

NOTICE OF 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MC GROUP PUBLIC COMPANY LIMITED

Friday, October 25, 2024 at 10:00 Hours

Via Electronic Media (E-Meeting) Only

according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020)

and other related laws and regulations

Mc Group Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E- Meeting, and prepare identity documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

Inquiries about E-Meeting System/Technical support, please contact Call center Tel: 02-079-1811 (available from September 25 - October 25, 2024 during 08.30-17.30 hours or until the meeting adjourned (Business day only)

Proceed with the submitting request for the meeting (E-Request) at
<https://mc.thekoble.com/agm/emeeting/index/1> or scan QR Code



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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	2023	2022
	(1 Jul 23 - 30 Jun 24)	(1 Jul 22 - 30 Jun 23)	(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)
1. Board of Directors				
● 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)	
2. Audit Committee				
● Chairman	-	40,000	-	40,000
● Member	-	30,000	-	30,000
3. Risk Management and Sustainable Development Committee (previously Risk Management Committee)				
● Chairman	-	30,000	-	30,000
● Member	-	25,000	-	25,000
4. The Nomination and Remuneration Committee				
● Chairman	-	30,000	-	30,000
● Member	-	25,000	-	25,000
5. The Executive Committee (paid to only the ones who do not receive any other remunerations from the Company)				
● 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)

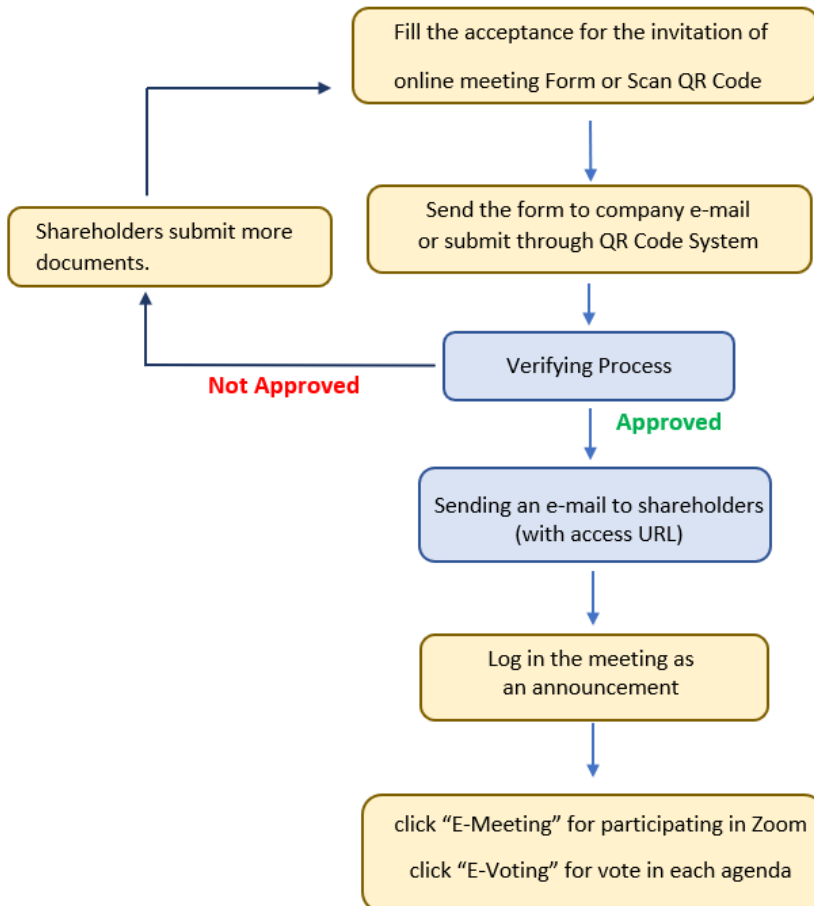
Chairman of the Board of Directors

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. Shareholders may request these proxy forms in paper format by emailing 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 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



Profiles of the Nominated Candidates for the Election of Directors
in Replacement of Those to be Retired by Rotation

Name	Mrs. Usara Yongpiyakul	
Age	59 years old	
Type of director to be proposed for appointment and positions in Company	Independent Director / / Member of Audit Committee / Member of Risk Management and Sustainable Development	
Date of being the Director	28 October 2021	
Number of years on the Board	3 years - months	
Relationship with directors /managements / major shareholders	- None	
MC Shareholding	- None	
Education	- MBA, Business Communication, Bentley College, Boston - BBA, Major in Marketing, Assumption Business Administration college	
Governance training from IOD	- Risk Management Program for Corporate Leaders (RCL) class 34/2024 - Board Nomination and Compensation Program (BNCP) class 14/2022 - Advanced Audit Committee Program (AACP) Class 44//2022 - Director Accreditation Program (DAP) Class 189/2022	
Other Trainings	- Director's Briefing 12/2022 : ESG as a vehicle for Business Transformation - Director's Briefing 6/2022 : Reimagining Boardroom in the Web 3.0 Era	
Present positions in other businesses which are listed companies	- None	
Present positions in other businesses which are non-listed company (1 organizations)	- Chief Executive Officer, Retail business group Siam Piwat, Siam Piwat Retail Holding Co., Ltd.	
Current positions in other businesses that competes with the company's business	- None	
Attendance in meetings during Year 2024		
● The Board of Directors	: 6/6 times (100%)	
● Audit Committee	: 4/4 times (100%)	
● Risk Management and Sustainable Development	: 4/4 times (100%)	

Legal Dispute - None

Information for considering the appointment of independent directors

Direct or indirect interest in any business that the company or subsidiary is a contracting party - None

Relationships with the company, subsidiaries, associated companies, or juristic persons that may have conflicts during the past 2 years until the present. - None

Director involved in managing employees, employees, or consultants who receive a regular salary - None

Professional service providers such as auditors or legal advisors - None

Significant business relationships that may result in the inability to perform duties independently - None

Reasons and necessity for nominating an independent director

The Board of Directors has reviewed and approved that Mrs. Usara Yongpiyakul possesses the complete qualifications and does not possess any characteristics prohibited by law regarding public limited companies. Furthermore, she does not exhibit any attributes indicating unsuitability for entrusted management of a public company in accordance with securities and stock market regulations. She also demonstrates knowledge and expertise without any significant business relationships that might impede his independent functioning. Therefore, it is deemed appropriate to appoint her as an independent director of the company.

