



**Invitation to the Annual General Meeting of Shareholders for
the year 2024 of
Beauty Community Public Company Limited
Thursday, 25 April 2024, 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 **Tuesday, 23 April 2024** 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 2024

Re: Invitation to the Annual General Meeting of Shareholders for the year 2024

To: Shareholders of the Company

Attachment:

1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2023 (Attachment 1)
2. Form 56-1 One Report (Annual Report for the year 2023) 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 2023 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 2024 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 the Annual General Meeting of Shareholders for year 2024 (Attachment 12).

In this regard, the Board of Directors Meeting No. 1/2024 of Beauty Community Public Company Limited (the “**Company**”) had a discretion to convene the Annual General Meeting of Shareholders for the year 2024 through electronic meeting (E-AGM) on Thursday, 25 April 2024, 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.

The Company has announced the schedule and agendas of the Annual General Meeting of Shareholders for the year 2024 on the Stock Exchange of Thailand (www.set.or.th) since 28 February 2024. 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 2024 since 4 April 2024 in order to

¹In compliance with Thai Investors Association's policy (“Association”) 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

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 2023

Objective and reason

The Secretary of the Meeting prepared the Minutes of the Annual General Meeting of Shareholders 2023 held on 26 April 2023 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 2023 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 2023 and the operational plan of the year 2024

Objective and reason

The Company provided a report on overall performance of the Company's business operations for the year 2023 and the operational plan of the year 2024 in Form 56-1 One Report (Annual Report for the year 2023) 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 2023 and the operational plan for the year 2024.

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 2023

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 2023 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 2023, 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 2023
Total Assets	839,578,991.58
Total Liabilities	179,323,294.46
Shareholders' Equity of the Company	660,255,697.12
Total Revenue	440,966,530.50
Earnings Before Interest and Income Tax	(28,990,866.29)
Net Profits	(45,674,044.40)
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 2023.

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 2023

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 2023, the Company reported net loss of 45,674,044.40 Baht (Forty-Five Million Six Hundred Seventy-Four Thousand Forty-Four Baht Forty Satang) which result in the omission of dividend payment for the year 2023 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 2023.

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 2024

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 Meeting No.1/2024 on 27 February 2024 considered the proposal of the Nomination and Remuneration Committee Meeting No. 1/2024 on 19 February 2024, which considered very thoroughly various aspects and deemed that it is appropriate to fix the director's remuneration for the year 2024 with details as follows:

1. Proposal for the remuneration of meeting allowance for directors for the year 2024 at the same rate as the year 2023 from the resolution of the Board of Directors' Meeting No. 2/2023 dated 27 February 2023 and the Annual General Meeting of Shareholders for the year 2023 dated 26 April 2023 with details as follows:

The Remuneration of Meeting Allowance for Directors	Proposal for Year 2024 (rate per each meeting)	Previous Year 2023 (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
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 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 2024 from the business performance of 2023. The Company has accumulating loss at the amount of 45,674,044.40 Baht (Forty-Five Million Six Hundred Seventy-Four Thousand Forty-Four Baht Forty Satang). Therefore, in order to mitigate such loss, the Board of Directors intend to not receive the bonus remuneration payable in the year 2024 from the business performance of 2023.

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 2024.

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 2024

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 2024. 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)), equaling year 2023.

<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 2023-2024 are as detailed below:

The Remuneration of Auditors	Year 2024 (Proposal) (Baht)	Year 2023 (Previous Year) (Baht)
Audit Fee	1,100,000	1,100,000
Non-Audit Fee	None	None
Total	1,100,000	1,100,000

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 2024 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 2024, there are 3 directors who will retire by rotation as follows:

- | | | |
|----|-------------------------------|------------------------------------|
| 1. | Mr. Viboon Pojanalai | Independent Director |
| 2. | Dr.Suwin Kraibhubes | Director and Chairman of the Board |
| 3. | Ms. Monsoothatip Malaukaranun | 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 2023) 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

