

(English Translation)

**Minutes of the 2024 Annual General Meeting of Shareholders
through Electronic Meeting (e-AGM)
of Boutique Corporation Public Company Limited**

Date, Time, and Venue of the Meeting

The 2024 Annual General Meeting of Shareholders (the “**Meeting**”) of Boutique Corporation Public Company Limited (the “**Company**”) was held on 23 April 2024 at 2:00 p.m. through electronic meeting (e-AGM) pursuant to the Company’s Articles of Association, the Emergency Decree on Electronic Meeting, B.E. 2563 (2020), and other relevant laws and regulations, with a venue controlling the meeting system at the Meeting Room, Sindhorn Building, Tower 1, 7th Floor, 130 – 132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

Directors present at the Meeting

1. Mr. Permpoon Krairiksh Independent Director / Chairman of the Board of Directors
2. Mr. Kajohndet Sangsuban Independent Director / Vice Chairman of the Board of Directors /
Chairman of Audit and Corporate Governance Committee
3. Mr. Russell Leighton Kekuewa Independent Director / Chairman of Nomination and Remuneration
Committee / Member of Audit and Corporate Governance Committee
(Attending via electronic means)
4. Dr. Julaporn Namchaisiri Independent Director / Member of Audit and Corporate Governance
Committee / Member of Nomination and Remuneration Committee
5. Mr. Prabsharan Singh Thakral Director / Member of Nomination and Remuneration Committee /
Chief Executive Officer
6. Mr. Manmohan Singh Thakral Director (Attending via electronic means)
7. Mr. Utpalendu Gupta Director (Attending via electronic means)
8. Mr. Richard Peter Neville Director (Attending via electronic means)
9. Mr. Churat Rungthawiwut Director / Chief Financial Officer

The Company has 9 directors whereby 9 directors present at the Meeting via electronic means, representing 100 percent of the total number of directors.

Executives present at the Meeting

1. Mr. Krongtham Limpabandhu Senior Vice President – Business Development & Investment and Operations
2. Ms. Ruayruen Pornvatanavichai Legal Manager
3. Ms. Nopparat Suriyaworapant Senior Manager – Accounting (the person supervising accounting)
4. Ms. Kanyaphat Prayoonpoakarach Company Secretary, acting as the secretary to the meeting and the meeting conductor

Advisors present at the Meeting (via an electronic method)Auditors from EY Office Company Limited

1. Ms. Kessirin Pinpuvadol Partner

Preliminary Proceeding

Ms. Kanyaphat Prayoonpoakarach, ~~Vice President—Company Secretary—Division~~, acting as the secretary to the meeting and the meeting conductor (the “MC”), welcomed the shareholders to the 2024 Annual General Meeting of Shareholders (the “2024 AGM” or “Meeting”) and introduced the Board of Directors, executives and the auditor of the Company.

Mr. Permpoon Krairiksh, Chairman of the Board of Directors, acted as the Chairman of the Meeting (the “Chairman”). The Chairman thanked the shareholders for their attendance at the Meeting and informed the Meeting that there was a total of 1,717 shareholders as of the date for determining the names of shareholders who are entitled to attend the Meeting (Record Date) on 8 March 2024. There was 1 shareholder presenting at the meeting, and 36 shareholders were represented by proxies. Thus, there were 37 shareholders in total holding an aggregate amount of 408,232,980 shares, representing 71.5588 percent of the total paid-up shares of the Company of 570,485,745 shares, which constituted a quorum under Section 103 of Public Limited Companies Act B.E. 2535 (A.D. 1992) and Article 33 of the Company’s Articles of Association. The Chairman then declared the 2024 Annual General Meeting of Shareholders open, and assigned the MC to inform the Meeting of the meeting rules and procedures, including vote casting and calculation procedures.

