



**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS FOR THE YEAR 2024
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED**

Date 01st April 2024

Subject: Notice of the Annual General Meeting of Shareholders for the Year 2024

Attention: Shareholders of Megachem (Thailand) Public Company Limited

- Enclosure(s):
1. Minutes of the Annual General Meeting of Shareholders for the Year 2023
 2. Profiles of the nominated persons to be elected as directors
 3. The Company's Articles of Association in relation to Shareholders Meeting and Casting the Vote
 4. Explanation of Procedures for Proxy, Registration, Identifying Documents for Attending, and Casting the Vote in Shareholders Meeting
 5. Privacy Notice for the Shareholder's Meeting
 6. Proxy Form A, Form B. and Form C
 7. Profiles of Independent Directors to Serve as Proxy for Shareholders
 8. Location Map of the Venue for Shareholders Meeting

By virtue of this Notice, Megachem (Thailand) Public Company Limited "the Company" would like to invite all Shareholders to attend **the Annual General Meeting of Shareholders for the Year 2024 on April 24, 2024 at 14:00 hrs. (Registration Time at 12:00 hrs.), at Megachem (Thailand) Public Company Limited office at 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND** for consideration and as deem appropriate for resolution to certify, approve, acknowledge and/or endorse the followings Agendas:

Agenda 1 Consider and approve minutes of the Annual General Meeting Year 2023

Fact and Reason: The Company held the Annual General Meeting of Shareholders "AGM" Year 2023 on April 20, 2023 as detailed in the copy of minutes enclosed this Notice (Appendix 1).

Board's Opinion: The Board of Directors "the Board" considered and opined that for the aforesaid AGM, the Company already submitted its Notice to all Shareholders and announced such Notice on newspaper as well as the resolutions and minutes of the meeting were recorded 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 2023 AGM.

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

Agenda 2 Consider and acknowledge the Company's Operating Performance for the Year 2023

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 2023 ended December 31, 2023 be duly concluded. The Board, thus, deemed appropriate to propose AGM for consideration and acknowledgement of the Company's operating performance in such fiscal year 2023.

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

Agenda 3 Consider and approve the Company's financial statements as of December 31, 2023

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, 2023 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.1/2024 on February 16, 2024.

Board's Opinion: The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2023 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, 2023.

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

Agenda 4 Consider and approve the dividend payment for year 2023 performance

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

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

Comparison of dividend payment rates for year 2023 and the previous year.

List	Year 2023 (Proposed year)	Year 2022
Net profit (baht)	76,742,357	92,789,381
Number of shares (shares)	400,000,000	400,000,000
Annual dividend (baht / share)	0.10	0.11
- Interim dividends (baht / share)	0.03	0.03
- Final dividend payment (baht / share)	0.07	0.08
Total dividend payment (baht)	40,000,000	44,000,000
Dividend payment ratio to net profit (%)	52.12	47.42

Board's Opinion: The Board of Directors considered and opined that in accordance with the Company's audited financial statements as of December 31, 2023; the Company gained net profit from 2023 operating performance of Baht 76,742,357 adequate for dividend payment. Furthermore, Public Limited Company Act - Section 116 prescribed that the Company must allocate legal reserve at least 5% of its annual net profit. The company has allocated a legal reserve of 20,000,000 baht, equivalent to 10% of the registered capital of 200,000,000 baht as prescribed by law. Therefore, no additional reserve is required.

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, 2023 at the rate of Baht 0.03 per share, totaling Baht 12,000,000. Therefore, will pay final dividend at the rate of Baht 0.07 per share, in amount of Baht 28,000,000. Total dividend payment amounting to Baht 40,000,000. Record date for determining shareholders entitled to receive dividends on 08 May 2024 and determining dividend payment on 20 May 2024. 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 2024 for final approval.

