

**Attachment 1**

**Copy of the minutes of the Annual General Meeting of Shareholders  
Year 2023**

**Minutes of the 2023 Annual General Meeting of Shareholders****Miss Grand International Public Company Limited****Date, time and place**

The Annual General Meeting of Shareholders for the year 2023 of Miss Grand International Public Company Limited ("the Company") was held on Wednesday, March 29, 2023, at 4:15 p.m. via electronic media (E-AGM) using the Google Meet platform.

**กรรมการบริษัท และผู้เข้าร่วมการประชุม**

1. Dr. Manus	Nonuch	Chairman of the Board of Directors / Independent Director
2. Mr. Suchart	Laopreeda	Board Member / Independent Director / Chairman of the Audit Committee / Risk Management Committee Member / Nomination and Remuneration Committee Member
3. Dr. Wichien	Chubthaisong	Board Member / Independent Director / Audit Committee Chairman / Nomination and Remuneration Committee Chairman / Risk Management Committee Member
4. Mr. Chirasil	Chayawan	Board Member / Independent Director / Audit Committee Member
5. Mr. Nawat	Itsaragrisil	Board Member / CEO
6. Mr. Ratchaphol	Chantaratim	Board Member / Nomination and Remuneration Committee Chairman / Risk Management Committee Chairman / Deputy COO
7. Mr. Saksit	Boonwanich	Board Member / Management and Risk Management Secretary / CFO
8. Ms. Wilasini	Senma	Company Secretary
9. Ms. Salinna	Dangkomen	Assistant Company Secretary

**Non-attending Company Directors: None**

There are a total of 7 directors, all of whom attended the meeting, accounting for 100.00 percent of attendance, meeting the requirements set forth in the regulations.

**Start a meeting.**

Dr. Manus Nonuch, Chairman of the Board, chaired the meeting ("Chairman"). He announced at the meeting that shareholders of the company were present individually, totaling 3 persons with a total of 150,000,000 shares, representing 100 percent of the total shares, thereby fulfilling the quorum. The Chairman then opened the meeting. The Chairman arranged for video and audio recording throughout the meeting for review according to the agenda items specified below, and the recorded video and audio would be part of the meeting report.

During this session, the Chairman delegated Ms. Wilasini Senma, the company secretary, to act as the meeting's secretary according to the agenda items. The company secretary informed the method of voting and vote counting of shareholders, which must be resolved for each agenda item as follows:

1. Each shareholder has voting rights equal to the number of shares they hold or are delegated. They can vote in favor, against, or abstain on each agenda item according to the number of shares they hold or are delegated.
2. Vote counting will count only votes cast against or abstentions on each agenda item. Then the votes will be deducted from the total votes of shareholders present and entitled to vote according to the law. For Agenda 5, the election of directors to fill vacancies, shareholders will vote to select directors individually.

**Questioning:**

1. Shareholders may submit questions to the secretary, or attendees may ask questions after the presenter has completed their presentation.
2. In the event of questions beyond the current agenda, the company will answer such questions in other agenda items towards the end of the meeting.

The meeting will be recorded both visually and audibly for archival purposes.

**Agenda 1: Chairman's notification to the meeting**

The chairman informed that the meeting would proceed to the next agenda item.

**Resolution: Acknowledge**

**Agenda 2 Consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022. On June 8, 2022**

The chairman delegated Ms. Wilasini Senma, the company secretary, to present the details of this agenda item. Ms. Wilasini Senma proposed that the meeting consider certifying the minutes of the Annual General Meeting of Shareholders No. 1/2022, held on June 8, 2022, with details as outlined in the provided meeting report, which has been sent to all shareholders along with the meeting invitation.

Since there were no further comments or amendments made to the minutes of the Annual General Meeting of Shareholders for the year 2022, Ms. Wilasini Senma a proposed that the meeting consider certifying the said minutes. The meeting duly considered and resolved as follows:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

**Resolution: The meeting, having considered, approves and resolves to certify the minutes of the Annual General Meeting of Shareholders No. 1/2022, held on June 8, 2022, with all details as proposed.**

**Agenda 3 Consider acknowledging the results of operations. and approve the financial statements for the year 2022.****3.1 Consider acknowledging the operating results for the year 2022.**

The chairman delegated Mr. Saksit Boonwanich, the Chief Financial Officer, to present the details for this agenda item. Mr. Saksit Boonwanich, the Chief Financial Officer, presented the performance of the company for the fiscal year 2565, which can be summarized as follows:

**Summary of Company's Performance in 2022:****1. Preparation for listing the company on the stock market:**

- The company filed the Filing on January 31, 2023
- Interview Working paper FA on March 15, 2023
- Interview Working paper External Audit on March 17, 2023.

