

Invitation to the 2023 Annual General Meeting
of Shareholders

Boutique Corporation Public Company Limited

Wednesday, 26 April 2023 at 14.00 hours

Via electronic means (E-AGM)

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(English Translation)

24 March 2023

Subject: Invitation to the 2023 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 2022 and the copy of the Company's financial statements for the fiscal year ended 31 December 2022
2. Profiles of the Nominated Candidates for the Election of Directors
3. Profiles of the Nominated Auditors for the Year 2023
4. Key Features of the BC-ESOP 2023 Program to Issue and Offer Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited to the Directors, Executives, and Employees of the Company and/or its Subsidiaries
5. Report Form for Capital Increase (F53-4)
6. Profiles of the Independent Directors for 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 2023 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
9. Registration Form and Proxy Forms
10. 2023 Annual General Meeting of Shareholders Question Form
11. QR Code Downloading Procedures for the 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) and a copy of the Company's financial statements for the fiscal year ended 31 December 2022

The Board of Directors' Meeting of Boutique Corporation Public Company Limited (the "Company") No. 1/2023, held on 22 February 2023, resolved to approve the convening of the 2023 Annual General Meeting of Shareholders (AGM) on Wednesday, 26 April 2023 at 14.00 hrs. The shareholders' meeting will be held via electronic means (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), and other relating laws and regulations. The Board of Directors also resolved to approve to fix the date to determine the list of shareholders who are entitled to attend the meeting (Record Date) on 22 March 2022.

The Company would like to inform you that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on 18 November 2022, was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date and has been uploaded on the Company's website since 1

December 2022 for the shareholders to review. None of the shareholders requested to amend the minutes. In addition, the Company has announced the notice of invitation to the 2023 Annual General Meeting of Shareholders together with related supporting documents on the Company website at <https://investor.boutiquecorporation.com/en/shareholder-information/shareholders-meeting> since 24 March 2023.

In compliance with the Good Corporate Governance Principles, the Company had provided the opportunity for the minority shareholders to propose agenda items in advance through the Company's website from 1 November 2022 until 31 January 2023. None of the shareholders proposed additional agenda items for the 2023 Annual General Meeting of Shareholders. Therefore, the Board of Directors set forth the following agenda items:

Agenda Item 1	To acknowledge the Company's operating results for the year 2022
<u>Facts and rationale</u>	The Company has summarized the operating results occurred during the year 2022 in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for the year 2022. The details are as set out in Enclosure 1 (<i>The Annual Registration Statement / Annual Report (Form 56-1 One Report) for the year 2022</i>).
<u>Board of Directors' opinion</u>	The Board of Directors has considered and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to acknowledge the Company's operating results for the year 2022, as per the above details.
<u>Voting</u>	This agenda item is for acknowledgement and no vote casting is required.
Agenda Item 2	To consider and approve the Company's financial statements for the fiscal year ended 31 December 2022
<u>Facts and rationale</u>	<p>Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) (the "PLC Act") and Article 39 of the Company's Articles of Association require that the Board of Directors shall prepare a balance sheet and the profit and loss statement at the end of the Company's fiscal year and present them to the annual general meeting of shareholders for consideration and approval.</p> <p>The Company has prepared the financial statements of the Company for the fiscal year ended 31 December 2022, which have been audited by a certified public accountant and reviewed by the Audit and Corporate Governance Committee, as well as obtained the approval from the Board of Directors. The</p>

details are as set out in Enclosure 1 (A copy of the financial statements of the Company for the fiscal year ended 31 December 2022).

Board of Directors' opinion

The Board of Directors has considered and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the financial statements of the Company for the fiscal year ended 31 December 2022 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 majority vote of the 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 2022

Facts and rationale

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

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

In 2022, the Company had a net profit of Baht 7.1 million, with a retained loss of Baht 101.7 million as appeared in the Company's separate financial statements for the fiscal year ended 31 December 2022 (Enclosure 1).

Thus, it is deemed appropriate to propose to the 2023 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 2022.

Board of Directors' opinion

The Board of Directors has considered and deemed appropriate to propose to the 2023 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 2022.

Voting

The resolution of this agenda item requires a majority vote of the 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 for the year 2023

Facts and rationale

Pursuant to Section 71, paragraph two, of the PLC Act and Article 17 of the Company's Articles of Association, at every annual general shareholder meeting, one-third of the directors, or if it is not a multiple of three, then the number nearest to one-third, shall retire from the office and such retired directors may be re-elected. At the 2023 Annual General Meeting of Shareholders, there are 3 directors who shall retire by rotation namely:

No.	Name	Position
1)	Dr. Julaporn Namchaisiri	Independent Director/ Member of Audit and Corporate Governance Committee/ Member of Nomination and Remuneration Committee
2)	Mr. Richard Peter Neville	Director
3)	Mrs. Natcha Vinichbutr	Director

To promote the compliance with the good corporate governance principles, the Company had provided an opportunity for the shareholders to nominate potential candidates to be elected as the Company's directors from 1 November 2022 to 31 January 2023, details of which are announced on the Company's

website. However, there were no candidates nominated by the shareholders for the director election.

The Nomination and Remuneration Committee undertook the nomination process by considering qualifications of directors as defined in the Charter of the Board of Directors, taking into account the knowledge, competency, experience beneficial to the Company's business operations, board diversity in various aspects such as gender, age, education, experience, professional qualifications, and commercial specialization, possessing the required qualifications without the prohibited characteristics under the PLC Act and the Securities and Exchange Act B.E. 2535 (1992) (and as amended) (the "Securities Act"), including other relevant notifications.

The Nomination and Remuneration Committee has thoroughly considered qualifications of the three retiring directors, namely, 1) Dr. Julaporn Namchaisiri 2) Mr. Richard Peter Neville, and 3) Mrs. Natcha Vinichbutr, and opined that these three persons have the capability, experience and expertise which are beneficial to the Company's business. They are also fully qualified and have no prohibited qualifications under the PLC Act and the Securities Act. After prudent consideration, the Nomination and Remuneration Committee, excluding those with vested interests in this matter, recommended that the Board of Directors propose to the 2023 Annual General Meeting of Shareholders to consider and approve the election of 1) Dr. Julaporn Namchaisiri 2) Mr. Richard Peter Neville and 3) Mrs. Natcha Vinichbutr, to resume their directorship for another term. The profiles of the three candidates appear in Enclosure 2 (*Profiles of the nominated candidates for the election of directors*).

Board of Directors' opinion

The Board of Directors, excluding the directors with vested interests, has deliberately and carefully considered by taking into account the utmost benefit of the Company, and concurred with the Nomination and Remuneration Committee's recommendation and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the election of 1) Dr. Julaporn Namchaisiri 2) Mr. Richard Peter Neville and 3) Mrs. Natcha Vinichbutr, to resume their directorship for another term.

Voting The resolution of this agenda item requires a majority vote of the 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 2023**

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

Criteria and procedure for proposal of the directors' remuneration

The Nomination and Remuneration Committee (the "NRC") considers appropriateness of the remuneration of the Company's directors and the sub-committees by considering various factors, such as the Company's operating results, the size of business, the duties and responsibilities of the Company's directors and sub-committees, as well as benchmarking with other listed companies in the same industry and of similar size, with reference to the 'Directors Compensation Survey' conducted by the Thai Institute of Directors (IOD). Then the NRC shall propose to the Board of Directors to consider and propose this matter to the 2023 Annual General Meeting of Shareholders for approval.

After due consideration according to the above criteria and procedure, the NRC opined that the Company's directors remuneration is comparable to industry peers, and deemed it appropriate to recommend the Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and

approve the remuneration of the Company's directors and the sub-committees for the year 2023, which is equal to the remuneration in 2022, detailed as follows.

