

MGI02-2024

20 March 2024

Subject: Invitation to Annual Shareholders Meeting for the year 2024 at MGI HALL, 6th Floor, BRAVO BKK Shopping Center, and Meeting via Electronic Media (E-AGM)

Dear Shareholders of Miss Grand International Public Company Limited

Enclosed are the following documents:

- 1) Copy of the minutes of the Annual Shareholders Meeting for the year 2023
- 2) Annual Report for the year 2023 and Financial Statements for the year 2566
(One Report) in QR Code format
- 3) Brief profile of individuals nominated for appointment as directors
- 4) Documents and guidelines for attending the physical shareholders meeting
- 5) Company regulations related to shareholders meetings and voting
- 6) Proxy Appointment Forms (Forms A, B, and C)
- 7) List of independent directors acting as proxies at the shareholders meeting
- 8) Documents and guidelines for attending the shareholders meeting via Electronic Media (E-AGM)
- 9) Response form indicating intention to participate in the shareholders meeting via Electronic Media (E-AGM)
- 10) Meeting venue map
- 11) Definition and qualifications of independent directors

The board of directors of Miss Grand International Public Company Limited ("the Company") has resolved to convene the Annual Shareholders Meeting for the year 2024 on Friday, April 26, 2024, at 1:30 PM. The meeting will be held in a hybrid format at MGI HALL, 6th Floor, BRAVO BKK Shopping Center, in accordance with the Royal Decree on Electronic Meetings of 2020 and relevant criteria. The agenda for the meeting is as follows:

Agenda 1:**Chairman's notification to the meeting****Facts and Reasons:**

To comply with the company's regulations, Article 31 stipulates that the board of directors must convene a shareholders' meeting as an annual ordinary meeting within four (4) months from the end of the company's fiscal year.

Board Opinion:

It is recommended to convene the ordinary shareholders' meeting to appoint Dr. Manus Nonuch as the chairman of the meeting, with the chairman delivering opening remarks and allowing the company to proceed with the meeting.

Resolution:

This agenda item is for informational purposes only and does not require a resolution.

Agenda 2:**Consideration and approval of the Ordinary Shareholders' Meeting Minutes for the year 2023, held on March 29, 2023****Facts and Reasons:**

The ordinary shareholders' meeting for the year 2023 was held on March 29, 2023. The company has prepared the meeting minutes, and it is proposed to present them for the shareholders' approval.

Board Opinion:

It is recommended to present the approval of the minutes at the next ordinary shareholders' meeting for the year 2024.

Resolution:

Approved by a majority vote of the attending shareholders.

Agenda 3:**Consideration of the operating results and approval of the financial statements for the year 2023****3.1 Consideration of the operating results for the year 2023****Facts and Reasons:**

The company has summarized the performance results, management discussion and analysis (MD&A) for the fiscal year 2023 in the Form 56-1 One Report for the fiscal year 2023, along with the meeting invitation for this occasion, provided in QR Code format.

Board Opinion:

It is recommended to present for consideration at the 2024 Annual General Meeting of Shareholders for approval the performance results for the fiscal year 2023.

Resolution:

This agenda item is for informational purposes only and does not require a resolution.

3.2 Approval of the financial statements for the year 2023**Facts and Reasons:**

To comply with the company's regulations, Article 41 and Section 112 of the Public Limited Companies Act B.E. 2535 (including amendments) require the company to prepare financial statements for presentation to the shareholders' meeting for approval.

The financial statements for the fiscal year ending December 31, 2023, have been audited by the company's auditor, "Ernst & Young Office Limited," and have been examined by the audit committee. The statements have received approval from the board of directors and are presented in detail in the Form 56-1 One Report for the fiscal year 2023, along with the meeting invitation provided in QR Code format.

Board Opinion:

It is recommended to present for consideration and approval at the 2024 Annual General Meeting of Shareholders the financial statements for the fiscal year 2023.

Resolution:

Approved by a majority vote of the attending shareholders.

