



**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS FOR THE YEAR 2021
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED**

Date 1st April 2021

Subject: Notice of the Annual General Meeting of Shareholders for the Year 2021

Attention: Shareholders of Megachem (Thailand) Public Company Limited

- Enclosure(s):
1. Minutes of the Annual General Meeting of Shareholders for the Year 2020
 2. Profiles of the Persons Nominated to be the Company's Directors
 3. The Company's Articles of Association in relation to Shareholders Meeting and Casting the Vote
 4. Explanation of Procedures for Proxy, Registration, Identifying Documents for Attending, and Casting the Vote in Shareholders Meeting
 5. Proxy Form A and B
 6. Profiles of Independent Directors to Serve as Proxy for Shareholders
 7. Location Map of the Venue for Shareholders Meeting

By virtue of this Notice, Megachem (Thailand) Public Company Limited "the Company" would like to invite all Shareholders to attend **the Annual General Meeting of Shareholders for the Year 2021 on April 22, 2021 at 14:00 hrs. (Registration Time at 12:00 hrs.), at Megachem (Thailand) Public Company Limited office at 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND** for consideration and as deem appropriate for resolution to certify, approve, acknowledge and/or endorse the followings Agendas:

Agenda 1 Consider and approve minutes of the Annual General Meeting Year 2020

Fact and Reason: The Company held the Annual General Meeting of Shareholders "AGM" Year 2020 on May 08, 2020 as detailed in the copy of minutes enclosed this Notice (Appendix 1).

Board's Opinion: The Board of Directors "the Board" considered and opined that for the aforesaid AGM, the Company already submitted its Notice to all Shareholders and announced such Notice on newspaper covering duly resolved and took minutes in accordance with the Company's Articles of Association and laws concerned. The Board, thus, deemed appropriate to propose the Shareholders to certify the aforesaid minutes of 2020 AGM.

Voting: This Agenda must be passed by majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

Agenda 2 Consider and acknowledge the Company's Operating Performance for the Year 2020

Fact and Reason: The Company's Articles of Association Clause 41 (1) prescribed that the Annual General Meeting of Shareholders "AGM" should consider a report from the Board revealing the Company's business in the previous year and acknowledge the Company's operating performance.

Board's Opinion: The Board of Directors considered and opined that the Company's operating performance including significant change arising in fiscal year 2020 ended December 31, 2020 be duly concluded. The Board, thus, deemed appropriate to propose the Meeting for consideration and acknowledgement of the Company's operating performance in such fiscal year 2020.

Voting: This Agenda is proposed to the Meeting for consideration and acknowledgement. Therefore, voting is not required.

Agenda 3 Consider and approve the Company's financial statements as of December 31, 2020

Fact and Reason: Section 112 under Public Limited Company Act B.E. 2535 prescribed that the Board of Directors must provide balance sheet and profit and loss statement as of the date ended of the past fiscal year. Then, the said financial statements must be duly audited by the Auditor before proposed to the Shareholders in the Annual General Meeting for consideration and approval of such financial statements. This financial statements for fiscal year ended December 31, 2020 together with the Auditor's report had been duly audited by certified auditor of the Company and already got endorsement from the Audit Committee in the Meeting No.1/2021 on February 17, 2021.

Board's Opinion: The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2020 had been audited and commented by the Auditor that they be duly accurate in their substance in accordance with certified accounting principle covering they be endorsed by the Audit Committee "AC". The Board, thus, deemed appropriate to propose the Shareholders Meeting to consider and approve such financial statements for fiscal year ended December 31, 2020.

Voting: This Agenda must be passed by majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

Agenda 4 Consider and approve the dividend payment for year 2020 performance

Fact and Reason: The Company obtains policy to perform dividend payment to the shareholders at the rate of not less than 40% (forty percent) of net profit from the Company's separate financial statements after deduction of tax and legal reserve, and other reserve (if any). However, the said dividend payment may be changed subject to the Company's operating performance, financial position, liquidity, business expansion, necessity in using working capital for operation, investment plan and future business expansion, market condition, optimum, and other factors concerning the Company's operation and management; under condition that the Company must obtain cash enough for business operating, and such operating must contribute ultimate benefits to the shareholders as deemed appropriated by the Board of Directors and/or the Company's shareholders.

In this regard, the Board's resolution to approve dividend payment must be proposed to Shareholders Meeting, except interim dividend payment that shall be approved by the Board of Directors and reported to the Shareholders in next Meeting.

Comparison of dividend payment rates for year 2020 and the previous year.

List	Year 2020 (Proposed year)	Year 2019
Net profit (baht)	78,971,337	62,864,442
Number of shares (shares)	400,000,000	400,000,000
Annual dividend (baht / share)	0.10	0.09
- Interim dividends (baht / share)	0.03	0.05
- Final dividend payment (baht / share)	0.07	0.04
Total dividend payment (baht)	40,000,000	36,000,000
Dividend payment ratio to net profit (%)	50.65	57

Board's Opinion: The Board of Directors considered and opined that in accordance with the Company's audited financial statements as of December 31, 2020; the Company gained net profit from 2020 operating performance of Baht 78,971,337 adequate for dividend payment. Furthermore, Public Limited Company Act - Section 116 prescribed that the Company must allocate legal reserve at least 5% of net profit. Previously, the Company already allocated legal reserve of Baht 10,153,325. Therefore, the Company must allocate additional legal reserve of Baht 4,000,000. In conclusion, the Company completely allocated legal reserve at Baht 14,153,325 not less than 5% prescribed by laws. The Board, thus, deemed appropriate to propose the Meeting to approve legal reserve stated above.

Besides, the Board of Directors deemed appropriate to propose the Meeting to consider and approve dividend payment at the rate of Baht 0.10 per share and according to the company has already paid interim dividends on September 09, 2020 at the rate of Baht 0.03 per share, totaling Baht 12 million. Therefore, the outstanding dividend payment at the rate of Baht 0.07 per share, total outstanding amount was Baht 28 million. Total Dividend Payment of Baht 40 million paid to the Shareholders obtain entitlement to receive dividend, whose names appeared on the Company's shareholders list as of May 6, 2021 and will pay dividends to shareholders on May 20, 2021 which in accordance with dividend policy of the company. Anyhow, the aforesaid entitlement remains uncertain since it must be further proposed to this Annual General Meeting of Shareholders for the Year 2021 for final approval.

Voting: This Agenda must be passed by majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2021

Fact and Reason: Public Limited Company Act prescribed that every Annual General Meeting of Shareholders, one-third of Directors shall be retired by rotation. If the number of Directors shall be retired by rotation is not exactly divided to one-third, the most likely number to one-third shall be applied to those Directors. For the first and second year, Directors, who shall be retired by rotation, shall

be determined by draw. For following years, Directors, whose obtain the longest directorship, shall be retired by rotation. This year, Directors who shall be retired by rotation are:

1. Mr. Somnuk Bomrungsalee Chairman of N&R Committee/
Independent Director/Audit Committee
2. Assoc. Prof. Montree Socratyanurak Chairman of Audit Committee/ Independent
Director/ N&R Committee
3. Vitthaya Inala, Ph.D. Vice Chairman / CEO

The company provided the opportunity to the minority shareholders to nominate qualified persons for the Nomination and Remuneration Committee to consider the election as a Company's Board of Director for the 2021 Annual General Meeting of Shareholders which was announced on the company's website. Including notification via electronic system of the Stock Exchange of Thailand Between January 21, 2021 to January 30, 2021, it appears that no shareholders have expressed their intention regarding the said matter.

Board's Opinion: The Board of Directors excluding nominated directors have scrutinized It has passed a scrutiny process in accordance with the criteria for nominating directors of the company. Therefore, considered and deemed appropriate to propose the Meeting to consider and re-elect those Directors, who shall be retired by rotation, to take their position for another term in order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2021 on February 17, 2021 already endorsed the said nomination. The Board was of the view that these three directors have complete and appropriate qualifications, the independent directors are able to freely give opinions, and in accordance with appreciable laws suitable for the business operation of the company without prohibited characteristics for appointment as directors of the Company. In addition, they have performed their duties with full responsibility, due care and royalty in compliance with the regulatory requirements, objectives, Articles of Association of the Company, resolutions of the Board of Directors, as well as resolutions of the Annual General Meeting. All the proposed directors received concurrence. Profiles of those nominated Directors appeared in details on Appendix 2.

