if any)

The Company hereby invites all shareholders to attend the 2024 Annual General Meeting of Shareholders on 23 April 2024 at 14.00 hrs. The shareholders' meeting will be held via electronic means (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), and other relating laws and regulations. The registration to attend the 2024 Annual General Meeting of Shareholders will be starting from 9 April 2024 at 9.00 hrs. to 23 April 2024 at 16.00 hrs or until the Meeting adjourned. The Company will conduct the Meeting according to the Articles of Association of the Company relating to the shareholders' meeting as details in Enclosure 8.

The Company would like to ask for cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity verification documents, as well as the voting process and vote

counting procedures as set out in Enclosure 9. Shareholders and/or proxies must provide a signed copy of their identity verification documents and/or signed proxy forms, along with supporting documents for proxy appointment and a 20 Baht Stamp Duty affixed (if appointing a proxy). Details are set out in Enclosure 10. Such documents shall be sent to the Company Secretary Division, via email to: comsec@boutiquecorporation.com; or mail to: Boutique Corporation Public Company Limited, 170/67 Ocean Tower 1, 21st Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110 (Attention to: Company Secretary Division) within 19 April 2024. Once the Company has verified the information according to the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders as of the Record Date on 8 March 2024, the Company will then reply an email providing a Username and Password to the email account of the shareholders and/or proxies as specified in the verification document for further logging in to the E-AGM system.

In this regard, the shareholders may appoint one of the Independent Directors of the Company, namely Mr. Permpoon Krairiksh, Mr. Kajohndet Sangsuban or Dr. Julaporn Namchaisiri, as a proxy to attend the meeting and cast the votes on the shareholder's behalf. The Profiles of the said Independent Directors are set out in Enclosure 7. The shareholders shall deliver the signed proxy form with a 20 Baht Stamp Duty affixed and relevant supporting documents attached, as detailed in Enclosure 10, to Company Secretary Division, via email to: comsec@boutiquecorporation.com; or mail to: Boutique Corporation Public Company Limited, 170/67 Ocean Tower 1, 21st Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110 (Attention to: Company Secretary Division) within 19 April 2024.

Furthermore, the shareholders can submit questions related to each agenda in advance by filling in the "Question Form" as detailed in Enclosure 11 and send to the Company within 19 April 2024. The submitted questions will be responded in relevant agenda during the meeting and recorded in the minutes of the meeting. In this regard, the shareholders or proxies attending the meeting can also ask questions related to each agenda during the meeting.

Yours faithfully,

Boutique Corporation Public Company Limited



Mr. Prabsharan Singh Thakral

Authorized Director



Mr. Churat Rungthawiwut

Authorized Director

Supporting documents for Agenda Items 1 and 2

The Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) and
Copy of the Company's Financial Statements for the Fiscal Year Ended 31 December 2023
in QR Code format



The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (“SET”), has developed a system which allows listed companies to send to the documents in relation to the shareholders' meeting and the Annual Registration Statement / Annual Report (Form 56-1 One Report) in the form of QR Code, which facilitates the shareholders to access the information conveniently and instantly. The shareholders can download the information through the QR Code by following the steps below.

How to scan a QR Code using a mobile phone or tablet (iOS or Android operating system)**1. Scanning QR Code via Camera application**

Launch the camera application on your device and aim the camera at the QR Code. A pop-up message will appear on your screen. Then, tap on the pop-up message to view the attachments.

If the pop-up message does not appear, use other applications such as QR Code Reader, Facebook, or LINE to scan the QR Code.

2. Scanning the QR Code via LINE application

Launch the LINE application on your device, then navigate to the 'Add Friend' section. Next, select 'QR Code' and scan the QR Code to view the attachments.

Supporting Documents for Agenda Item 4

Profiles of the Nominated Candidates for the Election of Directors

Subject	Details	
Name-Surname	Mr. Prakid Punyashthiti	
Age	59 years 5 months	
Nationality	Thai	
Type of director to be nominated	Independent Director (to replace Mr. Russell Leighton Kekuawa) Member of the Audit and Corporate Governance Committee Member of the Nomination and Remuneration Committee	
Educational background	<ul style="list-style-type: none"> • Bachelor of Commerce (Finance with Hons), Queen’s University at Kingston, Canada • Master of Business Administration (Finance), University of Wisconsin Madison, U.S.A. 	
Training courses	<ul style="list-style-type: none"> • Directors Certification Program (DCP) Class 81/2549, Thai Institute of Directors (IOD) • Capital Market Academy (CMA) Class 1 • Executive Development Program (EDP) Class 3 • National Defence College (NDC) Class 57 • Capital Market Academy-Greater Mekong Subregion (CMA-GMS) Class 3 • U.S. SEC (U.S. Securities and Exchange Commission) • CFTC (Commodity Futures Trading Commission) • ASIC Summer School (Australian Securities & Investments Commission) 	
Criteria and Procedure for Director Nomination	The Nomination and Remuneration Committee considered and scrutinized the qualifications carefully according to the Company’s policies and criteria for director nomination, taking into account the Board diversity in various aspects such as knowledge, expertise, skills, and experience beneficial to the business and in line with strategy of the Company. (Details appear in the Invitation Letter under Agenda Item 4.)	
Shareholding in the Company (as of 8 March 2024)	1. Director: - None - 2. Spouse or minor children: - None -	
Relationship with directors, executives, or major shareholders of the Company or its subsidiaries	None	



Subject	Details
Current directorship/ executive position in other listed companies	None
Current directorship/executive position in non-listed companies	<ul style="list-style-type: none"> • Independent Director and Chairman of Audit Committee, InnovestX Securities Company Limited • Independent Director and Chairman of Audit Committee, SCB Myanmar • Independent Director and Chairman of Audit Committee, Cambodian Commercial Bank Public Company Limited (CCB) • Commissioner (expert in business administration), Insurance Commission
Work experience in the past 5 years	2016 – 2019 Deputy Secretary General, The Securities and Exchange Commission
Directorship/executive position in other companies potentially having conflict of interest with the Company	None
Interests in the Company, parent company, subsidiaries, associates or any legal entities that may have conflicts, at present or in the past 2 years	<ul style="list-style-type: none"> • Not being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee. • Not being a professional service provider (e.g. auditor, lawyer). • Not having the significant business relations that may affect the ability to perform independently.

Supporting Documents for Agenda Item 4

Profiles of the Nominated Candidates for the Election of Directors


Subject	Details	
Name-Surname	Mr. Manmohan Singh Thakral	
Age	70 years	
Nationality	Thai	
Type of director to be nominated	Director	
Educational background	<ul style="list-style-type: none"> • Certificate “O” Levels, 1969, St. Paul's School, Darjeeling, India 	
Training courses	<ul style="list-style-type: none"> • Director Accreditation Program (DAP), Class No.125/2016, Thai Institute of Directors (IOD) • Special Lecture Topic: Digital Assets by EY Office Limited (EY) (internally held for the Company’s directors and executives) dated 10 October 2023 	
Appointment date as the Company’s director	9 March 2007	
Number of years of directorship	16 years 1 month (tenure as of the date of the 2024 AGM)	
Criteria and Procedure for Director Nomination	Being the existing director of the Company who has been selected with deliberate and careful consideration through the nomination procedure by the Nomination and Remuneration Committee and the Board of Directors (Details are as shown in the Invitation Letter under Agenda Item 4).	
Shareholding in the Company (as of 8 March 2024)	<ol style="list-style-type: none"> 1. Director: 0.1315% 2. Spouse or minor children: 6.5578% 	
Relationship with directors, executives, or major shareholders of the Company or its subsidiaries	Father of Mr. Prabsharan Singh Thakral	
Current directorship/ executive position in other listed companies	None	
Current directorship/executive position in non-listed companies	Being a director of the subsidiaries, joint ventures, and associated and related companies of Boutique Corporation Public Company Limited totaling 115 companies	



Subject	Details						
Directorship/executive position in other companies potentially having conflict of interest with the Company	None						
Meeting attendance in 2023	<table border="0"> <tr> <td data-bbox="500 436 873 468">Board of Director' Meeting</td> <td data-bbox="881 436 930 468">5/7</td> <td data-bbox="979 436 1044 468">Times</td> </tr> <tr> <td data-bbox="500 485 732 516">Shareholder Meeting</td> <td data-bbox="881 485 930 516">1/1</td> <td data-bbox="979 485 1044 516">Times</td> </tr> </table>	Board of Director' Meeting	5/7	Times	Shareholder Meeting	1/1	Times
Board of Director' Meeting	5/7	Times					
Shareholder Meeting	1/1	Times					

Supporting Documents for Agenda Item 4

Profiles of the Nominated Candidates for the Election of Directors

Subject	Details	
Name-Surname	Mr. Utpalendu Gupta	
Age	73 years 4 months	
Nationality	Indian	
Type of director to be nominated	Director	
Educational background	<ul style="list-style-type: none"> • Master of Science, Physics, University of Calcutta, India • Bachelor of Science, Physics, University of Calcutta, India • Associate Examination of Indian Institute of Bankers 	
Training courses	<ul style="list-style-type: none"> • Director Accreditation Program (DAP) Class No. 125/2016, Thai Institute of Directors (IOD) • Special Lecture Topic: Digital Assets by EY Office Limited (EY) (internally held for the Company's directors and executives) dated 10 October 2023 	
Appointment date as the Company's director	9 March 2007	
Number of years of directorship	16 years 1 month (tenure as of the date of the 2024 AGM)	
Criteria and Procedure for Director Nomination	Being the existing director of the Company who has been selected with deliberate and careful consideration through the nomination procedure by the Nomination and Remuneration Committee and the Board of Directors (Details are as shown in the Invitation Letter under Agenda Item 4).	
Shareholding in the Company (as of 8 March 2024)	<ol style="list-style-type: none"> 1. Director: - None - 2. Spouse or minor children: - None - 	
Relationship with directors, executives, or major shareholders of the Company or its subsidiaries	None	
Current directorship/ executive position in other listed companies	None	

Subject	Details						
Current directorship/executive position in non-listed companies	Being a director of the subsidiaries, joint ventures, and associated and related companies of Boutique Corporation Public Company Limited totaling 6 companies						
Directorship/executive position in other companies potentially having conflict of interest with the Company	None						
Meeting attendance in 2023	<table border="0"> <tr> <td data-bbox="500 575 792 604">Board of Director' Meeting</td> <td data-bbox="883 575 922 604">7/7</td> <td data-bbox="980 575 1045 604">Times</td> </tr> <tr> <td data-bbox="500 625 727 655">Shareholder Meeting</td> <td data-bbox="883 625 922 655">1/1</td> <td data-bbox="980 625 1045 655">Times</td> </tr> </table>	Board of Director' Meeting	7/7	Times	Shareholder Meeting	1/1	Times
Board of Director' Meeting	7/7	Times					
Shareholder Meeting	1/1	Times					

