

Announcement

Millennium Group Corporation (Asia) Plc. ("MGC")
No. MGC ComSec 005/2566


Re :

**RIGHT OF MINORITY SHAREHOLDER
TO PROPOSE THE AGENDA OF
THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS AND QUALIFIED
CANDIDATE TO BE NOMINATED AS
THE COMPANY'S DIRECTOR IN ADVANCE**



Millennium Group Corporation (Asia) Public Company Limited (“the Company”)’s shareholders, majority or minority, individual or institutional, are assured of their rights to receive equitable treatment and fair access to all necessary company information in a correct and timely manner, and for participation in the meetings of the shareholders. Thus, to facilitate and provide equal opportunity for shareholders to exercise the rights in the shareholders’ meeting following good corporate governance practices, the Company allow the shareholder to propose any matter, which deems significant and appropriate to be included as an agenda of the Annual General Meeting of Shareholders(“AGM”), and qualified candidate to be nominated as the Company’s director in advance of the meeting.

The Company set up clear and transparent criteria in accordance with the Good Corporate Governance to open opportunity for the shareholders to propose AGM agenda and candidate of director in advance with the purpose of ensuring that the agenda will be carefully selected and truly beneficial to the Company, and that the candidate has suitable qualification in compliance with related laws and regulations for the Nomination and Compensation Committee’s consideration and suggestion to the Board of Directors to further recommend to the shareholders’ meeting for the election as the Company’s director.





Criteria For Shareholders Entitled To Submit The Aforementioned Proposals And For Nominating The Qualified Candidates For Director Election In Agm

1

Submission period

The submission period shall be announced by the Company via the SETLink system, or other information dissemination systems of the Stock Exchange of Thailand.

2

Qualification of a shareholder who has the right to propose the AGM agenda or candidate to be elected as director

Without prejudice the right of shareholders as stipulated therein the law of public company limited, at the date that the shareholder proposes the agenda or director candidate, the said shareholder shall hold shares not less than 4% of the total voting rights of the Company for over 6 months.

3

Required Documents & Information

The Company requires the shareholder who shall exercise its right to provide the following document: and stipulated the material information:

- (1) The evidence to prove personal status: all shareholders submitting the agenda must attached the following document:
 - **In case shareholders are individuals** : copy of identification card or governmental officer identification card or driver license or passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholders.
 - **In case shareholders are juristic persons** : the copy of the Company' s affidavit within the last 12 month (in case of foreign juristic person, the notary public is required) together with certifying as true and correct by the authorized person who signed the Proposal Form and affixing the Company' s seal (if any) , and copy of identification card/passport (in case of foreigner) of authorized director must be enclosed and certified true copies by such director.
- (2) The evidence of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. or custodian or Securities Paper and certified true copies by such shareholders.
- (3) In case shareholders have unified to propose the agenda, each shareholder must fill in the “Proposed Agenda to the Annual General Meeting of Shareholders” form and sign their names as evidence separately. Then the forms should be gathered into one set.
- (4) In case of proposing the AGM agenda, this shall be ascribed the purpose of proposing as to whether the matter for acknowledgement, approval or consideration, together with the objective and details of the proposed matter as well as useful information for consideration, reasons, issues for consideration, expected benefits for the Company and the shareholders. In general, the Company set up the agenda items of the AGM in the following order:
 - Agenda 1** To acknowledge the Board of Directors' business activities conducted in the previous year;
 - Agenda 2** To approve the financial statements of the company and its subsidiaries;
 - Agenda 3** To approve the appropriation of profit from the previous year operating result and the dividend payment;
 - Agenda 4** To approve the appointment of auditors and their remuneration;
 - Agenda 5** To approve the number of directors and elect the directors;
 - Agenda 6** To approve the remuneration of directors;
 - Agenda 7** Others (If any).
- (5) In case of nominating a person to be elected as the directors, the name of the candidate must be identified by filling the “Proposed Qualified Candidate for Director Position to the Annual General Meeting of Shareholders” form, and the nominated candidate(s) is required to fill out “Personal Profile of Proposed Candidate for Director Position” form along with attaching the relevant document. Shareholders can request the above-mentioned forms of “The Proposed Agenda Item to the Annual General Meeting of Shareholders Form” or “The Proposed Qualified Candidate for Director Position of the Annual General Meeting of Shareholders Form” or “Personal Profile of Proposed Candidate for Director Position” and “Consent Letter for Personal Data Processing” through email address at company_secretary@mgc-asia.com

