

MCG-OMD-OCS-2563-008

29 October 2020

Subject : Report on the resolutions of the 2020 Annual General Meeting of Shareholders

Attention : President of the Stock Exchange of Thailand

MC GROUP Public Company Limited (“the Company”) would like to report to SET the resolutions of the 2020 Annual General Meeting of Shareholders (“the Meeting”) held on 29 October 2020, at 14:00 hours, at Suvarnabhumi A&B at Novotel Suvarnabhumi Airport Hotel, 999 Moo 1, Nongprue, Bang Phli, Samutprakarn, as follows:

Agenda 1 To acknowledge the Company’s performance for the year 2020

Agenda 2 To approve the financial statements for the year ended 30 June 2020 and the auditor’s report

The Meeting, by the majority vote of the total of votes casted by shareholders present and vote, resolved to approve the financial statements for the year ended 30 June 2020 and the auditor’s report with the following votes:

Approved	570,178,539	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	210,000	votes,	or	-
Voided ballot	-	votes,	or	-

Agenda 3 To approve the appropriation of net profits and the payment of dividend for the year 2020

The Meeting, by the majority vote of the total of votes casted by shareholders present and vote, resolved to approve to pay dividend based on the Company’s consolidated net profit for the period of 1 July 2019 to 30 June 2020 at Baht 0.55 per share and the company has an authority to approve the distribution of interim dividend to shareholders at Bath 0.35 per share. Therefore, the remaining final dividend payment to shareholders must be paid at the rate of baht 0.20 per share. which is distributed equally to all 792,000,000 shares, totally Baht 435,600,000.

Thereof the shareholders shall not be entitled to a tax credit for this portion of dividend.

The record date for right to receive dividend would fall on 6 November 2020 and setting the date of dividend payment to be on 25 November 2020.

The resolution comprised the following votes:

Approved	570,388,539	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

Agenda 4 **To consider and approve the appointment of the Auditors and determination of the audit fee for 2021**

Resolution The Meeting, by the majority vote of the total of votes casted by shareholders present and vote, resolved to approve the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's audit for the year 2021 (1 July 2020 to 30 June 2021). The names of auditors are as follows:

- 1) Mr. Manoon Manusook Certified Public Accountant License No. 4292 and/or
- 2) Ms. Pensri Thamvarodom Certified Public Accountant License No. 4923 and/or
- 3) Mr. Wonlop Vilaivaravit Certified Public Accountant License No. 6797

One of the above auditors shall audit and provide professional opinion on the Company's financial statements for the year 2021 with the proposed audit fee of Baht 2,005,000 (1 July 2020 to 30 June 2021), approved for empowering the Board to have an authority on behalf of shareholders to consider other auditors other than listed above in case where Deloitte Touche Tohmatsu Jaiyos Audit Company Limited needs to assign other auditor if the above auditors cannot perform their audit task and to have an authority on behalf of shareholders to approve the review fee for financial statements of the Company's subsidiaries, associated companies and any joint ventures in 2021. The resolution comprised the following votes:

Approved	570,388,539	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

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

Resolution The Meeting, by the majority vote of the total of votes casted by shareholders present and vote, resolved to approve the appointment all of the following three retiring directors to retain office for another term as follows:

1. Mrs. Kaisri Nuengsigkapien, with the following votes:

Approved	567,854,039	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

2. Mr. Lucksananoi Punkrasamee, with the following votes:

Approved	569,788,439	votes,	or	99.8948%
Disapproved	600,100	votes,	or	0.1052%
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

3. Mr. Virach Seripanu, with the following votes:

Approved	555,173,539	votes,	or	99.9613%
Disapproved	215,000	votes,	or	0.0387%
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

The Meeting, by the majority vote of the total of votes casted by shareholders present and vote, resolved to approve the appointment of the new director as follows:

1. Mr. Kris Chantanotoke, with the following votes:

Approved	565,968,083	votes,	or	99.2250%
Disapproved	4,420,456	votes,	or	0.7750%
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

Agenda 6 To consider and approve the directors' remuneration the 2021

Resolution The Meeting, by not less than two-thirds of the total of votes casted by shareholders present, resolved to approve the directors' remuneration the 2021 as follows:

➤ Board of Directors

- Chairman of the Board of Directors will receive Baht 20,000 monthly remuneration plus Baht 80,000 meeting allowance per meeting.

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- Directors will receive Baht 10,000 monthly remuneration per person and Baht 50,000 meeting allowance per person per meeting.
- Directors' bonus is limited at 5 million baht per year depending on the performance as evaluated by previously set Key Performance Indicator (KPI) against performance targets.

➤ **Audit Committee**

- Chairman of Audit Committee will receive Baht 40,000 meeting allowance per meeting.
- Members of Audit Committee will receive Baht 30,000 meeting allowance per person per meeting.

➤ **Risk Management Committee, Nomination and Remuneration Committee and Sustainable Development Committee**

- Chairman of the Committee will receive Baht 30,000 meeting allowance per meeting.
- Members of the Committee will receive Baht 25,000 meeting allowance per person per meeting.

The resolution comprised the following votes:

Approved	570,388,539	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

Agenda 7 To consider and approve the amendment of objectives of the Company and amend of clause 3 of the Memorandum of Association

Resolution The Meeting, by not less than thirds-four of the total of votes casted by shareholders present, resolved to approved the amendment of objectives of the Company and amend of clause 3 of the Memorandum of Association as follows:

Approved	570,388,539	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

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Agenda 8 To consider and approve the amendment of the Company's Article of Association

Resolution The Meeting, by not less than thirds-four of the total of votes casted by shareholders present, resolved to approved the amendment of the Company's Article of Association as follows:

Approved	570,390,639	votes,	or	100%
Disapproved	-	votes,	or	-
Abstained	-	votes,	or	-
Voided ballot	-	votes,	or	-

Please be informed accordingly.

Sincerely yours,



(Mr. Virach Seripanu)

Director

Office of Corporate Secretary Tel. 02-117-9999 ext. 1215