



**Invitation to the Annual General Meeting of Shareholders for
the year 2023 of
Beauty Community Public Company Limited
Wednesday April 26, 2023, at 13.30 Hrs.**

The meeting will be arranged in electronic meeting format (E-AGM) via video conference from the meeting room of Beauty Community Public Company Limited at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230

The shareholders can register to E-AGM from 12.30 Hrs. onward

The Shareholders who intend to attend the meeting, please send E-AGM Registration Form and/or Proxy Form with identification documents to the Company within **Monday, April 24, 2023** through:

- Email: contact@beautycommunity.co.th; or
- Mailing Address: Company Secretary Beauty Community Public Company Limited at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230

Beauty Community Public Company Limited
Head Office at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum
District, Bangkok 10230
Telephone: 02-9460700-6
Website: www.beautycommunity.co.th

Date: 4 April 2023

Re: Invitation to the Annual General Meeting of Shareholders for the year 2023

To: Shareholders of the Company

Attachment:

1. Copy of Minutes of the Annual General Meeting of Shareholders for the Year 2022 (Attachment 1);
2. Form 56-1 One Report (Annual Report for the year 2022) in QR Code Form (Attachment 2);
3. Copy of the Statements of Financial Position and Statements of Comprehensive Income for the fiscal year 31 December 2022 in QR Code format (Attachment 3) ;
4. Details of the Persons who nominated to be elected as Directors (Attachment 4);
5. Definition of Independent Directors (Attachment 5);
6. Proxy Form A, B, and C (Attachment 6);
7. List of Documents and Evidence to be presented on the Meeting (Attachment 7);
8. Profiles of Nominated Independent Directors selected by the Company to be the Shareholder's Proxy Holder for the Purpose of Consideration to appoint such Independent Directors as his/her Proxy Holder (Attachment 8);
9. Articles of Association of the Company regarding the Shareholder's Meeting (Attachment 9);
10. Guideline for attending the Annual General Meeting of Shareholders for the Year 2023 through Electronic Meeting (E-AGM) (Attachment 10);
11. Guideline for Voting, Vote Counting, Voting Results Report, and Asking Question in E-AGM (Attachment 11); and
12. E-AGM Registration Form (Attachment 12). Due to the uncertain situation in relation to the widespread of Corona Virus 2019 (COVID-19) growth across many areas all over the country, the Board of Directors aware and cares about health of shareholders, shareholder's proxy holder, and participants in the meeting.

Due to the uncertain situation in relation to the widespread of Coronavirus Disease 2019 (COVID-19) growth across many areas all over the country, the Board of Directors realizes and concerns about health and safety of shareholders, shareholder's proxys, and participant in the meeting.

In this regard, the Board of Directors Meeting No. 2/2023 of Beauty Community Public Company Limited (the "**Company**") had a discretion to convene the Annual General Meeting of Shareholders for the year 2023 through electronic meeting (E-AGM) on Wednesday, 26 April 2023, at 13.30 Hrs., via video conference from the meeting room of Beauty Community Public Company Limited at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230, and the registration time will commence at 12.30 Hrs.

¹In compliance with Thai Investors Association's policy which encourages the listed companies to not distribute the souvenir during the shareholders' meeting of the company because the Thai Investors Association realizes that the purpose of convening the shareholders' meeting is to offer the opportunity to the shareholders to attend the meeting and to acknowledge the company's operating performance and also to prevent the spread of Corona Virus 2019 (COVID-19)

The Company has announced the schedule and agendas of the Annual General Meeting of Shareholders for the year 2023 on the Stock Exchange of Thailand (www.set.or.th) since 28 February 2023. In compliance with the Principle of Good Corporate Governance, the Company posted on its website (www.beautycommunity.co.th), in advance, the Thai language and English language version of invitation to the Annual General Meeting of Shareholders for the year 2023 since 4 April 2023 in order to provide sufficient time for the shareholders to consider the meeting materials before a hard copy is sent to shareholders.

The Board of Directors sets forth the agenda as follows:

Agenda 1 To consider the verification of the Minutes of the Annual General Meeting of Shareholders 2022

Objective and reason

The Secretary of the Meeting prepared the Minutes of the Annual General Meeting of Shareholders 2022 held on 27 April 2022 and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, within the period as prescribed by laws and has been disclosed on the Company's website. The copy of Minutes of the Annual General Meeting of Shareholders 2022 is as found in **Attachment 1**.

Opinion of Board of Directors The Board of Directors is unanimously of the opinion that the shareholders' meeting should verify such minutes.

This agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting at the Meeting.

Agenda 2 To acknowledge the overall performance of the Company's business operations for the year 2022 and the operational plan of the year 2023

Objective and reason

The Company provided a report on overall performance of the Company's business operations for the year 2022 and the operational plan of the year 2023 in Form 56-1 One Report (Annual Report for the year 2022) as found in **Attachment 2**.

Opinion of Board of Directors The Board of Directors is unanimously of the opinion that it is appropriate to propose to the shareholders' meeting to acknowledge the overall performance of the Company's business operations for the year 2022 and the operational plan for the year 2023.

The resolution is not required for this agenda since this agenda is a report for shareholders' acknowledgement.

Agenda 3 To consider and approve the Statements of Financial Position and Statements of Comprehensive Income for Fiscal Year Ended 31 December 2022

Objective and reason

According to Section 112 of the Public Limited Company Act B.E. 2535 ("**Public Limited Company Act**"), and Article 63 of the Company's Articles of Association, in which stipulate that the Board of Directors shall prepare the balance sheet and the profit and loss statement as of the last day of the fiscal year of the Company for submission to the Meeting of Shareholders at the Annual General Meeting of Shareholders for

consideration and approval. The Statements of Financial Position and Statements of Comprehensive Income for fiscal year ended 31 December 2022 were audited and certified by the certified auditor per details in the copy of Statements of Financial Position and Statements of Comprehensive Income for the accounting period ended 31 December 2022, as found in **Attachment 3**. The summary is as follows:

(Unit: Baht)

Particulars	Statements of Financial Position and Statements of Comprehensive Income ended 31 December 2022
Total Assets	897,369,656.84
Total Liabilities	191,439,915.33
Shareholders' Equity of the Company	705,929,741.51
Total Revenue	365,458,443.48
Earnings Before Interest and Income Tax	(78,195,034.62)
Net Profits	(67,679,280.01)
Earnings per Share	(0.02)
Weighted Average Number of Share(s) (Share)	2,994,193,535

Opinion of the Board of Directors The Board of Directors is unanimously of the opinion that it is appropriate to propose to the shareholders' meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for fiscal year ended 31 December 2022.

This agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

Agenda 4 To consider and approve the omission of dividend payment for the year 2022

Objective and reason

The Company has a dividend payment policy based on annual operating results and long-term returning to shareholders. According to Section 115 of the Public Limited Company Act, and Article 55 of the Company's Articles of Association, in which stipulate that dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

For the year 2022, the Company reported net loss of 67,679,280.01 Baht (Sixty-Seven Million, Six Hundred and Seventy-Nine Thousand Two Hundred and Eighty Baht One Satang) which result in the omission of dividend payment for the year 2022 and also no allocation of legal reserve because the Company has completely appropriated its legal reserve of 30,226,100.00 Baht (Thirty Million, Two Hundred Twenty-Six Thousand and One Hundred Baht), which is not less than ten percent of the Company's registered capital of 299,419,353.50 Baht (Two Hundred Ninety-Nine Million, Four Hundred Nineteen Thousand Three Hundred and Fifty-Three Baht Fifty Satang) according to Section 116 of the Public Company Limited Act B.E. 2535, and Article 58 of the Company's Articles of Association in which stipulate that the Company must allocate part of the annual net profit as legal reserve in an amount not less than five (5) percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the legal reserve attains an amount not less than ten (10) percent of the registered capital.

Opinion of Board of Directors The Board of Directors is unanimously of the opinion that it is appropriate to propose to the shareholders' meeting to consider and approve the omission of dividend payment for the year 2022.

This agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

Agenda 5 To consider and approve the director's remuneration for the year 2023

Objective and reason

According to Article 25 of the Company's Articles of Association, the director's remuneration and consideration shall be fixed by the Meeting of Shareholders. The directors are entitled to receive considerations from the Company in form of gratuity, meeting allowance, remuneration, bonus or other benefits in accordance with the Articles of Association or as specified by the Meeting of Shareholders irrespective of whether such consideration is specified as the fixed amount or as specified based on rules from time to time or to be effective unless otherwise changed. In addition, the directors are entitled to receive allowances and welfare benefits according to the Company's regulations.

The Board of Directors considered the proposal of the Nomination and Remuneration Committee Meeting No. 1/2023 on 27 February 2023, which considered very thoroughly various aspects and deemed that it is appropriate to fix the director's remuneration for the year 2023 with details as follows:

1. Proposal for the remuneration of meeting allowance for directors for the year 2023 at the same rate as the year 2022 from the resolution of the Board of Directors' Meeting No. 2/2022 dated 27 February 2022 and the Annual General Meeting of Shareholders for the year 2022 dated 27 April 2022 with details as follows:

The Remuneration of Meeting Allowance for Directors	Proposal for Year 2023 (rate per each meeting)	Previous Year 2022 (rate per each meeting)
1. Meeting allowance of Director <ul style="list-style-type: none"> • Chairman of the Board of Directors • Director 	Baht 19,325 Baht 14,494	Baht 19,325 Baht 14,494
2. Meeting allowance of Audit Committee <ul style="list-style-type: none"> • Chairman of the Audit Committee • Audit Committee 	Baht 19,325 Baht 14,494	Baht 19,325 Baht 14,494
3. Meeting allowance of Nomination and Remuneration Committee <ul style="list-style-type: none"> • Chairman of the Nomination and Remuneration Committee • Nomination and Remuneration Committee 	Baht 19,325 Bath 14,494	Baht 19,325 Bath 14,494

The Remuneration of Meeting Allowance for Directors	Proposal for Year 2023 (rate per each meeting)	Previous Year 2022 (rate per each meeting)
4. Meeting allowance of Risk Management Committee		
• Chairman of the Risk Management Committee	Baht 19,325	Baht 19,325
• Risk Management Committee	Baht 14,494	Baht 14,494

In this regard, the Board of Directors which is a member of Executive Directors will not be entitled to the remuneration of meeting allowance since they already receive monthly remuneration as Executives. The Company disclosed the the Board of Directors' remuneration by separating by individuals and types of remuneration for publicly acknowledgement in the One Report (Form 56-1) for the purpose of transparency and to comply with the good corporate governance principle.

2. Proposal for the bonus remuneration of the directors payable in the year 2023 from the business performance of 2022. Due to the situation of the COVID-19 outbreak directly affecting the Company's business profits. The Company has accumulating loss at the amount of 67,679,280.01 Baht (Sixty-Seven Million, Six Hundred Seventy-Nine Thousand Two Hundred and Eighty Baht One Satang). Therefore, in order to mitigate such loss, the Board of Directors intend to not receive the bonus remuneration payable in the year 2023 from the business performance of 2022.

Opinion of Board of Directors The Board of Directors concurs with the proposal of the Nomination and Remuneration Committee and is unanimously of the opinion that it is appropriate to propose to the shareholders' meeting to consider and approve the director's remuneration for the year 2023.

This agenda requires affirmative resolution with at least two-thirds of total number of votes of shareholders attending in the Meeting. The shareholder who has a vested interest in this agenda shall not be entitled to vote.

Agenda 6 To consider and approve the appointment of the auditors and their remuneration for year 2023

Objective and reason

According to Article 49 of the Company's Articles of Association, the auditors and their remuneration shall be appointed by the Annual General Meeting of Shareholders. In order to comply with the qualifications of a listed company on the Stock Exchange of Thailand, it is necessary for the Company to appoint auditors approved by the Office of the Securities and Exchange Commission and fix their remuneration for the year 2023. Therefore, the Company appointed the auditors from D I A International Audit Company Limited to be the Company's auditors and fix their remuneration as set in the auditor's proposal to the Company in the total amount of 1,100,000 Baht (One Million and One Hundred Baht) decreasing from the year 2022.

<u>Name of Auditor</u>	<u>License Number</u>
(1) Miss Kamolmett Chrityakierne	10435
(2) Mrs. Suvimol Chrityakierne	2982
(3) Mr. Wirote Satjathamnukul	5128
(4) Mr. Nopparoeek Pissanu Wong	7764

The comparison of the remuneration of Auditors between the year 2022-2023 are as detailed below:

The Remuneration of Auditors	Year 2023 (Proposal) (Baht)	Year 2022 (Previous Year) (Baht)
Audit Fee	1,100,000	1,260,000
Non-Audit Fee	None	None
Total	1,100,000	1,260,000

These auditors of D I A International Audit Company Limited are approved by the Office of the Securities and Exchange Commission and are the Company's auditors. Their performance are considered as a good performance. The auditors have no relationship with and no vested interest in the Company, Executives, major shareholders or the connected persons to the aforementioned persons. Therefore, the aforementioned auditors can independently audit and express their opinion on the Company's Financial Statements.

Opinion of Board of Directors The Board of Directors is unanimously of the opinion that it is appropriate to propose to the shareholders' meeting to consider and approve the appointment of auditors from DIA International Audit Company Limited to be the Company's auditors and their remuneration for year 2023 in the total amount of 1,100,000 baht.

This agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes the meeting.

