

MGI05-2025

March 14, 2025

**Subject:** Invitation to the 2025 Annual General Meeting of Shareholders (E-AGM) via Electronic Means

**Dear:** Shareholders of Miss Grand International Public Company Limited

**Attachments**

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders  
No. 1/2024
2. Annual Report 2024 and Financial Statements for the Fiscal Year 2024 (One Report) in  
QR Code Format
3. A Brief Biography of the Nominee for Reappointment as Director
4. The company's regulations regarding shareholders' meetings and voting
5. Guidelines for Attending the Shareholders' Meeting via Electronic Media (E-AGM)
6. Registration Form for Attending the Meeting via Electronic Media
7. Flowchart of Procedures for Attending the 2025 Annual General Meeting of  
Shareholders via Electronic Means (E-AGM)
8. Proxy Forms (Forms A, B, and C)
9. Submission of Questions in Advance Before the Shareholders' Meeting
10. Information of the Company's Independent Directors as Proxy Representatives in the  
Shareholders' Meeting
11. Map of the Company's Office for Document Delivery
12. Privacy Notice for Shareholders and Company Directors

At the Board of Directors' Meeting No. 1/2025 of Miss Grand International Public Company Limited ("the Company") held on February 10, 2025, it was resolved to convene the 2025 Annual General Meeting of Shareholders on Friday, April 11, 2025, at 10:00 AM. The meeting will be conducted exclusively via electronic means (E-AGM) in compliance with the legal requirements governing electronic meetings (E-AGM) to consider the following agenda items:

**Agenda 1**                      **To consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024.**

**Facts and Reasons**                      The Extraordinary General Meeting of Shareholders No. 1/2024 of the Company was held on Monday, August 5, 2024. The minutes of the meeting were prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting, as required by law. Additionally, the minutes were published on the Company's website at [www.missgrand.com](http://www.missgrand.com) to ensure shareholders are informed and can verify the accuracy of the information. The details are provided in the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 (**Attachment 1**).

**Board Opinion**                      The minutes of the meeting have been accurately, fully, and clearly recorded in accordance with the facts and have been disclosed to shareholders for their awareness. Therefore, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 as presented in all details.

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

**Agenda 2**                      **To acknowledge the performance results for the fiscal year 2024, ending on December 31, 2024.**

**Facts and Reasons**                      The Company has summarized its performance results and the Management Discussion and Analysis (MD&A) for the year 2024 in the 56-1 One Report for the year 2024 (**Attachment 2**), available in QR Code format along with the invitation letter for this meeting.

**Board Opinion**                      It is proposed to present to the 2025 Annual General Meeting of Shareholders for acknowledgment of the performance results for the fiscal year 2024.

**Resolution**                      This agenda is for acknowledgment, so no voting will be required.

### **Agenda 3**

**To consider and approve the financial statements for the fiscal year 2024, ending on December 31, 2024.**

#### **Facts and Reasons**

In accordance with the Company's Articles of Association, Clause 41, and Section 112 of the Public Limited Companies Act B.E. 2535 (as amended), which require the company to prepare a balance sheet and income statement (financial statements) as of the end of the fiscal year and present them to the shareholders' meeting for approval, the financial statements for the fiscal year ending on December 31, 2024, have been audited by the auditors from EY Company Limited. They have also been reviewed by the Audit Committee and approved by the Board of Directors. The details are included in the financial statements in the 56-1 One Report for the year 2024 (**Attachment 2**), available in QR Code format along with the invitation letter for this meeting.

#### **Board Opinion**

It is proposed to present to the 2025 Annual General Meeting of Shareholders for the approval of the financial statements for the fiscal year 2024, ending on December 31, 2024, which have been audited and signed off by the auditors from EY Company Limited and have been approved by the Audit Committee.

#### **Resolution**

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

### **Agenda 4**

**To consider and approve the allocation of profits for the payment of annual cash dividends for the year 2024.**

#### **Facts and Reasons**

The Company has a policy to pay dividends to shareholders of no less than 40% of the net profit as per the Company's separate financial statements, after deducting corporate income tax and legal reserves each year. However, the Company will consider the payment of dividends based on various factors to maximize benefits for shareholders, such as the Company's operating performance and financial position, investment plans during each period, and other considerations deemed appropriate by the Board of Directors. The dividend payment must not significantly impact the Company's normal operations. The payment of dividends must be approved by the shareholders' meeting, except in the case of interim dividends, which the Board of Directors is authorized to approve and report to the shareholders' meeting for acknowledgment.

