



MAGURO
GROUP

**Invitation to the 2025 Annual General
Meeting of Shareholders
Maguro Group Public Company Limited**

Tuesday, April 22, 2025

Time 14.00 hrs.

**In the form of an electronic meeting only
(E-AGM)**

Note:

1. We request the cooperation of shareholders and/or proxies to study the procedures for attending the 2025 Annual General Meeting of Shareholders via the Inventech Connect electronic media and prepare identification documents, as well as voting methods and steps for attending the meeting, or consider granting a proxy to the company's independent directors to attend the meeting and vote on their behalf.
2. The company will allow access to the electronic meeting on April 22, 2025 at 12:00 hrs.

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Annual General Meeting of Shareholders 2025

CS 32/2568

March 31, 2025

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2025

To: Shareholders of Maguro Group Public Company Limited

Enclosures:

1. Guidelines for attending of Electronic Meeting by Inventech Connect
2. Minutes of the Annual General Meeting of Shareholders for the Year 2024 on Thursday, March 14, 2024.
3. Annual Report for the Year 2024 (Form 56-1 One Report) and Financial Statements for the Year Ended December 31, 2024 (QR Code.)
4. Documents for Agenda Item 6: Information of individuals nominated for election as directors.
5. Documents for Agenda Item 8: Information of nominees for appointments as auditors.
6. Information on independent directors for proxy appointments by shareholders.
7. Proxy forms A, B, and C (Form B is recommended).
8. Company regulations specifically related to shareholder meetings.
9. Pre-meeting question submission form for the Annual General Meeting of Shareholders for the Year 2025 via electronic media (E-AGM).

At the Board of Directors Meeting No. 1/2025 of Maguro Group Public Company Limited (the “Company”), held on Wednesday, February 26, 2025, it was resolved to convene the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 22, 2025, at 2:00 PM. The meeting will be held solely via electronic media (E-AGM) to consider the following agenda:

Agenda 1 **Matters for the Chairman to inform the meeting.**

- Report on the right to propose agenda items and nominate individuals for directorial election.
- Report on the pre-meeting question submission concerning the Annual General Meeting agenda.

Agenda 2 **To consider and certify the minutes of the Annual General Meeting of Shareholders 2024.**

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: The minutes of the Annual General Meeting of Shareholders for the Year 2024, held on Thursday, March 14, 2024, at the company’s office, have been prepared and completed within 14 days after the meeting in compliance with Section 96 of the **Public Limited Companies Act B.E. 2535 (1992)** (including amendments), and published on the company’s website (www.maguro.co.th) details as shown in the Enclosure 2.

Board of Directors’ Opinion: It is deemed appropriate to propose that the Annual General Meeting of Shareholders certify the minutes of the Annual General Meeting of Shareholders for the Year 2024 held on Thursday, March 14, 2024, which have been duly recorded in accordance with the meeting agenda.

Annual General Meeting of Shareholders 2025

Agenda 3 To acknowledge the report on the Company's operational results 2024.

(Voting: This agenda item is for acknowledgment; therefore, no voting is required)

Facts and Rationale: In compliance with Article 37 of the Company's regulations, which require the Annual General Meeting of Shareholders to acknowledge the Board's report on the company's activities for the past year, the company has summarized its operational results in the report for the year 2024, details as shown in the Enclosure 3 in QR Code format.

Board of Directors' Opinion: It is deemed appropriate to propose that the Annual General Meeting of Shareholders acknowledge the operational results of the company for the year 2024.

Agenda 4 To consider and approve the financial statements of the company for the year ended December 31, 2024.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In compliance with Section 112 of the Public Limited Companies Act and Articles 37 and 41 of the company's regulations, the Board of Directors is required to prepare a balance sheet and income statement as of the end of the fiscal year to be presented to the Annual General Meeting of Shareholders for approval. The financial statements must be audited and certified by the auditor before being presented to the shareholders.

In this case, The Audit Committee has reviewed the company's financial statements for the fiscal year ended December 31, 2024, which have been audited and signed by PricewaterhouseCoopers ABAS Ltd. (PwC) and approved by the Board, details as shown in the Enclosure 4 in QR Code format.

Board of Directors' Opinion: It is deemed appropriate to propose that the shareholders' meeting approve the financial statements for the year ended December 31, 2024, which have been audited by a certified public accountant and reviewed and approved by the Audit Committee.

Agenda 5 To consider and approve the allocation of net profit as legal reserve and dividend payment 2024.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In compliance with Section 115 of the Public Limited Companies Act and Article 46 of the company's regulations, which prohibit the company from paying dividends from sources other than profits, and require dividend payment to be approved by the shareholders' meeting, the Board may distribute interim dividends to shareholders if the company has adequate profits to do so. The interim dividend payment will be reported to the next shareholders' meeting.

The company has a policy to pay dividends to shareholders at no less than 40% of the net profit from the separate financial statements, after deducting corporate income tax and any reserves as required by law and the company's regulations. From the company's performance for the period from January 1, 2024, to March 31, 2024, the Board approved an interim dividend payment to shareholders at the rate of 0.37 baht per share, paid on May 15, 2024.

Additionally, in compliance with Section 116 of the Public Limited Companies Act and Article 47 of the company's regulations, which require the company to allocate not less than 5% of its annual net profit, less the accumulated losses brought forward (if any), as a statutory reserve until the reserve reaches 10% of the registered capital, the company's

Annual General Meeting of Shareholders 2025

registered capital is 63,000,000 baht, with a legal reserve of 6,300,000 baht, representing 10% of the registered capital, thus meeting the legal requirement. Consequently, no further allocation of the annual net profit as a legal reserve is needed.

Board of Directors' Opinion: It is deemed appropriate to propose that the shareholders' meeting consider the following:

1. Acknowledge the interim dividend payment of 0.37 baht per share, previously paid on May 15, 2024.
2. Approve skipping the allocation of net profit from the company's operations for the year 2024 to a legal reserve, as the company has already met the legal reserve requirement.
3. Approve the dividend payment to shareholders from the performance from January 1, 2024, to December 31, 2024, at the rate of 0.67 baht per share, representing 60% of the net profit, with an additional dividend payment of 0.30 baht per share to be paid.

Agenda 6 Consider approving the election of directors to replace directors who have left their positions according to their terms.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In compliance with Section 71 of the Public Limited Companies Act and Article 17 of the company's Articles of Association, it is stipulated that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be exactly divided into three parts, the number closest to one-third (1/3) shall retire. Directors who retire by rotation may be re-elected. For the directors who must retire in the first and second years after the conversion of the company, the drawing of lots will determine who shall retire. In subsequent years, the directors who have been in office the longest shall retire.

Currently, the company's Board of Directors consists of 9 directors. At the Annual General Meeting of Shareholders in 2025, 3 directors must retire by rotation, as follows:

Name-Surname	Date of resignation
1. Mr. Chatcharas Sriarun, Director	Draw, dated April 22, 2025
2. Mr. Siwat Chawriwong, Independent Director	Resign dated April 22, 2025
3. Mr. Napol Kamthornkittikul, Director	Resign dated April 22, 2025

The company has announced the criteria for shareholders to propose agenda items for the 2025 Annual General Meeting of Shareholders and to nominate individuals for election as directors of the company from November 28, 2024, to January 17, 2025. However, upon the expiration of this period for shareholders to make proposals, **no shareholder has nominated any individual** for consideration as a director of the company for the 2025 Annual General Meeting, either by postal mail or electronic mail.

The Nomination and Remuneration Committee has conducted the nomination process by considering and screening candidates based on the composition of the Board of Directors, including the qualifications, knowledge, abilities,

Annual General Meeting of Shareholders 2025

experience, and expertise appropriate for the maximum benefit of the company's operations, to be elected as directors in place of those retiring as follows:

Nominated Person	Resolution of the Board of Directors' Meeting
1. Mr. Chatcharas Sriarun : Director	No. 2/2025 on March 6, 2025 To hold the position until April 2028
2. Mr. Jirayut Rungsrithong : Independent Director	No. 2/2025 on March 6, 2025 To hold the position until April 2028
3. Mr. Sam Tansakul : Independent Director	No. 2/2025 on March 6, 2025 To hold the position until April 2028

The individual in the first position is a company director who has been nominated for re-election as a director of the company for another term.

The individuals in the second and third positions have been selected based on their knowledge and abilities, which will benefit the company's operations in accordance with the board's composition. For nominees for independent directors, the Board of Directors has considered and determined that they are capable of providing independent opinions and meet the relevant criteria. Directors with a vested interest did not participate in the consideration and voting in the Board meeting.

The information of the nominated individuals for the election of a director is included details as shown in the Enclosure 5.

Board of Directors' Opinion: It is deemed appropriate to propose the following for shareholder consideration:

1. Re-elect Mr. Chatcharas Sriarun as a director of the company for another term.
2. Elect Mr. Jirayut Rungsrithong to the position of director of the company.
3. Elect Mr. Sam Tansakul to the position of director of the company.

The individuals nominated this time have passed the careful and thorough screening process undertaken by the Nomination and Remuneration Committee and the Board of Directors. They have been deemed qualified according to the relevant criteria and suitable for the company's business operations.

Furthermore, the nominees in positions 2 and 3 will also serve as independent directors, as the Board of Directors has determined that both individuals meet the legal qualifications for independent directors and align with the definition of independent directors set by the Stock Exchange. They are capable of providing independent opinions in accordance with relevant criteria. Directors with a vested interest in this matter abstained from voting.

Agenda 7 **Consideration and approval of the remuneration of company directors and subcommittee directors 2025**

(Voting: Requires no less than two-thirds (2/3) of the total votes of shareholders attending the meeting)

Annual General Meeting of Shareholders 2025

Facts and Rationale: To comply with Section 90 of the Public Limited Companies Act and Article 22 of the company's Articles of Association, which stipulates that "Company directors are entitled to receive director remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other compensations as determined by the shareholders' meeting's resolution with votes no less than 2/3 (two-thirds) of the total votes of shareholders attending the meeting. The remuneration may be set as a fixed amount or based on certain criteria, and it may be determined as a one-time payment or effective until changed by a resolution of a subsequent shareholders' meeting. Additionally, company directors are entitled to various allowances and benefits in accordance with company regulations."