The MC explained the meeting rules and procedures to the Meeting as follows:

- (1) The Board of Directors passed a resolution to convene the 2024 Annual General Meeting of Shareholders through electronic meeting (e-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), and other relating laws and regulations.
- (2) Digital Access Platform Company Limited (DAP), a service provider under the Stock Exchange of Thailand, was assigned to be the e-meeting service provider of the Meeting. In this regard, details, and guidelines of this e-AGM system were published to the shareholders in advance as shown in the Invitation Letter to the 2024 Annual General Meeting of Shareholders (the “**Invitation Letter**”) from 25 March 2024. The registration for identity verification had been available for shareholders since 9 April 2024. The registration for meeting attendance was available on 23 April 2024 from 12:00 p.m. until the Meeting adjourned.
- (3) The Meeting shall consider the agenda items in the sequence as prescribed in the Invitation Letter. The meeting materials, the microphone and camera control panels for inquiry submission, as well as the voting function were available on the DAP e-Shareholder Meeting (DAP) platform.
- (4) The shareholders or proxies could submit their inquiries or opinions related to the agenda item being considered from the beginning of each agenda. Any irrelevant questions or opinions should be made in Agenda Item 12 – Other business.
- (5) To make inquiries or express opinions via the broadcast function, the shareholders or proxies could click the “Send Question” button informing that they wished to make inquiries by themselves, then click the “Send Question” button again. They would be put in queue and the system administrator would turn on their microphone. In case of failure to turn on the microphone, the MC would read out their questions or opinions to the Meeting.

Those who did not wish to make inquiries via the broadcast function could type their questions or opinions for the MC to read out.
- (6) The Company had provided shareholders with an opportunity to submit questions related to the agenda of the Meeting in advance via e-mail within 19 April 2024. However, no questions were submitted.
- (7) The Company has recorded video and audio of the Meeting as evidence, in accordance with legal requirements and the Company's privacy policy, for the purpose of shareholder meetings.

The MC explained the vote casting and calculation procedures to the Meeting as follows:

- (1) Shareholders have voting rights equal to the number of shares they hold. One share is equivalent to one vote.

In case of a tie vote, the Chairman shall have a casting vote.

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- (2) In casting votes at the shareholder meetings, a majority vote of the shareholders present at the meeting and casting their votes is required, unless the law requires a supermajority which would be notified before voting in each agenda.
- (3) The shareholders or proxies had 1 minute to cast their votes in each agenda and were able to revise their votes within such period.
- (4) Shareholders or proxies could select a voting button to vote for approval, disapproval, or abstention in each agenda. In calculating the votes, disapproval or abstention votes would be deducted from the total number of votes in each agenda. If none of the voting buttons were selected, it would be deemed as approval votes by default for such agenda.
- (5) In the case that shareholders granted a proxy to an independent director or other persons with instruction to vote in each agenda, their votes would be recorded as specified. Therefore, the proxies would not have to vote during the Meeting.
- (6) Shareholders having vested interests in any matter shall not be entitled to vote on such matter.
- (7) Shareholders or proxies who logged into the Meeting after any resolved agenda would be able to vote on the remaining agenda items. The number of shareholders or proxies and the number of votes might differ in each agenda due to those logging in and out during the Meeting.
- (8) For transparency and fairness, once the voting process in each agenda was closed, the voting result could not be revised.

The Chairman then proceeded to conduct the Meeting according to the sequence of agenda specified in the Invitation Letter.

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

The Chairman assigned Mr. Churat Rungthawiwut, the Chief Financial Officer, to present the Company's operating results for the year 2023 to the Meeting. The details can be summarized as follows:

Key developments and operating results

- The Company accepted the transfer of land in Soi Sukhumvit 5, valued at approximately Baht 350 million, for the development of the JonoX Hotel project. The investment value in the project is approximately Baht 885 million. Additionally, the project financing was approved by commercial banks in Thailand, and investment

promotion was granted by the Board of Investment of Thailand (BOI). Currently, the Company is in the process of recruiting contractors for the project development.

