



**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS FOR THE YEAR 2023
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED**

Date 30th March 2023

Subject: Notice of the Annual General Meeting of Shareholders for the Year 2023

Attention: Shareholders of Megachem (Thailand) Public Company Limited

- Enclosure(s):
1. Minutes of the Annual General Meeting of Shareholders for the Year 2022
 2. Profiles of the nominated persons to be elected as 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. Privacy Notice for the Shareholder's Meeting
 6. Proxy Form A and B
 7. Profiles of Independent Directors to Serve as Proxy for Shareholders
 8. 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 2023 on April 20, 2023 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 2022

Fact and Reason: The Company held the Annual General Meeting of Shareholders "AGM" Year 2022 on April 21, 2022 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 2022 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 2022

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 2022 ended December 31, 2022 be duly concluded. The Board, thus, deemed appropriate to propose AGM for consideration and acknowledgement of the Company's operating performance in such fiscal year 2022.

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, 2022

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, 2022 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.1/2023 on February 17, 2023.

Board's Opinion: The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2022 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, 2022.

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 2022 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 2022 and the previous year.

List	Year 2022 (Proposed year)	Year 2021
Net profit (baht)	92,789,381	101,414,589
Number of shares (shares)	400,000,000	400,000,000
Annual dividend (baht / share)	0.11	0.15
- Interim dividends (baht / share)	0.03	0.03
- Final dividend payment (baht / share)	0.08	0.12
Total dividend payment (baht)	44,000,000	60,000,000
Dividend payment ratio to net profit (%)	47.42	59.16

Board's Opinion: The Board of Directors considered and opined that in accordance with the Company's audited financial statements as of December 31, 2022; the Company gained net profit from 2022 operating performance of Baht 92,789,381 adequate for dividend payment. Furthermore, Public Limited Company Act - Section 116 prescribed that the Company must allocate legal reserve at least 5% of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10% of the registered capital. Except the Company has other regulations or laws requiring more reserve funds.

Previously, the Company already allocated legal reserve of Baht 19,224,325. Therefore, the Company must allocate additional legal reserve of Baht 775,675. In conclusion, the Company completely allocated legal reserve at Baht 20,000,000, representing 10% of the registered capital of 200,000,000 baht. 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 0.11 per share and according to the Company has already paid interim dividends on September 09, 2022 at the rate of Baht 0.03 per share, totaling Baht 12,000,000. Therefore, the outstanding dividend payment is at the rate of Baht 0.08 per share, total outstanding amount was Baht 32,000,000. Total Dividend Payment of Baht 44,000,000. Which will be paid to the Shareholders obtain entitlement to receive dividend, whose names appeared on the Company's shareholders list as of May 03, 2023 and will pay dividends to shareholders on May 16, 2023 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 2023 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 2023

Fact and Reason: Public Limited Company Act prescribed that every Annual General Meeting of Shareholders, the one-third (1/3) of the number of directors at that time shall retire from their office. If the number is not divisible into three portions, then the number nearest to one-third (1/3) shall retire. A retired director may be elected to resume the office. The directors who must retire in the first and second years following the registration of the Company shall draw lots. In every subsequent year, the directors who have been in office for longest period shall be retired by rotation. This year, Directors who shall be retired by rotation are:

- | | | |
|-------------------------|---------------|--|
| 1. Mr. Chew | Choon Tee | Director |
| 2. Assoc. Prof. Montree | Socatiyanurak | Chairman of Audit Committee/ Member of
Nomination and Remuneration Committee/
Independent Director |
| 3. Vitthaya | Inala, Ph.D. | Vice Chairman/ Member of Nomination and
Remuneration Committee/ 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 2023 Annual General Meeting of Shareholders which was announced on the Company's website. Including notified via electronic system of the Stock Exchange of Thailand Between December 02, 2022 to December 30, 2022, it appears that no shareholders have expressed their intention regarding the said matter.

Board's Opinion: The Board of Directors excluding nominated directors have carefully considered with due care and scrutinized through the scrutiny process in accordance with the criteria for nominating directors of the Company. Therefore, considered and deemed appropriate to propose the Meeting to consider re-electing three retiring Directors to be re-elected for another term, in order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2023 on February 17, 2023 already endorsed the said nomination. The Board was of the view that these three nominated directors have complete and appropriate qualifications, the independent directors are able to express independent 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 appointment of Mr. Varit Inala as a Company director who has authority to sign to bind the company in Company Certificate

Fact and Reason: Mr. Varit Inala has qualifications in accordance with Public Limited Companies Act, B.E. 2535 (1992), Chapter 6 Committee, Section 68, profiles as appeared in details on Appendix 2.

Board's Opinion: The Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to approve the appointment of Mr. Varit Inala as a Company director who has authority to sign to bind the company in Company Certificate according to the details of the Company certificate, article 3.1 and 3.2. In which Mr. Varit Inala have qualifications in accordance with the specified details above as proposed by the Nomination and Remuneration Committee.

Details of the amendment of authority to sign to bind the company in the Company Certificate for AGM's Approval.

Revise from the original one;

Article3. The authorized signatory of directors who can sign to bind the company are:

1. Mr. Vitthaya Inala jointly signs with one of the following directors: Mrs. Busaraporn Prathoomrat or Mr. Chew Choon Tee or Mr. Yau Thiam Hwa sign with the company seal affixed.

2. Either one of the following directors: Mr. Vitthaya Inala or Mrs. Busaraporn Prathoomrat sign with the company seal affixed in term of Authorize, Submit a petition request, Submit an amendment, Matters for tax consultation, All types of explanations, Supporting documents of the company for submitting to The Office of Agriculture Regulation; Department of Agriculture, Department of Labour Protection and Welfare, Social Security Office, Equipment Control and Industry Development Division; Defence Industry Department, The Customs Department, Tobacco Authority of Thailand, The Revenue Department, The Excise Department, Department of Energy Business, Department of Internal Trade of Thailand, Department of Foreign Trade, Food and Drug Administration, Industrial Estate Authority of Thailand, Department of Industrial Works, Thailand Post Co.,Ltd., The Thai Chamber of Commerce and Board of Trade of Thailand, Government agencies & state enterprises.

Limitation on Directors' Powers -None-/

Revise to:

Article3. The authorized signatory of directors who can sign to bind the company are:

1. Mr. Vitthaya Inala jointly signs with one of the following directors: Mrs. Busaraporn Prathoomrat or Mr. Chew Choon Tee or Mr. Yau Thiam Hwa or **Mr. Varit Inala** sign with the company seal affixed.

