

Documents Required to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request), and Voting Procedures Meeting via Electronic Media (E-Meeting)

1. Documents required to Attend the E-Meeting

- Notification of Meeting or Proxy Form (for shareholders who appoint a proxy to attend the e-meeting on their behalf).

Natural Person

1. Present in Person

Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

2. Present by Proxy

2.1 Completed Proxy Form (select only one of the Proxy Forms), signed by the shareholder and the proxy.

2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder. In case of a change of name, supporting documents are required.

2.3 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

Juristic Person

1. By Authorized Director

1.1 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

1.2 Certified true copy of the shareholder's affidavit (not older than one year) by the shareholder representative (authorized director) who attends the meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.

2. By General Proxy

2.1 Completed Proxy Form (select only one of the Proxy Forms), signed by the shareholder and the proxy.

- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized director. In case of a change of name, supporting documents are required.
- 2.3 Certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- 2.4 Certified true copy of Identification card or governmental identification card or driving license or passport ( for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

### 3. Custodian in Thailand authorized to act on behalf of foreign Investors

- 3.1 Required documents are the same as specified for a juristic person under 1. or 2.
- 3.2 In case foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:
  - (1) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.
  - (2) Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct by the shareholder or authorized person of such juristic person shareholder.

## 2. 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](http://www.mcgroupnet.com).

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 username and password 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 22, 2021 so that the Company can review the documents prior to the meeting.

**3. Submission of Meeting Attendance Request Form**

Shareholder or proxy who wishes to attend the E-Meeting, please submit the meeting attendance request form via E-Request in advance to receive username and password for the meeting registration. 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 will receive an approval notification email containing information about a link to register and attend the meeting on the day October 26, 2021 towards

Proceed with the E-Request at: <https://mc.thekoble.com/agm/emeeting/index/1>



Or scan  
QR Code

For more detailed information, please see Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith as Attachment No. 6.

#### 4. Voting at the Meeting of Shareholders

##### 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 2 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 2021 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.

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