

**Explanation on registration documents, registration procedures, proxy granting,  
vote counting, and submission of questions**

Shareholders or proxies wishing to attend the meeting via electronic means (E-AGM) must register to attend the 2025 Annual General Meeting of Shareholders (E-AGM) by following all the procedures specified in Attachment No. 6 and No. 7. The Company reserves the right to refuse the registration if the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein and the Company's determination shall be final.

**1. Shareholders who attend the meeting in person**

Shareholders must prepare and register to attend the meeting, the explanation on electronic meeting procedure is as in Attachment No. 7, together with the following documents

**1.1 Natural Person**

**Thai Shareholders**

- An official identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as
  - Thai national ID card
  - Driving License
  - Thai civil servant ID card
  - Thai state enterprise officer ID card
  - Passport or any other photographed identification document issued by relevant Thai government authority

**Non – Thai Shareholder**

- An official passport which must still be valid and not be damaged or in a condition that cannot identify the holder

**1.2 Juristic Person**

(This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)

**Thai Shareholders**

- Copy of an affidavit, issued no longer than 1 year by the Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s).
- ID Document of the authorized director(s) or passport in case the authorized director(s) is foreigner, such ID Document must still be valid and not be damaged or in a condition that cannot identify the holder

**Non – Thai Shareholder**

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- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) with corporate seal affixed (if any)
- Passport of the authorized director(s) and such ID Document must still be valid and not be damaged or in a condition that cannot identify the holder

**Remarks:**

1. In the case where **any document is made outside Thailand**. Please have the document certified by the notary public **no later than 1 year** prior to the meeting date.
2. If an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person.

**2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf**

2.1 The Company has prepared three Proxy Forms for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following people to attend the meeting on their behalf

- 1) any other person who has reached the legal age (sui juris); or
- 2) any of the independent directors of the Company whose profiles are set out in **Attachment No. 4**

The shareholder must mark  and either authorize either as you wish or an independent director whose profile is attached to the letter of invitation to this meeting to attend and cast a vote at the meeting. Only one proxy can be appointed.

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, the shareholder must choose to either approve or disapprove or abstain from voting, and not combination thereof. The shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of shares is not allowed except for the custodian appointed by the foreign investor to hold shares for safekeeping in accordance with Proxy Form C.

The shareholders may select to use either Proxy Form by downloading all three Proxy Forms (Proxy Form A, Form B or Form C) from the Company's website <https://www.mgc-asia.com/th/investor-relations/document/shareholder-meetings?year=2025>

- 1) **Proxy Form A**, which is a general simple form (for all shareholders)
- 2) **Proxy Form B**, which is a form specifying details in granting the proxy (for all shareholders)
- 3) **Proxy Form C**, which is a form to be used only by foreign investors and appointed custodian in Thailand to hold their shares for safekeeping

2.2 In the case where a shareholder wishes to appoint one of the Company's independent directors as their proxy to attend the meeting and vote on their behalf, the shareholder shall follow the procedures as outlined in **Attachment No. 7** and submit the following original documents to the Company.

- 1) Only one of the proxy forms (Form A, B, or C) must be completed correctly and entirely, signed by the shareholder (grantor), affixed with a THB 20 duty stamp, and dated by crossing out the words "Date" and inserting the actual date of execution.
- 2) Attach a copy of the identification documents of the proxy grantor as specified in Clause 2.4.
- 3) Submit all required documents to the Company Secretary, Millennium Group Corporation (Asia) Public Company Limited, at 2222/9 Ladprao Road, Phlabphla Sub-district, Wang Thonglang District, Bangkok 10310, no later than 17 April 2025 at 17:00 hrs.

2.3 In the case where a shareholder wishes to appoint any person of their choice as a proxy to attend the meeting and vote on their behalf, the shareholder shall follow the procedures

**Attachment No. 6**

as outlined in Attachment No. 7. In this case, it is not required to submit the original documents to the Company.

- 1) Submit the electronic meeting registration form.
- 2) Attach a copy of only one duly completed and signed proxy form (Form A, B, or C), signed by both the proxy grantor and the proxy holder. In the case where the proxy form is executed in electronic format, either the proxy grantor or the proxy holder is responsible for paying the stamp duty of THB 20 via electronic payment to the Revenue Department or by any other method prescribed by the Revenue Department.
- 3) Attach copies of identification documents of both the proxy grantor and the proxy holder, as specified in Clause 2.4.

2.4 The supporting documents to authorize a person as you wish or an independent director to attend and cast a vote at the meeting as clause 2.2 or 2.3

▪ **Natural Person**

**Thai Shareholders**

- An official ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder
- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder

**Non – Thai Shareholder**

- An official ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder
- Copy of any of the passports of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder

▪ **Juristic Person**

**Thai Shareholders**

- An official ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder
- Copy of an affidavit, issued no longer than 1 year by the Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s) with the corporate seal affixed (if any)
- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder

**Non – Thai Shareholder**

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- An official ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder
- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) with the corporate seal affixed (if any)
  
- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder

**Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping**

- Please prepare the same documents as explained for the Juristic Person above.
- The power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy
- A confirmation letter that the signatory has been licensed to engage in custodian business

**Remarks:**

1. In the case that any document is executed outside of Thailand, such document must be notarized by a Notary Public or a competent governmental authority no more than one year prior to the meeting date.
2. If the original documents are not in Thai or English, an English translation must be attached, and such translation must be certified as accurate by the shareholder or the authorized representative of the legal entity.
3. For shareholders who wish to attend the meeting via electronic media (E-AGM) either in person or by proxy (excluding independent directors of the Company), the registration system for submitting a request form will be available from 8 April 2025 at 08:30 hrs. (on business days only, excluding public holidays and official non-working days), and will remain open until the conclusion of the meeting.
4. The Office of the Securities and Exchange Commission (SEC) has issued Notification of the Capital Market Supervisory Board No. TorJor. 79/2564, regarding the guidelines for general solicitation for proxy appointments to attend and vote at shareholders' meetings, dated 29 December 2021, which became effective on 16 January 2022. Shareholders may find further information or download relevant documents from [www.sec.or.th](http://www.sec.or.th).
5. If any shareholder wishes to revoke a previously submitted proxy, such shareholder must submit a written notice of revocation to the Company Secretary prior to the commencement of the shareholders' meeting, at the address specified in Clause 2.3 (3).

