

**Invitation to the 2022 Annual General Meeting
of Shareholders**

Boutique Corporation Public Company Limited

Wednesday, 27 April 2022 at 14.00 hours

Via an electronic method (E-AGM)

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(English Translation)

29 March 2022

Subject: Invitation to the 2022 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 2021 and the copy of the Company's financial statements for the fiscal year ended 31 December 2021
2. Profiles of nominated candidates to be elected as directors
3. Profiles of nominated auditors for the year 2022
4. Key Features of the BC-ESOP 2022 Program to Issue and Offer New Ordinary Shares of Boutique Corporation Public Company Limited to the Directors, Executives, and Employees of the Company and/or its Subsidiaries
5. Capital Increase Report Form (F 53-4)
6. Profiles of the Independent Directors for the appointment of proxy by the shareholders and the definition of Independent Directors
7. The Articles of Association of the Company relating to the shareholders' meeting
8. Identity verification and process to attend the 2022 Annual General Meeting of Shareholders via an electronic method (E-AGM)
9. Registration Form and Proxy Form
10. QR Code Downloading Procedures for the Annual Registration Statement / 2021 Annual Report (Form 56-1 One Report) and the copy of the Company's financial statements for the fiscal year ended 31 December 2021

The Board of Directors' Meeting of Boutique Corporation Public Company Limited (the "**Company**"), resolved to approve the convening of the 2022 Annual General Meeting of Shareholders on Wednesday, 27 April 2022 at 14.00 hrs. The shareholders' meeting will be held via electronic method (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meeting B.E. 2563 (A.D. 2020), and other relating laws and regulations.

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 14 December 2021 until 31 January 2022. It appeared that no shareholder had proposed any agenda items for the 2022 Annual General Meeting of Shareholders. Therefore, the Board of Directors sets forth the following agenda items:

- Agenda Item 1** **To acknowledge the Company’s operating results for the year 2021**
- Facts and rationale** The Company has summarized the Company’s operating results occurred during the year 2021 in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for the year 2021. The details of which are as set out in **Enclosure 1** (*The Annual Registration Statement / Annual Report (Form 56-1 One Report) for the year 2021*).
- Board of Directors’ opinion** The Board of Directors has considered and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to acknowledge the Company’s operating results for the year 2021, as per the above details.
- Voting** This agenda item is for acknowledgement and no casting vote is required.
- Agenda Item 2** **To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2021**
- Facts and rationale** Section 112 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the “PCL Act”) and Article 39 of the Company’s Articles of Association require that the Board of Directors shall prepare the financial status statements and the profit and loss statements at the end of every fiscal year to propose to an annual general meeting of shareholders in every year for consideration and approval.
- The Company has prepared the financial statements of the Company for the fiscal year ended 31 December 2021, which have been audited by a certified public accountant and reviewed by the Audit and Corporate Governance Committee, including obtained the approval from the Board of Directors. The details of which are as set out in **Enclosure 1** (*A copy of the financial statements of the Company for the fiscal year ended 31 December 2021*).
- Board of Directors’ opinion** The Board of Directors has considered and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the financial statements of the Company for the fiscal year ended 31 December 2021 which have been audited by a certified public accountant and reviewed by the Audit and Corporate Governance Committee, including obtained the approval from the Board of Directors, as per the above details.
- Voting** The resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.
- Agenda Item 3** **To consider and approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2021**
- Facts and rationale** Pursuant to Section 116 of the PCL 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 PCL Act and Article 44 of the Company's Articles of Association specify that no dividends shall be paid except from profits, and if the Company has accumulated losses, no dividends shall be paid.

Furthermore, 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.

During 2021, the Company sustained a net loss from operation of 50,557,608 Baht and as of December 31, 2021, has a retained loss of 108,779,479 Baht as appeared in the Company's separate financial statements for the fiscal year ended 31 December 2021 (**Enclosure 1**). Thus, it is deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2021.

Board of Directors' opinion

The Board of Directors has considered and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve (1) the omission of appropriation of the net profit as a legal reserve and (2) the omission of dividend payment for the year 2021.

Voting

The resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda Item 4

To consider and approve the election of directors to replace those who are due to retire by rotation

Facts and rationale

Pursuant to Section 71, paragraph two of the PCL 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 2022 Annual General Meeting of Shareholders, there are 3 directors who shall retire by rotation namely:

No.	Name	Position
1)	Mr. Permpoon Krairiksh	Chairman of the Board of Directors/ Independent Director
2)	Mr. Kajohndet Sangsuban	Vice Chairman of the Board of Directors/ Independent Director/ Chairman of the Audit and Corporate Governance Committee
3)	Mr. Prabsharan Singh Thakral	Executive Director/ member of the Nomination and Remuneration Committee

To promote the compliance with the good corporate governance principles, the Company had provided an opportunity to the shareholders to nominate potential candidates to be elected as the Company's Board of Directors during 14 December 2021 until 31 January 2022 according to the Company's disclosure on the Company's website. However, there has been no candidates proposed by the shareholders for this agenda.

The Nomination and Remuneration Committee had undertaken the nomination procedure by considering qualifications of director as defined in the Charter of the Board of Directors and taking into account the knowledge, competency, experience beneficial to the Company's business operations, board diversity in the relevant aspects such as diversification in gender, age, education, experience, professional qualifications, and commercial specialization, possessing the required qualifications, not having the prohibited characteristics under the PCL Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the "Securities Act"), including other relevant notifications.

The Nomination and Remuneration Committee, has considered qualifications of the three nominated candidates namely, (1) Mr. Permpoon Krairiksh, (2) Mr. Kajohndet Sangsuban and (3) Mr. Prabsharan Singh Thakral, and opined that those three candidates are an expert having capability, experience and expertise which are beneficial to the Company's operation. They are also qualified and have no prohibited quantification under the PCL Act and the Securities Act.

In case the two Independent Directors are re-elected as the Company's directors for another term, their directorships as Independent Directors would continue for more than 9 years. However, the Nomination and Remuneration Committee has deliberately considered and scrutinized by taking into account the utmost benefit of the Company, and opined that since the nature of the Company's businesses requires specialized expertise, the Company requires independent directors who have knowledge, expertise, specific experience, and deep understanding of the Company's businesses, of which shall take time to acquire. Therefore, the Company needs to have the Independent Directors who have served more than 9 consecutive years. Moreover, the two Independent Directors

possess the required qualifications in accordance with the regulations of the Capital Market Supervisory Board and could express their opinion independently according to relevant regulations.

After prudent consideration, the Nomination and Remuneration Committee recommended that the Board of Directors propose this matter to the 2022 Annual General Meeting of Shareholders to consider and approve the election of (1) Mr. Permpoon Krairiksh, (2) Mr. Kajohndet Sangsuban and (3) Mr. Prabsharan Singh Thakral, as the Company's directors for another term.

The profiles of the three directors are as set out in **Enclosure 2** (*Profiles of nominated candidates to be elected as directors*).

Board of Directors' opinion

The Board of Directors, excluding the directors having conflict of interest, has deliberately and carefully considered by taking into account the utmost benefit of the Company, and concurred with the Nomination and Remuneration Committee's recommendation and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the election of (1) Mr. Permpoon Krairiksh, (2) Mr. Kajohndet Sangsuban and (3) Mr. Prabsharan Singh Thakral, as the Company's directors for another term.

Voting

The resolution of this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda Item 5

To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2022

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 reward, meeting allowance, per diem, bonus or in other forms as decided by the shareholders' meeting. In addition, such remuneration shall be specified in a fixed amount, or in principle, or prescribe the remuneration criteria applicable from time to time or applicable until the shareholders meeting resolves to change. Moreover, the directors shall be entitled to receive any other welfare according to the Company's rule.

Criteria and procedure for proposal of the directors' remuneration

The Nomination and Remuneration Committee shall consider appropriateness of the remuneration of the Company's directors and the sub-committees by considering various factors, e.g., the Company's performance, the Company's business size, duties and responsibilities of the Company's directors and the sub-committees. Then the Nomination and Remuneration Committee shall propose to the Board of Directors to consider and propose this matter to the 2022 Annual General Meeting of Shareholders for approval.

After due consideration, the Nomination and Remuneration Committee deemed it appropriate to propose to the Board of Directors to proposed to the 2022 Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's directors and the sub-committees for the year 2022, which is equal to the remuneration in 2021, detailed as follows.

