



MGI

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

Enclosure 1

Supporting Document for Agenda Item

Copy of the Minutes of the 2025 Annual General Meeting of Shareholders

Annual Shareholders Meeting Report for the year 2025

Miss Grand International Public Company Limited

Date, time and place

The Annual General Meeting of Shareholders for the year 2025 of Miss Grand International Public Company Limited ("**the Company**") was held on Friday, April 11, 2025, at 10:00 AM via electronic media in accordance with the criteria prescribed by the relevant laws. The meeting was broadcast live from the meeting room on the 3rd floor of Miss Grand International Public Company Limited ("**the Company**").

Start a meeting

Ms. Salinna Dangkomen, the Company Secretary, welcomed the shareholders attending the 2025 Annual General Meeting of Shareholders of Miss Grand International Public Company Limited ("**the Company**"). This meeting was conducted via electronic media in accordance with the criteria prescribed by the relevant laws, pursuant to the resolution of the Board of Directors at the Board of Directors' Meeting No. 1/2025 held on February 10, 2025, to consider the matters specified in the Notice of the Meeting.

As of the book closing date for the suspension of share transfers to determine the right to attend this meeting, the Company had a registered capital of THB 105,000,000, divided into 210,000,000 shares with a par value of THB 0.50 per share, and a paid-up registered capital of THB 105,000,000, divided into 210,000,000 shares with a par value of THB 0.50 per share. The total number of shareholders and proxies attending the meeting was as follows:

On their own: 10 shareholders holding a total of 150,673,703 shares.

Proxy representation: 28 shareholders holding a total of 6,730,607 shares.

In total: 38 shareholders holding a total of 157,404,310 shares.

This represents 74.9544% of the total shares available for sale, which is 210,000,000 shares.

This indicates a quorum for the meeting according to the company's regulations, which stipulate that there must be at least 25 shareholders present or represented by proxies, or not less than half of the total number of shareholders, whichever is less. Additionally, the total shares held collectively must be at least one-third of the total shares available for sale by the company.

Dr. Manus Nonuch, the chairman of the company.

The Chairman welcomed the shareholders attending the 2025 Annual General Meeting of Shareholders via electronic media and informed the meeting that a quorum had been constituted in accordance with the Company's Articles of Association. The Chairman then assigned Assoc. Prof. Suchart Laopreda, Director of the Company, to act as the Chairman of the Meeting, and delegated Ms. Salinna Dangkomen to serve as the Meeting Conductor to present the agenda items to the Meeting.

The Company Secretary, who was assigned to act as the Meeting Conductor for the shareholders' meeting via electronic media in accordance with the law, introduced the Board of Directors, the Management, the Auditor, and the Company's Legal Officers, who were responsible for overseeing and verifying the vote counting process to ensure transparency and compliance with the relevant laws and the Company's Articles of Association. She also informed the shareholders of the meeting rules, voting procedures, and vote counting methods. The attending members of the Board of Directors, Management, Auditor, and Legal Officers were as follows:

The Company's Directors and meeting participants present in the meeting room

- | | |
|-------------------------------|---|
| 1. Mr. Nawat Itsaragrisil | Board Member / CEO |
| 2. Mr. Ratchaphol Chantaratim | Board Member / Nomination and Remuneration Committee
Chairman / Risk Management Committee Chairman / Deputy
COO |
| 3. Mr. Saksit Boonwanich | Board Member / Management and Risk Management
Secretary / CFO |
| 4. Ms. Teresa Chaivisut | Chief Operating Officer |
| 5. Ms. Sopapan Viroonmas | Chief Commercial Officer |
| 6. Ms. Salinna Dangkomen | Company Secretary |

The Company's Directors and meeting participants attending via electronic media

- | | |
|-----------------------------|---|
| 1. 1. Dr. Manus Nonuch | Chairman of the Board of Directors / Independent Director |
| 2. Dr. Wichien Chubthaisong | Board Member / Independent Director / Audit Committee
Chairman / Nomination and Remuneration Committee
Chairman / Risk Management Committee Member |
| 3. Mr. Suchart Laopreeda | Board Member / Independent Director / Chairman of the
Audit Committee / Risk Management Committee Member /
Nomination and Remuneration Committee Member |
| 4. Mr. Chirasil Chayawan | Board Member / Independent Director / Audit Committee
Member |

Company directors who did not attend the meeting - None -

The Auditor from EY Office Company Limited

1. Ms. Kamontip Lertwitworatep
2. Ms. Rattanawan Intharacha

The Legal Officer responsible for overseeing and verifying the vote counting process of the meeting

Ms. Orawan Klomkool

Before the meeting commenced, the Meeting Conductor informed the shareholders that the 2025 Annual General Meeting of Shareholders via electronic media (E-AGM) was conducted using the services of OJ International Co., Ltd., the system provider responsible for managing the meeting system, collecting votes, and processing the voting results. The Company also used the Zoom

Meeting platform, which is certified under the Information Security Standard for Meeting Control Systems, Version 1.1.

