



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

Date 7th April 2017

- Subject:** Notice of the Annual General Meeting of Shareholders for the Year 2017
- Attention:** Shareholders of Megachem (Thailand) Public Company Limited
- Enclosure(s):**
1. Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 (after Conversion to Public Limited Company)
 2. Annual Report Exhibits Operating Performance and Financial Statements for the Year 2016
 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 2017 on April 24, 2017 at 14:00 hrs. (Registration Time at 12:00 hrs.), Board Room 4 Zone C, Queen Sirikit National Convention Center, No. 60 New Ratchadapisek Road, Klongtoey District, Bangkok 10110 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 Extraordinary General Meeting of Shareholders No.1/2016 (after Conversion to be Public Limited Company)

Fact and Reason: The Company held the 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 this Notice (Appendix 1)

Board's Opinion: The Board of Directors "the Board" considered and opined that for the aforesaid EGM, 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 EGM No. 1/2016.

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 2016

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 2016 ended December 31, 2016 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 2016.

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, 2016

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, 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 in the Meeting No.1/2017 on February 24, 2017.

Board's Opinion: The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2016 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, 2016. (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 2016 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, 2016; the Company gained net profit from 2016 operating performance of Baht 35,959,690 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 408,880. Presently, the Company's paid-up capital after the issuance of increased common shares for Initial Public Offering "IPO", which was registered with the Registrar of public limited company

on February 20, 2017, is at Baht 200,000,000. Therefore, the Company must allocate additional legal reserve of Baht 1,797,985.00. In conclusion, the Company completely allocated legal reserve at Baht 2,206,865 not less than 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 0.03 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. Anyhow, the aforesaid entitlement remains uncertain since it must be further proposed to this Annual General Meeting of Shareholders 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 2017

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. Pongpanu Svetarundra
2. Assoc. Prof. Dr. Montree Socratyanurak
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.1/2017 on February 24, 2017 already endorsed the said nomination. 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 2017

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. 1/2017 on February 24, 2017, 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 2017 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 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.

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

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.1/2017 on February 24, 2017 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 Krongkaew Limpittikul: CPA No. 5874, and/or
3. Miss Watoo Kayankannavee: CPA No. 5423.

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 2017 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 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.

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.

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 Other Business (If Any)

The Shareholders would be, therefore, invited to attend the **Annual General Meeting of Shareholders for the Year 2017 on April 24, 2017 at 14:00 hrs., Board Room 4 Zone C, Queen Sirikit National Convention Center, No. 60 New Ratchadapisek Road, Klongtoey District, Bangkok 10110 THAILAND.** In this regard, The Company shall allow the Shareholders for registration to attend the Annual General Meeting of Shareholders for the Year 2017 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: piyasuda@megachem.co.th within April 20, 2017** 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, 2017 for the Shareholders obtaining entitlement to attend the Meeting and cast the vote in the Annual General Meeting of Shareholders for the Year 2017; and determined the Book-closing Date on March 14, 2017 for gathering Shareholder's names in accordance with Section 225 under Securities and Exchange Act.

Sincerely yours,

By Resolution of The Board of Megachem (Thailand) PCL

Mr. Vitthaya Inala - Director

(Translation)

**Minutes of the Extra Ordinary General Meeting of Shareholders No. 1/2016
Megachem (Thailand) Public Company Limited**

Date, Time, and Place

Held on August 24, 2016 at 10.00 a.m., at No. 25 Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9, Lamprathew, Ladkrabang, Bangkok Thailand 10520.

<u>Shareholder(s) and Proxy(s) Attend the Meeting</u>	<u>Shares Amount</u>
1. Mr. Vitthaya Inala	150,726,000
2. Megachem Limited (Proxy by Mrs. Busaraporn Prathoomrat	144,777,000
3. Mrs. Busaraporn Prathoomrat	<u>4,497,000</u>
Total	<u>300,000,000</u>

Director(s) attend the Meeting

1. Mr. Vitthaya Inala Director
2. Mrs. Busaraporn Prathoomrat Director

Other Participant(s) attend the Meeting:

1. Ms. Nipaporn Charoenwaraphatchaya

Preliminary Proceeding

Mr. Vitthaya Inala was elected to be a Chairman of the Meeting. The Chairman stated that the shareholders presented (in person and by proxy) for a total of 3 persons holding 300,000,000 shares that is 100%, thus forming a quorum for the Meeting. The Chairman declared the commencement of the Meeting and notified voting method for each agenda that Agenda 1 and 2 must be passed by majority vote of the entire votes of Shareholders attend the Meeting and obtain entitlement to cast the vote; Agenda 3 must be passed by three-fourth (3/4) of the entire votes of Shareholders attend the Meeting and obtain entitlement to cast the vote. When there be not any shareholders raise any questions in relation voting method, then the Chairman duly convened the Meeting as the following Agenda(s);

