

**Attachment 1**  
**Consideration of Agenda 1**

**Copy of the Annual General Meeting of Shareholders Report**  
**for the year 2024**

## Annual Shareholders Meeting Report for the year 2024

### Miss Grand International Public Company Limited

**Date, time and place :**

The Annual General Meeting of Shareholders for the year 2024 of Miss Grand International Public Company Limited ("the Company") was held on Friday, April 26, 2024, at 1:30 PM at MGI HALL, 6th Floor, BRAVO BKK Shopping Center, and conducted via Electronic Annual General Meeting (E-AGM)

**Start a meeting :** 1:30 PM

**Meeting facilitator :** Ms. Darin Wiwatcharoenpong, who introduced the Board of Directors, executives, auditors, legal advisors, as well as witnesses tasked with overseeing and verifying the vote counting process during the meeting. This was to ensure that the voting process was transparent, in compliance with the laws and regulations of the Company, and to provide guidance on meeting procedures, voting methods, and vote counting procedures for the shareholders' acknowledgment. The Board of Directors of the Company and attendees of this meeting are as follows:

**Board of Directors and meeting participants**

- |                               |   |
|-------------------------------|---|
| 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. Teresa Chaivisut	Chief Operating Officer
9. Ms. Sopapan Viroonmas	Chief Commercial Officer
10. Ms. Salinna Dangkomen	Company Secretary
11. Ms. Orawan klomkool	Llegal officer

**Company directors who did not attend the meeting\_** - None -

#### **Company auditor**

Ms. Satida Ratananurak EY Office Company Limited (“EY”)

#### **Independent legal advisor**

Mr. Sattawat Aoktan Responsible for overseeing and verifying the vote counting process during the meeting to ensure that the voting process is transparent, accurate, and compliant with the laws and regulations of the Company.

Before the meeting commences, the chairperson will announce the meeting regulations. The company will consider the agenda items in the order specified in the meeting invitation. The chairperson will provide an opportunity for questions or suggestions related to the agenda items. Participants wishing to express opinions or raise questions should identify themselves by name, status as shareholders, or proxy holders. This is to ensure accurate and comprehensive recording of the meeting in the meeting report.

For questions or comments beyond the current agenda items, please kindly raise them under the "Other Business" section of the meeting. During the Q&A session, shareholders are encouraged to provide concise feedback or inquiries, especially if there are many questions. The company reserves the right to select questions based on relevance and appropriateness. If any questions cannot be addressed during the meeting due to time constraints, the company will consider compiling and addressing them on the company's website subsequently. Your cooperation in ensuring a smooth and timely meeting is greatly appreciated.

The vote counting criteria dictate that votes will be tallied according to each agenda item, then combined with the votes of shareholders who have delegated their voting rights through a proxy form type A or B. Votes of shareholders who abstain or withhold their votes will be deducted from the total votes for each agenda item.

In this shareholder meeting, the company will record the proceedings using video footage for documentation purposes related to various operational activities. The video camera will capture images of the board members, executives, auditors, and legal advisors primarily. However, in the event of shareholders raising questions or expressing opinions, the company will not capture the faces of the shareholders in any way.

**Meeting facilitator:** At the start of the meeting, the number of shareholders present and represented by proxies is as follows:

On their own: 31 shareholders holding a total of 151,327,810 shares.

Proxy representation: 2 shareholders holding a total of 101 shares.

In total: 33 shareholders holding a total of 151,327,911 shares.

This represents 72.0609% of the total shares available for sale, which is 210,000,000 shares.

This indicates a quorum for the meeting according to the company's regulations, which stipulate that there must be at least 25 shareholders present or represented by proxies, or not less than half of the total number of shareholders, whichever is less. Additionally, the total shares held collectively must be at least one-third of the total shares available for sale by the company.

Dr. Manus Nonuch, the chairman of the company, has officially opened the meeting and designated Assoc. Prof. Suchart Laopreeda as the chairman of the meeting ("Chairperson") for this session.

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

The Chairperson informed the meeting that in compliance with Article 31 of the company's regulations, the board must convene a shareholders' meeting as an annual ordinary meeting within four (4) months from the end of the company's fiscal year. Since this agenda item is for information purposes only, there will be no voting, and it is requested that the meeting consider the next agenda item.

**Resolution: Acknowledge**

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

The chairman has delegated the meeting facilitator to present to the meeting according to the agenda.

Meeting facilitator propose that the meeting considers certifying the ordinary shareholders' meeting report for the year 2023, which was held on March 29, 2023. The aforementioned meeting deliberated on various matters as specified in the agenda outlined in the meeting invitation letter, with details presented accordingly. The committee has reviewed and found the records to be accurate. Therefore, it is proposed that the shareholders' meeting certify the ordinary shareholders' meeting report for the year 2023, which was held on March 29, 2023, of Grand International Limited Company (Public Company). This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

The chairman opens the floor for shareholders to ask questions.

When there are no shareholders who wish to ask questions or provide additional comments, I suggest that the meeting proceeds to vote on this agenda item. This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

In this agenda item, there is an additional attendee, bringing the total number of attendees to 65,000 shares.

In total, there are 40 shareholders attending the meeting, representing a combined total of 151,736,612 shares.

<b>Resolution</b>	<b>The number of votes (1 share = 1 vote)</b>	<b>The percentage of the total shares represented and used to cast votes.</b>
Approved	151,736,612	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,736,612	100.00

**Resolution:** The meeting has deliberated and passed a resolution to approve the annual shareholders' meeting report for the year 2023, held on March 29, 2023.

**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**

The chairperson announced at the meeting that Agenda Item 3 is to consider acknowledging the operational results and approving the financial statements for the fiscal

year 2023, which have been distributed to shareholders in QR code format along with the meeting invitation letter. Since this agenda item concerns the acknowledgment of the company's operational results, there will be no voting. Therefore, for this agenda item, Mr. Ratchaphol Chantaratim, in his capacity as Vice Chairman and Chief Executive Officer, is invited to report on the company's operational results to the next shareholder meeting.

