

## **Invitation for Shareholders to Propose the Meeting Agenda and Director Nominees for the 2024 Annual General Meeting of Shareholders**

### **1. Objectives**

1.1 Bangkok Lab & Cosmetic Public Company Limited (“the Company”) realizes the importance of ensuring equitable and fair treatment of shareholders, providing opportunities for every shareholder to propose meeting agenda and director nominees prior to the 2024 Annual General Meeting of Shareholders. The Company has, thereby, established the criteria for granting shareholders the right to propose the meeting agenda and director nominees in advance to ensure clear and transparent steps and procedures as well as help in screening the agenda that are truly beneficial to the Company. The criteria will also enable the Company to select qualified candidates for directorship who can perform their duties efficiently for the highest benefits of the Company and all stakeholders.

### **2. Qualifications of Shareholders**

- 2.1 Being the shareholders (either individually or collectively) holding aggregate shares of not less than 5 percent of the total voting rights of the Company (or accounting for at least 15 million shares based on the Company’s current paid-up share capital) on the date such agenda item or name of the director nominee is proposed.
- 2.2 Being able to present the documents or evidence of shareholding such as certificates of ownership of securities issued by securities companies or other certificates by Thailand Securities Depository Co.,Ltd.

### **3. Proposal of the Meeting Agenda**

3.1 The shareholders with the qualifications as set out in Clause 2 who wish to propose matters to be included in the meeting agenda are required to complete “The Proposed Agenda to the 2024 Annual General Shareholders’ Meeting Form” with additional supporting documents and send them to the Company via the following communication channels:

- Via e-mail: [blc.ocs@bangkoklab.co.th](mailto:blc.ocs@bangkoklab.co.th)
- Via mail: The Office of the Company Secretary  
Bangkok Lab & Cosmetic Public Company Limited  
48/1, Moo 5, Nongshaesao Rd., Namphu Sub-District,  
Muang Ratchaburi District, Ratchaburi 70000

The proposal of matters for inclusion in the meeting agenda can be submitted between **October 16, 2023 - January 16, 2024** after which the proposed meeting agenda and the supporting documents shall be duly screened by the Chairman of the Board of Directors, Chief Executive Officer, and the Company Secretary prior to presenting them to the Board of Directors for approval. In case several shareholders collectively propose the meeting agenda, each shareholder must complete his/her form and sign as evidence and gather the forms as well as their supporting documents to be sent as one set.

- 3.1 The Company will not consider matters which involve the following restricted matters:
- 3.1.1 Matters as specified in Section 89/28 of the Securities and Exchange Act (B.E. 2535) amendment<sup>1</sup>.
  - 3.1.2 Matters that violate the laws, notifications, rules, regulations, and requirements of government agencies or regulatory agencies or are not in compliance with the Company's objectives, Articles of Association, the shareholders' resolutions or the good corporate governance and business ethics of the Company.
  - 3.1.3 Matters already implemented by the Company.
  - 3.1.4 Matters in which the shareholders provide incomplete, insufficient or incorrect information and the proposer cannot be contacted or violate the rules specified by the Company.
  - 3.1.5 Matters that are intended for the benefits of a specific person or a group.

<sup>1</sup> (1) Matters that are inconsistent with those prescribed in the first paragraph of Section 89/28. (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company.)  
(2) Matters that are relevant to the ordinary business operation and the fact given by the shareholders do not indicate any reasonable grounds to suspect their irregularity of such matter.  
(3) Matters that are beyond the objectives or authority of the Company.  
(4) Matters that shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matters have not yet changed significantly.  
(5) Any matter specified by the Capital Market Supervisory Board.

- 3.2 Matters that are approved by the Board will be included on the meeting agenda and be stated in the Notice of Shareholders' Meeting as the agenda items proposed by shareholders.
- 3.3 For matters not approved by the Board, the Company will acknowledge the shareholders together with the reasons for non-approval in the Notice of Meeting and at the Annual Shareholders' Meeting. In case the Meeting resolves with a majority vote of shareholders attending the Meeting and having the rights to vote to include the certain non-approved matters as the agenda items, the Company shall include them in the next shareholders' meeting.

#### 4. Proposal for Director Nomination

- 4.1 Shareholders entitled to propose a candidate for director nomination must be shareholders of the Company at the proposal date and possess the qualifications as prescribed in Clause 2.
- 4.2 The shareholders with the qualifications as set out in Clause 2 who wish to propose a candidate for nomination as a director must complete "The Nomination of the Director Form" with additional supporting documents and send them to the Company via the following communication channels:
- Via e-mail: [blc.ocs@bangkoklab.co.th](mailto:blc.ocs@bangkoklab.co.th)
  - Via mail: The Office of the Company Secretary  
Bangkok Lab & Cosmetic Public Company Limited  
48/1, Moo 5, Nongshaesao Rd., Namphu Sub-District,  
Muang Ratchaburi District, Ratchaburi 70000

The proposal of candidates for nomination as directors can be submitted between **October 16, 2023 - January 16, 2024** after which the Nomination and Remuneration Committee shall duly screen the documents prior to presenting them to the Board of Directors for approval. In case several shareholders collectively propose candidate(s) for director nomination, each shareholder must complete his/her form and sign as evidence and gather the forms as well as their supporting documents to be sent as one set.