The Nomination and Remuneration Committee has considered a comparative study of the remuneration for company directors and subcommittee directors for the year 2025 at new rates, benchmarked against listed companies in the Stock Exchange of Thailand within the same industry group and of comparable business size. The proposed remuneration is fair and reasonable, reflecting the duties and responsibilities in closely overseeing both policies and strategies, enabling the company to operate efficiently and effectively, with total remuneration not exceeding 4,500,000 baht. The remuneration details are as follows:

Position	Year of proposal 2025 (THB/time)	Year of proposal 2024 (THB/time)
1. Board of Directors		
- - Chairman	37,500	37,500
- - Director	22,000	22,000
2. Audit Committee		
- - Chairman	32,000	32,000
- - Director	22,000	22,000
3. Executive Committee		
- - Chairman	10,000	10,000
- - Director	6,000	6,000
4. Risk Management Committee		
- - Chairman	30,000	30,000
- - Director	15,000	15,000
5. Nomination and Remuneration Committee		
- - Chairman	30,000	32,000
- - Director	15,000	15,000
6. Environment, Social and Corporate Governance Committee		
- - Chairman	30,000	20,000
- - Director	15,000	13,000

Annual General Meeting of Shareholders 2025

Director Bonus : The Company will calculate the bonus payment from the remaining approved director compensation amount, with the Board of Directors considering the conditions, details and bonus payment rates as appropriate.

Other Benefits : None

Board of Directors' Opinion : It is appropriate to propose a general meeting of shareholders to consider approving the remuneration of the Company's directors and subcommittees for the year 2025 at a new rate as approved by the Nomination and Remuneration Committee and the Board of Directors.

Agenda 8 Consideration of approval of the appointment of the Company's auditor and determination of the auditor's remuneration 2025

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In accordance with Section 120 of the Public Limited Companies Act and Article 37 of the company's Articles of Association, which require the annual general meeting of shareholders to appoint an auditor and determine the auditor's fees each year, the appointment of the same auditor is possible.

Therefore, at this Annual General Meeting of Shareholders, it is necessary to appoint the company's auditor and set the remuneration for the auditor for the year 2025. In selecting an auditor with the appropriate qualifications and reasonable audit fees for the year 2025, the Audit Committee has considered and recommends the appointment of one of the auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as follows:

1. Ms. Sukhumaporn Wong-ariyaporn, CPA No. 4843 and/or
2. Ms. Waraporn Worathitikun, CPA No. 4474 and/or
3. Ms. Naphanuch Aphichatsathian, CPA No. 5266

The audit fee for the financial year ending December 31, 2025, is proposed at 2,000,000 Baht, as thoroughly considered by the Audit Committee.

The three nominated auditors possess the qualifications specified in the Securities and Exchange Commission's announcement regarding auditor rotation: no one has audited or reviewed the financial statements of the company for seven consecutive fiscal years. Additionally, PricewaterhouseCoopers ABAS Ltd. (PwC) and these auditors have no relationship or conflict of interest with the company, its subsidiaries, management, major shareholders, or related individuals, thus maintaining their independence in auditing and expressing opinions on the company's financial statements.

The information of the nominated auditors for the year 2025 details as shown in the Enclosure 7.

Board of Directors' Opinion: It is appropriate to propose at the shareholders' annual general meeting to approve the appointment of any auditor from PricewaterhouseCoopers ABAS Ltd. as the auditor to review and audit the company's 2025 financial statements. The audit fee for the year ending December 31, 2025, is proposed at 2,000,000 Baht, as reasonably considered by the Audit Committee.

Annual General Meeting of Shareholders 2025

Agenda 9 Other matters (if any)

Facts and Rationale : To allow shareholders to question and/or express opinions to the Board of Directors (if any) and/or for the Board to clarify and respond to shareholders' inquiries, there will be no other matters proposed for approval and no voting will take place in this agenda item.

The company has set the Record Date for shareholders entitled to attend the Annual General Meeting of Shareholders for the Year 2025 on Friday, March 14, 2025.

Moreover, shareholders who wish to appoint a proxy to attend and vote on their behalf, either an independent director or another person, must upload the required documents and evidence according to the details specified in the instructions for participating in the meeting via electronic media (E-AGM) as per Enclosure 1. For proxy appointments and question submissions, please fill out all details, including the date and signature of the shareholder, in Proxy Form A, B, or C, and send the proxy form to the company prior to the meeting (for convenience, please submit the proxy form and supporting documents for consideration to the company at least one day before the meeting). Please note that the company reserves the right to deny registration in cases where documents are incomplete or incorrect.

We hereby invite shareholders to attend the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 22, 2025, at 2:00 PM via electronic media. The company will allow shareholders access to the electronic meeting system starting from 12:00 PM onwards.

Yours Sincerely,



(Waewkane Assoratgoon)

Chairman of the Board

Maguro Group Public Company Limited

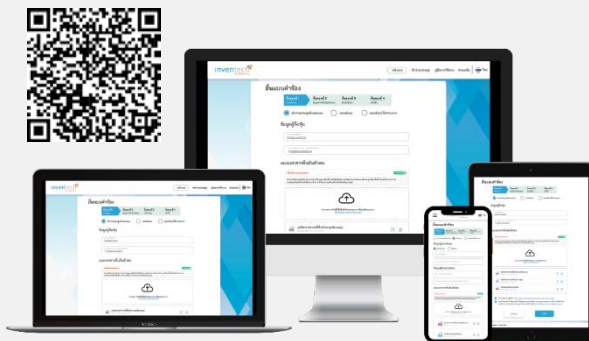
Company Secretary

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inv.inventech.co.th/MAGURO942026R/#/homepage> or scan QR Code and follow the Steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice
Annual General Meeting
- 2 Choose type request for request form to 4 step
Step 1 Fill in the information shown on the registration
Step 2 Fill in the information for verify
Step 3 Verify via OTP
Step 4 Successful transaction, The system will display information again to verify the exactitude of the
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 10 April 2025 at 8:30 a.m. and shall be closed on 22 April 2025 Until the end of the meeting.
3. The electronic conference system will be available on 22 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 22, 2025, at 05.00 p.m.

Company Secretary Department

Maguro Group Public Company Limited 1706/26 Safebox Office Bangkok, Room No. 8,9,10,11,
2nd Floor, Rama 6 Road Rongmuang, Pathum Wan, Bangkok 10330

If you have any problems with the software, please contact



02-460-9229



@inventechconnect



The system available during 10 - 22 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

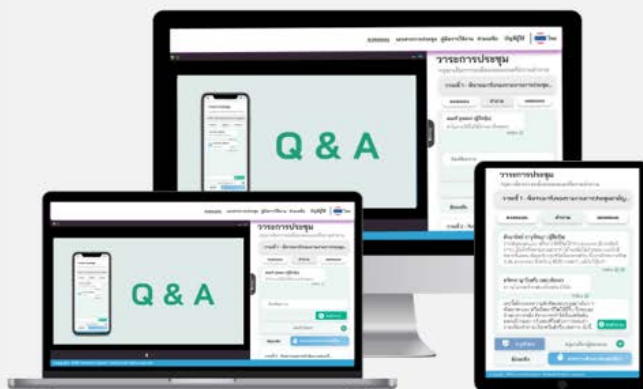
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video record.
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use Inventech Connect

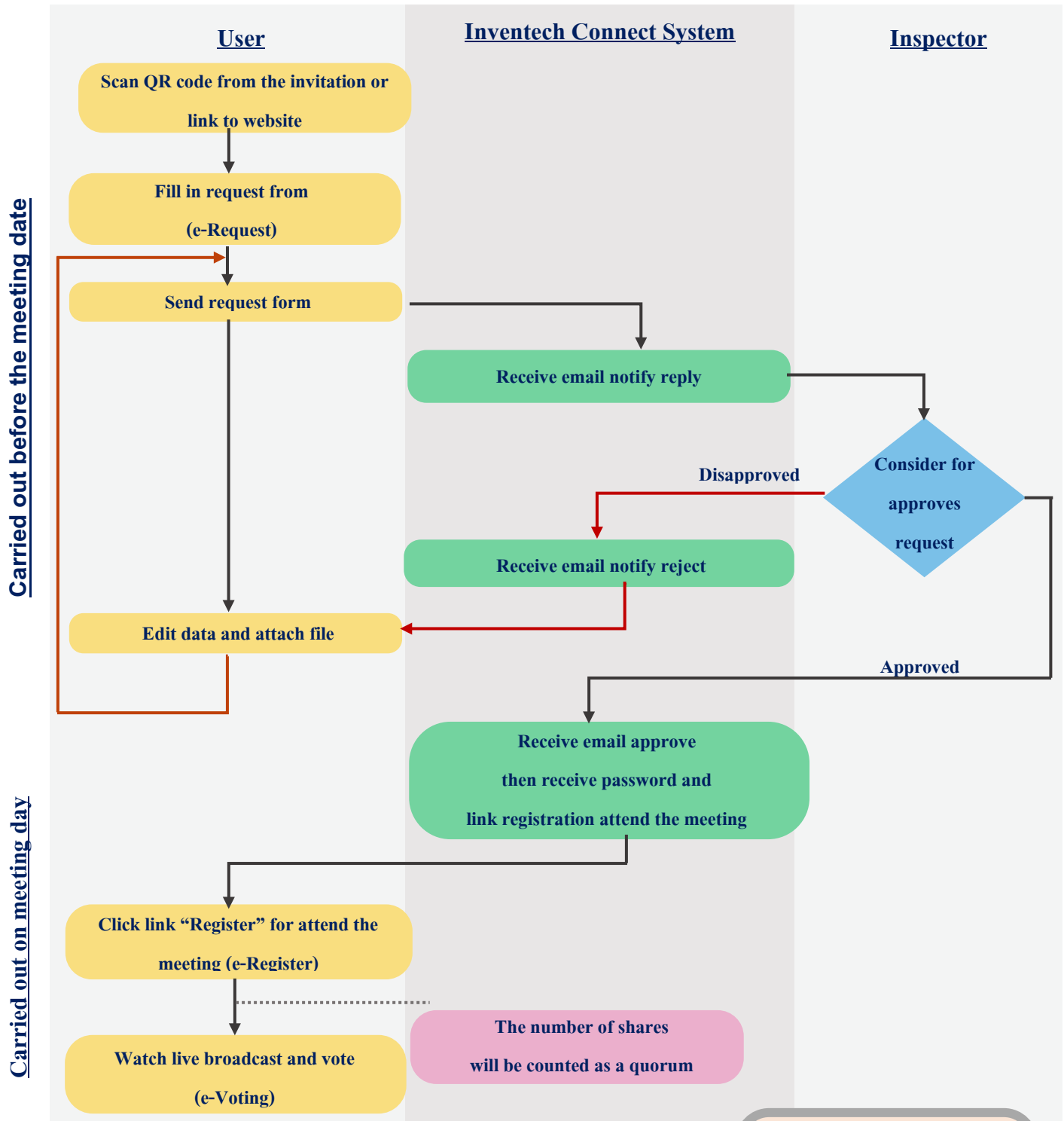


User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

Minutes of the 2024 Annual General Meeting of Shareholders

of

Maguro Group Public Company Limited

Meeting Time and Venue:

The meeting was held on Thursday, March 14, 2024, at 09:30 AM at Meeting Room 2A, No. 1706/26 Safe Box Office Building, Bangkok, Rooms 8, 9, 10, 11, 2nd Floor, Rama 6 Road, Rong Mueang Sub-district, Pathum Wan District, Bangkok 10330.

