

**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 19 October 2023. 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 two 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 (applied only to Shareholders who are natural persons).

**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 19, 2023, at 4.00 p.m. via the following channels:
  - Email : [corpsecretary@mcgroupnet.com](mailto: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 (applied only to Shareholders who are natural persons)

1. Shareholders or proxies can submit the meeting attendance request form and other required documents via E-Request in advance beginning from October 4, 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)
  - 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
  - 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
    - Record photos of shareholders
    - 1.1 Press “Allow” to accept the website to access the camera
    - 1.2 Take a photo of a full ID Card
      - Select “Take a photo”
      - Select “Save”
      - If you want to take another photo, please select “Retry”
    - 1.3 Take a photo of the shareholder holding an ID Card
      - Select “Take a photo”
      - Select “Save”
      - If you want to take another photo, please select “Retry”
    - 1.4 Select “Next”

1.5 The system will display a message “Information received successfully”, check the name, surname, and number of shares again.

1.6 Select “Done”

- In the case of appointing a proxy to the general public to attend the meeting via E-meeting
  1. Save photos of shareholders’ information (Like in the case of shareholders attending the meeting in person)
  2. Save the Proxy’s information and attach supporting documents
    - Name-Surname of the proxy (in Thai)
    - Name-Surname of the proxy (in English)
    - Attach a copy of the proxy’s identity document
    - Attach the proxy form with complete information and signature
    - Select “Next”
  3. Select “Next”
  4. The system will show a message “Information received successfully” check the name, surname, and number of shares again
  5. Select “Done”
- In case of appoint a proxy to an independent director
  1. Save a photo of shareholders’ information (same case as shareholders attending the meeting in person)
  2. Attach the completed proxy form and signed
  3. Select “Next”
  4. The system will show a message “Received information successfully”, check the name, surname and number of shares again. Select “Done”

Note : System for receiving requests for attending the meeting it will be open for operations from October 4, 2023 to October 26, 2023 or until the meeting is completed.

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 2 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 24, 2023, 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
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

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 2023 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 19, 2023 at 4.00 p.m. via following channels :

- Email : [corpsecretary@mcgroupnet.com](mailto: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](mailto: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 2023 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](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 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 19, 2023 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@mcgroupnet.com](mailto:corpsecretary@mcgroupnet.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 :
  - Conversation channel by typing message (Chat)
  - 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 October 4-26, 2023 during 08:30 – 17:30 hours (Business days only) (attachment no. 12)