



NOTICE OF THE ANNUAL GENERAL MEETING  
OF SHAREHOLDERS FOR THE YEAR 2019  
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED

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Date 3<sup>th</sup> April 2019

**Subject: Notice of the Annual General Meeting of Shareholders for the Year 2019**

Attention: Shareholders of Megachem (Thailand) Public Company Limited

- Enclosure(s):
1. Minutes of the Annual General Meeting of Shareholders No.1/2018
  2. Profiles of the Persons Nominated to be the Company's Directors
  3. The Company's Articles of Association in relation to Shareholders Meeting and Casting the Vote
  4. Explanation of Procedures for Proxy, Registration, Identifying Documents for Attending, and Casting the Vote in Shareholders Meeting
  5. Proxy Form A and B
  6. Profiles of Independent Directors to Serve as Proxy for Shareholders
  7. Location Map of the Venue for Shareholders Meeting

By virtue of this Notice, Megachem (Thailand) Public Company Limited "the Company" would like to invite all Shareholders to attend **the Annual General Meeting of Shareholders for the Year 2019 on April 25, 2019 at 14:00 hrs. (Registration Time at 12:00 hrs.), Meeting Room MR 214 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.1/2018**

**Fact and Reason:** The Company held the Annual General Meeting of Shareholders "AGM" No.1/2018 on April 25, 2018 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 aforesaid minutes of AGM No. 1/2018.

**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 2018**

**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 2018 ended December 31, 2018 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 2018.

**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, 2018**

**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, 2018 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.1/2019 on February 15, 2019.

**Board's Opinion:** The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2018 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, 2018.

**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 2018 Operating  
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 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, 2018; the Company gained net profit from 2018 operating performance of Baht 49,787,016 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 4,455,925. Therefore, the Company must allocate additional legal reserve of Baht 2,552,400. In conclusion, the Company completely allocated legal reserve at Baht 7,008,325 not less than 5% prescribed by laws. The Board, thus, deemed appropriate to propose the Meeting to approve legal reserve stated above.

Besides, the Board of Directors deemed appropriate to propose the Meeting to consider and approve dividend payment at the rate of Baht 0.10 per share and according to the company has already paid interim dividends on September 06, 2018 at the rate of Baht 0.04 per share, totaling Baht 16 million. Therefore, the outstanding dividend payment at the rate of Baht 0.06 per share, total outstanding amount was Baht 24 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, 2019 and will pay dividends to shareholders on May 15, 2019 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 2019 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 2019**

**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. Assoc.Prof.Dr. Montree Socratyanurak Independent Director/  
Chairman of Audit Committee
2. Mr. Vitthaya Inala Director
3. Mrs. Busaraporn Prathoomrat Director

**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.1/2019 on February 15, 2019 already endorsed the said nomination. The Board was of the view that these three directors have complete and appropriate qualifications, without prohibited characteristics for appointment as directors of the Company in accordance with appreciable laws. 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 Determination of Director Remuneration for the year 2019**

**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. 1/2019 on February 15, 2019, 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 2019 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 2019 same as the year 2018 at total amount not exceeding 1.5 MB as endorsed by the NRC Meeting No.1/2019 on February 15, 2019 with the following details: with effective since May 2019 onwards;

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

Position	Allowance Per time (Baht/Time)		
	Year 2017	Year 2018	Year 2019
Chairman of the Board	22,500	20,000	20,000
Director	12,500	10,000	10,000

2. Allowance for Audit Committee Meeting

Position	Allowance Per time (Baht/Time)		
	Year 2017	Year 2018	Year 2019
Chairman of the Audit Committee	17,500	15,000	15,000
Audit Committee	12,500	10,000	10,000

3. Allowance for Nomination and Remuneration Committee

Position	Allowance Per time (Baht/Time)		
	Year 2017	Year 2018	Year 2019
Chairman of the Nomination and Remuneration Committee	17,500	15,000	15,000
Nomination and Remuneration Committee	12,500	10,000	10,000

4. Monthly Allowance for Independent Director

Position	Monthly Allowance (Baht/Month)		
	Year 2017	Year 2018	Year 2019
Chairman of the Board	-	20,000	20,000
Director	-	15,000	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 (However, it depends on the consideration of Life insurance company.)