Supporting Documents for Agenda Item 6

Profiles of the Nominated Auditors for the Year 2024

Subject	Details	
Name - Surname	Miss Kessirin Pinpuvadol	
Position	Partner	
Company	EY Office Limited	
Certified Public Accountant number	7325	
Professional Associations	Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King	
Professional Qualification	<ul style="list-style-type: none"> • Certified Public Accountant (Thailand) • Auditor Approved by the office of The Securities and Exchange Commission of Thailand 	
Educational background	<ul style="list-style-type: none"> • Master's degree in Business Administration, Thammasat University • Bachelor's degree in Accounting, Thammasat University (Second class honor) 	
Working Period	2000 - Present	
Experience	<p>Over 20 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. Miss Kessirin has been extensively involved in audit of energy, manufacturing, retails, trading, food and beverage, services, hotel and property development industries.</p> <p>She also has considerable experience in initial public offering to listing on the Stock Exchange of Thailand.</p>	
Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently	- None -	
Contact Details	EY Office Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: 0 2264-9090 Facsimile: 0 2264-0789	

Supporting Documents for Agenda Item 6
Profiles of the Nominated Auditors for the Year 2024

Subject	Details
Name - Surname	Miss Sirirat Sricharoensup
Position	
Company	EY Office Limited
Certified Public Accountant number	5419
Professional Associations	Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King
Professional Qualification	<ul style="list-style-type: none"> • Certified Public Accountant (Thailand) • Auditor Approved by the office of The Securities and Exchange Commission of Thailand
Educational background	<ul style="list-style-type: none"> • Master Degree in Accounting, Chulalongkorn University • Bachelor Degree in Accounting, Chulalongkorn University
Working Period	1994 - present
Experience	More than 25 years of audit working experience with EY and 10 years of experience being auditor of listed companies and serving clients in a wide range of industries, including both listed companies in the Stock Exchange of Thailand and multinational corporations. She has extensive experience in the manufacturing, telecommunication, distribution of industrial products, service, and power industries. In addition, she also has considerable experience with initial public offering to listing on the Stock Exchange of Thailand. She also possesses a strong experience in auditing reporting packages prepared in accordance with IFRS.
Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently	- None -
Contact Details	EY Office Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: 0 2264-9090 Facsimile: 0 2264-0789



Supporting Documents for Agenda Item 6
Profiles of the Nominated Auditors for the Year 2024

Subject	Details
Name - Surname	Miss Watoo Kayankannavee
Position	
Company	EY Office Limited
Certified Public Accountant number	5423
Professional Associations	Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King
Professional Qualification	<ul style="list-style-type: none"> • Certified Public Accountant (Thailand) • Auditor Approved by the office of The Securities and Exchange Commission of Thailand
Educational background	<ul style="list-style-type: none"> • Master Degree in Accounting, Chulalongkorn University • Bachelor Degree in Accounting, Chulalongkorn University
Working Period	1995 – present
Experience	More than 25 years of audit working experience with EY and 10 years of experience being auditor of Public companies. She has extensive experience with both listed companies in Thailand and multinational corporation clients with operations in the real estate, manufacturing and trading industries. In addition, she also has considerable experience in initial public offering to listing on the Stock Exchange of Thailand.
Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently	- None -
Contact Details	EY Office Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone: 0 2264-9090 Facsimile: 0 2264-0789



Supporting Documents for Agenda Item 7

Key Features of the BC-ESOP 2024 Program to Issue and Offer Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited to the Directors, Executives, and Employees of the Company and/or its Subsidiaries

1. Objectives and necessity of the issuance and offering of Newly Issued Ordinary Shares under the BC-ESOP 2024 Program

To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of Boutique Corporation Public Company Limited (the “Company”) and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, the capital increase proceeds under the BC-ESOP 2024 program will support the Company’s working capital and generate returns to the Company’s shareholders in the future.

2. Details of the issuance and offering of Newly Issued Ordinary Shares under the BC-ESOP 2024 Program

Issuer:	Boutique Corporation Public Company Limited
Type of Securities:	Newly issued ordinary shares of the Company to be issued and offered to the directors, executives, and employees of the Company and/or its subsidiaries
Number of Ordinary Shares to be Issued and Offered	Not exceeding 20,000,000 shares, at the par value of Baht 1 per share, representing 3.51% of the total paid-up shares of the Company ¹
Offering size:	Approximately Baht 30,000,000 (assuming offering price at Baht 1.5 per share. Since the offering price is set to be the market price in the month on which compensation to the directors, executives and employees are made, the exact offering prices and the offering size cannot be determined at this stage)
Offering method:	To be offered to the directors, executives and employees of the Company and/or its subsidiaries on the 25 th of each month starting from May 2024 until January 2025, without going through the broker. Details as in Item 4. The Offering Date shall be postponed to the previous business day if it falls on a holiday.

¹ The paid-up capital of the Company, as at the date on which the Board of Directors of the Company resolved the matter, was Baht 570,485,745.

<p>Offering Price:</p>	<p>To be based on Market Price, in accordance with the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. “Market Price” is calculated from the volume-weighted average price of the Company’s stocks, traded in the MAI during the period of 15 days before each Offering Date under the BC-ESOP 2024 program.</p> <p>“Offering Date” refers to the date(s) on which the Board of Directors’ meeting resolved to determine as the date(s) to offer the newly issued ordinary shares to the directors, executives and/or employees under the BC-ESOP 2024 program which are the 25th of each month starting from May 2024 until January 2025. The Offering Date shall be postponed to the previous business day if it falls on a holiday.</p> <p>The comparable market price is the same as the Offering Price which is considered to be appropriate given that it follows the relevant regulations, reflect the market sentiment during the time of each offer.</p> <p>Meanwhile, in the case where the calculated offering price for any offering period falls below the par value of Baht 1, the Company will offer newly issued ordinary shares to the directors, executives and employees of the Company and/or its subsidiaries at the par value, in accordance with Section 52 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992) (and as amended)</p>
<p>Lock-up Period:</p>	<p>For directors and executives in accordance with the definition under the Securities and Exchange Act B.E. 2535 (A.D. 1992) (and as amended) (the “Securities Act”) which refer to the Chief Executive Officer (CEO) and all C-suites (executives who directly report to the CEO), there is a lock-up period of 90 days from the allocation date, during which such directors and executives are not allowed to sell their newly allotted ordinary shares.</p> <p>For personnel other than directors and executives described in the first paragraph will be allowed to sell their newly allotted ordinary shares according to the following lock-up mechanism:</p> <p>Such personnel may sell up to 1/3 of the allocated amount after 30 days from the allocation date, 2/3 after 60 days from the allocation date and all of the allocated amount after 90 days from the allocation date.</p>

Secondary Market for The Newly Issued Ordinary Shares:	The Company will register the ordinary shares subscribed under the BC-ESOP 2024 program as listed securities on the MAI.
Other Benefits beyond Those of the Company's Common Shares:	-None-
Benefits from the Capital Increase to the Company:	To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of the Company and/or its subsidiaries in the future and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, the capital increase proceeds under the BC-ESOP 2024 program will support the Company's working capital and to generate return to the Company's shareholders in the future.
Benefits from the Capital Increase to Shareholders of the Company:	Shareholders of the Company will benefit as the Company can utilize the proceeds as working capital to support its business operations.

3. Opinion of the Board of Directors on the necessity of the issuance and offering the securities.

The Board of Directors views that the issuance and offering of the newly issued ordinary shares of the Company to directors, executives, and employees of the Company and/or its subsidiaries will motivate them to work with the Company in the long term, and create a sense of ownership which brings about the commitment and devotion to lead the Company to sustainable growth. Moreover, the capital increase proceeds under the BC-ESOP 2024 program will support the Company's working capital and to generate return to the Company's shareholders in the future.

The Board of Directors also concurs that the method of determining the Offering Price is reasonable, which is to be based on the market price, in this case, the volume-weighted average price of the Company's shares for the last 15 consecutive trading days prior to the Offering Date; therefore, does not have any price dilution to existing shareholders. Moreover, the number of shares to be issued under the BC-ESOP 2024 program represents 3.51%, or not exceeding 5%, of the paid-up capital of the Company as at the date on which the Board of Directors' Meeting resolves to approve such matter. In addition, such offer is not considered at a discount according to the securities offering regulations.

4. Conditions and offering method

The criteria for the directors, executives, and employees to be entitled to the allotment of the newly issued ordinary shares under BC-ESOP 2024 program are as follows:

- (1) Being directors, executives or employees of the Company and/or its subsidiaries who have passed the probation as at the allocation date;
- (2) Being directors, executives or employees of the Company and/or its subsidiaries considering as having made positive contribution to the Company and/or its subsidiaries (whichever applicable); and
- (3) Any exceptional case from (1) and (2) shall need approval and/or endorsement by the Nomination and Remuneration Committee in compliance with regulations under the relevant notifications.

Directors who also hold a position as the Company's advisors, executives and employees who participate in the BC-ESOP 2024 program with a consent to have their monthly compensation deducted for the share subscriptions will be allocated newly issue shares on the same day as their respective payroll dates. The Company will proceed with the registration of the additional paid-up capital and to deliver a share certificate, and/or to credit the subscribed shares in the trading account of each of the directors, executives and/or employees within 15 working days from the payroll date, effective from the first month following the approval of the shareholders at the Annual Shareholders' Meeting, or May 2024 until January 2025.

However, the remunerations of the independent directors of the Company are made quarterly, and such directors who wish to participate in the BC-ESOP 2024 program shall indicate their intention to subscribe to the share offering on a monthly basis. Such directors may choose to pay for the subscribed shares on a monthly basis or give consent to have their remuneration deducted for the share subscriptions during each quarter. The Company will proceed with the registration of the newly issued shares and to deliver a share certificate, and/or credit the subscribed shares in the trading account of such directors, executives and/or employees within 15 working days after the subscription payments are received in full,

In addition, the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer shall have the power to determine the list of executives and employees entitled to participate in the BC-ESOP 2024 program in the amount that does not exceed 5% of the total BC-ESOP 2024 shares by considering several factors, i.e., employee profile, service years, job position, and work experience.

Meanwhile, the Company will complete the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2024 program within 1 year from the date approved by the shareholders' meeting of the Company.