(1) Monetary Remuneration

Position	Proposed remuneration for the year 2023	Remuneration for the year 2022
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:

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

(2) Other Benefits

Position	Proposed benefits for the year 2023	Benefits for the year 2022
The Board of Directors	Refer to the proposal to the 2023 AGM to consider and approve the issuance and offering of the newly issued ordinary shares to directors, executives and/or	The 2022 AGM resolved to approve the issuance and offering of the newly issued ordinary shares to directors, executives and/or employees of

	employees of the Company and/or subsidiaries under the "BC-ESOP 2023 program" in agenda 7	the Company and/or subsidiaries under the BC-ESOP 2022 program
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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 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the directors and the sub-committees for the year 2023 as per the above details.

Voting The resolution of this agenda item requires a vote of not less than two-thirds (2/3) of the total votes of the shareholders 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 determination of the auditor's remuneration for the year 2023**

Facts and rationale Section 120 of the PLC Act and Article 36 of the Articles of Association of the Company require that the annual general meeting of shareholders 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 2023, the management team has proposed to the Audit and Corporate Governance Committee to consider and recommend the Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of EY Office Limited as the Company's auditor for the year 2023. EY Office Limited not only

understands the nature of the Company's business and has performed the duties expertly, but also has performance standard, expertise in auditing, effective audit procedures and independency. When compared to the scope of service offered, responsibilities, and more workload from the Company's business expansion in Thailand and overseas, EY Office Limited apparently offered appropriate audit fees and the utmost benefits to the Company. The nominated auditors from EY Office Limited to be appointed as the Company's auditors for the year 2023 are as follows:

1. Miss Kessirin Pinpuvadol Certified Public Accountant number 7325 and/or
(Certified on the Company's financial statements in 2022, 1 year in total)
2. Miss Sumesa Tangyoosuk Certified Public Accountant number 7627 and/or
(Never certified on the Company's financial statements)
3. Mrs. Wilai Sunthornwanee Certified Public Accountant number 7356
(Never certified on the Company's financial statements)

In the process of selecting the Company's auditor for the year 2023, 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 the qualifications that are not contrary to the Securities and Exchange Commission's regulations. Their profiles appear in Enclosure 3 (*Profiles of nominated Auditors for the year 2023*).

Additionally, the Audit and Corporate Governance Committee deemed it appropriate to recommend the Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's auditor for the fiscal year 2023 in the amount of Baht 3,000,000 (excluding value added tax and withholding tax), which is the same rate as in the previous year, details are shown below.

Comparison of the Auditor's Remuneration for the Year 2023 and 2022

Auditor's remunerations	Proposed remuneration for the fiscal year 2023	Remuneration for the fiscal year 2022
Audit Fee	Baht 3,000,000	Baht 3,000,000
Non – Audit Fee	- None -	- None -

The Company would like to notify that EY Office Limited shall also be appointed as the auditor of the Company's subsidiaries, joint ventures and associates, totaling 40 companies. The other disparate auditors shall be appointed as the auditors of another 11 subsidiaries, joint ventures and associates for the fiscal year ended 31 December 2023. The aggregated audit fees for the Company, its subsidiaries, joint ventures and associates totaling 51 companies for the fiscal year ended 31 December 2023 shall be initially Baht 8,344,000, compared to Baht 7,874,000 for a total of 54 companies for the fiscal year ended 31 December 2022. The main reason for the increase in total audit fee despite smaller number of group companies is because of increases in business activities at certain subsidiaries and affiliate companies.

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

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

Board of Directors' opinion

The Board of Directors concurred with the recommendation of the Audit and Corporate Governance Committee and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of Miss Kessirin Pinpuvadol, Certified Public Accountant Registration No. 7325 and/or Miss Sumesa Tangyoosuk, Certified Public Accountant Registration No. 7627 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 2023; and the determination of the auditor's remuneration for the year 2023 in the amount of Baht 3,000,000

Voting

The resolution of this agenda item requires a majority vote 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 2023 program

Facts and rationale

The Company intends to issue and offer the newly issued ordinary shares of the Company under the BC-ESOP 2023 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 2023 program") for the purpose of creating motivation and a sense of ownership in order to work to the best of their abilities for a sustainable growth of the group of companies and retaining valuable personnel to work with the Company and/or its subsidiaries in the long term. Moreover, the capital increase proceeds from the offering of the newly issued ordinary under the BC-ESOP 2023 program will support the Company's working capital and generate returns to the Company's shareholders in the future. Details of the BC-ESOP 2023 program appear in Enclosure 4.

In addition, the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer shall have the power to undertake any other actions that are necessary for or relevant to the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2023 program as allowed by the relevant laws.

Board of Directors' opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2023 program to the directors, executives and employees of the Company and/or its subsidiaries in an amount of not exceeding 20,000,000

shares, at the par value of Baht 1 per share, which represents not more than 3.51 percent of the total paid-up capital of the Company as of 22 February 2023. No directors, executives or employees of the Company and/or its subsidiaries shall receive the allocation of more than 5 percent of the total newly issued ordinary shares to be issued and offered under BC-ESOP 2023 program. The Board also deemed appropriate to propose to the 2023 AGM to consider and approve the relevant delegation of authority as per above details.

Voting

The resolution of this agenda item requires a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote, including the abstention in the calculation base; and there must not be a veto from the shareholders of more than 10 percent of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda Item 8

To consider and approve the reduction of the Company's registered capital from Baht 857,180,433 to Baht 678,305,657 by removing 178,874,776 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. 1/2023, held on 22 February 2023, resolved to propose the 2023 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2023 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 any international laws (Preferential Public Offering), and to specific persons (Private Placement). However, pursuant to Section 136 of the PLC Act, the Company may issue new shares when all shares have been

sold and fully paid up. Otherwise, the remaining shares must be the shares issued to accommodate the convertible debentures and warrants.

The Company currently has the unsold ordinary shares in total of **178,874,776** shares which are reserved to accommodate:

- (1) The capital increase through a general mandate in the amount of 152,898,000 shares;
- (2) The exercise of warrants to purchase the newly issued ordinary shares of the Company allocated to the directors, executives, and employees of the Company and/or its subsidiaries No.1 (BC-ESOP-W1) that have not been allocated or have been cancelled due to the cessation of employment in the amount of 6,865,832 shares;
- (3) 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 for the year 2022 (BC-ESOP-2022 Program) in the amount of 19,110,944 shares.

Therefore, the Company has to reduce its registered capital in an amount of Baht **178,874,776**, from Baht **857,180,433** to Baht **678,305,657**.

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

Clause 4.	Registered capital	678,305,657 Baht (Six Hundred Seventy-Eight Million Three Hundred and Five Thousand Six Hundred Fifty-Seven Baht)
	Divided into	678,305,657 Shares (Six Hundred Seventy-Eight Million Three Hundred and Five Thousand Six Hundred Fifty-Seven Shares)
	Par value per share	1 Baht (One Baht)

Categorized into

Ordinary shares	678,305,657 Shares (Six Hundred Seventy-Eight Million Three Hundred and Five Thousand Six Hundred Fifty-Seven Shares)
Preferred shares	- Share (Zero Share)

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

Board of Directors' opinion

The Board of Directors has considered and viewed that the reduction of the registered capital is appropriate and has no impact to the rights of the shareholders and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital from the existing registered capital of Baht 857,180,433 to Baht 678,305,657, by cancelling the 178,874,776 unsold ordinary shares which are reserved to accommodate: (1) the capital increase through a general mandate amounted to 152,898,000 shares, (2) the exercise of warrants under the BC-ESOP-W1 program that have not been allocated or have been cancelled due to the cessation of employment amounted to 6,865,832 shares, and (3) the issuance and the offering of the newly issued ordinary shares under the BC-ESOP-2022 program amounted to 19,110,944 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 the 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 Baht 678,305,657 to Baht 869,089,090 by issuing 190,783,433 new ordinary shares, with a par value of Baht 1 per share and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the registered capital

Facts and rationale

The Company intends to issue and offer the newly issued ordinary shares of the Company to accommodate: (1) the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2023 program to the directors, executives, and employees of the Company and/or its subsidiaries in an amount of not exceeding 20,000,000 shares (as per the details aforementioned in Agenda Item 7); and (2) the capital increase through a general mandate in an amount of not exceeding 170,783,433 shares 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 any international laws (Preferential Public Offering) and to specific persons (Private Placement). The details of the capital increase appear in **Enclosure 5** (*Capital Increase Report Form (F53-4)*).