Voting: This Agenda must be passed by majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

Agenda 6 Consider and approve the remuneration of directors for the year 2021

Fact and Reason: Director Remuneration should be determined by characteristic comparable to actual remuneration in the industry as well as experience, duty, accountability and responsibility of Director covering expected benefits from each Directors. Director, who is delegated for more accountability and responsibility e.g. a member of Committee, should receive more appropriate remuneration. The Nomination and Remuneration Committee "N&R" in the Meeting No. 1/2021 on February 17, 2021, thus, deemed appropriate to propose the Board of Directors to consider the determination of remuneration for the Board, Chairman of the Board, the Audit Committee, Chairman of the Audit Committee,

the Nomination and Remuneration Committee, and Chairman of the Nomination and Remuneration Committee for the Year 2021 at total amount not exceeding 1.5 MB.

Board's Opinion: The Board of Director considered and deemed appropriate to propose the Meeting to consider and approve the determination of remuneration for the Board, Chairman of the Board, the Audit Committee, Chairman of the Audit Committee, the Nomination and Remuneration Committee, and Chairman of the Nomination and Remuneration Committee for the Year 2021 in the same rate as the year 2020 at total amount not exceeding 1.5 MB as endorsed by the N&R Meeting No.1/2021 on February 17, 2021 with the following details: to be effective from May 2021 onwards;

1. Meeting Allowance for members of the Board of Directors.

Position	Allowance Per time (Baht/Time)		
	Year 2021	Year 2020	Year 2019
Chairman of the board	20,000	20,000	20,000
Director	10,000	10,000	10,000

2. Meeting Allowance for Audit Committee.

Position	Allowance Per time (Baht/Time)		
	Year 2021	Year 2020	Year 2019
Chairman of the Audit Committee	15,000	15,000	15,000
Audit Committee	10,000	10,000	10,000

3. Meeting Allowance for Nomination and Remuneration Committee.

Position	Allowance Per time (Baht/Time)		
	Year 2021	Year 2020	Year 2019
Chairman of the Nomination and Remuneration Committee	15,000	15,000	15,000
Nomination and Remuneration Committee	10,000	10,000	10,000

4. Monthly Allowance for Independent Director.

Position	Monthly Allowance (Baht/Month)		
	Year 2021	Year 2020	Year 2019
Chairman of director	20,000	20,000	20,000
Director	15,000	15,000	15,000

5. Estimate Annual Bonus is 100,000 baht per person.

6. Total Liability Insurance for directors and officers (D&O) totaling 150 Million Baht.

7. Life Insurance for Independent Directors per year not exceed Baht 40,000 per person.

The directors who are employees of the Company and directors from Megachem Limited are not entitled to receive the meeting allowance above.

Voting: This Agenda must be passed by majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

Agenda 7 Consider and approve appointment of Auditor and Audit Fee for the year 2021

Fact and Reason: The Office of Securities and Exchange Commission “SEC” specified that preparation and disclosure of financial statements of the company issuing securities must comply with standards of accounting and financial report determined by Federation of Accounting Professional, which conform to international standards of accounting and financial report as well. In addition, the auditors certified by SEC must audit quarterly or annually financial statements including monitor and review financial statements of the company issuing securities every quarters in order to ensure that the investors shall receive accurate and complete information. Such auditors obtain authority to audit, review, prepare, and comment on the company’s financial statements. Furthermore, the said auditors must be independent and not obtain any relationship with neither the company nor its Management. Therefore, the Audit Committee in the Meeting No.1/2021 on February 17, 2021 considered and deemed appropriate to propose the Board of Directors to consider the appointment of auditors from EY Company Limited as the followings:

1. Mrs. Chonlaros Suntiasvaraporn CPA No. 4523, and/or
2. Miss Siraporn Ouaanunkun CPA No. 3844, and/or
3. Mr. Chatchai Kasemsrithanawat CPA No. 5813

Comparative information of EY Company Limited’s compensation in the past year are as follows;

Auditor's compensation	Year 2021	Year 2020	Year 2019
Audit Fee	1,800,000	1,800,000	2,000,000
Other service fees	NIL	NIL	NIL

In addition, EY Company Limited has been nominated as the auditor for the year 2021 of Mega Chem Plus Company Limited (a subsidiary company).

Comparative information of EY Company Limited’s compensation in the past year (of Mega Chem Plus Company Limited) are as follows;

Auditor's compensation	Year 2021	Year 2020	Year 2019
Audit Fee	450,000	450,000	600,000
Other service fees	NIL	NIL	NIL

Except some subsidiaries that are established and registered in foreign countries that may use other auditors due to legal restrictions and / or suitability in terms of accounting transactions and audit fees. In this regard, the Board of Directors will ensure that the financial statements can be completed in all respects in accordance with the deadline.

Audit Committee's Opinion: The Audit Committee considered and deemed appropriate to propose the Board of Directors to consider and approve the appointment of the above-mentioned auditors from EY Company Limited "EY" to be the Company's Auditors for the Year 2021.

Board's Opinion: The Board of Directors considered and deemed appropriate to propose the Meeting to consider and approve the appointment of the above-mentioned auditors from EY Company Limited "EY" to be the Company's Auditors for the Year 2021 with authority to audit, review, prepare, and comment on the Company's financial statements. The aforesaid Auditors are certified by SEC and independent as well as not obtain any relationship with neither the Company nor our Management. In case such Auditors are unable to perform duty, EY shall provide another auditor(s) from EY to perform duty of audit and comment on the Company's financial statements as replacement. Anyhow, the appointment of such replacing auditor(s) must get prior approval from the Company's Shareholders.

According to new accounting standards determined that the auditors must audit the form to disclose information and annual report (Form 56-2) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2021 **for the fifth year** since the company was listed on the stock exchange which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-2) including monitoring and reviewing financial statements of the Company every quarters. The Company's total audit fee proposed is not exceeding 1.8 MB, excluding other expenses.

Voting: This Agenda must be passed by majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

The Shareholders would be, therefore, invited to attend **the Annual General Meeting of Shareholders for the Year 2021 on April 22, 2021 at 14:00 hrs., at Megachem (Thailand) Public Company Limited office at 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520, THAILAND.** In this regard, The Company shall allow the Shareholders for registration to attend the Annual General Meeting of Shareholders for the Year 2021 from 12:00 hrs. and shall duly convene the Meeting in accordance with the Company's Article of Association in Part of Terms Relevant to Shareholders Meeting and Voting Procedures as per details revealed on Appendix 3. Explanation of procedures for Proxy, registration, identifying documents for attending, and casting the vote in Shareholders Meeting are also enclosed as per details revealed on Appendix 4.

Furthermore, if the shareholders desire to appoint the other person or Independent Director to attend and cast the vote on behalf of yourselves, please fill details in Proxy Form enclosed as Appendix 5. Profiles of Independent Directors as Proxy in the Meeting are hereby enclosed as per details revealed on Appendix 6.

In case of Proxy, the Company would like to request for your kind collaboration to **return your Proxy Form to the Company via fax +66 0 2 739 6332 or E-mail: secretary@megachem.co.th within April 09, 2021** for gathering and further submitting to Chairman of the Meeting prior to commencement of the Meeting. The Shareholders would be kindly requested to bring documents specified in Proxy Form to

identify yourselves for registration on the Meeting date. In this regard, the Company hereby enclosed location map of the Meeting venue as per details revealed on Appendix 7.

All these, the Company determined the Record Date on March 10, 2021 for the Shareholders obtaining entitlement to attend the Annual General Meeting of Shareholders for the Year 2021.

Sincerely yours,

By Resolution of The Board of Megachem (Thailand) PCL



Vitthaya Inala, Ph.D.

Vice Chairman of the Board of Directors

(Translation)

MINUTED OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2020
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED

Date, Time, and Place: 8th May, 2020 at 14:00 hrs.

: Megachem (Thailand) Public Company Limited office at 25 Soi Chalongkrung 31,
Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND.

In order to prevent and reduce the risk of the spread of COVID-19, the Company therefore held a meeting with a seat spaced as recommended by The Ministry of Public Health, have attendees wear masks. Including set up a screening point at the entrance of the company in accordance with the guidelines of the Department of Disease Control. And conducted a meeting via Application Zoom (the directors, shareholders and proxies both at the company office and not attend the meeting at the company office must attend the meeting through electronic media).