Agenda 4:**Consideration and appointment of the auditor and auditor's remuneration for the fiscal year 2024****Facts and Reasons:**

In order to comply with Article 37 and Section 120 of the Public Limited Companies Act B.E. 2535, which stipulate that the annual general meeting of shareholders must consider the appointment of auditors and determine the audit fees of the company each year, the audit committee has evaluated the qualifications of the auditors, their independence, and the internationally accepted standards of work.

Based on their experience, expertise in auditing, and the appropriateness of their remuneration, it is deemed appropriate to propose to the company's board of directors the appointment of Ernst & Young Office Limited ("EY") and EY's auditors, who are licensed auditors approved by the Securities and Exchange Commission ("SEC"), as the auditors of the company for the fiscal year 2024.

Additionally, the audit committee proposes the following individuals for appointment as auditors:

- 1) Miss Satida Ratananurak License No. 4753
- 2) Miss arinda Hirunprasurtwutti License No. 4799
- 3) Mr. Chawalit Chaluyampornbut License No. 8881

Furthermore, the audit committee recommends setting the audit fee for the fiscal year 2024 at a total of 3,250,000 Baht..

Board Opinion:

It is recommended to present for consideration at the 2024 Annual General Meeting of Shareholders the appointment of auditors and audit fees for the fiscal year 2024.

Resolution:

Approved by a majority vote of the attending shareholders.

Agenda 5:

Consideration of the appointment of directors to fill vacancies.

Facts and Reasons:

To comply with the company's regulations, Article 17 and Section 71 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments), which stipulate that at every annual general meeting, one-third (1/3) of the total number of directors must vacate their positions. If the number of directors cannot be divided into thirds, the closest number to one-third must vacate their positions. Directors who vacate their positions may be re-elected.

Currently, the company has a total of 7 directors. Therefore, for the Annual General Meeting of Shareholders for the fiscal year 2024, there are 3 directors who must vacate their positions according to the agenda. The following directors are listed:

- 1) Dr. Manus Nonuch Independent Director
- 2) Assoc. Prof. Suchart Laopreeda Independent Director
- 3) Assoc. Prof. Dr. Chirasil Chayawan Independent Director

The Nominating and Remuneration Committee (excluding directors with conflicts of interest) has screened, selected, and nominated suitable individuals to serve as directors to replace those who must vacate their positions, following the company's procedures. They considered suitability, knowledge, skills, expertise (Board Skill Matrix), professional experience, diverse business experience, and other relevant qualifications to maximize benefits and align with the company's business strategy. Therefore, it is deemed appropriate to propose the appointment of the 3 directors who must vacate their positions to be re-elected as directors.

- 1) Dr. Manus Nonuch Independent Director
- 2) Assoc. Prof. Suchart Laopreeda Independent Director
- 3) Assoc. Prof. Dr. Chirasil Chayawan Independent Director

(Details as provided in the accompanying document 3)

Committee Opinion:

It is recommended to present this proposal at the Annual General Meeting of Shareholders for the fiscal year 2024 to consider the

Resolution:

Approved by a majority vote of the shareholders present and voting.

Agenda 6:

Consideration of the determination of director's remuneration for the fiscal year 2024

Facts and Reasons:

To comply with the company's regulations, Article 22 and Section 90 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments), which stipulate that company directors have the right to receive remuneration from the company in the form of rewards, meeting allowances, bonuses, or other compensation as determined and resolved by the shareholders' meeting with a majority of not less than two-thirds (2/3) of the total votes of the shareholders present at the

meeting. This is to ensure that the company's board of directors receives fair and appropriate compensation for fulfilling their duties.