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

Agenda 5 Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2024

Fact and Reason: Public Limited Company Act prescribed that every Annual General Meeting of Shareholders, the one-third (1/3) of the number of directors at that time shall retire from their office. If the number is not divisible into three portions, then the number nearest to one-third (1/3) shall retire. A retired director may be elected to resume the office. The directors who must retire in the first and

second years following the registration of the Company shall draw lots. In every subsequent year, the directors who have been in office for longest period shall be retired by rotation. This year, Directors who shall be retired by rotation are:

- | | | |
|----------------------------|---------------|--|
| 1. Mr. Pongpanu | Svetarundra | Chairman of Board of Director/ Member of Audit Committee/ and Independent Director |
| 2. Assoc. Prof. Dr Montree | Socatiyanurak | Chairman of Audit Committee/ Member of Nomination and Remuneration Committee/ and Independent Director |
| 3. Mr. Somnuk | Bomrungsalee | Chairman of Nomination and Remuneration Committee/ Member of Audit Committee/ and Independent Director |

Nomination and Remuneration Committee Meeting No. 1/2024 on February 16, 2024, thus, deemed appropriate to propose the meeting to consider to re-electing Mr. Somnuk Bomrungsalee as Chairman of Nomination and Remuneration Committee, Audit Committee and Independent Director for another term and propose the appointment of new directors to replace directors who due to retire by rotation. In order to comply with good corporate governance, details as follows:

1. Propose the appointment of Mr. Maris Sangiampongsa as Independent Director and Audit Committee to replace Mr. Pongpanu Svetarundra

2. Propose the appointment Mr. Chaiwat Tanchewawong as Independent Director, Audit Committee and Nomination and Remuneration Committee to replace Assoc.Prof.Dr. Montree Socatiyanurak

The Company provided the opportunity to the minority shareholders to nominate qualified persons for the Nomination and Remuneration Committee to consider the election as a Company's Board of Director for the 2024 Annual General Meeting of Shareholders which was announced on the Company's website. Including notified via electronic system of the Stock Exchange of Thailand Between October 02, 2023 to December 22, 2023, it appears that no shareholders have expressed their intention regarding the said matter.

Board's Opinion: The Board of Directors, excluding interested directors have carefully considered with due care and scrutinized through the scrutiny process in accordance with the criteria for nominating directors of the Company. Therefore, considered and deemed appropriate to propose the Meeting to consider re-elect Mr. Somnuk Bomrungsalee who are due to retire by rotation, as Chairman of Nomination and Remuneration Committee, Audit Committee and Independent Director for another term and approved the appointment of new directors to replace directors who due to retire by rotation according to the aforementioned details, in order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2024 on February 16, 2024 already endorsed the said nomination. The Board was of the view that these three nominated directors have complete and appropriate qualifications, the independent directors are able to express independent opinions, and in accordance with appreciable laws suitable for the business operation of the company without prohibited characteristics for appointment as directors of the Company. In addition, they have performed their duties with full responsibility, due care and loyalty in compliance with the regulatory requirements, objectives, Articles of

Association of the Company, resolutions of the Board of Directors, as well as resolutions of the Annual General Meeting. All the proposed directors received concurrence. Profiles of those nominated Directors appeared in details on Appendix 2.

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

Agenda 6 Consider and approve the remuneration of directors for the year 2024

Fact and Reason: Director Remuneration should be determined by characteristic comparable to actual remuneration in the industry as well as experience, duty, accountability and responsibility of Director covering expected benefits from each Directors. Director, who is delegated for more accountability and responsibility e.g. a member of Committee, should receive more appropriate remuneration. The Nomination and Remuneration Committee “N&R” in the Meeting No. 1/2024 on February 16, 2024, 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 2024 at total amount not exceeding Bath 2,000,000.

Board's Opinion: The Board of Director considered and deemed appropriate to propose the Meeting to consider and approve the determination of remuneration for the Board, Chairman of the Board, the Audit Committee, Chairman of the Audit Committee, the Nomination and Remuneration Committee, and Chairman of the Nomination and Remuneration Committee for the Year 2024 at total amount not exceeding Bath 2,000,000 as endorsed by the N&R Meeting No.1/2024 on February 16, 2024 with the following details: to be effective from May 2024 onwards;

