

เคียงข้างคุณภาพชีวิตที่ดี Ref: MOONG009/2024

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 18th 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

<u>Objective and Reason</u>: 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.

<u>Board's Opinion</u>: 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.

<u>Resolution</u>: 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.

<u>Board's Opinion</u>: 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

<u>Resolution</u>: 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

| one. without | | | |
|---|------------------------|---------------------|---------------------|
| Fiscal Year | 2024 | 2023 | 2022 |
| | (Separate | (Separate | (Separate |
| | Method) | Method) | 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) | |
|---------------------------------|-------------------------|--|
| | proposat) | |
| Legal Reserve | - | |
| Dividend Payment in rate of THB | | |
| 0.12 per share | 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.

<u>Resolution</u>: 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 Director Anuvatudom

(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.

<u>Board's Opinion</u>: 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.

<u>Resolution</u>: 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;
- 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.

<u>Board's Opinion</u>: 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

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:

| follow: | | | | |
|--|--------------------------------|----------|--------|---------------|
| Position/ Remuneration (THB/Meeting) | 2024* (year of proposal) | 2023 | 2022 | Remark |
| The Board of the | Directors | | | |
| Chairman of | 93,500 | 85,000 | 85,000 | |
| the Board | | | | |
| Director | 33,000 | 30,000 | 30,000 | |
| Audit Committee | | | | |
| Chairman of | 44,000 | 40,000 | 40,000 | |
| Audit | | | | |
| Committee | | | | |
| Audit | 33,000 | 30,000 | 30,000 | |
| Committee | | | | |
| member | | | | |
| Remuneration and | d Nominatio | n Commit | tee | |
| Chairman of | 15,000 | 15,000 | 15,000 | |
| Remuneration | | | | Remuneration |
| and | | | | of THB 3 |
| Nomination | | | | million which |
| Committee | | | | higher than |
| Remuneration | 10,000 | 10,000 | 10,000 | 2023 in the |
| and | | | | amount of |
| Nomination | | | | THB 0.5 |
| Committee | | | | million |
| member | | | | |
| Sustainability & Cor | | | | |
| Chairman of | 15,000 | 15,000 | 15,000 | |
| Sustainability | | | | |
| & Corporate | | | | |
| Governance | | | | |
| Committee | | | | |
| Sustainability | 10,000 | 10,000 | 10,000 | |
| & Corporate | | | | |
| Governance | | | | |
| Committee | | | | |
| member | | | | |
| Other | -none- | -none- | -none- | |
| benefits | | | | |

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

<u>Resolution</u>: 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

<u>Objective and Reason</u>: 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 sever 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 Suwantararangsri | 8025 | 1 (Year 2023) |
| 2. Mrs. Chonlaros Suntiasvaraporn | 4523 | 3 (Year 2017- 2019) |
| 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:

- 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.

<u>Board's Opinion</u>: 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 Suwantararangsri C.P.A. Registration No. 8025 or
- 2) Mrs. Chonlaros Suntiasvaraporn 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 Suwantararangsri C.P.A. Registration No. 8025 or 2) Mrs. Chonlaros Suntiasvaraporn 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.

<u>Resolution</u>: 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.

| egisterea | capital. | | |
|-----------|------------------------|-------------|--------------------------|
| 'Clause 4 | Registered | Baht | (One Hundred Sixty Eight |
| | Capital of | 168,722,633 | Million Seven Hundred |
| | | | Twenty Two Thousand Six |
| | | | Hundred Thirty-Three |
| | | | Baht) |
| | Divided into | 337,445,266 | (Three Hundred Thirty |
| | | shares | Seven Million Four |
| | | | Hundred Forty Five |
| | | | Thousand Two Hundred |
| | | 5 1 . 6 50 | Sixty Six Shares) |
| | With a par value of | Baht 0.50 | (Fifty Satang) each |
| | Categorized | | |
| | into | | |
| | Ordinary | 337,445,266 | (Three Hundred Thirty |
| | shares | shares | 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.

<u>Resolution</u>: 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.

<u>Board's Opinion</u>: 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

<u>Resolution</u>: 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 Seventy Million Seven Hundred Twenty Two Thousand Hundred Thirty |
|-----------|---|-----------------------|--|
| | Divided into | 341,445,266 shares | Three Baht Only) (Three Hundred Forty One Million Four Hundred Forty Five Thousand Two Hundred Sixty Six Shares) |
| | With a par value of Categorized into | Baht 0.50 | (Fifty Satang) each |
| | 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.

<u>Resolution</u>: 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.

<u>Board's Opinion</u>: 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;
- In addition, the Board of Directors of the (2) 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).

<u>Resolution</u>: 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,

-signature-

(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

Investor Relation : Email: <u>ir@moongpattana.com</u>

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