

MGC-CS 004/2025

March 24, 2025

Subject Invitation to the 2025 Annual General Meeting of Shareholders**To: Shareholders,
Millennium Group Corporation (Asia) Public Company Limited**

- Attachments:
1. Annual Registration Statement/Annual Report 2024 (form 56-1 One Report) in QR Code
 2. Profiles of directors retiring by rotation and nominated for re-election as directors and qualifications of an independent director
 3. Profiles of auditors for appointment to be as the Company's auditor for the financial year 2025
 4. Information of Independent Directors nominated by the Company to be shareholders' proxy
 5. Proxy Form A, Form B, and Form C
 6. Explanation on registration documents, registration procedures, proxy granting, vote counting, and submission of questions
 7. Procedures for Attending the 2025 Annual General Shareholders' Meeting (E-Meeting), Document Required for Meeting Attendance, and Proxy Granting
 8. The Company's Articles of Association to the Shareholders' Meeting
 9. Data Protection Policy in accordance with Personal Data Protection Act B.E. 2562
 10. Question Form for the 2025 Annual General Meeting of Shareholders

Millennium Group Corporation (Asia) Public Company Limited ("**the Company**") hereby invites the shareholders to attend the 2025 Annual General Meeting of Shareholders **on Tuesday 22 April 2025 at 10.00 a.m. via electronic means (e-AGM) only** in accordance with related laws and regulations. In this regard, 12 March 2025 is set as the date to determine names of shareholders entitled to attend the Annual General of Shareholders (Record Date) to consider the following agenda items.

Agenda 1 To acknowledge the Company's performance Results for the year 2024**Fact and Rationale**

The Board of Directors has prepared the report on the Company's performance results and material changes to the Company for the year 2024 which forms part of the Company's Annual Registration Statement/Annual Report 2024 (56-1 One Report) which can be downloaded in QR Code according to Attachment No.1 delivered to the Company's shareholders together with this invitation letter in compliance with Section 113 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 44 of the Company's Articles of Association.

The Board’s Opinion

It is deemed appropriate to propose to the 2025 AGM to acknowledge the Company’s performance results and material changes to the Company for the year 2024.

Vote required

Voting is not required as this agenda is for shareholders’ acknowledgement.

Agenda 2 To consider and approve the Financial Statement for the year ended 31 December 2024

Fact and Rationale

In compliance with Section 112 of the PLCA and Article 52 of the Company’s Articles of Association, the Company shall prepare the annual financial statements as of the last day of the accounting period of the Company which have been audited by the auditor prior to the submission to the annual general meeting of shareholders for consideration and approval.

The Board’s Opinion

It is deemed appropriate to propose to the 2025 AGM to consider and approve the Company's financial statements for the year ended 31 December 2024, which have been audited by the auditor from KPMG Phoomchai Audit Co., Ltd. and passed consideration and endorsement by the Audit Committee's Meeting and the Board of Directors' Meeting. Key information of the Company’s financial conditions and results of operation for the year 2024 is summarized as follows:

Statement of Financial Position and Statement of income (Unit : Baht million)

	Consolidated Financial Statements (Baht million)		Separated Financial Statements (Baht million)	
	2024	2023	2024	2023
Total Assets	15,188.6	15,442.1	3,885.4	3,659.2
Total Liabilities	11,437.5	11,724.2	409.5	310.7
Equity Attributable to Owners of the Parent	3,745.8	3,712.7	3,475.9	3,348.6
Total Revenue	20,333.7	25,132.7	474.8	392.2
Profit for the year¹	145.6	268.2	234.1	119.6

	Consolidated Financial Statements (Baht million)		Separated Financial Statements (Baht million)	
	2024	2023	2024	2023
Earnings per Share (Baht/share)²	0.13	0.26	0.21	0.12

- Notes:** 1. Profit for the year attributable to the owners of the parent
2. Profit per share calculated from profit for the year attributable to owners of the parent

The details of the financial statements for the year ended 31 December 2024 are contained in the Company's Annual Registration Statement/Annual Report 2024 (56-1 One Report) which can be downloaded in QR Code according to Attachment No. 1

Vote required

Majority vote of the shareholders attending the meeting and casting their votes.

Agenda 3 To consider and approve the suspension of the annual dividend and to acknowledge the interim dividend payment

Fact and Rationale

Pursuant to Section 115 of the PLCA and Article 57 of the Company's Articles of Association, the annual dividend payment shall be approved by the Annual General Meeting of Shareholders. The Board of Directors may pay interim dividends to the shareholders from time to time and shall report such payment to the next meeting of the shareholders.

The Company's dividend policy is to distribute to its shareholders a dividend at the rate of not less than 40 percent of the net profit according to the Separate Financial Statements, after deductions of corporate income tax, reserve funds as required by law, and obligations under the terms of financial agreements established by the Company each year. The amount of the dividend paid must not exceed the retained earnings under the Separate Financial Statements. However, the specified dividend payout rate may be adjusted depending on the Company's performance, cash flow, financial liquidity, financial position, investment plans, reserves for working capital, future investment needs, debt repayments, conditions and limitations under financial agreements, economic conditions, legal requirements, and other necessary considerations. When the Board of Directors resolves to approve the annual dividend payment, the decision must be submitted for approval at the Company's shareholders' meeting. However, in the case of interim dividend payments, the Board of Directors has the authority to approve the payment and must report it to the shareholders' meeting for acknowledgment.

Comparison of the rate of dividends from the results of operation in the year 2024 to the preceding year is as follows:

Details of dividend payment	Year 2024	Year 2023
1. Consolidated Net Profit* (Baht million)	234.1	119.6
2. Paid-up share capital (shares)	1,120	1,120
3. Annual dividend (Baht/share)	-	-
4. Interim dividend (Baht/share)	0.09	-
5. Total dividend amount (Baht million)	100.8	-
6. Dividend payout ratio (percent)	43%	-

Notes: *Profit for the year attributable to owners of the parent

The Board's Opinion

For the year ended December 31, 2024, the Company recorded a net profit of Baht 234.1 million based on the separate financial statements, and reported unappropriated retained earnings available for distribution to shareholders. The Board of Directors has carefully considered the matter, taking into account the rights and best interests of the Company's shareholders. However, as the Company is currently in a growth and expansion phase that requires substantial investments in various projects, the Board deems it appropriate to manage financial costs prudently. Therefore, the Board of Directors proposes to the 2025 Annual General Meeting of Shareholders to suspend the dividend payment from the operating results of the year 2024. The shareholders are also requested to acknowledge the interim dividend payment made during the year, with details as follows:

1. approved the suspension of the dividend payment
2. The Company made interim dividend payment one time in 2024, the Company would like to report to the Meeting as following details,
 - a. An interim dividend payment from retained earnings based on the financial statements ending September 30, 2024, at Baht 0.09 per share, totaling Baht 100.8 million, was made on December 13, 2024 pursuant to the approval by the Board of Directors Meeting No. 6/2024 on November 14, 2024.

Vote required

Majority vote of the shareholders attending the meeting and casting their votes. However, the matter relating to acknowledgement of the interim dividend payment does not require voting.

Agenda 4 To consider and approve the election of directors in replacement of the directors who are due to retire by rotation

Fact and Rationale

Pursuant to Section 71 of the PLCA and Article 21 of the Company's Articles of Association at every annual general meeting of shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire. The directors retiring from the office in the first and second year after registration of the Company shall be determined by drawing lots. For subsequent years, the directors who have held office longest shall retire and the directors retiring may be re-elected.

In 2025 annual General Meeting of Shareholder, there are four directors to be retired by rotation, namely:

- | | | |
|-------------------|-----------------|---|
| 1) Mrs. Ratana | Thamchuanviriya | Director / Honorary Chairman |
| 2) Ms. Sukolkarn | Thamchuanviriya | Director / Member of Executive Committee and Group Chief Corporate Communication and Customer Relationship Management Officer |
| 3) Ms. Jerdnapang | Thamchuanviriya | Director / Member of the Executive Committee / Member of the Risk Governance and Sustainability Development Committee and Group Chief Finance Officer |
| 4) Mr. Sunhavut | Thamchuanviriya | Director / Chairman of the Executive Committee / Member of Nomination and Remuneration Committee / Member of the Risk Governance and Sustainability Development Committee and Group Chief Executive Officer |

In addition, the Company has invited shareholders to nominate directors in advance via the Company's website from November 29, 2024 to January 15, 2025. However, no nominations for director candidates were submitted to the Company during this period.

The Nomination and Remuneration Committee excluding the interested directors, had undertaken the nomination process by considering persons who have qualifications as stipulated in the Charter of the Board of Directors applicable law and the Skill Matrix established by the Company in alignment with the Company's business strategy in various fields including qualification, gender, age, ethnicity, nationality, and country of origin, etc. (Board Diversity) to encourage equality and eliminate unfair discrimination. Additionally, the Nomination and Remuneration Committee also considered the directors listed in the IOD Director Pool. The qualifications for nominated directors include a restriction that they may not hold

directorship positions in more than 5 other listed companies. For the case of independent directors being re-nominated, the candidates must not hold an independent director's position for more than 9 years.