Position	Type of director	Year 2024	Year 2023
1. Meeting Allowance/ Per Attendance		(Baht)	(Baht)
Chairman of the board of Directors	Independent Director	20,000.00	20,000.00
Directors	Independent Director	10,000.00	10,000.00
Chairman of the Audit Committee	Independent Director	15,000.00	15,000.00
Audit Committee Members	Independent Director	10,000.00	10,000.00
Chairman of the Nomination and Remuneration Committee	Independent Director	15,000.00	15,000.00
Nomination and Remuneration Committee Members	Independent Director	10,000.00	10,000.00
2. Monthly Allowance			
Chairman of the board of Directors	Independent Director	20,000.00	20,000.00
Board of Directors	Independent Director	15,000.00	15,000.00
3. Estimate Annual Bonus	Director	*Independent Director 100,000.00	Independent Director 100,000.00
		**Minimum 50,000.00 for non-independent directors	Minimum 50,000.00 for non-independent directors
4. Life Insurance for Independent Directors		52,546.00 per person	52,546.00 per person
5. Total Liability Insurance for directors and officers (D&O) totaling 150 Million Baht.			

Remark: * Year 2024 Independent Directors receive an estimated annual bonus of 100,000.00 baht/person and

** Non- Independent Directors receive an estimated annual bonus of minimum 50,000.00 baht/person (Depends on the Company performance).

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

Agenda 7 Consider and approve the appointment of Auditor and Audit Fee for the year 2024

Fact and Reason: The Office of Securities and Exchange Commission “SEC” specified that preparation and disclosure of financial statements of the Company issuing securities must comply with standards of accounting and financial report determined by Federation of Accounting Professional, which conform to international standards of accounting and financial report as well. In addition, the auditors certified by SEC must audit quarterly or annually financial statements including monitor and review financial statements of the Company issuing securities every quarter in order to ensure that the investors shall receive accurate and complete information. Such auditors obtain authority to audit, review, prepare, and comment on the company’s financial statements. Furthermore, the said auditors must be independent and not obtain any relationship with neither the Company nor its Management. Therefore, the Audit Committee in the Meeting No.1/2024 on February 16, 2024 considered and deemed appropriate to propose the Board of Directors to consider the appointment of auditors from EY Company Limited as the followings:

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

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

Auditor's compensation	Year 2024	Year 2023	Year 2022
Audit Fee	1,900,000	1,900,000	1,900,000
Other service fees	NIL	NIL	NIL

In addition, EY Company Limited has been nominated as the auditor for year 2024 of Subsidiaries and Associates as following details

Megachem Plus Limited

Auditor's compensation	Year 2024	Year 2023	Year 2022
Audit Fee	450,000	450,000	450,000
Other service fees	NIL	NIL	NIL

Green Leaf Chemical Company Limited

Auditor's compensation	Year 2024	Year 2023	Year 2022
Audit Fee	520,000	520,000	520,000
Other service fees	NIL	NIL	NIL

Mega Fuji Graphite Limited

Auditor's compensation	Year 2024	Year 2023	Year 2022
Audit Fee	70,000	70,000	70,000
Other service fees	NIL	NIL	NIL

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

Audit Committee's Opinion: The Audit Committee considered and deemed appropriate to propose the Board of Directors to consider and approve the appointment of the above-mentioned auditors from EY Company Limited "EY" to be the Company's Auditors for the Year 2024.

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 2024 with authority to audit, review, prepare, and comment on the Company's financial statements. The aforesaid Auditors are certified by SEC and independent as well as not obtain any relationship with neither the Company nor our Management. In case such Auditors are unable to perform duty, EY shall provide another auditor(s) from EY to perform duty of audit and comment on the Company's financial statements as replacement. Anyhow, the appointment of such replacing auditor(s) must get prior approval from the Company's Shareholders.

According to new accounting standards determined that the auditors must audit the form to disclose information and annual report (Form 56-1 One report) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2024 **for the eighth year** since the Company was listed on the stock exchange. (In year 2022, the list of auditors from EY Office Company Limited was changed from the former to the new auditors. The name lists appeared as details above), which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-1 One report) including monitoring and reviewing financial statements of the Company every quarter. The Company's total audit fee proposed is not exceeding 1.9 MB, excluding other expenses.

