

Minutes of Annual General Meeting of Shareholders for the Year 2025
Rojukiss International Public Company Limited
Through an electronic meeting platform (E-AGM)

Date, Time, and Meeting Venue

The Annual General Meeting of Shareholders for the year 2025 of Rojukiss International Public Company Limited (the “**Company**”) was held on April 24, 2024, at 9.30 hrs. through the electronic platform (E-AGM) only, in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) (as amended) and other related laws and regulations.

Meeting Commencement

Mrs. Duangkamol KLongboonjit who was assigned by Dr. Lackana Leelayouthayotin, the Chairman of the Board of Directors, to act as the moderator (the “**Moderator**”) of the Annual General Meeting of Shareholders for the year 2024 of the Company (the “**Meeting**”), informed the Meeting that the Meeting was convened via electronic means (E-AGM) in accordance with the Emergency Decree on Electronics Meeting B.E. 2563 (as amended) and Announcement of the Ministry of Digital Economy and Society Re: Security Standards of Meetings via Electronic Media, B.E. 2563 (2020), and other laws in relation to Electronic Meetings. In this Meeting, the Company has engaged OJ International Co., Ltd. As the meeting organizer, which is the professional meeting organizer verified by the Electronic Transactions Development Agency (ETDA) and other related authorities. In addition, the Company has arranged for an external legal consultant to act as a witness in the vote counting and ensure that the Meeting conducted via electronic means is transparent and in accordance with laws and the Company’s Articles of Association, as well as corporate governance principles. The Company has recorded this meeting in the form of a video to provide shareholders with equal access to the Company’s information.

In this Meeting, the Company will collect, use, and disclose personal information, including images, audio, and video footage of all attendees, for the purpose of recording and preparing meeting reports, managing the meeting, and other related purposes. Shareholders can refer to the Company’s privacy notice, which is attached to the meeting invitation letter and available on the Company’s website, for further details on personal data protection.

In order to set the agendas for the Annual General Meeting of Shareholders for the year 2024, the Company had announced on its website to invite agenda proposals and/or the proposal for director nomination from the shareholders in advance from December 20, 2024, to January 31, 2025. The Company has announced the criteria and procedures for such proposals through the system of the Stock Exchange of Thailand. After the said period, no shareholder proposed agenda for the Meeting and nominated a candidate for the Company’s directorship.

Then, the Moderator introduced the directors, executives, auditors, and legal advisors who attended the Meeting via electronic means as follows.

Directors present at the Meeting

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|----|---------------|------------------|--|
| 1. | Dr. Lackana | Leelayouthayotin | Chairman / Independent Director |
| 2. | Mrs. Pratana | Mongkolkul | Vice Chairman / Independent Director / Chairman of the Audit Committee |
| 3. | Dr. Chatrchai | Tuongratanaphan | Independent Director / Chairman of the Nomination and Remuneration Committee / Audit Committee |
| 4. | Mr. Kanit | Savangvarorose | Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Audit Committee |

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|----|------------------|----------------|--|
| 5. | Mr. Panuwat | Chalongkuamdee | Independent Director / Corporate Governance and Sustainability Committee / Nomination and Remuneration Committee |
| 6. | Pharm. Piyawadee | Sonsingh | Director / Chairman of the Executive Committee |
| 7. | Mr. Anotai | Adulbhan | Director / Nomination and Remuneration Committee / Executive Committee |
| 8. | Mrs. Worrawan | Chaikamnerd | Director |
| 9. | Mr. Corrado | Giaquinto | Director / Corporate Governance and Sustainability Committee / Chief of Executive Officer |

The Board of Directors consisted of 9 directors. There were 9 directors attending the meeting from 9 directors in total, representing 100% of the members of the Board of Directors.

Executives present at the Meeting

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|----|-----------------|----------------|----------------------------|
| 1. | Ms. Nantika | Sae-Jeing | Chief Financial Officer |
| 2. | Ms. Nalisa | Lekutai | Chief Commercial Officer |
| 3. | Ms. Nutthinee | Jenwattanavech | Chief Marketing officer |
| 4. | Mrs. Manutsawat | Wanalertlak | Chief Supply Chain Officer |

Auditors from PricewaterhouseCoopers ABAS Ltd.

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|----|-------------|---------------|
| 1. | Ms. Nuntika | Limviriyalers |
| 2. | Mr. Arsa | Opassamrit |

Legal Advisor from Dherakupt International Office Ltd.

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|----|------------------|-----------|
| 1. | Mrs. Kamonchanok | Sae-tan |
| 2. | Ms. Nantikorn | Sujinprom |

The Moderator informed the Meeting that at 9.30 hrs., there were 15 shareholders attending the Meeting in person, representing 118,995,601 shares, and 13 shareholders attending the Meeting by proxies, representing 215,692,153 shares. Therefore, there were a total of 28 shareholders present at the Meeting, holding an aggregate of 334,687,754 shares, representing 55.7804% of the total 600,010,000 outstanding shares of the Company. Thus, the quorum was attained pursuant to the Company's Articles of Association.

The Moderator then invited Dr. Lackana Leelayouthayotin, the Chairman of the Board of Directors, to act as the chairman of the Meeting (the "Chairman") and to give a welcome speech.

The Chairman greeted and expressed her appreciation toward the shareholders, directors, and attendees for their participation in the Meeting.

For the Minutes of the Annual General Meeting for the year 2024 held on April 22, 2024, the Company published it on the Company's website on May 3, 2024, to give the shareholders an opportunity to propose any amendment and/or opinion to the Company, however, upon the lapse of 30 days from the disclosure date, no amendment or opinion was made. Therefore, such Minutes of the Annual General Meeting for the year 2023 were deemed to be considered and approved by the shareholders.

The Chairman then declared the Meeting duly convened to consider the matters in accordance with the agendas and assigned the Moderator to inform the Meeting of the meeting procedures.

Then, the Moderator informed the Meeting that the company recognizes the importance of stable long-term growth and is fully aware that sustainable growth is achieved through success and creating value for stakeholders across all sectors. Therefore, the company places great importance on and is committed to

supporting sustainable development based on the foundation of our business operations, adhering to ESG principles (Environment, Social, and Governance). We have established a sustainability policy as part of our strategy to drive business operations. The aim is to drive the management and governance of sustainability to be appropriate and aligned with the sustainability strategy framework set by the company, which consists of three main pillars: Creating Innovation, Creating Social Impact, and Creating Environmental Partnerships. This is under the mission of creating the best innovations in health and beauty that everyone can access, while driving demand and inspiring sustainable change for people in Thailand and Asia. Additionally, the Company supports the organization's contribution to the United Nations Sustainable Development Goals (SDGs). As a result, the organization is moving towards its vision of becoming the leader in health and beauty for the future of Asia. In its operations, the company will integrate ESG perspectives by linking experiences and creating value for consumers through product and service innovations, as well as delivering information and marketing activities that prioritize social and environmental responsibility. This is aimed at ensuring long-term sustainability in line with the United Nations Sustainable Development Goals (UNSDGs).

The Moderator informed the Meeting of the voting procedure and the details of each agenda as follows:

1. The Meeting is held through an electronic system, so the attendees will not be provided the ballots card. If the shareholders attend using a laptop computer or desktop computer, two selections will appear on the monitor: E-Meeting for entering the meeting room via Zoom and E-Voting for casting votes.
2. For voting, the shareholders shall go back to the internet web browser and select the E-Voting menu on the top pane to vote in each agenda within 1 minute. After selecting the vote, the confirmation text will pop up, and the shareholders may select agree button to confirm their vote.
3. The shareholders who would like to change their vote can revoke the latest vote and re-vote. However, the shareholders cannot vote or change their vote if the voting of such an agenda has been closed.
4. The shareholders who attend the Meeting via smartphone or tablet have to switch from the Zoom application to the internet web browser to cast their votes via the E-Voting menu.
5. After finishing the votes, they are required to return to the E-Meeting in the Zoom application to continue the Meeting. The Company will count the votes as casted in the E-Voting program and as beforehand specified in the Proxy. If the shareholders do not cast their votes, the votes will be automatically counted as approved.

The attendees could raise queries or opinions regarding any agenda within the time of such agenda by the following instructions:

1. In case the attendees raise queries via chat within 1 minute, they shall use the Q&A menu in the Zoom application and press Enter to send a message to the system. The Moderator will read the queries after the report of the relevant agenda. For presentation in a corporate setting where Mr. Corrado Giaquinto will be addressing in English without Thai translation
2. In cases where a large number of relevant questions are submitted during the agenda, in order to maintain the duration of the meeting, uphold the rights of all shareholders equally, and ensure the efficient conduct of the meeting, the company will review, select, categorize, and prioritize the questions to be addressed during the meeting according to their appropriateness and the available time.
3. If the agenda is closed or the queries are not relevant to such agenda, the shareholders shall raise such queries after all agendas are considered. If there are any other questions or suggestions that were not answered at the meeting. The Company will gather all the queries and answers on the attachment of the Minutes of the Meeting which will publishes within 14 days after the Meeting date.
4. In case the queries cannot be raised within the Meeting time, the shareholders can send queries to Company's email; the Company will gather all the queries and answers to the shareholders' email.
5. Before submitting queries, the attendees shall identify your name-surname and indicate whether you are a shareholder or a proxy for the accuracy of the minutes recording. The Moderator will read the queries to the Chairman and the directors afterward.