**TABLE OF CONTENTS OF
ATTACHMENT**

COPY OF MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR YEAR 2023.....	1
FORM 56-1 ONE REPORT (ANNUAL REPORT FOR THE YEAR 2023) IN QR CODE FORM	29
COPY OF THE STATEMENTS OF FINANCIAL POSITION AND THE STATEMENTS OF COMPREHENSIVE INCOME FOR THE FISCAL YEAR ENDED 31 DECEMBER 2023 IN QR CODE FORMAT	30
INFORMATION OF THE NOMINEES FOR DIRECTORSHIP.....	31
DEFINITION OF INDEPENDENT DIRECTORS OF BEAUTY COMMUNITY PUBLIC COMPANY LIMITED	35
PROXY FORM.....	37
LIST OF DOCUMENTS AND EVIDENCES TO BE PRESENTED ON THE MEETING DATE.	49
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	51
COMPANY’S ARTICLES OF ASSOCIATION REGARDING THE SHAREHOLDERS’ MEETING.....	52
GUIDELINE FOR ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR YEAR 2022 THROUGH ELECTRONIC MEETING (E-AGM).....	57
GUIDELINE FOR VOTING, VOTE COUNTING, VOTING RESULTS REPORT, AND ASKING QUESTION IN E-AGM	59
E-AGM REGISTRATION FORM THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR YEAR 2023	60

**COPY OF MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR YEAR 2023**



Minutes of the 2023 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 26, 2023, at 1.30 p.m.



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

**Minutes of the 2023 Annual General Shareholders' Meeting
of
Beauty Community Public Company Limited**

Date, Time, and Place

The Meeting was held on April 26, 2023, at 1:30 p.m., in the form of electronic meeting (E-AGM) 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.

Attending Committee

- | | |
|------------------------------------|---|
| 1. Mr. Suwin Kraibhubes | Director and Chairman of the Board of Directors |
| 2. Assoc. Prof. Dr. 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 |

Auditor

Ms. Kamolmett Chrityakieme D I A International Auditing Company Limited

Legal Consultant

Ms. Wiyadathawin Luenchavee JTJB International Lawyers Co., 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 2023 Annual General Shareholders’ Meeting.

The MC informed the Meeting that Beauty Community Public Company Limited (the “Company”) having 7 directors and 7 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. 2/2023 which held on February 27, 2023, resolved the 2023 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 26, 2023, 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 and the Company will answer all the questions in Agenda 8.

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.
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 and Agenda 5 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;

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 56 persons, representing 1,072,907,766 shares considered 35.8329 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 2022

The Chairman proposed the Meeting to consider for verification of the Minutes of the Annual General Shareholders’ Meeting of 2022 held on April 27, 2022 as detailed in the copy of Minutes of the Annual General Meeting of Shareholders 2022 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 2022. The Meeting considered the same and resolved as follows:

Resolution The minutes of the Annual General Shareholders’ Meeting of 2022 held on April 27, 2022, 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 1,076,255,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,006,858,510	93.5520
(2)	Disapprove	0	0.0000
(3)	Abstain	69,396,556	6.4480
	Total	1,076,255,066	100.0000

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

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 2022 and the operational plan of the year 2023.

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

The Overall Performance of the Company's Business Operations for the Year 2022



From the above chart, in the early stage of 2020, the sales volume of the Company was mainly focused on the sale from retail shops. However, the outbreak of COVID-19 would impact profit generating from retail shops, resulted in reducing the number of retail shops to reduce costs.

In the 4th quarter of 2022, it can be seen that although the Company had sales volume at around 107 million baht but could limit the loss at only around 11 million baht as a result of its best endeavor for cost reduction. Therefore, The Company's cost reduction has a noticeable impact and verifies whether it can continue to operate within the budget set forth in the business plan. Despite facing a challenging circumstance, the outbreak of COVID-19, the Company is still able to turn it around.

Business Overview of the year 2022

Business Overview Y2022

Detail	Y2022	Y2021	YOY	%YOY
Revenue	365.5M	411.8M	-46.4M	-11.3%
GP	174.5M	164.6M		
%GP	49.5%	42.5%		
Expense	275.9M	289.8M	-14.0M	-4.8%
%Expense	75.5%	70.4%		
NPAT	-67.7M	-80.8M	13.1M	16.2%
%NPAT	-18.5%	-19.6%		

From the above chart, the sales volume in 2022 was around 11% which is lower than 2021. However, in 2022, the Company suffered the loss of around 67 million baht, which is less than the year 2021 with a loss of around 80 million baht. It is reflected that the Company is recovering from the outbreak and that the adjustment of the Company is progressing in the right direction.