Directors Attending:

1. Mrs. Waewkane Assoratgoon - Independent Director / Chairperson
2. Mr. Chakaphat Naskan - Independent Director / Chairman of the Audit Committee
3. Mr. Siwat Chawareewong - Independent Director / Chairman of the Nomination and Remuneration Committee
4. Mr. Ekaluck Wangchucherdkul - Director / Chairman of the Executive Committee
5. Mr. Eakkalurk Sangsareedumrong - Director / CEO / Chairman of the Environmental, Social, and Corporate Governance Committee
6. Mr. Jakkrit Saisomboon - Director
7. Mr. Ronnakad Chinsamran - Director

Executives Attending:

1. Mr. Peerapon Stirayakon - Chief Human Resources Officer and Company Secretary
2. Mrs. Tipawan Tantipongse - Chief Financial Officer
3. Miss Auschara Khunchoen - Assistant Company Secretary

Financial Advisor Attending:

1. Miss Piyanant Limmasawatkul - Financial Advisor, J Capital Advisory Co., Ltd.

The meeting began at 09.30 hrs.

Before proceeding with the agenda, Mr. Peerapon Stirayakon, the Company Secretary acting as the meeting facilitator, explained the voting procedures, vote counting method, and how to ask questions or express opinions as follows:

1. The meeting will consider the items according to the agenda in the notice of the meeting that was sent to all shareholders in advance. Shareholders will be given the opportunity to ask questions before voting, and results will be announced after the vote count for each agenda item is completed.

Annual General Meeting of Shareholders 2025

2. During the voting process, each shareholder will have votes equal to the number of shares they hold, with one share equaling one vote.
3. Before voting, the meeting facilitator will ask shareholders for their opinions on each agenda item, whether they “disapprove,” “abstain,” or “approve” in order.
4. The voting includes the following:
 - (1) Agenda items 1, 3, 4, 7, and 8 require a majority vote of the shareholders present and voting for approval.
 - (2) Agenda item 8, considering the election of three directors to replace those retiring by rotation, will be voted on an individual basis and requires a majority vote of the shareholders present and voting.
 - (3) Agenda item 2 is for acknowledgment only and does not involve voting.
 - (4) The company will deduct the number of disapproval and abstention votes from the total votes, and the remainder will be considered approval votes for that agenda item. If no one opposes or comments otherwise, the meeting’s resolution will be deemed unanimously approved.

In this meeting, three shareholders attended in person, and two by proxy, totaling five attendees, holding 104,539,800 shares in total, representing 100% of the company’s issued shares, meeting the quorum requirements as stipulated in the company's Articles of Association. The meeting consisted of nine agenda items in total, as follows.

Mrs. Waewkanee Assoratgoon, serving as Chairperson, greeted the shareholders and informed the meeting that a quorum was present. As Chairperson of the meeting, she opened the agenda items for consideration as listed in the meeting invitation. She assigned Mr. Peerapon Stirayakon, the Company Secretary, to report the details of each agenda item to the meeting as follows:

Agenda 1: Approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on Monday, August 7, 2023.

Mr. Peerapon Stirayakon, the Company Secretary, reported to the meeting that the company completed the minutes of the Extraordinary General Meeting No. 1/2023, held on Monday, August 7, 2023, within 14 days from the meeting date, as stipulated in Section 96 of the Public Limited Companies Act, B.E. 2535 (as amended). A copy of the minutes was sent to shareholders along with the invitation to the Annual General Meeting 2024, and no objections or amendments were requested. The Board reviewed and confirmed the minutes were accurate and in accordance with the shareholders' resolutions. Therefore, it is recommended to the 2024 Annual General Meeting of Shareholders to approve these minutes.

The Chairman invited shareholders to inquire or comment, but there were no questions or comments.

The Chairman requested the meeting to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on Monday, August 7, 2023.

Annual General Meeting of Shareholders 2025

Agree	104,539,800	Votes	calculated as a percentage of	100.0000
Disagree	0	Vote	calculated as a percentage of	0.0000
Abstain	0	Vote	calculated as a percentage of	0.0000
Void	0	Vote	calculated as a percentage of	0.0000
Total	104,539,800	Votes	calculated as a percentage of	100.0000

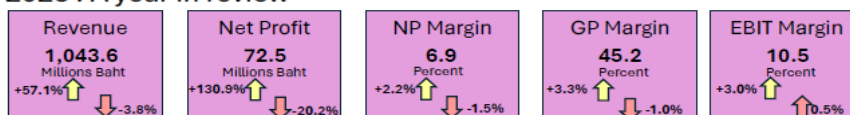
Agenda 2: Acknowledgment of the Company's Operating Results 2023 (January 1 - December 31, 2023)

The Chairman assigned Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the company's operating results for the year 2023 (January 1 - December 31, 2023) to the meeting.

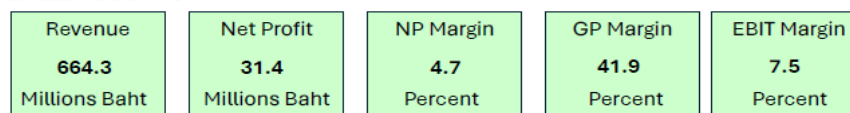
Mrs. Tipawan Tantipongse, Chief Financial Officer, informed the meeting that this agenda item concerns the company's operating results for the year 2023 (January 1 - December 31, 2023). Compared to the overall budget, the company's performance for the year 2023 was better than expected, and she invited shareholders to provide further comments, presenting the details to the meeting in a presentation format as follows.

