

Invitation to the 2025 Annual general meeting of shareholders

TUESDAY, APRIL 1, 2025 AT 02:00 P.M.

via electronic meeting (E-AGM)

in accordance with the criteria specified in the laws
and regulations related to the electronic meeting.



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BANGKOK LAB AND COSMETIC PUBLIC COMPANY LIMITED

Table Of Contents

Attachment	Section	Page
	Supporting Documents for Meeting Agenda	
Attachment 1	Invitation to the 2024 Annual General Meeting of Shareholders	1
Attachment 2	Annual Report for the Year 2023 Form 56-1 One Report	9
Attachment 3	Information on the proposed allocation of net profits to legal reserves and dividend payments	10
Attachment 4	Profiles of Persons Nominated to Replace Directors Retiring by Rotation	11
Attachment 5	Information on proposed compensation for directors and sub-committees	15
Attachment 6	Information on the Appointment of Auditors for 2024 and the Audit Fees	16
Attachment 7	Details of amendments to the Company's Objective and Clause 3 of the Memorandum of Association (Objectives)	17
	Documents for Attending the Meeting	
Attachment 8	Explanation of conditions for registration, proxy, voting and vote counting	18
Attachment 9	Registration algorithm Identification and practices in attending meetings. Through electronic media (E-AGM) by the IR PLUS AGM application	22
Attachment 10	Information of Independent Directors for Proxy Appointment	26
Attachment 11	Qualifications of the company's independent directors	27
Attachment 12	Company Regulations Regarding Shareholders' Meetings	29
Attachment 13	Proxy Form B	33
Attachment 14	Proxy Form C	38
Attachment 15	Factory Visit Registration Form Bangkok Lab & Cosmetic Public Company Limited	43

(Translation)

No. BLC 055/2025

March 4, 2025

Subject : Notice of the 2025 Annual General Meeting of Shareholders

To : Shareholders of Bangkok Lab and Cosmetic Public Company limited

Attachments : (form list of contents)

The Board of Directors of Bangkok lab and Cosmetic Public Company Limited (“Company”) passed a resolution at the Board of Directors’ Meeting No. 2/2025 held on February 24, 2025, to schedule the Annual General Meeting of Shareholders for the year 2025 on Tuesday, April 1, 2025 at 02:00 p.m. via electronic meeting (E-AGM) in accordance with the criteria specified in the laws and regulations related to the electronic meeting.

On October 1, 2024 - December 30, 2024, the Company gave shareholders an opportunity to propose important and beneficial matters to conducting business through the company's website. The information has published via the stock exchange channel of Thailand from October 1, 2024 for consideration as an agenda for the 2025 Annual General Meeting of Shareholders in the matters:

- 1) Proposing the agenda for the Annual General Shareholders' Meeting.
- 2) Nominating qualified persons to serve as directors for replacing directors who retire by rotation.
- 3) Proposing questions in advance.

After the deadline had passed, no shareholders proposed any agenda items for the Annual General Meeting or nominated individuals for consideration to be appointed as directors.

The meeting’s agenda items shall be as follows:

Agenda 1 To acknowledge the performance results for the year ended December 31, 2024

Facts and rationale: In order to comply with Article 43 (1) of the Company's Articles of Association, it is stipulated that the Annual General Meeting of Shareholders acknowledge the Board of Directors' Annual Report. The Company has prepared a report on operating results and important changes that occurred during the past year, which is presented in the Annual Report of 2024 (Form 56-1 One Report).

The Board’s opinion: The Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders for the year 2025 to acknowledge the Company’s and its subsidiaries’ business operation for the year 2024.

Voting: None
(Details according to the attachment 2, in the form of a QR Code)

Agenda 2 To consider and approve the financial statements for the year ended December 31, 2024

Facts and rationale: In order to comply with the Public Limited Company Act B.E. 2535 (including amendments) Section 112 and Company Regulations No. 43 (2) and No. 49, which stipulate that the company prepares and maintains accounts as well

as audits those accounts in accordance with the relevant laws, and must prepare a balance sheet and profit and loss accounts at least once in the twelve-month period that is the Company's accounting period. For consideration and approval at the Annual General Meeting of Shareholders.

The Board's opinion: The Board of Directors deemed appropriate to propose the Meeting to consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2024, which have been audited and certified by the certified public accountant, reviewed by the Audit Committee, and certified by the Board of Directors.

Voting: The resolution for this agenda item requires a majority vote from the shareholders who attend the meeting and cast their votes.

(Details according to the attachment 2, in the form of a QR Code)

Agenda 3 To consider and approve the allocation of net profit as a legal reserve and payment of final dividend for the year 2024 and to acknowledge the interim dividend payment

Facts and rationale: To be consistent with the Public Limited Company Act B.E. 2535 (including amendments) Section 115 and Section 116 and Company Regulations No. 50 and No. 51, which stipulate that annual dividend payments can only be made by resolution of the shareholders' meeting, and it is prohibited to pay dividends. If the company still has accumulated losses, In addition, the Board of Directors may pay interim dividends to shareholders from time to time when the company is profitable enough to do so and when dividends have been paid to be reported at the next shareholder meeting, taking into account shareholders' returns, capital adequacy, reserve allocation, and other related conditions. The company must also allocate part of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit, after deducting any accumulated losses brought forward (if any) until this reserve fund amounts to not less than 10 percent of registered capital unless otherwise specified by law. The company has a policy to pay dividends at a rate not less than 40 percent of the net profit from the separate financial statements. Based on the operating results for the year 2024, the company reported a net profit of 158,126,695 Baht according to the separate financial statements.

The Board's opinion: The Board of Directors deemed it appropriate to propose that the Meeting consider and approve as follows:

- 1) Approve the allocation of net profit from the operation results of the year 2024 as legal reserve in the amount of 8,200,000 baht, which is equivalent to 5.19 percent of net profit.

- 2) Approve the dividend payment according to the operation results for the year 2024 at the rate of THB 0.15 per share, amounting to 90,000,000 baht and such dividend accounts for 56.92 percent of net profit of which the company already paid interim dividends at the rate of THB 0.06 per share, amounting to 36,000,000 baht on September 13, 2024, the remaining dividend to be paid under the resolution of this shareholders' meeting was at the rate of THB 0.09 per share amounting to 54,000,000 baht. The payment is made from the company's operating performance for the year ending December 31, 2024, which is subject to corporate income tax of 20 percent and the individual shareholders are subjected to withholding tax of 10 percent. Such a dividend payment rate is consistent with the dividend payment policy set by the Company and the Board of Directors has considered it to be appropriate. The record date to determine the list of shareholders entitled to receive the dividend is scheduled on April 11, 2025, and the final dividend will be paid on April 30, 2025. (In this regard, the right to receive a dividend is uncertain because it has not been approved by the Shareholders' Meeting)
- 3) Acknowledge the interim dividend payment. The Board of Directors' Meeting No. 4/2024 on August 14, 2024, resolved to approve the interim dividend payment at the rate of THB 0.06 per share, totaling 36,000,000 baht. The payment was from the net profit of operating results for a six-month period ended June 30, 2024. The interim dividend was paid on September 13, 2024, to shareholders whose names were listed on the record date on August 28, 2024, for the interim dividend entitlement.

Voting:

The resolution for this agenda item requires a majority vote from the shareholders who attend the meeting and cast their votes.
(Details according to the attachment 3)

Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation

Facts and rationale: To be consistent with the Public Limited Company Act B.E. 2535 (including amendments) Section 71 and Company Regulations Article 18 stipulate that at every annual general meeting of shareholders one-third of the directors shall retire from office at the end of their term. If the number of directors who will leave their position at the end of their term cannot be divided into three, then issue the amount closest to one-third. And the director who has been in office the longest will be the person who retires from the position. Directors who retire by rotation may be elected to new positions. In the 2025 Annual General Meeting of Shareholders, there are 3 directors who must retire from their positions as follows:

- | | |
|-------------------------------|---|
| 1) Mr. Worathep Gorgitpoonpol | Director
(Independent Director)
Audit Committee
Nomination & Remuneration Committee |
| 2) Mr. Somchai Phisphahutharn | Director
(Executive Director)
Risk Management Committee
Executive Committee
Chief Financial Officer |
| 3) Mr. Surasilp Ngampoopun | Director
(Non-Executive Director)
Executive Committee |

The Company provides minority shareholders with the opportunity to propose qualified candidates to serve as directors, replacing those who retire by rotation, from October 1, 2024 to December 30, 2024. The relevant criteria and procedures were disclosed on the company's website and the Stock Exchange of Thailand. After the end of this period, no shareholders nominated any director candidates. The director's candidates must be considered in accordance with the director's nomination criteria and process by the Nomination and Remuneration Committee, considering the board's diversity, professional skills, expertise, experience, skill matrix, and alignment with the Company's business strategy, there are no prohibited characteristics as defined by law.