- 4.3 The proposed director nominees must possess the prescribed qualifications without any prohibited characteristics as follows:

- 4.3.1 Having appropriate qualifications without any prohibited characteristics under the Public Limited Companies Act, The Securities and Exchange Act, and the Company's good corporate governance.
- 4.3.2 Having knowledge, capability, and/or experience that are significantly beneficial to the Company's business.
- 4.3.3 Not serving more than 5 board positions in the listed companies on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI).
- 4.4 The names of the director nominees approved by the Board of Directors will be included in the related agenda item and be stated in the Notice of Shareholders' Meeting as the director nominees proposed by shareholders.
- 4.5 For the proposed nominees non-approved by the Board, the Company will acknowledge the shareholders together with the reasons for non-approval at the Shareholders' Meeting and/or other appropriate communication channels.

**The Proposed Agenda to the 2024 Annual General Shareholders’ Meeting Form**

(1) I (Mr./Mrs./Ms.) .....  
 Being a shareholder of Bangkok Lab & Cosmetic Public Company Limited dated on .....  
 holding ..... shares, accounting for ..... percent of the total voting rights  
 Residing at ..... Road: ..... Sub-district:.....  
 District:..... Province: ..... Phone:.....  
 e-mail:.....

(2) I would like to propose the agenda item(s) for the 2024 Annual General Shareholders’ Meeting as follows:

Proposed agenda: .....

(3) Objective: ( ) For acknowledgement ( ) For consideration ( ) For approval  
 Reasons/Details:  
 .....  
 .....  
 .....

And supporting documents totaling ..... pages

I hereby certify that I (individually or collectively with other shareholders) hold aggregate shares of not less than 5 percent of the total voting rights of the Company on the date such agenda item is proposed. All the details provided in this form together with share certificates and other supporting documents are to the best of my knowledge complete, true, and correct.

As evidence, I have signed below:

..... Shareholder’s Signature

(.....)

Date .....



## Supporting Documents for Proposal of the Meeting Agenda for the 2024 Annual General Meeting of Shareholders

1. Documents or evidence of shareholding such as a copy of share certificate or certificate of ownership of securities issued by securities companies or other certificates by Thailand Securities Depository Co.,Ltd.
2. In case of natural persons, a copy of a valid ID card (in case of Thai national) or a copy of a passport (in case of non-Thai national) must be enclosed and certified true copies by the shareholders.
3. In case of juristic persons, a copy of business registration certificate and a copy of a valid ID card (in case of Thai national) or a copy of a passport (in case of non-Thai national) of the authorized director must be enclosed and certified true copies.
4. In case the shareholder changes his/her title, name, and surname, a copy of the title, name, and surname change document must be enclosed.
5. Additional supporting documents for proposal of the meeting agenda (if any).

**To**

The Office of the Company Secretary  
Bangkok Lab & Cosmetic Public Company Limited  
48/1, Moo 5, Nongshaesao Rd., Namphu Sub-District,  
Muang Ratchaburi District, Ratchaburi 70000

(The Proposed Agenda to the 2024 Annual General Shareholders' Meeting Form )

**Nomination of the Director Form**

(1) I (Mr./Mrs./Ms.) .....  
 Being a shareholder of Bangkok Lab & Cosmetic Public Company Limited dated on  
 .....  
 holding ..... shares, accounting for ..... percent of the total voting rights.  
 Residing at ..... Road: ..... Sub-district:.....  
 District:..... Province: ..... Phone:.....  
 e-mail .....

(2) I would like to nominate Mr./Mrs./Ms. .... Age .... Years as a  
 qualified candidate to be appointed as director of Bangkok Lab & Cosmetic Public Company  
 Limited. Such person possesses the appropriate qualifications with no disqualifying  
 characteristics as detailed under the Company’s regulations. Enclosed herewith are the  
 candidate’s written consent to the nomination as well as other supporting documents including  
 educational background, working experience, and other additional documents which are  
 certified true copies totaling ..... pages.

I hereby certify that I (individually or collectively with other shareholders) hold  
 aggregate shares of not less than 5 percent of the total voting rights of the Company on the date  
 such nomination of a director is proposed. All the details provided in this form together with  
 the evidence of shareholding, the candidate’s written consent to the nomination, and other  
 supporting documents are to the best of my knowledge complete, true, and correct.

As evidence, I have signed below:

..... Shareholder’s Signature

(.....)

Date .....



(3) I (Mr./Mrs./Ms.) ..... who has been a candidate to be appointed as the Company's director under Clause 2 certify and confirm that I have appropriate qualifications without any prohibited characteristics and will comply with the Company's good corporate governance principles. As evidence, I have signed below.

..... Candidate's Signature

(.....)

Date .....

## Supporting Documents for Nomination of the Director

1. Evidence of shareholding such as a copy of share certificate or certificate of ownership of securities issued by securities companies or other certificates by Thailand Securities Depository Co.,Ltd.
2. In case of natural persons, a copy of a valid ID card (in case of Thai national) or a copy of a passport (in case of non-Thai national) must be enclosed and certified true copies by the shareholders.
3. In case of juristic persons, a copy of a business registration certificate and a copy of a valid ID card (in case of Thai national) or a copy of a passport (in case of non-Thai national) of authorized director must be enclosed and certified true copies.
4. In case the shareholder changes his/her title, name, and surname, a copy of the title, name, and surname change document must be enclosed.
5. Curriculum vitae of the candidate for director nomination.

**To**

The Office of the Company Secretary  
Bangkok Lab & Cosmetic Public Company Limited  
48/1, Moo 5, Nongshaesao Rd., Namphu Sub-District,  
Muang Ratchaburi District, Ratchaburi 70000

(Nomination of the Director )