Agenda 7 To appoint new directors to replace directors who retire by rotation

Objective and reason

According to Public Limited Company Act in connection with the Company's Articles of Association, "at every annual general meeting, one-third (1/3) of the directors shall retire." For this Annual General Meeting of Shareholders for the year 2023, there are 3 directors who will retire by rotation as follows:

1. Assoc. Prof. Dr. Vichit U-on Independent Director and Audit Committee
2. Dr. Peerapong Kitiveshpokawat Director and Chief Executive Officer
3. Ms. Tanyapon Kraibhubes Director

Opinion of Board of Directors The Board of Directors is unanimously of the opinion that it is appropriate to propose to the shareholders' meeting to consider and appoint directors who retire by rotation to resume their positions for another term. Information of the nominees for directorship and definition of independent directors are specified in **Attachments 4 and 5.**

Pursuant to the Company's Articles of Association, this agenda requires affirmative resolution with a majority vote of the total number of votes of shareholders attending and casting votes at the meeting with the following rules and procedures.

- (1) Each shareholder shall have one (1) vote for one (1) share;
- (2) Each shareholder shall exercise all the votes he has under (1) to appoint one or several person(s) to be director(s), provided that he cannot divide his votes to any person to any extent;
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote. In order to comply with the good corporate governance principle, the Company provides opportunities for shareholders to vote on individual nominees by proposing the shareholders' meeting to cast the vote on an individual basis.

Agenda 8 To transact other business (if any)

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In addition, the Company has prepared the Form 56-1 One Report (Annual Report for the year 2022) in QR Code format and delivered to the shareholders as enclosed with **Attachment 2**.

Yours Truly,



(Dr. Suwin Kraibhubes)
Chairman of the Board of Directors



(Mrs. Daranee Pathetang)
Company Secretary

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**COPY OF MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR YEAR 2022**



Minutes of the 2022 Annual General Shareholders' Meeting

of

Beauty Community Public Company Limited

Meeting Venue

Via video conference from

Beauty Community Public Company Limited's meeting room
at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District,
Bungkum District, Bangkok 10230

Wednesday April 27, 2022, at 1.30 p.m.

Date, Time, and Place

Attending Committee

- | | |
|------------------------------------|-----------------------------------------------------------|
| 1. Mr. Suwin Kraibhubes | Director and Chairman of the Board of Directors |
| 2. Mr. Vichit U-on | Independent Director, and Chairman of the Audit Committee |
| 3. Senior Col. Attapon Srisangworn | Independent Director and Audit Committee |
| 4. Mr. Viboon Pojanalai | Independent Director and Audit Committee |
| 5. Dr. Peerapong Kitiveshpokawat | Director and Chief Executive Officer |
| 6. Ms. Tanyapon Kraibhubes | Director |
| 7. Ms. Monsoothatip Malaukaranun | Director |

Absent Committee

-None-

Auditor

- Mrs. Suvimol Krittayakiern D I A International Auditing Company Limited

Legal Consultant

- Ms. Wiyadathawin Luenchavee AWP & Alliance Ltd.

Secretary of the Meeting

- Mrs. Daranee Pathetang Secretary of the Meeting

Preliminary Proceedings

The Chairman of the Meeting assigned **Ms. Natthamol Kulkitphatthanaphorn** (the “MC”) to conduct the 2022 Annual General Shareholders’ Meeting.

The MC informed the Meeting that Beauty Community Public Company Limited (the “Company”) having 7 directors and all of them attended at the Meeting. Therefore, the directors of the Company presented at the Meeting considered 100 percent of all directors of the Company.

The MC also informed the Meeting that the Company had taken photos, together with video and sound records of the shareholders’ meeting for the purpose of transparency and evidence of this shareholders’ meeting.

The MC further informed the Meeting that due to the widespread of Corona Virus 2019 (COVID-19) growth across many areas all over the country.

In this regard, the Board of Directors aware and care about health of shareholders, shareholder’s proxy holder, and participants in the Meeting. The Board of Directors’ Meeting No. 2/2022 which held on February 24, 2022, resolved the 2022 Annual General Shareholders’ Meeting to be held in the form of electronic meeting (E-AGM) via video conference from Beauty Community Public Company Limited’s meeting room on Wednesday, April 27, 2022, at 1.30 p.m.

The MC further informed the Meeting of the measure for **inquiring questions of the shareholders** where each shareholder would be able to send the questions via chat window to inquire questions.

The MC informed the Meeting on the measure for question submission as follows:

1. The E-AGM system would accept the question relating to each Agenda where the shareholder should type the question and submitted on chatting window, and would available only during the period of such Agenda being considered;
2. Click on “Ask Question” button then type the question and either press “Enter” (if using computer) or press “send” twice (if using mobile phone);
3. Once the Company’s staff received the inquiries, the director, or assigned person from the director would read the questions after all agendas had been discussed and considered, which other shareholders would be able to acknowledge the questions and answers from the director or assigned person from the director via video conference. However, none of shareholder would be able to see the questions that were sent except the Company’s staff, director, or assigned person from the director;
4. In this Meeting, the votes are openly cast online via the E-AGM service provider’s system. In casting the votes, each shareholder would have 1 vote per 1 share held by them.

Furthermore, the MC informed the Meeting of **the voting procedure for each agenda of the Meeting** as follows:

1. click “Vote” in the voting menu;
2. All attendances of the Meeting could view the entire agendas, and the shareholders or proxy holder could vote at any time as long as the agenda had not been closed. Once the agenda had been discussed and the agenda was closed, the vote could not be changed;
3. Once clicking at the voting menu, the system would have a button for casting the vote in each agenda that was opening for the vote. The shareholders would be able to cast the vote for such agenda by pressing any of these buttons; “approve”; “disapprove”; or “abstain” then click “send”. Once the vote was submitted, the pop-up window would show “the vote is completed”.

In case **where any of the shareholders** disapprove or abstain, please cast the vote as disapprove or abstain. Otherwise, it would be assumed that those shareholders “approve” such agenda automatically.

In case that **no shareholder** disapprove or abstain, it would be deemed that all shareholders were approved the agenda or resolved unanimously as proposed. In this regard, details of voting procedure were sent to the shareholders via e-mail together with username and password for this E-AGM prior the Meeting.

The shareholders or proxy holder would be able to inspect the quorum and voting result by clicking at voting result menu at any time. Upon clicking such menu, voting result would appear only after the agenda was closed, and details of which were sent to the shareholders via e-mail together with username and password for this E-AGM prior the Meeting.

In case of any technical problem in relation to the E-AGM system, please contact Quidlab Company Limited, the service provider for this shareholders’ meeting, via telephone No. 02-0134322 or 080-0087616, or via e-mail at info@quidlab.com.

The MC informed the Meeting in relation to the vote of each agenda of this Meeting:

Except Agenda 2, Agenda 5, Agenda 8, and Agenda 9 would be approved by majority vote of the shareholders attending the Meeting and entitled to vote.

For Agenda2: it was for acknowledgement and **not required** to vote;

For Agenda5: it would be approved by **at least** two-thirds of the total number of votes of shareholders attending the Meeting, whereby the shareholders who have vested interest in the remuneration of meeting allowance and bonus of directors, their votes would not be counted for this agenda;

For Agenda8 and Agenda9: it would be approved by **at least** three-fourths of the total number of votes of shareholders attending the Meeting and entitled to vote.

In case of a tied vote, the Chairman would have the casting vote.

In opening the Meeting, the total number of shareholders in attendance in person and by proxy were 69 persons, representing 1,138,591,722 shares considered 38.0267 percent of the total shares sold

(the total shares sold of the Company are 2,994,193,535 (Two Thousand Nine Hundred and Ninety-Four Million, One Hundred and Ninety-Three Thousand, Five Hundred and Thirty-Five Shares)).

Chairman of the Board of Directors, served as Chairman of this Meeting (the “Chairman”), declared the Meeting to be duly convened and considered the following agendas:

Agenda 1 To consider the verification of the Minutes of the Annual General Meeting of Shareholders 2021

The Chairman proposed the Meeting to consider for verification of the Minutes of the Annual General Shareholders’ Meeting of 2021 held on April 27, 2021 as detailed in the copy of Minutes of the Annual General Meeting of Shareholders 2021 submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, within the period as prescribed by laws and disclosed on the Company’s website including attached to the invitation to the Meeting.

The Chairman respectively requested the Meeting to consider for verification of the Minutes of the Annual General Shareholders’ Meeting of 2021. The Meeting considered the same and resolved as follows:

Resolution The minutes of the Annual General Shareholders’ Meeting of 2021 held on April 27, 2021, was approved as proposed by the Chairman with a majority vote of the shareholders attending the meeting and entitled to vote, with voting result of this agenda was as follows:

For this agenda, there were shareholders attending the meeting and casting vote totaling 1,141,595,722 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,040,525,444	91.1466
(2)	Disapprove	1,000	0.0001
(3)	Abstain	101,069,278	8.8533
	Total	1,141,595,722	100.0000

Agenda 2 To acknowledge the overall performance of the Company’s business operations for the year 2021 and the operational plan of the year 2022

The Chairman assigned Dr. Peerapong Kitiveshpokawat, Chief Executive Officer, to report the Meeting on the overall performance of the Company’s business operations for the year 2021 and the operational plan of the year 2022.

Dr. Peerapong Kitiveshpokawat then proposed to the Meeting as follows:

The Overall Performance of the Company's Business Operations for the Year 2021

(1) Sales Volume



From the above chart, the sales volume of the Company was affected during year 2020-2021.

In 2020, the Company's sales volume was approximately 270 million baht from 311 retail shops. However, the outbreak of COVID-19 in first quarter of such year, the Company realized such pandemic situation would impact profit generating from the retail shop and business performance of the Company. Thus, the Company made its decision to decrease numbers of retail shops by closure of non-performing branches. Due to an ongoing outbreak of COVID-19 in 2021, the Company remained only 113 retail shops while the revenue tended to improve.

In 2022, the COVID-19 continues to spread across Thailand. The Company then remains only 50 retail shops with expectation of improving sales volume to be higher than in 2020-2021.

(2) Expense and Cost of the Company



The Company is at its best endeavor to maintain the Company's net profit by cost reduction since 2021 as shown in above chart. At the present, the Company is stabilized expense at its best cost.

In 2021, the Company decreased manpower from 1,192 individuals to 227 individuals. Despite the Company plans for several business expansion in 2022, around 250 individuals of manpower is required and expense is under the control.



The great cost of the Company was invested in retail shops e.g. lease payment. To maintain only 50 retail shops is part of cost reduction plan, but the more loss of main revenue. However, having large numbers of retail shop during ongoing COVID-19 outbreak, the Company foresees the negative impact to the business operation of the Company.

The Company's revenue is in negative since the outbreak of COVID-19. In 2021, the sales volume is decreasing, the Company could limit the loss at around 80 million baht as a result of its best endeavor for cost reduction.

(3) Accumulated Loss

In 2020, the accumulated loss was around 104 million baht. In 2021, the ongoing COVID-19 outbreak, the Company lost demand in product sale and all expired products had to be destroyed. Notwithstanding, the Company was able to limit loss at around 80 million baht, negative loss improved 19 percent and 23 percent better than in 2020.



In 2022, the Company expects sales volume at around 680 million baht with the plan to limit the expense and cost to be at the same rate of year 2021, around 290 million baht. The Company expects an improvement of loss subject to better situation of COVID-19 outbreak in second half year of 2022 in connection with improved management of product expiration where the Company expects that GP will increase around 50 percent. According to plan of distribution channel expansion, the margin ratio will be allotted among distribution channels. The Company views that GP at 53 percent is possible together with cost reduction plan.

(4) Cash Flow



During 2018-2019, the Company declared the dividend allocation to the shareholders in which resulted in declined cash flow.

During 2020-2021, no allocation of dividend, the Company then maintained its cash flow at around 400 million baht with neither debt nor loan. Despite consecutive loss, the Company maintained its cash flow at 418 million baht in 2020 and 422 million baht in 2021 respectively.

For 2022, the Company expects to maintain its cash flow at 527 million baht and is sufficient for long-term business operations.

The Operational Plan of the Year 2022

The operational plan of the year 2022 (“**Plan of 2022**”) is a strategic plan for business growth and foundation for sustainability.

This year’s strategy will lay down steps for business management in response to the COVID-19 outbreak which this past 2 years affected business and economic system of Thailand including consumer behavior especially in tourism industry. As a result, the Company’s main business which is retail business relied on demand of tourists was affected greatly from such pandemic.

The Company keeps adjusting and sustaining the business running to be the foundation as shown below.



The retail business is a foundation of the Company's business operation with over 300 retail shops all across Thailand and set foot in overseas expansion since 2018 to 13 territories outside Thailand through exportation of products and breaking into new markets. One of remarkable Company's achievement was successfully cross-border agreement with People's Republic of China.

In 2019, the Company successfully developed e-Commerce despite the widespread of COVID-19 and continued developing and striving for better performance of e-Commerce business.

In 2020, the widespread of COVID-19 since the beginning of such year, the Company then reconsidered the business model for cost reduction, and closed non-performing retail shops as a result of change in consumers behavior and those retail shops could no longer generate profit. The Company kept looking for new market and distribution channels to generate the revenue.

In 2021, the Company's business continued affecting from the COVID-19 outbreak, whereby, the Company strived for distribution development and assigned 13 distributors for more markets of the Company's products.