Therefore, the Company has to increase its registered capital by Baht 190,783,433, from the existing registered capital of Baht 678,305,657 to Baht 869,089,090, by issuing 190,783,433 newly issued ordinary shares, with a par value of Baht 1 per share.

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

Clause 4.	Registered capital	869,089,090 Baht (Eight Hundred Sixty-Nine Million Eighty-Nine Thousand Ninety Baht)
	Divided into	869,089,090 Shares (Eight Hundred Sixty-Nine Million Eighty-Nine Thousand Ninety Shares)

Par value per share	1 Baht (One Baht)
Categorized into	
Ordinary shares	869,089,090 Shares (Eight Hundred Sixty-Nine Million Eighty-Nine Thousand Ninety Shares)
Preferred shares	- Share (Zero Share)

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

Board of Directors' opinion

The Board of Directors has considered and viewed that the 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**). The Board deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 678,305,657 to Baht 869,089,090, by issuing 190,783,433 newly issued ordinary shares, with a par value of Baht 1 per share; the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital; and the relevant delegation of authority as per the above details.

Voting

The resolution for this agenda item requires the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders 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 2023 program, and (2) the capital increase through a General Mandate

Facts and rationale

According to the plan to increase the Company's registered capital from the existing registered capital of Baht 678,305,657 to Baht 869,089,090, by issuing 190,783,433 newly issued ordinary shares, with a par value of Baht 1 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 190,783,433 shares, with a par value of Baht 1 per share, as follows:

1. allocate not exceeding 20,000,000 newly issued ordinary shares, with a par value of Baht 1 per share, to be offered to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2023 program;
2. allocate not exceeding 170,783,433 newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the capital increase through general mandate as follows:
 - (a) allocate not exceeding 20% of the paid-up capital of the Company, or 113,855,622 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 any international laws (Preferential Public Offering);
 - (b) allocate not exceeding 10% of the paid-up capital of the Company, or 56,927,811 shares, to be issued and offered to 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) (and as amended).

However, the total number of shares allocated according to clauses (a) and (b) above will not exceed 170,783,433 shares, equivalent to 30.00% of the paid-up capital of the Company, as at the date the Board of Directors resolved to approve

the capital increase through a general mandate pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies B.E. 2563 (A.D. 2020).

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

Proceeds derived from the allocations of the newly issued ordinary shares as mentioned above will be used for investment and business expansion, as well as working capital and/or repayment of debts. Details appear in Enclosure 5 (*Capital Increase Report Form (F53-4)*).

Moreover, the Board of Director deemed it 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 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 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 investors, conditions, offering period, as well as negotiating, agreeing and signing any agreements and/or documents necessary for and relevant to such allocation of the newly issued ordinary shares, including amending such agreements and documents, and signing applications, waivers, and any documents necessary for and relevant to such allocation of the newly issued ordinary shares, including contacting and filing documents with the relevant government authorities or agencies, as well as listing such newly issued ordinary shares on the MAI and undertaking any other actions necessary for and relevant to such allocation of the newly issued ordinary shares.

Board of Directors' opinion

The Board of Directors has considered and deemed it appropriate to propose to the 2023 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 2023 program in an amount of not exceeding 20,000,000 shares at a par value of Baht 1 per share; and (2) the capital increase through a general mandate in an amount of not exceeding 170,783,433 shares at the par value of Baht 1 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 any international laws (Preferential Public Offering) and to specific persons (Private Placement); as well as to consider and approve the relevant delegation of authority as per the above details.

Voting

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

Agenda Item 11

Other business (if any)

The Company hereby invites all shareholders to attend the 2023 Annual General Meeting of Shareholders on 26 April 2023 at 14.00 hrs. The shareholders' meeting will be held via electronic means (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), and other relating laws and regulations. The registration to attend the 2023 Annual General Meeting of Shareholders will be starting from 7 April 2023 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 cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity verification documents, as well as the voting process and vote counting procedures as set out in Enclosure 8 (Identity verification and process to attend the 2023 Annual General Meeting of Shareholders via electronic means (E-AGM)). The shareholders or proxies shall deliver a signed copy identity documents and signed proxy forms (in case of appointing a proxy) as set out in Enclosure 8 to the Company Secretary Division, via email to: comsec@boutiquecorporation.com; or mail to: Boutique Corporation Public Company Limited, 170/67 Ocean Tower 1, 21st Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110 (Attention to: Company Secretary Division) within 24

April 2023. Once the Company has verified the information according to the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders as of the Record Date on 22 March 2023, the Company will then reply an email providing a Username and Password to the email account of the shareholders and/or proxies as specified in the verification document for further logging in to the E-AGM system.

In this regard, the shareholders may appoint one of the Independent Directors of the Company, namely Mr. Permpoon Krairiksh, Mr. Kajohndet Sangsuban or Mr. Russell Leighton Kekuewa, as a proxy to attend the meeting and cast the votes on the shareholder's behalf. The Profiles of the said Independent Directors are set out in Enclosure 6 (*Profiles of the Independent Directors for Appointment of Proxy by the Shareholders and the Definition of Independent Directors*). The shareholders shall deliver the signed proxy form with Stamp Duty of Baht 20 affixed and relevant supporting documents attached, as detailed in Enclosure 8 (*Identity verification and process to attend the 2023 Annual General Meeting of Shareholders via electronic means (E-AGM)*) to Company Secretary Division, via email to: comsec@boutiquecorporation.com; or mail to: Boutique Corporation Public Company Limited, 170/67 Ocean Tower 1, 21st Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110 (Attention to: Company Secretary Division) within 24 April 2023.

Furthermore, the shareholders can submit questions related to each agenda in advance by filling in the "Question Form" as detailed in Enclosure 10 and send to the Company within 24 April 2023. The submitted questions will be responded in relevant agenda during the meeting and recorded in the minutes of the meeting. In this regard, the shareholders or proxies attending the meeting can also ask questions related to each agenda during the meeting.

