



**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS FOR THE YEAR 2018
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED**

Date 3th April 2018

Subject: Notice of the Annual General Meeting of Shareholders for the Year 2018

Attention: Shareholders of Megachem (Thailand) Public Company Limited

Enclosure(s):

1. Minutes of the Annual General Meeting of Shareholders No.1/2017
2. Annual Report Exhibits Operating Performance and Financial Statements for the Year 2017
3. Profiles of the Persons Nominated to be the Company's Directors
4. The Company's Articles of Association in relation to Shareholders Meeting and Casting the Vote
5. Explanation of Procedures for Proxy, Registration, Identifying Documents for Attending, and Casting the Vote in Shareholders Meeting
6. Proxy Form A and B
7. Profile of Independent Directors to be Proxy
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 2018 on April 25, 2018 at 14:00 hrs. (Registration Time at 12:00 hrs.), Meeting Room MR 212-213 of Bangkok International Trade & Exhibition Centre, 88 Bangna-Trad Road (km.1), Bangna, Bangkok 10260, THAILAND** for consideration and as deem appropriate for resolution to certify, approve, acknowledge and/or endorse the followings Agendas:

Agenda 1 Consider and Certify Minutes of the Annual General Meeting of Shareholders No.1/2017

Fact and Reason: The Company held the Annual General Meeting of Shareholders "AGM" No.1/2017 on April 24, 2017 as detailed on agendas and resolutions in a 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 said minutes of AGM No. 1/2017.

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 2017

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 2017 ended December 31, 2017 be duly concluded. The Board, thus, deemed appropriate to propose the Meeting for consideration and acknowledgement of the Company's operating performance in such fiscal year 2017.

Voting: This Agenda is proposed to the Meeting for consideration and acknowledgement so that there is no any voting for this Agenda.

Agenda 3 Consider and Approve the Company's Financial Statements for Fiscal Year Ended December 31, 2017

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, 2017 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.1/2018 on February 12, 2018.

Board's Opinion: The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2017 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, 2017. (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 4 Consider and Approve Dividend Payment from 2017 Operating Performance

Fact and Reason: The Company obtains policy to perform dividend payment to the shareholders at the rate of no less than 40% (forty per cent) of net profit from the Company's individual 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 status, 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.

Board's Opinion: The Board of Directors considered and opined that in accordance with the Company's audited financial statements as of December 31, 2017; the Company gained net profit from 2017 operating performance of Baht 46,069,342 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 2,206,865. Therefore, the Company must allocate additional legal reserve of Baht 2,249,060. In conclusion, the Company completely allocated legal reserve at Baht 4,455,925 not less than 5% prescribed by laws. The Board, thus, deemed appropriate to propose the Meeting to approve legal reserve stated above.

Besides, the Board of Directors deemed appropriate to propose the Meeting to consider and approve dividend payment at the rate of Baht 0.10 per share and according to the company has already paid interim dividends on December 12, 2017 at the rate of Baht 0.03 per share, totaling Baht 12 million. Therefore, the outstanding dividend payment at the rate of Baht 0.07 per share, total outstanding amount was Baht 28 million. Total Dividend Payment of Baht 40

million paid to the Shareholders obtain entitlement to receive dividend, whose names appeared on the Company's shareholders list as of March 13, 2018 and will pay dividends to shareholders on May 14, 2018 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 2018 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 Director Election Replacing Directors Shall Be Retired by Rotation for the Year 2018

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

1. Mr.Chew Choon Tee
2. Mr.Tan Bock Chia
3. Mr.Anuporn Aroonrut

Board's Opinion: The Board of Directors considered and deemed appropriate to propose the Meeting to consider and re-elect those Directors, who shall be retired by rotation, to take their position for another term in order to that they shall perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2018 on February 12, 2018 already endorsed the said nomination. Mr..Anuporn Aroonrut; Independent Director; perform and give an independent opinion according to the relevant criteria. Profiles of those nominated Directors appeared in details on Appendix 3.

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 Determination of Director Remuneration for the year 2018

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 “NRC” in the Meeting No. 1/2018 on February 12, 2018, 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 2018 at total amount not exceeding 1.5 MB.

Board’s Opinion: The Board of Director considered and deemed appropriate to propose the Meeting to consider and approve the determination of remuneration for the Board, Chairman of the Board, the Audit Committee, Chairman of the Audit Committee, the Nomination and Remuneration Committee, and Chairman of the Nomination and Remuneration Committee for the Year 2018 same as the year 2017 at total amount not exceeding 1.5 MB as endorsed by the NRC Meeting No.1/2018 on February 12, 2018 with the following details: with effective since May 2018 onwards;

1. Allowance for the Board of Directors Meeting

Position	Allowance per Meeting (Baht)	
	2017	2018
Chairman of The Board of Directors	22,500	20,000
Board Member	12,500	10,000

2. Allowance for Audit Committee Meeting

Position	Allowance per Meeting (Baht)	
	2017	2018
Chairman of Audit Committee	17,500	15,000
Audit Committee Member	12,500	10,000

3. Allowance for Nomination and Remuneration Committee

Position	Allowance per Meeting (Baht)	
	2017	2018
Chairman of Nomination and Remuneration	17,500	15,000
Nomination and Remuneration Committee Member	12,500	10,000

4. Monthly Allowance for Independent Director

Position	Allowance per Month (Baht)	
	2017	2018
Chairman of The Board of Directors	-	20,000
Board Member	-	15,000

5. Estimated Annual Bonus Baht 100,000 per person
6. Directors & Officers Liability Insurance (D & O) totaling Baht 150 million
7. Life Insurance for Independent Director which the insurance premium does not exceed Baht 40,000 per year.

