



**MOONG  
PATTANA**

เคียงข้างคุณภาพชีวิตที่ดี

# **NOTICE OF THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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## **MOONG PATTANA INTERNATIONAL PUBLIC COMPANY LIMITED**

■ Tuesday 23 April 2024 at 13.00 hrs.

At Meeting Room 18<sup>th</sup> Floor, Bangna Complex Office Tower

No. 2/97-104 Soi Bangna-Trad 25, Bangna-Nuea, Bangna, Bangkok 10260

Registration starts at 11.00 hrs.

Please bring the registration form with barcode to the meeting.

No souvenir to be given in order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities to decrease or cease souvenir giving at the annual general meeting of shareholders. However, the Company will still provide snack box to the shareholders or their proxies who attend the meeting (one set per one persons).

March 12, 2024

**Subject Invitation to attend the 2024 Annual General Meeting of Shareholders****To Shareholders  
Moong Pattana International Public Company Limited****Attachments:**

1. Supporting Documents for Agenda 5 re: Appointment of the directors in place of those retiring by rotation
2. Details of MOONG-ESOP#2 Project
3. Capital Increase Report Form (F53-4)
4. The Company's Article of Association regarding Procedures, Process and Vote Casting for the Shareholders' Meeting
5. Location Map of AGM Venue
6. Profile of the Independent Directors proposed by the Company to act as proxy for shareholders
7. Proxy Form
8. The 56-1 One Report (Annual Report) 2023 and 2023 Financial Statements (QR Code)

Notice is hereby given by virtue of resolution of the Board of Directors of Moong Pattana International Public Company Limited ("MOONG"), at its meeting no. 1/2024, held on February 19, 2024 to convene the Annual General Meeting of Shareholders of the year 2024 (the "Shareholders' Meeting") on Tuesday, April 23, 2024 at 13.00 hrs. at Meeting Room 18<sup>th</sup> Floor, No. 2/97-104, Bangna Complex Office Tower, Soi Bangna-Trad 25, Bangna-Nuea, Bangna, Bangkok 10260 to consider the following agenda:

**Agenda 1 Matters to notify by Chairman****Agenda 2 To acknowledge the report on the Company's performance of the year 2023**

**Objective and Reason:** The Chairman will summarize the Company's performance and important factors which had impacted the business and significant matter which had occurred in the year 2023 to the shareholders at the Shareholders' Meeting.

**Board's Opinion:** The Board of Directors viewed that the Shareholders' Meeting is proposed to acknowledge the Company's performance and important factors which had impacted the business and significant matters which had occurred in the year 2023.

**Resolution:** This agenda is for acknowledgment, thus there will be no casting vote.

**Agenda 3 To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2023**

**Objective and Reason:** In accordance with the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Clause 47 of the Company's Article of Association, the Board of Directors is required to arrange for preparation of the Financial Position and the Profit and Loss Statement as of the end of the Company's fiscal year and submit them to the annual general meeting of shareholders for adoption. In this regard, the Company has prepared the financial statements for the year ended December 31, 2023 according to the generally accepted accounting principles. The financial statements for the year ended December 31, 2023 have been audited by the Certified Public Accountant and reviewed by the Company's Audit Committee with the details as shown in the **Attachment 8**.

**Board's Opinion:** The Company's financial statements for the year ended December 31, 2023 demonstrated reasonably accurate financial position and performance in accordance with the generally accepted accounting principles. Therefore, the Shareholders' Meeting is proposed to adopt the said financial statements which were already audited by the Certified Public Accountant and reviewed by the Company's Audit Committee. The summary of the Company's performance during the year 2023 is as follows:

	Unit: Million Baht
Total Assets	1,337.88
Total Liabilities	271.85
Total Revenues	810.76
Net Profit	40.49
Earning Per Share (THB)	0.12

Remark: Equity Method Financial Statements

**Resolution:** The resolution for this agenda must be passed by a majority of shareholders who attend the meeting and cast their votes (Clause 43(2) of the Company's Article of Association).

**Agenda 4 To consider and approve the appropriation of retained earnings and the distribution of dividend**

**Objective and Reason:** Pursuant to No. 116 of the Public Limited Company Act B.E. 2535 (1992) (as amended), the Company has to allocate not less than 5% of its annual net profit, after net-off accumulated of brought forward loss (if any), to be a legal reserve until that legal reserve reaches a level not less than 10% of the registered capital. As of December 31, 2023, the Company has legal reserve at THB 22,650,052 which is not less than 10% of the registered capital. Hence, the Company is not required to allocate annual net-profit to be a legal reserve.

In this regard, it is the Company's policy to propose dividend payment to the Shareholders' Meeting at the rate not less than 50% of each year's net profit, except in case the Company needs to set aside a larger budget for business expansion or other significant activities. However, such dividend payment is subject to the approval of the Shareholders' Meeting.

Unit: Million Baht

Fiscal Year	2024 (Separate Method)	2023 (Separate Method)	2022 (Separate Method)
Net Profit	38.92	37.23	38.66
Legal Reserve 5%	-	-	-
Net Profit after Statutory Reserve	38.92	37.23	38.66
No of Shares (Million Share)	337.45	337.45	168.72
Dividend Payment per Share in whole year	Baht 0.12/ share	Baht 0.10/ share	Baht 0.21/ share
Total Dividend Payment	40.49	33.74	35.43
Pay-out Ratio (%)	100%	90.90%	91.66%

**Board's Opinion:** In 2023, the Company reported a net profit after tax and legal reserve of the separated financial statements of THB 38,926,979. The Board of Directors has considered and deemed it appropriate to propose to the Shareholders' Meeting for approval of the dividend payment to the shareholders for total 337,445,266 shares at a rate of THB 0.12 per share. Total dividend payment of THB 40,493,431.92 is accounting for 100% of net profit after legal reserve. Such dividend rate is higher than the 2023 which is in amount of 90.90% of net profit.

The structure of profit appropriate and dividend payment are as follows:

Details of profit appropriation	2024 (year of proposal)
Legal Reserve	-
Dividend Payment in rate of THB 0.12 per share	Not more than THB 40.49 million

The above dividend will be paid to the shareholders who are entitled to receive the dividend on May 21, 2024. The record date of the shareholders who are entitled to receive the dividend will be on May 3, 2024. However, the dividend payment is subject to the resolution of the Shareholders' Meeting.

**Resolution:** The resolution for this agenda must be passed by a majority of shareholders who attend the meeting and cast their votes (Clause 43(2) of the Company's Article of Association).

**Agenda 5 To consider the appointment of directors in place of those retiring by rotation**

**Objective and Reason:** In order to conform to the Public Limited Company Act B.E. 2535 (1992) (as amended) and the Company's Article of Association which requires that "at each annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number of director nearest to one-third shall retire from office. The directors retiring by

rotation are eligible for re-election". The Company currently has 8 directors, the 2 directors who are due to retire by rotation this year are:

1. Mr. Sumeth Lersumitkul Chairman of the Board  
(Number of shares on hold as of December 31, 2023 : 173,453,488 shares or equivalent to 51.40%)
2. Mrs. Sureeporn Anuvatudom Director  
(Number of shares on hold as of December 31, 2023 : 4,683,878 shares, or equivalent to 1.39%)

The Company has announced on its website to invite its shareholders to nominate any person who is qualified as a candidate for directorship and to propose any agenda items for annual general meeting. However, there was neither candidate nor agenda items proposed to the Company. In this regard, the Board of Directors conducted nomination process taking into its consideration the appropriateness of the Company's selection guideline and the qualification of each individual candidate were considered with all due circumspection, to be in line with the business of the Company, for the utmost benefit of the Company, coupled with the board composition, qualifications knowledge, capabilities, experience and expertise. Thus, the Board of Directors proposed to approve the re-appointment of 2 retiring directors to be the Company's director for another term. The Board of Directors, exclusive of the nominated/ interested directors agreed that those retiring directors were knowledgeable and capable with strong determination in performing their duties as the Company's director and during the past period his/ her actions were taken in good faith and in the best interest of the Company and the shareholders. Therefore, the Company's Board of Directors resolved to propose the shareholders at the Shareholders' meeting to re-elect those two retiring directors to be the Company's directors for another term. Details of age, percentage of shareholding, educational background, work experiences, and the Board of Directors meeting attendance are provided in **Attachment 1**.

