



- Translation -

**Minute of Annual General Meeting of Shareholder for the year 2023  
of  
Major Cineplex Group Public Company Limited  
Held on Friday 7<sup>th</sup> April, 2023  
In the form of electronic meeting  
According to the Emergency Decree on Electronic Meeting B.E. 2563,  
including other relevant laws and regulations**

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

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

Remark: 100% of directors attended the Meeting.

**The executive officer:**

1. Ms. Thitapat	Issarapornpat	Chief Finance Officer and Company Secretary
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**The legal consultants in attendance:**

1. Ms. Pornpilai	Kosonprapa	Legal Consultant Siam Premier International Law Office Limited and The Secretary of the Meeting
2. Ms. Natcha	Wattanapoonchai	Siam Premier International Law Office Limited

**The auditor in attendance:**

1. Ms. Tithinun	Vankeo	PricewaterhouseCoopers ABAS Co., Ltd.
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### **Before the Commence of the Meeting.**

The secretary of the meeting announced that with in order to maintain the meeting efficiency and fashionable for the present day, The company is aware of unnecessary expenses and convenience for all shareholders to attend the meeting including those who are involved in organizing the meeting. The company organized this meeting in a form of electronic meeting according to the Emergency Decree on Electronic Meeting B.E. 2563 and Public Limited Companies Act, (No.4) B.E. 2565 from 24<sup>th</sup> May 2022, including other relevant laws and regulations.

As the company broadcasts video and audio conferences through electronic conference systems from the company's headquarters. The shareholders have confirmed their identity and registered to attend the meeting in accordance with the details of the procedures as informed by the Company in Enclosure No. 1, which the Company had already sent to the shareholders together with the Invitation letter of the meeting.

As of the date of determining the names of shareholders entitled to attend the meeting or the Record Date on 9<sup>th</sup> March 2023, there were 11,853 shareholders with the total of 894,667,502 shares. In this meeting, there were 38 shareholders attended the meeting in person, holding 350,071,195 shares, and 304 proxies, holding 263,665,955 shares, Including 342 shareholders attending the meeting both in person and by proxy and including the number of shares attending the meeting and casting a vote of 613,737,150 shares or, 68.5994% of the total number of issued shares according to the Company's Articles of Association, Clause 34, stipulates that the shareholders' meeting must be a shareholder in person and by proxies attending at least 25 shareholders and must hold shares in total not less than one-third of the total number of issued shares by the company to constitute a quorum. Therefore, from the number of shareholders attending the meeting and the number of shares held a quorum was formed according to the Company's Articles of Association.

The secretary of the meeting introduced the directors and executives attended the meeting. In addition, the Company also invited an auditor from PricewaterhouseCoopers ABAS Company Limited and the legal consultants from Siam Premier International Law Office Limited to attend the meeting. Also this meeting, Inventech Systems (Thailand) Co., Ltd. Acted as the organizer of the meeting system as well as checking the registration of the shareholders and counting the votes together with Ms. Natcha Wattanapoonchai in order for the shareholders' meeting to be transparent, legitimate and in accordance with the Company's Articles of Association.

### **The Meeting commenced at 10.00 a.m.**

Mr. Somchainuk Engtrakul, the Chairman of the Board of Directors and Independent Director, acted as the Chairman of the Meeting opened the meeting and welcomed all shareholders to the Annual General Meeting of Shareholder of the year 2023. For the Meeting to be accurate, the Chairman requested Ms. Natcha Wattanapoonchai, to clarify the agendas and the voting Procedure on each agenda to the shareholders.

In order to comply with the Good Corporate Governance Principles, the Company provided the opportunity to the shareholders to propose matters that deemed appropriate to include in the agenda of this Annual General Meeting of Shareholder, to nominate a person to be elected as a director from 28<sup>th</sup> November 2022 to 30<sup>th</sup> January 2023 through the websites [www.majorcineplex.com](http://www.majorcineplex.com) and [www.set.or.th](http://www.set.or.th) including to submit questions about the meeting agendas in advance via email since 16<sup>th</sup> March 2023. There was no shareholder proposed any matter. Therefore, the meeting will be conducted according to the agenda specified in the invitation letter for the Annual General Meeting of Shareholders.