(1) Monetary Remuneration (same rate as year 2021)

Position	Proposed remuneration for the year 2022	Remuneration for the year 2021
The Board of Directors		
Chairman	Baht 1,200,000 per year	Baht 1,200,000 per year
Member	Baht 600,000 per person per year	Baht 600,000 per person per year
The Audit and Corporate Governance Committee		
Chairman	Baht 400,000 per year	Baht 400,000 per year
Member	Baht 200,000 per person per year	Baht 200,000 per person per year
The Nomination and Remuneration Committee		
Chairman	Baht 200,000 per year	Baht 200,000 per year
Member	Baht 100,000 per person per year	Baht 100,000 per person per year

- Remarks:
1. Independent Directors will not receive any other compensations or benefits beyond the abovementioned remuneration unless otherwise agreed.
 2. The remuneration for Independent Directors (who sit on the Board of Directors and the Sub-committees (as applicable)) will be paid on a quarterly basis.
 3. Directors who hold the position of an executive or an advisor are not entitled to receive a remuneration as the director or sub-committee's member since such directors are compensated in the form of a monthly salary as an employee of the Company or as an advisor to the Company.

(2) Other Benefits

Position	Year 2022 (proposed)	Year 2021
The Board of Directors	This will be subject to approval by the 2022 Annual General Meeting of Shareholders regarding the issuance and offering of newly issued ordinary shares to directors, executives and employees under the “BC-ESOP 2022” program in Agenda Item 7.	Each director has been allocated BC-ESOP-W1 warrants of 750,000 units according to the Exercise Price and the Exercise Ratio as follows: Former Exercise Price: 2 Baht per share (as of 31 December 2021) New Exercise Price: 1.96 Baht per share (effective 15 February 2022) Former Exercise Ratio: 1 unit per 1 share (as of 31 December 2021) New Exercise Ratio: 1 unit per 1.0213 shares (effective 15 February 2022)

Board of Directors’ opinion

The Board of Directors has considered and concurred with the Nomination and Remuneration Committee’s recommendation and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the remuneration of the directors and the sub-committees for the year 2022 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 shareholders attending the meeting, including the abstention in the calculation base.

Agenda Item 6

To consider and approve the appointment of the Company’s auditor and the auditor’ remuneration for the year 2022

Facts and rationale

Section 120 of the PCL Act and Article 36 of the Articles of Association of the Company require that the annual general meeting of shareholders shall 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 the rotation of the auditor(s) if such auditor(s) have performed their duties for 7 consecutive fiscal years, whereby the Company may engage the auditor(s) who ceased performing audit services after 5 consecutive fiscal years from the date of cessation.

For the financial audit services for the year 2022, there are two audit firms that submitted their proposals namely KPMG Phoomchai Audit Ltd. which had been the auditor of the Company for 10 years and EY Office

Limited, both of which are leading audit firms known for their quality of work and strong team capability. The fee proposals from both are also comparable. To demonstrate the Company's good corporate governance and transparency and to open for any new audit perspectives, the management team has proposed to the Audit and Corporate Governance Committee to consider and recommend the Board of Directors to propose to the 2022 Annual General Meeting of Shareholders to appoint any of the following auditors of EY Office Limited as the Company's auditors for the fiscal year ended December 31, 2022 in replacement of KPMG Phoomchai Audit Ltd. to audit and give opinion on the Company's financial statements.

1. Miss Kessirin Pinpuvadol Certified Public Accountant No. 7325
and/or
2. Miss Waraporn Prapasirikul Certified Public Accountant No. 4579
and/or
3. Mrs. Wilai Sunthornwanee Certified Public Accountant No. 7356

In the process of selecting the Company's auditor for the year 2022, the Audit and Corporate Governance Committee 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 satisfactory experience with the qualifications that are not contrary to the Securities and Exchange Commission's regulations. Their profiles are set out in **Enclosure 3** (*Profiles of nominated Auditors for the year 2022*).

Additionally, the Audit and Corporate Governance Committee deems it appropriate to recommend the Board of Directors to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's auditor for the fiscal year 2022 in the amount of 3,000,000 Baht excluding value added tax and withholding tax, which is the same as in the previous year. The comparison of the auditor's remunerations of the Year 2022 and 2021 are as set out below.

Comparison of the Auditor's Remunerations for the Year 2022 and 2021

Auditor's Remunerations	Fiscal Year 2022	Fiscal Year 2021
Audit Fee	Baht 3,000,000	Baht 3,000,000
Non-Audit Fee	-None-	-None-

The Company would like to note that EY Office Limited shall also be appointed as the auditor of the Company's subsidiaries and associates, totaling 39 companies. The other disparate auditors shall be appointed as the auditors of its others 13 subsidiaries and associates for the fiscal year ended 31 December 2022.

The aggregated audit fees for the Company, its subsidiaries and associates totaling 53 companies for the fiscal year ended 31 December 2022 shall be initially 7,700,300 Baht compared to 7,978,000 Baht for a total of 56 companies for the fiscal year ended 31 December 2021.

The Board of Directors shall ensure that the financial statements of the Company's subsidiaries and associates shall be completed within the prescribed statutory requirements.

Board of Directors' opinion

The Board of Directors concurred with the recommendation of the Audit and Corporate Governance Committee and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of Miss Kessirin Pinpuvadol, Certified Public Accountant Registration No. 7325 and/or Miss Waraporn Prapasirikul, Certified Public Accountant Registration No. 4579 and/or Mrs. Wilai Sunthornwanee, Certified Public Accountant Registration No. 7356, the auditors from EY Office Limited as the Company's auditor for the year 2022 and the determination of the auditor's remuneration for the year 2022 in the amount of 3,000,000 Baht.

Voting

The resolution of this agenda item requires a simple majority vote of the total votes of the shareholders attending the meeting and casting their votes, excluding the abstention in 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 2022" program

Facts and rationale

The Company intends to issue and offer the newly issued ordinary shares of the Company under the BC-ESOP 2022 program 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 2022 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 company 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 2022 program will support the Company's working capital and generate returns to the Company's shareholders in the future.

Details of the BC-ESOP 2022 program are as shown 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 under the BC-ESOP 2022 program as allowed by to the relevant laws and regulations.

Board of Directors' opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2022 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 1 Baht per shares which represents not more than 3.52 percent of the total paid-up capital of the Company as of 24 March 2022, in which no directors, executives or employees of the Company and/or its subsidiaries will be allocated the newly issued ordinary shares in an amount exceeding 5 percent of the total number of the newly issued ordinary shares of the Company to be issued and offered under BC-ESOP 2022 program, and the relevant delegation of the 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 shareholders attending the meeting and having the right to vote, including the abstention in the calculation base, and there must not be shareholders holding shares in aggregate of more than 10 percent of the total number of votes of shareholders attending the meeting vote to object the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2022 program.

Agenda Item 8

To consider and approve the reduction of the Company's registered capital from 774,100,000 Baht to 682,129,056 Baht by removing 91,970,944 unallocated 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. 3/2022, held on 21 March 2022 resolved to approve the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2022 program to the directors, executives and employees of the Company and/or its subsidiaries (as per the details aforementioned in Agenda Item 7). Also, the Company intends to issue and offer the newly issued ordinary shares through a general mandate to 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 the laws of any jurisdictions (Preferential Public Offering), and to the specific persons (Private Placement) and to adjust the rights of the warrants to purchase the newly issued ordinary shares of the Company, which are allocated to the existing shareholders of the Company on a pro rata basis (Rights Offering) No. 1 (BC-W1) (the "BC-W1 Warrants"). However, pursuant to Section 136 of the PCL 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 the authorised but unissued shares which are reserved to accommodate for the issuance and offering of the newly issued ordinary shares through a general mandate in an amount of 91,970,944 shares. In this connection, the Company has to reduce the Company's registered capital in an amount of 91,970,944 Baht from 774,100,000 Baht to 682,129,056 Baht. Moreover, to be in line with the registered capital reduction as mentioned above, the Company has to amend Clause 4 of the Memorandum of Association of the Company to be as follows:

Clause 4.	Registered capital	682,129,056 Baht (Six Hundred Eighty-Two Million One Hundred Twenty-Nine Thousand Fifty-Six Baht)
	Divided into	682,129,056 Shares (Six Hundred Eighty-Two Million One Hundred Twenty-Nine Thousand Fifty-Six Shares)
	Par value per share	1 Baht (One Baht)
	Categorized into	
	Ordinary shares	682,129,056 Shares (Six Hundred Eighty-Two Million One Hundred Twenty-Nine Thousand Fifty-Six Shares)
	Preferred shares	- Share (Zero Share)

And to authorize any person designated by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to 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 2022 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital from the existing registered capital of 774,100,000 Baht to 682,129,056 Baht, by cancelling the authorised but unissued shares which are reserved to accommodate the issuance and offering of the newly issued ordinary shares through a general mandate in an amount of 91,970,944 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 shareholders attending the meeting and having the right to vote, including the abstention in the calculation base.

