

Date: 16 March 2026

**Subject:** Invitation to the 2026 Annual General Meeting of Shareholders via Electronic Means (E-AGM)

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

**Enclosures:**

1. A copy of the Minutes of the 2025 Annual General Meeting of Shareholders
2. The 2025 Annual Report and the Financial Statements for the fiscal year ended 2025 (e-One Report) in QR Code format
3. Brief profiles of the persons nominated for re-election as directors
4. The Company's Articles of Association relating to shareholders' meetings and voting procedures
5. Guidelines for attending the meeting via electronic means (E-AGM) and required identification documents for meeting attendance
6. Registration Form for attending the meeting via electronic means
7. Procedures for attending the 2026 Annual General Meeting of Shareholders via electronic means and the user manual for the Electronic Shareholders' Meeting System (E-AGM)
8. Proxy Forms (Forms A, B, and C)
9. Procedures for submission of questions in advance of the shareholders' meeting
10. Profiles of the Company's Independent Directors proposed to act as proxy holders for shareholders
11. Map of the Company's office for the purpose of document submission
12. Privacy Notice for shareholders and directors

The Board of Directors' Meeting of Miss Grand International Public Company Limited (the "Company") No. 1/2026, held on 17 February 2026, resolved to convene the 2026 Annual General Meeting of Shareholders on Thursday, 23 April 2026 at 10.00 hours (Bangkok Time). The Meeting will be conducted exclusively via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable laws and regulations governing electronic meetings. The agenda items to be considered at the Meeting are as follows

**Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2025****Facts and Reasons :**

The 2025 Annual General Meeting of Shareholders of the Company was held on 11 April 2025. The minutes of the meeting were duly prepared and accurately recorded, reflecting the resolutions adopted at the meeting. In compliance with the relevant laws and regulations, the Company submitted the minutes of the said meeting to the Stock Exchange of Thailand (SET) within 14 days from the meeting date. The minutes were submitted to the SET on 25 April 2025 and were also published on the Company's website at [www.missgrand.com](http://www.missgrand.com) for shareholders' information and reference. Details of the minutes are set out in the Minutes of the 2025 Annual General Meeting of Shareholders (**Enclosure 1**).

**Board of Directors' Opinion:**

The Board of Directors has considered the matter and deems it appropriate to propose that the Annual General Meeting of Shareholders certify the Minutes of the 2025 Annual General Meeting of Shareholders held on 11 April 2025, as the minutes were properly prepared and accurately reflect the resolutions of the meeting.

**Voting:**

This agenda item shall be approved by **a majority vote of the shareholders present at the Meeting and casting their votes.**

**Agenda 2 To acknowledge the Company's operating results for the year 2025 for the period ending December 31, 2025****Facts and Reasons:**

The Company has prepared the report on the Company's operating results for the year 2025 ended 31 December 2025, together with the Management Discussion and Analysis (MD&A), which forms part of the 2025 Annual Report (Form 56-1 One Report). The Annual Report has been provided to shareholders in QR Code format together with this Notice of the Meeting (**Enclosure 2**).

**Board of Directors' Opinion:**

The Board of Directors considers it appropriate to propose that the Annual General Meeting of Shareholders acknowledge the Company's operating results for the year 2025, which summarize the Company's operating performance and significant developments during the year.

**Voting:** This agenda item is for acknowledgement and **no voting is required.**

**Agenda 3 To consider and approve the Company’s consolidated financial statements for the fiscal year ended December 31, 2025****Facts and Reasons:**

The Company has prepared the consolidated financial statements for the fiscal year ended 31 December 2025, which have been audited by the Company’s auditor from DIA International Audit Co., Ltd. (the “Auditor”) and reviewed by the Audit Committee. The Audit Committee has reviewed the financial statements and opined that they are accurate, complete and prepared in accordance with the Thai Financial Reporting Standards (TFRS) and generally accepted accounting principles. In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and the Company’s Articles of Association, the Company is required to prepare the financial statements at the end of each fiscal year and present them to the shareholders’ meeting for consideration and approval. Details of the financial statements are set out in the Financial Statements in the 2025 Form 56-1 One Report (**Enclosure 2**) provided in QR Code format together with this Notice of the Meeting.

**Board of Directors’ Opinion:**

The Board of Directors, having considered the recommendation of the Audit Committee, deems it appropriate to propose that the Annual General Meeting of Shareholders approve the consolidated financial statements for the fiscal year ended 31 December 2025, which have been duly audited by the Company’s auditor and reviewed by the Audit Committee.

