



MGI

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

Attachments 1
For consideration of Agenda Item 1

Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024**Miss Grand International Public Company Limited****Date, time and place :**

The Extraordinary General Meeting of Shareholders No. 1/2024 of Miss Grand International Public Company Limited (the "Company") was held on Monday, August 5, 2024, at 11:00 a.m. exclusively in the form of an electronic meeting (E-EGM) in accordance with the legal requirements for conducting electronic meetings.

Start a meeting : 11:00 AM.

Ms. Salinna Dangkomen, acting as the moderator of the meeting, welcomed the participants to the Extraordinary General Meeting of Shareholders No. 1/2024. She introduced the Board of Directors, executives, company officials, financial advisors, legal advisors, and witnesses who were responsible for overseeing and verifying the vote counting during the meeting. This was to ensure that the voting process was transparent and complied with legal and company regulations. She also introduced the meeting rules, voting procedures, and vote counting methods to the shareholders. The Board of Directors, executives, company officials, financial advisors, and legal advisors participating in 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

Company directors who did not attend the meeting: - None -

Executives and company officials attending the meeting:

1. Ms. Teresa	Chaivisut	Chief Operating Officer
2. Ms. Sopan	Viroonmas	Chief Commercial Officer
3. Ms. Orawan	klomkool	The company's legal officers are responsible for overseeing and verifying the vote counting during the meeting to ensure that the voting process is transparent and complies with legal and company regulations.

Financial Advisors:

1. Mr. Vasut	Bunchalaksi	FINNEX ADVISORY CO.,LTD.
2. Mr. Tawi	Thawankijdumrong	FINNEX ADVISORY CO.,LTD.
3. Mr. Paween	Praweenwongwuth	FINNEX ADVISORY CO.,LTD.

Legal Advisors:

1. Ms. Manunya	Thitinuntawan	MANUNYA&ASSOCIATES LIMITED
2. Mr. Nitisart	Kithirun	MANUNYA&ASSOCIATES LIMITED
3. Ms. Nantaya	Kaewkomon	MANUNYA&ASSOCIATES LIMITED

Before the meeting commenced, the moderator informed the participants of the meeting rules. The company would consider the agenda items in the order listed in the meeting invitation. The Chairman would allow for questions or suggestions related to the agenda items. When expressing opinions or asking questions, participants were asked to state their name and their status as either a shareholder or a proxy, so the company could accurately and fully record the details in the minutes of the meeting.

For questions or comments that are not related to the current agenda item, please direct them to other agenda items during the Q&A session of the meeting. Shareholders are kindly requested to keep their comments or questions concise, especially if there are many questions. The company reserves the right to select questions deemed appropriate. If there are any questions that cannot be answered during the meeting due to time constraints, the company will collect and provide answers

on its website afterward. Shareholders are requested to cooperate to ensure the meeting runs smoothly and stays within the allotted time.

Voting Criteria votes will be counted according to each agenda item. The results will be compiled with the votes of shareholders who have provided proxies using Proxy Form A, B, or C. The votes of shareholders who are against or abstain will be deducted from the total votes for each agenda item.

In this Extraordinary General Meeting of Shareholders, the company recorded the meeting in video format for documentation purposes related to various activities. The recording will primarily capture images of the Board of Directors, executives, company officials, financial advisors, and legal advisors. The company will not capture the faces of shareholders who ask questions or provide comments.

Ms. Salinna Dangkomen, the moderator, announced the number of shareholders present at the meeting at the start. At the beginning of the meeting, the total number of shareholders and proxies representing shareholders was as follows:

Shareholders	10	Persons	No. of Shares	150,671,901	Shares
Proxies	21	Persons	No. of Shares	8,003,360	Shares
Total	31	Persons	Total No. of Shares	158,675,261	Shares
Total shares are 75.5596			Of Total Paid up Capital	210,000,000	Shares

This was considered a quorum according to the company's regulations, which require that at least 25 shareholders or proxies representing shareholders be present, or at least half (1/2) of the total number of shareholders. Additionally, shareholders present must hold at least one-third (1/3) of the total number of shares issued by the company.