6. In the event that the shareholders encounter problems in using the Meeting system or any application, the shareholders can contact the Company for help via phone no. 02-079-1181, where the Company has arranged staff to facilitate the shareholders during the Meeting.

Vote casting shall be carried out as follows:

1. For each agenda, a shareholder shall cast his/her vote equal to his/her share(s) or the amount as specified in a proxy. One share shall equal to one vote. The votes have been specified for approval, disapproval, or abstention.
2. The vote cannot be allocated, except for the custodians assigned from foreign investors by Proxy Form C.
3. For those who were granted proxies under Proxy Form B, where the grantor had already specified their voting instructions, the company has already collected and recorded the votes in the system. Proxy holders attending the meeting are therefore not required to cast votes again. In cases where more than one voting box is marked—except for custodians—the ballot will be considered void. However, the company will still count the votes for that particular agenda item.
4. In case the shareholder is as the stakeholder in any agenda, the said shareholder shall not vote except the agenda of directors election or appointment.
5. Pursuant to Article 42 of the Article of Association of the Company, the resolution of the Meeting are as follows:
 - The Meeting approved the remuneration of the Board of directors with the votes of not less than two-thirds of the total votes of shareholders who attended the Meeting.
 - In the cases regarding Article 42 of the Article of Association of the Company, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote. The votes count base shall include approval, disapproval, abstention and voided.
 - In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. The vote count base shall exclude abstention.
6. The following agenda shall vote individually:
 - In agenda 5 (To consider and approve the appointment of directors to replace the directors retired by rotation), the shareholders shall vote individually for each director.
 - In agenda 8 (8.2.1 – 8.2.4) : To consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to Directors and Executives /Employees of the Company No. 2 under the KISS-ESOP-W2 for directors executives or employees who are offered more than 5 percent of the issued warrants.
7. The details of the resolution in each agenda have been set forth in the invitation letter to the Meeting.

Prior to casting votes on each agenda item, the attendees would have an opportunity to make inquiries or give opinions in relation to such agenda item as appropriate, through the means mentioned earlier.

Vote counting shall be carried out as follows:

1. For the sake of the shareholders' convenience, the Company will calculate the votes in favor of each agenda and the resolution will be announced by the Moderator.
2. The result of the resolution will be announced after voting is completed. The votes will be counted from:
 - Shareholder who presents in person;
 - Proxy who is entitled to vote; and
 - Shareholder who specifies the vote to his/her proxy.
3. In case the vote comes to a tie, the Chairman shall have another vote as the casting vote.

4. The announcement of the resolution will state the amount of approval, disapproval, and abstention. The latest number of votes presented in each agenda is counted as the base for counting votes. Any change of vote cannot be made after the agenda is closed. If the counting process takes too long, the Meeting will pursue for the sake of time and the delayed voting result will be announced as soon as it is obtained.

The Moderator informed the Meeting that there were 11 agendas to be considered in this Meeting, details as prescribed in the invitation letter for the Meeting, and then proceeded to the Meeting and reported the agendas accordingly as follows:

Agenda 1 To acknowledge the Company's operating performance for the year 2024

The Chairman informed the Meeting that this agenda was reported for acknowledgment and no resolution was required.

The Chairman invited Mr. Corrado Giaquinto, the Chief Executive Officer to report the details of the Company's operating performance during the past year to the Meeting.

Mr. Corrado Giaquinto, Chief Executive Officer, has summarized performance of the Company in 2024 and business plan for 2025 as follows:

1. Key performance highlights of 2024

In 2024, the Company achieved a 21.2% increase in revenue and a 21.6% increase in net profit compared to 2023. The market share of facial skincare products in Thailand reached 5.1%, driven by a 42% increase in sales of skincare products under the new "Clinical Grade" concept at accessible pricing. This growth occurred across all channels, both offline and online. However, export sales declined by 4%.

The Rojukiss brand maintained a 5.1% market share in Thailand, ranking 6th overall and 1st among Thai skincare brands. Rojukiss consistently grew its market share quarterly, reflecting strong consumer acceptance.

In 2024, innovation remained a strategic priority, with a new product success rate of 145%. Rojukiss products, especially in the anti-aging segment, performed strongly. Notably, the Phyto-Retinol serum was awarded the "Best Rising Star 17" award.

Another key development in 2024 was the 113% growth in e-commerce sales, supported by marketing and sales initiatives such as Live Streaming, Affiliate Programs, and Short Video campaigns.

Total sales for 2024 exceeded 1 billion THB, reflecting a 21.2% increase from 2023. Net profit stood at 160.9 million THB, up 5.2% year-over-year, while net profit attributable to shareholders increased 21.6%, reaching 159.7 million THB.

Financial Highlights

- Gross profit margin declined by 0.6% due to an accounting estimate adjustment, including a 27 million THB inventory allowance for Covitrap nasal spray raw materials. Excluding this, the gross margin would be 53.7%.
- Selling expenses represented 21.4% of total revenue, primarily driven by marketing investments aimed at boosting brand awareness and long-term sales.

- Administrative expenses were 13.4% of revenue, up due to two one-time items:
 1. Provision for expected credit loss
 2. Write-off of packaging deposits related to Covitrap.

Without these, administrative expenses would be 11.0% of revenue.

Balance Sheet Highlights

- As of year-end 2024, total assets were 1,316.3 million THB, down 86.3 million THB (8%), mainly due to:
 - o A 184 million THB reduction in cash, following repayment of TR lines, redemption of preferred shares, and acquisition of HiBioSci shares.
 - o Inventory decreased by 18.6 million THB due to efficient inventory management.
 - o Trade and other receivables dropped by 11.6 million THB, while contract assets increased by 131.9 million THB.
- Total liabilities stood at 297.4 million THB, a 12.6 million THB decrease, primarily due to:
 - o A 113.8 million THB reduction in Trust Receipts (TR).
 - o An increase of 77.3 million THB in trade and other payables.
- Shareholders' equity totaled 1,019.0 million THB, down 73.6 million THB, due to reduced non-controlling interest and retained earnings.

2. Strategy for growth and business plan in 2025

In 2025, the Company will focus on four key business highlights:

1. Consistently growing market share in facial moisturizer year-on-year in a very competitive category: Strengthen Rojukiss's market share beyond the current 5.1% amidst strong competition. In 2024, facial skincare sales grew by 13.7%, with further growth expected in 2025.
2. Robust post-pandemic revenue recovery, reflecting successful new product launches and effective marketing strategies: Continued product development success. The Company aims for 20% YoY growth in 2025.
3. Extensive distribution network in Thailand through trusted, well-recognized channels, with planned expansion across ASEAN as the company strengthens its international footprint:: Focused expansion in both Modern Trade and Traditional Trade, as well as new markets across Asia via health & beauty retailers, convenience stores, and digital commerce.
4. Efficient brand portfolio with focused innovation, driven by a customer-centric, asset-light model that ensures agility in trend response: New successful product lines include ANTI-GRAVITY, REJU-PDRN, ACTIVE DOSE, PHYTO-RETINOL, HYDROGEL MELTING MASK, and SLEEPING MASK ranges.

Growth Strategy and Business Plan 2025

Accelerate growth in core beauty categories, aiming for exceed 4 billion THB in sales by 2030 with increased gross profit margin by 0.5%, expand international revenue from 2% in 2024 to 20% by 2030, and Maintain 15–25% annual growth. Therefore, the Company has **5-Year Strategic Plan as follows**: 1) Become the No.1 facial skincare brand in Thailand, 2) Elevate the Rojukiss brand image, 3) Improve profitability and cash flow, 4) Grow international sales to 20% of revenue, 5) Strengthen D2C (Direct to Consumer) and D2P (Direct to Partner) channels, 6) Explore new product categories and sales channels, 7) Sustain Sis2Sis sales volume.

Industry Trends and Opportunities in Southeast Asia :

- Korean skincare formulations gaining popularity.
- AI, AR, and virtual try-ons enhance personalization.
- Increasing demand for anti-aging and clean/sustainable products.
- Sustainability and clean Products as per trend in natural and organic with low impact to environment.
- Online shopping growth continues post-COVID.
- Strong potential for digital-first marketing strategies.

The Company is well-positioned to leverage these trends through innovation, digital transformation, and sustainability, supporting its long-term vision.

Marketing Strategy for 2025

Presented by Ms. Natthanee Jenwattanavet, Chief Marketing Officer.

1. Strengthening Core Pillars: Investing in and promoting our key product lines.
2. Engaging Younger Consumers: Developing relevant products and leveraging targeted digital communication.
3. Optimizing Consumer Engagement: Enhancing digital interactions and brand experiences across all touchpoints, with a focus on performance marketing.
4. Solidifying Brand Identity: Refining our brand essence and visual identity to reinforce our innovative and dermatologically-focused positioning through brand equity campaigns.
5. Fueling Growth through Innovation: Implementing a clear 'Innovation Strategy' to drive New Product Development (NPD), capitalize on market opportunities, and optimize innovation across all product tiers.

Product Portfolio:

- Base Range: Accessible pricing, strong results, available in general retail.
- Clinical Grade Range: Clinically tested, suitable for sensitive skin.