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

The Shareholders would be, therefore, invited to attend **the Annual General Meeting of Shareholders for the Year 2024 on April 24, 2024 at 14:00 hrs., at Megachem (Thailand) Public Company Limited office at 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520, THAILAND.** In this regard, The Company shall allow the Shareholders for registration to attend the Annual General Meeting of Shareholders for the Year 2024 from 12:00 hrs. and shall duly convene the Meeting in accordance with the Company's Article of Association in Part of Terms Relevant to Shareholders Meeting and Voting Procedures as per details revealed on Appendix 3. Explanation of procedures for Proxy, registration, identifying documents for attending, and casting the vote in Shareholders Meeting are also enclosed as per details revealed on Appendix 4.

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

Furthermore, if the shareholders desire to appoint other person or Independent Director to attend and cast the vote on behalf of yourselves, please fill details in Proxy Form as Appendix 6. Profiles of Independent Directors as Proxy in the Meeting are hereby enclosed as per details revealed on Appendix 7.

To provide the shareholders' convenience in accessing the above information, the Company will publish the entire set of documents related to the Invitation of the 2024 Annual General Meeting of Shareholders, together with the proxy forms and all related documents both in Thai and English, including Form 56-1 One report on the Company's website (www.megachem.co.th) from March 25, 2024, onwards. In order to facilitate shareholders, you can request to receive a paper of the proxy materials by April 05, 2024 via Email: secretary@megachem.co.th. In case of Proxy, the Company would like to request for your kind collaboration to **return your Proxy Form to the Company via fax +66 0 2 739 6332 or E-mail: secretary@megachem.co.th within April 17, 2024** 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 08, 2024 for the Shareholders obtaining entitlement to attend the Annual General Meeting of Shareholders for the Year 2024.

Sincerely yours,

By Resolution of The Board of Megachem (Thailand) PCL



Vitthaya Inala, Ph.D.

Vice Chairman of the Board of Directors



(Translation)

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

Date, Time, and Place: 20th April, 2023 at 14:00 hrs.

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

At 14:00 hrs. Ms. Rarunrom Inpuey acts as a speaker for the meeting, prior to start the meeting the speaker clarify the laws related to the meeting via electronic media (the Royal Decree on Electronic Media Conference B.E. 2563, Dated: April 19, 2020 Article 9 (1) stipulated that in an electronic meeting, the person having the duty to organize the meeting shall make an arrangement for attendees to identify themselves to join the meeting through electronic means prior to join the meeting. After that, the speaker introduced the directors and auditors which attended the meeting as follows;

Directors:

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

A total of 7 directors from 7 directors attended the meeting, thus constituted a quorum as prescribed by the Company's Articles of Association according to the laws related to the meeting via electronic media (the Royal Decree on Electronic Media Conference B.E. 2563, Dated: April 19, 2020). The total proportion of directors is equal to 100% of all directors attending the meeting.

Auditor: EY Office Limited

Ms. Supanee Triyanantakul

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

And Mr. Vuttimate Chaiparsitrit, Members of Shareholders' Right Protection Volunteer Club of Thai Investors Association.

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

1.The voting is one share one vote thus each shareholder shall have voting rights equal to the number of shares or proxy held.

2. Any shareholder has conflict of interest in any agenda is not obtain entitlement to cast the vote. However, in the matter of nominating of director, every shareholder (even in the position of director) obtain entitlement to cast the vote.

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

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

In order to comply with Good Corporate Governance in agenda 5, Consider Director Election Replacing Directors Shall Be Retired by Rotation, all shareholders wishing to vote, approve, disapprove or abstain. Kindly Vote on the ballot papers and send it to the staff. Each shareholder will use the existing votes to elect one or several directors. In the case of the election of several persons, the number of votes for each director cannot be divided. The persons who receive the highest number of votes in descending order shall be elected as directors in the number of directors to be elected. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the Chairman of the meeting shall have a casting vote.

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

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

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

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

Agenda 2 is for acknowledgment; no voting was required.

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

7. The shareholders required to vote by using a pen and marking a cross in your ballot in only one box as well as sign your name in each agenda.