Dr. Manus Nonuch, the Chairman of the Board, served as the meeting chairman. The Chairman opened the meeting and appointed Mr. Suchart Laopreeda and Ms. Salinna Dangkomen as the meeting moderators for this session.

Agenda 1: To Consider and Approve the Minutes of the Annual General Meeting of Shareholders for the Year 2024

The Chairman assigned the meeting moderators to present the details of this agenda item.

Ms. Salinna Dangkomen, the meeting moderator, informed the meeting that the Annual General Meeting of Shareholders for the year 2024 was held on Friday, April 2024. A report of the meeting was prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting, as required by law. The report was also published on the

company's website at www.missgrand.com, allowing shareholders to be informed and verify its accuracy, details are available in the copy of the Annual General Meeting of Shareholders 2024 report (Enclosure 1), which the company has already sent to all shareholders along with the meeting invitation.

The Board of Directors deems that the recording of the meeting minutes is accurate, complete, clear, and factually correct, and has been disclosed to all shareholders. Therefore, it is deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024 Consider certifying the minutes of the 2024 Annual General Meeting of Shareholders with all details as proposed.

The meeting facilitator opened 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, as follows:

Resolution: The meeting considered and resolved to approve the minutes of the Annual General Meeting of Shareholders for the year 2024, held on April 26, 2024, with all the details as proposed. The voting results were as follows:

schedule	Number of votes (1 share = 1 vote)	Percentage of the total votes of the shareholders who attended the meeting and cast their votes
Approved	158,683,764	100.0000
Disapproved	0	0.0000
Total	158,683,764	100.0000
Abstained	0	-

Remark In this agenda item, there were an additional 3 participants Total 18,503 shares
in the meeting

In total, there were 34 shareholders attending the meeting Total 158,693,764 shares

Agenda 2: To Consider and Approve the Increase of the Company's Registered Capital and the Amendment of Article 4 of the Company's Memorandum of Association to Reflect the Increase in Registered Capital

The Chairman assigned the meeting moderators to present the details of this agenda item.

Ms. Salinna Dangkomen, the meeting facilitator, informed the meeting that the company intends to raise funds for investment to expand its current business activities, seek growth

opportunities in new business areas, and use the funds for working capital within the company. Therefore, it is proposed for the meeting to consider and approve the increase of the company's registered capital by 42,000,000 baht, from the existing registered capital of 105,000,000 baht to a new registered capital of 147,000,000 baht, through the issuance of 84,000,000 new ordinary shares with a par value of 0.50 baht per share. This increase is to accommodate the exercise of the company's warrants for the purchase of ordinary shares, Series 1 (MGI-W1). Details are provided in the capital increase report (F53-4) (attached as item 2), which has been sent to all shareholders along with the invitation to the meeting. Additionally, it is proposed to approve amendments to the company's Memorandum of Association, Article 4, concerning registered capital, to align with the capital increase as follows:

“No.4. Registered Capital:	147,000,000 Baht (one hundred forty-seven million Baht)
Divided into:	294,000,000 shares (two hundred ninety-four million shares)
Par Value:	0.50 Baht (fifty satang)
Consisting of	
Ordinary Shares:	294,000,000 shares (two hundred ninety-four million shares)
Preferred Shares:	-shares (-)”

Furthermore, the Board of Directors, the Chief Executive Officer, or any person designated by the Board of Directors is authorized to sign any application or document related to the registration of the amendment to the Company's Memorandum of Association and to file for registration of the amendment with the Department of Business Development, Ministry of Commerce. They are also authorized to modify or change the application or any related documents concerning the registration of the capital increase and the amendment of the Company's Memorandum of Association to be submitted to the Department of Business Development, Ministry of Commerce. Additionally, they have the authority to undertake any necessary and relevant actions as deemed appropriate to ensure compliance with the law and according to the recommendations or orders of the registrar.

The Board of Directors deems it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024 consider and approve the increase in the Company's registered capital and the amendment of Article 4 of the Company's Memorandum of Association to reflect the increase in registered capital, along with the relevant authorizations, as detailed in the proposal.

The meeting facilitator opened the floor for shareholders to ask questions.