Q1-2025 Campaigns:

- Phyto-Retinol: Plant-based retinal alternative, safe for sensitive skin. Winner of the Watsons Health and Beauty Award – Rising Anti-Aging Serum.
- Face-Eye-Neck Cream Campaign: Integrated TV, digital, and influencer marketing.
- POREBRIGHT: Focused on brightness and blemish care, targeting youth and professionals.
- Hydrogel Masks: Developed in-house, using popular formulas and the latest Korean technology, launched in 4 variants.

Sales Strategy for 2025

Presented by Ms. Nalisa Lek-Uthai, Chief Sales Officer

Key Sales Goals:

1. Achieve No.1 sales position in Watsons and 7-Eleven.
2. Execute new product launches effectively.
3. Implement onshelf and offshelf strategies to increase visibility and sales.

4. Drive online sales via robust e-commerce strategy.
5. Improve sales forecasting and GTN (Gross to Net) analysis.
6. Strengthen Channel Distribution (CD) fundamentals: forecasting, negotiation, engagement, finance.
7. Drive Average Selling Price (ASP) up by 15%.
8. Expand and stabilize international markets.
9. Design a future-ready organization chart, recruit and retain top talent.

Distribution Expansion:

- Modern Trade: Increase product selection.
- General Trade: Expand from 440 to 890 outlets in Q1 2025.

International Strategy:

- Direct Distribution via large distributors for both online and offline in ASEAN.
- Appoint experienced Country Managers.
- Use international wholesalers to distribute globally.
- Goal: Grow international sales from 2% (2024) to 20% (2030).

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries regarding the current agenda item.

As there were no additional questions or comments that related to this agenda, the Moderator informed the Meeting that this agenda was reported for acknowledgement which the resolution was not required, and concluded that the Meeting hereby acknowledged the Company's operating performance for the year 2024.

Agenda 2 To consider and approve the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024.

The Chairman informed the Meeting that this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes.

The Chairman informed the Meeting that this agenda was to consider and approve the consolidated financial statements for the year ended 2024, details as reported in the previous agenda. The Board of Directors had considered and deemed it appropriate to propose the Meeting to acknowledge the Company's operating performance for the year 2024 and consider and approve the financial statements for the year ended 31 December 2024 which were audited and certified by the auditor and reviewed by the Audit Committee and the Board of Directors.

The Chairman invited Ms. Nantika Sae-Jeing, the Chief Financial Officer, to report the details of this agenda to the Meeting.

Ms. Nantika Sae-Jeing, the Chief Financial Officer, informed the Meeting that the Company's financial statements for the year ended 31 December 2024 presented fairly in all material respects in accordance with Financial Reporting Standards was audited and certified by PricewaterhouseCoopers ABAS Ltd., the Certified Public Accountant, and has been reviewed by the Audit Committee and the Board of Directors, details as shown in 2024 Annual Report (Form 56-1 One Report).

The details of consolidated financial statements and separate financial statements of the Company and its subsidiaries for the year ended 31 December 2024 can be summarized as follows:

Unit: Baht

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,316,328,639	1,350,421,817
Total Liabilities	297,363,507	453,859,797
Total Equity	1,018,965,132	896,562,020
Issued and Paid-Up Capital	300,005,000	300,005,000
Revenue from Sales and Services	1,169,455,429	1,139,924,536
Profit for the Year	160,871,425	182,783,390
Earnings per Share (Baht/Share)	0.27	0.30

The Company's financial statements for the year ended 31 December 2024 were audited and approved unconditionally by the auditor from PricewaterhouseCoopers ABAS Ltd. According to the auditor's opinion, there was no significant error found in the Company's internal controls. The Board of Directors thus deemed it appropriate to propose the Meeting to consider and approve the financial statements for the year ended 31 December 2024 according to the approval of the Audit Committee.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the consolidated financial statements for the year ended 2024. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstention).

Resolution: The Meeting approved the audited financial statements of the Company for the year ended 31 December 2024 with the majority vote of shareholders who attended the Meeting and casted their votes as follows:

Approved	377,868,954	votes	or	99.9323	%
Disapproved	256,000	votes	or	0.0677	%
Abstained	0	votes	or	0	%
Total	378,124,954	votes	or	100	%

Remark: In this agenda, there were 7 additional shareholders attending the Meeting holding 43,437,200 shares. Thus, there was a total of 34 shareholders attended the Meeting holding altogether 378,124,954 shares.

Agenda 3 To consider and approve the omission of allocation of net profit to the legal reserve and approve the dividend payment for the operating results of the year 2024.

The Chairman informed the Meeting that this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes.

The Chairman invited Ms. Nantika Sae-Jeing, the Chief Financial Officer, to report the details of this agenda to the Meeting.

Ms. Nantika Sae-Jeing, the Chief Financial Officer, informed the Meeting that pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof) and Article 55 of the Articles of Association of the Company, the Company shall allocate part of its annual net profit to a reserve fund in an amount of not less than 5% of the annual net profit deducted of accumulated loss carried forward (if any) until this reserve fund reaches the amount of not less than 10% of the registered capital. In addition, to comply with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof) and Article 54 of the Articles of Association of the Company, no dividend shall be paid other than out of profits. In case the Company still has an accumulated loss, no dividends shall be paid. The Board of Directors shall determine the amount of dividends as deemed appropriate.

The Company's dividend payment policy is to distribute dividends at the rate of not less than 50% of net profit on separate financial statements after the deduction of corporate income tax and all reserves. However, the payment could be changed depending on the investment plan, liquidity, necessity, and other factors in relation to appropriateness for the future plan as the Board of Directors and/or the Company's shareholders deem appropriate.

Regarding the Company's financial performance for the year 2024, the Company reported a net profit from its separate financial statements amounting to 182,783,390 baht. However, the company has a registered capital of 309,000,000 baht and a legal reserve of 30,900,000 baht, equivalent to 10% of the registered capital, in accordance with the law and the Company's Articles of Association. Therefore, the Company is not required to further allocate its net profit for the year 2024 as a legal reserve.

In the year 2024, the Company has already paid interim dividends 2 times, as follows:

- 1) The Company paid an interim dividend from operating results from January to June 2024 at the rate of 0.10 Baht per share, totaling 60,001,000 Baht which was paid on 13 September 2024 as approved by the Board of Directors' Meeting No. 5/2024 held on 13 August 2024.
- 2) The Company paid an interim dividend from operating results from July to November 2024 and the Company's retained earnings at the rate of 0.15 Baht per share, totaling 90,001,500 Baht which was paid on 30 December 2024 as approved by the Board of Directors' Meeting No. 7/2024 held on 3 December 2024.

Thus, the Company will pay the remaining dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024 at the rate of 0.09 Baht per share, totaling 54,000,900 Baht. The total dividends payments will be deducted withholding tax at the prescribed rate.

Therefore, The Company considered the interim dividends from operating results from January to February 2025 and the Company's retained earnings at the rate 0.03 Baht per share, totaling 18,000,300 Baht.

The Company deems it appropriate to propose the shareholders' meeting to approve the dividend payment as follows:

1. The dividend payment in cash from operating results in the year 2024. The dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024 at the rate of 0.09 Baht per share, totaling 54,000,900 Baht. In this regard, the dividend would be allocated from the unappropriated retained earnings as of 31 December 2024 to the ordinary shareholders at the rate of 0.34 Baht per share, for 600,010,000 ordinary shares, totaling 204,003,400 Baht, representing 112 percent of the Company's net profit from separate financial statements for the year 2024 which is in accordance with the Company's dividend payment policy. The total dividends payments will be deducted withholding tax at the prescribed rate. and

2. The interim dividend payment to shareholders from operating results from January to February 2025 and the Company's retained earnings will be at a rate of 0.03 Baht per share, totaling 18,000,300 Baht, for 600,010,000 ordinary shares of the Company.

The total dividend payment will be at a rate of 0.12 Baht per share, totaling 72,001,200 Baht.

The Record Date for the shareholders who are entitled to receive dividends is on 2 May 2025. After the Annual General Meeting of Shareholders approves such dividend payment, the dividend shall be paid on 23 May 2025.

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to propose the shareholders' meeting to acknowledge the non-appropriation of the annual net profit for the year 2024 as the legal reserve, because at present the Company has the appropriation of as legal reserve fund was equivalent to 10 percent of the registered capital, fully appropriated according to the Company's Articles of Association.

In addition, the Board of Directors propose the shareholders' meeting to consider and approve the payment of dividend for (1) the fiscal year ended 31 December 2024 at the rate of Baht 0.34 per share for its 600,010,000 ordinary shares of the Company, totaling approximately 204,300,400 Baht, representing 112 percent of the Company's profit from separate financial statements for the year 2024 and acknowledge the interim dividend payment 2 times in the year 2024 as per the resolution of the Board of Directors. Therefore, the Company has the remaining dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024, to be additionally paid to the shareholders at the rate of 0.09 Baht per share for its 600,010,000 ordinary shares of the Company, totaling 54,000,900 Baht. and (2) The interim dividend payment to shareholders from operating results from January to February 2025 and the Company's retained earnings will be at a rate of 0.03 Baht per share, totaling 18,000,300 Baht, for 600,010,000 ordinary shares of the Company.