Voting Criteria and vote counting of shareholders:

1. Casting a vote according to the company's regulations requires shareholders to have one vote per share for voting in the shareholders' meeting.

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2. Any shareholder who has a conflict of interest in any agenda will not have the right to vote on that agenda. In this meeting, there are 7 agendas to be considered, whereby Agenda 1, 3 - 5, and Agenda 7 must be approved by a majority vote of the total votes of the shareholders who attend the meeting and cast a vote. Agenda 6 must receive approval votes of not less than two-thirds of the total number of votes of shareholders attending the meeting. However, there was no special interest in this meeting, so all shareholders were entitled to vote on every agenda. As for Agenda 2, It was an agenda for acknowledgment so no voting was required
3. In casting a vote, the secretary will inform the shareholders to select the desired agenda, then press the "Vote" button. The system will display all 3 channels for voting: agree, disagree, and abstain for shareholders or many proxies, The system will display all names of proxies by voting separately for each user account. If selected cancel the vote or abstain from voting. The company will assume that you agree with that agenda. Voting can be changed until the voting is closed.
4. Vote counting
  - The company will deduct the disapproval and abstention votes from the total number of votes of the shareholders in attending the meeting and casting a vote, and the rest will be considered votes for "Agree".
  - Shareholders who make a proxy for others to attend the meeting and as a voting form according to the wishes of the shareholders, the Company has taken the votes of agreeing, disagreeing, or abstaining according to the wishes of the shareholders were recorded in consolidated in the registration for voting the agenda.
  - The secretary of the meeting informs the meeting of the voting results of each agenda. The votes counted will include the votes of the shareholders attending the meeting both in person and by proxies, with each agenda using the latest number of shares of attendees in that agenda.
  - In case of Proxy, accepting proxies from many shareholders press the menu to select "Account" and click on the "Change Account" button to access other shareholders' accounts. Shareholders must remain on the agenda until the end of the agenda and must vote on each agenda before closing the vote on that agenda. In the event that shareholders left the meeting room or log-out from the system before closing the meeting vote on any agenda Shareholders' votes will not be counted as a quorum for such agenda and the votes will not be counted in that agenda. However, left the meeting or logging out of any agenda will not deprive the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.
5. Q&A and comment procedure
  - Before voting on each agenda The Chairman of the meeting will give the meeting attendees the opportunity to ask questions or express their opinions on issues related to that agenda as appropriate the shareholders can inquire through messages. In which the shareholders must choose the agenda that they want to ask questions, then press the "Question" button and type your question or comment and press send question. The company will answer questions in the meeting room on the agenda related to that question. The company reserves the right to consider selecting questions as appropriate. The company may bring your questions to answer at the end of the meeting or to answer on the company's website.

When the secretary of the Meeting had explained the voting criteria, then the Chairman proceeded the meeting according to the following agendas.

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## **Agenda 1: To consider adopting the Minutes of the Annual General Meeting of Shareholders for year 2022 held on 8<sup>th</sup> April 2022**

The Chairman announced that the Company held the Annual General Meeting of Shareholders for year 2022 held on 8<sup>th</sup> April 2022 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 enclosure No2.

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 Annual General Meeting of Shareholders for year 2022 held on 8<sup>th</sup> April 2022, details of which are shown in attachment to the Invitation to Attend the Annual General Meeting of 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 chairman requested the meeting to consider adopting the Minutes of the Annual General Meeting of Shareholders for year 2022.

