



**Skin Laboratory Public Company Limited**

**Minutes of the Annual General Meeting of Shareholders for the year 2025**

**Wednesday 26 March 2025**

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**Date, Time, and Place of the meeting**

The Annual General Meeting of Shareholders for the year 2025 of Skin Laboratory Public Company Limited (the “Company”) was held on Wednesday, 26 March 2025 at 2:00 p.m. by means of electronic meeting, in accordance with the conditions prescribed under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) (“E-AGM”), at the Company’s headquarter located at No. 89, COSMO Office Park Building, 8th Floor, Unit P, Popular Road, Ban Mai Sub-district, Pak Kret District, Nonthaburi Province.

**Shareholders attending the Meeting**

- |                                     |                            |
|-------------------------------------|----------------------------|
| 1. Mr. Chanvit Khieonavavongsa      | Holding: 35,000,000 shares |
| 2. Ms. Nathaporn Phongcharnchawalit | Holding: 35,000,000 shares |
| 3. Mr. Tanachai Thanomsub           | Holding: 30,000,000 shares |

**Company Directors attending the Meeting**

- |                                     |  |
|-------------------------------------|--|
| 1. Mr. Krisana Thanomsub            | Chairman of the Board of Directors   |
| 2. Mr. Chanvit Khieonavavongsa      | Vice Chairman of the Board / Executive Director<br>/ Risk Management Committee / Chairman of<br>the Executive Committee                |
| 3. Ms. Nathaporn Phongcharnchawalit | Director / Audit Committee and Remuneration<br>Committee / Executive Director / Risk<br>Management Committee / Chief Operating Officer |
| 4. Mr. Tanachai Thanomsub           | Director   |

**Meeting Attendee**

- |                           |                   |
|---------------------------|-------------------|
| 1. Ms. Supreeya Kwianwong | Meeting Registrar |
|---------------------------|-------------------|

Mr. Krisana Thanomsub, Chairman of the Board of Directors, acted as Chairman of the Meeting (the “Chairman”). The Chairman informed the Meeting that, for this Meeting, there were three (3) shareholders attending the Meeting in person, holding an aggregate of 100,000,000 shares, representing 100 percent of the total issued and paid-up shares of the Company. A quorum was duly constituted pursuant to the Company’s Articles of Association. The Chairman therefore declared the Meeting duly convened and proceeded with the Meeting in accordance with the agenda as follows.

**Agenda 1      Consideration and approval of the minutes of the Extraordinary Annual General Meeting of Shareholders No. 1/2025 held on 30 January 2025**

The Chairman proposed to the Meeting to consider and approve the minutes of the Extraordinary Annual General Meeting of Shareholders No. 1/2025, which was held on 30

January 2025. The minutes had been disclosed on the Company's website in accordance with the reporting requirements and had been distributed to shareholders together with the notice of the Meeting. The Board of Directors had considered and was of the opinion that the minutes of the Meeting were accurately and completely recorded. The Chairman therefore proposed that the Meeting approve the said minutes.

The Chairman then invited shareholders to raise any questions, provide additional information, or propose amendments to the said minutes. As no shareholder proposed any amendments or raised any objections, the Chairman requested the Meeting to consider and approve the minutes as presented. Approval of this agenda item required a majority vote of the total votes of shareholders present at the Meeting and entitled to vote.

**Resolution** The Meeting considered the matter and resolved to approve the minutes of the Extraordinary Annual General Meeting of Shareholders No. 1/2025 in accordance with the details proposed. The results were as followed:

<b>Resolution</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>Percentage of Total Votes of Shareholders Present and entitled to vote</b>
In favor	100,000,000	100.00%
Against	0	0.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%

**Agenda 2 To acknowledge the Company's Annual Report for the Year 2024**

The Chairman invited the Chief Executive Officer (CEO) to present the Company's Annual Report for the year 2024 in accordance with the details shown in the Attachment No. 2. For the year 2024, the Company's operating results were as follows:

Total revenue:	230.52 million baht
Total expenses:	216.75 million baht
Operating profit:	13.53 million baht
Financial costs:	0.25 million baht
Corporate income tax expense:	2.86 million baht
Net profit:	10.67 million baht

The Chairman gave shareholders the opportunity to ask additional questions. As there were no questions from the shareholders, the Chairman therefore informed the meeting that the shareholders had acknowledged the Company's Annual Report for the year 2024.

