

Criteria for shareholders to propose shareholders' meeting agenda and the name of qualified candidates for being directors in advance

In accordance with good corporate governance and equitable treatment of shareholders, Millennium Group Corporation (Asia) Public Company Limited ("MGC") hereby allows shareholders to propose shareholder's meeting agenda and the name of qualified candidates for being directors in advance with reference to the criteria as follows:

1. Qualifications of shareholders

In order to propose agenda or nominate directors, shareholders must:

- 1.1 Being an individual shareholder or group of shareholders of the Company.
- 1.2 Holding the minimum of five percent of the total voting rights of the Company and continuously holding issued shares for at least 6 months up to date of proposal shareholders' meeting agenda or the name of qualified candidates for being directors in advance.
- 1.3 can present evidence of share held such as the certificate of shares held from a securities company or any other from the Stock Exchange of Thailand (SET) or the Securities Depository (Thailand) Company Limited (TSD).

2. Proposal of meeting agenda

2.1 The criteria for the agenda proposals that will not accepted

- Matters relating to MGC's normal business operation and facts cited by shareholders that illustrate unreasonable doubts
- Matters that are beyond MGC's authority
- Matters that were proposed in the shareholders' meetings for consideration in the past year and were supported by less than 10% of the total eligible voting right and such factual events have not changed significantly
- Matters that violate the law, announcements, regulations, and rules issued by government agencies or regulators, or matters that go against MGC's objectives, Articles of Association, shareholders' resolutions, or corporate governance
- Matters that do not benefit MGC or potentially leading to significant damage to shareholders as a whole
- Matters that already undertaken by MGC
- Matters that propose for personal benefits or special benefits for particular group of persons or potentially cause conflicts of interest with MGC's related parties.
- Any other cases as notified by the Securities and Exchange Commission (SEC).

2.2 Procedure

- 2.2.1 Qualified shareholders under 1. must prepare and submit a "Nomination of Directors Form" (downloadable at MGC's website) along with complete and accurate supporting documents to the Company Secretary by 15 January of each year, and must clearly state whether such matters are to be proposed for acknowledgement, consideration, or approval. The address is:

Company Secretary
Millennium Group Corporation (Asia) Public Company Limited
Soi Lat Phrao 112, Khwaeng Phlabphla,
Wang Thonglang, Bangkok 10310

The Company might request for more details for consideration.

In case of shareholders fail to submit the complete and accurate documents within the specified deadline, MGC, then, acknowledge that such shareholders do not exercise their right to propose the shareholders' meeting agenda.

- 2.2.2 The Company Secretary will preliminarily screen the documents before proposing to the Board of Directors ("the Board") to consider. The proposed agenda shall not characterize as prescribed in 2.1
- 2.2.3 The Board will consider the necessity and suitability of the proposed agenda and decide whether they should be added to the shareholders' meeting agenda or not. Such a decision shall be final.
- 2.2.4 The matters approved by the Board will be added to the agenda in the meeting notice together with the Board's opinions. Otherwise, MGC will notify shareholders at the shareholders' meeting.

3. Nomination of directors

3.1 Directors' qualifications are as follows

- (1) Be an ordinary person and
 - (a) have come of legal age;
 - (b) are not bankrupt, incompetent persons or quasi-incompetent persons;
 - (c) have never been sentenced with final judgement to imprisonment for an offence relating to corruption;
 - (d) have never been dismissed or removed from government service, government organizations or agencies for malfeasance
- (2) Be well-informed and capable, be honest and ethical, in the conduct of business, and have adequate time to dedicate knowledge and skills in order to perform duties to the Company
- (3) Be fully qualified and not be under any of the prohibitions prescribed in the Public Limited Company Act, the Securities and Exchange Act and other related laws. In addition, directors must not possess any distrustful characteristics unsuitable for the Company's management position according to SEC's announcement.
- (4) Not conduct businesses in similar conditions which are in competition with MGC's business, or be a partner of any ordinary partnership, or be a partner with unlimited liability of a limited partnership, or be a director of any private companies or other companies conducting similar businesses to those of MGC, whether for his/her own or other's interests, unless such information is notified in the Shareholders' Meetings before the appointment resolution is reached.
- (5) Must not serve as a director of more than 4 other listed companies on the Stock Exchange of Thailand.

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The Company might request for more details for consideration.

In case of shareholders fail to submit the complete and accurate documents within the specified deadline, MGC, then, acknowledge that such shareholders do not exercise their right to nominate directors.

- 3.2.2 The Company Secretary will preliminarily screen the documents before proposing to the Nomination and Remuneration Committee ("NRC") to consider. NRC will further consider the qualification of nominated candidates and provide their opinion to the Board whether they should be nominated at shareholders' meetings or not. The Board's decision shall be final.
- 3.2.3 The candidate(s) agreed by the Board will have their names put up on the agenda item for election of directors together with the Board's opinions. For those that fail the screening by NRC or the Board, MGC will notify shareholders at the shareholders' meeting or through other channels.