Yours faithfully,

Boutique Corporation Public Company Limited



Mr. Prabsharan Singh Thakral

Authorized Director



Mrs. Natcha Vinichbutr

Authorized Director

Supporting documents for Agenda Items 1 and 2

The Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) and Copy of the Company's
Financial Statements for the Fiscal Year Ended 31 December 2022 in QR Code format



wMvbm6RdYA

Supporting Documents for Agenda Item 4


Profiles of the Nominated Candidates for the Election of Directors

Subject	Details	
Name-Surname	Dr. Julaporn Namchaisiri	
Age	65 years 4 months	
Nationality	Thai	
Type of director to be nominated	Independent Director	
Educational background	<ul style="list-style-type: none"> – Doctor of Philosophy (Organization Development), Assumption University of Thailand – Master of Arts (Economics), Stanford University, California, USA – Bachelor of Arts (Economics), Stanford University, California, USA 	
Training courses	<ul style="list-style-type: none"> – Director Certification Program (DCP) Class No. 100/2008, Thai Institute of Directors (IOD) – Advanced Audit Committee Program (AACP 32/2019), Thai Institute of Directors (IOD) – FA license, Association of Thai Securities Company (ASCO) – Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy (TEA 12) – Executive Program, Capital Market Academy (CMA 30) 	
Appointment date as the Company's director	29 May 2020	
Number of years of directorship	2 years 11 months (tenure as of the date of the 2023 Annual General Meeting of Shareholders).	
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 appear in the Invitation Letter under Agenda Item 4).	
Shareholding in the Company (as of 31 December 2022)	- None -	

Subject	Details						
Relationship with directors, executives, or major shareholders of the Company or its subsidiaries	- None -						
Current directorship/ executive position in other listed companies	Feb 2023 – Present Director / Independent Director / Chairman of the Audit Committee Readyplanet Public Company Limited						
Current directorship/executive position in non-listed companies	Apr 2020 – Present Director Namchaisiri Holding Company Limited Apr 2016 – Present Managing Partner Vitisa Limited Partnership Jan 2009 – Present Director Bangkok Union Economic Company Limited						
Directorship/executive position in other companies potentially having conflict of interest with the Company	- None -						
Interests in the Company, parent company, subsidiaries, associates or any legal entities that may have conflicts, at present or in the past 2 years	<ul style="list-style-type: none"> - Not being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee. - Not being a professional service provider (e.g., auditor, lawyer). - Not having the significant business relations that may affect the ability to perform independently. 						
Meeting attendance in 2022	<table border="0" style="width: 100%;"> <tr> <td style="width: 60%;">Board of Directors' Meeting</td> <td style="width: 10%; text-align: center;">8/9</td> <td style="width: 30%; text-align: right;">Times</td> </tr> <tr> <td>Shareholders' Meeting</td> <td style="text-align: center;">2/2</td> <td style="text-align: right;">Times</td> </tr> </table>	Board of Directors' Meeting	8/9	Times	Shareholders' Meeting	2/2	Times
Board of Directors' Meeting	8/9	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. Richard Peter Neville	
Age	62 years 6 months	
Nationality	Canadian	
Type of director to be nominated	Director	
Educational background	<ul style="list-style-type: none"> – Master of Business Administration in Finance, University of Western Ontario, Canada – Bachelor's degree in Commerce, Royal Military College of Canada, Canada 	
Training courses	<ul style="list-style-type: none"> – Director Certification Program (DCP) Class No. 7/2002, Thai Institute of Directors (IOD) – Sustainability and Climate Risk Certification, Global Association of Risk Professionals 	
Appointment date as the Company's director	27 April 2018	
Number of years of directorship	5 years (tenure as of the date of the 2023 Annual General Meeting of Shareholders)	
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 31 December 2022)	0.0879% (direct shareholding)	
Relationship with directors, executives, or major shareholders of the Company or its subsidiaries	- None -	

Subject	Details						
Current directorship/ executive position in other listed companies	- None -						
Current directorship/executive position in non-listed companies	- None -						
Directorship/executive position in other companies potentially having conflict of interest with the Company	- None -						
Meeting attendance in 2022	<table border="0"> <tr> <td data-bbox="670 583 976 611">Board of Directors' Meeting</td> <td data-bbox="1052 583 1089 611">9/9</td> <td data-bbox="1149 583 1214 611">Times</td> </tr> <tr> <td data-bbox="670 636 919 663">Shareholders' Meeting</td> <td data-bbox="1052 636 1089 663">2/2</td> <td data-bbox="1149 636 1214 663">Times</td> </tr> </table>	Board of Directors' Meeting	9/9	Times	Shareholders' Meeting	2/2	Times
Board of Directors' Meeting	9/9	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	Mrs. Natcha Vinichbutr	
Age	43 yrs 7 m	
Nationality	Thai	
Type of director to be nominated	Director	
Educational background	<ul style="list-style-type: none"> – Master's degree in Finance and Marketing, Sasin Graduate Institute of Business Administration – Bachelor's degree in Electrical Engineering, Chulalongkorn University 	
Training courses	<ul style="list-style-type: none"> – Directors Accreditation Program (DAP) Class No.181/2021, Thai Institute of Directors (IOD) – TLCA – CFO CPD No. 1/2022 Subject “Enhancement of the quality of financial reports of Thai listed companies” – TLCA – IR Sharing 3/2022 Subject “Collaborative tasks between CFO and IR” – TLCA – Seminar: Disclosure of information for management discussion and analysis – ASCO Training – “Accounting issues related to new business transaction” – SET – Summary of the Thai Financial Reporting Standards which will be changed and implemented in 2023 – SET – The NEW CFO 2022 “Driving Business Growth through Mergers & Acquisition: CFO CAN DO” – SEC – Easy Listening: Accounting Tips not to be missed for AC EP.2 – SET – Digital Asset with the opportunity of business growing (New S-Curve) course for Thai listed companies – EY – Assets tax update 	

Subject	Details						
Appointment date as the Company's director	11 October 2022						
Number of years of directorship	0 year 6 months (tenure as of the date of the 2023 Annual General Meeting of Shareholders)						
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 31 December 2022)	0.0813% (direct shareholding)						
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	2023 – Present Director EMPOWER X Company Limited						
Directorship/executive position in other companies potentially having conflict of interest with the Company	- None -						
Meeting attendance in 2022	<table data-bbox="672 1312 1218 1396"> <tr> <td>Board of Directors' Meeting</td> <td>3/3</td> <td>Times</td> </tr> <tr> <td>Shareholders' Meeting</td> <td>1/1</td> <td>Times</td> </tr> </table> <p>Remark Mrs. Natcha Vinichbutr was appointed as a director to replace Mr. Ekanut Ungphakorn by the resolution of the Board of Directors' Meeting No. 7/2022 held on 11 October 2022.</p>	Board of Directors' Meeting	3/3	Times	Shareholders' Meeting	1/1	Times
Board of Directors' Meeting	3/3	Times					
Shareholders' Meeting	1/1	Times					

Supporting Documents for Agenda Item 6

Profiles of the Nominated Auditors for the Year 2023

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

Supporting Documents for Agenda Item 6
Profiles of the Nominated Auditors for the Year 2023

Subject	Details	
Name - Surname	Miss Sumesa Tangyoosuk	
Position	Partner	
Company	EY Office Limited	
Certified Public Accountant number	7627	
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	
Educational background	<ul style="list-style-type: none"> - Master's degree in Accounting, Thammasat University - Bachelor's degree in Accounting, Thammasat University 	
Working Period	2001 - 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 automotive, manufacturing, services, consumer products and public transport. 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 6
Profiles of the Nominated Auditors for the Year 2023

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	
Educational background	– 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 2023 Program to Issue and Offer Newly Issued Ordinary Shares of Boutique Corporation Public Company Limited to the Directors, Executives, and Employees of the Company and/or its Subsidiaries

1. Objectives and necessity of the issuance and offering of Newly Issued Ordinary Shares under the BC-ESOP 2023 Program

To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of Boutique Corporation Public Company Limited (the “Company”) and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, the capital increase proceeds under the BC-ESOP 2023 program will support the Company’s working capital and generate returns to the Company’s shareholders in the future.

2. Details of the issuance and offering of Newly Issued Ordinary Shares under the BC-ESOP 2023 Program

Issuer:	Boutique Corporation Public Company Limited
Type of Securities:	Newly issued ordinary shares of the Company to be issued and offered to the directors, executives, and employees of the Company and/or its subsidiaries
Number of Ordinary Shares to be Issued and Offered	Not exceeding 20,000,000 shares, at the par value of 1 Baht per share, representing 3.51% of the total paid-up shares of the Company ¹
Offering size:	Approximately 30,000,000 Baht (assuming offering price at 1.5 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 2023 until January 2024, 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

¹ The paid-up capital of the Company, as at the date on which the Board of Directors of the Company resolved the matter, was 569,278,112 Baht.