2. Either one of the following directors: Mr. Vitthaya Inala or Mrs. Busaraporn Prathoomrat or **Mr. Varit Inala** sign with the company seal affixed in term of Authorize, Submit a petition

request, Submit an amendment, Matters for tax consultation, All types of explanations, Supporting documents of the company for submitting to The Office of Agriculture Regulation; Department of Agriculture, Department of Labour Protection and Welfare, Social Security Office, Equipment Control and Industry Development Division; Defence Industry Department, The Customs Department, Tobacco Authority of Thailand, The Revenue Department, The Excise Department, Department of Energy Business, Department of Internal Trade of Thailand, Department of Foreign Trade, Food and Drug Administration, Industrial Estate Authority of Thailand, Department of Industrial Works, Thailand Post Co.,Ltd., The Thai Chamber of Commerce and Board of Trade of Thailand, Government agencies & state enterprises.

Limitation on Directors' Powers -None-/

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 the remuneration of directors for the year 2023

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. 1/2023 on February 17, 2023, 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 2023 at total amount not exceeding Bath 2,000,000.

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 2023 at total amount not exceeding Bath 2,000,000 as endorsed by the N&R Meeting No.1/2023 on February 17, 2023 with the following details: to be effective from May 2023 onwards;

Position	Type of director	Year 2023	Year 2022
1. Meeting Allowance/ Per Attendance		(Baht)	(Baht)
Chairman of the board of Directors	Independent Director	20,000.00	20,000.00
Directors	Independent Director	10,000.00	10,000.00
Chairman of the Audit Committee	Independent Director	15,000.00	15,000.00
Audit Committee Members	Independent Director	10,000.00	10,000.00
Chairman of the Nomination and Remuneration Committee	Independent Director	15,000.00	15,000.00
Nomination and Remuneration Committee Members	Independent Director	10,000.00	10,000.00
2. Monthly Allowance			
Chairman of the board of Directors	Independent Director	20,000.00	20,000.00
Board of Directors	Independent Director	15,000.00	15,000.00
3. Estimate Annual Bonus	Director	Independent Director 100,000.00	Independent Director 100,000.00
		*Minimum 50,000.00 for non-independent directors	*Minimum 50,000.00 for non-independent directors
4. Life Insurance for Independent Directors		52,546.00 per person	52,546.00 per person
5. Total Liability Insurance for directors and officers (D&O) totaling 150 Million Baht.			

Remark: * In year 2022, non-independent directors did not receive annual bonus.

(However, considering the bonus pay depends on the Company's performance).

Voting: This Agenda must be passed by a vote of not less than two-thirds (2/3) of the total number of votes of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote.

Agenda 8 Consider and approve the appointment of Auditor and Audit Fee for the year 2023

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 quarter 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.1/2023 on February 17, 2023 considered and deemed appropriate to propose the Board of Directors to consider the appointment of auditors from EY Company Limited as the followings:

- | | | |
|------------------|---------------|----------------------|
| 1. Ms. Supanee | Triyanantakul | CPA No. 4498, and/or |
| 2. Mr. Preecha | Arunnara | CPA No. 5800, and/or |
| 3. Ms. Isaraporn | Wisutthiyan | CPA No. 7480 |

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

Auditor's compensation	Year 2023	Year 2022	Year 2021
Audit Fee	1,900,000	1,900,000	1,800,000
Other service fees	NIL	NIL	NIL

In addition, EY Company Limited has been nominated as the auditor for year 2023 of Subsidiaries and Associates as following details

Megachem Plus Company Limited

Auditor's compensation	Year 2023	Year 2022	Year 2021
Audit Fee	450,000	450,000	450,000
Other service fees	NIL	NIL	NIL

Green Leaf Chemical Company Limited

Auditor's compensation	Year 2023	Year 2022	Year 2021
Audit Fee	520,000	520,000	500,000
Other service fees	NIL	NIL	NIL

Mega Fuji Graphite Limited

Auditor's compensation	Year 2023	Year 2022	Year 2021
Audit Fee	70,000	70,000	70,000

Other service fees	NIL	NIL	NIL
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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 2023.

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 2023 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 56-1 One report) 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 2023 **for the seventh year** since the Company was listed on the stock exchange. (In year 2022, the list of auditors from EY Office Company Limited was changed from the former to the new auditors. The name lists appeared as details above), which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-1 One report) including monitoring and reviewing financial statements of the Company every quarter. The Company's total audit fee proposed is not exceeding 1.9 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 2023 on April 20, 2023 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 2023 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.

The Company realizes the importance of protecting personal information of shareholders and/or proxies attending the Annual General Meeting of Shareholders. Therefore, the Company has prepared a Privacy Notice for the shareholders' meeting, detailed as shown on Appendix 5.

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 as Appendix 6. Profiles of Independent Directors as Proxy in the Meeting are hereby enclosed as per details revealed on Appendix 7.

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 07, 2023** 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 8.

All these, the Company determined the Record Date on March 09, 2023 for the Shareholders obtaining entitlement to attend the Annual General Meeting of Shareholders for the Year 2023.

Sincerely yours,

By Resolution of The Board of Megachem (Thailand) PCL



Vitthaya Inala, Ph.D.

Vice Chairman of the Board of Directors



(Translation)

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2022
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED

Date, Time, and Place: 21th April, 2022 at 14:03 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 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 Zoom Application.

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 directors and auditors which attended the meeting as follows;

Directors:

- | | |
|---------------------------------------|---|
| 1. Mr. Pongpanu Svetarundra | Chairman of Board of Director / Independent Director/
Audit Committee Member |
| 2. Vitthaya Inala, Ph.D. | Vice Chairman of Board of Director /
N&R Committee Member /CEO |
| 3. Assoc. Prof. Montree Socratyanurak | Chairman of Audit Committee/ Independent Director/
N&R Committee Member |
| 4. Mr. Somnuk Bomrungsalee | Chairman of N&R Committee/ Independent Director/ Audit
Committee Member |
| 5. Mrs. Busaraporn Prathoomrat | Director / Deputy CEO/CFO |
| 6. Mr. Chew Choon Tee | Director |
| | (Attended the meeting through Zoom Application, located in the Republic of Singapore) |
| 7. Mr. Tan Bock Chia | Director |
| | (Attended the meeting through Zoom Application, located in the Republic of Singapore) |

A total of 7 directors from 7 directors attended the meeting, thus constituted a quorum as prescribed by the Company's Articles of Association according to the laws related to the meeting via electronic media (the Royal Decree on Electronic Media Conference B.E. 2563, Dated: April 18, 2020). The total proportion of directors is equal to 100% of all directors attending the meeting.