**Resolution:** the Meeting has considered and adopt the Minutes of the Annual General Meeting of Shareholders for year 2022, by majority vote of the shareholders attending the meeting with the right to vote in the amount of 345 persons, totaling 614,212,150 shares or 68.65% of the total issued shares of the Company and the voting comprised of;

Approved	614,212,150	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

## **Agenda 2: To acknowledge the Company's Operating Performance of the year 2022**

The Chairman assigned Mr. Vicha Poolvaraluk, Director, Chairman of Executive Committee and Chief Executive Officer, to report the result of the Company's operating performance of the year 2022 to meeting for.

Mr. Vicha Poolvaraluk, reported the result of business operation of the Company in 2022 To the meeting as detailed in the Annual Report 2022 which was attached together with the invitation in advance.

The Chairman 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 since the past year. The Company has joined the Thailand's Private Sector Collective Action Coalition against Corruption (CAC) and continues to encourage business partners to conduct business with transparency and continually oppose all forms of corruption for sustainable business cooperation.

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 and approve the Financial Statements for the fiscal year 2022 ended 31<sup>st</sup> December 2022**

The Chairman assigned Ms. Thitapat Issarapornpat, Chief Finance Officer, to report the Financial Statements of the Company in the fiscal year 2022 ended on 31<sup>st</sup> December 2022 to the meeting for consideration.

Ms. Thitapat Issarapornpat, Chief Finance Officer, report that the Financial Statements of the Company in the fiscal year 2022 ended on 31<sup>st</sup> December 2022 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)

<b>Financial Position</b>	<b>2022</b>
Assets	14,846,729,012
Liabilities	7,625,249,154
Shareholder's Equity	7,221,479,858

(Unit : Baht)

<b>Operating Results</b>	<b>2022</b>
Revenues	6,388,472,679
Net Profit	252,145,319
Earnings per share	0.28

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 requested the meeting to consider and approve the Financial Statements for the fiscal year 2022 ended 31<sup>st</sup> December 2022.

**Resolution:** the Meeting has considered and resolved to approve the Financial Statements for the fiscal year 2022 ended 31<sup>st</sup> December 2022 by majority vote of the shareholders attending the meeting with the right to vote in the amount of 346 persons, totaling 614,212,250 shares or 68.65% of the total issued shares of the Company and the voting comprised of;

Approved	610,993,650	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	3,218,600	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

**Agenda 4: To consider and approve the dividend payment from the operating results of the year 2022**

The Chairman assigned Ms. Thitapat Issarapornpat, Chief Finance Officer, to declare the dividend distribution for the year 2022 to the Meeting for consideration.

Ms. Thitapat Issarapornpat declared to the meeting that, The Company has a policy to pay dividends as announced at the rate of not less than 40 % of net profit after tax and legal reserves. The company has considered the future investment plan and the need to reserve funds for business operations and expansion of the company's business and must not have any significant impact on the normal operations of the Company and its subsidiaries.

In 2022, the company has a net profit after income tax of Baht 252.15 million, representing earnings per share equal to 0.28 baht per share. The company can therefore consider paying dividends to shareholders in accordance with section 115 of the Public Limited Companies Act.

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2535 (and as amended) and according to Clause 43 of the Company's Articles of Association, which stipulates that dividends shall not be paid from dividends from other types of money other than profits. By paying dividends to be divided by the number of shares, each shares equally.

The company had provided to the shareholder meeting to consider to approve the dividend payment for the period from January to December 2022 at the rate of Baht 0.25 per share, which total in amount of Baht 223.67 million or 88.71% of net profit per shares. The company has determine the record date on 21<sup>st</sup> April 2023 (Record Date) and the dividend payment shall be pay to the shareholders on 3<sup>rd</sup> May 2023.

The chairman asked whether the meeting have any further question, when it appeared that there were no further questions from shareholder, the chairman requested the meeting to consider and approve dividend payment for the year 2022.