Profiles of the Nominated Candidates for the Election of Directors
in Replacement of Those to be Retired by Rotation

Name	Mr. Niran Pravithana	
Age	46 years old	
Type of director to be proposed for appointment and positions in Company	Independent Director / Member of Nomination and Remuneration Committee	
Date of being the Director	13 May 2022	
Number of years on the Board	2 years 5 months	
Relationship with directors /managements / major shareholders	- None	
MC Shareholding	- None	
Education	- Bachelor's degree in Computer Science, Assumption University	
Governance training from IOD	- Director Accreditation Program (DAP) Class 207/2024	
Other Trainings	- None	
Present positions in other businesses which are listed companies	- None	
Present positions in other businesses which are non-listed company (8 organizations)	<ul style="list-style-type: none"> - CEO, Vulcan Coalition Company Limited - CEO, Avantis Laboratory (Thailand) Co.,Ltd. - CEO, Avareum (Thailand) Co.,Ltd. - CEO, Avareum Limited, Hong Kong - Group CEO, Ava Advisory Group - Advisor, Eva Alpha Laboratory - Director, Just for Paws Foundation - CEO, Market Anyware Company Limited 	
Current positions in other businesses that competes with the company's business	- None	
Attendance in meetings during Year 2023	<ul style="list-style-type: none"> ● The Board of Directors : 6/6 times (100%) ● Nomination and Remuneration Committee : 3/3 times (100%) 	
Legal Dispute	- None	

Information for considering the appointment of independent directors

Direct or indirect interest in any business that the company or subsidiary is a contracting party	- Mr. Niran is an indirect majority shareholder of Vulcan X Co., Ltd. and Vulcan Coalition Co., Ltd., which are both contractual parties to the company and its subsidiaries. In the fiscal year 2024, the value of transactions with these two companies was 0.29 million baht and 0.24 million baht, respectively. (Further details can be found in the 2024 Annual Report on pages 149-150 under the topic "Related Party Transactions.")
Relationships with the company, subsidiaries, associated companies, or juristic persons that may have conflicts during the past 2 years until the present.	- None
Director involved in managing employees, employees, or consultants who receive a regular salary	- None
Professional service providers such as auditors or legal advisors	- None
Significant business relationships that may result in the inability to perform duties independently	- None

Reasons and necessity for nominating an independent director

The Board of Directors has reviewed and approved that Mr. Niran Pravithana possesses the complete qualifications and does not possess any characteristics prohibited by law regarding public limited companies. Furthermore, he does not exhibit any attributes indicating unsuitability for entrusted management of a public company in accordance with securities and stock market regulations. He also demonstrates knowledge and expertise without any significant business relationships that might impede his independent functioning. Therefore, it is deemed appropriate to appoint him as an independent director of the company.

Appointment Auditors' Information for the year 2024
(From Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.)

- Name:** Mr. Wonlop Vilaivaravit, CPA number 6797
- Education:** - Bachelor of Accountancy, Assumption University
- Work Experience:** - Certified Public Accountant of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Approved Auditor by The Securities and Exchange Commission, Thailand
- Director Accreditation Program Class 116/2015 (DAP)
- Top management training from Capital Market Academy (CMA 27)
- Name:** Ms. Wilasinee Krishnamra, CPA number 7098
- Education:** - Master of Commerce in Accounting, University of Sydney, Australia
- bachelor's in business administration (Accounting), Kasetsart University
- Work Experience:** - Certified Public Accountant of Thailand
- Member of the Federation of Accounting Professions of Thailand
- Approved Auditor by The Securities and Exchange Commission, Thailand
- Sub-committee on Oversight and Investigations of the Federation of Accounting Professions
- Name:** Ms. Lasita Magut, CPA Number 9039
- Education:** - Master of Science in Accounting, Chulalongkorn University
- bachelor's in Accounting, Thammasat University
- Work Experience:** - Certified Public Accountant, Thailand
- Member of the Federation of Accounting Professions, Thailand
- Approved Auditor by The Securities and Exchange Commission, Thailand
- Sub-committee of the Ethics for Professional Accountants
- Name:** Mr. Bardin Laprangsirat, CPA number 10985
- Education:** - Bachelor of Accountancy, Kasetsart University
- Work Experience:** - Certified Public Accountant of Thailand
- Member of the Federation of Accounting Professions, Thailand
- Approved Auditor by The Securities and Exchange Commission, Thailand

These four appointment auditors above have no relationship or interest with the company, subsidiaries, managements, major shareholders, or those related to such persons.

The Company's Articles Regarding of Shareholder Meeting

Section 5

Board of Directors

Clause 20: The directors shall be elected at the shareholder's meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held (1 share for 1 vote).
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may not allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointments shall be made by the chairman.

Clause 21: At every annual general meeting, one-third of the directors shall retire from office at such time. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire.

A director who vacates office under this Section may be re-elected.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire.

Clause 24: The Shareholder meeting may resolve that any director(s) resign before the end of his or her duration of the director's term of office if meeting two conditions. First, the resolution is supported by a vote of no less than three-fourths of total number of shareholders who are present in the meeting and eligible to vote. Second, total shares held by supporting shareholders must be no less than one-half of total shares held by all shareholders who are present at the meeting and eligible to vote.

Clause 26: In case where the number of remaining directors is not sufficient to constitute a quorum, the remaining directors may act on behalf of the board of directors for only summoning a shareholder meeting to elect new directors for replacement. Such shareholder meeting must be summoned within a month from the date that the Company has the number of directors fewer than the required number to constitute a quorum.

The person so appointed for replacement shall retain his office during such time only as the director that such person replaces was entitled to retain.

Clause 27: A director is entitled to receive the remuneration from the Company according to 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 and any fringe benefit according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

Section 6
Shareholder Meetings

Clause 37: The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings.

Clause 38: At a shareholders' meeting, there shall be at least twenty five (25) shareholders and proxies (if any) attending the meeting, or at least one-half (1/2) of the total number of shareholders, and in either case such shareholders shall hold shares amounting to at least one-third (1/3) of the total number of shares of the Company sold to constitute a quorum.

One or more than one shareholder holding shares amounting to not less than onetenth of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders. If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in clause 40, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting.