8. For transparency vote count, the speaker therefore requesting volunteers to check the votes in each agenda. The shareholders who volunteered to check the votes were Mrs. Rattana Na Nakhon.

Mr. Pongpanu Svetarundra acts as the Chairman of the meeting (the Chairman), declared the Meeting open at 14:03 hours. The Chairman welcomed the Shareholders present at the Meeting and recorded that 4 persons held 152,862,300 shares and proxy 23 persons held 156,244,689 shares, total shareholders and proxy were attending the meeting are 27 persons which total 309,106,989 shares that is accounted for 77.2767 percent of issued shares, thus constituting a quorum in accordance with the Company's Articles of Association. The Meeting then proceeded according to the agendas as follows;

Agenda 1 Consider and approve minutes of the Annual General Meeting Year 2022

The Chairman declared that the Board of Directors considered and opined that for the aforesaid AGM, the Company already submitted its Notice to all Shareholders and announced such Notice on newspaper covering duly resolved and took minutes in accordance with the Company's Articles of Association and laws concerned. The Board, thus, deemed appropriate to propose the Shareholders to certify the aforesaid minutes of 2022 AGM.

The speaker invited the shareholder to ask or comment.

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

Resolution: The meeting considered and then unanimously resolved to approved minutes of the Annual General Meeting Year 2022 which was conducted on April 21st, 2022 with unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

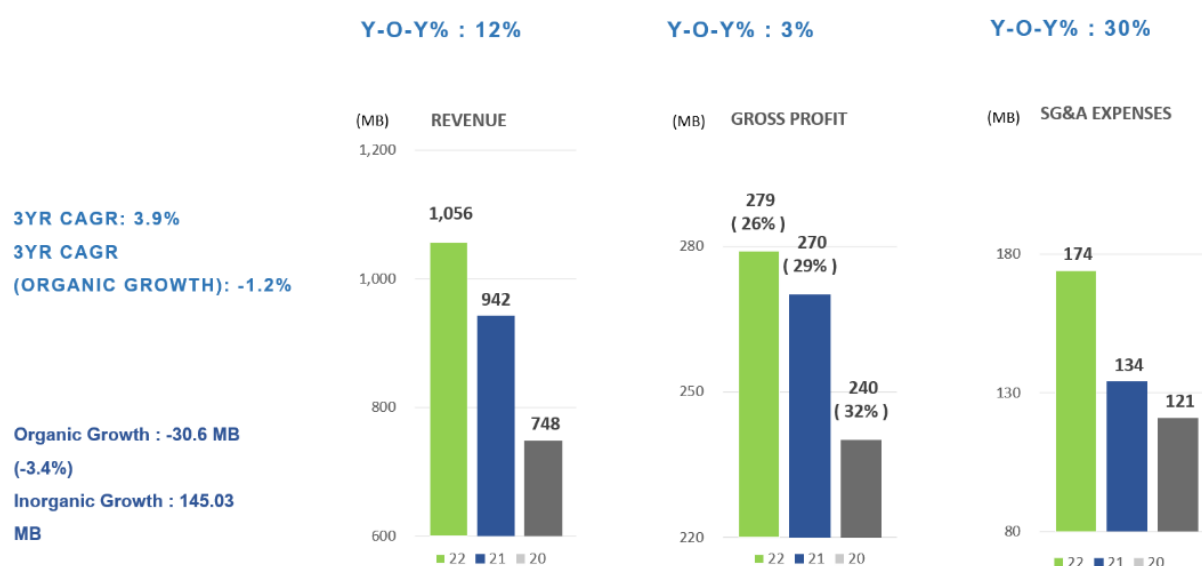
Agenda 2 Consider and acknowledge the Company’s Operating Performance for the Year 2022

The chairman invited Vitthaya Inala, Ph.D., to summarized the performance of the Company for the year 2022 and the future business plan.

Vitthaya Inala, Ph.D. clarified that from year 2016 to 2023, the Company has no complaints about corruption under the anti-corruption policy and still aim to prevent corruption which is under the planning process. Since the establishment of the company on October 05, 1992, we have always been fighting against corruption and when we are listed on the Stock Exchange of Thailand (SET), we pay more attention to anti-corruption and we promise to continue to fight against corruption although we are not affiliated with the Thai Private Sector Collective Action Against Corruption.