In 2022, the Company's continuity of development from 2018-2021 is a foundation to 2022 for new distribution channels and cost reduction of the Company.

Notwithstanding, the current market affected from the widespread of COVID-19, whereby, the Company's marketing policy changed from retail business to expand into several distribution channels thorough market trend analysis, in particular, cosmetic and skin care market together with strong points of Company in following 7 pillars:



- 1) Strong organization structure, provided that, experienced and potential sale team including new management structure with cost reduction for flexibility to adjust and design Company's business operation in all-rounded dimensions.
- 2) Various distribution channels with potentiality in overseas market in connection with customer profiles and trade representatives in overseas market are the Company's strong point and always prepared for any change based on expansion to any new distribution channels.
- 3) Product management, e.g., storage and modern transportation support the Company's business expansion by having services and product arrangement regardless of any conditions.
- 4) BEAUTY BUFFET is a broadly well-known brand and recognized for its quality and reasonable price of products with the approach to full range of domestic market and international market.
- 5) Our product development team is expertise in cosmetic market for over 20 years with strong partnership for product development and production in accordance with applicable international standard.
- 6) Our marketing team is expertise in management of online market and product development among multi-brand under the Company's management will enhance the market acceptance and serve the demand of full range of customers.

- 7) Modern management system by using modern IT system to control accounting system, inventory management system, online trading system, and data analysis system. The Company is prepared for data management and trustworthiness.

In 2022, the Company focuses in minimizing budget with no effect to future business expansion under investment budget of 2022 at 15 million baht where the Company's cash flow is sufficient for such investment. However, due to the uncertainty in the market which is out of the Company's control and competitiveness of new player daily in the market, the Company then strives the performance under following 3 pillars:



The Company sets its strategies for business model development focusing on sustainable growth and strong business development under 3 main strategies for this year which are: 1. Re Model; (2) Refresh Branding; and (3) Re-Structuring.



For Re Model purpose, the Company expands its distribution channels from only retail shops, “BEAUTY BUFFET”, to **new product development for mass market in full range** through 13 major distributors focusing on point-of-sale expansion to general trade e.g. shelves all around Thailand, approximately 8,600 places, including distributing products to modern trade, approximately 6,000 places, together with new product launched to each point of sale. While BEAUTY BUFFET SHOP will turn to new format and more modern design to demonstrate the professionalism both its products and solutions for beauty in full range of customers regardless of gender or age.

e-Commerce platform will focus on market enhancement to more range of consumers, development for effectively product management system including increasing numbers of platform for customers to reach the Company’s products i.e., Company’s website, leading marketplace, and potential social media in response to customer’s need for multiple platforms for purchasing of products, easy for purchasing order, and fast and accurately delivery.

At the present, the Company has overseas market channels in 13 territories (China, Hong Kong, Taiwan, Indonesia, Cambodia, Vietnam, Myanmar, Laos, Malaysia, Brunei, the Philippines, India, Japan) where the Company plans to distribute products to broadly area of each territories including marketing promotion of the products for public recognition by cooperating with Company’s representatives. In addition, business model in form of product license in China which is the main overseas market of the Company, both skincare and cosmetics, with Company’s representatives to manufacture and sell more over than 12 items. The Company views the opportunity for growth this year as the Company is able to perform fast product launch, least production process, least import-export cost, and direct to customer need, the Company plans for increasing more distributors and items of product for licensing.

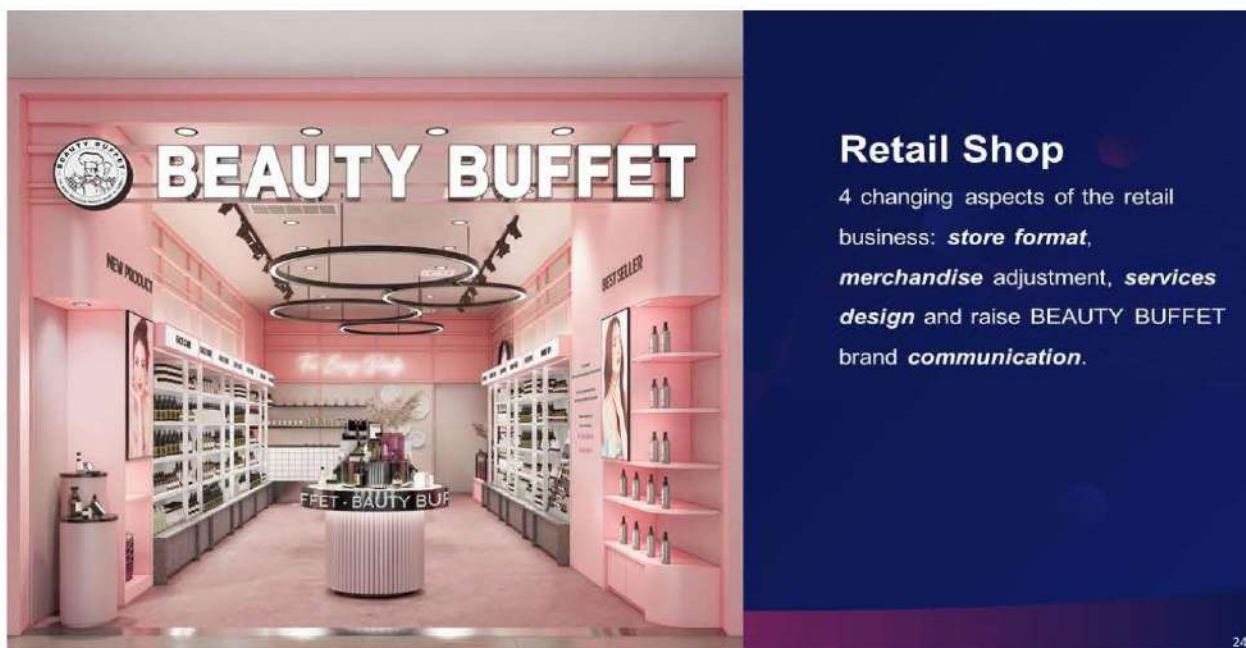
Subject to new distribution arrangement together with various products in BEAUTY&WELLNESS line in the past, and great recognition from the consumer. One remarkable change is **Refresh Branding of BEAUTY BUFFET** to more modern, playful, and to serve the consumer need in all range. From now on, the Company will communicate to the customers with new image consecutively under full O2O strategy together with multiple presenters.

In addition, **Re Structuring** strategy is to downsize organization structure in response to business model, and changing economic situation which result in Company's cost reduction in production, sale, and management continuously while the sales volume is steadily improving.

(a) Trading Business

Business-to-Business with expected revenue of 410 million baht

- 1) General Trade of small-sized retail shops e.g., grocery shop under 13 distributors could expand 8,600 places of product shelves which will help for pricing to mass market.
- 2) Modern Trade e.g., shops in department store, currently 3,000-4,000 shops, with expansion plan to 6,000 shops.
- (b) Retail Shops the Company plans for new look of retail shops, first 20 retail shops, and plans to launch new branch of retail shop. However, the Company major focus is new look of retail shops and use cash flow for new format of retail shop to promote better image, and investing to improve Company's computer system by its maintenance cycle:



- 1) Store format for better look of product arrangement where the new product can be arranged to match the brand image.
- 2) Service design for better solution to customers.
- 3) Branding “BEAUTY BUFFET” to demonstrate image of brand communication to its consumers.
- 4) Product arrangement including presenters to attract consumers.

(c) Overseas Business

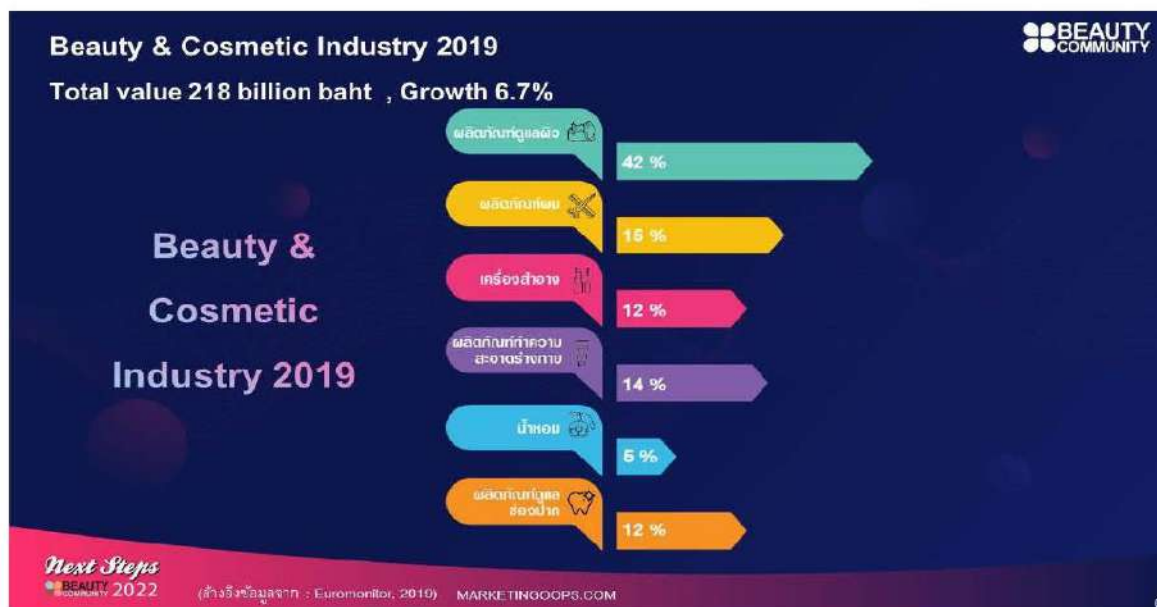


Overseas business is a notable channel for selling Company's products. In 2022, the Company expects sales volume to reach 250 million baht from distribution channels in 13 territories with expansion plan to more territories.

Estimation for the Company's performance for Year 2022



The Company expects revenue increasing to reach 680-million-baht, growth to 65 percentage, with gross profit margin more than in 2021, around 109 percent, with revenue proportion as flowchart above in which originally relied on retail shops at 90 percent. The Company from now on will not be just Thai cosmetic brand but operate in all-rounded market by new business model in 3 areas.



The competitiveness in the market size of 200,000 million baht where, this past two years, the market is dropping and contracting considered 6 of these Company's products:

- 1) Skin care
- 2) Hair
- 3) Cosmetics
- 4) Cleaning
- 5) Perfume
- 6) Dental care, to be launched in third or fourth quarter of 2022

In 2020, the market contraction is at the percentage rate of 8.

In 2021, the market contraction is at the percentage rate of 10-15 according to research. The luxury brand was also in market contraction. Notwithstanding the foregoing, the Company maintained its growth and minimized the dropping.

In 2022, the market expansion at the percentage rate of 2, and the Company expects its performance to be in the positive position.

Marketing and Products of the Company



The MC informed the Meeting that this agenda was for acknowledgement. In case any shareholders intended to inquire any question, please inquire in Agenda 10: To consider other business, and it was considered that the Meeting had acknowledged the overall performance of the Company's business operations in 2021 and the operational plan for 2022.

Agenda 3 To consider and approve the Statements of Financial Position and Statements of Comprehensive Income for Fiscal Year Ended 31 December 2021

The Chairman assigned Miss Netnapha Sae-lim, Financial and Accounting Director, to give the details on this agenda.

Miss Netnapha Sae-lim then proposed to the Meeting to approve the statement of financial position and statement of comprehensive income as of December 31, 2021, which was audited and certified by the auditor and approved by the resolution of the Board of Directors' Meeting No. 2/2022 held on February 24, 2022 with the following details in summary:

(Unit: Baht)

Particulars	Statements of Financial Position and Statements of Comprehensive Income ended December 31, 2021
Total Assets	974,102,634.22
Total Liabilities	200,493,612.70
Shareholders' Equity of the Company	773,609,021.52
Total Revenue	441,819,155.52
Earnings Before Interest and Income Tax	(94,374,814.74)
Net Profits	(80,768,076.01)
Earnings per Share	(0.03)
Weighted Average Number of Share(s) (Share)	2,994,193,535

Details were as appear in the copy of Statements of Financial Position and the Statements of Comprehensive Income for the accounting period ended December 31, 2021, which was provided to the shareholders together with the invitation to the Meeting in QR CODE format.

The Chairman requested the Meeting to approve the Statements of Financial Position and Statements of Comprehensive Income as of December 31, 2021. The Meeting considered and resolved as follows:

Resolution Be approved the Statements of Financial Position and Statements of Comprehensive Income as of December 31, 2021, as proposed by the Chairman with a majority vote of the shareholders attending and entitled to vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote totaling 1,141,595,723 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,037,008,445	90.8385
(2)	Disapprove	1,000	0.0001
(3)	Abstain	104,586,278	9.1614
	Total	1,141,595,723	100.0000

Agenda 4 To consider and approve no allocation of legal reserve and the omission of dividend payment for the year 2021.

The Chairman assigned Miss Netnapha Sae-lim, Financial and Accounting Director, to give the details on this agenda.

Miss Netnapha Sae-lim informed the Meeting that the Company had a dividend payment policy based on annual operating results and long-term returning to shareholders. According to the Public Limited Companies Act B.E. 2535 (“**Public Limited Companies Act**”), Section 115, and Article 55 of the Company’s Articles of Association, dividends shall not be paid other than out of profits. In the case where the company still had an accumulated loss, no dividends would be paid.