Mr. Ratchaphol Chantaratim, Deputy Chief Executive Officer, informed the meeting about the summary of the company's operational performance for the fiscal year ending on December 31, 2023. The details of the company's performance were presented in accordance with the annual report format (Form 56-1 One Report), which has been distributed to shareholders in QR code format along with the meeting invitation letter (as mentioned in item 2). Here is the presentation of the company's operational results:

Miss Grand International Public Company Limited ("the Company") or MGI is a commercial enterprise that sells consumer goods. The company defines itself as "The Experiential Commerce Company," which means it conducts commerce by creating various experiences for customers to enhance customer engagement within the company's community, leading to the sale of products owned by the company, including all products imported and distributed within the company's umbrella. The company's operational structure comprises five operational divisions and four business groups. The company's inception began with pageant competitions such as Miss Grand Thailand and Miss Grand International, leading to the creation of an artist group derived from the winners of the Miss Grand competitions each year, referred to as the Talent group. This group is further utilized in creating media and experiences for customers, such as television programs, online content, series, dramas, and other media formats. Currently, the company plans to expand into more musical content. The X-Periences group is focused on creating experiences for customers in various forms, such as organizing events or creating experiences with other partners. In the future, the Commerce business group will focus on selling products derived from all experiences, from the four aforementioned business divisions.

Business Group 1, Pageant, consists of organizing Miss Grand competitions, which include two annual events. The first event is Miss Grand Thailand, which concluded at the beginning of last April, and the second event is Miss Grand International, scheduled to be held in October this year.

Business Group 2, Talent, manages artists. Every year, approximately 20 new artists join from both Miss Grand Thailand and Miss Grand International competitions. This provides the company with opportunities to recruit new artists in various forms. The company's flagship artists include Ms. Engfa Waraha and Ms. Charlotte Austin.

Business Group 3, Media and X-Periences, is the core media and entertainment business. For example, the GrandTV YouTube Channel presents the company's main online content, along with various Facebook channels such as Miss Grand Thailand, Miss Grand International, TikTok, and Instagram. This demonstrates that the company has a presence on almost every online channel. As for the X-Periences events, they include significant events such as The Grand Concert, MGT Fan Meeting, Grand Sport Day, Grand House program, Grand Series, and MGI Hall.

Business Group 4, Commerce, focuses on commercial activities. The products within the company's portfolio span various categories, including skincare and body care products, personal care items, fragrances, fashion accessories and jewelry, and food and dietary supplements. Additionally, there are product lines from our joint venture with Kamart, consisting of two brands: Beautilox and Face it. The Beautilox brand has already launched products in the first category. Distribution channels include offline outlets such as Eveandboy and Watsons, with plans for expansion into over 3,000 branches of 7-Eleven by June. As for the Face it brand. For MGI, the revenue streams are divided into 4 business units.

Business Unit 1 is the Commerce business, which focuses on online sales channels primarily. Additionally, there is an offline group consisting of approximately one hundred dealers or sales representatives within the company. Lastly, there is a newer group known as Joint Venture/Partnership, such as KMGI, which collaborates with Kamart.

Business Unit 2, Media and X-Periences, generates revenue from various channels, including sponsorships, advertising fees, tie-ins, or product placements within content. Additionally, revenue is generated through platform revenue sharing from platforms such as YouTube, Facebook, and TikTok, including advertising fees and gifts or stars received from various online platforms that integrate into the system every month. Exclusive membership currently includes approximately 4,000 members within the YouTube system. Expectations include the release of one additional series by the end of this year. Currently, the company utilizes the Facebook group platform to present content, requiring payment from viewers before accessing it. This comes from groups that align with all X-Periences events, such as souvenirs or premium items produced for sale at various events. The final group, Space rental, pertains to the MGI hall venue, which the company has the management rights for this year, expected to be another revenue-generating channel.

Business Unit 3, Talent, generates revenue through two channels. The first is revenue sharing, which comes from artists who have contracts with the company. Artists receive approximately 60% of the revenue, while the company receives around 40%.



International artists receive about 50% of the revenue. If the company receives jobs for artists whose contracts have expired, the artists must pay a management fee.

Business Unit 4, Pageant, primarily consists of licensee fees. These fees are annual payments for the licensing rights within both the Miss Grand Thailand and Miss Grand International groups. The fee structure for hosting the competitions depends on the presence or absence of a host each year. Additionally, revenue is derived from advertising or sponsorship fees paid by clients for the respective competitions annually. Other sources of income encompass ticket sales for various Miss Grand shows, ticket sales for event attendance, voting events, and merchandise associated with all Miss Grand competitions.

In the past year, total revenue amounted to 616,129,898.16 baht, derived from:

Commerce	254,607,669.95	baht
Pageant	85,053,678.79	baht
Talent	134,656,728.25	baht
Media	32,028,635.11	baht
X-Periences	80,575,285.99	baht
MGI hall	24,312,090.65	baht
And other incomes	4,828,069.98	baht
Gross profit	276,814,699.58	baht
Operating profit	148,909,690.74	baht
Net profit	119,252,190.05	baht

When compared to the year 2565, Highlight Revenue grew by 92.78%. Gross Profit (GP) grew by 126.29%. Net Profit (NP) grew by 149.22%. Net Profit Margin (NPM) grew by 19.36%

For Highlight in 2023, the growth is attributed to four groups:

For Pageant, the licensee fee for Miss Grand Thailand increased by 30% compared to 2021, and for Miss Grand International, it increased by 14%. Additionally, in 2022, there was a host fee from Vietnam, while this year, the event will be held in Myanmar.

Talent-wise, both Enfa and Charlotte stand out as the top two artists, contributing to half of the revenue generated by the Talent group.

Media and X-Periences' series "Show Me Love" has generated satisfactory revenue for the company. This year, there will be at least one more series, and there are a total of 15 X-Periences events, with 10 being domestic and 5 international. Additionally, 2023 marks the first year of managing the MGI Hall, with additional contracts secured for this year.