\* Directors, who are the Company's Management and directors from Megachem Limited 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 2019**

**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.1/2019 on February 15, 2019 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 Suntasvaraporn CPA No. 4523, and/or
2. Miss Siraporn Ouuanunkun 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 2019 with authority to audit, review, prepare, and comment on the Company’s financial statements. The aforesaid Auditors are certified by SEC and independent as well as not obtain any relationship with neither the Company nor our Management. In case such Auditors are unable to perform duty, EY shall provide another auditor(s) from EY to perform duty of audit and comment on the Company’s financial statements as replacement. Anyhow, the appointment of such replacing auditor(s) must get prior approval from the Company’s Shareholders.

According to new accounting standards determined that the auditors must audit the form to disclose information and annual report (Form 56-2) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2019 for the third 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. Additionally, the fee for auditing the form to disclose information 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 Additional Amendment of Articles of association  
(Article 33)**

**Fact and Reason:** According to Thailand Tobacco Monopoly has been changed the name to Tobacco Authority of Thailand. Therefore, the company requested to amend the Articles of association (Article 33) to comply with work operation as follow;

**Revise from the original one;**

Article 33: Authorized signatures of directors which can bind the Company are:

1. Two of directors sign with the company seal affixed in term of Authorize.

2. One of directors 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, **Thailand Tobacco Monopoly**, 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.

**Revise to;**

Article 33: Authorized signatures of directors which can bind the Company are:

1. Two of directors sign with the company seal affixed in term of Authorize.

2. One of directors 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.

**Board's Opinion:** The Board of Directors "the Board" Considered and deemed appropriate to propose the Meeting to consider and approve the Additional Amendment as aforementioned.

**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 and Approve Amendment of directors authorized to sign to bind the company in Company Certificate**

**Fact and Reason:** According to Thailand Tobacco Monopoly has been changed the name to Tobacco Authority of Thailand. Therefore, the company requested to amend the directors authorized to sign to bind the company in Company Certificate to comply with work operation as follow;

**Revise from the original one;**

Authorized signatures of directors which can bind the Company are:

1. Mr. Vitthaya Inala jointly signs with Mrs. Busaraporn Prathoomrat or Mr. Tan Bock Chia with the company seal affixed to bind the Company.
2. 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, **Thailand Tobacco Monopoly**, 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.

**Revise to;**

Authorized signatures of directors which can bind the Company are:

1. Mr. Vitthaya Inala jointly signs with Mrs. Busaraporn Prathoomrat or Mr. Tan Bock Chia with the company seal affixed to bind the Company.
2. 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

**Board's Opinion:** The Board of Directors "the Board" Considered and deemed appropriate to propose the Meeting to consider and approve the Additional Amendment as aforementioned.

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



**Agenda 10** To acknowledge the amendment of the purpose of using the initial public offering (IPO)

**Fact and Reason:** According to Economic condition in the country in Industrial sector is slowdown. Moreover, Global Economic recession and destabilize therefore company be more careful in investment. The company considered to adjust the plan for using the balance on December 31, 2018 in amount of Baht 11 Million to be used as working capital.

**Board's Opinion:** The Board of Directors considered carefully that the purpose of using capital increase is not significant and complies with the Notification of the Office of the Securities and Exchange Commission No. SorChor.63/2561. Therefore approved to take cash from capital investment plan to open new branch offices in Thailand in amount of Baht 6 Million and cash from capital investment plan to open new branch offices in abroad in amount of Baht 5 Million total Baht 11 Million. To be used as working capital by February 2019. By reporting aforementioned changes for AGM to acknowledge.

**Voting:** This agenda is for propose to the meeting. Therefore, casting vote is not required.

**Agenda 11** Consider Other Business (If Any)

The Shareholders would be, therefore, invited to attend **the Annual General Meeting of Shareholders for the Year 2019 on April 25, 2019 at 14:00 hrs., Meeting Room MR 214 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 2019 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 4.