Financial Highlights

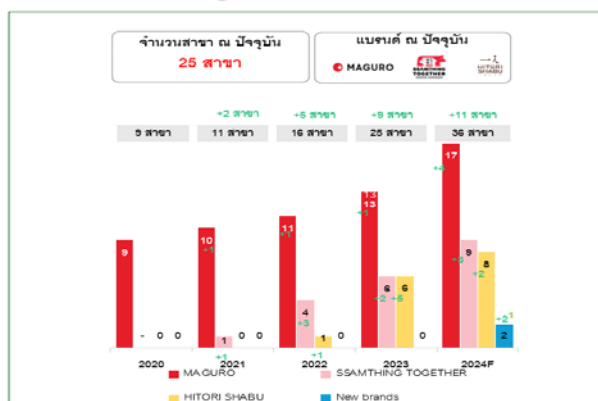
2023 : A year in review



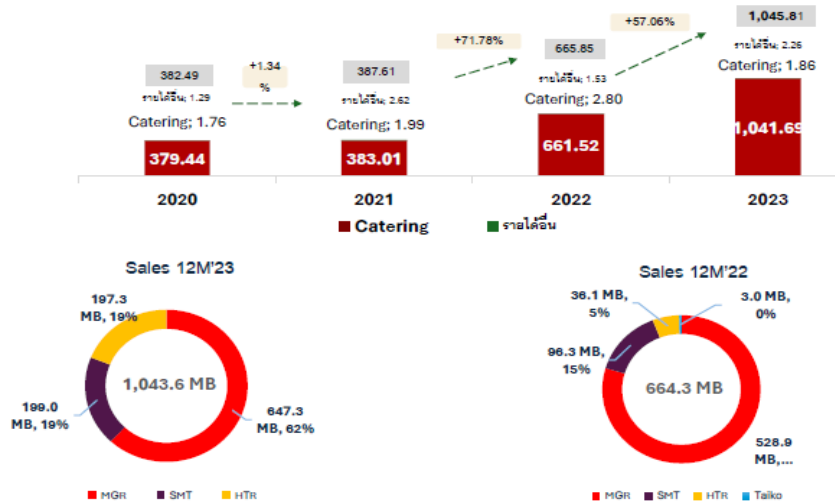
2022 : Last Year



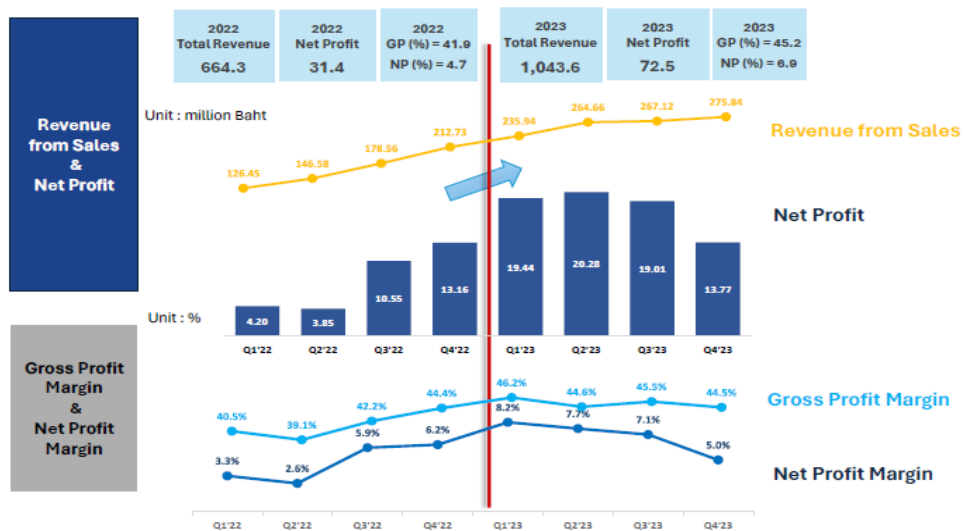
Branding and Store Extension



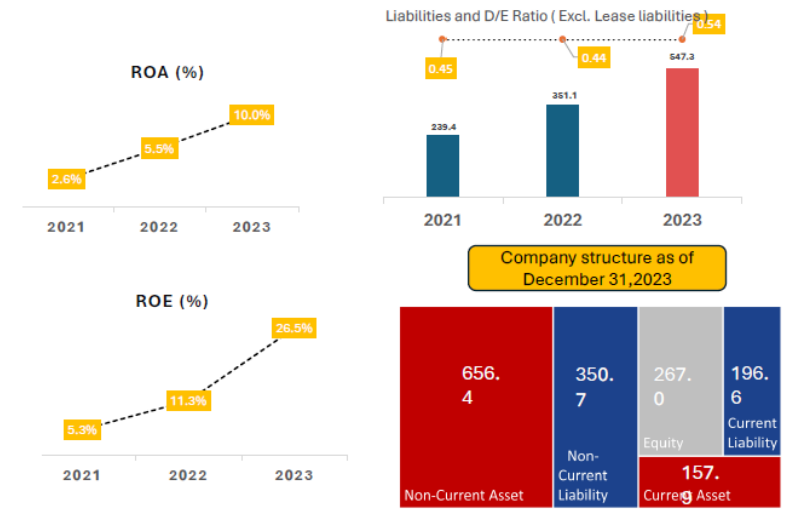
Revenue Structure



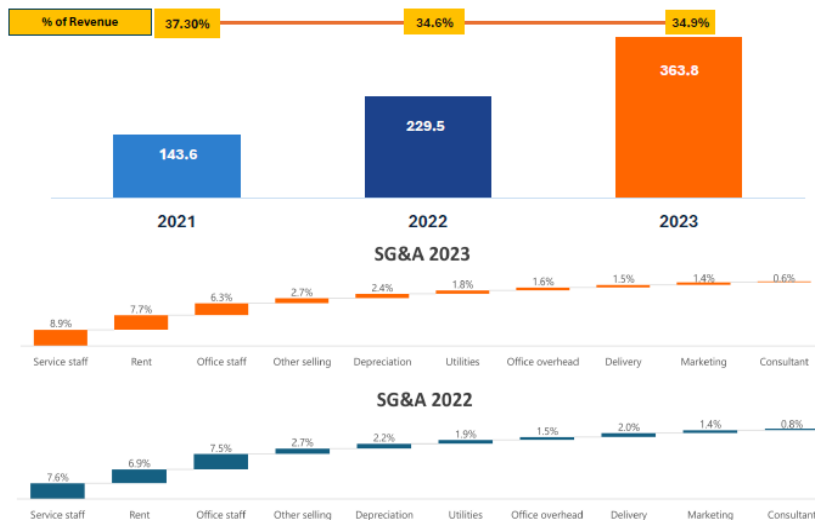
Sales and Profit Trend : 2023 vs 2022



Key Financial Ratio



SG&A Expense



The Chairman allowed attending shareholders to ask questions and provide additional comments. Since no shareholder raised any questions or comments, and as this agenda item was to acknowledge the company's operating results for the year 2023 (January 1 - December 31, 2023), no vote was needed.

Meeting Resolution: The meeting acknowledged the company's operating results for the year 2023 (January 1 - December 31, 2023) as presented.

Annual General Meeting of Shareholders 2025

Agenda 3 Consideration of approval of the company's financial statements for the fiscal year ending December 31, 2023

The Chairman assigned Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the company's financial statements for the fiscal year ending December 31, 2023, to the meeting.

Mrs. Tipawan Tantipongse, Chief Financial Officer, informed the meeting that this agenda item involves presenting the company's financial statements for the fiscal year ending December 31, 2023. These statements were audited and certified by the auditor, PricewaterhouseCoopers ABAS Ltd. (PwC), and approved by the Board of Directors. Shareholders were invited to provide further comments. The details to the meeting in the presentation are as follows:

Consideration of approval of the financial statement and the statement of comprehensive income for the year ending December 31, 2023

หน่วย: ล้านบาท		
รายการ	ปี 2566	ปี 2565
งบแสดงฐานะการเงิน		
สินทรัพย์รวม	814.36	630.79
หนี้สินรวม	547.29	391.07
ส่วนของผู้ถือหุ้น	267.07	279.71
งบกำไรขาดทุนเบ็ดเสร็จ		
รวมรายได้	1,045.81	665.83
รวมค่าใช้จ่าย	973.33	634.09
กำไรสุทธิ	72.48	31.76
กำไรเบ็ดเสร็จรวม	73.02	32.53
กำไรต่อหุ้น (บาท)	0.69	0.30

The Chairman gave the shareholders in attendance an opportunity to ask for more details and provide comments. No one asked or provided any comments.

The Chairman asked the meeting to vote to approve the Company's financial statements for the fiscal year ending December 31, 2023.

Meeting Resolution: The meeting resolved to approve the Company's financial statements for the fiscal year ending December 31, 2023 by a majority vote of the shareholders attending the meeting and casting votes, as follows:

Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000

Annual General Meeting of Shareholders 2025

Total	104,539,800	votes	calculate as the percentage of	100.0000
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Agenda 4: Consider and approve the annual dividend payment for the year 2023 and the appropriation of profits as legal reserve, as well as acknowledgment of interim dividend payments in 2023

The Chairman assigned Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the annual dividend payment for the year 2023 and the appropriation of profits as legal reserve, as well as acknowledgment of interim dividend payments in 2023, to the meeting.

Mrs. Tipawan Tantipongse, Chief Financial Officer, explained to the meeting that this agenda item involves considering the approval of the annual dividend payment for the year 2023 and the appropriation of profits as a legal reserve, as well as acknowledging interim dividend payments in 2023. Based on the company's performance from January 1 to September 30, 2023, the Board has approved interim dividend payments from net profits as follows:

1. For the three months ending March 31, 2023, at 29.271 THB per share, totaling 15.3 million THB.
2. For the six months ending June 30, 2023, at 34.436 THB per share, totaling 18 million THB.
3. For the nine months ending September 30, 2023, at 0.172 THB per share, totaling 18 million THB.

Therefore, the company will pay an annual dividend for the year 2023, for which the 2024 Annual General Meeting of Shareholders will consider approval, at 0.125 THB per share, totaling 13.07 million THB. Additionally, to comply with Section 116 of the Public Limited Companies Act and Article 47 of the company's Articles of Association, which requires the company to allocate part of its annual net profits as a statutory reserve of not less than 5% of the annual net profits deducted by the previous accumulated losses (if any) until the reserve reaches not less than 10% of the registered capital. The company has a registered capital of 63,000,000 THB and a legal reserve of 6,300,000 THB, equivalent to 10% of the registered capital. Therefore, no additional legal reservation is necessary.

The Chairman invited shareholders to ask questions or provide comments, but none were offered.

The Chairman requested the meeting to vote on approving the annual dividend payment for the year 2023 and the appropriation of profits as legal reserve, as well as acknowledging the interim dividend payments in 2023.

Meeting Resolution: The meeting approved the annual dividend payment for the year 2023 and the appropriation of profits as legal reserve, as well as acknowledged the interim dividend payments in 2023, with the majority of shareholders present and voting.

Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000

Annual General Meeting of Shareholders 2025

Total	104,539,800	votes	calculate as the percentage of	100.0000
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Agenda 5 **Consider and approve amendments to the company's Articles of Association and related authorizations**

The Chairman assigned Mr. Peerapon Stirayakon, the Company Secretary, to present the amendments to the company's Articles of Association and related authorizations to the meeting.

Mr. Peerapon Stirayakon, the Company Secretary informed the meeting that to align the company's Articles of Association with the Ministerial Regulations on share buybacks, resale of treasury shares, and cancellation of treasury shares of companies (No. 2) B.E. 2565, it is necessary to amend Article 10 as follows:

Original Article 10: The company's share buybacks must be approved by the shareholders' meeting, except in cases where the company is listed on the Stock Exchange of Thailand, and the buyback is no more than ten (10) % **of the paid-up capital**, allowing the Board to approve the buyback. If the repurchased shares exceed ten (10) % **of the paid-up capital**, shareholders' approval is required, and the company must repurchase shares within one year from the shareholders' meeting date.

Amendment to Article 10: The company's share buybacks must be approved by the shareholders' meeting, **except in cases where the buyback** does not exceed ten (10) % **of the total issued shares**, allowing the Board to approve the buyback. If the repurchased shares exceed ten (10) % **of the total shares issued**, shareholders' approval is required, and the company must repurchase shares within one year from the shareholders' meeting approval date. Authorization is granted to the company's legal advisors to proceed with related matters.

The Chairman invited shareholders to ask questions or provide comments, but none were made.

The Chairman requested the meeting to vote on approving the amendments to the company's Articles of Association and related authorizations.

Meeting Resolution: The meeting resolved to approve the amendments to the company's Articles of Association as follows: Article 10: The company's share buybacks must be approved by the shareholders' meeting, except in cases where the buyback does not exceed 10% of the total issued shares, allowing the Board to approve the buyback. If the repurchased shares exceed 10% of the total issued shares, shareholders' approval is required, and the company must repurchase shares within one year from the shareholders' meeting approval date, along with related authorizations. This was approved by no less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote as follows.

Agree	104,539,800	votes	calculate as the percentage of	100.0000
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Annual General Meeting of Shareholders 2025

Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000
Total	104,539,800	votes	calculate as the percentage of	100.0000

Agenda 6 Consideration of approval of the determination of directors' remuneration for the year 2024.