When no shareholders had any questions or additional comments, it was proposed that the meeting proceed to a vote. This agenda item must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote, as follows:

Resolution: The meeting considered and resolved to approve the increase of the company's registered capital by 42,000,000 baht, from the existing registered capital of 105,000,000 baht to a new registered capital of 147,000,000 baht, through the issuance of 84,000,000 new ordinary shares with a par value of 0.50 baht per share. Additionally, the meeting approved the amendments to the company's Memorandum of Association, Article 4, to align with the capital increase and the related authority delegations. The details are as proposed in all respects. The voting results were as follows:

schedule	Number of votes (1 share = 1 vote)	Percentage of the total votes of the shareholders who attended the meeting and cast their votes
Approved	158,683,564	99.9936
Disapproved	0	0.0064
Abstained	10,200	100.0000
Total	158,683,764	100.0000

Remark In this agenda item, there were an additional 0 participants Total 0 shares
in the meeting

In total, there were 34 shareholders attending the meeting Total 158,693,764 shares

Agenda 3: To Consider and Approve the Issuance and Offering of the Warrants to Purchase Ordinary Shares of the Company No. 1 (MGI-W1)

The Chairman assigned the meeting moderators to present the details of this agenda item.

Ms. Salinna Dangkomen, meeting moderator informed the meeting that According to the Company's fundraising plan, the Company intends to issue and offer warrants to purchase additional common shares of the Company No. 1 ("Warrants" or "MGI-Wi"), an amount not exceeding 84,000,000 units. These warrants will be allocated to existing shareholders of the company in proportion to their shareholdings, excluding shareholders whose allocation would subject the

company to foreign legal requirements. The allocation rate will be 2.5 ordinary shares per unit of Warrant MGIW1, with any fractional shares rounded down without consideration of value. The warrants will have a validity period of 2 years from the issuance date of Warrant MGI-W1. Each shareholder will be entitled to use 1 unit of Warrant MGI-W1 per ordinary share, at an exercise price of 10.00 THB, unless adjusted. The Record Date for determining shareholders entitled to receive allocations of Warrant MGI-W1 is scheduled for August 16, 2024. For further details, please refer to the specifics of Warrant MGI-W1 (Attachment 3), which the company has sent to all shareholders along with the meeting invitation.

The Board of Directors, Chairman of the Board, or any person duly authorized by the Board of Directors of the Company are empowered to determine all details related to the issuance and offering of subscription warrants ("MGI-W1") in this instance, including but not limited to the issuance date of the warrants, the period and terms of exercising the warrants, conversion features of the warrants, and other specifications and details of the warrants. They are also authorized to amend the wording or content of documents, shareholder meeting reports, sign documents for various regulatory approvals, and provide necessary evidence related to the issuance and offering of subscription warrants ("MGI-W1"). This includes communication and submission of applications for documents and necessary evidence to governmental or relevant authorities, and any necessary and appropriate actions related to the issuance and offering of subscription warrants ("MGI-W1") in this instance.

The Board of Directors deems it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024, the approval be sought for the issuance and offering of subscription warrants ("MGI-W1") not exceeding 84,000,000 units, allocated to existing shareholders of the Company in proportion to their shareholding, excluding allocation to shareholders that would result in the Company having obligations under foreign laws. The allocation rate shall be 2.5 ordinary shares per 1 unit of subscription warrant, with any fractions rounded down, and with a nominal value. The warrants shall have a maturity of 2 years from the issuance date and an exercise ratio of 1 unit of subscription warrant to 1 ordinary share. The exercise price is set at 10.00 Baht per unit (unless adjusted). The Record Date for entitlement to receive the subscription warrants ("MGI-W1") is scheduled for August 16, 2024. This proposal includes the delegation of authority as outlined in the proposal.