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

In case of Proxy, the Company would like to request for your kind collaboration to **return your Proxy Form to the Company via fax +66 0 2 739 6332 or E-mail: [secretary@megachem.co.th](mailto:secretary@megachem.co.th) within April 19, 2019** for gathering and further submitting to Chairman of the Meeting prior to commencement of the Meeting. The Shareholders would be kindly requested to bring documents specified in Proxy Form to identify yourselves for registration on the Meeting date. In this regard, the Company hereby enclosed location map of the Meeting venue as per details revealed on Appendix 7.

All these, the Company determined the Record Date on March 13, 2019 for the Shareholders obtaining entitlement to attend the Annual General Meeting of Shareholders for the Year 2019.

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 2018  
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED

Date, Time, and Place: 25th April, 2018 at 14:00 hrs.

: Meeting Room MR 212-213 of Bangkok International Trade & Exhibition Centre, 88  
Bangna-Trad Road (km.1), Bangna, Bangkok 10260, THAILAND

Ms.Nipaporn Charoenworaprachaya acts as speaker for the meeting and announced to the meeting that at 14:00 hrs has shareholders 12 persons hold 155,618,000 shares and proxy 28 persons hold 156,193,600 shares, total shareholders and proxy attend the meeting are 40 persons which total 311,811,600 shares that is 77.9529 % 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 and Auditor to shareholders as following:

Directors:

- |                                       |  |
|---------------------------------------|--|
| 1. Mr. Pongpanu Svetarundra           | Chairman of Board of Director / Independent Director |
| 2. Dr. Vitthaya Inala                 | Director / CEO                                       |
| 3. Assoc. Prof. Montree Socratyanurak | Independent Director / Chairman of Audit Committee   |
| 4. Mrs. Busaraporn Prathoomrat        | Director / Deputy CEO                                |
| 5. Mr. Tan Bock Chia                  | Director   |

Director attend this meeting 5 persons from 7 persons

Auditor: EY Office Limited

1. Mrs. Chonlaros Suntiasvaraporn

The Speaker has explained 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 2018 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.

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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 2018, 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 8 must be approved by majority vote of the entire Shareholders which is not less than third-fourth vote of the shareholders who attend the meeting and have the right to vote.

Agenda 2 and Agenda 9 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.

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

Mr. Pongpanu Svetarundra acts the Chairman of the meeting and start the meeting as following agenda;

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

The Chairman proposed the Meeting to consider and certify the Annual General Meeting of Shareholders No.1/2017 on April 24<sup>th</sup>, 2017 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. Nipaporn 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 the Annual General Meeting of Shareholders No.1/2017

In this agenda has no addition participant

Total shareholders to attend in this meeting 40 persons total 311,811,600 shares.

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

Agenda 2 Consider and Acknowledge the Company's Operating Performance for the Year 2017

Mr. Pongpanu Svetarundra; The Chairman of the meeting consigned Dr.Vitthaya Inala to describe the nature of Megachem (Thailand) Public Company Limited or MGT's business to the shareholders, since a period of 1 year for MGT became a member of mai on February 23<sup>rd</sup>, 2017, MGT is a Specialty Chemical Solution Provider. Special chemicals sold by the company which are used as an additive in various industries. For the year 2017, the main industry; Performance coatings 34.5%, Polymers and advanced polymers 33.6% Surface technology 15.8%, Oil and Gas 8.9%, lifestyle Biotech 2.5% and other 4.7%. This year will focus on Life style expanded in the field of cosmetics, food chemistry which requires the approval of the Food and Drug Administration. This is currently undergoing a license. It is expected that within two months will start selling about ten products. In the past year, the factors that make MGT success are five factors as follow;

1. "People" We develop people all the time, which MGT plans to use IT in order to help in the issue of employee leave.
2. "Network" MGT has a network and this year we invest the new Joint Venture in the Republic of the Union of Myanmar under the name of Megachem (Myanmar) Ltd.
3. "Big Data" MGT utilize SAP system since 2001-2002 Y2K and we have a customer database and non-customer information.
4. Solution provider, once customer contact us our staff can provide the solutions.
5. "Do It Right" The Company takes into account environmental, social and corporate governance. Employees of the company must have a code of ethics.