5. List of directors who will be offered newly issued ordinary shares of the Company under the BC-ESOP 2024 program

5.1 List of directors who will be offered more than 5% of the total number of shares to be issued under BC-ESOP 2024 program

-None-

5.2 List of directors who will be offered no more than 5% of the total number of shares to be issued under BC-ESOP 2024 program

Name	Position	Company	Maximum shares to be offered (shares)	% of total no. of shares under BC-ESOP 2024 program (%)
1. Mr. Permpoon Krairiksh	Independent Director and Chairman of the Board of Directors	BC	1,000,000	5.0
2. Mr. Kajohndet Sangsuban	Independent Director, Vice Chairman of the Board of Directors, and Chairman of the Audit and Corporate Governance Committee	BC	1,000,000	5.0
3. Dr. Julaporn Namchaisiri	Independent Director, Member of Audit and Corporate Governance Committee, and Member of the Nomination and Remuneration Committee	BC	1,000,000	5.0
4. Mr. Prabsharan Singh Thakral	Director, Member of the Nomination and Remuneration Committee, and President and CEO,	BC	1,000,000	5.0
5. Mr. Manmohan Singh Thakral	Director and Consultant	BC	1,000,000	5.0
6. Mr. Utpalendu Gupta	Director and Consultant	BC	1,000,000	5.0
7. Mr. Richard Peter Neville	Director and Consultant	BC	1,000,000	5.0
8. Mr. Churat Rungthawiwut	Director and Chief Financial Officer	BC	1,000,000	5.0
Total			8,000,000	40.0

6. List of executives and employees who will be offered more than 5% of the total number of shares to be issued under the BC-ESOP 2024 program

- None -

7. Dilution effect from the issuance and offering of newly issued ordinary shares to directors, executives, and employees of the Company, and/or its subsidiaries.

7.1 Control Dilution

In the event where the entire shares issued under the BC-ESOP 2024 program are fully subscribed, control dilution impact to the existing shareholders of the Company will be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares reserved for BC-ESOP 2024 program}}{(\text{Number of Paid-up Shares} + \text{Number of shares reserved for BC-ESOP 2024 program})} \\ &= \frac{20,000,000}{(570,485,745 + 20,000,000)} = 3.39\% \end{aligned}$$

7.2 Price Dilution Impact

In the event where the entire shares issued under the BC-ESOP 2024 program are fully subscribed, the price of the Company's shares shall not be diluted given that the Offer Price is set to be based on Market Price pursuant to the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. "Market Price" is calculated from the volume-weighted average price of the Company's stocks, traded on the MAI during the period of 15 working days before each Offering Date under the BC-ESOP 2024 program. Meanwhile, the volume-weighted-average price of the Company's shares for 15 consecutive trading days prior to the date of the Board of Directors' Meeting No. 1/2024 on 23 February 2024 (from 2-22 February 2024) was equal to Baht 1.40 per share.

8. Right of shareholders to object the issuance and the offering for sale of newly issued shares

The issuance and offering of newly issued ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program requires approval from the shareholders by the vote of no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote, provided that no more than 10% of the total number votes of shareholders attending the meeting and casting their votes to object to the matter.

9. List of independent directors whom the shareholders may appoint as their proxies to attend the shareholders' meeting.

Name	Number of shares to be offered (Unit)
1. Mr. Permpoon Krairiksh	1,000,000
2. Mr. Kajohndet Sangsuban	1,000,000
3. Dr. Julaporn Namchaisiri	1,000,000

Supporting Documents for Agenda Item 8

Key Features of Warrants to Purchase the Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited allocated to the existing shareholders on a pro rata (Rights Offering) No. 2 (BC-W2)

The Issuer of Securities	Boutique Corporation Public Company Limited (the “Company”)
Name of Securities	Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (BC-W2) (the “BC-W2 Warrants”)
Type of Securities	Transferable warrants, with the name of bearer
Offering Method	To be offered to the existing shareholders in proportion to their respective shareholding (subject to approval from the 2024 Annual General Meeting of Shareholders which is scheduled on 23 April 2024). Shareholders whose names appear on the Company’s registration book on 2 May 2024 (Record Date) will be eligible to be allotted BC-W2 Warrants.
Allocation Ratio	10 ordinary shares per 1 unit of warrant. Any fractions resulting from the calculation of eligible allotments based on the allocation ratio set forth shall be rounded down. The Company will proceed with the cancellation of any unallocated warrants in due course.
Offering Price	Baht 0.00 per unit (free-of-charge)
Term of Warrants	Not exceeding 1 year from the issuance date of BC-W2 Warrants. After the issuance of the BC-W2 Warrants, the Company shall not extend the term of BC-W2.
Number of Warrants Issued and Offered	Not exceeding 57,048,574 units
Number of Shares Reserved for the Exercise of the Warrants	Not exceeding 57,048,574 shares (with a par value of Baht 1 per share), when aggregating with the number of shares reserved for the exercise of other warrants, representing 10% of the total paid-up shares of the Company or 7.69% of the aggregated amount of paid-up shares and other new shares to be issued along with BC-W2 Warrants. The calculation is shown below: $= \frac{\text{No. of shares reserved for exercise of BC-W2}}{\text{(Total paid-up shares+No. of shares offered via General Mandate)}} = 7.69\%$ $= \frac{57,048,574}{(570,485,745+171,145,722)} = 7.69\%$

<p>Exercise Ratio</p>	<p>1 unit of BC-W2 Warrant per 1 ordinary share, except in the event that adjustments to the Exercise Ratio are required according to the terms and conditions governing the rights and obligations of the issuer and holders of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (“BC-W2 Terms & Conditions”)</p>
<p>Exercise Price</p>	<p>Baht 2.00 per share, except in the event that adjustments to the Exercise Price according to the BC-W2 Terms & Conditions are required. In case that there are adjustments to the Exercise Price, the adjusted Exercise Price must not be lower than the par value, except as permitted by law.</p>
<p>Issuance Date</p>	<p>To be determined by the Board of Directors or the Chief Executive Officer and/or the person(s) authorized by the Board of Directors or by the Chief Executive Officer, but shall be within 1 (one) year from the date on which the Company obtains approval from its shareholders.</p>
<p>Exercise Period</p>	<p>The BC-W2 Warrant holders shall be entitled to exercise their rights under the BC-W2 Warrants every 3 months from the issuance date throughout the Exercise Period. (the “Exercise Date”)</p> <p>The first Exercise Date shall be within 3 months after BC-W2 Warrants are issued.</p> <p>The last Exercise Date shall be the last day of the BC-W2 Warrant’s term (1 year) from the issuance date and shall be postponed to the previous business day if it falls on a holiday.</p>
<p>Notification of intention to exercise</p>	<p>The BC-W2 Warrant holders who wish to exercise their rights to purchase the newly ordinary shares of the Company must submit a notice during 9.30 – 15.30 hrs. 5 business days prior to the Exercise Date that they wish to exercise their right, except the last exercise which the warrant holders must submit a notice during 9.30-15.30 hrs. 15 days in advance.</p> <p>Once the BC-W2 Warrant holders have submitted a notice to exercise their right to purchase the newly issued ordinary shares of the Company under the BC-W2 Warrants, the notice shall be irrevocable upon the exercise notice being served.</p>
<p>Warrant Registrar</p>	<p>Thailand Securities Depository Company Limited</p>

<p>Secondary Market for The Warrant</p>	<p>The Company will list the BC-W2 Warrants on the MAI.</p>
<p>Secondary Market for The Newly Issued Ordinary Shares Arising From the Exercise of Warrants</p>	<p>The Company will register the ordinary shares derived from the exercise of BC-W2 Warrants as listed securities on the MAI.</p>
<p>Rights Adjustments</p>	<p>The Exercise Price and the Exercise Ratio are subject to changes at any time during the term of BC-W2 Warrants upon one of the following event occurs, being and having the purposes to protect the interests of the BC-W2 Warrant holders not to be devalued:</p> <ol style="list-style-type: none"> 1. The Company changes the par value of its ordinary shares as a result of a combination or split of the Company's issued ordinary shares. 2. The Company offers newly issued shares at a low price. 3. The Company offers convertible debentures or warrants at a low price. 4. The Company pays all or parts of dividends in the form of ordinary shares to the Company's shareholders. 5. The Company pays dividends in cash with a payout ratio exceeding the amount stated in the BC-W2 Terms and Conditions 6. In any case pursuant to clause (1) to (5) that may impair the BC-W2 Warrant holders' benefit to entitle upon the exercise of rights. <p>The Board of Directors or the Chief Executive Officer and/or the person(s) authorized by the Board of Directors or by the Chief Executive Officer may act on behalf of the Company to determine the conditions and other details related to the right adjustments or the Exercise Ratio and the Exercise Price.</p>
<p>Other conditions</p>	<p>The Board of Directors or the Chief Executive Officer and/or the person(s) authorized by the Board of Directors or the Chief Executive Officer shall have the following authorities:</p> <ol style="list-style-type: none"> 1. to determine, as they deem necessary and appropriate, criteria, requirements, and other details relating the issuance and offering of BC-W2 Warrants, including conditions on rights adjustments and circumstances where issuance of new ordinary shares are required to reserve for the adjustments to the Exercise Ratio, the Exercise Price, and the rights and

	<p>obligations of the BC-W2 Warrant holders, as they deem necessary and appropriate, under the law;</p> <p>2. to enter into, negotiate, agree, submit, sign any documents, applications, waiver requests, and evidence necessary for relevant authorities, including relevant agreements;</p> <p>3. to take any necessary or appropriate actions in connection with the issuance and offering of BC-W2 Warrants; and</p> <p>4. to list BC-W2 Warrants and the newly issued ordinary shares issued from the exercise of rights under the BC-W2 Warrants as listed securities on the MAI.</p>
<p>Objectives of the issuance of warrants and benefits to the Company from the Capital Increase/ allocation of the newly issued ordinary shares</p>	<p>The Company shall utilize the proceeds received from the exercise of the BC-W2 Warrants as working capital to support the business operations, and to additionally invest in the existing property projects under development or other companies relevant to the core business according to the Company's strategy.</p> <p>The Company may consider using the remaining proceeds to partially repay its long-term credit facilities to reduce its financial costs.</p> <p>In addition, the issuance of BC-W2 Warrants will help the Company to be able to maintain the liquidity of its cash flow resulting in a stronger and more stable financial structure, and enable the Company to be equipped with capital and financial liquidity, which will be beneficial to the Company and result in sustainable return to its shareholders.</p>
<p>Benefits from the Capital Increase to Shareholders of the Company</p>	<p>In the case that the BC-W2 Warrant holders exercise their rights, shareholders of the Company will benefit as the Company can utilize the proceeds to support its business operations and invest in projects to create sustainable return to its shareholders and allow them to be entitled to the right to receive dividends.</p>

Impacts on Shareholders:

The impacts on the Company's shareholders from the issuance and allocation of the BC-W2 Warrants to the existing shareholders are as follows:

1. Control Dilution Impact

Control dilution from the exercise of rights by warrant holders can be considered in the following two scenarios:

- (a) In the event that the existing shareholders fully exercise their right for the entire the BC-W2 Warrants, there is no dilution effect to the existing shareholders as the allocation method is rights offering.