**Board's Opinion:** The Company's Board of Directors, exclusive of the nominated directors/ interested directors, resolved to propose to the shareholders to re-elect those retiring directors to be the Company's directors for another term. The qualification of each candidate who is qualified with relevant laws and appropriate to the business, expertise, knowledge, professional skills. Those retiring directors were knowledgeable and capable with strong determination in performing their duties as the Company's director and during the past period his actions were taken in good faith and in the best interest of the Company and the shareholders.

**Nomination and Remuneration Committee's Opinion:** The Company's Nomination and Remuneration Committee has extensively discussed and thoroughly considered and recommend to propose to the shareholders to re-elect those retiring directors to be the Company's directors for another terms.

**Resolution:** The resolution for this agenda must be passed by a majority of shareholders who attend the meeting and cast their votes (Clause 43(2) of the Company's Article of Association).

#### **Agenda 6 To consider and approve the remuneration of the Directors for 2024**

**Objective and Reason:** The Annual General Meeting of Shareholders shall consider and approve the remuneration of the Directors for 2024 pursuant to the Public Company Act B.E. 2535 (1992) (as amended). The Board has carefully considered the remuneration of directors and sub-committee members at the appropriate rate, taking into account the various factors as follows:

1. Duty and responsibility of each director;
2. Remuneration rate of other companies in the same industry;
3. Business expansion and growth in company's profit; and
4. Other factors.

However, the remuneration of each director and the Audit Committee has to be considered and approved by the Nomination and Remuneration Committee before proposing to the Shareholders' meeting.

**Board's Opinion:** The Board of Director's has carefully considered, by the consideration and suggestion of the Nomination and Remuneration Committee, the remuneration of Directors and deemed it appropriate to propose to the Shareholders' Meeting for the approval of remuneration of Directors of no more than Baht 3 million which is higher than last year Baht 500,000.

**Nomination and Remuneration Committee's Opinion:** The Company's Nomination and Remuneration Committee has thoroughly considered and fixed the remuneration for the directors in compliance with the Company's policy comparing the said rate with the rate of duty and responsibility of each director including business expansion and growth in the Company's profit as well as other factors.

Remuneration for the Board members and other committee members compared to the previous year is as follow:

Position/ Remuneration (THB/Meeting)	2024* (year of proposal)	2023	2022	Remark
<b>The Board of the Directors</b>				Remuneration of THB 3 million which higher than 2023 in the amount of THB 0.5 million
Chairman of the Board	93,500	85,000	85,000	
Director	33,000	30,000	30,000	
<b>Audit Committee</b>				
Chairman of Audit Committee	44,000	40,000	40,000	
Audit Committee member	33,000	30,000	30,000	
<b>Remuneration and Nomination Committee</b>				
Chairman of Remuneration and Nomination Committee	15,000	15,000	15,000	
Remuneration and Nomination Committee member	10,000	10,000	10,000	
<b>Good Corporate Governance Committee</b>				
Chairman of Good Corporate Governance Committee	15,000	15,000	15,000	
Good Corporate Governance Committee member	10,000	10,000	10,000	
Other benefits	-none-	-none-	-none-	

\*The proposed remuneration is subject to the approval of the shareholder at the 2024 Annual General Meeting of shareholders.

**Resolution:** The resolution for this agenda must be passed by not less than two-third (2/3) of the total number of votes of the shareholders who attend the meeting and cast their votes (Section 90 of Public Company Limited Act).

**Agenda 7** To consider and approve the appointment of the Company's auditor and to fix the auditors' remuneration for the year 2024

**Objective and Reason:** To propose to the Annual General Meeting of Shareholders for consideration and approval for the appointment of the auditor and determining auditing fee for 2024 pursuant to Section 120 of the Public Company Act B.E. 2535 (1992) (as amended). In addition, the notification of the Capital Market Supervisory Board limits the appointment of an individual external auditor of a listed company to not more than seven fiscal years (regardless of consecutiveness). After seven years, the auditors must be rotated although he/she can be reappointed after a break of five consecutive fiscal years. The Board of Directors has considered together with the Audit committee's opinion to propose to appoint EY Office Limited to be the Company's Auditor for 2024 and the list of Auditors as per below detail.

Name of Auditors	C.P.A. Registration No.	No of years certified on the Company's Financial Statements during the past 7 years
1. Mr. Klot Suwantarangsri	8025	1 (Year 2023)
2. Mrs. Chonlaros Suntiasvaraporn	4523	3 (Year 2017-2019)
3. Ms. Krongkaew Limkitikul	5874	-
4. Mr. Vatcharin Pasarapongpun	6660	-

of EY Office Limited has been appointed as the Company's Auditor for the Company. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/ her place.

Auditor's Remuneration	2024 (proposal year) (THB)	2023 (THB)	Remark
Audit Fee excluding out of pocket expenses	1,550,000	1,280,000	Increased by THB 270,000 from the audit fee approved last year
Non-Audit Fee	None	None	-

due to the following factors:

1. Knowledge of the auditor on accounting and auditing standards, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company including advice and clarification on the new accounting standards and update of other information.

2. Reputation as auditor and track record of providing audit services to other companies in the same industry. Auditors of EY Office Limited have been appointed to be auditors of several listed companies.
3. Appropriate and comparable audit fee rate with other listed companies.
4. Independent and have no conflict of interest with the Company, its executives, major shareholders or any related persons with the aforementioned persons, their business relationship the Company and controlling person with the Company and the Company does not use other services from EY Office Limited, except on audit matters. The Company has no Subsidiaries Company.

**Board's Opinion:** The Board of Directors, by the consideration and suggestion of the Audit Committee, has deemed it appropriate to propose to the Annual General Meeting of Shareholders for the appointment of the above Auditors as per below detail:

- |                                  |                                 |
|----------------------------------|---------------------------------|
| 1) Mr. Klot Suwantarangsri       | C.P.A. Registration No. 8025 or |
| 2) Mrs. Chonlaros Suntasvaraporn | C.P.A. Registration No. 4523 or |
| 3) Mrs. Krongkaew Limkittikul    | C.P.A. Registration No. 5874 or |
| 4) Mr. Vacharin Pasarapongpun    | C.P.A. Registration No. 6660    |

of EY Office Limited as the Company's auditor for 2024. The auditor fee for the year 2024 is in the amount of not exceeding THB 1,550,000 (One Million Five Hundred Fifty Thousand Baht Only), excluding out of pocket expenses. The proposed audit fee increases by THB 270,000 (Two Hundred Seventy Thousand Baht Only) compared to last year's. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/ her place.

**Audit Committee's Opinion:** The Audit Committee agreed to appoint 1) Mr. Klot Suwantarangsri C.P.A. Registration No. 8025 or 2) Mrs. Chonlaros Suntasvaraporn C.P.A. Registration No. 4523 or 3) Mrs. Krongkaew Limkittikul C.P.A. Registration No. 5874 or 4) Mr. Vacharin Pasarapongpun C.P.A. Registration No. 6660 of EY Office Limited as the Company's auditors with the audit fee for the year 2024 in the amount of not exceeding THB 1,550,000 (One Million Five Hundred Fifty Thousand Baht Only), which increases by THB 270,000 (Two Hundred Seventy Thousand Baht Only) compared to last year's, excluding out of pocket expenses.

**Resolution:** The resolution for this agenda must be passed by a majority of shareholders who attend the meeting and cast their votes (Clause 43(2) of the Company's Article of Association).

**Agenda 8** To consider and approve the reduction of the Company's registered capital and the amendment of Clause 4. of Memorandum of Association with respect to the registered capital to be in line with the reduction of registered capital

**Objective and Reason:** In order to be in compliance with the law and regular of listed company, the Company need to reduce the registered capital before increasing new registered capital. The Company need to reduce the registered capital of the Company from Baht 221,339,423 to Baht 168,722,633 by cancelling 105,233,580 of the authorized but unissued ordinary shares at a par value of Baht 0.50 each which are reserved for MOONG-ESOP#2 (as approved by AGM2023) and Right Offering and to amend the Clause 4 of Memorandum of Association with respect to the registered capital to be in line with the decrease of registered capital.

"Clause 4	Registered Capital of	Baht 168,722,633	(One Hundred Sixty Eight Million Seven Hundred Twenty Two Thousand Six Hundred Thirty-Three Baht)
	Divided into	337,445,266	(Three Hundred Thirty Seven Million Four Hundred Forty Five Thousand Two Hundred Sixty Six Shares)
	With a par value of	Baht 0.50	(Fifty Satang) each
	Categorized into		
	Ordinary shares	337,445,266	(Three Hundred Thirty Seven Million Four Hundred Forty Five Thousand Two Hundred Sixty Six Shares)
	Preference shares	- shares	(-shares)"

**Board's Opinion:** It is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve to reduce the registered capital of the Company from Baht 221,339,423 to Baht 168,722,633 by cancelling 105,233,580 of the authorized but unissued ordinary shares at a par value of Baht 0.50 each which are reserved for MOONG-ESOP#2 and Right Offering and the amendment of Clause 4 of Memorandum of Association with respect to the registered capital to be in line with the decrease of registered capital.

