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9th March 2026

- Subject** : Invitation to Attend the 2026 Annual General Meeting of Shareholders
To : The Shareholders of Major Cineplex Group Public Company Limited
Enclosures :
1. Guidelines for proxy appointment, registration through electronic means (e-AGM) and identification documents required for attending and voting in the Annual General Meeting of Shareholders
 2. A copy of Minutes of the 2025 Annual General Meeting of Shareholders
 3. 2025 Annual Registration Statement (Form 56-1 One Report) and 2025 Financial Report in QR Code
 4. Preliminary information and profile of each retired director from the expiry of director's term who has been nominated for re-election as a director in another term, and the definition of independent director
 5. Information on remuneration and meeting allowance of directors for the year 2026
 6. Name list of auditor, its remuneration and list of the Company's subsidiaries retaining the same auditor
 7. Proxy Form
 8. Details of independent directors nominated by the Company to serve as proxies
 9. The Company's Articles of Association with regard to the Meeting of Shareholders
 10. Privacy Notice for the Annual General Meeting of Shareholders

The Board of Directors Meeting No. 1/2026 of Major Cineplex Group Public Company Limited (the "Company") has passed a resolution to organize the 2026 Annual General Meeting of Shareholders on Tuesday 7th April 2026 at 10.00 a.m. through electronic means (e-AGM) according to the Public Limited Companies Act B.E. 2535, as amended up to the Public Limited Companies Act (No. 4) B.E. 2565, which has been published in the Royal Gazette, effective as of 24th May 2022, the law has been updated an amendment to provide support for the administration and conduct of meetings via electronic means, the effective utilization of such digital platforms for conducting meetings not only reduces the associated costs but also facilitates greater participation from shareholders and other related laws and regulations to consider the matters pursuant to the agenda concurrent with the Board of Directors' opinions as per the followings.

In this regard, the Company has provided the opportunity for the shareholders to propose agenda of the meeting in advance during the period between 14th November 2025 to 31st January 2026, the details of which were published on the Company's website and the news system of the Stock Exchange of Thailand. The Company hereby informs that, for this meeting, no shareholders has proposed any agenda items for advance consideration.

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED

Registration No. 0107545000047

1839,1839/1,1839/6 Phaholyothin Rd., Ladyao, Jatuchak, Bangkok 10900 Tel: 0-2511-5427-36 www.majorcineplex.com



Agenda 1 To consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders held on 8th April 2025

Objective and Reason: The Company held the 2025 Annual General Meeting of Shareholders held on 8th April 2025 and the Minutes of the Meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by applicable laws. It was also disclosed in the Company's website (<http://www.majorcineplex.com>), details of which are shown in Enclosure 2.

Board of Directors' opinion: The Board of Directors has considered and deemed that such Minutes of the Meeting had been correctly and completely recorded. It is appropriate to propose to the General Meeting of Shareholders to adopt the Minutes of the 2025 Annual General Meeting of Shareholders held on 8th April 2025 as proposed by the Board of Directors

Resolution required: A majority vote of the total number of votes of shareholders present at the meeting and casting their votes

Agenda 2 To acknowledge the Company's Operating Performance of the year 2025.

Objective and Reason: The Company's operating performance report of the year 2025 is contained in the Company's 2025 Annual Registration Statement (Form 56-1 One Report) in QR Code which was attached together with this invitation as per details in Enclosure 3.

Board of Directors' opinion: The Board of Directors has considered and deemed that the Company's Operating Performance in the year 2025 should be proposed to the Annual General Meeting of Shareholders for acknowledgement.

Resolution required: As this agenda is for acknowledgement, therefore, a voting is not required.

