

Attachment 4
Consideration of Agenda 4

**Information on the issuance and offering of newly issued shares to
accommodate the exercise of warrants
in accordance with the Capital Market Supervisory Board Announcement
No. TJ. 73/2015**

Information on the issuance and offering of newly issued shares to accommodate the exercise of warrants in accordance with the Capital Market Supervisory Board Announcement No. T.J. 73/2015**1. Details of the offering****1.1 Number of Right Offerings**

Not exceeding 84,000,000 shares (par value of 0.50 baht per share), representing 40.00% of the total issued and paid-up shares of the company, to accommodate the exercise of warrants to purchase ordinary shares of Miss Grand International Public Company Limited (the "Company"), No. 1 ("Warrants" or "MGI-W1")

1.2 Type of Investors

The company will allocate the warrants to existing shareholders only, without allocation to shareholders that would cause the company to have obligations under foreign laws, specifying the list of shareholders eligible to receive the warrants. (Record Date) On August 16, 2024.

1.3 The method for determining the offering price and market price.

Selling without consideration of value.

1.4 The method of offering and allocation.

The company will allocate the warrants to existing shareholders in proportion to their shareholdings, without allocation to shareholders that would subject the company to obligations under foreign laws. In the ratio of 2.5 existing ordinary shares per 1 warrant unit. In cases where there are fractions of warrant units remaining after calculating according to the allocated ratio. As stated, Round down the mentioned fractions and specify the list of shareholders eligible to receive the warrants. (Record Date) On August 16, 2024.

2. Purpose of the capital increase and the plan for fund utilization.

When the right to purchase ordinary shares of the company under the warrants to purchase ordinary shares of the company for the first time is exercised, the company will allocate the increased capital as follows:

Objective	Proportion of funds
4) Invest to expand the company's current business group that the company's executives have knowledge of. Great expertise and understanding	percentage 20
5) Invest to find growth opportunities from new business groups, such as beauty businesses or businesses related to beauty businesses.	percentage 60
6) Reserves are used as working capital within business operations.	percentage 20
Sum	percentage 100

notation:

The above proportion of money usage is as expected from the exercise of the entire amount of convertible warrants only. and may be adjusted according to circumstances, operations, and suitability Under the rules and regulations from the Securities and Exchange Commission and the Stock Exchange of Thailand.

3. Impact on shareholders. (Dilution Effect) and the value received by shareholders compared to the impact.**Impact on shareholding percentage. (Control Dilution)**

In the event that all the rights to purchase ordinary shares according to the warrants are exercised in full, and the users of these rights are not existing shareholders of the company, there will be an impact on the shareholding percentage of existing shareholders. The existing shareholders' shareholding percentage will decrease by up to 28.57% compared to their shareholding percentage before the issuance and offering of the warrants. The calculation details are as follows:

Qo = Total number of issued and paid-up ordinary shares of the company: 210,000,000 shares.

Qw = Number of ordinary shares reserved for the warrants to be issued and offered this time: not exceeding 84,000,000 shares.

Control Dilution = $Qw / (Qo + Qw)$ = Not exceeding 28.57%.

Impact on price. (Price Dilution)

In the event that all the rights to purchase ordinary shares according to the warrants are exercised in full, there will be an impact on the price, which will decrease not exceeding 14.11 The calculation details are as follows:

P0 = Market price before the offering is calculated from the weighted average price of shares traded on the Market for Alternative Investment (mai) over the past 15 consecutive business days prior to the date the Board of Directors resolved to propose to the shareholders' meeting for approval for the company to issue warrants. (Calculate between May 31, 2024, to June 21, 2024.) Using the average price as the average of daily stock trading.

P1 = The price used for the rights is 10.00 baht per share.

P2 = The market price after the offering.

Qo = The total number of issued and sold ordinary shares of the company is 210,000,000 shares.

Qw = The number of ordinary shares allocated for the warrants to be issued and offered this time is not more than 84,000,000 shares.

P2 = $[(P0 \times Qo) + (P1 \times Qw)] / (Qo + Qw)$ = 16.96 baht per share.