Auditor: EY Office Limited

Mrs. Chonlaros Suntiasvaraporn

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

And Mr. Chaleaw Puttan, Members of Shareholders' Right Protection Volunteer Club of Thai Investors 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 shareholder (even in the position of director) obtain entitlement to cast the vote.

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 there is any disapproved or abstain, the speaker will request shareholders who wish to disapproved or abstain from voting to mark in the ballot paper and raise the hand for staff to collect the ballot. For those who did not object or abstain from voting, they would be deemed to have approved according to the proposed agenda and do not need to vote in the ballot paper. To summarize the voting results in each agenda, the company will use the disapproval and/or abstention votes deduct from total entire Shareholders attend the Meeting and obtain entitlement to cast the vote

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. Kindly Vote on the ballot papers and send it to the staff. 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. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the Chairman of the meeting shall have a casting vote.

4. Upon the completion of the vote counting of each agenda item, the Chairman will inform the meeting of the voting results. The result of the votes counted will be the votes that include the votes of the shareholders who attended the meeting in person and by proxy. Each agenda will use the number of shares of the latest attendees in that agenda.

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

Agenda 1, 3, 4, 5, and 7 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 6 must be approved by not less than two-thirds (2/3) of the total number of votes of the entire Shareholders attend the meeting.

Agenda 2 is for acknowledgment.

6. In case that the shareholders have any questions and would like to inquire, the shareholders must specify first and last name, as well as inform that they're 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 required to vote by using a pen and marking a cross in your ballot in only one box as well as sign your 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 Mrs. Rattana Na Nakhon.

Mr. Pongpanu Svetarundra acts as the Chairman of the meeting (the Chairman), declared the Meeting open at 14:03 hours. The Chairman welcomed the Shareholders present at the Meeting and recorded that 10 persons hold 155,097,401 shares and proxy 22 persons hold 159,272 ,500 shares, total shareholders and proxy were attending the meeting are 32 persons which total 314,369 ,901 shares that is accounted for 78.5925 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 Year 2021**

The Chairman declared that the Board of Directors 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 2021 AGM.

However, in Agenda 5, in the part of the text explaining the voting results of the re-election of Director(s) retiring for the year 2021. The 3rd director who retired by rotation, Vitthaya Inala, Ph.D. The Chairman proposed to cut off the word "remarks" between 2 tables showing the wrong score and the table showing the actual score. And the meeting agreed as the chairman proposed.

Ms. Rarunrorn invited the shareholders to ask or comment.

Vitthaya Inala, Ph.D., Vice Chairman of the Board of Directors proposed to the meeting that for transparency, we must collect the ballots in every agenda. All shareholders wishing to vote, approve, disapprove or abstain. Shall vote and send the ballots to the staff to count the votes.

The Chairman asked the meeting whether agreed with Vitthaya Inala, Ph.D proposed regarding votes count? The meeting agreed and therefore proceeded the meeting by vote count as proposed by Vitthaya Inala, Ph.D.

When there was no one raised any 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 Year 2021 which was conducted on April 22nd, 2021 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.

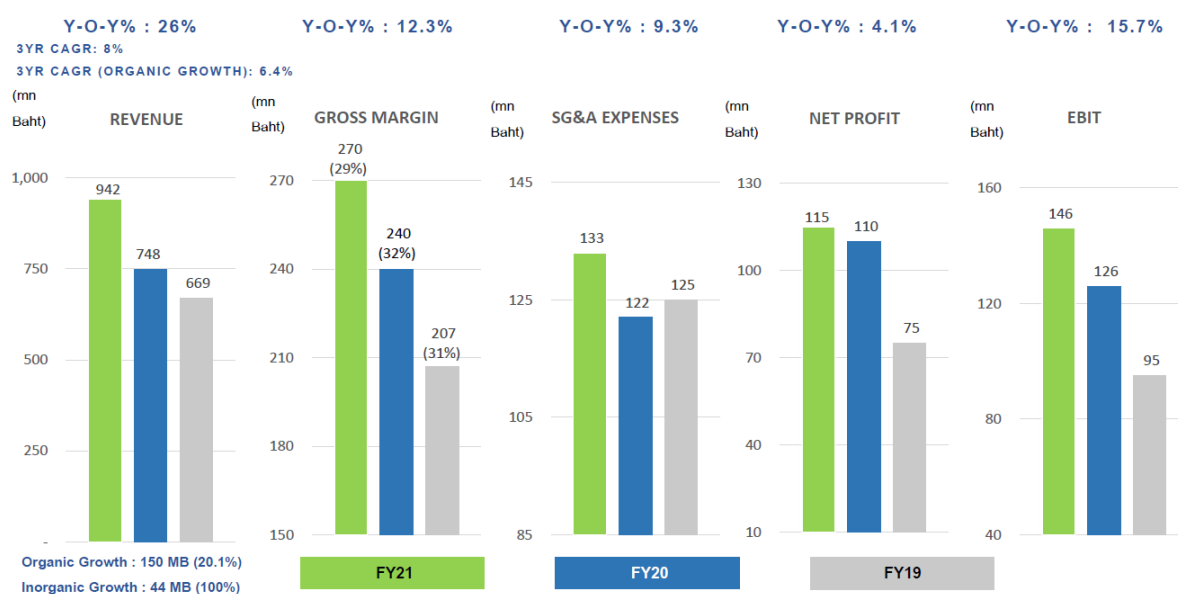
Total shareholders to attend in this meeting 32 persons total 314,369,901 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,279,101	99.9711
Disapproved	0	0.0000
Abstained	90,800	0.0289
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

Agenda 2 Consider and acknowledge the Company's Operating Performance for the Year 2021

The chairman invited Vitthaya Inala, Ph.D., summarized the performance of the company for the year 2021 and the future business plan.