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

Financial Performance FY’2022 (Consolidated)



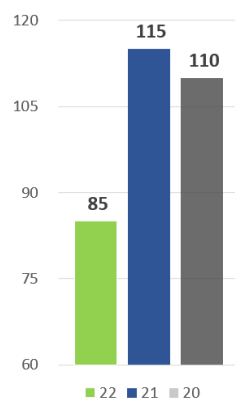
For SG&A, the increased in expenses came from the subsidiary that the Company acquired in Q4/ 2021.

Financial Performance FY'2022 (Consolidated)

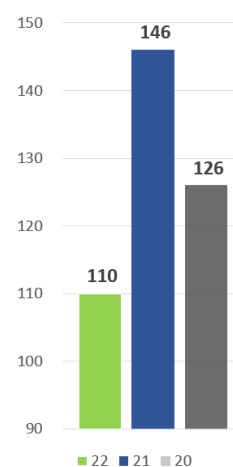
Y-O-Y% : -26%

Y-O-Y% : -24%

(MB) NET PROFIT

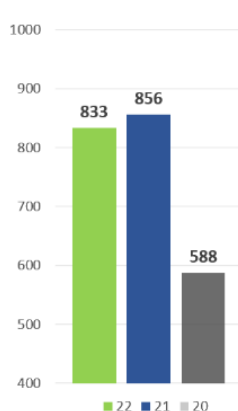


(MB) EBIT

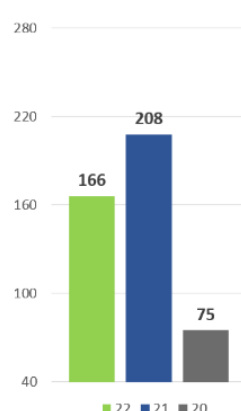


Financial Position FY'2022 (Consolidated)

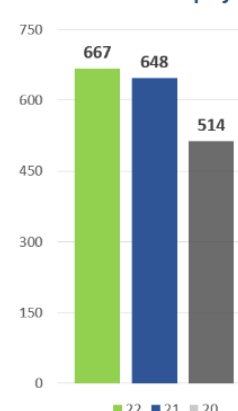
(MB) Assets



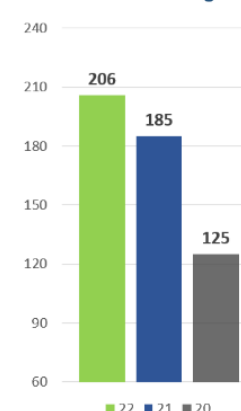
(MB) Liabilities



(MB) Shareholder's Equity



(MB) Retained Earnings



Financial Ratio FY'2022 (Consolidated)

Financial Ratio	FY22	FY21	FY20
A/R Turnover (days)	71	68	69
A/P Turnover (days)	27	28	24
Inventory Turnover (days)	76	65	49
Cash Conversion Cycle (days)	119	105	95
Debt/Equity	0.30	0.38	0.16
Net Debt/Equity	-0.21	-0.16	-0.33

In the part of inventory turnover is higher because we keep stock due to the uncertainty of the current world situation from the epidemic of COVID-19 and the Russia-Ukraine war which we still monitor the situation closely.

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

Revenue Breakdown by Segment and Growth (Consolidated)

THB Million

Sale by Segment	Growth	2022					By Segment	2021					By Segment
		Q1	Q2	Q3	Q4	Total		Q1	Q2	Q3	Q4	Total	
Lifestyle Biotech	22%	108	123	122	93	446	42%	66	64	115	121	366	38%
Polymer and Advance polymer composite	18%	67	74	55	39	235	22%	50	56	47	45	198	21%
Performance coating	-10%	51	44	50	47	193	18%	58	56	51	50	214	23%
Surface technology	24%	33	27	22	21	103	10%	22	20	20	20	83	9%
Oil and Gas	-5%	19	12	19	14	64	6%	17	17	19	13	67	7%
Other	-14%	6	5	5	4	20	2%	3	6	3	11	23	2%
Grand Total	11%	284	285	272	218	1060	100%	216	220	254	261	951	100%

The growing segment are Lifestyle Biotech, Polymer and Advance polymer composite and Surface technology and the decreasing segment are Performance coating, Oil and Gas and others, but the total revenue for the year 2022 = 1,060 million baht, representing an increase of about 11% from the year 2021.