- Citadines Sukhumvit 16 was closed for renovation in July and reopened in October.
- Bespoke Group expanded 8 dispensaries of **KANA Pure**, comprising five in Bangkok and three in tourist destinations.
- Projects under development included the Cove Hill shopping mall expected to commence for commercial operation within the second quarter this year, the JonoX Sukhumvit 5 project and the Kamala 1 (Mövenpick) project.
- The hospitality business achieved its highest-ever revenue of Baht 308 million since the company commenced operations, driving the revenues from hotel operations and commercial properties in 2023 to soar to an all-time high of Baht 363.4 million, marking a thrilling 68.4% increase from 2022. This remarkable achievement was driven by the recovering tourism industry and the opening up of two new hotels in 4Q22.
- Our commercial project, Summer Point, reached 91% occupancy during 4Q23, driven by our strong property management team. Despite improvement in operational performance, it was offset by no gain on any exit of investments in 2023, resulting in an overall revenue decline. Therefore, the revenue from operations in 2023 was Baht 399 million, a decrease of Baht 139 million or 26% compared to the previous year.
- In addition, due to no gain on any exit of investments in 2023, the Company reported a net loss of Baht 299 million, an increase in loss of Baht 248 million compared to the previous year having profit from the gain on exit of investments of Baht 295 million.

The Company has summarized the operating results for the year 2023 in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for the year 2023. The details appeared in the Enclosure 1 of the Invitation Letter.

Mr. Churat Rungthawiwut then reported the progress of compliance with the Anti-Corruption Policy. The Audit and Corporate Governance Committee (the “ACGC”) annually assessed the compliance with the Anti-Corruption Policy (Bribery and Corruption Assessment) to ensure that the Company fully complied with the Anti-Corruption Policy. In addition, the management also conducted a risk assessment on possible corruption or fraudulence, and regularly reported key risks to the Board of Directors on a quarterly basis. In 2023, there were no instances of fraud, bribery, or corruption, and no whistleblowing or complaints related to the use of inside information, conflicts of interest, frauds, bribery, corruption, or violation of laws, regulations, requirements, corporate governance related policies and the Code of Conduct of the Company and its subsidiaries.

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

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC informed the Meeting that this agenda was for acknowledgement and no vote casting was required.

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (and as amended) (the "PLC Act") and Article 39 of the Company's Articles of Association require that the Board of Directors shall prepare a balance sheet and the profit and loss statement at the end of the Company's fiscal year and present them to the annual general meeting of shareholders for consideration and approval. The Company has prepared the financial statements of the Company for the fiscal year ended 31 December 2023, which have been audited by a certified public accountant and reviewed by the Audit and Corporate Governance Committee (the "ACGC"), as well as obtained the approval from the Board of Directors. The details appeared in Enclosure 1 of the Invitation Letter.

- According to the consolidated financial statements for FY2023, the Company reported a net loss of Baht 299 million, compared to a net loss of Baht 51 million in 2022 primarily due to the gain on exit of investments from the exit of Oakwood Studios Sukhumvit Bangkok of Baht 295 million.
- At the end of 2023, the Company's recorded its total assets of Baht 3,851 million, total liabilities of Baht 3,243 million, and net D/E ratio of 5.34x which was significantly dropped from 7.32x in the preceding year.
- According to the separate financial statements for FY2023, the Company had a net profit of Baht 171 million or Baht 0.30 per share.

The Board of Directors has considered and deemed appropriate to propose to the 2024 AGM to consider and approve the financial statements of the Company for the fiscal year ended 31 December 2023 which have been audited by a certified public accountant and reviewed by the ACGC, as well as obtained the approval from the Board of Directors, as per the above details. Other information appeared in Enclosure 1 of the Invitation Letter.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries.

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Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Resolution The Meeting unanimously approved the Company's financial statements for the fiscal year ended 31 December 2023. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Total	408,232,980	100.0000
Abstained	0	
Voided ballots	0	

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

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

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

In 2023, the Company had a net profit of Baht 171,078,633, with a retained earnings of Baht 65,928,643 as appeared in the Company's separate financial statements for the fiscal year ended 31 December 2023. The Company's had

a legal reserve of Baht 6,279,397 and the registered capital of Baht 869,089,090. Therefore, the Company is required to appropriate the net profit of the year 2023 as a legal reserve in the amount of Baht 3,469,929 or 5% of the net profit based on its separated financial statements (after deducting the sum of accumulated loss brought forward). Therefore, the legal reserve as at 31 December 2023 equals to Baht 9,749,326. (Details appeared in Enclosure 1 of the Invitation Letter.)