Ms. Rarunrom Inpuey acts as a speaker for the meeting, prior to start the meeting the speaker invited Vitthaya Inala, Ph.D. to clarify the laws related to the meeting via electronic media (the Royal Decree on Electronic Media Conference B.E. 2563, Dated: April 18, 2020). After that, the speaker introduced the committee and auditors which attended the meeting as follows;

Directors:

1. Mr. Pongpanu Svetarundra Chairman of Board of Director / Independent Director
(Attended the meeting through Application Zoom, located in the Kingdom of Thailand.)
 2. Vitthaya Inala, Ph.D. Director / CEO
 3. Assoc. Prof. Montree Socratyanurak Independent Director / Chairman of Audit Committee
 4. Mr. Somnuk Bomrungsalee Chairman of The Remuneration and Nomination
Committee/ Audit Committee/Independent Director
 5. Mrs. Busaraporn Prathoomrat Director / Deputy CEO
 6. Mr. Chew Choon Tee Director
(Attended the meeting through Application Zoom, located in the Republic of Singapore)
 7. Mr. Tan Bock Chia Director
(Attended the meeting through Application Zoom, located in the Republic of Singapore)
- Director attended this meeting 7 persons from 7 persons.

Auditor: EY Office Limited

Mrs. Chonlaros Suntiasvaraporn

(Attended the meeting through Application Zoom, located in the Kingdom of Thailand.)

And Mr. Thongtot Phaenglad from Thai Investor Association.

The Speaker has explained the meeting and voting method as following details;

1. The voting is one share one vote thus each shareholder will have vote according to share quantity or proxy quantity.

2. Any shareholder has conflict of interest in any agenda is not obtain entitlement to cast the vote. However, in the matter of nominating of director every shareholders obtain entitlement to cast the vote unless in agenda of Consider and Approve the Determination of Director Remuneration for the year 2019 in order to comply with Good Corporate Governance, any shareholder who is director not obtain entitlement to cast the vote in this agenda.

3. To save time in each agenda voting, the speaker will request who are disapprove or abstain if no any disapproved or abstain we will treat that agenda as unanimously resolved.

If have any disapproved or abstain have been requested to mark in the ballot paper and raise the hand for staff to collect, the Company will summary the voting to disapproved and abstain and deduct from total entire Shareholders attend the Meeting and obtain entitlement to cast the vote and announce the voting result.

In order to comply with Good Corporate Governance in agenda 5, Consider Director Election Replacing Directors Shall Be Retired by Rotation, all shareholders wishing to vote, approve, disapprove or abstain. Vote on the ballot papers and send them to the staff vote count. Each shareholder will use the existing votes to elect one or several directors. In the case of the election of several persons, the number of votes for each director cannot be divided. The persons who receive the highest number of votes in descending order shall be elected as directors in the number of directors to be elected. In cases where the persons elected in descending order have the same number of votes in excess of the number of directors to be elected, The President is the casting vote.

4. Results of voting on each agenda. The vote counts will be counted by the votes of the shareholders attending the meeting both in person and by proxy. Each agenda item will use the latest participant's share of the agenda.

5. Resolutions of this AGM consists of the following votes:

Agenda 1, 3, 4, 5, 6, 7 and 8 must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote. If there is an equal number of votes, the chairman of the meeting shall have a casting vote.

Agenda 2 is for acknowledgment.

6. In case that the shareholders have any questions and would like to inquire, the shareholders must give first and last name, as well as being a shareholder, or proxies, the question which related to the content of each agenda are allowed to ask in the progress agenda. For other content that not relate please ask in the final agenda of the meeting.

7. The shareholders were asked to vote by using a pen in one box only as well as signage the name in each agenda.

8. For transparency vote count, the speaker therefore requesting volunteers to check the votes in each agenda. The shareholders who volunteered to check the votes were Mr. Krisada Ploysri.

After that, Vitthaya Inala, Ph.D. invited the shareholders that attended the meeting in person and proxies that attended the meeting at the company's office, presence themselves to the participants that participated the meeting through Application Zoom.

Mr. Pongpanu Svetarundra acts as the Chairman of the meeting, declared the Meeting open at 14:00 hours. and assigned Vitthaya Inala, Ph.D. to be the chairman of the Annual General Meeting of Shareholders for year 2020 (Chairman) of Megachem (Thailand) Public Company Limited on his behalf.

Vitthaya Inala, Ph.D. acts as the Chairman of the meeting on behalf of Mr. Pongpanu Svetarundra, the Chairman welcomed the Shareholders present at the Meeting and recorded that 8 persons hold 165,597,900 shares and proxy 23 persons hold 149,541,890 shares, total shareholders and proxy were attend the meeting are 31 persons which total 315,139,790 shares that is accounted for 78.7849 percent of issued shares, thus constituting a quorum in accordance with the Company's Articles of Association. The Meeting then proceeded according to the agendas as follows;

Agenda 1 Consider and Approve Minutes of the Annual General Meeting No.1/2019

The Chairman proposed the Meeting to consider and certify the Annual General Meeting of Shareholders No.1/2019 as detailed on agendas and resolutions in a copy of minutes enclosed with Notice (Appendix 1) as the Board of Director considered and opined that covering duly resolved and took minutes in accordance with the Company's Articles of Association and laws concerned.

Ms. Rarunrorn invited the shareholders to ask or comment.

Mr. Hungchai Akkawatsakul, proxy, proposed to the meeting that due to the situation of Covid-19, in order to speed up the meeting, the Company should keep both of the agreed and disagreed voting ballot cards only in Agenda 5. In Agenda 1, 3, 4, 5, 6, 7 and Agenda 8, the Agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote. If there are no people who disagree then no need to collect ballot cards and considered shareholders and the proxies attending the meeting agree 100% and collect all the ballot cards in the last agenda.

The Chairman asked the meeting whether agreed with Mr. Hungchai 's proposal. The meeting agreed therefore proceeded the meeting as Mr. Hungchai proposed.

When there were no more questions and opinions, the Chairman summarized the meeting resolution as follows;

Resolution: The meeting considered and then unanimously resolved to approved minutes of the Annual General Meeting of Shareholders No.1/2019 on April 25th, 2019 with a unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

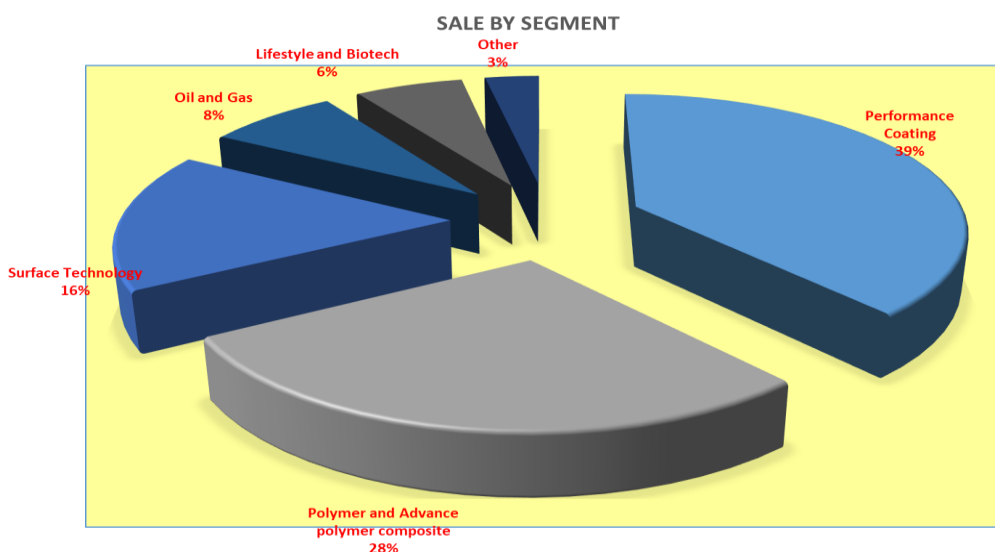
Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Agenda 2 Consider and acknowledge the Company’s Operating Performance for the Year 2019

