

- Translation -

**Minute of Annual General Meeting of Shareholder for the year 2021  
of  
Major Cineplex Group Public Company Limited  
Held on Friday 9 April 2021  
At Major Cineplex Group Plc., Ratchayothin, (Theater No.14)  
No. 1839, 1839/1, 1839/6 Phaholyothin Road, Ladyao, Jatujak, Bangkok**

**The directors who were present in the Meeting are as follows:**

1. Mr. Somchainuk	Engtrakul	Chairman of the Board of Directors and Independent Director
2. Mr. Vicha	Poolvaraluk	Director and Chief Executive Officer
3. Mr. Chai	Jroongtanapibarn	Chairman of Audit Committee, Nomination and Remuneration Committee, and Independent Director
4. Mr. Kraithip	Krairiksh	Chairman of Nomination and Remuneration Committee, Audit Committee, and Independent Director
5. Ms. Paradee	Poolvaraluk	Director and Executive Director
6. Mr. Thanakorn	Puriwekin	Director and Executive Director
7. Mr. Satian	Pooprasert	Chairman of Risk Management Committee, Corporate Governance Committee, and Independent Director
8. Ms. Chonthicha	Chitraarporn	Chairman of Corporate Governance Committee, Audit Committee, Risk Management Committee, and Independent Director
9. Mr. Wichai	Poolvaraluk	Director
10. Mr. Prasert	Bunsumpun	Independent Director

**The director who was absent from the Meeting is as follows:**

1. Mr. Verawat	Ongvasith	Vice President, Nomination and Remuneration Committee, Risk Management Committee, and Executive Director
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Remark: 91% of directors attended the Meeting.

**The executive who was present at the Meeting is as follows:**

1. Ms. Thitapat	Issarapornpat	Chief Finance Officer and Company Secretary
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**The legal consultants who were present at the Meeting are as follows:**

1. Ms. Kulkanit	Khamsiriwatchara	Legal Consultant Siam Premier International Law Office Limited The Secretary of the Meeting
2. Ms. Pornpilai	Kosonprapa	Legal Consultant Siam Premier International Law Office Limited

**The auditor who was present at the Meeting is as follows:**

1. Ms. Tithinun	Vankeo	Auditor PricewaterhouseCoopers ABAS Co., Ltd.
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### **The Meeting commenced at 10.00 a.m.**

The Secretary of the Meeting declared that as of the date of determining the shareholders who were entitled to attend the meeting or the record date on March 2, 2021, there were a total of 9,585 shareholders, a total of 894,667,502 shares. At the start of the Meeting, 28 shareholders, a total of 285,401,666 shares, attending the Meeting in person and 1,145 shareholders, a total of 354,354,988 shares, attending by proxy. There were a total of 1,173 shareholders and proxies registered and present, a total of 639,756,654 shares, equivalent to 71.5077 percent of the total shares issued with voting right, the quorum was formed pursuant to the Company's Articles of Association Clause 34, stipulating that there must be at least 25 shareholders including the proxies thereof (if any) and holding shares of not less than one-third of the total issued shares of the Company present in the Meeting in order to constitute a quorum.

The Secretary of the Meeting then introduced the directors and executives present at the Meeting and on the stage. In addition, the company also invited auditors from PricewaterhouseCoopers ABAS Co., Ltd. and legal consultants from Siam Premier International Law Office. In this meeting, Inventech Systems (Thailand) Co., Ltd. together Ms. Pornpilai Kosonprapa, legal consultant, from Siam Premier International Law Office Limited had responsibilities for verifying the registration of shareholders and the voting.

Mr. Somchainuk Engtrakul, Chairman of the Board of Directors and Independent Director, presided as the Chairman of the Meeting declared the Meeting duly convened and informed the Meeting that the company welcomed all shareholders to the Annual General Meeting of Shareholder for the year 2021. In order to comply with the good governance, the Chairman asked Ms. Pornpilai Kosonprapa to clarify the agenda and the voting methods on the agenda.

In order to comply with the good governance, the Company invited shareholders to propose any matter considered important and beneficial to the Company as an agenda for the meeting and propose qualified candidate to be nominated as a director of the Company in advance from 10 November 2020 until 31 January 2021 on website [www.majorcineplex.com](http://www.majorcineplex.com) and [www.set.or.th](http://www.set.or.th). There are no any matters proposed by shareholder. The Chairman will conduct the meeting on the agenda as determined in the Invitation to Attend the Annual General Meeting of Shareholders year 2021.