The meeting facilitator opened 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, as follows:

Resolution: The meeting considered and resolved to approve the issuance and offering of subscription warrants ("MGI-W1 ") not exceeding 84,000,000 units, allocated to existing shareholders of the Company in proportion to their shareholding, excluding allocation to shareholders that would result in the Company having obligations under foreign laws. The allocation rate shall be 2.5 ordinary shares per 1 unit of subscription warrant, with any fractions rounded down, and with a nominal value. The warrants shall have a maturity of 2 years from the issuance date and an exercise ratio of 1 unit of subscription warrant to 1 ordinary share. The exercise price is set at 10.00 Baht per unit (unless adjusted). The Record Date for entitlement to receive the subscription warrants ("MGI-W1") is scheduled for August 16, 2024. This proposal includes the delegation of authority as outlined in the proposal, with details as proposed in all respects. The voting results were as follows:

schedule	Number of votes (1 share = 1 vote)	Percentage of the total votes of the shareholders who attended the meeting and cast their votes
Approved	158,683,564	100.0000
Disapproved	0	0.0000
Total	158,683,564	100.0000
Abstained	10,200	-

Remark In this agenda item, there were an additional 0 participants Total 0 shares
in the meeting

In total, there were 34 shareholders attending the meeting Total 158,693,764 shares

Agenda 4: Consider approving the allocation of ordinary shares to increase capital to accommodate the exercise of rights under the warrant (MGI-W1)

The Chairman assigned the meeting moderators to present the details of this agenda item.

Ms. Salinna Dangkomen, the meeting facilitator, informed the meeting that, according to the proposal submitted for consideration at the Extraordinary General Meeting of Shareholders No. 1/2024 it is recommended that the meeting approve the allocation of additional ordinary shares amounting to 84,000,000 shares, with a par value of 0.50 baht per share, to support

the exercise of rights under the subscription warrants (MGI-W1) issued to existing shareholders in proportion to their shareholding. This allocation excludes shareholders whose participation would result in the company having obligations under foreign laws. Details are provided in the information memorandum for the issuance and offer of new shares to accommodate the rights under subscription warrants (Attachment 4), which the company has sent to all shareholders along with the meeting invitation.

The Board of Directors deems it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024, approval be sought for the allocation of 84,000,000 ordinary shares, with a par value of 0.50 baht per share, to accommodate the exercise of rights to purchase ordinary shares of the company in the first round (MGI-W1) issued to existing shareholders in proportion to their shareholding. This allocation excludes shareholders whose participation would subject the company to obligations under foreign laws. Details are provided in the proposal in all respects.

The meeting facilitator opened 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, as follows:

Resolution: The meeting considered and resolved to approve the allocation of 84,000,000 additional common shares with a par value of 0.50 baht per share to support the exercise of the right to purchase the company's common shares No. 1 (MGI-W1) issued to existing shareholders in proportion to their shareholding, without allocating them to shareholders who will make the company Has duties under foreign law. The details are as proposed in all respects, with the voting results as follows:

schedule	Number of votes (1 share = 1 vote)	Percentage of the total votes of the shareholders who attended the meeting and cast their votes
Approved	158,683,564	100.0000
Disapproved	0	0.0000
Total	158,683,564	100.0000
Abstained	10,200	-

Remark In this agenda item, there were an additional 0 participants Total 0 shares
in the meeting

In total, there were 34 shareholders attending the meeting Total 158,693,764 shares

Agenda 5: Consideration of any other matters (if any)

Ms. Salinna Dangkomen, the meeting facilitator, informed the meeting that the agenda items proposed for consideration, as outlined in the invitation to the Extraordinary General Meeting of Shareholders No. 1/2024, have been thoroughly reviewed and completed. There are no additional matters to be presented for consideration under agenda item 5.

Mr. Suchart Laopreeda, the meeting facilitator, inquired whether any shareholders or proxies had questions or comments regarding this agenda item.

When no shareholders or proxies submitted additional questions or comments on the matter,

In closing, on behalf of Miss Grand International Public Company Limited, I would like to express our sincere gratitude to all shareholders and proxies who have taken the time to attend the meeting, review the agenda items, and understand the company's business direction and goals. The Board of Directors is committed to the continuous growth of the business, and we wish all shareholders, proxies, and their families happiness and prosperity. Thank you all very much, and I hereby close the meeting.


Resolution: Acknowledge

Closing the meeting: 11.43 AM.

Signature.....

(Dr. Manus Nonuch)

Chairman of the meeting

Signature.....

(Ms. Salinna Dangkomen)

Company Secretary

Take notes and prepare meeting minutes