* Directors, who are the Company's Management are not entitled to receive the above remuneration.

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 the Appointment of Auditor and the Determination of Audit Fee for the Year 2018

Fact and Reason: The Office of Securities and Exchange Commission "SEC" specified that preparation and disclosure of financial statements of the company issuing securities must comply with standards of accounting and financial report determined by Federation of Accounting Professional, which conform to international standards of accounting and financial report as well. In addition, the auditors certified by SEC must audit quarterly or annually financial statements including monitor and review financial statements of the company issuing securities every quarters in order to ensure that the investors shall receive accurate and complete information. Such auditors obtain authority to audit, review, prepare, and comment on the company's financial statements. Furthermore, the said auditors must be independent and not obtain any relationship with neither the company nor its Management. Therefore, the Audit Committee in the Meeting No.1/2018 on February 12, 2018 considered and deemed appropriate to propose the Board of Directors to consider the appointment of auditors from EY Company Limited as the followings:

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

Audit Committee's Opinion: The Audit Committee considered and deemed appropriate to propose the Meeting to consider and approve the appointment of the above-mentioned auditors from Board of Director.

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 2018 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 financial report (Form 56-1) covering annual report (Form 56-2) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2018 for the second year since the company was listed on the stock exchange which is the fee for auditing quarterly and annually financial statements including monitoring and reviewing financial statements of the Company every quarters at 1.9 MB decreased from the previous Year 2017 fifty thousand Baht. Additionally, the fee for auditing the form to disclose information and financial report (Form 56-1) and annual report (Form 56-2) was also proposed at Baht 100,000. In conclusion, the Company's total audit fee proposed is not exceeding 2 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.

Agenda 8 **Consider and Approve Amendment of regulations in accordance with Public Limited Companies Act revised version of Order of the Head of the National Council for Peace and Order No. 21/2560 On Amendments of Laws to Facilitate the Ease of Doing Business**

Fact and Reason: Refer to Royal Thai Government Gazette Volume 134, Special Section 97 D Page 50, April 4, 2017 Clause 9; The provisions of Section 100 of the Public Limited Companies Act BE 2535 shall be repealed and the following text shall be substituted for the Articles of Association of the Company in Chapter 6 of the Shareholders' Meeting;

Former Article of Associate

Clause 36 The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends.

Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting whenever it deems appropriate;

Shareholders holding shares in the aggregate number of not less than one-fifth of the total number of shares sold, or not less than twenty-five shareholders holding shares in the aggregate number of not less than one-tenth of the total number of shares sold, may, by subscribing their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors must cause a meeting of shareholders to be held within one month as from the date of receipt the written request from the shareholders;

New Article of Associate:

Clause 36 The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends.

Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting whenever it deems appropriate;

Shareholders holding shares in the aggregate number of not less than 10% of the total number of shares sold may subscribe their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors

must cause a meeting of shareholders to be held within forty-five days as from the date of receipt the written request from the shareholders; In case, the Board does not arrange a meeting within the period specified in the third paragraph. Shareholders or other shareholders who have the number of shares required to attend the meeting shall be within forty (45) days from the date of the expiry of the period specified in paragraph three. In such case, it shall be considered as a meeting of shareholders to be called by the Board of Directors. The company is responsible for the expenses incurred by the meeting and facilitate as it should be.

In the event that the meeting of shareholders is called for the meeting according to the shareholder under paragraph four, the number of shareholders attending the meeting does not constitute a quorum as stipulated in no.38, the shareholders under paragraph four shall jointly be responsible for the expenses incurred from the holding of such meeting.

Board's Opinion: It is considered appropriate for the meeting of shareholders to approve the amendment of regulations

Voting: This Agenda must be passed by majority vote of the entire Shareholders which is not less than third-fourth who attend the Meeting and obtain entitlement to cast the vote.

Agenda 9 Consider Other Business (If Any)

The Shareholders would be, therefore, invited to attend **the Annual General Meeting of Shareholders for the Year 2018 on April 25, 2018 at 14:00 hrs., Meeting Room MR 212-213 of Bangkok International Trade & Exhibition Centre, 88 Bangna-Trad Road (km.1), Bangna Tai, Bangna, Bangkok 10260, THAILAND.** In this regard, The Company shall allow the Shareholders for registration to attend the Annual General Meeting of Shareholders for the Year 2018 as 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 4. 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 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

B enclosed 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 19, 2018** 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 13, 2018 for the Shareholders obtaining entitlement to attend the Annual General Meeting of Shareholders for the Year 2018.

Sincerely yours,

By Resolution of The Board of Megachem (Thailand) PCL

Mr. Vitthaya Inala - Director



(Translation)

MINUTED OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2017
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED

Date, Time, and Place: 24th April, 2017 at 14:00 hrs.