**Resolution:** the Meeting has considered and approve dividend payment for the year 2022 by majority vote of the shareholders attending the meeting with the right to vote in the amount of 346 persons, totaling 614,212,250 shares or 68.65% of the total issued shares of the Company and the voting comprised of;

Approved	614,212,150	votes	or	99.9999	percent
Disapproved	100	votes	or	0.0000	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

**Agenda 5: To consider the election of directors in replacement of the directors who retired 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. Mr. Chai Jroongtanapibarn Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee
2. Mr. Kraithip Krairiksh Independent Director, Chairman of Nomination and Remuneration Committee Audit Committee and Corporate Governance Committee
3. Mr. Thanakorn Puriwekin Director and Executive Director
4. Mr. Prasert Bunsumpun Independent Director, Vice President and Investment Committee

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 advance via SET website and publish on company website from 28<sup>th</sup> November 2022 to 30<sup>th</sup> January 2023. 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. Therefore, The Nomination and Remuneration Committee resolved to propose to the Board of Directors to further propose to Meeting of Shareholders to appoint directors who

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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 Enclosure 4.

In order to comply with the principles of good corporate governance, the Company has 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 chairman requested the meeting to consider and approve on this agenda.

**Resolution:** The Meeting has considered and resolved by majority vote of the total entitled votes presenting in the amount of 346 persons, totaling 614,212,250 shares or 68.65% of the total issued shares of the Company approved the election of 4 Directors namely,

Mr. Chai Jroongtanapibarn, Mr. Kraithip Krairiksh, Mr. Thanakorn Puriwekin and Mr. Prasert Bunsumpun to be the Company's Directors as proposed as follows:

(1) Mr. Chai Jroongtanapibarn with the votes as follows:

Approved	396,487,225	votes	or	64.5521	percent
Disapproved	217,725,025	votes	or	35.4478	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

(2) Mr. Kraithip Krairiksh with the votes as follows:

Approved	473,077,011	votes	or	77.0217	percent
Disapproved	141,135,239	votes	or	22.9782	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

(3) Mr. Thanakorn Puriwekin with the votes as follows:

Approved	476,761,311	votes	or	77.6215	percent
Disapproved	137,450,939	votes	or	22.3784	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

(4) Mr. Prasert Bunsumpun with the votes as follows:

Approved	399,843,325	votes	or	65.0985	percent
Disapproved	214,368,925	votes	or	34.9014	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

#### **Agenda 6 To consider fixing remuneration and meeting allowance for the directors for the year 2023**

The Chairman declared that in consideration of the fixing remuneration and meeting allowance for the directors for the year 2023, 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. 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 2023 as detailed in enclosure No.5 for further consideration and approval of the remuneration of the Board of Directors for the year 2023 in the amount not exceeding Baht 9.06 Million, which the remuneration of the Board of Directors for not exceeding Baht 7.80 Million and the special remuneration for Baht 1.26 Million.

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 2023 in the amount not exceeding Baht 7.80 Million and the special remuneration for Baht 1.26 Million

Remuneration for the directors Baht 7.80 Million is consisted of:

Remuneration for attending Directors' meetings

- (1) For the Board of Directors: To be paid annually to the Chairman in amount of Baht 360,000 per year, and the directors in amount of Baht 595,000 per year.
- (2) For the Executive Committee: To be paid annually to the Chairman of the Executive Committee in amount of Baht 125,000 per year, and to other member in amount of Baht 75,000 per year.
- (3) For the Audit Committee: To be paid annually to the Chairman of the Audit Committee in amount of Baht 125,000 per year, to the other Audit Committee member in amount of Baht 75,000 per year.
- (4) For the Remuneration and Compensation Committee: To be paid annually to each member of such Committee in amount of Baht 30,000 per year.

by comparing information in 2019 to 2022 as detailed in the Enclosure No.5.

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 requested the meeting to consider and approve fixing remuneration and meeting allowance for the directors for the year 2023.