Sale Channels

Sales by Channel Y2022



Before the outbreak of the COVID-19, the Company mainly focused on the sales volume from retail shops with more than 250 branches. However, the Company has expanded its channels to overseas market around 30% of which have developed into the e-Commerce market and the Modern Trade market, respectively.

Currently, the overseas market has a business ratio of more than 30%, which shows the potential for further expansion of the Company's business.

Products



The overview of the sales by product in 2022, Skin Care was the main product with a sales proportion of 71.38% and Make Up was the second most popular product. Due to the outbreak of the COVID-19, a face mask became the necessary item for all which affected the sale volume of Make Up product. However, the Company has started to adjust to the outbreak and was able to increase the sale volume of such products at almost 20% over the previous year.

Business Overview Y2021-2023



Causation of the loss in Y2021

- Declined income derived from the COVID-19, economic slowdown.
- The non-routine expenses associated with reconstructing the business 50.06 MB.
 - Stock Provision 28.6 MB.
 - Compensation for voluntary resignation program for 12.0 MB. (86 persons)
 - The amortization and depreciation expenses from closing 63 branches are 8.5 MB.
 - Other non-routine expenses 0.96 MB.

Causation of the loss in Y2022

- The original business is based on retail sales, so whenever the branch is closed, it is difficult to expand sales
- Opening of new distribution channels still at a preliminary stage.
- The company has been affected by the COVID-19 situation.
- China's lockdown situation causing problems in ordering and shipping - affecting over 50% of overseas sales

Target Y2023

- Revenue: 620 MB., YoY +65.1 %
- Expenses: 308.1 MB., %Expense 50.0% ,YoY +0.04%
- %NPAT = 4%

23

In addition, when comparing to the business overview for all 3 years (2021-2023), in 2021, the Company set a revenue goal at 411 million baht, in 2022 at 365 million baht, but in 2023 the company set a revenue goal at 620 million baht by controlling the expenses at around 300 million baht initially. The Company also plans to expand around 10 more branches which expects the net profit after tax in 2023 will be 4% (NPAT=4%).

Cost Control

Cost Control

Expenses

- Expense Y2022: 275.9MB., %Expense 75.5%, YoY -4.8%
- Average expense per month Y2022 has 22.99 MB.
- Target Y2023 : Expense 49.7%

%GP

- GP Y2022 : 174.5 MB., %GP 49.5%, YoY 5.6%
- Average GP per month Y2022 has 14.5 MB.
- Target Y2023 : GP 54.4%



24

Since the outbreak of the COVID-19, the Company has been managing the expenses since 2020 and expanding the business through a variety of channels. The digital system has been applied to the business to lower some expenses. The main expenses that the Company controlled were store rental fees, including other incurred expenses. Therefore, it can be seen that the expenses in 2023 will move higher in line with the country's situation and the increase of sales potential.

The Company anticipates that gross profit will return to normal in 2023, rising to 54.4% as a result of cost management and the establishment of new product prices. This will save costs and allow for the expansion of more sales channels.