: Board Room 4 Zone C, Queen Sirikit National Convention Center, No. 60 New Road, Klongtoey District, Bangkok 10110

Ms. Darin Prinyakul acts as speaker for the meeting and announced to the meeting that at 14:00 hrs has shareholders 25 persons hold 155,744,970 shares and proxy 37 persons hold 149,571,600 shares, total shareholders and proxy attend the meeting are 62 person which total 305,316,570 shares that is 76.3291 % thus forming a quorum for the Meeting comply to Company's Article of Association, prior to start the meeting the speaker has recommend the Director, Auditor and Financial advisor to shareholders as following:

Directors:

- | | |
|---------------------------------------|--|
| 1. Assoc. Prof. Montree Socratyanurak | Independent Director / Chairman of Audit Committee |
| 2. Mr. Anuporn Aroonrut | Independent Director/ Chairman of N&R Committee |
| 3. Dr. Vitthaya Inala | Director / CEO |
| 4. Mr. Chew Choon Tee | Director |
| 5. Mrs. Busaraporn Prathoomrat | Director / Deputy CEO |
| 6. Mr. Tan Bock Chia | Director |

Auditor: EY Office Limited

1. Ms. Maywan Suangkomol
2. Ms. Pojwaree Choowong

Financial Advisor: Capital Nomura Securities PLC

1. Mr. Akejak Buahapakdee
2. Mr. Sita Tansiri

The Speaker has explain the meeting and voting method as following;

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

2. Any shareholder has conflict of interest in any agenda is not obtain entitlement to cast the vote. However in the matter of nominating of director every shareholders obtain entitlement to cast the vote unless in agenda of Consider and Approve the Determination of Director Remuneration for the year 2017 in order to comply with Good Corporate Governance, any shareholder who is director not obtain entitlement to cast the vote in this agenda.

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

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

In order to comply with Good Corporate Governance in agenda 5, Consider Director Election Replacing Directors Shall Be Retired by Rotation for the Year 2017, all shareholders wishing to vote, approve, disapprove or abstain. Vote on the ballot papers and send them to the staff vote count. Each shareholder will use the existing votes to elect one or several directors. In the case of the election of several persons, the number of votes for each director cannot be divided. The persons who receive the highest number of votes in descending order shall be elected as directors in the number of directors to be elected. In cases where the persons elected in descending order have the same number of votes in excess of the number of directors to be elected, The President is the casting vote.

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

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

Agenda 1 Agenda 3 Agenda 4 Agenda 5 Agenda 6 and agenda item 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 2 and Agenda 8 are for acknowledgment.

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

Due to the Chairman of the Board of Directors could not attend this meeting. By virtue of the Public Limited Company Act, Section 104 requires the shareholders to elect the chairman of the meeting. By Ms. Nipaporn Charoenworaprachaya, proxy, has nominated Dr. Vitthaya Inala as chairman of the meeting. There is no objection. Dr. Vitthaya Inala has been chairing the Annual General Meeting of Shareholders for the year 2016.

Dr. Vitthaya Inala informed to the meeting that this AGM meeting will based on

1. The Public Limited Companies Act BE 2535
2. Securities and Exchange Act BE 2535, Revised Edition, BE 2542, Amended BE 2551, Amended BE 2559
3. Other related laws
4. MGT's Article of Association

The Chairman has start the meeting as following agenda

Agenda 1 Consider and Certify Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 (after Conversion to be Public Limited Company)

The Chairman proposed the Meeting to consider and certify the minutes of Extraordinary General Meeting of Shareholders "EGM" No.1/2016 on August 24, 2016 (after conversion to be public limited company) as detailed on agendas and resolutions in a copy of minutes enclosed with Notice (Appendix 1) as the Board of Director considered and opined that covering duly resolved and took minutes in accordance with the Company's Articles of Association and laws concerned.

Ms. Darin invited the shareholder to ask or comment, once no furthermore question or comment the speaker request the meeting to casting the vote

Resolution: The Meeting considered and unanimously resolved to certify minutes of EGM No.1/2016 (after conversion to public limited company)

In this agenda has addition 1 participant held 6,800 shares.

Total shareholders to attend in this meeting 63 persons total 305,323,370 shares.

Shareholder	Votes	Percentage (%)
Approved	305,323,370	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	305,323,370	100.0000

Agenda 2 Consider and Acknowledge the Company's Operating Performance for the Year 2016

The Chairman has described the nature of MGT's business to the shareholders, MGT is solution provider and distributor of Specialty Chemical in industry without our specialty chemical the Petrochemical or Plastic manufacturer such as PE, PP or Adhesive or binder or other will unable to produce their products, MGT sold the initiator of polymerization, the major customers are located in Map Ta Put, Laem Cha Bang Industrial Estate area for example Paint manufacturer, Glue Manufacturer, etc. MGT paid the dividend to shareholders since 1999 until 2016 more than six hundred million baht, on Feb 23,2017 listed in "mai" with IPO price 1.89 baht, currently MGT duty is make the highest profit and for future project MGT plan to have 70% of organic growth and 20-30% of inorganic growth and will expand more business with Chinese partner.

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

Mr.Pongsathorn Wanichsatian, proxy, would like to know what is Company's risk.

The Chairman explained that mostly we have risk management that covered to exchange rate, riot, neighboring countries, disaster for example in case flooding the employee can work from home and invited Ms.Busaraporn Prathoomrat, Deputy CEO to explain more about DR site, Ms.Busaraporn informed that Company has settle the DR site with deposit at National Broadcasting and Telecommunication Commission if have any disaster the employee can access to this DR site.

Mr.Pongsathorn Wanichsatian, proxy, asked how to storage and how to preventive accident

The Chairman explained that Company have training system, all of driver must owned the driving license type 4, as well as have been trained about the Dangerous Class Cargos Symbol, the staff knowledged the segregate items for storage or logistics, also use SAP for location management.