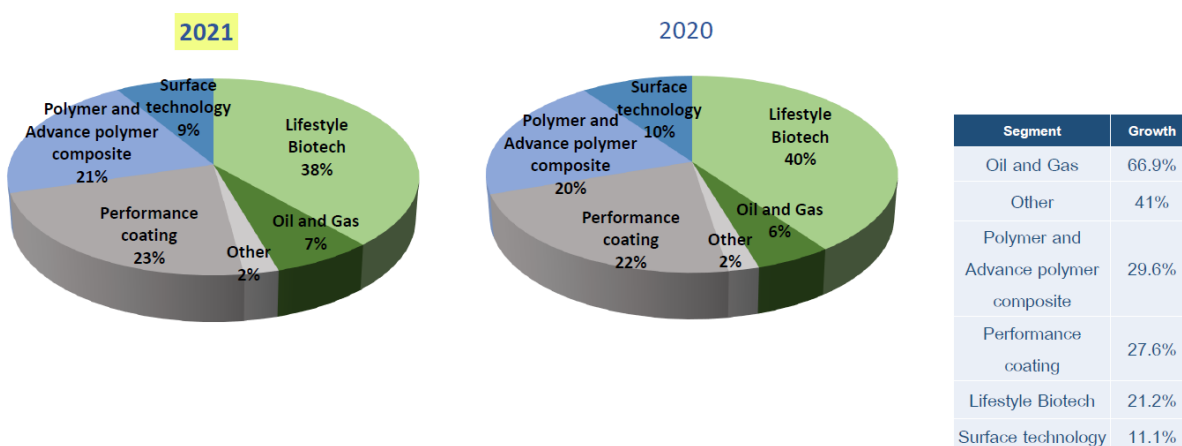
The summary of the main business overview of MGT, details as follows;





Financial Ratio	FY21	FY20	FY19
A/R Turnover (days)	68	69	86
A/P Turnover (days)	28	24	26
Inventory Turnover (days)	65	49	63
Cash Conversion Cycle (days)	105	95	123
Debt/Equity	0.38	0.16	0.15
Net Debt/Equity	-0.16	-0.33	-0.05

Net Debt equity is negative because the company has no debt. We have cash on hand, more investments are made in M&A. It is an investment that will yield more returns to shareholders.



Vitthaya Inala, Ph.D., declared to the meeting regarding operate business in the midst of the Russia-Ukraine war. Sanctions on Russia caused the cost of goods especially the cost of chemical products higher. Due to shortage of raw materials, because almost 99% of chemical products come from crude oil and crude oil refining. The US currency strengthens, the baht weakens. It's affected people's livelihoods. But MGT has achieved the goal that we must have good management. We discussed with suppliers, customers and our team on how to deal with it. In these days, the most common problem is shipment delay. But we manage this by discussing with our suppliers and customers. The MGT team is small but flexible and the causes of high inventory is because we keep stocks. There is opportunity in every crisis, therefore sales in Q1 is expect to meet our target. However, it still cannot disclose because the Board of Directors has not yet conducted. **Russia-Ukraine War is an opportunity for MGT.**

As for the US-China trade war, China has managed the risks by relocation of their production bases to ASEAN. Therefore, there is an opportunity to come to Thailand. Which MGT has discussed with Chinese suppliers about collaborating for OEMs and selling products in ASEAN and export to America. Hence, when there is a crisis, MGT will always have opportunities.

Future business plan

Vitthaya Inala, Ph.D., declared to the meeting about the business plan for the next 10 years, 2021 – 2030. In the current era where technology is changing rapidly. In order to fighting in the midst of a competitive environment in a rapidly changing world, the heart of MGT's competition is our partners. In 2021, the rate of new employees (New Gen) recruited by the company which has both graduated from abroad and famous universities in Thailand are about 20-25%. This year we invest in human resources. We engaged with SkillLane, which is an online learning platform company, to develop people. Which can be easily learned through online anytime, anywhere, whenever and wherever to develop and bring out the full potential of the personnel to prepare for future competitions. This investment in human resource development comes from Employee satisfaction survey. Therefore, the Company provides an online learning platform as requested by employees. The Company has also prepared a satisfaction assessment form for customers and suppliers. In order to use the assessment results for further improvement in business operations. As for the new subsidiary that we acquired, we have brought the platform that we specialize in, such as the SAP, to train them.

- We aim to run a Green chemistry business.

- Global trends: MGT will not work in old-fashioned way. We think and come up with new ideas all the time, see what trends in the world are going to be. Today's world temperature is rising from climate change and global warming. The Thai government has supported electric vehicles, which we are interested in this section.

- Power Plants: most of the power plants use coal because the cost of coal is cheap. But there is a disadvantage, which is the emission of carbon dioxide (CO₂). We're looking at how to make good use of this carbon dioxide (CO₂), which we also have a project on this.

- Biotechnology: from now on, people will have a longer life expectancy. Because have medicines, cell therapy, which we are interested in and has discussed with one agency but still cannot disclose.

- After MGT being listed on the Market for Alternative Investment (mai), where MGT made its first trading on February 23, 2017, this year marks the fifth year that we have been a member of mai. After becoming a member of mai, we have acquired two subsidiaries. Which are Megachem Plus Limited (MGTP), MGT holds 80% of all issued and paid-up ordinary shares. Total investment amount is 124,000,000 baht. MGTP engages in the business of importing and distributing " Denatured ethanol " for distribution in various industries that use ethanol as an ingredient. And Green Leaf Chemical Company Limited (GLC), which MGT holds 55% of all issued and paid-up ordinary shares, with a total investment of 82,500,000 baht. GLC engages in the business of importing and distributing raw materials for the production of cosmetics, food supplements, and perfumes, including in the service of testing the effectiveness and safety of cosmetic products and various consumer products. Total investment in 2 companies amounting to 206.5 million baht. Which MGT used the profit to acquire, no capital increase. In addition, in the past 5 years, we have paid dividends in total of 216 million baht (including dividends that will be approved in this general meeting of shareholders). Therefore, we would like to inform the shareholders that from the beginning, we operate business with intention and transparency according to the company slogan "Do it right" for the best interests of shareholders.

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 2021.

Agenda 3 Consider and approve the Company's financial statements as of December 31, 2021

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 Vitthaya Inala, Ph.D., to report financial highlight of year 2021 and propose to the meeting to consider and approve these financial statements for fiscal year ended December 31, 2021 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.1/2022 on Feb 17,2022.