(b) In the event where that non-existing shareholders fully exercise their right for the entire the BC-W2 Warrants, which are transferred from existing shareholders, control dilution impact is as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of reserved shared for BC-W2}}{\text{(Number of Paid-up Shares+Number of reserved shared for BC-W2)}} \\ &= \frac{57,048,574}{(570,485,745+57,048,574)} = 9.09\% \end{aligned}$$

2. Price Dilution Impact

In the event that all of the BC-W2 Warrants are exercised, the price of the Company's shares shall not be diluted given that the Exercise Price at Baht 2.00 per share is higher than the market price. The market price refers to volume weighted average price of the Company's shares for 15 consecutive trading days prior to the date of the Board of Directors Meeting No. 1/2024 on 23 February 2024 (from 2 – 22 February 2024) which is equal to Baht 1.40 per share.

3. Earnings Per Share Dilution Impact

Since the warrants are to be issued and allocated to the existing shareholders in proportion to their respective shareholding, earning dilution will not occur. However, in the case where the warrants are fully exercised by the warrant holders who are not the existing shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by the below calculation,

$$\text{EPS Dilution} = \frac{\text{Pre-offering EPS} - \text{Post-offering EPS}}{\text{Pre-offering EPS}} = 9.09\%$$

Supporting Documents for Agenda Item 9 and 10

Report Form for Capital Increase

Boutique Corporation Public Company Limited

Date 23 February 2024

We, Boutique Corporation Public Company Limited (the "Company"), hereby report the resolution of the Board of Directors' Meeting No. 1/2024, dated 23 February 2024, concerning the capital reduction, the capital increase and the allotment of newly issued shares as follows:

1. Capital Reduction and Capital increase**1.1 Capital Reduction**

The Board of Directors' Meeting No. 1/2024 resolved to propose to the Shareholders' Meeting to consider and approve the reduction of the registered capital of the Company by Baht 294,964,836, from the existing registered capital of Baht 869,089,090 to Baht 574,124,254, by removing 294,964,836 unsold ordinary shares which are the remaining shares reserved to accommodate:

- (1) The issuance and offering of ordinary shares of Boutique Corporation Public Company Limited to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2023 Program in the amount of 18,792,448 shares;
- (2) The exercise of warrants to purchase the newly issued ordinary shares of Boutique Corporation Public Company Limited to be allocated to the existing shareholders on a pro rata basis (Right Offering) No. 1 ("BC-W1"), including the right adjustment, in the amount of 103,553,296 shares (the final exercise was on 29 August 2023);
- (3) The exercise of warrants to purchase the newly issued ordinary shares of the Company allocated to the directors, executives, and employees of the Company and/or its subsidiaries No.1 (BC-ESOP-W1) that have not been allocated or have been cancelled due to the cessation of employment in the amount of 1,835,659 shares; and
- (4) The capital increase through a general mandate in the amount of 170,783,433 shares.

1.2 Capital Increase

The Board of Directors' Meeting No. 1/2024 resolved to propose to the Shareholders' Meeting to consider and approve the increase of the registered capital by Baht 248,194,296 from Baht 574,124,254 to Baht

822,318,550 by issuing 248,194,296 newly issued ordinary shares with a par value of Baht 1 per share with the following details:

Type of capital increase	Type of securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	Not exceeding 77,048,574	1.00	Not exceeding 77,048,574
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	Not exceeding 171,145,722	1.00	Not exceeding 171,145,722

2. Allotment of newly issued shares

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (old : new)	Selling price (Baht/share)	Subscription and payment period	Remark
(1) To issue and offer to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program (“BC-ESOP 2024 program”)	Not exceeding 20,000,000	-	Market Price	On 25 th of each month from May 2024 until January 2025 by deducting from employees’ payroll (The Offering Date shall be postponed to the previous business day if it falls on a holiday.) or quarterly remuneration of independent directors	Please see remark no.1.
(2) To accommodate the exercise warrant rights to purchase the newly issued ordinary shares of the Company allocated to the existing shareholders on a pro rata (Rights Offering) No. 2 (BC-W2) (“BC-W2 Warrants”)	Not exceeding 57,048,574	<u>Allocation Ratio:</u> 10 existing ordinary shares : 1 unit of BC-W2 Warrant <u>Exercise Ratio</u> 1 unit of BC-W2 Warrant : exercisable for 1 ordinary share	<ul style="list-style-type: none"> ● Baht 0.00 per share (free of charge) ● Exercise Price of Baht 2.00 per share 	According to the terms and conditions governing the rights and obligations of the issuer and holders of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (“BC-W2 Terms & Conditions”)	Please see remark no.2.

Remarks:

1. The Board of Directors' Meeting of the Company No. 1/2024 resolved to approve to propose to the 2024 the 2024 AGM to consider and approve the issuance of not exceeding 20,000,000 new ordinary shares of the Company to be offered to the directors, executives, and employees of the Company and/or its subsidiaries under BC-ESOP 2024 program. The details of the BC-ESOP 2024 program are presented in Enclosure 1.
2. The Board of Directors' Meeting of the Company No. 1/2024 resolved to propose to the 2024 AGM to consider and approve the issuance of not exceeding 57,048,574 new ordinary shares with a par value of Baht 1 per share to accommodate the issuance and allocation of the BC-W2 Warrants, in a number of not exceeding 57,048,574 units, at no cost, allocated to the existing shareholders on a pro rata (Rights Offering) and at an allocation ratio of 10 existing shares to 1 unit of the BC-W2. 1 unit of the warrant is exercisable for 1 ordinary share at the exercise price of Baht 2.00 per share. The term of the BC-W2 Warrants shall be 1 year from the issuance date. Details of the BC-W2 Warrants are as shown in Enclosure 2.

In calculating the number of the BC-W2 Warrants units to be allocated to each shareholder, any fractions derived from the allocation ratio calculation shall be rounded down and any BC-W2 Warrants balanced from the allocation shall be cancelled.

In this regard, the Board of Directors of the Company resolved to determine the date for determining the names of shareholders entitled to receive the BC-W2 Warrants (Record Date) on 2 May 2024.

Moreover, it was deemed appropriate to propose to the 2024 AGM to consider and authorize the Board of Directors, or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer to determine the terms, conditions and other details necessary for and relevant to the issuance and allocation of the BC-W2 Warrants, including the conditions for rights adjustments, the grounds for the issuance of new shares to accommodate the change in the exercise ratio and the exercise Price and rights and obligations of the BC-W2 Warrant holders as necessary, appropriate and as required by law and regulations, to enter into, negotiate, agree, sign and file such documents, applications, waivers, and necessary evidence with the relevant government authorities or agencies, relevant agreements and to undertake any other actions necessary for and relevant to the issuance and allocation of the BC-W2 Warrants which include the listing of the BC-W2 Warrants and the shares issued upon the exercise of the BC-W2 Warrants on the Market for Alternative Investment (the "MAI").

Therefore, capital increase through a general mandate requires the 2024 AGM on 23 April 2024 to consider and approve the increase of the Company's registered capital and the allocation of the Company's newly issued ordinary shares.

2.2 General Mandate

Allotted to	Type of securities	Number of shares	% of paid-up capital ^{1/}	Remark
(1) Existing shareholders on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any	Ordinary shares	Not exceeding 114,097,148	Not exceeding 20.00	Please see remarks below

Allotted to	Type of securities	Number of shares	% of paid-up capital ^{1/}	Remark
international laws (Preferential Public Offering). The Company's Board of Directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company. The Company will notify accordingly (if applicable).				
(2) Private Placement	Ordinary shares	Not exceeding 57,048,574	Not exceeding 10.00	Please see remarks below

^{1/} The paid-up capital as of 23 February 2024, the date on which the Board of Directors resolved to approve the proposal for general mandate, was Baht 570,485,745.

Remarks:

The Board of Directors' Meeting of the Company No. 1/2024 resolved to approve to propose to the 2024 AGM to consider and approve the allocation of not exceeding 171,145,722 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, in accordance with the capital increase through a general mandate as follows:

- (a) allocate not exceeding 20% of the paid-up capital of the Company or 114,097,148 newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering). The Company's Board of Directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company. The Company will notify accordingly (if applicable) if such offering or allocation of the ordinary shares would result in or potentially result in

- 1) The action that would be in violation of any laws, regulations, or guidelines of Thailand or any foreign country, and/or the Company's Article of Association; or

- 2) The Company is not obligated to undertake or perform any additional duties or actions beyond those required by the relevant laws or regulations pertaining to the issuance and offering of securities under Thai law; or
 - 3) It does not comply with the principles, methods, or conditions stipulated in the guidelines for offering or allocating additional ordinary shares for capital increase.
- (b) allocate not exceeding 10% of the paid-up capital of the Company or 57,048,574 newly issued ordinary shares to specific persons (Private Placement) where the offering price will not be considered as an offering of newly issued shares at the low price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (and as amended).

However, the total number of shares allocated according to clauses (a) and (b) above will not exceed 171,145,722 shares, or equivalent to 30.00% of the paid-up capital of the Company as at the date the Board of Directors resolved to approve the capital increase through a general mandate pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies B.E. 2563 (A.D. 2020).

The allocation of the newly issued ordinary shares of the Company in clauses (a) and (b) above must be completed within the date on which the Company holds the next Annual General Meeting of Shareholders or the last date allowed under the relevant law to hold the next Annual General Meeting of Shareholders, whichever is earlier.

