



- Translation -

**Minute of Annual General Meeting of Shareholder for the year 2024**  
**of**  
**Major Cineplex Group Public Company Limited**  
**Held on Tuesday 2<sup>nd</sup> April, 2024**  
**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	Pooprasert	Independent Director, Chairman of Risk Management Committee and Corporate Governance and Sustainability Development 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 and Sustainability Development 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 and Sustainability Development Committee
9. Mr. Pawatt	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. Kulkanist	Khamsirivatchara	Legal Consultant Siam Premier International Law Office Limited
2. Ms. Pornpilai	Kosonprapa	Legal Consultant Siam Premier International Law Office Limited and The Secretary of the Meeting

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**The auditor in attendance:**

1. Ms. Tithinun Vankeo

PricewaterhouseCoopers ABAS Co., Ltd.

**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 7<sup>th</sup> March 2024, there were 11,724 shareholders with the total of 894,667,502 shares. In this regard, there were 65,530,400 repurchased shares according to the Share Repurchase Project for Financial Management Purposes. These repurchased shares will not be counted in a quorum of shareholders' meeting, including shareholders holding them won't have the right to vote and receive dividends. Therefore, there are in total 829,137,102 issued shares with voting rights at this meeting. In this meeting, there were 43 shareholders attended the meeting in person, holding 349,537,846 shares, and 43 proxies, holding 209,531,229 shares, Including 86 shareholders attending the meeting both in person and by proxy and including the number of shares attending the meeting and casting a vote of 559,069,075 shares or, 67.4278% 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 that the shareholders' meeting will 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 2024. For the Meeting to be accurate, the Chairman requested Ms. Pornpilai Kosonprapa, 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 14<sup>th</sup> November 2023 to 31<sup>th</sup> January 2024 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

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since 5<sup>th</sup> March 2024. 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.
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

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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.

### **Agenda 1: To consider adopting the Minutes of the 2023 Annual General Meeting of Shareholders held on 7<sup>th</sup> April 2023**

The Chairman announced that the Company held the Annual General Meeting of Shareholders for year 2023 held on 7<sup>th</sup> April 2023 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, 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 2023, 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 2023.

**Resolution:** the Meeting has considered and adopt the Minutes of the Annual General Meeting of Shareholders for year 2023, by majority vote of the shareholders attending the meeting with the right to vote in the amount of 90 persons, totaling 559,170,976 shares or 67.44% of the total issued shares of the Company and the voting comprised of;

Approved	559,170,976	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	0	votes	or	0.0000	percent

### **Agenda 2: To acknowledge the Company's Operating Performance of the year 2023**

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 2023 to meeting for.

Mr. Vicha Poolvaraluk, reported the result of business operation of the Company in 2023 to the meeting as detailed in the Annual Report 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, declared to the meeting that in the past year, the company has placed importance on developing a good corporate governance system and proactively combating corruption. In 2023, important operations were carried out as follows :

1. Reviewing the good corporate governance policy to comply with the laws, principles of good corporate governance, and good practices both domestically and internationally. The Board of Directors, the executives, and all employees are aware of and comply with this.



2. Reviewing the process and system for receiving complaints and reporting corruption in order to ensure standardized management, monitoring, and reporting, as well as to create confidence among stakeholders in transparent, fair, and verifiable management.

3. Preparing for a renewal of certification as a member of the Thai Private Sector Collective Action against Corruption (CAC) for the second time in 2028.

4. Developing a process for inspecting and overseeing transparency in transactions with third parties (Third Party Screening) to prevent individuals involved in corruption or unlawful acts from conducting business with the company

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 approved the Financial statements for the fiscal year 2023, ended 31<sup>st</sup> December 2023.**

The Chairman assigned Ms. Thitapat Issarapornpat, Chief Finance Officer, to report the Financial Statements of the Company in the fiscal year 2023 ended on 31<sup>st</sup> December 2023 to the meeting for consideration.

