

MGI17-2024

10 July 2024

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024 via Electronic Media (E-EGM)

Dear : Shareholders of Miss Grand International Public Company Limited

Enclosures:

1. Copy of the Annual General Meeting of Shareholders Report for the year 2024
2. Capital Increase Report Form (F 53-4)
3. Details of the Warrants to Purchase Ordinary Shares of Miss Grand International Public Company Limited, No. 1 (MGI-W1)
4. Information on the Issuance and Offering of Newly Issued Shares to Accommodate the Exercise of Warrants as per the Notification of the Capital Market Supervisory Board No. TJ. 73/2015
5. Company Regulations Related to the Shareholders' Meeting
6. Guidelines for Attending the Shareholders' Meeting via Electronic Media (E-EGM)
7. Registration Form for Attending the Meeting via Electronic Media
8. Diagram of Procedures for Participating in the Extraordinary General Meeting of Shareholders No. 1/2024 via Electronic Media (E-EGM)
9. Proxy Forms (Forms A, B, and C)
10. Information of the Company's Independent Directors as Proxy Representatives in the Shareholders' Meeting
11. Map of the Company's Office for Document Delivery (if any)
12. Explanation on Using the QR Code

The Board of Directors of Miss Grand International Public Company Limited ("the Company"), in its Meeting No. 5/2024 held on June 24, 2024, resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on Monday, August 5, 2024, at 11:00 AM. The meeting will be conducted exclusively via electronic media (E-EGM) in accordance with the legal requirements governing electronic meetings (E-EGM) to consider the following agenda items:

Agenda 1: To Consider and Approve the Minutes of the Annual General Meeting of Shareholders for the Year 2024

Facts and Reasons: The Annual General Meeting of Shareholders for the Year 2024 was held on Friday, April 26, 2024. The minutes of this meeting were duly prepared and submitted to the Stock Exchange of Thailand within 14 days of the meeting date, in compliance with legal requirements. Additionally, the minutes have been published on the Company's website at www.missgrand.com for shareholders to review and verify for accuracy. The details are as presented in the copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2024 (**Enclosure No. 1**).

Board Opinion: The minutes of the meeting have been accurately, completely, and clearly recorded in accordance with the facts and have been disclosed to all shareholders. It is therefore deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1 / 2 024 consider and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2024 as detailed in the presented document.

Resolution: This agenda item must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2: **To Consider and Approve the Increase of the Company's Registered Capital and the Amendment of Article 4 of the Company's Memorandum of Association to Reflect the Increase in Registered Capital**

Facts and Reasons: The Company intends to raise funds for investment to expand its current business group and to seize growth opportunities from new business segments. Additionally, the funds will be used as working capital for the Company's operations. Therefore, it is deemed appropriate to propose that the meeting consider and approve an increase in the Company's registered capital by an additional 42,000,000 Baht, from the existing registered capital of 105,000,000 Baht to a new registered capital of 147,000,000 Baht. This will be achieved by issuing 84,000,000 new ordinary shares with a par value of 0.50 Baht per share to accommodate the exercise of rights under the Warrants to Purchase Ordinary Shares of the Company No. 1 (MGI-W1). The details are as presented in the Capital Increase Report Form (F53-4) (Enclosure No. 2). Additionally, it is proposed to approve the

amendment of Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase in registered capital as follows:

“No. 4. Registered Capital: 147,000,000 Baht
(one hundred forty-seven million Baht)
Divided into: 294,000,000 shares
(two hundred ninety-four million shares)
Par Value: 0.50 Baht (fifty satang)
Consisting of:
Ordinary Shares: 294,000,000 shares
(two hundred ninety-four million shares)
Preferred Shares: - shares (-)”

Furthermore, the Board of Directors, the Chief Executive Officer, or any person designated by the Board of Directors is authorized to sign any application or document related to the registration of the amendment to the Company's Memorandum of Association and to file for registration of the amendment with the Department of Business Development, Ministry of Commerce. They are also authorized to modify or change the application or any related documents concerning the registration of the capital increase and the amendment of the Company's Memorandum of Association to be submitted to the Department of Business Development, Ministry of Commerce. Additionally, they have the authority to undertake any necessary and relevant actions as deemed appropriate to ensure compliance with the law and according to the recommendations or orders of the registrar.