The Nomination and Remuneration Committee, excluding the interested directors, has undertaken the nomination process thoroughly as mentioned. Thus, the Nomination and Remuneration Committee deems it appropriate to propose that the Board of Directors present to the Annual General Meeting of Shareholders the recommendation to reappoint the aforementioned director to the Board of Directors and Sub-committees for another term. Profile of those four retiring directors as well as the qualification of an independent director are delivered to the Company's shareholders together with this invitation letter according to Attachment No. 2.

The Board's Opinion

The Board of Directors, excluding the interested directors, considered that the person nominated this time has passed the process specified by the Company and has qualifications under the relevant regulations including requirements relating to independent directors and well-suited for the Company's business operation. Due to such reason, the Board resolved as proposed by the Nomination and Remuneration Committee to propose to the 2025 Annual General Meeting of Shareholders to approve the re-election of all 4 retiring directors to retain office for another term as follows:

- | | | |
|-------------------|-----------------|---|
| 1) Mrs. Ratana | Thamchuanviriya | Director / Honorary Chairman |
| 2) Ms. Sukolkarn | Thamchuanviriya | Director / Member of Executive Committee and Group Chief Corporate Communication and Customer Relationship Management Officer |
| 3) Ms. Jerdnapang | Thamchuanviriya | Director / Member of the Executive Committee / Member of the Risk Governance and Sustainability Development Committee and Group Chief Finance Officer |
| 4) Mr. Sunhavut | Thamchuanviriya | Director / Chairman of the Executive Committee / Member of Nomination and Remuneration Committee / Member of the Risk Governance and Sustainability Development Committee and Group Chief Executive Officer |

Vote required

Majority vote of the shareholders attending the meeting and casting their votes. The directors will be considered and appointed individually.

Agenda 5 To consider and approve the Board of Directors’ remuneration for the year 2025

Fact and Rationale

In compliance with section 90 of the PLCA and the Company’s Articles of Association, directors are eligible to receive remuneration in the form of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders’ meeting consider to be appropriate for the duty of the Board of Directors.

In this regard, the Nomination and Remuneration Committee has thoroughly considered including the Company's performance, business size, and the roles and responsibilities of the Board of Directors and Sub-committees. Additionally, the Committee reviewed remuneration of other listed companies in the same industry. It is proposed that the Board of Directors consider the remuneration for the Board of Directors and Sub-committees for the year 2025.

The Board’s Opinion

The Board of Directors considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the shareholders to approve 2025 remunerations for the Board of Directors and Sub-committees which include quarterly remuneration, meeting allowances and bonus (if any) as follow:

1) Monthly Remuneration and Meeting allowance for the year 2025

	Type of remuneration	2025 (to consider)	2024	Change
1	Remuneration (Baht/month)			
	- Chairman	50,000	45,000	5,000
	- Chairman of the Audit Committee	40,000	35,000	5,000
	- Member of the Audit Committee	25,000	25,000	-
	- Director	25,000	25,000	-
2	Board of Director Meeting Allowance (Baht/time)			
	- Chairman	15,000	15,000	-
	- Director	10,000	10,000	-
3	Audit Meeting Allowance (Baht/time)			
	- Chairman	10,000	10,000	-
	- Director	10,000	10,000	-
4	Nomination and Remuneration Meeting Allowance (Baht/time)			
	- Chairman	10,000	10,000	-
	- Director	10,000	10,000	-
5	Risk Governance and Sustainability Development Meeting Allowance (Baht/time)			
	- Chairman	10,000	10,000	-
	- Director	10,000	10,000	-

Note: Director who holds the position of executive or employee of the Company shall not receive quarterly

2) **Other non-monetary remuneration**, such as life insurance, health insurance, and other benefits as specified under the Company’s policies. These non-monetary benefits shall be provided to all directors who are not full-time employees of the Company.

3) Other benefits

-None-

Vote required

Not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda 6 To consider and approve an appointment of auditor and auditor’s fee for the year 2025

Fact and Rationale

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) and Article 54 of the Company’s Articles of Association, the Annual General Meeting of Shareholders shall consider and approve the appointment of the Company’s auditor and the determination of the auditor’s remuneration on an annual basis. The Audit Committee has reviewed and deemed that the proposed auditors and the audit fees are appropriate. In addition, the proposed auditors have no relationship with, nor any conflict of interest in respect of, the Company, its subsidiaries, major shareholders, or any related persons. Therefore, they are independent in auditing and providing opinions on the Company’s financial statements. Accordingly, the Board of Directors recommends that the shareholders approve the appointment of the auditors and the determination of the audit fee for the fiscal year 2025. The Meeting is also requested to acknowledge the audit fees for the Company’s subsidiaries for the same year, which will be audited by KPMG Phoomchai Audit Ltd.

Furthermore, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 (re: Rules, Conditions, and Procedures for Disclosure of Financial and Non-Financial Information of Securities Issuers, as amended), listed companies on the Stock Exchange of Thailand are required to rotate their auditors if the same individual auditor has performed the duties of reviewing or auditing and expressing opinions on the financial statements of such companies for seven fiscal years, whether consecutively or not. Such auditors may only be reappointed after a lapse of at least five (5) consecutive fiscal years from the end of their previous term.

The Board’s Opinion

The Audit Committee proposed to the Board of Directors the appointment of an auditor from KPMG Phoomchai Audit Ltd. (“KPMG”) as the Company’s auditor to express opinions on the Company’s financial statements for the fiscal year 2025. Based on the auditor’s performance in the fiscal year 2024, the Audit Committee found the results satisfactory. The auditor demonstrated a strong understanding of

the Company's business, possessed the relevant expertise in auditing, and proposed a reasonable audit fee.

The Board of Directors, having considered the Audit Committee's recommendation, agreed that it is appropriate to propose the following matters for consideration and approval at the 2025 Annual General Meeting of Shareholders:

- 1) To consider and approve the appointment of one of the following auditors from KPMG Phoomchai Audit Ltd. as the Company's auditor for the fiscal year 2025. The profiles and professional experiences of the nominated auditors are provided in Attachment No. 3.
 1. Ms. Nareewan Chaibantad Certified Public Accountant No. 9219 or
 2. Ms. Sirinuch Surapaitoonkorn Certified Public Accountant No. 8413 or
 3. Mr. Songchai Wongpiriyaporn Certified Public Accountant No. 10996
- 2) To consider and approve the audit fees for the Company's annual financial statements for the year 2025, including the quarterly reviews of both the Company's separate and consolidated financial statements, in the total amount of Baht 2,727,000 (excluding non-audit fees). This represents an increase of Baht 120,000 compared to the audit fees for the year 2024.

Detail	2025	2024	Change
Audit fees for the company's consolidated financial statements			
- Financial Statements for the year	2,306,000	2,186,000	120,000
- Quarterly Financial Statements	421,000	421,000	-
Total	2,727,000	2,607,000	120,000

- 3) To acknowledge the audit fees for the Company's subsidiaries for the fiscal year 2025, totaling Baht 5,948,400 (excluding non-audit fees), which represents an increase of Baht 60,000 compared to the audit fees for the year 2024.

Detail	2025	2024	Change
Audit fees for the company's consolidated financial statements			
- Financial Statements for the year	5,775,600	5,715,600	60,000
- Quarterly Financial Statements	172,800	172,800	-
Total	5,948,400	5,888,400	60,000

Vote required

Majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7 To consider and approve the amendment of the authorized director to sign bind the Company

Fact and Rationale

To enhance operational flexibility, the management proposes an amendment to the authorized signatory powers of the Company's directors.

The Board's Opinion

It is deemed appropriate to propose to the 2025 AGM to consider and approve the amendment of the authorized directors to sign bind the Company.

Current

"Mrs. Ratana Thamchuanviriyaya, Ms. Sukolkarn Thamchuanviriyaya, Ms. Jerdnapang Thamchuanviriyaya, Mr. Sunhavut Thamchuanviriyaya two of four directors jointly sign and affix the company' seal."

Propose

"Mrs. Ratana Thamchuanviriyaya, Ms. Sukolkarn Thamchuanviriyaya, Ms. Jerdnapang Thamchuanviriyaya, Mr. Sunhavut Thamchuanviriyaya, Mr. Sompraj Bosuwan two of five directors jointly sign and affix the company' seal."