Ms. Thitapat Issarapornpat, report that the Financial Statements of the Company in the fiscal year 2023 ended on 31<sup>st</sup> December 2023 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>2023</b>
Assets	14,425,954,080
Liabilities	8,313,800,682
Shareholder's Equity	6,112,153,398

(Unit : Baht)

<b>Operating Results</b>	<b>2023</b>
Revenues	8,551,299,963
Net Profit	1,041,812,874
Earnings per share	1.18

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 approved the audited financial statements for the fiscal year 2023, ended 31<sup>st</sup> December 2023.

**Resolution:** the Meeting has considered and resolved to approve the financial statements for the fiscal year 2023, ended 31<sup>st</sup> December 2023 by majority vote of the shareholders attending the meeting with the right to vote in the amount of 91 persons, totaling 559,172,476 shares or 67.44% of the total issued shares of the Company and the voting comprised of;

Approved	555,736,676	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	3,435,800	votes	or	0.0000	percent

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#### **Agenda 4: Consider the allocation of profits for the payment of dividends from the 2023 operating results and acknowledge the interim dividend payment**

The Chairman assigned Ms. Thitapat Issarapornpat, Chief Finance Officer, to declare the dividend distribution for the year 2023 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 2023, the company has a net profit after income tax of Baht 1,041.81 million, representing earnings per share equal to 1.18 baht per share. The company can therefore consider paying dividends to shareholders in accordance with section 115 of the Public Limited Companies Act. B.E.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 hereby proposes to the shareholders' meeting to consider approving the payment of dividends twice, totaling 0.65 Baht per share, amounting to 571,704,316 Baht, which represents 54.88 percent of the net profit per share. This includes an interim dividend payment for the first 6-month period from 1st January to 30th June 2023, at the rate of 0.50 Baht per share, amounting to 447,333,751 Baht, which was paid on 5th September 2023, as an interim dividend payment for the shareholders' meeting to acknowledge, and the remaining dividend payment for the operating results of the last 6-month period from 1st July to 31st December 2023, according to the financial statements ending on 31st December 2023, proposed at the rate of 0.15 Baht per share, amounting to 124,370,565 Baht, calculated from 829,137,102 shares, excluding the repurchased shares (treasury stock) of 65,530,400 shares, which is proposed for shareholders' approval. The shareholders entitled to receive dividends will be determined on 10th April 2024 (Record Date), and the dividend payment to shareholders is scheduled for 30th April 2024

Subsequently, the chairman asked the meeting if there were any further comments or questions, and there were additional questions from a shareholder as follows :

**Mr. Sathaporn Kotheeranurak**, shareholder had asked 2 questions as follows;

1. Why is the ratio of dividends paid to profits lower than the previous year?
2. From which part does the dividend payment come? Is it necessary to loan more money?

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

1. The reason the ratio of dividends paid to profits is lower than the previous year is because the company had carried out a Treasury Stock project to manage finances, which used approximately 950 million Baht from the past year's operations. The details are shown in the financial statements for the year 2023.

2. The dividends paid come from the company's operational results in 2023, not from loan.

The Chairman asked whether the meeting have any further question. There were no further questions from shareholders. The Chairman requested the meeting to consider and approve dividend payment for the year 2023.



**Resolution:** the Meeting has considered and approve dividend payment for the year 2023 by majority vote of the shareholders attending the meeting with the right to vote in the amount of 91 persons, totaling 559,172,476 shares or 67.44% of the total issued shares of the Company and the voting comprised of;

Approved	559,164,176	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	8,300	votes	or	0.0000	percent

**Agenda 5: To consider the election of the 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 the directors in replacement of the directors who 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. Mrs. Paradee Poolvaraluk Director and Executive Director
2. Mr. Pawatt Ongvasith Director, Executive Director, Nomination and Remuneration Committee, Risk management Committee, Investment Committee
3. Mr. Satian Pooprasert Independent Director, Chairman of Risk management Committee and Corporate Governance and Sustainability Development Committee
4. Ms. Chonticha Chitraporn Independent Director, Chairman of Corporate Governance and Sustainability Development Committee, Audit Committee and Risk management 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 14<sup>th</sup> November 2023 to 31<sup>st</sup> January 2024. 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 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 the meeting have any further question, when it appeared that there were no further questions from shareholder, The Chairman then proposed that the meeting consider voting on this agenda.