Additionally, it was deemed appropriate to authorize the Board of Directors and/or any person(s) designated by the Board of Directors to undertake actions in relation to the allocation of the Company's newly issued ordinary shares through a general mandate as specified in clauses (a) and (b) in a single offering or several offerings, and determining the details related to the allocation, the offering price, the allocation ratio, the date for determining the names of shareholders entitled to subscribe for the newly issued ordinary shares, list of private placement investor, conditions, offering period, as well as negotiating, agreeing, and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, and signing applications, waivers, and any documents necessary for and relevant to such allocation of the newly issued ordinary shares, including contacting and filing documents with the relevant government authorities or agencies, as well as listing such newly issued ordinary shares on the MAI and undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

The Company shall allocate newly issued ordinary shares through private placement by offering to no more than 50 institutional investors and/or private placement investors within 12 months. In the case where such persons are considered "connected person", the Company shall follow relevant regulations of the Capital Market Supervisory Board and the Securities and Exchange Commission, Thailand. In addition, the offering price for such private placement under general mandate shall be "Market Price" which refers to volume-weighted average market price 7 to 15 consecutive trading days prior to the date on which the Board of Directors or person authorized by the Board of Directors determines the offering price each time. Such date to determine the offering price shall not be more than 3 business days prior to the first offering date. In the event where the Board of Directors deems appropriate and for the best interests of the Company, the offering price may be discounted by no more than 10% from the calculated market price whereby the determination of the offering price must consider the market condition at the time of the offering and the best interest of the Company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended)

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital-increase shares.

The 2024 Annual General Meeting of Shareholders is scheduled on 23 April 2024, at 2.00 p.m. which will be held via an electronic method (e-Meeting) and to determine the date for determining the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 8 March 2024.

For flexibility of handling the rapid changes of the current situations and/or compliance with the notifications from government authorities, the Board of Directors resolved to authorize the Chief Executive Officer to have a discretion on changing the meeting date and time of the 2024 AGM which shall be notified to the Stock Exchange of Thailand pursuant to the law.

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions

The Company will register the capital increase and amendment of its memorandum of association with the Department of Business Development, the Ministry of Commerce within 14 days upon receiving approval from the shareholders' meeting and register the change of its paid-up with the Department of Business Development, the Ministry of Commerce within 14 days from the date of receiving the share payments in full (whichever applicable).

The Company will seek approval from the MAI to list the following securities:

- (1) Newly issued shares subscribed under the BC-ESOP 2024;
- (2) BC-W2 warrants;
- (3) Newly issued shares from the exercise of BC-W2 warrants;
- (4) Newly issued shares derived from the capital increase under the general mandate allocated to the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering);
- (5) Newly issued shares derived from capital increase under general mandate allocated to Private Placement.

5. Objectives of the capital increase and plans for utilizing the increased capital.

5.1. Issuance and offering of the BC-ESOP-2024 to the directors, executives, and employees of the Company and/or its subsidiaries

To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of the Company and/or its subsidiaries in the future and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, capital increase proceeds from executives and

employees who voluntarily participate in the BC-ESOP 2024 program will support the Company's working capital and to generate return to the Company's shareholders in the future.

The Company plans to utilize the whole amount of proceeds derived from the subscription to BC-ESOP 2024 program in the estimated amount of Baht 30,000,000 within 2025 to support the Company's working capital.

5.2. Offering of BC-W2 Warrants to the existing shareholders on a pro rata (Rights Offering)

The Company shall use the proceeds received from the exercise of the totaling 57,048,574 units of BC-W2 Warrants in the amount of not exceeding 20% of the proceeds to support working capital, and not exceeding 80% of the proceeds to invest in the existing property projects under development or other companies relevant to the core business according to the Company's strategy. The Company may consider use the remaining proceeds to partially repay its long-term borrowings to reduce its financial costs. The Company plans to utilize the proceeds from the 57,048,574 newly issued ordinary shares, at the exercise price of Baht 2.00, totaling approximately Baht 114,097,148 within 2025.

5.3. Capital increase by way of general mandate

Capital increase by way of general mandate gives the Company flexibility in capital planning and fund raising. The Company shall utilize the proceeds derived from the capital increase by way of general mandate to support working capital, repay debt, or further invest or expand its businesses which are estimated to be up to Baht 340,000,000 from the newly issued ordinary shares totaling 171,145,722 shares within 2025.

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

6.1 Issuance and offering of new ordinary shares, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 Program

To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of the Company and/or its subsidiaries in the future and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, the capital increase proceeds under the BC-ESOP 2024 program will support the Company's working capital and to generate return to the Company's shareholders in the future.

6.2 Offering of BC-W2 Warrants to the existing shareholders on a pro rata (Rights Offering)

To improve the liquidity of the Company's working capital and strengthen its financial position which should result in improving return to shareholders in the long-run.

6.3 Capital increase by way of general mandate

Capital increase by way of general mandate will provide the Company with flexibility in the equity raising in the time needed and to allow the Company to shore up its capital to support its business plan. It will also improve operational liquidity and capital structure and strengthen the Company’s financial position in the long term which should in turn result in enhanced return to its shareholders.

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

7.1 Dividend Policy

The Company’s dividend policy is to pay out no less than 25% of the net profit according to its separate financial statements after corporate income taxes and necessary reserves required by law and the Company’s articles of association. In any case, dividend payments are subject to changes depending on the capital requirements of the Company as the Board of Directors may deem appropriate.

7.2 Rights to receive the dividend payment

- (a) Directors, executives and employees who participate in the BC-ESOP 2024 program and have made payments for the allotted shares in full will be entitled to receive dividend payments only when they have been successfully registered as shareholders of the Company.
- (b) BC-W2 Warrant Holders will be entitled to receive dividend payments only if they have exercised their rights to purchase the Company’s ordinary shares and have been registered as shareholders of the Company.
- (c) Subscribers of newly issued shares under general mandate will be entitled to receive dividend payments upon them having subscribed to such newly issued shares and having been registered as shareholders of the Company.

8. Other details necessary for shareholders’ decision making in the approval of the capital increase / share allotment:

8.1 Control Dilution

- (a) After the issuance of the new ordinary shares to Directors, Executives, and Employees of the Company and/or its subsidiaries under BC-ESOP 2024

In the event that the entire BC-ESOP 2024 shares are fully subscribed and allocated, control dilution impact to the existing shareholders of the Company shall be as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of shares reserved for BC-ESOP 2024}}{\text{(Number of paid-up shares + Number of shares reserved for BC-ESOP 2024)}} \\
 &= \frac{20,000,000}{(570,485,745 + 20,000,000)} = 3.39\%
 \end{aligned}$$

(b) After the issuance of the BC-W2 Warrants to existing shareholders on a pro rata (Rights Offering)

In the event that the existing shareholders fully exercise their right for the entire the BC-W2 Warrants, there is no dilution effect to the existing shareholders as the allocation method is rights offering.

In the event that non-existing shareholders fully exercise their right for the entire the BC-W2 Warrants, which are transferred from existing shareholders), control dilution impact is as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of reserved shares for BC-W2}}{(\text{Number of Paid-up Shares} + \text{Number of reserved shares for BC-W2})} \\ &= \frac{57,048,574}{(570,485,745 + 57,048,574)} = 9.09\% \end{aligned}$$

(c) After the issuance new shares by way of general mandate

With respect to the offering of the newly issued shares to the existing shareholders on a pro rata basis (Preferential Public Offering), in the event that the existing shareholders subscribe for the entire newly issued shares according to their rights, there will be no control dilution impact.

With respect to the offering of newly issued shares to private placement by way of general mandate, the control dilution impact shall be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares to be offered to PP}}{(\text{Number of paid-up shares} + \text{Number of shares to be offered to PP})} \\ &= \frac{57,048,574}{(570,485,745 + 57,048,574)} = 9.09\% \end{aligned}$$

(d) After the issuance of all securities offered in this time

In the event that BC-W2 Warrants are fully exercised by those who are not shareholders of the Company, and all shares reserved for the BC-ESOP 2024 program and the shares offered by way of General Mandate through Private Placement are fully subscribed, the maximum control dilution impact shall be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Total No. of newly issued shares (excluding General Mandate PPO)}}{(\text{No. of paid-up shares} + \text{No. of reserved shares for BC-W2} + \text{No. of reserved shares for BC-ESOP 2024} + \text{No. of shares offered to PP})} \\ &= \frac{57,048,574+20,000,000+57,048,574}{(570,485,745+57,048,574+20,000,000+57,048,574)} = 8.10\%+2.84\%+8.10\% = 19.03\% \end{aligned}$$

8.2 Price Dilution Impact

In the event that all shares reserved for the BC-ESOP 2024 program and the shares offered by way of General Mandate through Private Placement are fully subscribed, there will be no price dilution impact to the shareholders because the offering price under the BC-ESOP 2024 program which is set to be based on market price pursuant to the Notification of the Office of the Securities and Exchange Commission Re:

Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. “Market Price” is calculated from the volume-weighted average price of the Company’s stocks, traded on the MAI during the period of 15 trading days before each Offering Date under BC-ESOP 2024 program.

In the event that all of the BC-W2 Warrants are fully exercised, there will be no price dilution effect given that the Exercise Price of BC-W2 at Baht 2.00 per share is higher than the market price. The market price refers to volume weighted average price of the Company’s shares for 15 consecutive trading days prior to the date of the Board of Directors’ meeting No. 1/2024 on 23 February 2024 (from 2-22 February 2024) which is equal to Baht 1.40 per share.

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

Item	Procedure	Date/Month/Year
1	The Board of Directors’ Meeting No. 1/2024	23 February 2024
2	The date for determining the names of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders) Record Date)	8 March 2024
3	The 2024 Annual General Meeting of Shareholders	23 April 2024
4	Registration of capital reduction and capital increase with the Ministry of Commerce Within 14 days following the date on which shareholders approve the capital reduction and capital increase	Within 14 days following the date on which shareholders approve the capital reduction and capital increase
5	Offering dates of newly issued ordinary shares under the BC-ESOP 2024	25 th of each month from May 2024 until January 2025 (The Offering Date shall be postponed to the previous business day if it falls on a holiday.)
6	The date for determining the names of shareholders entitled to receive the BC-W2 Warrants (Record Date)	2 May 2024

Item	Procedure	Date/Month/Year
7	Registration of paid-up capital with the Ministry of Commerce	Within 14 days after receiving share payments
8	Subscription dates for the Preferential Public Offerings, whereby the Company's board of directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which will notify accordingly (if applicable), and Private Placements under General Mandate after the Board of Directors has resolved to increase capital	Before the next AGM of the Company or on the last date on which is allowed by law to hold annual general meeting (whichever earlier)

Profiles of the Independent Directors for Appointment of Proxy by the Shareholders and
the Definition of Independent Directors

Name	Position	Age	Special interests* in the proposed agenda	Address
1. Mr. Permpoon Krairiksh	<ul style="list-style-type: none"> Independent Director Chairman of the Board of Directors 	73 yrs.	No special interest in the proposed agenda at the 2024 AGM	170/67 Ocean Tower 1, 21 st Floor, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110
2. Mr. Kajohndet Sangsuban	<ul style="list-style-type: none"> Independent Director Vice Chairman of the Board of Director Chairman of the Audit and Corporate Governance Committee 	70 yrs. 4 m.		
3. Dr. Julaporn Namchaisiri	<ul style="list-style-type: none"> Independent Director Member of the Audit and Corporate Governance Committee Member of the Nomination and Remuneration Committee 	66 yrs. 5 m.		