The Chairman assigned Mr. Peerapon Stirayakon, the Company Secretary, to present the determination of directors' remuneration for the year 2024 to the meeting.

Mr. Peerapon Stirayakon, the Company Secretary, informed the meeting that Article 22 of the company's Articles of Association specifies that "Directors are entitled to receive directors' remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as the shareholders' meeting may determine and resolve with no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting. The remuneration may be set as a fixed amount or determined by specific criteria and may be designed to apply for just one time or until changed by a resolution of a future shareholders' meeting. Additionally, directors are entitled to stipends and various benefits according to the company regulations."

The Board considered the directors' remuneration based on recommendations from the Nomination and Remuneration Committee by comparing it with listed companies on the Stock Exchange of Thailand of a similar industry and business size, which is fair and reasonable, aligned with the responsibilities of thoroughly supervising policies and strategies and effectively managing the company's expenses. The Board deemed it appropriate to propose this to the Annual General Meeting of Shareholders to approve directors' remuneration for the year 2024, not exceeding 4,000,000 THB in total, as follows:

1. Meeting allowance: This is compensation for attending each meeting.

Position	Year of proposal 2024 (THB/time)	Year of proposal 2023 (THB/time)
1. Board of Directors		
- - Chairman	37,500	28,000
- - Director	22,000	20,000
2. Audit Committee		
- - Chairman	32,000	20,000
- - Director	22,000	13,000
3. Executive Committee		

Annual General Meeting of Shareholders 2025

Position	Year of proposal 2024 (THB/time)	Year of proposal 2023 (THB/time)
- - Chairman	10,000	10,000
- - Director	6,000	6,000
4. Risk Management Committee		
- - Chairman	30,000	20,000
- - Director	15,000	13,000
5. Nomination and Remuneration Committee		
- - Chairman	32,000	20,000
- - Director	15,000	13,000
6. Environment, Social and Corporate Governance Committee		
- - Chairman	20,000	20,000
- - Director	13,000	13,000

2. Director Bonus: The Company will calculate the bonus payment from the remaining approved director compensation amount, with the Board of Directors considering the conditions, details and bonus payment rates as appropriate

3. Other benefits: None

The Chairman invited shareholders to ask questions or provide comments, but none were made.

The Chairman requested the meeting to vote on approving the directors' remuneration for the year 2024 until changed by a future shareholders' resolution, as proposed by the Nomination and Remuneration Committee

Meeting Resolution: The meeting approved the directors' remuneration for the year 2024 with no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting as follows

Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000
Total	104,539,800	votes	calculate as the percentage of	100.0000

Annual General Meeting of Shareholders 2025

Agenda 7 Consider and approve the appointment of the company's auditors and the determination of the auditors' remuneration for the year 2024.

The Chairman assigned Mrs. Tipawan Tantipongse, Chief Financial Officer, to present the appointment of the company's auditors and determination of auditors' remuneration for the year 2024 to the meeting.

Mrs. Tipawan Tantipongse, Chief Financial Officer, informed the meeting that Article 37 of the company's Articles stipulates the Annual General Meeting of Shareholders shall appoint the auditors and determine their remuneration annually. The same auditors may be reappointed.

The Audit Committee proposed the engagement of auditors from PricewaterhouseCoopers ABAS Ltd. (PwC), serving as auditors for the third consecutive year, which the Board approved to seek the Annual General Meeting of Shareholders' approval to appoint any of the following auditors to review and audit the financial statements for the year 2024, ending on December 31, 2024, with an audit fee set at 2,400,000 THB, as follows:

1. Miss Sukumaporn Wongariyaporn, CPA License No. 4843, and/or
2. Mr. Wichian Kingmontree, CPA License No. 3977, and/or
3. Miss Waraporn Worathitkul, CPA License No. 4474

In case these certified auditors are unable to perform their duties, PricewaterhouseCoopers ABAS Ltd. (PwC) shall provide other certified auditors to replace them. The auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) are experienced and capable, providing satisfactory performance with appropriate audit fees relative to the workload, maintaining independence without any relationships or conflicts of interest with the company to objectively review and express their opinion on the company's financial statements.

Auditor's remuneration for 2024, comparing 2023 and 2022			
Auditor fees for 2024	2024 (proposed year) (THB)	2023 (THB)	2022 (THB)
	2,400,000	2,050,000	1,890,000
Number of branches	36 Branches	25 Branches	16 Branches
Other service fees	-	-	-

The Chairman provided the shareholders in attendance an opportunity to ask for more details and provide comments. No one asked or provided any comments.

The Chairman asked the meeting to vote to approve the appointment of the Company's auditors and determine their remuneration for 2024.

Annual General Meeting of Shareholders 2025

Meeting Resolution: The meeting resolved to approve the appointment of any one of PricewaterhouseCoopers ABAS Limited (PwC) as the Company's auditors, as follows:

1. Ms. Sukhumaporn Wong-ariyaporn, CPA No. 4843 and/or
2. Mr. Wichian Kingmontri, CPA No. 3977 and/or
3. Ms. Waraporn Worathitikun, CPA No. 4474

and approved the remuneration of 2,400,000 baht by a majority vote of the shareholders who attended the meeting and voted.

Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000
Total	104,539,800	votes	calculate as the percentage of	100.0000

Agenda 8 **Consideration of approval of the election of directors to replace those who resigned by rotation**

The Chairman assigned Mr. Peerapon Stirayakon, Company Secretary, to present the election of directors to replace those who resigned by rotation to the meeting. The interested directors expressed their intention to leave the meeting room as follows:

- | | |
|--------------------------------|----------------------|
| 1. Mr. Chakaphat Naskan | Independent Director |
| 2. Mr. Ekaluck Wangchucherdkul | Director |
| 3. Napol Kamthonkittikul | Director |

Mr. Peerapon Stirayakon, Company Secretary informed the meeting that Article 17 of the Company's Articles of Association, which stipulates that at every annual general meeting of shareholders, one-third (1/3) of the number of directors at that time must retire from their positions. If the number of directors cannot be divided exactly into three parts, the number closest to one-third (1/3) must retire. Directors who have vacated their positions may be re-elected. For directors who must retire in the first and second years after the company's transformation, a drawing of lots will be used to determine who will retire.

In subsequent years, the director who has been in office the longest will be the one to retire. Currently, the Board of Directors consists of 9 directors. At the 2024 annual general meeting of shareholders, 3 directors will be vacated by drawing lots:

Annual General Meeting of Shareholders 2025

- | | |
|--------------------------------|----------------------|
| 1. Mr. Chakaphat Naskan | Independent Director |
| 2. Mr. Ekaluck Wangchucherdkul | Director |
| 3. Napol Kamthonkittikul | Director |

The Board of Directors (excluding the interested directors) considered and found that the three directors who had resigned, namely (1) Mr. Chakaphat Naskan, (2) Mr. Ekaluck Wangchucherdkul and (3) Mr. Napol Kamthornkittikul, were people with knowledge, ability, expertise, and experience appropriate for the Company's business and had the qualifications as specified by the relevant laws and regulations. Therefore, it was deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to appoint three people to return to the Company's directorship for another term.

The Chairman gave the shareholders attending the meeting an opportunity to ask for more details and provide additional comments. It turned out that no one asked or provided any comments.

The Chairman asked the meeting to vote to approve the election of directors to replace the directors who had resigned by rotation.

Meeting Resolution: The meeting resolved to approve the election of directors to replace the directors who had resigned by rotation by a majority vote of the shareholders attending the meeting and casting votes, as follows:

The Chairman allows the shareholders in attendance an opportunity to ask for more details and provide comments. No one asked or provided any comments.

The Chairman asked the meeting to vote to approve the election of directors to replace those who resigned by rotation.

Meeting Resolution: The meeting resolved to approve the election of directors to replace those who resigned by rotation by a majority vote of the shareholders who attended the meeting and voted, as follows:

1. Mr. Chakaphat Naskan, Independent Director (re-termed)

Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000
Total	104,539,800	votes	calculate as the percentage of	100.0000

2. Mr. Ekaluck Wangchucherdkul Director (re-termed)

Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000

Annual General Meeting of Shareholders 2025

Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000
Total	104,539,800	votes	calculate as the percentage of	100.0000
3. Napol Kamthonkittikul Director (re-termed)				
Agree	104,539,800	votes	calculate as the percentage of	100.0000
Disagree	0	vote	calculate as the percentage of	0.0000
Abstain	0	vote	calculate as the percentage of	0.0000
Void	0	vote	calculate as the percentage of	0.0000
Total	104,539,800	votes	calculate as the percentage of	100.0000

Agenda 9 Other matters (if any)

The Chairman gave the shareholders who attended the meeting an opportunity to ask for more details and provide additional comments. It turned out that no one asked or provided any comments. Therefore, he closed the meeting and thanked the shareholders and proxies who attended the 2024 Annual General Meeting of Shareholders of the Company.

The meeting closed at 11.00 a.m.



(Mrs. Waewkanee Assoratgoon)

Chairman of the Board

Maguro Group Public Company Limited

Chairman of the meeting



(Mr. Peerapon Stirayakon)

Chief Human Resources Officer and Company Secretary

Meeting Minutes

Annual Report for the Year 2024 (Form 56-1 One Report) and Financial Statements for the Year Ended December 31, 2024 (QR Code.)



QR Code Downloading Instructions

iOS System (iOS 11 and higher models)

1. Turn on a mobile camera.
2. Scan a QR code.
3. A notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR code can be scanned with other applications such as QR CODE READER, Facebook and Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR code with Line application

- 1.1 Open Line application → Add friend
 - 1.2 Choose "QR Code"
 - 1.3 Scan the QR Code
2. Scan the QR Code to access documents.

Information of individuals nominated for election as directors.