**2. Company Performance for the year 2022:**

Total Revenues: 320 million baht, decreased by 25 million baht or 7% compared to 2021 (345 million baht).

Gross Profit: 125 million baht, decreased by 8 million baht or 6% compared to 2021 (133 million baht).

Profit From Operation: 60 million baht, increased by 23 million baht or 62%.

Net Profit: 48 million baht, increased by 11 million baht or 42% compared to 2021 (29 million baht).

**Summary of 2022 Performance compared to 2021:**

Gross Profit (GP) Ratio: 38.26% for 2022, similar to 37.92% for 2021.

Net Profit (NP) Ratio: 15.05% for 2565, increased from 8.41% for 2564. Factors contributing to the increase:

1) Sales Revenue: 111.68 million baht, consisting of:

- Sales through Agent (Mufast Company Limited): 30.87 million baht
- Wholesale Sales: 20.65 million baht
- Sales through Facebook: 55.96 million baht
- Sales through Platforms (Line Lazada and Shopee): 4.34 million baht
- Total sales revenue amounted to 111.68 million baht, with a profit from sales of 44.52 million baht and a gross profit (GP) ratio of 39.86% for the year 2022.

2) Service Revenue: 203.41 million baht, including:

- Revenue from Competitions: 71.66 million baht, with a profit from competitions of 27.34 million baht and a GP ratio from competitions of 38.15%.
- Revenue from Activity X (Experience): 67.94 million baht, with a profit from Activity X of 18.74 million baht and a GP ratio from Activity X of 27.59%.
- Revenue from Artist Management: 63.09 million baht, with a profit from artist management of 29.97 million baht and a GP ratio from artist management of 47.51%.
- Revenue from Other Services: 0.72 million baht. Therefore, in 2565, the company had total service revenue of 203.41 million baht, a profit from services of 76.03 million baht, and a GP ratio of 37.38%.

The chairman invited shareholders to ask questions, but there were no questions or additional comments raised during the meeting.

**Resolution: Acknowledge**

**3.2 Consideration and Approval of the Financial Statements for the Year 2022**

The chairman delegated Mr. Saksit Boonwanich, the Chief Financial Officer, to present the details for this agenda item.

Mr. Saksit Boonwanich, the Chief Financial Officer, presented the financial statements for the fiscal year 2022, ending on December 31, 2022, which can be summarized as follows:

**Statement of Financial Position**

**Current Assets** In 2021, the current assets amounted to 95 million baht, In 2022, the current assets amounted to 170 million baht, There was an increase in current assets of 75 million baht, representing a percentage increase of 79%.

**Non-current Assets** In 2021, the non-current assets amounted to 12 million baht, In 2022, the non-current assets amounted to 15 million baht, There was an increase in non-current assets of 3 million baht, representing a percentage increase of 25%.

**Total Assets** In 2021, the total assets amounted to 107 million baht, In 2565, the total assets amounted to 185 million baht, There was an increase in total assets of 78 million baht, representing a percentage increase of 78%.

**Current Liabilities** In 2021, current liabilities amounted to 31 million baht, In 2022, current liabilities amounted to 75 million baht, There was an increase in current liabilities of 44 million baht, representing a percentage increase of 142%.

Non-current Liabilities In 2021, non-current liabilities amounted to 4 million baht. In 2022, non-current liabilities amounted to 5 million baht, There was an increase in non-current liabilities of 1 million baht, representing a percentage increase of 25%.

Total Liabilities In 2021, total liabilities amounted to 35 million baht, In 2022, total liabilities amounted to 80 million baht, There was an increase in total liabilities of 45 million baht, representing a percentage increase of 129%.

Equity In 2021, equity amounted to 71 million baht, In 2022, equity amounted to 105 million baht, There was an increase in equity of 34 million baht, representing a percentage increase of 48%.

Total Liabilities and Equity In 2021, total liabilities and equity amounted to 106 million baht, In 2022, total liabilities and equity amounted to 185 million baht, There was an increase of 79 million baht, representing a percentage increase of 75%.

### **income statement**

Total revenue in 2024 amounted to 345 million baht, while in 2025, it decreased to 320 million baht, representing a reduction of 25 million baht or 7% compared to the previous year.

Gross profit in 2024 amounted to 133 million baht, while in 2025, it decreased to 125 million baht, representing a reduction of 8 million baht or 6% compared to the previous year.