**Voting:**

This agenda item shall be approved by **a majority vote of the shareholders present at the Meeting and casting their votes.**

**Agenda 4 To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2026****Facts and Reasons:**

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Annual General Meeting of Shareholders is required to appoint the Company’s auditor and determine the audit fee of the Company on an annual basis. In addition, the regulations of the Securities and Exchange Commission (SEC) require listed companies to rotate the auditor who signs the audit report of a listed company after performing audit duties for seven fiscal years, whether consecutively or not. The said auditor shall be eligible to resume auditing services for the Company only after a cooling-off period of at least five consecutive fiscal years.

**Board of Directors' Opinion:**

The Audit Committee has considered the qualifications, experience, and performance of the existing auditor, as well as the compliance with the auditor rotation requirement prescribed by the SEC. The Audit Committee has also compared the proposed audit fee with those of companies in the same industry and found it to be appropriate and comparable. Therefore, the Board of Directors, upon the recommendation of the Audit Committee, deems it appropriate to propose that the Annual General Meeting of Shareholders appoint the auditors from DIA International Audit Co., Ltd. (the "Audit Firm") as the Company's auditor and the auditor of its subsidiaries for the year 2026, with the audit fee in the amount of Baht 2,625,000 (excluding other service fees (Non-Audit Fee), if any), with no other remuneration or benefits apart from the stated fee.

The proposed auditors from DIA International Audit Co., Ltd. are as follows

- 1) Mr. Joompoth Priratanakorn Certified Public Accountant No. 7645  
(Previously signed the Company's financial statements in 2015); and/or
- 2) Mr. Apipong Leongnarkitongdee Certified Public Accountant No. 12199  
(Has never signed the Company's financial statements); and/or
- 3) Ms. Suphaphorn Mangjit Certified Public Accountant No. 8125  
(Has never signed the Company's financial statements)

**Audit Fee Comparison**

Item	2026 (Proposed Year)	2025
Audit Fee	2,625,000	2,280,000

Remark: The Company currently has two subsidiaries in 2026.

**The proposed auditors are also the auditors of the Company's subsidiaries. They have no relationship or conflict of interest with the Company, its subsidiaries, management, major shareholders, or related persons of such parties.**

**Voting:**

This agenda item shall be approved by a majority vote of the shareholders present at the Meeting and casting their votes.

**Agenda 5** To consider and approve the appointment of directors in place of those retiring by rotation

**Facts and Reasons:**

Pursuant to Article 17 of the Company's Articles of Association and Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), at every Annual General Meeting of Shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be

divided exactly into three parts, the number closest to one-third shall retire. For the first and second years following the registration of the Company, the directors who shall retire shall be determined by drawing lots. In subsequent years, the directors who have held office for the longest period shall retire. The retiring directors may be re-elected.

Currently, the Company has a total of 7 directors. Therefore, at the 2026 Annual General Meeting of Shareholders, three directors who are due to retire by rotation are as follows

- |                                      |          |
|--------------------------------------|----------|
| 1) Dr. Manus Nonuch                  | Director |
| 2) Dr. Wichien Chubthaisong          | Director |
| 3) Asst. Prof. Dr. Chirasil Chayawan | Director |

The Nomination and Remuneration Committee, excluding the interested directors, has considered and screened candidates to be nominated for election as directors in replacement of those retiring by rotation in accordance with the Company's nomination process. The consideration took into account the candidates' qualifications, knowledge, capabilities, professional expertise, diverse experience in relevant industries, and the Board Skill Matrix, as well as other qualifications required under the relevant regulations, in order to ensure alignment with the Company's business strategy and the best interest of the Company. The Company had provided an opportunity for shareholders to nominate qualified persons for election as directors to replace those retiring by rotation during the period from 14 November 2025 to 31 December 2025. However, no shareholder proposed any candidate for consideration. Therefore, the Board of Directors deems it appropriate to propose that the three retiring directors be re-elected as directors of the Company for another term, as follows

- |                                      |          |
|--------------------------------------|----------|
| 1) Dr. Manus Nonuch                  | Director |
| 2) Dr. Wichien Chubthaisong          | Director |
| 3) Asst. Prof. Dr. Chirasil Chayawan | Director |

The Board of Directors has also considered that the persons nominated to serve as independent directors possess the qualifications required under the relevant laws and regulations governing independent directors **(details appear in Enclosure 3)**.