(Documents for Agenda 6)

Name-Surname:	Mr. Chatcharas Sriarun	
Position:	Director / Member of Executive Committee	
Ages:	46 Years	
Appointed Date of Director	February 13, 2015 – Present	
Shareholding interests in the	Held personally 17,325,000 shares or 13.75	
Company	Held by spouse or minor children (None)	
Family relationships between executives	Co-Founder	
Education	Bachelor of Business Administration (Marketing), Rangsit University	
Related Training Program held by Thai Institute of Directors Association (IOD)	Director Certificate Program (DCP) Class of 318/2022	
Working experience	2015 – Present Director / Member of Executive Committee, Maguro Group Public Co., Ltd. 2021 – Present Director, Maguro Group Holding Co., Ltd. 2013 – Present Director, Lucky Pony Studio Co., Ltd.	
Holding positions in other businesses that may cause conflicts of interest	-None-	
Meeting Attendance in 2024	Board of Directors Meeting 4/6 Executive Committee Meeting 10/12	
Conflict of special interest in this meeting	-None-	

Annual General Meeting of Shareholders 2025

Name-Surname: Mr. Jirayut Rungsritthong

Appointed of Director Independent Director

Ages: 57 Years

Shareholding interests in the -None-

Company:

Family relationships between executives: -None-

Education: Bachelor of Computer Engineering - King Mongkut's Institute of Technology, Ladkrabang

Master of Operations Research - George Washington University, USA

Ph.D., Business Administration, Nova Southeastern University, USA

Related Training Program held Director Accreditation Program (DAP) Class of 36/2005

by Thai Institute of Directors Director Certificate Program (DCP) Class of 60/2005

Association (IOD) : Financial Institutions Governance Program (FGP) Class of 4/2012

Other training courses: National Defense College of Thailand Class 61

Capital Market Academy - Stock Exchange of Thailand

Business Revolution and Innovation Network - Federation of Thai Industries

Working experience: 2022 - present : Independent Director / Nomination, Remuneration, CG, & SD Committee

Index Living Mall PLC

2020 - present : Independent Director / Nomination, Remuneration, CG Committee

Index Living Mall PLC

2018 - present : Chairman of the Audit Committee / Independent Director

Index Living Mall PLC

2017 - present : Director

Universal Utilities PLC

2016 - 2022 : Director / President

Eastern Water Resources Development and Management PLC

Holding positions in other -None-

businesses that may cause

conflicts of interest:

Meeting Attendance in 2024: -None-

Conflict of special interest in this meeting: -None-



Annual General Meeting of Shareholders 2025

Name-Surname:	Mr. Sam Tanskul	
Appointed of Director	Independent Director	
Ages:	44 Years	
Shareholding interests in the	-None-	
Company:		
Family relationships between	-None-	
executives:		
Education:	Msc. Economics in Finance and Management, University of Bristol, UK BBA in Finance and Banking (Hons, Cum Laude), Assumption University Certificate in Digital Transformation, Massachusetts Institute of Technology (MIT)	
Related Training Program held	Director Certificate Program (DCP) Class of 249/2016	
by Thai Institute of Directors	Director Leadership Certification Program (DLCP) Class of 3/2023	
Association (IOD) :		
Other training courses:	CMA Batch 34/2024, Capital Market Academy	
Working experience:	Feb 2025 - Present : Independent Director and member of Audit Committee Thonburi Healthcare Group PCL. Dec 2021 - Present : Chief Executive Officer Tanskul Holding Co., Ltd. Aug 2021 - 2024 : Independent Director, Vice Chairman, Chairman of Risk Management Committee and Audit Committee TBN Corporation PCL. 2021 - 2024 : Director Choco CRM Co., Ltd. 2561 - 2024 : Assistant Managing Director Bank of Ayudhya PCL. 2021 - 2024 : Independent Director TBN Corporation PCL.	
Holding positions in other	-None-	
businesses that may cause		
conflicts of interest:		
Meeting Attendance in 2024:	-None-	
Conflict of special interest in this	-None-	
meeting:		



Information of nominees for appointments as auditors.

ame-Surname: Miss Sukhumaporn Wong-ariyaporn
Age: 56 years old
Nationality: Thai
Workplace: PricewaterhouseCoopers ABAS Limited (PwC)
Duration of employment: 32 years
Position: Audit Partner



Education

- Master of Business Administration, Sasin School of Management, Chulalongkorn University
- Advanced Diploma in Auditing, Thammasat University
- Bachelor of Accountancy (First Class Honors), Kasetsart University

Members of professional organizations

- Member of the Accounting Profession Council
- Certified Public Accountant of Thailand
- Certified Public Accountant approved by the Securities and Exchange Commission (SEC)

Work Experience

Ms. Sukhumaporn is an audit partner at PwC with over 32 years of experience, including two years at PwC UK and seven months at PwC Hong Kong. She also serves as an academic consultant on Thai Generally Accepted Accounting Standards and International Accounting Standards.

She has extensive expertise in auditing across various industries, such as logistics, manufacturing, and trading. Her experience includes working with both domestic and international clients, including companies listed on the Stock Exchange of Thailand.

Other Interests

Ms. Sukhumaporn has no other interests apart from providing audit services to the Company, its subsidiaries, associated companies, or any juristic person that may present a conflict of interest, ensuring her ability to perform her duties independently.

Legal History

- None

Having other interests apart from providing audit services to the company / subsidiary / associated company or any juristic person that may have conflicts of interest, which may result in the inability to perform duties independently

- None

History of illegal acts

- None

Annual General Meeting of Shareholders 2025

Name-Surname: Miss Waraporn Worathitikul
Age: 56 years old
Nationality: Thai
Workplace: PricewaterhouseCoopers ABAS Limited (PwC)
Duration of employment: 33 years
Position: Audit Partner



Education

- Master of Business Administration in Accounting and Finance, Michigan State University, USA
- Advanced Certificate in Auditing, Thammasat University
- Bachelor of Accountancy, Thammasat University

Members of professional organizations

- Member of the Accounting Profession Council
- Certified Public Accountant of Thailand
- Certified Public Accountant approved by the Securities and Exchange Commission (SEC)

Work Experience

Ms. Waraporn is an audit partner at PwC with 33 years of experience, including approximately three years at PricewaterhouseCoopers in Detroit, Michigan, USA. She has extensive auditing expertise across various industries, including manufacturing, automotive, trading, services, oil and gas, and telecommunications. Her experience particularly includes auditing subsidiaries of U.S.-based companies and companies listed on the Stock Exchange of Thailand.

Having other interests apart from providing audit services to the company / subsidiary / associated company or any juristic person that may have conflicts of interest, which may result in the inability to perform duties independently

- None

History of illegal acts

- None

Annual General Meeting of Shareholders 2025

Name-Surname: Miss Napanuch Aphichatsathian
Age: 51 years old
Nationality: Thai
Workplace: PricewaterhouseCoopers ABAS Limited (PwC)
Duration of employment: 30 years
Position: Audit Partner



Education

- Master of Business Administration, Thammasat University
- Advanced Diploma in Accounting, Thammasat University
- Bachelor of Accountancy, Faculty of Commerce and Accountancy, Thammasat University

Members of professional organizations

- Member of the Accounting Profession Council
- Certified Public Accountant of Thailand
- Certified Public Accountant approved by the Securities and Exchange Commission (SEC)
- Member of the Thai Institute of Directors Association
- ASEAN CPA
- Subcommittee on Testing, Accounting Profession Council

Work Experience

Ms. Napanuch is a partner in the audit department with over 30 years of experience in auditing both government and private sectors, including two years with PwC in Sydney, Australia.

She has extensive expertise in providing audit services, primarily overseeing multinational companies across various industries, including technology, communication, consumer goods, manufacturing, trading, and services. Her clientele mainly consists of U.S. companies and multinational corporations operating in Thailand, including several major companies listed on the Thai stock market.

Additionally, Ms. Napanuch has significant experience in advisory services, assisting clients with the implementation of International Financial Reporting Standards (IFRS) and Thai Financial Reporting Standards (TFRS). Her expertise extends to domestic and international listed companies, firms preparing for initial public offerings (IPOs), and large multinational corporations.

Having other interests apart from providing audit services to the company / subsidiary / associated company or any juristic person that may have conflicts of interest, which may result in the inability to perform duties independently

- None

History of illegal acts

- None

Information on independent directors for proxy appointments by shareholders.

Name-Surname:	<u>Mr. Chakaphat Naskan</u>	
Position:	Independent Director / Chairman of Audit Committee	
Ages:	45 Years	
Shareholding interests in the Company	-None-	
Family relationships between executives	-None-	
Education	Bachelor of Business Administration in Accounting, Ramkhamhaeng University Master of Science Program in Corporate Governance, Chulalongkorn University	
Related Training Program held by Thai Institute of Directors Association (IOD)	Role of the Chairman Program (RCP) Class of 50/2022 Director Leadership Certification Program (DLCP) Class of 2/2021 Advanced Audit Committee Program (AACP) Class of 30/2018 Director Diploma Examination Class of 63/2018 Director Certificate Program (DCP) Class of 250/2017 ESG in the Boardroom: A Practical Guide for Board (ESG) Class of 4/2024	
Working experience	2022 – Present: Ethics Committee, Federation of Accounting Professions Under The Royal Patronage of His Majesty The King 2022 – Present: Independent Director / Chairman of Audit Committee /Chairman of Risk Management Committee, Maguro Group Public Co., Ltd. August 2020 – Present Director, V.L. Enterprise Public Co., Ltd. March 2019 – Present Director’s Pool (DP) 4/2018, State Enterprise Policy Office (SEPO) February 2017 - Present Director, Thinkmate Business Advisory Co., Ltd.	
Holding positions in other businesses that may cause conflicts of interest	-None-	
Meeting Attendance in 2024	Board of Directors Meeting 6/6 Audit Committee Meeting 6/6	
Conflict of special interest in this meeting	-None-	

Annual General Meeting of Shareholders 2025

Name-Surname:	Mrs. Waewkanee Assoratgoon	
Position:	Independent Director / Member of Audit Committee	
Ages:	58 Years	
Shareholding interests in the Company	-None-	
Family relationships between executives	-None-	
Education	Bachelor degree of Business Administration, Marketing, Yokohama National University, Japan Master degree of International Business, International Marketing, San Diego State University, USA	
Related Training Program held by Thai Institute of Directors Association (IOD)	Role of the Chairman Program (RCP) Class of 52/2022 Director Certificate Program (DCP) Class of 239/2017 Strategic Board Master Class (SBM) Class of 15/2024	
Working experience	2022 – Present Independent Director / Member of Audit Committee / Member of Nomination and Remuneration Committee / Member of Environment Social and Governance Committee, Maguro Group Public Co., Ltd. 2022 – Present Chairman of Executive Board, Laundry You Co., Ltd. 2021 - 2022 Category Director Skin Care, Kao Consumer Products (SEA) Co., Ltd. 2000 - 2021 Franchise Director, Johnson & Johnson ASEAN Consumer Group ASEAN 1993 – 2000 Brand Manager, Proctor & Gamble Manufacturing ASEAN Brand Manager	
Holding positions in other businesses that may cause conflicts of interest	-None-	
Meeting Attendance in 2024	Board of Directors Meeting 6/6 Audit Committee Meeting 6/6	
Conflict of special interest in this meeting	-None-	

Duty Stamp
20 Baht
ติดอากรแสตมป์
20 บาท

หนังสือมอบฉันทะแบบ ก.