	<p>the volume-weighted average price of the Company's stocks, traded in the MAI during the period of 15 days before each Offering Date under the BC-ESOP 2023 program.</p> <p>"Offering Date" refers to the date(s) on which the Board of Directors' meeting resolved to determine as the date(s) to offer the newly issued ordinary shares to the directors, executives and/or employees under the BC-ESOP 2023 program which are the 25th of each month starting from May 2023 until January 2024.</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) (and as amended)</p>
<p>Lock-up Period:</p>	<p>For directors and executives in accordance with the definition under the Securities and Exchange Act B.E. 2535 (A.D. 1992) (and as amended) (the "Securities Act") which refer to the Chief Executive Officer (CEO) and all C-suites (executives who directly report to the CEO), there is a lock-up period of 90 days from the allocation date, during which such directors and executives are not allowed to sell their newly allotted ordinary shares.</p> <p>For personnel other than directors and executives described in the first paragraph will be allowed to sell their newly allotted ordinary shares according to the following lock-up mechanism:</p> <p>Such personnel may sell up to 1/3 of the allocated amount after 30 days from the allocation date, 2/3 after 60 days from the allocation date and all of the allocated amount after 90 days from the allocation date.</p>
<p>Secondary Market for the Newly Issued Ordinary Shares:</p>	<p>The Company will register the ordinary shares subscribed under the BC-ESOP 2023 program as listed securities on the MAI.</p>

Other Benefits beyond those of the Company's Common Shares:	- None -
Benefits from the Capital Increase to the Company:	To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of the Company and/or its subsidiaries in the future and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, the capital increase proceeds under the BC-ESOP 2023 program will support the Company's working capital and to generate return to the Company's shareholders in the future.
Benefits from the Capital Increase to Shareholders of the Company:	Shareholders of the Company will benefit as the Company can utilize the proceeds as working capital to support its business operations.

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

The Board of Directors views that the issuance and offering of the newly issued ordinary shares of the Company to directors, executives, and employees of the Company and/or its subsidiaries will motivate them to work with the Company in the long term, and create a sense of ownership which brings about the commitment and devotion to lead the Company to sustainable growth. Moreover, the capital increase proceeds under the BC-ESOP 2023 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 2023 program represents 3.51%, or not exceeding 5%, of the paid-up capital of the Company as at the date on which the Board of Directors' Meeting resolves to approve such matter. In addition, such offer is not considered at a discount according to the securities offering regulations.

4. Conditions and offering method

The criteria for the directors, executives, and employees to be entitled to the allotment of the newly issued ordinary shares under BC-ESOP 2023 program are as follows:

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

Directors who also hold a position as the Company's advisors, executives and employees who participate in the BC-ESOP 2023 program with a consent to have their monthly compensation deducted for the share subscriptions will be allocated newly issue shares on the same day as their respective payroll dates. The Company will proceed with the registration of the additional paid-up capital and to deliver a share certificate, and/or to credit the subscribed shares in the trading account of each of the directors, executives and/or employees within 15 working days from the payroll date, effective from the first month following the approval of the shareholders at the Annual Shareholders' Meeting, or May 2023 until January 2024.

However, the remunerations of the independent directors of the Company are made quarterly, and such directors who wish to participate in the BC-ESOP 2023 program shall indicate their intention to subscribe to the share offering on a monthly basis. Such directors may choose to pay for the subscribed shares on a monthly basis or give consent to have their remuneration deducted for the share subscriptions during each quarter. The Company will proceed with the registration of the newly issued shares and to deliver a share certificate, and/or credit the subscribed shares in the trading account of such directors, executives and/or employees within 15 working days after the subscription payments are received in full,

In addition, the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer shall have the power to determine the list of executives and employees entitled to participate in the BC-ESOP 2023 program in the amount that does not exceed 5% of the total BC-ESOP 2023 shares by considering several factors, i.e., employee profile, service years, job position, and work experience.

Meanwhile, the Company will complete the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2023 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 2023 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 2023 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 2023 program

Name	Position	Company	Maximum no. of shares to be offered	As % of total no. of shares under BC-ESOP 2023 program
1. Mr. Permpoon Krairiksh	Independent Director / 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	BC	1,000,000	5.0
3. Mr. Russell Leighton Kekuewa	Independent Director	BC	1,000,000	5.0
4. Dr. Julaporn Namchaisiri	Independent Director	BC	1,000,000	5.0
5. Mr. Prabsharan Singh Thakral	Director	BC	1,000,000	5.0
6. Mr. Manmohan Singh Thakral	Director / Consultant	BC	1,000,000	5.0
7. Mr. Utpalendu Gupta	Director / Consultant	BC	1,000,000	5.0
8. Mr. Richard Peter Neville	Director / Consultant	BC	1,000,000	5.0
9. Mrs. Natcha Vinichbutr	Director	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 the BC-ESOP 2023 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 2023 program are fully subscribed, control dilution impact to the existing shareholders of the Company will be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares reserved for BC-ESOP 2023 program}}{(\text{Number of Paid-up Shares} + \text{Number of shares reserved for BC-ESOP 2023 program})} \\ &= \frac{20,000,000}{(569,278,112 + 20,000,000)} = 3.39\% \end{aligned}$$

b) Price Dilution Impact

In the event where the entire shares issued under the BC-ESOP 2023 program are fully subscribed, the price of the Company's shares shall not be diluted given that the Offer Price is set to be based on Market Price pursuant to the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. "Market Price" is calculated from the volume-weighted average price of the Company's stocks, traded on the MAI during the period of 15 working days before each Offering Date under the BC-ESOP 2023 program. Meanwhile, the volume-weighted-average price of the Company's shares for 15 consecutive trading days prior to the date of the Board of Directors' Meeting No. 1/2023 on 22 February 2023 (from 1 to 15 February 2023) was equal to 1.49 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 2023 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 having the right to vote cast their votes to object to the matter.

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

Name	Number of shares to be offered (Unit)
1. Mr. Permpoon Krairiksh	1,000,000
2. Mr. Kajohndet Sangsuban	1,000,000
3. 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 22 February 2023

We, Boutique Corporation Public Company Limited (the “Company”), hereby report the resolution of the Board of Directors’ Meeting No. 1/2023, dated 22 February 2023, concerning the capital reduction, the capital increase and the allotment of newly issued shares as follows:

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

The Board of Directors’ Meeting No. 1/2023 resolved to propose to the Shareholders’ Meeting to consider and approve the reduction of the registered capital of the Company in the amount of Baht 178,874,776 from Baht 857,180,433 to Baht 678,305,657, by removing the unsold ordinary shares which are the remaining shares reserved to accommodate: (1) the capital increase through a general mandate in the amount of 152,898,000 shares, (2) the exercise of warrants to purchase the newly issued ordinary shares of the Company allocated to the directors, executives, and employees of the Company and/or its subsidiaries No.1 (BC-ESOP-W1) that have not been allocated or have been cancelled due to the cessation of employment in the amount of 6,865,832 shares, and (3) the issuance and the offering of ordinary shares of Boutique Corporation Public Company Limited to the directors, executives, and employees of the Company and/or its subsidiaries for the year 2022 (BC-ESOP-2022 Program) in the amount of 19,110,944 shares.