The Board's opinion: The Board of Directors deemed appropriate to propose the Meeting to consider and approve the re-election of Mr. Worathep Gorgitpoonpol and Mr. Somchai Phisphahutharn and Mr. Surasilp Ngampoopun who are directors retired by rotation to be re-elected for another term. This has been considered in accordance with the director's nomination process as follows:

(by the directors having
no conflict of interest)

- 1) Mr. Worathep Gorgitpoonpol has appropriate qualifications in accordance with applicable laws on independent directors. He does not possess any prohibited characteristics as defined by relevant laws and regulations. Moreover, he has knowledge, abilities, experience, and expertise in pharmaceutical industry, sales and marketing, corporate governance, corporate management and strategic planning, all aligned with the Company's business strategy. During the past year, he has consistently performed his duties and provided valuable suggestions to the Company.

- 2) Mr. Somchai Phisphahutharn has appropriate qualifications and does not have any prohibited characteristics according to related laws and regulations. Moreover, he has knowledge, abilities and experience in pharmaceutical industry, Accounting and Finance, corporate governance and corporate management, all aligned with the Company's business strategy. During the past year, he has consistently performed his duties and provided valuable suggestions to the Company.
- 3) Mr. Surasilp Surasilp Ngampoopun has appropriate qualifications and does not have any prohibited characteristics according to related laws and regulations. Moreover, he has knowledge and abilities in corporate governance and marketing. During the past year, he has consistently performed his duties and provided valuable suggestions to the Company.

Voting:

The resolution for this agenda item requires a majority vote from the shareholders who attend the meeting and cast their votes.

(Details according to the attachment 4)

Agenda 5 To consider and approve the remuneration of the directors and sub-committees for the year 2025

Facts and rationale: To be consistent with the Public Limited Company Act B.E. 2535 (including amendments), Section 90 and Company Regulations Section 33 stipulate that the company is prohibited from paying money or any other assets to directors. Unless paid as remuneration to directors and must be according to the resolution of the shareholder meeting. The remuneration of the directors and sub-committees must be considered by the Nomination and Remuneration Committee prior to being proposed to the Board and must be in accordance with the remuneration policy, considering the duties and responsibilities, as well as a comparison with the remuneration of directors in companies within similar industries.

The Board's opinion: The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders the consideration and approval of the remuneration for directors and subcommittees for the year 2025, not exceeding 2,400,000 Baht in the form of meeting allowances per meeting, there will be no meeting allowances paid to the Company's directors or sub-committee members who are executives of the company and within the group, except for directors in the Executive Committee, as considered by the Nomination and Remuneration Committee.

Voting:

The resolution of this agenda item requires the vote of not less than two-thirds of the total number of shareholders' votes attending the meeting.

(Details according to the attachment 5)

Agenda 6 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2025

Facts and rationale: To be consistent with the Public Limited Company Act B.E. 2535 (including amendments) Section 120 and the Company's Articles of Association, Section 52 stipulate that the annual general meeting of shareholders appoints the auditor and determines the remuneration that the auditor should receive every year. It may consider appointing the same auditor. The Audit Committee considered and evaluated the performance of the auditors from KPMG Phoomchai Audit Company Limited in the past year. It was concluded that the auditors had performed their duties in accordance with auditing standards. KPMG Phoomchai Audit Company Limited is a renowned audit firm with experience in providing auditing services, well-equipped with personnel, and with no conflict of interest with the Company and its subsidiaries, directors, and major shareholders. The auditors have been approved by the Securities and Exchange Commission, deemed it appropriate to propose the appointment of 1) Mr. Bunyarit Thanormcharoen CPA Registration No. 7900, or 2) Miss Sirinuch Surapaitoonkorn CPA Registration No. 8413, or 3) Mr. Sumate Jangsamsee CPA Registration No. 9362, or 4) Mr. Yoottapong Soontalinka CPA Registration No. 10604 of KPMG Phoomchai Audit Company Limited as the Company and subsidiaries auditors for the year 2025 and the Company and subsidiaries' auditors' remuneration for the year 2025 is set at a maximum amount of 5,860,000 Baht, which is divided into the audit fee for the Company amounting to 2,840,000 Baht, and the audit fees for the six subsidiaries amounting to 3,020,000 Baht. These audit fees do not include other related expenses, such as travel costs, which will be reimbursed based on actual expenses incurred.

The Board's opinion: The Board of Directors deemed appropriate to propose the Meeting to consider and approve the appointment of 1) Mr. Bunyarit Thanormcharoen CPA Registration No. 7900, or 2) Miss Sirinuch Surapaitoonkorn CPA Registration No. 8413, or 3) Mr. Sumate Jangsamsee CPA Registration No. 9362, or 4) Mr. Yoottapong Soontalinka CPA Registration No. 10604 of KPMG Phoomchai Audit Company Limited as the Company and subsidiaries auditors for the year 2025, and one of the following auditors may audit and provide opinions on the Company's and subsidiaries' financial statements and the auditors' remuneration for the year 2025 is set at 5,860,000 Baht, which has been considered by the Audit Committee.

Voting: The resolution for this agenda item requires a majority vote from the shareholders who attend the meeting and cast their votes.
(Details according to the attachment 6)

Agenda 7 To consider and approve the amendment of the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association. (special resolution)

Facts and rationale: To be consistent with the Direct Sale and Direct Marketing Act B.E. 2545 (including amendments). Section 27 stipulates that no person shall engage in direct market business unless they have registered the direct market business in accordance with this Act and the Public Limited Company Act B.E. 2535 (including amendments). Section 31 stipulates that the company may amend the Articles of Incorporation or the company's regulations when the shareholders' meeting passes a resolution with not less than three-fourths of the total number of votes from the shareholders who attend the meeting and cast their votes. Currently, the company has been granted permission to engage in direct market business. Therefore, it is deemed necessary to amend the company's objectives to include: "Clause 30: Engage in direct market business, which has been approved by the Office of the Consumer Protection Board" in order to align with the company's operations. In addition, to conform with the amendment of the Company's Objectives as stated above, it is accordingly proposed to amend Clause 3 of the Company's Memorandum of Association as follows: "Clause 3. The objectives of the company comprise 30 clauses as appeared in the attached Form BorMorJor. 002. (The amendment of Company's objectives by adding 30 does not affect the overall content of existing Company's objectives).

The Board's opinion: The Board of Directors deemed appropriate to propose the Meeting to consider and approve the amendment of the Company's objectives ("Clause 30: Engage in direct market business, which has been approved by the Office of the Consumer Protection Board") and the amendment to Clause 3 of the Company's Memorandum of Association to align with the Company's operations and relevant laws. In addition, for convenience and to facilitate the process of registering the amendment of the company's objectives and the amendment to Clause 3 of the company's Memorandum of Association, We would recommend that the shareholders' meeting approve the authorization of the directors who have the authority to bind the company, as well as the attorneys authorized by the directors, granting them the power to submit an application for the registration of amendments to the Memorandum of Association with the Ministry of Commerce. This includes the authority to carry out any necessary amendments, changes, or confirmations of the application or any related documents, as well as the authority to take any action deemed necessary or appropriate in connection with these proceedings, in accordance with the laws, regulations, and interpretations of the relevant government authorities, or as advised or instructed by the registrar or officials.

Voting:

The resolution of this agenda item requires the vote of not less than three-fourths of the total number of votes from the shareholders who attend the meeting and cast their votes.

(Details according to the attachment 7)

Agenda 8 To consider other businesses (if any)

The Public Limited Company Act B.E. 2535 (including amendments), Section 105 stipulates that requesting the meeting to consider matters other than those specified in the meeting invitation letter can be done by shareholders whose shares total not less than one-third of the total number of shares sold.

Shareholders who wish to attend the meeting via electronic media (E-AGM), please study the steps and registration methods and procedures for attending the meeting via electronic media and methods for identity verification including the granting of a proxy voting and counting of votes according to the explanation of registration methods and procedures for using the shareholder meeting system. In this regard, shareholders can appoint a proxy to another person or independent director that the company nominated to attend the meeting and vote on their behalf. (Details according to the attachment 8 - 11)

The Company has set the record date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2025 on March 14, 2025.