The voting criteria for the agenda are as follows:

1. As for voting, the Company's Articles of Association has stated that all shareholders have one vote per one share for voting in the meeting.
2. If any shareholder wishes to ask any question or wants any Director or Executives to elucidate some issues, shareholder will be requested to write the question on a piece of paper and send it to the staff. At this meeting, microphone are not provided in order to avoid touching the common item and to prevent the spread of the Coronavirus 2019 (COVID-19). The Director will answer questions at the end of each agenda item or after considering all agenda.
3. At the meeting, there is no any shareholder who has a stake in a particular agenda. Shareholders, therefore, have voting right in all agenda.
4. In order to save valuable time of everyone, the chairman will ask in every agenda whether there are any shareholder who wish to object (disapprove) or abstain from voting. If there is no disapproval or abstention, the chairman will conclude that it will be deemed that the meeting unanimously resolves to approve such agenda. If there are any disapproval or abstention, the chairman will ask such shareholders, who wish to object (disapprove) or abstain from voting, record their disapproval or abstention from voting on the ballots previously given to the shareholders at registration by insert a check mark  in the box you want on the ballot previously given to the shareholders and raising your hand so that the employees of the company will collect the ballot for counting votes. For those who do not object (approve) or abstain, it will be considered that the shareholders approve the proposed agenda and the shareholders are not required to vote on the ballot. Votes of disapproval and abstention for each agenda would be subtracted from the

total number of votes of the shareholders attending the meeting and entitled to vote in order to summarize the results of the votes.

For shareholders appointed as proxies and having voted in proxy form, the company has collected and recorded the votes on the computer, the proxies attending the meeting are not required to vote. The shareholders who appointed the proxies but the vote has not been specified, the proxies are requested to vote according to the methods informed.

However, in order to be in line with the good governance of the Stock Exchange of Thailand; Agenda No. 5 to consider the election of directors to replace those retiring by rotation, shareholders, who wish to vote, agree, disagree or abstain, are requested to vote on the ballot distributed, then send to the Company's staff to collect for counting.

5. The secretary of the meeting will announce the meeting the voting result of each agenda by counting the votes of recent shareholders who attend the meeting in person and by proxy.

The Secretary of the Meeting invited the shareholders to be witnesses during the voting process. However, no shareholders volunteered to be witness during the votes counting.

After the secretary of the meeting clarified the voting methods on the agenda, the Chairman commenced the meeting on the agenda as follows:

### **Agenda 1 To consider adopting the Minutes of the 2020 Annual General Meeting of Shareholders held on 24 July 2020**

The Chairman announced that the Company held the 2020 Annual General Meeting of Shareholders on 24 July 2020 and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the period of time prescribed by laws. It was also disclosed in the Company's website, [www.majorcineplex.com](http://www.majorcineplex.com), Details of which are shown in Attachment 1. The Board of Directors has also reviewed the accuracy of the said minutes and it has been stated correctly as the meeting has resolved in all respect before submitting to the SET and the Department of Business Development. The Board of Directors considered appropriate to propose the Meeting of Shareholders to consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders, details of which are shown in attachment to the Invitation to Attend the Annual General Meeting of Shareholders year 2021.

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider adopting the Minutes of the 2020 Annual General Meeting of Shareholders held on 24 July 2020.

**Resolution:** By majority vote, the Meeting has considered and resolved to approve and adopt the Minutes of the 2020 Annual General Meeting of Shareholders, and the voting comprised of;

Approved	640,897,794	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	455,600	votes	or	-	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares of shareholders present and entitled to vote.

### **Agenda 2 To acknowledge the Company's Operating Performance of the year 2020**

The Chairman assigned Mr. Vicha Poolvaraluk, Director and Chief Executive Officer, to report the result of the Company's operating performance of the year 2020.

Mr. Vicha Poolvaraluk reported the result of business operation of the Company in 2020 which can be found in the Annual Report which was attached together with the Invitation.

The questions and suggestions raised are summarized below.

**Mr. Thawatchai Sirisubsatit**, the shareholder, inquired as follows:

1. COVID-19 pandemic showed a rapid growth of Streaming Service. What impact is Streaming Service having on the Cinema Business?
2. What are the Company's key strategies that will be implemented to deal with the COVID-19 pandemic?