For the year 2021 the Company reported net loss of 80,768,076.01 Baht (Eighty Million, Seven Hundred and Sixty-Eight Thousand and Seventy Six Baht One Satang) which result in the omission of dividend payment for the year 2021 and also no allocation of legal reserve because the Company has completely appropriated its legal reserve of 30,226,100 Baht (Thirty Million, Two Hundred Twenty-Six Thousand and One Hundred Baht), which is not less than ten percent of the Company’s registered capital of 302,261,000 Baht (Three Hundred and Two Million, Two Hundred and Sixty-One Thousand Baht) according to Section 116 of the Public Limited Companies Act, and Article 58 of the Company’s Articles of Association in which stipulate that the Company must allocate part of the annual net profit as legal reserve in an amount not less than five (5) percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the legal reserve attains an amount not less than ten (10) percent of the registered capital.

Therefore, no allocation of legal reserve and the omission of dividend payment for the Company’s performance in 2021.

The Chairman respectively requested the Meeting to approve no allocation of legal reserve and omission of dividend payment for the Company’s performance in 2021. The Meeting considered and resolved as follows:

Resolution Be approved no allocation of legal reserve and the omission of dividend payment for the Company’s performance in 2021. As on December 31, 2021, the Company has completely appropriated its legal reserve of 30,226,100 Baht which is not less than ten percent of the Company’s registered capital of 302,261,000 Baht. The Company is then not required to allocate legal reserve, and dividend payment for the Company’s performance in 2021 with a majority vote of the shareholders attending the Meeting and entitled to vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote totaling 1,141,595,723 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,023,259,445	89.6341
(2)	Disapprove	0	0.0000
(3)	Abstain	118,336,278	10.3659
	Total	1,141,595,723	100.0000

Agenda 5 To consider and approve the director's remuneration for the year 2022.

The Chairman informed the Meeting that this agenda requires two-thirds of the votes of the shareholders attending the Meeting. Those shareholders who were interested parties regarding the meeting allowance and bonus for directors, their vote would not be counted for this agenda.

According to Article 25 of the Company's Articles of Association, the director's remuneration and consideration shall be fixed by the Meeting of Shareholders. The directors are entitled to receive considerations from the Company in form of gratuity, meeting allowance, remuneration, bonus, or other benefits in accordance with the Articles of Association or as specified by the Meeting of Shareholders irrespective of whether such consideration is specified as the fixed amount or as specified based on rules from time to time or to be effective unless otherwise changed. In addition, the directors are entitled to receive allowances and welfare benefits according to the Company's regulations.

The Board of Directors considered the proposal of the Nomination and Remuneration Committee Meeting No. 1/2022 on 24 February 2022, which considered very thoroughly various aspects and deemed that it is appropriate to fix the director's remuneration for the year 2022 with details as follows:

1. Proposal for the remuneration of meeting allowance for directors for the year 2022 at the same rate as the year 2021 from the resolution of the Board of Directors' Meeting No. 2/2021 dated 24 February 2021 and the Annual General Meeting of Shareholders for the year 2021 dated 27 April 2021 with details as follows:

The Remuneration of Meeting Allowance for Directors	Year of Proposal Year 2022 (rate per single attendance)	Previous Year Year 2021 (rate per single attendance)
1. Meeting allowance of Director		
• Chairman of Board of Director	Baht 19,325	Baht 19,325
• Director	Baht 14,494	Baht 14,494

The Remuneration of Meeting Allowance for Directors	Year of Proposal Year 2022 (rate per single attendance)	Previous Year Year 2021 (rate per single attendance)
2. Meeting allowance of Audit Committee <ul style="list-style-type: none"> Chairman of the Audit Committee Audit Committee 	Baht 19,325 Baht 14,494	Baht 19,325 Baht 14,494
3. Meeting allowance of Nomination and Remuneration Committee <ul style="list-style-type: none"> Chairman of the Nomination and Remuneration Committee Nomination and Remuneration Committee 	Baht 19,325 Bath 14,494	Baht 19,325 Bath 14,494
4. Meeting allowance of Risk Management Committee <ul style="list-style-type: none"> Chairman of the Risk Management Committee Risk Management Committee 	Baht 19,325 Bath 14,494	Baht 19,325 Bath 14,494

In this regard, the Board of Directors which is a member of Executive Directors will not be entitled to the remuneration of meeting allowance since they already receive monthly remuneration as Executives. The Company disclosed the Board of Directors' remuneration by separating by individuals and types of remuneration for publicly acknowledgement in the Form 56-1 and the Annual Report for the purpose of transparency and to comply with the good corporate governance principle.

- Proposal for the bonus remuneration of the directors payable in the year 2022 from the business performance of 2021. Due to the situation of the COVID-19 outbreak directly affecting the Company's business profits. The Company has accumulating loss at the amount of 80,768,076.01 Baht (Eighty Million, Seven Hundred and Sixty-Eight Thousand and Seventy-Six Baht One Satang). Therefore, in order to mitigate such loss, the Board of Directors intend to not receive the bonus remuneration payable in the year 2022 from the business performance of 2021.

The MC further informed the Meeting that there are shareholders who were interested parties regarding the meeting allowance and bonus for directors payable in the year 2022 agenda which are Mr. Suwin Kraibhubes, Ms. Tanyapon Kraibhubes, and Ms. Monsoothatip Malaukaranun.

The Chairman respectively requested the Meeting to approve the Director's remuneration under each of the items. The Meeting considered and resolved as follows:

Resolution Be approved the director's remuneration for 2022 as proposed by the Chairman with a majority vote which not less than two-thirds of the shareholders attending to the Meeting, and the

vote of shareholders who are interested party to this agenda would not be counted. The voting result of this agenda was as follows:

1. The remuneration of meeting allowance for directors for the year 2022 at the same rate as the year 2021 from the resolution of the Board of Directors' Meeting No. 2/2021 dated 24 February 2021 and the Annual General Meeting of Shareholders for the year 2021 dated 27 April 2021 with details as follows:

The Remuneration of Meeting Allowance for Directors	Year of Proposal Year 2022 (rate per single attendance)	Previous Year Year 2021 (rate per single attendance)
1. Meeting allowance of Director <ul style="list-style-type: none"> Chairman of Board of Director Director 	Baht 19,325 Baht 14,494	Baht 19,325 Baht 14,494
2. Meeting allowance of Audit Committee <ul style="list-style-type: none"> Chairman of the Audit Committee Audit Committee 	Baht 19,325 Baht 14,494	Baht 19,325 Baht 14,494
3. Meeting allowance of Nomination and Remuneration Committee <ul style="list-style-type: none"> Chairman of the Nomination and Remuneration Committee Nomination and Remuneration Committee 	Baht 19,325 Bath 14,494	Baht 19,325 Bath 14,494
4. Meeting allowance of Risk Management Committee <ul style="list-style-type: none"> Chairman of the Risk Management Committee Risk Management Committee 	Baht 19,325 Bath 14,494	Baht 19,325 Bath 14,494

In this regard, the Board of Directors which is a member of Executive Directors will not be entitled to the remuneration of meeting allowance since they already receive monthly remuneration as Executives. The Company disclosed the Board of Directors' remuneration by separating by individuals and types of remuneration for publicly acknowledgement in the Form 56-1 and the Annual Report for the purpose of transparency and to comply with the good corporate governance principle.

2. the bonus remuneration of the directors payable in the year 2022 from the business performance of 2021. Due to the situation of the COVID-19 outbreak directly affecting the Company's business profits. The Company has accumulating loss at the amount of 80,768,076.01 Baht (Eighty Million, Seven Hundred and Sixty-Eight Thousand and Seventy-Six Baht One Satang). Therefore, in order to mitigate such loss, the Board of Directors intend to not receive the bonus remuneration payable in the year 2022 from the business performance of 2021.

- 5.1 Approved meeting allowance of Directors for year 2022 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	392,296,101	79.4888
(2)	Disapprove	1,000	0.0002
(3)	Abstain	101,226,622	20.5110
	Total	493,523,723	100.0000

- 5.2 Approved meeting allowance of Audit Committee for year 2022 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	392,436,445	79.5172
(2)	Disapprove	1,000	0.0002
(3)	Abstain	101,086,278	20.4826
	Total	493,523,723	100.0000

- 5.3 Approved meeting allowance of Nomination and Remuneration Committee for year 2022 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	392,453,445	79.5207
(2)	Disapprove	1,000	0.0002
(3)	Abstain	101,069,278	20.4791
	Total	493,523,723	100.0000

- 5.4 Approved meeting allowance of Risk Management Committee for year 2022 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	392,436,445	79.5172
(2)	Disapprove	1,000	0.0002
(3)	Abstain	101,086,278	20.4826
	Total	493,523,723	100.0000

- 5.5 Approved the bonus remuneration of the directors payable in the year 2022 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	392,453,445	79.5207

(2)	Disapprove	1,000	0.0002
(3)	Abstain	101,069,278	20.4791
	Total	493,523,723	100.0000

Agenda 6 To consider and approve the appointment of the auditors and their remuneration for year 2022

The Chairman informed the Meeting that Article 49 of the Company's Articles of Association, the auditors and their remuneration shall be appointed by the Annual General Meeting of Shareholders. In order to comply with the qualifications of a listed company on the Stock Exchange of Thailand, it is necessary for the Company to appoint auditors approved by the Office of the Securities and Exchange Commission and fix their remuneration for the year 2022. Therefore, the Company appointed the auditors from D I A International Audit Company Limited to be the Company's auditors and fix their remuneration as set in the auditor's proposal to the Company in the total amount of 1,260,000 Baht (One Million Two Hundred and Sixty Thousand Baht) at the same rate as the year 2021.

<u>Name of Auditor</u>	<u>License Number</u>
(1) Miss Kamolmett Chrityakierne	10435
(2) Mrs. Suvimol Chrityakierne	2982
(3) Mr. Wirote Satjathamnukul	5128
(4) Mr. Nopparuek Pitsanuwong	7764

When compared with the auditors' remuneration for 2021, with details as follows:

Auditor's Remuneration	2022 (Year of Proposal) (Baht)	2021 (Previous Year) (Baht)
Audit Fee	1,260,000	1,260,000
Non-Audit Fee	None	None
Total	1,260,000	1,260,000

These auditors of D I A International Audit Company Limited are approved by the Office of the Securities and Exchange Commission and are the Company's auditors. Their performance are considered as a good performance. The auditors have no relationship with and no vested interest in the Company, Executives, major shareholders, or the connected persons to the aforementioned persons. Therefore, the aforementioned auditors can independently audit and express their opinion on the Company's Financial Statements.

The Chairman respectively requested the Meeting to approve the appointment of the auditors and their remuneration for year 2022. The Meeting had considered and resolved as follows:

Resolution Be approved the appointment of Miss Kamolmett Chrityakierne, license number 10435, Mrs. Suvimol Krityakierne, license number 2982, Mr. Wirote

Satjathamnukul license number 5128, and Mr. Nopparuek Pitsanuwig, license number 7764 from D I A International Audit Company Limited to be auditors of the Company for year 2022, and fixing their remuneration at the amount of 1,260,000 Baht (One Million Two Hundred and Sixty Thousand Baht) as proposed by the Chairman with a majority vote of the shareholders attending the Meeting and entitled to vote. The voting result of this agenda was as follows:

For this agenda, there were shareholders attending and casting vote totaling 1,141,595,723 shares

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,040,525,445	91.1466
(2)	Disapprove	1,000	0.0001
(3)	Abstain	101,069,278	8.8533
	Total	1,141,595,723	100.0000

Agenda 7 To appoint new directors to replace directors who retire by rotation.

The Chairman assigned Miss Netnapha Sae-lim, Financial and Accounting Director, to give the details on this agenda.

Miss Netnapha Sae-lim informed the Meeting that there were directors of the Company who had to retire by rotation in 2022 which are Senior Col. Attapon Srisangwarn, Mr. Suwin Kraibhubes, and Ms. Monsoothatip Malaukaranun, and they were interested party to this agenda. The Chairman then requested these directors to leave the meeting room for transparency in proceeding for this agenda.

After those directors left the meeting room, the MC informed the Meeting that there were 3 following directors who had to retire by rotation in 2022, one-third of the Company's directors:

- | | | |
|----|---------------------------------|------------------------------------------|
| 1. | Senior Col. Attapon Srisangwarn | Independent Director and Audit Committee |
| 2. | Mr. Suwin Kraibhubes | Director |
| 3. | Ms. Monsoothatip Malaukaranun | Director |

The Company deemed it is appropriate to propose to the shareholders' meeting to consider and appoint following directors who retire by rotation to resume their positions for another term.

- Senior Col. Attapon Srisangwarn to be the Independent Director and Audit Committee
- Mr. Suwin Kraibhubes to be the Director.
- Ms. Monsoothatip Malaukaranun to be the Director.

The details and profiles of the nominees for directorship were contained in the document provided to the shareholder together with the invitation to the Meeting.