In case of any questions or technical issues regarding the electronic meeting system before or during the meeting, shareholders were advised to contact the support staff at telephone number 02-079-1811.

The procedures for conducting the meeting via electronic media (E-AGM) and the voting process for each agenda item are as follows:

- Each shareholder shall have voting rights equivalent to the number of shares held, with one share representing one vote.
- Voting at this meeting is conducted openly and not by secret ballot.

Method of Voting

- Participants are requested to switch from the E-Meeting window back to the main browser window and click the “E-Voting” button. Each participant can cast their vote by selecting only one of the following options: “Approve,” “Disapprove,” or “Abstain.” Partial voting is not permitted, except in the case of foreign shareholders who have appointed a custodian in Thailand to act as the securities depository and caretaker.
- After selecting a voting option, a pop-up window will appear to confirm your vote. Please click “Confirm.” If you wish to change your vote, you may do so by selecting a new option again. For each agenda item, the Company will allow voting within a specified time limit of 60 seconds. Once the Company announces the closure of the voting period, you will no longer be able to cast or change your vote.
- For the vote counting process during the meeting, in order to facilitate and expedite the counting, the Company will deduct the number of “Disapprove” and “Abstain” votes from the total number of votes of the shareholders attending the meeting for each agenda item. In the event that a shareholder does not cast a vote on any agenda item, the system will consider such vote as “Approve” (the system will default the vote to “Approve”).
- After you have completed voting, please return to the E-Meeting window in the Zoom system to continue viewing the video and audio of the meeting.
- The system will compile the votes by combining those cast through the E-Voting system. In the case where proxy holders have been assigned voting instructions clearly stated in the proxy form, such participants are not required to cast their votes again in the system.
- The total number of votes and the number of shareholders or proxy holders for each agenda item may vary, as some shareholders or proxy holders may join the meeting at different times.

- In the case where a shareholder joins the meeting after it has commenced, the shareholder shall have the right to vote only on agenda items that have not yet been considered or for which the voting period is still open.
- นางสาว The meeting shall proceed according to the order of agenda items as specified in the Notice of Meeting. For each agenda item, relevant information will be presented, and shareholders will be given the opportunity to ask questions or express their opinions before the resolution is voted upon.

Procedure for Asking Questions or Expressing Opinions

- Click the “Q&A” button located at the bottom of the screen.
- Type the message you wish to ask or express. You must provide your full name and specify whether you are attending the meeting in person or by proxy before asking any questions. This is to ensure that the Company can record the meeting minutes accurately and completely. After that, press Enter to submit the message and click the cross icon to close the Q&A window.

In the event that no questions or comments are submitted within 60 seconds, the Company will proceed with the next agenda item. Shareholders or proxy holders are kindly requested to keep their questions or comments concise to allow other shareholders the opportunity to raise additional questions. Please ensure that your questions are relevant to the agenda item being discussed, and to help manage the meeting within the allocated time. In case there are a large number of questions submitted, the Company reserves the right to select questions based on their relevance. If any questions cannot be answered during the meeting due to time constraints, the Company will consider gathering the responses and publishing them on the Company's website.

In order to promote good corporate governance and ensure equal treatment of all shareholders, the Company provided shareholders with the opportunity to propose agenda items for the Board's consideration to be included in the agenda of the Annual General Meeting in advance, prior to this meeting. The Company informed shareholders of this opportunity through the communication channels of the Stock Exchange of Thailand and the Company's website from November 14 to December 31, 2024. However, no shareholders submitted any agenda items to the Company.

After the shareholders acknowledged and had no further comments regarding the voting method, vote counting, announcement of the results, and questions during the meeting as proposed above, the meeting facilitator proceeded with the meeting according to the following agenda items.