The strength of MGT is we have a network. If a customer needs a product, they can contact MGT by dealing by Regional. MGT also has a laboratory to develop with customers. Customers do not need to test from 1-4 but start testing at step 5. To focus on our plans to grow this year, we invest the new Joint Venture in the Republic of the Union of Myanmar under the name of Megachem (Myanmar) Ltd. This is currently registered and opened a bank account. We have a great partnering with an office and warehouse. MGT holds 51% of the shares, which is a foreign company. Type of Business; Trading Company for Construction Materials, Hospital Equipment, Seeds and some Fertilizers. Beside those, we can sell via partner company "Prime Index". Dr.Vitthaya also added that after we are in listed company, there is no report in the case of suspected corruption.

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 performance of year 2017 as updated.

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

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, 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 has been sent to shareholder together notice, the Chairman invited Mr. Sakesun Vipusitwalakul to report this agenda;

Mr. Sakesun summarized as below;

**ข้อมูลงบการเงินที่สำคัญ (Financial highlight)** หน่วย: บาท (unit: Baht)

ประจำปี 2560 (Annual 2017)	งบการเงินรวมแสดง เงินลงทุนตามวิธี ส่วนได้เสีย	งบเฉพาะกิจการ
<b>งบแสดงฐานะทางการเงิน (Statement of financial position)</b>		
สินทรัพย์รวม (Total assets)	435,703,154	440,025,028
หนี้สินรวม (Total liabilities)	64,410,924	64,410,924
ส่วนของผู้ถือหุ้น (Total shareholder's equity)	371,292,230	375,614,104
กำไรสะสมยังไม่ได้จัดสรร (Unappropriated RE)	29,950,112	34,271,986
<b>งบกำไรขาดทุนเบ็ดเสร็จ (Statement of comprehensive income)</b>		
รายได้รวม (Total revenues)	584,541,066	584,541,066
กำไรสุทธิ (Net profit)	47,320,857	44,981,166
อัตรากำไรขั้นต้น (%) (Gross profit ratio)	28.42	28.42
อัตรากำไรสุทธิ (%) (Net profit ratio)	8.10	7.70
กำไรสุทธิต่อหุ้น (Earning per share)	0.12	0.12

The Chairman requested shareholder is there any furthermore question and there is no one has questioned and commented. Ms.Nipaporn 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, 2017

In this agenda has no addition participant

Total shareholders to attend in this meeting 40 persons total 311,811,600 shares.

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

Agenda 4 Consider and Approve Dividend Payment from 2017 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 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 44,981,166 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. Therefore, the Company must allocate additional legal reserve of Baht 2,249,060 which 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 appropriate to propose the Meeting to consider and approve dividend payment at the rate of Baht 0.10 per share, totaling Baht 40 million or 88.93% of net profit from 2017 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.

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

Resolutions: The meeting had considered and then unanimously resolved to approved dividend payment from 2017 Operating Performance

In this agenda has no addition participant

Total shareholders to attend in this meeting 40 persons total 311,811,600 shares.

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

Agenda 5 Consider Director Election Replacing Directors Shall Be Retired by Rotation for the Year 2018

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

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

To comply with Good Corporate Governance the Chairman invite Mr.Tan Bock Chia 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.1/2018 on February 12, 2018 already endorsed the said nomination.

Ms. Nipaporn 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 then unanimously resolved to approve to re-elect those Directors to be another term of director and obtain cast the vote as following;

In this agenda no addition participant

Total shareholders to attend in this meeting 40 persons total 311,811,600shares.

1. Mr.Chew Choon Tee Director

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000



## 2. Mr. Tan Bock Chia Director

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

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

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

Before the start of the meeting on agenda 6, the Chairman invited Mr. Tan Bock Chia to return to the meeting room.

Agenda 6 Consider and Approve the Determination of Director Remuneration for the year 2018

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 2018 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:

## 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 &amp; Officers Liability Insurance (D &amp; 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.

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

Mrs.Piyawan Tralaksamee; from Thai Investor Association questioned why the company decreased allowance for each meeting?

Dr.Vitthaya explained that The Board of Directors is not only responsible for the meeting but also responsible all the time; therefore, the company will provide monthly remuneration and when the Company gain profit, it will also distribute annual bonuses to independent directors in order to compensate for the selflessness of the independent directors, under an amount not exceeding Baht 1.5 million.