Remarks: Details of profiles of the independent directors appear in the Annual Registration Statement/ Annual Report (Form 56-1 One Report) for the year 2023 under Attachment 1, details of Directors, Management, Controlling Person, Chief Financial Officer, Accounting Controller and Company Secretary Section.

* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for shareholders has in any matters on the agenda items proposed in the AGM, such as receiving extra rate or other forms of remuneration different from other directors or having special interest in the election of directors due to being a nominee for the re-election, etc.

Definition of Independent Directors

(Definition of Independent Directors of the Company is in accordance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand)

1. Holding not more than 1 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, a staff, an advisor who regularly receives salary, nor a person who have a control over the Company, the Company's parent company, its subsidiaries, or its associated companies, or its subsidiaries in the same level, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years before the date being appointed as an Independent Director. In this regard, such characteristics shall not include the case that Independent Director used to be a government officer or an advisor of a government sector which is the major shareholder or controlling person of the Company.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Neither having, nor used to have any business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons in a manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither be, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, its parent company, its subsidiary, its associated company, its major shareholders, or its controlling persons, unless such director has resigned from the position for at least two years before the date being appointed as Independent Director.

In this regard, the definition of the terms "business relationship" shall be the same as the definition specified in the relevant notifications of the Office of the Securities and Exchange Commission.

5. Neither being, nor used to be the auditor of the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, its parent company,

its subsidiary, its associated company, its major shareholders, its controlling persons, as a member, unless such director has resigned from such position for at least two years before the date being appointed as Independent Director.

6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht Two million per year from the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years before the date being appointed as Independent Director.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiary.
9. Having no other conditions that may obstruct the independent expression of opinion on the Company's operation.

Boutique Corporation Public Company Limited

Articles of Association concerning the Shareholders' Meeting and Vote Casting

Article 31. The Board of Directors shall hold an annual general meeting of shareholders within four months from the last day of the Company's fiscal period.

Other meetings of shareholders other than that specified under the first paragraph shall be called as extraordinary general meetings. The Board of Directors may call extraordinary general meetings any time as it deemed appropriate.

One or more of shareholders holding shares in aggregate of not less than ten (10) percent of the total number of issued shares, may subscribe their names to request the Board of Directors to call an extraordinary general meeting at any time, provided that the reasons for calling such meeting are clearly state in such request. In this case, the Board of Directors shall convene the shareholders' meeting within forty-five (45) days from the date of receipt of such request from the shareholders.

If the Board of Directors fails to convene the meeting within the period specified under the third paragraph, the shareholders who have subscribed their names or other shareholders who together hold the number of shares as required may convene the meeting within forty-five (45) days from the maturity date of the period specified under the third paragraph. In this case, such meeting shall be deemed as the shareholders' meeting that called by the Board of Directors and the Company shall be responsible for any necessary expenses incurred from such meeting and for facilitation as it is reasonable.

In case the quorum of the shareholders' meeting called by the shareholders as specified under the fourth paragraph is not formed according to Article 33, the shareholders as specified under the third paragraph shall be jointly responsible to the Company for the expenses incurred from such meeting.

Article 31/1 A meeting of the shareholders may be held via electronic means, but the holding of such meeting must be in compliance with the relevant applicable laws, regulations, notifications, rules or criteria.

Article 32. In calling a shareholders' meeting, the Board of Directors shall prepare a notice of such meeting specifying the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details stating clearly whether it is a matter proposed for acknowledgment, for approval

or for consideration, as the case may be, including the board's opinions on such matters, and the notice shall be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

If the shareholders' meeting is held via electronic means, the notice of a shareholders' meeting and documents related to the shareholders' meeting may be sent via an electronic mail. In this regard, the board of directors shall maintain a copy of the notice and related documents as evidence, which may be stored in the form of electronic data.

The venue of the meeting of shareholders shall be in the province in which the head office of the Company is located, or other adjacent province as determined by the Board of Directors.

Article 33. At a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting in a number of not less than twenty-five (25), or not less than one-half (1/2) of the total number of shareholders and such shareholders shall hold shares in aggregate of not less than one-third (1/3) of the total number of issued shares to constitute a quorum.

At any shareholders' meeting, if one (1) hour has passed from the time scheduled for meeting and the number of shareholders attending the meeting is not inadequate to constitute a quorum as specified under the first paragraph, and if such meeting was called at the request of shareholders, such meeting shall be cancelled. However, if such meeting was not called at the request of shareholders, the meeting of shareholders shall be re-convened and the notice of such meeting shall be delivered to shareholders not less than seven (7) days before the date of the subsequent meeting. At such subsequent meeting, a quorum is not required.

Article 34. The chairman of the Board of Directors shall be the chairman of the shareholders' meeting. If the chairman is not present in the meeting or is unable to perform his or her duties, the vice-chairman, if any, shall act as the chairman of the meeting. If there is no vice-chairman, or the vice-chairman is not present in the meeting or is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to be a chairman of the meeting.

Article 35. In a shareholders' meeting, one share shall carry one vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the vote for electing the Company's directors. A resolution of the shareholders' meeting shall require:

- (1) in a normal case, a majority vote of the shareholders who attend the meeting and cast their votes.
In the case of a tie vote, the chairman of the meeting shall have one additional decisive vote;
- (2) in the following cases, a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and entitle to vote:
 - (a) the sale or transfer of the business of the Company, either in whole or in substantial part, to other persons;
 - (b) the purchase or acceptance of any transfer of the business of other private or public limited companies;
 - (c) the execution, amendment or termination of any agreements in relation to a lease of the Company's business, either in whole or in substantial part, the assignment of the management of the Company's business to any other persons, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (d) the amendment to the Memorandum of Association or Articles of Association of the Company;
 - (e) the increase or decrease of the Company's registered capital;
 - (f) the dissolution of the Company;
 - (g) the issuance of debentures of the Company; and
 - (h) the amalgamation of the Company with another company.

Article 36. The matters that shall be conducted at the annual general meeting of shareholders are as follows:

- (1) to consider and acknowledge the Board of Directors' report regarding the business of the Company in the previous year;
- (2) to consider and approve the financial statements and the profit and loss statements;
- (3) to consider and approve the appropriation of net profit and payment of dividend;
- (4) to consider and elect new directors to replace the directors who due to retire by rotation;
- (5) to consider and determine the remuneration of directors;
- (6) to consider and appoint an auditor and the remuneration of the auditor; and
- (7) other businesses.

Identity Verification and Process to Attend the 2024 Annual General Meeting of Shareholders
via Electronic Means (E-AGM)

The Company will hold the 2024 AGM via electronic means (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), and others related laws and regulations.

Verification of the identity of shareholders or proxies

Thai shareholders shall pre-register via an e-Registration starting from 9 April 2024 at 9:00 a.m. – 23 April 2024 at 4:00 p.m. or until the Meeting adjourned.

Foreign shareholders and/or proxies shall deliver the identity verification documents for the 2024 AGM via an electronic method (E-AGM) as specified below to Company Secretary Division by email comsec@boutiquecorporation.com or mail to Boutique Corporation Public Company Limited No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok (Attention to: Company Secretary Division). The documents shall be delivered to the Company within 19 April 2024.

1. Self-Attending

1.1 Natural Person

- (1) Thai natural person shareholders shall pre-register via DAP e-Shareholder Meeting through the website <https://portal.eservice.setgroup.or.th/Account/Login?refer=F12NV4xBm05F3P2%2bf2gy0op2G9O5gNQG MQ0 YPTWAKc%2 f%2 bbmYDuCYDgg%3 d%3 d> which the pre-registration processes shall be downloaded on <https://www.set.or.th/th/dap/services/e-shareholder-meeting> without filling in the Registration Form as detailed in Enclosure 10.

Foreign natural person shareholders shall fill in the Registration Form as detailed in Enclosure 10 and send it to the Company's address as provided above.

- (2) Thai natural person shareholders are required to provide a copy of identification card or a copy of official documents issued by government authorities such as government officer identification card or driving license to verify their identity for pre-registration and attending the meeting.

Foreign natural person shareholders shall provide a copy of passport. The copy of such documents shall be certified true by the shareholders, including the evidence of name or last name's change (if any), and shall be sent to the Company's address as provided above.

1.2 Juristic Person by Shareholder Representative (Authorized Director)

- (1) Shareholders shall send the Registration Form per Enclosure 10 to the Company's address to verify their identities and obtain a username and password for the 2024 AGM
- (2) Please submit a certified true copy of the shareholder's Affidavit (issued no longer than one year) signed by the shareholder representative (Authorized Director) and showing that the shareholder representative (Authorized Director) attending the meeting has the authority to act on behalf of the juristic person shareholder to the Company's address.
- (3) Please submit a certified true copy of official documents issued by government authorities, such as identification card, government officer identification card, driving license or passport, of the shareholder representative (Authorized Director) as specified in item 1.1 (2).

2. Appointment of Proxy to Attend the Meeting

2.1 Natural Person Shareholder appointing proxy

- (1) Registration Form (Enclosure 10) signed by the proxy.
- (2) The Proxy Form as attached with the Notice (Form A or Form B), completely filled in and signed by the shareholder and the proxy. The Company recommends that shareholders use Proxy Form B and completely instruct the vote casting for each agenda item.
- (3) A copy of an official document issued by government authorities of the shareholder as specified in item 1.1 (2) which is certified true copy by the shareholder.
- (4) A copy of an official document issued by government authorities of the proxy as specified in item 1.1 (2) which is certified true copy by the proxy.

2.2 Juristic Person Shareholder appointing proxy

- (1) Registration Form (Enclosure 10) which is signed by the proxy.
- (2) The Proxy Form as attached with the Notice (Form A or Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy. The Company recommends that shareholders use Proxy Form B and completely instruct the vote casting for each agenda item.

