

(Translation)

Boutique Newcity Public Company Limited
The Criteria for Shareholders to propose agenda and/or
to nominate candidates to be elected as Directors
at the 2024 Annual General Meeting of Shareholders

1. Objective

The Company realizes the rights and equitable treatments to all shareholders and the practice of Good Corporate Governance. The Company, therefore, gives the opportunity to shareholders to participate in proposing agenda and/or candidates to be elected as directors in the Company's 2024 Annual General Meeting of Shareholders in advance by following company's criteria.

2. The Qualifications of Shareholders

Shareholders who have the right to propose agenda and/or candidates to be elected as directors in the 2024 Annual General Meeting of Shareholders must possess compliance with the laws which is shareholder or group of shareholders with holding Company shares collectively at the minimum of 5 percent of total voting rights (minimum 600,000 shares).

3. The related documents

3.1 The evidence of shares holding such as share certificate, share certified from broker or Thailand Securities Depository Co., Ltd., If it is a copy, it must be certified as true and correct.

3.2 Shareowner identification

- **In case of Individual shareholder:** Valid copy of Identification Card or alien identification card or Passport (for foreigners) of shareholder with certification true and correct.
- **In case of Juristic Person:** Copy of juristic person certificate not exceeding 3 months and valid copy of Identification Card or alien identification card or passport (for foreigners) of the authorized signature with certification true and correct.

4. The criteria for proposing agenda

4.1 The Process for proposing agenda

- (1) Completely fill in and sign the Agenda Proposal Form of the 2024 Annual General Meeting of Shareholders (Form A) and attach required documents as stated above.
- (2) In case a group of shareholders wishes to propose agenda, each shareholder must individually fill in and sign Form A. All documents should be gathered into one set and identify one person to be coordinator with the Company.
- (3) In case shareholders would like to propose more than 1 agenda, each shareholder individually fill in and sign Form A, 1 set for one agenda. All documents should be gathered into one set.

4.2 Procedure

- (1) The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
- (2) The approved proposal will be contained in agenda of 2024 Annual General Meeting of Shareholders and published in the Notice of the Annual General Meeting of Shareholders including the Directors' opinion.
- (3) For disapproved proposal, the Company will inform for acknowledgement in the General Meeting of Shareholders including reasons.

4.3 The proposal that will not be placed on the Agenda

- (1) Proposal proposed by shareholders who are not qualified, unable to provide complete and correct information and evidence, or not be able to propose on the time set forth.
- (2) Proposal that is about normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation.
- (3) Proposal that is beyond authority of the Company to conduct in order to meet the expected outcome.
- (4) Proposal that have been previously proposed to General Meeting of Shareholders during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the facts in the latter proposals are changed significantly from the previous one.
- (5) Proposal that violates to the laws, notifications, regulations, rules and procedure of government or authority or proposal that is not corresponding to Company Articles of Association, resolutions of General Meeting of Shareholders and the principles of Good Corporate Governance.
- (6) Proposal that the company has been operated.
- (7) Other matters corresponding to notification of Capital Market Supervisory Board.

5. The criteria for nominating candidate to be company's director

Shareholders who possess all qualifications compliance with the mentioned principle can propose candidate to be company's director, the processing are:

5.1 Qualifications of Directors/Independent Directors

- (1) be qualified and possess none of the characteristics prohibited under Act and the related Notification.
- (2) be knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
- (3) be capable of providing leadership, vision, ethic and independent in making decision for the optimum benefit of the company and shareholders and able to use knowledge, capability and experiences for the business conduct and truly interested in Company's business.

5.2 The process for proposing candidate

- (1) Completely fill in and sign the Candidate Nomination Form of the 2024 Annual General Meeting of Shareholders (Form B.) and attach required documents as stated above.
- (2) In case a group of shareholders wishes to propose person to be elected as company's director, each shareholder must individually fill in and sign Form B. All documents should be gathered into one set and identify one person to be a coordinator with the Company.
- (3) In case shareholders would like to nominate more than one person to be elected as company director, each shareholder must fill in Form B, 1 set per one person with signature wholly. All documents should be gathered into one set.
- (4) Completely fill in Profile of Nominated Persons Form of the 2024 Annual General Meeting of Shareholders (Form C) with nominating candidate signature and attach the required documents for consideration such as I.D Card or Passport (for foreigners) and House Registration, Educational Certificate and the Present Working Document or the latest with certification true and correct. In case of nomination more than 1 person, fill in the one form per one person.

5.3 Procedure

- (1) The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Nomination and Remuneration Committee to consider the qualification as stated above and propose to the Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
- (2) The approved person will be proposed in the agenda of Director Election in 2024 Annual General Meeting of Shareholders and published in the Notice of General Meeting of Shareholders including the Directors' opinion.
- (3) For disapproved person, the Company will inform in the General Meeting of Shareholders including reasons.

6. The submission period and Channels for submitting agenda proposal

Shareholder can submit the proposal during 8 December 2023 – 7 January 2024 . As such, postmarked date on the envelope will be accounted for. And send signed documents and various evidences as supporting documents for Board of Directors' consideration by registered mail to :

Ms.Suphaphorn Khemngoen
Company Secretary
Boutique Newcity Public Company Limited
No. 1112/53-75 Soi Sukhumvit 48, Sukhumvit Road,
Phrakanong, Klongtoey,
Bangkok 10110.

For further information required, call to the Company's Secretary, Tel. 02-391-3320 Ext. 300

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
2024 Annual General Meeting of Shareholders Agenda Proposal Form
(Form A)

Date.....

1. General Information

Name (Mr., Mrs., Ms./ Surname of the nominator):.....