The dividend payment will be made to shareholders whose names appear in the shareholder register book, with the record date set for 2 May 2025 and the dividend payment date for 23 May 2025

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the omission of allocation of net profit to the legal reserve and the dividend payment for the operating results of the year 2024. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstention).

Resolution: The Meeting acknowledged the non-appropriation of the annual net profit for the year 2024 as the legal reserve, because at present the Company has the appropriation of as legal reserve fund was equivalent to 10 percent of the registered capital, fully appropriated according to the Company's Articles of Association and approve the payment of dividend for (1) the fiscal year ended 31 December 2024 at the rate of Baht 0.34 per share for its 600,010,000 ordinary shares of the Company, totaling approximately 204,300,400 Baht, representing 112 percent of the Company's profit from separate financial statements for the year 2024 and acknowledge the interim dividend payment 2 times in the year 2024 as per the resolution of the Board of Directors. Therefore, the Company has the remaining dividend payment from operating results from July to December 2024 and the Company's retained earnings according to the separate financial statements as of 31 December 2024, to be additionally paid to the shareholders at the rate of 0.09 Baht per share for its 600,010,000 ordinary shares of the Company, totaling 54,000,900 Baht. and (2) The interim dividend payment to shareholders from operating results from January to February 2025 and the Company's retained earnings will be at a rate of 0.03 Baht per share, totaling 18,000,300 Baht, for 600,010,000 ordinary shares of the Company. The Record Date on which the shareholders shall have the right to receive dividends is set on 2

May 2025 and the dividend will be paid on 23 May 2025 as proposed. The Meeting approved with the majority vote of shareholders who attended the Meeting and cast their votes as follows:

Approved	377,868,964	votes	or	99.9323	%
Disapproved	256,000	votes	or	0.0677	%
Abstained	0	votes	or	0	
Total	378,124,954	votes	or	100	%

Agenda 4 To consider and approve the appointment of auditors and determine the audit fee for the year 2025

The Chairman informed the Meeting that this agenda requires a majority vote of the shareholders who attend the Meeting and casted their votes.

The Chairman invited Mrs. Pratana Mongkolkul, the Chairman of the Audit Committee, to report the details of this agenda to the Meeting.

Mrs. Pratana Mongkolkul, the Chairman of the Audit Committee, informed the Meeting that Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof) and Article 50 of the Articles of Association of the Company, the appointment of auditor and audit fees shall be approved at the Annual General Meeting of Shareholders. The auditor who retired is eligible for re-appointment. The audit fee shall be fixed by the shareholders' meeting. In this regard, the auditor must not be the Company's directors, employees, staff, or any person holding any position in the Company.

The Audit Committee had considered appointing 3 auditors, by taking into account the performance, independence of the auditor, and audit fee, then recommended the Board of Directors to approve the appointment of PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the year 2025, which has been appointed for consecutive years because PricewaterhouseCoopers ABAS Ltd. is a leading audit firm with international standard, expertise in auditing, and has proposed appropriate audit fee. The Audit then proposed to the Meeting to appoint one of the following persons as the auditor of the Company for the year 2025.

1. Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358 and/or
2. Ms. Tithinun Vankeo Certified Public Accountant No. 9432 and/or
3. Mr. Paiboon Tunkoon Certified Public Accountant No. 4298

Any one of the above auditors was authorized to conduct the audit and express an opinion on the financial statements of the Company and its subsidiaries. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify another Certified Public Accountant to carry out the work.

PricewaterhouseCoopers ABAS Ltd. and the above-named auditors are the auditors who have been approved by The Securities and Exchange Commission of Thailand and have no relationship or interest with the Company/ subsidiary/ executive/ major shareholder or the related person with the said persons. Thus, they are independent in auditing and provide opinions to the financial statements of the Company.

Furthermore, the Audit Committee proposed the Meeting to determine an audit fee for the year 2025 in the amount of not exceeding Baht 3,150,000 (excluding VAT), consisting of an annual audit fee and quarterly audit fee, (excluding audit fee of the subsidiary) and other service fees (Non-Audit Fee), i.e., fee for the observation for destruction inventories in the amount of Baht 10,000. In this regard, the above-mentioned audit fee does not include miscellaneous related expenses such as document/ printing, postage stamps, communication, etc. The audit firm will collect such expenses from the Company based on actual payment.

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to propose the Meeting to consider and approve the appointment of the auditor from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor for the year 2025 and approve the determination of the audit fee for the year 2025 of not exceeding Baht 3,150,000 (excluding VAT) and other service fees in the amount of Baht 10,000.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the appointment of auditors and the determination of the audit fee for 2025. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstention).

Resolution: The Meeting approved the appointment of Ms. Nuntika Limviriyalers, Certified Public Account (Thailand) No. 7358, and/or Ms. Tithinun Vankeo, Certified Public Account (Thailand) No. 9432, and/or Mr. Paiboon Tunkoon, Certified Public Account (Thailand) No. 4298 of Pricewaterhouse Coopers ABAS Ltd. as the Company's auditors, whereby any one of them being authorized to conduct the audit and express and opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify other Certified Public Accountants within PricewaterhouseCoopers ABAS Ltd. to carry out the work. The Meeting also approved the total audit fee for the year 2025 in the amount of Baht 3,150,000 (excluding VAT) and other expenses in the amount of Baht 10,000. The Meeting approved with the majority vote of shareholders who attended the Meeting and cast their votes as follows:

Approved	378,124,954	votes	or	100	%
Disapproved	0	votes	or	0	%
Abstained	0	votes	or	0	
Total	378,124,954	votes	or	100	%

Agenda 5 To consider and approve the appointment of directors to replace the directors retired by rotation for the year 2025

The Chairman informed the Meeting that this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes and the votes would be carried out for each director individually.

The Chairman invited Dr. Chatchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, to report the details of this agenda to the Meeting and requested the retiring directors to temporarily leave the Meeting.

Dr. Chatchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof) and Article 20 of the Articles of Association of the Company, one-third of the directors must retire from office by rotation in every annual general meeting of shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The retiring directors may be re-elected. In such case, there were 3 directors that were due to retire by rotation at the Meeting as follows:

1. Dr. Lackana Leelayouthayotin Independent Director / Chairman of the Board of Directors
2. Mr. Corrado Giaquinto Director / Member of the Risk Management Committee / Member of the Executive Committee / Member of the Corporate Governance & Sustainability Committee
3. Mrs. Worrawan Chaikamnerd Director

According to Good Corporate Governance Policy and Equitable Treatment of Shareholders, the Company gave the right to the Shareholders from December 20, 2024, to January 31, 2025, to nominate persons who have qualification, knowledge, and competence to the meeting for consideration such persons to be director of the Company. The Company has broadcasted the rules and regulations as prescribed by the Company by uploading them into the stock exchange system. After the end of such period, there were no shareholders who nominated the person to the meeting for consideration to be director of the Company.

The Board of Directors, with the recommendation of the Nomination and Remuneration Committee considering the appropriateness, and the ultimate interest of the Company, found that the above-named retired directors had full qualifications and did not possess any prohibited characteristics under applicable laws, as well as had experience, knowledge, and expertise which benefit the Company's business operation. In addition, Dr. Lackana Leelayouthayotin as the directors who were proposed to be re-elected as independent directors for another term were fully qualified as independent directors, according to the criteria set by the Company which is equivalent to the minimum requirement specified in the announcement of the Capital Market Supervisory Board, as well as being able to raise independent opinion and recommendations on the Company's operations. The Board of Directors, therefore, deemed it appropriate to propose the Meeting to re-elect the said 3 retired directors as the Company's directors for another term.

The directors shall be appointed individually, so the shareholders could exercise their full discretion in each election. For good corporate governance, the shareholders shall express their votes, whether for approval, disapproval, or abstention, for each director individually. The shareholders who did not cast their votes would be counted as abstentions. The Moderator then proposed the Meeting to consider and approve the appointment of directors to replace the directors who retired by rotation.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the appointment of directors to replace the directors who retired by rotation individually. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstention). The Moderator presented the details of each director as set forth in Enclosure 3.

Resolution: The Meeting approved the re-appointment of directors who retired by rotation for the year 2025 to continue as directors for another term with the majority vote of shareholders who attended the Meeting and cast their votes as follows:

1. Dr. Lackana Leelayouthayotin

Approved	378,054,754	votes	or	100	%
Disapproved	20,000	votes	or	0	%
Abstained	70,200	votes	Not being count as a vote		
Total	378,054,754	votes	or	100	%

2. Mr. Corrado Gianquinto

Approved	378,034,754	votes	or	99.09947	%
Disapproved	20,000	votes	or	0.0053	%
Abstained	70,200	votes	Not being count as a vote		
Total	378,054,754	votes	or	100	%

3. Mrs. Worrawan Chaikamnerd

Approved	378,034,754	votes	or	99.09947	%
Disapproved	20,000	votes	or	0.0053	%
Abstained	70,200	votes	Not being count as a vote		
Total	378,054,754	votes	or	100	%

Agenda 6 To consider and approve the remuneration for the Board of Directors and Sub-Committee for the year of 2025

The Chairman informed the Meeting that this agenda requires the votes of not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

The Chairman invited Dr. Chatrchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, to report the details of this agenda to the Meeting.