We would like to invite you to attend the Annual General Meeting of Shareholders via electronic media (E-AGM) on the date and time mentioned above. The company will conduct the meeting in accordance with its regulations (Details according to the attachment 12) and will begin registration for attendance at 12:00 noon. We would like to thank you in advance for this opportunity.

Sincerely yours,

- Signed -

Asst. Prof. Dr. Wanchai Sutananta
Chairman of the board

Annual Report 2024 Form 56-1 One Report



This relates to agendas 1 and 2.

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(Monday-Friday, 9:00 AM – 5:00 PM)

Information on the proposed allocation of net profits to legal reserves and dividend payments

The Allocation of net profits to legal reserves

The allocation of net profit from the operation results of the year ended December 31, 2024, as legal reserve in the amount of 8,200,000 baht, which is equivalent to 5.70 percent of net profit. After the allocation of profits this amount is already a legal reserve. the company will have a total legal reserve of 24,269,131 baht, which is equivalent to 8.09 percent of the registered capital

The dividend payment

The dividend payment according to the operation results for the year 2024 at the rate of THB 0.15 per share, amounting to 90,000,000 baht and such dividend accounts for 56.92 percent of net profit of which the company already paid interim dividends at the rate of THB 0.06 per share, amounting to 36,000,000 baht on September 13, 2024, the remaining dividend to be paid under the resolution of this shareholders' meeting was at the rate of THB 0.09 per share amounting to 54,000,000 baht. The payment is made from the company's operating performance for the year ending December 31, 2024, which is subject to corporate income tax of 20 percent and the individual shareholders are subjected to withholding tax of 10 percent. Such a dividend payment rate is consistent with the dividend payment policy set by the Company and the Board of Directors has considered it to be appropriate. The record date to determine the list of shareholders entitled to receive the dividend is scheduled for April 11, 2024, and the final dividend will be paid on April 30, 2024.

Detailed information on comparative dividend payments from the operating results of 2023 and 2024 is as follows:

	2024 (Proposed)	2023
Net profit of separate financial statements (THB)	158,126,695	105,461,784
Annual dividend paid per share (THB:share)	0.15	0.10
Total annual dividend paid (THB)	90,000,000	60,000,000
Dividend payout ratio	56.92% of net profit	56.89% of net profit

Dividend payment information from to the operation results for the year 2024

Interim dividends payment on September 13, 2024, according to the resolution of the Board of Directors' Meeting No. 4/2024.

- Amount of interim dividends paid (baht) 36,000,000
- Interim cash dividend payment (baht per share) 0.06
- Record date for the right to receive dividends August 28, 2024
- Dividend payment date September 13, 2024

Dividend payment additional After the shareholders' meeting resolved to approve this agenda.


- Amount of interim dividends paid (baht) 54,000,000
- Interim cash dividend payment (baht per share) 0.09
- Record date for the right to receive dividends April 11, 2025
- Dividend payment date April 30, 2025

(Translation)

Profiles of Persons Nominated to Replace Directors Retiring by Rotation


1. Mr. Worathep Gorgitpoonpol (Existing Directors)		
Director type	Independent Director	
Current Position	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Member of the Nomination and Remuneration Committee 	
Age	65 years old	
Nationality	Thai	
Education	Bachelor's degree of Pharmacy, Chulalongkorn University	
Directorship training	Director Accreditation Program (DAP 182/2021)	
Expertise	Pharmaceutical and Healthcare Industry, Sales/Marketing, Corporate Governance, Organizational Management, and Strategic Planning	
Term/year in office	4 years (First appointed on December 9, 2020, and most recently appointed on April 28, 2022)	
Work experience	<ul style="list-style-type: none"> - General Manager of Sales and Marketing, DKSH (Thailand) Limited - Director, DKSH (Thailand) Limited - Director, PL Medicare (1959) Company Limited 	
Current positions in other listed companies	- None	
Current positions in other businesses (non-listed)	- None	
Current directorship or executive positions in other businesses that may have conflicts of interest	- None	
Shareholding in BLC	- None	
Meeting attendance in 2024	<ul style="list-style-type: none"> - Attended 6 out of 6 Board of Directors meetings - Attended 5 out of 5 Audit Committee meetings - Attended 1 out of 1 Nomination and Remuneration Committee meeting - Attended 1 out of 1 Annual Shareholders' Meeting 	
Shareholding of spouse/underage children	- None	
Transactions that may have conflicts of interest	- None	
Relationship with BLC Director	- None	

Profiles of Persons Nominated to Replace Directors Retiring by Rotation

2. Mr. Somchai Phisphahutharn (Existing Directors)		
Director type	Director	
Current Position	<ul style="list-style-type: none">- Director- Member of the Risk management Committee- Member of the Executive Committee- Chief Financial Office	
Age	65 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none">- Bachelor's Degree of Pharmaceutical Sciences, Mahidol University- Master of Business Administration (MBA), Thammasat University- Master of Science (MSc) in Business Information Technology, Chulalongkorn University	
Directorship training	<ul style="list-style-type: none">- Director Accreditation Program (DAP 182/2021)- Director Certification Program (DCP 333/2023)- Subsidiary Governance Program (SGP 5/2023)	
Expertise	Pharmaceutical and Healthcare Industry, Financial Accounting, Corporate Governance and Organizational Management	
Term/year in office	32 years (First appointed on October 16, 1992, and most recently appointed on March 27, 2023)	
Work experience	<ul style="list-style-type: none">- Employee Pfizer (Thailand) Company Limited- Planning & Controlling Manager, Sandoz (Thailand) Limited- Director, Bangkok Drug Company Limited- Director, Bangkok Medica Company Limited- Director, Berich (Thailand) Company Limited- Director, Farmaline Company Limited- Asst. Managing Director of Finance, Pharma Alliance Company Limited	
Current positions in other listed companies	<ul style="list-style-type: none">- None	
Current positions in other businesses (non-listed)	<ul style="list-style-type: none">- Director, Bangkok Drug Company Limited- Director, Farma Alliance Company Limited- Director, Berich (Thailand) Company Limited	

	<ul style="list-style-type: none"> - Director, Farmaline Company Limited - Director, Bangkok Medica Company Limited
Current directorship or executive positions in other businesses that may have conflicts of interest	- None
Shareholding in BLC	88,750,000 shares (As of 25 February 2025), Which is equivalent to 14.79 percent of Issued and paid - up share capital
Meeting attendance in 2024	<ul style="list-style-type: none"> - Attended 6 out of 6 Board of Directors meetings - Attended 4 out of 4 Risk management Committee meetings - Attending 7 out of 7 Executive Committee meetings - Attended 1 out of 1 Annual Shareholders' Meeting
Shareholding of spouse/underage children	- None -
Transactions that may have conflicts of interest	- None -
Relationship with BLC Director	- None -

Profiles of Persons Nominated to Replace Directors Retiring by Rotation

3. Mr. Surasilp Ngampoopun (Existing Directors)		
Director type	Director	
Current Position	- Director - Member of the Executive Committee	
Age	32 years old	
Nationality	Thai	
Education	Bachelor's Degree of Marketing, Bangkok University International	
Directorship training	Director Accreditation Program (DAP 184/2021)	
Expertise	Organizational Management and Marketing	
Term/year in office	4 years (First appointed on December 9, 2020, and most recently appointed on April 28, 2022)	
Work experience	- Asst. Executive Director, Bangkok Drug Company Limited	
Current positions in other listed companies	- None	
Current positions in other businesses (non-listed)	- Asst. Executive Director, Bangkok Drug Company Limited	
Current directorship or executive positions in other businesses that may have conflicts of interest	- None	
Shareholding in BLC	- None	
Meeting attendance in 2024	- Attended 5 out of 6 Board of Directors meetings - Attending 7 out of 7 Executive Committee meetings - Attended 1 out of 1 Annual Shareholders' Meeting	
Shareholding of spouse/underage children	- None	
Transactions that may have conflicts of interest	Rent land from Miss. Sunisa Mongkolareepong (Mr. Suvit Ngampoopun's spouse and Mr. surasilp Ngampoopun's mother)	
Relationship with BLC Director	Mr. Suwit Ngampoopun 's son	

(Translation)

Information on proposed compensation for directors and sub-committees

Details of the director remuneration for the members of the Board of Directors and other sub-committees are as follows:

Composition of director remuneration

Attendance Fee = A director is entitled to the attendance fee for every meeting that he/she attends.