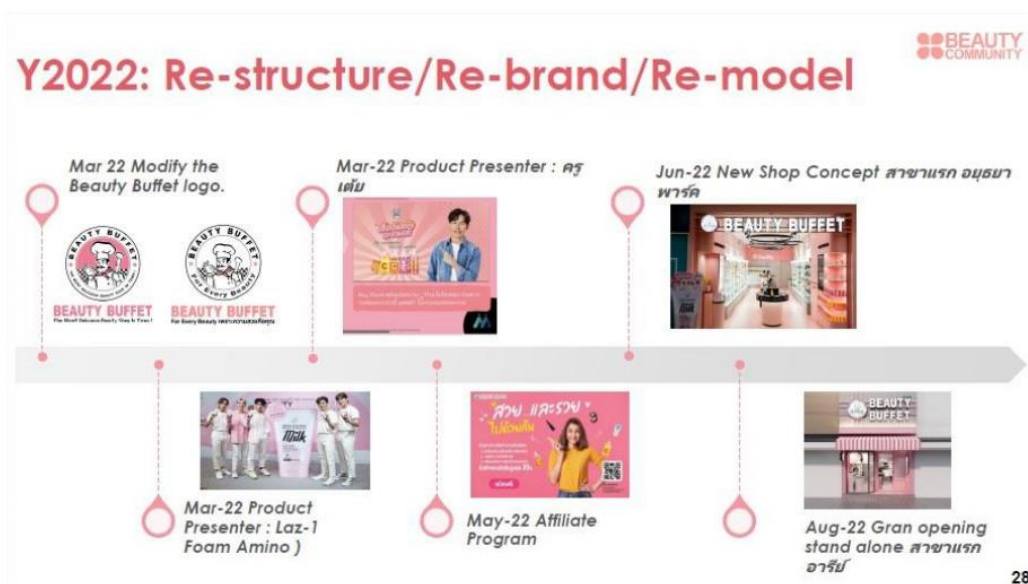


In addition, the manpower to be used to implement business plans in 2023 will be limited to no more than 260 persons to reflect the cost control, covering sales in all channels, including retail shops, at the Company, and other channels. Furthermore, the number of branches will be limited at 61 branches.

Cash Flow



The cash flow of the Company shows that the Company has no debt. Despite having suffered losses, but the Company is still able to maintain cash. In 2022, the Company can still be maintained the cash at 382 million baht and in this year the Company expects to have a cash flow of 444 million baht. The cash flow of the Company reflects the stability of the business and is sufficient for long-term business operations.





29

In addition, the Company has operated the business in many areas and channels by improving the image, modifying the brand to be more modern and can be accessed through multiple channels, advertising and promoting the products by famous stars and artists to reach customers from various groups. The Company has also created new channels for customers to reach the Company's products such as opening a Stand Alone branch located outside a department store, setting up a Distributor in Cambodia, Saudi Arabia and Taiwan, and the development of Modern Trade channels, as well as the promotion of product brand mascots to reach younger customers, etc.

The Operational Plan of the Year 2023

The Company still adheres to the vision and mission of the organization as well as continues to strive towards the International Brand and Health Brand in developing and expanding the market



32

for health-related products.

For the business strategies of the Company, it can be divided into 4 strategies as shown in the diagram. The business model will be linked from diverse sale channels into the same channel by focusing on the market, supplier management to reduce cost, the management to reduce SG&A, cost reduction, digital business development, and product innovations.



34

Furthermore, such business operations and strategies will be carried out based on the Company's strong points 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 2023, the Company set the revenue goal at 620 million baht, being:

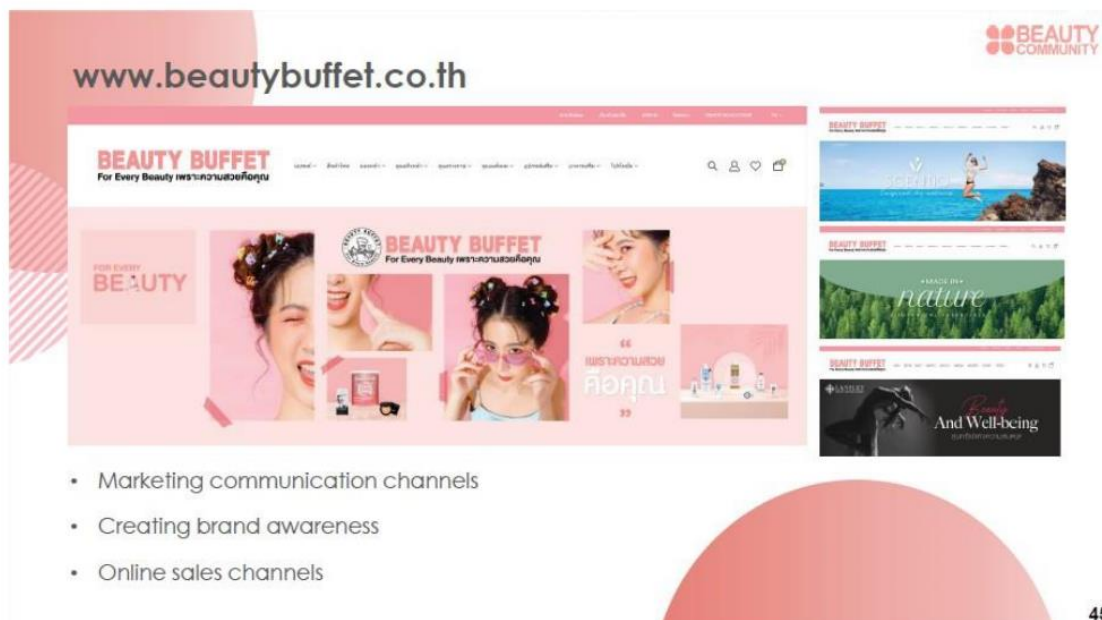
1. Retail Business 51.8%
2. Overseas Business 29.3% and
3. Trading Business 18.9%