In 2023, Commerce made its first venture into selling through TikTok Shop in February of last year. Additionally, they introduced 5 new product categories, which include:

1. Nangngam Miracle Advance peptide face serum
2. NangNgam NiNi White Soap
3. Finverr Perfume is currently a popular perfume brand on TikTok.
4. Gourami Fish Chili Paste, Tom Yum Flavor NangNgam
5. Crispy Chicken Skin Chili Paste NangNgam

And KMGI is a joint venture company with Kamart, sharing 50% ownership. Therefore, I would like to propose to the shareholders' meeting to acknowledge this agenda, as presented.

The chairman opens the floor for shareholders to ask questions.

**Ms. Nopparat Juerjernonsuk, shareholder.**

**Query** It took me 4 days to study and decide to become a shareholder. I encourage everyone. I have a question: What is the percentage of the franchise fee between Miss Grand Thailand and Miss Grand International? The trend that Mr. Nawat Itsaragrisil uses the term “hunting colonialism” is like? Will it really help us to hunt colonialism?

Mr. Nawat Itsaragrisil Miss Grand Thailand cannot increase its number because it's awaiting approval from the Thai Ministry to add provinces. Currently, there are 77 provinces, but what increases each year is the price. After each competition, like in 2024, just concluded on April 6, 2024, after the winners are announced, it marks the end of the contract immediately. Therefore, there will be a renewal every year for qualifying provinces, while those not satisfied with the business conduct will have their rights revoked. For example, this year there were about 10 provinces with new competition directors. Mostly, 90% remained unchanged because they worked continuously. What increased at the provincial level is the price, significantly higher than the standard set if there was a change in provinces. However, if there was no change in standards, it would be around 15%-20% higher than the original price. Bangkok, returned to the list, with a new competition director already signed a 1-year contract for 2,500,000 baht, the highest-priced province currently. The higher price is due to the increased demand and because it's a province with a thriving business, just like Sakon Nakhon. Last year it was priced at 100,000 baht, but this year it's 800,000 baht. Therefore, the value of Miss Grand Thailand depends on demand, supply, and waiting lists. When there's a market shortage, the limited quantity becomes an opportunity for price increase. However, if there's a change in the competition director, the 15%-20% principle doesn't apply. Those offering higher and better quality bids will get to collaborate.

Miss Grand International will be managed by Ms. Teresa Chaivisut, Chief Operating Officer. Currently, there are 80 countries, with a goal of reaching 100 countries in the future. The company's prices have increased significantly each year, roughly by 20% at least, except when there's a change in ownership. In some cases where the owner or entrepreneur of a country changes, the company seizes the opportunity to increase the price by more than 20%, sometimes even up to 100%. This year, several countries saw a 100% increase, where a price of \$20,000 USD doubled to \$40,000 USD. This signifies a substantial leap in growth.

Then, the Chairman opened the floor for shareholders to ask questions and express relevant opinions. However, no shareholders made any comments or inquiries.

**Resolution: Acknowledge**

### **3.2 Approval of the financial statements for the year 2023**

Chairman, in accordance with the Public Company Act and the company's regulations, which stipulate that the company must prepare financial statements and profit and loss statements for the fiscal year audited by auditors and submit them for approval at the annual ordinary shareholders' meeting, I propose to present the key points from the financial statements summarized in the invitation letter sent to shareholders. In this agenda item, I invite Mr. Saksit Boonwanich, as the Chief Financial Officer, to report the financial information to the shareholders' meeting.

Mr. Saksit Boonwanich Chief Financial Officer at the meeting, it was announced that for the agenda item concerning the approval of the financial statements for the year 2023, it has received the approval of the Audit Committee and the Company's Board of Directors as follows:

The Audit Committee has reviewed and examined the financial statements of the Company and its subsidiaries for the year ended December 31, 2023. These financial statements have been audited and certified by Ms. Satida Ratananurak, Certified Public Accountant (CPA) License No. 4753, who is an auditor from EY Office Company Limited ("EY"). Therefore, it is recommended that the Company's Board of Directors propose to the Annual General Meeting of Shareholders for the year 2024 to consider approving the financial statements for the year ended December 31, 2023.

In the opinion of the Company's Board of Directors, it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2024 to consider approving the financial statements of the Company for the year ended December 31, 2023. This is because

they are deemed accurate, complete, and adequate in accordance with generally accepted accounting principles. Furthermore, they have been reviewed and approved by the Audit Committee and audited by a licensed auditor.

The auditor's report, dated February 20, 2024, states an unqualified opinion. The accountant found that the financial statements, including the income statement by the equity method and the statement of financial position as of December 31, 2023, accurately represent the financial position and operating results for the year ended on the same date, in accordance with applicable financial reporting standards. In summary, the report provides a comprehensive comparison of total revenues between 2022 and 2023.

In 2023, the total revenue amounted to 616.13 million baht, an increase from the previous year's total revenue of 319.61 million baht, representing a growth of 92.78%.

In 2023, the gross profit amounted to 272.79 million baht, an increase from the previous year's gross profit of 120.55 million baht, representing a growth of 126.29%.

In 2023, the net profit totaled 119.25 million baht, an increase from the previous year's net profit of 47.85 million baht, showing a growth of 149.22%.

Overall, in the past fiscal year 2023, the company experienced growth in all aspects of its business, leading to increases in revenue, gross profit, and net profit across the board.

The revenue divided into the 5 main businesses are as follows:

- 1) Commerce business: Total revenue for 2023 was 255 million baht, compared to 112 million baht in 2022.
- 2) Media and Entertainment business: Total revenue for 2023 was 113 million baht, compared to 69 million baht in 2022.
- 3) Artist business: Total revenue for 2023 was 135 million baht, compared to 62 million baht in 2022.
- 4) Pageant business: Total revenue for 2023 was 85 million baht, compared to 72 million baht in 2022.
- 5) MGI hall business: There was no revenue in 2022 as the business was not operational. In 2023, it generated revenue of 24 million baht.