Vitthaya Inala, Ph.D., summarized as details below;

Financial highlight	Unit : Baht
Annual 2021	Consolidated
	Financial Statements
Statement of financial Position	
Total Assets	855,737,558
Total Liabilities	208,030,416
Total Shareholder's equity	647,707,142
Unappropriated RE	184,765,564
Statement of comprehensive income	
Total Revenues	951,923,347
Total Expenses	805,525,829
Net Profit	114,523,633
Earning per share	0.26

The speaker invited the shareholder to ask or comment.

When there was no one raised any questions and opinions, 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, 2021 with 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 32 persons total 314,369,901 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,369,901	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

Agenda 4 Consider and approve the dividend payment for year 2021 performance

The Chairman declared to the meeting that The Board of Directors considered and opined to propose the meeting to consider and approve the dividend payment for year 2021 performance as following details;

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, 2021; the Company gained net profit from 2021 operating performance of Baht 101,414,589 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 14,153,325. Therefore, the Company must allocate additional legal reserve of Baht 5,071,000. In conclusion, the Company completely allocated legal reserve at Baht 19,224,325, not less than 5% prescribed by laws. The Board, thus, deemed appropriate to propose the Meeting to approve legal reserve stated above.

2. The Board of Directors deemed it appropriate to propose the Shareholders' Meeting to consider and approve dividend payment at the rate of Baht 0.15 per share and according to the company has already paid interim dividends on September 03, 2021 at the rate of Baht 0.03 per share, totaling Baht 12,000,000. Therefore, the outstanding dividend payment at the rate of Baht 0.12 per share, total outstanding amount was Baht 48,000,000. Total Dividend Payment of Baht 60,000,000 paid to the Shareholders obtain entitlement to receive dividend, record date on May 6, 2022 and will pay dividends to shareholders on May 20, 2022 which in accordance with dividend payment policy of the company.

The speaker invited the shareholder to ask or comment.

Mr. Chaleaw Puttan, Members of Shareholders' Right Protection Volunteer Club of Thai Investors Association asked that according to the information stated in the AGM invitation letter, the company has allocated an additional legal reserve of 5,000,000 baht, which will not be complete according to Section 116 of the Public Limited Companies Act, which stipulates that the company must allocate at least 5% of the net profit as a reserve fund. Therefore, would like the directors to clarify in this part.

Vitthaya Inala, Ph.D., explained that the information in the financial statements for the year Ending December 31, 2021 specified the number of appropriations of retained earnings in the amount of 5,071,000 baht, which is correct information. But in the AGM invitation letter stated wrong information. Therefore, would like to inform the shareholders that the Company has already allocated legal reserves which is in accordance with the Public Limited Companies Act, Section 116, which states that companies must allocate at least 5% of their net profits.

When there was no one raised any questions and opinions, the Chairman summarized the meeting resolution as follows;

Resolutions: The meeting considered and then unanimously resolved to approved dividend payment from 2021 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 32 persons total 314,369,901 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,279,101	99.9711
Disapproved	0	0.0000
Abstained	90,800	0.0289
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2022

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

1. Mr. Pongpanu Svetarundra Board Chairman/ Independent Director/
Member of the Audit Committee
2. Mrs. Busaraporn Prathoomrat Director/DCEO
3. Mr. Tan Bock Chia Director

To comply with the principles of Good Corporate Governance, before proceeding the meeting in this agenda, Mr. Pongpanu Svetarundra invited Vitthaya Inala, Ph.D., Vice Chairman to act as the chairman of the meeting in this agenda. After that Mr. Pongpanu Svetarundra and Mrs. Busaraporn Prathoomrat left the meeting room and Mr. Tan Bock Chia whose attended the meeting via electronic media. (located in the Republic of Singapore) abstained from voting and commenting. And Vitthaya Inala, Ph.D., the Chairman declared to the meeting that the Board of Directors considered and deemed appropriate to propose the meeting to consider and re-elect Mr. Pongpanu Svetarundra, and Mrs. Busaraporn Prathoomrat to be re-elected for another term. And proposed to appoint Mr. Yau Thiam Hwa as a director to replace Mr. Tan Bok Chia. In order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2022 on February 17, 2022 already endorsed the said nomination. Profiles of those nominated Directors appeared in the attached documents along with the meeting invitation letter.

The speaker invited the shareholder to ask or comment.

When there was no one raised any questions and opinions, the Chairman summarized the meeting resolution as follows;

Resolution: The meeting considered and then unanimously resolved to re-elect Mr. Pongpanu Svetarundra, and Mrs. Busaraporn Prathoomrat to be re-elected for another term and proposed to appoint Mr. Yau Thiam Hwa as a director to replace Mr. Tan Bok Chia 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 32 persons total 314,369,901 shares.

1. Mr. Pongpanu Svetarundra Board Chairman/ Independent Director/

Member of the Audit Committee

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,279,101	99.9711
Disapproved	0	0.0000
Abstained	90,800	0.0289
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

2. Mrs. Busaraporn Prathoomrat Director/DCEO

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,279,101	99.9711
Disapproved	0	0.0000
Abstained	90,800	0.0289
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

3. Mr. Yau Thiam Hwa Director

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,279,101	99.9711
Disapproved	0	0.0000
Abstained	90,800	0.0289
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

Before starting the meeting in Agenda 6, the Chairman invited all three directors to participate in the meeting and allowed to offering opinions as before and invited Mr. Pongpanu Svetarundra to act as the chairman of the meeting as before.

Agenda 6 Consider and approve the remuneration of directors for the year 2022

In order to comply with the good corporate governance principles, the Chairman invited Mr. Somnuk Bomrungsalee, who has a special interest in this agenda to leave the meeting room.

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 2022 at total amount not exceeding Bath 2,000,000 as endorsed by the N&R Meeting No.1/2022 on February 17, 2022 with the following details;

Position	Type of director	Year 2021	Year 2022
1. Meeting Allowance/ Per Attendance		(Baht)	(Baht)
Chairman of the board of Directors	Independent Director	20,000.00	20,000.00
Directors	Independent Director	10,000.00	10,000.00
Chairman of the Audit Committee	Independent Director	15,000.00	15,000.00
Audit Committee Members	Independent Director	10,000.00	10,000.00
Chairman of the Nomination and Remuneration Committee	Independent Director	15,000.00	15,000.00
Nomination and Remuneration Committee Members	Independent Director	10,000.00	10,000.00
2. Monthly Allowance			
Chairman of the board of Directors	Independent Director	20,000.00	20,000.00
Board of Directors	Independent Director	15,000.00	15,000.00
3. Estimate Annual Bonus	Director	100,000.00 Only Independent Director	*Independent Director 100,000.00 *Minimum 50,000 for non- independent directors
4. Life Insurance for Independent Directors		40,000 per person	**52,546 per person
5. Total Liability Insurance for directors and officers (D&O) totaling 150 Million Baht.			