Retail Business



40

Retail stores had originally been the main source of revenue of the Company and the Company still generated revenue mainly from this channel whereby branches of retail stores could sell products to other stores nearby. In addition, form of stores would be adjusted by reducing the store size to achieve better sales revenue per square meter and to reduce costs of inventory. The Company planned to open 10 more branches and expect the return of investment within 1 year and 11 months.



Moreover, the Company would develop its website for selling products online which will be adopted more for the overseas sales, along with Mobile Application where customers can collect points when purchasing products from the Company and redeem points for products at leading stores, to attract customers to purchase more products from the Company.

Overseas Business



The Company was determined to penetrate the Middle East market by setting the management plan and strategy for new products for penetration of the overseas market. Currently, distributors in overseas market distributed more products in the market and there were 13 countries where our products were distributed.

Trading Business



The Company was determined to penetrate the Modern Trade market and to expand its coverage in general trade channel by appointing 3 more regional sales representatives as well as improve the efficiency of sales team by focusing on efficiency and effectiveness.

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 8: To transact other business, and it was considered that the Meeting had acknowledged the overall performance of the Company's business operations in 2022 and the operational plan for 2023.

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

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, 2022 which was audited and certified by the auditor and approved by the resolution of the Board of Directors' Meeting No. 2/2023 held on February 27, 2023 with the following details in summary:

(Unit: Baht)

Particulars	Statements of Financial Position and Statements of Comprehensive Income ended December 31, 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

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, 2022 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, 2022. The Meeting considered and resolved as follows:

Resolution Be approved the Statements of Financial Position and Statements of Comprehensive Income as of December 31, 2022, 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 1,076,255,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,006,858,510	93.5520
(2)	Disapprove	0	0.0000
(3)	Abstain	69,396,556	6.4480
	Total	1,076,255,066	100.0000

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

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 2022 the Company reported net loss of 67,679,280.01 Baht (Sixty-Seven Million Six Hundred 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 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 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, there shall be the omission of dividend payment for the Company’s performance in 2022.

The Chairman respectively requested the Meeting to consider and approve the omission of dividend payment for the Company’s performance in 2022. The Meeting considered and resolved as follows:

Resolution Be approved the omission of dividend payment for the Company’s performance in 2022. As on December 31, 2022, 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 299,419,353.50 Baht. The Company is then not required to allocate legal reserve, and dividend payment for the Company’s performance in 2022 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 1,076,255,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,006,795,810	93.5462
(2)	Disapprove	0	0.0000
(3)	Abstain	69,459,256	6.4538
	Total	1,076,255,066	100.0000

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

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. 1/2023 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	Year of Proposal Year 2023 (rate per single attendance)	Previous Year Year 2022 (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 2023 (rate per single attendance)	Previous Year Year 2022 (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 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 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.

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 2023 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 2023 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 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	Year of Proposal Year 2023 (rate per single attendance)	Previous Year Year 2022 (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 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 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.

- 5.1 Approved meeting allowance of Directors for year 2023 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	358,786,510	83.7928
(2)	Disapprove	0	0.0000
(3)	Abstain	69,396,556	16.2072
	Total	428,183,066	100.0000

- 5.2 Approved meeting allowance of Audit Committee for year 2023 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,006,858,510	93.5520
(2)	Disapprove	0	0.0000
(3)	Abstain	69,396,556	6.4480
	Total	1,076,255,066	100.0000

- 5.3 Approved meeting allowance of Nomination and Remuneration Committee for year 2023 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	721,122,510	91.2214
(2)	Disapprove	0	0.0000
(3)	Abstain	69,396,556	8.7786
	Total	790,519,066	100.0000