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

The meeting facilitator informed the meeting that the Extraordinary General Meeting of Shareholders No. 1/2024 of the Company was held on August 5, 2024. A meeting report 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 for shareholders to review and verify its accuracy. The details are provided in the copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 (Attachment No. 1), which the Company has already sent to all shareholders along with the notice of the meeting.

The Board of Directors considered that the minutes of the meeting were accurately, completely, and clearly recorded in accordance with the facts, and that the information had been duly disclosed to all shareholders. Therefore, the Board proposed that the 2025 Annual General Meeting of Shareholders consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 as presented in all respects.

The Chairman opened the floor for shareholders to ask questions.

As no shareholders had any further questions or comments, the meeting was requested to cast their votes. This agenda item requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution: The shareholders' meeting resolved to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 4 , held on August 5 , 2 0 2 4 , by a majority vote of the shareholders present and voting, 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	157,405,910	100.00
Disapproved	0	0
total	157,405,910	100.00
Abstained	0	0

Remark In this agenda item, there were an additional 1 participants Total 1,600 shares in the meeting

In total, there were 39 shareholders attending the meeting Total 157,405,910 shares

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

The meeting facilitator informed the meeting that Agenda Item 2: To Acknowledge the Company's Operating Results for the Year 2024, ending December 31, 2024, is for acknowledgment only and does not require a vote. For this agenda item, Mr. Ratchaphol Chantaratim, Deputy Chief Executive Officer, was invited to present the Company's operating results to the shareholders' meeting.

Mr. Ratchaphol Chantaratim, Deputy Chief Executive Officer, informed the meeting that the summary of the Company's operating results for the fiscal year ended December 31, 2024, is presented in detail in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) in electronic format (e-One Report), which was distributed to shareholders via a QR Code along with the notice of the meeting (Attachment No. 2). The summary of the Company's performance is presented as follows:

Miss Grand International Public Company Limited ("the Company") or MGI is a commercial enterprise engaged in the sale of consumer products as well as various entertainment activities. The Company defines itself as "The Experiential Commerce Company," meaning a business that engages in commerce by creating diverse experiences for customers.

The Company's operations are structured into five departments and four main business groups.

- The first business group is the Pageant group, which includes the Miss Grand Thailand and Miss Grand International pageants.
- This leads to the second group, the Talent business group, responsible for managing artist activities.
- The third group is the Media business group, focusing on content creation.
- The fourth group is the X-Periences business group.

This year, the Company is placing particular emphasis on the following group(s):

The Media and X-Periences group includes MGI Beyond, a business unit under MGI that manages artists and is responsible for producing content such as series and music, Grand TV is a platform used by the company to present various types of media and content, and the One Grand platform is expected to succeed in its first phase. In the entertainment sector, the company has MGI Hall, which is used for business activities, and a Grand Ticket sales system that is generating increasing revenue for the company.

The Commercial group focuses on developing the MGI Shop, which offers products from the company, including the MGI brand, NangNgam brand, Miss Grand brand, Velora brand, KMGI skincare products made in collaboration with Karmarts Public Company Limited, and the Finverr perfume brand. In 2025, more Miss Universe branded products, as well as fashion items and

other product lines developed in collaboration with partners, will be introduced into MGI Shop. The process is currently underway, and The Grand Clinic Co., Ltd. is expected to be launched in Q2–Q3.

Business Group 1: Pageant – Pageant Management Business In addition to organizing the Miss Grand Thailand and Miss Grand International pageants, in 2025, the company was granted the copyright to organize the Miss Universe Thailand pageant for a period of five years (2025–2029). The company has also obtained the rights to manage the 74th Miss Universe pageant, expected to take place around November.

Business Group 2: Talent – Artist Management Business Each year, approximately 11 new talents from Miss Grand Thailand and around 10 from Miss Grand International join the company’s talent pool. In 2025, an additional 10 artists are expected to come from Miss Universe Thailand. This gives the company the opportunity to recruit and nurture around 30 new emerging talents annually, creating a strong foundation for expanding its talent management operations and future initiatives.

Business Group 3: X-Periences – Media and Entertainment Business The company aims to organize no fewer than 15 events annually, including highlights such as the Grand Concert, MGT Fan Meeting, and Grand Sport Day. Additionally, the company places strong emphasis on developing Grand TV and Grand Series. In 2025, approximately four series are planned for in-house production, not including projects in collaboration with other media partners.