Agenda Item 9

To consider and approve the increase of the Company's registered capital from 682,129,056 Baht to 857,180,433 Baht by issuing 175,051,377 new ordinary shares, with a par value of 1 Baht 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 2022 program to the directors, executives, and employees of the Company and/or its subsidiaries, (2) the issuance and offering of the newly issued ordinary shares of the Company through a general mandate to 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 the laws of any jurisdictions (Preferential Public Offering) and to the specific persons (Private Placement) and (3) the adjustments of the rights of the BC-W1 Warrants in accordance with the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of BC-W1 Warrants. The details of the capital increase are as shown in **Enclosure 5** (*Capital Increase Report Form (F 53-4)*).

Therefore, the Company has to increase the Company's registered capital by 175,051,377 Baht, from the existing registered capital of 682,129,056 Baht to 857,180,433 Baht, by issuing 175,051,377 newly issued ordinary shares, with a par value of 1 Baht per share.

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

Clause 4.	Registered capital	857,180,433 Baht	(Eight Hundred Fifty-Seven Million One Hundred Eighty Thousand Four Hundred Thirty-Three Baht)
	Divided into	857,180,433 Shares	(Eight Hundred Fifty-Seven Million One Hundred Eighty Thousand Four Hundred Thirty-Three Shares)
	Par value per share	1 Baht	(One Baht)
	Categorized into		
	Ordinary shares	857,180,433 Shares	(Eight Hundred Fifty-Seven Million One Hundred Eighty Thousand Four Hundred Thirty-Three Shares)
	Preferred shares	- Share	(Zero Share)

And to authorize any person designated by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to 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 increase of the registered capital is appropriate and shall benefit the Company and shareholders as described in item 6 and item 7 of the Capital Increase Report Form (F53-4) (Enclosure 5) and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital from the existing registered capital of 682,129,056 Baht to 857,180,433 Baht, by issuing 175,051,377 newly issued ordinary shares, with a par value of 1 Baht 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 shareholders attending the meeting and having the right to vote, including the abstention in the calculation base.

Agenda Item 10

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 directors, executives and/or employees of the Company and/or subsidiaries under the BC-ESOP 2022 program, (2) the capital increase through a General Mandate, and (3) rights adjustments of BC-W1 Warrants

Facts and rationale

As a result of the increase of the Company's registered capital from the existing registered capital of 682,129,056 Baht to 857,180,433 Baht, by issuing 175,051,377 newly issued ordinary shares, with a par value of 1 Baht per share (as per the details aforementioned in Agenda Item 9), the Company intends to allocate the newly issued ordinary shares in an amount of not exceeding 175,051,377 shares, with a par value of 1 Baht per share as follows:

1. allocate not exceeding 20,000,000 new ordinary shares with a par value of 1 Baht per share to be offered to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2022 program;
2. allocate not exceeding 152,898,000 newly issued ordinary shares with a par value of 1 Baht per share to accommodate capital increase through general mandate with the following details:
 - (a) allocate not exceeding 20% of the paid-up capital of the Company or 101,932,000 new ordinary shares to be issued and offered 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 the laws of any jurisdictions (Preferential Public Offering)

(b) allocate not exceeding 10% of the paid-up capital of the Company or 50,966,000 new ordinary shares to be issued and offered to the specific persons (Private Placement) where the offering price will not be considered as an offering of newly issued shares at a 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) (as amended).

However, the total number of shares allocated according to clause (a) and (b) above will not exceed 152,898,000 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).

In this regard, the Company shall complete the allocation of the newly issued ordinary shares according to clause (a) and (b) above within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be held by laws, whichever is earlier.

Moreover, it is deemed appropriate to propose to the shareholders' meeting to consider and 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 clause (a) and (b) in a single offering or several offerings, and determining the details relating 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.

(3) allocate not exceeding 2,153,377 shares at a par value of 1 Baht per share to accommodate the adjustments of the rights of BC-W1 Warrants.

Proceeds derived from the allocations of the newly issued ordinary shares as mentioned above will be used for the investment and the expansion of the Company's business, including the working capital and/or the repayment of debt.

The details of the allocation of the Company's newly issued ordinary shares are as shown in **Enclosure 5** (*Capital Increase Report Form (F 53-4)*).

Board of Directors' opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders 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 to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2022 program in an amount of not exceeding 20,000,000 shares at a par value of 1 Baht per share, (2) the issuance and offering of newly issued ordinary shares of the Company through a general mandate in an amount of not exceeding 101,932,000 shares at the par value of 1 Baht per share 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 the laws of any jurisdictions (Preferential Public Offering) and in an amount of not exceeding 50,966,000 shares at the par value of 1 Baht per share to the specific persons (Private Placement), and (3) the adjustments of the rights of the BC-W1 Warrants in the amount of 2,153,377 shares at a par value of 1 Baht per share, and the relevant delegation of authority as per the above details.

Voting

The resolution for this agenda item requires a simple majority vote of the total votes of shareholders attending the meeting and casting their votes, excluding the abstention in the calculation base.

Agenda Item 11**Other business (if any)**

The Company has determined the date for determining the name of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on 5 April 2022 and published the invitation of shareholders' meeting attached with the enclosures on the Company's website at <http://investor.boutiquecorporation.com/th/shareholder-information/shareholders-meeting> since 29 March 2022. Therefore, the Company hereby invites all shareholders to attend the 2022 Annual General Meeting of Shareholders on 27 April 2022 at 14.00 hrs. The shareholders' meeting will be held via electronic method (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meeting B.E. 2563 (A.D. 2020), and other relating laws and regulations. The registration to attend the 2022 Annual General Meeting of Shareholders will be starting on 12 April 2022 until the end of the meeting. The Company will conduct the Meeting according to the Articles of Association of the Company relating to the shareholders' meeting as details in **Enclosure 7** (*the Articles of Association of the Company relating to the shareholders' meeting*).

The Company would like to ask for the cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity documents as well as the voting process and vote counting procedures as set out in **Enclosure 8** (*Identity verification and process to attend the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)*). The shareholders or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) as set out in **Enclosure 8** (*Identity verification and process to attend the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)*) to **the Company Secretary Division, via email: comsec@boutiquecorporation.com or 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 25 April 2022. 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 AGM program via electronic method (E-AGM).

In this regard, the shareholders may appoint Mrs. Julaporn Namchaisiri or Mr. Russell Leighton Kekuewa, the Independent Directors of the Company, as the 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 6** (*Profiles of the Independent Directors for the Appointment of Proxy by the Shareholders and the definition of Independent Directors*). The shareholders shall deliver the proxy form with the supporting documents, as detailed in **Enclosure 8** (*Identity verification and process to attend the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)*) to **Company Secretary Division, via email: comsec@boutiquecorporation.com** or **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 25 April 2022.**

Yours faithfully,

Boutique Corporation Public Company Limited

Prabsharan Singh Thakral

Ekanut Ungphakorn

Authorized Directors

Enclosure 1

Supporting documents for Agenda Items 1 and 2

The Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) and Copy of the Company's Financial Statements for the Fiscal Year Ended 31 December 2021 in QR Code format



Enclosure 2Supporting Documents for Agenda Item 4Profiles of the Nominated Candidates for the Election of Directors

Subject	Details	
Name-Surname	Mr. Permpoon Krairiksh	
Age	70 years and 11 months	
Nationality	Thai	
Type of director to be nominated	Independent Director	
Educational background	Bachelor's degree in Business Administration, Boston University, USA	
Training courses	<ul style="list-style-type: none"> • Director Accreditation Program (DAP) Class No. 5/2546, held by Thai Institute of Directors (IOD) • Audit Committee and Continuing Development Program (ACP) Class No. 36/2554, held by Thai Institute of Directors (IOD) • Role of the Chairman Program (RCP) Class No. 37/2558, held by Thai Institute of Directors (IOD) 	
Appointment date as the Company's director	27 October 2015	
Number of years of directorship	6 years and 6 months (tenure as of the date of the 2022 Annual General Meeting of Shareholders). In case he is re-elected for another term, his tenure will be 9 years and 6 months.	
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).	
Reason for nomination as Independent Director (For more than 9 consecutive years)	Since the nature of the Company's businesses requires specialized expertise, the Company requires Independent Directors who have knowledge, expertise, specific experience, and truly understanding in the Company's businesses, of which shall take time to study and understand. Mr. Permpoon Krairiksh has the knowledge, competency, experience and specialization beneficial to the Company's business operations and possesses the required qualifications in accordance with the regulations	