Clause 39: In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

The Board of Directors shall determine the place where the meeting mentioned in the first paragraph shall take place which can be the Company's headquarter or any places deemed appropriate by the Board of Directors.

Clause 40: In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one-half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled and called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 41: The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 42: For voting in the shareholder meeting, one share shall be one vote. A shareholder, or a proxy who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of directors.

Clause 43: A resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) amendment of Memorandum of Association or Articles of the company;
 - (e) increase or decrease the company's register capital;
 - (f) dissolution of the company;
 - (g) debenture issuance of the company;
 - (h) amalgamation of the company.

Clause 44: The matters to be considered at the Annual General Meetings are:

- (1) To consider the board of directors' report on the operating results of the company for a previous year;
- (2) To approve the balance sheet and the profit and loss account;
- (3) To approve the contribution of the profit and the distribution of dividends;
- (4) To consider the election of directors replacing those retired by rotation;
- (5) To determine directors' remuneration;
- (6) To consider of the appointment of the auditor and to determine his/her remuneration; and
- (7) Any other matters

Section 7

Accounting, Finance, and Audit

Clause 45: The fiscal year of the Company starts on the first of July and ends on 30 June every year.

Clause 46: The Company must have and store accounting books and audit process as required to relevant laws. Also, the Company must prepare balance sheet and income statement at least once within twelve months of the Company's fiscal year.

Clause 47: The Board of Directors must prepare balance sheet and income statement as of the end of the fiscal year and present them to the annual shareholder meeting for approval. Also, the Board of Directors must manage to have an auditor to audit such balance sheet and income statement before presenting them at the shareholder meeting.

Clause 48: The Board of Directors must attach the following documents together with the Notice to the Annual General Meeting: -

- (1) Copy of audited balance sheet and income statement and audit report; and
- (2) Annual Report of the Board of Directors

Clause 49: An auditor must not be the Company's director or employee or having any positions at the Company.

Clause 50: An auditor has an authority to audit documents and any evidences related to expenses, assets and liabilities of the Company during the office hour of the Company. In doing so, an auditor is empowered to ask questions or request for supporting documents from directors, employees, or any persons working for or on behalf of the Company as part of the audit process.

Clause 51: An auditor has a duty to attend every shareholder meeting that has an agenda to consider or approve balance sheet, income statement, or any accounting issues to explain an audit result to shareholders. The Company must send reports and all documents that shareholders shall receive prior the shareholder meeting to an auditor.

Section 8

Dividend and Reserve

Clause 52: The Company cannot pay dividend from funding other than profit and in case where the Company still have accumulated loss, no dividend shall be paid to shareholders.

Dividend shall be paid equally per share unless the Company issues preferred shares and specifies that preferred shares may be entitled to different dividend amount per share compared to common shares. Dividend payment must be approved by the shareholder meeting.

Clause 53: The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท แม็คกรุ๊ป จำกัด (มหาชน)

Acceptance form for the invitation of E-MEETING of Mc Group Public Company Limited

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท แม็คกรุ๊ป จำกัด (มหาชน)
Being a shareholder of Mc Group Public Company Limited
โดยถือหุ้นรวมทั้งสิ้น หุ้น
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567
I would like to participate the E-AGM for Annual General Meeting 2024

- เข้าร่วมประชุมด้วยตัวเอง
Self-Attending
- มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม
Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)
E-Mail Please fil in the blank.
โทรศัพท์มือถือ.....(โปรดระบุ)
Mobile Number Please fil in the blank.

(4) จัดส่งเอกสารยืนยันตัวตน ตามเอกสารแนบ 6 ภายในวันที่ 18 ตุลาคม 2567 ทางอีเมล : corpsecretary@mcgroupnet.com หรือ ส่งไปรษณีย์: สำนักเลขานุการ บริษัท แม็คกรุ๊ป จำกัด (มหาชน) เลขที่ 2 ถนนสุขาภิบาล2ซอย 5 แขวงประเวศ เขตประเวศ กรุงเทพฯ 110250

Please submit identity verification documents as per Attachment 6 via email: corpsecretary@mcgroupnet.com or mail to Office of the Company Secretary, Mc Group Public Company Limited, No. 2, Sukhaphiban 2 Road, Soi 5, Prawet Sub-district, Prawet District, Bangkok 10250 within 18 October 2023

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ
Once you have verified, the company will send the Link to join the meeting via email
- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม
Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder
(.....)

Procedures for attending the shareholders' meeting via electronic media (E-MEETING)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 18 October 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent 3 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail. or
2. Submit your request to attend the meeting by sending information via website or QR Code

If shareholders wish to notify their intention to attend the meeting via electronic media (E-MEETING) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-MEETING) (Attachment 5) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-MEETING meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form (attached with the invitation letter) filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed.
 - A copy of the proxy grantor's identity document such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director) such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form (attached with the invitation letter) filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director) such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within October 18, 2024, at 4.00 p.m. via the following channels:

- Email : corpsecretary@mcgroupnet.com
- Post : Corporate Secretary Office, MC GROUP Public Company Limited, 2 Sukhapiban 2 Road, Prawet Sub-District, Prawet District, Bangkok, 10250

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Shareholders or proxies can submit the meeting attendance request form and other required documents via E-Request in advance beginning from September 25, 2023 at 08:30 a.m. to receive link to attend the E-Meeting at <https://mc.thekoble.com/agm/emeeting/index/1> or scan this QR Code:



2. At the E-Request page, please prepare the following information:
 - Shareholder registration number
 - Name (Do not specify a prefix) In the case of a company, leave the "First Name" field blank and enter the company name in the "Last Name" field.
 - Last name
 - Identification card number or passport number (in case of foreigner)
 - Select "accept" the terms and consent to access to personal information
 - Select "Confirm"
3. Check the name of the shareholders and the number of shares. If correct, please fill out shareholder information.
 - Name-Surname (in English)
 - Email to receive a Link to attend the Meeting
 - Mobile number
 - If shareholder attends the meeting in person: Provide shareholder's mobile phone number.
 - In case of proxy: Provide the proxy holder's mobile phone number for attending the meeting.
 - Select the type of attendance
 - Attend the meeting in person via E-meeting
 - Authorize the general public to attend the meeting via E-meeting
 - Assign a proxy to an independent director
 - Select "Next"