**Resolution:** The resolution for this agenda must be passed by not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 9** To consider and approve the issuance and offering of Warrants to purchase the ordinary shares of the Company to directors, executives, and employees (ESOP#2 Project)

**Objective and Reason:** The purpose of this agenda is to enhance morale of the personnel of the Company who have taken part in the Company's achievements and to motivate and reward the personnel of the Company in order to retain their intention to work with the Company in the long-term. This shall be favorable to business operations of the Company as well as create the highest returns to the shareholders of the Company in the future. The Company therefore intends to issue and offer the Warrants to purchase the ordinary shares of the Company to directors, executives and employees ("ESOP Project"), free of charge, in the amount of 4,000,000 units (Par value at THB 0.50), representing 1.19% of all shares having the right to vote as of 19 February 2024 comprising 337,445,266 shares (Par value at THB 0.50) per the details as appeared in Attachment 2.

The issuance and offering of the warrants subject to the MOONG-ESOP#2 imposing the offering price where aggregated with the exercise price for underlying ordinary shares shall be considered as the offering of newly issued shares at discount. The price is discounted from market price by 20% by calculating with reference to the weighted average trading price of the ordinary shares of the Company on the Stock Exchange of Thailand (the "SET") during the period of 15 business consecutive trading days prior to the date on which issuance and offering of Warrants. Therefore, it is considered as the offering of newly issued securities at discount pursuant to the Notification of the Capital Market Advisory Board TorJor. 32/2551 Re: the Offering Newly Issued Securities to the Directors or Employees, dated 15 December 2008. Hence, this issuance and offering of the warrants subject to the MOONG-ESOP#2 is required to be approved by the Meeting of Shareholders with an affirmative vote of not less than three-fourths of the total number of votes of the shareholders present at the Meeting and entitled to vote, and such issuance and offering of the warrants subject to the MOONG-ESOP#2 shall not be voted against by the shareholders holding shares in aggregate number of more than ten percent of the total number of votes of the shareholders present at the Meeting and casting the votes.

In addition, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer or the person(s) entrusted by the Board or the Executive Committee or the Chief Executive Officer shall be empowered to do any action which is necessary for, or in connection with the implementation of the ESOP Project and the issuance and offering of the Warrants of the Company in all respects as deemed appropriate and subject to the conditions of the applicable law including but not limited to determining, editing, amending or adding the details and particulars necessary in connection with the issuance and offering of the Warrants of the Company subject to the conditions of the applicable law including appointing any substitute to perform the same, etc.

**Board's Opinion:** The Board is of the opinion that it is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the issuance and offering of Warrants to purchase the ordinary shares of the Company to directors, executives and employees (ESOP#2 Project) and the authorization per the details as aforementioned in all respects.

To vote the issuance and offering of the Warrants subject to the ESOP Project is required to be approved by the Meeting of Shareholders with the affirmative votes of not less than 3/4 of the total number of votes of the shareholders present at the Meeting and entitled to vote and such issuance and offering of the Warrants shall not be voted against by the shareholders holding shares in aggregate number of 10 percent or more of the total number of votes of the shareholders present at the Shareholder's Meeting.

There is no vote of the following beneficial party:

- |                              |                            |
|------------------------------|----------------------------|
| 1) Mr. Methin Lersumitkul    | Director/ CEO              |
| 2) Mr. Suthee Lersumitkul    | Director/ Sr. Manager - HR |
| 3) Mrs. Sasithon Lersumitkul | Director/ CFO              |

**Resolution:** The resolution for this agenda must be approved with the affirmative votes of not less than 3/4 of the total number of votes of the shareholders present at the Meeting and entitled to vote and shall not be voted against by the shareholders holding shares in aggregate number of 10 percent or more of the total number of votes of the shareholders present at the Shareholder's Meeting).

**Agenda 10** To consider and approve the increase of the Company's registered capital by specifying the purpose under ESOP program and the amendment of Clause 4. of Memorandum of Association with respect to the registered capital to be in line with the increase of registered capital

**Objective and Reason:** In order to be reserved for the exercise of ESOP Project, the Company intends to increase its registered capital in amount of Baht 2,000,000 from Baht 168,722,633 to Baht 170,722,633 by issuing 4,000,000 new ordinary shares at a par value of Baht 0.50 each. It is categorized into the specifying purpose of utilizing proceed in the amount of Baht 2,000,000 for ESOP Project. In addition, in order to be in compliance with the law, the Company is required to amend Clause 4 of the Memorandum of Association with respect to the registered capital to be in line with the increase of the registered capital as follows:

“Clause 4	Registered Capital of	Baht 170,722,633	(One Hundred Seventy Million Seven Hundred Twenty Two Thousand Six Hundred Thirty Three Baht Only)
	Divided into	341,445,266 shares	(Three Hundred Forty One Million Four Hundred Forty Five Thousand Two Hundred Sixty Six Shares)
	With a par value of	Baht 0.50	(Fifty Satang) each
	Categorized into		
	Ordinary shares	341,445,266 shares	(Three Hundred Forty One Million Four Hundred Forty Five Thousand Two Hundred Sixty Six Shares)
	Preference shares	-shares	(-shares)”

Details of the increase of registered capital are as appeared in the Capital Increase Report Form (F53-4) (Attachment 3).

**Board's Opinion:** It is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the registered capital of the Company as specifying purpose of utilizing proceed in the amount of Baht 2,000,000 from Baht 168,722,633 to Baht 170,722,633 by issuing 4,000,000 new ordinary shares at par value of THB 0.50 each as well as the amendment of Clause 4, the Memorandum of Association of the Company to be in line with the capital increase per the details as aforementioned in all respects.

**Resolution:** The resolution for this agenda must be passed by not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 11** To consider and approve the allocation of newly issued ordinary shares

**Objective and Reason:** According to the purpose of the Company to increase its registered capital as aforementioned in Agenda 10 and to be in compliance with the law, the Meeting of Shareholders is required to consider and approve the allocation of the newly issued ordinary shares.

**Board's Opinion:** It is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of the newly issued ordinary shares of the Company in the amount of 4,000,000 shares at the par value of Baht 0.50 each. The details thereof are as follows:

- (1) Not exceeding 4,000,000 shares for the purpose of reserving the exercise of rights of the Holders of the Warrants subject to the MOONG-ESOP#2;
- (2) In addition, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer or the person(s) entrusted by the Board or the Executive Committee or the Chief Executive Officer shall be empowered to do any action which is necessary for, or in connection with the implementation of the ESOP Project and the issuance and offering of the Warrants of the Company in all respects as deemed appropriate and subject to the conditions of the applicable law including but not limited to determining, editing, amending or adding the details and particulars necessary in connection with the issuance and offering of the Warrants of the Company subject to the conditions of the applicable law including appointing any substitute to perform the same, etc.

This allocation of newly issued ordinary shares for the capital increase under ESOP program set out above is required to be completed on the date on which the Company shall hold the 2025 Annual General Meeting of Shareholders or within 30 April 2025, whichever is earlier.

Details of allocation of the newly issued ordinary shares are as shown in the Capital Increase Report Form (F53-4) (Attachment 3).

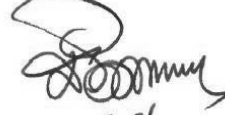


**Resolution:** The resolution for this agenda must be passed by a majority of shareholders who attend the meeting and cast their votes.

**Agenda 12 Any other business (if any)**

Please be informed accordingly and attend the meeting on the aforementioned date, time and venue. The Company has scheduled the record date to determine the right to attend the meeting on March 8, 2023. However, if you are unable to attend the meeting on such date, you may appoint your proxy/ or independent director in accordance with the form enclosed herewith and provide the complete proxy form to the company secretary prior to the meeting.

Sincerely yours,



(Mr. Sumeth Lersumitkul)  
Chairman of the Board

**Note:**

If you have any question or inquiry regarding the agenda or any matter of Annual General Meeting of Shareholder, please send your question or inquiry to us in advance before the meeting date.