Remark: * In year 2022, Independent Directors receive estimated annual bonuses = 100,000 baht/person
and Non-Independent Director receive estimated annual bonuses = Minimum 50,000 baht/person

**In year 2022, life insurance for independent directors (premium) increased = 52,546 baht/person.

The speaker invited the shareholder to ask or comment.

When there was no one raised any questions and opinions, 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 2022 with 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 32 persons total 314,369,901 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,078,401	99.9073
Disapproved	0	0.0000
Abstained	291,500	0.0927
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

Agenda 7 Consider and approve appointment of Auditor and Audit Fee for the year 2022

The Chairman declared that 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 detailed below;

- | | | |
|------------------|---------------|----------------------|
| 1. Ms. Supanee | Triyanantakul | CPA No. 4498, and/or |
| 2. Mr. Preecha | Arunnara | CPA No. 5800, and/or |
| 3. Ms. Isaraporn | Wisutthiyan | CPA No. 7480 |

to be the Company's Auditors for the Year 2022 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 56-1 One report) 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 2022 for the sixth year since the company was listed on the stock exchange. In year 2022, the list of auditors from EY Office Company Limited was changed from the former to a new auditor. The list of names appears as aforementioned detailed, which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-1 One report) including monitoring and reviewing financial statements of the Company every quarter. The Company's total audit fee proposed is not exceeding 1.9 MB, excluding other expenses.

The speaker invited the shareholder to ask or comment.

When there was no one raised any questions and opinions, 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 2022 and approved the determination of audit fee for the Year 2022, which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-1 One

report) including monitoring and reviewing financial statements of the Company every quarter. The Company's total audit fee proposed is not exceeding 1.9 MB, excluding other expenses.

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 32 persons total 314,369,901 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	314,279,101	99.9711
Disapproved	0	0.0000
Abstained	90,800	0.0289
Voided Ballot	0	0.0000
Total	314,369,901	100.0000

The Chairman invited the shareholders to ask for furthermore information or comment.

When there is no question, The speaker explained to the shareholders for their consideration and acknowledgment of the submission of the next year AGM's invitation letter (Year 2023). By submit the invitation letter with the agendas, annual report and other documents in QR Code format. In order to increase efficiency and facilitate investors to access information of listed companies conveniently and quickly and can reduce the cost of listed companies and reduce the use of resources for long term sustainability

When there was no one raised any questions and opinions, the Chairman thanked all the attendees and closed the meeting at 16:00 hours.

The Chairman of the meeting

Mr. Pongpanu Svetarundra

Chairman of Board of Director

Minute by

(Ms. Nipaporn Charoenworaprachaya)

Company Secretary

**Profiles of the nominated persons to be elected as directors
Megachem (Thailand) Public Company Limited**

General Information

Name - Surname: Mr. Chew Choon Tee
Age : 62 years
Nationality : Malaysian
Address : 18 Springleaf Height Singapore 788112

Education Information

- **Bachelor’s Degree: Bachelor of Science Degree in Chemistry**
Institution: University of Guelph Ontario Canada
- **Bachelor of Arts program in Business Administration**
Institution: University of Guelph Ontario Canada

Working Experience

Period	Position	Company
2005 - Present	Director	Megachem (Thailand) Public Company Limited
2011 - Present	Chairman of the board	Megachem Ltd
2011 - Present	Director	Megachem Manufacturing Pte Ltd
2011 - Present	Director	Megachem Raya Pte Ltd
2011 - Present	Director	Megachem (Shanghai) Pte Ltd
2011 - Present	Director	PT. Mega Kemiraya
2011 - Present	Director	Megachecm International Trade (Shanghai) Co.,Ltd
2011 - Present	Director	CN Chemicals Sdn Bhd
2011 - Present	Director	Megachem Phils, Inc
2011 - Present	Director	Megachem (UK) Ltd
2011 - Present	Director	Megachem Middle East FZE
2011 - Present	Director	Megachem Vietnam Company Ltd
2011 - Present	Director	MGI Chemicals Pvt Ltd
2011 - Present	Director	MGI Chemicals Australia Pty Ltd
2018 - Present	Director	Megachem Plus Limited.

Note: Not involved with other businesses that may cause a conflict of interest with the company.
None of the Directors / Management in other businesses in Thailand

**Meeting attendance of Board of Directors Meeting and Sub-Board of
Megachem (Thailand) Public Company limited in the year 2022**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2022				
No.	NAME	BOD	AC	NRC
1	Mr. Chew Choon Tee	5/5	-	-

Position Information

Position: Director

Date of Appointment: 2005

The term of office after appointment: 17 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 6 years

The term of office: 3 years

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

Information of directors' shareholding for the year 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Chew Choon Tee	-NIL-	-NIL-	-NIL-	-NIL-

Proposed Position: Director

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2023

**Profiles of the nominated persons to be elected as directors
Megachem (Thailand) Public Company Limited**

General Information

Name - Surname: Assoc. Prof. Montree Socratyanurak
Age : 66 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	Directors	Learn Tech Co., Ltd.	Non-listed company
2012 - Present	Independent Director/ Chairman of the 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/ NRC Committee/ Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company

Period	Position	Company	Remark
2016 - Present	Chairman of the Board	THAI PLASTIC INDUSTRY (1994) PUBLIC COMPANY LIMITED	Listed company
2017 - Present	Directors	Bioviva Corp. Co., Ltd.	Non-listed company
2020 - Present	Chairman of the Audit Committee/ Independent Director	CLOVER POWER PUBLIC COMPANY LIMITED	Listed company
2021 - Present	Directors	World Wellness Trip Co., Ltd.	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 Meeting and Sub-Board of
Megachem (Thailand) Public Company limited in the year 2022**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2022				
No.	NAME	BOD	AC	NRC
1	Assoc. Prof. Montree Socratyanurak	5/5	4/4	2/2

Position Information

Position: Chairman of the Audit Committee/ NRC Committee and Independent Director

Date of Appointment as a Director: 25 August 2015

The term of office after appointment: 7 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 6 years

The term of office: 2 years

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

Information on directors' shareholding for the year 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Assoc. Prof. Montree Socratyanurak	-NIL-	-NIL-	-NIL-	-NIL-

Proposed Position: Chairman of the Audit Committee/NRC Committee/ Independent Director

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2023.