Vote required

Majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 To consider and approve the amendment of Article 32 of the Company's Articles of Association

Fact and Rationale

To enhance operational efficiency and align with the amendment of the authority of directors to sign bind the Company as mentioned in the preceding agenda. The Board of Directors deems that it is appropriate to propose to the Annual General Meeting of Shareholders an amendment to Article 32 of the Company's Articles of Association as follows:

Current version	Proposed amendment
<p>Article 32 The authorized directors who may sign on behalf of the Company are any two of the four directors signing together with the corporate seal affixed.</p> <p>The Annual General Meeting of Shareholders or the Board of Directors Meeting is authorized to determine and amend the name and number of authorized directors who may sign on behalf of the Company.</p>	<p>Article 32 The authorized directors who may sign on behalf of the Company are any two directors signing together with the corporate seal affixed.</p> <p>The Annual General Meeting of Shareholders or the Board of Directors Meeting is authorized to determine and amend the name and number of authorized directors who may sign on behalf of the Company.</p>

The Board’s Opinion

The Board of Directors recommends the 2025 Annual General Meeting of Shareholders to consider and approve of the amendment of Article 32 of the Company’s Articles of Association, regarding the authorized directors to sign bind the Company as follows:

Current version	Proposed amendment
<p>Article 32 The authorized directors who may sign on behalf of the Company are any two of the four directors signing together with the corporate seal affixed.</p> <p>The Annual General Meeting of Shareholders or the Board of Directors Meeting is authorized to determine and amend the name and number of authorized directors who may sign on behalf of the Company.</p>	<p>Article 32 The authorized directors who may sign on behalf of the Company are any two directors signing together with the corporate seal affixed.</p> <p>The Annual General Meeting of Shareholders or the Board of Directors Meeting is authorized to determine and amend the name and number of authorized directors who may sign on behalf of the Company.</p>

Vote required

Not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Agenda 9 Other businesses (if any)

The Company has invited shareholders to propose agenda and nominate directors in advance for proposing to the 2025 Annual General Meeting of Shareholders. via the Company's website from November 29, 2024 to January 15, 2025. **There was no shareholder proposed agenda items and nominated directors to the Company.**

It is recommended that the shareholders shall study the Procedures and instructions for attending the Annual General Meeting of Shareholders and related Articles of Association (Details are shown in Attachment No. 7 and No. 8). If shareholders have any queries, please submit the questions regarding the Meeting agenda prior to the Meeting via email: ir@mgc-asia.com or by mail to the Company Secretary Office, Millennium Group Corporation (Asia) Public Company Limited, No. 2222/9 Ladprao Road (Ladprao Soi 112), Phlapphla Sub-district, Wang Thonglang District, Bangkok, Thailand 10310.

Therefore, the Company hereby invites all shareholders to attend the 2024 AGM on the above date and time which is convened through electronic only. Registration for E-meeting will be opened in advance through the D AGM Online system, starting from 8 April 2025 at 08:00 hrs. Upon receipt and verification of your registration and supporting documents, and after confirming your shareholder status as of the **Record Date on 12 March 2025**, the Company's e-meeting service provider, **PTT Digital Solutions Co., Ltd.**, certified by the Electronic Transactions Development Agency (ETDA), will send you the meeting access link, along with your **username and password** via the email address you provided to the Company. The E-AGM system will be accessible to shareholders from **22 April 2025 at 08:00 hrs. onwards.**

Please be informed accordingly,

Your sincerely,

- signed -

(Mr. Sunhavut Thamchuanviriyaya)

Group Chief Executive Officer

Millennium Group Corporation (Asia) Public Company Limited

**Annual Registration Statement / Annual Report 2024
(Form 56-1 One Report) in QR Code**



Shareholders can download Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) via QR Code by following QR Code Downloading Procedures.

1. Turn on the mobile camera. Open applications Line.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: The Form 56-1 One Report for the year 2024 will be available from 31 March 2025 onwards.

Mrs. Ratana Thamchuanviriya

Age 82 years

Position Director / Honorary Chairman**Date of Appointment as a Director**

First Appointment: 9 March 1999

Last Re-appointment: 17 March 2022

Honorary Chairman as of 16 December 2019

**Education**

- High School, Seventh-day Adventist, Michigan, USA

Director Training Program of Thai Institute of Directors Association (IOD)

- Directors Accreditation Program (DAP) Class 94/2012

Position in Other Company / Organization / Institution

None

Other Position in Other Company/Organization/Institution

15 companies

Working Experience

2020 – Present	Director, Tham Holdings Co., Ltd.
2013 - Present	Director, Heritage Motor (Thailand) Co., Ltd.
2011 – Present	Director, Pattanakarn Honda Automobile Co., Ltd.
2011 – Present	Director, Millionaire Auto (Thailand) Co., Ltd.
2007 - Present	Director, Vivat Reawjing Co., Ltd.
2001 – Present	Director, Millennium Auto Group Co., Ltd.
1999 – Present	Director, Millennium Auto Co., Ltd.

1991 – Present	Director, VR Family Co., Ltd.
2014 – 2024	Director MGC Marine and Charter (Asia) Co., Ltd.
2007 – 2024	Director Master Driver and Services (Thailand) Co., Ltd.
2002 – 2024	Director Chaweng Peninsula Co., Ltd.
2002 – 2024	Director Master Car Rental Co., Ltd.
2009 – 2021	Director Master Motor Trading (Thailand) Co., Ltd.

Shareholdings Proportion in the Company (Ordinary Shares) (as of 30 December 2024)

- Held personally : 4.0406
- Held by spouse or minor child : None

Family relationships with directors and executives

Mother of Ms. Sukolkarn Thamchuanviriyaya, Ms. Jerdnapang Thamchuanviriyaya and Dr. Sunhavut Thamchuanviriyaya who are the directors and executive officers of the Company.

Meeting attendance in the past year

- Annual General Meeting 1/1
- Board of Directors' Meeting 7/7

History of penalties imposed in the past 5 years due to violations of the Securities and Exchange Act B.E. 2535 (1992) or the Futures Trading Act B.E. 2546 (2003).

- None –

Miss Sukolkarn Thamchuanviriya

Age 54-years-old

Position Director/ Member of Executive Committee and
Group Chief Corporate Communication and
Customer Relationship Management Officer

**Date of Appointment as a Director**

First Appointment: 9 March 1999

Last Re-appointment: 17 March 2022

Education

- **Bachelor of Business Administration**, Assumption University
- **Master of Science in Management Information Systems**, Saint Peter's College, New Jersey, USA

Director Training Program of Thai Institute of Directors Association (IOD)

- **Director Accreditation Program (DAP) 82/2552**

Position in Other Business that may cause Conflict of Interest or in Competition with the Company

- None -

Holding a position as a director/executive in other companies or organizations.

33 Holding director/executive in other companies.

Work Experiences

2022 – Present	Director, MGC Aviation and Charter Services (Asia) Co.,Ltd.
2019 – Present	Director, Good Wood Autowork Co.,Ltd.
2016 – Present	Director, US Motorbike Co.,Ltd.
2015 – Present	Director, Summit Honda Automobile Co., Limited
2014 – Present	Director, MGC Marine and Charter (Asia) Co.,Ltd
2011 – Present	Director, I24 Co.,Ltd
2007 – Present	Director, Master Driver and Services (Thailand) Co.,Ltd
2002 – Present	Director, Master Car Rental Co.,Ltd

2001 – Present	Director, Millennium Auto Group Co.,Ltd.
2001 – Present	Director, Master Motor Services (Thailand) Co.,Ltd
2009 – 2018	Director, Howden Maxi Insurance Broker Co.,Ltd.
2020 – Present	Director, Tham Holdings Co.,Ltd.
2019 – Present	Director, V2 Design Studio Co.,Ltd
2019 – 2021	Director, Lion Automobile Co.,Ltd
2019 – 2021	Director, Gaydon Motor Sales and Services Co.,Ltd.
2019 – 2021	Director, Belford Automobile (Thailand) Co.,Ltd.
2016 – Present	Director, Modena Motorwork Co.,Ltd.
2016 – Present	Director, Design Motorwork Co.,Ltd
2016 – Present	Director, The Heritage Boutique Spa Co.,Ltd.
2015 – Present	Director, Be Spoke Group Co.,Ltd.
2015 – Present	Director, Euro Rent A Car Sdn Bhd, Malaysia
2015 – Present	Director, MGC Asia Holding Sdn Bhd, Malaysia
2013 – Present	Director, Heritage Motor (Thailand) Co.,Ltd.
2011 – Present	Director, Pattanakarn Honda Automobile Co.,Ltd.
2011 – Present	Director, Millionaire Auto (Thailand) Co.,Ltd.
2007 – Present	Director, Vivat Reawjing Co.,Ltd.
2003 – Present	Director, Fuzio Co.,Ltd.
2002 – Present	Director, Chaweng Peninsula Co.,Ltd.
1996 – Present	Director, Royal Suite Co.,Ltd.
1991 – Present	Director, VR Family Co.,Ltd.
1990 – Present	Director, V.P.S. Center Co.,Ltd.

