

Attachment 3

Consideration of Agenda 3

**Details of the warrants to purchase ordinary shares of
Miss Grand International Public Company Limited
No. 1 (MGI-W1)**

**Details of the Warrants to Purchase Ordinary Shares of
Miss Grand International Public Company Limited (the “Company”) No. 1 (MGI-W1)**

Issuer of Securities	Miss Grand International Public Company Limited (the “Company”) (“Company” or “MGI”)
Type of Securities	Warrants to Purchase Ordinary Shares of Miss Grand International Public Company Limited (the “Company”) No. 1 (“Warrant” or “MGI-W1”)
Type of Warrant	The type specifies the name of the holder and is transferable.
Term of Warrant	2 years from the date of issuance and offering of the warrant.
Number of warrants issued and offered for sale	Not exceeding 84,000,000 units.
Number of shares issued to support the warrants	Not exceeding 84,000,000 shares (at a par value of 0.50 Baht per share), representing 40.00% of the total shares issued and sold of the company.
Offer price per unit	0.00 Baht (zero Baht)
Exercise rate rights	Warrant 1 Unit, have the right to purchase 1 additional common share. (may be changed according to conditions for adjusting rights.)
Exercise price	10.00 baht per share (par value 0.50 baht per share) unless the exercise price is adjusted according to the rights adjustment conditions.
Date of issuance and offering of warrants	Board of Directors, Chairman of the Executive Officer, or any person appointed by the Board of Directors of the company is authorized to determine the date of issuance and offering of warrants after obtaining approval from the shareholders' meeting.
Method of offering for sale	To allocate to existing shareholders without allocating to shareholders that would cause the company to have legal obligations under foreign laws, in proportion to their shareholding, at a ratio of 2.5 existing ordinary shares per warrant unit. In cases where there are fractional warrants remaining after calculating based on the allocation ratio mentioned above, these fractions shall be disregarded entirely. The list of shareholders to receive allocations of warrants shall be specified. (Record Date) On August 16th, 2024.
Period of exercise of rights and determine the exercise of rights	The holder of the warrant can exercise the right once, which is on the maturity date of the warrant, which is 2 years from issuance. The company will specify the exercise period and schedule in the warrant terms and conditions. However, In case the exercise date falls on a non-business day of the company or the Stock Exchange of Thailand, the exercise date shall be moved to the last preceding business day.
Secondary market Warrant	MAI Stock Exchange
Secondary market for ordinary shares resulting from exercising rights	MAI Stock Exchange

Registrar	Thailand Securities Depository Co., Ltd.
The reason for having to issue new shares to support the adjustment of rights	<p>When there is an adjustment of the exercise price and exercise ratio according to the conditions for adjusting rights as specified in the terms and conditions of the warrants. which is the reason set out in Article 11 (4) (v) According to the announcement of the Securities and Exchange Commission No. นจ.34/2551, Subject: Requesting permission and permission to offer for sale warrants to purchase newly issued shares and newly issued shares to support the warrants, dated December 15, 2008 (including amendments)</p> <p>However, Executive Committee or Chief Executive Officer or persons assigned by the Executive Committee It is the authority to set conditions. and other details Related to adjusting the exercise price and exercise ratio.</p>
The impact on shareholders	<p><u>The impact on shareholding proportion (Control Dilution)</u></p> <p>In the event that the right to purchase ordinary shares according to the warrant is fully exercised and the person exercising the right is not the original shareholder of the company, it will affect the shareholding proportion of the original shareholder. The existing shareholders will have their shareholding proportion reduced by no more than 28.57 percent compared to their shareholding proportion before the issuance and offering of the warrants. The calculation details are as follows:</p> <p>Qo = The total number of issued and sold ordinary shares of the company is 210,000,000 shares.</p> <p>Qw = The number of ordinary shares allocated to support the warrants to be issued and offered in this instance is not exceeding 84,000,000 shares.</p> <p>Control Dilution = $Qw / (Qo + Qw)$ = not exceeding percent 28.57</p> <p><u>The impact on the price (Price Dilution)</u></p> <p>In the event that the right to purchase common shares according to the warrants is fully exercised, there will be an effect on the price the price will decrease by no more than percent 14.11 With detailed calculation as follows.</p> <p>P0 = The market price before the offering is calculated from the weighted average price of the stocks traded on MAI Stock Exchange over the past 15 consecutive days prior to the day the company's board resolution is passed to propose to the shareholders' meeting for approval to issue warrants. The price used in the weighted average calculation is the average price of the stock trades for each day. which is equal to 19.75 baht per share (The calculation between May 31, 2567, and June 21, 2567) The above average price is the average price of stock trading each day.</p>