Company Secretary : Email: [company.secretary@moongpattana.com](mailto:company.secretary@moongpattana.com)

Investor Relation : Email: [ir@moongpattana.com](mailto:ir@moongpattana.com)

Or postal : Company Secretary

Moong Pattana International Public Company Limited

2/97-104 19Fl Soi Bangna-Trad Soi 25, Bangna-Nuea, Bangna, Bangkok, 10260

(Please send your question or inquiry 7 days before meeting date or within April 15, 2024)

For the attached proxy form, shareholders can also download the form via the Company's website at [www.moongpattana.com](http://www.moongpattana.com)

**Profile of the Person to be Proposed for Nomination as Directors**



Name - Surname	<b>Mr. Sumeth Lersumitkul</b>
Age	74
Highest Education	<ul style="list-style-type: none"><li>• Honorary Doctorate Degree in Business Administration, Dhonburi Rajabhat University</li><li>• Master Degree of Business Administration, Ramkhamhaeng University</li><li>• Bachelor Degree of Economics, Ramkhamhaeng University</li></ul>
Participation in the IOD Program	<ul style="list-style-type: none"><li>• RCP31/2013</li><li>• RNG5/2013</li><li>• DAP69/2008</li><li>• RCC16/2013</li><li>• DCP107/2008</li></ul>
Current Position (the Company)	Director and Chairman of the Board
Appointment Date	31 March 2008
Duration of Directorship	16 years (as of AGM date)
Duration of Directorship	19 years (including the re-elect tenure)
Shareholding (as of Dec 31, 2023)	173,453,488 shares equivalent to 51.04%
Family Relation between Management	Spouse of Mrs. Sureeporn Anuvatudom, Father of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul
Work Experience (for the last 5 years)	<p><u>Listed Company:</u></p> <ul style="list-style-type: none"><li>• 2015 - Present, Chairman of the Board, Moong Pattana International Public Company Limited</li></ul> <p><u>Other Company:</u></p> <ul style="list-style-type: none"><li>• 2015 - Present, Advisory Director, Yoshino Moong Pattana (Thailand) Co., Ltd.</li><li>• 2015 - Present, Advisory Director, Pigeon Industries (Thailand) Co., Ltd.</li><li>• 2015 - Present, Director, Sumetaporn Co., Ltd.</li><li>• 1990 - Present, Chairman, Thai Pigeon Co., Ltd.</li></ul>
Attendance of Meeting at 2023	<ul style="list-style-type: none"><li>• Board of Directors Meeting: 4/4 (100%)</li></ul>

**Profile of the Person to be Proposed for Nomination as Directors**


Name - Surname	<b>Mrs. Sureeporn Anuvatudom</b>		
Age	74		
Highest Education	<ul style="list-style-type: none"> <li>• Master Degree of Business Administration, Ramkhamhaeng University</li> <li>• Bachelor Degree of Economics, Ramkhamhaeng University</li> </ul>		
Participation in the IOD Program	<ul style="list-style-type: none"> <li>• ACEP15/2015</li> <li>• DCP181/2013</li> <li>• DAP69/2008</li> </ul>	<ul style="list-style-type: none"> <li>• RNG5/2013</li> <li>• M&amp;A1/2011</li> </ul>	
Current Position (the Company)	Director		
Appointment Date	31 March 2008		
Duration of Directorship	16 years (as of AGM date)		
Duration of Directorship	19 years (including the re-elect tenure)		
Shareholding (as of Dec 31, 2023)	4,683,879 shares, equivalent to 1.39%		
Family Relation between Management	Spouse of Mr. Sumeth Lersumitkul and Mother of Mr. Methin Lersumitkul and Mr. Suthee Lersumitkul		
Work Experience (for the last 5 years)	<u>Listed Company:</u> <ul style="list-style-type: none"> <li>• 2024 - Present, Director, Moong Pattana International Public Company Limited</li> <li>• 2014 - 2023, Director and Joint-CEO, Moong Pattana International Public Company Limited</li> </ul> <u>Other Company:</u> <ul style="list-style-type: none"> <li>• 2015 - Present, Director, Yoshino Moong Pattana Company Limited</li> <li>• 2015 - Present, Director, Sumetaporn Co., Ltd.</li> </ul>		
Attendance of Meeting at 2023	<ul style="list-style-type: none"> <li>• Board of Directors Meeting: 4/4 (100%)</li> </ul>		

Persons to be proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)	Director in Competing/ Related Company
	Amount	Type of Director		
Mr. Sumeth Lersumitkul	1	Director	2	-
Mrs. Sureeporn Anuvatudom	1	Director	2	-

\* in Thailand Only

**Detail of the issuance and offering of the Warrants to purchase the ordinary shares of  
Moong Pattana International Public Company Limited to directors, executives and employees  
of the Company (“MOONG-ESOP#2”)**

**1. Objectives and necessities of the issuance and offering of the Warrants to purchase the ordinary shares of the Company**

The issuance and offering of the Warrants to purchase the ordinary shares of the Company is intended to enhance morale of its directors, executives and employees who have taken part in the Company’s achievement and to motivate and reward the personnel of the Company in order to retain their intention to work with the Company in the long-term. This shall be favorable to business operation and future performance of the Company as well as create the highest returns to the shareholders of the Company in the future.

**2. Indicative features of the Warrants to purchase the ordinary shares**

<b>Issuer</b>	: Moong Pattana International Public Company Limited
<b>Title</b>	: Warrants to purchase the ordinary shares of Moong Pattana International Public Company Limited, offering to directors, executives and employees of the Company.
<b>Type</b>	: Registered and non-transferable warrant unless in the case as specified in Terms and Conditions of the Warrants.
<b>Offering method</b>	: Offering to directors, executives and employees of the Company. The Warrants shall not be offered through brokers.
<b>Tenor of the Warrants</b>	: 5 years from the date of issue.
<b>Number of the Warrants to be offered</b>	: 4,000,000 units, representing 1.19% of all shares having the right to vote as of February 19, 2024 (as of February 19, 2024, paid-up capital of the Company equal to Baht 168,722,633, divided to 337,445,266 shares at the par value of Baht 0.50 per share).
<b>Offering Price</b>	: Baht -0- (Nil)
<b>Exercise Price</b>	: Subject to the conditions for adjustment of rights under the Terms and Conditions of the Warrants, the exercise price shall be discounted from the Market Price by 20%. (The exercise price is based on the weighted average closing price of the Company’s ordinary shares traded on the Stock Exchange of Thailand (“SET”) 15 consecutive trading days prior to the date on which the issuance and offering of Warrants (which shall be considered as the offering of newly issued ordinary share at discount).
<b>Exercise Ratio</b>	: 1 unit of the Warrant for 1 newly issued ordinary share unless there is the rights adjustment under the Terms and Conditions of the Warrants.
<b>Issuance and offering date</b>	: The issuance shall be within 1 year after the approval from the Shareholders’ Meeting; whereas, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer or the person(s) entrusted by the Board or the Executive Committee or the Chief Executive Officer or shall later determine the issuance and offering date.
<b>Number of newly issued ordinary shares reserved for the exercise of the Warrants</b>	: 4,000,000 shares or 1.19% of total 168,722,633 paid-up shares of the Company as of February 19, 2024. (as of February 19, 2024, paid-up capital of the Company equal to Baht 168,722,633, divided to 337,445,266 shares at the par value of Baht 0.50 per share)
<b>Reasons for the issuance of ordinary shares to reserve for the rights adjustment</b>	: In case there is the adjustment of the exercise price and ratio according to the rights adjustment under the Terms and Conditions of the Warrants.
<b>Approval for the allocation of the Warrants</b>	: The allocation of the Warrants was firstly considered and approved by the Remuneration Committee, which comprises 3 independent directors: 1. Mr. Songtham Phianpattanawit; 2. Mr. Manit Jeeradit; and 3. Assoc. Professor Chadaporn Teekauttamakorn, prior to the approval of the Board. No allocation of the Warrants to any Remuneration Committee of the Company.
<b>Secondary market for warrant</b>	: None

