

**The company's regulations pertaining to shareholder meetings and  
voting procedures.**

## **Regulations of Miss Grand International Public Company Limited**

### **Sections related to shareholder meetings**

#### **Category 1**

##### **General Provisions**

Clause 3. Any other provisions not stated in these regulations shall be deemed and enforced in accordance with the provisions of the laws governing public limited companies, securities and stock markets, as well as other applicable laws related to the company's operations.

#### **Category 6**

##### **Shareholder Meetings**

Clause 31. The board of directors shall convene an annual ordinary shareholders' meeting within four (4) months from the end of the company's fiscal year.

Additional shareholder meetings other than those mentioned above shall be referred to as extraordinary meetings. The board of directors may convene an extraordinary meeting at any time deemed appropriate. Any one (1) or several shareholders holding collectively no less than ten percent (10%) of the total issued shares may request the board of directors to convene an extraordinary shareholders' meeting at any time, provided that the subject matter and reasons for convening the meeting are clearly stated in the written request. In such cases, the board of directors must convene a shareholders' meeting within forty-five (45) days from the date of receipt of the request.

In the event that the board of directors fails to convene a meeting within the specified period as stated in paragraph three, any group of shareholders or other individual shareholders collectively holding the prescribed number of shares may convene a meeting themselves within forty-five (45) days from the deadline as stipulated in paragraph three. In such a case, it shall be deemed as a shareholders' meeting convened by the board of directors, and the company shall bear the necessary expenses incurred from arranging the meeting and provide reasonable facilities.

In the event that it is found that the shareholder meeting is convened as an extraordinary meeting pursuant to paragraph four on any occasion and the number of shareholders attending does not meet the requirement as stipulated in clause 32, the shareholders mentioned in

paragraph four shall collectively be liable to bear the expenses incurred from arranging the shareholder meeting on that occasion to the company.

Clause 32. During a shareholder meeting, there must be not less than twenty-five (25) shareholders present or not less than one-half (1/2) of the total number of shareholders, whichever is greater. Additionally, the total combined shares represented must be at least one-third (1/3) of the total shares available for sale in order for the meeting to be valid.

If a shareholder meeting has been scheduled and one (1) hour has passed since the scheduled time, but the quorum, consisting of the required number of shareholders and shares, has not been achieved, and if the meeting was called upon the request of the shareholders, the meeting shall be adjourned. If the meeting was called by the board of directors, a new meeting shall be scheduled, with notices sent to the shareholders at least seven (7) days prior to the meeting. Subsequent meetings do not need to achieve the quorum.

Clause 33. At shareholder meetings, the chairman of the board shall preside. If the chairman is absent or unable to perform their duties, the vice-chairman shall act as the chairman. If there is no vice-chairman or they are unable to perform their duties, the shareholders present at the meeting shall elect one (1) shareholder to act as the chairman for that meeting.

Clause 34. When calling a shareholder meeting, the board of directors shall prepare a notice specifying the location, date, time, agenda, and matters to be presented at the meeting, along with any relevant details, including the board's opinion on the matters. This notice shall be sent to the shareholders and the registrar at least seven (7) days before the meeting.

Furthermore, the notice of the meeting shall be advertised in a newspaper for a period of not less than three (3) consecutive days, with an interval of not less than three (3) days before the meeting, or the company may advertise the meeting electronically instead of using newspapers, as per the registrar's guidelines.

The notice of the meeting may be delivered directly to the recipient or their representative or sent by registered mail. If a shareholder has consented to receiving notices electronically, the notice may be sent electronically, as per the registrar's guidelines.

The board of directors may designate any other location within the Kingdom of Thailand as the meeting venue.

Clause 35. The chairman of the shareholder meeting is responsible for controlling the meeting in accordance with the company's regulations regarding meetings. In this regard, the meeting must proceed in accordance with the agenda specified in the meeting notice, unless the meeting resolves to change the agenda sequence with a vote of not less than two-thirds (2/3) of the total number of shareholders present at the meeting.

Once the agenda item specified in the first paragraph has been deliberated, if shareholders representing not less than one-third (1/3) of the total shares available for sale request consideration of additional matters beyond those specified in the meeting notice, the meeting may consider such matters.

If the meeting fails to complete consideration of the agenda items in the first paragraph or the consideration of matters proposed by shareholders in the second paragraph, depending on the case, and it is necessary to postpone consideration, the meeting shall set the time, date, and venue for the next meeting and the board of directors shall send a meeting notice specifying the location, date, time, and agenda items to the shareholders at least seven (7) days before the meeting. Furthermore, the meeting notice must be advertised in a newspaper for at least three (3) days before the meeting.

Clause 36. In voting at shareholder meetings, whether by open or secret ballot, one (1) share equals one (1) vote. Voting must be conducted openly unless requested by at least five (5) shareholders or resolved by the meeting to be conducted by secret ballot. In the case of secret ballot voting, the method of voting shall be as determined by the meeting chairman.

Any shareholder who has a special interest in any matter shall not have the right to vote on that matter, except for the election of directors. Resolutions of the shareholder meeting must be passed by the following votes:

- (1) In normal cases, the vote shall be counted based on the majority of votes of the shareholders present and voting at the meeting. In case of tie votes, the chairman of the meeting shall cast an additional vote (casting vote)
- (2) In the following cases, the resolution shall require not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote:

- (a) Sale or transfer of all or significant part of the company's business to another person.
- (b) Purchase or acceptance of the transfer of business of private or public companies by the company.
- (c) Making, amending, or canceling leases of all or significant parts of the company's business or appointing other persons to manage the company's business, or merging the business with another person for profit or loss sharing purposes.
- (d) Amendment or addition to the memorandum or articles of association of the company.
- (e) Increase or decrease of the registered capital of the company.
- (f) Dissolution of the company.
- (g) Issuance and offering for sale of debentures of the company.
- (h) Merger of the company's operations with those of another company.
- (i) Any other action as prescribed by law that requires not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote.

Clause 37. The ordinary annual shareholder meeting shall include the following agenda items:

- (1) Acknowledgment of the report from the board of directors, which presents the company's operations for the past fiscal year.
- (2) Consideration and approval of the balance sheet and profit and loss account as of the end of the company's fiscal year.
- (3) Consideration and approval of profit allocation and dividend payment.
- (4) Consideration of the election of new directors to replace those who have vacated their positions according to the term, and determination of director remuneration.
- (5) Appointment of auditors and determination of their remuneration.
- (6) Other business.

Clause 38. In shareholder meetings, a shareholder may authorize a person who has attained legal age to attend and vote on their behalf. The authorization must be in writing and signed by the shareholder, and it must be delivered to the chairman of the meeting or the person designated by the chairman at the meeting venue before the authorized person attends the meeting.

The authorization document must be in the form prescribed by the registrar under the law governing public limited companies.

Regarding the authorization in the first paragraph, a shareholder may act electronically instead, subject to criteria set by the registrar, ensuring the authorization is carried out by the shareholder securely and reliably.

In voting, the authorized person shall have the number of votes equal to the total number of votes the shareholder has delegated, unless the authorized person declares at the meeting before voting that they will vote on behalf of only some of the shareholders who have authorized them, specifying the names of the authorizing shareholders and the number of shares they hold.