	<p>P1 = Exercise price, which is equal to 10.00 baht.</p> <p>P2 = market price after the offering.</p> <p>Qo = The total number of common shares issued and sold by the company is 210,000,000 shares.</p> <p>Qw = Number of common shares supporting the warrants To be issued and offered for sale this time, the amount does not exceed 84,000,000 shares.</p> <p>$P2 = [(P0 \times Qo) + (P1 \times Qw)] / (Qo + Qw) = 16.96$ baht per share</p> <p>Price Dilution = $(P0 - P2) / P0 =$ not more than percent 14.11</p> <p><u>Impact on profit sharing (Earnings per share dilution)</u></p> <p>In the event that the right to purchase common shares according to the warrants is fully exercised, there will be an impact on the profit sharing. It will decrease by no more than 28.57 percent compared to the net profit before the issuance and offering of the warrants. The calculation details are as follows.</p> <p>EPS0 = Net profit per share before the offering.</p> <p>EPS1 = Net profit per share after the offering.</p> <p>However, "Net profit per share" refers to the net profit per share over the past 4 quarters from April 1, 2023, to March 31, 2024. Net</p> <p>profit per share after the offering = $\text{Net profit} / (Qo + Qw)$</p> <p>Qo = The total number of common shares issued and sold by the company is 210,000,000 shares.</p> <p>Qw = Number of common shares supporting the warrants To be issued and offered for sale this time, the amount does not exceed 84,000,000 shares.</p> <p>Earnings Dilution = $(EPS0 - EPS1) / EPS0 =$ not more than percent 28.57</p>
<p>Terms and conditions in the case where there are remaining warrants</p>	<p>The company will proceed to cancel the remaining warrants.</p>
<p>The conditions for adjusting the rights of the warrants</p>	<p>The Company will adjust the exercise price and the exercise ratio to purchase additional common shares throughout the life of the warrant. When any event occurs that may affect the rights of shareholders The objective is to preserve the benefits of warrant holders so that they are not less than before, as follows:</p> <ol style="list-style-type: none"> 1. When the company changes the par value of its common shares as a result of a stock merger or split.

2. When the company offers to sell newly issued common shares to existing shareholders and/or the general public and/or a limited number of persons at a "net price per share of newly issued common shares" calculated to be lower than 90 percent. of "Market price per share of the company's common shares.
3. When the company offers to sell any newly issued securities to existing shareholders and/or the general public and/or a limited number of persons. The securities give the security holder the right to exercise the right to convert into ordinary shares. or giving the right to purchase common shares such as convertible bonds or warrants to purchase common shares where the "net price per share of the newly issued common shares to support the rights" is calculated to be lower than 90 percent of the "market price per share of the Company's common shares"
4. When the company distributes dividends, in whole or in part, as common shares to the shareholders.
5. When the company pays cash dividends exceeding the amount specified in the terms and conditions of the rights.
6. In the event that there is any event that causes the warrant holder to lose their rights and benefits. Provided that any event is not specified in items 1 to 5, the Company will consider determining a change in the exercise price and/or a new exercise ratio. (or adjust the number of warrant units instead of the exercise rate) fairly without making the rights of warrant holders any worse than before.

The Executive Committee, the Chief Executive Officer, or any person authorized by the company's Executive Committee has the authority to establish or amend the criteria, conditions, terms of rights, and other details related to the issuance and allocation of the warrants. This includes, but is not limited to, setting the issuance and allocation date of the warrants, determining or changing the conditions and other details related to the adjustment of the exercise price and exercise ratio, negotiating, agreeing, and signing various documents and contracts, signing applications for permissions, requests for waivers, and related evidence, as well as performing necessary and appropriate actions related to the issuance and allocation of these warrants. This includes bringing the warrants. and common shares resulting from the exercise of rights under the warrants. Listed on the Stock Exchange of Thailand As well as proceeding to request permission from relevant agencies.

However, The company will not extend the term of the warrants or modify the exercise price and ratio, except for adjustments in accordance with the conditions for rights adjustment.

Other conditions	<p>Company's Executive Committee or Chief Executive Officer or a person assigned by the company's executive committee Has the authority to set rules, conditions, and other details. of the warrants, including but not limited to Determining the date of issuance and offering of warrants setting conditions and other details That involves adjusting the exercise price and exercise ratio, negotiating, agreeing, and signing various documents and contracts. Related, Including various operations Necessary and appropriate in connection with the issuance and offering of the warrants this time, including the presentation of the warrants and common shares resulting from the exercise of rights under the warrants. Listed on the Stock Exchange of Thailand As well as proceeding to request permission from relevant agencies.</p> <p>However, The company will not extend the term of the warrants or modify the exercise price and ratio, except for adjustments in accordance with the conditions for rights adjustment.</p>
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