Board Opinion

It is proposed to present to the 2025 Annual General Meeting of Shareholders for consideration of the allocation of legal reserves and approval of the dividend payment for the 2024 performance results. (The entitlement to such dividends remains uncertain until approved by the 2025 Annual General Meeting of Shareholders.)

Resolution

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

Agenda 5

**To consider and approve the appointment of directors in place of those who are due to retire by rotation.**

Facts and Reasons

In accordance with the Company's Articles of Association, Clause 17, and Section 71 of the Public Limited Companies Act B.E. 2535 (as amended), which require that at every annual general meeting, one-third (1/3) of the total number of directors must retire by rotation. If the number of directors cannot be exactly divided into three parts, the number closest to one-third (1/3) shall retire. The directors who retire by rotation are eligible for re-election.

Currently, the Company has a total of seven (7) directors. Therefore, at the 2025 Annual General Meeting of Shareholders, three (3) directors are due to retire by rotation, as listed below:

- |                               |                    |
|-------------------------------|--------------------|
| 1) Mr. Nawat Itsaragrisil     | Board of Directors |
| 2) Mr. Ratchaphol Chantaratim | Board of Directors |
| 3) Mr. Saksit Boonwanich      | Board of Directors |

The Nomination and Remuneration Committee (excluding any directors with conflicts of interest) has carefully screened, nominated, and selected qualified individuals to be proposed as directors in place of those retiring by rotation, following the Company's established process. By considering suitability, knowledge, Competency, the Board Skill Matrix, Profession, The diverse experience in relevant businesses and other qualifications that are appropriate and in compliance with applicable regulations, for the utmost benefit and alignment with the Company's business strategy, lead to the proposal to consider the reappointment of the three (3) directors retiring by rotation to continue serving in their positions. The names of the proposed directors are as follows:

- 1) Mr. Nawat Itsaragrisil Board of Directors
- 2) Mr. Ratchaphol Chantaratim Board of Directors
- 3) Mr. Saksit Boonwanich Board of Directors

The Board has considered and determined that the individuals proposed to be appointed as independent directors meet the qualifications required by the relevant laws and regulations concerning independent directors (**details are provided in Attachment 3**).

Board Opinion

It is proposed to present to the 2025 Annual General Meeting of Shareholders for consideration of the appointment of directors to fill the positions of those retiring by rotation.

Resolution

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

Agenda 6

**To consider and approve the directors' remuneration for the year 2025.**

Facts and Reasons

In accordance with the Company's Articles of Association, Clause 22, and Section 90 of the Public Limited Companies Act B.E. 2535 (as amended), which stipulates that the directors of the company are entitled to receive remuneration from the company in the form of money rewards, meeting allowances, pensions, bonuses, or other benefits as determined by the shareholders' meeting, and approved by a vote of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. This is to ensure that the Board of Directors is fairly and appropriately compensated for their duties.

The Nomination and Remuneration Committee has presented to the Board of Directors for consideration of the appropriateness of the directors' remuneration, both for the Board of Directors and the sub-committees, taking into account the duties, scope, roles, and responsibilities, linking the performance results with operational success, and other relevant factors. The committee also considered comparing the directors' remuneration with that of other listed companies in the same industry or of a similar size. The committee has proposed to the Board of Directors to recommend to the 2025 Annual General Meeting of Shareholders to approve the directors' remuneration at the same rate as the year 2024. The details of the remuneration are as follows:

Position	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
	Meeting allowance / per session	Meeting allowance / per session	Meeting allowance / per session	Meeting allowance / per session
Chairman of the Board	35,000 Baht	30,000 Baht	20,000 Baht	10,000 Baht
Director	25,000 Baht	20,000 Baht	10,000 Baht	10,000 Baht

Board Opinion

The Board of Directors deems it appropriate, as proposed by the Nomination and Remuneration Committee, after careful and cautious consideration, and recommends presenting it to the Annual General Meeting of Shareholders for the year 2025 to approve the remuneration for the Board of Directors at the same rate as in 2024.

