



MGI

บริษัท มิสแกรนด์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)
MISS GRAND INTERNATIONAL PUBLIC COMPANY LIMITED

Attachment 5

Company Regulations

In matters related to shareholders' meetings and voting

Regulations of Miss Grand International Public Company Limited (the “Company”)

In matters related to shareholders' meetings and voting

Section 6

Shareholders' Meeting

Article 31. The Board of Directors must arrange for an annual general meeting of shareholders within four (4) months from the end of the company's fiscal year.

Any shareholders' meetings other than those mentioned above shall be called extraordinary meetings. The Board of Directors may convene an extraordinary meeting whenever it deems appropriate.

One (1) or several shareholders whose shares total not less than ten (10) percent of the total number of shares sold. You can sign your name and write a request to the board of directors to call an extraordinary meeting of shareholders at any time. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case The board of directors must arrange a shareholder meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the event that the Board of Directors does not arrange for a meeting within the time period specified in the third paragraph, the shareholders who made the request or other shareholders holding the required number of shares may call the meeting themselves within forty-five (45) days from the end of the period specified in the third paragraph. In such a case, the meeting shall be considered as a shareholders' meeting called by the Board of Directors, and the company shall be responsible for any necessary expenses incurred in organizing the meeting and shall reasonably facilitate the process.

In the case where it appears that the shareholder meeting was called a meeting of shareholders according to paragraph four, on any occasion the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph 32. The shareholders according to paragraph four must join together. Responsible for compensating the company for expenses incurred from organizing the shareholder meeting at that time.

Article 32. At the shareholder meeting, there must be shareholders and shareholders' proxies (if any) attendees must be no fewer than twenty-five (25) people or not less than half (1/2) of the total number of shareholders, and they must hold

shares amounting to not less than one-third (1/3) of the total number of sold shares for the meeting to constitute a quorum.

When a shareholders' meeting is scheduled at any appointed time, if that time has passed by one (1) hour and the total number of attending shareholders and the shares they represent does not constitute a quorum, and if the meeting was called upon request by shareholders, the meeting shall be adjourned. If the meeting was called by the board of directors, another meeting shall be scheduled by sending a notice to shareholders at least seven (7) days prior to the meeting. Subsequent meetings do not require a full quorum.

Article 33. At the shareholders' meeting, the Chairman of the Board shall preside as the chairman of the meeting.

In the event that the Chairman of the Board is absent from the meeting or unable to perform his or her duties, if there is a Vice Chairman, the Vice Chairman shall preside as the chairman. If there is no Vice Chairman, or if the Vice Chairman is also unable to perform his or her duties, the shareholders present at the meeting shall elect one (1) shareholder to preside as the chairman of the meeting.

Article 34. When calling a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda, and matters to be presented at the meeting with appropriate details. It must clearly state whether the matters are for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the Board on those matters. The notice must be sent to the shareholders and the registrar no less than seven (7) days before the date of the meeting.

The notice of the meeting must also be advertised in a newspaper for at least three (3) consecutive days before the meeting date. Or the company may advertise the meeting notice via electronic media instead of advertising in newspapers, in accordance with the criteria set by the registrar.

The notice of the meeting shall be delivered directly to the recipient or their representative, or sent by registered mail. If a shareholder has expressed a desire or consented to receive the notice of the meeting electronically, the notice may be sent electronically. This is in accordance with the criteria specified by the registrar.

The committee shall determine any other place in the Kingdom of Thailand that will be used as a meeting place under paragraph one.

Article 35. The chairman at the shareholder meeting is responsible for ensuring that the meeting proceeds according to the company's regulations regarding meetings. In this context, the meeting must follow the agenda sequence specified in the meeting notice, unless there is a resolution to change the agenda sequence with a vote of at least two-thirds (2/3) of the shareholders present at the meeting.

When the meeting has finished considering the first paragraph. Shareholders whose shares total not less than one-third (1/3) of the total number of shares sold. You may ask the meeting to consider matters other than those specified in the meeting notice.

In the case where the meeting has not finished considering matters according to the order of the agenda according to the first paragraph or has not finished considering matters proposed by shareholders according to the second paragraph, as the case may be, and it is necessary to postpone the consideration. Let the meeting determine the place, day and time of the next meeting. and the board of directors shall send a meeting invitation letter specifying the place, date, time, and agenda to the shareholders at least seven (7) days before the meeting date. The notice of meeting must be advertised in a newspaper for not less than three (3) days. before the meeting day as well.

Article 36. In voting at shareholder meetings, whether by open or secret ballot. It is considered that one (1) share has one (1) vote.

Voting must be done openly. unless at least five (5) shareholders request and the meeting resolves to hold a secret ballot. Let's vote secretly. The method of secret voting shall be as determined by the chairman of the meeting.

Which shareholder has a special interest in any matter, that shareholder has no right to vote on that matter. In addition to voting to elect directors and the resolution of the shareholder meeting must consist of the following votes:

- (1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there are equal votes The chairman of the meeting shall cast an additional vote (1) as the deciding vote.
- (2) In the following case, votes are counted if they constitute not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote at the meeting.
 - (1) Selling or transferring all or important parts of the company's business to another person.

- (2) Buying or accepting transfer of business of a private company or another public company owned by the company.
- (3) Making, amending or canceling contracts regarding the rental of all or important parts of the company's business. Assigning any other person to manage the company's business or a merger with another person for the purpose of sharing profits and losses.
- (4) Amendment of the Memorandum of Association or company bylaws.
- (5) Increasing or reducing registered capital of the company.
- (6) Dissolution of the company.
- (7) Issuance and offering for sale of company debentures.
- (8) Merger of the company with another company.
- (9) Other actions as provided by law must receive a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

Article 37. Business that the annual general meeting of shareholders should convene is as follows:

- (1) Acknowledge the report of the board of directors showing the company's operations during the past year.
- (2) Consider and approve the balance sheet and profit and loss account at the end of the company's fiscal year.
- (3) Consider and approve the allocation of profits and the payment of dividends.
- (4) Consider electing new directors to replace those who retire by rotation. and determine the remuneration of directors
- (5) Consider appointing an auditor and determine the amount of audit fees and
- (6) Other businesses

Article 38 At the shareholders' meeting, a shareholder may appoint a proxy, who must be of legal age, to attend and vote on their behalf. The proxy appointment must be in writing, signed by the shareholder, and submitted to the chairman of the board or a person designated by the chairman at the meeting venue before the proxy enters the meeting. The proxy form must be in accordance with the format prescribed by the registrar under the Public Limited Companies Act.

Granting a proxy according to paragraph one Shareholders may proceed by electronic means instead. The method must be used that is safe and reliable to

ensure that the proxy is carried out by the shareholder in accordance with the criteria set by the registrar.

In voting, it is considered that the proxy has votes equal to the total number of votes that the shareholders granting the proxy have. unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the proxies. The name of the proxy grantor and the number of shares held by the proxy grantor are also specified.