Proxy Form (A)

เขียนที่ / Made at
วันที่ / Dateเดือน / Monthพ.ศ. / Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality
อยู่บ้านเลขที่/Residing atถนน/Roadตำบล/แขวง/Sub district
อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code

2) เป็นผู้ถือหุ้นของบริษัท **มากูโร กรุ๊ป จำกัด (มหาชน)** จำนวนหุ้น.....หุ้น
as a shareholder of **Maguro Group Public Company Limited**, holding a total amount ofshares.

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี
อยู่บ้านเลขที่ /Residing at No..... ถนน /Roadตำบล/แขวง /Sub districtอำเภอ/
เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/ or มอบฉันทะให้ กรรมการอิสระกรรมการตรวจสอบ the Independent Director/ Chairman of the Audit Committee

☐ นายชัชพัฒน์ นัสการอายุ 45 ปี หรือ

☐ นางแววคันย์ อัสสรณ์กุล อายุ 58 ปี

Mr. Chakaphat Naskan age 45 or

Mrs. Waewkane Assoratgoon age 58

เลขที่/Residing at No. 1706/26 อาคารเซฟป็อกซ์ ออฟฟิศ กรุงเทพฯ/ Safebox Office Bangkok ห้องเลขที่ 8, 9, 10, 11/Room No. 8, 9, 10, 11
ถนน/Road พระราม 6/ Rama 6 ตำบล/แขวง/ Sub district รongmuang อำเภอ/เขต/District ปทุมวัน/Pathum Wan จังหวัด/Province
กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น
บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ประจำปี 2568 ในวันอังคารที่ 22 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders on
Tuesday, April 22, 2025, at 14.00 hours. Via Electronic Media or at any adjournment thereof to any other date, time, and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบ
ฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน
หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes
of a shareholder cannot be split for more than one proxy.

Duty Stamp
20 Baht
ติดอากรแสตมป์
20 บาท

หนังสือมอบฉันทะแบบ ข.

Proxy Form (B)

เขียนที่ / Made at

วันที่ / Dateเดือน/ Monthพ.ศ./Year

1) ข้าพเจ้า I/We สัญชาติ/Nationality
อยู่บ้านเลขที่/Residing at ถนน/Road ตำบล/แขวง/Sub district
อำเภอ/เขต /District จังหวัด /Province รหัสไปรษณีย์ /Postal Code

2) เป็นผู้ถือหุ้นของ/as a shareholder of บริษัท มากูโร กรุ๊ป จำกัด (มหาชน)/ Maguro Group Public Company Limited,
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding a total amount of shares, and is entitled to cast.....votes.
หุ้นสามัญ/Ordinary share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes
หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast.....เสียง/votes

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี
อยู่บ้านเลขที่ /Residing at No..... ถนน /Roadตำบล /แขวง /Sub district
อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระกรรมการตรวจสอบ the Independent Director/ Chairman of the Audit Committee

☐ นายชัชพัฒน์ นัสการอายุ 45 ปี หรือ☐ นางแววณีย์ อัสโรรัตน์กุลอายุ 58 ปี

Mr. Chakaphat Naskan age 45 or

Mrs. Waewkane Assaratgoon age 58

เลขที่/Residing at No. 1706/26 อาคารเซฟบ็อกซ์ ออฟฟิศ กรุงเทพฯ/ Safebox Office Bangkok ห้องเลขที่ 8, 9, 10, 11/Room No. 8, 9, 10, 11
ถนน/Road พระราม 6/ Rama 6 ตำบล/แขวง/ Sub district รongmuang อำเภอ/เขต/District ปทุมวัน / Pathum Wan จังหวัด/Province
กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น
บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ประจำปี 2568 ในวันอังคารที่ 22 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือจะฟังเสียงไป
ในวัน เวลา และสถานที่อื่นด้วย

Only one of above is assigned as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders on
Tuesday, April 22, 2025, at 14.00 hours. Via Electronic Media or at any adjournment thereof to any other date, time, and venue.

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1: Chairman's Report

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve☐ ไม่เห็นด้วย / Not approve☐ งดออกเสียง / Abstain

Annual General Meeting of Shareholders 2025

☐ วาระที่ 2 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

Agenda 2 : To consider and adopt the minutes of the Annual General Meeting of Shareholders 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

☐ วาระที่ 3 : รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2567

Agenda 3 : To acknowledge the reports of board of directors and operating results for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

☐ วาระที่ 4 : พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda 4 : To consider and approve the financial statements for the year ended December 31, 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

☐ วาระที่ 5 : พิจารณาอนุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2567

Agenda 5 : To consider and approve the allocation of the net profit as a legal reserve and dividend payment 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

☐ วาระที่ 6 : พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 : To consider and approve the appointment of directors to replace the directors who retired by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

- ☐ การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. นายชัยสิทธิ์ ศรีอรุณ (Mr. Chatcharas Sriarun)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

Annual General Meeting of Shareholders 2025

2. นายจิรายุทธ รุ่งศรีทอง (Mr. Jirayut Rungsritthong)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐งดออกเสียง / Abstain

3. นายแซม ตันสกุล (Mr. Sam Tanskul)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐งดออกเสียง / Abstain

☐ วาระที่ 7 : พิจารณานุมัติค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2568

Agenda 7 : To consider and approve the directors' remuneration and the subcommittee member for the year 2025

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐งดออกเสียง / Abstain

☐ วาระที่ 8 : พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2568

Agenda 8 : To consider and approve the appointment of auditors and the determination of audit fees for the year 2025

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐งดออกเสียง / Abstain

☐ วาระที่ 9 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐งดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholder voting.

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Annual General Meeting of Shareholders 2025

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signed ผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks

- ก. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

- ข. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.

Annual General Meeting of Shareholders 2025

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.) /Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 22 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

Grant of proxy as a shareholder of **Maguro Group Public Company Limited** At the 2025 Annual General Meeting of Shareholders on Tuesday, April 22, 2025, at 14.00 hours. Via Electronic Media or at any adjournment thereof to any other date, time, and venue.

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ 6 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 : To consider and approve the appointment of directors to replace the directors who retired by rotation

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Duty Stamp

20 Baht

ติดอากรแสตมป์

20 บาท

หนังสือมอบฉันทะแบบ ค.

Proxy Form (C)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลผู้ถือหุ้น)
(for foreign shareholders who authorize the Custodian in Thailand.)

เขียนที่ / Made at

วันที่/ Dateเดือน/ Monthพ.ศ/ Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality

อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district

อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลผู้ถือหุ้นให้กับ / As the Custodian of (Please specify the fund name / Shareholder name

เป็นผู้ถือหุ้นของ/as a shareholder of บริษัท มากูโร กรุ๊ป จำกัด (มหาชน)/ Maguro Group Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding a total amount of shares, and is entitled to cast.....votes.

หุ้นสามัญ/Ordinary share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes

หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast.....เสียง/votes

2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล /แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....

หรือ/or มอบฉันทะให้ กรรมการอิสระกรรมการตรวจสอบ the Independent Director/ Chairman of the Audit Committee

☐ นายชัชพัฒน์ นัสการอายุ 45 ปี หรือ

☐ นางแววคนีย์ อัสสรตกุล อายุ 58 ปี

Mr. Chakaphat Naskan age 45 or

Mrs. Waewkane Assoratgoon age 58

เลขที่/Residing at No. 1706/26 อาคารเซฟบ็อกซ์ ออฟฟิศ กรุงเทพฯ/ Safebox Office Bangkok ห้องเลขที่ 8, 9, 10, 11/Room No. 8, 9, 10, 11

ถนน/Road พระราม 6/ Rama 6 ตำบล/แขวง/ Sub district รongmuang อำเภอ/เขต/District ปทุมวัน / Pathum Wan จังหวัด/Province

กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น
บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ประจำปี 2568 ในวันอังคารที่ 22 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

Only one of the above is assigned as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders on
Tuesday, April 22, 2025, at 14.00 hours. Via Electronic Media or at any adjournment thereof to any other date, time, and venue.

3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

The voting right in all the voting shares held by us is granted to the proxy.

☐ มอบฉันทะบางส่วน คือ

The voting right in part of the voting shares held by us is granted to the proxy as follows:

☐ หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share

shares in total which ae entitled to cast votes

☐ หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share

shares in total which ae entitled to cast votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด Totalเสียง/votes

Annual General Meeting of Shareholders 2025

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1: Chairman's Report

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 2 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

Agenda 2 : To consider and adopt the minutes of the Annual General Meeting of Shareholders 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 3 : รับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2567

Agenda 3 : To acknowledge the reports of board of directors and operating results for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 4 : พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda 4 : To consider and approve the financial statements for the year ended December 31, 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 5 : พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2567

Agenda 5 : To consider and approve the allocation of the net profit as a legal reserve and dividend payment 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

Annual General Meeting of Shareholders 2025

☐ วาระที่ 6 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 : To consider and approve the appointment of directors to replace the directors who retired by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ การแต่งตั้งกรรมการทั้งชุด / The appointment of the whole Board of Directors

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. นายชัยรัชต์ ศรีอรุณ (Mr. Chatcharas Sriarun)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

2. นายจิรายุทธ รุ่งศรีทอง (Mr. Jirayut Rungsrihong)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

3. นายแซม ต้นสกุล (Mr. Sam Tanskul)

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

☐ วาระที่ 7 : พิจารณานุมัติค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2568

Agenda 7 : To consider and approve the directors' remuneration and the subcommittee member for the year 2025

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

☐ วาระที่ 8 : พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าตอบแทนแก่ผู้สอบบัญชี ประจำปี 2568

Agenda 8 : To consider and approve the appointment of auditors and the determination of audit fees for the year 2025

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

☐ วาระที่ 9 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows.

