

No. MCG-OCS-2567-047

25 September 2024

**Subject:** Invitation to attend the 2024 Annual General Meeting of Shareholders**To** Shareholders

- Attachments**
1. 2024 Annual Report (QR Code) and Notification of Meeting
  2. Profiles of the Nominated Candidates for the Election of Directors in Replacement of Those who Retired by Rotation
  3. Profiles of the Nominated Auditors for 2025
  4. Company's Articles of Association Relating to the General Meeting of Shareholders
  5. Acceptance form for the invitation of online meeting
  6. Procedures for attending the shareholders' meeting via electronic media (E-MEETING)
  7. Profiles of the Independent Directors Nominated by the Company to Act as Proxy for Shareholders
  8. Instruction for Downloading 2024 Annual Report by Scanning QR Code
  9. Proxy Form A, B, C as specified by Department of Business Development, Ministry of Commerce
  10. Advance Question Submission Form for 2024 Annual General Meeting of Shareholders
  11. Privacy Notice Pursuant to the Personal Data Protection Act B.E. 2562 (2019)
  12. Contact Information

The Board of Directors Meeting on August 26, 2024, resolved that the 2024 Annual General Meeting of Shareholders shall be held **on Friday, October 25, 2024 at 10:00 hours via electronic media (E-Meeting) only**, in compliance with the rules and regulations specified by the law relating to meetings via electronic media (E-Meeting) and that the meeting control system for live broadcasting will be at The MC GROUP Public Company Limited, Multipurpose room, 2 Sukhaphiban 2 Soi 5, Prawet District, Bangkok, to consider matters according to the agenda together with the Board of Directors' opinions as follows:

**Agenda 1** **To acknowledge the Company's performance for the year 2024**

**Objective and Rationale:** The summary of the Company's operating performance for the year 2024 is shown in the Annual Report for the year 2024 which can be downloaded via QR Code in the invitation letter which has been sent together in **Attachment No.1**

**Board of Directors' opinion:** After due consideration, the Board requests the Shareholder's Meeting to acknowledge the Company's operating performance of the year 2024

**Vote required:** This agenda item is for acknowledgement; no voting is required

**Agenda 2** **To consider and approve the financial statements for the year ended 30 June 2024 and the auditor's report**

**Objective and Rationale:** In compliance with the Public Limited Companies Act B.E. 2535 (1992), section 112 and clause 46-47 of the Company's Articles of Association, the Company shall prepare its financial statements of the fiscal year ended 30 June 2024 and arrange for audit and certification by Deloitte Touché Tohmatsu Jaiyos Company Limited (the Company's auditor). Details are shown in "Financial Statements" section of the 2024 Annual Report in QR code format, which provided here in Attachment No. 1.

**Board of Directors' opinion:** The Board requests the Shareholder's Meeting to consider and approve the financial statements for the year 2024 and the auditor's report that has been audited and certified by Deloitte Touché Tohmatsu Jaiyos Company Limited and has been approved by the Audit Committee

**Voting Requirement:** Majority votes of shareholders attending the Meeting and casting their votes.

**Agenda 3** **To consider and approve the appropriation of net profits and the payment of dividend for the year 2024**

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 115 and clause 52 of the Company's Articles of Association, the Company can pay dividends from profits only. However, the Annual Dividend Payment must be approved by the Shareholders Meeting, except for interim dividend payments. The Board of Directors may approve the payment of interim dividends from time to time when it considers that the Company has sufficient profits to do so and shall report such interim dividend payment to the next Shareholders' Meeting.

The Company has a dividend payment policy of not less than 50% of the remaining net profit after deducting all types of reserves as required by law and the Company's Articles of Association, by considering the net profit according to the Company's consolidated financial statements. Nevertheless, such dividends are subject to future investment plans, necessities appropriateness and other considerations as the Board of Directors deems appropriate.

For fiscal year 2024, the Company reported a net profit for the year of 713,163,734 Baht, and had retained earnings for allocation of dividends to the shareholders.