4

Conditions for Consideration

The Board of directors has the right to refuse to incorporate the proposals of agenda item or nomination of candidate for director position submitted by the shareholder into the AGM meeting agenda in any of the following circumstances:

- (1) The shareholder submitting a proposal does not meet the qualification as in criteria Clause 2 applicable to shareholders entitled to submit proposals.
- (2) Matters that violate to the laws, rules, regulations of government agencies or other governing agencies, or that are not complied with the objectives, the Article of Association, the shareholders' resolution, and the Corporate Governance of the Company.
- (3) Matters that are beneficial for a specific person or group.
- (4) Matters relating to normal business practices of the company that the shareholders do not illustrate sufficient rationale for suspicion of irregularities.
- (5) Matters that are beyond the control of the company.
- (6) Matters those shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10 percent of total voting shares, provided that the facts of said matters have not yet changed significantly.
- (7) The proposal, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company.
- (8) The proposal already undertaken by the Company.
- (9) The proposal previously submitted for consideration by other shareholders.
- (10) As for the nominating persons to be elected as the directors, if the nominated person lacks qualifications which are required by applicable laws or regulatory rules or do not possess desired qualifications such as lack of experience, knowledge, ability, or field expertise that is considered beneficial or necessary for the Company's business.
Any nominated person must have full qualifications according to the regulations of the Company's regulators and relevant laws, and any amendments as follows:
 - (1) Securities and Exchange Act B.E. 2535 (1992) and its Amendment
 - (2) Public Limited Companies Act B.E. 2535 (1992) and its Amendment
 - (3) Notifications of the Securities and Exchange Commission
 - (4) Notifications of the Stock Exchange of Thailand
 - (5) Corporate Governance Code for Listed Companies 2017, the Securities and Exchange Commission
 - (6) Articles of Association and Rules of the Company
- (11) Other matters that the Board deems there are reasonable grounds to refuse to incorporate the shareholders' proposed AGM agenda item and qualified candidates for director position.

5

Channel for submission

The proposing agenda form or name of directors shall be in form stipulated by the Company which can download from the Company's website : www.mgc-asia.com or may request by the email to company_secretary@mgc-asia.com. Upon completion, please send the aforesaid form and its attachment to Company Secretary Office, Millennium Group Corporation (Asia) Public Company Limited, No. 2222/9 Ladprao Road, Phlapphla Subdistrict, Wang Thonglang District Bangkok 10310 or send to email address : company_secretary@mgc-asia.com.

6

The Company's decision process

- (1) The Company will scrutinize the proposal and/or the qualification of director candidate before proposing to the Nomination and Compensation Committee and/or the Board of Directors for their consideration.
- (2) The Nomination and Compensation Committee will consider the candidate's qualification pursuant to the Company's nomination process then issue suggestion to the Board of Directors for its consideration prior to nominate the name of such person in the Notice of the AGM for the shareholders' consideration.
- (3) The proposal matters and/or name of candidate endorsed by the Board of Directors and the Board of Directors' opinion will be included in the notice of the Annual General Meeting of Shareholders as agenda/nominees proposed by shareholders.
- (4) In case of disapproving the proposal and/or director candidate made by the Nomination and Compensation Committee or the Board, the Company shall inform the shareholder with the reason of the refusal at the AGM and/or through other appropriate information dissemination channels.
- (5) The Company reserves the rights not to consider the proposal and/or the nomination that does not meet the requirements mentioned in the Company's criteria or unable to submit the Proposal Form and/or required evidence and documents within the deadline.
- (6) The Company will deprive right of shareholders if found that information and/or document provided is incomplete or ambiguous or incorrect or proposed by those shareholders who cannot be contacted or disqualified shareholders as mentioned in Clause 2. or director candidate are not considered fully qualified.

The Company's decision is considered final, The Company will announce the result of the proposal of agenda item and nominating person for directorship after the Board of Directors meeting in February or March (as the case maybe). Proposals that are accepted by the Board of Directors will be included as agenda item in the Notice of the Annual General Meeting of Shareholders.