Mr.Pongsathorn Wanichsatian, proxy, asked in the past MGT ever faced any accident or not

The Chairman explained that we never occurred any accident as past, the Company met to customer's safety standards, our truck has the tail-lift when unload cargo in customer's place.

Mr.Pongsathorn Wanichsatian, proxy, asked has Insurance insured all risk for MGT

The Chairman explained that we have insured all risk, and every morning we have tested all logistics staff's alcohol level.

No furthermore question then the speaker informed that this agenda is proposed to the Meeting for consideration and acknowledgement so that there is no any voting for this Agenda.

Resolution: The Meeting acknowledged the information as Chairman's updated.

Agenda 3 Consider and Approve the Company's Financial Statements for Fiscal Year Ended December 31, 2016

The Chairman referred 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 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, 2016 together with the Auditor's report had been duly audited by certified auditor of the Company and already got endorsement from the Audit Committee has been sent to shareholder together notice, the Chairman invited Mr. Sakesun Vipusitwalakul to report this agenda;

Mr. Sakesun summarized as below;

(Million baht)	Consolidate FS (Equity)					Separate FS				
	FY'16		FY'15		%	FY'16		FY'15		%
Income Statement	MB	%	MB	%	Inc./Dec.	MB	%	MB	%	Inc./Dec.
Total Revenue	567		536		5.7	567		536		5.7
Cost of Sales	410	73.1	391	73.7	4.9	410	73.1	391	73.7	4.9
Gross Profit	151	26.9	140	26.3	7.9	151	26.9	140	26.3	7.9
Total Expense	120	21.2	102	19.1	17.5	120	21.2	102	19.1	17.5
Gain (Loss) from impairment of investment in associate	-3	-0.6	2	0.4	-268.5	0	0.0	-20	-3.7	-100.0
Net Profit	33	5.7	45	8.3	-27.2	36	6.3	23	4.3	55.6
**EBIT	45	7.9	58	10.9	-23.3	48	8.5	37	6.9	31.1
Financial Ratio	FY'16		FY'15		%	FY'16		FY'15		%
Return on Assets	10%		11%		-12.4	11%		6%		89.5
Return on Equity	15%		14%		3.6	16%		7%		126.6

The Chairman requested shareholder is there any furthermore question

Mr. Krait Sumongkoltanakul, shareholder, questioned why in Statement of comprehensive income gain on investment in associate in year 2015 gain 10 million but non figure in year 2016 and what is the trend of Vertis Latex business;

Mr. Sakesum explained that the profit of 10.67 million baht was due to the merger made in the year 2015 and will not occur again. In terms of business trends, in year 2016 lost is decreased if compare to 2015, and now the CEO is considering what to do next as the situation is improving.

Mr. Kriat asked why Loss from impairment of investment in associate in Comprehensive Income Statement was 19 million baht, from 48 million baht of investment while the remaining value in the statement of financial position was 28 million baht.

Mr. Sakesun explained this is based on account standard, the Company have to impairment before merger while consolidate are profitable.

When no one has questioned and commented. The facilitator requested the shareholder to casting the vote to conclude the resolutions

Resolution: The meeting had considered and then unanimously resolved to approved the Financial Statements for Fiscal Year Ended December 31, 2016

In this agenda has addition 7 participant held 21,860 shares.

Total shareholders to attend in this meeting 70 persons total 305,354,230 shares.

Shareholder	Votes	Percentage (%)
Approved	305,345,230	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	305,345,230	100.0000

Agenda 4 Consider and Approve Dividend Payment from 2016 Operating Performance

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

1. The Company must allocate additional legal reserve of Baht 1,797,985.00 according to Public Limited Company Act - Section 116 prescribed that the Company must allocate legal reserve at least 5% of net profit. Accordance with the Company's audited financial statements as of December 31, 2016; the Company gained net profit from 2016 operating performance of Baht 35,959,690

2. dividend payment at the rate of Baht 0.03 per share total dividend of Baht 12 million paid to the Shareholders obtain entitlement to receive dividend, whose names appeared on the Company's shareholders list as of March 13, 2017 and were gathered in accordance with Section 225 under Securities and Exchange Act by book-closing method on March 14, 2017. Such dividend shall be paid to the Shareholders on May 17, 2017.

Resolutions: The meeting had considered and then unanimously resolved to approved dividend payment from 2016 Operating Performance

In this agenda has addition 1 participant held 1 share.

Total shareholders to attend in this meeting 71 persons total 305,354,231 shares.

Shareholder	Votes	Percentage (%)
Approved	305,345,231	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	305,345,231	100.0000

Agenda 5 Consider Director Election Replacing Directors Shall Be Retired by Rotation for the Year 2017

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

1. Mr. Pongpanu Svetarundra
2. Assoc. Prof. Dr. Montree Socratayanurak
3. Mr. Anuporn Aroonrut

To comply with Good Corporate Governance the Chairman invite the said director leave the meeting room before proceeding the meeting, then declared that the Board of Directors considered and deemed appropriate to propose the Meeting to consider and re-elect those Directors, who shall be retired by rotation, to take their position for another term in order to they shall perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2017 on February 24, 2017 already endorsed the said nomination.

Resolution: The meeting considered and approved to re-elect those Directors as majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote as following;

In this agenda no addition participant

Total shareholders to attend in this meeting 71 persons total 305,354,231 shares.