Business Group 4: Commerce – Commercial Business In 2025, the company is increasing its collaborations with other businesses and focusing more on consumer products. One example is *Noodle Public*, which was launched in 2024 and received a positive market response. The company plans to adjust the packaging to better suit the Thai market. The company’s best-selling product category continues to be its range of chili paste products.

For MGI, the revenue stream will be divided into 4 business units.

Business Group 1: Commerce The company primarily focuses on online sales channels. Additionally, there is an offline segment consisting of approximately 100 dealers or authorized distributors under the company. A new and growing segment is joint ventures and partnerships, such as KMGI, a joint venture with Kamart. Distribution channels include 7-Eleven, Eveandboy, Watsons, and others.

Business Group 2: Media and X-Periences This group generates revenue through various channels, including sponsorships, advertising fees, tie-ins, and product placements in content. The company also earns from platform revenue sharing on YouTube, Facebook, TikTok, and other platforms—through advertising income, as well as virtual gifts or stars received from online audiences.

In terms of exclusive membership, the company currently offers paid memberships with access to private groups. Members are required to pay to view content such as series, concerts, and special content.

Additionally, the company engages in merchandise sales, offering products tailored to specific events and activities, which are expected to become a strong revenue stream. As for the

MGI Hall, besides being used for in-house events throughout the year, it is also available for rent to external clients.

Business Group 3: Talent This group generates revenue through two main channels. The first is revenue sharing, which comes from artists under contract with the company. For Thai artists, the revenue split is approximately 60% to the artist and 40% to the company. For international artists, the split is 50/50.

The second channel is management fees, which apply to artists who may no longer be under contract. In these cases, the company charges a fee based on each individual project.

Business Group 4: Pageant Main sources of revenue include licensee fees and copyright fees for Miss Grand Thailand across all 77 provinces and Miss Grand International in approximately 70–90 countries per year. In 2025, the company also acquired the license for Miss Universe Thailand, adding another 77 provinces. Host fees refer to the copyright fees for hosting Miss Grand Thailand and Miss Grand International (depending on whether there is a host in a given year). Sponsorship fees are advertising or sponsorship payments made by clients for each year's pageant. Additional income is generated from ticket sales for Miss Grand shows, voting, and merchandise related to the pageant.

In 2024, the company's revenue stream showed that the Commerce group generated 347.80 million baht. Total revenue amounted to 746.77 million baht, with a gross profit of 322.68 million baht. Operating income was 153.59 million baht, and net income after all expenses and taxes was 121.12 million baht.

Therefore, we would like to propose this agenda item to the shareholders' meeting for acknowledgment, as per the details presented.

The Chairman opened the floor for shareholders to ask questions.

Shareholder Mr. Piyapong Prasaththong

Question

Question No. 1 The company has obtained the rights to participate in organizing Miss Universe 2025, for which Thailand will be the host country. How has the response been so far, and what is the expected impact on the company's revenue?

Mr. Nawat Itsaragrisil, Director and Chief Executive Officer, explained that the project is currently in progress. The company has a competitive advantage in terms of costs. Regarding production costs, the company has secured a significant number of sponsors, with many more still in negotiations. In terms of the venue, the company is well-prepared for ticket sales in each round, with a seating capacity of approximately 14,000–15,000 seats. The ticket prices are relatively high, following the historical pricing of Miss Universe ticket sales. The company anticipates a positive response and expects to reach the breakeven point, as its costs are lower than those of previous host countries.

Question No. 2 What is the market share for food products, specifically chili paste?

How has the response been?

Mr. Saksit Boonwanich, Director and Chief Financial Officer, explained that in 2024, the company recognized revenue from chili paste of approximately 70 million baht, making it one of the top-selling chili pastes in the market.

Since there are no further questions, I request the meeting to proceed to the next agenda item, as this agenda is for acknowledgment and therefore does not require a vote.

Resolution: The shareholders' meeting resolved to acknowledge the operating results for the year 2024 for the period ending December 31, 2024.

Agenda 3 To consider and approve the financial statements for the fiscal year 2024, ending on December 31, 2024.

The meeting facilitator informed the meeting that, in accordance with the Public Limited Company Act and the company's regulations, the company is required to prepare its financial statements and comprehensive income statement as of the end of the fiscal year, which have been audited by the auditor. These documents are to be presented for approval at the Annual General Meeting of Shareholders. The key points of the financial statements are summarized in the meeting invitation sent to shareholders. This agenda item must be approved by a majority vote of shareholders present at the meeting. For this agenda, I would like to invite Mr. Saksit Boonwanich, Chief Financial Officer, to present the information to the shareholders.