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

The Board of Directors has considered and deemed appropriate to propose to the 2024 AGM to consider and approve the appropriation of the net profit in the amount of Baht 3,469,929 or 5% of the net profit of the year 2023 based on the Company's separated financial statements (after deducting the sum of accumulated loss brought forward) as a legal reserve, and the omission of dividend payment for the year 2023.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Resolution The Meeting unanimously approved the appropriation of the net profit in the amount of Baht 3,469,929 or 5% of the net profit based on the Company's separated financial statements (after deducting the sum of accumulated loss brought forward) as a legal reserve, and the omission of dividend payment for the year 2023. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Total	408,232,980	100.0000
Abstained	0	
Voided ballots	0	

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

The Chairman assigned Ms. Kanyaphat Prayoonpoakarach, Company Secretary, to present the details to the Meeting.

Pursuant to Section 71, paragraph two, of the PLC Act and Article 17 of the Company's Articles of Association, at every annual general shareholder meeting, one-third of the directors, or if it is not a multiple of three, then the number nearest to one-third, shall retire from the office and such retired directors may be re-elected. At the 2024 AGM, three directors shall retire by rotation, namely:

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

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

To promote the compliance with the good corporate governance principles, the Company had provided an opportunity for minority shareholders to nominate qualified candidates for the director election at the 2024 AGM from 1 November 2023 to 31 January 2024, details of which are announced on the Company's website. However, there were no candidates nominated by the shareholders for the director election.

The Board of Directors, excluding the directors with vested interests, has deliberately and carefully considered by taking into account the utmost benefit of the Company, and concurred with the NRC's recommendation and deemed it appropriate to propose to the 2024 AGM to consider and approve the election of directors to replace those who are due to retire by rotation for the year 2024 as follows:

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

The Board of Directors opined that the nominated candidates are fully qualified according to the relevant laws and regulations and possess extensive knowledge, experience, and expertise that are beneficial to the Company's business. Mr. Prakid Punyashthiti meets the qualifications of independent directors as required by laws and regulations and is able to express opinions independently conforming to relevant criteria. Additionally, Mr. Manmohan Singh Thakral and Mr. Utpalendu Gupta have always demonstrated dedication in fulfilling their duties effectively during their tenure as directors. Consequently, it was deemed suitable to propose their re-election as directors for another term. Profiles of the candidates appeared in Enclosure 2 of the Invitation Letter.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Resolution The Meeting unanimously approved the election of directors to replace those who are due to retire by rotation for the year 2024. The directors were elected individually with the voting results as follows:

- Mr. Prakid Punyashthiti Independent Director (replacing Mr. Russell Leighton Kekuawa);
Member of the Audit and Corporate Governance Committee
Member of the Nomination and Remuneration Committee

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Total	408,232,980	100.0000
Abstained	0	
Voided ballots	0	

2. Mr. Manmohan Singh Thakral Director (re-elected)

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Total	408,232,980	100.0000
Abstained	0	
Voided ballots	0	

3. Mr. Utpalendu Gupta Director (re-elected)

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Total	408,232,980	100.0000
Abstained	0	
Voided ballots	0	

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

The Chairman assigned Ms. Kanyaphat Prayoonpoakarach, Company Secretary, to present the details to the Meeting.

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 a 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.

The Board of Directors has considered and concurred with the recommendation from the NRC, taking into account various factors according to the stipulated criteria and procedure, and deemed it appropriate to propose to the

2024 AGM to consider and approve the remuneration of the directors and the sub-committees for the year 2024 at the same rate as the remuneration in 2023, details as follows.