The Chairman proposed the Meeting to approve the appointment of directors who retired by rotation to resume their positions for another term. The Meeting had considered and resolved as follows:

Resolution Be approved with a majority votes of the shareholders attending the Meeting and entitled to vote to appoint Senior Col. Attapon Srisangworn to be the Independent Director and Audit Committee, Mr. Suwin Kraibhues to be the Director, and Ms. Monsoothatip Malaukaranun to be the Director for another term. The voting result of this agenda was as follows:

(7.1) Senior Col. Attapon Srisangworn as Independent Director and Audit Committee

There were Shareholders attending and casting vote totaling 1,141,595,723 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,040,508,445	91.1451
(2)	Disapprove	18,000	0.0016
(3)	Abstain	101,069,278	8.8533
	Total	1,141,595,723	100.0000

(7.2) Mr. Suwin Kraibhues as Director

There were Shareholders attending and casting vote totaling 1,141,595,723 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,038,162,645	90.9396
(2)	Disapprove	2,363,800	0.2071
(3)	Abstain	101,069,278	8.8533
	Total	1,141,595,723	100.0000

(7.3) Ms. Monsoothatip Malaukaranun as Director

There were Shareholders attending and casting vote totaling 1,141,595,723 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,038,222,945	90.9449
(2)	Disapprove	2,303,500	0.2018
(3)	Abstain	101,069,278	8.8533
	Total	1,141,595,723	100.0000

Agenda 8 To consider and approve the capital decrease of the Company from 300,993,500.00 baht to be 299,419,353.50 baht by cancelling the registered shares not purchased which are

the ordinary shares for the total amount of 15,741,465 shares with par value of 0.10 baht per share including the amendment of Clause 4 of the Company's Memorandum of Association

The Chairman assigned Miss Netnapha Sae-lim, Financial and Accounting Director, to give the details on this agenda.

Miss Netnapha Sae-lim informed the Meeting that according to the Annual General Meeting of Shareholders for the year 2016 dated 25 April 2016, the Meeting of shareholders resolved the allocation of ordinary shares for Company's capital increase in the amount not exceeding 22,610,000 shares with par value of 0.10 Baht per share for exercising the subscription of warrants issuing to Executive Directors and/or employees of the Company (ESOP Warrant-1). The period for ESOP Warrant-1 project is 5 years where the price for executing the right is 5 Baht per share with ratio for executing the right is 1:1 unit. ESOP Warrant-1 is conducted for the purpose to enhance the morale to the Company's directors and employees, and to reward them for their determination, contribution, and dedication to the Company, and to motivate and retain capable personnel to contribute their work to the Company for the long term. Upon the end of ESOP Warrant-1 period, the total amount of share subscription is 6,868,535 shares and outstanding from share subscription of 15,741,465 shares.

The resolution of Annual General Meeting of Shareholders 2016 approved the issuance of ordinary shares for ESOP-Warrant 1	22,610,000 shares
Share subscription	6,868,535 shares
<u>Outstanding from share subscription</u>	<u>15,741,465 shares</u>

The Company's registered capital at the present is 300,993,500 Baht and pursuant to Section 140 of the Public Limited Companies Act, it is deemed appropriate to decrease registered capital of the Company from 300,993,500 Baht to be 299,419,353.50 Baht by cancelling the registered shares not purchased which are the Company's ordinary shares for the total amount of 15,741,465 shares with par value of 0.10 baht per share. In addition, to comply with Section 31 of the Public Limited Companies Act and reflect the Company's capital decrease, it is deemed appropriate to consider the amendment of the Company's Memorandum of Association, Clause 4, by cancelling original provision and using following provision:

Clause 4. The Company's registered capital is 299,419,353.50 Baht (Two Hundred Ninety-Nine Million, Four Hundred Nineteen Thousand, Three Hundred and Fifty Three Baht Fifty Satang), and is divided into 2,994,193,535 shares (Two Thousand Nine Hundred and Ninety Four Million, One Hundred and Ninety Three Thousand, Five Hundred and Thirty Five shares), each of which has a par value of 0.10 Baht (Ten Satang)

Divided into

Ordinary share 2,994,193,535 shares (Two Thousand Nine Hundred and Ninety-Four Million, One Hundred and Ninety Three Thousand, Five Hundred and Thirty Five shares)

Preference share - Share (-)

The Chairman proposed the Meeting to approve the capital decrease of the Company by cancelling the registered shares not purchased including the amendment of Clause 4 of the Company's Memorandum of Association. The Meeting had considered and resolved as follows:

Resolution Be approved with a majority votes which not less than three-fourths of the shareholders attending to the Meeting and entitled to vote to the Company's capital decrease from 300,993,500.00 baht to be 299,419,353.50 baht by cancelling the registered shares not purchased which are the ordinary shares for the total amount of 15,741,465 shares with par value of 0.10 baht per share including the amendment of Clause 4, registered capital, of the Company's Memorandum of Association to register with the Department of Business Development, Ministry of Commerce, including to acknowledge the person authorized by the Board of Directors to register the capital decrease and amendment of Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce, is empower to correct and alter wording of the application for such registration as instructed by the Registrar, and proceed as instructed by the Registrar in order to complete the registration process. The voting result of this agenda was as follows:

There were Shareholders attending and casting vote totaling 1,145,279,423 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,043,692,145	91.1299
(2)	Disapprove	18,000	0.0016
(3)	Abstain	101,569,278	8.8685
	Total	1,145,279,423	100.0000

Agenda 9 To consider and approve the amendment of the Company's Objectives and Clause 3 of the Company's Memorandum of Association regarding the Company's objectives.

The Chairman assigned Miss Netnapha Sae-lim, Financial and Accounting Director, to give the details on this agenda.

Miss Netnapha Sae-lim informed the Meeting that according to the Company's business growth and expansion plan, it deemed appropriate to propose to the Meeting to consider an amendment of Clause 31 of the Company's objectives as following detailed:

- (31) To engage in trading, distributing, retailing, wholesaling of all products in accordance with the company policy via **direct selling and** direct marketing to customers and consumers through catalog, the company's store, the internet or the nature of electronic transactions, dealers, dealers' website, and business partners ~~(excluding direct sale business).~~

including amendment of Clause 3 of Memorandum of Association to be as follows:

Clause 3. The Company's objectives have 39 items.

Furthermore, it deemed appropriate to propose to the shareholders' meeting to acknowledge the person authorized by the Board of Directors to submit an application for registration of the

amendment of the Company's objectives and Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, is empower to correct and alter wording of the application for such registration as instructed by the Registrar, and proceed as instructed by the Registrar in order to complete the registration process.

The Chairman proposed the Meeting to approve the amendment to the Company's Objectives and the Company's Memorandum of Association, and Article 3, Objectives of the Company, of Memorandum of Association. The Meeting had considered and resolved as follows:

Resolution Be approved with a majority votes which not less than three-fourths of the shareholders attending to the Meeting and entitled to vote to the amendment to the Company's Objectives in Clause 31 and the Company's Memorandum of Association, Article 3 Objectives of the Company, including approved the assignment of persons to which the Board of Directors assigned to register the amendment of the Company's Objectives and Memorandum of Association at the Department of Business Development, the Ministry of Commerce, is empower to correct and alter wording of the application for such registration as instructed by the Registrar, and proceed as instructed by the Registrar in order to complete the registration process.. The voting result of this agenda was as follows:

There were Shareholders attending and casting vote totaling 1,145,279,423 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,043,709,145	91.1314
(2)	Disapprove	1,000	0.0001
(3)	Abstain	101,569,278	8.8685
	Total	1,145,279,423	100.0000

Agenda 10 To transact other business.

There was no other business to be considered. However, there were shareholders who had questions concerning the business operation of the Company. Details of the Q&A session were as follows:

1. **Mr. Natthapol Pakchaicharoenkul**, a shareholder, inquired that: What is the progress of the product containing hemp and cannabis substance including CBD product to help better deep sleep? These products are both domestic and international demands.

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: The Company is developing CBD continuously subject to restriction of Thailand applicable laws and regulations. Presently, the Company had launched a new facial treatment product contained hemp substance. Despite, no delay of the Company in product development, the applicable Thai laws prohibits and restricts some movement of such development in connection with any benefit to health of the public shall subject to applicable provision of applicable laws and regulations.

2. **Mr. Phuwanart Na Songkhla**, a shareholder, inquired that: How does the Company cope with the situation of loss 80,000,000 baht in 2021?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: In 2022, due to the widespread of COVID-19 which impacts dropping in tourism and consumer behavior. The Company plans to close several retail shops for cost reduction, increase more other distribution channels, modify new look of retail shops, product design and service design, develop upskilled branding including increase overseas distribution channel.

In case that the Company reaches the goal of 2022 subject to condition that the widespread of COVID-19 is in better condition within second quarter of 2022 then the Company could solve the loss within 2023 and dividend is possible to be allocated to the shareholders. However and whatsoever, abovementioned is the plan in which subject to COVID-19 situation in second quarter of 2022. The Company, however, could stabilize its cost and expense at the lowest possible since being in the stock exchange. Thus, subject to this management, the higher sales volume, the higher GP and the accumulated loss could be solved.

3. **The shareholder**, inquired that: There are, currently, other traders selling certain types of products similarly to the Company's products. How does the Company deal with this competitiveness on e-Commerce platform?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: In this past 3-4 years, the e-Commerce of the Company is at its peak, over 30 percent growth per year. However, the proportion of revenue generated from overseas sale is above revenue from the sale on e-Commerce platform.

Notwithstanding, the Company is on top of e-Commerce market share, around 50 million baht in the last year. In 2022, the Company expects its market share to reach 80 million baht and to be a notable player in the market of e-Commerce.

4. **Mr. Sonthaya Phiriyakitphaiboon**, a shareholder, inquired that: The restructuring of business model for year 2022 whether the Company could increase domestic and international sales volume in the first quarter of this year?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: Subject to the conditions of data transparency, no clear answer could provide in response to the shareholder's question. In addition, profit and loss statement had not yet been completed, so the Company cannot confirm the profit or loss in the Company's account. However, the overall sales volume is improving.

5. **Mr. Pheerawat Thaweewat**, a shareholder, inquired that: How is the current cosmetic market status? How the Company cope with increased production costs?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: The current cosmetic market has changed due to the widespread of COVID-19. The management cost should be reduced, and the price of product should response to the economic conditions of all range of consumer, provided that, consumer prefers cheaper and worthy product. The Company then plans to set the product price to serve a mass market and focuses on worthy product which

could mitigate effect to the Company business performance. In addition, the Company launched reasonable price and affordable product to mitigate effect from decreasing demand in high price product. As the Company focuses on beauty for everyone, less effect is expected according to marketing plan of products for all range of consumer.

6. **The shareholder**, inquired that: Will there be any new products in the year 2022 with hemp substance?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: In 2022, the Company focuses on skin care products e.g., essence water, vitamin C, facial soap or cleansing foam in which those products' demand are high, and the Company sales volume is leading in the market. In addition, those products was distributed to over 20 territories, and in 2022, the Company also plans to distribute to the Middle East area. However, products with hemp and cannabis substances are restricted and prohibited in some factors under applicable law of Thailand.

7. **The shareholder**, inquired that: How is the public recognized the Company's products at other stores, e.g., Eve and Boy?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: The Company's sales volume is improving, and more BEAUTY BUFFET's shelves are presented at several modern trade. In the past, the products were sold only in retail shops of the Company, but nowadays the products are sold in many major departments stores and modern stores. The Company puts its utmost endeavor to gain more market share for BEAUTY BUFFET.

8. **The shareholder**, inquired that: How the Company manage the expired products?

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: Product management is the Company's strong point. However, during this past 2 years, the Company's product management affected by COVID-19 outbreak, and numbers of expired products were destroyed to ensure its quality.

The turnover index is under the Company's control with expectation of better in management. According to the Company's plan, turnover index will be 4 round per year with 120 inventory days. The challenge is small traders where the Company has prepared measurement for such cases step-by-step.

9. **The shareholder** inquired that: Any special activity, any plan on providing information to investors continuously, and product marketing.

Dr. Peerapong Kitiveshpokawat responded to the shareholder that: In 2022, the company expects to be the leader in the market with plan of more activities after launching products to mass market and to engage more distributors.

Subject to situation of COVID-19, for example, the People Republic of China, is lock down and Thai consumer behavior is subject to the news in relation to the widespread of COVID-19 in which could affect the sales volume directly. The most important factor is expenses. In this regard, the Company expects the business expansion in second half of 2022 and consumer



Beauty Community Public Company Limited
50/1-3 Nuanchan 34, Nuanchan, Buengkum, Bangkok 10230
TEL. 02- 9460700-6, 02-9461446-9, 02-9461573-4 FAX: 02-9461571

behavior will nearly back to normal condition and enhance the business performance of the Company.

There was no additional question raised in the Meeting. The Chairman thanked the shareholders and participants who attended the 2022 Annual General Shareholders' Meeting. With concern of health, the Chairman wished the shareholders and participants to take care of health, wear face masks, keep social distancing in order to reduce the risk of COVID-19 infection, and declared the Meeting closed at 3.30 p.m.