Present Address / Contact Address:

Address.....Village/Building.....Moo.....Soi.....

Road.....Sub District.....District.....

Province.....Postal Code.....Country

Telephone No.Fax No. E-mail

Overseas address: (In case of Foreigners, please specify the contact overseas address)

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2. Numbers of Shareholding:as of.....holding periodmonths

3. Proposed Agenda :

Objective: For Approval or Consideration For Acknowledgement

Details including reasonable supporting:

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.....

Supporting Documents:.....

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4. The evidence of shareholders to submit herewith the proposal

4.1 The evidence of shareholding: such as share certificate, share certificate from broker or Thailand Securities Depository Co., Ltd. If it is a copy, it must be certified as true and correct.

4.2 Shareholder identification

In case of Individual shareholder: Valid copy of Identification Card or Alien Identification Card or Passport (for foreigners) of shareholder with certification true and correct.

In case of Juristic person: Copy of juristic person certificate not exceeding 3 months and valid copy Identification Card or Alien Identification Card or Passport (for foreigners) of a authorized signature with certificate true and correct.

5. The Certification

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects. I also certify that the total number of shares held by me and other shareholder (s) (if any) is not less than 5 percent of the total voting rights of the Company.

SignatureShareholder's
(.....)

Remark : The personal data collected will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website: <http://www.btnc.co.th>

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITED
2024 Annual General Meeting of Shareholders Candidate Nomination Form
(Form B)

Date.....

1. General Information

Name (Mr., Mrs., Ms./ Surname of the nominator):.....

Present Address / Contact Address :

Address.....Village/Building.....Moo.....Soi.....

Road.....Sub District.....District.....

Province.....Postal Code.....Country

Telephone No.Fax No. E-mail

Oversea address: (In case of Foreigners, please specify the contact oversea address)

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2. Numbers of Shareholding:as of.....holding periodmonths

3. Name of Nomination of Candidate to be elected as Company Director :

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4. The evidence of shareholders to submit herewith the proposal

4.1 The evidence of shareholding: such as share certificate, share certificate from broker or Thailand Securities Depository Co., Ltd. If it is a copy, it must be certified as true and correct.

4.2 Shareholder identification

In case of Individual shareholder: Valid copy of Identification Card or Alien Identification Card or Passport (for foreigners) of shareholder with certification true and correct.

In case of Juristic person: Copy of juristic person certificate not exceeding 3 months and valid copy Identification Card or Alien Identification Card or Passport (for foreigners) of a authorized signature with certificate true and correct.

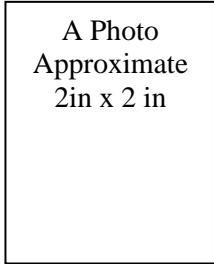
5. The Certification

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects. I also certify that the total number of shares held by me and other shareholder (s) (if any) is not less than 5 percent of the total voting rights of the Company.

SignatureShareholder's
(.....)

Remark : The personal data collected will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website: <http://www.btnc.co.th>

BOUTIQUE NEWCITY PUBLIC COMPANY LIMITE
2024 Annual General Meeting of Shareholders Profile of Nominated Person
(Form C)



Date.....

1. General Information of the candidate

(1) Name-Surname (in Thai)..... (Maiden Name.....)
(in English).....

(2) Date of Birth..... Age..... Year Nationality.....

(3) Marital Status Single Married Divorced

(4) Spouse's Name..... (Maiden name.....)

(5) Children's Details

Name	Date of Birth	Age (Year)	Place of work
.....
.....
.....
.....

2. Present Address

(1) Business Address

Company Name.....
Address..... Soi..... Road.....
Sub-District.....District.....Province.....
Postal CodeTelephone No.....

(2) Present Address

Address..... Soi..... Road.....
Sub-District.....District.....Province.....
Postal CodeTelephone No.....

(3) Overseas Address: (only for a non-resident, please specify overseas contact address)

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3. Professional Qualifications

(1) Education Qualification

Institute Name	Qualification/Major	Graduate Year
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(2) Training programs of Thai Institute of Directors Association (IOD)

Program	Year
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4. Working Experiences

Period	Organization	Type of Business	Position
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5. Job responsibilities at the present positions

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6. Shareholding in Boutique Newcity Public Co., Ltd., on..... (Nomination date)

Common Sharesshares
Spouse's Common Shares.....shares
Under-age children :
(1) Name..... holds common shares..... shares
(2) Name..... holds common shares..... Shares
(3) Name..... holds common shares..... Shares
(4) Name..... holds common shares..... Shares

7. Related Businesses of Yourself, Spouse and Under-aged Children

Name of Business	Type of Business	Related Persons	%of Shares Held	Position in Related Business	Since (Year)
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Remark: All businesses now serving as directors or executives, and businesses now holding more than 1.0 percent of all shares sold of those businesses

8. Litigation Records (Except petty offence)

Court	Status (Plaintiff/Defendant / Interpleader)	Types of Suit (Civil/Criminal /Bankruptcy)	Charge /Count	Litigated Sum	Case No.	Judgment
.....
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9. Required documents certified by nominated candidates

- (1) Copy of valid National ID card
- (2) Copy of house registration
- (3) Passport (for foreigners)
- (4) Copies of Educational Certificates
- (5) Reference letter from a present or latest company

I (Mr./Mrs./Miss.)give consent and information as stated above for the nomination and appointment as Company’s Directors and certify that the information provided above is complete and true, and supporting documents submitted are true and I give my permission to Company disclosure such information and supporting document as stated above.

Signature..... Nominated Person
(.....)