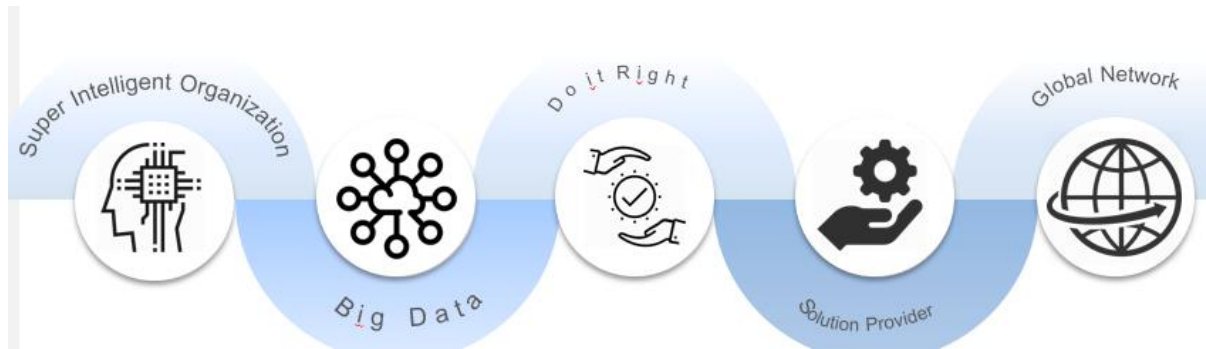
The chairman summarized the performance of the company for the year 2019 as detailed below.

From year 2016 to 2019, the company has no complaints about corruption under the anti-corruption policy and still has a common intention to fight against corruption. Which is still under the planning process.

Next is a summary of the main business overview of MGT, details as follows;



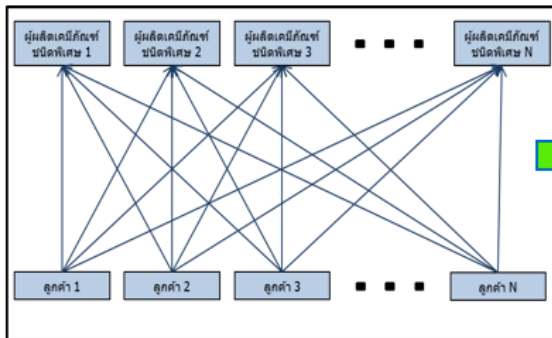
Strengths of MGT



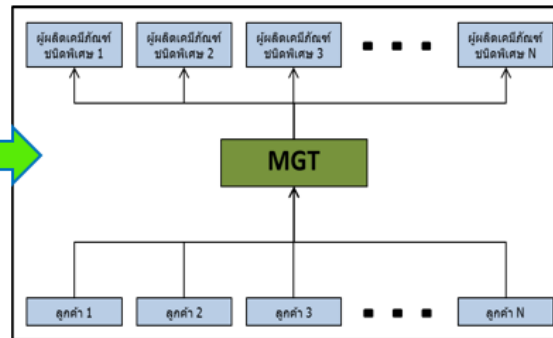
Factors for success

มุ่งเน้นการเป็นผู้ให้บริการอย่างครบวงจร (Solution Provider) (cont.)

การจัดซื้อเคมีภัณฑ์ชนิดพิเศษในกรณีที่ลูกค้าทำการสั่งซื้อจากผู้ผลิตเคมีภัณฑ์โดยตรง



ภาพแสดงการจัดการจัดซื้อเคมีภัณฑ์ชนิดพิเศษในกรณีที่ลูกค้าทำการสั่งซื้อสารเคมีผ่านบริษัท



Investment in the Republic of the Union of Myanmar

MGT established Megachem Myanmar Ltd. to engage in the procurement and distribution of Construction materials, Hospital equipment and Agricultural. Conducting business in the Republic of the Union of Myanmar are still restrictions on the laws that apply for foreign joint ventures. Therefore, we have entered into a joint venture with Prime Index, which holds a 20% stake. In legal terms, it is considered as a Myanmar company and able to operate all types of businesses.

Subsidiary company

MGT established Megachem Plus Limited, a subsidiary company. Which operates the business of importing and distributing Ethanol-based chemicals, with MGT having an investment proportion of 80%. In the year 2019, MGT received dividends from the performance of Megachem Plus Limited.

Ms. Rarunrom invited the shareholder to ask or comment, when there was no question then the speaker informed that no vote casting for this agenda as it is an acknowledgement agenda.

Resolution: The meeting acknowledged the company's performance for the year 2019.

Agenda 3 Consider and approve the Company's financial statements as of December 31, 2019

The Chairman declared to the meeting that according to Section 112 under Public Limited Company Act B.E. 2535, prescribed that the Board of Directors must provide balance sheet and profit and loss statement as of the end of the accounting period and proposed to the Shareholders in the Annual General Meeting for consideration and approval of such financial statements, then invited Mr. Tirayut Thummaruksa, CFO, to report financial highlight of year 2019 and propose to the meeting to consider and approve this financial statements for fiscal year ended December 31, 2019 which had been duly audited by certified auditor of the company and already got endorsement from the Audit Committee and Board of Director meeting No.1/2020 on Feb 18,2020.

Mr. Tirayut Thummaruksa, CFO summarized as details below;

ข้อมูลงบการเงินที่สำคัญ (Financial highlight)		หน่วย : บาท	
ประจำปี 2562 (Annual 2019)	งบการเงินรวม	งบการเงินเฉพาะกิจการ	
งบแสดงฐานะทางการเงิน (Statement of financial Position)			
สินทรัพย์รวม (Total Assets)	499,936,040	457,372,770	
หนี้สินรวม (Total Liabilities)	62,192,559	57,107,208	
ส่วนผู้ถือหุ้น (Total Shareholder's equity)	437,743,481	400,265,562	
กำไรสะสมที่ยังไม่ได้จัดสรร (Unappropriated RE)	56,473,961	53,226,044	
งบกำไรขาดทุนเบ็ดเสร็จ (Statement of comprehensive income)			
รายได้รวม	681,783,237	569,701,532	
ค่าใช้จ่ายรวม (Total Revenues)	587,269,824	491,991,814	
กำไรสุทธิ (Net Profit)	75,231,174	62,864,442	
กำไรสุทธิต่อหุ้น (Earning per share)	0.18	0.16	

Ms. Rarunrom invited the shareholder to ask or comment.

Mr. Thongtot Phaenglad from Thai Investor Association, inquired about the notes to the financial statements No.12, investment in subsidiary company that what does the customer relationship amount to Baht 13,640? The Chairman explained that MGT acquired the business of CMJ which later changed its name to Megachem Plus Limited, with MGT held 80% shares. Megachem Plus Limited already has its customers. Which cause Premiums and separate into two parts, which are Premium of Baht 13,640 and Goodwill of Baht 66,963. However, if the company has no profit Goodwill is considered as a company expense.

Mr. Thongsot Phaenglad inquired whether our company can assess the cost of control or not? The Chairman answered that the company hired a third party to evaluate the goodwill which is Grant Thornton Company. Last year, we made a profit of Baht 20 million, and today, May 8, 2020, is the day Megachem Plus has paid dividends which MGT also received dividends from Megachem Plus.

When there were no more questions and comment, the Chairman summarized the meeting resolution as follows;

Resolution: The meeting considered and then unanimously resolved to approved the Financial Statements for Fiscal Year Ended December 31, 2019 with a unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Agenda 4 Consider and approve the dividend payment for year 2019 performance

The Chairman declared to the meeting that The Board of Directors considered and opined to propose the meeting to consider and approve

1. After due consideration, the Board of Directors deemed it appropriate to propose the Shareholders' Meeting that according to the company's financial statements as of December 31, 2019 which have been audited by the auditor. The company has net profit from the 2019 operating result as of December 31, 2019 in the amount of Baht 62,864,442, sufficient for dividend payment. Which is comply to Public Limited Company Act - Section 116 prescribed that the Company must allocate legal reserve at least 5% of net profit. Previously, the company has already reserved the legal reserve amount of Baht 7,008,325. Therefore, the company has to allocate additional legal reserve of Baht 3,145,000. In total, the company has already allocated legal reserve amounting to Baht 10,153,325 not less than 5% of the net profit as specified by law. Therefore, deemed it appropriate to propose to the meeting to approve the allocation of reserve funds according to the above laws.