1. Mr. Pongpanu Svetarundra Independent Director and Chairman of Board of Director

Shareholder	Votes	Percentage (%)
Approved	305,340,231	99.9984
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	5,000	0.0016
Total	305,345,231	100.0000

2. Assoc. Prof. Dr. Montree Socratyanurak Independent Director and Chairman of

Audit Committee

Shareholder	Votes	Percentage (%)
Approved	305,340,231	99.9984
Disapproved	0	0.0000
Abstained	5,000	0.0016
Voided Ballot	0	0.0000
Total	305,345,231	100.0000

3. Mr. Anuporn Aroonrut Independent Director and Chairman N&R Committee

Shareholder	Votes	Percentage (%)
Approved	305,340,231	99.9984
Disapproved	0	0.0000
Abstained	5,000	0.0016
Voided Ballot	0	0.0000
Total	305,345,231	100.0000

Agenda 6 Consider and Approve the Determination of Director Remuneration for the year 2017

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 2017 at total amount

not exceeding 1.5 MB as endorsed by the NRC Meeting No.1/2017 on February 24, 2017 with the following details:

Position	Allowance per Meeting (Baht)
Chairman of The Board of Directors	22,500
Board Member	12,500
Chairman of Audit Committee	17,500
AC Member	12,500
Chairman of Nomination and Remuneration Committee	17,500
NRC Member	12,500

* Directors, who are the Company's Management are not entitled to receive the above remuneration.

Resolution: The meeting considered and approved with majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote as following;

In this agenda has addition 3 participant held 25,500 shares

Total shareholders to attend in this meeting 74 persons total 305,370,731 shares.

Shareholder	Votes	Percentage (%)
Approved	305,365,731	99.9984
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	5,000	0.0016
Total	305,370,731	100.0000

Agenda 7 Consider the Appointment of Auditor and the Determination of Audit Fee for the Year

The Chairman declared that The Board of Directors considered and deemed appropriate to propose the Meeting to consider and approve the appointment of following auditors from EY Company Limited "EY" to be the Company's Auditors for the Year 2017 with authority to audit, review, prepare, and comment on the Company's financial statements. The 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 enable 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.

1. Mrs. Chonlaros Suntiasvaraporn: CPA No. 4523, and/or
2. Miss Krongkaew Limpkittikul: CPA No. 5874, and/or
3. Miss Watoo Kayankannavee: CPA No. 5423.

According to new accounting standards determined that the auditors must audit the form to disclose information and financial report (Form 56-1) covering annual report (Form 56-2) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of

audit fee for the Year 2017, which is the fee for auditing quarterly and annually financial statements including monitoring and reviewing financial statements of the Company every quarters at 1.95 MB equivalent to audit fee for the previous Year 2016. Additionally, the fee for auditing the form to disclose information and financial report (Form 56-1) and annual report (Form 56-2) was also proposed at Baht 100,000. In conclusion, the Company's total audit fee proposed is not exceeding 2.05 MB, excluding other expenses.

Resolution: The meeting considered and approved EY Company Limited "EY" to be the Company's Auditors for the Year 2017 and approved the determination of audit fee for the Year 2017, which is the fee for auditing quarterly and annually financial statements including monitoring and reviewing financial statements of the Company every quarters at 1.95 MB equivalent to audit fee for the previous Year 2016. Additionally, the fee for auditing the form to disclose information and financial report (Form 56-1) and annual report (Form 56-2) was also proposed at Baht 100,000. In conclusion, the Company's total audit fee proposed is not exceeding 2.05 MB, excluding other expenses with majority vote of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote as following;

In this agenda no addition participant

Total shareholders to attend in this meeting 74 persons total 305,370,731 shares.

Shareholder	Votes	Percentage (%)
Approved	305,365,731	99.9984
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	5,000	0.0016
Total	305,370,731	100.0000

Agenda 8 No Other Business

The Chairman thank you to all attendant and closed the meeting at 15:00 hrs.

Sincerely yours,

Mr. Vitthaya Inala -

Director

The Chairman of the meeting

Minute by

(Ms. Nipaporn Charoenworaprachaya)

Profile of: Mr.Chew Choon Tee

Position Information

Position: Board of Director

Date of Appointment: 2005 Period: 1 Year

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

Having interest in the proposed agenda at this meeting.: -NIL-

General Information

Name - Surname: Mr.Chew Choon Tee

Age : 58 years

Nationality : Malaysian

Address : 18 Springleaf Height Singapore 788112

Education Information

Bachelor's Degree

Degree : Bachelor of Science Year of Graduation : 1983

Major : Chemistry Institution : University of Guelph Ontario Canada

Degree : Bachelor of Arts Year of Graduation : 1984

Major : Business Administration สถาบันการศึกษา : University of Guelph Ontario Canada

Working Experience

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

None of the Directors / Management in other businesses in Thailand

Profile of: Mr. Tan Bock Chia

Position Information

Position: Board of Director

Date of Appointment: 2005 Period: 1 Year

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

Having interest in the proposed agenda at this meeting.: -NIL-

General Information

Name - Surname: Mr.Tan Bock Chia

Age : 61 years

Nationality : Singaporean

Address : No.18, Lorong Selangat, S(358711)