#### Shareholding Information of the Director Nominees as of 31 December 2025

Name of Director Nominee		Number of Shares	Percentage of Voting Rights
1. Dr. Manus Nonuch	Chairman of the Board / Independent Director	None	-
2. Dr. Wichien Chubthaisong	Director / Audit Committee Member / Chairman of Nomination and Remuneration Committee / Risk Management	200,000.00	0.10%

	Committee Member / Independent Director		
3. Asst. Prof. Dr. Chirasil Chayawan	Director / Audit Committee Member / Independent Director	None	-

### Attendance Record of the Director Nominees in 2025

Name of Director Nominee		Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
1. Dr. Manus Nonuch	Chairman of the Board / Independent Director	7/7	-	-	-
2. Dr. Wichien Chubthaisong	Director / Audit Committee Member / Chairman of Nomination and Remuneration Committee / Risk Management Committee Member / Independent Director	6/7	6/6	2/2	5/5
3. Asst. Prof. Dr. Chirasil Chayawan	Director / Audit Committee Member / Independent Director	7/7	6/6	-	-

### Term of Directorship

Name of Director Nominee		Year of Appointment	Year of Last Re-election
1. Dr. Manus Nonuch	Chairman of the Board / Independent Director	2021	2024
2. Dr. Wichien Chubthaisong	Director / Audit Committee Member / Chairman of Nomination and Remuneration Committee / Risk Management Committee Member / Independent Director	2021	2023
3. Asst. Prof. Dr. Chirasil Chayawan	Director / Audit Committee Member / Independent Director	2021	2024

## Interest of Independent Director Nominee

Nature of Interest	Independent Director Nominee Dr. Manus Nonuch
<b>Shareholding in the Company</b>	
- Number of shares	None
- Percentage of total voting rights	None
<b>Having / Not having the following interests with the Company, parent company, subsidiaries, associated companies, or juristic persons which may have a conflict of interest, either currently or during the past 2 years</b>	
(1) Being / not being a director involved in management, employee, staff member, or advisor receiving regular salary	Not being
(2) Being / not being a professional service provider (e.g. auditor, legal advisor)	Not being
(3) Having / not having business relationship (e.g. trading of raw materials / goods / services, lending or borrowing of money)	None

Nature of Interest	Independent Director Nominee Dr. Wichien Chubthaisong
<b>Shareholding in the Company</b>	
- Number of shares	200,000
- Percentage of total voting rights	0.10%
<b>Having / Not having the following interests with the Company, parent company, subsidiaries, associated companies, or juristic persons which may have a conflict of interest, either currently or during the past 2 years</b>	
(1) Being / not being a director involved in management, employee, staff member, or advisor receiving regular salary	Not being
(2) Being / not being a professional service provider (e.g. auditor, legal advisor)	Not being
(3) Having / not having business relationship (e.g. trading of raw materials / goods / services, lending or borrowing of money)	None

Nature of Interest	Independent Director Nominee Asst. Prof. Dr. Chirasil Chayawan
<b>Shareholding in the Company</b>	
- Number of shares	None
- Percentage of total voting rights	None
<b>Having / Not having the following interests with the Company, parent company, subsidiaries, associated companies, or juristic persons which may have a conflict of interest, either currently or during the past 2 years</b>	
(1) Being / not being a director involved in management, employee, staff member, or advisor receiving regular salary	Not being
(2) Being / not being a professional service provider (e.g. auditor, legal advisor)	Not being
(3) Having / not having business relationship (e.g. trading of raw materials / goods / services, lending or borrowing of money)	None

**Board of Directors' Opinion:**

The Board of Directors, excluding the interested directors, has considered and agreed with the recommendation of the Nomination and Remuneration Committee and therefore deems it appropriate to propose that the Annual General Meeting of Shareholders approve the re-election of the following directors who retire by rotation for another term Dr. Manus Nonuch, Dr. Wichien Chubthaisong, Asst. Prof. Dr. Chirasil Chayawan The Board has also considered that the proposed independent directors possess qualifications in accordance with the relevant regulations of the Capital Market Supervisory Board governing independent directors.

**Voting:**

This agenda item shall be approved by a majority vote of the shareholders present at the Meeting and casting their votes.

**Agenda 6** To consider and approve the determination of the remuneration of directors for the year 2026

**Facts and Reasons:**

Pursuant to Article 22 of the Company's Articles of Association and Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), the directors are entitled to remuneration in the form of reward, meeting allowance, gratuity, bonus, or other benefits as determined by the shareholders' meeting.

The Nomination and Remuneration Committee has reviewed the appropriateness of the directors' remuneration by taking into account the duties, responsibilities, scope of work, the Company's performance, and remuneration practices of listed companies in the same industry or of comparable size. The Committee therefore proposed that the remuneration of the Board of Directors and sub-committees for 2026 remain at the same rate as approved in 2025, as detailed below.