Mr. Saksit Boonwanich, Chief Financial Officer, informed the meeting that, for the agenda item regarding the approval of the financial statements for the year 2024, ending on December 31, 2024, the statements have passed the review of the Audit Committee and the Board of Directors as follows: The Audit Committee has reviewed and examined the company's and its subsidiaries' financial statements for the year ending December 31, 2024, which have been audited and signed off by Ms. Satida Ratananurak, Certified Public Accountant (Thailand) No. 4753, from EY Office Limited. The Audit Committee recommends that the Board of Directors submit these financial statements for approval at the Annual General Meeting of Shareholders 2025. The Board of Directors agrees with the Audit Committee's recommendation to present the financial statements for the year ending December 31, 2024, for approval by the Annual General Meeting of Shareholders 2025. The Board believes that the financial statements are accurate, complete, and in compliance with generally accepted accounting principles and have been reviewed and approved by the Audit Committee and audited by a certified public accountant, in accordance with the Public Limited Companies Act B.E. 2535 (as amended) and the company's regulations, which require the company to prepare financial

statements and comprehensive income statements as of the end of the fiscal year, audited by a certified auditor.

Report of the Certified Public Accountant

- The report of the Certified Public Accountant expresses an unqualified opinion, dated February 10, 2025.
- The auditor's opinion is that the consolidated financial statements and the separate financial statements present the financial position as of December 31, 2024, the results of operations, and cash flows for the year then ended, in all material respects, in accordance with the Financial Reporting Standards.

MGI's financial performance: In 2024, the company reported total revenue of 745.80 million baht, a gross profit of 322.68 million baht, and a net profit of 121.12 million baht. The company recognizes higher revenue in April from the Miss Grand Thailand pageant and in November from the Miss Grand International pageant compared to other months.

A comparison of revenue, gross profit, and net profit in 2023 and 2024 shows that the company experienced growth in all three areas. Total revenue increased by approximately 130 million baht, gross profit grew by around 50 million baht, and net profit rose by 2 million baht.

Revenue recognition by business segment

Commerce	41%
Pageant	14%
Talent	22%
Media	5%
X-Periences	13%
MGI Hall	4%

Statement of Financial Position Total assets for the year 2024 amounted to 586 million baht, with the key details as follows:

1. Cash	14	million baht
2. Accounts Receivable	37	million baht
3. Inventory	19	million baht
4. Fixed Assets	216	million baht
5. Financial Assets	201	million baht
6. Other Assets	99	million baht

Key Information on Assets

Fixed assets increased by 70 million baht due to the construction of a new office building, including various renovation expenses.

Current financial assets increased by 215 million baht, as the company invested its cash in funds that offer better returns than fixed deposits, with a low-risk profile.

Liabilities and Shareholders' Equity

1. Shareholders' Equity	449	million baht
2. Trade and Other Payables	41	million baht
3. Unearned Revenue	80	million baht
4. Other Liabilities	16	million baht

The largest portion of liabilities is Unearned Revenue, amounting to 80 million baht, which increased by 25 million baht from 2023. The details of the items to be recognized as revenue in the following year are as follows:

Artist Management Costs	18	million baht
Copyright Costs	27	million baht
Sponsorship Costs	27	million baht
Media Costs	5	million baht
Other Costs	3	million baht

Cash Flow Statement for the Year 2024

1. Cash Flow from Operating Activities of the Company	126	million baht
2. Cash Flow from Investing Activities	436	million baht, consisting of
Investment in shares of Sabuy Technology Pub Co., Ltd.	135	million baht
Investment in the construction of a new office	72	million baht
Investment in short-term funds	198	million baht
Other investments	31	million baht
3. Cash Flow from Financing Activities	74	million baht, consisting of:
Dividend	73	million baht
Other	1	million baht

The Chairman opened the floor for shareholders to ask questions.

As no shareholders had any further questions or comments, the meeting was requested to cast their votes. This agenda item requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution: **he meeting approved the financial statements for the year ended December 31, 2024 by a majority vote of the shareholders present and voting.**

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	157,412,711	100.00
Disapproved	0	0
total	157,412,711	100.00
Abstained	0	0

Remark In this agenda item, there were an additional 1 participants Total 6,801 shares
in the meeting

In total, there were 40 shareholders attending the meeting Total 157,412,711 shares

Agenda 4 To consider and approve the allocation of profits for the payment of annual cash dividends for the year 2024.