Education Information

High School –

Degree : G.C.E. 'A' Level Year of Graduation : 1977

Major : - Institution : Hua Chong Junior College

Working Experience

Period	Position	Company
2005 – Present	Board of Director	Megachem (Thailand) Public Company Limited
2011 - Present	Board of Management	MGI Chemicals Australia Pty Ltd
2010 – Present	Board of Director	Megachem Vietnam Co., Ltd
2009 – Present	Board of Director	MGI Chemicals Pte Ltd
2007 – Present	Board of Director	Megachem Middle East FZE
2005 – Present	Board of Director	Megachem Phils, Inc
2005 – Present	Board of Director	Megachem (UK) Ltd
2003 – Present	Board of Director	Megachem Ltd
2000 – Present	Board of Director	Megachem (Shanghai) Pte Ltd
2000 – Present	Board of Director	Megachem International Trade (Shanghai) Co.,Ltd
1996 – Present	Board of Director	Megachem Manufacturing Pte Ltd
1993 – Present	Board of Director	PT. Mega Kemiraya
1993 – Present	Board of Director	Megachem Raya Pte Ltd
1989 – Present	Board of Director	CN Chemicals Sdn Bhd

None of the Directors / Management in other businesses in Thailand

Profile of: Mr. Anuporn Aroonrat

Position Information

Position: Independent Director and Chairman of N&R Committee

Date of Appointment: 12 May 2016 Period: 1 Year

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

Having interest in the proposed agenda at this meeting.: -NIL-

General Information

Name - Surname: **Mr. Anuporn Aroonrat**

Age : 59 years

Nationality : Thai

Address : 80/2 Trok Satien, Thanon Tanao, San Chaopho Suea Sub-district Phra Nakhon
District Bangkok 10200

Education Information

Bachelor's Degree

Degree : Bachelor of Laws Program Year of Graduation : 1980
Major : Law Institution : Ramkhamhaeng University

Master's Degree

Degree : Master of Laws Program Year of Graduation : 2006
Major : Public Law Institution : Ramkhamhaeng University
Degree : Master of Arts Program Year of Graduation : 2008
Major : Economic Law Institution : Chulalongkorn University

Working Experience

Period	Position	Company
1982 – Present	Lawyer and Legal Consultant	
1982 - Present	Management of the agricultural sector	Farms and Livestock Farms in Dawson Creek, British Columbia, Canada
2012 – Present	Board of Director	AAA LATU OFFICE CO.,LTD.
2012 – Present	Board of Director	AKA LAW OFFICE CO.,LTD.
2012 – Present	Board of Director	RICHELBACH CO.,LTD.
2012 – Present	Board of Director	BARN SAKHU CO.,LTD.
2012 – Present	Board of Director	BAN SALAYA CO.,LTD.
2012 – Present	Head of Law Offices Legal counsel and attorney	AMPHON ANUPORN & ASSOCIATS LAW OFFICE CO., LTD.
2015– Present	Board of Director	Megachem (Thailand) Public Company Limited

Being Director/ Management for 6 Non-Listed Companies which is no conflict of interest or business competition of the Company.

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; or the attendance of Shareholders and their Proxy (if any) at not less than 1/2 of the entire Shareholders 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 on 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 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 Director preside Shareholders Meeting. In case Chairman of the Board of Directors is absent or unable to perform duty, if Vice Chairman is present, he shall be appointed as Chairman of the Meeting. If Vice Chairman is absent or unable to perform duty, a Shareholder elected by the attending Shareholders shall be Chairman of the Meeting.

Clause 40 When Shareholder(s) exercise the vote, one share shall be counted as one vote.

Any Shareholder(s) obtain special interest in any matter(s), such shareholder(s) be not entitled to exercise the vote for such matter(s), except for director election. Resolution of the Meeting shall be comprised of the votes as follows:

(1) In normal case, majority vote exercised by Shareholders attend the Meeting shall be deemed to pass resolution. If equal votes are arisen, Chairman of the Meeting shall absolutely determine by exercising the one more vote.

(2) In the following case, not less than 3/4 of the entire votes of the attending Shareholders obtain the entitlement to exercise their votes:

- (a) Sales or transfer of either the entire business or some part of core business to the third person(s);
- (b) Purchase or being transferee of business of other public or private company;
- (c) Endorse, amendment, or termination of agreement to lease the entire or some core business; of the Company. Delegation of the third person(s) to operate business of the Company, or Merge of business to the third person(s) with the purpose to share profit and loss;
- (d) Amendment of the Company's Memorandum or Article of Association;
- (e) Increase or Decrease of registered capital of the Company;
- (f) Liquidation of the Company;
- (g) Issuance of the Company's debenture;
- (h) Merge of the Company with other Company(s).

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

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

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

1.2 Attendance by proxy:

(a) A completed attached Proxy Form signed by the proxy grantor (the Shareholder) and the proxy;

(b) A copy of the proxy grantor's ID Card as referred to in 1.1 certified correct by the proxy grantor;

(c) A certified copy of the proxy's ID Card having the same details as referred to in 1.1

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

2.1 Attendance by an authorized representative of the Shareholder:

(a) An original of the authorized representative's ID Card as referred to in 1.1; and

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

2.2 Attendance by proxy:

(a) A completed attached Proxy Form signed by the proxy grantor (the Shareholder) and the proxy;

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

(c) A certified copy of the proxy's ID Card having the same details as referred to in 1.1

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

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

(a) Certificate of Incorporation of such juristic person, issued by either a governmental authority of the country where in such juristic person is located or by an officer of such juristic person, provided that such Certificate of Incorporation must contain the name of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s), and the address of the head office of the juristic person

(b) English translation is required to be attached to any original document which is not made in English and such translation must be certified by authorized representative(s) of such juristic person together with affixing its Common Seal (if any). Shareholder or your Proxy can start registering and submitting documents for verification at the Meeting venue prior to the Meeting time as from 12.00 hrs. on April 25, 2018. The attachments in Appendix 6 are Proxy Form A, which is simple and standard form; and Proxy Form B, which is the form specifying how shareholder wishes your proxy to vote for each Agenda. Shareholder is required to fill in blank space provided on the Form and sign your name for granting your proxy to vote and attend the Meeting on your behalf. On Proxy Form B, you may express your wish to cast the vote for each Agenda that Approve, Disapprove, or abstain in order your Proxy shall cast the vote in accordance with your wish.