**Resolution:** the Meeting has considered and resolved to approve fixing remuneration and meeting allowance for the directors for the year 2023 in the amount not exceeding Baht 9.06 Million as Board of Directors proposed with a vote of not less than two-thirds of the total entitled votes presenting in the amount 347 persons, totaling 614,228,250 shares or 68.65% of the total issued shares of the Company and the voting comprised of;

Approved	614,005,550	votes	or	99.9637	percent
Disapproved	222,700	votes	or	0.0362	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

**Agenda 7 To consider appointing an auditor and fixing remuneration for the year 2023**

The Chairman assigned the Secretary of the Meeting to elucidate the details of appointing an auditor and fixing remuneration for the year 2023 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 2023, 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 for year 2023 to audit and opinion on financial statements and consolidated financial statements. Anyone 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.

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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 enclosure No.6 to the invitation to attend the 2023 Annual General Meeting of Shareholders.

Therefore, the Meeting of Shareholders was requested to consider and determine the 2023 auditing fee in amount of not exceeding Baht 3,607,500 and acknowledge auditing fee of the Company's subsidiaries in amount of not exceeding Baht 3,280,000; the total audit fee of the Company and its subsidiaries for the year 2023 is not more than Baht 6,887,500; the details of which are shown in the enclosure No.6 to the Invitation.

The Chairman asked whether any shareholder wishes to make any question to the agenda. Which there were additional questions from shareholders as follows:

**Mr. Sathaporn Kotheeranurak**, shareholder had asked 3 questions as follows;

1. Did the Company asking other auditors to propose audit fees for comparison?
2. Are the subsidiaries certified by the same auditor? And what kind of auditor's report?
3. In case of the company that did not active, is there an audit fee charged or not?

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

1. The company did has considered the audit fee by comparing with other auditors.
2. PricewaterhouseCoopers ABAS Ltd. is also the auditor of the Company and its subsidiaries.
3. Companies that did not operate will be charged with very less of audit fee.

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 requested the meeting to approve appointing an auditor and fixing remuneration for the year 2023.

**Resolution:** the Meeting has considered and resolved by majority vote of the shareholders attending the meeting with the right to vote in the amount of 350 persons, totaling 614,232,451 shares or 68.65% of the total issued shares of the Company and the voting comprised to approve the appointment of PricewaterhouseCooper ABAS Ltd to be audit firm for the Company and its subsidiaries for the year 2023 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 2023;

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 2023 auditing fee in amount of not exceeding Baht 3,607,500 and acknowledgement of auditing fee of the Company's subsidiaries for the year 2023 in amount of not exceeding Baht 3,280,000; the total audit fee of the Company and its subsidiaries for the year 2023 is not more than Baht 6,887,500 and the voting comprised of;

Approved	586,774,449	votes	or	95.5297	percent
Disapproved	27,458,002	votes	or	4.4702	percent
Abstained	0	votes	or	0.0000	percent
Voided Ballot	0	votes	or	0.0000	percent

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## Agenda 8 Other business (if any)

At the end of Agenda 7, 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:

**Mr. Kiattisak Suntisawang**, shareholder had asked 4 questions as follows;

1. From the campaign policies of some political parties that propose to increase the minimum wage. How will it affect the cost?
2. When will the progress of popcorn production using Taokaenoi Food & Marketing (TKN) equipment be available in convenience stores?
3. What is the portion of popcorn revenue to total revenue expected in 2023?
4. Is there possibility of Major Cineplex Group Public Co. Ltd. will arrange a presentation on the Opportunity Day in every quarter?

**Mr. Vicha Poolvaraluk**, Director and the Chairman of Executive Committee clarified 4 questions as follows:

1. The total wages of employees and executives are less than 5% of Total Revenue, which is considered very low. As currently, the company pays wages to employees at a rate higher than the minimum wage. Therefore, if the minimum wage is adjusted the affect will be very little to the cost.
2. In the process of marketing planning which will be distributed in convenience stores during the beginning of the third quarter of 2023.
3. Before the outbreak of COVID-19, The Company only selling popcorn in cinemas. Con to Box ratio or popcorn revenue compared to movie ticket revenue are around 30 - 40%, which after the outbreak of COVID-19 the company has added delivery sales channel and will be distribute into the convenience store that is a relatively large market soon. Overall, the Company con to box in every month has a proportion of 40 - 60%. At the end of 2023, the expected proportion of popcorn revenue compared to the total income should be around 28% to 30%.
4. In the past, the company used to join Opportunity Day but now the company has been organizing analyst meetings in every quarter already but the company will be taken into consideration which this year might be once or twice as much as possible.