Therefore, we would like to inform the shareholders that after all this time, we operate business with intention and transparency according to the Company slogan "Do it right" for the best interests of shareholders.

When there was no question then the speaker informed that no vote casting for this agenda as it is an acknowledgement agenda.

Resolution: The meeting acknowledged the Company's performance for the year 2022.

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

The Chairman declared to the meeting that according to Section 112 under Public Limited Company Act B.E. 2535, prescribed that the Board of Directors must provide balance sheet and profit and loss statement as of the end of the accounting period and proposed to the Shareholders in the Annual General Meeting for consideration and approval of such financial statements, then invited Vitthaya Inala, Ph.D., to report financial highlight of year 2022 and propose to the meeting to consider and approve these financial statements for fiscal year ended December 31, 2022 which had been duly audited by certified auditor of the Company and already got endorsement from the Audit Committee and Board of Director meeting No.1/2023 on Feb 17,2023.

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

ข้อมูลงบการเงินที่สำคัญ (Financial highlight)	หน่วย : บาท
ประจำปี 2565 (Annual 2022)	งบการเงินรวม
งบแสดงฐานะทางการเงิน (Statement of financial Position)	
สินทรัพย์รวม (Total Assets)	833,311,991
หนี้สินรวม (Total Liabilities)	166,296,301
ส่วนผู้ถือหุ้น (Total Shareholder's equity)	667,015,690
กำไรสะสมที่ยังไม่ได้จัดสรร (Unappropriated RE)	206,218,358
งบกำไรขาดทุนเบ็ดเสร็จ (Statement of comprehensive income)	
รายได้รวม (Total Revenues)	1,062,351,093
ค่าใช้จ่ายรวม (Total Expenses)	951,363,700
กำไรสำหรับปี (Profit for the year)	85,095,091
กำไรต่อหุ้นขั้นพื้นฐาน (Basic earnings per share)	0.21

The speaker invited the shareholder to ask or comment.

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

Resolution: The meeting considered and then unanimously resolved to approved the Financial Statements for Fiscal Year Ended December 31, 2022 with unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

Agenda 4 Consider and approve the dividend payment for year 2022 performance

The Chairman declared to the meeting that The Board of Directors considered and opined to propose the meeting to consider and approve the dividend payment for year 2022 performance as following details;

The Board of Directors considered and opined that in accordance with the Company's audited financial statements as of December 31, 2022; the Company gained net profit from 2022 operating performance adequate for dividend payment. Previously, the Company already allocated legal reserve of Baht 19,224,325. Therefore, the Company must allocate additional legal reserve of Baht 775,675. In conclusion, the Company completely allocated legal reserve at Baht 20,000,000, representing 10% of the registered capital of 200,000,000 baht comply with Public Limited Company Act - Section 116. The Board of Directors deemed appropriate to propose the Meeting to consider and approve dividend payment at the rate of Baht 0.11 per share and according to the Company has already paid interim dividends on September 09, 2022 at the rate of Baht 0.03 per share, totaling Baht 12,000,000. Therefore, the outstanding dividend payment is at the rate of Baht 0.08 per share, total outstanding amount was Baht 32,000,000. Total Dividend Payment of Baht 44,000,000. Which will be paid to the Shareholders obtain entitlement to receive dividend, whose names appeared on the Company's shareholders list as of May 03, 2023 and will pay dividends to shareholders on May 16, 2023. Which is in accordance with dividend policy of the Company.

The speaker invited the shareholder to ask or comment.