Overall in 2566, the company grew in every business segment. Revenue distribution in 2566 compared to the company's main revenue was as follows: Talent (Artists) 22%, Pageant (Competitions) 14%, X-Periences 13%, Media 5%, MGI hall 4%.

The financial statement for the year 2023 totals 605 million baht, marking an increase of 185 million baht from 2022. Key details are as follows:

1. Cash and cash equivalents in 2566 amounted to 398 million baht, increasing by 111 million baht from the previous year. This increase was due to the offering of ordinary shares and the company's operations.
2. Trade receivables and inventory in 2566 amounted to 15 million baht and 12 million baht, respectively. Trade receivables decreased compared to the previous year, which had amounted to 25 million baht, due to improved management by the company.
3. Fixed assets in 2566 totaled 146 million baht, an increase of 7 million baht from the previous year. This increase was attributed to the company's purchase of a new office building worth 135 million baht and other fixed assets during the year.

Debt and equity sections:

1. Owner's equity in 2023 amounted to 405 million baht, increasing from the previous year's 104 million baht. This increase was due to the initial public offering of ordinary shares to the public by the company and the profit generated from its operations.
2. Trade payables in 2023 amounted to 37 million baht, increasing insignificantly from the previous year.
3. At year-end, the company announced a dividend payment of 42 million baht, to be distributed in January of the following year.
4. Prepaid income in 2023 amounted to 53 million baht, increasing from the previous year's 42 million baht. This increase represents a backlog due to the company's ability to secure advance payments from customers who are willing to pay before receiving services, such as royalties, artist fees, sponsorship fees, and so on.

Cash flow for 2023 is as follows:

1. Cash flow from operating activities amounted to 170 million baht.
2. Cash flow from investment activities totaled 154 million baht, mainly used for purchasing a new office building amounting to 135 million baht and other assets.
3. Cash flow from financing activities amounted to 270 million baht. This includes an increase in capital of 297 million baht and dividend payments totaling 15 million baht.

The chairman opens the floor for shareholders to ask questions.

**Shareholders who attended the meeting had a question.****Query** New office building and new product developments.

Mr. Nawat Itsaragrisil the new office building is expected to be fully operational in about 2 months. Currently, renovations and decorations are underway. The key feature of the back of the building will be the fulfillment center, which will relocate all packaging operations to the warehouse using a more advanced high-tech system. This building will serve as the permanent address for products and staff involved in transportation and packaging. Another revenue stream will come from the studio being built to accommodate serious sales efforts. In the future, there are plans to have 24-hour online sales, which will increase revenue and flexibility. Consolidating product packaging in one location will significantly reduce costs, leading to higher profits and reduced rental expenses.

Mr. Ratchaphol Chantaratim the company has about 4 - 5 office locations, excluding the fulfillment warehouse. The new office will streamline management, making it easier and more convenient, particularly in the Human Resources management group. It will include a Command Center room where the team can promptly analyze various numerical matrices. The company has implemented systems for deep customer insights, including repeat purchases and distribution channels. Currently, the company utilizes approximately 4 warehouse locations, including both registered and unregistered companies in the stock market that utilize the service. The company has hired additional personnel for management, which has proven to be costly, prompting an experiment with renting two more warehouse locations, including the main office. In the past year, the company has learned that it can manage itself effectively. Firstly, it can manage expenses, secondly, it's an opportunity to reduce costs in outsourcing, and thirdly, it's a future business opportunity because the current system allows it to act as a third party. In the future, MGI will have more partners joining the system, increasing from the MGI shop, allowing for better management of deliveries, whether through dropshipping or depositing goods with the company for distribution. This is in addition to the platform the company is currently developing to increase future business opportunities and revenue.

The company has added 2 additional studio rooms for comprehensive live streaming. Currently, there is the MGI shop channel, with plans to expand to 3 additional online shops on Toktok for selling different types of products. This will be updated to shareholders in the future. The current MGI shop focuses on skincare and dietary supplements. In the near future, there will be an expansion into consumer goods, jewelry, and fashion products. Additionally, the management system will include more artists in the company, allowing for better artist management. There is also available space for developing artists in the future.

Currently, there is a group of T-pop artists under development, which will be another significant revenue stream for the company in the future.

Mr. Nawat Itsaragrisil the company's products are constantly under development to understand consumer preferences. Consumers dislike routine, so there will be ongoing development of products, including changes in packaging and colors. For example, next week there will be 100,000 beautifully designed cans featuring various Thai beauty queens of 2024, such as Lin-Malin, Charanant, and Miss Grand Thailand. This is aimed at exciting consumers with a simple technique that ensures the fastest product turnover. Consumers want products that they can keep as memorabilia or support their favorite artists. Additionally, there will be an increase in consumer product quantities. For instance, during the evening on TikTok, the company will launch its first-ever tuna fish cans, demonstrating the company's commitment to understanding the importance of easy purchase and agile sales. Most importantly, the company's products maintain high standards and are pleasing to consumers.

When there are no shareholders who wish to ask questions or provide additional comments, I suggest that the meeting proceeds to vote on this agenda item. This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

In this agenda item, there is an additional attendee, bringing the total number of attendees to 49,100 shares.

In total, there are 41 shareholders attending the meeting, representing a combined total of 151,785,712 shares.

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	151,785,712	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

**Resolution:** The meeting considered It was resolved to approve the financial statements for the year 2023.

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



The chairman, in his capacity as the chairman of the audit committee, presented to the meeting that in order to comply with Article 37 and Article 120 of the Public Limited Companies Act B.E. 2535 (including any amendments), which stipulates that the annual ordinary general meeting of shareholders shall appoint auditors and fix the remuneration of auditors of the company, the audit committee has considered the qualifications of the auditors, their independence, the international accepted standards of practice, experience, expertise in auditing, and concluded that their remuneration is appropriate.