Remuneration rate

		Director Remuneration (THB)	
		Attendance Fee for the year 2024	Propose Attendance Fee for the year 2025
		(Per Meeting)	(Per Meeting)
Board of Directors	Chairman	30,000	60,000
	Member	25,000	50,000
Audit Committee	Chairman	30,000	50,000
	Member	25,000	45,000
Nomination and	Chairman	30,000	50,000
Remuneration Committee	Member	25,000	45,000
Risk Management Committee	Chairman	30,000	50,000
	Member	25,000	45,000
Executive Committee	Chairman	-	4,000
	Member (Executive)	-	4,000
Other benefits		none	None

Remark : The company's board of directors and sub-committee directors who are executives of the company and within the group will not receive such remuneration, except for the directors in the executive committee.

In this regard, the remuneration of directors and sub-committees for the year 2025 is requested for approval in an amount not exceeding 2,400,000 baht. In the past year 2024, the company paid remuneration to directors and sub-committees in the total amount of 1,055,000 baht.

(Translation)

Information on the Appointment of Auditors for 2024 and the Audit Fees

Propose the appointment of the Auditors of KPMG Phoomchai Audit Company Limited as the Company and subsidiaries auditors for the year 2025, and one of the following auditors may audit and provide opinions on the Company's and subsidiaries financial statements. There is a list as follows:

Name-Surname		CPA Registration No.	Year of Service
	1. Mr. Bunyarit Thanormcharoen	7900	5 years
Or	2. Miss Sirinuch Surapaitoonkorn	8413	-
Or	3. Mr. Sumate Jangsamsee	9362	-
Or	4. Mr. Yoottapong Soontalinka	10604	-

Audit fees 2024 and 2025

Company	Audit free of 2024	Audit free of 2025 (Propose)	Increase (Decrease)	
			THB	Percent
Bangkok Lab & Cosmetic (BLC)	2,790,000	2,840,000	50,000	1.8
6 Subsidiary Companies	3,010,000 ²	3,020,000	10,000	0.3
Total	5,800,000 ³	5,860,000 ¹	60,000	1.0

Remark : - ¹The audit fee does not include other related expenses such as allowances, accommodation, transportation costs, etc., which the company will reimburse based on actual expenses.
 - ²The audit fee for subsidiaries in 2024 includes the audit fee for BKD Viva Co., Ltd., which was incorporated during the year.
 - ³In 2024, the company and its subsidiaries used non-audit services (Non-audit Fee) for observing the destruction of products for the company by the auditing firm to which the auditors belong, amounting to 100,000 Baht during the past fiscal year.

Relationship and/or interests between the auditors and the company, its subsidiaries, executives, major shareholders, or related persons.

- None -

Opinion of the Audit Committee

The Audit Committee has reviewed the process and evaluated the performance of the auditors from KPMG Phoomchai Audit Company Limited in the past year. It was concluded that the auditors were able to perform their duties in accordance with auditing standards. Additionally, the firm is reputable, experienced in auditing, well-equipped with personnel, and has no relationship or interests with the group of companies, executives, or major shareholders. The appointment has also been approved by the Securities and Exchange Commission.

(Translation)

Details of amendments to the Company's Objective and Clause 3 of the Memorandum of Association (Objectives)

Existing Articles of Association	New Articles of Association
- No -	Article 30 Engaged in direct market business, which has been approved by the Office of the Consumer Protection Board.

Additional Amendment of the Company's Clause 3 (Objectives) to the Company's Memorandum of Association

Previous "Clause 3. The Company's Objectives comprise 29 clauses as appeared in the enclosed Form BorMorJor. 002" Amend
to "Clause 3. The Company's Objectives comprise 30 clauses as appeared in the enclosed Form BorMorJor. 002"

Authorization

To facilitate the process of registering additional objectives and amending the company's memorandum of association, it is deemed appropriate to grant authority to the directors authorized to bind the company, as well as to those authorized by the directors, to have the power to submit the registration for the amendment/addition of the objectives and the memorandum of association to the Ministry of Commerce. This includes the authority to amend, change, or certify any requests or information in the relevant documents, as well as to take any necessary actions related to these procedures as deemed appropriate or as per the recommendations or instructions of the registrar or officers, in compliance with the law, regulations, and interpretations of the relevant government agencies.

(Translation)

Explanation of conditions for registration, proxy, voting and vote counting**Registration to attend the meeting**

Shareholders or proxies wishing to attend the shareholder meeting need to complete identity verification (KYC) to attend the meeting via electronic media in advance. The Company will allow identity verification in advance starting March 24, 2025. – April 1, 2025. If the information and documents used to verify your identity in the system are incorrect and complete, the system will reject the request and notify the reason for further corrections. On the meeting day, you can join the meeting via the IR PLUS AGM application on Tuesday, April 1, 2025, from 12.00 noon onwards (2 hours before the meeting opens). Please study the registration steps. Identification and practices for attending meetings via the IR PLUS AGM application (as per Attachment 9)

If you encounter problems using the meeting system, please contact the electronic conferencing service provider during business hours Monday - Friday from 9:00 a.m. - 5:30 p.m. at telephone 02-022-6200 ext. 2, 626 or Add Line ID at @irplusagm.

Documents for registration and identity verification**In the case of attending the meeting in person**

- Meeting notification form (with barcode from the Securities Depository (Thailand) Co., Ltd.).
- A valid identification card or Thai ID Application or passport of the shareholder.

In the case of granting a proxy to another person to attend the meeting on your behalf

- Meeting notification form (with barcode from the Securities Depository (Thailand) Co., Ltd.).
- A proxy form that filled in correctly, completely and signed according to the form attached to this meeting invitation letter.
- A copy of the valid identification card or passport of the grantor that has been authenticated and signed.
- A valid identification card or passport of the proxy.

In the case of appointing a proxy to an independent director of the Company attend the meeting instead

- Meeting notification form (with barcode from the Securities Depository (Thailand) Co., Ltd.).
- A proxy form that filled in correctly, completely and signed according to the form attached to this meeting invitation letter.
- A copy of the valid identification card or passport of the grantor that has been authenticated and signed.

Note

- In case the shareholder is a juristic person, a copy of the certificate of the juristic person granting the proxy must be provided. The certificate should not be older than 1 year and must be signed by the authorized person to authenticate the signature of the juristic person, along with the legal entity's seal (if any).
- Information entered in the system must match the information on the date of determining the list of eligible persons (Record Date) from the Securities Depository Company. (Thailand) Co., Ltd.

Explanation on the Appointment of Proxy

The Company prepared a proxy form according to the form specified by the Department of Business Development, Ministry of Commerce, 2 forms (according to Attachment 13) as follows:

Form B, which is a form specifying details in granting the proxy.

Form C, which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping.

Shareholders who cannot attend the shareholder meeting in person can appoint a proxy by doing the followings:

- 1) Choose one of the above proxy forms. Only one form.
- 2) Assign a proxy to any person according to the shareholder's wish and specify the details of the person the shareholder wishes to appoint as a proxy. To facilitate shareholders, the company would like to propose a list of independent directors to act as proxies to attend the meeting, which can be determined from the information of independent directors for receiving proxies from shareholders. (according to Attachment 11)
- 3) Shareholders cannot divide the number of shares by appointing multiple proxies to split their votes. They must appoint a proxy equal to the number of shares they hold. They cannot appoint only a portion of the proxy less than the amount they hold.
- 4) The proxy grantor please fill in the details in the proxy form correctly and completely, affix a stamp duty of 20 Baht and sign it. Along with attaching documents for appointing a proxy. (depending on the case)
- 5) In case there is an amendment to the vote for each agenda item in the proxy form, the grantor must sign every amendment made to the proxy form.
- 6) Deliver the original proxy document and accompanying documents to the company by March 28, 2025, to allow the officials enough time to proceed with the relevant matters at the postal address below:

Bangkok Lab and Cosmetic Public Company Limited (Company Secretary)

48/1 Moo 5, Nongshaesao Road, Tumbon Namphu, Ampur Meung, Ratchaburi 70000

Telephone No. 081-7221079

Participation and Voting through the IR PLUS AGM Application

- The right to participate in the meeting and vote via the Mobile or Web Application is the personal right of the shareholder and the proxy. Therefore, the shareholder or proxy must use their own Username and Pin Code to participate in the meeting.
- One Username cannot be used to log in to IR Plus AGM on multiple devices at the same time. In cases where the proxy holds proxies from multiple shareholders, the proxy can only attend the meeting on behalf of one shareholder per device.
- Once the shareholder or proxy has registered for the meeting in the system, they will be considered registered, and their attendance will count towards the quorum. (If the shareholder fails to register, their attendance will not count towards the quorum, and they will not be able to vote.) If the shareholder clicks "Leave Meeting" during the meeting, their vote will be excluded from the quorum.
- Identity verification can be done in advance from March 24, 2025, to April 1, 2025 (please complete the process before the meeting date). Participation in the meeting via the IR PLUS AGM application will be available on Tuesday, April 1, 2025, from 12:00 PM onward (2 hours before the meeting starts).

