

NOTICE OF 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MC GROUP PUBLIC COMPANY LIMITED

Thursday, October 28, 2021 at 14:00 Hours

Via Electronic Media (E-Meeting)

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No. MCG-OCS-2564-031

24 September 2021

Subject: Invitation to attend the 2021 Annual General Meeting of Shareholders**To** Shareholders

- Attachments**
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According to the new wave of COVID-19 outbreak situation across many areas in Thailand at present, the government has asked for cooperation from the private sector to be cautious about organizing activities that involve large in-person gatherings as well as to consider arranging online meetings to reduce the spread of COVID-19. The Company has been closely monitoring the situation with the deepest concern for the safety of the meeting attendees and its staff and is set to strictly adhere to the government's measures to prevent and reduce the spread of COVID-19 as mentioned.

Therefore, the Board of Directors Meeting on August 25, 2021, resolved that the 2021 Annual General Meeting of Shareholders shall be held on Thursday, October 28, 2021 at 14:00 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 2021**

Objective and Rationale: The summary of the Company's operating performance during the year of 2020 is shown in the Annual Report for the year 2021 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 Meeting to acknowledge the Company's operating performance during the year 2021

Vote required: This agenda item is for acknowledgement; therefore, voting is not required

Agenda 2 **To consider and approve the financial statements for the year ended 30 June 2021 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 a balance sheet as well as statement of income at the end of the fiscal year of the company (30 June 2021) and arrange for it to be audited and certified by the Company's auditor and endorsed by the Audit Committee before to the shareholders for approval. Details are shown in "Financial Statements" section of the 2021 Annual Report in QR code, which provided here in Attachment No. 1.

Board of Directors' opinion: The Board requests the Meeting to consider and approve the financial statements of the year ended 30 June 2021 and the licensed auditor's report which shows unqualified audit opinion on the financial statements.

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 2021**

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 dividend from the retained profits only and the Board has an authority to approve the distribution of interim dividend to shareholders if the Company has sufficient profit. The Board is required to report to the Shareholder Meeting following the Board's resolution to distribute dividend.

The Company has a policy to pay dividend no less than 50% of net profit after reserves required by laws and the Company's Articles of Association. The profit under dividend distribution context is defined as net profit shown in the consolidated financial statements of the Company.

Nevertheless, the dividend distribution shall be subject to capital expenditure, necessity, appropriateness, and any factors in the future that the Board deems as important factors.

For 2021, the Company reported a net profit for the year of 445,705,467 Baht, applicable for allocation to the legal reserve and the distribution of dividend to the shareholders.

Board of Directors' opinion The Board requests the Meeting to consider and approve the profit allocation for 2021 for dividend payment at the rate of 0.55 Baht per share or 435,600,000 Baht, accounting for 97.73 percent of the consolidated net profit for the year, which is in accordance with the Company's dividend payment policy. The Company has already paid an interim dividend at the rate of 0.35 Baht per share on Thursday, March 22, 2021 and will pay the final dividend at the rate of 0.20 Baht per share, totaling 792,000,000 shares (Net after deducting 8,000,000 shares treasury shares) totaling 158,400,000 Baht. The following table shows the comparison of dividend payment rates between 2019, 2020 and 2021:

Details of Dividend Payment	2021 (1 Jul 20 - 30 Jun 21)	2020 (1 Jul 19 - 30 Jun 20)	2019 (1 Jul 18 - 30 Jun 19)
1. Net Profit (million Baht)	445,705,467	407,085,422	305,797,343
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)	0.55	0.55	0.65
• Interim Dividend (Baht/share)	0.35	0.35	0.35
• Final Dividend (Baht/share)	0.20	0.20	0.30
5. Total Final Dividend Payment (Baht)	158,400,000	158,400,000	237,600,000
6. Total Amount Dividend Payment (Baht)	435,600,000	435,600,000	514,800,000
7. Dividend Payout Ratio (%)	97.73	107.0	168.3

The said dividend distribution shall be payable to the shareholders entitled to receive dividend in accordance with the Company's Articles of Association, of record as of Friday, November 5, 2021 (The Stock Exchange of Thailand shall post the "XD" sign or the date on which the buyers of securities shall have no rights to receive dividend on Thursday, November 4, 2021). The dividend shall be payable on Thursday, November 25, 2021

Vote required: Simple majority of the total number of votes of shareholders present at the meeting and voting.

Agenda 4 To consider and approve the appointment of the Auditors and determination of the audit fee for 2022

Objective and Rationale: Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 120, the Annual General Meeting is required to resolve on the appointment of the auditor and the audit fee for that year.