The audit committee has reviewed and found that the proposed auditors have been approved by the Securities and Exchange Commission and the Stock Exchange of Thailand. There are no relationships or interests between the auditors and the company, its subsidiaries, major shareholders, or executives, nor with any individuals associated with them. Furthermore, the auditors are independent in performing their duties without influence from any other parties, ensuring impartiality and fairness in their auditing.

From the audit committee meeting No. 1/2024 on February 28, 2024, the audit committee convened to consider the selection of the company's accountants for the fiscal year 2024.

The audit committee's recommendation to the board of directors summarized that EY Office Company Limited ("EY") and the auditors of EY, who are licensed accountants approved by the Securities and Exchange Commission ("SEC"), as the company's auditors for the fiscal year 2024. The list of appointed auditors is as follows:

**List of EY Office Company Limited ("EY")**

- |                                 |  |
|---------------------------------|--|
| 1. Ms. Satida Ratananurak       | Certified Public Accountant (Thailand) No. 4753 or |
| 2. Ms. arinda Hirunprasurtwutti | Certified Public Accountant (Thailand) No. 4799 or |
| 3. Mr. Chawalit Chaluyampornbut | Certified Public Accountant (Thailand) No. 8881    |

In considering the audit fees, the audit committee reviewed the proposal for the audit fees for the fiscal year 2024, which EY Office Company Limited ("EY") submitted for the company. The proposed audit fee for the company for the year 2024 is not more than 3,150,000 Baht per year, increased compared to the audit fee for the year 2023, which was 1,500,000 Baht. It was reasonable to propose the aforementioned audit fee for consideration and approval at the annual shareholders' meeting for the fiscal year 2024. The Board of Directors has considered and approved the proposal in the amount not exceeding 3,150,000 Baht for the company. The Board of Directors' opinion is in line with the audit committee's recommendation.



Annual inspection fee	Year 2023	Year 2024	more
Financial statement audit fee for the year	1,200,000.00	2,100,000.00	
Review of financial information Quarterly (total 3 quarters)	510,000.00	1,050,000.00	
	<b>1,650,000.00</b>	<b>3,150,000.00</b>	<b>1,500,000.00</b>

The chairman opens the floor for shareholders to ask questions.

When there are no shareholders who wish to ask questions or provide additional comments, I suggest that the meeting proceeds to vote on this agenda item. This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

In this agenda item, there were no additional attendees, totaling 0 participants with 0 shares.

In total, there were 41 shareholders attending the meeting, totaling 151,785,712 shares.

Resolution	The number of votes (1 share = 1 vote)	The percentage of the total shares represented and used to cast votes.
Approved	151,785,712	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

**Resolution:** The meeting considered It was resolved to approve the appointment of auditors and auditor compensation for the year 2024.

**Agenda 5:** Consideration of the appointment of directors to fill vacancies

The chairperson has assigned the meeting facilitator to present the details of this agenda item.

Meeting facilitator has informed the attendees that, in order to adhere to good corporate governance practices, they request permission for the directors who have completed their agenda items to leave the meeting while this agenda item is being discussed. Once the discussion is complete, they will be invited back into the meeting room. Accordingly, they extend an invitation to Dr. Wichien Chubthaisong, in his capacity as the Chairman of the

Nomination and Remuneration Committee, to facilitate the meeting in accordance with the company's meeting agenda and regulations going forward.

Dr. Wichien Chubthaisong, Chairman of the Nomination and Remuneration Committee, has been designated to provide details to the shareholders as follows.

The reasons supporting the consideration and approval of the appointment of directors to fill vacancies left by outgoing directors are as follows:

According to the Public Limited Companies Act and the company's regulations, Section 17 summarizes the key point that at every annual general meeting of shareholders, one-third of the directors shall vacate their positions. If the number of directors cannot be divided equally into three parts, the closest number to one-third shall vacate. A director who vacates the position may be re-elected. For directors who must vacate their positions in the first and second years after the company's registration, lots shall be drawn. For subsequent years, the director who has held the position the longest must vacate.

Currently, the company's board of directors consists of a total of 7 members. Therefore, for the 2567 annual ordinary shareholders' meeting, there are 3 directors who must vacate their positions according to the requirement of one-third of the total number of directors. The list of directors who must vacate their positions in this round, as proposed by the Nomination and Remuneration Committee, includes the following:

- |                          |                       |
|--------------------------|-----------------------|
| 1) Dr. Manus Nonuch      | Independent directors |
| 2) Mr. Suchart Laopreeda | Independent directors |
| 3) Mr. Chirasil Chayawan | Independent directors |

The Nomination and Remuneration Committee, excluding directors with vested interests, has duly considered that all three candidates, namely Dr. Manus Nonuch, Mr. Suchart Laopreeda, and Mr. Chirasil Chayawan, possess the required qualifications as per legal requirements, as well as criteria and regulations set forth by regulatory bodies. They are highly knowledgeable, skilled, experienced, and possess diverse management capabilities in relevant business operations. Furthermore, they exhibit other suitable qualifications and meet the criteria associated with maximizing benefits while aligning with the company's business strategy. They do not hold positions as directors or executives in other businesses that may cause conflicts of interest or compete with the company. Therefore, it is deemed appropriate to reappoint all three directors who must vacate their positions for another term.

The opinions of the company's committee indicate that the individuals nominated in this round have undergone a thorough screening process with careful consideration from the company's board. This assessment excludes directors with vested interests for this term.

The opinion of the Nomination and Remuneration Committee, having thoroughly reviewed, finds that the three directors who must vacate their positions are fully qualified according to the Public Limited Company Act of 1992, the Securities and Exchange Act of 1992, regulations of the Securities and Exchange Commission, Stock Exchange regulations, and related announcements. They possess knowledge, expertise, experience, and relevant qualifications beneficial to the company's operations. They do not hold positions as directors or executives in other businesses that may cause conflicts of interest or compete with the company. Throughout their tenure, they have collectively provided robust oversight, dedicated time to attend meetings, and demonstrated suitability for the company's business operations. They actively contribute valuable insights beneficial to the company and shareholders. Furthermore, the committee has ensured that no director serves on the boards of more than five other registered companies. Regarding the nomination of independent directors, opinions will be provided independently and in accordance with relevant criteria.