1.2 Capital Increase

The Board of Directors’ Meeting No. 1/2023 resolved to propose to the Shareholders’ Meeting to consider and approve the increase of the registered capital by Baht 190,783,433 from Baht 678,305,657 to Baht 869,089,090 by issuing 190,783,433 newly issued ordinary shares with a par value of Baht 1 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 20,000,000	1.00	Not exceeding 20,000,000
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	Not exceeding 170,783,433	1.00	Not exceeding 170,783,433

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 issue and offer to the directors, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2023 program ("BC-ESOP 2023 program")	Not exceeding 20,000,000	-	Market Price	On 25 th of each month from May 2023 until January 2024 by deducting from payroll	Please see remark below

Remarks:

The Board of Directors' Meeting of the Company No. 1/2023 resolved to approve to propose to the 2023 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 2023 program. The details of the BC-ESOP 2023 program are presented in [Enclosure 4](#).

2.2 General Mandate

Allotted to	Type of securities	Number of shares	% of paid-up capital ^{1/}	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 113,855,622	Not exceeding 20.00	Please see remarks below

Private Placement	Ordinary shares	Not exceeding 56,927,811	Not exceeding 10.00	Please see remarks below
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^{1/} Paid-up capital as of 22 February 2023, the date on which the Board of Directors resolved to approve the capital increase through a general mandate, was amounted to Baht 569,278,112.

Remarks:

The Board of Directors' Meeting of the Company No. 1/2023 resolved to approve to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocation of not exceeding 170,783,433 newly issued ordinary shares of the Company, with a par value of Baht 1 per share, in accordance with the capital increase through a general mandate as follows:

- (a) allocate not exceeding 20% of the paid-up capital of the Company or 113,855,622 newly issued ordinary shares to the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering); and;
- (b) allocate not exceeding 10% of the paid-up capital of the Company or 56,927,811 newly issued ordinary shares to specific persons (Private Placement) where the offering price will not be considered as an offering of newly issued shares at the low price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (and as amended).

However, the total number of shares allocated according to clauses (a) and (b) above will not exceed 170,783,433 shares, or equivalent to 30.00% of the paid-up capital of the Company as at the date the Board of Directors resolved to approve the capital increase through a general mandate pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies B.E. 2563 (A.D. 2020).

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

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

The Company shall allocate newly issued ordinary shares through private placement by offering to no more than 50 institutional investors and/or private placement investors within 12 months. In the case where such persons are considered "connected person", the Company shall follow relevant regulations of the Capital Market Supervisory Board and the Securities and Exchange Commission, Thailand. In addition, the offering price for such private placement under general mandate shall be "Market Price" which refers to volume-weighted average market price 7 to 15 consecutive trading days prior to the date on which the Board of Directors or person authorized by the Board of Directors determines the offering price each time. Such date to determine the offering price shall not be more than 3 business days prior to the first offering date. In the event where

the Board of Directors deems appropriate and for the best interests of the Company, the offering price may be discounted by no more than 10% from the calculated market price whereby the determination of the offering price must consider the market condition at the time of the offering and the best interest of the Company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended)

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

The 2023 Annual General Meeting of Shareholders is scheduled on 26 April 2023, 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 2023 Annual General Meeting of Shareholders (Record Date) on 22 March 2023.

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

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

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

- (1) Newly issued shares subscribed under the BC-ESOP 2023;
- (2) Newly issued shares derived from the capital increase under the general mandate allocated to the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering);
- (3) Newly issued shares derived from capital increase under general mandate allocated to Private Placement

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

5.1. Issuance and offering of the BC-ESOP 2023 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 2023 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 2023 program in the estimated amount of Baht 30,000,000 within 2024 to support the Company's working capital, repayment of debts, investment and business expansion.

5.2. Capital increase by way of general mandate

Capital increase by way of general mandate gives the Company flexibility in capital planning and fund raising.

The Company shall utilize the proceeds derived from the capital increase by way of general mandate to support working capital, repay debt, or further invest or expand its businesses which are estimated to be up to Baht 300,000,000 within 2025.

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

6.1 Issuance and offering of new ordinary shares, executives, and employees of the Company and/or its subsidiaries under the BC-ESOP 2023 Program

To motivate and create a sense of ownership among key personnel to work together for a sustainable growth of the Company and/or its subsidiaries in the future and to retain valuable employees to work with the Company and/or its subsidiaries in the long term which will be favorable to the operation of the Company and/or its subsidiaries in the future. Moreover, the capital increase proceeds under the BC-ESOP 2023 program will support the Company's working capital and to generate return to the Company's shareholders in the future.

6.2 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 2023 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 the new ordinary shares to Directors, Executives, and Employees of the Company and/or its subsidiaries under BC-ESOP 2023

In the event that the entire BC-ESOP 2023 shares are fully subscribed and allocated, control dilution impact to the existing shareholders of the Company shall be as follows:

$$\text{Control Dilution} = \frac{\text{Number of shares reserved for BC-ESOP 2023}}{\text{(Number of paid-up shares + Number of shares reserved for BC-ESOP 2023)}}$$

$$= \frac{20,000,000}{(569,278,112+20,000,000)} = 3.39\%$$

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

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

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

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares to be offered to PP}}{(\text{Number of paid-up shares} + \text{Number of shares to be offered to PP})} \\ &= \frac{56,927,811}{(569,278,112+56,927,811)} = 9.09\% \end{aligned}$$

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

In the event that all shares reserved for the BC-ESOP 2023 program and the shares offered by way of General Mandate through Private Placement are fully subscribed, the maximum control dilution impact shall be as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Total No. of newly issued shares (excluding General Mandate PPO)}}{(\text{No. of paid-up shares} + \text{No. of shares reserved for BC-ESOP 2023} + \text{No. of shares offered to PP})} \\ &= \frac{20,000,000+56,927,811}{(569,278,112+20,000,000+56,927,811)} = 3.09\%+8.81\% = 11.90\% \end{aligned}$$

8.2 Price Dilution Impact

In the event that all shares reserved for the BC-ESOP 2023 program and the shares offered by way of General Mandate through Private Placement are fully subscribed, there will be no price dilution impact to the shareholders because the offering price under the BC-ESOP 2023 program which is set to be based on market price pursuant to the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. “Market Price” is calculated from the volume-weighted average price of the Company’s stocks, traded on the MAI during the period of 15 trading days before each Offering Date under BC-ESOP 2023 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. 1/2023	22 February 2023

Item	Procedure	Date/Month/Year
2	The date for determining the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date)	22 March 2023
3	The 2023 Annual General Meeting of Shareholders	26 April 2023
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 the BC-ESOP 2023	25 th of each month from May 2023 until January 2024
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 the Independent Directors for Appointment of Proxy by the Shareholders and
the Definition of Independent Directors

Name	Position	Age	Special interests* in the proposed agenda	Address
1. Mr. Permpoon Krairiksh	Independent Director / Chairman of the Board of Directors	71 yrs. 11 m.	No special interest in the proposed agenda at the 2023 AGM	170/67 Ocean Tower 1, 21 st Floor, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110
2. Mr. Kajohndet Sangsuban	Independent Director / Vice Chairman of the Board of Directors / Chairman of the Audit and Corporate Governance Committee	69 yrs. 3 m.		
3. Mr. Russell Leighton Kekuewa	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit and Corporate Governance Committee	68 yrs. 11 m.		

Remarks: Details of profiles of the independent directors appear in the Annual Registration Statement/ Annual Report (Form 56-1 One Report) for the year 2022 under Attachment 1, details of Directors, Management, Controlling Person, Chief Financial Officer, Accounting Controller and Company Secretary Section.