➤ In the case of shareholders attending the meeting in person via E-meeting

Prepared shareholders' identification documents

 1. Attach a copy of the shareholder's identity document;
 2. Attach a copy of other identity documents;
 3. Press "Next";
 4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
 5. Close window to finish;

- In the case of appointing a proxy to the general public to attend the meeting via E-meeting
Prepared shareholders' identification documents
 1. Attach a copy of the shareholder's identity document;
 2. Attach a copy of other identity documents;
 3. Press "Next";
 4. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
 5. Press "Next";
 6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
 7. Close window to finish;

- In case of appoint a proxy to an independent director
 1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
 2. Attach the completed and signed proxy form;
 3. Press "Next";
 4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
 5. Close window to finish;

Note : System for receiving requests for attending the meeting it will be open for operations from September 25, 2024 to October 25, 2024 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Procedures for Using Electronic Meeting Systems (E-Meeting)

1. When the shareholders or proxies who wish to attend the meeting and have been fully verified, you will receive an e-mail from the meeting organizer, which will be a link for attending the meeting. and user manual 3 days before the meeting date, please study the manual on how to use the E-Meeting meeting system in detail. If you haven't received the said e-mail by October 22, 2024, please contact the company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending : Shareholder Account Number (10 digits Number) and ID Card.
Proxy : Proxy ID Card and Proxy's Mobile Number
3. Attendance and voting via E-Meeting can be used with computers / notebooks / tablets and mobile phones via Web Browser: Chrome with 4G internet speed or basic home internet.

Note : In case of attending the meeting via tablet and mobile phone must install Zoom Cloud meeting program before attending the meeting, which can be downloaded as follow:

For iOS	For Android
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The system will open for 2 hours before the meeting time start. However, the live broadcast will only start at the time of the meeting
5. Logging in to the meeting attendees must use the information of the shareholder registration number and the number of the shareholder's ID card
6. Voting via E-Voting system, you will be able to vote for each agenda by voting to Agree, Disagree, or Abstain. One only in case of not voting on any agenda, the system will immediately assume that you vote as agree. (Use the vote counting method by take the Votes towards agreeing)
7. In the event that attendees encounter problems in using the E-MEETING system, you can contact OJ International Co.,Ltd at the phone number specified in the Email that will be send the user manual to the system.

*** This Annual General Meeting of Shareholders for the year 2024 will be a meeting via Electronic media (E-Meeting) only and there will be no meeting venue. Asking for cooperation of shareholders to refrain from coming to the company ***

In case the shareholders assign a proxy to an independent director

For shareholders who are unable to attend the Meeting in person or cannot assign other proxies and want to assign an independent director as a proxy. Please send the proxy form (attachment no. 9) by specifying the proxy as one of the independent directors as specified by the company together with supporting documents to the company within October 18, 2024 at 4.00 p.m. via following channels :

- Email : corpsecretary@mcgroupnet.com
- Post : Corporate Secretary Office, MC GROUP Public Company Limited, 2 Sukhapiban 2 Road, Prawet Sub-District, Prawet District, Bangkok, 10250

Note : In case of the shareholders specify the voting for each agenda, the independent directors will cast their votes as specified in the proxy form in which the voting in each agenda shareholders have the right to vote for agreeing and disapproving or abstain. One vote cannot be divided into parts. (unless it is a Custodian vote)

In case of a shareholder who is a foreign investor and assign a custodian in Thailand to be a stock depository and keeper

Please submit the following information:

1. Proxy form C (attachment no.9) completely fill out. Sign by the proxy grantor and the proxy with 20 Baht stamp duty
2. Custodian juristic person registration certificate and duly signed by the authorized signatory on behalf of the Custodian juristic person (Custodian) or its attorney with the corporate seal (if any)
3. A power of attorney from the shareholder to have the Custodian act to sign the proxy form on behalf
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business
5. Copy of ID card or a copy of government official identification card or copy of passport (In the case of foreigners)
6. Submit information through the following channels:
 - Email : corpsecretary@mcgroupnet.com
 - Post : Corporate Secretary Office, MC GROUP Public Company Limited, 2 Sukhapiban 2 Road, Prawet Sub-District, Prawet District, Bangkok, 10250

Voting Procedures

General Matters:

1. The shareholders' Meeting will be conducted via electronic media (E-Meeting). Voting in each agenda item shall be made openly via the OJ International system, where one share shall equal one vote. A shareholder or a proxy shall cast all the votes to either approve, disapprove, abstain, or do nothing, and shall not allow to vote unevenly (except for the votes from the Custodian).

2. In case of proxy

2.1 A proxy shall only cast a vote as instructed on the Proxy Form by the shareholder; otherwise, such a vote shall be deemed invalid and therefore disregarded.

2.2 In a case where votes are not instructed or unclearly instructed on the Proxy Form by the shareholder or there being other matters to consider and vote at the meeting of shareholders apart from those specified on the Proxy Form or there being changes/additions to facts, a proxy shall have the right to consider and vote on behalf as deems appropriate.

Election of Directors

Article 20 of the Company's Articles of Association stipulates as follows:

- (1) One shareholder shall have one vote per share;
- (2) Each shareholder shall cast all of his/her votes under (1) to elect one or several persons as directors but cannot allot his/her votes to a person unevenly; and
- (3) 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. The votes cast for the persons in descending order are tied, which would cause the number of directors to exceed the required number, the chairman shall have the casting vote.

Voting Process in each Agenda Item

- (1) The chairman of the meeting shall request the shareholder to consider and vote in each agenda item by asking the shareholder or proxy to vote item via OJ International system within 1.30 minutes for each agenda item.
- (2) For the voting of each agenda item, the system will show four voting options: 1. Approve 2. Disapprove 3. Abstain 4. Do Nothing* . The shareholder or proxy is required to choose only one option. (except for the case of Custodian whereby the allotment of votes is allowed as specified in the Proxy Form).

Remark: * If the "Do Nothing" option is selected or nothing is selected, the system will consider the votes as "Approve".

The votes may be changed until the voting is closed.