Voting Procedure

- One share shall be counted one vote. Votes cannot be divided except for the Custodian vote where the vote can be divided into parts.
- In the case that shareholders appoint a proxy using a proxy Form B. that had already voted in each agenda in advance, the Company will follow the votes that the shareholders have specified in the proxy form. The proxy holder shall not have the right to vote differently on the same agenda. In the case where the shareholder has granted a proxy using Form B without specifying voting instructions, the proxy holder shall have the right to consider and vote on behalf of the shareholder as deemed appropriate. The company will record such votes in advance and will include them along with the votes of other shareholders at the meeting.
- Voting to pass resolutions on each agenda, the IR PLUS AGM system will show the name of the agenda to shareholders with options: agree, disagree, and abstain from voting. The system will default to voting at the agree option. If you want to change your vote, select the desired option then press the confirm button. The system will change the vote immediately. By such change, this can be done until voting closes. Learn how to vote in the registration instructions. Identification and practices in attending meetings through the IR PLUS AGM application (according to Attachment 9).
- In the election of directors to replace directors who retire by rotation, shareholders may disagree with some of the directors the company proposes to appoint. Therefore, the company will allow voting to elect individual directors.

Vote counting

- 1 share shall be counted as one vote. Any shareholder who has a special interest in any matter on which the meeting will vote. That person has no right to vote on that matter except to vote to elect directors.
- In normal cases, a majority vote of the shareholders attending the meeting and casting their votes shall be considered as the resolution. Except for some agendas where the law or regulations of the company require approval from shareholders otherwise. The chairman will inform shareholders before voting every time.
- In the case of equal votes, the chairman of the meeting shall cast an additional vote as the deciding vote.
- Shareholders or proxies must be present at the meeting until the end of the agenda and must vote on each agenda before voting on that agenda is closed. If a shareholder or proxy leaves the meeting before the voting on any agenda is closed, the votes of shareholders will not be counted as a quorum and will not be counted in the voting for that agenda. However, leaving the meeting on any agenda will not disqualify the rights of shareholders or proxies to return to the meeting and vote on the next agenda.
- When voting has closed for each agenda and the votes have been processed. Score results will be announced and displayed on the screen to the meeting.

Submitting questions in the meeting

- Questions can be typed into the system in advance from the beginning of the agenda. The Company will answer questions in order on that agenda. At the end of explanations from the directors on each agenda, the Chairman will provide an opportunity for shareholders to ask questions or make comments on matters related to the agenda before the voting takes place. Additionally, shareholders may also inquire via video call. Further details on how to use the system can be found in the IR PLUS AGM user manual, available through the QR code provided in the system usage instructions document (according to Attachment 9).
- Questions allowed to be asked on the agenda must be related to the agenda proposed for consideration in the agenda only to preserve meeting time for maximum benefit to all shareholders. For other questions not related to the meeting agenda, they can be asked in other agenda items, which is the last agenda.
- In the case where there are many questions sent into the system, we reserve the right to consider and select questions as appropriate. We will consider compiling the questions and answers, recording them at the end of the meeting minutes, and disclosing them on the company's website for further information.

(Translation)


Registration algorithm Identification and practices in attending meetings. Through electronic media (E-AGM) by the IR PLUS AGM application

IR PLUS AGM


Electronic-Annual General Meeting (E-AGM)

1. Download and Install application "IR PLUS AGM"


From App Store (Support since iOS 15) and Google Play Store (Support since Android 9)




ios
iOS system ver. 15 or higher



Android
Android system ver. 9 or higher



"webagm.irplus.in.th"



IR PLUS AGM
Online Asset Company Limited
[Open](#)

Or attend the meeting via the Web App "webagm.irplus.in.th" on Google without an application or program installed.


2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text or e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.


For Shareholders Attending the Meeting in Person

1. Prepare the invitation letter issued by TSD, ID card, or passport.
2. Select the company you wish to attend the meeting with or search for the Stock Symbol.

Scan the QR code issued by TSD to log in to the system or log in using your ID card number or passport number to proceed with identity verification (KYC).



Enter your phone number and email to verify your identity via the ThatD app.



Fill in personal information and upload a photo to complete identity verification (KYC) and registration.

Set a 6-digit Pincode to access the IR PLUS AGM system.

Assigning Proxy to the "Independent Director"

Select the menu: "Proxy"

Prepare documents: A copy of the ID card and the proxy form. Select the name of the Independent Director to assign as the proxy.

Upload the ID card copy and proxy form. Ensure all documents are complete, then click "Confirm"
**Submit in advance, at least 1 day before the meeting.

Assigning Proxy to the "Independent Director"

Select the menu "Proxy-Direct"

The "Shareholder" logs in with their ID to authorize the "Independent Director"

Prepare documents: A copy of your ID card and the completed proxy form.

Select "Independent Director"

Choose the name of the Independent Director to assign as your proxy.

Upload documents Upload the ID card copy and completed proxy form. Ensure all documents are complete, then click "Confirm" and proceed with the process.

Set a 6-digit Pincode to access the IR PLUS AGM system.

Proxy Holder Attending the Meeting

Select the menu "Proxy-Direct"

"Proxy Holder" logs in with their ID card number to complete the identity verification (KYC) process for meeting attendance.

Prepare documents: A copy of the ID card for both the "Shareholder" and the "Proxy Holder" along with the completed proxy form. If applicable, include company representative details.

Select "Other Names"

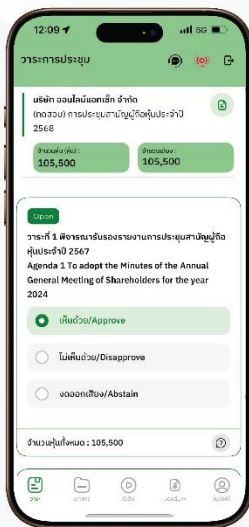
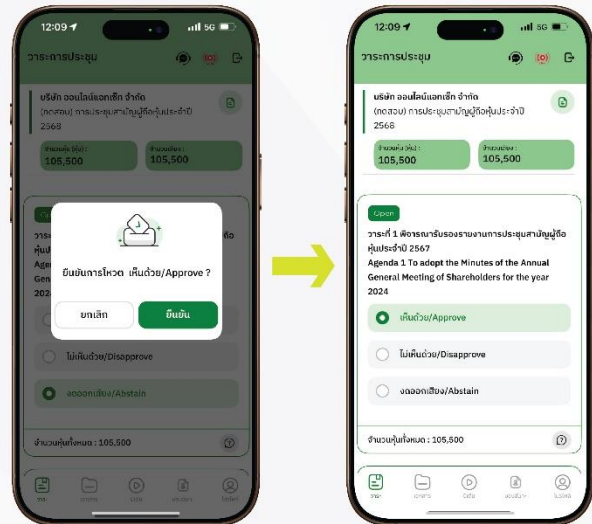
Enter the information for the "Proxy Holder"

Upload documents: Upload the ID card copies for both the "Shareholder" and the "Proxy Holder," along with the completed proxy form. Ensure all documents are complete, then click "Confirm" to proceed with the process.

Set a 6-digit Pincode to access the IR PLUS AGM system.


3. How to vote.

The system will Default vote "Agree" on every agenda that can change the vote result "Disagree" or "Abstain" Then press the bottom confirms to confirm. The system Will change the voting result immediately. As shown in the picture.




4. Asking question, Text format and VDO Call format







In case, Asking questions via VDO Call

Click  that shown on your screen, then type the question. Then wait for the staff will get back to you.