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 2022 due to its reputation, capability, professional standards, experience and expertise in auditing, effective audit procedures or tools, insightful knowledge and business understanding as well as excellent past performance. Moreover, the audit fee proposed by DELOITTE when compared to the auditing scopes and quantities of work as well as the audit fee charged to other listed companies of similar size is reasonable and would yield maximum benefit to the Company.

Board of Directors' opinion The Board agrees with the Audit Committee on the selected audit firm and proposed audit fee and recommends the 2022 Annual General Meeting (1 July 2021 to 30 June 2022) of Shareholders to consider and approve the appointment of the auditors and audit fee as follows.

- 1) The appointment of Deloitte Touché Tohmatsu Jaiyos Company Limited as auditors of the Company for the year 2021 (July 1, 2021 to June 30, 2022), 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. Manoon	Manusook	4292	-
Ms. Pensri	Thamvarodom	4923	-
Mr. Wonlop	Vilaivaravit	6797	2

Deloitte Touché Tohmatsu Jaiyos Company Limited and appointed auditors of the Company, its subsidiaries and joint venture company has no conflict of interests with the Company, its subsidiaries, joint venture company, management, major shareholders or any key stakeholders in such a way that will prevent them from performing their audits independently.

- 2) The approval for empowering the Board to have an authority on behalf of shareholders to consider other auditors other than listed above in case where Deloitte Touché Tohmatsu Jaiyos Company Limited needs to assign other auditor if the above auditors cannot perform their audit task.

3) The approval Audit fee for 2022 (During 1 July 2021 to 30 June 2022), the amount of 2,005,000 Baht (same as last year) and the subsidiaries Audit Fee, amount of 1,175,000 Baht (decreased from last year, 100,000 Baht). Total amount 3,180,000 Baht (decreased from last year, 100,000 Baht) as following details:

	2022 (1 July 21 – 30 Jun 22)	2021 (1 July 20 – 30 Jun 21)
Audit Fee ¹	2,005,000	2,005,000
Non-Audit Fee	-	-
Its subsidiaries Audit Fee	1,175,000	1,275,000
Total amount	3,180,000	3,280,000

¹ The Audit Fee are proposed above is for the Audit service only, no other services or non-audit service same as last year (Year 2021)

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

Agenda 5 **To consider and approve the appointment of directors who are due to retired by rotating**

Objective and Rationale: Pursuant to the Public Limited Companies Act B.E. 2535 (1992) (and revised version), section 71 and clause 21 of the Company's Articles of Association, at every annual general shareholder 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 the rotation may be re-elected. The Nomination and Remuneration Committee is in charge of nominating qualified candidates who can contribute greatly to the Company and meet all qualifications for directors according to the Public Limited Companies Act B.E.2535 (1992) (and revised version), the SEC Act B.E. 2535 (1992) (and revised version), and related regulations and proposing to the Board and the shareholders for approval respectively. There are 3 directors who will retire by rotation, namely

- 1) Ms. Sunee Seripanu Vice Chairperson / Chairperson of Executive Committee / Member of Nomination and Remuneration Committee
- 2) Mr. Ekaluck Wangchucherdkul Director / Member of Executive Committee
- 3) Mr. Somchai Apiwattanapron Independent Director / Chairman of Audit Committee

The Meeting acknowledged that Mr. Somchai Apiwattanapron notifying to do not continue the term of the director.

Furthermore, the Company also encouraged shareholders to propose nominate directors during 14 May 2021 to 14 August 2021; however, no shareholder proposed nominated directors to the Company.

The Nomination and Remuneration Committee (excluding the directors who are due to retire by rotation at the 2021 Annual General Meeting of Shareholders) proposed that the Board of Directors Meeting consider the list of qualified candidates for the election of directors in replacement of those who are due to retire by rotation at the 2021 Annual General Meeting of Shareholders in accordance with the nomination guidelines agreed upon by the Board of Directors which instructed that Nomination, Remuneration and Corporate Governance Committee to nominate qualified persons for directorship of the Company from qualified individuals and experts which included individuals who were competent to be directors in listed companies and must be fully qualified in accordance with related laws and the Company's Articles of Association including the Company's Corporate Governance Principle, Corporate Governance Code recommended by the Office of the Securities and Exchange 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; possessing 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, Remuneration and Corporate Governance 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 2021 Annual General Meeting of Shareholders, had extensively discussed and considered the list of all nominated candidates as well as the qualifications of each candidate with all due circumspection as presented by the Nomination, Remuneration and Corporate Governance Committee and deemed that the nominated candidates are qualified and knowledgeable while possessing requisite attributes of leadership, exemplary vision, good morals and ethical principles, as well as clear and unblemished career records, experiences in policy setting and strategic planning for accounting and finance, including information technology and corporate governance which are beneficial to the Company's business; therefore, resolved to propose that the 2021 Annual General Meeting of shareholders consider and to consider electing 2 existing directors, namely Ms. Sunee Seripanu and Mr. Ekaluck Wangchucherdkul be the

directors of the company. And proposed the qualified candidate Mrs. Usara Yongpiyakul replace of Mr. Somchai Apiwattanapron as following:

- 1) Ms.Sunee Seripanu
- 2) Mr. Ekaluck Wangchucherdkul
- 3) Mrs. Usara Yongpiyakul (Independent Director)

The brief biographies of persons who have retired by rotation and have been reinstated for another term as 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 2022

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 2021, 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, Remuneration and Corporate Governance 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 2022 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 during 2021 as the following details:

1. The maintenance of criteria and rates of remuneration of the Board of Directors (monthly remuneration and bonus) , the attendance fees of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Governance and Sustain Development Committee and the remuneration payment suspension of the Executive Committee for 2021 which are the same criteria and rates as approved by the 2020 Annual General Meeting of Shareholders; and

2. The acknowledgement of the remuneration paid to the Board of Directors (monthly remuneration and bonus) and the attendance fees of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Governance and Sustain Development Committee paid in accordance with their attendance at the meetings during 2021, totalling 6,760,000 Baht in conformance with the criteria approved by the 2020 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 that the Meeting consider and approve the remuneration of the Board of Directors and the Sub-committees for 2022 according to the criteria and rates as approved by the 2021 Annual General Meeting of Shareholders as well as to acknowledge the amount of remuneration paid to the Board of Directors and the Sub-committees during 2021 as per details above. Subject to the approval of the 2022 Annual General Meeting of Shareholders upon the aforementioned proposals, the remuneration of the Board of Directors and the Sub-committees for 2022 would be the same rates as 2021 (remain unchanged) as follows:

(1) Financial Remuneration:

Remuneration for the Board and Sub-Committee	2022 (Proposal) (July 2021 – June 2022)		2021 (July 2020 – June 2021)	
	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 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 Corporate Governance and Sustainable Development Committee				

• Chairman	-	30,000	-	30,000
• Member	-	25,000	-	25,000
6. The Executive Committee				
• Chairman	-	-	-	-
• Member	-	-	-	-

(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 agrees that the agenda to consider other businesses (if any) in every shareholder meeting to ensure that shareholders have an opportunity to ask questions and discuss any recommendations they may have to the Board.

All shareholders are cordially invited to attend the 2021 Annual General Meeting of Shareholders via electronic media (E-Meeting) on Thursday, October 28, 2021 at 14:00 hours. The Company will allow shareholders to register since 12.00 onwards. Shareholders who will attend the meeting in person or proxy can The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from October 20, 2021 at 08:30 hours until the meeting is adjourned. After your submitted request form has been verified and approved, the registered shareholder or proxy have to upload the documents and supporting evidence in the conditions and procedures for registering E-Meeting and voting as details in attachment no. 5 for the right to attend the meeting

For shareholders who wish to appoint a proxy to attend and vote on their behalf in the meeting, please kindly complete and duly sign either Proxy Form A, Form B, or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.mcgroupnet.com. Then, submit the meeting attendance request form and other required documents via E-Request and submit the completed Proxy Form with the required documents to the Company in advance so that the Company receives them by Wednesday, October 20, 2021. For your convenience, the Company will facilitate the affixing of stamp duty to the Proxy Form submitted to the Company.

For your convenience, if you wish to appoint the Company's independent directors to attend and vote at the Meeting on your behalf, please complete and duly execute the Proxy Form attached in Attachment No.9, Details of independent directors who can act as proxy for 2021 Annual General Meeting of shareholding are shown in Attachment No.7. The original completed Proxy Form together with required documents must be submitted and addressed to the Corporate Secretary at the Company's address within 20 October 2021. It would be much appreciated if you could attend the Annual General Meeting of shareholding at date, time, and place as stated above.

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 Nuengsigkapan)

Chairman of the Board of Directors

Remark:

1. The company has sent the registration form with barcode printed for the 2021 Annual General Meeting of Shareholders together with the invitation letter sent to the shareholders by post.
2. The Notice of Annual General Meeting of Shareholders and its attachments are also publicized on the Company's website corpsecretary@mccgroupnet.com or telephone 02-117-9999 ต่อ 1215 or fax 02-117-9998 or Post Corporate Secretary (MC GROUP Public Company Limited), 2 Sukhaphiban 2 Rd. Soi 5, Prawet Sub-District, Prawet District, Bangkok 10250 (Including to Advance Question Submission Form as Attachment no.10) By specifying the address or contact information clearly so that the company can contact you back. The Company will collect questions at the specific meeting regarding the meeting agenda. For other questions and suggestions, the Company will summarize the clarifications attached to 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 from the completion of the meeting