Shareholdings Proportion in the Company (Ordinary Shares) (as of 30 December 2024)

- **Held personally : 3.3197**
- **Held by spouse or minor child : 0.0022**

Family relationships with directors and executives

The daughter of Ms. Ratana Thamchuanviriya and Siblings of Ms. Sukolkarn Thamchuanviriya and Dr. Sunhavut Thamchuanviriya who are the directors and executive officers of the Company.

Meeting attendance in the past year

- **Annual General Meeting** 1/1
- **Board of Directors' Meeting** 7/7
- **Executive Committee's Meeting** 9/9

History of penalties imposed in the past 5 years due to violations of the Securities and Exchange Act B.E. 2535 (1992) or the Futures Trading Act B.E. 2546 (2003).

- None -

Miss Jerdnapang Thamchuanviriya

Age 54-year-old

Position

Director/ Member of the Executive Committee/
Member of Risk Governance and Sustainability Development
Committee / Group Chief Finance Officer

**Date of Appointment as a Director**

First Appointment: 9 March 1999

Last Re-appointment: 17 March 2022

Education

- **Bachelor of Business Administration**, Assumption University
- **Master of Science in Management Information Systems**, Saint Peter's College, New Jersey, USA

Director Training Program of Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 81/2552
- Director Certification Program (DCP) 371/2024

Other training

- Orientation Course in Accounting and Finance Preparedness.
- E-learning CFO's Orientation Course (Thai Version) completed in May 2022.

Position in Other Company / Organization / Institution

- None -

Other Position in Other Company/Organization/Institution

31 Companies

Work Experiences

2024 – Present	Director, Neo Mobility Asia Co., Ltd.
2024 – Present	Director, MGC-ASIA Greentech Co, Ltd.
2022 – Present	Director, MGC Aviation and Charter Services (Asia) Co.,Ltd.
2021 – Present	Director, Alpha X Co.,Ltd.
2020 – Present	Director, Tham Holdings Co.,Ltd.

2020 - Present	Director, Amber Home Co.,Ltd.
2019 – Present	Director, V2 Design Studio Co.,Ltd.
2019 – Present	Director, Goodwood Autowork Co.,Ltd.
2016 – Present	Director, Design Motorwork Co.,Ltd.
2016 – Present	Director, US Motorbike Co.,Ltd.
2015 – Present	Director, MGC Asia Holding Sdn Bhd, Malaysia
2015 – Present	Director, Summit Honda Automobile Co., Limited
2014 – Present	Director, MGC Marine and Charter (Asia) Co.,Ltd,
2013 – Present	Director, Heritage Motor (Thailand) Co.,Ltd.
2011 – Present	Director, Pattanakarn Honda Automobile Co.,Ltd.
2011 – Present	Director, Millionaire Auto (Thailand) Co.,Ltd.
2011 – Present	Director, I24 Co.,Ltd.
2009 – Present	Director, Howden Maxi Insurance Broker Co.,Ltd.
2007 – Present	Director, Vivat Reawjing Co.,Ltd.
2003 – Present	Director, Fuzio Co.,Ltd.
2002 – Present	Director, Chaweng Peninsula Co.,Ltd.
2002 – Present	Director, Master Car Rental Co.,Ltd.
2001 – Present	Director, Millennium Auto Group Co.,Ltd.
2001 – Present	Director, Master Motor Services (Thailand) Co.,Ltd.
1999 – Present	Director, Millennium Auto Co.,Ltd.
1998 – Present	Director, VR Family Co.,Ltd.
1996 – Present	Director, Royal Suite Co.,Ltd.
1990 – Present	Director, V.P.S. Center Co.,Ltd.
2019 – 2021	Director, Lion Automobile Co.,Ltd.
2019 – 2021	Director, Gaydon Motor Sales and Services Co.,Ltd.
2019 – 2021	Director, Belford Automobile (Thailand) Co.,Ltd.
2018 – 2021	Director, Modena Motorwork Co.,Ltd.

Shareholdings Proportion in the Company (Ordinary Shares) (as of 30 December 2024)

- Held personally : 3.9984
- Held by spouse or minor child : None

Family relationships with directors and executives

The daughter of Ms. Ratana Thamchuanviriyaya and Siblings of Ms. Sukolkarn Thamchuanviriyaya and Dr. Sunhavut Thamchuanviriyaya who are the directors and executive officers of the Company.

Meeting attendance in the past year

- Annual General Meeting 1/1
- Board of Directors' Meeting 7/7
- The Executive Committee's Meeting 9/9
- The Risk Governance and Sustainability 5/5

Development Committee Committee's Meeting

History of penalties imposed in the past 5 years due to violations of the Securities and Exchange Act B.E. 2535 (1992) or the Futures Trading Act B.E. 2546 (2003).

- None -

Dr. Sunhavut Thamchuanviriya

Age 52-year-old

Position Director/ Chairman of the Executive Committee/
Member of Nomination and Remuneration Committee/
Member of Risk Governance and Sustainability
Development Committee / Group Chief Executive Officer

**Date of Appointment as a Director**

First Appointment: 9 March 1999

Last Re-appointment: 17 March 2022

Education

- Bachelor of Business Administration, Assumption University
- Master of Science in Management (Computer Engineering), Assumption University
- Doctor of Philosophy in Management (Organization Development), Assumption University

Director Training Program of Thai Institute of Directors Association (IOD)

- Directors Accreditation Program (DAP) Class 81/2009

Position in Other Company / Organization / Institution

- None -

Other Position in Other Company/Organization/Institution

37 companies

Work Experiences

2024 – Present	Director, Neo Mobility Asia Co., Ltd.
2024 – Present	Director, MGC-ASIA Greentech Co, Ltd.
2022 – Present	Director, MGC Aviation and Charter Services (Asia) Co.,Ltd.
2021 – Present	Director, Alpha X Co.,Ltd.
2020 – Present	Director, Tham Holdings Co.,Ltd.
2019 – Present	Director, Goodwood Autowork Co.,Ltd.
2019 – Present	Director, V2 Design Studio Co.,Ltd.

2019 – 2021	Director, Lion Automobile Co.,Ltd.
2016 – Present	Director, Design Motorwork Co.,Ltd.
2016 – Present	Director, US Motorbike Co.,Ltd.
2015 – Present	Director, Euro Rent A Car Sdn Bhd, Malaysia
2015 – Present	Director, MGC Asia Holding Sdn Bhd, Malaysia
2015 – Present	Director, Summit Honda Automobile Co.,Ltd
2014 – Present	Director, MGC Marine and Charter (Asia) Co.,Ltd,
2013 – Present	Director, Heritage Motor (Thailand) Co.,Ltd.
2012 – Present	Director, Master Group Corporation (Laos) Co.,Ltd.
2011 – Present	Executive Director, Pattanakarn Honda Automobile Co.,Ltd.
2011 – Present	Director, Millionaire Auto (Thailand) Co.,Ltd.
2011 – Present	Director, I24 Co.,Ltd.
2009 – Present	Director, Howden Maxi Insurance Broker Co.,Ltd.
2007 – Present	Director, Vivat Reawjing Co.,Ltd.
2007 – Present	Director, Master Driver and Services (Thailand) Co.,Ltd.
2006 – Present	Director, Auto Smart-X Co.,Ltd.
2003 – Present	Executive Director, Fuzio Co.,Ltd.
2002 – Present	Executive Director, Chaweng Peninsula Co.,Ltd.
2002 – Present	Director, Master Car Rental Co.,Ltd.
2001 – Present	Director, Millenium Auto Group Co.,Ltd.
2001 – Present	Director, Master Motor Services (Thailand) Co.,Ltd.
1999 – Present	Executive Director, Millenium Auto Co.,Ltd.
1996 – Present	Executive Director, Royal Suite Co.,Ltd.
1995 – Present	Director, Royal Lakeview Resort Co.,Ltd.
1991 – Present	Executive Director, VR Family Co.,Ltd.
1990 – Present	Director, V.P.S. Center Co.,Ltd.
2019 – 2021	Director, Lion Automobile Co.,Ltd.
2019 – 2021	Director, Gaydon Motor Sales and Services Co.,Ltd.

2019 – 2021	Director, Belford Automobile (Thailand) Co.,Ltd.
2018 – 2021	Director, Modena Motorwork Co.,Ltd.
2007 – 2021	Director, Jinnietree Commercial Co.,Ltd.
2019 – 2021	Director, Gaydon Motor Sales and Services Co.,Ltd.
2019 – 2021	Director, Belford Automobile (Thailand) Co.,Ltd.
2018 – 2021	Director, Modena Motorwork Co.,Ltd.