Resolutions of the Meeting of Shareholders (except for the Election of Directors) shall require the following Votes:

- General case: a resolution shall be passed by a simple majority of the total number of votes of shareholders present at the Meeting and voting.
- Other cases where the law or the Company's Articles of Association stipulate otherwise: a resolution shall be passed pursuant to such law or Articles of Association. In such a case, the chairman shall inform the Meeting prior to voting.
- In case of a tie vote, the chairman shall have a casting vote.
- Any shareholders who have a special interest in particular matters shall not cast the votes on such matters.

Vote Counting and Announcement of Voting Results

The chairman of the meeting shall explain to the Meeting about the vote counting procedures prior to consideration of each matter according to the agenda item. The system will count the votes of shareholders in accordance with the voting procedure of each agenda item. The result of each agenda item shall be announced to the Meeting before the meeting is adjourned.

The Company holds the 2024 Annual General Meeting of Shareholders via electronic media (E-Meeting) whereby the votes are cast via OJ International system. Hence, since the physical ballots are not used for the meeting, there will not be cases regarded as invalid ballots*.

Remark: * A ballot shall be regarded as invalid when a shareholder or a proxy unclearly expresses his/her intention on the ballot, such as a ballot with more than one marked box or split votes (except for the Custodian) or no countersign where changes of the vote are made.

Appointment of Proxy

The Department of Business Development, Ministry of Commerce has specified 3 Proxy Forms pursuant to the Notification of the Department of Business Development regarding Prescription of Proxy Letter Forms (No. 5) B.E. 2550 as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depositary and administrator of shares.

All 3 Power of Attorney forms according to Enclosure no.9 or shareholders can download from www.mcgroupnet.com. Shareholders may request these proxy forms in paper format by emailing corpsecretary@mcgroupnet.com or by calling 02-117-9999 extensions 1126 or 2502 by October 10, 2024.

Shareholder who could not attend the E-Meeting in person may appoint a proxy according to the following procedures:

1. Complete **only one of the Proxy Forms**. For shareholder who is not a Custodian shall either use Proxy Form A or Form B only.
2. Appoint a person or an independent director of the Company as a proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as a proxy to attend the meeting.
3. A shareholder cannot allot the shares to several proxies to vote separately and shall appoint a proxy with all the shares holding which cannot be allotted less than the number of shares holding personally except for foreign investors whose names appear on the share register book and appoint the Custodian in Thailand to keep and safeguard their shares as specified on Proxy Form C.

4. The Company will affix 20 Baht stamp duty and mark the date on which the Proxy Form is executed across the stamp duty to be complete and legally binding.

5. Appointment of a proxy to attend the meeting

5.1 Appointment of a proxy to attend the E-Meeting on behalf of shareholder

The shareholder or proxy shall proceed with item 1-2 and submit the meeting attendance request form via E-Request in advance to receive link for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Attachment No. 6 and send the original proxy form and supporting documents to the Company.

5.2 Appointment of an independent director as proxy to attend the E-Meeting on behalf of shareholder

The shareholder shall proceed with item 1-2 and send the original proxy form and supporting documents to the Company. No additional submission via E-Request is required.

6. Return the completed Proxy Form and certified copies of supporting documents to Corporate Secretary Office, MC GROUP Public Company Limited, 2 Sukhapiban 2 Road, Prawet Sub-District, Prawet District, Bangkok, 10250, and specify on the envelope "For the Annual General Meeting of Shareholders of MC GROUP Public Company Limited ("MC")" within October 18, 2024 so that the Company can review the documents prior to the meeting.

Submitting suggestions or questions related to business, industry, company performance or related to any agenda which will be considered at the E-MEETING meeting

1. In case a shareholder will submit the suggestions or questions, you can submit as follows:
Submitting suggestions or question **in advance** to the company through the following channels :
 - Email : corpsecretary@mccgroupnet.com
 - Tel : 02-117-9999 Ext. 1126 / 2502
 - Post : Corporate Secretary Office, MC GROUP Public Company Limited, 2 Sukhapiban 2 Road, Prawet Sub-District, Prawet District, Bangkok, 10250
2. Submitting suggestions or questions during the meeting. For those who attend the meeting. The attendees have to specify your first and last names. And informed that you are a shareholder attending the meeting by yourself or as a proxy before every suggestion or question is submitted. The company will open channels for submitting suggestions and questions during the meeting as follows :
 - Zoom Q&A channel for text messages;
 - Voice chat channel in which the attendees will press the raising hand button and turn on the microphone on their own device after the system operator sends you an invitation to chat and please turn off the microphone after the conversation is finished every time.

In this regard, if a shareholder have further question or any inquiry about the meeting, you can contact the following staff :

1. Regarding submitting documents confirm identity to attend the shareholders' meeting via E-meeting, contact the Corporate Secretary Tel: 02-117-9999 Ext. 1126 / 2502 for more information (attachment no. 12)
2. Regarding the process of attending the meeting and voting via E-meeting, in case of correcting and completing identity verification, contact OJ International Co.Ltd. Tel: 02-079-1811 (available from September 25- October 25, 2024 during 08:30 – 17:30 hours (Business days only) (attachment no. 12)

Profile of Independent Director for Appointment of Proxy

1. Name : **Mr. Lucksananoi Punkrasamee**
 Position in the Company : Independent Director
 Age : 72 years old
 Address : No. 2 Sukhaphiban 2 Soi 5, Prawet District,
 Bangkok 10250
 Special Interest in any agenda item : None



2. Name : **Mr. Siwat Chawareewong**
 Position in the Company : Independent Director
 Age : 48 years old
 Address : No. 2 Sukhaphiban 2 Soi 5, Prawet District,
 Bangkok 10250
 Special Interest in any agenda item : None

Note: Details of the independent directors' biographies can be found in the 2024 annual report, Attachment 1, published on the company's website at www.mcgroupnet.com.

* Special interests, as specified in the AGM Checklist, are disclosed only for independent directors who will receive a proxy from shareholders, indicating whether they have any special interests in any agenda items for that shareholders' meeting, such as a conflict of interest in the agenda for the election of directors if they are being re-elected as a director.

