

Invitation to the 2024 Annual General Meeting of Shareholders

**Biography of the independent directors for the appointment of proxy by shareholders and the definition of the independent directors and definition of independent directors**

List of Independent Directors whom the Company Nominated as proxies for the Shareholders

**Name-Surname** Mr. Pachara Yutidhammadamrong  
**Position** Chairman of the Board of Director/ Independent Director  
**Age** 75 years  
**Address** Millennium Group Corporation (Asia) Plc,  
 No. 2222/9, Lad Praow Road, Kweang Plubpla, Khet  
 Wangthonglang, Bangkok 10310



**Meeting attendance in the past year :** Board of Directors’ meeting 7/7

**Conflict of Interest in the Meeting Agenda:**

Having conflict of interest in the Agenda 4 due to the fact that he is nominated to be elected as a director.

**Name-Surname** Mr. Vasant Thienhom  
**Position|** Chairman of Audit Committee/ Independent Director  
**Age** 67 years  
**Address** Millennium Group Corporation (Asia) Plc,  
 No. 2222/9, Lad Praow Road, Kweang Plubpla, Khet  
 Wangthonglang, Bangkok 10310



**Meeting attendance in the past year**

Board of Directors’ Meeting 7/7  
 Audit Committee’s Meeting 13/13  
 Collaboration Meeting between Audit Committee And Risk Oversight Committee 1/1

**Conflict of Interest in the Meeting Agenda:**

Having conflict of interest in the Agenda 4 due to the fact that he is nominated to be elected as a director.

Invitation to the 2024 Annual General Meeting of Shareholders

**Name - Surname** Pol.Gen. Chaiwat Getvorachai, Ph.D  
**Position** Chairman of the Nomination and Remuneration Committee/ Independent Director  
**Age** 63 years  
**Address** Millennium Group Corporation (Asia) Plc,  
 No. 2222/9, Lad Praow Road, Kweang Plubpla, Khet Wangthonglang, Bangkok 10310



**Meeting attendance in the past year**

Board of Directors' Meeting	7/7
The Nomination and Remuneration Committee's Meeting	6/6

**Conflict of Interest in the Meeting Agenda:**

Having conflict of interest in the Agenda 4 due to the fact that he is nominated to be elected as a director.

**Name – Surname** Mr. Wirat Sirikajornkij  
**Position** Chairman of Risk Oversight Committee/ member of Audit Committee/ member of Nomination and Remuneration Committee/ Independent Director  
**Age** 64 years  
**Address** Millennium Group Corporation (Asia) Plc,  
 No. 2222/9, Lad Praow Road, Kweang Plubpla, Khet Wangthonglang, Bangkok 10310



**Meeting attendance in the past year**

Board of Directors' Meeting	7/7
The Audit Committee's Meeting	13/13
The Nomination and Remuneration Committee's Meeting	6/6
The Risk Oversight Committee's Meeting	4/4
Collaboration Meeting between Audit Committee And Risk Oversight Committee	1/1

**Conflict of Interest in the Meeting Agenda:**

Having conflict of interest in the Agenda : None

Invitation to the 2024 Annual General Meeting of Shareholders

### Definition of Independent Directors

Definition of independent directors, which in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended)

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company. The shareholding of the related persons of such independent director shall also be included;
2. Not being or not have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person of the Company, with the exception in the case where the foregoing status ended at least two years prior to the date of appointment as the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
3. Not being a person related by blood or legally registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or controlling person of the Company or its subsidiary;
4. Not having nor had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling persons of the Company in a manner which may interfere with independent judgement of the independent director. Moreover, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, with the exception where the foregoing status ended at least 2 years prior to the date of appointment as the independent director.

In this regard, the term “business relationship” shall include the execution of normal business transaction which is to engage the business, lease or let to rent immovable asset, any transaction relating to asset or service or, giving or receive any financial assistance in form of receiving or lend, guarantee, place asset as

## Invitation to the 2024 Annual General Meeting of Shareholders

security of debt, including to any other manner in the same criteria which result the Company or party to be obliged for debt payment to each other at the amount equivalent to or more than 3.0 of its net tangible asset or upto THB 20.0 million whichever is lower. In this regard, the calculation of such debt obligation shall be comply with the calculation method of related party transaction as prescribed in the Notification of the Capital Market Supervisory Board *mutatis mutadis*, provided that, to consider the debt obligation, it shall include the debt obligation which occurs during the period of 1 year prior to the date of having business relationship with the related party;

5. Neither being nor have been the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, controlling person of the Company, nor being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associated company, major shareholder, or the controlling person of the Company, with the exception where the foregoing status ended at least 2 years prior to the date of appointment as the independent director;
6. Neither provide nor have provided any professional services, including the provision of services as a legal or financial advisor receiving service fees in the amount of greater than THB 2.0 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, nor being a significant shareholder, controlling person, or partner of the professional service provider, with the exception where the foregoing status ended at least 2 years prior to the date of appointment as the independent director;
7. Not being a director who has been appointed to act as a representative of the directors of the Company, its major shareholder or its shareholder who are related to the major shareholder;
8. Not engaging in any business of the same nature and which significantly competes with the business of Company or its subsidiary, and not being a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, or holding shares in excess of 1.0 percent of the total number of shares with voting rights of another company that engages in the business of the same nature and which significantly competes with the businesses of the Company or its subsidiary;

Invitation to the 2024 Annual General Meeting of Shareholders

9. Not being possess any other characteristics that result in the independent director's inability to express independent opinions on the business operation of the Company such as business partnership, creditor and partner which may create any conflict of interest;
10. Having knowledge and understand the business of the Company as well as having knowledge capability which are benefit for business operation of the Company;
11. The independent director shall report to the Board of Directors immediately, if he foresees that there will be any circumstance which may cause him to cease from the qualification of independent director;
12. Any of independent director shall have its term for holding position not exceeding 9 years.

After having been appointed as an independent director following the qualifications specified herein, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

\*\*\*\*\*