Board Opinion:

It is therefore deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024 consider and approve the increase in the Company's registered capital and the amendment of Article 4 of the Company's Memorandum of Association to reflect the increase in registered capital, along with the relevant authorizations, as detailed in the proposal.

Resolution: This agenda item must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 3: **To Consider and Approve the Issuance and Offering of the Warrants to Purchase Ordinary Shares of the Company No. 1 (MGI-W1)**

Facts and Reasons: According to the company's fundraising plan, the company intends to issue and offer warrants to purchase ordinary shares as part of its first issuance ("Warrant MGI-W1"), not exceeding 84,000,000 units. These warrants will be allocated to existing shareholders of the company in proportion to their shareholdings, excluding shareholders whose allocation would subject the company to foreign legal requirements. The allocation rate will be 2.5 ordinary shares per unit of Warrant MGI-W1, with any fractional shares rounded down without consideration of value. The warrants will have a validity period of 2 years from the issuance date of Warrant MGI-W1. Each shareholder will be entitled to use 1 unit of Warrant MGI-W1 per ordinary share, at an exercise price of 10.00 THB, unless adjusted. The Record Date for determining shareholders entitled to receive allocations of Warrant MGI-W1 is scheduled for August 16, 2024. For further details, please refer to the specifics of Warrant MGI-W1 (**Attachment 3**).

The Board of Directors, Chairman of the Board, or any person duly authorized by the Board of Directors of the Company are empowered to determine all details related to the issuance and offering of subscription warrants ("MGI-W1") in this instance, including but not limited to the issuance date of the warrants, the period and terms of exercising the warrants, conversion features of the warrants, and other specifications and details of the warrants. They are also authorized to amend the wording or content of documents, shareholder meeting reports, sign documents for various regulatory approvals, and provide necessary evidence related to the issuance and offering of subscription warrants ("MGI-W1"). This includes communication and submission of applications for documents and necessary evidence to governmental or relevant authorities, and any necessary and appropriate actions related to the issuance and offering of subscription warrants ("MGI-W1") in this instance.

Board Opinion: It is therefore deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024, the approval be sought for the issuance and offering of subscription warrants ("MGI-W1") not exceeding 84,000,000 units, allocated to existing shareholders of the Company in proportion to their shareholding, excluding allocation to shareholders that would result in the Company having obligations under foreign laws. The allocation rate shall be 2.5 ordinary shares per 1 unit of subscription warrant, with any fractions rounded down, and with a nominal value. The warrants shall have a maturity of 2 years from the issuance date and an exercise ratio of 1 unit of subscription warrant to 1 ordinary share. The exercise price is set at 10.00 Baht per unit (unless adjusted). The Record Date for entitlement to receive the subscription warrants ("MGI-W1") is scheduled for August 16, 2024. This proposal includes the delegation of authority as outlined in the proposal.

Resolution: This agenda item requires approval by a majority vote of shareholders present and voting at the meeting.

Agenda 4: **Consider approving the allocation of ordinary shares to increase capital to accommodate the exercise of rights under the warrant (MGI-W1).**

Facts and Reasons: According to the proposal submitted for consideration at the Extraordinary General Meeting of Shareholders No. 1/2024, it is recommended that the meeting approve the allocation of additional ordinary shares amounting to 84,000,000 shares, with a par value of 0.50 baht per share, to support the exercise of rights under the subscription warrants (MGI-W1) issued to existing shareholders in proportion to their shareholding. This allocation excludes shareholders whose participation would result in the company having obligations under foreign laws. Details are provided in the information memorandum for the issuance and offer of new shares to accommodate the rights under subscription warrants **(Attachment 4)**.