In case, Asking questions via Text

Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

5. Other Menu

-  : Document
-  : Media or VDO Presentation
-  : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
-  : Profile
-  : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:00 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly



**Steps for Shareholders / Proxy Holders
to Verify Identity (KYC) through the IR PLUS AGM System**

**For Shareholders Attending
the Meeting in Person**

1. Prepare the invitation letter issued by TSD, ID card, or passport.
2. Select the company you wish to attend the meeting with or search for the Stock Symbol.

Scan the QR code issued by TSD to log in to the system or log in using your ID card number or passport number to proceed with identity verification (KYC).



Enter your phone number and email to verify your identity via the ThaiID app.



Fill in personal information and upload a photo to complete identity verification (KYC) and registration.

Set a 6-digit Pincode to access the IR PLUS AGM system.

**Assigning Proxy to the
"Independent Director"**

Select the menu: "Proxy"

Prepare documents: A copy of the ID card and the proxy form. Select the name of the Independent Director to assign as the proxy.

Upload the ID card copy and proxy form. Ensure all documents are complete, then click "Confirm"
****Submit in advance, at least 1 day before the meeting.**

On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Download the
Application IR PLUS AGM
iOS system ver. 15 or higher



Download the
Application IR PLUS AGM
Android system ver. 9 or higher



User Manual
IR PLUS AGM system
TH and ENG



Meeting on Web App
"webagm.irplus.in.th"

Contact Us
Add us
on Line



@irplusagm

Scan QR Code

Call Center : 02-022-6200 Ext. 2
e-mail : irplus.agm@irplus.in.th



**Steps for Shareholders / Proxy Holders
to Verify Identity (KYC) through the IR PLUS AGM System**

Assigning Proxy to the "Independent Director"



Select the menu "Proxy-Direct"



The "Shareholder" logs in with their ID to authorize the "Independent Director"



Prepare documents: A copy of your ID card and the completed proxy form.



Select "Independent Director"
Choose the name of the Independent Director to assign as your proxy.



Upload documents Upload the ID card copy and completed proxy form. Ensure all documents are complete, then click "Confirm" and proceed with the process.



Set a 6-digit Pincode
to access the IR PLUS AGM system.

Proxy Holder Attending the Meeting



Select the menu "Proxy-Direct"



"Proxy Holder" logs in with their ID card number to complete the identity verification (KYC) process for meeting attendance.



Prepare documents: A copy of the ID card for both the "Shareholder" and the "Proxy Holder" along with the completed proxy form. If applicable, include company representative details.



Select "Other Names"
Enter the information for the "Proxy Holder"



Upload documents: Upload the ID card copies for both the "Shareholder" and the "Proxy Holder," along with the completed proxy form. Ensure all documents are complete, then click "Confirm" to proceed with the



Set a 6-digit Pincode
to access the IR PLUS AGM system.

On the meeting day, shareholders/proxy holders log in to the **IR PLUS AGM** system and enter the 6-digit Pincode to register for the meeting.



Download the
Application IR PLUS AGM
IOS system ver. 15 or higher



Download the
Application IR PLUS AGM
Android system ver. 9 or higher



User Manual
IR PLUS AGM system
TH and ENG



Meeting on Web App
"webagm.irplus.in.th"

Contact Us
Add us
on Line




@irplusagm


Scan QR Code

Call Center : 02-022-6200 Ext. 2
e-mail : irplus.agm@irplus.in.th

(Translation)

Information of Independent Directors for Proxy Appointment

Mr. Wanchai Sutananta		
Director type	Independent Director	
Age	64 years old	
Nationality	Thai	
Address	1/906 Soi Borommaratchachonnani 35, Taling Chan, Taling Chan, Bangkok, 10170	
Shareholding in BLC	None	
Interest in agenda items	No special interest that is different from other directors in any agenda items proposed at this meeting	

Mr. Thanadol Ruksapol		
Director type	Independent Director	
Age	41 years old	
Nationality	Thai	
Address	67 Soi Sirindhorn 9 Bang Bamru, Bang Phlat, Bangkok, 10700	
Shareholding in BLC	200,000 shares (As of 25 February 2025), Which is equivalent to 0.03 percent of Issued and paid - up share capital	
Interest in agenda items	No special interest that is different from other directors in any agenda items proposed at this meeting	

(Translation)

Qualifications of the company's independent directors

Independent directors must not act as executives, be independent from management and controlling shareholders, not have a business relationship with the company in a manner that would cause limitations in expressing independent opinions and have the qualifications as specified in the announcement of the Capital Market Supervisory Board, namely:

- 1) Holding shares not exceeding 1% of the total voting shares of the Company, subsidiaries, affiliates, major shareholders, or controllers of the Company. This includes counting the shares held by related persons of that independent director as well.
- 2) Not being, or ever having been a director who participated in management, staff personnel, employee, salaried consultant, or a person having control of the Company, its subsidiaries, affiliated companies, or companies at the same level, major shareholders, or a person having control of the Company. This exception applies if the individual has been free from such affiliations for at least 2 years before the date of applying for permission from the SEC or the date of appointment.
- 3) Not having blood relations, legal relationships such as parents, spouses, siblings, children, and spouses of children of other directors, executives, major shareholders, controlling persons, or individuals proposed to be directors, executives, or controlling persons of the Company or its subsidiaries.
- 4) Not having current or past business relationships with the Company, subsidiaries, affiliated companies, major shareholders, or controlling persons of the Company that may interfere with their independent judgment. This includes not being or ever been a shareholder with interests or a controlling person of an individual with a business relationship with the Company, subsidiaries, affiliated companies, major shareholders, or controlling persons of the Company unless released from such conditions for at least 2 years before the date of appointment.
 - o Business relationships include engaging in commercial transactions conducted for business purposes, leasing or renting real estate, transactions related to assets or services, or providing or receiving financial assistance through loans, guarantees, providing assets as collateral, or other similar arrangements. This results in the Company or the counterparty having a debt obligation of at least 3% of the Company's net tangible assets or at least 20 million baht, whichever is lower. The calculation of this debt obligation should follow the valuation method of related transactions according to the Capital Market Supervisory

Board's announcement regarding criteria for related transactions, mutatis mutandis. In considering such debt obligations, those incurred within one year prior to the date of having a business relationship with the same party should be included.

- 5) Not being or ever having been an auditor of the Company, subsidiaries, affiliated companies, major shareholders, or those with controlling power over the Company, and not being a significant shareholder, or having controlling power, or shares in the accounting office, which has auditors of the Company, subsidiaries, affiliated companies, major shareholders, or those with controlling power over the Company, unless released from such conditions for at least 2 years before the date of appointment.
- 6) Not being or ever having been a professional service provider, including providing legal or financial consulting services, receiving fees exceeding 2 million baht per year from the Company, subsidiaries, affiliated companies, major shareholders, or those with controlling power over the Company. Also, not being a significant shareholder, controlling power, or partner in that professional service provider, unless released from such conditions for at least 2 years before the date of appointment.
- 7) Not being a director appointed to represent the directors of the Company, major shareholders, or shareholders associated with major shareholders.
- 8) Not engaging in a business similar in nature and competitive with the Company or its subsidiaries, not holding significant shares in a partnership, and not being a managerial director, staff personnel, employee, salaried consultant, or holding shares exceeding 1% of the total voting shares of another Company engaged in a similar and competitive business with the Company or its subsidiaries.
- 9) Having no other characteristics that would prevent the ability to provide independent opinions regarding the operations of the Company.

After being appointed as an independent director with the characteristics according to items 1) - 9), the independent director may be assigned by the Board of Directors to make decisions on the operations of the company, subsidiaries, associated companies, and major shareholders or those who have control over the company by making decisions in the form of a committee (Collective Decision).

In this regard, independent directors can serve continuously for no more than 9 years from the date of their first appointment as independent directors. In the case of appointing an independent director to continue holding the position, the Board of Directors should reasonably consider such necessity.

(Translation)

Company Regulations Regarding Shareholders' Meetings

Section 5 Shareholders' Meetings

Clause 34. The Board of Directors must convene shareholder's meeting as a general meeting annually within four (4) months from the end of the Company's accounting period. The Board of Directors shall send documents as required by law to the shareholders, along with a notice for the annual general meeting.

In addition to the aforementioned general shareholders meeting, any other meeting shall be termed an "extraordinary meeting." The Board of Directors may convene an extraordinary meeting of shareholders at any time deemed appropriate or upon the request of one or more shareholders' holding, collectively, no less than ten percent (10%) of the total issued shares. Such shareholders shall jointly submit a written request to the Board of Directors for an extraordinary meeting, specifying the subject and reasons for the request in a clear and concise manner. In such cases, the Board of Directors must organize a shareholders' meeting within forty-five (45) days from the date of receiving the written request from the shareholders.

