



MPG 063/2562

May 14, 2020

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 5/2020 and Schedule for AGM 2020, Omitting Dividend Payment, changing auditor, Edit to the Articles of Association and Closing of subsidiary

To: Shareholders

Re : The 2020 Annual General Meeting of Shareholders Date and its Agenda Items

MPG Corporation Public Company Limited hereby reports the resolutions of the Board of Directors Meeting No. 2/2020, which was held on Wednesday 13, May 2020, as follows:

1. Approval of change, appointment of auditors, and determination of the audit fees for year 2020 according to reports the resolutions of the Board of Directors Meeting No. 1/2020, which was held on 20 February 2020, as recommended by the Audit Committee and endorsed by the Board of Directors. The Board has decided to approve the appointment of Dharmniti Auditing Co.,Ltd. as the new auditor replacing AMT. & Associate for the company for the year of 2020 and approval to appoint the auditor as follows: Mr. Suwat Maneekanoksakul Certified Public Account Registration Number 8134 and/or Miss Arisa Chumwisut Certified Public Account Registration Number 8134 and/or Mr. Peradate Pongsathiansak Certified Public Account Registration Number 4752 as the Company's auditors for the year are able to reviewed the company's financial statements for the first quarter of 2020, by stipulating that any of the auditors has authority to audit and express opinion on the Company's financial statements. The auditors is independent and without any benefits. In relation to the company by considering that it is of good quality to perform duties as the auditor. The appointment of the aforementioned auditors of Dharmniti Auditing Co.,Ltd as the Company's auditors for the year 2020 shall be further proposed to the shareholders' meeting for approval. and determination of the audit fees of not more than 920,000 baht, which is lower than the current auditing fee of 2019 by 115,000 baht. This fees does not include other expenses (such as transportation expense) which has been set at no more than 10,000 Baht per year.

Referring to the Office of the Securities and Exchange Commission ("SEC") announced the Notification of Capital Market Supervisory Board Tor Jor 28/2020 dated March 27, 2020 that listed companies, which are unable to have AGM and appoint company's auditors, are able to submit the company's financial statements for the first quarter of 2020 reviewed by the auditors in the list of auditors approved by the Office of SEC and appointed by the company's board of directors, to the Office of SEC.

2. Approved interim financial statements for the period ended March 31, 2020.

3. Approved to the amendment to the Company's Articles of Association, articles 29 of the Board of Directors 'Meeting by Electronic Media, article 30 of the Extraordinary Meeting of Shareholders, and article 31 of the Shareholders' Meeting by Electronic Media via Electronic Media. To align with the Laws.
4. Approved to convene the 2020 AGM. The shareholders who are entitled to attend the AGM will be determined on the Record Date on Thursday 28, May 2020. The AGM will be held on Wednesday 17, June 2020 at 2.00 p.m. at 3rd floor meeting room, MPG Corporation Public Company Limited at 20 Praditmanutham Rd., Plubpla, Wangtonglang, Bangkok 10310 are as follows:

Agenda 1 Acknowledgment of the Minutes of the extraordinary general meeting of shareholders 1/2019 (EGM) held on 15 November 2019.

Board of Directors' opinion : The Board recommends the Meeting to consider and acknowledge the Minutes of the 1/2019 EGM.

Agenda 2 Acknowledgment of the Company's performance outcomes of 2019

Board of Directors' opinion : The Board recommends the Meeting to consider and acknowledge the Company's performance outcomes of 2019 and concurred by the Board of Directors.

Agenda 3 Approval of the audited financial statements for the year ended 31 December 2019

Board of Directors' opinion : The Board recommends the Meeting to consider and approve the financial statements for the year ended 31 December 2019, reviewed by the Audit Committee and the Board and audited by the external auditor, which expressed its unqualified opinions and concurred by the Board of Directors.

Agenda 4 Approval of non-payment of dividend for the 2019 operating results.

Board of Directors' opinion : The Board recommends the Meeting to consider and approve non-payment of dividend for the 2019 operating results, because the company has a loss of earnings and concurred by the Board of Directors.