(Mr. Suwin Kraibhubes)
Chairman of the Board of Directors and Chairman of the Meeting

(Mrs. Daranee Pathetang)
Company Secretary

**FORM 56-1 ONE REPORT (ANNUAL REPORT FOR THE YEAR 2022)
IN QR CODE FORM**




**COPY OF THE STATEMENTS OF FINANCIAL POSITION AND THE STATEMENTS OF
COMPREHENSIVE INCOME FOR THE FISCAL YEAR ENDED 31 DECEMBER 2022
IN QR CODE FORMAT**



INFORMATION OF THE NOMINEES FOR DIRECTORSHIP


1. Assoc. Prof. Dr.Vichit U-on, Proposed Position: Director

	Age	55 years	
	Education	<ul style="list-style-type: none"> - Bachelor Degree of B.S. Degree Program (Agricultural Economics), Kasetsart University - Masters Degree of M.S. Degree Program (Agricultural Economics), Kasetsart University - Doctoral Degree of Doctorate in Business Administration (DBA) Programs (Marketing) The University of Sarasota, USA - Doctoral Degree of D.I.B.A -Nova Southeastern University, Florida, USA. 	
Director Seminars Attended		Enrollment in Director Accreditation Program (DAP), The Thai Institute of Directors	
Shareholdings in the Company		-None-	
Director Experience		2 years (27 August 2020 – 26 April 2023)	
Position in other companies or other businesses		<u>Businesses that are public listed companies</u> None <u>Businesses that are not public listed companies</u> None	
Positions or other businesses that may create a conflict of interest		None	
Professional Experience (previous 5 years)		<i>Time Period</i>	<i>Position</i>
		2017 - Present	Chief of Audit Committee and Independent Director at Beauty Community Public Company Limited
		2013 - Present	Graduate College Dean of Management, Sripatum University
		2009 - 2012	Board of Committee and Working Group of Energy Strategy Management of the Wisdom Society for Public Opinion Research of Thailand
		2012 - 2013	Marketing Consultant at Chokdee International Franchise Co., Ltd. (Chokdee Dimsum)
Attendance at meetings 2025		Attended 5 out of 5 meetings of the Company's Board of Directors Attended 4 out of 4 meetings of the Audit Committee	
Criteria for a nomination of directorship		The Company has considered the proposal of the Nomination and Remuneration Committee and opined that Assoc. Prof. Dr.Vichit U-on has the proper qualifications pursuant to the Public Company Limited Act and also possess the knowledge, expertise and experience in businesses relating to the operation of the Company, and able to assist the Company. Therefore, the Company deemed that it appropriate to elect as a director of the Company.	


**1. Assoc. Prof. Dr.Vichit U-on (Continued),
Proposed Position: Director**

- Family relationship with the management, major shareholders of the Company or its subsidiaries	None
- Relationship with the Company or its subsidiaries that may give rise to a conflict of interest in the present or previous 2 years	None
- Have you ever held any of the following position in the Company that pay a monthly salary: director involved in management, employee, laborer or consultant?	No
- Provided professional services for the Company or its subsidiaries currently or in the previous 2 years?	No
- Business relationships that may have a significant effect on the ability to perform duties independently	None
- Conduct any business that is in the same industry, or a directly competitive industry, with the business of the Company	None

2. Dr. Peerapong Kitiveshpokawat, Proposed Position: Director

	Age	57 Years	
	Education	<ul style="list-style-type: none"> - Bachelor Degree in Science, Chiang Mai University - Masters Degree in Marketing, Kasetsart University and Gothenburg University, Sweden - Masters Degree in Retail Management, University of sterling United Kingdom - Doctorial Degree in Business Administration, Graduate College of Management, Sripatum University - Mini MBA in Franchise Nova Southeastern University, USA. - CFE (Certified Franchise Executive) International Franchise Association (IFA) 	
Director Seminars Attended		<ul style="list-style-type: none"> - Enrollment in Director Accreditation Program (DAP), The Thai Institute of Directors 	
Shareholdings in the Company		2,128,000 Shares Equal to 0.071 % of total shares which have the right to vote as of 31 December 2022	
Director Experience		2 Years (27 April 2021 - 26 April 2023)	
Position in other companies or other businesses		<u>Businesses that are public listed companies</u> None <u>Businesses that are not public listed companies</u> None	
Positions or other businesses that may create a conflict of interest		None	
Professional Experience (previous 5 years)	<i>Time Period</i>	<i>Position</i>	
	2021 - Present	Director/CEO of Beauty Community Public Company Limited	
	2018 - 2021	Director/Deputy of CEO of Beauty Community Public Company Limited	
	2011 - 2017	Chief of Audit Committee and Independent Director of Beauty Community Public Company Limited	
	2007 - 2017	Director at Business Coach & Consulting Co., Ltd.	
	1995 - 2007	Director at B.T.C. Parts Centers Co., Ltd.	
Attendance at meetings 2022		Attended 5 out of 5 meetings of the Company's Board of Directors	
Criteria for a nomination of directorship		The Company has considered the proposal of the Nomination and Remuneration Committee and opined that Dr. Peerapong Kitiveshpokawat has the proper qualifications pursuant to the Public Company Limited Act and also possess the knowledge, expertise and experience in businesses relating to the operation of the Company, and able to assist the Company. Therefore, the Company deemed that it appropriate to elect as a director of the Company.	

3. Ms. Tanyapon Kraibhubes, Proposed Position: Director

	Age	51 Years	
	Education	<ul style="list-style-type: none"> - Certificate of Nursing, The Boromarajonani College of Nursing, Phayao - Academy of Business Creativity (ABC), Academy of Business Creativity, Sripatum University 	
Director Seminars Attended		Enrollment in Director Accreditation Program (DAP), The Thai Institute of Directors	
Shareholdings in the Company		352,336,000 Shares Equal to 11.70% of total shares which have the right to vote as of 31 April 2022	
Director Experience		2 Years (27 April 2021 – 26 April 2023)	
Position in other companies or other businesses		<u>Businesses that are public listed companies</u> None <u>Businesses that are not public listed companies</u> None	
Positions or other businesses that may create a conflict of interest		None	
Professional Experience (previous 5 years)		<i>Time Period</i>	<i>Position</i>
		2018 - Present	Director of Beauty Community Public Company Limited
Attendance at meetings 2022		Attended 5 out of 5 meetings of the Company's Board of Directors	
Criteria for a Nomination of director		The Company has considered the proposal of the Nomination and Remuneration Committee and opined that Ms. Tanyapon Kraibhubes has the proper qualifications pursuant to the Public Company Limited Act and also possess the knowledge, expertise and experience in businesses relating to the operation of the Company, and able to assist the Company. Therefore, the Company deemed that it appropriate to elect as a director of the Company.	

DEFINITION OF INDEPENDENT DIRECTORS OF BEAUTY COMMUNITY PUBLIC COMPANY LIMITED

The Company has defined the qualification of Independent Directors in the standard equivalent to the minimum requirement of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as follows:

- (1) Holds not more than 1% of the total number of voting shares of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders or its controlling persons, including shares held by connected persons of the independent director;
- (2) Is not or has not ever been an executive director, employee, staff member, advisor who receives a regular salary or controlling persons of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, its major shareholders or its controlling persons unless such an independent director has not been a person referred to above for at least two years prior, provided always that such restriction or prohibition shall not apply to an independent director who has been a governmental officer or an advisor of government authority, which is the major shareholder of the Company or the persons having controlling power of the Company;
- (3) Is not a person related by blood or legal registration, such as father, mother, spouse, siblings and children, including spouse of the children, executives members, major shareholders, controlling persons, or persons to be nominated a executives member or a controlling person of the Company or its subsidiaries;
- (4) Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or a major shareholder, or with the controlling persons of the Company in which his/her independent discretion might be affected, and not be and have not been a substantial shareholder² or a controlling person of the person who has business relationship with the Company, or the parent company, subsidiary, associated company, major shareholders, or the person who having power to control the Company unless such an independence director has not been a person referred to above for a least 2 years prior;

The term ‘business relationship’ aforementioned according to paragraph one includes any ordinary course of business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or providing loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person commences;

² Substantial Shareholder means a shareholder who hold shares more than 10% of the total number of voting shares of the Company including the number of shares held by any related person

- (5) Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or a controlling person of the Company, and not being a substantial shareholder, a controlling person or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or a controlling person of the Company unless the foregoing relationship has ended for more than 2 years.
- (6) Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or a controlling person of the Company, and is not a substantial shareholder, a controlling person or a partner of the professional advisor which is the juristic person unless the foregoing relationship has ended for more than 2 years;
- (7) Does not represent a nominee of the Company's directors, its major shareholders or a shareholder who is related to the Company's major shareholder;
- (8) Has not undertaken commercial transactions of the same nature as and competing with that of the Company or its subsidiaries, has not been the substantial partner of the partnership or has not been a managing director, an employee, a staff member, an advisor who receives salary or holds more than 1% of total voting shares of the other company which operates on the same nature as and competing with the Company or its subsidiaries;
- (9) Has not any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

PROXY Form A.

(General Form which is simple and uncomplicated)

20 Baht
of Stamp
Duty to
be
affixed

Shareholders' Registration No. _____

Written at.....

Date.....Month.....Year.....

(1) I/We.....Nationality.....
Address.....Road.....Sub-district.....
District.....Province.....Zip Code.....

(2) Being a shareholder of BEAUTY COMMUNITY Public Company Limited,
holding the total amount ofshares, equivalent to.....voting rights as follows
Ordinary share.....shares equivalent to.....voting rights
Preference share.....shares equivalent to.....voting rights

(3) Hereby appoint
(1).....Age.....Years Address.....
Road.....Sub-district.....District.....
Province.....Zip code.....or
(2).....Age.....Years Address.....
Road.....Sub-district.....District.....
Province.....Zip code.....or
(3).....Age.....Years Address.....
Road.....Sub-district.....District.....
Province.....Zip code.....

anyone of the above as my/our proxy holder to attend and vote at the Annual General Shareholders' Meeting of the year 2023 to be held on 26 April 2023 at 13.30 Hrs. ~~at~~ via video conference from Beauty Community Public Company Limited's meeting room at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230 or on the date and at the place as may be postponed or changed.

I/We shall be fully liable for any action taken by the proxy holder at the meeting.

Signature.....Proxy Grantor
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Remarks:

A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

PROXY Form B.

(Providing the fixed particulars of granting proxy)

20 Baht
of Stamp
Duty to
be
affixed

Shareholders' Registration No. _____

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
 Address _____ Road _____ Sub-district _____
 District _____ Province _____ Zip Code _____

(2) Being a shareholder of BEAUTY COMMUNITY Public Company Limited,
 holding the total amount of _____ shares, equivalent to _____ voting rights as follows
 Ordinary share _____ shares equivalent to _____ voting rights
 Preference share _____ shares equivalent to _____ voting rights

(3) Hereby appoint
 (1) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____ or
 (2) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____ or
 (3) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____ or

anyone of the above as my/our proxy holder to attend and vote at the Annual General Shareholders' Meeting of the year 2023 to be held on 26 April 2023 at 13.30 Hrs. ~~at~~ via video conference from Beauty Community Public Company Limited's meeting room at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230 or on the date and at the place as may be postponed or changed.

(4) I/We therefore would like to vote for each agenda item as follows:

☐ **Agenda Item 1: To consider the verification of the Minutes of the Annual General Meeting of Shareholders 2022**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 2: To acknowledge the overall performance of the Company's business operations for the year 2022 and the operational plan of the year 2023**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows
☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 3: To consider and approve the Statements of Financial Position and Statements of Comprehensive Income for Fiscal Year Ended 31 December 2022**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.
- ☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 4: To consider and approve the omission of dividend payment for the year 2022**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.
- ☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 5: To consider and approve the director's remuneration for the year 2023**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.
- ☐ Proposal for the approval of the meeting allowance of Director
- ☐ In Favor ☐ Not In Favor ☐ Abstain
- ☐ Proposal for the approval of the meeting allowance of Audit Committee
- ☐ In Favor ☐ Not In Favor ☐ Abstain
- ☐ Proposal for the remuneration of meeting allowance of Nomination and Remuneration Committee
- ☐ In Favor ☐ Not In Favor ☐ Abstain
- ☐ Proposal for the approval of the meeting allowance of Risk Management Committee
- ☐ In Favor ☐ Not In Favor ☐ Abstain
- ☐ Proposal for the approval of the bonus remuneration in the year 2023
- ☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 6: To consider and approve the appointment of the auditors and their remuneration for year 2023**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.
- ☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 7: To appoint new directors to replace directors who retire by rotation**

- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.
- ☐ Appoint all the nominated candidates as a whole
- ☐ In Favor ☐ Not In Favor ☐ Abstain

☐ Appoint an individual candidate

Candidate Name: **Assoc. Prof. Dr. Vichit U-on**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Dr. Peerapong Kitiveshpokawat**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Ms. Tanyapon Kraibhubes**

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 8: To transact other business (if any)**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor ☐ Not In Favor ☐ Abstain

(5) Voting of proxy holder in any agenda which is not in accordance with this proxy shall be considered as invalid and not deemed as my vote as a shareholder.

(6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including in case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

Signature.....Proxy Grantor
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Signature.....Proxy Holder
(.....)

Remarks:

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the appointment of new directors, the ballot can be either for all nominated candidates as a whole or for an individual candidate.
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

Attachment to Proxy Form B.

The Proxy of the shareholder of Beauty Community Public Company Limited

In the Meeting of the Annual General Shareholders' Meeting of the year 2023 to be held on 26 April 2022 at 13.30 Hrs. ~~at~~ via video conference from Beauty Community Public Company Limited's meeting room at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230 or on the date and at the place as may be postponed or changed.

☐ Agenda Item:.....Subject:.....

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Agenda Item:.....Subject:.....

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Agenda Item:.....Subject:.....

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Agenda Item:.....Subject:.....

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Agenda Item:.....Subject:.....

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Agenda Item:.....To approve the appointment of new directors (Continued)

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name.....

