

No. MCG-OCS-2565-050

23 September 2022

Subject: Invitation to attend the 2022 Annual General Meeting of Shareholders**To** Shareholders

- Attachments**
1. 2022 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 2023
 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 2022 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 2022 Annual General Meeting of Shareholders
 11. 2022 Annual Report Requisition Form
 12. Contact Information

With concern for the safety of the attendees, including those who participated in the 2022 Annual General Meeting of Shareholders, the Board of Directors Meeting on August 25, 2022, resolved that the 2022 Annual General Meeting of Shareholders shall be held **on Thursday, October 27, 2022 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 2022**

Objective and Rationale: The summary of the Company's operating performance for the year 2021 is shown in the Annual Report for the year 2022 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 2022

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 2022 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 2022 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 2022 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 2022 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 2022**

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 and the Board has an authority to approve the distribution of interim dividend to shareholders from time to time if the Company had sufficient profit. The Board shall report to the next shareholders' meeting for acknowledgment.

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 2022, the Company reported a net profit for the year of 485,755,776 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 2022 for dividend payment at the rate of 0.60 Baht per share or 475,200,000 Baht, accounting for 97.83 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 0.32 Baht per share on March 10, 2022 and will pay the final dividend at the rate of

0.28 Baht per share, totaling 792,000,000 shares totaling 221,760,000 Baht. The following table shows the comparison of dividend payment rates between 2020-2022:

Details of Dividend Payment	2022	2021	2020
	(1 Jul 21 - 30 Jun 22)	(1 Jul 20 - 30 Jun 21)	(1 Jul 19 - 30 Jun 20)
1. Net Profit (million Baht)	485,755,776	445,705,467	407,085,422
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)	0.60	0.55	0.55
• Interim Dividend (Baht/share)	0.32	0.35	0.35
• Final Dividend (Baht/share)	0.28	0.20	0.20
5. Total Final Dividend Payment (Baht)	221,760,000	158,400,000	158,400,000
6. Total Amount Dividend Payment (Baht)	475,200,000	435,600,000	435,600,000
7. Dividend Payout Ratio (%)	97.83	97.73	107.0

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 4, 2022 (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, November 3, 2022). The dividend shall be payable on Friday, November 25, 2022

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

Agenda 4 To consider and approve the appointment of the Auditors and determination of the audit fee for the year 2023

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. In appointing the auditor, the same auditor may be reappointed.

For the fiscal year 2023 (accounting period from July 1, 2022 to June 30, 2023), 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 2023 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 2022 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and audit fee for the fiscal year 2023 (accounting period from July 1, 2022 to June 30, 2023) as follows.

- 1) The appointment of Deloitte Touché Tohmatsu Jaiyos Company Limited as audit firm of the Company for the year 2023 (accounting period from July 1, 2022 to June 30, 2023), 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	-
Ms. Lasita	Magut	9039	-
Mr. Bardin	Laprangsirat	10985	-

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 2023 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 2023 (accounting period from July 1, 2022 to June 30, 2023) with the amount of 2,105,000 Baht (increase 100,000 Baht or 5.0% from last year), the subsidiaries' audit fee of 1,175,000 Baht same as last year) and the total amount 3,280,000 Baht (increase 100,000 Baht from last year). The details are as follows:

	2023 (1 July 22 – 30 Jun 23)	2023 (1 July 22 – 30 Jun 23)	2022 (1 July 21 – 30 Jun 21)
Audit Fee ¹	2,105,000	2,005,000	2,005,000
Non-Audit Fee	-	-	-
Its subsidiaries Audit Fee	1,175,000	1,175,000	1,275,000
Total amount	3,280,000	3,180,000	3,280,000

¹ The Audit Fee proposed above is for the Audit service only, there is no other non-audit service same as last fiscal year (Year 2022)

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

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

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. For the 2022 Annual General Meeting of Shareholders, there are 3 directors who will retire by rotation, namely

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|----|---------------------------|---|
| 1) | Ms. Kaisri Nuengsigkapien | Chairman of the Board of Directors |
| 2) | Mr. Siwat Chawareewong | Independent Director, member of Audit Committee and Chairman of Risk Management and Sustainable Development Committee |
| 3) | Mr. Virach Seripanu | Director and member of Executive Committee |

The Company also encouraged shareholders to propose nominated directors during 13 May 2022 to 15 August 2022; however, there is 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 2022 Annual General Meeting of Shareholders) proposed the Board of Directors Meeting to consider the list of qualified candidates for the election of directors in replacement of those who are due to retire by rotation at the 2022 Annual General Meeting of Shareholders in accordance with the nomination guidelines agreed upon by the Board of Directors which instructed that The Nomination and Remuneration 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, 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 2022 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 3 former directors to be considered as the Company's directors for another term with the following name list:

- 1) Ms. Kaisri Nuengsigkapien
- 2) Mr. Siwat Chawareewong
- 3) Mr. Virach Seripanu

The brief biographies of all three 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 2023**

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 2022, 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 2023 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 2023 (1 July 2022 – 30 June 2023) 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 (previously Risk Management Committee), and Nomination and Remuneration Committee at the same rate as per approval from 2021 General Shareholders Meeting. For the remunerations of Executive Committee, it will be changed from no payment to pay meeting allowance to only the directors who do not receive any other remunerations from the Company.
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 2022 (1 July 2021 – 30 June 2022), totaling 7,545,000 Baht in consistent with the criteria approved by the 2021 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 2022 General Shareholders Meeting to consider and approve the remunerations of the Board of Directors, Audit Committee, Risk Management and Sustainable Development Committee (previously Risk Management Committee), and Nomination and Remuneration Committee for fiscal year 2023 (1 July 2022 – 30 June 2023) at the same rate as fiscal year 2022. For the remunerations of Executive Committee, it will be changed from no payment to pay meeting allowance to only the directors who do not receive any other remunerations from the Company. The Board also acknowledged the amount of remunerations paid to the Board of Directors and the Sub-committees during fiscal year 2022 as per above mentioned. Subject to the approval of the 2023 Annual General Meeting of Shareholders upon the aforementioned proposals, the remuneration of the Board of Directors and the Sub-committees for 2023 would be as follows:

(1) Financial Remuneration:

Remuneration for the Board and Sub-Committee	2023 (Proposal) (July 2022 – June 2023)		2022 (July 2021 – June 2022)	
	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	-	-
● Member	-	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 2022 Annual General Meeting of Shareholders via electronic media (E-Meeting) on Thursday, October 27, 2022 at 2.00 p.m. The shareholders can click the link to join the meeting on Thursday, October 27, 2022 from noon 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 October 12, 2022 at 8.30 a.m. onwards. After the Company checked the eligibility of the shareholders that were entitled to attend the 2022 Annual General Meeting of Shareholders as the Company had set "Record Date" on Friday 9 September 2022, 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 2022 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 October 20, 2022.

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



(Ms. Kaisri Nuengsigkapien)

Chairman of the Board of Directors

Remark :

The Notice of Annual General Meeting of Shareholders and its attachments are also publicized on the Company's website (www.mcgroupnet.com). 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. 1124 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.