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

Definition of Independent Directors

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

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

In this regard, the definition of the terms "business relationship" shall be the same as the definition specified in the relevant notifications of the Office of the Securities and Exchange Commission.
5. Neither being, nor used to be the auditor of the Company, its parent company, its subsidiary, its associated company, its major shareholders, its controlling persons, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, its parent company,

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

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

Boutique Corporation Public Company Limited

Articles of Association concerning the Shareholders' Meeting and Vote Casting

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

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

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

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

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

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

Article 32. In calling a shareholders' meeting, the Board of Directors shall prepare a notice of such meeting specifying the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details stating clearly whether it is a matter proposed for acknowledgment, for approval or for consideration, as the case may be, including the board's opinions on such matters, and the notice shall be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

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

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

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

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

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

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

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

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

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

Identity Verification and Process to Attend the 2023 Annual General Meeting of Shareholders
via Electronic Means (E-AGM)

The Company will hold the 2023 Annual General Meeting of Shareholders via electronic means (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020), and others related laws and regulations.

Verification of the identity of shareholders or proxies

Thai shareholders shall pre-register via an e-Registration starting from 7 April 2023 at 8:30 a.m. – 26 April 2023 at 1:00 p.m.

Foreign shareholders and/or proxies shall deliver the identity documents for the 2023 Annual General Meeting of Shareholders via an electronic method (E-AGM) as specified below to Company Secretary Division by email comsec@boutiquecorporation.com or mail to Boutique Corporation Public Company Limited No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok (Attention to: Company Secretary Division). The documents shall be delivered to the Company within 24 April 2023

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=h526ceKwBoRngc1vt0nkwnQe%2bE2ov3jRReBf4rm6sfnXHb7oYqfKrQ%3d%3d> which the pre-registration processes shall be downloaded on https://media.set.or.th/set/Documents/2022/May/Shareholder_Manual_Book_EN.pdf without filling in the Registration Form as detailed in Enclosure 9 (*Registration Form for shareholders to attend the 2023 Annual General Meeting of Shareholders*).

Foreigner shareholders shall fill in the Registration Form as detailed in Enclosure 9 and send it to the Company's address as provided above.

- (2) Thai shareholders are required to provide a copy of identification card or a copy of official documents issued by government authorities, e.g. government officer identification card or driving license to verify their identity for pre-registration and attending the meeting. Foreign shareholders shall provide a copy of passport. The copy of such documents shall be certified true by the

shareholders, including the evidence of name or last name's change (if any), and shall be sent to the Company's address as provided above.

1.2 Juristic Person by Shareholder Representative (Authorized Director)

- (1) Shareholders shall send the Registration Form per Enclosure 9 to the Company's address to verify their identities and obtain a username and password for the 2023 Annual General Meeting of Shareholders
- (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 appointing 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) A copy of an official document issued by government authorities of the proxy as specified in item 1.1 (2) which is certified true by the proxy.

2.2 Juristic Person appointing proxy

- (1) Registration Form (Enclosure 9) 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 the said authorized person.
- (5) A copy of an official document issued by government authorities of the proxy as specified in item 1.1 (2) which is certified true by the proxy.

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

- (1) Registration Form (Enclosure 9)
- (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, please submit the documents as specified in item 2.1 (3).
- (4) In case the shareholder is a juristic person, please submit the documents as specified in items 2.2 (3) and 2.2 (4).

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

- (1) Registration Form (Enclosure 9) which is signed by the proxy.
- (2) The Proxy Form (Form C), completely filled in and signed by the shareholder and the proxy.
- (3) Documents as specified in item 1.2 or 2.2.
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf.
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business.

Remarks

1. Foreigner shareholders and/or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) to Company Secretary Division via comsec@boutiquecorporation.com **within 24 April 2023**. 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 2023 Annual General Meeting of Shareholders via an electronic method (E-AGM).
2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholders shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholders. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
3. Please affix a 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-EGM meeting via an electronic method at <https://portal.eservice.set.or.th/Account/Login?refer=h526ceKwBoRngc1vt0nkwnQe%2bE2ov3jRReBf4rm6sfnXHb7oYqfKrQ%3d%3d>. The registration and DAP e-Shareholder Meeting User Manual shall be available for download at https://media.set.or.th/set/Documents/2022/May/Shareholder_Manual_Book_EN.pdf. 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/ Microsoft Edge (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 can submit questions related to each agenda in advance by filling in the “Question Form” as detailed in Enclosure 10 and send to the Company within 24 April 2023. The submitted questions will be responded in relevant agenda during the meeting and recorded in the minutes of the meeting. In this regard, the shareholders or proxies attending the meeting can also ask questions related to each agenda during the meeting.

Voting Process

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

Vote Counting Procedures

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

Contact

1. **Post:** Company Secretary Division, Boutique Corporation Public Company Limited No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16, Ratchadaphisek Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110
2. **Email:** comsec@boutiquecorporation.com
3. **Tel:** 02-620-8777 or 084-427-0166

แบบฟอร์มลงทะเบียนสำหรับผู้ถือหุ้นเพื่อเข้าร่วมประชุมสามัญผู้ถือหุ้น ประจำปี 2566
Registration Form for shareholders to attend the 2023 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 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

มีความประสงค์เข้าร่วมประชุมผู้ถือหุ้นสามัญประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ โดย
hereby wish to attend the 2023 Annual General Meeting of Shareholders via an Electronic meeting (E-AGM) by:

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

ลงชื่อ ผู้ถือหุ้น
Signed Granter

Remark:

1. กรณีผู้ถือหุ้นมอบฉันทะให้ผู้อื่น ต้องแนบแบบมอบฉันทะ ก. ข. หรือ ค. พร้อมสำเนาบัตรประชาชนหรือหนังสือรับรองของบริษัทของผู้ถือหุ้น และผู้รับมอบฉันทะมาด้วย

Shareholder wishes to appoint a proxy to attend the meeting, must attach a proxy A, B or C and copies of identification cards or copies of company certificate of shareholders and proxies.

2. กรุณานำส่งเอกสารมาตามที่อยู่ที่ อีเมล comsec@boutiquecorporation.com หรือ สำนักงานแห่งใหญ่ที่ 170/67 อาคารโอเชียนทาวเวอร์ 1 ชั้น 21 ซอยสุขุมวิท 16 (สามมิตร) ถนนรัชดาภิเษก คลองเตย เขตคลองเตย กรุงเทพมหานคร 10110 (ส่งถึง ฝ่ายเลขานุการบริษัท) ภายในวันที่ 24 เมษายน 2566

Please send all documents to: Company Secretary Division, comsec@boutiquecorporation.com or Boutique Corporation Public Company Limited No. 170/67, 21st Floor, Ocean Tower 1, Soi Sukhumvit 16, Ratchadaphisek Road, Klongtoey, Klongtoey, Bangkok within 24 April 2023.

3. เมื่อบริษัทฯ ได้ตรวจสอบรายชื่อผู้ถือหุ้นตามข้อมูล ณ วันกำหนดรายชื่อผู้ถือหุ้น (Record Date) วันที่ 22 มีนาคม 2566 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 22 March 2023, 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 บุติก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Boutique Corporation Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
 หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

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

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

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
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:

- | | |
|--|---|
| <input type="checkbox"/> นายเพิ่มพูน ไกรฤกษ์
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Pempoon Krairiksh
(No special interest) |
| <input type="checkbox"/> นายจรูญเดช แสงสุพรรณ
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Kajohndet Sangsuban
(No special interest) |
| <input type="checkbox"/> นายรัสเซล เลตัน เคคูเอวา
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Russell Leighton Kekuewa
(No special interest) |

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะ
 ของผู้ถือหุ้นและนิยามกรรมการอิสระ 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 2566 ในวันที่ 26 เมษายน
 2566 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders which will be held via electronic
 method (E-AGM) on 26 April 2023 at 2.00 p.m. or such other date, time and place as the meeting may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเอง
 ทุกประการ

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

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

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

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

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

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน
 เพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(เปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

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

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย ✓
ที่ 1. ระบุชื่อผู้รับมอบอำนาจ