Subject	Details
	of the Capital Market Supervisory Board. Additionally, the Nomination and Remuneration Committee and the Board of Directors have considered and viewed that Mr. Permpoon Krairiksh could express his opinion independently according to relevant regulations.
Shareholding in the Company (as of 17 February 2022)	0.24% (held personally)
Relationship with directors, executives, or major shareholders of the Company or its subsidiaries	-None-
Current directorship/ executive position in other listed companies	-None-
Current directorship/executive position in non-listed companies	<p>6 companies:</p> <ul style="list-style-type: none"> • 2017 – Present Director/ Thunthiphaya Company Limited • 2016 – Present Director/ Boon Rawd Brewery Company Limited • 2013 – Present Independent Director and member of Audit Committee/ Chubb Samaggi Insurance Public Company Limited • Before 2013 – Present Director/ Thip Sombut Company Limited • 1999 – Present Independent Director, member of Audit Committee, member of Risk Management Committee/ Sahaviriya Steel Industries Public Company Limited • 2009 – 2020 Independent Director and member of Risk Management Committee/ Cambodia Commercial Bank Limited
Directorship/executive position in other companies potentially having conflict of interest with the Company	-None-

Subject	Details
<p>Having the following interests in the Company, parent company, subsidiaries, associates or any legal entities that may have conflicts, at present or in the past 2 years</p>	<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.
<p>Number of meetings attended in 2021</p>	<p>Board of Directors' Meeting 12/12 times</p> <p>Shareholders' Meeting 2/2 times</p>

Supporting Documents for Agenda Item 4**Profiles of the Nominated Candidates for the Election of Directors**

Subject	Details	
Name-Surname	Mr. Kajohndet Sangsuban	
Age	68 years and 3 months	
Nationality	Thai	
Type of director to be nominated	Independent Director	
Educational background	Bachelor's degree in Civil Engineering, Chulalongkorn University, Thailand	
Training courses	<ul style="list-style-type: none"> • Director Accreditation Program (DAP) Class No.10/2547, held by Thai Institute of Directors (IOD) • Finance for Non-Finance Director (FN) Class No.7/2546, held by Thai Institute of Directors (IOD) 	
Appointment date as the Company's director	27 October 2015	
Number of years of directorship	6 years and 6 months (tenure as of the date of the 2022 Annual General Meeting of Shareholders). In case he is re-elected for another term, his tenure will be 9 years and 6 months.	
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).	
Reason for nomination as Independent Director (For more than 9 consecutive years)	Since the nature of the Company's businesses requires specialized expertise, the Company requires Independent Directors who have knowledge, expertise, specific experience, and truly understanding in the Company's businesses, of which shall take time to study and understand. Mr. Kajohndet Sangsuban has the knowledge, competency, experience and specialization beneficial to the Company's business operations and possesses the required qualifications in accordance with the regulations of the Capital Market Supervisory Board. Additionally, the Nomination and Remuneration Committee and the Board of Directors have	

Subject	Details
	considered and viewed that Mr. Kajohndet Sangsuban could express his opinion independently according to relevant regulations.
Shareholding in the Company (as of 17 February 2022)	0.10% (held personally)
Relationship with directors, executives or major shareholders of the Company or its subsidiaries	-None-
Current directorship/ executive position in other listed companies	-None-
Current directorship/executive position in non-listed companies	<p>10 companies:</p> <p>2018 - Present Director/ Sindhorn Residence Company Limited</p> <p>2017 - Present Director/ Sindhorn Food Market Company Limited</p> <p>2017 - Present Director/ Superior Cleaning Services Company Limited</p> <p>2017 - Present Director/ Srijulsup Company Limited</p> <p>2017 - Present Director/ Sindhorn Maalai Company Limited</p> <p>2017 - Present Director/ Siam Sindhorn Land Company Limited</p> <p>2017 - Present Director/ Sindhorn Company Limited</p> <p>2017 - Present Director/ Sindhorn Management Company Limited</p> <p>2017 - Present Director/ Sindhorn Kempin Company Limited</p> <p>2014 - Present Executive Director/ Siam Sindhorn Company Limited</p>
Directorship/executive position in other companies potentially having conflict of interest with the Company	-None-

Subject	Details						
Having the following 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. 						
Number of meetings attended in 2021	<table border="0"> <tr> <td data-bbox="656 590 1312 621">Board of Directors' Meeting</td> <td data-bbox="1320 590 1468 621">12/ 12 times</td> </tr> <tr> <td data-bbox="656 653 1312 684">Audit and Corporate Governance Committee's Meeting</td> <td data-bbox="1320 653 1455 684">4 / 4 times</td> </tr> <tr> <td data-bbox="656 716 927 747">Shareholders' Meeting</td> <td data-bbox="1320 716 1455 747">2 / 2 times</td> </tr> </table>	Board of Directors' Meeting	12/ 12 times	Audit and Corporate Governance Committee's Meeting	4 / 4 times	Shareholders' Meeting	2 / 2 times
Board of Directors' Meeting	12/ 12 times						
Audit and Corporate Governance Committee's Meeting	4 / 4 times						
Shareholders' Meeting	2 / 2 times						

Supporting Documents for Agenda Item 4**Profiles of the Nominated Candidates for the Election of Directors**

Subject	Details	
Name-Surname	Mr. Prabsharan Singh Thakral	
Age	45 years and 2 months	
Nationality	Thai	
Type of director to be nominated	Director	
Educational background	<ul style="list-style-type: none"> • Executive MBA, Kellogg - HKUST Executive MBA Program, Hong Kong • Master Degree in Business System Analysis and Design, City University, UK • Bachelor Degree in Business Management, King's College London, UK 	
Training course	Director Accreditation Program (DAP) Class No. 135/2560, held by Thai Institute of Directors Association (IOD)	
Appointment date as the Company's director	13 February 2007	
Number of years of directorship	15 years and 1 month (tenure as of the date of the 2022 Annual General Meeting of Shareholders). In case he is re-elected for another term, his tenure will be 18 years and 1 month.	
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 17 February 2022)	8.99% (held personally)	

Subject	Details						
Relationship with directors, executives or major shareholders of the Company or its subsidiaries	Son of Mr. Manmohan Singh Thakral who is a director and consultant of the Company						
Current directorship/ executive position in other listed companies	-None-						
Current directorship/executive position in non-listed companies	119 companies as detailed in Enclosure 1 (Details of Directors) of the Form 56-1 One Report for the year 2021 on page 300 - 303						
Directorship/executive position in other companies potentially having conflict of interest with the Company	-None-						
Number of meetings attended in 2021	<table> <tr> <td>Board of Directors' Meeting</td> <td>12/12 times</td> </tr> <tr> <td>Nomination and Remuneration Committee Meeting</td> <td>6/6 times</td> </tr> <tr> <td>Shareholders' Meeting</td> <td>2/2 times</td> </tr> </table>	Board of Directors' Meeting	12/12 times	Nomination and Remuneration Committee Meeting	6/6 times	Shareholders' Meeting	2/2 times
Board of Directors' Meeting	12/12 times						
Nomination and Remuneration Committee Meeting	6/6 times						
Shareholders' Meeting	2/2 times						

Supporting Documents for Agenda Item 6Profiles of Nominated Auditors for the Year 2022

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	Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand	
Academic Qualification	<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 Nominated Auditors for the Year 2022**

Subject	Details	
Name - Surname	Miss Waraporn Prapasirikul	
Position	Partner	
Company	EY Office Limited	
Certified Public Accountant number	4579	
Professional Associations	Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King	
Professional Qualification	Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand	
Academic Qualification	<ul style="list-style-type: none"> • Master's degree in Business Administration, Thammasat University • Bachelor's degree in Accounting, Thammasat University 	
Working Period	1992 - Present	
Experience	Over 20 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients with particular emphasis on listed companies involved in banking, finance and securities companies, real estate, oil & gas, services, and consumer products. In addition to the mentioned audit work, she has also been extensively involved in a number of non-audit assignments. Miss Waraporn has led and advised on TFRS conversion and TFRS reporting engagements for numerous clients in various business fields.	
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 Nominated Auditors for the Year 2022**