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**Resolution:** The Meeting has considered and resolved by majority vote of the total entitled votes presenting in the amount of 91 persons, totaling 559,172,476 shares or 67.44% of the total issued shares of the Company approved the election of 4 Directors namely,

Mrs. Paradee Poolvaraluk, Mr. Pawatt Ongvasith, Mr. Satian Pooprasert, Ms. Chonticha Chitraporn to be the Company's Directors as proposed as follows:

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

Approved	496,321,800	votes	or	88.7600	percent
Disapproved	62,850,676	votes	or	11.2399	percent
Abstained	0	votes	or	0.0000	percent

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

Approved	467,018,981	votes	or	83.5196	percent
Disapproved	92,153,495	votes	or	16.4803	percent
Abstained	0	votes	or	0.0000	percent

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

Approved	437,272,395	votes	or	78.1999	percent
Disapproved	121,900,081	votes	or	21.8000	percent
Abstained	0	votes	or	0.0000	percent

(4) Ms. Chonticha Chitraporn with the votes as follows:

Approved	498,305,100	votes	or	89.1147	percent
Disapproved	60,867,376	votes	or	10.8852	percent
Abstained	0	votes	or	0.0000	percent

#### **Agenda 6 To consider fixing remuneration and meeting allowance for the directors for the year 2024**

The Chairman declared that in consideration of the fixing remuneration and meeting allowance for the directors for the year 2024, the Nomination and Remuneration Committee 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 2024 as detailed in enclosure No.5 for further consideration and approval of the remuneration of the Board of Directors for the year 2024 in the amount not exceeding Baht 13.6 Million, are the remuneration of the Board of Directors for not exceeding Baht 8.4 Million and the special remuneration for Baht 5.2 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 2024 in the amount not exceeding Baht 13.6 Million, which are the remuneration of the Board of Directors for not exceeding Baht 8.4 Million and the special remuneration for not exceeding Baht 5.2 Million.

In this regard, the remuneration of directors, excluding sub-committees, remains the same as in 2023. The remuneration increased due to the appointment of more sub-committees, including the Investment Committee, Risk Management Committee Corporate Governance and Sustainability Development Committee





Remuneration for the directors Baht 8.4 Million is consisted of:

Remuneration for attending Directors' meetings

- (1) For the Board of Directors: To be paid annually to the Chairman in the amount of Baht 360,000 per year, and the directors in amount of Baht 595,000 per year.
- (2) For the Audit Committee: To be paid annually to the Chairman of the Audit Committee in the amount of Baht 125,000 per year, and to the other member in amount of Baht 75,000 per year.
- (3) For the Remuneration and Compensation Committee: To be paid annually to each member of such Committee in the amount of Baht 30,000 per year.
- (4) For the Executive Committee: To be paid annually to the Chairman of the Executive Committee in the amount of Baht 125,000 per year, and to other member in amount of Baht 75,000 per year.
- (5) For the Investment Committee, Risk Management Committee, and Corporate Governance and Sustainability Development Committee, the remuneration will be paid to each director in the amount of 10,000 baht per meeting.

by comparing information in 2020 to 2023 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 2024.

**Resolution:** the Meeting has considered and resolved to approve fixing remuneration and meeting allowance for the directors for the year 2024 in the amount not exceeding Baht 13.6 Million as Board of Directors proposed with a vote of not less than two-thirds of the total entitled votes presenting in the amount 92 persons, totaling 559,173,676 shares or 67.44% of the total issued shares of the Company and the voting comprised of;

Approved	558,584,386	votes	or	99.8946	percent
Disapproved	1,400	votes	or	0.0002	percent
Abstained	587,890	votes	or	0.1051	percent

**Agenda 7 To consider appointing an auditor and fixing remuneration for the year 2024**

The Chairman assigned the Secretary of the Meeting to elucidate the details of appointing an auditor and fixing remuneration for the year 2024 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 2024, The Audit Committee has considered and proposed to the Board of Directors in order 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
2. Ms. Nuntika Limviriyalers a certified public accountant no. 7358
3. Mr. Pisit Tangtanakul a certified public accountant no. 4095

As the Company's auditor for the year 2024 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 auditors 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 manner which may affect the independency of auditor, details of which are shown in enclosure No.6 to the Invitation to attend the meeting of shareholders which were already sent to the shareholders.