The meeting moderator informed the meeting that for the consideration of this agenda item, the following information applies: The company has a policy to pay dividends to shareholders at a rate of not less than 40% of net profit after corporate income tax from the consolidated financial statements and after all types of legal and statutory reserves as stipulated by law and the company's regulations. However, such dividend payments may be subject to change depending on the company's business operations, financial status, investment plans, needs, and other appropriate factors, including business expansion and other relevant considerations as deemed appropriate by the Board of Directors and/or the shareholders. Annual dividend payments must be approved by the shareholders' meeting, except for interim dividends, which may be approved from time to time by the Board of Directors if it is deemed that the company has sufficient profit to do so, and such interim dividend payments shall be reported to the shareholders at the next meeting.

The Company, therefore, proposes to the shareholders' meeting to allocate the legal reserve and approve the dividend payment for the performance results of the fiscal year 2024, with the following details:

- To allocate a dividend to the Company's shareholders, which is a dividend paid from the 2024 operating results, in the amount of 48,510,000 Baht, equivalent to 0.2310 Baht per share.

- The record date to determine the names of shareholders entitled to receive the dividend is set for February 26, 2025, and the dividend payment date is set for April 28, 2025.

Therefore, it is proposed that the shareholders' meeting consider and approve this agenda item as presented.

The Chairman opened the floor for shareholders to ask questions.

As no shareholders had any further questions or comments, the meeting was requested to cast their votes. This agenda item requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution: The Meeting, after due consideration, resolved to approve the allocation of profit for the payment of the annual cash dividend for the year 2024 with a majority vote of the shareholders who attended the meeting and cast their votes, 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	157,412,711	100.00
Disapproved	0	0
total	157,412,711	100.00
Abstained	0	0

Agenda 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation.

The meeting moderator informed the shareholders that, in accordance with good corporate governance practices, the directors whose terms have ended will be requested to leave the meeting room during the consideration of this agenda item. Once the discussion is concluded, the directors will be invited back into the meeting.

For this agenda, Mr. Nawat Itsaragrisil, Director; Mr. Ratchaphol Chantaratim, Director; and Mr. Saksit Boonwanich, Director, have reached the end of their directorship terms as stipulated. Therefore, Dr. Wichien Chubthaisong, in his capacity as Chairman of the Nomination and Remuneration Committee, was invited to present the relevant information to the shareholders' meeting in accordance with the meeting agenda and the Company's Articles of Association.

Dr. Wichien Chubthaisong, Chairman of the Nomination and Remuneration Committee, informed the meeting that for this agenda item, the company had already provided the relevant details for consideration in the invitation letter sent to shareholders. According to the Public Limited Companies Act and Article 17 of the Company's Articles of Association, it is summarized that at every Annual General Meeting of Shareholders, one-third of the directors currently in office must retire. If the number of directors cannot be divided exactly into three parts, then the number nearest to one-third shall retire. The retiring directors may be re-elected.

For the first and second years following the registration of the company, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have held office the longest shall retire.

Currently, the Board of Directors consists of a total of 7 members. Therefore, at the 2025 Annual General Meeting of Shareholders, one-third of the total number of directors, or 3 members, must retire by rotation. The names of the directors who are due to retire by rotation at this meeting, as considered and resolved by the Nomination and Remuneration Committee, 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 Nomination and Remuneration Committee, excluding the directors with conflicts of interest, has reviewed and concluded that the three directors, Mr. Nawat Itsaragrisil, Mr. Ratchaphol Chantaratim, and Mr. Saksit Boonwanich, possess the qualifications required by law, as well as the rules and regulations set by the regulatory authorities. They are individuals with knowledge, dedication, experience, and a diverse set of management skills in relevant business activities. Their other qualifications are in line with the criteria and will serve the best interests of the company. Additionally, they do not hold positions as directors or executives in other businesses that may cause conflicts of interest or create competition with the company. Therefore, it is deemed appropriate to reappoint these three directors to serve for another term.

The Board of Directors' opinion is that the individuals nominated in this instance have undergone a thorough and careful vetting process by the Board of Directors, excluding those with conflicts of interest in this matter.