Agenda 1 To consider and certify the minutes of EGM No.2/2016 (before conversion to be public limited company)

The Chairman proposed the Meeting to consider and certify the minutes of EGM No.2/2016 on April 29, 2016 (before conversion to be public limited company). Consequently, the Chairman declared that for such EGM, the Company delivered its Notice to all shareholders and announced the Notice on newspaper including resolved and took its minutes properly in accordance with the Company's Article of Association and the laws concerned as per details on Appendix. Then, the Chairman proposed the Meeting to certify minutes of EGM No.2/2016, which must be passed by majority vote of the entire shareholders attend the Meeting and obtain entitlement to cast the vote.

Resolution: The Meeting considered and unanimously resolved to certify minutes of EGM No.2/2016 as proposed by the Chairman with the following votes;

Approved	300,000,000	votes equivalent to	100.00%
Disapproved	-0-	votes equivalent to	0.00%
Abstained	-0-	votes equivalent to	0.00%

Agenda 2 To consider and approve the amendment of authorized signatory to bind the Company

The Chairman declared that Board of Directors Meeting No.2/2016 resolved to approve the amendment of authorized signatory to bind the company as registered with Department of Business Development, Ministry of Commerce for availability and flexibility when contact and co-ordinate with governmental agency. The former authorized signatory to bind the Company was follows:

“Two persons of Mr. Vitthaya Inala jointly sign with any one of Mrs. Busaraporn Prathoomrat or Mr. Tan Bock Chia with the Company's seal affixed.”

The amendment of such authorized signatory was follows:

“The Company's authorized signatory be the followings:

1. Two persons of Mr. Vitthaya Inala jointly sign with any one of Mrs. Busaraporn Prathoomrat or Mr. Tan Bock Chia or Mr. Chew Choon Tee with the Company's seal affixed.”
2. Any one of Mr. Vitthaya Inala or Mrs. Busaraporn Prathoomrat sign with the Company's seal affixed when submit for permission, application, request, application for amendment, issue for consultation, all kinds of explanation, certification of corporate documents made to Office of Plant and Agricultural Material Control – Department of Agriculture, Department of labor Protection and Welfare, Social

Security Office, Division of Battle Equipment Control and Industry Development – Department of Army Industry, The Customs Department, Thailand Tobacco Monopoly, The Revenue Department, The Excise Department, Department of Energy Business, Department of Internal Trade, Department of Foreign Trade, Food and Drug Authority, Industrial Estate Authority of Thailand, Department of Industrial Works, Thailand Post Co., Ltd., The Thai Chamber of Commerce, and Board of Trade of Thailand.”

Board Opinion: Board of Directors considered and deemed appropriate to propose the Shareholders Meeting to consider and approve the amendment of the Company’s authorized signatory in accordance with details proposed above. In doing this, further amendment may be made as opined by the Registrar if such amendment not impact any essence of new authorized signatory.

The Chairman, thus, proposed the Meeting to resolve the approval of the amendment of the Company’s authorized signatory. This Agenda must be passed by majority vote of the entire shareholders attend the Meeting and obtain entitlement to cast the vote.

Resolution: The Meeting considered and unanimously resolved to approve the amendment of the Company’s authorized signatory as proposed by the Chairman. In doing this, further amendment may be made as opined by the Registrar if such amendment not impact any essence of new authorized signatory. The said approval was resolved with the following votes;

Approved	300,000,000	votes equivalent to	100.00%
Disapproved	-0-	votes equivalent to	0.00%
Abstained	-0-	votes equivalent to	0.00%

Agenda 3 To consider and approve the amendment of the Company’s Articles of Association

The Chairman declared that according to the Company proposed this EGM to consider and approve the amendment of the Company’s authorized signatory in accordance with Agenda 2. Therefore, the Company must amend clause 33 of the Company’s Article of Association from:

“Clause 33 Number or the name of authorized director(s) enable to sign to bind the Company be two directors jointly sign with the Company’s seal affixed; and delegate authority to the Board of Directors to consider, determine, and amend the name of the Company’s authorized director(s).”

to:

“Clause 33 Number or the name of authorized director(s) enable to sign to bind the Company be the followings:

1. Two directors jointly sign with the Company’s seal affixed
2. One director sign with the Company’s seal affixed when submit for permission, application, request, application for amendment, issue for consultation, all kinds of explanation, certification of corporate documents made to Office of Plant and Agricultural Material Control – Department of Agriculture, Department of labor Protection and Welfare, Social Security Office, Division of Battle Equipment Control and Industry Development – Department of Army Industry, The Customs Department, Thailand Tobacco Monopoly, The Revenue Department, The Excise Department, Department of Energy Business, Department of Internal Trade, Department of Foreign Trade, Food and Drug Authority, Industrial Estate Authority of Thailand, Department of Industrial Works, Thailand Post Co., Ltd., The Thai Chamber of Commerce, and Board of Trade of Thailand.”