Dr. Chatrchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, informed the Meeting that the Board of Directors appointed the Nomination and Remuneration Committee to carefully determine the remuneration for the Board of Directors and Sub-Committee members by considering the appropriateness of business type, size, and relation to the Company's operations which is in line with the market norm and other companies in the same industry, experiences, duties, and responsibilities of the directors.

The Nomination and Remuneration Committee with the Board of Directors deemed it appropriate to propose to the Meeting to determine the remuneration for the Board of Directors and Sub-Committee members for the year 2025 in the forms of monthly remuneration and meeting allowance at the same rate as those for the year of 2024, details set forth in the invitation letter for the Meeting, as follows:

Remuneration	2024		2025 (Proposed)	
	Chairman	Directors	Chairman	Directors
1. Monthly Remuneration	15,000 Baht	10,000 Baht	15,000 Baht	10,000 Baht
2. Meeting Allowance				
Board of Directors	17,500 Baht	12,500 Baht	17,500 Baht	12,500 Baht
Audit Committee	15,000 Baht	10,000 Baht	15,000 Baht	10,000 Baht
Nomination and Remuneration Committee	12,000 Baht	7,000 Baht	12,000 Baht	7,000 Baht
Corporate Governance and Sustainability Committee	12,000 Baht	7,000 Baht	12,000 Baht	7,000 Baht
3. Other Benefits	None		None	
Remark: * Meeting allowance of the Board of Directors and sub-committees will be paid as an actual meeting. **Those who were executive directors would not be entitled to the above remuneration because they already were remunerated in their capacity as employees.				

The Chairman informed the Meeting that the Board of Directors, with the recommendation of the Nomination and Remuneration Committee, deemed it appropriate to propose the Meeting to consider and approve the remuneration for the Board of Directors and Sub-Committee. The proposed rates would be in effect after the approval of the Meeting.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the remuneration for the Board of Directors and Sub-Committee for the year of 2025. In this regard, this agenda required an affirmative vote of not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting (including the abstention).

Resolution: The Meeting approved the remuneration for the Board of Directors and Sub-Committee for the year of 2025 as proposed with the votes of not less than two-thirds (2/3) of the total votes of shareholders who attended the Meeting as follows:

Approved	378,110,954	votes	or	99.9963	%
Disapproved	0	votes	or	0	%
Abstained	14,000	votes	or	0.0037	
Total	378,124,954	votes	or	100	%

Agenda 7 To consider and approve the amending of the authorized directors of the Company.

The Chairman informed the Meeting that this agenda requires a majority vote of the shareholders who attend the Meeting and casted their votes.

According to Article 32 of the Company's Article of Association imposed that "The number of directors authorized to sign on behalf of the Company shall be two directors signing jointly and affixing the Company's seal. The shareholders' meeting has the authority to determine the list of directors authorized to sign on behalf of the Company."

To enhance management flexibility and align with the current structure of the Company's board and management, the Company proposes that the shareholders consider and approve the changes in the authority of the directors who sign on behalf of the Company as follows:

Current Version: Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh; two of these three directors are authorized to jointly sign and affix the Company's seal on behalf of the Company. Restriction on power of directors: none/.

Proposed Changes: Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh or Mr. Corrado Giaquinto; two of these four directors are authorized to jointly sign and affix the Company's seal on behalf of the Company. Restriction on power of directors: none/.

The Chairman informed the Meeting that the Board of Directors deemed it appropriate to propose the Meeting to consider and approve the amending of the authorized directors of the Company as the above details.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the amending of the authorized directors of the Company. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstention).

Resolution: The Meeting approved approve the change the authority of the directors who sign on behalf of the Company to Mr. Anotai Adulbhan or Mrs. Worrawan Chaikamnerd or Miss Piyawadee Sonsingh or Mr. Corrado Giaquinto; two of these four directors are authorized to jointly sign and affix the Company's seal on behalf of the

Company. Restriction on power of directors: none/. The Meeting approved with the majority vote of shareholders who attended the Meeting and cast their votes as follows:

Approved	378,124,954	votes	or	100	%
Disapproved	0	votes	or	0	%
Abstained	0	votes	or	0	
Total	378,124,954	votes	or	100	%

Agenda 8 To consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to Directors and Executives /Employees of the Company No. 2 under the KISS-ESOP-W2

The Chairman informed the Meeting that this agenda requires the votes as follows:

- 1) For directors, executives or employees who are offered less than 5 percent of the warrants issued:
 - The resolution on this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote (exclude stakeholder) and it must not exceed more than 10 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.
- 2) For directors executives or employees who are offered more than 5 percent of the issued warrants:
 - The resolution on this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote (exclude stakeholder) and it must not exceed more than 5 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.

The Chairman invited Dr. Chatrchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, to report the details of this agenda to the Meeting and requested the stakeholders (Mr. Corrado Giaquinto, Ms. Nalisa Lekutai, Ms. Nutthinee Jenwattanavech, and Mrs. Manutsawat Wanalerlak) to temporarily leave the Meeting.

Dr. Chatrchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, informed the Meeting that the Company desires to issue and offer the warrants to purchase the Company's newly issued ordinary shares of the Company, offering to directors, , and employees of the Company No.2 (KISS-ESOP-W2) in the amount of not exceeding 48,000,000 units, at no cost, in order to motivate the Company's directors, executives, and employees to work efficiently and effectively, in order to maximize the benefits for the Company and its shareholders, by encouraging them to participate in owning shares in the Company. This aligns their objectives with those of the shareholders, which will benefit the Company's long-term business operations and create sustainable returns for both the Company and its shareholders. Additionally, it aims to retain knowledgeable and skilled personnel to continue working with the Company in the long term, fostering stable growth for the Company.

The Company propose the issuance and Offering Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to the Directors Executives and Employees of the Company No. 2 ("KISS-ESOP-W2") for a volume not exceeding 48,000,000 units, without an offering price, and with an exercise ratio of one unit of warrant per one ordinary share at an exercise price of 4.30 Baht per share, and with a term of 5 years from the issuance date of the warrants.

The warrants representing the right to purchase ordinary shares of the Company to be issued and offered under the KISS-ESOP-W2 will not be registered as listed securities on the Stock Exchange and not offer newly issued securities at a price lower than 90 percent of the market price. The market price is defined as the weighted average price of the Company's ordinary shares on the Stock Exchange over the 15 consecutive trading days

prior to the date on which the Board of Directors resolves to propose the agenda to the shareholders' meeting for approval of the Company's offering of such warrants (during 3 February 2025 and 24 February 2025). Therefore, the impact on the shareholding proportion, and the effect on the market price of the shares from the issuance of warrants of the Company under KISS-ESOP-W2 program is detailed in Enclosure No. 5. In addition, the Company will complete the allocation of warrants within 1 year from the date of shareholders' meeting approving the issuance of the warrants.

The Detail of the Issuance and Offering Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to the Directors Executives and Employees of the Company to Purchase the Company's Newly Issued Ordinary Shares to Employees No. 2 ("KISS-ESOP-W2"), as detailed in Enclosure No. 5.

Issuer	:	Rojukiss International Public Company Limited (the "Company")
Name of Securities Offered	:	Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, issued to directors, executives, and employees of the Company, No. 2 (KISS-ESOP-W2) (the "warrants")
Type and kind of the warrants	:	Specify warrant holders specified and non-transferable
Term of the warrants	:	5 years from the date of issuance of the warrants. After the issuance of the warrants, the Company will not extend the validity period of the warrants and will complete the offering of the underlying shares according to the duration of the warrants.
Number of the warrants	:	Not exceeding 48,000,000 units.
Number of newly issued ordinary shares allocated for supporting the exercise of rights	:	Not exceeding 48,000,000 shares at a par value of 0.50 baht each, equivalent to 7.41% of the total number of already issued shares of the Company after this capital increase.
Characteristics of the offering and Type of Allotment	:	The warrants issued in this instance will be offered to the directors, executives, and employees, without going through a securities underwriter. The Nomination and Remuneration Committee together with the Board of Directors representatives, namely Mrs. Pratana Mongkolkul and Ms. Piyawadee Sonsingh, are assigned to jointly determine and consider other details, including the qualifications of the allocated recipients, the list of executives who do not hold the position of director within the Company, and employees entitled to the allocation, and the number of common shares that each of executives, and employees will be allocated. This also includes the conditions related to the issuance and offering of the warrants. This will be done under the guidelines, conditions, and methods approved by the shareholders' meeting and within the scope of authority as prescribed by law or relevant regulations.
Offering Price per Unit	:	THB 0 (zero Baht)