With the approval of the Nomination and Remuneration Committee, which has carefully reviewed and considered, the directors retiring by rotation are found to meet all qualifications required by the Public Limited Companies Act B.E. 2535, the Securities and Exchange Act B.E. 2535, the regulations of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand, as well as possessing knowledge, expertise, and experience beneficial to the company's operations. They have qualifications suitable for conducting business operations of the company and do not hold positions as directors or executives in other businesses that may lead to conflicts of interest or competition with the company. Throughout their tenure as directors, they have actively participated in the governance of the company, dedicating time to attend meetings, sharing valuable opinions, and contributing fully to the company's and shareholders' interests. Furthermore, a review of the number of companies in which

each director holds a position shows that none of them serves as a director in more than five listed companies.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider the appointment of directors as detailed in the proposal. In order for the company to adhere to the principles of good shareholder meeting practices, it is proposed that the shareholders' meeting vote on the election of each director individually, allowing for the convenience of casting votes for each individual director as part of the election process.

The Chairman opened the floor for shareholders to ask questions.

As no shareholders had any further questions or comments, the meeting was requested to cast their votes. This agenda item requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution: The meeting considered and resolved to approve the appointment of directors to replace those retiring by rotation, with the majority vote of the shareholders present at the meeting and eligible to vote, as follows:

1) Mr. Nawat Itsaragrisil Board of Directors

The meeting considered and resolved 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	157,412,711	100.00
Disapproved	0	0
total	157,412,711	100.00
Abstained	0	0

2) Mr. Ratchaphol Chantaratim Board of Directors

The meeting considered and resolved 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	157,412,711	100.00
Disapproved	0	0
total	157,412,711	100.00
Abstained	0	0

3) Mr. Saksit Boonwanich Board of Directors

The meeting considered and resolved 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	157,412,711	100.00
Disapproved	0	0
total	157,412,711	100.00
Abstained	0	0

Agenda 6 To consider and approve the directors' remuneration for the year 2025.

The meeting facilitator informed the meeting that 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:

1. Remuneration of the Board of Directors		
Meeting allowance	2025	Number
Chairman of the Board of Directors	35,000	Baht / person / occasion
Board of Directors	25,000	Baht / person / occasion
2. Remuneration of the Audit Committee		
Meeting allowance	2025	Number

Chairman of the Audit Committee	30,000	Baht / person / occasion
Audit Committee Member	20,000	Baht / person / occasion
3. The remuneration of the Nomination and Remuneration Committee		
Meeting allowance	2025	Number
Chairman of the Nomination and Remuneration Committee	20,000	Baht / person / occasion
Nomination and Remuneration Committee Member	10,000	Baht / person / occasion
4. The remuneration of the Risk Management Committee		
Meeting allowance	2025	Number
Chairman of the Risk Management Committee	20,000	Baht / person / occasion
Risk Management Committee Member	10,000	Baht / person / occasion

In 2024, the Company paid remuneration to the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, and the Risk Management Committee, totaling 1,160,000 Baht. Details of the directors' remuneration for the year 2024 and the components of such remuneration are presented in the 2024 Annual Report, Section 2 Corporate Governance, which includes information regarding the Board of Directors, sub-committees, executives, employees, and other relevant matters.

The Board of Directors has considered and agreed with the opinion of the Nomination and Remuneration Committee and deems it appropriate to propose for approval at the 2025 Annual General Meeting of Shareholders.

Therefore, it is proposed to the meeting for consideration and approval in accordance with the details presented.

The Chairman opened the floor for shareholders to ask questions.

As no shareholders raised any questions or provided additional comments, the meeting was then requested to cast their votes. This agenda item must be approved by a vote of not less than two-thirds of the shareholders present at the meeting and entitled to vote, as follows:

Resolution: The meeting considered and resolved to approve the directors' remuneration for the year 2025 with no less than two-thirds of the total votes of the shareholders present at the meeting and entitled to vote, 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	157,412,711	100.00
Disapproved	0	0
Abstained	0	0
total	157,412,711	100.00

Agenda 7 Consider approving the appointment of the auditor and determining the remuneration for the auditor for the fiscal year 2025.

The Chairperson of the Meeting informed the Meeting that, in accordance with the Company's Articles of Association, Clause 37, and Section 120 of the Public Limited Companies Act B.E. 2535 (including its amendments), the Annual General Meeting of Shareholders is required to appoint the Company's auditor and determine the auditor's remuneration every year.

The Audit Committee has reviewed the qualifications of the proposed auditor, their independence, performance, and internationally accepted auditing standards, as well as their experience and auditing expertise, including the rate of auditor's remuneration, and found them to be appropriate.