In doing this, the Board of Directors obtain authority to consider, determine, and amend the name of the Company’s authorized director(s).”

Board Opinion: Board of Directors considered and deemed appropriate to propose the Shareholders Meeting to consider and approve the amendment of the Company’s Articles of Association in accordance with details proposed above. In doing this, further amendment may be made as opined by the Registrar if such amendment not impact any essence of the Company’s Article of Association.

The Chairman, therefore, proposed the Meeting to resolve the approval of the amendment of the Company’s Articles of Association in accordance with the above details; and new Articles of Association enclosed shall be enforced. This Agenda must be passed by the votes at not less than three-fourth of the entire shareholders attend the Meeting and obtain entitlement to cast the vote.

Resolution: The Meeting considered and unanimously resolved to approve the amendment of the Company’s Articles of Association as proposed by the Chairman with the following votes;

Approved	300,000,000	votes equivalent to	100.00%
Disapproved	-0-	votes equivalent to	0.00%
Abstained	-0-	votes equivalent to	0.00%

Agenda 4 To consider other business (if any)

-Nil-

There was no any shareholder or proxy proposed the Meeting to consider any other business. The Chairman express thanks to all participants and declared adjournment of the Meeting at 11.00 a.m.

-SIGNATURE-

Signed by----- Chairman of the Meeting

(Mr.Vitthaya Inala)

-SIGNATURE

Signed by----- Minutes Taker




(Ms.Nipaporn Charoenwaraphatchaya)

MR. PONGPANU SVETARUNDRA

Date of Birth	24 March 1959	Age: 58
Education	B.Com. (Econ), University of Auckland, New Zealand M.A. (Economics), Northwestern University, USA	
Training	National Defence College 2548 Capital Market Academy class 1 National Justice Academy 15 Top Executive Program in Commerce and Trade, Commerce Academy Directors Certification Program, Institute of Directors, Thailand Advanced Management Program, Harvard Business School Public Director Certification Program (PDI-Public Director Institute) class 6 Financial Institutions Governance Program, Thai Institute of Directors Deputy Permanent Secretary	
Present Position / Directorships	Director, Mass Rapid Transit Authority of Thailand Director, Thai Airways International Public Company Limited (Thai) Director, TMB Bank Public Company Limited	
Previous Positions	Director General, Excise Department Director General, Comptroller General's Department Director General, Public Debt Management Office, Ministry of Finance Deputy Director General, Fiscal Policy Office Director, International Economic Policy Division, Fiscal Policy Office Chairman, Small and Medium Enterprise Development Bank of Thailand Director and	
Other Professional Experiences	Secretary, Student Loans Fund Director, Government Pension Fund Director, TOT Public Company Limited Director, Investment Committee of Vayupak Fund 1, and Vayupak Fund Steering Committee Director, Provincial Waterworks Authority Advisor, the Stock Exchange of Thailand Director, Bank Thai PCL Director, Industrial Estate Authority of Thailand Director, Office of Neighboring Countries Economic Development Cooperation Fund (NECF) Director, SME Financial Advisory Center Director, Thailand Securities Finance Corporation (TSFC) Director, Financial Institutions Development Fund (FIDF) Chairman, Secondary Mortgage Corporation Director, Bangkok Metro Public Company Limited	
No. of Shares Held	-None-	
Conflict of Interest	-None-	

Montree Socratyanurak, PhD

Age : 60

Linked companies :  [East Coast Furnitech PCL](#) - 
[Ocean Commerce PLC](#) -  [Union Auction PCL](#)

Dr. Montree Socratyanurak is Independent Director at TV Thunder Public Co. Ltd., Chairman at Ocean Commerce Public Co. Ltd., Independent Director at East Coast Furnitech Public Co., Ltd., Independent Director at Union Auction Public Co. Ltd., Chairman at SPC Precious Metal Co. Ltd., and a Director-Public Administration Program at National Institute of Development Administration.

He is on the Board of Directors at TV Thunder Public Co. Ltd., East Coast Furnitech Public Co., Ltd., National Research Council of Thailand, Union Auction Public Co. Ltd., LearnTech Co. Ltd., and Specialty Tech Corp. Ltd.

Dr. Socratyanurak was previously employed as Independent Director by Siam Global House Public Co. Ltd.

He also served on the board at Asia Green Energy PCL.