**Profiles of the nominated persons to be elected as directors
Megachem (Thailand) Public Company Limited**

General Information

Name - Surname: Vitthaya Inala, Ph.D.

Age : 64 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

Training Course

- ผู้บริหารระดับสูง Capital Market Academy Class: 13 (วตท.13)
- การเมืองการปกครองในระบอบประชาธิปไตยสำหรับนักบริหารระดับสูง รุ่นที่ 16 (ปปร.16)

Work Experience

Period	Position	Company	Remark
1992 - Present	Director/ NRC Committee/ Chief Executive Officer	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 Co., Ltd.	Company in the Republic of the Union of Myanmar
2021 - Present	Director	Mega Fuji Graphite Limited	Non-listed company
2021 - Present	Director	Green Leaf Chemical Co., Ltd.	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 Meeting and Sub-Board of
Megachem (Thailand) Public Company limited in the year 2022**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2022				
No.	NAME	BOD	AC	NRC
1	Vitthaya Inala, Ph.D.	5/5	-	2/2

Position Information

Position: Director and NRC Committee

Date of Appointment: 05 October 1992

The term of office after appointment: 30 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 6 years

The term of office: 2 years

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

Information on directors' shareholding for the year 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Vitthaya Inala, Ph.D.	150,726,000	150,726,000	150,726,000	150,726,000

Proposed Position: Director and NRC Committee

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2023.

**Profiles of the nominated persons to be elected as directors
Megachem (Thailand) Public Company Limited
(Nominated as new directors)**

General Information

Name – Surname : Mr. Varit Inala
Age : 24 years old
Nationality : Thai
Address : 25 Soi chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew
Lat Krabang, Bangkok 10520

Education Information

- Bachelor of Science in business administration
Boston University

Training Course

- Boardroom Success through financing & Investment
Thai Institute of Directors
- Sustainable Business Strategy
Harvard business school

Work Experience

ช่วงเวลา	ตำแหน่ง	หน่วยงาน	หมายเหตุ
June 2020 - Present	Corporate Development Manager	Megachem (Thailand) Public Company Limited	Listed company
2020 - Present	Board of Management	Megachem Plus Limited	Non-listed company
2021 - Present	Director	Green Leaf Chemical Co., Ltd.	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 2022**

-None- (nominated as new directors)

Megachem (Thailand) PCL Directorship: -None- (nominated as new directors)

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

Information on directors' shareholding for the year 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Varit Inala	1,099,900	1,099,900	1,099,900	1,099,900

Proposed Position: Director

Having interest in the proposed agenda at this meeting:

- Agenda 6 Consider and approve the appointment of Mr. Varit Inala as a Company director who has authority to sign to bind the company in Company Certificate

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 it 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 20, 2023. 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.

Privacy Notice for the Shareholder's Meeting

Megachem (Thailand) Public Company Limited “the Company” realizes the importance of protecting personal information of shareholders and/or proxies attending the Annual General Meeting of Shareholders and/or Extraordinary General Meeting of Shareholders (if any) (collectively referred to as the “Shareholder Meeting”), the Company therefore prepared a Privacy Notice for the Shareholder's Meeting to inform shareholders and/or proxies about the policy of collecting, using and/or disclosing personal information of shareholders and/or proxies as well as the rights of shareholders and/or proxies as subjects of personal data.

Definition

“Company” means Megachem (Thailand) Public Company Limited.

“You” means the owner of the personal data such as a shareholder or a proxy.

“The Personal Data Protection Law” means the Personal Data Protection Act B.E. 2562 (2019) (“PDPA”) and related laws and shall include the amended law in the future

“Personal Data” means any information relating to a person which enables the identification of such Person, whether directly or indirectly, but not including the information of deceased Persons in particular according to the law on protection of personal data.

1. Personal Data For the purposes of convening and attending the Shareholders’ Meeting, the Company needs to collect your Personal Data as followings detailed;

1.1 General Personal Data such as name, surname, age, address, telephone number, identity card number, bank account details, e-mail address, fax number, shareholder’s registration number, photographs, and video recording.

When you enter the Company area where CCTV is installed, the Company will collect images from the CCTV. However, the Company does not collect audio data through the CCTV.

For shareholders and proxies who inquired during the meeting, the company may record your name and surname in the minutes of the meeting. The said minutes will be disclosed on the Company's website and send to the Stock Exchange of Thailand and Department of Business Development Ministry of Commerce and relevant regulatory agencies as required by law.

1.2 Sensitive Personal Data such as race, blood group, religion, health data, biological data, body temperature.

The company has no purpose for collecting your sensitive personal information. For this reason, the identification documents that you send to the company, such as a copy of your identification card or other official documents that contain sensitive information. You are requested to conceal the said information before submitting the documents to the company. Since it is unnecessary information for the

2023 Annual General Meeting of Shareholders, if you do not conceal such information, the company reserves the right not to be considered to collect your sensitive information.

2. Purposes of Processing Personal Data

The Company collects your personal information as you provide to the Company, such as your name, surname, address, telephone number, identification card number and other information related to the meeting for use under the following purposes

- To call the Annual General Meeting of year 2023, and the Annual General Meeting arrangement as stipulated by law.
- To send notice and/or supporting document for Annual General Meeting.
- To attached with the proxy form for the 2023 Annual General Meeting of Shareholders as stipulated by law.

However, in case that your refuse or withdraw the consent to collect or processing the aforementioned personal data before being approved to attend the meeting, you will not be able to register to attend the meeting.

3. Disclosure or Transfer the Personal Data

The Company may disclose or transfer your personal information to related persons or entities such as selected third party service providers related to meeting arrangements or information technology or to store data or webmaster as well as auditors, government agency or competent authority. The Company will disclose or transfer your personal information to the selected third-party service providers only as necessary to provide services. We will only provide these companies with the information which they need to carry out their services and they will not be permitted to use the information for other purposes.

4. Source of Personal Information

- Receive information from you directly through the channels that the company determined to verify the identity for attend AGM.
- Receive information from Thailand Securities Depository Co., Ltd. (TSD), as the Company's registrar on the latest record date.