Resolution

This agenda must be approved by a vote of no less than two-thirds of the total votes of the shareholders present at the meeting and entitled to vote.

Agenda 7

**Consider approving the appointment of the auditor and determining the remuneration for the auditor for the fiscal year 2025.**

Facts and Reasons

In accordance with the company's regulations, Article 37, and Section 120 of the Public Limited Companies Act, B.E. 2535 (including amendments), which stipulates that the annual general meeting of shareholders must consider the appointment of auditors and determine their remuneration every year, the audit committee has reviewed the qualifications of the auditor, their independence, performance results, internationally accepted work standards, experience, and expertise in auditing, as well as the remuneration rate, and has deemed them appropriate. Therefore, it is proposed to the board of directors to appoint DIA International Audit Co., Ltd. (Head Office) as the company's auditor for the fiscal year 2025. This firm is a licensed auditor approved by the Securities and Exchange Commission. The details are as follows:

- |                                  |                         |
|----------------------------------|-------------------------|
| 1) Mr. Joompoth Priratanakorn    | CPA License No.7645 or  |
| 2) Mr. Apipong Leongnarkitongdee | CPA License No.12199 or |
| 3) Ms. Suphaphorn Mangjit        | CPA License No.8125     |

Additionally, the Audit Committee has deemed it appropriate to propose the remuneration for the auditor (Audit fee) of the company for the fiscal year 2025 to be a total amount of 2,100,000 baht.

Board Opinion

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for the year 2025 to consider the appointment of the auditor and the auditor's remuneration for the fiscal year 2025.

Resolution

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

Agenda 8

**Consider any other matters (if any).**

To allow shareholders to ask any questions and/or to allow the board of directors to clarify any inquiries and/or concerns raised by shareholders (if any).

The company has set the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2025 (Record Date) on February 26, 2025. Therefore, we would like to invite shareholders to attend the Annual General Meeting of Shareholders for the year 2025 in the format of an electronic meeting (E-AGM) on the specified date and time. There will be no physical location and/or meeting room prepared for shareholders to attend the meeting in person.

The company will open the registration system for shareholders to join the meeting from 9:00 AM onwards. For shareholders who wish to attend the meeting in person or appoint a proxy to attend the meeting on their behalf, please refer to the detailed steps as outlined in **(Attachment 5)**.

In case shareholders are unable to attend the meeting through electronic media themselves, they can appoint another person or an independent director of the company as a proxy, in accordance with the details of the independent directors specified by the company **(Attachment 10)**, to attend the meeting and vote according to their wishes. The proxy can be granted using Proxy Form A or Form B for general shareholders, or Proxy Form C in the case of foreign investors who appoint a Custodian in Thailand to hold and manage their shares **(Attachment 8)**.

To ensure the registration process for the 2025 Annual General Meeting (AGM) through electronic media is smooth, efficient, and organized, shareholders are kindly requested to study and follow the registration steps, instructions for attending the meeting, proxy appointment process, and accompanying documents as outlined in the guidelines for attending the meeting via electronic media (E-AGM) **(Attachment 5)** carefully.



The system will open for shareholders to register in advance 1 hour before the meeting starts. Additionally, shareholders are kindly requested to review the user guide for the electronic meeting system, which OJ International Co., Ltd. will send via email, along with the flowchart showing the steps to attend the meeting through electronic media (**Attachment 7**) in detail.

If you have any questions or experience technical issues with the electronic meeting system before or during the meeting, please contact OJ International Co., Ltd. via phone at 02-079-1811 or other contact methods that OJ International Co., Ltd. will provide in the email sent to you.

The company will conduct the meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563, and other relevant laws and regulations, as well as the company's bylaws, specifically those related to shareholder meetings (**as outlined in Attachment 4**).

If shareholders have any questions that they would like to be clarified regarding the agenda of this meeting, they may submit their questions in advance to the company before the meeting date, no later than April 9, 2568, via the email address: [secretary@missgrandinternational.com](mailto:secretary@missgrandinternational.com).

Please provide your full name, surname, and a contact phone number so that the company can collect the questions and information in order to clarify the relevant issues during the meeting.

Best Regards,



Dr. Manus Nonuch

Chairman of the Board

Miss Grand International Public Company Limited