Shareholdings Proportion in the Company (Ordinary Shares) (as of 30 December 2024)

- Held personally : 3.3955
- Held by spouse or minor child : 0.0034

Family relationships with directors and executives

The son of Ms. Ratana Thamchuanviriyaya and Siblings of Ms. Sukolkarn Thamchuanviriyaya and Dr. Sunhavut Thamchuanviriyaya who are the directors and executive officers of the Company.

Meeting attendance in the past year

- Annual General Meeting 1/1
- Board of Directors' Meeting 7/7
- The Executive Committee's Meeting 9/9
- The Nomination and Remuneration Committee's Meeting 4/4
- The Risk Governance and Sustainability
Development Committee Committee's Meeting 5/5

History of penalties imposed in the past 5 years due to violations of the Securities and Exchange Act B.E. 2535 (1992) or the Futures Trading Act B.E. 2546 (2003).

- None -

Profiles of the proposed Auditors for the year 2025
KPMG Poomchai Audit Company Limited

1. Nareewan Chaibantad	
CPA No.	9219
Education	<ul style="list-style-type: none"> - Master's Degree of Accounting, Chulalongkorn University - Bachelor's Degree of Accounting, Thammasat University
Experience	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Joined the firm since 2004
Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons	None
No. of years certified on the Company's financial statements and its subsidiaries	1 year (2023-2024)


2. Sirinuch Surapaitoonkorn	
CPA No.	8413
Education	<ul style="list-style-type: none"> - Master's Degree in Business Administration, Chulalongkorn University - Bachelor's Degree in Business Administration, Thammasat University
Experience	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Joined the firm since 2003
Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons	None
No. of years certified on the Company's financial statements and its subsidiaries	None


Attachment No. 3

3. Mr. Songchai Wongpiriyaporn	
CPA No.	10996
Education	- Bachelor of Accounting, Kasetsart University
Experience	- Audit Partner, KPMG Phoomchai Audit Ltd. - Joined the firm since 2006
Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons	None
No. of years certified on the Company's financial statements and its subsidiaries	None



Attachment No. 4

Profiles of Independent Directors nominated by the Company to be Shareholders' Proxy

	1. Mr. Pachara Yutidhammadamrong (Thai Nationality, Age 78 year old)	
	Positions in the Company	Independent Director / Chairman of the Board of Directors
	Address	Millennium Group Corporation (Asia) Public Company Limited 2222/9 Ladprao Road, Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310
	Shareholding	None
	Special Interest in Proposed Agenda in this Meeting	None

	2. Mr. Vasant Thienhom (Thai Nationality, Age 70 year old)	
	Positions in the Company	Independent Director / Chairman of Audit Committee
	Address	Millennium Group Corporation (Asia) Public Company Limited, 2222/9 Ladprao Road, Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310
	Shareholding	None
	Special Interest in Proposed Agenda in this Meeting	None

Attachment No. 4

	3. Pol. Gen. Chaiwat Getvorachai (Thai Nationality, Age 65 year old)	
	Positions in the Company	Independent Director / Chairman of the Nomination and Remuneration Committee
	Address	Millennium Group Corporation (Asia) Public Company Limited, 2222/9 Ladprao Road, Phlapphla, Subdistrict, Wang Thonglang District Bangkok 10310
	Shareholding	None
	Special Interest in Proposed Agenda in this Meeting	None
	4. Mr. Wirat Sirikajornkij (Thai Nationality, Age 67 year old)	
	Positions in the Company	Independent Director / Chairman of Risk Governance and Sustainability Development Committee / Member of the Nomination and Remuneration Committee / Member of Audit Committee
	Address	Millennium Group Corporation (Asia) Public Company Limited, 2222/9 Ladprao Road, Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310
	Shareholding	None
	Special Interest in Proposed Agenda in this Meeting	None

Remark:

Details of the profiles of independent directors are disclosed in the Company's Annual Registration Statement / Annual Report for the year 2024 (Form 56-1 One Report), under the section "Information on Directors." Please be informed that the independent director who has been granted a proxy by shareholders is not a director with any special interest in the agenda concerning the re-election of directors and is not a candidate proposed for reappointment as a director in this meeting.

Proxy Form A

Written at.....

Date.....

(1) I/We..... Nationality.....
 Residing at No..... Soi/Alley..... Road.....
 Tambol/Sub-district..... Amphur/District.....
 Province..... Post code.....

(2) Shareholder of **Millennium Group Corporation (Asia) Plc.**, holding the total amount of share(s)
 and have the right(s) to vote equal to vote(s), hereby appoint;

(3) I hereby appoint (please select one of the following):

1) Age..... years
 Residing at No..... Soi/Road.....
 Tambol/Sub-district..... Amphur/District.....
 Province..... Post code..... Or
 Email.....

2) **Mr. Pachara Yutidhammadamrong** Age **78** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800** Or

3) **Mr. Vasant Thienhom** Age **70** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800** Or

4) **Pol. Gen. Chaiwat Getvorachai** Age **65** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800**

5) **Mr. Wirat Sirikajornkij** Age **67** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800**

Anyone of the above as my/our proxy to attend and vote in **the 2025 Annual General Meeting of Shareholders on Tuesday 22 April 2025 at 10.00 a.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the related laws and regulations or at any adjournment thereof to any other date, time and venue.

Any act(s) undertaken by the proxy at such meeting, it shall be deemed as my/our own act(s) in every respect.

Signed.....Grantor

(.....)

Signed Proxy Holder

(.....)

Signed Proxy Holder

(.....)

Signed Proxy Holder

(.....)

Remark:

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast votes on their behalf. The number of shares held by the shareholder cannot be split for multiple proxies in order to divide voting rights.

Proxy Form B

Written at.....

Date.....

(1) I/We..... Nationality.....
 Residing at No..... Soi/Alley..... Road.....
 Tambol/Sub-district..... Amphur/District.....
 Province..... Post code.....

(2) Shareholder of **Millennium Group Corporation (Asia) Plc.**, holding the total amount of share(s)
 and have the right(s) to vote equal to vote(s), hereby appoint;

(3) I hereby appoint (please select one of the following):

1) Age.....years
 Residing at No.....Soi/Road.....
 Tambol/Sub-district.....Amphur/District.....
 Province.....Post code.....Or
 Email.....

2) **Mr. Pachara Yutidhammadamrong** Age **78** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800** Or

3) **Mr. Vasant Thienhom** Age **70** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800** Or

4) **Pol. Gen. Chaiwat Getvorachai** Age **65** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800**

5) **Mr. Wirat Sirikajornkij** Age **67** years
 Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800**

Anyone of the above as my/our proxy to attend and vote in **the 2025 Annual General Meeting of Shareholders on Tuesday 22 April 2025 at 10.00 a.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the related laws and regulations or at any adjournment thereof to any other date, time and venue.

(4) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

Agenda 1 To acknowledge the Company’s performance Results for the year 2024

This agenda item is for acknowledgement and thus voting is not required.

Agenda 2 To consider and approve the Financial Statement for the year ended 31 December 2024

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder’s requirement as follows:

Approve..... votes Disapprove..... votes Abstainvotes

Agenda 3 To consider and approve the suspension of the annual dividend and to acknowledge the interim dividend payment

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder’s requirement as follows:

Approve..... votes Disapprove..... votes Abstainvotes

Agenda 4 To consider and approve the election of directors in replacement of the directors who are due to retire by rotation

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder’s requirement as follows:

1. Mrs. Ratana Thamchuanviriyi

Approvevotes Disapprovevotes Abstainvotes

2. Ms. Sukolkarn Thamchuanviriyi

Approvevotes Disapprovevotes Abstainvotes

3. Ms. Jerdnang Thamchuanviriyi

Approvevotes Disapprovevotes Abstainvotes

4. Mr. Sunhavut Thamchuanviriyi

Approvevotes Disapprovevotes Abstainvotes

Agenda 5 To consider and approve the Board of Directors’ remuneration for the year 2025

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder’s requirement as follows:

Approve..... votes Disapprove..... votes Abstainvotes

Agenda 6 To consider and approve an appointment of auditor and auditor’s fee for the year 2025

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda 7 To consider and approve the amendment of the authorized director to sign bind the Company

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda 8 To consider and approve the amendment of Article 32 of the Company’s Articles of Association

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda 9 Other businesses (if any)

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any act(s) undertaken by the proxy at such meeting (except for those voting not specified in the proxy form) shall be deemed as my/our own act(s) in every respect.

Signed.....Grantor

(.....)

Signed..... Proxy Holder

(.....)

Signed..... Proxy Holder

(.....)

Signed..... Proxy Holder

(.....)

Remark:

- 1. The shareholder appointing the Proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
- 2. In the agenda relating to the appointment of directors, the shareholder may appoint the nominated directors as a group or appoint each nominated director individually.
- 3. In case there are agendas other than the agendas specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form B as enclosed

Annex to the Proxy Form B

The appointment of proxy by the shareholder of Millennium Group Corporation (Asia) Public Company Limited

The 2025 Annual General Meeting of Shareholders on Tuesday 22 April 2024 at 10.00 a.m.
The Meeting shall be conducted via electronic means (E-AGM) in accordance with the related laws and regulations or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda.....Subject.....