Subject	Details	
Name – Surname	Mrs. Wilai Sunthornwanee	
Position	Partner	
Company	EY Office Limited	
Certified Public Accountant number	7356	
Professional Associations	Member of Federation of Accounting Professions under the Royal Patronage of His Majesty the King	
Professional Qualification	Certified Public Accountant (Thailand) Auditor Approved by the office of The Securities and Exchange Commission of Thailand	
Academic Qualification	Bachelor's degree in Accounting, Chulalongkorn University (Second class honor)	
Working Period	2000 - Present	
Experience	Over 20 years of audit working experience with EY and also has experience working with a number of multinational clients and listed clients. Mrs. Wilai has been extensively involved in audit of manufacturing, retails, trading, services, construction, real estate and hotel. 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 2022 Program to Issue and Offer Newly issued Ordinary Shares of Boutique Corporation Public Company Limited (the “Company”) to the Directors, Executives, and Employees of the Company and/or its Subsidiaries****1. Objectives and necessity of the warrants offering to the directors, executives and employees of the Company**

To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of the group 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 2022 program will support the Company’s working capital and generate returns to the Company’s shareholders in the future.

2. Details of the BC-ESOP 2022 program to issue and offer newly issued ordinary shares to the directors, executives and employees of the Company and/or its subsidiaries

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 1 Baht per share, representing 3.52% of the total paid-up shares of the Company ¹
Offering size:	Approximately 40,000,000 Baht (assuming offering price at 2 Baht/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 2022 until April 2023, free-of-charge and without going through the broker. Details as in Item 4.
Offering Price:	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 BC-ESOP 2022 program. “ 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

¹ Calculated from the paid-up capital of the Company, as of 24 March 2022 which is 568,389,056 Baht.

	<p>BC-ESOP 2022 program which are the 25th of each month starting from May 2022 until April 2023.</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 1 Baht, 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) (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) (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 who participate in the program at the minimum amount, there will not be any lock-up period.</p> <p>For personnel other than directors and executives described in the first paragraph who participate in the program in excess of the minimum amount, there is a lock-up period of 90 days from the allocation date, during which such personnel are not allowed to sell their excess amount. Such personnel will be allowed to sell their newly allotted ordinary shares according to the minimum amount according to the following lock-up mechanism:</p> <p>Such personnel may sell up to 1/3 of the excess amount after 30 days from the allocation date, 2/3 after 60 days from the allocation date and all of the excess amount after 90 days from the allocation date.</p>
<p>Secondary Market for The Newly Issued Ordinary Shares:</p>	<p>The Company will register the ordinary shares subscribed under BC-ESOP 2022 program as listed securities on the mai.</p>
<p>Other Benefits beyond Those of the Company’s Common Shares:</p>	<p>-None-</p>
<p>Benefits from the Capital Increase to the Company:</p>	<p>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 2022 program will support the Company’s working capital and to generate return to the Company’s shareholders in the future.</p>

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.
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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 2022 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 2022 program represents 3.92% of the paid-up capital of the Company as at the date on which the Board of Directors' Meeting resolve 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 2022 program are as follows:

- (1) Being directors, executives or employees of the Company and/or its subsidiaries with a minimum of 1 (one) service year;
- (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.

Meanwhile, the allocation scheme to be offered to the directors, executives and employees of the Company and/or its subsidiaries of the same job level or position, will be the same, whereas each of the directors, executives and employees of the same job level or position may choose to subscribe to the same minimum amount and has an option to subscribe in excess of the minimum amount but not exceeding 3 times of the minimum amount in total and not exceeding 5% of the total number of shares to be issued under BC-ESOP 2022 program which would then be considered as a concentrated allocation scheme.

Directors who also hold a position as the Company's advisors, executives and employees who participate in the BC-ESOP 2022 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 days from the payroll date, effective from the first month following the

approval of the shareholders at the Annual Shareholders' Meeting, or May 2022 for 12 months, until April 2023.

However, the remunerations of the independent directors of the Company are made quarterly, and such directors who wish to participate in the BC-ESOP 2022 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 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 directors, executives and employees entitled to participate in the BC-ESOP 2022 program in the amount that does not exceed 5% of the total BC-ESOP shares by considering several factors, i.e., employee profile, service years, job position, and work experience.

Meanwhile, the Company will complete the allocation of the newly issued ordinary shares of the Company under BC-ESOP: 2022 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 2022 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 2022 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 2022 program

Name	Position	Company	Maximum no. of shares to be offered	As % of total no. of shares under BC-ESOP 2022 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. Mr. Russell Leighton Kekuewa	Independent Director, Chairman of the Nomination and Remuneration Committee, and member of Audit and Corporate Governance Committee	BC	1,000,000	5.0

Name	Position	Company	Maximum no. of shares to be offered	As % of total no. of shares under BC-ESOP 2022 program
4. Mrs. 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
5. Mr. Prabsharan Singh Thakral	Executive Director, President and CEO, and member of the Nomination and Remuneration Committee	BC	1,000,000	5.0
6. Mr. Manmohan Singh Thakral	Director and Advisor	BC	1,000,000	5.0
7. Mr. Ekanut Ungphakorn	Executive Director	BC	1,000,000	5.0
8. Mr. Utpalendu Gupta	Director and Advisor	BC	1,000,000	5.0
9. Mr. Richard Peter Neville	Director and Advisor	BC	1,000,000	5.0
Total			9,000,000	45.0

6. List of executives and employees who will be offered more than 5% of the total number of shares to be issued under BC-ESOP 2022 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.

a) Control Dilution

In the event where the entire shares issued under the BC-ESOP 2022 program are fully subscribed, control dilution impact to the existing shareholders of the Company will be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares reserved for BC-ESOP 2022 program}}{(\text{Number of Paid-up Shares} + \text{Number of shares reserved for BC-ESOP 2022 program})} \\ &= \frac{20,000,000}{(568,389,056 + 20,000,000)} = 3.40\% \end{aligned}$$

Remark: Calculated from the paid-up shares of the Company as of 24 March 2022 which was 568,389,056 shares at the par value of 1 Baht per share

b) Price Dilution Impact

In the event where the entire shares issued under the BC-ESOP 2022 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 days before each Offering Date under BC-ESOP 2022 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. 3/2022 on 21 March 2022 (from 28 February to 18 March 2022) was equal to 1.84 Baht 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 2022 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. Mrs. Julaporn Namchaisiri	1,000,000
2. Mr. Russell Leighton Kekuewa	1,000,000

Supporting Documents for Agenda Item 9 and 10**Report Form for Capital Increase
Boutique Corporation Public Company Limited****Date 21 March 2022**

We, Boutique Corporation Public Company Limited (the “**Company**”), hereby report the resolution of the Board of Directors’ Meeting No. 3/2022, dated 21 March 2022, 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. 3/2022 resolved to propose to the Shareholders’ Meeting to consider and approve the reduction of the registered capital of the Company in the amount of 91,970,944 Baht from 774,100,000 Baht to 682,129,056 Baht by removing unallocated shares which were remaining from the shares reserved for capital increase through general mandate in the amount of 91,970,944 shares at a par value of 1 Baht each.

1.2 Capital Increase

The Board of Directors’ Meeting No. 3/2022 resolved to propose to the Shareholders’ Meeting to consider and approve the increase of the registered capital by 175,051,377 Baht from 682,129,056 Baht to 857,180,433 Baht by issuing 175,051,377 newly issued ordinary shares with a par value of 1 Baht each 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 22,153,377	1.00	Not exceeding 22,153,377
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	Not exceeding 152,898,000	1.00	Not exceeding 152,898,000

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
To accommodate the adjustments in the exercise price and the conversion ratio of the warrants to purchase the newly issued ordinary shares of the Company allocated to the existing shareholders on a pro rata basis (Rights Offering) No. 1 (BC-W1) (“ BC-W1 Warrants ”)	Not exceeding 2,153,377	<u>Old Exercise Ratio</u> 1 unit of BC-W1 Warrant: exercisable for 1 ordinary share <u>New Exercise Ratio</u> 1 unit of BC-W1 Warrant: exercisable for 1.0213 ordinary share	<u>Old Exercise Price</u> 3.20 Baht/share <u>New Exercise Price</u> 3.13 Baht/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. 1 (“ BC-W1 Terms & Conditions ”)	Please see remark no.1
To issue and offer to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2022 program (“ BC-ESOP 2022 program ”)	Not exceeding 20,000,000		Market Price	On 25th of each month from May 2022 until April 2023 by deducting from payroll in case of executives, employees and advisors. In case of directors, monthly subscription or deducted from directors’ remuneration paid on a quarterly basis	Please see remark no. 2

Remarks:

- The Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of BC-W1 warrants (“Terms and Conditions of BC –W1”) specifies conditions to adjust the rights in BC-W1 warrants under Clause 4.2, which in case of 4.2 (b) The Company offers to sell its newly issued ordinary shares to the existing shareholders and/or public offering and/or private placement where the average price per share of the newly issued ordinary shares is lower than 90% of the market price per share of the Company’s ordinary shares and that the adjustments to the Exercise Price and the Exercise Ratio shall be effective immediately from the first day that the purchasers of the ordinary shares do not have the rights to subscribe for the newly issued ordinary shares (the first day that the SET posts an “XR” sign).