**Mr. Pollapat Aramruangsakol**, the shareholder, inquired as follows:

1. Could the Cinema Business' revenues recover before the COVID-19 pandemic?
2. Is there a new business trend instead of the Cinema Business?

**Mr. Vicha Poolvaraluk**, Director and Chief Executive Officer, clarified as follows:

1. Streaming Service is disrupting Cinema Business. Customers of Streaming are the same segments of the Movie Business. According the research, there is 50 percent of the number of customers in Bangkok Metropolis applying the Streaming Service. However, there is not exceed 40 percent of the number of customers in other provinces applying the Streaming Service. This reflects the complex system for unfriendly subscribing the service. Noticeably, the sale tickets of E-Riam-Sing the movie was not declined. The Company will try our best to select the best quality movies and maintain the Company's market share to be not less than 50%
2. The Company focuses on creating more Thai movies and expands to export of Thai movies for supporting Thai movies industry. Also, the Company will do Popcorn Business, and add distribution channels, for example, delivery and supermarket, etc. It is expected that the present sale tickets around 30% will increase to reach around 50%.

However, non-popcorn business is in the process of development to accelerate the sale. The Company has a solid plan to transform the business ie. Cashless Cinema (which will be implemented within next year), e-Marketing (Mobile Marketing). This will help the Company to reduce cost. Customers will also gain the good experience with more convenient purchase of a tickets.

Mr. Vicha Poolvaraluk, Director and Chief Executive Officer, invited Ms. Thitapat Issarapornpat, Chief Finance Officer, to report the company's actions regarding anti-corruption in the past year

Ms. Thitapat Issarapornpat, Chief Finance Officer, reported to the meeting regarding the Company's actions on anti-corruption that the Company has announced its intention to join the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) on February 18, 2020. At present, the Company is in the process of preparing document and required form for submission to CAC for consideration.

After the report on the Company's actions on anti-corruption, the Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the chairman announced that this agenda is for acknowledgment; therefore, a vote is not required.

### **Agenda 3 To consider approving the Financial Statements for the year 2020 ended 31 December 2020**

The Chairman assigned Ms. Thitapat Issarapornpat, Chief Finance Officer, to report the Financial Statements of the Company in the fiscal year 2020 ended on December 31, 2020 to the meeting for consideration.

Ms. Thitapat Issarapornpat, Chief Finance Officer, report that the Financial Statements of the Company in the fiscal year 2020 ended on December 31, 2020 which has been audited by the certified public accountant and has been reviewed by the Audit Committee of the Company, the details of which are shown in attachment to the Invitation, which are summarized as follows:

(Unit : Baht)

Statements of Financial Position	2020
Assets	17,678,214,862
Liabilities	11,052,179,890
Shareholder's Equity	6,626,034,972

(Unit : Baht)

Statement of Comprehensive Income	2020
Revenues	3,765,227,271
Net Loss	(527,492,608)
Loss per share	(0.59)

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider and approve the Financial Statements for the year 2020 ended 31 December 2020.

**Resolution:** the Meeting has considered and resolved to approve Financial Statements for the year 2020 ended 31 December 2020, and the voting comprised of;

Approved	641,434,594	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	700	votes	or	-	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares of shareholders present and entitled to vote.

**Agenda 4 To consider and approve no dividend payment and no allocation of net profits as reserves as required by law**

The Chairman assigned Ms. Thitapat Issarapornpat, Chief Finance Officer, to declare the dividend distribution for the year 2020 to the Meeting for consideration.

Ms. Thitapat Issarapornpat declared to the meeting that, from the situation of coronavirus outbreak (Covid-19) and government measures to control the epidemic which affected the operations of the company, in 2020 the company has a net loss after income tax of Baht 527 million in approximate. The Company, therefore, propose to the Annual General Meeting of Shareholder to approve no dividend payment to shareholders.

Since the company has fully allocated the net profit as a reserve fund as required by law, the Company is not required to allocate the net profit from the 2020 performance as a reserve fund.

The questions and suggestions raised are summarized below.

**Mr. Thawatchai Sirisubsatit**, the shareholder, inquired as follows:  
When will the company pay dividend again?

**Ms. Thitapat Issarapornpat**, Chief Finance Officer, clarified as follows:  
The company will consider to pay dividend based on its financial performance.