Duty
Stamp
Baht 20

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

Written at.....

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

(1) I /We I Nationality

Residing at Road..... Sub-district

District Province Postal Code

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

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

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

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

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

District... ..Province. Postal Codeor

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

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

District... ..Province. Postal Codeor

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

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

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

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders to be held on date April 25, 2018, time 14:00 hrs., at Meeting Room MR 212-213 of Bangkok International Trade & Exhibition Centre, 88 Bangna-Trad Road (km.1), Bangna Trad, Bangna, Bangkok 10260, 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 59 years old, residing at
19 Soi Pipat, Silom Road, Silom Sub-district Bangrak District Bangkok 10500
- 5. Assoc. Prof. Montree Socratyanurak; Independent Director; Age 61 years old,
residing at 54 Suthisarn Road, Sub-district Dindeang, Dindeang District Bangkok 10400 or
- 6.Mr. Anuporn Aroonrat; Independent Director; Age 59 years old, residing at
80/2 Trok Sathien, Tanao Road, Sarncharphorsua, Phranakorn, Bangkok, Thailand 10200.

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of
Shareholders “AGM” for the Year 2018 on April 25, 2018 at 14:00 p.m Meeting Room MR 212-
213 of Bangkok International Trade & Exhibition Centre, 88 Bangna-Trad Road (km.1), Bangna,
Bangkok 10260, 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: To Approve Minutes of the Annual General Meeting of Shareholders No. 1/2017

(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: To Acknowledge the Company's Operating Performance for the Year 2017

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

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

Approve Disapprove Abstain

AGENDA 3: To Approve the Company's Financial Statements for the Year 2016 as of December 31, 2017

(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: To Approve Dividend Payment from 2017 Operating 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: To Elect Director(s) Replacing Director(s), who shall retire by rotation for the year 2018

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

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

Approve Disapprove Abstain

AGENDA 6: To approve the determination of director remuneration for the Year 2018

(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: To appoint the Company's auditor and determine audit fee for the Year 2018

(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 Amendment of regulations in accordance with Public Limited Companies Act revised version of Order of the Head of the National Council for Peace and Order No. 21/2560 On Amendments of Laws to Facilitate the Ease of Doing Business

(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 9: To consider other matters (if any)

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

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

Approve Disapprove Abstain

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

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

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

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

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

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

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

Remarks:

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

Profile of Mr.Pongpanu Svetarundra

Position information

Position: Chairman of Board of Director and Independent Director

Date of appointment: 12 May 2016

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

Having interest in the proposed agenda at this meeting.: -NIL-

General Information

Name: Mr.Pongpanu Svetarundra

Age: 59 years

Nationality: Thai

Address: 19 Soi Pipat, Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500

Education Information

Bachelor's Degree

Degree : Bachelor of Commerce (B.Com) Year of Graduation:

Major : Economic Institution: University of Auckland, New Zealand

Master's Degree

Degree : Master of Arts Year of Graduation:

Major : Economic Institution: Northwestern University, USA

Work Experience

1 Oct 2016 – Present	Permanent Secretary of Ministry of Tourism and Sports
1 Oct 2010	Deputy Permanent Secretary, Ministry of Finance
1 Oct 2009 – 30 Sep 2010	Director-General of The Excise Department, Ministry of Finance
2006 – 30 Sep 2009	Comptroller-General of The Comptroller General's Department, Ministry of Finance
2015 – Present	Chairman of Board of Director, Megachem (Thailand) PCL
2011 – Present	Board of Director, The Crown Seal Public Company Limited

Profile of Assoc.Prof.Dr.Montree Socatiyanurak

Position information

Position: Independent Director / Chairman of Audit Committee

Date of appointment: 12 May 2016

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

Having interest in the proposed agenda at this meeting.: -NIL-

General Information

Name: Assoc.Prof.Dr.Montree Socatiyanurak

Age: 61 years

Nationality: Thai

Address: 584 Sutthisarn Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400

Education Information

Bachelor's Degree

Degree : Bachelor of Economics

Year of Graduation:

Major : Economic

Institution: Thammasat University

Master's Degree

Degree : Master of Economics

Institution: University of Minnesota, U.S.

Degree : Master of Economics

Institution: National Institute of Development

Administration

Doctoral Degree

Degree : Ph.D. in Economics

Year of Graduation:

Major : Applied Economics

Institution: University of Minnesota, U.S.A

Work Experience

2017 – Present Chairman of Board of Director, PCN Corp Public Company Limited

2016 – Present Chairman of Board of Director, Thai Plastic Industrial (1994) PCL

2015 – Present Director, Master of Public and Private Management Program Executive

Programme National Institute of Development Administration

Independent Director / Chairman of Audit Committee, Megachem (Thailand) PCL

Independent Director / Chairman of Audit Committee, Baansuay Group

(Suratthani) Public Company Limited

2014 – Present Chairman of Board of Director / Chairman of Audit Committee, TV Thunder PCL

2012– Present Independent Director / Chairman of Audit Committee, East Coast Furnitech PCL

2011– Present Independent Director / Chairman of Audit Committee, Union Auction PCL