Ms. Nipaporn 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 approved with unanimously resolved of the entire Shareholders attend the Meeting and obtain entitlement to cast the vote as following;

In this agenda has addition 0 participant

Total shareholders to attend in this meeting 40 persons total 311,811,600shares.

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

Agenda 7 Consider the Appointment of Auditor and the Determination of Audit Fee for the Year 2018

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 2018 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 Siraporn Ouaanunkun CPA No. 3844, and/or
3. Mr. Chatchai Kasemsriathanawat CPA No. 5813

According to new accounting standards determined that the auditors must audit the form to disclose information and annual report (Form 56-2) of listed companies, thus the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2018, which is the fee for auditing quarterly and annually financial statements including monitoring and reviewing financial statements of the Company every quarters at 1.90 MB decreased from the previous Year 2017 fifty thousand Baht. Additionally, the fee for auditing the form to disclose information of 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.

Ms. Nipaporn 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 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 2018 and approved the determination of audit fee for the Year 2018, 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 of 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, which obtain entitlement to cast the vote as following;

In this agenda no addition participant

Total shareholders to attend in this meeting 40 persons total 311,811,600shares.

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

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

The Chairman declared that The Board of Directors considered and deemed appropriate to propose the Meeting to 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 which is 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.

Ms. Nipaporn 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 approved 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 with unanimously resolved as following;

In this agenda no addition participant

Total shareholders to attend in this meeting 40 persons total 311,811,600shares.

Shareholder	Votes	Percentage (%)
Approved	311,811,600	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	311,811,600	100.0000

Agenda 9 Consider Other Business

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

Mrs.Piyawan Tralaksamee; from Thai Investor Association asked for more information regarding investment the new Joint Venture in the Republic of the Union of Myanmar in term of the period, process and what is the proportion of the company's revenue? Moreover, to focus on Sales of Food Grade to company's Total Revenue and Growth rate Comparison of Food Grade and Non Food Chemical

Dr.Vitthaya explained that investment the new Joint Venture in the Republic of the Union of Myanmar under the name of MEGACHEM (MYANMAR) LTD or MML. MGT hold with 51% of share and PRIME INDEX CO.,LTD ;which is Myanmar National Company; hold with 49% of share and Register Capital Estimate 100,000 USD or 3,120,600 Baht. Type of Business are Trading Company for Construction Materials, Hospital Equipment, Seeds and some Fertilizers. We set the target with 3% of MGT total revenue. In term of Food Grade, MGT foresee the growth in health sector. We have a business partner in Singapore and once we received registration license, we would operate the business by setting the target 3-5% of MGT.

Once, there is no one has questioned and commented, the Chairman thanked to all attendant and closed the meeting at 15:00 hrs.

Sincerely yours,



(Mr.Pongpanu Svetarundra)

Director

The Chairman of the meeting

Minute by



(Ms. Nipaporn Charoenworapatchaya)

**Profile of: Assoc.Prof.Dr. Montree Socratyanurak**

**General Information**

Name - Surname: Assoc.Prof.Dr. Montree Socratyanurak

Age : 62 years old

Nationality : Thai

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

**Education Information**

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

**Training Course**

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

**Work Experience**

Period	Position	Company	Remark
2011 - Present	Independent Director/Audit Committee	Union Auction Public Company Limited.	Listed company
2012 - Present	Independent Director/Audit Committee	East Coast Furnitech Public Company Limited	Listed company
2014 - Present	Chairman of the Board of Directors/Chairman of the Audit Committee	TV Thunder Public Company Limited	Listed company
2015 - Present	Chairman of the Audit Committee/Independent Director	Megachem (Thailand) Public Company Limited	Listed company
2015 - Present	Independent Director/Audit Committee	Baansuay Group (Suratthani) Public Co., Ltd.	Listed company

2016 - Present	Chairman of the Board	Thai Plastic Industry (1994) Public Company Limited	Listed company
2017 - Present	Chairman of the Board	PCN Corp Public Company Limited	Listed company
2011 - Present	Director	LearnTech Co.,Ltd.	Non-listed company

**Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018				
No.	NAME	BOD	AC	NRC
1	Assoc.Prof.Dr. Montree Socratyanurak	3/4	3/4	2/2

**Position Information**

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

Date of Appointment: 25 August 2015

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

Duration of appointment after the company have been listed in The Stock Exchange of Thailand: 1 year