Board Opinion: It is therefore deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024, approval be sought for the allocation of 84,000,000 ordinary shares, with a par value of 0.50 baht per share, to accommodate the exercise of rights to purchase ordinary shares of the company in the first round (MGI-W1) issued to existing shareholders in proportion to their shareholding. This

allocation excludes shareholders whose participation would subject the company to obligations under foreign laws. Details are provided in the proposal in all respects.

Resolution: This agenda item requires approval by a majority vote of shareholders present and voting at the meeting.

Agenda 5: Consideration of any other matters (if any)

The company has specified a list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders 1/2024 (Recode Date) on July 9, 2024.

The shareholders are invited to attend the meeting in electronic form (E-EGM) at the specified date and time. The company will use electronic means for registration, voting, and vote counting, exclusively through electronic channels, without providing a physical venue or meeting room for shareholders.

Registration for participation in the meeting will open from 08:00 AM. Shareholders who wish to attend personally or appoint a proxy are requested to proceed with the necessary arrangements for submission.

1. Completed and signed electronic response form to participate in the meeting (Item submitted under sequence number 7).
2. Attachments of identity verification documents (for those attending in person) or proxy letter and related documents (for proxy attendees), as specified in the guidelines for attending the shareholder meeting via electronic media (E-EGM) (Item submitted under sequence number 6).
3. If appointing a proxy, please attach the proxy letter (Item submitted under sequence number 9).

Please submit these documents to the company by July 31, 2024, through the following channels:

- Email: ir@missgrandinternational.com
- Postal address: Company Secretary, 1213/141 Latphrao 94, Latphrao Road, Phlap Phla, Wangtanglang, Bangkok 10310

Once the company receives the required documents, it will verify the documents to confirm the right to attend the meeting. Upon successful verification, the company will instruct OJ International Co., Ltd. (the provider of the electronic meeting system (E-EGM) for the company) to send a (Weblink) for accessing the electronic meeting system to the shareholder's email address provided.

In case shareholders are unable to attend the electronic meeting themselves, they can appoint a proxy to attend the meeting and vote on their behalf. This proxy can be any individual or one of the company's independent directors as detailed in the information about the independent directors (**Attachment 10**). Shareholders can use Proxy Form A or Form B for general shareholders or Proxy Form C for foreign investors who have appointed a custodian in Thailand to hold and manage their shares (**Attachment 9**).

To facilitate smooth and efficient registration for the Extraordinary General Meeting of Shareholders 1/2024 via electronic means, shareholders are requested to carefully study and follow the registration procedures, meeting participation methods, proxy appointment, and accompanying registration documents as specified in the guidelines for the Extraordinary General Meeting of Shareholders 1/2024 via electronic means (E-EGM) and proxy appointment (**Attachment 6 to 10**).

The system will open for shareholder registration 2 hours prior to the start of the meeting. Additionally, shareholders are requested to review the user manual for the electronic meeting system, which will be sent to you via email by OJ International Co., Ltd., as well as the diagram outlining the steps for participating in the electronic meeting (**Attachment 8**). If you have any questions or encounter technical issues with the electronic meeting system before or during the meeting, please contact OJ International Co., Ltd. via telephone at 02-079-1811 or other contact methods specified in the email sent to you.

The company will conduct the meeting in accordance with the Royal Decree on Electronic Meetings B.E. 2020 and other relevant laws and regulations, including the company's specific regulations related to shareholder meetings (**Attachment 5**). If shareholders have questions related to the meeting agenda that they would like addressed, they can send their questions in advance to the company by July 31, 2024, via email at ir@missgrandinternational.com.

Please include your name, surname, and a contact telephone number so that the company can compile the questions and provide relevant clarifications during the meeting.

Best Regards,



(Dr. Manus Nonuch)

Chief Executive Officer

Miss Grand International Public Company Limited