- 5.4 Approved meeting allowance of Risk Management Committee for year 2023 with the voting result of this agenda as follows:

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	718,157,510	90.8463
(2)	Disapprove	2,965,000	0.3751
(3)	Abstain	69,396,556	8.7786
	Total	790,519,066	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	355,821,510	83.1003
(2)	Disapprove	2,965,000	0.6925
(3)	Abstain	69,396,556	16.2072
	Total	428,183,066	100.0000

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

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 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 One Hundred Thousand Baht) which is the lower rate 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 Satjathamukul	5128
(4) Mr. Nopparuek Pitsanuwig	7764

When compared with the auditors' remuneration for 2022, with details as follows:

Auditor's Remuneration	2023 (Year of Proposal) (Baht)	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.

The Chairman respectively requested the Meeting to approve the appointment of the auditors and their remuneration for year 2023. The Meeting had considered and resolved as follows:

Resolution Be approved the appointment of Miss Kamolmett Chrityakierne, license number 10435, Mrs. Suvimol Krittayakiern, license number 2982, Mr. Wirote Satjathamukul license number 5128, and Mr. Nopparuek Pitsanuwong, license number 7764 from D I A International Audit Company Limited to be auditors of the Company for year 2023, and fixing their remuneration at the amount of 1,100,000 Baht (One Million One Hundred 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 1,076,255,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,003,573,910	93.2468
(2)	Disapprove	3,284,600	0.3052
(3)	Abstain	69,396,556	6.4480
	Total	1,076,255,066	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 2023 which are Assoc. Prof. Dr. Vichit U-on, Dr. Peerapong Kitiveshpokawat, and Ms. Tanyapon Kraibhubes, 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 2023, one-third of the Company's directors:

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

- Assoc. Prof. Dr. Vichit U-on to be the Independent Director and Audit Committee
- Dr. Peerapong Kitiveshpokawat to be the Director and Chief Executive Officer
- Ms. Tanyapon Kraibhubes 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 Assoc. Prof. Dr. Vichit U-on to be the Independent Director and Chairman of the Audit Committee, Dr. Peerapong Kitiveshpokawat to be the Director and Chief Executive Officer, and Ms. Tanyapon Kraibhubs to be the Director for another term. The voting result of this agenda was as follows:

- (7.1) Assoc. Prof. Dr. Vichit U-on as the Independent Director and Chairman of the Audit Committee

There were Shareholders attending and casting vote totaling 1,076,255,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,006,858,510	93.5520
(2)	Disapprove	0	0.0000
(3)	Abstain	69,396,556	6.4480
	Total	1,076,255,066	100.0000

- (7.2) Dr. Peerapong Kitiveshpokawat as the Director and Chief Executive Officer

There were Shareholders attending and casting vote totaling 1,073,995,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	1,002,313,010	93.3257
(2)	Disapprove	2,2285,500	0.2128
(3)	Abstain	69,396,556	6.4615
	Total	1,073,995,066	100.0000

- (7.3) Ms. Tanyapon Kraibhubs as Director

There were Shareholders attending and casting vote totaling 723,919,066 shares.

	Shareholders	Amount (Vote)	Percentage
(1)	Approve	652,237,010	90.0981
(2)	Disapprove	2,285,500	0.3157
(3)	Abstain	69,396,556	9.5862
	Total	723,919,066	100.0000

Agenda 8 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. **Khun Ratthapon Sakchaicharoenkul** inquired if the revenue in the 1st Quarter of 2023 exceeded Baht 150 million.

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, as the revenue of the 1st Quarter of 2023 had not been audited, the data could not be reported.

2. **Khun Prapaporn Oomchoowattana** inquired if there was any chance for the Company to expand its business to beauty business, e.g. beauty clinic, which was in high demand among customers.

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, based on the operation plan for the year 2023, the Company bore many burdens. Although the situation of Covid-19 pandemic was resolved but the competition in the current market was considerably high and uncertain. Therefore, the Company would primarily follow its operation plan to achieve its goal. For the beauty business, the Company would require some time to plan in order to carry on business with confidence and stability.

3. **Khun Jutharath Phothiwan inquired as follows:**

3.1 The Company's goal of revenue for the year 2023 was at Baht 620 million. If the Company achieved the goal, would the Company be in profit, and how? Based on the revenue in the 1st Quarter of 2023, did the Company tend to achieve the goal?