The Board of Directors' Meeting of the Company No. 1/2022, resolves to approve the issuance of 100,000,000 newly issued ordinary shares, with a par value of 1 Baht per share to be offered to the existing shareholders on a pro rata basis (Rights Offering) at the ratio of 5.1 exiting shares to 1 new share (5.1:1) at the price of 1.8 Baht/share which was below market price, resulting in adjustments to the warrant exercise price and exercise ratio from originally 1 warrant to 1 new shares to 1 warrant to 1.0213 new shares.

2. The Board of Directors' Meeting of the Company No. 3/2022 resolved to approve to propose to the 2022 Annual General Meeting of Shareholders 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 2022 program. The details of the BC-ESOP 2022 program are presented in **Enclosure 4**.

2.2 General Mandate

Allotted to	Type of securities	Number of shares	% of paid-up capital ^{2/}	Remark
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)	Ordinary shares	Not exceeding 101,932,000	Not exceeding 20.00	Please see remarks below
Private Placement	Ordinary shares	Not exceeding 50,966,000	Not exceeding 10.00	Please see remarks below

^{2/} The Company's paid-up capital as at 21 March 2022 on which the Board of Directors passed a resolution on capital increase through a general mandate was 509,660,000 baht.

Remarks:

The Board of Directors' Meeting of the Company No. 3/2022 resolved to approve to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the issuance and the offering of not exceeding 152,898,000 newly issued ordinary shares, with a par value of 1 Baht per share to accommodate the capital increase through a general mandate with the following details:

- (a) allocate not exceeding 101,932,000 newly issued ordinary shares to the existing shareholders of the Company except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering); and
- (b) allocate not exceeding 50,966,000 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) (as amended).

However, the total number of shares allocated according to clause (a) and (b) above will not exceed 152,898,000 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 clause (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, 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 (as amended). In the case that a director of the Company fails to perform his/her duties with loyalty and care to preserve the interest of the Company on the matter relating to the increase of capital, and such nonperformance causes damages to the Company, a shareholder may file a lawsuit for the compensation on behalf of the Company in accordance with Section 85 of the PCL Act. In addition, in the case of nonperformance resulting in a director or related person obtaining undue benefit, a shareholder may bring an action for disgorgement of benefits on behalf of the Company according to Section 89/18 of the Securities Act.

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

The 2022 Annual General Meeting of Shareholders is fixed on 27 April 2022, at 2.00 p.m. which will be held via an electronic method (E-Shareholder Meeting) and to determine the date for determining the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on 5 April 2022.

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/or the venue of the shareholders’ meeting 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 (if any).

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 derived from the exercise of the BC-W1 Warrants
2. Newly issued shares subscribed under BC-ESOP 2022
3. Newly issued shares derived from 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);
4. 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 new ordinary shares to accommodate the rights adjustments of BC-W1 warrants**

To comply with the Terms and Conditions of BC-W1 in relation to the Rights Adjustments Conditions. The Company plans to utilize the proceeds received from the exercise of the BC-W1 Warrants within 2023 to support the business operations of the Company which are estimated to be 7,000,000 Baht from the newly issued shares to accommodate the rights adjustments.

5.2. Issuance and offering of the BC-ESOP-W1 Warrants 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 2022 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 proceeds derived from the subscription to BC-ESOP 2022 program in the estimated amount of 40,000,000 Baht within 2022 to support the Company's working capital and investment.

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 300,000,000 Baht within 2024.

6. Benefits that the Company will receive from the capital increase / share allotment:**6.1 Issuance and offering of new ordinary shares to accommodate the rights adjustments of BC-W1**

The proceeds from capital increase will 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.

6.2 Issuance and offering of new ordinary shares, 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 Boutique Corporation Public Company Limited (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 2022 program will support the Company's working capital and to generate return to the Company's shareholders in the future.

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 2022 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) 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 additional shares to accommodate the adjustments of the BC-W1 conversion rights

In the event that the non-existing shareholders fully exercise their right for the entire the BC-W1 Warrants, (which are transferred from the existing shareholders to the non-existing shareholders), control dilution impact from the additional shares issued to accommodate rights adjustments shall be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of additional shares reserved for BC-W1 rights adjustments}}{(\text{Number of Paid-up Shares} + \text{Number of additional shares reserved for BC-W1 rights adjustments})} \\ &= \frac{2,153,377}{(568,389,056 + 2,153,377)} = 0.38\% \end{aligned}$$

Remark: Calculated from the paid-up shares of the Company as of 24 March 2022 which was 568,389,056 shares at the par value of 1 Baht per share.

(b) After the issuance of the new ordinary shares to Directors, Executives, and Employees of the Company and/or its subsidiaries under BC-ESOP 2022

In the event that the entire BC-ESOP 2022 shares are fully subscribed and allocated, control dilution impact to the existing shareholders of the Company shall be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares reserved for BC-ESOP 2022}}{\text{(Number of Paid-up Shares+Number of reserved shared for Number of shares reserved for BC-ESOP 2022)}} \\ &= \frac{20,000,000}{(568,389,056+20,000,000)} = 3.40\% \end{aligned}$$

Remark: Calculated from the paid-up shares of the Company as of 24 March 2022 which was 568,389,056 shares at the par value of 1 Baht per share

(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, 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:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares to be offered to PP}}{\text{(Number of Paid-up Shares+Number of shares to be offered to PP)}} \\ &= \frac{50,966,000}{(568,389,056+50,966,000)} = 8.23\% \end{aligned}$$

Remark: Calculated from the paid-up shares of the Company as of 24 March 2022 which was 568,389,056 shares at the par value of 1 Baht per share

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

In the event that all shares reserved for the rights adjustments of BC-W1 Warrants, BC-ESOP 2022 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:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Total No. of newly issued shares (excluding General Mandate RO)}}{\text{(No. of Paid-up shares+No. of shares reserved for warrants+No. of shares offered to PP)}} \\ &= \frac{2,153,377+20,000,000+50,966,000}{(568,389,056+2,153,377+20,000,000+50,966,000)} = 0.34\% + 3.12\% + 7.94\% = 11.40\% \end{aligned}$$

Remark: Calculated from the paid-up shares of the Company as of 24 March 2022 which was 568,389,056 shares at the par value of 1 Baht per share

8.2 Price Dilution Impact

In the event that all shares reserved for the rights adjustments of BC-W1 Warrants, BC-ESOP 2022 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 due to the Exercise Price of the BC-W1 Warrants, after rights adjustment, of 3.13 Baht per share is higher than the market price. "Market Price" refers to volume weighted average price of the Company's shares for the last 15 consecutive trading days prior to the date of the Board of Directors' Meeting No. 3/2022 on 21 March 2022 (from 28 February to 18 March 2022) which is equal to 1.84 Baht per share. As for the Offering Price under the BC-ESOP 2022 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 days before each Offering Date under BC-ESOP 2022 program.