**Mr. Chai Jroongtanapibarn**, Chairman of Audit Committee, and Independent Director, clarified as follows:

Dividend Payment depends on the Company's financial status that is enough for future fund reserve. Meanwhile, Thailand's domestic financial status is another key factor for consideration. If there is no crisis factor, the Company will consider to pay dividend to Shareholders.

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider and approve this agenda.

**Resolution:** the Meeting has considered and resolved to approve no dividend payment and no allocation of net profits as reserves as required by law, and the voting comprised of;

Approved	641,435,021	votes	or	99.9999	percent
Disapproved	10	votes	or	0.0000	percent
Abstained	700	votes	or	-	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares of shareholders present and entitled to vote.

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

The Chairman assigned the Secretary of the Meeting to elucidate the details of the election of directors to replace those retiring by rotation to the meeting.

The Secretary of the Meeting declared that according to the law and the Company's Articles of Association determines that at the annual general meeting of shareholders, not less than one-third of the number of the directors in the Board of Directors, shall retire by rotation. At present, the directors retiring by rotation in this year will have 4 persons as the following:

1. Ms. Paradee	Poolvaraluk	Director and Executive Director
2. Mr. Verawat	Ongvasith	Vice President, Nomination and Remuneration Committee, Risk Management Committee, and Executive Director
3. Mr. Satian	Pooprasert	Chairman of Risk Management Committee, Corporate Governance Committee, and Independent Director
4. Ms. Chonthicha	Chitraarporn	Chairman of Corporate Governance Committee, Audit Committee, Risk Management Committee, and Independent Director

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names the qualified candidates for the positions of the directors to be elected as directors of the Company in the 2021 Annual General Meeting of Shareholders. The consequence is none of shareholders propose the name of candidates to the Company.

In this regard, the Nomination and Remuneration Committee has considered 4 candidates qualified with knowledge, competence, experience, good working record, virtue, ethics, good attitude to the Company and ability to sufficiently devote their time to the Company's operation benefit in line with the directors' structure.

In addition, qualified candidates proposed for appointment as independent directors have been considered as qualified persons according to the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission being able to provide opinions on various matters independently. The Nomination and Remuneration Committee, therefore, resolved to propose to the Board of Directors to further propose to Meeting of Shareholders to appoint directors who retired by rotation to be the director for another term. Documents for consideration on this agenda have been sent to shareholders together with the Invitation as the attachment 3.

In order to comply with the principles of good corporate governance, the Company has arranged ballot papers for shareholders to elect directors individually. The results of the election would be released for each individual nominee.

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider and approve on this agenda.

**Resolution:** The Meeting has considered and resolved, with the majority vote of the total entitled votes presenting and voting at the Meeting, approved the election of 4 Directors namely, Ms. Paradee Poolvaraluk, Mr. Verawat Ongvasith, Mr. Satian Pooprasert, and Ms. Chonthicha Chitraarporn, to be the Company's Directors as proposed as follows:

(1) Ms. Paradee Poolvaraluk with the votes as follows:

Approved	640,746,622	votes	or	99.8925	percent
Disapproved	689,100	votes	or	0.1074	percent
Abstained	10	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

(2) Mr. Verawat Ongvasith with the votes as follows:

Approved	529,494,886	votes	or	82.5483	percent
Disapproved	111,940,836	votes	or	17.4516	percent
Abstained	10	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

(3) Mr. Satian Pooprasert with the votes as follows:

Approved	632,567,332	votes	or	98.6174	percent
Disapproved	8,868,390	votes	or	1.3825	percent
Abstained	10	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

(3) Ms. Chonthicha Chitraarporn with the votes as follows:

Approved	641,435,722	votes	or	99.9999	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	10	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares of shareholders present and entitled to vote.

#### **Agenda 6 To consider fixing remuneration and meeting allowance for the directors for the year 2021**

The Chairman declared that in consideration of the fixing remuneration and meeting allowance for the directors for the year 2021, the Board of Directors took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry and size, including profit growth.

However, due to the current economic conditions affected by the ongoing COVID-19 pandemic. The Nomination and Remuneration Committee, thus, resolved then proposed to the Board of Directors' meeting to propose to the Annual General Meeting of Shareholders for the year 2021 for further consideration and approval of the remuneration of the Board of Directors for the year 2021 in the amount not exceeding Baht 2.34 Million as the same with the year 2020, which is a 70% reduction rate from 2019 and no the special remuneration because the Company has a net loss performance in the year 2020 as detailed in Attachment 4.