- Secondary market for ordinary shares** : The Company shall register and list the newly issued ordinary shares resulting from the exercise of the Warrants to The Market for Alternative Investment (“MAI”).
- Registrar** : Moong Pattana International Public Company Limited or the person(s) entrusted by the Company to be a Registrar of the Warrants.
- Exercise period and conditions** : All 4,000,000 units of the Warrants (at par value of Baht 0.50 per share) to be offered under this MOONG-ESOP#2, the Holders of the Warrants are entitled to exercise the Warrants to purchase the ordinary shares of the Company 5 times in total. The first 4 exercise date (“the exercise date”) shall be on the last business day of December of each year. The 5<sup>th</sup> exercise date (“the last exercise date”) shall be on the maturity date of warrants.
- Exercise period and Exercise ratio** : The Holder of the Warrants can exercise their rights to purchase ordinary shares of the Company according to the following conditions:  
**The first exercise date:** exercisable amount of 20% of the total number of warrants allocated to each Holder of the Warrants.  
**The 2nd exercise date:** exercisable amount of 40% of the total number of warrants allocated to each Holder of the Warrants (inclusive of the exercisable amount from the first exercise date).  
**The 3rd exercise date:** exercisable amount of 60% of the total number of warrants allocated to each Holder of the Warrants (inclusive of the exercisable amount from the 1st to the 2nd exercise date).  
**The 4th exercise date:** exercisable amount of 80% of the total number of warrants allocated to each Holder of the Warrants (inclusive of the exercisable amount from the 1st to the 3rd exercise date).  
**The last exercise date:** exercisable amount of 100% of the total number of warrants allocated to each Holder of the Warrants (inclusive of the exercisable amount from the 1st to the 4th exercise date).  
Should there be any units of the unexercised MOONG-ESOP#2 left during each exercisable period, the remaining units can be accumulated and exercised during the following exercisable period until the expiration date of the MOONG-ESOP#2.
- Period for Notification of Intention to exercise the Warrants** : The Holders of the Warrants who wish to exercise their rights to purchase ordinary share of the Company shall notify their intention to exercise such rights within 7 business days prior to each exercise date, between 9.00 a.m. to 4.00 p.m. of every business day. For the last exercise date, the holders of the Warrants shall have period for notification of intention to exercise the Warrants of not less than 15 days prior to the last exercise date.
- Conditions for the rights adjustment** : The Company shall adjust the exercise price and exercise ratio to ensure the benefits of the Holders of the Warrants are not less favorable in the case that any of the followings events occur:  
1. The Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares;  
2. The Company offers newly issued ordinary shares to the existing shareholders on right offering and/or on public offering and/or on private placement basis on the same date and/or different date, at a price lower than 90% of the price calculated based on the Market Price of the ordinary share of the Company as specified in the terms and conditions of the Warrants;  
3. The Company offers any newly issued securities on right offering and/or on public offering and/or on private placement basis that are convertible/exchangeable into ordinary shares (i.e. convertible bonds or warrants to purchase shares) for which the offering price of such newly issued ordinary shares is lower than 90% of the price calculated based on the Market Price of the ordinary share of the Company as specified in the terms and conditions of the Warrants;

4. There are any other events similar to those mentioned in (1) to (3) above that may impair benefits of the Holders of the Warrants (except as a result of the dividend payment by the Company) in ways other than those stated in items (1) to (3) above, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer or the person(s) entrusted by the Board or the Executive Committee or the Chief Executive Officer has right to consider the adjustment of the exercise price and/ or the exercise ratio (or the adjustment of the number of units of Warrants in lieu of the exercise ratio) in a fair manner. Such consideration by the Board of Directors and/ or Executive Committee and/ or Chief Executive Officer shall be deemed final. However, the Board of Directors and/ or Executive Committee and/ or Chief Executive Officer shall not consider any adjustment of the exercise price and/ or exercise ratio for the warrant holders in the case where the Company makes the dividend payment, either in form of cash dividend or stock dividend.

**Other benefits** : -None-

### 3. Opinion of the Board of Directors in the case of offering at discount

#### (1) Benefits expected compared to the discount granted

The Board of Directors deemed that MOONG-ESOP#2 with the exercise price of discounted from the market price by 20% which based on the closing price of the Company's ordinary shares traded on the Stock Exchange of Thailand ("SET") 15 consecutive trading days prior to the date on which the issuance and offering of Warrants, is rewarding and beneficial to the Company in motivating the competent personnel who are a part of the Company's achievement; and that the benefits from the better performance of the Company is worth comparing with the discount granted from the difference between the offering price, the exercise price and the market price.

#### (2) Appropriateness and the rationale behind the selected market price and the offering price

The Board of Directors is of the opinion that the exercise price of discounted from the market price by 20% which based on the closing price of the Company's ordinary shares traded on the Stock Exchange of Thailand ("SET") 15 consecutive trading days prior to the date on which the issuance and offering of Warrants for MOONG-ESOP#2, is appropriate in persuading the personnel to put their best efforts to the Company's operations. In addition, the market price determination with reference to the weighted average price of 15 consecutive trading days prior to the date on which the issuance and offering of Warrants, is reasonable and appropriate as it reflects the real trading price of the Company's shares.

### 4. Allocation method of the Warrants

The Company shall allocate the Warrants to directors, executives and employees of the Company; provided that, the person is required to be a director, executive or employee of the Company on the date of allocation. The Board of Directors of the Company shall determine the name and qualifications of the directors, executives and employees eligible for the allocation as well as the amount of the Warrants to be allocated for each person. Such amount of the Warrants to be allocated to each director, executive and employee may vary depending on the position and years of experience.

### 5. List of directors and number of the Warrants to be allocated

No.	Name	Position	Number of the Warrants	% of total amount to be issued and offered
1	Mr. Methin Lersumitkul	Director	200,000	5.00
2	Mr. Suthee Lersumitkul	Director	200,000	5.00
3	Mrs. Sasithon Lersumitkul	Director	200,000	5.00

**Note** there is no director, executive and employee have received warrants to purchase the ordinary shares more than 5% of issuance.

## 6. Dilution effects of the issue and offer for sale of warrants on the shareholders

### 6.1 Price Dilution

If all warrant holders exercise their rights in full amount, there will be a price dilution. The details are as follows:

$$= \frac{(\text{Market price} - \text{Market price after allotment})}{\text{Market price}}$$

Where

**Market price** is calculated from the weighted average closing price of the Company's ordinary shares traded on the Stock Exchange of Thailand ("SET") 15 consecutive trading days prior to the date on which the issuance and offering of Warrants; and

**Market price after allotment**

$$= \frac{[(\text{Market price} \times \text{Paid-up shares}) + (\text{Exercise price of MOONG-ESOP\#2} \times \text{Shares reserved for MOONG-ESOP\#2})]}{(\text{Paid-up shares} + \text{Shares reserved for MOONG-ESOP\#2})}$$

$$= \frac{(2.10 \times 337,445,266) + (1.72 \times 4,000,000)}{(337,445,266 + 4,000,000)}$$

$$= \text{THB } 1.90 \text{ per share}$$

The exercise price of Warrants is THB **1.88\*** per unit which is lower than the market price.

**Remark:** This is the price established for calculation of the potential price dilution. Such price is based on the discounted from market price by 20% (weighted average closing price of the Company ordinary shares traded on the SET during the period of 7 consecutive days prior to the date of the Board of Directors meeting (February 19, 2024) (paid up capital equal to 168,722,633 Baht, divided to 337,445,266 shares, part value at 0.50 Baht per share) which resolved to propose the issuance and offering of Warrants (ESOP#2 Project) to the 2024 Annual General Meeting of Shareholders of the Company for further approval.

Therefore, Price dilution

$$= \frac{(2.10 - 1.90)}{2.10}$$

$$= 0.10\%$$

### 6.2 Control Dilution

If all warrant holders exercise their rights in full amount, there will be a control dilution of 1.17%. The details are as follows:

$$= \frac{\text{Shares reserved for MOONG-ESOP\#2}}{\text{Paid-up shares} + \text{shares reserved for MOONG-ESOP\#2}}$$

$$= \frac{4,000,000}{337,445,266 + 4,000,000}$$

$$= 1.17\%$$

**Remark :** paid up capital equal to 168,722,633 Baht, divided to 337,445,266 shares, part value at 0.50 Baht per share.

## 7. Major exercise procedures and conditions

- 7.1 The Holder of the Warrants is required to be a director, executive or employee of the Company at the exercise date except in the event specified in Clauses 7.2-7.3.
- 7.2 If the Holder of the Warrants ceases to be a director, executive or employee as a result of death, disappearance by the court order, or becomes an incompetent or quasi-incompetent person during the time he/she is the director, executive or employee of the Company, as the case may be, his/her rightful heir or guardian on behalf of such Holder of the Warrants shall has the right to exercise the warrant throughout the tenor of the Warrants.
- 7.3 If the Holder of the Warrants (a) retires according to the Company Policy or (b) rotates or transfers his/her position as a result of Board of Directors' decision but he/she is still a director, executive or employee of the Company during the tenor of warrants, he/she still has the right to exercise the warrant throughout the tenor of warrant.

