

7th August 2024

Subject: Notification of the Board of Directors Meeting Resolution No. 6/2024 regarding the investment in the business of trading jewelry made from diamonds, gemstones, and precious stones and a medical clinic business

To: Managing Director
The Stock Exchange of Thailand

According to the Board of Directors Meeting of Miss Grand International Public Company Limited, No. 6/2024, held on 7th August 2024, the following important resolutions were approved:

Item 1 Approval of the investment in the business of trading jewelry made from diamonds, gemstones, and precious stones, in the nature of the company's business units or established as a subsidiary of the company or established as a joint venture company

Investment characteristics : A business unit of the company, a subsidiary of the company, or a joint venture.

Investment value : Initial registered capital of 5.50 million baht and working capital of 24.50 million baht, totaling an investment amount not exceeding 30 million baht.

Shareholding proportion	Shareholders	Shareholding proportion (Percentage)	
		In the case of establishing a subsidiary of the company	In the case of establishing a joint venture company
	Miss Grand International Public Company Limited	100.00	55.00
	Co-investor	-	45.00

Related party transactions : This transaction is not a connected transaction according to the announcement of the Capital Market Supervisory Board No.

TJ. 21/2008 regarding criteria for entering into connected transactions. (including amendments) and announcement of the Stock Exchange of Thailand board Concerning the disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments) (the "Related Transaction Announcement").

Investment objective : To restructure the internal business of the group, which will help create long-term returns for the company's shareholders.

Source of funds : Working capital of the company.

Item 2 Approve the establishment of a subsidiary to operate a medical clinic business

Investment characteristics : Register as a subsidiary of the company

Investment value : Initial registered capital of 1 million baht and working capital of 29 million baht, with a total investment not exceeding 30 million baht

Shareholding proportion : Miss Grand International Public Company Limited holds 100.00% of the shares

Related party transactions : This transaction is not a connected transaction according to the announcement of the Capital Market Supervisory Board No. TJ. 21 / 2008 regarding criteria for entering into connected transactions. (including amendments) and announcement of the Stock Exchange of Thailand board Concerning the disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments) (the "Related Transaction Announcement").

Investment objective : To restructure the internal business of the group, which will help create long-term returns for the company's shareholders.

Source of funds : Working capital of the company.

Furthermore, the transaction described above qualifies as an asset acquisition under the Notification of the Securities and Exchange Commission No. TJ. 20/2008 on the Criteria for Significant Transactions that Qualify as an Acquisition or Disposal of Assets, and the Notification of the Stock Exchange of Thailand on Disclosure of Information and Conduct of Listed Companies in Asset Acquisition or Disposal Transactions, B.E. 2004 (the 'Asset

Acquisition or Disposal Notifications'). The size of the transaction, calculated according to the criteria specified in the Notifications, shows that the combined size of Transaction 1 and Transaction 2 amounts to 11.16% based on the total value of consideration, as referenced from the financial statements for the six-month period ending June 30, 2024, audited by a certified public accountant. When including asset acquisitions that occurred in the past six months, the total size of asset acquisitions amounts to 33.46% (based on the total value of consideration), thus qualifying as an asset acquisition transaction with a size greater than 15% but not exceeding 50% under the Asset Acquisition or Disposal Notifications by the Securities and Exchange Commission No. Tor Jor. 20/2008. On Disclosure of Information and Conduct of Listed Companies in Asset Acquisition or Disposal Transactions, B.E. 2004

The company is required to disclose information regarding the transaction to the Stock Exchange of Thailand and send a circular to shareholders within 21 days from the date of notification to the Stock Exchange of Thailand. Details of the asset acquisition transaction can be found in the company's asset acquisition information as detailed in the attached document 1.

Please be informed accordingly

Sincerely yours,

- Mr.Nawat Itsaragrisil -

(Mr.Nawat Itsaragrisil)

Chief Executive Officer

Miss Grand International Public Company Limited

Information on asset acquisition from the investment in the business of trading jewelry made from diamonds, gemstones, and precious stones and a medical clinic business.

According to the Board of Directors Meeting of Miss Grand International Public Company Limited, No. 6/2024, held on 7th August 2024, the following important resolutions were approved:

Item 1 Approval of the investment in the business of trading jewelry made from diamonds, gemstones, and precious stones, either as a business unit of the company, a subsidiary of the company, or a joint venture. Investment value not exceeding 30 million baht.

Item 2 Approve the establishment of a subsidiary to operate a medical clinic business with an investment value not exceeding 30 million baht.