**Resolution** This agenda was for acknowledgement only. Therefore, no voting was conducted.

**Agenda 3 To consider and approve of the Company’s Financial Statements for the Year Ended 31 December 2024**

The Chairman presented and proposed that the meeting consider and approve the Company’s financial statements for the year ended 31 December 2024, in accordance with the details shown in the Attachment No. 3.

The Chairman further informed the meeting that DIA International Audit Co., Ltd. examined the Company's financial statements, including the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the year 2024 according to the financial statement auditing standards. The results were deemed accurate and in accordance with generally accepted accounting standards. The Audit Committee meeting had reviewed and approved the Financial Statements for the year ending 31 December 2024, with details below:

Unit: baht

Item	Financial statement	
	2023	2024
Total assets	104,814,529.52	85,145,527.98
Total liabilities	32,742,790.64	23,457,142.71
Shareholders’ equity	72,071,738.88	61,688,385.27
Total revenue	271,803,032.38	229,129,173.18
Net profit	16,786,878.32	10,669,588.64
Earnings per share	8.39	0.11

The Chairman invited shareholders to raise additional questions. As there were no further questions from shareholders, the Chairman proposed that the Meeting consider and approve the Company’s financial statements for the year ended 31 December 2024, as presented to the Meeting. The approval of this agenda required a resolution passed by a majority of the total votes of shareholders attending the Meeting and eligible to vote.

**Resolution** The Meeting resolved to approve the Company’s financial statements for the year ended 31 December 2024, as proposed in all respects, by a majority of votes, with the voting results as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Votes of Shareholders Present and entitled to vote
In favor	100,000,000	100.00%
Against	0	0.00%

<b>Resolution</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>Percentage of Total Votes of Shareholders Present and entitled to vote</b>
In favor	100,000,000	100.00%
Against	0	0.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%

**Agenda 4 To consider and approve the Allocation of Net Profit for the Year 2024 as Legal Reserve**

The Chairman informed the Meeting that, in accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 116, and the Company's Articles of Association, Clause 46, the Company is required to allocate at least five percent (5%) of its annual net profit, after the deduction of the accumulated losses (if any), as a legal reserve until such reserve reaches no less than ten percent (10%) of the Company's registered capital.

The details of the Company's legal reserve as of 31 December 2024 were as follows:

Registered capital	72,000,000 baht
Legal reserve as of 1 January 2024	100,000 baht
Allocation of legal reserve for the year 2024	600,000 baht
Legal reserve as of 31 December 2024	700,000 baht

The Chairman invited shareholders to raise additional questions. As there were no further questions, the Chairman proposed that the Meeting consider and approve the allocation of net profit for the year 2024 as a legal reserve in accordance with the details presented to the Meeting. Approval of this agenda item required a resolution passed by a majority of the total votes of shareholders attending the Meeting and eligible to vote.

**Resolution** The Meeting resolved to approve the allocation of the Company's net profit for the year 2024 as a legal reserve, as proposed, in all respects, by a majority of votes, with the voting results as follows:

**Agenda 5 To consider and approve the Dividends payment for the Year 2024**

The Chairman informed the Meeting that, according to the Company's Articles of Association, Clause 8, regarding dividend payment and legal reserve, and the Company's dividend policy, the Company shall pay dividends at a rate of not less than 40 percent of net profit after the deduction of legal reserve and other reserves (if any), as required by law. The

dividend payment must not materially affect the Company's operations.