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. 3/2022	21 March 2022
2	The date for determining the names of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date)	5 April 2022
3	The 2022 Annual General Meeting of Shareholders	27 April 2022
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
5	Offering dates of newly issued ordinary shares under BC-ESOP 2022	25th of each month from May 2022 until April 2023
6	Registration of paid-up capital with the Ministry of Commerce	Within 14 days after receiving share payments
7	Subscription dates for the preferential public offerings 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 Independent Directors for Appointment as Proxy by the Shareholders and
the Definition of Independent Directors**

Name	Mrs. Julaporn Namchaisiri
Position	Independent Director
Age	64 Years Old
Address	No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok
Direct or indirect interest in the agenda proposed	Having a conflict of interest in Agenda Item 5: To consider and approve remuneration of the Company's directors and the sub-committees for year 2022, Agenda Item 7: To consider and approve the issuance of newly issued ordinary shares to directors, executives and employees of the Company and/or subsidiaries under the "BC-ESOP 2022" program and Agenda Item 10: To consider and approve the allocation of the Company's newly issued shares to accommodate: (1) the issuance and offering of the Company's newly issued ordinary shares to directors, executives and/or employees of the Company and/or subsidiaries under BC-ESOP 2022 program, (2) the increase of the Company's capital under General Mandate, and (3) rights adjustments of BC-W1 warrants

Name	Mr. Russell Leighton Kekuewa
Position	Independent Director
Age	68 Years Old
Address	No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok
Direct or indirect interest in the agenda proposed	Having a conflict of interest in Agenda Item 5: To consider and approve remuneration of the Company's directors and the sub-committees for year 2022, Agenda Item 7: To consider and approve the issuance of newly issued ordinary shares to directors, executives and employees of the Company and/or subsidiaries under the "BC-ESOP 2022" program and Agenda Item 10: To consider and approve the allocation of the

	<p>Company's newly issued shares to accommodate: (1) the issuance and offering of the Company's newly issued ordinary shares to directors, executives and/or employees of the Company and/or subsidiaries under BC-ESOP 2022 program, (2) the increase of the Company's capital under General Mandate, and (3) rights adjustments of BC-W1 warrants</p>
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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 LimitedArticles 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 2022 Annual General Meeting of Shareholders via an electronic method (E-AGM)

The Company will hold the 2022 Annual General Meeting of Shareholders via an electronic method (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meeting B.E. 2563 (A.D. 2020), and others related laws and regulations.

Verification of the identity of shareholders or proxies (within 25 April 2022)

Thai shareholders shall pre-register via an e-Registration. Foreign shareholders and/or proxies shall deliver the identity documents as specified below to Company Secretary Division, comsec@boutiquecorporation.com or 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) by **25 April 2022**.

1. Self-Attending**1.1 Individual**

- (1) Thai shareholders shall pre-register via DAP e-Shareholder Meeting through the website <https://portal.eservice.set.or.th/Account/Login?refer=ErnjXPblyDntwrMRrAMCnk51YRVK%2fQB9CB0GjqJvslgAUDv8euxFVg%3d%3d> which the pre-registration processes shall be downloaded on <https://www.set.or.th/en/eservice/shareholder.html> without filling in the Registration Form (**Enclosure 9** *Registration Form for shareholder to attend the 2022 Annual General Meeting of Shareholders*). Foreigner shareholders shall fill in the Registration Form (**Enclosure 9**) and send it to the Company's address as provided above.
- (2) Thai shareholders are **required** to use an identification card to verify their identity for pre-registration and attending the meeting. Foreign shareholders shall send a copy of official documents issued by government authorities e.g., an identification card, government officer identification card, driving license or passport certified true by the shareholders, including the evidence of name or last name's change (if any) to the Company's address as provided above.

1.2 Juristic Person by Shareholder Representative (Authorized Director)

- (1) Shareholders may send the Registration Form per **Enclosure 9** to the Company's address to verify their identities and obtain a username and password.
- (2) Please submit a certified true copy of the shareholder's Affidavit (issued not later than one year) 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 of the shareholder representative (Authorized Director) as specified in item 1.1 (2).

2. Appointment of Proxy to attend the Meeting**2.1 Individual Shareholder appoints proxy**

- (1) Registration Form (**Enclosure 9**) signed by the proxy.
- (2) The Proxy Form as attached in 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 by the shareholder.
- (4) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2).

2.2 Juristic Person appoints proxy

- (1) Registration Form which is signed by the proxy.
- (2) The Proxy Form as attached in 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 not later than one year) certified true by the authorized person of the juristic person shareholder or a power of attorney (if any) showing that the person who sign 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 by said authorized person.
- (5) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2).

2.3 Granting proxy to the Company's Independent Director as listed in **Enclosure 6 (*Profiles of Independent Directors for Appointment as Proxy by the Shareholders*)**

- (1) Registration Form signed by the proxy.
- (2) The Proxy Form as attached in Notice (Form A or Form B) which is marked in front of only one of the names of the Independent Directors specified in the Proxy Form to be 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 an individual, documents as specified in item 2.1 (3).
- (4) In case the shareholder is a juristic person, 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 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 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 by **25 April 2022**. 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 AGM program 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 the 20 Baht stamp duty 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.set.or.th/Account/Login?ReturnUrl=%2F>. The registration and DAP e-Shareholder Meeting User Manual shall be available for download at <https://www.set.or.th/en/eservice/shareholder.html> on 12 April 2022. Recommended systems for e-Shareholder Meeting program shall be as follows:

- Computer/ laptop/ tablet/ mobile phone (which can access a webcam for registration purposes).
- Shareholders and proxies can access the DAP e-Shareholder Meeting system via a web browser: Google Chrome (Recommended)/ Safari/ Internet Explorer (application download is not required) and via mobile phone (IOS/Android).
- If required, DAP e-Shareholder Meeting application can be downloaded at Cisco WebEx Meeting Application (PC/IOS/Android).

- The system supports both E-Meeting and E-Voting either attending in person or granted proxy by “Form B” as per **Enclosure 9**.

Sending questions in advance

Shareholders may send relevant questions in advance to email: comsec@boutiquecorporation.com in accordance with each agenda item **within 25 April 2022**. The Company will collect relevant questions in each agenda item and record them in the minutes after the meeting is completed. Shareholders or proxies who attend the meeting can also inquire about the meeting agenda item.

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 cast votes 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 ext. 8744 or 084-427-0166

แบบฟอร์มลงทะเบียนสำหรับผู้ถือหุ้นเพื่อเข้าร่วมประชุมสามัญผู้ถือหุ้น ประจำปี 2565
Registration Form for shareholders to attend the 2022 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 _____ จังหวัด _____
 Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
 รหัสไปรษณีย์ _____
 Postal Code _____
 อีเมล _____ หมายเลขติดต่อ (โทรศัพท์มือถือ) _____
 E-mail _____ Telephone Number _____

(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
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and have the rights to vote equal to _____ votes
 preference share _____ shares and have the rights to vote equal to _____ votes

มีความประสงค์เข้าร่วมประชุมผู้ถือหุ้นสามัญประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ โดย
 hereby wish to attend the 2022 Annual General Meeting of Shareholders via an Electronic meeting (E-AGM) by:

- เข้าร่วมประชุมด้วยตนเอง
 Attending the meeting on my own behalf
 มอบฉันทะเข้าร่วมประชุมแทนในครั้งนี้
 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 25 เมษายน 2565

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 (Sammitr), Ratchadaphisek Road, Klongtoey, Klongtoey, Bangkok within 25 April 2022.

3. เมื่อบริษัทฯ ได้ตรวจสอบรายชื่อผู้ถือหุ้นตามข้อมูล ณ วันกำหนดรายชื่อผู้ถือหุ้น (Record Date) วันที่ 5 เมษายน 2565 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 5 April 2022, 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 _____ จังหวัด _____
 Road Tambol/Kwaeng Amphur/Khet Province
 รหัสไปรษณีย์ _____
 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 _____
 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 _____
 Road Tambol/Kwaeng Amphur/Khet
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว
 Anyone of these person

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:

นางจุฬารัตน์ นามชัยศิริ Mrs. Julaporn Namchaisiri (มีส่วนได้เสียพิเศษในวาระที่ 5, 7 และ 10) (Having a special interest in Agenda Item 5, 7 and 10)

นายรัสเซล เลตัน เคคูเอวา Mr. Russell Leighton Kekuewa (มีส่วนได้เสียพิเศษในวาระที่ 5, 7 และ 10) (Having a special interest in Agenda Item 5, 7 and 10)

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้นและนิยามกรรมการอิสระ ตาม **สิ่งที่ส่งมาด้วยลำดับที่ 6**) (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. 6**)

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 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. โดยจะจัดการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders which will be held via electronic method (E-AGM) on 27 April 2022 at 2.00 p.m. or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

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.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
 (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)
 (Form with fixed and specific details authorizing proxy)

(เปิดอากรแสตมป์ 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 _____ จังหวัด _____
 Road Tambol/Kwaeng Amphur/Khet Province
 รหัสไปรษณีย์ _____
 Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บิวทิค 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 _____
 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 _____
 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:

นางจุฬารัตน์ นำชัยศิริ Mrs. Julaporn Namchaisiri (มีส่วนได้เสียพิเศษในวาระที่ 5, 7, และ 10) (Having a special interest in Agenda Item 5, 7 and 10)

นายรัสเซล เลตัน เคคูเอวา Mr. Russell Leighton Kekuewa (มีส่วนได้เสียพิเศษในวาระที่ 5, 7 และ 10) (Having a special interest in Agenda Item 5, 7 and 10)

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้นและนิยามกรรมการอิสระ ตาม **สิ่งที่ส่งมาด้วยลำดับที่ 6**) (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. 6**)

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 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. โดยจะจัดการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders which will be held via electronic method (E-AGM) on 27 April 2022 at 2.00 p.m. or such other date, time and place as the meeting may be held.