The Chairman assigned Mr. Kraithip Krairiksh, Chairman of Nomination and Remuneration Committee, to elucidate the details of the agenda to meeting.

Mr. Kraithip Krairiksh elucidated that the Nomination and Remuneration Committee has considered and proposed to the Board of Directors to propose to the meeting of shareholders for further consideration and approval of remuneration for the directors, the Audit Committee, and other sub-committees for the year 2021 in the amount not exceeding Baht 2.34 Million with no the Special Remuneration.

Remuneration for the directors Baht 2.34 Million is consisted of:

Remuneration for attending Directors' meetings

(1) Remuneration for Directors, an annual total of 2,071,500 Baht per year; which is payable to the Chairman of the board 286,500 baht per year and Directors and the Independent Directors, a total of 1,785,000 Baht per year.

(2) Remuneration for Audit Committee, an annual total of 105,000 Baht per year; which is payable to the Chairman of Audit Committee 60,000 Baht per year and the Audit Committee, a total of 45,000 Baht per year.

(3) Remuneration for Nomination and Remuneration Committee, a total of 36,000 Baht per year.

(4) Remuneration for Executive Committee, an annual total of 127,500 Baht per year; which is payable to the Chairman of the Executive Committee 60,000 Baht per year and the Executive Committee, a total of 67,500 Baht per year.

by comparing information in 2020 and 2021 as detailed in the Attachment 4.

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider and approve fixing remuneration and meeting allowance for the directors for the year 2021.

**Resolution:** the Meeting has considered and resolved to approve fixing remuneration and meeting allowance for the directors for the year 2021 in total amount of not exceeding 2.34 Million Baht, and the voting comprised of;

Approved	641,333,536	votes	or	99.9769	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	148,000	votes	or	0.0230	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares shareholders present and entitled to vote.

**Agenda 7 To consider appointing an auditor and fixing remuneration for the year 2021**

The Chairman assigned the Secretary of the Meeting to elucidate the details of appointing an auditor and fixing remuneration for the year 2021 to meeting for consideration.

The Secretary of the Meeting elucidated that pursuant to of the Public Limited Companies Act B.E. 2535 (as amended), Section 120, and the Company's Articles of Association, Article 38 which determines that the General Meeting of Shareholders has authority to appoint auditors and determine the auditing fee in every year. For 2021, the Board of Directors considered to purpose to the General Meeting of Shareholders to appoint the auditors from PricewaterhouseCoopers ABAS Limited, namely:

1. Ms. Tithinun Vankeo a certified public accountant no. 9432 or;
2. Ms. Nuntika Limviriyalers a certified public accountant no. 7358 or;
3. Mr. Pisit Tangtanakul a certified public accountant no. 4095

as the Company's auditors to audit and opinion on financial statements and consolidated financial statements. Any one of the auditors has been authorized to audit and certify financial statements and consolidated financial statements. In the event that the auditor whose names appear above cannot carry out their duties, PricewaterhouseCoopers ABAS Ltd. has been authorized to appoint another auditor of PricewaterhouseCoopers ABAS Ltd. to perform the work.

In this regard, in consideration of the appointment of the auditors, the Audit Committee considered from the performance and independence, audit fees, qualifications as stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand as the criteria.

Moreover, PricewaterhouseCoopers ABAS Limited and the three auditors mentioned above are completely independent from the Company and have no relation/interest with the Company, its subsidiaries, executives, major shareholders or connected persons of such auditors in a manners

which may affect the independency of auditor, details of which are shown in attachment to the notice to attend the 2021 Annual General Meeting of Shareholders.

Therefore, the Meeting of Shareholders was requested to consider and determine the 2021 auditing fee in amount of not exceeding Baht 4,350,000 and acknowledge auditing fee of the Company's subsidiaries in amount of not exceeding Baht 3,615,000; the total audit fee of the Company and its subsidiaries for the year 2021 is not more than Baht 7,965,000; the details of which are shown in the Attachment 5 to the Invitation.

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider and approve the appointing an auditor and fixing remuneration for the year 2021.