Agenda 3 To consider and approve the Financial Statements for the year 2025 ended 31st December 2025

Objective and Reason: To be in compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 41 of the Company's Articles of Association, the Board of Directors shall arrange for preparation of the Financial Statements for the year 2025 ended 31st December 2025 of the Company in order to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval. The Financial Statements for the year 2025 ended 31st December 2025, have been considered by the Audit Committee and audited by the Certified Public Accountant. Such Statements of Financial Position and Statement of Comprehensive Income can be summarized as below:

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Statements of Financial Position	2025
Assets	Baht 12,738,531,702
Liabilities	Baht 7,812,838,994
Shareholder's Equity	Baht 4,925,692,708

Statement of Comprehensive Income	2025
Revenues	Baht 7,631,339,148
Net Profit	Baht 631,234,731
Earnings per share	Baht 0.84

Audit Committee's opinion: The Audit Committee concluded that the internal control system of the financial reporting process was duly sufficient to ensure that the financial report accurately represented the Company's financial status and operating result in accordance with Thai Financial Reporting Standards; and were adequately and timely disclosed for the benefit of shareholders, investors, and users of such statements for the purposes of making investment decisions.

Board of Directors' opinion: The Board of Directors has considered and deemed that the Financial Statements for the year 2025 ended 31st December 2025 which have been considered by the Audit Committee and audited by the Certified Public Accountant, should be proposed to the Annual General Meeting of Shareholders for approval.

Resolution required: A majority votes of the total number of votes of shareholders present at the meeting and casting the votes.

Agenda 4 To consider and approve the allocation of profit for the dividend payment from the operating results of 2025.

Objective and Reason: The Company's policy of dividend payment sets out that in the case where the Company does not require any other necessities, the Company and its subsidiaries have policy to pay dividend at approximately 40% of net profit after tax, except if any necessities exist (with additional conditions).

In 2025, the company had a net profit after income tax of Baht 631.23 million, equivalent to Baht 0.84 per share. Thus, it is eligible for the Company to consider dividend payment as section 115 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 43 of the Company's Articles of Association set out that payment of dividends from money other than profit is not allowed and the dividends shall be equally distributed according to the number of shares.

The Board of Directors has considered and passed a resolution to propose to the shareholders' meeting to consider paying dividends to shareholders from the operating results of the year 2025 between (January 2025 - December 2025) at the rate of 0.25 baht per share, representing 29.76% of profit earning per share

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The reasons for paying dividends at a rate lower than the established policy, which is less than 40% of net profit after tax and legal reserves pursuant to the Company's policy. This is due to the necessity of enhancing financial liquidity while considering future investment plans, business expansion needs, and ensuring that normal operations of the company and its subsidiaries are not significantly affected.

Nevertheless, this lower dividend payment rate remains consistent with the company's policy, as the dividend policy stipulates conditions and necessities that may result in the company considering dividend payments at rates different from the standard rate.

The Board of Directors has carefully considered that reserving funds to strengthen liquidity during this period will enhance the Company's financial stability and enable sustainable long-term growth, which will ultimately benefit all shareholders in the future.

The Company will pay dividends from the operating results of the year 2025 and determine the list of shareholders who are entitled to receive dividends on 20th April, 2026 (Record Date) and the dividend payment is scheduled to be paid to shareholders on 6th May, 2026. There is a comparison of net profit data and dividend payout ratio in the past year as follows:

Dividend Details	Year 2023	Year 2024	Year 2025 (proposed year)
1. Net Profit (Loss) (Million Baht)	1,041.81	744.28	631.23
2. Basic earnings(Loss) per share (Baht : Share)	1.18	0.92	0.84
3. % of Dividend Rate of Net Profit	54.88	21.73	29.76
4. Dividend per Share (Baht : Share)	0.65	0.20	0.25
4.1 Interim Dividend (Baht : Share)	0.50	-	-
4.2 Remaining Dividend (Baht : Share)	0.15	0.20	0.25

Board of Directors' opinion: The board has considered, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the annual dividend payment for the period 1st January 2025 – 31st December 2025 at the rate of 0.25 baht per share, representing 29.76% of profit earning per share, due to the company's necessity to enhance liquidity, the dividend payout ratio is lower than 40% which remains in accordance with the policy that allows for any other necessities. The company will pay dividends from the operating results of the year 2025 and determine the list of shareholders who are entitled to receive dividends on 20th April, 2026 (Record Date) and the dividend payment is scheduled to be paid to shareholders on 6th May, 2026.