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐งดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholder voting.

Annual General Meeting of Shareholders 2025

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy from C

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ / Evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annual General Meeting of Shareholders 2025

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ก.) /Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท มากูโร กรุ๊ป จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันอังคารที่ 22 เมษายน 2568 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

Grant of proxy as a shareholder of **Maguro Group Public Company Limited** At the 2025 Annual General Meeting of Shareholders on Tuesday, April 22, 2025, at 14.00 hours. Via Electronic Media or at any adjournment thereof to any other date, time, and venue.

☐ วาระที่ /Agenda..... เรื่อง /Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ /Agenda..... เรื่อง /Subject

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ 6 : พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 : To consider and approve the appointment of directors to replace the directors who retired by rotation

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstainเสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

Regulations of Maguro Group Public Company Limited

Specific Sections Related to Shareholders' Meetings

Chapter 5: Board of Directors

Clause 16: The shareholders' meeting shall elect the company's directors based on the following principles and procedures:

1. Each shareholder has one (1) vote per one (1) share.
2. Each shareholder may use all the votes he/she has under (1) to elect one or more persons as directors. However, the shareholder cannot divide his/her votes among several people.
3. The persons who receive the highest number of votes in descending order shall be elected as directors equal to the number of directors to be elected at that time. In the event that the next candidate in line has the same number of votes, which exceeds the number of directors to be elected, the chairperson of the meeting shall have the casting vote.

Clause 17: At every Annual General Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided exactly into three, then the number closest to one-third (1/3) shall retire. A director who retires from the office may be re-elected to the position. In the first and second year after the registration of the company's conversion, directors retiring from office shall be determined by drawing lots. For subsequent years, the directors who have been in office the longest shall retire.

Chapter 6: Shareholders' Meetings

Clause 31: The Board of Directors must convene an Annual General Meeting of Shareholders within four (4) months from the end of the company's fiscal year. Any other meeting besides the one mentioned above is called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting whenever it deems appropriate. One (1) or more shareholders holding shares collectively amounting to not less than ten percent (10%) of the total shares issued may request, in writing, that the Board of Directors call an Extraordinary General Meeting at any time, provided that the subject matter and reasons for the meeting are clearly specified in the said written request. In such a case, the Board of Directors must convene the shareholders' meeting within 45 (forty-five) days from the date the request is received from the shareholders. If the Board of Directors does not convene the meeting within the period specified in the third paragraph, the shareholders who made the request or other shareholders holding shares as specified herein may convene the meeting within 45 (forty-five) days from the expiration of the period under the third paragraph. In calling the meeting by the shareholders under this paragraph, the shareholders may send the notice of meeting to other shareholders electronically, provided that the shareholders have expressed their intention or given consent to the company or the Board of Directors in advance. In such a case, a considered a meeting of shareholders called by the Board of Directors. The company must bear appropriate expenses incurred from organizing the meeting and facilitating it reasonably. If it turns out that any shareholders' meeting called under paragraph four lacks a quorum as specified in Clause 32, the shareholders under paragraph four shall jointly bear the expenses incurred from organizing that meeting to the company.

Annual General Meeting of Shareholders 2025

Clause 32: For a shareholders' meeting to have a quorum, there must be at least twenty-five (25) shareholders and proxies (if any), or not less than half (1/2) of the total number of shareholders, holding not less than one-third (1/3) of the total issued shares, present at the meeting. If within one (1) hour from the time appointed for the meeting a quorum is not established and if such meeting was convened at the request of shareholders, it shall be dissolved. If such meeting was not convened at the request of shareholders but called by the Board of Directors, another meeting shall be summoned, and notices calling the meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. At such a second meeting, a quorum shall not be required.

Clause 33: At the shareholders' meeting, the chairman of the board shall preside as the chairman of the meeting.

In the event that the chairman of the board is not present at the meeting or is unable to perform his/her duties, if there is a vice-chairman, the vice-chairman shall preside as the chairman. If there is no vice-chairman, or the vice-chairman is unable to perform his/her duties, the shareholders present at the meeting shall elect one (1) of their shareholders to preside as the chairman of the meeting.

Clause 34: In calling a shareholders' meeting, the board of directors shall prepare and send a meeting notice specifying the place, date, time, agenda of the meeting, and matters to be proposed to the meeting together with appropriate details. It should clearly state whether each matter is to be presented for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the board of directors on such matters. This notice must be delivered to the shareholders and the registrar not less than seven (7) days before the meeting date. Furthermore, the notice of the meeting must be published in a newspaper for at least three (3) consecutive days prior to the meeting date. Alternatively, the company may choose to publish the notice of the meeting via electronic media instead of newspaper publication, as prescribed by the registrar.

The delivery of the meeting notice can be made directly to the recipient or their representative or sent by registered mail. If a shareholder has expressed a desire or consent to receive the meeting notice via electronic means, it may be sent electronically, in accordance with the criteria set by the registrar. The board of directors shall determine another location in Thailand for the meeting as specified in the first paragraph.

Clause 35: The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the company's regulations regarding meetings. The meeting must proceed according to the agenda sequence specified in the meeting notice, unless the meeting is resolved by a vote of not less than 2/3 (two-thirds) of the shareholders present to change the agenda order. After considering each agenda item, shareholders holding not less than one-third (1/3) of the total issued shares may request the meeting to consider other matters not specified in the meeting notice. If the meeting has not completed the consideration of the items in the agenda as per the first paragraph or the items proposed by shareholders as per the second paragraph, and it becomes necessary to postpone the consideration, the meeting shall determine the place, date, and time for the next meeting. The board of directors shall send a meeting notice specifying the place, date, time, and agenda items to the shareholders not less than seven (7) days before the meeting date, and publish the meeting notice in a newspaper not less than three (3) days before the meeting.

Annual General Meeting of Shareholders 2025

Clause 36: In casting votes at a shareholders' meeting, whether by open or secret ballot, one (1) share equates to one (1) vote. Voting shall be conducted openly, unless at least five (5) shareholders request otherwise, and the meeting resolves to hold a secret ballot. The method of secret voting shall be determined by the chairman of the meeting. A shareholder with a special interest in any matter shall not be entitled to vote on that particular matter, except for the election of directors. A resolution of the shareholders' meeting shall be constituted with the following votes:

1. For normal cases, a majority vote of the shareholders present and voting shall be decisive. In the event of a tie, the chairman of the meeting shall cast an additional vote as the decisive vote.
2. In the following cases, a vote of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote shall be required:
 - (a) The sale or transfer of the whole or a substantial part of the company's business to another person.
 - (b) The purchase or acceptance of the transfer of a private company's or a public company's business by the company.
 - (c) The making, amending, or terminating of contracts relating to the leasing out of the whole or a substantial part of the company's business, the delegation of any other person to manage the company's business, or the merger of the business with another person with an objective of sharing profits and losses.
 - (d) Amendment to the Memorandum of Association or Articles of Association of the company.
 - (e) An increase or decrease in the company's registered capital.
 - (f) The dissolution of the company.
 - (g) The issuance and offering of debentures by the company.
 - (h) The merger of the company with another company.
 - (i) Any other actions as prescribed by law which require a vote of not less than $\frac{3}{4}$ (three-fourths) of the total votes of the shareholders present and entitled to vote.

Clause 37: The business that should be conducted at an annual general meeting of shareholders includes the following:

1. Acknowledgement of the board of directors' report on the company's business conducted in the past year.
2. Consideration and approval of the balance sheet and profit and loss account as of the end of the company's fiscal year.
3. Consideration and approval of the allocation of profits and the distribution of dividends.
4. Consideration of the election of new directors to replace those who retire by rotation.
5. Consideration of the determination of directors' remuneration.
6. Consideration of the appointment of auditors and determination of audit fees.
7. Other business.

Clause 38: At a shareholders' meeting, a shareholder may appoint a proxy who is of legal age to attend and vote on their behalf. The proxy appointment must be in writing, signed by the shareholder, and submitted to the chairman or a person designated by the chairman at the meeting venue before the proxy attends the meeting. The proxy form must comply with the form prescribed by the registrar under the law governing public limited companies.

Annual General Meeting of Shareholders 2025

In accordance with the first paragraph, a shareholder may appoint a proxy through electronic means, provided that a secure and reliable method is used to ensure that the proxy appointment is conducted by the shareholder, as prescribed by the registrar.

In voting, the proxy holder is entitled to cast votes equal to the total number of votes granted by all shareholders who appointed them as proxy, unless the proxy holder declares to the meeting before voting that they will vote on behalf of only certain shareholders, specifying the names of the shareholders and the number of shares each shareholder holds.

Question Submission prior to 2025 Annual General Meeting of Shareholders

Please return the completed form to:

Company Secretary Department

Maguro Group Public Company Limited 1706/26 Safebox Office Bangkok, Room No. 8,9,10,11,

2nd Floor, Rama 6 Road Rongmuang, Pathum Wan, Bangkok 10330

Corporate Secretary Department (Inquiry Submission in advance)

or The Company's web site: www.maguro.co.th

or E-mail : ComSec@magurogroup.com

To Corporate Secretary Department

My name is.....Age.....
Shareholders on Maguro Group Public Company Limited.....Shares
residing at..... Village..... Moo.....
Soi.....Road.....Subdistrict / District.....
Province.....Code.....Tel.....
E-mail.....

Would like to submit the following inquiry in Advance of the 2025 Annual General Meeting of Shareholders:

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Inquiry submission period has been scheduled between April 1, 2025.