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda.....Subject.....

Name of director.....

- Approve..... votes Disapprove..... votes Abstainvotes

Proxy Form C
(For Foreign Shareholders who have custodians in Thailand only)

Written at.....

Date.....

(1) I/We..... Nationality.....
Residing at No..... Soi/Alley..... Road.....
Tambol/Sub-district..... Amphur/District.....
Province..... Post code.....

(2) Shareholder of **Millennium Group Corporation (Asia) Plc.**, holding the total amount of share(s)
and have the right(s) to vote equal to vote(s), hereby appoint;

(3) I hereby appoint (please select one of the following):

1) Age..... years
Residing at No..... Soi/Road.....
Tambol/Sub-district..... Amphur/District.....
Province..... Post code..... Or
Email.....

2) **Mr. Pachara Yutidhammadamrong** Age **78** years
Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800** Or

3) **Mr. Vasant Thienhom** Age **70** years
Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800** Or

4) **Pol. Gen. Chaiwat Getvorachai** Age **65** years
Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800**

5) **Mr. Wirat Sirikajornkij** Age **67** years
Residing at **Millennium Group Corporation (Asia) Public Company Limited 2222/9 2222/9 Ladprao Road, Plubpla Sub-district, Wang Thonglang District, Bangkok 10800**

Anyone of the above as my/our proxy to attend and vote in **the 2025 Annual General Meeting of Shareholders on Tuesday 22 April 2025 at 10.00 a.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the related laws and regulations or at any adjournment thereof to any other date, time and venue.

(4) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

Agenda 1 To acknowledge the Company's performance Results for the year 2024

This agenda item is for acknowledgement and thus voting is not required.

Agenda 2 To consider and approve the Financial Statement for the year ended 31 December 2024

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder's requirement as follows:

Approve..... votes Disapprove..... votes Abstainvotes

Agenda 3 To consider and approve the suspension of the annual dividend and to acknowledge the interim dividend payment

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder's requirement as follows:

Approve..... votes Disapprove..... votes Abstainvotes

Agenda 4 To consider and approve the election of directors in replacement of the directors who are due to retire by rotation

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder's requirement as follows:

1. Mrs. Ratana Thamchuanviriyi

Approvevotes Disapprovevotes Abstainvotes

2. Ms. Sukolkarn Thamchuanviriyi

Approvevotes Disapprovevotes Abstain votes

3. Ms. Jerdnang Thamchuanviriyi

Approvevotes Disapprovevotes Abstain votes

4. Mr. Sunhavut Thamchuanviriyi

Approvevotes Disapprovevotes Abstain votes

Agenda 5 To consider and approve the Board of Directors' remuneration for the year 2025

(a) The proxy holder shall vote independently as to his/her consideration.

(b) The proxy holder shall vote according to the shareholder's requirement as follows:

Approve..... votes Disapprove..... votes Abstainvotes

Agenda 6 To consider and approve an appointment of auditor and auditor’s fee for the year 2025

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda 7 To consider and approve the amendment of the authorized director to sign bind the Company

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda 8 To consider and approve the amendment of Article 32 of the Company’s Articles of Association

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda 9 Other businesses (if any)

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any act(s) undertaken by the proxy at such meeting (except for those voting not specified in the proxy form) shall be deemed as my/our own act(s) in every respect.

Signed.....Grantor

(.....)

Signed..... Proxy Holder

(.....)

Signed..... Proxy Holder

(.....)

Signed..... Proxy Holder

(.....)

Remark:

- 1. This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and who has appointed a custodian in Thailand as the securities depository and caretaker.
- 2. Supporting documents to be submitted along with this Proxy Form are:
 - (1) A Power of Attorney authorizing the custodian to sign the proxy form on behalf of the shareholder.
 - (2) A certification letter confirming that the signatory authorized by the shareholder is duly licensed to operate a custodian business in Thailand.
- 3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast votes on their behalf. The number of shares held by the shareholder cannot be split for multiple proxies in order to divide voting rights.
- 4. For the agenda item regarding the election of directors, the shareholder may choose to elect the entire board or elect directors individually.
- 5. In the event that additional agenda items are to be considered beyond those specified herein, the proxy grantor may provide further instructions using the Annex to Proxy Form C as attached.

Annex to the Proxy Form C

The appointment of proxy by the shareholder of Millennium Group Corporation (Asia) Public Company Limited

The 2025 Annual General Meeting of Shareholders on Tuesday 22 April 2024 at 10.00 a.m.
The Meeting shall be conducted via electronic means (E-AGM) in accordance with the related laws and regulations or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda.....Subject.....

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - Approve..... votes Disapprove..... votes Abstainvotes

Agenda.....Subject.....

Name of director.....

- Approve..... votes Disapprove..... votes Abstainvotes

**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

Attachment No. 6

- 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.
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".

Attachment No. 6

- 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

Procedures for Attending the 2025 Annual General Shareholders' Meeting (E-Meeting), Document Required for Meeting Attendance, and Proxy Granting

Procedures for Attending the Meeting via Electronic Means

Shareholders who wish to attend the meeting electronically, either personally or through a proxy, must submit a request and complete the Pre-Registration process via D AGM Online system (Pre-Register), which will be available since 8 April 2025 at 08.00 hrs. Shareholders are required to register in advance using a valid email address in order to receive the meeting link (Link), username, and password for access. Each email account can only be used for the registration of one shareholder's registration number.

Pre-Registration and Appointment of Proxy Procedures via D AGM System (Pre-

- Shareholders scan the QR code from the Notification of Meeting Form or <https://register.pttdigital.com/MGC/registerbase> (Pre-Register System), complete the required information to indicate their intention to attend the meeting through electronic means, select the type of request submission, and follow 3 steps as follows:

Step 1 Fill in shareholder's information and undergo identity verification.

Step 2 Verify your identity by email.

Step 3 Finish the transaction and wait for an email notifying the Meeting details and password to use on the day of the Meeting.



- The officer will verify the eligible shareholders from the information as of the Record Date on 12 March 2025, which serves as the reference date for determining shareholders entitled to attend the Meeting. This includes the completeness and accuracy of all documents submitted through the Pre-Register system for approval to join the Meeting. On the Meeting Day (22 April 2025), the electronic meeting system will be accessible at 08.00 hrs. (2 hours prior to the Meeting). Shareholders or their proxies may log in to the meeting system using the username and password received via registered email and follow the instructions outlined in the system user guide.
 - If a registration request is denied, the shareholder will receive an email stating the reason along with further instructions.
 - If an attendee is being proxied by multiple grantors, he or she will receive only one username and password to login to the Meeting.
 - If a shareholder does not receive the identity verification email or the confirmation email containing meeting details, please contact 087-5929911 or 062-5917875

Electronic Proxy Appointment and Submission Process

Shareholders who prefer to appoint the company's Independent Director as the proxy holder can submit the proxy form along with the required documents in electronic format via the Pre-Register System or send the documents to Company by mail to the following address. The proxy form and required documents shall reach Company **by 17 April 2025 at 17.00 hrs.**

Company Secretary Office

Millennium Group Corporation (Asia) Public Company Limited

2222/9 Ladprao Road, Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310



If encounter any technical difficulties while using Pre-Register system and E Voting system

please contact 087-5929911 or 062-5917875 during 8 April - 22 April 2025,
from 8:00 to 17:00 hrs., except Public holidays