- (3) A copy of the shareholder's Affidavit (issued no longer than one year) certified true by the authorized person (Authorized Director) of the juristic person shareholder or a Power of Attorney (if any) showing that the person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 1.1 (2) which is certified true copy by the said authorized person.
- (5) A copy of an official document issued by government authorities of the proxy as specified in item 1.1 (2) which is certified true copy by the proxy.

2.3 Granting proxy to the Company's Independent Director as listed in Enclosure 7

- (1) Registration Form (Enclosure 10)
- (2) The Proxy Form as attached with the Notice (Form A or Form B) marking in front of only one of the Independent Directors specified in the Proxy Form as a proxy, completely filled in and signed by the shareholder. The Company recommends that shareholders use Proxy Form B and completely instruct the vote casting for each agenda item.
- (3) In case the shareholder is a natural person, please submit the documents as specified in item 2.1 (3).
- (4) In case the shareholder is a juristic person, please submit the documents as specified in items 2.2 (3) and 2.2 (4).

3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

- (1) Registration Form (Enclosure 10) which is signed by the proxy.
- (2) The Proxy Form (Form C), completely filled in and signed by the shareholder and the proxy.
- (3) Documents as specified in item 1.2 or 2.2.
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf.
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business.

Remarks

1. Foreigner shareholders and/or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) to Company Secretary Division via comsec@boutiquecorporation.com **within 19 April 2024**. Once the Company has verified the list of shareholders according to the latest Record Date, the Company will then send back a Username and Password to the email that sent to the Company for log in the 2024 AGM via an electronic method (E-AGM).

2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholders shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholders. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
3. Please affix a stamp duty of Baht 20 and specify the date of Proxy Form across such stamp duty.
4. In case of juristic person shareholders, if the person who signed in the Power of Attorney or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the Power of Attorney showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete Power of Attorneys must be made uninterruptedly.

Attending teleconference via electronic device (E-AGM)

Shareholders or proxies can access the system to attend the E-AGM meeting via an electronic method at <https://portal.eservice.setgroup.or.th/Account/Login?refer=Fl2NV4xBm05F3P2%2bf2gy0op2G9O5gNQGMQ0YPTWAKc%2f%2bbmYDuCYDgg%3d%3d>. The registration and DAP e-Shareholder Meeting User Manual shall be available for download at <https://www.set.or.th/th/dap/services/e-shareholder-meeting> Recommended systems for e-Shareholder Meeting program shall be as follows:

1. Computer/ laptop/ tablet/ mobile phone (which can access a webcam for registration purposes).
2. Shareholders and proxies can access the DAP e-Shareholder Meeting system via a web browser: Google Chrome (Recommended)/ Safari/ Microsoft Edge (application download is not required) and via mobile phone (iOS/Android).
3. If required, DAP e-Shareholder Meeting application can be downloaded at Cisco WebEx Meeting Application (PC/iOS/Android).
4. The system supports both E-Meeting and E-Voting either attending in person or granted proxy by “Form B” as per Enclosure 10.

Sending questions in advance

Shareholders can submit questions related to each agenda in advance by filling in the “Question Form” as detailed in Enclosure 10 and send to the Company within 19 April 2024. The submitted questions will be responded in relevant agenda during the meeting and recorded in the minutes of the meeting. In this regard, the shareholders or proxies attending the meeting can also ask questions related to each agenda during the meeting.

Voting Process

1. The Chairman of the meeting shall propose the shareholders to cast their votes for each agenda.

2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders who wish to vote as disapproval, but do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman.

Vote Counting Procedures

1. One share shall be counted as one vote, and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.

Contact

1. **Post:** Company Secretary Division, Boutique Corporation Public Company Limited No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110
2. **Email:** comsec@boutiquecorporation.com
3. **Tel:** 02-620-8777

แบบฟอร์มลงทะเบียนสำหรับผู้ถือหุ้นเพื่อเข้าร่วมประชุมสามัญผู้ถือหุ้น ประจำปี 2567
Registration Form for shareholders to attend the 2024 Annual General Meeting of Shareholders

เลขทะเบียนผู้ถือหุ้น _____
 Shareholder registration number

เขียนที่ _____
 Written at
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
 I/We _____ Nationality _____ Residing/located at no. _____ Soi _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท **บูติก คอร์ปอเรชั่น จำกัด (มหาชน)** (“บริษัทฯ”)
 Being a shareholder of Boutique Corporation Public Company Limited (the “Company”)
 โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share _____ shares and have the rights to vote equal to _____ votes

มีความประสงค์เข้าร่วมประชุมผู้ถือหุ้นสามัญประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ โดย
 hereby wish to attend the 2024 Annual General Meeting of Shareholders via an Electronic meeting (E-AGM) by:

- เข้าร่วมประชุมด้วยตนเอง
 Attending the meeting on my own behalf
 มอบฉันทะเข้าร่วมประชุมแทนในครั้ง
 Being appointed proxy to attend this meeting on their behalf

ลงชื่อ ผู้ถือหุ้น
 Signed Granter

Remark:

1. กรณีผู้ถือหุ้นมอบฉันทะให้ผู้อื่น ต้องแนบแบบมอบฉันทะ ก. ข. หรือ ค. พร้อมสำเนาบัตรประชาชนหรือหนังสือรับรองของบริษัทของผู้ถือหุ้น และผู้รับมอบฉันทะมาด้วย Shareholder wishes to appoint a proxy to attend the meeting, must attach a proxy A, B or C and copies of identification cards or copies of company certificate of shareholders and proxies.
2. กรุณานำส่งเอกสารมาตามที่อยู่ที่ อีเมล comsec@boutiquecorporation.com หรือ สำนักงานแห่งใหญ่ที่ 170/67 อาคารโอเชียนทาวเวอร์ 1 ชั้น 21 ซอยสุขุมวิท 16 (สามมิตร) ถนนรัชดาภิเษก คลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 (ส่งถึง ฝ่ายเลขานุการบริษัท) ภายในวันที่ 19 เมษายน 2567
Please send all documents to: Company Secretary Division, comsec@boutiquecorporation.com or Boutique Corporation Public Company Limited No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey, Klongtoey, Bangkok **within 19 April 2024**.
3. เมื่อบริษัทฯ ได้ตรวจสอบรายชื่อผู้ถือหุ้นตามข้อมูล ณ วันกำหนดรายชื่อผู้ถือหุ้น (Record Date) วันที่ 8 มีนาคม 2567 แล้ว บริษัทฯ จะส่งชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) ไปยังอีเมลที่ผู้ถือหุ้นหรือผู้รับมอบฉันทะได้ส่งมาแจ้งบริษัทฯ เพื่อให้ผู้ถือหุ้นหรือผู้มอบฉันทะลงชื่อเข้าใช้ระบบการประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E- AGM)

Once the Company has verified the list of shareholders according to the latest Record Date specified on 8 March 2024, we will then send back Username and Password to the email that sent to the Company for log in the AGM program via electronic method (E-AGM).

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We Nationality Residing/located at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บูติก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Boutique Corporation Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย ✓
ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
If choosing No.1, please mark ✓
at 1. and provide details of the
proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
 ที่ 2. มอบฉันทะให้กรรมการอิสระ

If choosing No.2, please mark ✓
 at 2. and select the independent
 director

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ

Appoint the following Independent Director of the Company:

- | | |
|---|---|
| <input type="checkbox"/> นายเพิ่มพูน ไกรฤกษ์
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Pempoon Krairiksh
(No special interest) |
| <input type="checkbox"/> นายชจรเดช แสงสุพรรณ
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Kajohndet Sangsuban
(No special interest) |
| <input type="checkbox"/> ดร. จุฬารัตน์ นำชัยศิริ
(ไม่มีส่วนได้เสียพิเศษ) | Dr. Julaporn Namchaisiri
(No special interest) |

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะ
 ของผู้ถือหุ้นและนิยามกรรมการอิสระ ตาม สิ่งที่ส่งมาด้วยลำดับที่ 7) (Profiles and conflict of interest of the
 Independent Directors are detailed in Profiles of the Independent Director for Appointment as Proxy and
 Definition of Independent Director set out in Enclosure No. 7)

ทั้งนี้ ในกรณีที่กรรมการอิสระได้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall
 be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า (“ผู้รับมอบฉันทะ”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 23 เมษายน
 2567 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders which will be held via electronic
 method (E-AGM) on 23 April 2024 at 2.00 p.m. or such other date, time and place as the meeting may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเอง
 ทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our instruction specified herein,
 shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน
 เพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to
 vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(เปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration numberเขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We Nationality Residing/located at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code(2) เป็นผู้ถือหุ้นของบริษัท บุติก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Boutique Corporation Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the rights to vote equal to votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the rights to vote equal to votes(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย ✓
ที่ 1. ระบุชื่อผู้รับมอบอำนาจ

If choosing No.1, please mark ✓
at 1. and provide details of the
proxies.

 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

 ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ 2. มอบฉันทะให้กรรมการอิสระ

If choosing No.2, please mark ✓
at 2. and select the independent
director

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ

Appoint the following Independent Director of the Company:

- | | |
|---|---|
| <input type="checkbox"/> นายเพิ่มพูน ไกรฤกษ์
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Pempoon Krairiksh
(No special interest) |
| <input type="checkbox"/> นายจรเดช แสงสุพรรณ
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Kajohndet Sangsuban
(No special interest) |
| <input type="checkbox"/> ดร. จุฬารัตน์ นำชัยศิริ
(ไม่มีส่วนได้เสียพิเศษ) | Dr. Julaporn Namchaisiri
(No special interest) |

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะ
ของผู้ถือหุ้นและนิยามกรรมการอิสระ ตาม สิ่งที่ส่งมาด้วยลำดับที่ 7) (Profiles and conflict of interest of the
Independent Directors are detailed in Profiles of the Independent Director for Appointment as Proxy and
Definition of Independent Director set out in Enclosure No. 7)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า ("ผู้รับมอบฉันทะ") เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 23 เมษายน 2567 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders which will be held via electronic method (E-AGM) on 23 April 2024 at 2.00 p.m. or such other date, time and place as the meeting may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our instruction as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานในรอบปี 2566

Agenda item no. 1 To acknowledge the Company's operating results for the year 2023
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda item no. 2 To consider and approve the Company's financial statements for the fiscal year ended 31 December 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลประจำปี 2566

Agenda item no. 3 To consider and approve the appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ ประจำปี 2567

Agenda item no. 4 To consider and approve the election of directors to replace those who are due to retire by rotation for the year 2024