**Resolution:** the Meeting has considered and resolved to approve the appointment of PricewaterhouseCooper ABAS Ltd to be audit firm for the Company and its subsidiaries for the year 2021 and to appoint the following auditors from PricewaterhouseCooper ABAS Ltd. as the Company's Auditors to audit and opine on financial statements and consolidated financial statements for the year 2021;

1. Ms. Tithinun Vankeo a certified public accountant no. 9432 or;
2. Ms. Nuntika Limviriyalers a certified public accountant no. 7358 or;
3. Mr. Pisit Tangtanakul a certified public accountant no. 4095

By determining the 2021 auditing fee in amount of not exceeding Baht 4,350,000 and acknowledgement of auditing fee of the Company's subsidiaries for the year 2021 in amount of not exceeding Baht 3,615,000; the total audit fee of the Company and its subsidiaries for the year 2021 is not more than Baht 7,965,000, and the voting comprised of;

Approved	641,480,836	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	700	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares shareholders present and entitled to vote

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

The Chairman assigned the Secretary of the Meeting to elucidate the details of issuance and offering of Company's Debentures to meeting for consideration.

The Secretary of the Meeting elucidated that the Company would like to issue and offer Debentures with the value not exceeding THB 1,000 Million or the equivalent amount in other currencies in order to reduce financial costs. The Board of Directors deemed appropriate to propose to the Meeting of Shareholders to consider and approve the issuance and offering of debentures with the value not exceeding THB 1,000 Million and to consider authorizing the Board of Directors and/or Chief Executive Officer and/or the person assigned by the Board of Directors or the Chief Executive Officer to further consider and determine the details of such. Details of which are shown in the Invitation sent to all shareholders.

The questions and suggestions raised are summarized below.

**Mr. Thawatchai Sirisubsatit**, the shareholder, inquired as follows:

What will the Company do if the situation is unable to solve after issuing debentures? Will the Company issue debentures again?

The Chairman assigned Mr. Chai Jroongtanapibarn, Chairman of Audit Committee, and Independent Director, to answer the question.

**Mr. Chai Jroongtanapibarn** clarified as follows:

In this year, it is necessary for the company to propose for shareholders' approval of the issuance of debentures to reserve fund. The company will issue debentures based on the short-term debt and long term liabilities including interest rates. This is the best way for the company to improve financial management. The company will consider necessary or appropriate to issue debentures each time.

**Mr. Hangchai**, the shareholder, inquired as follows:

How many debenture has already been matured? Currently, how many amount of debentures will be issued and offered by the Company?

**Ms. Thitapat Issarapornpat**, Chief Finance Officer, clarified as follows:

The issuance and offering of debentures have ever been approved in an amount of 1,000 Million Baht. The Company has already issued and offered of debenture in an amount of 500 Million Baht in February 2021. Baht. At present, the remaining amount of debentures is 500 Million Baht. If the Meeting of Shareholders approves the issuance and offering of debentures in an amount of 1,000 Million Baht, the Company shall have the right to issue and offer debenture in total amount of 1,500 Million Baht.

The Chairman asked whether any shareholder wishes to make any question to the agenda. When it appeared that there were no further questions from shareholder, the shareholders were requested to consider and approve on this agenda.

**Resolution:** the Meeting has considered and resolved to approve issuance and offering of Company's Debentures and granting authorization, and the voting comprised of;

Approved	640,609,045	votes	or	99.8639	percent
Disapproved	872,491	votes	or	0.1360	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

of the total of shares shareholders present and entitled to vote.

#### **Agenda 9 Other business (if any)**

At the end of Agenda 8, the Chairman asked whether any shareholder wishes to propose any matter to the meeting for further consideration.

-None-

The Chairman, then, asked whether any shareholder wishes to make any comment or question.

The shareholder, inquired as follows:

Why do the market price of stock of Major continue to rise while still getting social distancing during the COVID-19 pandemic?

**Mr. Vicha Poolvaraluk**, Director and Chief Executive Officer, clarified as follows:

When we considered the financial statements of other companies, the COVID-19 pandemic has affected several companies; some companies needed to increase capital. However; more than 40% of shareholders are Funds. Foreign investors have confidence in the fundamentals of the Company and business turnaround. Probably, these are the main reasons why foreigner investors return to buy Major's stocks.

When it appeared that there were no further questions or comments from shareholder, the Chairman declared the meeting closed at 11.00 a.m.

- Somchainuk Engtrakul -  
(Mr. Somchainuk Engtrakul)  
The Chairman of the Meeting

**MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED**

Registration No. 0107545000047

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