The Board of Directors proposed to the Meeting to consider and approve the payment of dividends for the year 2024 at the rate of 0.63 baht per share, amounting to 63,000,000 baht. The Company had already paid an interim dividend of 1/2024 at the rate of 55,000 baht per share for 1,000 shares, totaling 55,000,000 baht, on 23 July 2024. The remaining dividend for the year 2024 would be paid at the rate of 0.08 baht per share for 100,000,000 shares, totaling 8,000,000 baht. Shareholders entitled to receive the dividend would be those whose names appeared on the Company's shareholder register as of 20 February 2025. The dividend payment date would be on dd mm yy. Details of the dividend payment compared with the previous year are summarized below:

Details of Dividend payment	2024			2023 (Revised)
	1 <sup>st</sup> time	2 <sup>nd</sup> time	Total (as of 31 Dec 24)	
1. Net profit (million baht)	-	-	10.67	16.79
Number of shares sold (shares)	1,000	100,000,000	100,000,000	1,000
Dividend per share (baht per share)	55,000	0.08	0.63	15,000
Total dividend payment (million baht)	55.00	8.00	63.00	15.00
Dividend payout ratio (% of net profit after legal reserve)	-	-	625.65%	89.36

The Chairman invited shareholders to raise additional questions. As there were no further questions from shareholders, the Chairman proposed that the Meeting consider and approve the payment of dividends for the year 2024 in accordance with the details presented to the Meeting. Approval of this agenda item required a resolution passed by a majority of the total votes of shareholders attending the Meeting and eligible to vote.

**Resolution** The Meeting resolved to approve the payment of dividends for the year 2024, as proposed, in all respects, by a majority of votes, with the voting results as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Votes of Shareholders Present and entitled to vote
In favor	100,000,000	100.00%
Against	0	0.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%

**Agenda 6 To consider and appoint the Auditors and determine Audit Fees for the Year 2025**

The Chairman informed the Meeting of the details regarding the appointment of the Company's auditors and the determination of audit fees for the year 2025 as follows.

The Board of Directors, upon the recommendation of the Audit Committee, considered it appropriate to propose that the Meeting approve the appointment of auditors from DIA International Audit Co., Ltd. as the Company's auditors for the year 2025, with the following persons authorized to sign the audit reports:

1. **Mrs. Suvimol Chrityakierne**, CPA License No. 2982  
Number of years auditing the Company's financial statements: 4 years or
2. **Mr. Wirote Satjathamukul**, CPA License No. 5128  
Number of years auditing the Company's financial statements: – or
3. **Mr. Nopparoek Pitsanuwong**, CPA License No. 7764  
Number of years auditing the Company's financial statements: –

By designating one of the auditors from the list proposed above as the company's auditor for the accounting period ended 31 December 2025. The proposed audit fee for the year 2025 was in the amount of 1,350,000 baht. In the event that any of the auditors listed above is unable to perform the duty, another auditor of DIA International Audit Co., Ltd. shall act as the Company's auditor to perform the audit and express opinions on the Company's financial statements. The details of audit fees were as follows:

**Quarterly Review Fees**

- Review for the 1st quarter of 2025: 250,000 baht
- Review for the 2nd quarter of 2025: 250,000 baht
- Review for the 3rd quarter of 2025: 250,000 baht

**Annual Audit Fee**

- Audit for the year ended 31 December 2025: 600,000 baht

The Chairman invited shareholders to raise additional questions. As there were no further questions from shareholders, the Chairman proposed that the Meeting consider and appoint the Company's auditors and the determination of audit fees for the year 2025 in accordance with the details presented to the Meeting. Approval of this agenda item required a resolution passed by a majority of the total votes of shareholders attending the Meeting and eligible to vote.

**Resolution** The Meeting resolved to approve the appointment of the Company's auditors and the determination of audit fees for the year 2025, as proposed, in all respects, by a majority of votes, with the voting results as follows:

<b>Resolution</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>Percentage of Total Votes of Shareholders Present and entitled to vote</b>
In favor	100,000,000	100.00%
Against	0	0.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%

**Agenda 7      To consider and elect the Directors in replacement of those to be retiring by rotation for the Year 2025**

The Chairman informed the Meeting that, in accordance with the Company's Articles of Association, Clause 19, at each Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors shall retire from office. If the number of directors is not a multiple of three, the number of directors nearest to one-third shall retire. Directors who are required to resign in the first and second year after the Company's registration shall do so voluntarily or through a lottery to determine who will resign. As for the years that followed, the directors who have been in office for the longest period shall retire. Retiring directors shall be eligible for re-election. Three directors retiring by rotation this year are as follows:

1. Mr. Chanvit Khieonavavongsa      Vice Chairman / CEO
2. Mr. Tanachai Thanomsub      Director
3. Ms. Nathaporn Phongcharnchawalit      Director / COO

The Board of Directors, having considered the opinion of the Nomination and Remuneration Committee regarding the qualifications and remuneration, was of the opinion that the persons proposed for re-appointment had passed the screening process of the Nomination and Remuneration Committee and possessed appropriate qualifications, experience, and expertise suitable for the Company's business operations. The Board therefore deemed it appropriate to propose that the Meeting approve the re-appointment of the three directors to continue holding their respective directorships and positions for another term.

The Chairman invited shareholders to raise additional questions. As there were no further questions from shareholders, the Chairman proposed that the Meeting consider and approve the appointment of directors retiring by rotation for the year 2025 in accordance with the details presented to the Meeting. Approval of this agenda item required a resolution passed by a majority of the total votes of shareholders attending the Meeting and eligible to vote.

**Resolution** The Meeting resolved to approve the appointment of directors retiring by rotation for the year 2025, as proposed, in all respects, by a majority of votes, with the voting results as follows:

<b>Resolution</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>Percentage of Total Votes of Shareholders Present and entitled to vote</b>
In favor	100,000,000	100.00%
Against	0	0.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%

**Agenda 8 To consider and approve Directors' and Subcommittee Members' Remuneration for the Year 2025**

The Chairman informed the Meeting that, in accordance with the Public Limited Companies Act B.E. 2535 (1992), Section 90, which stipulates that the payment of remuneration to directors shall be in accordance with the resolution of the shareholders' meeting, such resolution must be passed by votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the Meeting.

The Board of Directors, having considered the recommendation of the Nomination and Remuneration Committee, was of the opinion that it was appropriate to propose that the Meeting approve the determination of directors' remuneration for the year 2025 in an amount not exceeding 500,000 baht, with the details as follows:

**Meeting Allowances**

<b>Position</b>	<b>Meeting Allowance</b>
<b>Board of Directors</b>	
- Chairman of the Board	12,000 baht/person/meeting
- Director	10,000 baht/person/meeting
<b>Audit Committee</b>	
- Chairman of the Audit Committee	12,000 baht/person/meeting
- Audit Committee member	10,000 baht/person/meeting
<b>Risk Management Committee</b>	
- Chairman of the Risk Management Committee	12,000 baht/person/meeting
- Risk Management Committee member	10,000 baht/person/meeting
<b>Nomination and Remuneration Committee</b>	
- Chairman of the Nomination and Remuneration Committee	12,000 baht/person/meeting
- Nomination and Remuneration Committee member	10,000 baht/person/meeting

Furthermore, all directors who are not independent directors, waive their right to receive meeting allowances for all committee meetings.

The Chairman invited shareholders to raise additional questions. As there were no further questions from shareholders, the Chairman proposed that the Meeting consider and approve the directors' and subcommittee members' remuneration for the year 2025 in accordance with the details presented to the Meeting. Approval of this agenda item required a resolution passed by votes of not less than two-thirds of the total number of votes of shareholders attending the Meeting and eligible to vote.

**Resolution** The Meeting resolved to approve the directors' and subcommittee members' remuneration for the year 2025 in accordance with the details proposed in all respects, with the voting results as follows:

<b>Resolution</b>	<b>Number of Votes (1 share = 1 vote)</b>	<b>Percentage of Total Votes of Shareholders Present and entitled to vote</b>
In favor	100,000,000	100.00%
Against	0	0.00%
Abstained	Not counted as votes	
Voided	0	0.00%
Total votes cast at the meeting	100,000,000	100.00%

**Agenda 9** To consider other agendas (if any)

**Yours sincerely,**



**Mr. Krisana Thanomsub**

Chairman of the Board of Directors  
Skin Laboratory Public Company Limited