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

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
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:

- | | |
|--|---|
| <input type="checkbox"/> นายเพิ่มพูน ไกรฤกษ์
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Pempoon Krairiksh
(No special interest) |
| <input type="checkbox"/> นายจรูญเดช แสงสุพรรณ
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Kajohndet Sangsuban
(No special interest) |
| <input type="checkbox"/> นายรัสเซล เลตัน เคคูเอวา
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Russell Leighton Kekuewa
(No special interest) |

(รายละเอียดประวัติและการมีส่วนได้เสียของกรรมการอิสระ ปรากฏตามข้อมูลกรรมการอิสระประกอบการมอบฉันทะ
ของผู้ถือหุ้นและนิยามกรรมการอิสระ 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 2566 ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders which will be held via electronic method (E-AGM) on 26 April 2023 at 2.00 p.m. or such other date, time and place as the meeting may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

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

วาระที่ 1 รับทราบรายงานผลการดำเนินงานในรอบปี 2565

Agenda item no. 1 To acknowledge the Company’s operating results for the year 2022

(ไม่มีผลการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda item no. 2 To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2022

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

วาระที่ 3 พิจารณานุมัติการงดจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล ประจำปี 2565

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

วาระที่ 4

Agenda item no. 4

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ ประจำปี 2566

To consider and approve the election of directors to replace those who are due to retire by rotation for the year 2023

 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 ดร. จุฬารัตน์ นามชัยศิริ

Director's name Dr. Julaporn Namchaisiri

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายริชาร์ด ปีเตอร์ เนวิลล์

Director's name Mr. Richard Peter Neville

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นางนัชชา วินิชบุตร

Director's name Mrs. Natcha Vinichbutr

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

Agenda item no. 5

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัท ประจำปี 2566

To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2023

 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

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

To consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2023

 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

พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัท ภายใต้โครงการ BC-ESOP 2023 ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัท และ/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 2023 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 857,180,433 บาท เป็น 678,305,657 บาท โดยตัดหุ้นที่ยังไม่ได้จำหน่ายออก จำนวน 178,874,776 หุ้น และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda item no. 8 To consider and approve the reduction of the Company's registered capital from 857,180,433 Baht to 678,305,657 Baht by removing 178,874,776 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

- 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 678,305,657 บาท เป็น 869,089,090 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 190,783,433 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4.
- Agenda item no. 9 To consider and approve the increase of the Company's registered capital from 678,305,657 Baht to 869,089,090 Baht by issuing 190,783,433 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

- 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) การออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่กรรมการผู้บริหาร และพนักงาน ภายใต้โครงการ BC-ESOP 2023 และ (2) การเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate)
- Agenda item no. 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 2023 program, and (2) the capital increase through a General Mandate

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 11 วาระอื่นๆ (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมเว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ/Remarks

- 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

- 2. 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 บุติก คอร์ปอเรชั่น จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders on 26 April 2023 at 2.00 p.m. The shareholders' meeting will be held via electronic method (E-AGM), or such other date, time and place as the meeting may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

หนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

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

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

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

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

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท บูติก คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Boutique Corporation Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

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

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

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย ✓
ที่ 1. ระบุชื่อผู้รับมอบอำนาจ

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

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing/located at no.
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
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:

- | | |
|---|---|
| <input type="checkbox"/> นายเพิ่มพูน ไกรฤกษ์
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Pempoon Krairiksh
(No special interest) |
| <input type="checkbox"/> นายจรเดช แสงสุพรรณ
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Kajohndet Sangsuban
(No special interest) |
| <input type="checkbox"/> นายรัสเซล เลดตัน เคคูเอวา
(ไม่มีส่วนได้เสียพิเศษ) | Mr. Russell Leighton Kekuewa
(No special interest) |

(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 2566 ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders which will be held via electronic method (E-AGM) on 26 April 2023 at 2.00 p.m. or such other date, time and place as the meeting may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

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

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานในรอบปี 2565**
Agenda item no. 1 To acknowledge the Company’s operating results for the year 2022
(ไม่มีผลการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 **พิจารณาอนุมัติงบการเงินสำหรับรอบปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**
Agenda item no. 2 To consider and approve the Company’s financial statements for the fiscal year ended 31 December 2022

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

วาระที่ 3 **พิจารณาอนุมัติการงดจ่ายกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล ประจำปี 2565**
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 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4

พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ ประจำปี 2566

Agenda item no. 4

To consider and approve the election of directors to replace those who are due to retire by rotation for the year 2023

- 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 นางจุฬารัตน์ น่ายชัยศิริ

Director's name Mrs. Julaporn Namchaisiri

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

2. ชื่อกรรมการ นายริชาร์ด ปีเตอร์ เนวิลล์

Director's name Mr. Richard Peter Neville

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

3. ชื่อกรรมการ นางนัชชา วินิชบุตร

Director's name Mrs. Natcha Vinichbutr

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2566

Agenda item no. 5

To consider and approve the remuneration of the Company's directors and the sub-committees for the year 2023

- 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

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda item no. 6

To consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2023

- 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

พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ ภายใต้โครงการ BC-ESOP 2023 ให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทฯ และ/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 2023 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 857,180,433 บาท เป็น 678,305,657 บาท โดยตัดหุ้นที่ยังไม่ได้จำหน่ายออก จำนวน 178,874,776 หุ้น และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda item no. 8 To consider and approve the reduction of the Company's registered capital from 857,180,433 Baht to 678,305,657 Baht by removing 178,874,776 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

- 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 678,305,657 บาท เป็น 869,089,090 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 190,783,433 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4.
- Agenda item no. 9 To consider and approve the increase of the Company's registered capital from 678,305,657 Baht to 869,089,090 Baht by issuing 190,783,433 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

- 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) การออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่กรรมการผู้บริหาร และพนักงาน ภายใต้โครงการ BC-ESOP 2023 และ (2) การเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate)
- Agenda item no. 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 2023 program, and (2) the capital increase through a General Mandate

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our instruction as follows:
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve Votes Disapprove Votes Abstain Votes

- วาระที่ 11 วาระอื่นๆ (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ/Remarks

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บุติก คอร์ปอเรชั่น จำกัด (มหาชน)
A proxy is granted by a shareholder of Boutique Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ซึ่งเป็นการประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders on 26 April 2023 at 2.00 p.m. The shareholders' meeting will be held via electronic method (E-AGM), or such other date, time and place as the meeting may be postponed or changed.

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

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

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

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

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

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

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

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

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

วาระที่ _____ เรื่อง _____

Agenda item no. Re :

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

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

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

2023 Annual General Meeting of Shareholders Question Form

Boutique Corporation Public Company Limited

Wednesday, 26 April 2023 at 2:00 p.m.

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

I, (Name – Surname)..... Tel.....

Please mark ✓ in ()

() A shareholder of BC

() A proxy of, who is a shareholder of BC, wishes to submit question(s) related to the agenda in the 2023 Annual General Meeting of Shareholders as follows:

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

Remarks: Please submit the completed form to BC within 24 April 2023 via

- Fax: 02-620-8778 or
- Email: comsec@boutiquecorporation.com or
- Post: Company Secretary Division

Boutique Corporation Public Company Limited
170/67 Ocean Tower 1, 21st Floor, Soi Sukhumvit 16 (Sammitr), Ratchadaphisek Road,
Klongtoey Sub-district, Klongtoey District, Bangkok, 10110

For more information, please contact company secretary division at
Tel. 02-620-8777 or 084-427-0166

QR Code Downloading Procedures for the 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) and a copy of the Company's financial statements for the fiscal year ended 31 December 2022

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

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

- a. 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