If the Holder of the Warrants ceases to be a director, executive or employee of the Company for any reason, other than retirement, transfer of position, and those specified in Clauses 7.2-7.3, such Holder of the Warrants will no longer be entitled to exercise the allotted warrant and the remaining warrants held by the holder shall be considered void immediately.

7.4 If the Holder of the Warrants does not use the right to exercise until expiry of the warrant, or does not act in accordance with the conditions specified in the Terms and Conditions of the Warrants, the remaining warrants held by the holder shall be considered void immediately and the Holder of the Warrants cannot ask for any compensation from the Company.

**8. Obligations between the Company and its directors, executives and employees on the allotment of warrants**

As stated in the Terms and Conditions of the Warrants.

**9. Right of shareholders to object the issuance and the offering for sale of warrants**

According to Clause 9 of the Notification of the Capital Market Supervisory Board No. Tor.Chor. 32/2551 Re: the Offering Newly Issued Securities to the Directors or Employees dated 15 December 2008 (as amended), the issuance and offering of the Warrants to directors and employees of the Company requires the approval from the shareholders by with the affirmative votes of not less than 3/4 of the total number of votes of the shareholders who present at the Meeting and are entitled to vote and such issuance and offering of the Warrants shall not be voted against by the shareholders holding shares in aggregate number of 10% or more of the total number of votes of the shareholders present at the Shareholder's Meeting.

**10. List of independent directors who the shareholders may authorize as the their proxies to attend the meeting and exercise shareholders' right**

#	Name	Number of allotted warrants
1	Mr. Manit Jeeradit	-
2	Mr. Songtham Phianpattanawit	-
3	Assoc. Professor Chadaporn Teekauttamakorn	-



**Capital Increase Report Form  
Moong Pattana International Public Company Limited  
on February 19, 2024**

We, Moong Pattana International Public Company Limited (the “Company”), hereby report the resolution of the Board of Directors’ Meeting No.1/2024, held on February 19, 2024 in respect of the capital increase and the shares allotment as follows:

**1. Capital Increase**

The Board of Directors’ Meeting passed a resolution approving the increase of the Company’s registered capital from Baht 168,722,633 to Baht 170,722,633 by authorizing 4,000,000 ordinary shares with a par value of 0.50 Baht each, totaling Baht 4,000,000. The Details of capital increase are as follows:

Type of capital increase	Type of share	No. of shares (share)	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share	4,000,000	1	2,000,000
	Preferred Share	-	-	-
<input type="checkbox"/> General Mandate	Ordinary share	-	-	-
	Preferred Share	-	-	-

**2. Allotment of New Shares**

**2.1 The Details of Allotment**

Allotted to	Number of shares (shares)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Note
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-
To reserve for the exercise of the Warrants subject to the Project ESOP #2	Not Exceeding 4,000,000	N/A	0.00 (Exercise Price : discounted from the Market Price by 20%. (The exercise price is based on the weighted average closing price of the Company’s ordinary shares traded on the Stock Exchange of Thailand (“SET”) 15 consecutive trading days prior to the date on which the issuance and offering of Warrants) Baht per share)	Please see remark	Please see the details of the MOONG-ESOP#2 (Enclosure 1)

**Remark:** The Board of Directors’ Meeting No. 1/2024 which was held on February 19, 2024 has resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company to directors, executives and employees of the Company (the “MOONG-ESOP#2”), without cost incurred, in the amount of 4,000,000 units (par value at 0.50 Baht per share), which is equal to 1.19% of all shares having the right to vote as of February 19, 2024 per the details as appeared in Enclosure 1.

In addition, the Board of Directors of the Company and/or Executive Committee and/or the Chief Executive Officer or the person(s) entrusted by the Board of Directors or the Executive Committee or the Chief Executive Officer shall be empowered to do any action which is necessary for, or in connection with the implementation of the MOONG-ESOP#2 and the issuance and offering of the Warrants of the Company as deemed appropriate and subject to the conditions of the applicable law including but not limited to determining, editing, amending or adding the details and particulars necessary for and in connection with the issuance and offering of the Warrants of the Company subject to the conditions of the applicable law including appointing any substitute to perform the same etc; and

**2.1.1 The Company's Plan in case there is a Fraction of Shares Remaining**

-None-

**2.2 If under a General Mandate**

-None-

**3. Schedule of Shareholders' Meeting to Approve Capital Increase and Share Allotment**

The 2024 Annual General Meeting of Shareholders shall be held on April 23, 2024 at 1.00 p.m., at No. 2/97-104, Meeting room, 18<sup>th</sup> Floor, Bangna Complex Office Tower, Soi Bangna-Trad 25, Bangnanuea, Bangna, Bangkok 10260. The date for determining the list of shareholders who have the right to attend this meeting (Record Date) shall be March 8, 2024.

**4. Approval of Capital Increase/Share Allotment by Relevant Governmental Agency and Conditions thereto (if any)**

- 4.1 The Company is required to get the approval from the 2024 Annual General Meeting of Shareholders for its increase of capital and others relevant matters.
- 4.2 The Company shall register the capital increase, the change of paid-up capital and other relevant matters with the Department of Business Development, the Ministry of Commerce and shall amend any relevant clauses in the Memorandum of Association with respect to the increase of registered capital.
- 4.3 The Company shall apply for approval from the Stock Exchange of Thailand for listing of the newly issued ordinary shares as registered securities.

**5. Objectives of the Capital Increase and Plans for Utilizing Proceeds Received from Capital Increase**

- 5.1 To reserve for the exercise of the rights of the holders of the Warrants to purchase the ordinary shares of the Company to directors, executives and employees of the Company and Subsidiaries (MOONG-ESOP#2);
- 5.2 To be working capital of the Company and/or for the expansion of the business which help supporting the business of the Company.

**6. Benefits which the Company and Shareholders will receive from the Capital Increase and Share Allotment**

- 6.1 For executives/ employees to have a share in the company ownership.
- 6.2 as the incentive and building morale and encouragement to executives/ employees in performance for the Company's optimum benefits.
- 6.3 For encouragement to capable personnel with work efficiency for their long working for the Company.

**7. Benefits which the Shareholder will receive from the Capital Increase and Share Allotment**

The Company's financial status shall be improved by the working capital obtained from the Capital Increase of which will support the business's growth in the future will be beneficial to the Company in the long term.

**8. Other Details Necessary for Shareholders to Approve the Capital Increase and Share Allotment**

-None-

**9. Schedule of Action where the Board of Directors of the Company passes a Resolution approving the Capital Increase or Allotment of New Shares**

Procedure	Date
Board of Directors' Meeting to approve the increase of the registered capital by specifying the purpose under ESOP Program and approve the allocation of newly issued ordinary share.	19 February 2024
The record date to determine the shareholders' right to attend the 2024 Annual General Meeting of Shareholders.	8 March 2024

Procedure	Date
The 2024 Annual General Meeting of Shareholders.	23 April 2024
Registration of the resolution of capital increase at the Ministry of Commerce.	Within 14 days after the Annual General Meeting of Shareholders date approves the capital increase.

The Company hereby certifies that the information contained in this report form is complete and accurate in all respects.

Signed

*-Signature-*

\_\_\_\_\_  
(Mrs. Sureeporn Anuvatudom)

Director

Signed

*-Signature-*

\_\_\_\_\_  
(Ms. Suwanna Chokdee-anand)

Director

**Chapter: Shareholder Meetings**

37. The Board of Directors shall organize a shareholders' meeting which is annual general meeting of shareholders within four months after the last day of the fiscal year of the Company.

The Board of Directors may call an extraordinary meeting of shareholders at any time as the board consider expedient to do so, or the shareholders holding shares amounting of not less than one-fifth of the total number of share sold or shareholders numbering not less than twenty five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in the request. The board of directors shall proceed to call a meeting of shareholders within one month after receiving such request from the shareholders.

38. Chairman of the Board is Chairman of the shareholders' meeting. In a case when the Chairman is not in the meeting or cannot perform his or her duty and if there is a Chairman of Executive Committee, the Chairman of Executive Committee will act as Chairman. If there is no Chairman of Executive Committee or he or she cannot perform the duty, the attending shareholders shall select one shareholder to be the Chairman of the meeting.

39. The general meetings of the Company shall be held at the registered office of the Company or in a nearby province or at such other place as the directors may decide.