The Audit Committee has reviewed and expressed the opinion that the proposed auditor has been approved by the Office of the Securities and Exchange Commission and has no relationship or conflict of interest with the Company, its subsidiaries, major shareholders, management, or any persons related to such individuals. Furthermore, the auditor is considered to maintain independence in performing their duties, free from the influence of others that could compromise their objectivity or impartiality.

From the Audit Committee Meeting No. 1/2025 held on February 10, 2025, the Audit Committee convened to consider and select the Company's auditor for the year 2025. The key points of the meeting can be summarized as follows:

The opinion of the Audit Committee presented to the Board of Directors can be summarized as follows: The Company has appointed DIA International Audit Co., Ltd. (Head Office), a certified auditor approved by the Securities and Exchange Commission (SEC), as the Company's auditor for the year 2025. The following individuals are listed as the auditors:

The list of auditors from DIA International Audit Co., Ltd. (Head Office) is as follows.

1. Mr. Joompoth Piratanakorn Certified Public Accountant (Thailand) No. 7645 or
2. Mr. Apipong Leongnarkitongdee Certified Public Accountant (Thailand) No. 12199 or
3. Ms. Suphaphorn Mangjit Certified Public Accountant (Thailand) No. 8125

In considering the audit fees, the Audit Committee reviewed the proposed audit fee for the fiscal year 2025, submitted by DIA International Audit Co., Ltd. (Head Office). The proposed audit fee for the company in 2025 is not to exceed 2,100,000 Baht per year, which represents a reduction compared to the 2024 audit fee of 1,050,000 Baht. The reduction is considered reasonable, and the proposal for this audit fee will be presented for approval at the Annual General Meeting of Shareholders for the fiscal year 2025. The Board of Directors has agreed with the proposal as presented by the Audit Committee.

Audit remuneration	2024	2025	Reduced
Audit remuneration for the year	2,200,000.00	1,320,000.00	
Quarterly financial review (Total of 3 quarters)	1,050,000.00	1,200,000.00	
	3,150,000.00	2,100,000.00	1,050,000.00

The Chairman opened the floor for shareholders to ask questions.

As no shareholders had any further questions or comments, the meeting was requested to cast their votes. This agenda item requires approval by a majority vote of the shareholders who attend the meeting and cast their votes, as follows:

Resolution: The meeting has considered and passed a resolution to appoint the auditor and set the auditor's remuneration for the year 2025, with a majority vote from the shareholders present and voting 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	157,412,711	100.00
Disapproved	0	0
total	157,412,711	100.00
Abstained	0	0

Agenda 8 Consideration of any other matters (if any)

The meeting facilitator informed the meeting that according to Section 105, Paragraph 2 of the Public Limited Companies Act B.E. 2535 (as amended in B.E. 2544), it is stipulated that shareholders holding not less than one-third of the total shares sold may request the meeting to consider other matters not included in the notice of the meeting. If no other matters are proposed for consideration according to legal guidelines, no vote will be conducted for this agenda item.

The agenda items proposed for consideration as outlined in the company's notice of the 2025 Annual General Meeting of Shareholders have been fully discussed and completed. There are no additional matters to be presented for consideration at the meeting.

Therefore, the next item on the agenda is the Q&A session for shareholders. We would like to invite any shareholders who have questions or concerns regarding various matters of the company to please raise them.

The Chairman opened the floor for shareholders to ask questions.

The meeting facilitator informed the meeting that since no shareholders or proxies had any questions or additional comments, he would now invite the Chairman of the meeting, Assoc. Prof. Suchart Laopreeda, to close the 2025 Annual General Meeting of Shareholders.

Assoc. Prof. Suchart Laopreeda, the Chairman of the meeting, closed the meeting by stating that, on behalf of Miss Grand International Company Limited (Public) or MGI, he expressed gratitude to all shareholders and proxies for taking the time to attend the meeting, review the meeting agenda and relevant matters, as well as for acknowledging the direction and business goals of the company. The Board of Directors is determined to continue growing the business. He also wished happiness and prosperity to all shareholders, proxies, and their families. He thanked everyone and officially declared the meeting closed.

Closed the meeting : 11.30 u.

Signature.....
(Assoc. Prof. Suchart Laopreeda)
Chairman of the meeting

Signature.....
(Ms. Salinna Dangkomen)
Company Secretary

Take notes and prepare meeting minutes