

MC GROUP

MC 003/2558

20 February 2015

Subject: Board of Directors' resolutions regarding the 2015 Annual General Meeting of Shareholders

To: President of the Stock Exchange of Thailand

MC GROUP Public Company Limited ("the Company") would like to report to SET the resolution of the Company's Board of Directors No.1/2015 held on 20 February 2015 the board has made key decisions concerning agendas of the 2015 Annual General Meeting of Shareholders ("AGM") as follows:

1. Approved to propose the Company's Financial Statements for the financial year ended 31 December 2014 which have been considered by the Audit Committee and audited by the Company's auditors to the 2015 AGM.
2. Approved to propose that the 2015 AGM consider and approve the appropriation of net profits and the payment of dividend for the year 2014 as follows:

- To pay dividend for year 2014 performance at the rate of 0.80 Baht per share. During the year 2014, the Board of Directors approved and paid the interim dividend for 1 time, on 12 September 2014 at 0.40 Baht per share, totaling interim dividend of 0.40 Baht per share

Thus, the remaining 0.40 Baht per share (totaling Baht 320,000,000) for 2014 performance would be further paid out of the profits from the operation during the period of 1 July 2014 to 31 December 2014. Baht 0.40 per share from the net profit under exemption from corporate income tax.

The record date for right to receive dividend would fall on Thursday 7 May 2015, the name would be collected under Article 225 of the Securities and Exchange Act B.E.2535 (Amended B.E.2551) by closing the share registration book on Friday 8 May 2015 and setting the date of dividend payment to be on Thursday 21 May 2015.

3. Approved to propose that the 2015 AGM consider and approve the appointment of E Y Office Company Limited as auditors of the Company for the year 2015, with the name list of auditors as follows:

- | | | |
|-------------------------------|--|--------|
| 1) Miss Rungnapa Lertsuwankul | Certified Public Accountant License No. 3516 | and/or |
| 2) Miss Pimjai Manitkajohnkit | Certified Public Accountant License No. 4521 | and/or |
| 3) Miss Rosaporn Decharkom | Certified Public Accountant License No. 5659 | and/or |



MC GROUP

4) Miss Sumana Punpongsanon Certified Public Accountant License No. 5872

Any of the above auditors should serve as the external auditor and express opinions on the financial statements for 2015 and proposing for an approval of the auditing fee for the year 2015 of 1,100,000 Baht, the same as the amount paid in 2014 as proposed by the Audit Committee.

And to propose that the 2015 AGM authorize the Board of Directors to appoint alternate certified public accountant with E Y Office Company Limited in case of the absence of the four auditors as stated above and to consider and approve the review fee of the financial statements of subsidiary, associated and joint venture companies which are established or acquired during the year.

4. Approved to propose for an approval to re-appoint of the 3 directors who are due to retired by rotating to be the Company's director for another term as proposed by the Remuneration and Compensation Committee as follows:

- 1) Mr. Somchai Apiwattanapron Independent Director
- 2) Mrs. Jamnan Siritan Independent Director
- 3) Mr. Supasak Chirasavinuprapand Independent Director

5. Approved to propose for an approval of the remuneration for the Board of Directors, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee for April 2015 hereafter at the same rate of the year 2014 and additional remuneration for Sustainable Development Committee at 50,000 baht per person per year and the Directors bonus for 2015 at the same rate of the year 2014 as proposed by the Remuneration and Compensation Committee to the 2015 AGM.

6. Approved to convene the 2015 AGM on Thursday 23 April 2015 at 2:00 p.m. at Suvarnabhumi Grand Ballroom at Novotel Suvarnabhumi Airport Hotel, 999 Moo 1, Nongprue, Bang Phli, Samutprakarn. The agendas of the AGM are as follows:

- Agenda 1 To consider and adopt the Minutes of the 2014 AGM
- Agenda 2 To consider and acknowledge the Company's performance for the year 2014
- Agenda 3 To consider and approve the financial statements for the year ended 31 December 2014 and the auditor's report



MC GROUP

Agenda 4 To consider and approve the appropriation of net profits and the payment of dividend for the year 2014

Agenda 5 To consider and approve the appointment of the Auditors and determination of the audit fee for 2015

Agenda 6 To consider and approve the appointment of directors who are due to retired by rotating

Agenda 7 To consider and approve the directors' remuneration for April 2015 hereafter and the directors' bonus for the year 2015

Approved the record date to determine shareholders who are entitled to attend and vote at the 2015 AGM shall be on Monday 9 March 2015. The name would be collected under Article 225 of the Securities and Exchange Act B.E.2535 (Amended B.E.2551), by closing the share registration book on Tuesday 10 March 2015

Please be informed accordingly.

Sincerely yours,

MC GROUP Public Company Limited



(Mr. Virach Seripanu)

Director