2. Propose the Meeting to consider and approve dividend payment of year 2019 performance at the rate of Baht 0.09 per share, and since the company already paid the interim dividend on December 9, 2019 at the rate of Baht 0.05 per share, in the amount of Baht 20 million. Therefore, will pay the final dividend at the rate of Baht 0.04 per share in the amount of Baht 16 million. Total dividend payment is Baht 36 million. the Shareholders obtain entitlement to receive dividend, whose names appeared on the Company's shareholders list as of March 11, 2020 and the dividend payment date is scheduled for May 20, 2020 which in accordance with dividend policy of the company.

The speaker invited the shareholder to ask or comment.

Mr. Hungchai Akkawatsakul, Proxy, given his opinion that he disagreed with the rights to dividends. (XD by using the resolution of the Board of Directors) before receiving a dividend payment approval from the shareholders' meeting. Regarding the outbreak of novel coronavirus (COVID-19), its clearly shows the impact of XD before receiving a resolution from the shareholders' meeting which causing many effects on

Minority shareholders and Major shareholders. Because if AGM does not approve the payment of dividends but the shares have already diluted. Therefore, requesting the XD after receiving a resolution from the AGM meeting and proposed the independent directors and audit committee members to consider the XD issue next year.

When there were no more questions and comments, the Chairman summarized the meeting resolution as follows;

Resolutions: The meeting considered and then unanimously resolved to approved dividend payment from 2019 Operating Performance with a unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2020

The Chairman declared to the meeting that this year, Directors who shall be retired by rotation are:

1. Mr. Pongpanu Svetarundra Chairman of the Board of Directors/
Audit Committee/Independent Directors
2. Mr. Chew Choon Tee Director
3. Mr. Tan Bock chia Director

To comply with Good Corporate Governance, the Chairman informed the said directors who are having interest in this agenda and participated in the meeting via Application Zoom to abstain from voting and making any comments before proceeding the meeting, then declared that the Board of Directors considered and deemed appropriate to propose the Meeting to consider and re-elect those Directors, who shall be retired by rotation, to take their position for another term in order to they shall perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2020 on February 18, 2020 already endorsed the said nomination.

Ms. Rarunorn invited the shareholder to ask or comment.

When there were no more questions and comments, the Chairman summarized the meeting resolution as follows;

Resolution: The meeting considered and then unanimously resolved to approve to re-elect those Directors for another term with a unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

1. Mr. Pongpanu Svetarundra Chairman of the Board of Directors/
Audit Committee/Independent Directors

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

2. Chew Choon Tee Director

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

3. Mrs. Busaraporn Prathoomrat Director

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Before starting the meeting on Agenda 6, the Chairman invited the said directors to participate the meeting and allowed to share comment again.

Agenda 6 Consider and approve the remuneration of directors for the year 2020

The Chairman declared to the meeting that The Board of Director considered and deemed appropriate to propose the meeting to consider and approve the determination of remuneration for the Board, Chairman of the Board, the Audit Committee, Chairman of the Audit Committee, the Nomination and Remuneration Committee, and Chairman of the Nomination and Remuneration Committee for the Year 2020 at total amount not exceeding 1.5 MB as endorsed by the NRC Meeting No.1/2020 on February 18, 2020 with the following details:

1. Meeting Allowance for members of the Board of Directors.

Position	Allowance Per time (Baht/Time)		
	Year 2018	Year 2019	Year 2020
Chairman of the board	20,000	20,000	20,000
Director	10,000	10,000	10,000

2. Meeting Allowance for Audit Committee.

Position	Allowance Per time (Baht/Time)		
	Year 2018	Year 2019	Year 2020
Chairman of the Audit Committee	15,000	15,000	15,000
Director	10,000	10,000	10,000

3. Meeting Allowance for Nomination and Remuneration Committee.

Position	Allowance Per time (Baht/Time)		
	Year 2018	Year 2019	Year 2020
Chairman of the Nomination and Remuneration Committee	15,000	15,000	15,000
Director	10,000	10,000	10,000

4. Monthly Allowance for Independent Director.

Position	Monthly Allowance (Baht/Month)		
	Year 2018	Year 2019	Year 2020
Chairman of director	20,000	20,000	20,000
Director	15,000	15,000	15,000

5. Estimate Annual Bonus is 100,000 baht per person.

6. Total Liability Insurance for directors and officers (D&O) totaling 150 Million Baht.

7. Life Insurance for Independent Directors per year not exceed 40,000 per person.

The directors who are employees of the Company and directors from Megachem Limited are not entitled to receive the meeting allowance above.

Ms. Rarunrom invited the shareholder to ask or comment.

When there were no more questions and comments, the Chairman summarized the meeting resolution as follows;

Resolution: The meeting considered and then unanimously resolved to approve the remuneration of directors for the year 2020 with a unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Agenda 7 Consider and approve appointment of Auditor and Audit Fee for the year 2020

The Chairman declared The Board of Directors considered and deemed appropriate to propose the meeting to consider and approve the appointment of auditors from EY Company Limited "EY" as below name lists to be the Company's Auditors for the Year 2020 with authority to audit, review, prepare, and comment on the Company's financial statements. The aforesaid Auditors are certified by SEC and independent as well as not obtain any relationship with neither the Company nor our management. In case such Auditors are unable to perform duty, EY shall provide other auditor(s) from EY to perform duty of audit and comment on the Company's financial statements as replacement. Anyhow, the appointment of such replacing auditor(s) must get prior approval from the Company's Shareholders.

According to new accounting standards determined that the auditors must audit the form to disclose information and annual report (Form 56-2) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2020 **for the fourth year** since the company was listed on the stock exchange which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-2) including monitoring and reviewing financial statements of the Company every quarters. The Company's total audit fee proposed is not exceeding 1.8 MB, excluding other expenses.

1. Mrs. Chonlaros Suntasvaraporn: CPA No. 4523, and/or
2. Miss Siraporn Ouaanunkun CPA No. 3844, and/or
3. Mr. Chatchai Kasemsriathanawat CPA No. 5813

Ms. Rarunrom invited the shareholder to ask or comment.

When there were no more questions and comments, the Chairman summarized the meeting resolution as follows;

Resolution: The meeting considered and approved with unanimously resolved of the entire Shareholders attend the Meeting to appointed EY Company Limited "EY" to be the Company's Auditors for the Year 2020 and approved the determination of audit fee for the Year 2020, which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information of annual report (Form 56-2) including monitoring and reviewing financial statements of the Company every quarters. In conclusion, the Company's total audit fee proposed is not exceeding 1.8 MB, excluding other expenses, which obtain entitlement to cast the vote as following;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Agenda 8 Consider and Approve the Amendment of objectives of the Company in Company Certificate

The Chairman declared that The Board of Directors considered and deemed appropriate to propose the Meeting to Consider and Approve the Amendment of objectives of the Company in Company Certificate. In which the company intends to amend the objectives of the company to cover the operations.

Amendment the Company objectives details as follows;

Remove Company objectives Article 13, 19, 28, 32, 35

(13) To set up business for printing paper, stationery, textbooks, teaching supplies, books, calculators, printers, printing equipment, newspapers, filing cabinets, office equipment of all kinds.

(19) To set up a printing business, printed books for sale and release newspapers.

(28) To operate the barber business, hairdressing, salon, sewing and laundry.

(32) To operate the business in legal services, accounting, engineering, architecture Including advertising business

(35) To operate the services business for collecting, creating, printing and disseminating statistical data agricultural information on industry, commerce, finance, marketing, including analysis and evaluation of business operations.

And add the objectives of the company from 49 items to 72 items with details of the objectives of the company as amended as detailed in the notice of the shareholders' meeting which had been sent to the shareholders previously.

Resolution: The meeting considered and then unanimously resolved to approved the Amendment of objectives of the Company in Company Certificate with a unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 31 persons total 315,139,790 shares.

Shareholder	Votes	Percentage (%)
Approved	315,139,790	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	315,139,790	100.0000

Agenda 9 Consider Other Business (If Any)

The speaker invited the shareholders to ask for furthermore information in this agenda;

Mr. Thongtot Phaenglad from Thai Investor Association, inquired about the appointment of an internal auditor (according to the annual report) which states that there is a tendency to appoint an internal auditor. The chairman explained that the Company already has an internal auditor, which is Audit House Co.,Ltd to inspects the internal audit in every quarter and review the risk management. Because our slogan is “Do it right” The company already has internal audits and have a risk management working group, in which Vitthaya Inala, Ph.D. is the working group chairman. And now we are working on Business Continuity Planning (BCP) about Covid-19.