Net profit in 2024 amounted to 29 million baht, whereas in 2025, it increased to 48 million baht, marking a rise of 11 million baht or 42% compared to the previous year.

The gross profit margin (GP) for the year 2024 was calculated at 37.92%, and for the year 2025, it was calculated at 38.26%.

The net profit margin (NP) for the year 2564 was calculated at 8.41%, and for the year 2565, it was calculated at 15.05%.

The chairman opened the floor for shareholders to ask questions.

There were no questions or additional comments raised during the meeting.

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

**Resolution:** The meeting considered and approved the financial statements for the fiscal year 2022, ending on December 31, 2022.

**Agenda 4 Consideration for approving the appointment of auditors and their remuneration for the fiscal year 2023.**

The chairman appointed Ms. Wilasini Senma, the company secretary, to present the details on this agenda. Ms. Wilasini Senma, the company secretary, presented the resolution at the 3rd/2023 board meeting held on February 28, 2023, recommending that the company appoint Eye Office Limited as the company's accounting office and proposed the annual general meeting of shareholders for the year 2023 to consider approving the appointment of auditors and their remuneration for the fiscal year 2023 as follows:

**List of Company Auditors Eye Office Limited**

- |                                  |   |
|----------------------------------|---|
| 1. Ms. Satida Ratananurak        | Certified Public Accountant (Thailand) No. 4753 |
| 2. Ms. Sarinda Hirunprasurtwutti | Certified Public Accountant (Thailand) No. 4799 |
| 3. Ms. Patcharawan Koonarangsri  | Certified Public Accountant (Thailand) No. 6650 |

It was specified that any of the aforementioned certified public accountants could serve as the company's auditor and examiner of the company's financial statements.

In the event that any of the appointed auditors are unable to perform their duties, Eye Office Limited will arrange for another certified public accountant to replace them.

**Fees for accounting services for the fiscal year 2023.**

Fees for accounting services	For the accounting year 2022, the amount is (THB)	For the accounting year 2023, the amount is (THB)
1. Financial statement audit for the year	900,000	1,200,000
2. Financial information review for each quarter (including 3 quarters)	450,000	510,000
3. Company support services during the registration process with the Stock Exchange of Thailand (charged in the year the company registers with the Stock Exchange of Thailand)	500,000	0
Price negotiation		(60,000)
<b>Total</b>	<b><u>1,850,000</u></b>	<b><u>1,650,000</u></b>



The above fees do not include any other expenses that may arise from the provision of services (out-of-pocket expenses), such as transportation costs, facsimile charges, photocopying fees, etc. The office will invoice based on the actual expenses incurred each time fees are collected.

The chairman opened the floor for shareholders to inquire.

There were no inquiries or additional comments at the meeting.

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

**Resolution:** The meeting considered and approved the financial statements for the fiscal year 2022, ending on December 31, 2022.

**Agenda 5** Consideration for the election of committee members to fill vacant positions according to the term.

The chairman assigned Ms. Wilasini Senma, the company secretary, to present the details on this agenda.

Ms. Wilasini Senma, the company secretary, presented the following information:

According to Regulation 17 of Miss Grand International Public Company Limited, in each ordinary shareholders' meeting, one-third of the committee members must resign from their positions.

This year, three committee members must resign according to the term. They are:

1. Mr. Nawat                      Itsaragrisil
2. Mr. Ratchaphol              Chantaratim
3. Dr. Wichien                    Chubthaisong

In accordance with good corporate governance principles and transparency, all three committee members listed above, who have completed their terms, are invited to leave the meeting room until the consideration of this agenda is complete.

The resolution of the 3<sup>rd</sup>/2023 board meeting held on February 28, 2023, states:

"Resolved that all three committee members be reinstated to their original positions based on the following considerations:

1. All three committee members have provided beneficial suggestions and opinions for the organization.
2. In the past, all three committee members have dedicated their time to various matters within the organization.
3. All three committee members have actively participated in various activities, consistently cooperating with the company."

The chairman opened the floor for shareholders to inquire.

There were no inquiries or additional comments at the meeting.

#### 1. Mr. Nawat Itsaragrisil

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

#### 2. Mr. Ratchaphol Chantaratim

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

### 3. Dr. Wichien Chubthaisong

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

**Resolution:** The meeting has been deliberated upon, and a resolution has been unanimously approved for the appointment.

1. Mr. Nawat                Itsaragrisil
2. Mr. Ratchaphol        Chantaratim
3. Dr. Wichien             Chubthaisong

#### **Agenda 6        Consideration for determining the remuneration of committee members for the fiscal year 2023.**

The chairman assigned Ms. Wilasini Senma, the company secretary, to present the details on this agenda.