He received his undergraduate degree from Thammasat University, a graduate degree from the University of Minnesota, a graduate degree from the National Institute of Development Administration, and a doctorate degree from the University of Minnesota.

Current positions of Montree Socratyanurak, PhD

Name	Title	Since
 East Coast Furnitech PCL (Home Furnishings)	Independent Director	2012
SPC Precious Metal Co. Ltd.	Chairman	2011
 Ocean Commerce PLC (Construction Supplies & Fixtures)	Chairman	2013
Specialty Tech Corp. Ltd.	Director	2010
 Union Auction PCL (Internet Services)	Independent Director	2011
National Research Council of Thailand	Director	2012
TV Thunder PCL	Independent Director	2014
LearnTech Co. Ltd.	Director	2011
National Institute of Development Administration	Director-Public Administration Program	2007

No. of Shares Held	-None-
Conflict of Interest	-None-

MR. ANUPORN AROONRUT

Profile Date of Birth: 27 December 1958 Age: 58

Birth place and Domicile: 351/4 Soi Lorong, Ranong Road, Tarad Nuea Sub-district,
Muang District, Phuket Province 83000

Occupation/Work Place : Lawyer and Legal consultant
The Law Office of Amphon Anuporn & Associates 80/2 Trok
Sathien, Tanao Road
Sarnchaophorsua, Phranakorn, Bangkok 10200 Tel.:
0-2622-0200
Fax: 0-2622-0198
Cell: 081-860-8180, 081-622-0200
E-mail: aaamaster@aaalawoffice.co.th
anuporn@aaalawoffice.co.th

- Education:**
- Master of Arts in Economic Law (M.A.), Chulalongkorn University, 2008.
 - Master Degree in Public Law (LL.M.), Ramkamhaeng University, 2006.
 - Bachelor of Law (LL.B.), Ramkamhaeng University, 1980.
- Professional Experience:**
- Expert to President of the Constitutional Court, Constitutional Court, 2010 to 2014.
 - Member of Special Case Committee, the Department of Special Investigation (DSI), 2012 to 2014.
 - Member of the Administrative Committee for the Office of Knowledge Management and Development (OKMD), as a Public Organisation, 2012 to 2014.
 - Chairman of the Audit and Assessment Sub-Committee, OKMD, 2012 to 2014.
 - Chairman of the Personal Administration Sub-Committee, OKMD, 2012 to 2014.
 - President of the Lawyers Association of Thailand, 2004 to 2006.
 - Advisor to the Lawyers Association of Thailand, 2006 to date.

No. of Shares Held: -None-

Conflict of Interest: -None-

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 24, 2017. 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
With address at

(2) being a shareholder of
holding the total amount of shares with the voting rights of votes as follows;
 ordinary share..... shares with the voting rights of.....votes
 preferred share..... shares with the voting rights of.....votes

(3) do hereby appoint either one of the following persons:
 Age Years
With address at..... Road.....Sub-District.....
District.....Province.....Postal Code.....or
 AgeYears
With address at..... Road.....Sub-District.....
District.....Province.....Postal Code.....or
 Age Years
With address at..... Road.....Sub-District.....
District.....Province.....Postal Code.....or
 AgeYears
With address at..... Road.....Sub-District.....
District.....Province.....Postal Code.....or
 AgeYears
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 for the Year 2017
to be held on date ...April 24, 2017..., time ...14:00...hrs., venue ...Board Room 4 Zone C Queen Sirikit National Convention Center, No. 60, New Ratchadapisek
Road, Klong Toey District, Bangkok 10110 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.

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 Age 58 years old, residing at No. 19 Soi Pipat
Road Silom Sub-district Silom District Bangrak
Province Bangkok Thailand Postal Code 10500

(5) Assoc. Prof. Dr. Montree Socratyanurak Age 60 years old, residing at No. 584
Road Suthisan Sub-district Dindaeng District Dindaeng
Province Bangkok Thailand Postal Code 10400

(6) Mr. Anuporn Aroonrut Age 58 years old, residing at No. 80/2 Trok Satian
Road - Sub-district San Chaopho Suea District Phra Nakon
Province Bangkok Thailand Postal Code 10200

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders "AGM" for the
Year 2017 on April 24, 2017 at 14:00 p.m. Board Room 4 Zone C Queen Sirikit National
Convention Center, No. 60, New Ratchadapisek Road, Klong Toey District, Bangkok 10110 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 Extra-ordinary General Meeting of Shareholders No. 1/2016 (After Conversion into Public Limited Company)

- (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 2016

- (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, 2016

- (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 2016 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 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 6: To approve the determination of director remuneration 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 7: To appoint the Company's auditor and determine audit fee 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 8: 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.



Map: Queen Sirikit National Convention Center "QSNC"