- Exercise Ratio** : 1 unit of Warrant will be entitled to purchase 1 ordinary share, the Exercise Ratio may be changed thereafter in case of an Adjustment of Rights.
- Exercise Price** : THB 4.30 This price represents a discount not exceeding 10 percent from the market price of the Company's newly issued ordinary shares and is not considered an offering of newly issued securities at a price lower than the market price. This price is calculated based on the average weighted trading price of the Company's shares on the Stock Exchange of Thailand ("SET") for the 15 consecutive trading days prior to the date when the Company's Board of Directors resolved to propose this matter to the 2025 Annual General Meeting of Shareholders approval to offer the warrants, which is a sufficient period to cover the trading volume and price that reflects the market price of the Company's shares (between February 3 - 24, 2025), equivalent to THB 3.80.
- The exercise price may change following any right adjustment. In the event of such an adjustment, the exercise price shall not be lower than the par value of the company's shares at that time.
- Reasons and appropriateness of the determination of such offer price and market price** : The exercise price of the warrants under the KISS-ESOP-W2 program is deemed appropriate. Setting the price above the market price serves to motivate and incentivize directors, executives, and employees to collectively enhance the Company's capabilities, ensuring stable and sustainable growth.
- Date of issue and offering of the warrants** : The Board of Directors and/or the person(s) entrusted by the Board of Directors is (are) authorized to determine the issuing date of the warrants after having obtained approval from the Shareholders Meeting.
- Offering period** : The Company will offer the warrants within 1 year from the date on which shareholders' meeting approves the issuance and offering of the warrants.
- Exercise Date** : The last business day of March, June, September, and December throughout the term of the warrants shall be designated as the exercise dates. The first exercise date is schedule for June 30, 2027 and the final exercise date is schedule for May 15, 2030, which precedes the expiration of the 5 years term from the date of issuance and offering of the warrants by the Company. If the exercise date is a non-working day, the exercise date shall be postponed to the preceding business day.
- Notification period of intention** : Warrant holders who wish to exercise their rights to purchase the Company's ordinary shares must submit a notification of their intention to exercise such rights. The intention to exercise must be declared at least 30 days in advance of the publication of the Company's financial statements or any information related to its financial position and status. Furthermore, the ordinary shares acquired through the exercise of warrants must not be traded until at least 24 hours after such information has been publicly disclosed. The notice of intention to exercise rights must be submitted between 9:00 AM and 4:00 PM on any business day within the 5-business-day period preceding each exercise date. If the exercise date is a non-working day, the exercise date shall be postponed to the preceding business day. However, for the final exercise, the notice of intention to exercise rights must be submitted within the 15-business-day period prior to the final exercise date.

Exercise period and conditions : The warrant holders will be entitled to exercise the right under the Warrant as follow:

Period	The allocation of warrants exercisable during each period.
After 24 months from the date of issuance	The rights can be exercise for up to 10 %.
After 36 months from the date of issuance	The additional amount cannot exceed 30%, bringing the total to no more than 40% of the warrants allocated.
After 48 months from the date of issuance	The additional amount cannot exceed 30%, bringing the total to no more than 70% of the warrants allocated.
After 60 months from the date of issuance	The rights can be fully exercised.

The Warrants not exercised in any Exercise Period can be carried forward to the next Exercise Period until the end of the term of the Warrants, after which all unexercised Warrants shall be deemed to be cancelled and cease to be effective.

Transfer restrictions : The warrants cannot be transferred to a third party, except in case where the warrant holder becomes deceased, incapacitated, incompetent, missing or otherwise unable to manage their affairs. The rights can be exercised by their heirs, guardians, or trustees on behalf of warrant holder until the expiration of the warrants. However, the Company limits the exercise of rights under the warrants in situations where such exercise would result in the Company losing rights and benefits it is entitled to under the law.

Secondary market of the warrants : The Company will not register the warrants issued in this instance as listed securities on the Stock Exchange of Thailand (SET)

Secondary market of the ordinary shares reserved to accommodate the warrants : The Company will list the ordinary shares reserved to accommodate the warrants on the Stock Exchange of Thailand (SET).

Rights and benefits other than those normally attached to the ordinary shares : None

Provisions for the right : The Company will adjust the exercise price and the exercise ratio upon the occurrence of any of the following events:

adjustment for the warrants

- (a) When the par value of the Company's shares changes as a result of the reverse stock split or stock split
- (b) When the Company offers any newly issued ordinary shares at a price lower than 90% of the market price of the Company's ordinary shares
- (c) When the Company offers any new securities with conversion rights, and sets the price of the newly issued ordinary shares for the exercise of such rights at a price lower than 90% of the market price of the Company's ordinary shares
- (d) When the Company pays dividends, in whole or in part, by newly issued ordinary shares to shareholders
- (e) When the Company pays dividends exceeding 100% of the Company's net profit after tax.
- (f) When any other event occurs that causes the warrant holders to lose their rights and benefits, and such event is not of the same nature as items (a) to (e), the Company shall have the discretion to consider the matter.

Regarding the details, the Board of Directors and/or any person assigned by the Board of Directors shall have the authority to determine the terms and other details related to the adjustment or modification of the exercise ratio and exercise price, in accordance with applicable laws, regulations, and announcements, as deemed appropriate

Reasons to issue new shares to accommodate the adjustments of rights

: Upon the adjustment of exercise price under the provisions for the right adjustment under the terms and conditions of the Warrants, which is the events prescribed under the Notification No. TorChor. 34/2551

Directors, executives, or employees who are offered more than 5 percent of the issued warrants are as follows:

Name	Position	Number of Warrants (Units)	percent of the total number of issues warrants
1. Mr. Corrado Giaquinto	Chief Executive Officer/ Director	18,000,000	37.50%
2. Ms. Nalisa Lekutai	Chief Commercial Officer	6,000,000	12.50%
3. Ms. Nutthinee Jenwattanavech	Chief Marketing Officer	6,000,000	12.50%
4. Mrs. Manutsawat Wanalertlak	Chief Supply Chian Officer	4,000,000	8.33%

The securities to be offered to directors and executives will be offered at a price and under terms and conditions no more favorable than those offered to employees. And the individuals who are allocated warrants in excess of 5% have each received specific approval from the Nomination and Remuneration Committee, which is composed of at least three directors. None of the directors who are to be allocated more than 5% of the securities serve as members of the Nomination and Remuneration Committee. Further details are provided in Enclosure 5 attached to the notice of the meeting.

To ensure transparency and alignment with good corporate governance principles, all shareholders—whether voting in favor, against, or abstaining—are requested to cast their votes individually for each director and

executive who is allocated more than 5% of the total number of offered warrants.

In addition, it is deemed appropriate to propose that the shareholders' meeting to consider and approve the delegation of power to the Company's Board of Directors, the Nomination and Remuneration Committee, the authorized signatory directors, or any person designated by the Board of Directors, the Nomination and Remuneration Committee, or the authorized signatory directors will be appointed and authorized to (a) consider, determine, amend, and add any necessary and relevant details regarding the allocation of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws, including the offering period and method, payment, date the warrants are issued, allotment details and procedures, exercise period, term of the warrants, and characteristics and details of the warrants; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the KISS-ESOP-W2.

The Board of Directors has considered and deemed it appropriate to propose that the annual general meeting of shareholders the shareholders' meeting consider and approve the Issuance and Offering Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to the Directors Executives and Employees of the Company No. 2 ("KISS-ESOP-W2") as above details.

The Moderator informed the votes as follows:

- 1) For directors, executives or employees who are offered less than 5 percent of the warrants issued:
 - The resolution on this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote (exclude stakeholder) and it must not exceed more than 10 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.
- 2) For directors executives or employees who are offered more than 5 percent of the issued warrants:
 - The resolution on this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote (exclude stakeholder) and it must not exceed more than 5 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.

The shareholders who are entitled to receive the allocation of warrants shall not have the right to vote on matters related to the warrants namely;

1. Ms. Parichat Sangmuang, Human Resources Manager, holds 15,000 company's shares.
2. Ms. Patchara Bunyamanee, Senior Manager, holds 14,000 company's shares.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to Directors and Executives /Employees of the Company No. 2 under the KISS-ESOP-W2. In this regard, this agenda required an affirmative vote as follows:

Resolution: The Meeting approved approve the Issuance and Offering Warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to the Directors Executives and Employees of the Company No. 2 ("KISS-ESOP-W2") for a volume not exceeding 48,000,000 units, without an offering price,

and with an exercise ratio of one unit of warrant per one ordinary share at an exercise price of 4.30 Baht per share, and with a term of 5 years from the issuance date of the warrants. In addition, the Meeting approves the delegation of power to the Company's Board of Directors, the Nomination and Remuneration Committee, the authorized signatory directors, or any person designated by the Board of Directors, the Nomination and Remuneration Committee, or the authorized signatory directors will be appointed and authorized to do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the KISS-ESOP-W2, as proposed. The Meeting approved (without stakeholders' votes) as follows:

8.1) For directors executives or employees who are offered less than 5 percent of the issued warrants. The Meeting approved with the votes of not less than 3/4 of shareholders present and eligible to vote with not exceed more than 10 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.

Approved	378,059,954	votes	or	99.9905	%
Disapproved	0	votes	or	0	%
Abstained	36,000	votes	or	0.0095	%
Total	378,095,954	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

8.2) For directors, executives or employees who are offered more than 5 percent of the warrants issued. The Meeting approved with the votes of not less than 3/4 of shareholders present and eligible to vote with not exceed more than 5 percent of the total votes of the shareholders present at the meeting objecting to this allocation of the warrant.

8.2.1) Allocated to Mr. Corrado Giaquinto, Chief Executive Officer/ Director, in the amount of 18,000,000 warrants, representing 37.50 percent of the total number of issues warrants under KISS-ESOP-W2.