Instruction for Downloading
2024 Annual Report by Scanning QR Code

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in an electronic form accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment No. 1) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
 ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

PROXY FORM A (SPECIFIC DETAILS FORM) According to the Notification
 of the Department of Business Development RE: Prescription of Proxy Forms (No. 5) B.E. 2550

(ปิดอากรแสตมป์ 20 บาท)
 (Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น _____

Shareholders' Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

nationality

อยู่บ้านเลขที่ _____

Address

(2) เป็นผู้ถือหุ้นของ บริษัท แม็คกรุ๊ป จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of MC GROUP Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share shares and have the right to vote equal to _____ votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)

Hereby appoint (The shareholder may appoint the independent director of the Company of which details as in Attachment 5)

1. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____

Name age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postcode or

2. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____

Name age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postcode or

3. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____

Name age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Postcode or

หรือมอบฉันทะให้กรรมการอิสระ

Or appoint the independent director of the Company

1. ชื่อ นายลักษณะน้อย พึ่งรัศมี อายุ (age) 72 ปี อยู่บ้านเลขที่ 2
 Name Mr. Lucksananoi Punksamee age 72 years, residing at 2
 ถนน สุขาภิบาล 2 ซอย 5 ตำบล/แขวง พระเวศ อำเภอ/เขต พระเวศ
 Road Sukhaphiban 2 Soi 5 Sub-district Prawet District Prawet
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10250 **หรือ**
 Province Bangkok Postcode 10250 or
2. ชื่อ นายศิวต ชาญวีรวงษ์ อายุ (age) 48 ปี อยู่บ้านเลขที่ 2
 Name Mr.Siwat Chawareewong age 48 years, residing at 2
 ถนน สุขาภิบาล 2 ซอย 5 ตำบล/แขวง พระเวศ อำเภอ/เขต พระเวศ
 Road Sukhaphiban 2 Soi 5 Sub-district Prawet District Prawet
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10250 **หรือ**
 Province Bangkok Postcode 10250 or
3. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Sub-district _____ District _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postcode _____

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 ตุลาคม 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above person as my/our proxy to attend and vote in my/our behalf at 2024 Annual General Meeting of Shareholder to be held on 25 October 2024, 10.00 a.m., through electronic media (E-Meeting) or such other date, time and place if the meeting is rescheduled.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at the meeting will be deemed to have performed by myself/ourselves in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor

()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy

()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy

()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy

()

หมายเหตุ : ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

Note : The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจนนายตัว)
 ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

PROXY FORM B (SPECIFIC DETAILS FORM) According to the Notification
 of the Department of Business Development RE: Prescription of Proxy Forms (No. 5) B.E. 2550

(ปิดอากรแสตมป์ 20 บาท)
 (Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
 Shareholders' Registration No.

เขียนที่ _____
 Written at
 วันที่ _____ เดือน _____ พ.ศ. _____
 Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
 I/We _____ nationality
 อยู่บ้านเลขที่ _____
 Address

(2) เป็นผู้ถือหุ้นของ บริษัท แม็คกรุ๊ป จำกัด (มหาชน) (“บริษัทฯ”)
 being a shareholder of MC GROUP Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
 holding the total amount of _____ shares and are entitled to vote equal to _____ votes as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share _____ shares and are entitled to vote equal to _____ votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share _____ shares and are entitled to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)
 Hereby appoint (The shareholder may appoint the independent director of the Company of which details as in Attachment 5)

1. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-district District
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Province Postcode or

2. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-district District
 จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
 Province Postcode or

3. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-district District
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province Postcode

หรือมอบฉันทะให้กรรมการอิสระ

Or appoint the independent director of the Company

1. ชื่อ นายลักษณะน้อย พึ่งรัมย์ อายุ (age) 72 ปี อยู่บ้านเลขที่ 2
 Name Mr. Lucksananoi Punkrasamee age 72 years, residing at 2
 ถนน สุขาภิบาล 2 ซอย 5 ตำบลแขวง ประเวศ อำเภอ/เขต ประเวศ
 Road Sukhaphiban 2 Soi 5 Sub-district Prawet District Prawet
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10250 หรือ
 Province Bangkok Postcode 10250 or
2. ชื่อ นายศิวต ชาญวีรวงษ์ อายุ (age) 48 ปี อยู่บ้านเลขที่ 2
 Name Mr. Siwat Chawareewong age 48 years, residing at 2
 ถนน สุขาภิบาล 2 ซอย 5 ตำบลแขวง ประเวศ อำเภอ/เขต ประเวศ
 Road Sukhaphiban 2 Soi 5 Sub-district Prawet District Prawet
 จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10250 หรือ
 Province Bangkok Postcode 10250 or
3. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Sub-district _____ District _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postcode _____

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 ตุลาคม 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above person as my/our proxy to attend and vote in my/our behalf at the 2024 Annual General Meeting of Shareholder to be held on 25 October 2024, 10.00 a.m., through electronic media (E-Meeting) or such other date, time and place if the meeting is rescheduled.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานของบริษัท ประจำปี 2567**

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

วาระที่ 2 **พิจารณาอนุมัติงบการเงิน สำหรับปี สิ้นสุดวันที่ 30 มิถุนายน 2567 และรายงานผู้สอบบัญชี**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 **พิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล ประจำปี 2567**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568
Agenda 4 To consider and approve the appointment of the Auditors and determination of the audit fee for 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 5 To consider and approve the appointment of directors who retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
To elect directors as a whole
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
To elect each director individually
- 1) ชื่อกรรมการ (Name) นางอุสุรา ยงปิยะกุล (Mrs. Usara Yongpiyakul)
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) นายนิรันดร์ ประวิทย์ธนา (Mr. Niran Pravithana)
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) _____
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการ สำหรับปี 2568
Agenda 6 To consider and approve the directors' remuneration for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)**Agenda 7 To consider other businesses (if any)**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

Agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in The Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.**Attachment to Proxy Form B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แม็คกรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 ตุลาคม 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Granting of power to a proxy as a shareholder of MC GROUP Public Company Limited in respect of 2024 Annual General Meeting of shareholders to be held on 25 October 2024, 10.00 a.m., through electronic media (E-Meeting) or such other date, time and place if the meeting is rescheduled.