Entering into the transaction described above qualifies as an asset acquisition under the Notification of the Securities and Exchange Commission No. Tor Jor. 20/2008 on the Criteria for Significant Transactions that Qualify as an Acquisition or Disposal of Assets, and the Notification of the Stock Exchange of Thailand on Disclosure of Information and Conduct of Listed Companies in Asset Acquisition or Disposal Transactions, B.E. 2004 (the 'Asset Acquisition or Disposal Notifications'). The size of the transaction, calculated according to the criteria specified in the Notifications, shows that the combined size of Transaction 1 and Transaction 2 amounts to 11.16% based on the total value of consideration, as referenced from the financial statements for the six-month period ending June 30, 2024, audited by a certified public accountant. When including asset acquisitions that occurred in the past six months, the total size of asset acquisitions amounts to 33.46% (based on the total value of consideration). Therefore, it qualifies as an asset acquisition of Type 3 with a transaction size exceeding 15% but not exceeding 50%. The company is required to disclose information regarding the transaction to the Stock Exchange of Thailand and send a circular to shareholders within 21 days from the date of notification to the Stock Exchange of Thailand. The details are as follows:

1. Date of the transaction

Item 1 : Expected to be completed by October 2024

Item 2 : Expected to be completed by September 2024

2. Related parties and their relationships

Since this is an investment in the form of a business unit of the company and/or the establishment of a subsidiary or joint venture of the company, there are no related parties involved

3. General characteristics of the transaction and transaction size

Item 1 Approval of the investment in the business of trading jewelry made from diamonds, gemstones, and precious stones, in the nature of the company's business units or established as a subsidiary of the company or established as a joint venture company

Investment characteristics : A business unit of the company, a subsidiary of the company, or a joint venture.

Investment value : Initial registered capital of 5.50 million baht and working capital of 24.50 million baht, totaling an investment amount not exceeding 30 million baht.

Shareholding proportion	Shareholders	Shareholding proportion (Percentage)	
		In the case of establishing a subsidiary of the company.	In the case of establishing a joint venture company
	Miss Grand International Public Company Limited	100.00	55.00
	Co-investor	-	45.00

Item 2 Approve the establishment of a subsidiary to operate a medical clinic business

Investment characteristics : Register as a subsidiary of the company

Investment value : Initial registered capital of 1 million baht and working capital of 29 million baht, with a total investment not exceeding 30 million baht

Shareholding : Miss Grand International Public Company Limited holds 100.00% of the shares proportion

The aforementioned transaction does not qualify as a related party transaction. However, when calculating the size of the asset acquisition transaction according to the Notification, the combined size of Transaction 1 and Transaction 2 amounts to a maximum of 11.16% based on the total value of consideration, as referenced from the financial statements for the six-month period ending June 30, 2024, audited by a certified public accountant. The calculation of the transaction size is as follows:

Criteria	Calculation formula	Calculated as of June 30, 2024 (Unit: million baht)
1. Criteria for tangible asset value	$\frac{\text{Proportion of shareholding} \times \text{NTA of the company making the transaction}}{\text{NTA of the listed company and its subsidiaries collectively}} \times 100$	N.A.
2. Criteria for net profit from operations	$\frac{\text{Proportion of shareholding} \times \text{Net profit of the company making the transaction}}{\text{Net profit of the listed company and its subsidiaries collectively}} \times 100$	N/A
3. Criteria for total value of consideration	$\frac{\text{Investment value}}{\text{Total assets of the listed company}} \times 100$	$60.00 / 537.82 = 11.16\%$
4. Criteria for the value of issued equity shares to pay for assets	$\frac{\text{Number of shares issued to settle the asset}}{\text{Paid-up shares of the company}} \times 100$	N/A

By aggregating the transactions resulting in assets acquired over the past 6 months, the total size of the asset acquisition is 33.46% (the maximum size of the transaction according to the total value of compensation criteria). The company is required to disclose information regarding the transaction to the Stock Exchange of Thailand and send a circular notification to shareholders within 21 days from the date of notifying the Stock Exchange of Thailand.

4. Total value of consideration and criteria used to determine the value of consideration

Total value of consideration will be based on the maximum investment value as approved by the Board of Directors Meeting of Miss Grand International Public Company Limited, No. 6/2024, with the details as follows:

Item 1 : Initial registered capital of 5.50 million baht and working capital of 24.50 million baht, totaling an investment amount not exceeding 30 million baht.

Item 2 : Initial registered capital of 1 million baht and working capital of 29 million baht, with a total investment not exceeding 30 million baht.

5. Benefits that the listed company will receive

The company will have the opportunity to support and expand its business to accommodate growth through various channels. This will lead to increased profits for the company and enhance the opportunities and success for MGI to expand its business to a regional level.

6. Source of funds

The source of funds for investing in the jewelry business, including diamonds, gemstones, and precious stones, as well as investing in a medical clinic business, up to 60.00 million baht, will come from the company's working capital and not from the funds raised through the initial public offering (IPO).

7. Conditions for the transaction

- None -

8. Opinion of the Board of Directors

The Board of Directors has reviewed and studied the details and is of the opinion that the investment in the jewelry business, including diamonds, gemstones, and precious stones, as well as the investment in a medical clinic business, is a suitable transaction for the company's business expansion. It will enhance the potential to generate revenue and profits for the company and shareholders in the long term. Furthermore, utilizing the company's working capital, up to 60.00 million baht, will not impact the company's liquidity or affect its current business operations.

9. Opinion of the Audit Committee

The Audit Committee's opinion is consistent with that of the Board of Directors

The company certifies that the information in this report is accurate and complete in all respects.



MGI

บริษัท มิสแกรนด์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)
MISS GRAND INTERNATIONAL PUBLIC COMPANY LIMITED

Please be informed accordingly

Sincerely yours,

- Mr.Nawat Itsaragrisil -

(Mr.Nawat Itsaragrisil)

Chief Executive Officer

Miss Grand International Public Company Limited