(1) Monetary Remuneration

Position	2024
The Board of Directors	
Chairman	Up to 1,200,000 Baht/year
Member	Up to 600,000 Baht/person/year
The Audit and Corporate Governance Committee	
Chairman	Up to 400,000 Baht/year
Member	Up to 200,000 Baht/person/year
The Nomination and Remuneration Committee	
Chairman	Up to 200,000 Baht/year
Member	Up to 100,000 Baht/person/year

Remarks:

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

(2) Other Benefits

Position	2024
Members of the Board of Directors	Refer to the proposal to the 2024 AGM to consider and approve the issuance and offering of the newly issued ordinary shares to directors, executives and/or employees of the Company and/or subsidiaries under the "BC-ESOP 2024" program in agenda 7.

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Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting, including any abstentions in the calculation base.

Resolution The Meeting unanimously approved the remuneration of the directors and the sub-committees for the year 2024 as proposed. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	408,232,980	100.0000
Voided ballots	0	

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

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.

The Board of Directors concurred with the recommendation of the ACGC and the management and deemed it appropriate to propose to the 2024 AGM to consider and approve the appointment of auditors from EY Office Company Limited as the Company's auditor for the year 2024 as follows:

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

(Profiles of the nominated Auditors appear in Enclosure 3 of the Invitation Letter.)

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

The Board of Directors also deemed it appropriate to propose the determination of the auditor’s remuneration for the year 2024 in the amount of Baht 3,000,000 (excluding value added tax and withholding tax) excluding any non-audit fees, which is the same rate as the auditor’s remuneration in the year 2023.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Resolution The Meeting unanimously approved the appointment of the auditors from EY Office Company Limited, namely, Ms. Kessirin Pinpuvadol, Certified Public Accountant Registration No. 7325 and/or Ms. Sirirat Sricharoensup, Certified Public Accountant Registration No. 5419 and/or Ms. Watoo Kayankannavee, Certified Public Accountant Registration No. 5423, as the Company’s auditor for the year 2024; and approved the determination of the auditor’s remuneration for the year 2024 in the amount of Baht 3,000,000, excluding any non-audit fees as proposed. The voting details were as follows:

Shareholders’ Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Total	408,232,980	100.0000
Abstained	0	
Voided ballots	0	

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

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

Key Features of the BC-ESOP 2024 program are as follows:

Type of Securities:	Newly issued ordinary shares of the Company to be issued and offered to the directors, executives, and employees of the Company and/or its subsidiaries
Number of Ordinary Shares to be Issued and Offered:	Not exceeding 20,000,000 shares, at the par value of Baht 1 per share, representing 3.51% of the total paid-up shares of the Company
Offering Method:	To be offered to the directors, executives and employees of the Company and/or its subsidiaries on the 25 th of each month starting from May 2024 until January 2025, without going through the broker.
Offering Price:	To be based on Market Price, in accordance with the Notification of the Office of the Securities and Exchange Commission Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount. “Market Price” is calculated from the volume-weighted average price of the Company’s stocks, traded in the MAI during the period of 15 days before each Offering Date under the BC-ESOP 2024 program.
Lock-up Period:	- 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.

- For personnel other than directors and executives described in the first paragraph, they will be allowed to sell their newly allotted ordinary shares according to the following lock-up mechanism:

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.

Secondary Market for the Newly Issued Ordinary Shares: The Company will register the ordinary shares subscribed under the BC-ESOP 2024 program as listed securities on the MAI.

As a result of the lock-up period, the control dilution impact from the BC-ESOP 2024 program to the existing shareholders shall not exceed 3.39 percent. The price of the Company's shares shall not be diluted given that the Offering Price is set to be based on Market Price.

(Details of the BC-ESOP 2024 program appeared in Enclosure 4 of the Invitation Letter.)