**Mr. Apinan Jirakomes**, shareholder had asked 2 questions as follows;

1. Please share the company's operational goals in 2023 in terms of revenue, operating results and new investment guidelines?
2. Nowadays, Has the number of customers returned to the level before the outbreak of COVID-19 or not, and would like to inquire whether the company thinks that the viewing behavior of consumers has changed?

**Mr. Vicha Poolvaraluk**, Director and the Chairman of Executive Committee clarified 2 questions as follows:

1. In 2023, the company's income It mainly depends on the quality of the movie. Currently there are some of Hollywood's biggest blockbusters coming to the screens, including Guardians of the Galaxy, Fast & Furious 10, Transformers, The Flash, Indiana Jones, Mission Impossible, The Marvel, The Hunger Games and Aquaman. Management has the intention that this year 2023 will be equal to the year 2019, depending on the strength of the movie how much money it will make. which the company will do its utmost in both movies and popcorn
2. Considering the Avatar movie that released in December 2022, the company's revenue earned over Baht 400 million, which means that consumers still like to watch on big screen. There is also a behavior of going out for the cheapest entertainment The John Wick movie has revenue over Baht 100 million for the company, even though consumers had choices. There is a new social media entertainment platform that has emerged but the cinema also has been upgraded both



IMAX laser, ScreenX for consumers new experiences to enjoy coming to the cinema and eating popcorn but the company continues to improving our services.

**Ms. Tippayada Srijaroen**, Proxies had asked 3 questions as follows;

1. Asking for opinions of the company towards the competition with Streaming
2. Growth strategy in 2023 of the company
3. The property tax that is currently out of promotion from the government and the burden of increasing electricity charges.

**Mr. Vicha Poolvaraluk**, Director and the Chairman of Executive Committee clarified 3 questions as follows:

1. In view of the cinema and studio, Streaming is not a competitor. This channel is like a Windows of every DVD movie that already showed in the cinema. For example, Thai movies must show on the cinema first before another 4 months to enter Streaming which most consumers would not wait, they are more likely to watch fresh on first screen. Now Hollywood, blockbuster movies are 6 to 9 months, and for small movies are about 3 months before entering streaming platform so the company did not consider as a competitor to the company. On another perspective like Disney or Warner Bros. have their own streaming. If the movies doing well, Streaming will perform in the same direction. Nowadays, cinemas around the world are all fully operated and every studio has a clear policy to keep long delay before enter other platform. Every research show that consumers who watch movies in cinemas also buy streaming channel. Therefore, all Thai movies of the Company are also sold out on streaming worthwhile.

2. Planning in 2023, the company plans to expand the number of screens at least 40 screens in Thailand. Movie theaters in Thailand still have less in number compared to country like Korea with over 2,000 screens. But in Thailand, there are only 1,200 screens, which is only half in Korea. But the population of Korea is less than Thailand, like movie theaters in Indonesia, Malaysia has grown including China with more than 70,000 screens and in America for 35,000 screens, The overall of Asia still have potential for movie theaters to expand.

3. The electricity charges has been increasing sharply since last year, The company got only a small impact because over 800 screens, about 70% of The company screen are on revenue sharing scheme with the landlord which already includes air conditioning expenses that are most of an electricity usage. Therefore, the cost of electricity that the company pays in cinemas will be very less. For example, the company's stand alone have many stores and shops help share the company's burden in terms of electricity bills. Overall, the electricity cost might be impact our business but not much and for the property tax, if considering from the financial statement it can be seen that property tax expenses are return to normal which probably inevitable.

When it appeared that there were no further questions or comments from shareholder, the Chairman declared the meeting closed at 11.28 a.m.

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