Therefore, it is proposed that the shareholders' meeting consider appointing individuals to fill the positions as detailed in the presentation. This recommendation is to ensure the company adheres to good practices in assessing the quality of shareholder meetings. For this purpose, it is suggested that the shareholders' meeting consider selecting directors individually from the presented list, allowing for convenient voting to facilitate the exercise of voting rights for the appointment of directors on an individual basis going forward.

The chairman opens the floor for shareholders to ask questions.

When there are no shareholders who wish to ask questions or provide additional comments, I suggest that the meeting proceeds to vote on this agenda item. This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

In this agenda item, there are no additional attendees, making the total number of attendees 0, with a total of 0 shares.

The total number of shareholders attending the meeting is 41, with a total of 151,785,712 shares.

### 1) Dr. Manus Nonuch

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

<b>Resolution</b>	<b>The number of votes (1 share = 1 vote)</b>	<b>The percentage of the total shares represented and used to cast votes.</b>
Approved	151,785,712	100.00
Disapproved	0	0

Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

## 2) Mr. Suchart Laopreeda

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	151,785,712	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

## 3) Mr. Chirasil Chayawan

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	151,785,712	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

**Resolution:** The meeting considered It was resolved to approve the appointment of directors to fill the positions of directors whose terms have expired according to the names presented above.

### Agenda 6: Consideration of the determination of director's remuneration for the fiscal year 2024

The chairperson informed the meeting that for this agenda item, the company had already presented the details for consideration in the meeting invitation. Therefore, the chairperson of the Nomination and Remuneration Committee, Dr. Wichien Chubthaisong, was invited to present the details for consideration at the shareholders' meeting.

Dr. Wichien Chubthaisong, Chairman of the Nomination and Remuneration Committee, presented the following information:

To comply with Company Regulation Section 22 and Section 90 of the Public Limited Company Act of 1992 (including subsequent amendments), which stipulate that company directors have the right to receive remuneration from the company in the form of cash rewards, meeting allowances, fees, bonuses, or other compensation as determined and resolved by the shareholders' meeting with a vote 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 compensation for their duties fairly and appropriately.

The Nomination and Remuneration Committee has presented the Board of Directors for consideration of the appropriateness of director remuneration, including both the Board of Directors and subcommittees. This consideration involves assessing the workload, duties, scope, roles, and responsibilities, linking performance metrics to job success, and other relevant environmental factors. Additionally, they compared director remuneration rates with those of other registered companies in the same industry or with similar sizes.

They propose that the Board of Directors further review and propose to the Annual Shareholders' Meeting for the year 2024 to consider setting director remuneration rates equivalent to those of the previous year, 2023. The details of the proposed remuneration are as follows:

<b>1. Director remuneration for the company.</b>		
Meeting allowance	<b>Year 2024</b>	<b>Quantity</b>
Chairperson of the Board of Directors	35,000	Baht/Person/Time
Company directors	25,000	Baht/Person/Time
<b>2. Audit committee remuneration</b>		
Meeting allowance	<b>Year 2024</b>	<b>Quantity</b>
Chairperson of the Audit Committee	30,000	Baht/Person/Time
Audit Committee member	20,000	Baht/Person/Time
<b>3. Remuneration of the nominating and remuneration committee</b>		
Meeting allowance	<b>Year 2024</b>	<b>Quantity</b>
Chairperson of the Nominating and- Compensation Committee	20,000	Baht/Person/Time

Member of the Nominating and Compensation- Committee	10,000	Baht/Person/Time
<b>4. The remuneration of the risk management committee</b>		
Meeting allowance	<b>Year 2024</b>	<b>Quantity</b>
Chairperson of the Risk Management- Committee	-	Baht/Person/Time
Risk Management Committee	10,000	Baht/Person/Time

In 2023, compensation was paid to the company's board of directors, audit committee, nomination and remuneration committee, and risk management committee, totaling 1,780,000 baht. Details of the director's remuneration in 2023 and the components of remuneration are presented in the 2023 annual report or Form 56-1 One Report Section 2, Governance, and information about the committee, sub-committee, management, employees, and others in the company.

The board of directors of the company has considered and approved in accordance with the recommendations of the Nomination and Remuneration Committee. It is therefore proposed that at the Annual General Meeting of Shareholders for the year 2024, the matter be further considered for approval.

Therefore, I propose to present this for consideration and approval at the meeting,

based on the details presented.

The chairman opens the floor for shareholders to ask questions.

When there are no shareholders who wish to ask questions or provide additional comments, I suggest that the meeting proceeds to vote on this agenda item. This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

In this agenda item, there are no additional attendees, making the total number of attendees 0, with a total of 0 shares.

The total number of shareholders attending the meeting is 41, with a total of 151,785,712 shares.

<b>Resolution</b>	<b>The number of votes (1 share = 1 vote)</b>	<b>The percentage of the total shares represented and used to cast votes.</b>
Approved	151,785,712	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

**Resolution:** At the meeting, the compensation for the board members for the year 2024 was approved as proposed.

**Agenda 7:** The allocation of reserves in accordance with the law and the approval of dividend payments for the fiscal year 2023 were considered and approved.

The chairperson has assigned the meeting facilitator to present the details of this agenda item.

The meeting facilitator informed the shareholders that the company has a policy to distribute dividends to shareholders at a rate of not less than 40 percent of net profits after deducting corporate income tax from the financial statements and various reserves as specified by law and company regulations. However, the distribution of dividends may be subject to change depending on the company's business operations, financial conditions, investment plans, necessity, and other relevant factors, as deemed appropriate by the company's board of directors and/or shareholders.

In addition, the payment of annual dividends must receive approval from the shareholders' meeting, except for interim dividend payments. The company's board of directors may approve interim dividend payments on an occasional basis when it deems that the company has sufficient profits to do so. The board will report such interim dividend payments to the next shareholders' meeting for acknowledgment.