**Board of Directors' opinion** The Board requests the Meeting to consider and approve the profit allocation for fiscal year 2024 for dividend payment at the rate of 0.90 Baht per share or 712,800,000 Baht, accounting for 99.95 percent of the consolidated net profit for the year, which is consistent with the Company's dividend payment policy. The Company has already paid an interim dividend at the rate of 0.50 Baht per share on March 12, 2024 and will pay the final dividend at the rate of

0.40 Baht per share, totaling 792,000,000 shares totaling 316,800,000 Baht. The following table shows the comparison of dividend payment rates between 2022-2024:

Details of Dividend Payment	2024 (1 Jul 23 - 30 Jun 24)	2023 (1 Jul 22 - 30 Jun 23)	2022 (1 Jul 21 - 30 Jun 22)
1. Net Profit (million Baht)	713,163,734	643,634,339	485,755,776
2. Number of Shares (shares)	792,000,000	792,000,000	792,000,000
3. Par Value (Baht/share)	0.50	0.50	0.50
4. Dividend (Baht/share)	0.90	0.81	0.60
• Interim Dividend (Baht/share)	0.50	0.45	0.32
• Final Dividend (Baht/share)	0.40	0.36	0.28
5. Total Final Dividend Payment (Baht)	316,800,000	285,120,000	221,760,000
6. Total Amount Dividend Payment (Baht)	712,800,000	641,520,000	475,200,000
7. Dividend Payout Ratio (%)	99.95	99.67	97.83

The said dividend distribution shall be payable to the shareholders entitled to receive dividend in accordance with the Company's Articles of Association, as of record date of Friday, November 1, 2024 (The Stock Exchange of Thailand shall post the "XD" sign on the date which the buyers of securities shall have no rights to receive dividend on Thursday, October 31, 2024). The dividend shall be payable on Friday, November 22, 2024

**Vote required:** Majority votes of shareholders attending the Meeting and casting their votes

**Agenda 4** **To consider and approve the Auditors appointment and determination of audit fee for the year 2025**

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 120 and clause 44 of the Company's Articles of Association, the Annual General Meeting is required to resolve on the appointment of the auditor and the audit fee for that year. In appointing the auditor, the same auditor may be reappointed.

For the fiscal year 2025 (accounting period from July 1, 2024 to June 30, 2025), the Audit Committee considered and selected Deloitte Touché Tohmatsu Jaiyos Company Limited ("DELOITTE") to be the audit firm for the Company and its subsidiary for the year 2025 due to its reputation, capability, professional standards, experience and expertise in auditing as well as excellent past performance. And appropriate audited fee proposed by DELOITTE that would yield maximum benefit to the Company.

**Board of Directors' opinion** The Board agrees with the Audit Committee's proposal on the selected audit firm and proposed audit fee and recommends the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and audit fee for the fiscal year 2025 (accounting period from July 1, 2024 to June 30, 2025) as follows.

- 1) The appointment of Deloitte Touché Tohmatsu Jaiyos Company Limited as audit firm of the Company for the year 2025 (accounting period from July 1, 2024 to June 30, 2025), with the name list of auditors and audit fee as follows.

Name of Auditor		CPA Registration No.	Number of years certified the Company's financial statements.
Mr. Wonlop	Vilaivaravit	6797	3
Ms. Wilasinee	Krishnamra	7098	0
Ms. Lasita	Magut	9039	0
Mr. Bardin	Laprangsirat	10985	2

Deloitte Touché Tohmatsu Jaiyos Company Limited and appointed auditors have no conflict of interests with the Company, its subsidiaries, joint venture company, management, major shareholders, or any key stakeholders and will be nominated as the auditor for the year 2025 of the Company's subsidiaries and associates. The auditor's record and information on the independence of the nominated auditors are shown in Attachment No. 3.

- 2) The approval of the authorization of the Board of Directors to consider and approve if Deloitte Touche Tohmatsu Jaiyos Audit Company Limited has to assign another certified public accountant in the event that the above auditors are unable to perform their duties.
- 3) The approval of the Company's audit fee for fiscal year 2025 (accounting period from July 1, 2024 to June 30, 2025) with the amount of 2,305,000 Baht (increase 100,000 Baht or 4.54% from last year), the subsidiaries' audit fee of 805,000 Baht (decrease 140,000 Baht or 14.81% from last year) and the total amount 3,110,000 Baht (decrease 40,000 Baht or 1.27% from last year).  
The details are as follows:



Commission (SEC), and the selection guidelines on candidates for directorship recommended by Thai Institute of Directors (IOD). The candidates must be equipped with knowledge, professional skills, experience and expertise for the Company's line of business, possessed requisite attributes of leadership, vision, good morals and ethical principles, as well as clear and unblemished career records, making decisions based on facts and reasons, and capable of giving opinions independently. Moreover, the Nomination and Remuneration Committee took into account the diversity of the Board of Directors and the composition of knowledge and particular professional skills as deemed essential to the Board of Directors.