Approved	377,713,754	votes	or	99.8989	%
Disapproved	276,000	votes	or	0.0730	%
Abstained	106,200	votes	or	0.0281	%
Total	378,095,954	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

8.2.2) Allocated to Ms. Nalisa Lekutai, Chief Commercial Officer, in the amount of 6,000,000 warrants, representing 12.50 percent of the total number of issues warrants under KISS-ESOP-W2.

Approved	377,713,754	votes	or	99.8989	%
Disapproved	276,000	votes	or	0.0730	%
Abstained	106,200	votes	or	0.0281	%
Total	378,095,954	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

8.2.3) Allocated to Ms. Nutthinee Jenwattanavech, Chief Marketing Officer, in the amount of 6,000,000 warrants, representing 12.50 percent of the total number of issues warrants under KISS-ESOP-W2

Approved	377,733,754	votes	or	99.9042	%
Disapproved	256,000	votes	or	0.0677	%
Abstained	106,200	votes	or	0.0281	%
Total	378,095,954	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

8.2.4) Allocated to Mrs. Manutsawat Wanalertlak, Chief Supply Chian Officer, in the amount of 4,000,000 warrants, representing 8.33 percent of the total number of issues warrants under KISS-ESOP-W2.

Approved	377,733,754	votes	or	99.9042	%
Disapproved	256,000	votes	or	0.0677	%
Abstained	106,200	votes	or	0.0281	%
Total	378,095,954	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

Agenda 9 To consider and approve the increase in the Company's registered capital to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2, and to amend Clause 4 of the Company's Memorandum of Association to reflect the capital increase.

The Chairman informed the Meeting that this agenda requires the votes of not less than two-thirds (3/4) of the total votes of the shareholders (excluded stakeholders) who attended the Meeting (including the abstention).

The Chairman invited Ms. Nantika Sae-Jeing, the Chief Financial Officer, to report the details of this agenda to the Meeting and requested the stakeholders (Mr. Corrado Giaquinto, Ms. Nalisa Lekutai, Ms. Nutthinee Jenwattanavech, and Mrs. Manutsawat Wanalertlak) to temporarily leave the Meeting.

Ms. Nantika Sae-Jeing, the Chief Financial Officer, informed the Meeting that the Company desires to increase its registered capital to accommodate the exercise of the warrants to purchase the Company's newly issued ordinary shares of the Company, offering to directors, executives, and employees of the Company No.2 (KISS-ESOP-W2) as detailed in Agenda 8.

Therefore, the Company has to increase in the Company's registered capital by an additional 24,000,000 Baht, from the existing registered capital of 309,000,000 Baht to a new registered capital of 333,000,000 Baht, by issuing 48,000,000 new ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, to be offered to the Directors and Executives/Employees of the Company, under the KISS-ESOP-W2. Also, it is deemed appropriate to propose the meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital by replacing with the following particulars:

"Clause 4	Registered capital	333,000,000	Baht	(Three hundred thirty-three million Bath)
	Divided into	666,000,000	Shares	(Six hundred sixty-six million shares)
	Par Value Per share	0.50	Baht	(Fifty satang)
	Divided into			
	Ordinary shares	666,000,000	Shares	(Six hundred sixty-six million shares)
	Preferred shares	-	Shares	(-)"

The details of the capital increase of the Company through a general mandate are as shown in the Capital Increase Report Form (F 53-4) (Enclosure No. 6).

Additional, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction, as well as to undertake any actions deemed necessary and appropriate to successfully complete the registration process.

The Chairman informed the Meeting that the Board deemed appropriate to propose that the annual general meeting of shareholders consider and approve to increase in the Company's registered capital by an additional 24,000,000 Baht, from the existing registered capital of 309,000,000 Baht to a new registered capital of 333,000,000 Baht, by issuing 48,000,000 new ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, to be offered to the Directors and Executives/Employees of the Company, under the KISS-ESOP-W2 and amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, as detailed above. This regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction, as well as to undertake any actions deemed necessary and appropriate to successfully complete the registration process.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the increase in the Company's registered capital to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2, and to amend Clause 4 of the Company's Memorandum of Association to reflect the capital increase. In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting (including the abstention).

Resolution: The Meeting approved to increase in the Company's registered capital by an additional 24,000,000 Baht, from the existing registered capital of 309,000,000 Baht to a new registered capital of 333,000,000 Baht, by issuing 48,000,000 new ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited, to be offered to the Directors and Executives/Employees of the Company, under the KISS-ESOP-W2 and amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, as detailed above, . This regard, it is also deemed appropriate to delegate the power to the persons designated by the Board of the Directors to register the capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in accordance with the Registrar's instruction, as well as to undertake any actions deemed necessary and appropriate to successfully complete the registration process. The Meeting approved with vote of not less than three-fourths of total votes of shareholders who attended the Meeting and cast their votes (without stakeholders' votes) as follows:

Approved	377,733,754	votes	or	99.9042	%
Disapproved	256,000	votes	or	0.0677	%
Abstained	106,200	votes	or	0.0281	%
Total	378,095,954	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

Agenda 10 To consider and approve the allotment of newly issued ordinary shares of the Company to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2.

The Chairman informed the Meeting that this agenda requires the votes of not less than two-thirds (3/4) of the total votes of the shareholders (excluded stakeholders) who attended the Meeting (including the abstention).

The Chairman invited Dr. Chatrchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, to report the details of this agenda to the Meeting and requested the stakeholders (Mr. Corrado Giaquinto, Ms. Nalisa Lekutai, Ms. Nutthinee Jenwattanavech, and Mrs. Manutsawat Wanalertlak) to temporarily leave the Meeting.

Dr. Chatrchai Tuongratanaphan, the Chairman of the Nomination and Remuneration Committee, informed the Meeting that pursuant to Agenda 9 proposed that the shareholders' meeting approve the increase in the Company's registered capital and amend Clause 4 of the Memorandum of Association to align with the aforementioned increase in registered capital as detailed above. The Board of Directors deems it appropriate to propose that the shareholders' meeting consider and approve the allocation of 48,000,000 newly issued ordinary shares of the Company, with a par value of 0.50 Baht per share, to accommodate the exercise of rights under the warrants to purchase newly issued ordinary shares under the issuance and offering of warrants to purchase newly issued ordinary shares of Rojukiss International Public Company Limited to directors, executives, and employees of the Company No.2 (KISS-ESOP-W2), in an amount not exceeding 48,000,000 units.

By authorize the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, or individuals designated by the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, to have the authority to (a) consider, determine, amend, and add any necessary and relevant details regarding the allocation of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws. (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents as well as registering the newly issued ordinary shares as listed securities on the stock exchange; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants under the KISS-ESOP-W2.

The Chairman informed the Meeting that the Board deemed it appropriate to propose to the annual general meeting of shareholders consider and approve the allotment not exceeding of 48,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2 program and also proposed that the Annual General Meeting of Shareholders approve the authorization of the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, or individuals designated by the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, to have the authority to consider, determine, amend, and change the terms and details related to the allocation of such newly issued shares as necessary and appropriate. This include the authority to sign any related documents and undertake any necessary and appropriate actions related to the allocation of such newly issued shares, including but not limited to providing information and submitting documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or other relevant authorities, as well as registering the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and approve the allotment of newly issued ordinary shares of the Company to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2. In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting (including the abstention).

Resolution: The Meeting approved the allotment not exceeding of 48,000,000 newly issued ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of warrants to purchase newly issued ordinary shares under the KISS-ESOP-W2 program and also proposed that the Annual General Meeting of Shareholders approve the authorization of the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, or individuals designated by the Board of Directors, the Nomination and Remuneration Committee, or the directors with signing authority for the Company, to have the authority to consider, determine, amend, and change the terms and details related to the allocation of such newly issued shares as necessary and appropriate. This include the authority to sign any related documents and undertake any necessary and appropriate actions related to the allocation of such newly issued shares, including but not limited to providing information and submitting documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or other relevant authorities, as well as registering the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. The Meeting approved with the majority vote of shareholders who attended the Meeting and cast their votes (without stakeholders' votes) as follows:

Approved	377,733,754	votes	or	99.9323	%
Disapproved	256,000	votes	or	0.0677	%
Abstained	106,200	votes	Not being count as a vote		
Total	394,468,441	votes	or	100	%

Note: For this agenda item, there are stakeholders who are not entitled to vote, representing a total of 29,000 shares.

Agenda 11 Other matters (if any)

After the meeting pass a resolution as the agenda proposed by the Board of Director was finished, there was propose the meeting to consider and ratify another matter. Pursuant to Section 105 paragraph two of the Public Act, it was indicated “*when the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting*”.

The Chairman clarified to the meeting that the agenda to ratify the aforementioned matter involves the purchase of shares in a joint venture company, specifically the acquisition of all common shares in O2Kiss Co., Ltd. ("O2KISS"), by purchasing 3,000,000 shares, representing 60% of the total shares in O2KISS, from O Shopping Co., Ltd., which is not a related party to the company. The total purchase price was 5,000,000 Baht. After this transaction, O2KISS became a subsidiary of the company. This transaction was completed in the second quarter of 2022.