40. In the meeting of shareholders, a shareholder shall be entitled to attend the meeting and cast votes but a Shareholder may appoint a person who is sui jurist to attend the meeting and vote on his/her behalf. The proxy form must be dated and signed by the principal in the form prescribed by the Registrar.

The proxy form must be submitted to the Chairman or other person designated by the Chairman at the meeting place prior the proxy attends the meeting.

41. In summoning the meeting of shareholders, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matter to be proposed to the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper or any electronic publishing of at least three (3) days prior to the date of the meeting in the three (3) consecutive days.

42. In the meeting of shareholders shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, and holding in aggregate number of shares of not less than one-third (1/3) of all shares sold, in order to constitute a quorum.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as stated and the shareholders, such meeting cancelled, requested such a meeting. But if the meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling for the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In this subsequent meeting a quorum is not required.

43. The resolution of the shareholders meeting shall comprise of the following votes:

- (1) A shareholder shall be entitled to one (1) vote per one (1) share.
- (2) In normal case, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have an additional casting vote to decide on the matter.
- (3) In the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:
  - (a) The sale or transfer of whole or essential parts of business of the Company to other persons.
  - (b) The purchase or acceptance of transfer the other limited company or private limited company's businesses to the Company.
  - (c) Entering into, amending or terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the assignment to other persons to manage the Company's business or the consolidation of the businesses with other persons with an objective to share profit and loss.

44. The matters to be considered or executed at the ordinary general meeting are at least the followings:

- 1) Acknowledge reports of the board of directors concerning the operation of the Company's business for the past year.
- 2) Approve the balance sheet and the statement of profit and loss.
- 3) Approve the allocation of profit and dividend payment.
- 4) Approve the election of directors in replacement of retirement of the director's term of office.
- 5) Approve the appointment of auditors of the Company and fix the auditing fee.
- 6) Other issues.

**Guidelines for Registration, Vote, Proxy Appointment and  
Identification Documents Required to Attend in the Annual General Shareholder's Meeting**

**1. Ordinary Person Shareholder**

If attended by him or herself To show valid evidence issued by governmental authorities, e.g. ID card, Governmental ID, driver license or passport, the evidence of name or last name's change (if any).

If attended by Proxy

- Proxy document as attached with the meeting's invitation letter, already filled in completely with signatures of proxy holders and assignor of authority.
- Copy of ID card or others issued by the government authorities to the Shareholder, and completely signed by the Shareholders.
- Copy of ID card or others issued by the government authorities to the Proxy, and completely signed by the Proxy, and the Proxy shall present the document at the registration site.

**2. Juristic Person Shareholder**

**1) Representative of Shareholder (Authorized Director) Attending the Meeting**

- The Proxy Form completely filled up and signed by the Shareholder and the Proxy.
- Copy of Shareholder's Letter of Certification certified by the authorized representative (director)
- Certified true copy of the document of the authorized representative issued by the government, and completely signed by representative. Please present the document of the authorized representative issued by the government at the registration site.

**2) In case of proxy:**

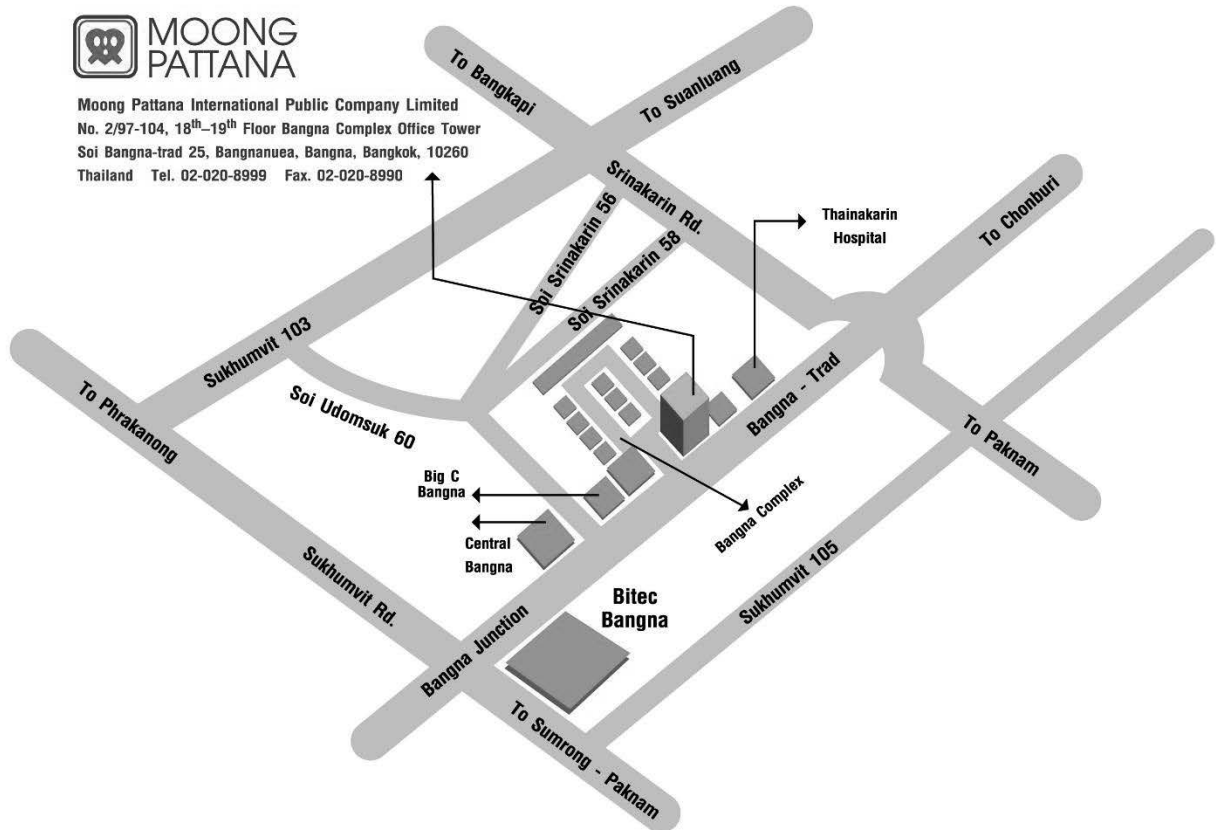
- The Proxy Form completely filled up and signed by the authorized representative (director) of the Shareholder and the Proxy.
- Copy of Shareholder's Letter of Certification duly certified by authorized representative (director) and containing particulars that representative (director) affixing signature on the Proxy Form is duly authorized.
- Copy of ID card or others issued by the government authorities to representative (director) who is the Shareholder duly certified by him/her/them.
- Copy of the proxy issued by governmental authorities, completely signed by the Proxy, and shall present the document at the registration site.

**3) In case of Foreign Investor appointing the Custodian in Thailand**

- The documents as under the Juristic Person in Item 1 and 2 shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C).
- In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:
  - Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
  - Letter to certify that the person signing in the Proxy Form is legally allowed to do the Custodian business. For your inconvenience, please bring the Registration form with barcode. In case the original documents are not in English, the English translation shall be required and certified true and correct by the Shareholder or the authorized representative(s) of the Shareholder.

### Location Map

Meeting Room 18Fl, No. 2/97-104 Bangna Complex Office Tower,  
Soi Bangna-Trad 25, Bangna-Nuea, Bangna, Bangkok 10260  
Tel: 02-020-8999



Name - Surname	Mr. Manit Jeeradit	Mr. Songtham Phianpattawanawit	Assoc. Prof. Chadaporn Teekauttamakorn
Age	75	64	62
Highest Education	B.A. (Summa Cum Laude) Claremont Men's College (now Claremont McKenna College), Claremont, California, USA	Bachelor Degree in Computer Science University of South Alabama	<ul style="list-style-type: none"> <li>Master of Science (Management), Anglia Ruskin University, UK</li> <li>Master of Accounting (Management Account), Chulalongkorn University</li> <li>Bachelor of Business Administration (Account), Rajamangala Institute of Technology</li> </ul>
Participation in the DAP Program	<ul style="list-style-type: none"> <li>ACEP 15/2015</li> <li>DCP 187/2014</li> <li>ACP 36/2011</li> <li>DAP 87/2011</li> </ul>	<ul style="list-style-type: none"> <li>DCP 54/2005</li> <li>EXAM 16/2005</li> </ul>	<ul style="list-style-type: none"> <li>DCP 330/2022</li> <li>DAP 171/2020</li> </ul>
Current Position (the Company)	Independent Director/ Chairman of the Audit Committee/ Sustainability and Corporate Governance Committee member/ Nomination and Remuneration Committee member	Independent Director/ Chairman of the Nomination and Remuneration Committee/ Audit Committee member/ Sustainability and Corporate Governance Committee member	Independent Director/ Chairman of the Sustainability and Corporate Governance Committee / Audit Committee member/ Nomination and Remuneration Committee member
Appointment Date	November 15, 2010	June 1, 2019	April 27, 2020
Duration of Directorship	14 years (as of AGM Date)	5 years (as of AGM Date)	4 years (as of AGM Date)
Shareholding (as of Dec 31, 2023)	No	No	No
Family Relation between Management	No	No	No