**Board of Directors' opinion** The Board of Directors, excluding the directors who are due to retire by rotation at the 2024 Annual General Meeting of Shareholders, had extensively discussed and carefully considered the list of all nominated candidates as well as the qualifications of each candidate with all due circumspection as presented by the Nomination and Remuneration Committee and deemed that the nominated candidates are qualified and knowledgeable while possessing requisite attributes of leadership, broad vision, good morals and ethical principles, as well as clear and unblemished career records, and experiences. Moreover, the nominated directors must be able to devote time and talent to develop the company with efficiency and effectiveness, considering the performance of each director's position and duties. as well as qualifications of independence of the nominated person. Consequently, it was unanimously resolved to propose to the shareholders' meeting to approve the appointment of 2 former directors to be considered as the Company's directors for another term with the following name list:

- 1) Mrs. Usara Yongpiyakul
- 2) Mr. Niran Pravithana

The Board of Directors has considered and found that Mrs. Usara Yongpiyakul and Mr. Niran Pravithana are independent directors who capable of expressing independent opinions and complying with relevant criteria.

The brief biographies of all two persons who have retired by rotation and have been nominated for another term are shown in Attachment no.2

**Vote required for election of directors:** Persons receiving the highest number of votes in descending order shall be appointed as directors until all of the director positions for such election are filled.

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

**Objective and Rationale:** Pursuant to the Public Limited Companies Act B.E.2535 (1992), section 90 and clause 27 of the Company's Articles of Association, A director is entitled to receive the remuneration from the Company in any forms as stipulated in the regulations of the Company or the

consideration of the meeting of shareholders and has the resolution not less than two-thirds (2/3) of all votes of the shareholders present at the meeting. Such remuneration may be at fixed amount or specified from time to time or let it being enforced unless otherwise approved by the meeting of shareholders. Moreover, the director is also entitled to a per diem allowance and any fringe benefit according to the regulations of the Company.

The Nomination and Remuneration Committee, under the criteria and guidelines for suitable and fair remuneration agreed upon by the Board of Directors, considered the remuneration based on the roles and responsibilities of the Board of Directors and the Sub-committees as well as other relevant factors to wit the Company's operating result for fiscal year 2024, business expansion, and current economic conditions. After comparing such remuneration with the remuneration payments of other listed companies of similar size in the same industry, The Nomination and Remuneration Committee then unanimously resolved to propose the review of criteria and rates of remuneration payment for the Board of Directors and the Sub-committees for 2025 to the Board of Directors for consideration as well as the acknowledgement of the amount of remuneration paid to the Board of Directors and the Sub-committees for fiscal year 2024 (1 July 2023 – 30 June 2024) as the following details:

1. The maintenance of criteria and rates for remunerations of the Board of Directors (monthly remuneration, meeting allowances and bonus), the remunerations (meeting allowances) of the Audit Committee, Risk Management and Sustainable Development Committee, Nomination and Remuneration Committee, and Executive Committee at the same rate as per approval from 2023 General Shareholders Meeting.
2. The acknowledgement of the actual remuneration paid to the Board of Directors (monthly remuneration, meeting allowances and bonus) and the meeting allowances of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Governance and Sustainable Development Committee in accordance with their attendance at the meetings during fiscal year 2024 (1 July 2023 - 30 June 2024), totaling 7,095,000 Baht in consistent with the criteria approved by the 2023 Annual General Meeting of Shareholders.

**Board of Directors' opinion** The Board of Directors agrees with the recommendation of the Nomination and Remuneration Committee and proposes to the 2024 General Shareholders Meeting to consider and approve the remunerations of the Board of Directors, Audit Committee, Risk Management and Sustainable Development Committee, Nomination and Remuneration Committee, and Executive Committee for fiscal year 2025 (1 July 2024 – 30 June 2025) at the same rate as fiscal year 2024. The Board also acknowledged the amount of remunerations paid to the Board of Directors and the Sub-

committees during fiscal year 2024 as per above mentioned. Subject to the approval of the 2025 Annual General Meeting of Shareholders upon the aforementioned proposals, the remuneration of the Board of Directors and the Sub-committees for 2025 would be as follows:

(1) Financial Remuneration:

Remuneration for the Board and Sub-Committee	2025 (Proposal) (July 2024 – June 2025)		2024 (July 2023 – June 2024)	
	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)
<b>1. Board of Directors</b>				
● Chairman	20,000	80,000	20,000	80,000
● Member	10,000	50,000	10,000	50,000
● Bonus	Maximum at Baht 5,000,000 per year (The Board will allocate bonus in accordance with the achievement of key performance indicators)		Maximum at Baht 5,000,000 per year (The Board will allocate bonus in accordance with the achievement of key performance indicators)	
<b>2. Audit Committee</b>				
● Chairman	-	40,000	-	40,000
● Member	-	30,000	-	30,000
<b>3. Risk Management and Sustainable Development Committee (previously Risk Management Committee)</b>				
● Chairman	-	30,000	-	30,000
● Member	-	25,000	-	25,000
<b>4. The Nomination and Remuneration Committee</b>				
● Chairman	-	30,000	-	30,000
● Member	-	25,000	-	25,000
<b>5. The Executive Committee (paid to only the ones who do not receive any other remunerations from the Company)</b>				
● Chairman	-	30,000	-	30,000
● Member	-	25,000	-	25,000

(2) Non-Financial Remuneration: None

**Voting Requirement:** Not less than two-thirds of the shareholders who attend the meeting.



**Agenda 7** To consider other businesses (if any)

**Board of Directors' opinion:** The Board has opinion that the agenda “to consider other businesses (if any)” should be included in every shareholders' meeting for shareholders to ask questions, discuss and/or provide suggestions to the Board

All shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-Meeting) on Friday, October 25, 2024 at 10.00 a.m. The shareholders can click the link to join the meeting on Friday, October 25, 2024 from 08.00 a.m. onwards.

Shareholders who wish to attend the meeting can attend the meeting in person or appoint another person to attend and vote on their behalf at the meeting. In this case, shareholders are required to verify their identity as detailed in the conditions and procedures for registering to attend the shareholders' meeting via electronic media (E-AGM), proxy, and voting. (Details in Attachment 6) which can be done from September 25, 2024 at 8.30 a.m. onwards. After the Company checked the eligibility of the shareholders that were entitled to attend the 2024 Annual General Meeting of Shareholders as the Company had set “Record Date” on Tuesday 10 September 2024, the Company will send the link for accessing the shareholders' meeting via electronic media (E-Meeting) to shareholders via email notified to the Company.

In case that the shareholders wish to appoint an independent director of the company to attend and vote on their behalf in the meeting, please fill in your details and sign in the proxy form in attachment No. 9. The details of the independent directors who are the proxy representatives at the 2024 Annual General Meeting of are shown in attachment No. 7. Uploading of documents for shareholder registration can be done via web link or QR code. Please also submit the original proxy form together with all supporting documents by addressing the envelope to Company Secretary Office by Friday 18 October 2024.

The Company would like to thank you all shareholders for your understanding and looking forward to receiving your cooperation.

Yours faithfully,

MC GROUP Public Company Limited



(Mrs. Kaisri Nuengsigkapien)

Chairman of the Board of Directors

Remark :

- The Company has published the invitation to the meeting along with accompanying documents, including Proxy Forms A, B, and C, on the website [www.mcgroupnet.com](http://www.mcgroupnet.com). Shareholders may request these proxy forms in paper format by emailing [corpsecretary@mcgroupnet.com](mailto:corpsecretary@mcgroupnet.com) or by calling 02-117-9999 extensions 1126 or 2502 by October 10, 2024.

- If any shareholders have questions that would like the Company to clarify, questions can be sent in advance to [corpsecretary@mcgroupnet.com](mailto:corpsecretary@mcgroupnet.com) or call 02-117-9999 ext. 1126 / 2502 or fax 02-117-9998 or mail to the office of company secretary, Mc Group Public Company Limited, No. 2, Sukhapiban 2 Road, Soi 5, Prawet District, Prawet Sub-District, Bangkok 10250 (Advance Question Submission Form as Attachment no.10). Please specify your address or contact information clearly so that the company can contact you back. The Company will collect questions and answer the questions that are related to the agenda at the meeting. For other questions and suggestions, the Company will summarize and clarify in the minutes of the shareholders' meeting which will be disseminated through the SET's information dissemination system and the Company's website within 14 days after the meeting.

### E-AGM Flowchart