วาระที่ **เรื่อง**

Agenda **Subject :**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ **เรื่อง**

Agenda **Subject :**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ **เรื่อง**

Agenda **Subject :**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ **เรื่อง**

Agenda **Subject :**

- 1) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 2) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- 3) ชื่อกรรมการ (Name) _____
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
 ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

PROXY FORM C (SPECIFIC DETAILS FORM) According to the Notification
 of the Department of Business Development RE: Prescription of Proxy Forms (No. 5) B.E. 2550

(ปิดอากรแสตมป์ 20 บาท)
 (Duty Stamp 20 Baht)

(ใช้เฉพาะกรณีผู้ถือหุ้นต่างประเทศที่แต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(Only foreign shareholders as registered in the registration book who have custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

เขียนที่ _____

Written at

วันที่ _____

เดือน _____

พ.ศ. _____

Date

Month

Year

(1) ข้าพเจ้า _____ สัญชาติ _____
 I/We _____ nationality
 อยู่บ้านเลขที่ _____
 Address _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น ให้กับ _____
 As a Custodian for _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท แม็คกรุ๊ป จำกัด (มหาชน) ("บริษัทฯ")
 being a shareholder of MC GROUP Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of _____ shares and are entitled to vote equal to _____ votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share shares and are entitled to vote equal to _____ votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share shares and are entitled to vote equal to _____ votes

(2) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 5)

Hereby appoint (The shareholder may appoint the independent director of the Company of which details as in Attachment 5)

1. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province Postcode or

2. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____
 Province Postcode or

3. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Sub-district _____ District _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postcode _____

หรือมอบฉันทะให้กรรมการอิสระ

Or appoint the independent director of the Company

1. ชื่อ _____ นายลักษณะน้อย พึ่งรัศมี _____ อายุ (age) 72 ปี อยู่บ้านเลขที่ 2 _____
 Name Mr. Lucksananoi Punksamee age 72 years, residing at 2 _____
 ถนน _____ สุขุมวิท 2 ซอย 5 ตำบล/แขวง _____ ประเวศ _____ อำเภอ/เขต _____ ประเวศ _____
 Road Sukhaphiban 2 Soi 5 Sub-district Prawet District Prawet _____
 จังหวัด _____ กรุงเทพฯ _____ รหัสไปรษณีย์ 10250 _____ หรือ _____
 Province Bangkok Postcode 10250 or _____

2. ชื่อ _____ นายศิวต ชาญวีรวงษ์ _____ อายุ (age) 48 ปี อยู่บ้านเลขที่ 2 _____
 Name Mr.Siwat Chawareewong age 48 years, residing at 2 _____
 ถนน _____ สุขุมวิท 2 ซอย 5 ตำบล/แขวง _____ ประเวศ _____ อำเภอ/เขต _____ ประเวศ _____
 Road Sukhaphiban 2 Soi 5 Sub-district Prawet District Prawet _____
 จังหวัด _____ กรุงเทพฯ _____ รหัสไปรษณีย์ 10250 _____ หรือ _____
 Province Bangkok Postcode 10250 or _____

3. ชื่อ _____ อายุ (age) _____ ปี อยู่บ้านเลขที่ _____
 Name _____ age _____ years, residing at _____
 ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
 Road _____ Sub-district _____ District _____
 จังหวัด _____ รหัสไปรษณีย์ _____
 Province _____ Postcode _____

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 ตุลาคม 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above person as my/our proxy to attend and vote in my/our behalf at the 2024 Annual General Meeting of Shareholder to be held on 25 October 2024, 10.00 a.m., through electronic media (E-Meeting) or such other date, time and place if the meeting is rescheduled.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมครั้งนี้ ดังนี้

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

The Proxy may authorize for total holding shares and voting right.

มอบฉันทะบางส่วน คือ

The Proxy may authorize for some of total holding shares as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 ordinary share shares and are entitled to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
 preference share shares and are entitled to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Total voting right votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We therefore would like to vote for each agenda item as follows:

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานของบริษัทประจำปี 2567**

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

วาระที่ 2 **พิจารณาอนุมัติงบการเงิน สำหรับปี สิ้นสุดวันที่ 30 มิถุนายน 2567 และรายงานผู้สอบบัญชี**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 3 **พิจารณาอนุมัติการจัดสรรกำไรและการจ่ายเงินปันผล ประจำปี 2567**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 4 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 5 **พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

Agenda 5 **To consider and approve the appointment of directors who retired by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

การแต่งตั้งกรรมการทั้งชุด

To elect directors as a whole

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ votes Disapprove _____ votes Abstain _____ votes

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

1) ชื่อกรรมการ (Name) นางอุสรา ยงปิยะกุล (Mrs. Usara Yongpiyakul)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

2) ชื่อกรรมการ (Name) นายนิรันดร์ ประวิทย์ธนา (Mr. Niran Pravithana)

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

3) ชื่อกรรมการ (Name) _____

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 **พิจารณาอนุมัติค่าตอบแทนกรรมการ สำหรับปี 2568**

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

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ votes Disapprove _____ votes Abstain _____ votes

วาระที่ 7 **พิจารณาเรื่องอื่นๆ (ถ้ามี)**

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

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve _____ votes Disapprove _____ votes Abstain _____ votes

- (5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมี การพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C. is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

The necessary evidence to be enclosed with this proxy form is:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in The Regular Continued Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แม็คกรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 ตุลาคม 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Granting of power to a proxy as a shareholder of MC GROUP Public Company Limited in respect of 2024 Annual General Meeting of shareholders to be held on 25 October 2024, 10.00 a.m., through electronic media (E-Meeting) or such other date, time and place if the meeting is rescheduled.

วาระที่ เรื่อง

Agenda Subject :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ เรื่อง

Agenda Subject :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:

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วาระที่ เรื่อง

Agenda Subject :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ เรื่อง

Agenda Subject :

1) ชื่อกรรมการ (Name)

เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

2) ชื่อกรรมการ (Name)

เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

3) ชื่อกรรมการ (Name)

เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

Advance Question Submission Form for 2024 Annual General Meeting of Shareholders of
Mc Group Public Company Limited
on Friday, October 25, 2024 at 10:00 hours.
via Electronic Meeting (E-Meeting)

Date.....

Part 1 Shareholders' Information

I/We.....
Address.....
Telephone No.....Fax No.....
E-mail address..... Number of Shares Owned.....
Interest Information (if any).....
.....

Part 2 Question

.....
.....
.....
.....
.....
.....
.....
.....
.....
.....