Therefore, the company proposes to the shareholders' meeting to allocate reserves in accordance with the law and to approve the distribution of dividends for the fiscal year 2023. The details are as follows:

1. Allocation of dividends to the shareholders of the company, which are dividends paid from the operating results for the fiscal year 2023, in the amount of 73,500,000 baht, equivalent to 0.35 baht per share. This is subsequent to the company's prior interim dividend payment of 0.20 baht per share on January 23, 2024, leaving an additional dividend payout of 0.15 baht per share, totaling 31,500,000 baht. The company will determine the list



of shareholders entitled to receive dividends on March 6, 2024, and dividends will be paid on May 20, 2024.

2. By setting the record date for shareholders entitled to receive dividends on March 6, 2024, and scheduling the dividend payment for May 20, 2024.

Therefore, I would like to propose to the shareholder meeting for approval based on the details presented.

The chairman opens the floor for shareholders to ask questions.

When there are no shareholders who wish to ask questions or provide additional comments, I suggest that the meeting proceeds to vote on this agenda item. This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

In this agenda item, there are no additional attendees, making the total number of attendees 0, with a total of 0 shares.

The total number of shareholders attending the meeting is 41, with a total of 151,785,712 shares.

<b>Resolution</b>	<b>The number of votes (1 share = 1 vote)</b>	<b>The percentage of the total shares represented and used to cast votes.</b>
Approved	151,785,712	100.00
Disapproved	0	0
Abstained	0	0
Spoiled ballot	0	0
total	151,785,712	100.00

**Resolution:** The meeting considered Resolved to approve directors' remuneration for the year 2024 as proposed.

**Agenda 8: Other agenda (if any)**

The chairman informed the meeting that according to Section 105 paragraph 2 of the Public Limited Companies Act B.E. 1992 (Amended B.E. 2001), it is stipulated that shareholders holding shares totaling not less than one-third of the total number of shares sold may propose additional matters for consideration at the meeting besides those specified in the agenda. If shareholders do not propose any other matters for consideration, in accordance with the legal criteria, there will be no resolutions made on this agenda.

Therefore, if there are no proposed agenda items for consideration, the next order of business will be a question and answer session for shareholders. We would like to invite shareholders who have questions or concerns regarding various matters of the company to participate.

**1. Mr. Somkiat Jungcharoennorrasuk and  
Ms. Nopparat Jungcharoennorrasuk Shareholders**

**Query** The feedback on investing in Sabuy and selling products has been positive?

Mr. Ratchaphol Chantaratim has informed shareholders that MGI has invested in Sabuy for less than a month, starting around the beginning of April. Currently, it is in the process, with the first product contract has been signed for the Nang Ngam brand gourami fish chili paste (original size) to be distributed in the vending machines. As the shareholders have seen, the MGI cabinet is undergoing adjustments, as there was a pause during the Songkran Festival, and they will start to be seen in May. The first version of the contract has a minimum purchase agreement for about 100,000 packages, excluding the small size. Partnerships will be established in the future. The first group is Vending Plus, aiming to create a new revenue stream for the company by expanding the product distribution channels. The second group is Sabuy Fulfillment, focusing on internal process efficiency. The company will have representatives as product distributors within the system, aligning with Sabuy Speed to facilitate merchants or distribution agents in using the delivery service more easily. Regarding Buzzebees, which Sabuy holds about 20% of the shares, it's almost like being the number one of CIM Technology, with a relatively large customer base. It aligns with MGI's goal to expand the Digital Touchpoint group. Sabuy current plan involves developing a wallet because MGI is developing a digital platform that doesn't require permission from the National Bank and the Securities and Exchange Commission. This would otherwise require considerable capital and time. Sabuy is similar to the Whole Cell group as they are digital. The company is developing further in the food group, aligning more closely because it increases the distribution channels. As for the Digital group, the company sees the future with sufficient intellectual property (IP), whether in licensing or national sets each year or in various artist groups, being able to create digital products in the future, which are low-cost and present a business opportunity to help MGI develop faste. The company's Technology Blueprint outlines a 5-year development plan aimed at accelerating growth, especially in line with the board's policy. Joining the Sabuy group enables faster development. MGI Shop will integrate with Sabuy Market, and the Content Creator group will expand significantly. As for the Asphere group, whether it's GameFI, NFT, or Tokenization, MGI will be able to quickly leverage all intangible assets. The company has a substantial Creator team ready to develop these initiatives, waiting for the right moment

to maximize potential. If the Blockchain or NFT markets grow rapidly, including GameFI, Asphere is well-positioned with a considerable customer base in Southeast Asia. MGI is interested in entering the gaming industry, as evidenced by collaborating with Garena last year, sending Engfa Waraha as a character in the ROV game. This suggests the potential for MGI's GameFI in the future.

The One Grand Ecosystem is a platform currently under development with the goal of being utilized worldwide to create a Grand Community. Although it may not aim to become a Super App for a broad customer base, it targets Miss Grand Community groups, particularly in countries like Thailand, where there's a significant presence. In CLMV countries, Miss Grand is a well-known brand with substantial popularity, particularly in countries like Cambodia, Vietnam, and Indonesia. These regions have the potential for physical product expansion, utilizing KMGI to expand the market. Hence, the company plans to develop a Community system, named One Grand, where each country will have its Miss Grand artists, with Thailand having a considerable number annually. With 11 new artists signed this year and a total of 15 in the T-pop group, the company will provide a platform for fan clubs to engage in various activities, from artist follow-ups to ticket sales, experiential events, media consumption, competition news, and product sales through Upsell and Cross-sell strategies. By doing so, the company aims to mitigate risks associated with changing international platforms and aims to nurture its customer base, many of whom are Royalty customers, by improving cross-functional data collection to facilitate effective Upsell and Cross-sell opportunities. This approach will help the company grow by expanding its reach to both existing and potential customers, including those who may not initially be fans but are interested in experiential events and media content.