Comparison of Meeting Allowance (2026 vs. 2025)

Position	Meeting Allowance	
	2026 (Proposed)	2025
Chairman of the Board	35,000	35,000
Director	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Director	20,000	20,000
Chairman of the Nomination and Remuneration Committee	20,000	20,000
Director	10,000	10,000

Chairman of the Risk Management Committee	10,000	10,000
Director	10,000	10,000

#### Remarks

1. Directors who are executives of the Company shall not be entitled to meeting allowances.
2. The total annual remuneration for directors and sub-committee members shall not exceed Baht 2,000,000 per year.
3. Other remuneration may include travel expenses and directors' bonuses.

#### Board of Directors' Opinion:

The Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders approve the directors' remuneration for the year 2026, under the same criteria and rates approved by the shareholders' meeting in 2025, with a total remuneration cap of not exceeding Baht 2,000,000 per year.

#### Voting:

This agenda item shall be approved by **not less than two-thirds of the total votes of the shareholders present at the Meeting and entitled to vote.**

#### Agenda 7      **To consider and approve the appropriation of profit for the payment of cash dividend for the year 2025**

#### Facts and Reasons:

The Company has a policy to pay dividends to shareholders at not less than 40 percent of the net profit after corporate income tax based on the Company's separate financial statements, after deducting the legal reserve. However, the dividend payment shall depend on the Company's operating results, financial position, cash flow, investment plans, and other relevant factors to ensure that such payment will not significantly affect the Company's normal business operations.

#### Dividend Payment Record for the Past Five Years

From Operating Results of the Year	2021	2022	2023	2024	2025
Earnings per Share (Baht per Share)	0.0000	0.3400	0.7700	0.5800	0.6800
Dividend per Share (Baht per Share)	0.000	0.3700	0.3500	0.2310	0.2500
Dividend Payout Ratio (%)	0.00	114.94	61.64	40.04	36.65

### **Board of Directors' Opinion:**

The Board of Directors deems it appropriate to propose that the Annual General Meeting of Shareholders approve the dividend payment for the year 2025 at the rate of Baht 0.25 per share, totaling Baht 52,500,000. The entitlement to receive such dividend remains subject to approval by the 2026 Annual General Meeting of Shareholders.

### **Voting:**

This agenda item shall be approved by **a majority vote of the shareholders present at the Meeting and casting their votes.**

### **Agenda 8      Other matters (if any)**

This agenda item is included to allow shareholders to raise questions and/or provide recommendations to the Board of Directors. No other matters will be proposed to the meeting for approval and no voting will be conducted under this agenda item.

The Company has fixed 10 March 2026 as the Record Date for determining the list of shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders. The Company hereby invites shareholders to attend the said meeting, which will be conducted exclusively through electronic means (E-AGM) on the date and at the time specified in this Notice. No physical venue or meeting room will be provided for shareholders.

The Company will open the registration system for shareholders to attend the meeting from 09.00 hours onwards. Shareholders who wish to attend the meeting in person or appoint a proxy to attend the meeting on their behalf are requested to study the procedures and details set out in **(Enclosure 5)**.

In the event that shareholders are unable to attend the meeting via electronic means in person, they may appoint any person or one of the Company's independent directors, whose details are provided in **(Enclosure 10)**, as their proxy to attend the meeting and vote on their behalf according to their instructions. Shareholders may use 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 safeguard their shares **(Enclosure 8)**.

For the convenience and efficiency of the registration process for the 2026 Annual General Meeting of Shareholders via electronic means, shareholders are requested to carefully study and comply with the procedures for registration, meeting attendance, proxy appointment, and the required supporting documents as specified in the Guidelines for Attending the Shareholders' Meeting via Electronic Means (E-AGM) as detailed in **(Enclosure 5)**.

The registration system will be available for shareholders one hour prior to the commencement of the meeting. In addition, shareholders are requested to study the User Manual

for the Electronic Meeting System, which will be sent to shareholders by OJ International Co., Ltd. via email, together with the flowchart for attending the meeting via electronic means **(Enclosure 7)**. If shareholders have any questions or encounter technical difficulties in using the electronic meeting system before or during the meeting, please contact OJ International Co., Ltd. via telephone at +66 2 079 1811 or through other contact channels specified in the email sent to shareholders.

The meeting will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other applicable laws and regulations, including the relevant provisions of the Company's Articles of Association relating to shareholders' meetings **(Enclosure 4)**.

Shareholders who have questions regarding the meeting agenda may submit their questions in advance to the Company by 21 April 2026 via email at [secretary@missgrandinternational.com](mailto:secretary@missgrandinternational.com), together with their name, surname, and contact telephone number, so that the Company may compile the questions and provide clarification at the meeting.

Yours sincerely,



Dr. Manus Nonuch

Chairman of the Board

Miss Grand International Public Company Limited