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



## Profile of: Mr. Vitthaya Inala

**General Information**

Name - Surname: Mr. Vitthaya Inala

Age : 60 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

**Work Experience**

Period	Position	Company	Remark
1992 - Present	Director	Megachem (Thailand) PCL.	Listed company
2015 - Present	Director	Chayo Group Public Company Limited.	Listed company
2015 - Present	Director	Vertis Latex (Thailand) Co., Ltd.	Non-listed company
2018 - Present	Director	Megachem Plus Limited.	Non-listed company

**Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018				
No.	NAME	BOD	AC	NRC
1	Mr. Vitthaya Inala	4/4	-	2/2

**Position Information**

Position: Director

Date of Appointment: 05 October 1992

Number of Megachem (Thailand) PCL's shares owned: 150,726,000 shares (37.68%)

Duration of appointment after the company have been listed in The Stock Exchange of Thailand: 2 years

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

**Profile of: Mrs. Busaraporn Prathoomrat**

**General Information**

Name - Surname: Mrs. Busaraporn Prathoomrat

Age : 50 years old

Nationality : Thai

Address : 42/286 Soi Nimit Mai 6/1 Kwang Minburi, Khet Minburi, Bangkok

**Education Information**

- Bachelor of Science Program in Agronomy

Institution: Kasetsart University

**Work Experience**

Period	Position	Company	Remark
2003 - Present	Director	Megachem (Thailand) PCL	Listed company
2015 - Present	Director	Vertis Latex (Thailand) Co.,Ltd.	Non-listed company
2018 - Present	Director	Megachem Plus Limited.	Non-listed company

**Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018				
No.	NAME	BOD	AC	NRC
1	Mrs. Busaraporn Prathoomrat	4/4	-	-

**Position Information**

Position: Director

Date of Appointment: 14 March 2003

Number of Megachem (Thailand) PCL's shares owned: 4,497,000 shares (1.12%)

Duration of appointment after the company have been listed in The Stock Exchange of Thailand: 2years

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

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

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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 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 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 case Chairman of the Board of Directors is absent or unable to perform duty, if Vice Chairman is present, he or she 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, 2019. The attachments in Appendix 5 are Proxy Form A, which is simple and standard form; and Proxy Form B, which is the form specifying how shareholder wishes your proxy to vote for each Agenda. Shareholder is required to fill in blank space provided on the Form and sign your name for granting your proxy to vote and attend the Meeting on your behalf. On Proxy Form B, you may express your wish to cast the vote for each Agenda that Approve, Disapprove, or abstain in order your Proxy shall cast the vote in accordance with your wish.

Duty  
Stamp  
Baht 20

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

Written at.....

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

(1) I /We I ..... Nationality .....

Residing at ..... Road..... Sub-district .....

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

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

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

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

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

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

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

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

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

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

(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, 2019, time 14:00 hrs., at Meeting Room MR 214 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 ..... Month .....Year .....

(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 shares .....shares 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 60 years old, residing at  
19 Soi Pipat, Silom Road, Silom Sub-district Bangrak District Bangkok 10500
- 5. Assoc. Prof. Montree Socratyanurak; Independent Director; Age 62 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 62 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 2019 on April 25, 2019 at 14:00 p.m Meeting Room MR 214 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. 1/2018**

(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 2: To Acknowledge the Company's Operating Performance 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 3: Consider and Approve the Company's Financial Statements for Fiscal Year Ended December 31, 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 4: Consider and Approve Dividend Payment from 2018 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 2019**

(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 2019**

(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 2019**

(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 Additional Amendment of Articles of association (Article 33)**

- (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: Consider and Approve Amendment of directors authorized 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 10: To acknowledge the amendment of the purpose of using the initial public offering (IPO)**

- (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 11: 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**

**General Information**

Name - Surname: Mr. Pongpanu Svetarundra

Age : 60 years old

Nationality : Thai

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

**Education Information**

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

**Work Experience**

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

**Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018				
No.	NAME	BOD	AC	NRC
1	Mr. Pongpanu Svetarundra	4/4	4/4	-

**Position Information**

Position: Chairman of the Board of Directors

Date of Appointment: 30 April 2015

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

Duration of appointment after the company have been listed in The Stock Exchange of Thailand: 2 years