Mr. Thongtot Phaenglad inquired more about “How did Covid-19 impact the company's operations? The chairman explained that our company has overcome the COVID-19 crisis with the following methods;

1. We keep the business running by let the employees Work from home (WFH) which we have been preparing this solution since the 2011 floods. By dividing all employees including executives into two teams, Team A and Team B, one team working at home and another team work at the office alternately every other day for 3 weeks and return to work as usual on Monday 20 April 2020. However, the company does not deduct employee's salary. The company has measures to prevent risks by not allowing employees to have lunch outside of the company. Therefore, the company provide lunch for employees, and employees have to report every day where they have been. All employees are required to check Covid-19, which will get the test result around next week. The company pays attention to all employees. We think that the lives of colleagues must come first. However, the business must move forward as well.

2. The company conducted a meeting with employees through Application Zoom, no matter where they are, they could participate in the meeting online. If there is any matters, we will keep updating in the company all the time. The company's performance in the first quarter of this year was better than last year despite the situation of Covid-19.

3. The company has always received updates from suppliers in foreign countries. Before the Covid -19 situation from China happens, we've received news about the incident and managed our inventory which have planned in advance. And now we are confident that no matter what happens in the world we can handle it. Because even Covid-19 situation we can still overcome it. Which we now have employees planning to deal with the Covid-19 situation until July 2020. The crisis is happening all over the world, but MGT is looking for and receiving opportunities from the crisis.

Mr. Suppakorn Chinpongpaibul, Shareholder inquired about the dramatic drop in global oil prices that will affect the company for the good or the bad side in general. The chairman explained that, in fact, the Crude Oil is the starting substance of all the chemicals. In which the oil price goes down, chemical prices also decreased as according to principles. But don't forget that when there is no demand, such as the Construction industry, Automotive industry, Paint industry and some companies have a policy for employees to work from home until the end of June. But our company has many businesses, we know which businesses can continue which business will not continue well. For example, the cosmetics business during the economic crisis of 1997 and Covid-19 was different. In year 1997, encountered only the economic crisis. But the group of people who work at night and be conscious of one's appearance have budget to buy cosmetics. But in the year 2020, in the Covid-19 crisis, the beauty industry is not good because the salon business has stopped since March. But the food industry, packaging some factories do not produce products. But we can find products since we know the situation in advance and able to find product networks. We have a subsidiary company, Megachem Plus, which operates in the business of selling Denatured Alcohol which gained more customers. We can turn the crisis into opportunities. When a crisis arises, we find opportunities. Mr. Suppakorn inquired about as has been said that the food business will grow, Mr. Supakorn agreed because people hoarded the products. Therefore, would like to know which type of our products are most needed? The chairman explained that he was unable to answer because the trend changed all the time. We do not monotonize just one product. We proceed quickly and varied. We know the source of the product. Because we have all networks This is one point that our business can operate at all times.

When there were no further questions, the Chairman thanked all the attendees and closed the meeting at 15:27 hrs.

The Chairman of the meeting

(Vitthaya Inala, Ph.D.)

Vice Chairman of the Board

Minute by

(Ms. Nipaporn Charoenworaprachaya)

Company Secretary

Profile of: Mr.Somnuk Bomrungsalee

General Information

Name - Surname: Mr.Somnuk Bomrungsalee

Age : 64 years old

Nationality : Thai

Address : 16/53 Soi Watkamphang, Pibulsongkram Road, Tambol Talat Khwan, Amphoe Mueang,
Nonthaburi 11000

Education Information

- **Master Degree in Master of Public Administration,**
National Institute of Development Administration, 2005
- **Bachelor of Civil Engineering,** King Mongkut's University of Technology Thonburi, 1981

Training Course

- THE CIVIL SERVICE EXECUTIVE DEVELOPMENT PROGRAM: Office of the Permanent Secretary
Ministry of Energy Class 2/2008
- The civil service executive development program: Office of the Civil Service Commission (OCSC)
Class 65/2009
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives
Class: 16/2012
- The civil service executive development program (2): Office of the Civil Service Commission
(OCSC) Class 5/2013
- The Executive Program in Energy Literacy for a Sustainable Future, TEA: Thailand Energy
Academy Class 5/2014
- หลักสูตร บ ย ส. Judicial Training Institute Year 2016

Work Experience

Period	Position	Company	Remark
2017 - Present	Independent Director / Chairman of The Audit Committee	International Research Corporation Public Co.,Ltd.	Listed company
2018 - Present	Chairman of The Remuneration and Nomination Committee/ Audit Committee/Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company

Note: Not involved with other businesses that may cause a conflict of interest with the company.

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2020				
No.	NAME	BOD	AC	N&R
1	Mr.Somnuk Bomrungsalee	5/5	4/4	2/2

Position Information in Megachem (Thailand) Public Company limited

Position: Chairman of The Remuneration and Nomination Committee/ Audit Committee/Independent Director

Date of Appointment as a Director: 07 November 2018

The term of office after appointment: 2 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 2 years

The term of office: 2 years

Number of Megachem (Thailand) PCL's shares owned:

Information on directors' shareholding for the year 2020				
No.	NAME	Number of shares as of January	Number of shares as of July	Number of shares as of December
1.	Mr. Somnuk Bomrungsalee	200,700	200,700	200,700

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2021

Profile of: Assoc. Prof. Montree Socratyanurak

General Information

Name - Surname: Assoc. Prof. Montree Socratyanurak

Age : 64 years old

Nationality : Thai

Address : 29/37 Soi Lad Phrao 23, Lad Phrao Road, Kwang Chankasem, Khet Chatuchak,
Bangkok 10900

Education Information

- PH.D. Economics Program in Applied Economics, University of Minnesota, U.S.A.
- M.A. Economics Program University of Minnesota, U.S.A.
- M.A. NIDA:DEVELOPMENT ECONOMICS
Institution: National Institute of Development Administration
- Bachelor of Economics Program, Thammasat University

Training Course

- The National Defence College of Thailand (NDC'56)
- The Capital Market Academy (CMA Class 15)
- Top Executive Program in Commerce and Trade (TEPCoT Class 8)
- Thailand Energy Academy (TEA Class 2)
- Institute of Business and Industrial Development (IBID Class 2)
- Director Accreditation Program, IOD Class 69/2008

Work Experience

Period	Position	Company	Remark
2011 - Present	Independent Director/Audit Committee	UNION AUCTION PUBLIC COMPANY LIMITED.	Listed company
2012 - Present	Independent Director/Audit Committee	East Coast Furnitech Public Company Limited	Listed company
2014 - Present	Chairman of the Board of Directors/Chairman of the Audit Committee	TV THUNDER PUBLIC COMPANY LIMITED	Listed company

2015 - Present	Chairman of the Audit Committee/Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2016 - Present	Chairman of the Board	THAI PLASTIC INDUSTRY (1994) PUBLIC COMPANY LIMITED	Listed company
2020 - Present	Independent Director/ Chairman of the Audit Committee	CLOVER POWER COMPANY LIMITED	Non-listed company

Note: Not involved with other businesses that may cause a conflict of interest with the company.

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2020				
No.	NAME	BOD	AC	N&R
1	Assoc. Prof. Montree Socratyanurak	5/5	4/4	2/2

Position Information in Megachem (Thailand) Public Company limited

Position: Chairman of the Audit Committee/N&R Committee/ Independent Director

Date of Appointment as a Director: 25 August 2015

The term of office after appointment: 5 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 4 years

The term of office: 2 years

Number of Megachem (Thailand) PCL's shares owned

Information on directors' shareholding for the year 2020				
No.	NAME	Number of shares as of January	Number of shares as of July	Number of shares as of December
1.	Assoc. Prof. Montree Socratyanurak	-	-	-

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2021.

Profile of: Vitthaya Inala, Ph.D.