Name - Surname	Mr. Manit Jeeradit	Mr. Songtham Phianpattananawit	Assoc. Prof. Chadaporn Teekauttamakorn
	<p><b>Listed Company:</b></p> <ul style="list-style-type: none"> <li>2012 - Present, Independent Director, Chularat Hospital Group</li> <li>1999 - 2008, Senior Executive Vice President, Bank Thai Public Company Limited (Now known as CIMB Thai Bank)</li> </ul> <p><b>Other Company:</b></p> <ul style="list-style-type: none"> <li>2015 - Present, Director, License2Q Company Limited</li> <li>2004 - 2009, Chairman, BT Asset Management Company Limited</li> </ul>	<p><b>Listed Company:</b></p> <ul style="list-style-type: none"> <li>Jul 2021 - Dec 2021, Director, International Research Corporation PCL.</li> <li>2016 - 2017 Chief Corporate Solutions and Cooperation Officer, True Corporation PCL.</li> <li>2012-2016 Group Executive Director - Enterprise and International Services, True Corporation PCL.</li> </ul> <p><b>Other Company:</b></p> <ul style="list-style-type: none"> <li>Jul 2022 - Present, Director and CEO, OZO Digital Co., Ltd.</li> <li>Mar 2022 - Present, Director, SCB TechX Co., Ltd.</li> <li>Nov 2021 - Present, Independent Director/ Chairman of IT Committee/ Audit Committee/ Good Corporate Governance and Sustainability Committee, KCG Corporation Co., Ltd.</li> <li>2019 - 2021, Director, Freewill Solution Co., Ltd.</li> <li>2017 - 2018, Managing Director, IoT &amp; Analytical Business, True Digital Group</li> <li>Board of Directors Meeting : 4/4 (100%)</li> <li>Audit Committee Meeting : 4/4 (100%)</li> <li>Nomination and Remuneration Committee Meeting : 5/5 (100%)</li> <li>Nomination and Remuneration Committee Meeting : 2/2 (100%)</li> <li>Sustainability and Corporate Governance Committee Meeting : 1/1 (100%)</li> </ul>	<p><b>Listed Company:</b></p> <ul style="list-style-type: none"> <li>-None-</li> </ul> <p><b>Other Company:</b></p> <ul style="list-style-type: none"> <li>Present : Professor who responsible for Accounting Academic, Faculty of Business Administration, Ramkhamhaeng University</li> <li>Present : Working Group Thailand Accounting Program Network, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King</li> <li>2016 - Present : Director Thai Accounting Firms Association</li> <li>2013 - 2017 : Vice President, Academy and Research, Business Administration, Ramkhamhaeng University</li> <li>1994 - 2021 : Professor, Accounting Department, Faculty of Business Administration, Ramkhamhaeng University</li> </ul>
Work Experience (for the last 5 years)			
Attendance of Meeting at 2023	<ul style="list-style-type: none"> <li>Board of Directors Meeting : 4/4 (100%)</li> <li>Audit Committee Meeting : 5/5 (100%)</li> <li>Nomination and Remuneration Committee Meeting : 2/2 (100%)</li> <li>Sustainability and Corporate Governance Committee Meeting : 1/1 (100%)</li> </ul>	<ul style="list-style-type: none"> <li>Board of Directors Meeting : 4/4 (100%)</li> <li>Audit Committee Meeting : 5/5 (100%)</li> <li>Nomination and Remuneration Committee Meeting : 2/2 (100%)</li> <li>Sustainability and Corporate Governance Committee Meeting : 1/1 (100%)</li> </ul>	<ul style="list-style-type: none"> <li>Board of Directors Meeting : 4/4 (100%)</li> <li>Audit Committee Meeting : 5/5 (100%)</li> <li>Nomination and Remuneration Committee Meeting : 2/2 (100%)</li> <li>Sustainability and Corporate Governance Committee Meeting : 1/1 (100%)</li> </ul>
Have/ Not have conflict of interest in the agendas	No	No	No



**Proxy Form**

Made at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) Being a shareholder of **Moong Pattana International Public Company Limited**, holding the total number of \_\_\_\_\_ shares and has the rights to vote equal to \_\_\_\_\_ vote.

(3) Hereby appoint \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or;

- Mr. Manit Jeeradit Independent Director (No conflict of interest in any agenda)**  
Residing at 2/97-104 19Fl. Bangna Complex Office Tower, Soi Bangna-Trad 25, Bangna-nuea, Bangna Bangkok 10260 or;
- Mr. Songtham Phianpattanawit Independent Director (No conflict of interest in any agenda)**  
Residing at 2/97-104 19Fl. Bangna Complex Office Tower, Soi Bangna-Trad 25, Bangna-nuea, Bangna Bangkok 10260 or;
- Assoc. Prof. Chadaporn Teekauttamakorn Independent Director (No conflict of interest in any agenda)**  
Residing at 2/97-104 19Fl. Bangna Complex Office Tower, Soi Bangna-Trad 25, Bangna-nuea, Bangna Bangkok 10260

Anyone of the above as my/our Proxy to attend and vote at the 2024 Annual General Meeting of Shareholders to be held on Tuesday, April 23, 2024 at 1.00 p.m. at Meeting Room, 18<sup>th</sup> Floor, No. 2/97-104 Bangna Complex Office Tower, Soi Bangna-Trad 25, Bangna-Nuea, Bangna, Bangkok 10260 or at any adjournment thereof. In case where the Independent Director is appointed as the proxy is unable to attend the meeting. The other member of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

(4) I / We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

**Agenda 3: To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2023**

- (A) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate
- (B) The Proxy shall vote in accordance with my intention as follows:
- Approve  Disapprove  Abstain

**Agenda 4: To consider and approve the appropriation of retained earnings and the distribution of dividend**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
- Approve  Disapprove  Abstain

**Agenda 5: To consider and approve the appointment of replacing those who will retire by rotation**

- (A) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
- To elect directors who retire as a whole
- Approve  Disapprove  Abstain



- To elect each director who retire individually
- |                               |                                  |                                     |                                  |
|-------------------------------|----------------------------------|-------------------------------------|----------------------------------|
| 5.1 Mr. Sumeth Lersumitkul    | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 5.2 Mrs. Sureeporn Anuvatudom | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

**Agenda 6: To consider and approve the remuneration of the Directors for 2024**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

**Agenda 7: To consider and approve the appointment of the Company's auditor and to fix the auditors' remuneration for the year 2024**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

**Agenda 8: To consider and approve the reduction of the Company's registered capital and the amendment of Clause 4. of Memorandum of Association with respect to the registered capital to be in line with the reduction of registered capital**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

**Agenda 9: To consider and approve the issuance and offering of Warrants to purchase the ordinary shares of the Company to directors, executives and employee of the Company (MOONG-ESOP#2)**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

**Agenda 10: To consider and approve the increase of the Company's registered capital by specifying the purpose under ESOP program and the amendment of Clause 4. of Memorandum of Association with respect to the registered capital to be in line with the increase of registered capital**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

**Agenda 11: To consider and approve the allocation of newly issued ordinary shares**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

**Agenda 12: Other businesses (If any)**

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (B) The proxy shall vote in accordance with my intention as follows:
- |                                  |                                     |                                  |
|----------------------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
|----------------------------------|-------------------------------------|----------------------------------|

(5) Vote of the Proxy in any Agenda which is not in accordance with the vote as specified in this Form of Proxy shall be invalid and shall not be the vote of me/us as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any Agenda or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider the matter on my/our behalf as the Proxy deems appropriate.

(7) Statement or other evidence (if any) of the proxy \_\_\_\_\_





For the shareholders who require the printed version of Annual Report 2023 Form 56-1 One Report may request the document by giving your name-surname and details of delivery via email to [company.secretary@moongpattana.com](mailto:company.secretary@moongpattana.com)