The Board of Directors has considered and deemed it appropriate to propose to the 2024 AGM to consider and approve the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2024 program to the directors, executives and employees of the Company and/or its subsidiaries in an amount of not exceeding 20,000,000 shares, at the par value of Baht 1 per share, which represents not more than 3.51 percent of the total paid-up capital of the Company as of 23 February 2024. No directors, executives or employees of the Company and/or its subsidiaries shall receive the allocation of more than 5 percent of the total newly issued ordinary shares to be issued and offered under BC-ESOP 2024 program. The Board also deemed appropriate to propose to the 2024 AGM to consider and approve the delegation of authority to the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer to have the power to undertake any other actions that are necessary for or relevant to the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2024 program as allowed by the relevant laws.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the

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

Directors and executives (including their related persons) holding BC's shares and having interests from the allocation of shares under the BC-ESOP 2024 program were ineligible to vote on this agenda, namely:

Directors	No. of shares	% of shareholding
1. Mr. Permpoon Krairiksh	1,200,000	0.2103%
2. Mr. Kajohndet Sangsuban	500,000	0.0876%
3. Mr. Prabsharan Singh Thakral	95,507,832	16.7415%
Ms. Suraiya Narula (Spouse)	100	0.0000%
Ms. Raisa Thakral (Minor child)	100	0.0000%
4. Mr. Manmohan Singh Thakral	750,100	0.1315%
Mrs. Rasmi Thakral (spouse)	37,399,850	6.5558%
5. Mr. Richard Peter Neville	500,000	0.0876%
6. Mr. Churat Rungthawiwut	17,000	0.0030%
Total	135,874,982	23.8174%

Resolution The Meeting, excluding shareholders with vested interests, unanimously approved the issuance and offering of the newly issued ordinary shares under the BC-ESOP 2024 program to the directors, executives and employees of the Company and/or its subsidiaries in an amount of not exceeding 20,000,000 shares, at the par value of Baht 1 per share, whereby no directors, executives or employees of the Company and/or its subsidiaries shall receive the allocation of more than 5 percent of the total newly issued ordinary shares to be issued and offered under BC-ESOP 2024 program. The Meeting also approved the delegation of authority to the Board of Directors or the Chief Executive Officer and/or a person(s) authorized by the Board of Directors or the Chief Executive Officer to have the power to undertake any other actions that are necessary for or relevant to the issuance and offering of the newly issued ordinary shares under the BC-

ESOP 2024 program as allowed by the relevant laws as proposed. There was no veto from the shareholders. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	406,015,980	100.0000
Disapproved	0	0.0000
Abstained	0	0.000
Total	406,015,980	100.0000
Voided ballots	0	

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

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

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

Type of Securities:	Transferable warrants, with the name of bearer
Allocation Ratio:	10 ordinary shares per 1 unit of warrant. (Any fractions resulting from the calculation of eligible allotments based on the allocation ratio set forth shall be rounded down.)
Offering Price:	0.00 Baht per unit (free-of-charge)
Number of Warrants Issued and Offered:	Not exceeding 57,048,574 units
Term of Warrants:	Not exceeding 1 year from the issuance date of BC-W2 Warrants.

Exercise Ratio: 1 unit of BC-W2 Warrant per 1 ordinary share, except in the event that adjustments to the Exercise Ratio are required according to the BC-W2 Terms & Conditions.

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

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

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

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

(More details of the BC-W2 Warrants appeared in Enclosure 5 of the Invitation Letter.)

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, including any abstentions in the calculation base.

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

The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	408,232,980	100.0000
Voided ballots	0	

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

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

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

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

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

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

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

Clause 4.	Registered capital	574,124,254 Baht (Five hundred seventy-four million one hundred twenty-four thousand two hundred fifty-four Baht)
	Divided into	574,124,254 Shares (Five hundred seventy-four million one hundred twenty-four thousand two hundred fifty-four Shares)
	Par value per share	1 Baht (One Baht)

Categorized into

Ordinary shares	574,124,254 Shares (Five hundred seventy-four million one hundred twenty-four thousand two hundred fifty-four Shares)
Preferred shares	- Share (Zero Share)

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

The Board of Directors has considered and viewed that the reduction of the registered capital is appropriate and has no impact to the rights of the shareholders and deemed it appropriate to propose to the 2024 AGM to consider and approve the reduction of the Company's registered capital, 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.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, including any abstentions in the calculation base.