5. Personal Data Retention Period

The company will retain your Personal Data for the period necessary to fulfil the specified purposes as defined in this Privacy Notice in accordance with the aforementioned objectives of the Annual General Meeting of Shareholders Year 2023. The Company expects to keep your personal information for 2 years starting from April 07, 2023, which is the date that the Company request for your cooperation to send the proxy documents to the company. In order to comply with the above objectives, therefore, the Company

will destruct your personal data or make it non-identifiable data in a manner that cannot be restored or reproduced when it is no required to be retained or at the end of the mention term. Whereby, the Company may retain your personal data where such retention is necessary for compliance with a legal obligation.

6. Right of Data Owner

As the owner of the personal data, you have the rights as stipulated in the PDPA, which include the right to withdraw the consent, right to access and obtain copy of your personal data, right to correct your personal data, right to request erasure or destruction of your personal data, right to request restriction of the use of your personal data, right to transfer your personal data according to the method stipulated by law, and right to object the collection, use, or disclosure of your personal data. In case of you wish to exercise any of the aforementioned rights, kindly contact by E-mail address: secretary@megachem.co.th

7. The Principles of Data Protection

The Company has in place a system to protect personal data in accordance with “Personal Data Protection Policy” of the Company from accessing unauthorized alteration and destruction. The Company using standardized security systems to protect your personal data and, in the collection, and/or disclose personal data, whether in whole or in part, the Company agrees to act in accordance with the rights and duties that are required or required to comply with the law on personal data protection

The Company has measures to secure your personal data in accordance with "Personal Data Protection Policy" of the Company from Illegal or unauthorized access, disclosure, modification and destruction. The company will restrict access to your personal information either by employees, agents or third parties. The company will allow only those who have the need to have access to that personal data in order to perform its functions; In the event that a third party processes your personal data, the Company will direct the third party to process it in accordance with the Company's instructions as appropriate.

“I agree”

“I disagree”

For the Company to collect personal data for the above purposes and acknowledged that you can withdraw this consent at any time except in the event of any legal and/or regulatory obligations with the Megachem (Thailand) Public Company Limited. And you have acknowledged that the withdrawal of such consent does not affect the processing of personal data that has been completed prior to the withdrawal of consent.

Sign _____

(_____)

Date _____

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 20, 2023, 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.

Duty
Stamp
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 64 years old, residing at
19 Soi Pipat, Silom Road, Silom Sub-district Bangrak District Bangkok 10500

5. Assoc. Prof. Montree Socratyanurak; Independent Director; Age 66 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 66 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 2023 on April 20, 2023 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 2022

- (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 2022

AGENDA 3: Consider and approve the Company's financial statements as of December 31, 2022

- (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 2022 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 2023

- (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:
- Election of all directors
- Approve Disapprove Abstain
- Election of each director as follows:
1. Mr. Chew Coon Tee
- Approve Disapprove Abstain
2. Assoc. Prof. Montree Socratyanurak
- Approve Disapprove Abstain
3. Vitthaya Inala, Ph.D.
- Approve Disapprove Abstain

AGENDA 6: Consider and approve the appointment of Mr. Varit Inala as a Company director who has authority to sign to bind the company in Company Certificate

- (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 the remuneration of directors for the year 2023

- (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 8: Consider and approve the appointment of Auditor and Audit Fee for the year 2023

- (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
(.....)

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 : 64 years old

Nationality : Thai

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

Education Information

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

Training Course

- National Defence College 2548
- Capital Market Academy class 1
- National Justice Academy 15
- Top Executive Program in Commerce and Trade, Commerce Academy
- Directors Certification Program, Institute of Directors, Thailand
- Advanced Management Program, Harvard Business School
- Public Director Certification Program (PDI-Public Director Institute) class 6
- Financial Institutions Governance Program, Thai Institute of Directors

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
2022 - Present	Chairman of The Board of Directors	TVD Holdings Public Company Limited	Listed company
2022 - Present	Chairman of The Board of Directors	ORNSIRIN HOLDING 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 2022**

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2022				
No.	NAME	BOD	AC	N&R
1.	Mr. Pongpanu Svetarundra	5/5	4/4	-

Megachem (Thailand) PCL Directorship

Position: Chairman of the Board of Directors / Audit Committee Member/ Independent Director

Date of Appointment as a Director: 30 April 2015

The term of office after appointment: 7 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 6 years

The term of office: 1 year

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

Information on directors' shareholding for the year 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Pongpanu Svetarundra	-	-	-	-

Agenda with special interests in this Annual General Meeting of Shareholders:

-None-

Profile of: Assoc.Prof.Dr. Montree Socratyanurak

General Information

Name - Surname: Assoc. Prof. Montree Socratyanurak

Age : 66 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	Directors	Learn Tech Co., Ltd.	Non-listed company
2012 - Present	Independent Director/ Chairman of the 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/ NRC 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

Period	Position	Company	Remark
2017 - Present	Directors	Bioviva Corp. Co., Ltd.	Non-listed company
2020 - Present	Chairman of the Audit Committee/ Independent Director	CLOVER POWER PUBLIC COMPANY LIMITED	Listed company
2021 - Present	Directors	World Wellness Trip Co., Ltd.	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 2022				
No.	NAME	BOD	AC	N&R
1	Assoc. Prof. Montree Socratyanurak	5/5	4/4	2/2

Megachem (Thailand) PCL Directorship

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: 7 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 6 years

The term of office: 2 years

Number of Megachem (Thailand) PCL's shares owned

Information on directors' shareholding for the year 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Assoc. Prof. Montree Socratyanurak	-	-	-	-

Agenda with special interests in this Annual General Meeting of Shareholders:

- Agenda 5 Consider and approve re-election of Director(s) retiring for the year 2023

Profile of: Mr. Somnuk Bomrungsalee

General Information

Name - Surname: Mr. Somnuk Bomrungsalee

Age : 66 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
- Institute of Administrative Justice (Bor. Yor. Sor. 20) 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	Independent Director /Chairman of The Remuneration and Nomination Committee/ Audit Committee	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 2022				
No.	NAME	BOD	AC	N&R
1	Mr. Somnuk Bomrungsalee	5/5	4/4	2/2

Megachem (Thailand) PCL Directorship

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: 4 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 2022					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Somnuk Bomrungsalee	200,700	200,700	200,700	200,700

Agenda with special interests in this Annual General Meeting of Shareholders:

-None-