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, for the revenue goal at Baht 620 million, if calculated from expenses that the Company could control and had been able to control to be less than determined in the past years, and based on the goal of the Company, the revenue goal was possible and would be in profit. For the revenue of the 1st Quarter of this year, the Company was unable to specify as it must be verified. However, there was a good sign for the revenue of this quarter.

3.2 After the reopening of the country for a while, was the sales revenue from Chinese customers, who used to be major customer of the Company, in a good sign as in the previous period?

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, despite the reopening of Thailand, China had not fully reopened. However, the Company's business was in a good sign and there was a considerable number of sales whereby the popular product was coffee for weight control. In addition, it was subject to other factors, e.g. coverage of market, mechanism of international laws, tax measures, and product development to comply with laws and meet customer satisfaction, and etc.

3.3 As beauty business had been more competitive lately, what was the plan of the Company to achieve prosperous profits as it used to achieve in the past?

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, business operation of the Company had been struggling for the past 3 years because the revenue was too much from the sales of products in retail stores and the Company could not adapt to the COVID-19 pandemic in due course so the sales channel was limited. However, such situation led to many changes including new sales and distribution channels. If the Company could control the expenses and increase the sales revenue, the Company would achieve profits as it used to.

4. **Khun Ratthapon Sakchaicharoenkul** inquired if any products of the Company were sold at King Power.

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, normally, King Power ordered products from the Company in bulk for reselling at their shops. However, during the beginning period of COVID 19, the Company's monthly revenue was merely five-digit number. Currently, number of foreign tourists were increasing even though some countries had not fully reopened but overall was in a good sign.

5. **Khun Chaisaeng Pattanasakpinyo** inquired the company anticipates when stocks will return to their previous levels of boredom?

Dr. Peerapong Kitiveshpokawat responded to the question of the shareholder that, the permission not to comment on stock prices because stock prices are a matter of mechanisms and trends in the investment market. But what I can answer is the company, executives and all employees. I will work hard to achieve the goals I have set.

There was no additional question raised in the Meeting. The Chairman thanked the shareholders and participants who attended the 2023 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 2023)
IN QR CODE FORMAT**




**COPY OF THE STATEMENTS OF FINANCIAL POSITION AND THE STATEMENTS OF
COMPREHENSIVE INCOME FOR THE FISCAL YEAR ENDED 31 DECEMBER 2023
IN QR CODE FORMAT**



INFORMATION OF THE NOMINEES FOR DIRECTORSHIP


1. Mr. Viboon Pojanalai, Proposed Position: Independent Director

	Age	47 years	
	Education	<ul style="list-style-type: none"> - Bachelor of Accounting, Thammasart University - Master of Science in Risk Management and Financial Derivatives, Georgia State University - Certificate Public Accountant (CPA) 	
Director Seminars Attended		Enrollment in Director Accreditation Program (DAP), The Thai Institute of Directors	
Shareholdings in the Company		-None-	
Director Experience		2 years 11 months (27 April 2021 – 25 April 2024)	
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>
		2022 - Present	Chairman of Audit Committee and Independent Director and Independent Director of The Klinique Medical Clinic PCL.
		2018 – Present	Audit Committee and Independent Director of Halcyon Technology PCL.
		2016 – Present	Director of Thai Enger Holding PCL.
		2015 – Present	Audit Committee and Independent Director of Dental Corporation PCL.
		2011 – Present	Audit Committee and Independent Director of Beauty Community PCL.
		2008 – Present	Director of Asia Mineral Processing Co., Ltd.
Attendance at meetings 2025		Attended 7 out of 7 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 Mr. Viboon Pojanalai 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. Mr. Viboon Pojanalai, Proposed Position: Independent 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.Suwin Kraibhubes, Proposed Position: Director