**Profile of: Assoc.Prof.Dr. Montree Socratyanurak**

**General Information**

Name - Surname: Assoc.Prof.Dr. Montree Socratyanurak

Age : 62 years old

Nationality : Thai

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

**Education Information**

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

**Training Course**

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

**Work Experience**

Period	Position	Company	Remark
2011 - Present	Independent Director/Audit Committee	Union Auction Public Company Limited	Listed company
2012 - Present	Independent Director/Audit Committee	East Coast Furnitech Public Company Limited	Listed company
2014 - Present	Chairman of the Board of Directors/Chairman of the Audit Committee	TV Thunder Public Company Limited	Listed company
2015 - Present	Chairman of the Audit Committee/Independent Director	Megachem (Thailand) PCL	Listed company

2015 - Present	Independent Director/Audit Committee	Baansuay Group (Suratthani) Public Co., Ltd.	Listed company
2016 - Present	Chairman of the Board	Thai Plastic Industry (1994) PCL	Listed company
2017 - Present	Chairman of the Board	PCN Corp PCL	Listed company
2011 - Present	Director	LearnTech Co.,Ltd.	Non-listed company

**Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018				
No.	NAME	BOD	AC	NRC
1	Assoc.Prof.Dr. Montree Socratyanurak	3/4	3/4	2/2

**Position Information**

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

Date of Appointment: 25 August 2015

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

Duration of appointment after the company have been listed in The Stock Exchange of Thailand: 1 year

**Profile of: Mr.Somnuk Bomrungsalee**

**General Information**

Name - Surname: Mr.Somnuk Bomrungsalee

Age : 62 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

**Work Experience**

Period	Position	Company	Remark
2017 - Present	Independent Director / Consulting engineer	International Research Corporation Public Co.,Ltd	Listed company
2018 - Present	Chairman of The Remuneration and Nomination Committee/ Audit Committee/Independent Director	Megachem (Thailand) PCL	Listed company

**Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018**

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2018				
No.	NAME	BOD	AC	NRC
1	Mr.Somnuk Bomrungsalee	-	-	-

**Position Information**

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

Date of Appointment: 07 November 2018

Number of Megachem (Thailand) PCL's shares owned: 300,000 shares

Duration of appointment after the company have been listed in The Stock Exchange of Thailand: 4 months



**ทางเข้า 3**  
ENTRANCE  
**สำโรง**

และเข้าได้ทั้งทางเข้าที่ 3  
สำหรับสวนที่เดินทาง  
มาจากในเมโทร  
Entrance 3 is the  
preferred entrance  
for all inbound  
traffic from the city.

**ทางเข้า 2**  
ENTRANCE  
บางนา-ตราด

**ทางเข้า 1**  
ENTRANCE  
บางนา-ตราด

**สะพานกลับรถ BITEC U-TURN**

**เส้นทางเข้าประตูที่ 3**

- ลงทางด่วนสมุทรปราการ-สำโรง(สุขุมวิท)
- ซัดซ้าย

**For Entrance # 3**

- Exit the Expressway onto Somujitkorn - Samsong (Sukhumvit)
- Keep left on Sukhumvit

**เส้นทางเข้าประตูที่ 1 และ 2**

- ลงทางด่วน บางนา-ตราด
- ซัดซ้ายเข้าทางคู่ขนาน
- ขึ้นสะพานกลับรถไบเทค

**For Entrance # 1 & 2**

- Exit the Expressway onto Bangna-Trad
- Keep left, enter Service Road
- Use BITEC U-Turn

**เส้นทางเข้าประตูที่ 3**  
Somong  
สำโรง

**เส้นทางเข้าประตูที่ 2**  
บางนา - ตราด  
BANGNA-TRAD HIGHWAY

**For more information:**  
Tel. **0 2749 3939**

**แผนที่เส้นทางเข้าสู่ศูนย์นิทรรศการและการประชุมไบเทค**

**Map to BITEC**

8 Bangna-Trad (Km.1), Bangna, Bangkok 10260 Tel: +66 (0) 2749 3939 Fax: +66 (0) 2749 3949 E-mail: info@bitec.net www.bitec.net