Resolution required: A majority vote of the total number of votes of shareholders present at the meeting and casting their votes.

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Agenda 5 To consider the election of directors to replace those retiring by rotation

Objective and Reason: According to Article 16 of the Company's Articles of Association which sets out that on each Annual General Meeting of shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected.

In the 2026 Annual General Meeting of Shareholders, the name lists of the four directors who retired by rotation at the rate of one-third of the directors are as follows:

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| (1) Mr. Kraithip Krairiksh | Chairman of the Board of Directors/
Independent Director/Chairman of the Nomination and Compensation Committee/Member of Audit Committee/Member of the Corporate Governance and Sustainability Development Committee |
| (2) Mr. Thanakorn Puliwekin | Director and Executive Director |
| (3) Mr. Chai Jroongtanapibarn | Independent Director/Chairman of Audit Committee/Member of the Nomination and Compensation Committee |

In addition, for the good corporate governance purpose, the Company provides an opportunity for the minority shareholders to nominate candidates for directorship prior via the Company's website and The Stock Exchange of Thailand's news system since 14th November 2025 until 31st January 2026. However, the minority shareholders have not nominated any person to the Company.

Board of Directors' opinion: The Board of Directors excluding Directors who might have conflict of interests considered based on the opinions issued by the Nomination and Remuneration Committee, and deems appropriate to propose to the Annual General Meeting of Shareholders to re-elect the directors No. (1) – (3) who retire by rotation for another term. In selecting and nominating the candidates, the Nomination and Remuneration Committee and Board of Directors considered the candidates qualified with competence, experience, good working records, leadership, vision, virtue, ethics, good attitude to the Company and ability to sufficiently devote their time to the Company's operation benefit. Additionally, the Nomination and Remuneration Committee and Board of Directors took into account the candidate's qualifications which are in line with the Board of Directors component and structure of the Company's Business Strategy. With regard to the independent directors, the Board of Directors has considered that director nominated could express opinion independently according to relevant regulations.

Thus, the Board of Directors was of the opinion that the above-mentioned retiring directors No. (1) – (3) should be proposed for re-election to hold the positions in of the Company for another term. The details of name list and positions are as follows:

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| (1) Mr. Kraithip Krairiksh | to be re-elected as Chairman of the Board of Directors/Independent Director/
Chairman of the Nomination and Compensation Committee/ Member of Audit Committee/
Member of the Corporate Governance and Sustainability Development Committee |
| (2) Mr. Thanakorn Puliwekin | to be re-elected as Director and Executive Director |
| (3) Mr. Chai Jroongtanapibarn | to be re-elected as Independent Director/
Chairman of Audit Committee/
Member of the Nomination and Compensation Committee |

The work experiences and biographies of each director nominated at the General Meeting of Shareholders and the definition of “Independent Directors” which is much more restrictive than the criteria as prescribed by the Capital Market Supervisory Board are shown in details in Enclosure 4.

The Company’s Article of Association sets out that the voting procedure shall have one vote for each share and the resolution for election of directors shall require majority vote.

Resolution required: A majority vote in accordance with Article 15 of the Company’s Articles of Association.

Agenda 6 To consider fixing remuneration and meeting allowance for the directors for the year 2026

Objective and Reason: Section 90 of the Public Limited Company Act B.E. 2535 (as amended) sets out that “the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting”.

The Nomination and Remuneration Committee reviewed the remuneration for the Company’s Directors in 2026, took into account the remuneration’s appropriateness which is compatible with the roles and responsibilities as assigned altogether with comparing to other business operators in both similar industry and size as stated in Survey on Remuneration of the Listed Companies’ Directors by Thai Institute of Directors Association including business expansion and the performance growth of the Company. The Nomination and Remuneration Committee thus resolved to propose the remuneration for directors for the year 2026, not exceeding Baht 11.6 Million which consists of the Annual Remuneration in the amount of not exceeding Baht 8.4 Million and the Special Remuneration in the amount of not exceeding Baht

3.2 Million. The details of the remuneration for directors, independent directors and other subcommittees of the Company for the year 2026 together with the comparative remuneration in the year 2022 to 2025 are shown in Enclosure 5.