In the event that the Board of Directors fails to organize a meeting within the specified timeframe as per paragraph two, the shareholders collectively entering their names or any other shareholder(s) with a combined number of shares as mandated, may independently convene a meeting within forty-five (45) days from the expiration of the specified timeframe in paragraph two. In such cases, it shall be deemed a shareholders' meeting convened by the Board of Directors and the Company shall be responsible for the necessary expenses incurred in organizing the meeting and providing facilities as deemed reasonable.

In the event that a shareholders' meeting is convened due to the shareholders as specified in paragraph three not reaching a quorum, in accordance with Clause 38, the shareholders as specified in paragraph three shall collectively bear responsibility for compensating the expenses incurred from organizing the meeting for the benefit of the Company.

In cases where shareholders independently convene a meeting in accordance with paragraph three, the methods of sending meeting invitations and disclosing meeting agendas shall comply with the relevant laws, regulations, announcements, guidelines, or any applicable criteria.

Clause 35. A shareholders' meeting may be conducted through electronic media and in the case of a shareholders' meeting conducted through electronic media, it shall comply with the relevant laws, regulations, announcements, guidelines or any applicable criteria. In such cases, the headquarter of the Company shall be deemed the venue for the meeting.

Clause 36. In issuing a notice for a shareholders' meeting, whether it is a regular meeting or an electronic meeting, the Board of Directors shall prepare a notice specifying the venue, date, time, meeting agenda and matters to be presented at the meeting, along with relevant details as appropriate. The notice should explicitly indicate the nature of the proposal, whether for information, approval, or consideration, as the case may be. Additionally, it should include the Board's comments on the matter and be dispatched to shareholders and the registrar at least seven (7) days prior to the meeting. Furthermore, the announcement and notice for the meeting shall be advertised in consecutive issues of newspapers for a period of three (3) days, with the last advertisement appearing no later than three (3) days before the scheduled meeting. In all cases, the dispatch of meeting notices, advertising and the disclosure of meeting announcements, whether for a regular or electronic meeting, shall comply with the relevant laws, regulations, announcements, guidelines or any applicable criteria.

Shareholders' meetings of the Company shall be held at a venue either at the headquarters of the Company, in a nearby province or at any other location as determined by the Chairman of the Board or an individual appointed by the Chairman of the Board.

Clause 37. In a shareholders' meeting, shareholders may delegate proxies for other individuals to attend and cast votes on their behalf. The proxy delegation must be in writing, signed by the shareholder and entrusted to the Chairman of the Board or a person appointed by the Chairman of the Board at the meeting venue before the proxy holder enters the meeting.

The proxy delegation under paragraph one may be conducted electronically, provided that secure and reliable methods are employed to ensure that the proxy has been exercised by the shareholder, in accordance with the criteria specified by the registrar of the public limited companies.

The proxy document must adhere to the format stipulated by the registrar of the public limited companies and it must include, at a minimum, the following details:

- (a) The number of shares held by the proxy giver
- (b) The name of the proxy recipient, and
- (c) The meeting session for which the proxy is granted, including the right to attend and vote

In the voting process, the proxy holder shall have voting power equivalent to the total number of votes held by the shareholders collectively delegating the proxy, unless the proxy holder declares at the meeting, before voting, that they will only cast votes on behalf of specific shareholders. In such cases, the proxy holder must specify the name of the proxy giver and the number of shares held by the proxy giver.

Clause 38. In a shareholders' meeting, there must be a presence of no fewer than twenty-five (25) shareholders or not less than one-half (1/2) of the total number of shareholders, including proxy holders (if any). Additionally, the total combined shares represented must be no less than one-third (1/3) of the total number of issued shares for the meeting to constitute a quorum. In the event that any shareholders' meeting reaches one (1) hour past the appointed time and the number of attending shareholders falls short of constituting a quorum as specified in paragraph one, the meeting shall be suspended if it was convened due to a shareholder's request. However, if the shareholders' meeting was not convened due to a shareholder's request, a new meeting shall be called and a notice of the meeting shall be sent to the shareholders no less than seven (7) days before the meeting. For this subsequent meeting, it is not necessary to have the number of attending shareholders as stipulated above to constitute a quorum

Clause 39. The Chairman of the Board shall preside over the shareholders meeting. In the event that the Chairman of the Board is absent or unable to perform the duties, the Vice-Chairman of the Board shall act as the presiding officer. If there is no Vice-Chairman of the Board or the Vice-Chairman is unable to perform the duties, the attending shareholders shall collectively elect one shareholder to serve as the presiding officer for the meeting

Clause 40. The presiding officer at the shareholders' meeting has the responsibility to control the meeting in accordance with the Company's regulations, and must conduct the meeting in accordance with the agenda order specified in the meeting notice, unless the meeting resolves to change the agenda order by a vote of no less than two-thirds (2/3) of the attending shareholders.

In the event that the consideration of matters on the agenda specified in the meeting notice is not completed, or the consideration of matters proposed by shareholders, collectively holding no less than one-third (1/3) of the total issued shares, is not concluded, necessitating a postponement of the deliberation to a future meeting, the Board of Directors shall reschedule the time, date, and venue for the next meeting. The Board of Directors shall send a meeting notice specifying the venue, date and agenda to the shareholders no less than seven (7) days before the meeting. In this regard, the announcement of the meeting notice shall be published in consecutive issues of newspapers for a period of three (3) days, with the last advertisement appearing no later than three (3) days before the scheduled meeting

Clause 41. The casting of votes, regardless of the method employed, shall be counted as one (1) vote per one (1) share. Shareholders who have a vested interest in any matter to be resolved at the meeting shall not have the right to vote on that particular issue, apart from voting in the election of the Board of Directors.

Clause 42. Unless otherwise stipulated by laws governing public limited companies, the resolutions of a shareholders' meeting shall be determined based on the following voting criteria:

- (1) In normal circumstances, votes shall be counted in favor of the majority of shareholders present and voting. In the case of a tie, the presiding officer at the meeting shall cast an additional deciding vote.
- (2) In the following circumstances, votes shall be counted, requiring no less than three-quarters (3/4) of the total votes of shareholders present and eligible to vote:
 - (a) Amendments or additions to the Memorandum of Association or Company Regulations.
 - (b) Sale or transfer of the entire or significant part of the Company's business to another party.
 - (c) Acquisition or transfer of the business of another company or private company to the Company.
 - (d) Making, amending or terminating contracts related to the leasing of the entire or significant part of the Company's business, appointing others to manage the Company's business, or merging operations with another party, with the objective of profit or loss sharing.
 - (e) Issuance of debentures, capital increase, capital reduction, merger or liquidation of the company.

Clause 43. The activities to be carried out at the annual general meeting are as follows:

- (1) Review and acknowledge the annual report of the Board of Directors.
- (2) Consider the approval of the balance sheet and income statement.
- (3) Consider the approval of profit allocation and dividend payments.
- (4) Consider the election of directors to replace those whose terms have expired and determine their remuneration.
- (5) Consider the appointment of auditors and determine the amount of their audit fees.
- (6) Consider any other business matters (if applicable).



แบบหนังสือมอบฉันทะ แบบ ข.
Proxy Form B.

เลขทะเบียนผู้ถือหุ้น.....