Send your question to:

Corporate Secretary (MC GROUP Public Company Limited)
2 Sukhaphiban 2 Rd. Soi 5, Prawet Sub-District, Prawet District, Bangkok 10250
Tel: 02 117 9999 Ext.1126 / 2502
Email corpsecretary@mccgroupnet.com

In this regard, for another channel and more convenient to shareholders, you can scan the QR Code and fill out the questions or suggestions in advance instead of submitting the paper form.



Privacy Notice

Pursuant to the Personal Data Protection Act B.E. 2562 (2019)

MC Group Public Company Limited (the “Company”) recognizes the importance of personal data of a shareholder and/or its proxy. Therefore, the Company has issued this privacy notice to uphold the obligations under the Personal Data Protection Act, B.E. 2562 (2019) (the “Privacy Notice”) and to describe our means to collect, use and disclose (collectively will be referred to as to “process”) of personal data of a shareholder and/or its proxy (which shall be collectively referred to in this Privacy Notice as “you” or “your”) and explain your rights in connection with your personal data.

In this Privacy Notice, “personal data” means any data relating to an identifiable living individual who can be identified from that data or from that data and other data; and “sensitive data” means any personal data revealing racial, ethnic origin, political opinions, cult, religious or philosophical beliefs, sexual behaviours, criminal records, health data, disability, trade union information, genetic data and biometric data of a person.

1. Personal Data We Collect

We directly collect following personal data from a shareholder and/or its proxy, and indirectly collect from Thailand Securities Depository Company Limited, the share registrar of the Company:

- 1.1 General personal data, such as full name, national ID card number, date of birth, gender, nationality, share register number, number of shares, picture and video from the video recording of the shareholder meeting;
- 1.2 Contact details, such as address, telephone number, email, etc.;
- 1.3 Sensitive data, such as health data (vaccination record and diagnosis of infectious disease)

2. Purpose of Processing Personal Data

We process your personal data in order to carry out tasks and undertake activities, including but not limited to:

- 2.1 Sending a notice, conducting and organizing the Company's shareholders' meeting including preparing minutes in order to comply with the Company's articles of association, applicable laws, notifications and criteria set by the government regarding shareholder meeting arrangements.
- 2.2 Verification of the identity of shareholder and/or proxy who attended the meeting.
- 2.3 Preparation of a share register book or documents pertaining to rights of the shareholders,
- 2.4 Dividend payment,
- 2.5 Protection of personal safety and property of meeting attendees, as well as buildings, facilities, and assets of the Company from damage, disturbance, destruction, and other forms of crimes,

2.6 Prevention, suppression or control of diseases or epidemics. We rely on the following legal basis to process your personal data and may be based upon one single or a combination of several legal basis.

- 1) Contractual Basis in the case when it is necessary for the performance of a contract to which you are a party, or in order to proceed with your request prior to entering into a contract,
- 2) Legitimate Interests in the case when it is necessary for legitimate interests of the Company or any other parties, except where such interests are overridden by your fundamental rights,
- 3) Legal Obligation in the case when it is necessary for compliance with applicable laws, notifications, obligations and any court order or judgment to which the Company is subjected,
- 4) Preventing or suppressing a danger to a person's life, body or health in the case when it is necessary for preventing or suppressing a danger to the life, body or health of you or other parties.
- 5) Consent Basis in the case when the purpose of processing your personal data requires your consent. In the case where you withhold any of your personal data, we may not be able to process it with respect to the specified purpose in this Privacy Notice or allow you to attend the shareholder meeting.

3. External Parties We Will Share Your Personal Data with

We may be required to disclose or transfer your personal data to certain external parties in order to process your personal data, such as affiliated company, meeting consultant, Thailand Securities Depository Company Limited, service provider, government affair or relevant regulators.

4. Your Personal Data Rights

Subject to your personal data rights under the Personal Data Protection Act, B.E. 2562 (2019), including the right to withdraw consent, right to access and receive a copy of personal data, right to rectification of personal data, right to erasure and destruction of personal data, right to restrict using of personal data, right to personal data portability in accordance with the lawful mean, right to lodge a complaint and right to object to any processing activities of your personal data. Please be informed that your above-mentioned rights are subject to the relevant factors and we may not be able to proceed with your request if we can rely on any lawful grounds to further process your personal data.

5. Retention Period of Your Personal Data

We will retain your personal data stated in Clause 1 for as long as it is reasonably necessary to fulfil our scope and proposes set out in Clause 2, and to establish, exercise or defence the legal claims. However, we may have to retain your personal data for longer if required by any applicable law.

6. Contact Information to Exercise Data Subject's Rights

If you have any inquiries concerning this Privacy Notice, or if you intend to exercise your personal data protection rights, specified in Clause 4, please contact us through the channel below:

Data Protection Officer (DPO) : Mr.Nopadol Tangdenchai

MC Group Public Company Limited

448,450 On-nuch Road, Prawet Sub District, Prawet District, Bangkok 10250

Telephone 02-117-9999 ext. 3818

E-mail : Nopadol.t@mcgroupnet.co.th

Contact Information

Inquiries about the Agenda Item of 2024 Annual General Meeting of Shareholders

Please contact Corporate Secretary Office:

- Mr. Pongsak Tanthanapipat Tel: 02-117-9999 Ext. 2502 or
- Ms. Angsupan Tongprapa Tel: 02-117-9999 Ext. 1126

Fax: 02-117-9998

Email : corpsecretary@mcgroupnet.com

Post: Mc Group Public Company Limited

Corporate Secretary Office, 2 Sukhaphiban 2 Soi 5, Prawet District, Bangkok 10250

Scan this QR Code to submit the questions in advance via online.



Inquiries about Investment

Investor Relations

Mr. Piya Oranriksuphak Tel: 02-117-9999 Ext. 1215

Fax: 02-117-9998

Email: ir@mcgroupnet.com

Post: Mc Group Public Company Limited Investor Relations Department

2 Sukhaphiban 2 Soi 5, Prawet District, Bangkok 10250

Inquiries about E-Meeting System/Technical Support

Call Center

Tel: 02-079-1811 (*available from September 25- October 25, 2024 during 08:30 – 17:30 hours
(Business days only).*)

The meeting attendance request form and other required documents can be submitted via E-Request **in advance beginning from September 25, 2024 at 08:30 hours** until the meeting is adjourned.

Please scan the QR Code to submit your request to attend the meeting (E-Request).