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Board of Directors' opinion: Based on the Nomination and Remuneration Committee's opinion, the Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to approve the determination of Directors' Remuneration for the year 2026 not exceeding Baht 11.6 Million which consists of the Annual Remuneration in the amount of not exceeding Baht 8.4 Million and the Special Remuneration in the amount of not exceeding Baht 3.2 Million.

Resolution required: An affirmative vote of not less than two-thirds of the total number of shareholders present at the Meeting.

Agenda 7 To consider the appointment of the Company's auditors and determining the auditors' remuneration for the year 2026

Objective and Reason: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 38 of the Company's Articles of Association which set out that the General Meeting of Shareholders shall appoint auditor and fix the auditors' remuneration every year. The Board of Directors, based on the Audit Committee's opinion, proposed to the General Meeting of Shareholders to appoint the following auditors from PricewaterhouseCoopers ABAS Ltd. as the Auditors of the Company in 2026, by determining either one of the auditors as follow, can audit and express an opinion on the financial statements and the consolidated financial statements in 2026.

Name of Auditor	CPA License No.	Remark
1. Ms. Thitinan Waenkaew	9432	Signed company financial statement for 2021-2025
2. Ms. Nuntika Limviriyalers	7358	Never sign company financial statement
3. Mr. Paiboon Tankul	4298	Never sign company financial statement

None of the above three-nominated auditors has reviewed or audited and given their opinion on the Company's financial statements and consolidated financial statements for 7 consecutive fiscal years. Moreover, PricewaterhouseCoopers ABAS Ltd., the audit firm of the Company has been approved by the Board of Directors' Meeting and the Shareholders' Meeting as the auditor of the Company and the Company's subsidiaries for 20 years.

In the case that the auditors whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Limited is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Limited to perform the work.

PricewaterhouseCoopers ABAS Ltd. and the three auditors mentioned above are completely independent from the Company and have no relation/interest with the Company/subsidiaries/executives/major shareholders or connected persons.

For the auditor's remuneration, the Audit Committee has considered the duty to review and audit the financial statements of the Company and of the Company's subsidiaries, and the Audit Committee deems to fix the auditor's remuneration of

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the Company for the fiscal year 2026 at the amount of not exceeding Baht 7,645,000 in total and proposed the Meeting of Shareholders to determine the Auditor's remuneration for the Company at Baht 4,000,000 and acknowledge the Auditor's remuneration for the Company's subsidiaries at not exceeding Baht 3,645,000 as shown in Enclosure 6.

Board of Directors' opinion: Based on the Audit Committee's opinion, the Board of Directors deems appropriate to propose to the Meeting of Shareholders to appoint the auditors of PricewaterhouseCoopers ABAS Ltd. as the Company's Auditor by determining either one of the auditors as follows, can audit and express an opinion on the financial statements and the consolidated financial statements in 2026:

Name of Auditor	CPA License No.	Remark
1. Ms. Thitinan Waenkaew	9432	Signed company's financial statement for 2021-2025
2. Ms. Nuntika Limviriyalers	7358	Never sign company's financial statement
3. Mr. Paiboon Tankul	4298	Never sign company's financial statement

In addition, it is proposed to determine the Auditor's remuneration for the Company in the amount of Baht 4,000,000 and to acknowledge the Auditor's remuneration for the Company's subsidiaries in the amount of not exceeding Baht 3,645,000. And the total Auditor's remuneration for the year 2026 shall not exceed Baht 7,645,000 as proposed by the Audit Committee.

In the case that the auditor whose names appear above cannot carry out their duty, PricewaterhouseCoopers ABAS Ltd. is authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work.

Resolution required: A majority vote of the total number of votes of shareholders attending and casting their votes.