**Criteria for Vote Casting**

1. The Chairman will propose to shareholders to consider casting vote for each agenda in the order as per this letter of invitation. **The Chairman will request attendees to join the Meeting through electronic meeting hence the vote casting of each agenda shall be done in system "E-Voting".** The attendees shall either cast a vote **Approve or Disapprove or Abstain** from voting in the relevant box. The vote may be changed until the voting on such an agenda item is closed. If attendees who take no action in vote casting or cancel the last vote; it shall be deemed as **"approving votes"**, therefore, the system will consider the votes as **"Approve"**.
2. In casting votes on each agenda, one share shall have one vote; therefore, each shareholder shall have number of votes equal to the number of shares held by him/her. The shareholder or the proxy must choose to either cast a vote approve or disapprove or abstain from voting, and not combination thereof (except for the case of custodian).
3. In case of proxy, a proxy must cast his/her vote only as specified in the proxy form.
  - 3.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the proxy form. Any vote not in accordance with the proxy form is invalid and shall not be counted as the vote of the shareholder.
  - 3.2 In case the shareholder does not specify the determination, or the determination is unclear, or the meeting considers or resolves any agenda other than that specified in the proxy form, or there is any change or increment of any matter, the proxy shall be authorized to consider and vote on such matter as he/she deems appropriate.
4. For an agenda related to the election of directors to replace those retired by rotation, the Company will propose to shareholders to consider casting vote for each individual candidate nominated for directors. The vote casting shall be done in system "E-Voting"; the attendees shall either cast a vote Approve or Disapprove or Abstain from voting in the relevant box. Shareholders who take no action in vote casting or canceling the last vote; it shall be deemed as approving votes.

### Resolutions of the meeting

1. **Majority Vote:** In ordinary cases, the decision will be made based on the majority vote of the shareholders present at the meeting and voting. In case of a tie, the chairman of the meeting shall cast an additional vote to break the tie.
2. **Director Remuneration:** The determination of remuneration for directors shall require at least two-thirds (2/3) of the total votes of the shareholders present at the meeting.
3. **Important Decisions Requiring a Three-Quarter Majority:** The following matters require at least three-quarters (3/4) of the total votes of the shareholders present and entitled to vote:
  - 1) The sale or transfer of all or a significant portion of the company's business to another party.
  - 2) The purchase or acquisition of a private company or another public company by the company.
  - 3) The making, amending, or termination of a contract related to leasing all or a significant portion of the company's business, assigning another party to manage the company's business, or merging the company with another party with the purpose of sharing profits and losses.
  - 4) The amendment of the company's memorandum of association or articles of association.
  - 5) The increase or decrease of the company's registered capital.
  - 6) The liquidation of the company.
  - 7) The issuance of debentures to be offered for sale to the public.
  - 8) The merger of the company with another company.

### Vote Counting and Announcement of the Result

The total votes cast in disapproval or abstention, as well as the voided ballot (if any), shall be deducted from the total number of votes attending the meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of each agenda shall be announced to the meeting by presenting the approval, disapproval, abstention, or voided ballot (if any) in form of shareholding percentage.

Vote counting in each agenda shall follow the law and the Company's Articles of Association as follows.

1. **Agenda Items 2, 3, 4, 6, and 7:** the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting the vote. The Company will calculate the vote from the shareholders present at the meeting.
2. **Agenda Item 8** related to Amendment to the Company's Articles of Association, Clause 32. This item must be approved by at least three-quarters (3/4) of the total votes of the shareholders present and entitled to vote.
3. **Agenda Item 5** related to remuneration of the directors; This item must be approved by at least two-thirds (2/3) of the total votes of the shareholders present and entitled to vote.
4. Vote casting for **Proxy Form C**, in case that there is no indication of voting and authorized proxy holder does not indicate voting result, the Company shall imply such action as abstain from voting.

### Submission of Questions or Comments by Shareholders

1. Prior to voting on each agenda item, the Chairman of the Meeting will provide an opportunity for shareholders to express their opinions or raise questions.
  - 1.1 Click the "Question" button, select the question category, type your question, and click "Submit Question".

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- 1.2 In the case of a question to be asked via audio and video, type your question and click “Submit Question”. Please wait for the Company’s approval. Once approved, the Company’s staff will enable access for your camera and microphone. You may then proceed to ask your question. (This option is only available to participants who have granted the system permission to access their camera and microphone.)

Shareholders are kindly requested to ensure that their questions or comments are relevant to the specific agenda item being considered. Should you wish to express opinions on other matters, please do so after all agenda items have been completed. All submitted questions or comments will be read aloud and addressed during the meeting. The Company reserves the right to take appropriate actions to ensure the meeting is concise, orderly, and efficient.

2. Shareholders may also submit their questions or comments in advance by completing the “Question Submission Form for the 2025 Annual General Meeting of Shareholders” as provided in Attachment No. 10, and send it to the Investor Relations Department via email at:  
[company\\_secretary@mgc-asia.com](mailto:company_secretary@mgc-asia.com)