☐ In Favor ☐ Not In Favor ☐ Abstain

PROXY Form C.**(Only for the foreign shareholders and appointing the Thai custodian)**

20 Baht
of Stamp
Duty to
be
affixed

Shareholders' Registration No. _____

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
 Address _____ Road _____ Sub-district _____
 District _____ Province _____ Zip Code _____

As the Custodian for _____ who is the
 shareholder of **Beauty Community** Public Company Limited, holding
 the total amount of _____ shares and equivalent to _____ voting
 rights as follows

Ordinary share _____ shares equivalent to _____ voting rights

Preference share _____ shares equivalent to _____ voting rights

(2) Hereby appoint

(1) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____ or

(2) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____ or

(3) _____ Age _____ Years Address _____
 Road _____ Sub-district _____ District _____
 Province _____ Zip code _____

anyone of the above as my/our proxy holder to attend and vote at the Annual General Shareholders' Meeting of the year 2023 to be held on 26 April 2023 at 13.30 Hrs. ~~at~~ via video conference from Beauty Community Public Company Limited's meeting room at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230 or on the date and at the place as may be postponed or changed

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

☐ Grant proxy the total amount of shares holding and entitled to vote.

☐ Grant partial shares of

☐ Ordinary share _____ shares, entitled to voting right _____ votes

☐ Preference share _____ shares, entitled to voting right _____ votes

Total voting rights _____ votes

(4) I/We therefore would like to vote for each agenda item as follows:

☐ **Agenda Item 1: To consider the verification of the Minutes of the Annual General Meeting of Shareholders 2022**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 2: To acknowledge the overall performance of the Company's business operations for the year 2022 and the operational plan of the year 2023**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 3: To consider and approve the Statements of Financial Position and Statements of Comprehensive Income for Fiscal Year Ended 31 December 2022**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 4: To consider and approve the omission of dividend payment for the year 2022**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 5: To consider and approve the director's remuneration for the year 2023**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ Proposal for the approval of the meeting allowance of Director

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Proposal for the approval of the meeting allowance of Audit Committee

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Proposal for the remuneration of meeting allowance of Nomination and Remuneration Committee

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ Proposal for the approval of the meeting allowance of Risk Management Committee

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ Proposal for the approval of the bonus remuneration in the year 2023

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 6: To consider and approve the appointment of the auditors and their remuneration for year 2023**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 7: To appoint new directors to replace directors who retire by rotation**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ Appoint all the nominated candidates as a whole

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ Appoint an individual candidate

Candidate Name: **Assoc. Prof. Dr. Vichit U-on**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Dr. Peerapong Kitiveshpokawat**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Ms. Tanyapon Kraibhubes**

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 8: To transact other business (if any)**

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholders' requirement as follows.

☐ In Favor ☐ Not In Favor ☐ Abstain

(5) Voting of proxy holder in any agenda which is not in accordance with this proxy shall be considered as invalid and not my voting as a shareholder.

(6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any taken by the proxy holder at the meeting except for vote of the proxy holder which is not in accordance with this Proxy Form.

Signature_____Proxy Grantor Signature_____Proxy Holder
(_____)

Signature_____Proxy Holder Signature_____Proxy Holder
(_____)

Remarks:

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
 - (1) Power of Attorney of shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter for certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

Attachment to Proxy Form C.

The Proxy of the shareholder of Beauty Community Public Company Limited

In the Meeting of the Annual General Shareholders' Meeting of the year 2023 to be held on 26 April 2023 at 13.30 Hrs. ~~at~~ via video conference from Beauty Community Public Company Limited's meeting room at No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230 or on the date and at the place as may be postponed or changed.

- ☐ Agenda Item:.....Subject:.....
- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes
- ☐ Agenda Item:.....Subject:.....
- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes
- ☐ Agenda Item:.....Subject:.....
- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes
- ☐ Agenda Item:.....Subject:.....
- ☐ (A) The proxy holder shall vote independently as to his/her consideration.
- ☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

☐ Agenda Item:_____ Subject:_____

☐ (A) The proxy holder shall vote independently as to his/her consideration.

☐ (B) The proxy holder shall vote according to the shareholder's requirement as follows.

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

☐ Agenda Item:_____ To approve the appointment of new directors (Continued)

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

Candidate Name_____

☐ In Favor....votes ☐ Not In Favor.....votes ☐ Abstain.....votes

LIST OF DOCUMENTS AND EVIDENCES TO BE PRESENTED ON THE MEETING DATE

1. Shareholders attending the Meeting in person

1.1 Ordinary Shareholders

Identification Card or Official Government Identification Card with photograph of shareholders or passport (for non-Thai nationals) must be presented for registration.

1.2 Juristic Person

- (1) Juristic person's representative presents documents of the representative as specified in item No. 1.1.
- (2) Juristic Person's representative submits a copy of the Shareholder's Affidavit certified true copy by the Juristic Person's representative (Authorized Director) showing that the Authorized Director has the power to act on behalf of the Juristic Person, who is the shareholder.

2. Shareholders attending the Meeting by appointing a Proxy Holder

- Company recommends that shareholders use Proxy Form B and pre-cast their votes in each agenda item.
- On the Meeting date, the Company shall facilitate in affixing the stamp duty upon shareholders' registration for the Meeting.

2.1 In case Proxy Grantor is Ordinary Shareholders

- (1) Proxy Holder submits one of the Proxy Forms (Attachment 6) completely and clearly filled in and signed by the Proxy Grantor and the Proxy Holder.
- (2) Proxy Holder submits documents as specified in item No. 1.1 of the shareholders on which the shareholders duly signed and certified true copy.
- (3) Proxy Holder presents the documents as specified in item No. 1.1 of the Proxy Holder.

2.2 In case Proxy Grantor is Juristic Person

- (1) Proxy Holder submits one of the Proxy Forms (Attachment 6) completely and clearly filled in and signed by the Juristic Person's representative (Authorized Director) as the Proxy Grantor and the Proxy Holder.
- (2) Proxy Holder submits a copy of the Shareholder's Affidavit certified true copy by the Juristic Person's representative (Authorized Director) showing that the Authorized Director has the power to act on behalf of the Juristic Person, who is the shareholder.
- (3) Proxy Holder submits the documents as specified in item No. 1.1 of the Juristic Person's representative (Authorized Director) who is the Proxy Grantor on which the Proxy Grantor duly signed and certified true copy.
- (4) Proxy Holder presents the documents as specified in item No. 1.1 of the Proxy Holder.

2.3 In case proxy grantor is Custodian in Thailand (Please use Proxy Form C)

- (1) Proxy Holder submits and presents documents as specified in item No. 2.2 (1) – (4) certified true copy by the Juristic Person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.
- (2) Proxy Holder submits a copy of the Power of Attorney (POA) of foreign shareholders authorizing the Custodian to sign the Proxy Form on its behalf. POA must be certified true copy by the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.
- (3) Proxy Holder submits a copy of the POA of the Custodian authorizing the Authorized Director or the executive or the authorized employees of the Custodian to attend the meeting as well as to authorize any person to be its sub-attorney (if any). Copy of POA must be certified true copy by the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.
- (4) Proxy Holder submits a copy of the letter of confirmation or a copy of the business license of Custodian which is certified true copy by the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian.

Remarks: In case the original documents are not made in Thai or English, the English translation shall be required and must be certified by the shareholders or the juristic person's representative (Authorized Director) or the executive or the authorized employees of the Custodian. In case any documents are produced or executed outside Thailand, such documents must be notarized by a notary public.

3. Appointment of the Company's independent directors as Proxy Holders

A shareholder may appoint any of the following independent directors of the Company as the Proxy Holder and the Company recommends that the shareholder uses Proxy Form B to clearly pre-cast the votes in each agenda:

1. Assoc. Prof. Dr. Vichit U-on, Independent Director;
2. Senior Col. Attapon Srisangwarn, Independent Director; and
3. Mr. Viboon Pojanalai, Independent Director.

Remarks: For your convenience, please deliver the proxy form together with the relevant documents as specified in item No. 1 or 2 for examination to the Company at least three (3) days prior to the Meeting date.

4. Other

In case the meeting participant changes his/her title, name or surname, please present the copy of evidence to verify that change and certified by the related persons.

**PROFILE OF NOMINATED INDEPENDENT DIRECTORS SELECTED BY THE COMPANY
TO BE THE SHAREHOLDER' S PROXY HOLDER FOR THE PURPOSE OF CONSIDERATION
TO APPOINT SUCH INDEPENDENT DIRECTORS AS HIS/HER PROXY HOLDER**



1. Assoc. Prof. Dr. Vichit U-on

Position: Independent Director

Age: 55 years

Residing at: No. 30/122 Sukontasawat, Ladphrao Sub-district,
Ladphrao District, Bangkok 10230

(The Director has stake in the Agenda 5 to consider and approve the director's remuneration for the year 2023, and Agenda 7 to appoint new directors to replace directors who retire by rotation. He is retired by rotation in this meeting and is nominated to resume his position for another term.)



2. Senior Col. Attapon Srisangwarn

Position: Independent Director

Age: 55 years

Residing at: No. 459/8 Ladphrao Road, Jompol Sub-district,
Jatujak District, Bangkok 10900

(The Director has stake in the Agenda 5 to consider and approve the director's remuneration for the year 2023.)



3. Mr. Viboon Pojanalai

Position: Independent Director

Age: 46 years

Residing at: No. 268, Soi Pattanakarn 20, Suanluang Sub-district,
Suanluang District, Bangkok 10250

(The Director has stake in the Agenda 5 to consider and approve the director's remuneration for the year 2023 of this meeting)

COMPANY' S ARTICLES OF ASSOCIATION REGARDING THE SHAREHOLDERS' MEETING

Chapter 1 General Provisions

Article 3

The Company may amend its Memorandum of Association or Articles of Association only when a resolution has been passed at the Meeting of Shareholders.

Chapter 3 Transfer of Shares

Article 20

In the Meeting of Shareholders, the person who entitles to vote shall be shareholders whose names appears in the Shareholders Register Book on the date specified by the Board of Directors and the number of shares each shareholder has in order to vote shall be in accordance with the Share Register Book on the same date. In any event, the right of such person shall not be affected if the particular information in Share Register Book on the date of Meeting of Shareholders has changed.

The date as specified by the Board of Directors in the first paragraph shall not be more than two months before the date of the Meeting of Shareholders. However, the date shall not be before the date that the Board of Directors approved of the calling of the Meeting of Shareholders. The Board of Directors may not change the date which specified the shareholders who entitle to attend the Meeting of Shareholders.

Article 21

The Company may cease to accept registration of share transfers during the period of twenty-one (21) days prior to each Meeting of Shareholders, by notifying the shareholders in advance at the head office and at branch offices of the Company not less than fourteen (14) days prior to the commencement date of cessation of the registration of share transfers.

Chapter 4 Board of Directors and Their Authorities

Article 23

The Meeting of Shareholders may elect the directors in accordance with the rules and procedures set out below:

- (1) Each shareholder is entitled one vote per share.
- (2) The shareholder may vote for directors individually and such shareholder must exercise all the votes he or she has under item (1) above but may not split his or her votes in any number.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. In case of a tied vote for candidates in descending order causing the number of directors to be excessive then the Chairman of the Meeting shall have an additional vote as a casting vote.

Article 24

At every annual general Meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

The directors retiring from office in the first and second years after the Company registration shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.

A director who retires may be re-elected.

Article 25

The director's remuneration and consideration shall be fixed by the Meeting of Shareholders.

The directors are entitled to receive considerations from the Company in form of gratuity, meeting allowance, remuneration, bonus and other benefits from the Company according to the Articles of Association or as specified by the Meeting of Shareholders irrespective of whether such consideration is specified as the fixed amount or as specified from time to time based on rules or to be effective unless otherwise changed. In addition, the director's are entitled to receive allowances and welfare benefits according to the Company's regulations.

The previous paragraph does not affect the right of the staff or employee of the Company who is elected to be the Company's director to separately

receive the remuneration and benefit as the staff or the employee.

The payment of considerations under the first and second paragraph must not contradict or contravene the qualifications of Independent Directors pursuant to the Law on Securities Exchange.

Article 30

The Meeting of Shareholders may pass a resolution removing any director from office prior to retirement by rotation by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and entitled to vote and having shares collectively not less than half (1/2) of the number of shares held by shareholders attending the meeting and entitled to vote.

Article 31

The Board of Directors shall supervise and manage the Company's business and have authorities in accordance with the laws, the Company's objectives, the Articles of Association and the resolutions of the Meeting of Shareholders.

The Board of Directors may empower to appoint a director, a number of directors or any person in order to operate one or more businesses for the Board of Directors or conduct electronic meeting as deem appropriate by following the requirements and methodologies of the laws and measures as required by laws, and according to information technology security standards stipulated in the law.

Chapter 5 Meeting of Shareholders

Article 40

The Meeting of Shareholders of the Company shall be held in the locality of the head office where the Company is situated or in a neighboring province or any other place as the Board of Directors deem appropriate.

Article 41

The Board of Directors shall call a Meeting of Shareholders at least once (1) a year. Such meeting shall be called "an Annual Ordinary Meeting of Shareholders" which shall be held within four (4) months of the last day of the accounting year of the Company. The Meeting of Shareholders other than the one referred to shall be called "Extraordinary Meetings".