In the Buzzebees group under Sabuy, the company can leverage its resources reasonably well. Meanwhile, in the E-Wallet group at MGI, there's a focus on developing the MGI Wallet, which allows customers to use the wallet for making purchases across all our group's offerings. If successful in the initial phase, there's potential to expand it into an Open-loop system. However, obtaining additional approvals from national banks may require further time.

## **2. Ms. Suthasinee Suthison The proxy recipient**

**Query** The legal cases, three in total, the outcomes of which are unknown. Is there a likelihood of having a defense? Because the amount of money involved in the lawsuit is relatively high and there are significant implications.

Mr. Ratchaphol Chantaratim informed the shareholders that

Case 1: A certain online lottery company sued Miss Grand International International Co., Ltd., a public company, and Mr. Nawat Itsaragrisil in his personal capacity. The lower court has ruled to dismiss the case, and it is now concluded. The decision to appeal lies with the opposing party.

Case 2: Ms. Leena gangcharnja filed a criminal case, but the court did not accept the complaint. Therefore, the case has been dropped. The decision to appeal lies with the opposing party.

Case 3: Ms. Leena gangcharnja filed a civil lawsuit claiming damages against MGI. The court dismissed the case.

Case 4: MGI Company acted as the plaintiff, suing an online lottery company for damages based on infringement.

Case No. 5: Sangraevee Entertainment, under its former management, files a lawsuit against Ms. Engfa Waraha, which has not yet been investigated.

### **3. Mr. Peerachai Rojanabenjakul Shareholder**

**Query** The news in the past week stated that the U.S. government's Congress is considering banning TikTok. The next step would involve congressional approval and the President. If approved, it would lead to the cancellation of TikTok, which is one of the primary platforms for companies to conduct their product sales. It's unclear if the board has considered the potential impacts?

Mr. Nawat Itsaragrisil has informed shareholders that what Americans are doing to the TikTok platform is making things easier. As long as there is a choice, and being on a side that thrives and grows rapidly. What we have gained now is many privileges from TikTok because TikTok must try to increase its revenue-generating capabilities, including handling high sales volume merchants every month. We have a relatively high volume on the TikTok platform alone. The personal opinion of Americans is that they fear TikTok's influence on business will increase. While Facebook is lagging behind, Americans have the right to protect, but at the same time, American platforms have not developed and progressed rapidly and beneficially for commerce. We can see that currently, Facebook is closing its eyes and not facilitating commerce, especially in terms of trading. However, its main objective is centered around friends and family, aiming to foster community, understanding, love, and warmth. TikTok has come into the commerce theme, which aligns with the company's goals. The company has directly engaged with TikTok in China, where it is overseen by major executives, making negotiations highly potential. By enhancing benefits to facilitate business operations, there are no concerns whatsoever. For example, anyone interested in buying cheap items on April 28th, 29th, and 30th received a lineup indicating special discounted items. The company

knows that next month we will be doing something with TikTok. How many free coupons will there be? How much investment? The company never loses its profit margin but uses its power to negotiate. On April 25th, 2567, there was an award for the Outstanding Creator of the Day, meaning the person with the highest level of creativity in sales in Thailand. TikTok still has many other policies that we keep as strategies to compete with American platforms. Additionally, the company sells on every platform, including Shopee and Facebook, with appointed representatives. There are wholesale deals with celebrities. Currently, we have creators assisting with sales every day. For example, the half-kilogram cream bucket is currently selling very well. The responsible creator is Anna from TV Pool, while Vitamin C is being sold by Patt Napapa, and it's almost sold out. We might need to consider redesigning or changing the packaging because Thai consumers easily get bored. So, there's no need to worry about TikTok.

#### **4. Shareholders attending the meeting may ask questions.**

**Query** Besides you, Ms. Phailiw, do you have any other plans to penetrate the Chinese market?

Mr. Nawat Itsaragrisil informed shareholders that certain information may not be disclosed as it's in the process. Ms. Kamonwalai Prajakrattanakul (Pailiu), the first runner-up of Miss Grand Thailand 2023, has officially signed a 5-year contract and debuted as an artist under Tencent (Thailand) Limited. Next year, if there's another artist search by WeTV, their target might be MGI. The company has met with top executives of WeTV, and in the near future, there may be something to look forward to. Regarding T-pop this year, apart from searching for beauty queens, they also recruited 8 singers, which has been completed. They will undergo training in Thailand for approximately 30 classes and leave the country on May 30th, returning in July to continue training with the Korean team. This includes singing, dancing, makeup, hairstyling, persona transformation, and recording 2 songs. The group's name is "Oh Daisy," introducing new idols. This is another dimension aligned with WeTV, including the upcoming series "Rust smell Raindrops," which consists of 10 episodes. The series is intense and based on real locations.

The chairman opens the floor for shareholders to ask questions.

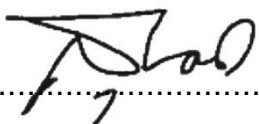
When there are no shareholders sending additional questions

In conclusion, on behalf of Miss Grand International Corporation Limited (Public Company), I would like to express my sincere gratitude to all shareholders and proxy holders who have graciously taken the time to attend this meeting to receive the company's operational report for the fiscal year 2023, along with considering other meeting agendas related to

understanding the company's direction and business objectives. The Board of Directors is committed to continuously growing the business, and we appreciate the dedication and hard work of all employees, executives, and board members who have diligently contributed to the company's success as reported today. We extend our best wishes for happiness and prosperity to all shareholders, proxy holders, and their families. Thank you to everyone, and I hereby adjourn the meeting.

**Resolution: Acknowledge**

**Closing the meeting: 3.30 PM.**

ลงชื่อ.....  
  
(Mr. Suchart Laopreeda)  
Chairman of the meeting

ลงชื่อ.....  
  
(Ms. Salinna Dangkomen)  
Company Secretary

Take notes and prepare meeting minutes