Ms. Wilasini Senma, the company secretary, presented the following information:

Regulation 22 of Miss Grand International Public Company Limited (Public Company Limited) stipulates that committee members have the right to receive remuneration from the company in the form of rewards, meeting allowances, benefits, bonuses, or other forms of compensation.

This resolution will pass when shareholders' votes represent no less than two-thirds of the total votes cast by shareholders present at the meeting.

<b>1. Remuneration for company directors</b>		
Meeting allowance	<b>2023</b>	<b>The amount</b>
Chairman of the board of directors	35,000	baht/person/meeting.
Board members	25,000	baht/person/meeting.
<b>2. Remuneration for Audit Committee members</b>		
Meeting allowance	<b>2023</b>	<b>The amount</b>
Chairman of the Audit Committee	30,000	baht/person/meeting.
Audit Committee members	20,000	baht/person/meeting.
<b>3. Remuneration for Nomination and Remuneration Committee members</b>		
Meeting allowance	<b>2023</b>	<b>The amount</b>
Chairman of the Nomination and Remuneration Committee	20,000	baht/person/meeting.
Nomination and Remuneration Committee members	10,000	baht/person/meeting.
<b>4. Remuneration for Risk Management Committee members</b>		
Meeting allowance	<b>2023</b>	<b>The amount</b>
Chairman of the Risk Management Committee	20,000	baht/person/meeting.
Risk Management Committee members	10,000	baht/person/meeting.

The chairman opened the floor for shareholders to inquire.

There were no inquiries or additional comments at the meeting.

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

**Resolution: The meeting has been deliberated upon, and a resolution has been unanimously approved for the remuneration of committee members for the fiscal year 2023 as proposed.**

**Agenda 7 Consideration for approving the allocation of reserve funds in accordance with the law and payment of dividends for the fiscal year 2022.**

The chairman assigned Ms. Wilasini Senma, the company secretary, to present the details on this agenda.

Ms. Wilasini Senma, the company secretary, presented the following information:

In accordance with Regulation 47 of Miss Grand International Public Company Limited (Public Company Limited), the company must allocate a portion of the net profit for the year to reserve funds, not less than 5% of the net profit for the year minus any accumulated losses brought forward (if any), until such reserve fund reaches at least 10% of the registered capital.

It is proposed that shareholders consider approving the dividend payment for the fiscal year 2022 to shareholders in the amount of 55,000,000.00 baht (0.366666667 baht per share), representing 114.34% of the net profit for the year or 85.78% of the accumulated profits. The company must allocate reserve funds in accordance with the law for the fiscal year 2022 in the amount of 2,498,783.49 baht (two million four hundred ninety-eight thousand seven hundred eighty-three baht and forty-nine satang).

Accordingly, the resolution of the board of directors' meeting No. 1/2022, held on August 8, 2022 (after the conversion from a limited company to a public limited company), approved the interim dividend payment in the amount of 40,000,000 baht (forty million baht) from the accumulated profits of the company as of June 30, 2022. In the year 2022, the company had a net profit after corporate income tax of 48,100,553.16 baht (forty-eight million one hundred thousand five hundred fifty-three baht and sixteen satang) and accumulated profits for the fiscal year 2022 amounting to 64,113,909.66 baht (sixty-four million one hundred thirteen thousand nine hundred nine baht and sixty-six satang).

Therefore, the remaining amount to be paid as dividends for the fiscal year 2022 to shareholders is 15,000,000 baht (fifteen million baht).

Hence, shareholders are requested to consider approving the allocation of reserve funds in accordance with the law in the amount of 2,498,783.49 baht and the payment of dividends in the amount of 15,000,000 baht by April 27, 2023.

The chairman opened the floor for shareholders to inquire.

There were no inquiries or additional comments at the meeting.

At the meeting, the following considerations and resolutions were made:

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	150,000,000	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0

**Resolution:** The meeting considered and passed a resolution to allocate reserve funds in accordance with the law in the amount of 2,498,783.49 baht and to pay dividends in the amount of 15,000,000 baht by April 27, 2023.

#### **Agenda 8 Other matters**

The secretary of the company, Ms. Wilasini Senma, informed the meeting that the meeting had progressed to agenda item 8, as stated in the meeting invitation. Shareholders or their representatives who wish to propose other agenda items for consideration may do so.

The chairman asked if there were any questions or additional comments to be made at the end of the meeting.

There were no questions or additional comments.

The chairman thanked everyone and adjourned the meeting.

**Resolution:** Acknowledge

**Adjourned at 5:00 PM.**