	Age	55 Years	
	Education	<ul style="list-style-type: none"> - Bachelor of Science, Faculty of Medicine, Chiang Mai University - Executives Capital Market Academy Program (CMA.18) - Global Business Leaders Program (GBL) from LEAD Business and Cornell University - Chief Transformation Officer (CTO) from The Stock Exchange of Thailand (SET) 	
Director Seminars Attended		<ul style="list-style-type: none"> - Enrollment in Director Accreditation Program (DAP), The Thai Institute of Directors 	
Shareholdings in the Company		285,736,000 Shares Equal to 9.5% of total shares which have the right to vote as of 14 March 2024	
Director Experience		2 Years (27 April 2022 - 25 April 2024)	
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 / Chairman of the Board, Beauty Community PCL
		2018 – 2021	CEO / Director, Beauty Community PCL
		2017 – 2018	CEO / Director / Deputy Director of Product Development & Purchasing Division, Beauty Community PCL
Attendance at meetings 2022		Attended 7 out of 7 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.Suwin 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.	

3. Ms. Monsoothatip Malaukaranun, Proposed Position: Director

	Age	47 Years	
	Education	<ul style="list-style-type: none"> - Bachelor of Science, Associated Medical Sciences, Chiang Mai University - The Madanes Enneagram Coaching Methodology, NLP Life Mastery - Certificate of practitioner at Fundamental Level, iSTRONG Mental Health - Professional certified life coach, Thailand coaching academy - Master certified life coach, Thailand coaching academy 	
Director Seminars Attended		Enrollment in Director Accreditation Program (DAP), The Thai Institute of Directors	
Shareholdings in the Company		10,000,000 Shares Equal to 0.3% of total shares which have the right to vote as of 14 March 2024	
Director Experience		2 Years (27 April 2022 - 25 April 2024)	
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>
		2012 - Present	Director of Beauty Community Public Company Limited
Attendance at meetings 2022		Attended 6 out of 7 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. Monsoothatip Malaukaranun 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.

20 Baht
of Stamp
Duty to
be
affixed

PROXY Form A.

(General Form which is simple and uncomplicated)

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 2024 to be held on 25 April 2024 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 2024 to be held on 25 April 2024 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 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 2: To acknowledge the overall performance of the Company's business operations for the year 2023 and the operational plan of the year 2024**

- ☐ (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 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 4: To consider and approve the omission of dividend payment 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.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 5: To consider and approve the director's remuneration for the year 2024**

☐ (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 2024

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 6: To consider and approve the appointment of the auditors and their remuneration for year 2024**

☐ (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: **Mr. Viboon Pojanalai**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Dr. Suwin Kraibhubes**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Ms. Monsoothatip Malaukcaranun**

☐ 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 2024 to be held on 25 April 2024 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 2024 to be held on 25 April 2024 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 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 2: To acknowledge the overall performance of the Company's business operations for the year 2023 and the operational plan of the year 2024**

☐ (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 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 4: To consider and approve the omission of dividend payment 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.

☐ In Favor

☐ Not In Favor

☐ Abstain

☐ **Agenda Item 5: To consider and approve the director's remuneration for the year 2024**

☐ (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 2024

☐ In Favor ☐ Not In Favor ☐ Abstain

☐ **Agenda Item 6: To consider and approve the appointment of the auditors and their remuneration for year 2024**

☐ (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: **Mr. Viboon Pojanalai**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Dr. Suwin Kraibhubes**

☐ In Favor ☐ Not In Favor ☐ Abstain

Candidate Name: **Ms. Monsoothatip Malaukcaranun**

☐ 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 _____
(_____) (_____)

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 2024 to be held on 25 April 2024 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

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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: 56 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 2024.)



2. Senior Col. Attapon Srisangwarn

Position: Independent Director

Age: 56 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 2024.)



3. Mr. Viboon Pojanalai

Position: Independent Director

Age: 47 years

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

(The Director holds a significant stake in Agenda item 5, which involves the consideration and approval of the directors' remuneration for the year 2024, as well as Agenda item 7, which involves determining the names of directors retiring by rotation and appointing their replacements. This holds particular significance for the Director as his current term is concluding this year, and the Director being considered for re-election to serve another term.)

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 23 April 2024** 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 24 April 2024, 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: 56 Years |
| • Col. Attapon Srisangwarn | Position: Independent Director, | Age: 56 Years |
| • Mr. Viboon Pojanalai | Position: Independent Director, | Age: 47 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 23 April 2024** 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 2024
- 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 2024

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 2024

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 2024 using an electronic approach on 25 April 2024, 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 23 April 2024 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