Resolution The Meeting unanimously approved the reduction of the Company's registered capital by Baht 294,964,836, from Baht 869,089,090 to Baht 574,124,254, by removing 294,964,836 unsold ordinary shares; the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital; and the delegation of authority to 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, to have the authority to amend or add any wordings in accordance with the Registrar's instructions. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	408,232,980	100.0000
Voided ballots	0	

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

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

The Company intends to increase its registered capital by Baht 248,194,296, from Baht 574,124,254 to Baht 822,318,550 by issuing 248,194,296 new ordinary shares with a par value of Baht 1 per share to accommodate:

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

The maximum control dilution impact from the capital increase as mentioned above shall not exceed 19.03 percent. There will be no price dilution impact to the shareholders because the offering price shall be set to be higher or based on market price.

The Company shall utilize the proceeds from the capital increase to support working capital, repay debt, or further invest or expand its businesses.

(The details of the capital increase appeared in Enclosure 6 of the Invitation Letter.)

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

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

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

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

The Board of Directors has considered and viewed that the capital increase is appropriate and shall benefit the Company and shareholders and deemed it appropriate to propose to the 2024 AGM to consider and approve the increase of the Company's registered capital, 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.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and eligible to vote, including any abstentions in the calculation base.

Resolution The Meeting unanimously approved the increase of the Company's registered capital by Baht 248,194,296, from Baht 574,124,254 to Baht 822,318,550, by issuing 248,194,296 newly issued ordinary shares, with a par value of Baht 1 per share; the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital; and the delegation of authority to 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, to have the authority to amend or add any wordings in accordance with the Registrar's instructions. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	408,232,980	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	408,232,980	100.0000
Voided ballots	0	

Agenda Item 11 To consider and approve the allocation of the Company's newly issued shares to accommodate:
 (1) the issuance and offering of the newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the BC-ESOP 2024

program, (2) the exercise of BC-W2 Warrants, and (3) the capital increase through a general mandate

The Chairman assigned Mr. Churat Rungthawiwut, Chief Financial Officer, to present the details to the Meeting.

According to the plan to increase the Company's registered capital by Baht 248,194,296, from the existing registered capital of Baht 574,124,254 to Baht 822,318,550, by issuing 248,194,296 newly issued ordinary shares, with a par value of Baht 1 per share (as per the details aforementioned in Agenda Item 10), the Company intends to allocate the newly issued ordinary shares in an amount of not exceeding 248,194,296 shares, with a par value of Baht 1 per share, as follows:

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

- 3) It does not comply with the principles, methods, or conditions stipulated in the guidelines for offering or allocating additional ordinary shares for capital increase.
- (b) To allocate not exceeding 10% of the paid-up capital of the Company or 57,048,574 newly issued ordinary shares to specific persons (Private Placement) where the offering price will not be considered as an offering of newly issued shares at the low price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering for Sale of Newly Issued Shares by Listed Companies to Specific Persons (Private Placement) (and as amended).

However, the total number of shares allocated according to clauses (a) and (b) above will not exceed 171,145,722 shares, equivalent to 30.00% of the paid-up capital of the Company as at the date the Board of Directors resolved to approve the capital increase through a general mandate pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies B.E. 2563 (A.D. 2020). The allocation of the newly issued ordinary shares of the Company in clauses (a) and (b) above must be completed within the date on which the Company holds the next Annual General Meeting of Shareholders or the last date allowed under the relevant law to hold the next Annual General Meeting of Shareholders, whichever is earlier.