Agenda 5 Approval of the appointment of directors in place of those due to complete their terms in 2020

Board of Directors' opinion : The Board (exclusive of those with vested interests on this matter) considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to re-appoint all 3 retiring directors to retain office for another term as follows:

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|-------------------|-------------|----------------------|
| 1) Mr. Tarate | Poshyananda | Independent Director |
| 2) Mrs. Tasna | Rodplotong | Independent Director |
| 3) Miss Nalaanlat | Nunnonl | Director |

Agenda 6 Approval of the remuneration for the Board of Directors for 2020

Board of Directors' opinion : The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to approve the remuneration for the Board of Directors for 2020 with a ceiling of Baht 3,000,000, which is equal to the remuneration of directors for the year 2019 with the same criteria for the allocation of remuneration.

Agenda 7 Approval of change, appointment of external auditors, and determination of the audit fees for year 2020

Board of Directors' opinion : The Board considered and agreed as recommended by the Audit Committee, which deems appropriate to change auditor - since after comparing the audit fees of existing auditor with other auditors, the audit fees of Dharmniti Auditing Co.,Ltd. is lower than that of existing auditor by 11.65%. Dharmniti Auditing Co.,Ltd. has met all the criteria and qualifications as an auditor to perform such scope of services for the company. The Board has decided to approve the appointment of Dharmniti Auditing Co.,Ltd. as the new auditor replacing AMT. & Associate for the company for the year of 2020 with the audit fees of not more than 920,000 baht, which is lower than the current auditing fee of 2019 by 115,000 baht. This fees does not include other expenses (such as transportation expense) which has been set at no more than 10,000 Baht per year.

In addition, Dharmniti Auditing Co.,Ltd. will also perform the role of auditor for another two subsidiaries of the company, Soulmate International Co.,Ltd., and MPG Energy Co., Ltd., in which the Audit fees in 2019 has been set at no more than 140,000 baht and 40,000 Baht, such audit fees for both firms will be less than the audit fees performed by AMT. & Associates by 15,000 Baht and by 15,000 Baht, respectively. Therefore, the Board would like to request for shareholders' approval to appoint the auditor and concurred by the Board of Directors as follows: Mr. Suwat Maneekanoksakul Certified Public Account Registration Number 8134 and/or Miss Arisa Chumwisut Certified Public Account Registration Number 8134 and/or Mr. Peradate Pongsathiansak Certified Public Account Registration Number 4752

The auditors is independent and without any benefits. In relation to the company by considering that it is of good quality to perform duties as the auditor.

Referring to the Office of the Securities and Exchange Commission (“SEC”) announced the Notification of Capital Market Supervisory Board Tor Jor 28/2020 dated March 27, 2020 that listed companies, which are unable to have AGM and appoint company’s auditors, are able to submit the company’s financial statements for the first quarter of 2020 reviewed by the auditors in the list of auditors approved by the Office of SEC and appointed by the company’s board of directors, to the Office of SEC.

Agenda 8 Approval of an amendment to the Company’s Articles of Association, articles 29, 30 and 31

Board of Directors’ opinion : The Board recommends the Meeting to consider and approve the amendment to the Company’s Articles of Association, articles 29 of the Board of Directors 'Meeting by Electronic Media, article 30 of the Extraordinary Meeting of Shareholders, and article 31 of the Shareholders' Meeting by Electronic Media via Electronic Media. To align with the Laws.

Agenda 9 Approval of the Closing of subsidiary

Board of Directors’ opinion : The Board recommends to propose to the Annual General Meeting of Shareholders to approve the closing of two subsidiaries (1) MPG Energy Co.,Ltd., which has not been in operation, and which MPG Corporation PCL holds 99.60% shares. (2) Soulmate International Co.,Ltd. due to a loss of performance, and which MPG Corporation PCL holds 99.10% shares. The objective is to enhance flexibility and reduce cost of management. The closing of subsidiaries as above does not have any effect on the operation of the company and concurred by the Board of Directors.

Agenda 10 To consider other proposals, if any.

Authorize the chairman of the board or any person designated by the Chairman to manage and finalize details of 2020 AGM arrangement in case of necessary such as new meeting date and time, venue and agendas under Tights as stipulated by laws.