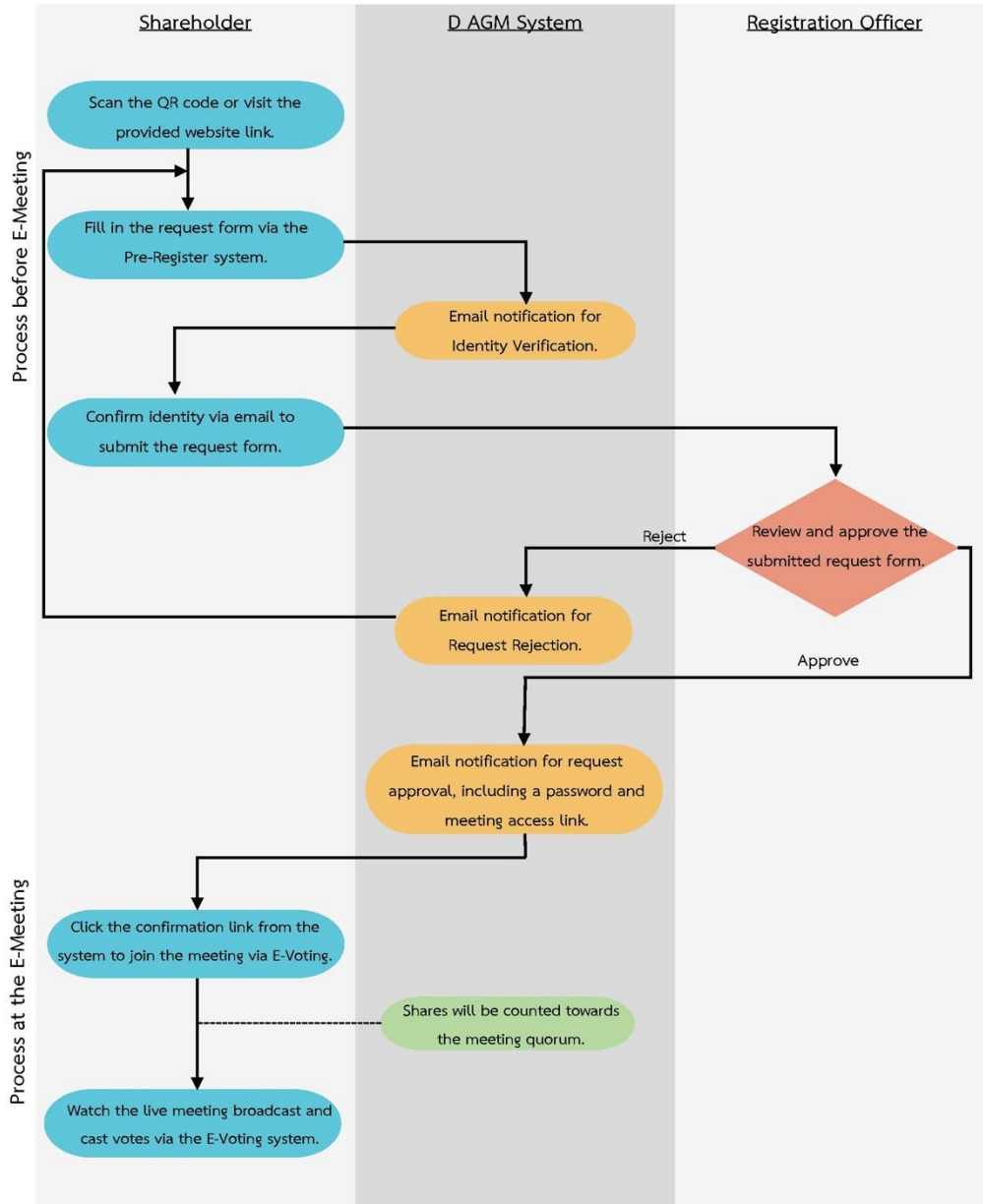
Flowchart of the Registration Steps for Attending the 2025 Annual General Shareholders’ Meeting via D AGM Online

Shareholders can submit a request at access <https://register.pttdigital.com/MGC/registerbase>

Or scan QR Code



Pre-Register system will be available from
8 April - 22 April 2025
(until the Meeting adjourns)



In Case of Leaving the Meeting

If a shareholder leaves the Meeting before casting votes, the shareholder’s votes will not be counted in the remaining agenda items that have not yet been voted.



If encounter any technical difficulties while using Pre-Register system and E Voting system

please contact 087-5929911 or 062-5917875 during 8 April - 22 April 2025, from 8:00 to 17:00 hrs., except Public holidays

Procedure for Attending E voting and Voting Procedure

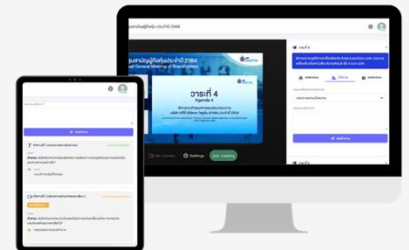
- 1 Access the link from the email sent by the system.
- 2 Enter the Username and Password received via the email.
- 3 Click the "Sign in" button, and the vote will count towards the quorum.
- 4 Click "Join meeting" button to view the live broadcast.
- 5 Submit a vote as determined.- Select the agenda items for voting.
- 6 Press "Vote" button.
- 7 Submit a vote as determined.
- 8 System will display the latest voting results based on your votes.



If you wish to modify your vote, you may do so until the system closes the voting session for that agenda item.

Procedure for Asking Questions

- 1 Select the agenda for asking questions.
- 2 Press "Questions" button.
- 3 Choose a Question Type
 - via Message
 - Enter your question and Press "Send Question" button.
 - via Camera
 - Enter your question and Press "Send Question" button.
 - Please wait for the meeting facilitator to organize the question queue before you can turn on your camera/microphone for asking questions during the live broadcast.



Operation of E-Meeting and D AGM System

Operation of the system depends on the internet quality of shareholders or proxy holders, including equipment and/or application program of their devices.

- The recommended internet speed should be at least 4 Mbps.
- System can be compatible with Smartphone & Tablet for both Android and IOS
- System can be compatible with the following internet browsers: Chrome (Recommended) or Safari or Microsoft Edge.

User Guide for D AGM



Pre-Register Guide



E Voting Guide



If encounter any technical difficulties while using Pre-Register system and E Voting system

please contact 087-5929911 or 062-5917875 during 8 April - 22 April 2025,
from 8:00 to 17:00 hrs., except Public holidays

Company's Articles of Association relating to the General Meeting of Shareholders**Shareholders Meeting**

Article 36 The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company which shall be called s "the Annual General Meeting"

Meetings of shareholders other than annual general meetings shall be called "the Extraordinary General Meeting" The Board of Directors may call an extraordinary general meeting at any time the Board considers it expedient to do so.

One or more Shareholders holding shares in aggregate not less than ten (10) percent of the total number of shares sold may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that agenda and reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within forty-five (45) days from the date of receipt of such letter from the shareholders.

If the Board of Directors fails to convene the meeting within the period specified in the second paragraph, the shareholders who have subscribed to their names or other shareholders with the shareholdings in the required aggregate amount may convene the meeting by themselves within the period of forty-five (45) days from the expiration of the period under the third paragraph. In this case, such a meeting shall be deemed to be convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred from the convening of such a meeting and for reasonable facilitation.

In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as prescribed in these Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for the expenses incurred from the convening of such meeting in favor of the Company.

Article 37 In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.

The shareholders meeting may be held at the locality where the Company's head office is situated or any other place determined by the Board of Directors.

Article 38 In a shareholders meeting, a shareholder may appoint any other person who is age of majority as proxy to attend the meeting and vote on his or her behalf. The proxy shall be made in writing and signed by the appointer and shall be submitted to the chairman of the Board of Directors or the person designated by the chairman of the Board of Directors at the venue of the meeting before the proxy attends the meeting. The proxy form shall be prepared in the form as prescribed by the registrar under the law governing public limited companies.

In casting vote, the proxy holder shall have the vote being equivalent to the vote that totally hold by shareholders. Unless the proxy holder declares to the meeting prior to casting the vote that he will cast the votes for some appointer by stating the appointer's name and number of shares

Article 39 In a shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting in the number of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders, and in either case such shareholders shall hold shares in aggregate of not less one-third (1/3) of the total number of shares sold in order to constitute a quorum. Unless otherwise prescribed in the law of Public Company Limited

At any shareholders meeting, in the case that one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting does not constitute a quorum as prescribed, and if such a shareholder meeting is called at the request of the shareholders, such a meeting shall be cancelled. If the meeting is not called at the request of the shareholders, it shall be rescheduled. In such a case, the notice calling for such a meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 40 The chairman of the Board of Directors shall act as the chairman of the shareholders meeting. In the case that the chairman of the Board of Directors is absent from the meeting or is unable to perform his or her duty, if there is a vice chairman of the Board of Directors present at the meeting, then such vice chairman shall preside over the meeting. If there is no vice chairman of the Board of Directors or there is a vice chairman of the Board of Directors but he or she is unable to perform his or her duty, the shareholders who attend at the meeting shall elect one person among themselves to preside over the meeting.

Article 41 The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the Articles of Association of the company relating to meetings and follow the sequence of the agenda stipulated in the notice, unless the meeting passes a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

When the consideration of the matters under the agenda is finished, the shareholder holding shares combined, amounting to not less than one-third (1/3) of the total number of shares sold, may request the meeting to consider matters other than those indicated in the agenda of such meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda or the matters raised by shareholders, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall deliver the notice calling for the meeting which indicates the place, date, time and agenda of the meeting to the shareholders not less than seven (7) days prior to the date of the meeting. In addition, the notice calling for the meeting shall also be published in a newspaper according to the method as prescribed by the laws of Public Company Limited and relevant law.