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

The Board of Directors has considered and deemed it appropriate to propose to the 2024 AGM to consider and approve the allocation of the Company's newly issued shares to accommodate: (1) the issuance and offering of the newly issued ordinary shares to be offered to the directors, executives and employees of the Company and/or its subsidiaries under the BC-ESOP 2024 program, (2) the exercise of BC-W2 Warrants, and (3) the capital increase through a general mandate, as well as the relevant delegation of authority as per the above details.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about this agenda item. However, no shareholders expressed any opinions or made any inquiries. The MC then requested the Meeting to cast the vote on this agenda item. This agenda required a majority vote of the shareholders present at the meeting and casting their votes, excluding any abstentions from the calculation base.

Directors and executives (including their related persons) holding BC's shares and having interests from the allocation of shares under the BC-ESOP 2024 program were ineligible to vote on this agenda, namely:

Directors	No. of shares	% of shareholding
1. Mr. Permpoon Krairiksh	1,200,000	0.2103%
2. Mr. Kajohndet Sangsuban	500,000	0.0876%
3. Mr. Prabsharan Singh Thakral	95,507,832	16.7415%
Ms. Suraiya Narula (Spouse)	100	0.0000%
Ms. Raisa Thakral (Minor child)	100	0.0000%
4. Mr. Manmohan Singh Thakral	750,100	0.1315%
Mrs. Rasmi Thakral (spouse)	37,399,850	6.5558%
5. Mr. Richard Peter Neville	500,000	0.0876%
6. Mr. Churat Rungthawiwut	17,000	0.0030%
Total	135,874,982	23.8174%

Resolution The Meeting, excluding shareholders with vested interests, unanimously approved the allocation of the Company's newly issued ordinary shares in an amount of not exceeding 248,194,296 shares with a par value of Baht 1 per share to accommodate: (1) the issuance and offering of the newly issued ordinary shares of the Company under the BC-ESOP 2024 program in an amount of not exceeding 20,000,000 shares at a par value of Baht 1 per share; (2) the exercise of the BC-W2 Warrants in an amount of not exceeding 57,048,574 shares at a par value of Baht 1 per share;

and (3) the capital increase through a general mandate in an amount of not exceeding 171,145,722 shares at a par value of Baht 1 per share to be offered for sale to (a) the existing shareholders of the Company on a pro rata basis except in the case where such offering would cause the Company to be under the obligations of any international laws (Preferential Public Offering), whereby the Board of Directors has the discretion to decide not to offer or allocate the additional ordinary shares to any individual or subscribing party including existing shareholders of the Company in the United States and any other countries as deemed appropriate by the Company which shall be notified accordingly (if applicable), and (b) specific persons (Private Placement). The Meeting also approved the delegation of authority to 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 proposed. The voting details were as follows:

Shareholders' Votes	Number of Votes (Votes)	Percentage
Approved	406,015,880	100.0000
Disapproved	0	0.0000
Total	406,015,880	100.0000
Abstained	100	
Voided ballots	0	

Agenda Item 12 Other business

The Chairman informed the Meeting that this agenda item is for the shareholders or proxies to raise any questions or express any opinions and/or for the Board of Directors to clarify the shareholders' inquiries. Therefore, other matters should not be considered and approved, and no resolutions to be made in this agenda.

Then, the Chairman gave the shareholders an opportunity to raise questions and express opinions about businesses of the Company. There were shareholders making inquiries or expressing opinions which can be summarized as follows:

Ms. Onjira Chaiyapornpattana – A proxy of Thai Investors Association

Question: Proposed to the Company to consider conducting a shareholder's meeting in a hybrid format to promote interaction, communication, and questioning among shareholders, executives, and the Board of Directors, aligning with the memorandum of the Securities and Exchange Commission (SEC) No.

Kor.Lor.Tor. NorRor.(Wor) 2/2567 re: Requesting cooperation for organizing a general meeting of shareholders dated 10 January 2024.

Answer: The Chairman acknowledged the suggestion for further consideration and proceeding as deemed appropriate.

There was no further inquiry, the Chairman thanked all the shareholders for their attendance and declared the Meeting adjourned at 3:46 p.m.



(Mr. Permpoon Krairiksh)

Chairman of the Meeting



(Ms. Kanyaphat Prayoonpoakarach)

Company Secretary

Minutes Taker