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

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....
I/We Nationality Residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Sub-District District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บางกอกแล็บ แอนด์ คอสเมติก จำกัด (มหาชน)
being a shareholder of Bangkok Lab and Cosmetic Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
holding the total amount shares and having the right to vote equal to votes as follows
หุ้นสามัญ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
ordinary share shares and having the right to vote equal to votes
หุ้นบุริมสิทธิ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

☐ 1. ชื่อ-สกุล อายุ ปี
Name-Surname Age years
อยู่บ้านเลขที่..... หรือ
Residing at or

☐ 2. ชื่อ-สกุล นายวันชัย สุทธะนันท์ อายุ 64 ปี
Name-Surname Mr. Wanchai Sutananta Age years
อยู่บ้านเลขที่ 1/906 ซอยบรมราชชนนี 35 แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร 10170 หรือ
Residing at or

☐ 3. ชื่อ-สกุล นายธนาถ รัชชาพล อายุ 41 ปี
Name-Surname Mr. Thanadol Ruksapol Age years
อยู่บ้านเลขที่ 67 ซอยสิรินธร 9 แขวงนางนันทน์ เขตนางพหลัด กรุงเทพมหานคร 10700
Residing at

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 1 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย
Any one of the above as my/our proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 1, 2025 at 02:00 p.m. through electronic meeting (E-AGM) in accordance with the criteria specified in the laws and regulations related to the Electronics Meeting or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I/We grant my/our proxy to vote on my/our behalf at follows:

- วาระที่ 1 พิจารณารับทราบผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2567
Agenda 1 To acknowledge the performance results for the year ended December 31, 2024
- วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2567
Agenda 2 To consider and approve the financial statements for the year ended December 31, 2024
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลประจำปี 2567 และรับทราบการจ่ายเงินปันผลระหว่างกาล
Agenda 3 To consider and approve the allocation of net profit as a legal reserve and payment of final dividend for the year 2024 and to acknowledge the interim dividend payment
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
Election of all directors
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
Election of each director as follows:
1. ชื่อกรรมการ นายวรเทพ ก่อกิจพูนผล (Mr. Worathep Gorgitpoonpol)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายสมชัย พิสพหุธาร (Mr. Somchai Phisphahutharn)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นายสุรศิลป์ งามภูพันธ์ (Mr. Surasilp Ngampoopun)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2568
- Agenda 5 To consider and approve the remuneration of the directors and sub-committees for the year 2025
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568
- Agenda 6 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2025
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 7 พิจารณานุมัติการเพิ่มเติมวัตถุประสงค์และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 ของบริษัทฯ ด้วยมติพิเศษ
- Agenda 7 To consider and approve the amendment of the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association. (special resolution)
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
- Agenda 8 To consider other businesses (if any)
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may consider appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุใน หนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

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

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

ลงชื่อ/Signed.....พยาน/Witness
(.....)

ลงชื่อ/Signed.....พยาน/Witness
(.....)

หมายเหตุ/Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Annex attached to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแล็บ แอนด์ คอสเมติก จำกัด (มหาชน)

The appointment of proxy by the shareholder of Bangkok Lab and Cosmetic Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 1 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 1, 2025, at 02:00 p.m. through electronic meeting (E-AGM) in accordance with the criteria specified in the laws and regulations related to the Electronics Meeting or any adjournment at any date, time and place thereof.

☐ วาระที่.....เรื่อง.....

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่.....เรื่อง.....

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

☐ วาระที่.....เรื่อง.....

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

อากรแสตมป์
Stamp Duty
20 บาท/Baht

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.

Date

Month

Year

เลขทะเบียนผู้ถือหุ้น.....

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....

I/We

Nationality

Residing at

Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Sub-District

District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บางกอกแล็บ แอนด์ คอสเมติก จำกัด (มหาชน)

being a shareholder of Bangkok Lab and Cosmetic Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount.....shares and having the right to vote equal to.....votes as follows

หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share.....shares and having the right to vote equal to.....votes

หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preferred share.....shares and having the right to vote equal to.....votes

(3) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ-สกุล.....อายุ.....ปี

Name-Surname

Age

years

อยู่บ้านเลขที่.....หรือ

Residing at

or

☐ 2. ชื่อ-สกุล.....นายวันชัย สุทธะนันท์.....อายุ.....64.....ปี

Name-Surname

Mr. Wanchai Sutananta

Age

years

อยู่บ้านเลขที่ 1/906 ซอยบรมราชชนนี 35 แขวงตลิ่งชัน เขตตลิ่งชัน กรุงเทพมหานคร 10170.....หรือ

Residing at

or

☐ 3. ชื่อ-สกุล.....นายธนาถ รัชกาล.....อายุ.....41.....ปี

Name-Surname

Mr. Thanadol Ruksapol

Age

years

อยู่บ้านเลขที่ 67 ซอยสิรินธร 9 แขวงนางบัวหลู เขตนางพลัด กรุงเทพมหานคร 10700.....หรือ

Residing at

or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 1 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

Any one of the above as my/our proxy to attend and vote at the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 1, 2025 at 02:00 p.m. through electronic meeting (E-AGM) in accordance with the criteria specified in the laws and regulations related to the Electronics Meeting or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1 พิจารณารับทราบผลการดำเนินงานประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2567
Agenda 1 To acknowledge the performance results for the year ended December 31, 2024
- วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2567
Agenda 2 To consider and approve the financial statements for the year ended December 31, 2024
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve Vote Disapprove Vote Abstain Vote
- วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลประจำปี 2567 และรับทราบการจ่ายเงินปันผลระหว่างกาล
Agenda 3 To consider and approve the allocation of net profit as a legal reserve and payment of final dividend for the year 2024 and to acknowledge the interim dividend payment
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve Vote Disapprove Vote Abstain Vote
- วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 4 To consider and approve the appointment of directors in replacement of those who must retire by rotation
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
Election of all directors
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล
Election of each director as follows:
1. ชื่อกรรมการ นายวรเทพ ก่อกิจพูนผล (Mr. Worathep Gorgitpoonpol)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายสมชัย พิสพหุธาร (Mr. Somchai Phisphahutharn)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นายสุรศิลป์ งามภูพันธ์ (Mr. Surasilp Ngampoopun)
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2568

Agenda 5 To consider and approve the remuneration of the directors and sub-committees for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
- Approve Vote Disapprove Vote Abstain Vote

วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568

Agenda 6 To consider and approve the appointment of the auditors and the determination of audit fees for the year 2025

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
- Approve Vote Disapprove Vote Abstain Vote

วาระที่ 7 พิจารณานุมัติการเพิ่มเติมวัตถุประสงค์และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 ของบริษัทฯ ด้วยมติพิเศษ

Agenda 7 To consider and approve the amendment of the Company's objectives and the amendment to Clause 3 of the Company's Memorandum of Association. (special resolution)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
- Approve Vote Disapprove Vote Abstain Vote

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other business (If any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
- Approve Vote Disapprove Vote Abstain Vote

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may consider appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุใน หนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

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

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

ลงชื่อ/Signed.....พยาน/Witness
(.....)

ลงชื่อ/Signed.....พยาน/Witness
(.....)

หมายเหตุ/Remark

- หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is only used by foreign shareholders of record who have appointed a custodian in Thailand as the depository and trustee.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The following evidence will be required to be attached to the proxy form:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A power of attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder
 - หนังสือยืนยันว่า ผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter confirming that the person executing the proxy form has obtained a custodian license.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and cannot split the number of shares to several proxies for splitting votes.
- วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
- ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Annex attached to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บางกอกแล็บ แอนด์ คอสเมติก จำกัด (มหาชน)

The appointment of proxy by the shareholder of Bangkok Lab and Cosmetic Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 1 เมษายน 2568 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามกฎหมายว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 1, 2025 at 02:00 p.m. through electronic meeting (E-AGM) in accordance with the criteria specified in the laws and regulations related to the Electronics Meeting or any adjournment at any date, time and place thereof.

☐ วาระที่.....เรื่อง.....

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Disapprove | Vote | Abstain | Vote |

☐ วาระที่.....เรื่อง.....

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my/our proxy to vote at my/our desire as follows:
- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Disapprove | Vote | Abstain | Vote |

☐ วาระที่.....เรื่อง.....

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- | | | | | | |
|---|--|---|------|---------|------|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง | | | |
| Approve | Vote | Disapprove | Vote | Abstain | Vote |

Factory Visit Registration Form Bangkok Lab & Cosmetic Public Company Limited

First Name:..... Last Name:.....

ID Card Number:..... Number of Shares:

Address:..... Village:Soi:.....

Road:.....Subdistrict/District:

Province:Postal Code:.....

Phone:Email Address:

Signature:

(.....)

Notes:

1. The company will notify shareholders of the factory visit date on or before May 31, 2025.
2. If registrations exceed the number of available slots, the company will randomly select participants and notify shareholders accordingly.
3. Registration will only be considered complete upon confirmation by the company.
4. Shareholders unable to attend on the designated date and time cannot transfer their rights to others.
5. The company does not allow accompanying persons during the factory visit.

Please send the completed registration form to Email : ir@blcplc.com

Or by post to: Investor Relations Department
 Bangkok Lab & Cosmetic Public Company Limited
 874 Soi Urupong 2, Rama VI Road,
 Thanon Phetchaburi Subdistrict, Ratchathewi District,
 Bangkok 10400

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