In this regard, the Company has submitted the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on November 15, 2019 on the company's website. (<https://www.mangpong.co.th>) and allowing the shareholders to amend or protest from November 28, 2019 to December 12, 2019, and it appears that no shareholder requested to amend or protest the minutes of the meeting.



The Company provided minority shareholders the right to propose additional meeting agenda items and to nominate directors in advance by distributing details via its website and SET's news and information system from December 1, 2019 to January 31, 2020. However, no new agendas nor new nomination of BOD have been proposed from minority shareholder.

The Company is deeply concerned for the safety and well-being of shareholders and all stakeholders, who will be participating in the meeting. Therefore, The Company strongly requests for your cooperation to strictly follow the precautionary measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of coronavirus 2019 (COVID-19) outbreak. The Company hereby apologize for any such inconvenience that may occur during the meeting due to the strict Safety procedures

The Company will disclose the details of the 2020 AGM and its agenda items online at www.mangpong.co.th prior to the meeting date. For inquiries, please do not hesitate to contact us at Email: mpg_cs@mangpong.co.th or +66(0) 2514-7999 ext. 5063. Alternatively, please contact the Office of IR at Email: ir@mangpong.co.th

Please be informed accordingly.

Sincerely yours,

-Karima Jaroonsakunwong-

(Miss Karima Jaroonsakunwong)

Company Secretary

Precautionary Measures and Guidelines for attending the 2020 Annual General Meeting of Shareholders,
regarding the outbreak of Coronavirus 2019 (COVID-19)

Due to the ongoing situation of COVID-19 in Thailand, MPG Corporation Public Company Limited (MPG) or “the Company” is concerned over the risk of the infection at the shareholders' meeting. The Company, therefore, kindly asks shareholders to be informed and cooperate with the following measures:

1. Request for Shareholders' cooperation to giving a proxy to The Company's Independent Director to attend the meeting on behalf of Shareholders.

To prevent and reduce the risk of spreading possibility of COVID-19 virus from the crowding of shareholders on the meeting day, The Company asks for Shareholders' kind cooperation to grant a proxy to The Company's Independent Director to attend the meeting. By sending the proxy form to **Company Secretary of MPG Corporation Public Company Limited at 20 Praditmanutham Rd., Plubpla, Wangtonglang, Bangkok 10310.**

2. Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:

2.1 Mail: Company Secretary of MPG Corporation Public Company Limited at 20 Praditmanutham Rd., Plubpla, Wangtonglang, Bangkok 10310.

2.2 Email: mpg_cs@mangpong.co.th

2.3 Facsimile: +66(0)2514-5000

3. In the case that any shareholder or proxy-holder still wants to attend in person, The Company would like to request attendees for cooperation to follow The Company's measures as follows:

3.1 The Company shall conduct health screening, in compliance with the guidelines of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, The Company reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to The Company's Independent Director to attend the meeting. Each attendee will be required to stand at any line for health screening, documents check and registration, with 1.5 meters space from each other.

3.2 Attendees will be assigned to a seat with appropriate social distancing at the minimum of 1.5 meters from each other. This will significantly reduce the number of seats available in the meeting. After the procedure of the Registration, each attendee will be assigned a seating number and required to sit as specified for the

sake of the disease prevention or following up in case of any unforeseen circumstances. When the seats are fully occupied, no more participants will be allowed to enter the meeting venue and Shareholders, who attend the meeting in persons, are required to grant proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.

3.3 The venue will be cleaned by Alcohol prior to the meeting. The Company kindly requests everyone to prepare and wear a facemask at all times.

3.4 For the safety and well-being of attendees, NO microphone will be available to ask questions at the meeting. Attendees will be asked to submit their written questions to the Company's staff to submit it to the Company's Chairman of the Board of Directors.

3.5 Neither lunchbox nor coffee or tea will not be provided at the meeting in order to minimize personal direct contact in which may risk the infection of the disease.

3.6 Attendees shall be required to fill in the form for health screening for being infected or possibly infected of Coronavirus Disease 2019 (COVID- 19).

3.7 If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website (<https://www.mangpong.co.th>).

If there are many attendees or they arrive at the same time, there may be delay in screening and registration for the meeting. The Company hereby apologizes for any such inconvenience that may arise. Please be informed accordingly.

Yours Sincerely,

MPG Corporation Public Company Limited