Article 42 In casting votes, each shareholder shall have several votes equal to the number of shares held, that is, one (1) share is entitled to one (1) vote. Any shareholder who has special interest in any matter, such shareholder shall have no right to cast its vote in such matter. A resolution of the shareholders meeting shall be passed by the following votes:

- (a) in an ordinary event, a majority of votes of the shareholders attending the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have one additional vote as a casting vote.
- (b) in cast of fixing of director remuneration, the resolution shall be passed by two-thirds (2/3) of all shareholders who attend the meeting.
- (c) Each of the following cases requires a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and having the right to vote:
 - 1) To sell and transfer all or a substantial part of the business of the Company to other people
 - 2) To acquire or accept the transfer of a business of other public companies or private companies by the Company
 - 3) To execute, amend, or terminate all or a substantial part of an agreement in relation to the lease of business of the Company, to assign any other person to manage the business of the Company, or to enter the business with other people for the purpose of sharing profits and losses.
 - 4) To amend the Memorandum of Association or the Articles of Association of the Company.
 - 5) To increase or decrease the capital of the Company, and to issue the debentures of the Company
 - 6) To dissolve the Company.
 - 7) To issue debenture for IPO
 - 8) To amalgamate the business of the Company with other companies

Article 43 Votes shall be cast openly, unless at least five (5) shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as stipulated by the chairman of the meeting.

Article 44 The following matters shall be transacted at the annual general meeting:

- (a) To acknowledge the directors' report showing the business of the Company in the previous year.
- (b) To approve the balance sheet, statement of financial position, and the profit and loss statement as of the last day of the accounting year of the Company.
- (c) To approve the allocation of profits and the distribution of dividends.
- (d) To elect new directors in replacement of the directors who are due to retire by rotation and to determine the directors' remuneration.
- (e) To appoint the auditor and determine the audit fee
- (f) Other matters.

Article 45 In case that the meeting of shareholders is conducted through the electronic media, such meeting shall be convened and conducted as per the methods prescribed by laws or regulations which is being effective at the time of such meeting, or apply any related laws or regulations mutatis mutandis to such meetings and then it shall be regarded that the shareholders' meeting through the electronic media have the same effect to the shareholders' meeting which has been organize as prescribe in law. Such an electronic meeting shall comply with the principles specified in relevant law, notification or regulation.

Qualification of the Directors, Appointment of Directors and Resignation of Directors by Rotation

- Article 19 The Board shall consist of no fewer than five (5) directors, with at least one-third of the directors being independent directors, and at least three (3) directors in total. The qualifications for independence shall comply with the Securities and Exchange Act. At least half (1/2) of the directors must reside in Thailand, and all directors must meet the qualifications and not have prohibited characteristics as prescribed by law. Directors may or may not be shareholders of the company.
- Article 20 The shareholders' meeting shall elect directors according to the following criteria and procedures:
- (a) Each shareholder has one (1) vote per share
 - (b) Each shareholder may use all their votes to elect one or more directors. In the case of electing multiple directors, votes cannot be distributed among the candidates.
 - (c) The candidates with the highest votes, in descending order, will be elected as directors. In the event of a tie for the final position, the Chairman shall cast the deciding vote.
- Article 21 At each Annual General Meeting, one-third (1/3) of the directors shall retire by rotation. If the number of directors is not divisible by three, the nearest number to one-third will be retired. Directors who retire by rotation may be re-elected. For the first year and two years after the company is registered, the directors to retire will be chosen by lot, and thereafter, the director who has been in office the longest shall retire.
- Article 22 In addition to retiring by rotation, a director shall vacate their position when:
- (a) They pass away
 - (b) They resign.
 - (c) They lose qualifications or have prohibited characteristics under the Public Limited Company Act or the Securities and Exchange Act.
 - (d) The shareholders' meeting votes for their removal under Article 25.
 - (e) A court orders their removal.
- Article 23 A director wishing to resign must submit a resignation letter to the company, and the resignation will take effect from the date the letter is received by the company.
- A director who resigns may also notify the registrar of their resignation.
- Article 24 If a director's position becomes vacant for reasons other than retirement by rotation, the Board shall select a qualified person without prohibited characteristics to fill the vacancy at the next Board meeting. If the remaining term is less than two (2) months, the position may

remain vacant. The appointed director shall hold office only for the remainder of the term of the director they replaced.

The resolution of the Board of Directors, as mentioned in the first paragraph, must be approved by at least three-fourths (3/4) of the remaining directors. In the event that a director's position becomes vacant and the number of remaining directors is fewer than the required quorum, the remaining directors may only act on behalf of the Board for specific matters, and must arrange a shareholder meeting to elect a new director to fill the vacant positions within one (1) month from the date the number of directors becomes insufficient to form a quorum. The person appointed to replace the vacant position will hold the office for the remaining term of director they are replacing.

Article 25 The shareholders' meeting may vote to remove any director before the end of their term with a vote of at least three-quarters (3/4) of the shareholders present and entitled to vote, with shares representing at least one-half (1/2) of the total shares held by the shareholders present.

Article 26 The Board shall elect one (1) director as Chairman and may also elect one or more vice-chairpersons if deemed appropriate. The Vice-Chairperson shall perform duties as assigned by the Chairman.

Dividend Payment

Article 57 Dividends shall only be paid from profits. If the company has accumulated losses, no dividends may be paid. Dividends shall be distributed equally among shares, unless the company has preferred shares with different dividend rights, in which case dividends shall be distributed accordingly. Interim dividends may be paid when the Board deems the company's profits sufficient, subject to shareholder approval. Dividends must be paid within one (1) month of the resolution, with written notice sent to shareholders and an announcement in the newspaper.

Article 58 The company must allocate not less than five percent (5%) of the annual net profit to a legal reserve until the reserve reaches ten percent (10%) of the registered capital. The Board may propose other reserves as necessary for the company's operations.

Data Protection Policy
(In accordance with the Personal Data Protection Act B.E. 2562)

Millennium Group Corporation (Asia) Public Company Limited (the "Company") recognizes the importance of personal data protection and operates in compliance with the Personal Data Protection Act B.E. 2562 and all relevant regulations, ministerial rules, and notifications that may be issued in the future (collectively referred to as the "Personal Data Protection Laws").

The Group Chief Executive Officer has enforced the Company's Data Protection Policy across the Company and its subsidiaries to establish guidelines for managing and safeguarding personal data that is collected, used, or disclosed by the Company and its subsidiaries in accordance with applicable laws. The key elements of this Policy are as follows:

1. Directors, executives, employees (both permanent and temporary) of the Company and its subsidiaries must strictly comply with the applicable laws, policies, regulations, manuals, or practices related to personal data protection.
2. Directors and executives at all levels must promote awareness of personal data protection among employees and encourage risk management practices across all organizational levels. Effective internal controls must be established to prevent unauthorized collection, use, or disclosure of personal data.
3. The Company shall appoint a Head of the Personal Data Protection Unit (Head of PRC), responsible for advising, monitoring, and ensuring that personal data handling complies with relevant laws. The Head of PRC shall also coordinate with and support the Personal Data Protection Committee. Directors and executives must support the Head of PRC by providing adequate resources and access to personal data.
4. Personal data shall be collected only as necessary and for lawful purposes related to the Company's processing activities.
5. The collection, use, or disclosure of personal data must be based on explicit consent from the data subject and must be accompanied by sufficient information provided to the data subject before or at the time of data collection, as required by law.
6. Personal data must be used only for the stated purposes given to the data subject at the time of collection unless otherwise permitted by law. Collection from third-party sources must also be disclosed and consented to unless exempted by law.
7. The Company and its subsidiaries must maintain and regularly update a Record of Processing Activities (ROPA) to allow access and review by the data subject or the Office of the Personal Data Protection Committee.
8. Adequate security measures must be in place to protect personal data from loss, unauthorized access, alteration, or disclosure. These measures must be reviewed regularly or whenever necessary, including in response to technological changes.

9. The Company and its subsidiaries must implement a process to delete or destroy personal data once the retention period has ended or when data becomes irrelevant or excessive unless retention is required by law.
10. Where a data processor is engaged, the Company or its subsidiaries must enter into a data processing agreement to ensure compliance with the law and prevent misuse or unlawful disclosure of personal data. Ongoing monitoring of the processor's compliance is required.
11. When disclosing personal data to external parties (e.g., regulators, law enforcement, insurance providers), the Company must ensure proper consent has been obtained unless the disclosure falls under lawful exceptions (e.g., legal obligations, vital interests, or legal claims). Disclosure records must be maintained.
12. If personal data is to be transferred internationally, the Company must ensure the destination country has adequate data protection standards or that a Data Transfer Agreement is in place, as required by law.
13. Directors, executives, employees, and contractors must report any personal data breach to the Office of the Personal Data Protection Committee within the required timeframe and notify the data subject without delay if the breach is likely to affect their rights and freedoms, unless the risk is minimal.
14. All personnel must cooperate with the Head of PRC and the regulatory authority by providing documents or information upon request and support any investigations or compliance reviews.
15. The Company will provide regular training and awareness programs to all employees to strengthen compliance with personal data protection laws and build an organization-wide culture of data privacy awareness.