(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 รับทราบผลการดำเนินงานในรอบปี 2564

Agenda item no. 1 To acknowledge the Company’s operating results for the year 2021

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda item no. 2 To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2021

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 3 พิจารณานุมัติการงดจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล ประจำปี 2564

Agenda item no. 3 To consider and approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2021

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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 4

Agenda item no. 4

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

To consider and approve the election of directors to replace those who are due to retire by rotation

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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 นายเพิ่มพูน ไกรฤกษ์

Director's name Mr. Permpoon Krairiksh

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายขจรเดช แสงสุพรรณ

Director's name Mr. Kajohndet Sangsuban

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นายปรัชชะวันสิงห์ ทักราล

Director's name Mr. Prabsharan Singh Thakral

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2565

To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2022

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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

Agenda item no. 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565

To consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2022

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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

Agenda item no. 7

พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ ภายใต้โครงการ BC-ESOP 2022 ให้แก่กรรมการผู้บริหาร และพนักงานของบริษัทฯ /หรือ บริษัทย่อย

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 2022 program

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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 8 พิจารณานุมัติการลดทุนจดทะเบียน จากเดิม 774,100,000 บาท เป็น 682,129,056 บาท โดยตัดหุ้นที่ยังไม่ได้จำหน่ายออก จำนวน 91,970,944 หุ้น และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4.
Agenda item no. 8 To consider and approve the reduction of the Company's registered capital from 774,100,000 Baht to 682,129,056 Baht by removing 91,970,944 unallocated shares and the amendment of Clause 4 of the Company's Memorandum of Association

- 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียน จากเดิม 682,129,056 บาท เป็น 857,180,433 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 175,051,377 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4.
Agenda item no. 9 To consider and approve the increase of the Company's registered capital from 682,129,056 Baht to 857,180,433 Baht, by issuing 175,051,377 new ordinary shares, with a par value of THB 1 per share, and the amendment of Clause 4 of the Company's Memorandum of Association

- 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับ (1) การออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ กรรมการ ผู้บริหาร และพนักงาน ภายใต้โครงการ BC-ESOP 2022 (2) การเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) และ (3) การปรับสิทธิในใบสำคัญแสดงสิทธิ BC-W1
Agenda item no. 10 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 to directors, executives, and/or employees under the BC-ESOP 2022 program, (2) the capital increase through a general mandate and (3) the rights adjustments of BC-W1 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 11 วาระอื่น ๆ (ถ้ามี)

- Agenda item no. 11 Other business (if any)
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently 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
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote in accordance with my/our voting instructions 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. โดยจะจัดการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2022 Annual General Meeting of Shareholders on 27 April 2022 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 held.

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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

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

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

(ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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 _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท 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

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

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 _____
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 _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2 .กรุณาทำเครื่องหมาย
✓ ที่ 2. และเลือกกรรมการอิสระ

If choosing No. 2, please mark ✓ at
 2. and select the Independent
Director.

2. มอบฉันทะให้กรรมการอิสระของบริษัท คือ

Appoint the following Independent Director of the Company:

นางจุฬารัตน์ นำชัยศิริ Mrs. Julaporn Namchaisiri (มีส่วนได้เสียพิเศษในวาระที่ 5, 7 และ 10) (Having a special interest in Agenda Item 5, 7 and 10)

นายรัสเซล เลตัน เคคูเอวา Mr. Russell Leighton Kekuewa (มีส่วนได้เสียพิเศษในวาระที่ 5, 7 และ 10) (Having a special interest in Agenda Item 5, 7 and 10)

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะของผู้ถือหุ้นและนิยามกรรมการอิสระ ตามสิ่งที่ส่งมาด้วยลำดับที่ 6) (Profiles and conflict of interest of the Independent Director are detailed in Profiles of the Independent Director for Appointment as Proxy and Definition of Independent Director set out in Enclosure No. 6)

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”) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. โดยจะจัดการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on 27 April 2022 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 held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We grant my/our proxy to vote on my/our behalf as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the number of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy 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

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับทราบผลการดำเนินงานในรอบปี 2564

Agenda item no. 1 To acknowledge the Company’s operating results for the year 2021

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงิน สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda item no. 2 To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2021

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 3

Agenda item no. 3

พิจารณาอนุมัติการงดจ่ายเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล ประจำปี 2564

To consider and approve the omission of appropriation of the net profit as a legal reserve and the omission of dividend payment for the year 2021

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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 4

Agenda item no. 4

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

To consider and approve the election of directors to replace those who are due to retire by rotation

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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 นายเพิ่มพูน ไกรฤกษ์

Director's name Mr. Permpoon Krairiksh

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ นายขจรเดช แสงสุพรรณ

Director's name Mr. Kajohndet Sangsuban

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นายปรัชชะวันสิงห์ ทักราล

Director's name Mr. Prabsharan Singh Thakral

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2565

To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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

Agenda item no. 6

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565

To consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently 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 ภายใต้โครงการ BC-ESOP 2022 ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทฯ /หรือ บริษัทย่อย

Agenda item no. 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 2022 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการลดทุนจดทะเบียน จากเดิม 774,100,000 บาท เป็น 682,129,056 บาท โดยตัดหุ้นที่ยังไม่ได้จำหน่ายออก จำนวน 91,970,944 หุ้น และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4.

Agenda item no. 8 To consider and approve the reduction of the Company's registered capital from 774,100,000 Baht to 682,129,056 Baht by removing 91,970,944 unallocated shares and the amendment of Clause 4 of the Company's Memorandum of Association

- 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียน จากเดิม 682,129,056 บาท เป็น 857,180,433 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 175,051,377 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4.

Agenda item no. 9 To consider and approve the increase of the Company's registered capital from 682,129,056 Baht to 857,180,433 Baht, by issuing 175,051,377 new ordinary shares, with a par value of THB 1 per share, and the amendment of Clause 4 of the Company's Memorandum of Association

- 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ เพื่อรองรับ (1) การออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่กรรมการ ผู้บริหาร และพนักงาน ภายใต้โครงการ BC-ESOP 2022 (2) การเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) และ (3) การปรับสิทธิในใบสำคัญแสดงสิทธิ BC-W1

Agenda item no. 10 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 to directors, executives, and/or employees under BC-ESOP 2022 program, (2) the capital increase through a general mandate and (3) the rights adjustments of BC-W1 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 ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

วาระที่ 11

เรื่องอื่น ๆ (ถ้ามี)

Agenda item no. 11

Other business (if any)

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

 เห็นด้วย ไม่เห็นด้วยงดออกเสียง

Approve

Disapprove

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting instructions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting instruction on any agenda item or have not clearly specified or in case 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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 บูติก คอร์ปอเรชั่น จำกัด (มหาชน)
A proxy is granted by a shareholder of Boutique Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่ 27 เมษายน 2565 เวลา 14.00 น. โดยจะจัดการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2022 Annual General Meeting of Shareholders on 27 April 2022 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 held.

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:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง 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:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง 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:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง 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:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

Enclosure 10**QR Code Downloading Procedures for the Annual Registration Statement / 2021 Annual Report (Form 56-1 One Report) and copy of the Company's financial statements for the fiscal year ended 31 December 2021**

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 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.

► For iOS operating system

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access information in relation to the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or Line.

► For Android operating system

1. Open applications such as QR Code Reader, Facebook or Line.

How to scan the QR Code via Line application

- Open Line application and click on "Add friend" ► Choose “QR Code” ► Scan the QR Code
2. Scan the QR Code to access documents in relation to the meeting