The Board of Directors may call an Extraordinary Meeting of Shareholders any time the Board of Directors consider it expedient to do so or shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders amounting to not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an Extraordinary Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a Meeting of Shareholders to be held within one (1) month as from the date the request is received from the shareholders.

Article 42

In summoning a Meeting of Shareholders, the Board of Directors shall prepare an invitation letter fixing the meeting venue, date, time, the meeting agendas and the matters to be proposed to the meeting together with sufficient detail by clearly indicating whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and such invitation shall be delivered to the shareholders and the public company limited registrar no less than seven (7) days prior to the date of the meeting. The notice calling for the summoning of the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. The publishing shall be for three (3) consecutive days. The delivery of the meeting invitation letter and disclosure of the notice of an appointment for the meeting, either in person or electronic meeting, shall comply with the requirements, rules, and relevant laws.

The Board of Directors shall set the date, time and place of the Meeting of Shareholders. The place where the meeting will be held shall be in the province in which the head office of the Company or branch office is located or in a nearby province or province or conduct electronic meeting in which the Board of Directors deem appropriate by following the requirements and methodologies of the laws and measures as required by laws, and according to information technology security standards stipulated in the law. However, in delivering an invitation letter for electronic meeting, Chairman of the Board or the person having the duty to organize the meeting shall send a written

notice summoning a meeting by e-mail to the shareholders within the above notice period. Provided that Chairman of the Board or the person having the duty to organize the meeting shall maintain a copy of the invitation letter and documents related to the meeting as evidence, which can be stored in the form of electronic data.

Article 43

To form a quorum of a Meeting of Shareholders either in presence or electronic meeting, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold.

At any Meeting of Shareholders, if one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed under paragraph one, if such Meeting of Shareholders was called as a result of a request by the Shareholders, such meeting shall be cancelled. If such Meeting of Shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 44

In a Meeting of Shareholders, shareholders may also authorize other persons as proxies to attend and vote at any Meeting of Shareholders on their behalf. The proxy appointment shall be made in writing and signed by the principal according to the form specified by the public company limited registrar. It shall be submitted to the Chairman of the Board of Directors or the person designated by the Chairman at the place of the Meeting of Shareholders before the proxies attend the meeting. The proxy shall contain at least the following information;

- (1) Number of shares held by proxies
- (2) Name of the proxies
- (3) The number of the Meeting of Shareholders that the proxy will attend and vote

The proxy shall be given to the Chairman of the Board of Directors or the person designated by the Chairman before the proxies attend the Meeting of Shareholders.

Article 45

The Chairman of the Board shall be the chairman of the meeting. If the Chairman of the Board is not present at the meeting or unable to perform his duty, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or unable to perform his duty, the shareholders present at the meeting shall elect one (1) shareholder to be the chairman of the meeting.

Article 46

The chairman of the meeting shall have the duty to conduct the meeting in compliance with the laws and Articles of Association of the Company relating to meeting. Thus, the chairman of the meeting shall follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third (2/3) of the number of the shareholders present at the meeting.

When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under paragraph two, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholder not less than seven (7) days prior to the date of the meeting, provided the notice calling the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. The publishing shall be three (3) consecutive days.

Article 47

In the Meeting of Shareholders, each shareholder holding one (1) share is entitled to one (1) vote.

Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Article 48

A resolution of the Meeting of Shareholders shall be made by the majority vote of the shareholders who attend the Meeting of Shareholders and entitled to vote. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote unless specified otherwise in this Articles of Associations or other cases as specify by law. In the following cases, a vote of not less than three-fourth (3/4) of the total number of votes of shareholders who attend the Meeting of Shareholders and entitled to vote is required:

- (1) Sale or transfer of the entire or important parts of the business of the Company to other persons;
- (2) Purchase or acceptance of transfer of the business of other public companies or private companies by the Company;
- (3) Entering into amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the Company,
- (4) Entrustment of the management of the business of the Company to any other person or
- (5) Merging of the business with other persons with the purpose of profit and loss sharing;
- (6) Amendment of the Memorandum of Association or Articles of Association of the Company;
- (7) Increases and reductions of capital;
- (8) Issuance of debentures;
- (9) Amalgamation of the Company or dissolution of Company;
- (10) Other matters specified by the law.

Article 49

The matters to be considered at the Annual Ordinary Meeting are:

- (1) To consider the Board of Directors' report presented to the Meeting of Shareholders, indicating the affairs undertaken by the Company during the past year;
- (2) To consider and approve the balance sheet and the profit and loss statement;
- (3) To consider the allocation of profit and payment of dividends to Shareholders;
- (4) To elect a director who retires by rotation and specifying their compensation;
- (5) To appoint an auditor and their remuneration;
- (6) To transact other business.

Chapter 8 Dividend Payment and Reserve Fund

Article 55

Dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid.

A dividend announcement cannot be made except by the resolution of the Meeting of Shareholders or of the Board of Directors' Meeting in case of the interim dividend payment. The payment of dividends shall be made in writing notifying the shareholders and such notice shall also be published in a local newspaper for the period of not less than three (3) consecutive days. The payment of such dividend shall be made within one (1) month as from the date of the resolution of the Meeting of Shareholders or of the Board of Directors' Meeting, as the case may be.

Article 56

The Board of Directors may from time to time pay the interim dividend to the shareholders if the Board of Directors deem that the profits of the Company justify such payment. After the dividend payment, the Board of Directors shall report to the Meeting of Shareholders at the next Meeting of Shareholders.

Article 57

Dividends shall be distributed according to the number of shares on an equal basis unless specified otherwise in this Articles of Association for preferred shares.

Article 58

The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital.

Other than such reserve fund, the Board of Directors may propose the Meeting of Shareholders to resolve on other reserves as the Meeting of Shareholders deem appropriate for the operation of the Company.

If the Company is approved by the Meeting of Shareholders, the Company may transfer other reserve fund, legal reserve, and share premium to compensate for the Company's accumulates loss.

Chapter 10 Books, Accounts and Audit

Article 62

The Company shall prepare and maintain accounts including the auditing of accounts lawfully as required by the relevant law and shall prepare the balance sheet and the profit and loss statement at least once during each twelve (12) month period which is an accounting year of the Company.

Article 63

The Board of Directors shall prepare the balance sheet and the profit and loss statement as of the last day of the fiscal year of the Company for submission to the Meeting of Shareholders at the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors shall have the balance sheet and the profit and loss statement examined by an auditor prior to submission to the Meeting of Shareholders.

Article 64

The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an Annual General Meeting of Shareholders:

- (1) Copies of the balance sheet and the profit and loss statement which have been examined by the auditor, together with the audit report of the auditor;
- (2) Annual report of the Board of Directors and the documents showing particulars.

Article 65

The Board of Directors shall maintain the Register of Directors, the Minutes of Meetings of the Board of Directors, the Minutes of the Meeting of Shareholders and all resolutions and maintain them at the head office of the Company. However, the Company may authorize any other person to maintain the said documents behalf of the Company at the locality of the head office or nearby province, but the Company must notify the public company limited registrar prior to the authorization.

Article 66

The auditor has the duty to attend every Meeting of Shareholders which considers the balance sheet, the profit and loss statements, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver all the reports and documents which the shareholders are entitled to receive for such meeting to the auditor.

The auditor shall not be a director, staff, employee or person holding any position or having any duty in the Company.

Article 67

The auditor has the power to examine books and accounts and other evidence relating to the revenues and expenditures as well as assets and liabilities of the Company during its office hours. In this case, he shall have the power to interrogate the directors, staff, employees, officers in any positions and representatives of the Company, and to instruct them to give necessary statements or documents relating to the compliance of the auditor.

The auditor has to make a written report about the balance sheet, profit and loss statements in accordance with laws regarding the auditing for submission to the Annual Meeting of Shareholders and must state in such report whether the balance sheet is prepared accurately and exhibit a true and correct view of the state of affairs of the Company or not.

GUIDELINE FOR ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR YEAR 2022 THROUGH ELECTRONIC MEETING (E-AGM)

1. In case the shareholders attending the E-AGM by themselves.

1.1 Please fill the registration form for attending the AGM through Electronic Media (E-AGM) (Attachment 12). **Kindly fill your email and cell phone number clearly in order to be used for the meeting registration** and attach identification document to confirm the attendance of E-AGM as follows:

- **In the event that the shareholder is an individual** – a valid certified true copy of ID card, passport, or other official documents issued by government authority.
- **In the event that the shareholder is a juristic person** – an executed version of the power of attorney or a proxy form and supporting documents as per the detail in item “supporting documents for the appointment of proxy” next page.

Please submit the registration form for the meeting through electronic media (E-AGM) and such identification document to the Company **within April 24, 2023** via the following channels:

- Via Email address: contact@beautycommunity.co.th
- Via Registered Mail To: Company Secretary. Beauty Community Public Company Limited No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230.

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send username and password, together with Web Link for attending the E-AGM via provided e-mail. Kindly refrain from giving your username and password provided for the shareholder to another person. In the case that your username and password are lost or you have not received it within April 25, 2023, please immediately contact the Company.

1.3 The Company will send details of a manual for using the E-AGM system via e-mail. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will only begin at 13.30 hrs.

1.4 For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

1.5 If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM. The Company will specify a contact channel to Quidlab Company Limited in the email sending username and password to you.

2. In case the shareholders appointing proxy to attend the E-AGM.

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company’s independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

- | | | |
|--------------------------------|---------------------------------|---------------|
| • Assoc. Prof. Dr. Vichit U-on | Position: Independent Director, | Age: 55 Years |
| • Col. Attapon Srisangwarn | Position: Independent Director, | Age: 55 Years |
| • Mr. Viboon Pojanalai | Position: Independent Director, | Age: 46 Years |

In this regard, the Company would like to request shareholders to fill statement and sign in

the proxy, details of which appear in Attachment 6, 7, 8 of the invitation letter and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company **within April 25, 2023** via the following channels:

- Via Email address: contact@beautycommunity.co.th
- Via Registered Mail To: Company Secretary. Beauty Community Public Company Limited No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230.

Personal Data Protection Notice

Beauty Community Public Company Limited (“the Company”) gives great importance to the privacy of your personal data and in compliance with the Personal Data Protection Act B.E. 2562 (2019)

1. Objective and collecting personal data

The Company will collect your personal data that submit to the Company such as name, surname, address, telephone number, and identification number, to be used for the following purposes:

- Verified the right to attend the Annual General Meeting of Shareholders for the year 2022
- Submitted invitation letter and supporting documents
- Delivered annual report as per shareholder’s requested
- Record inquires, comments, suggestion, in the minutes of the Annual General Meeting of Shareholders for the year 2022

2. Retention periods for collected personal data

The Company will keep and use your personal data to serve the purposes of the above mentioned activities.

3. Rights of the data owner

As data owner, you have the rights as stipulated in the Privacy Protection Act B.E. 2562 (2019), including the rights to withdrawing the consent, requesting to access and obtain a copy of your personal data, requesting to correct, delete or destroy your personal data, refuse to processing your personal data, requesting to transfer your personal data as stipulated by law, and rights to object to the processing or disclosing your personal data.

GUIDELINE FOR VOTING, VOTE COUNTING, VOTING RESULTS REPORT, AND ASKING QUESTION IN E-AGM

Voting at the Meeting of Shareholders:

The shareholders, proxy holder, may cast the vote in each agenda to “approve” or “disapprove” or “abstain” For shareholders, proxy holder who do not vote in any agenda, the system will automatically count your vote as “approve”. If you have any technical problem in using the E-AGM meeting, please contact Quidlab Company Limited who will be the Company’s service provider for E-AGM at telephone number 02 013 4322.

Vote counting and report voting results

The Company Secretary will clarify voting procedure prior to the commencement of the meeting. The Company will count the votes in each agenda from the voting of the shareholders or proxy holder who present in the meeting and have the right to vote. The voting result of every agenda shall be informed to the meeting before the meeting adjourned.

Asking question

Shareholders can send your question through message boxes. The directors will answer your questions in Q&A session of Agenda 8 to transaction other business (If Any). In addition, shareholders can submit your question in advance through email: contact@beautycommunity.co.th

E-AGM REGISTRATION FORM
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR YEAR 2023

Written at _____
 Date _____ Month _____ Year _____

I/We _____ Nationality _____
 Address _____ Road _____ Subdistrict _____
 District _____ Province _____
 Postal code _____ Email Address _____
 Mobile _____ Shareholder Registration Number _____
 as a shareholder of Beauty Community Public Company Limited (the “Company”) holding to total
 number of shares _____ shares

I hereby confirm that I will attend the Annual General Meeting of Shareholders 2023 using an electronic approach on April 26, 2023, at 13.30 hrs. and choose the following option:

☐ Attend in person and request the Company to send username, password and web link to
 E-mail : _____

☐ Proxy to Mr./Mrs./Miss _____
 as proxy to attend the E-AGM on my behalf and request the Company to send username,
 password and web link to E-mail _____

Sign _____ Shareholder
 (_____)

Sign _____ Proxy
 (_____)

Important Remark: Please send this E-AGM Registration Form which is completely filled together with identification document to identify your right to attend the meeting to the Company within 24 April 2023 through the following channel:

- Email: contact@beautycommunity.co.th; or
- Mailing Address: Company secretary, Beauty Community Public Company Limited No. 50/1-3, Soi Nuanchan 34, Nuanchan Sub-District, Bungkum District, Bangkok 10230
- For more information please contact Tell: 02-9460700-6 ext. 105,106