Price Dilution = $(P0 - P2) / P0$ = Not exceeding 14.11%

Impact on profit sharing. (Earnings per share dilution)

In the event that all the rights to purchase ordinary shares according to the warrants are exercised in full, there will be an impact on the profit sharing, decreasing by no more than 28.57% compared to the net profit before the issuance and offering of the warrants. The calculation details are as follows:

EPS0 = Net profit per share before the offering.

EPS1 = Net profit per share after the offering.

Net profit per share" refers to the net profit per share for the period of the last four quarters from April 1, 2023, to March 31, 2024. Net profit per share after the offering. = Net profit. / (Qo + Qw)

Qo = The total number of issued and sold ordinary shares of the company is 210,000,000 shares.

Qw = The number of ordinary shares reserved for the warrants to be issued and offered this time is up to 84,000,000 shares.

Earnings Dilution = (EPS0 – EPS1)/EPS0 = Not exceeding 28.57%.

However, The Board of Directors believes that offering additional ordinary shares to raise capital to support the exercise of warrants will enhance the company's readiness and financial flexibility. This includes building internal working capital reserves. However, if the warrants are exercised, existing shareholders may experience dilution in their shareholding percentage and potential impacts on the trading price of ordinary shares.

4. The board's opinion.**4.1 The reasons and rationale for capital increase.**

The board believes that allocating ordinary shares to increase capital in order to support the use of rights under the warrants will enhance the company's readiness and create financial flexibility. This is crucial for supporting future growth plans, including expanding current business segments and investing in opportunities for growth in new business areas. For example, businesses related to beauty enhancement or related ventures would benefit from the capital increase. This capital injection would also provide working capital to sustain operations. However, if the rights warrants are utilized, existing shareholders may experience dilution in their ownership percentage and fluctuations in common stock prices.

4.2 The possibilities for using funds raised from a stock offering.

The company's board sees the feasibility of the plan for using the funds obtained from exercising the rights under the warrant certificate. In the event that a company has clear investment plans or compelling projects, it could potentially lead to an increase in the company's stock value, there is a utilization of the conversion of rights under warrant certificates. To use the funds for investing in expanding the company's current business group and exploring opportunities for growth in new business sectors. For example, the company would use the funds to invest in expanding its current beauty business or related ventures. This would also enable the company to receive capital for operational liquidity to sustain its business operations.

4.3 The reasonableness of the capital increase and the plan for using the money received from the offering of additional common shares and the adequacy of the funding source.

The company has considered the reasonableness and benefits of this capital increase. The Board of Directors is of the opinion that the capital increase is reasonable and is for the benefit of shareholders. Because if someone comes to exercise the right to convert the warrant The company will receive additional funds to invest in expanding the company's current business groups and investing in growth opportunities from new business groups, For example, in the beauty enhancement business or related ventures, the company would receive funds to support operational liquidity. If this capital increase plan does not proceed as planned and insufficient funds are generated through the conversion of warrant certificates, the company may consider seeking capital from financial institutions or explore other options for future capital increases.

4.4 The expected impacts on the company's business operations, financial position, and performance.

The company's board sees that exercising rights under warrant certificates would strengthen the company's financial position, enhance readiness, and create flexibility to use funds for expanding its current business group and investing in opportunities for growth in new business sectors, For example, in the beauty enhancement business or related ventures, the company would receive funds to support operational liquidity for its business operations.

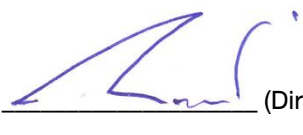
5. Confirmation from the Board of Directors regarding the capital increase.

In the event that the directors of the company fail to perform their duties honestly, with integrity, and with due care to safeguard the company's interests regarding capital increase, their negligence could result in harm or loss to the company. Shareholders can file a claim for damages against those directors instead of the company, According to Section 85 of the Public Limited Companies Act B.E. 2535. (Including any amendments or additions.) and if the failure to perform duties causes the directors or related persons to gain illegitimate benefits Shareholders can exercise their right to sue to recover benefits from that director on behalf of the company, According to Section 89/18 of the Securities and Exchange Act B.E. 2535. (Including any amendments or additions.)

I certify that the information in this report is accurate and complete in all respects.

Signature:  (Director)
(Mr. Nawat Itsaragrisil)



Signature:  (Director)
(Mr. Saksit Boonwanich)

(The authorized director signs and affixes the company seal.)