The Nomination and Remuneration Committee has proposed to the board of directors for consideration the appropriateness of director remuneration. This consideration involves both the board of directors and its subcommittees, taking into account the duties, responsibilities, scope, roles, and performance-related factors, as well as comparing director remuneration rates with other registered companies in the same industry or of similar size. It is recommended to propose to the company's board of directors for consideration and submission to the Annual General Meeting of Shareholders for the year 2023 to determine director remuneration rates at a level equivalent to that of the previous year, 2022, with detailed compensation as follows:

Position	Board of Directors	Audit Committee	The Nomination and Remuneration Committee	Risk Management Committee
	Meeting allowance/time	Meeting allowance/time	Meeting allowance/time	Meeting allowance/time
Chairman	35,000 THB	30,000 THB	20,000 THB	-
Director	25,000 THB	20,000 THB	10,000 THB	10,000 THB

Board Opinion:

It is recommended to present for consideration at the 2024 Annual General Meeting of Shareholders the appointment of auditors and audit fees for the fiscal year 2024.

Resolution:

Approved by a majority vote of the attending shareholders.

Agenda 7: Consideration of the allocation of reserve funds under the law and approval of the dividend payment for the fiscal year 2023

Facts and Reasons:

The company has a policy to distribute dividends to shareholders, not less than 40% of the net profit according to the financial statements of the company after deducting corporate income tax and legal reserves each year. The company considers various factors in determining dividend payments to maximize benefits for shareholders, such as business performance, financial status, investment plans, and other considerations deemed appropriate by the board of directors. Dividend payments must not significantly impact the normal operations of the company. All dividend payments require approval at the shareholders' meeting unless they are interim dividends, which the board of directors has the authority to approve, reporting them to the next shareholders' meeting for acknowledgment.

Board Opinion:

It is recommended to present for consideration and approval at the 2024 Annual General Meeting of Shareholders the financial statements for the fiscal year 2023.

Resolution:

Approved by a majority vote of the attending shareholders.

Agenda 8:

Other matters

Important Information for Shareholders

The company has set March 6, 2024, as the record date for shareholders entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2024.

Therefore, we invite shareholders of the company to attend the meeting on the specified date and time. Please prepare the necessary documents for the meeting as detailed in the accompanying documents and practices for participating in the shareholders' meeting in physical meeting format (details as provided in item 4) or in E-AGM format (details as provided in item 8). The company will conduct the meeting in accordance with its regulations (details as provided in item 5) to safeguard the rights and benefits of shareholders in case they are unable to attend the meeting in person and wish to delegate proxy to the company's independent directors to attend and vote on behalf of shareholders.

Proxy can be granted to the company's independent directors as listed and with the provided background (details as provided in item 7) and by sending the proxy form (details as provided in item 6) along with supporting documents to the company's secretary within April 24, 2024, for verification.

Company Secretary

Miss Grand International Public Company Limited

1213/141 Ladprao 94 (Panjitmit) Ladprao Road, Plubpla, Wangthonglang Bangkok 10310

The company has published the invitation to the Annual General Meeting of Shareholders for the fiscal year 2024 along with meeting materials and proxy forms A, B, and C, which can be downloaded from the company's website as follows:

Thai version: <https://missgrand.com/th/investor-relations/shareholders-meeting/>

English version <https://missgrand.com/investor-relations/shareholders-meeting/>

The company has utilized the system of OJ International Limited for managing the meeting in a hybrid format for this occasion, with registration starting at 11:30 a.m. If you have any technical questions or issues regarding registration and participation in the E-AGM, please contact the company's Call Center at 02-079-1811 between April 17 and 26, 2024, from 09:00 a.m. to 05:00 p.m. (business days only, excluding public holidays and Songkran holidays), or for other inquiries, contact via email at secretary@missgrandinternational.com The company will conduct the meeting in accordance with relevant company regulations related to shareholder meetings (details as provided in item 5).

The company has provided a privacy notice in accordance with the Personal Data Protection Act B.E. 2562 to inform shareholders/proxies about the purposes and necessity of collecting, using, and disclosing their personal data for the purpose of attending the shareholders' meeting and in compliance with relevant laws. Further details can be found on the company's website <https://missgrand.com>

We kindly request your attendance at the meeting as per the date, time, venue, and method specified above.

Best Regards,



(Dr. Manus Nonuch)

Chief Executive Officer

Miss Grand International Public Company Limited