



Conflict of Interests Policy

Millennium Group Corporation (Asia) Public Company Limited

Conflict of Interests Policy

Millennium Group Corporation (Asia) Public Company Limited (the “Company”) places great importance on the transparent consideration of all transactions, prioritizing the best interests of the Company. Accordingly, the Company emphasizes the prevention of transactions that may give rise to conflicts of interest, related-party transactions, or connected transactions. The Company has therefore established practices, prohibitions, and key considerations to ensure that directors, executives, and employees clearly understand and comply with the Company’s Conflict of Interest Policy. For the purpose of this policy, all terms shall carry the same meaning as prescribed under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), together with the relevant rules, notifications, and orders of the Securities and Exchange Commission, Thailand, and the Stock Exchange of Thailand (collectively, the “Securities Laws”).

Directors, executives, and employees of the Company shall comply with the following requirements and considerations:

1. Disclose and submit information regarding their own interests and those of their related people to the Board of Directors in order to notify any relationships and transactions with the Company or its subsidiaries that may give rise to a conflict of interest prior to entering such transactions.
2. Avoid entering related party transactions involving themselves and/or their related people that may result in a conflict of interest with the Company or its subsidiaries, and refrain from any actions that are contrary to the interests of the Company or its subsidiaries or that seek to obtain personal benefits for themselves and/or their related people.
3. Directors should abstain from expressing opinions or approving matters in which they have a direct or indirect interest or conflict of interest.
4. The following actions, which result in directors, executives, or their related people receiving financial benefits beyond what is normally entitled, or which cause damage to the Company or its subsidiaries, shall be presumed to constitute a material conflict of interest with the Company or its subsidiaries:
 - (a) Entering transactions between the Company or its subsidiaries and directors, executives, or related people that are not in accordance with the criteria for related party transactions
 - (b) Using non-public information of the Company or its subsidiaries, unless such information has already been disclosed to the public.
 - (c) Using the assets or business opportunities of the Company or its subsidiaries in violation of the regulations or generally accepted practices as prescribed by the Capital Market Supervisory Board.
5. In the case of ordinary course of business transactions conducted under general commercial terms that a prudent person would agree to with a third party under similar circumstances, with bargaining power free from the influence of one’s position as a director, executive, or related person as pre-approved in principle by the Board of Directors a summary of such transactions shall be prepared and submitted to the Audit Committee and the Board of Directors for acknowledgment and opinion on a quarterly basis in which such transactions occur.

6. In the case of transactions that are considered related party transactions but do not constitute an ordinary course of business, such transactions shall be carried out in accordance with the relevant criteria governing related party transactions under the Securities Laws and the Company's Policy on Related Party Transactions.
7. Ensure that the Company and its subsidiaries maintain an adequate, effective, and appropriate system of internal control, risk management, and anti-fraud and anti-corruption measures, so as to ensure that the Company's and its subsidiaries' operations are conducted in compliance with applicable policies, corporate regulations, laws, and the principles of good corporate governance for listed companies, including the relevant rules and regulations issued by the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand
8. The Board of Directors shall oversee that the Company and its subsidiaries comply with the Securities Laws and other applicable laws and ensure the disclosure of information in accordance with the rules and regulations of the Stock Exchange of Thailand and other relevant regulatory authorities.
9. Establish a clear and structured system to demonstrate that subsidiaries maintain adequate systems for the continuous and reliable disclosure of material transactions in accordance with applicable regulations. The system shall provide channels through which the Company's directors and executives can access relevant information about the subsidiaries in order to monitor and oversee their operational performance, financial position, related party transactions, and material transactions undertaken by the subsidiaries in an effective manner. Furthermore, a mechanism shall be established to audit such systems within the subsidiaries, enabling the Company's independent directors, audit committee, and internal auditors to have direct access to such information. The results of such audits shall be reported to the Board of Directors, the Audit Committee, and the executives of the Company to ensure that the subsidiaries consistently comply with the established systems.
10. Directors, executives, and employees should avoid holding shares in, or serving as a director, executive, or advisor of, any entity that conducts business similar to that of the Company or its subsidiaries, or that competes with the Company or its subsidiaries. Such shareholding or holding of positions in other entities may be permitted only if it does not conflict with the interests of the Company, does not impair the performance of duties for the Company or its subsidiaries, and is in compliance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities Laws.

Conflict of Interests Policy was approved by the Board of Directors at its Meeting No. 1/2022 held on 20 June 2022 and has been effective since 20 June 2022.

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(Mr. Pachara Yutidhamdamrong)
Chairman of the Board of Directors