Agenda 8 To consider approving issuance and offering of Company's Debentures

Objective and Reason: The Company would like to issue and offer Debentures with the value not exceeding Baht 1,000 million for reducing financial costs and for use in the Company's business expansion. The period of Debenture is not exceeding 5 years. The details are as follows:

- Use of Proceeds : For reducing financial costs and for use in the Company's business expansion.
- Type : Debenture which may be unsubordinated debentures, either with gradual principal repayment or a single principal repayment upon maturity, secured or unsecured, with or without a debenture holders' representative, or derivative debentures. The specific characteristics shall depend on the suitability of market conditions at the time such debentures are issued and offered for sale.



- Amount : The principal amount of the Debenture will not exceed Baht 1,000 million or the equivalent amount in other currencies.
- Offering : Offered for sale domestically and/or internationally to the general public, and/or through a private placement, and/or to institutional investors and/or high net worth investors, in whole or in part. The offering may be made in a single issuance for the entire amount or in multiple tranches.
- Interest : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : Not exceeding 5 years.
- Early redemption : Depending on conditions of Debenture issued each time.
- Other Conditions : Additional restrictions and conditions of the Debenture, such as the type or category of debentures to be issued on each occasion, par value, offering price per unit, interest rate, appointment of a debenture holders' representative, method of issuance and offering, allocation method, offering details, early redemption, and listing on any securities trading center and/or secondary market, shall be under the authority of the Board of Directors and/or the Chief Executive Officer and/or any person authorized by the Board of Directors or the Chief Executive Officer to further consider and determine.

In addition, the Board of Directors and/or the Chief Executive Officer and/or any person authorized by the Board of Directors or the Chief Executive Officer shall also be authorized to determine or amend the terms and conditions and details relating to the issuance and offering of each type or category of debentures on each occasion. This includes the authority to undertake any actions necessary and related to the successful issuance and offering of such debentures in compliance with applicable laws. Such authority shall include, but not be limited to, the appointment of underwriters and/or distributors, the execution and signing of an Underwriting Agreement, Placement Agreement, and/or any other related agreements, the preparation and submission of applications and relevant documents to the Office of the Securities and Exchange Commission, relevant government authorities, and/or any other related persons, the amendment, modification, and certification of relevant documents and/or agreements, as well as the appointment of advisors and other related parties.

Board of Directors' opinion: It is considered appropriate for the Meeting of Shareholders to approve the issuing and offering of Debenture in an amount not exceeding Baht 1,000 million for reducing financial costs and for use in the Company's business expansion.

Resolution required: an affirmative vote of not less than three-fourths of shareholders attending and eligible to vote.

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Agenda 9 Other agenda.

In addition, the Invitation to Attend the Annual General Meeting of Shareholders and attachments are available at the Company's website <http://www.majorcineplex.com> or <http://corporate.majorcineplex.com> on 9th March 2026. The Shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders are those whose names are listed on the Record Date fixed by the Company on 9th March 2026. Therefore, we would like to invite the shareholders to attend the 2026 Annual General Meeting of Shareholders through electronic means (e-AGM) on the date and time as stated above. The Company will use only the method of registration to attend the meeting, the method of voting and vote counting through electronic means. The company will open for shareholders to register from 8:00 a.m.

Shareholders who wish to participate in person via electronic means or grant proxy to those who are not the Company's independent directors to participate via electronic means are recommended to look through the procedures of the registration and attendance via electronic means and the grant of proxy as detailed in Enclosures 1 and 7.

Shareholders, who wish to appoint proxy to the Company's independent directors, as detailed in Enclosure 8, must send a proxy form as per Enclosure 7, along with the supporting documents, to the Company for further processing.

The Company shall conduct the Meeting in accordance with its Articles of Association as detailed in Enclosure 9.

For the utmost benefit of the shareholders and to reserve the shareholders' privileges, if there is any issue regarding the proposed agenda where explanation is needed, the shareholders can send the questions in advance, along with your name, surname and contact number, to email: ir@majorcineplex.com or company_s@majorcineplex.com so that the Company can further compile and clarify such relevant issues or queries at the meeting.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Kraithip Krairiksh'.

(Mr. Kraithip Krairiksh)

Chairman of the Board

By order of the Board of Directors

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