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

ก. แต่งตั้งกรรมการทั้งหมด

A. Elect of the entire group of nominated directors

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

ข. แต่งตั้งกรรมการเป็นรายบุคคล

B. Elect of each nominated directors

1. ชื่อกรรมการ นายประกิด บุญยษ์ฐิติ

Director's name Mr. Prakid Punyashthiti

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายมันโมฮันซิงห์ ทักราล

Director's name Mr. Manmohan Singh Thakral

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นายอัฑพาเลนดู กู๊ปต้า

Director's name Mr. Utpalendu Gupta

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2567

Agenda item no. 5 To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2024

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda item no. 6 To consider and approve the appointment of the Company's auditor and the determination of the auditor's remuneration for the year 2024

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทฯ และ/หรือบริษัทย่อย ประจำปี 2567 (โครงการ "BC-ESOP 2024")

Agenda item no. 7 To consider and approve the issuance of newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the "BC-ESOP 2024" program

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8

พิจารณาอนุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท บูติก คอร์ปอเรชั่น จำกัด (มหาชน) ซึ่งจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Rights Offering) ครั้งที่ 2 (BC-W2)

Agenda item no. 8 To consider and approve the issuance and allocation of Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (BC-W2) (the "BC-W2 Warrants")

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Votes Disapprove

งดออกเสียง _____ เสียง

Abstain

Votes

วาระที่ 9

พิจารณาอนุมัติการลดทุนจดทะเบียนจำนวน 294,964,836 บาท จากเดิม 869,089,090 บาท เป็น 574,124,254 บาท โดยตัดหุ้นที่ยังไม่ได้จำหน่ายออกจำนวน 294,964,836 หุ้น และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda item no. 9 To consider and approve the reduction of the registered capital by Baht 294,964,836, from Baht 869,089,090 to Baht 574,124,254 by removing 294,964,836 unsold ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Votes Disapprove

งดออกเสียง _____ เสียง

Abstain

Votes

วาระที่ 10

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนจำนวน 248,194,296 บาท จากเดิม 574,124,254 บาท เป็น 822,318,550 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 248,194,296 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และพิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda item no. 10 To consider and approve the increase of the registered capital by Baht 248,194,296, from Baht 574,124,254 to Baht 822,318,550 by issuing 248,194,296 new ordinary shares with a par value of Baht 1 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Votes Disapprove

งดออกเสียง _____ เสียง

Abstain

Votes

วาระที่ 11

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับ (1) การออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่กรรมการผู้บริหาร และพนักงาน ภายใต้โครงการ BC-ESOP 2024 (2) การใช้สิทธิตามใบสำคัญแสดงสิทธิ BC-W2 และ (3) การเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate)

Agenda item no. 11 To consider and approve the allocation of the Company's newly issued shares to accommodate: (1) the issuance and offering of the newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program, (2) the issuance and allocation of BC-W2 Warrants, and (3) the capital increase through a general mandate

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 12 **วาระอื่นๆ (ถ้ามี)**
 Agenda item no. 12 Other business (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
2. ในกรณีที่มิถุนายนจะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บูติก คอร์ปอเรชั่น จำกัด (มหาชน)

A proxy is granted by a shareholder of Boutique Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 23 เมษายน 2567 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on 23 April 2024 at 2.00 p.m. The shareholders' meeting will be held via electronic method (E-AGM), or such other date, time and place as the meeting may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

หนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)
(For the shareholders who are specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We Nationality Residing/located at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of _____

ซึ่งเป็นผู้ถือหุ้นของบริษัท บูติก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Boutique Corporation Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares	and have the rights to vote equal to _____ votes as follows
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares	and have the rights to vote equal to _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares	and have the rights to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย ✓
ที่ 1. ระบุชื่อผู้รับมอบอำนาจ
If choosing No.1, please mark ✓
at 1. and provide details of the
proxies.

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Kwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓
ที่ 2. มอบฉันทะให้กรรมการอิสระ

If choosing No.2, please mark ✓
at 2. and select the independent
director

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ

Appoint the following Independent Director of the Company:

- | | |
|---|---|
| <input type="checkbox"/> นายเพิ่มพูน ไกรฤกษ์
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Pempoon Krairiksh
(No special interest) |
| <input type="checkbox"/> นายจรเดช แสงสุพรรณ
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Kajohndet Sangsuban
(No special interest) |
| <input type="checkbox"/> ดร. จุฬารัตน์ นำชัยศิริ
(ไม่มีส่วนได้เสียพิเศษ) | Dr. Julaporn Namchaisiri
(No special interest) |

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะ
ของผู้ถือหุ้นและนิยามกรรมการอิสระ ตาม สิ่งที่ส่งมาด้วยลำดับที่ 7) (Profiles and conflict of interest of the
Independent Directors are detailed in Profiles of the Independent Director for Appointment as Proxy and
Definition of Independent Director set out in Enclosure No. 7)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้า ("ผู้รับมอบฉันทะ") เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 23 เมษายน 2567 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders which will be held via electronic method (E-AGM) on 23 April 2024 at 2.00 p.m. or such other date, time and place as the meeting may be postponed or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our instruction as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานในรอบปี 2566

Agenda item no. 1 To acknowledge the Company's operating results for the year 2023
(ไม่มีกรลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda item no. 2 To consider and approve the Company's financial statements for the fiscal year ended 31 December 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลประจำปี 2566

Agenda item no. 3 To consider and approve the appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2023

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ ประจำปี 2567

Agenda item no. 4 To consider and approve the election of directors to replace those who are due to retire by rotation for the year 2024

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

ก. แต่งตั้งกรรมการทั้งหมด

A. Elect of the entire group of nominated directors

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

ข. แต่งตั้งกรรมการเป็นรายบุคคล

B. Elect of each nominated directors

1. ชื่อกรรมการ นายประกิด บุญยษ์ฐิติ

Director's name Mr. Prakid Punyashthiti

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายมันโมฮันซิงห์ ทักราล

Director's name Mr. Manmohan Singh Thakral

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นายอัฑพาเลนดู กู๊ปต้า

Director's name Mr. Utpalendu Gupta

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2567

Agenda item no. 5 To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2024

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

Agenda item no. 6 To consider and approve the appointment of the Company's auditor and the determination of the auditor's remuneration for the year 2024

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทฯ และ/หรือบริษัทย่อย ประจำปี 2567 (โครงการ "BC-ESOP 2024")

Agenda item no. 7 To consider and approve the issuance of newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the "BC-ESOP 2024" program

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8

พิจารณาอนุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท บุติก คอร์ปอเรชั่น จำกัด (มหาชน) ซึ่งจัดสรรให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Rights Offering) ครั้งที่ 2 (BC-W2)

Agenda item no. 8 To consider and approve the issuance and allocation of Warrants to Purchase the Newly Issued Ordinary Shares of the Company to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 2 (BC-W2) (the "BC-W2 Warrants")

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Votes Disapprove

งดออกเสียง _____ เสียง

Abstain

Votes

วาระที่ 9

พิจารณาอนุมัติการลดทุนจดทะเบียนจำนวน 294,964,836 บาท จากเดิม 869,089,090 บาท เป็น 574,124,254 บาท โดยตัดหุ้นที่ยังไม่ได้จำหน่ายออกจำนวน 294,964,836 หุ้น และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda item no. 9 To consider and approve the reduction of the registered capital by Baht 294,964,836, from Baht 869,089,090 to Baht 574,124,254 by removing 294,964,836 unsold ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Votes Disapprove

งดออกเสียง _____ เสียง

Abstain

Votes

วาระที่ 10

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนจำนวน 248,194,296 บาท จากเดิม 574,124,254 บาท เป็น 822,318,550 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 248,194,296 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และพิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda item no. 10 To consider and approve the increase of the registered capital by Baht 248,194,296, from Baht 574,124,254 to Baht 822,318,550 by issuing 248,194,296 new ordinary shares with a par value of Baht 1 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our instruction as follows:

เห็นด้วย _____ เสียง

Approve

ไม่เห็นด้วย _____ เสียง

Votes Disapprove

งดออกเสียง _____ เสียง

Abstain

Votes

วาระที่ 11

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับ (1) การออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่กรรมการผู้บริหาร และพนักงาน ภายใต้โครงการ BC-ESOP 2024 (2) การใช้สิทธิตามใบสำคัญแสดงสิทธิ BC-W2 และ (3) การเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate)

Agenda item no. 11 To consider and approve the allocation of the Company's newly issued shares to accommodate: (1) the issuance and offering of the newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program, (2) the issuance and allocation of BC-W2 Warrants, and (3) the capital increase through a general mandate

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย	เสียง	<input type="checkbox"/> ไม่เห็นด้วย	เสียง	<input type="checkbox"/> งดออกเสียง	เสียง
Approve	Votes	Disapprove	Votes	Abstain	Votes

วาระที่ 12 **วาระอื่นๆ (ถ้ามี)**
 Agenda item no. 12 Other business (if any)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

(4) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholders.

(5) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บุติก คอร์ปอเรชั่น จำกัด (มหาชน)

A proxy is granted by a shareholder of Boutique Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 23 เมษายน 2567 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on 23 April 2024 at 2.00 p.m. The shareholders' meeting will be held via electronic method (E-AGM), or such other date, time and place as the meeting may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
		Votes

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
		Votes

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
		Votes

วาระที่ _____ เรื่อง _____

Agenda item no. Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:

<input type="checkbox"/> เห็นด้วย _____ เสียง	<input type="checkbox"/> ไม่เห็นด้วย _____ เสียง	<input type="checkbox"/> งดออกเสียง _____ เสียง
Approve	Votes	Disapprove
	Votes	Abstain
		Votes

2024 Annual General Meeting of Shareholders Question Form

Boutique Corporation Public Company Limited

Tuesday, 23 April 2024 at 2:00 p.m.

To Company Secretary
Boutique Corporation Public Company Limited ("BC")

I, (Name – Surname)..... Tel.....

Please mark ✓ in

A shareholder of BC

A proxy of, who is a shareholder of BC, wishes to submit question(s) related to the agenda in the 2024 AGM as follows:

.....
.....
.....
.....
.....
.....
.....
.....

Remarks: Please submit the completed form to BC within 19 April 2024 via

- Fax: 02-620-8778 or

- Email: comsec@boutiquecorporation.com or

- Post: Company Secretary Division

Boutique Corporation Public Company Limited

170/67 Ocean Tower 1, 21st Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road,

Klongtoey Sub-district, Klongtoey District, Bangkok, 10110

For more information, please contact company secretary division at Tel. 02-620-8777.