General Information

Name - Surname: Vitthaya Inala, Ph.D.
 Age : 62 years old
 Nationality : Thai
 Address : 11/2 Thamrong Prasit Road, Tambon Nai Mueang, Amphoe mueang,
 Nakhon Phanom

Education Information

- **PH.D. Doctor of Philosophy In Organization Development**
 Institution: Cebu Doctor's University, Philippines
- **DODT. Doctor of Organization Development And Transformation**
 Institution: Cebu Doctor's University, Philippines
- **Bachelor of Education Program in Chemistry**
 Institution: Srinakharinwirot University
- **M.P.A, Graduate School of Public Administration**
 Institution: The National Institute of Development Administration (NIDA)

Training Course

- Capital Market Academy Class: 13 (วคท.13)
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives
 Class: 16

Work Experience

Period	Position	Company	Remark
1992 - Present	Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2015 - Present	Director	Chayo Group Public Company Limited	Listed company
2018 - Present	Managing Director	Megachem (Myanmar) Limited	Company in the Republic of the Union of Myanmar
2018 - Present	Director	Megachem Plus Limited	Non-listed company
2019 - Present	Managing Director	PRIME INDEX COMPANY LIMITED	Company in the Republic of the Union of Myanmar

Note: Not involved with other businesses that may cause a conflict of interest with the company.

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2020				
No.	NAME	BOD	AC	N&R
1	Vitthaya Inala, Ph.D.	5/5	-	2/2

Position Information in Megachem (Thailand) Public Company limited

Position: Director

Date of Appointment as a Director: Year 2015

The term of office after appointment: 5 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 4 years

The term of office: 2 years

Number of Megachem (Thailand) PCL's shares owned:

Information on directors' shareholding for the year 2020				
No.	NAME	Number of shares as of January	Number of shares as of July	Number of shares as of December
1.	Vitthaya Inala, Ph.D.	150,726,000	150,726,000	150,726,000

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2021.

The Company's Article of Association in Relation to Shareholders Meeting

- Clause 38** A quorum of Shareholders Meeting shall be constituted by the attendance of Shareholders and their Proxy (if any) at not less than 25 persons holding total shares at not less than 1/3 of the entire shares sold. In case a quorum of /shareholders Meeting is incomplete when more than 1 hour is later than the time specified in the Notice; if the Meeting was convened by request of the Shareholders, such Meeting shall be restrained. But, if the Meeting was not convened by request of the Shareholders, the Meeting shall be convened again and in this case the Notice of Shareholders Meeting shall be made and sent to the Shareholders not less than 7 days prior to the Meeting date. The aforesaid Meeting is not enforced to constitute a quorum.
- Clause 39** Chairman of the Board of Directors preside Shareholders Meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties, the Vice Chairman of the Board shall preside over the meeting. If Vice Chairman is absent or unable to perform duty, The meeting shall elect any of the shareholders present to be the chairman of such meeting.
- Clause 40** When Shareholder(s) exercise the vote, one share shall be counted as one vote. Any Shareholder(s) obtain special interest in any matter (s), such shareholder (s) be not entitled to exercise the vote for such matter(s), except for director election. Resolution of the Meeting shall be comprised of the votes as follows:
- (1) In normal case, majority vote exercised by Shareholders attend the Meeting shall be deemed to pass resolution. If equal votes are arisen, Chairman of the Meeting shall absolutely determine by exercising the one more vote.
- (2) In the following case, not less than 3/4 of the entire votes of the attending Shareholders obtain the entitlement to exercise their votes:
- (a) Sales or transfer of either the entire business or some part of core business to the third person(s);
 - (b) Purchase or being transferee of business of other public or private company;
 - (c) Endorse, amendment, or termination of agreement to lease the entire or some core business; of the Company. Delegation of the third person(s) to operate business of the Company, or Merge of business to the third person(s) with the purpose to share profit and loss;
 - (d) Amendment of the Company's Memorandum or Article of Association;
 - (e) Increase or Decrease of registered capital of the Company;
 - (f) Liquidation of the Company;
 - (g) Issuance of the Company's debenture;
 - (h) Merge of the Company with other Company(s).

Identifying documents to Attend the Meeting; and Voting Procedures in Shareholders Meeting

1. In the event that the Shareholder is an ordinary person:

1.1 Attendance in person: The Shareholder must show a valid official ID card wherein a photograph is shown, e.g. personal ID Card, Driving License, or Passport.

1.2 Attendance by proxy:

- (a) A completed attached Proxy Form signed by the proxy grantor (the Shareholder) and the proxy;
- (b) A copy of the proxy grantor's ID Card as referred to in 1.1 certified correct by the proxy grantor;
- (c) A certified copy of the proxy's ID Card having the same details as referred to in 1.1

2. In the event that the Shareholder is a juristic person:

2.1 Attendance by an authorized representative of the Shareholder:

- (a) An original of the authorized representative's ID Card as referred to in 1.1; and
- (b) A copy of the Certificate of Incorporation of the Shareholder showing the name of the authorized representative as a person having authority to act on the Shareholder's behalf and such copy of the Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).

2.2 Attendance by proxy:

- (a) A completed attached Proxy Form signed by the proxy grantor (the Shareholder) and the proxy;
- (b) A copy of the Certificate of Incorporation of the Shareholder showing the name of the person who signs in the Proxy Form as the proxy grantor that he / she is an authorized representative of the Shareholder, having authority to act on the Shareholder's behalf and such copy of the Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and
- (c) A certified copy of the proxy's ID Card having the same details as referred to in 1.1

3. In the event that the Shareholder is non-Thai or is a juristic person incorporated under a foreign law:

Paragraph 1 and 2 above shall be applied mutatis to a non-Thai shareholder or a Shareholder which is a juristic person incorporated under a foreign law, as the case may be, under the following conditions:

- (a) Certificate of Incorporation of such juristic person, issued by either a governmental authority of the country where in such juristic person is located or by an officer of such juristic person, provided that such Certificate of Incorporation must contain the name of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s), and the address of the head office of the juristic person
- (b) English translation is required to be attached to any original document which is not made in English and such translation must be certified by authorized representative(s) of such juristic person together with affixing its Common Seal (if any). Shareholder or your Proxy can start registering and submitting documents for verification at the Meeting venue prior to the Meeting time as from 12.00 hrs. on April 22, 2021. The attachments in Appendix 5 are Proxy Form A, which is simple and standard form; and Proxy Form B, which is the form specifying how shareholder wishes your proxy to vote for each Agenda. Shareholder is required to fill in blank space provided on the Form and sign your name for granting your proxy to vote and attend the Meeting on your behalf. On Proxy Form B, you may express your wish to cast the vote for each Agenda that Approve, Disapprove, or abstain in order your Proxy shall cast the vote in accordance with your wish.

Duty
Stamp
Baht 20

PROXY FORM A: General Proxy form (SIMPLE FORM)
According to Regulations of Department of Business Development
Re: Form of Proxy (No.5) B.E.2550

Written at.....

Date..... Month..... Year.....

(1) I /We I Nationality

Residing at Road..... Sub-district

District Province Postal Code

(2) being a shareholder of **Megachem (Thailand) PCL**

holding the total amount of shares with the voting rights of votes
ordinary share shares with the voting rights of votes

(3) do hereby appoint either one of the following persons:

(1) Name..... Age..... Years

With address at. Road..... Sub-District.....

District... ..Province. Postal Codeor

(2) Name.....Age..... Years

With address at. Road..... Sub-District.

District... ..Province. Postal Codeor

(3) Name.....Age..... Years

With address at. Road..... Sub-District.

District... ..Province. Postal Code.....

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders to be held on date April 22, 2021, time 14:00 hrs., at Megachem (Thailand) Public Company Limited office, 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND. or at any adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Remark:

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

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Baht 20

PROXY FORM B

Written at

Date MonthYear

(1) I Nationality
Residing at..... Road..... Sub-district.....
District Province Postal Code

(2) Being a shareholder of **Megachem (Thailand) Public Company Limited**,
holding the total number of shares with the voting rights of votes as
follows

ordinary sharesshares with the voting rights of..... votes
preference shares.....shares with the voting rights of..... votes

(3) do hereby appoint one of the following persons:

1. Age.....years old, residing at.....
Road.....Sub-district..... District.....
Province..... Postal code..... Or

2. Age.....years old, residing at.....
Road.....Sub-district..... District.....
Province..... Postal code..... Or

3. Age.....years old, residing at.....
Road.....Sub-district..... District.....
Province..... Postal code..... Or

4. Mr. Pongpanu Svetarundra; Independent Director; Age 62 years old, residing at
19 Soi Pipat, Silom Road, Silom Sub-district Bangrak District Bangkok 10500

5. Assoc. Prof. Montree Socratyanurak; Independent Director; Age 64 years old,
residing at 29/37 Soi Lad Phrao 23, Lad Phrao Road, Kwang Chankasem, Khet Chatuchak,
Bangkok 10900 or

6. Mr. Somnuk Bomrungsalee ; Independent Director; Age 64 years old, residing at
16/53 Soi Watkamphang, Pibulsongkram Road, Tambol Talat Khwan, Amphoe Mueang,
Nonthaburi 11000

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of
Shareholders “AGM” for the Year 2021 on April 22, 2021 time 14:00 hrs., at Megachem (Thailand)
Public Company Limited office, 25 Soi Chalongsong 31, Ladkrabang Industrial Estate Soi G1/9
Lamplathew Lat Krabang, Bangkok 10520 THAILAND. or at any adjournment thereof to any other
date, time and venue.