Therefore, the Meeting of Shareholders was requested to consider and determine the 2024 auditing fee in amount of not exceeding Baht 3,780,000 and acknowledge auditing fee of the Company's subsidiaries in amount of not exceeding Baht 3,490,000; the total audit fee of the Company and its subsidiaries for the year 2024 is not more than Baht 7,270,000 as the sum auditing fee for preparing and auditing the 2024 financial statements; the details of which are shown in the enclosure No.6.

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 2024.

**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 92 persons, totaling 559,173,676 shares or 67.44% 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 2024 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 2024;

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

By determining the 2024 auditing fee in amount of not exceeding Baht 3,780,000 and acknowledgement of auditing fee of the Company's subsidiaries for the year 2024 in amount of not exceeding Baht 3,490,000; the total audit fee of the Company and its subsidiaries for the year 2024 is not more than Baht 7,270,000 and the voting comprised of;

Approved	547,510,157	votes	or	100.0000	percent
Disapproved	0	votes	or	0.0000	percent
Abstained	11,663,519	votes	or	0.0000	percent

#### **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. Chanathip Witthayakul**, Proxy of the Thai Investors Association, had asked a question as follows:

The Thai Investors Association has a policy proposing the companies listed on the Stock Exchange of Thailand to organize the general/extraordinary meetings of shareholders using the on-site and online meetings parallelly, the so-called Hybrid, in order that the shareholders, the executives, and the Board of Directors meet, communicate, and discuss questions conveniently, which is in line with the Circular Letter of the Securities and Exchange Commission (SEC) No. KorLorTor.NorRor. (Wor) 2/2567 Re: Request for cooperation regarding the holding of a general meeting of shareholders dated 10 January B.E. 2567. Therefore, we suggest the company to consider holding the Hybrid meeting in accordance with the abovementioned policy of the Thai Investors Association.

**Mr. Somchainuk Engtrakul**, Independent Director and Chairman of the Board of Directors clarified the question as follows:

The company will give special consideration to the holding of Hybrid or physical meeting of shareholders, providing that there is no public health concern in the next year.

**Mr. Apinan Jirakomes**, shareholder, had asked additional questions as follows:

1. Suggesting the executives to organize Opportunity Days
2. During the latest first quarter there were several films that generated gross income of more than 100 million THB. Does the company have an expectation that both the revenue and profits of the year 2024 will be similar to those of the period before the COVID-19 pandemic or not?
3. Inquiring about the sale of popcorn, because the sale of popcorn at 7-11 is recently not apparent. In addition, what is the current status of collaboration with Taokaenoi (Taokaenoi Food & Marketing PLC)?

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

1. The company has not organized Opportunity Days for a long time. Normally, there will be an Analyst Meeting after each quarterly meeting. However, we will give the proposal about the Opportunity Days proper consideration.

2. Since the company's business is the theater business, the main income of the company depends on the contents. For the year 2024, Hollywood movies are not as good as 2019. In the next year, Hollywood movies may be better than those of 2019. Due to the observation of the last year, it is apparent that Thai movies have increased from 20% to 50%. Therefore, whether the company's operating result of this year will be good or not depends largely on Thai movies. In addition, Thai movies of this year are attractive, because large film studios started the production of several movies due to the momentum of the film "The Undertaker" which generated 700 million THB income despite the low production cost. The profit of 200-300 million THB from a single film "The Undertaker" marked an important event for the film industry. Thus, many people recover their interest in film production. For instance, the Thibaan team has a plan to produce around 3 movies in this year, which reflects the upturn of Thai movies. The film "Tee Yod" (Death Whisperer) which generated 400 million THB income (200 million of which are profits), only from NETFLIX approximately 1 million USD, is also another important event of the Thai film industry in this year. The film "4Kings" is another film that generated more than 200 million THB. Overall, the operating result of this year depends mainly on Thai movies. The company has 3 movies in cooperation with Channel 3, 3-5 movies in cooperation with Workpoint as well as several more with other companies that offered cooperation projects to the company. We will consider whether this year is comparable with 2019. For the first quarter, the film "Pee Nak 4" made 170 million THB income, "Hor Taew Tak" 110 million THB, both of which are still in cinema. Foreign movies, for instance, "Dune" generated



more than 100 million THB and “Godzilla x Kong: The New Empire” more than 100 million THB only for the first 4 days in cinema. There are many more audiences, especially in the provinces, that interest in Thai movies. The company and the team will do their best.