Profile of Mr. Anuporn Aroonrat

Position information

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

Date of appointment: 12 May 2016

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

Having interest in the proposed agenda at this meeting: -NIL-

General Information

Name: Mr. Anuporn Aroonrat

Age: 59 years

Nationality: Thai

Address: 80/2 Trok Satien, Thanon Tanao, San Chaopho Suea Sub-district, Phra Nakhon District, Bangkok 10200

Education Information

Bachelor's Degree

Degree : Bachelor of Laws Program Year of Graduation : 1980

Major : Law Institution : Ramkhamhaeng University

Master's Degree

Degree : Master of Laws Program Year of Graduation : 2006

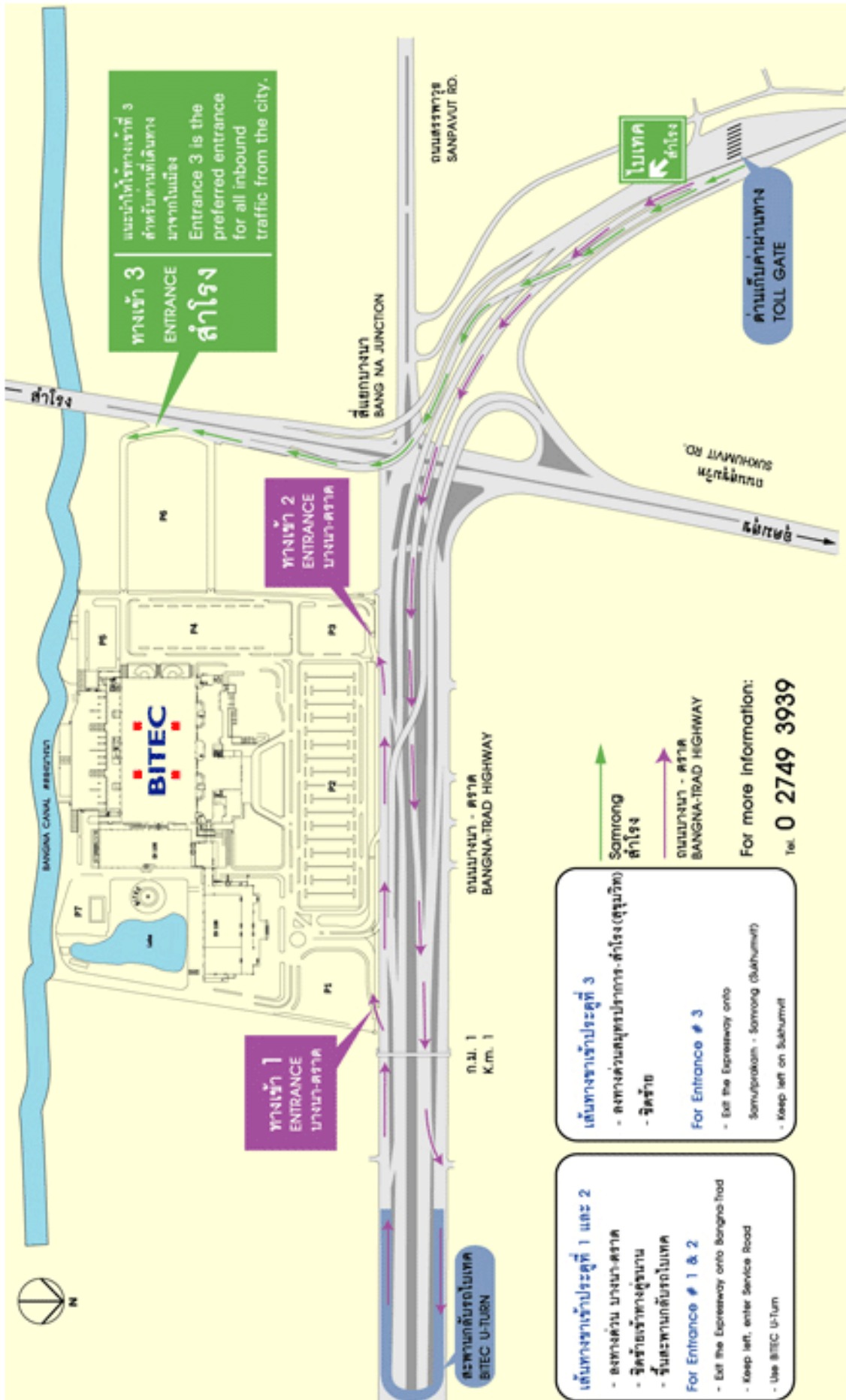
Major : Public Law Institution : Ramkhamhaeng University

Degree : Master of Arts Program Year of Graduation : 2008

Major : Economic Law Institution : Chulalongkorn University

Work Experience

1982 – Present	Lawyer and Legal Consultant Management of the agricultural sector Farms and Livestock Farms in Dawson Creek, British Columbia, Canada
2015 – Present	Independent Director / Audit Committee, Megachem (Thailand) PCL
2012 – Present	Board of Director, AAA LATU Office Company Limited Board of Director, AKA LATU Office Company Limited Board of Director, Richelbach Public Company Limited Board of Director, Barn Sakhu Company Limited Board of Director, Ban Salaya Company Limited
2010 – Present	Head of Law Offices Legal counsel and attorney, AMPHON ANUPORN & ASSOCIATS Law Office Company Limited



แผนที่เส้นทางเข้าศูนย์นิทรรศการและการประชุมไบเทค

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