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

AGENDA 1: Consider and approve minutes of the Annual General Meeting Year 2020

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

AGENDA 2: Consider and acknowledge the Company's Operating Performance for the Year 2020

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

AGENDA 3: Consider and approve the Company's financial statements as of December 31, 2020

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

AGENDA 4: Consider and approve the dividend payment for year 2020 performance

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

AGENDA 5: Consider and approve re-election of Director(s) retiring for the year 2021

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

AGENDA 6: Consider and approve the remuneration of directors for the year 2021

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

AGENDA 7: Consider and approve appointment of Auditor and Audit Fee for the year 2021

(A) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my instruction as per below:

Approve Disapprove Abstain

(5) Casting of votes by the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of myself as the Shareholder.

(6) In case the authorization is not specified by myself or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on such matter on my behalf as the Proxy deems appropriate.

Any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by myself in all respects except for the vote of the proxy which is not in accordance with this Proxy Form.

Signed..... Grantor
(.....)

Signed..... Proxy
(.....)

Signed..... Proxy
(.....)

Signed..... Proxy
(.....)

Remarks:

1. The Shareholder who wishes to appoint the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. For Director Election Agenda, the Shareholders enable to vote for electing the entire Board of Directors or electing each individual Director.

Profile of: Mr. Pongpanu Svetarundra

General Information

Name - Surname: Mr. Pongpanu Svetarundra

Age : 62 years old

Nationality : Thai

Address : 19 Soi Pipat Silom Road, Kwang Silom, Khet Bang Rak, Bangkok 10500

Education Information

- M.A. (Economics), Northwestern University, USA
- B.Com. (Econ), University of Auckland, New Zealand

Work Experience

Period	Position	Company	Remark
2011 - Present	Director	The Crown Seal Public Company Limited	Listed company
2015 - Present	Chairman of The Board of Directors/ Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2018 - Present	Independent Director/ The Nomination and Remuneration Committee	ASSET WORLD CORP PUBLIC COMPANY LIMITED	Listed company

Note: Not involved with other businesses that may cause a conflict of interest with the company.

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2020				
No.	NAME	BOD	AC	N&R
1.	Mr. Pongpanu Svetarundra	5/5	4/4	-

Position Information in Megachem (Thailand) Public Company limited

Position: Chairman of the Board of Directors

Date of Appointment as a Director: 30 April 2015

The term of office after appointment: 5 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 4 years

The term of office: 1 year

Number of Megachem (Thailand) PCL's shares owned:

Information on directors' shareholding for the year 2020				
No.	NAME	Number of shares as of January	Number of shares as of July	Number of shares as of December
1.	Mr. Pongpanu Svetarundra	-	-	-

There is no special interest different from other Directors in every agenda proposed at 2021 Annual General Meeting of Shareholders.

Profile of: Assoc.Prof.Dr. Montree Socratyanurak

General Information

Name - Surname: Assoc. Prof. Montree Socratyanurak
 Age : 64 years old
 Nationality : Thai
 Address : 29/37 Soi Lad Phrao 23, Lad Phrao Road, Kwang Chankasem, Khet Chatuchak,
 Bangkok 10900

Education Information

- PH.D. Economics Program in Applied Economics, University of Minnesota, U.S.A.
- M.A. Economics Program University of Minnesota, U.S.A.
- M.A. NIDA:DEVELOPMENT ECONOMICS
 Institution: National Institute of Development Administration
- Bachelor of Economics Program, Thammasat University

Training Course

- The National Defence College of Thailand (NDC'56)
- The Capital Market Academy (CMA Class 15)
- Top Executive Program in Commerce and Trade (TEPCoT Class 8)
- Thailand Energy Academy (TEA Class 2)
- Institute of Business and Industrial Development (IBID Class 2)
- Director Accreditation Program, IOD Class 69/2008

Work Experience

Period	Position	Company	Remark
2011 - Present	Independent Director/Audit Committee	UNION AUCTION PUBLIC COMPANY LIMITED.	Listed company
2012 - Present	Independent Director/Audit Committee	East Coast Furnitech Public Company Limited	Listed company
2014 - Present	Chairman of the Board of Directors/Chairman of the Audit Committee	TV THUNDER PUBLIC COMPANY LIMITED	Listed company

2015 - Present	Chairman of the Audit Committee/Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2016 - Present	Chairman of the Board	THAI PLASTIC INDUSTRY (1994) PUBLIC COMPANY LIMITED	Listed company
2020 - Present	Independent Director/Chairman of the Audit Committee	CLOVER POWER COMPANY LIMITED	Non-listed company

Note: Not involved with other businesses that may cause a conflict of interest with the company.

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2020				
No.	NAME	BOD	AC	N&R
1	Assoc. Prof. Montree Socratianurak	5/5	4/4	2/2

Position Information in Megachem (Thailand) Public Company limited

Position: Chairman of the Audit Committee/N&R Committee/ Independent Director

Date of Appointment as a Director: 25 August 2015

The term of office after appointment: 5 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 4 years

The term of office: 2 years

Number of Megachem (Thailand) PCL's shares owned

Information on directors' shareholding for the year 2020				
No.	NAME	Number of shares as of January	Number of shares as of July	Number of shares as of December
1.	Assoc. Prof. Montree Socratianurak	-	-	-

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2021.

Profile of: Mr.Somnuk Bomrungsalee

General Information

Name - Surname: Mr.Somnuk Bomrungsalee

Age : 64 years old

Nationality : Thai

Address : 16/53 Soi Watkamphang, Pibulsongkram Road, Tambol Talat Khwan, Amphoe Mueang,
Nonthaburi 11000

Education Information

- **Master Degree in Master of Public Administration,**
National Institute of Development Administration, 2005
- **Bachelor of Civil Engineering,** King Mongkut's University of Technology Thonburi, 1981

Training Course

- THE CIVIL SERVICE EXECUTIVE DEVELOPMENT PROGRAM: Office of the Permanent Secretary
Ministry of Energy Class 2/2008
- The civil service executive development program: Office of the Civil Service Commission (OCSC)
Class 65/2009
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives
Class: 16/2012
- The civil service executive development program (2): Office of the Civil Service Commission
(OCSC) Class 5/2013
- The Executive Program in Energy Literacy for a Sustainable Future, TEA: Thailand Energy
Academy Class 5/2014
- หลักสูตร บ ย ส. Judicial Training Institute Year 2016

Work Experience

Period	Position	Company	Remark
2017 - Present	Independent Director / Chairman of The Audit Committee	International Research Corporation Public Co.,Ltd.	Listed company
2018 - Present	Chairman of The Remuneration and Nomination Committee/ Audit Committee/Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company

Note: Not involved with other businesses that may cause a conflict of interest with the company.

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2020				
No.	NAME	BOD	AC	N&R
1	Mr.Somnuk Bomrungsalee	5/5	4/4	2/2

Position Information in Megachem (Thailand) Public Company limited

Position: Chairman of The Remuneration and Nomination Committee/ Audit Committee/Independent Director

Date of Appointment as a Director: 07 November 2018

The term of office after appointment: 2 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 2 years

The term of office: 2 years

Number of Megachem (Thailand) PCL's shares owned:

Information on directors' shareholding for the year 2020				
No.	NAME	Number of shares as of January	Number of shares as of July	Number of shares as of December
1.	Mr. Somnuk Bomrungsalee	200,700	200,700	200,700

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2021