3. After the COVID-19 pandemic, the company analyzed the Core Business of the company. One of the company’s Core Business, apart from the movie tickets, is the Popcorn business. There is wide variety in the Popcorn business. Main income comes from delivery via platforms such as Grab, Lineman Delivery, to name but a few. Ordering popcorn to enjoy at home has become the New Normal. Another popcorn business is the sale of popcorn at convenient stores, i.e. 7-11, which has an average sale volume at present approx. 500,000 packages per month. The business still has not met the targeted volume yet due to its nature as a new business and lack of sufficient experience. However, the alliance, Taokaenoi always supports us. But the company has many more things to learn, since it is still in an early stage of popcorn distribution through the convenient stores. The appropriate sale volume should be around 1 million packages per month.

**Mr. Wichai Ariyaratthaprasit**, shareholder, had asked questions as follows:

It is desired that the company will improve the theater to meet the Universal Standard by reducing the front and side seats to construct the SLOPE so that people with wheelchairs are able to access the services by themselves, that is without the carry or assistance. As a shareholder, I propose this improvement to initiate more income, to attract another group of customers and to enhance the image of leadership in this business sector.

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

I would like to thank you for your opinion. The company and the Board of Directors always emphasize the importance of Handicap people. Nowadays we have arranged restrooms for handicapped people in every movie theater. In entering the theater, we have already provided staff to assist in the watching of movies. However, we acknowledge the proposal to be considered so that the customers will receive utmost care.

**Mr. Apinan Jirakomes**, shareholder, had asked additional questions as follows:

Could the executives update how the repurchased shares will be managed, will they be brought back into the Stock Exchange for sale?

**Ms. Thitipat Issarapornpat**, Chief finance Officer and Company Secretary clarified the questions as follows:

The company has scheduled the sale of repurchased shares from 17 April 2024 to 30 April 2024. For this matter, the company has notified the news through the Stock Exchange of Thailand on 22 February 2024.

**Mr. Naruchit Taengsuan**, shareholder, had asked additional questions as follows:

Does the company expect that the income generated by the movie “Lahn Mah” will exceed 100 million THB? If so, how many million is expected?

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

“Lahn Mah” is a film by GDH group that already has a fan base. It is expected that the income will reach 100 million THB. Before the movie is available at theaters, everybody saw the opinions through the media, which are part of the marketing. However, after the movie was released, the income will depend solely on its content. Take for example the film “Exhuma”, which generated a not so good income in the first released week. In the next weeks, however, it generated constantly better income which up to now exceeds 50 million THB with the prospect of continuing. If the content is of high quality, it will increase to reach 100 million THB. For the Thai market right now,



it is rather not difficult. For instance, the movie “Pee Nak” Part 4, still available in cinema, generated gross income of 170 million THB whereas Part 1 of the movie generated approximately 100 million THB, Part 2 the income decreased to 60-70 million THB as well as Part 3 which dropped to 40 million THB. Normally, for the movies, Part 4 should witness a further decrease and a halt in income. But the movie Pee Nak Part 4 proved the contrary by generating a greater gross than Part 1, a truly unique phenomenon. Now, the franchise Pee Nak planned to continue Part 5 and Part 6. The aforementioned facts proved that after the Covid has passed, the market of Thai movies grows steadily with a much bigger fan base. Therefore, it is not surprising if the movie “Lahn Mah” will generate gross income exceeding 100 – 200 million THB.

When it appeared that there were no further questions or comments from shareholder, the Chairman declared the meeting closed at 11.34 a.m.

- *Somchainuk Engtrakul* -

(Mr. Somchainuk Engtrakul)  
The Chairman of the Meeting