The Chairman further requested the shareholders to vote on the matter with at least one-third of the total shares issued and outstanding in the company in order to approve this agenda.

Resolution: The Meeting considered and ratified to invest in other company resulting the Acquisition of a New Subsidiary. The Meeting approved with vote of not less than one-thirds of the total number of shares sold (without stakeholders' votes) as follows:

Approved	377,664,754	votes	or	62.4431	%
Disapproved	0	votes	or	0	%
Abstained	3,460,200	votes	or	0.5767	%
Total votes	378,124,954	votes	or	63.0198	%
Total number of shares sold	600,010,000	Votes	or	100.0000	%

Agenda 11.1 To consider and ratify the acquisition of O2 KISS Co., Ltd by purchasing 3,000,000 ordinary shares, equivalent to 60 percent of the total shares in O2KISS.

The Chairman invited Ms. Wattara Arun, Company Secretary, to report the details of this agenda to the Meeting. Ms. Wattara Arun, Company Secretary, explained that on May 13, 2022, the company had notified the resolution of the Board of Directors' Meeting No. 4/2022 via the SETlink system of the Stock Exchange of Thailand, with the key points as follows:

- 1.) The company made an additional investment in the joint venture (O2KISS), increasing its original from holding 40% to 100%, thus O2KISS became to a subsidiary of the Company.
- 2.) The purchase of shares in this joint venture qualifies as an acquisition of assets under the Securities and Exchange Commission's (SEC) Announcement No. TorChor. 20/2551, which sets the criteria for significant transactions. The maximum size of this transaction was calculated to be 1.95% of the company's net tangible assets (NTA) based on the consolidated financial statements as of March 31, 2022. In this regard, the transaction size is below 15% within a 6-month period, this transaction does not require compliance with the rules governing significant asset acquisitions or disposals by a listed company.
- 3.) The purchase of the said O2KISS shares did not fall under the related-party transaction rules as defined by the SEC's Announcement No. TorChor. 21/2551.

As a result of the transaction, O2KISS has become a subsidiary of the company. The transaction was successfully completed in the second quarter of 2022.

Furthermore, under Section 107(2)(b) of the Public Limited Companies Act B.E. 2535, in cases of acquiring or transferring the business of another company or private company to the company, the approval must be obtained by at least three-fourths (3/4) of the total votes of the shareholders who attend and are entitled to vote.

The Chairman informed the Meeting that this agenda requires the votes of not less than two-thirds (3/4) of the total votes of the shareholders (excluded stakeholders) who attended the Meeting (including the abstention). Therefore, the Chairman proposed that the general shareholders' meeting ratify the purchase of 3,000,000 common shares, representing 60% of the total shares in O2KISS, which resulted in O2KISS becoming a subsidiary of the company.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider and ratify the acquisition of O2 KISS Co., Ltd by purchasing 3,000,000 ordinary shares, equivalent to 60 percent of the total shares in O2KISS. In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting (including the abstention).

Resolution: The Meeting ratified the acquisition of O2 KISS Co., Ltd by purchasing 3,000,000 ordinary shares, equivalent to 60 percent of the total shares in O2KISS which the said transaction resulted the O2KISS being as New Subsidiary. The Meeting approved with vote of not less than three-fourths of total votes of shareholders who attended the Meeting and cast their votes (without stakeholders' votes) as follows:

Enclosure

Summary of questions from shareholders and answers from Mr. Corrado Giaquinto (Chief Executive Officer: CEO).
Question No. 1 to No. 4 was answered in the Meeting.

Khun Surarote Pongsuthep (Shareholder)

1Q: I would like to ask the CEO about the company's goals and strategies for 2025. Additionally, could you please share which strategies have been implemented since the beginning of the year and what the outcomes have been?

1A: The goal this year is to grow both top line and bottom line within a range 15-25%. We plan to grow market share 1.0 to 6.1, to build the ROJUKIS brand, and to elevate our profitability and cash flow profile, and to expand internationally. So, against this goal, the team has been working very hard these first four months, and I'm very pleased with the progress. One of the most important achievements, has been to create a new framework for innovation, where we standard the time horizon. We look at two years, so we have innovation grid already for 2026, and we have created with the commercial team a set of golden rules that will improve the quality of innovation, but also the synchronization between demand and supply, with better forecast accuracy, and a more aligned execution in the stores. Also, Khun Nalisa developed new sales fundamentals, including particularly a very aggressive and effective distribution plan, and also in-store execution guidelines that will deliver better excellence. We are developing the new ROJUKIS graphics. We saw the first draft, and we're very excited about it with the Korean design agency, and also we are developing a new equity advertising, TV digital, that will be deployed from Q4. To deliver against our profitability goal, we have created a revenue growth management framework. We have generated a very long list of opportunities that we will start deploying in the second half. And likewise, we have launched the Funding the Growth initiative, which is a cost-saving initiative, where we look at the whole portfolio to optimize our product, and also looking at the whole product flow to find the efficiencies. And for international, we have established the first country cluster. We have hired a senior manager based in Vietnam. And the first cluster, Vietnam-Cambodia-Laos, and we expect to ship in Q3 in the first shipment. And supply chain is another big opportunity for ROJUKIS. So Khun Manutsawat is looking at the whole supply chain end-to-end, including the warehouse, to find opportunities for value and agility.

Khun Sireethorn Srisungworn (proxy of GMM Grammy Public Company Limited)

2Q: Current market of cosmetic and skincare in thailand seem to high competition due to new brand occur a lot. What's the stratrgy of KISS to maintain market share and create brand recoginition in market?

2A: Our strategy is really not to maintain market share and to defend from new entrants. Our strategy is to focus on ourselves and to grow market share. We have been doing this for the last couple of years. We will continue to grow market share until we become number one. To stay competitive and to continue to grow, we need to

build a strong brand. That's why we are developing the new advertising, the new graphics, the new innovation model, and so forth. Our goal is to reinforce our credential as a leading Korean innovator backed by science, supported by increased advertising level. I believe this formula cannot go wrong. Strong brand credential, strong brand ownables, investment in the brand, and then deploy a strong innovation framework and sales fundamentals. With an agile supply chain, we cannot fail.

Khun Apinun Jirakomet (Shareholder)

3Q: Please let me know the target of %GPM in 2025 and how it can be achieved?

3A: For gross profit, I cannot give the precise number. The strategy overall is to grow gross profit every year by half a point. So we will work in line with the strategy. And the key to drivers to deliver this gross profit improvement are, again, the deployment of revenue growth management and the deployment of the fund in the gross cost-saving initiative. So we are confident, based on the list of projects, that we will be in line with our goals.

Khun Apinun Jirakomet and KhunThada Sukkho (Shareholders)

4Q: Will the COVITRAP provision continue in 2025? In which quarter will the provision be recorded? How much per quarter?

4A: As I was saying earlier, we will maintain our prudent approach. We are prudent in every time we have to set provision to make sure that we capture the future trend. We see the endemic is here. We cannot deny it. And so we see the sales rate is high. Based on that, we will continue to support this level. And at the same time, we will accrue the provision for any existing material or head. So I believe that we will continue to sell through the year end. And if needed, we can continue also next year, depending on the demand.

Khun Note Chusatapanasiri (Shareholder)

5Q: How much of the 4,000 million revenue target in 2030 will come from the Rojukiss brand and how much from other brands in each product category? And how much will come from domestic and international sources?

5A: Our long term vision is to focus on Rojukiss and Sis2Sis. Rojukiss will account for over 85% of global sales and our International business is expected to contribute 20% of sales.

Khun Supeeranut Kaveewat (Shareholder)

6Q: What are the plans for new product launches in 2025? and Is there any risks that may occur in 2025 and plans for dealing with such risks?

6A: Innovation is our DNA, our key growth driver so we have already finalized our 24 month new product grid with exciting innovations every quarter. We have now deployed a new framework with stronger ideation, more thorough validation and better synchronization between demand and supply, between Sales and Supply chain.

Khun Apinun Jirakomet (Shareholder)

7Q: For 2025 performance, Can we expect the same level of dividend payout as 2024?

7A : We will continue our dividend payment strategy. The actual amount will of course depend on our business results and cash generation.

8Q: Could you please provide an update on the company's sales performance from January to April this year? Has the company been able to maintain its growth in line with the set targets? Additionally, what is the company's overall growth target percentage for the entire year?

8A: I cannot comment on current quarter. We will disclose Q1 results in mid May. We expect to grow in the next 5 years in a range of 15% -25%.

9Q: Can the company help guide the SG&A to Sale target in 2025?

9A: We plan to increase advertising investment as. % to sales while manage the remaining expenses in line or lower than sales growth.

Khun Thada Sukkho (shareholder)

10Q: Regarding the impact of cross border earthquake. Is it expected that there will be new provision? How much?

10A: We are not planning to build any provision, since no business risk has arisen from this natural disaster.

11Q: How's the progress of international distributor in each country?

11A: Progress are on track with plans with distributors for the first country cluster Vietnam/Laos/Cambodia being finalized and first ship in Q3.

Khun Jaturon Ponyot (Shareholder)

12Q: In the past three months, have you achieved your 15-25% growth target?

12A: I cannot comment on current quarter. We will disclose Q1 results in mid May. We expect to grow in the next 5 years in a range of 15% -25%.