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

Resolutions: The meeting considered and then unanimously resolved to approved dividend payment from 2022 Operating Performance with unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

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

The Chairman declared to the meeting that at 2023 AGM, Directors who shall be retired by rotation are:

- | | | |
|-----------------------------|---------------|--|
| 1. Mr. Chew | Choon Tee | Director |
| 2. Assoc. Prof. Dr. Montree | Socatiyanurak | Chairman of Audit Committee/ Member of Nomination and Remuneration Committee/ Independent Director |
| 3. Vitthaya | Inala, Ph.D. | Vice Chairman/ Member of Nomination and Remuneration Committee/ CEO |

To comply with Good Corporate Governance, the Chairman informed Assoc. Prof. Dr. Montree Socratyanurak and Vitthaya Inala, Ph.D. to leave the meeting room and informed Mr. Chew Choon Tee which attended the meeting through application zoom to abstain from voting and making any comments before proceeding the meeting, then declared that the Board of Directors considered and deemed appropriate to propose the Meeting to consider and re-elect those Directors, who shall be retired by rotation, to take their position for another term in order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2023 on February 17, 2023 has already endorsed the aforesaid nomination as these three nominated directors have management capabilities. The profiles of all 3 nominees for appointment as directors were provided in the attached document which sent together with the AGM notice.

The speaker invited the shareholder to ask or comment.

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

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

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

2. Assoc. Prof. Dr. Montree Socratyanurak Chairman of Audit Committee/
Member of Nomination and Remuneration
Committee/ Independent Director

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

3. Vitthaya Inala, Ph.D. Vice Chairman/ Member of Nomination
and Remuneration Committee/ CEO

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

Before start the meeting in Agenda 6, the Chairman invited all three directors to participate in the meeting and allowed to offering opinions as before.

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

The Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to approve the appointment of Mr. Varit Inala as a Company director who has authority to sign to bind the Company according to the details of the Company certificate, article 3.1 and 3.2. In which Mr. Varit Inala have qualifications in accordance with the Public Limited Companies Act, B.E. 2535 (1992), Chapter 6 Committee, Section 68 as proposed by the Nomination and Remuneration Committee.

Details of the amendment of authority to sign to bind the company in the Company Certificate

Revise from the original one;

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

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

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

Limitation on Directors' Powers -None-/

Revise to;

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

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

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

Limitation on Directors' Powers -None-/

Resolutions: The meeting considered and then unanimously resolved to approved the appointment of Mr. Varit Inala as a Company director who has authority to sign to bind the Company with unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

Agenda 7 Consider and approve the remuneration of directors for the year 2023

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

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

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

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

The speaker invited the shareholder to ask or comment.

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

Resolution: The meeting considered and then unanimously resolved to approve the remuneration of directors for the year 2023 with unanimous vote of the shareholders who attended the meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

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

The Chairman declared that the Board of Directors considered and deemed appropriate to propose the Meeting to consider and approve the appointment of auditors from EY Company Limited “EY” as detailed below;

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

to be the Company’s Auditors for the Year 2023 with authority to audit, review, prepare, and comment on the Company’s financial statements. The aforesaid Auditors are certified by SEC and independent as well as not obtain any relationship with neither the Company nor our Management. In case such auditors are unable to perform duty, EY shall provide another auditor(s) from EY to perform duty of audit and comment on the Company’s financial statements as replacement. Anyhow, the appointment of such replacing auditor(s) must get prior approval from the Company’s Shareholders.

According to new accounting standards determined that the auditors must audit the form to disclose information and annual report (Form 56-1 One report) of listed companies as well. Thus, the Board deemed appropriate to propose the Meeting to consider and approve the determination of audit fee for the Year 2023 **for the seventh year** since the Company was listed on the stock exchange. (In year 2022, the list of auditors from EY Office Company Limited was changed from the former to the new auditors. The name lists appeared as details above), which is the fee for auditing quarterly and annually financial statements, the fee for auditing the form to disclose information and annual report (Form 56-1 One report) including monitoring and reviewing financial statements of the Company every quarter. The Company’s total audit fee proposed is not exceeding 1.9 MB, excluding other expenses. In addition, EY Company Limited has been nominated as the auditor for year 2023 of Subsidiaries and Associates. Except subsidiary that established and registered in foreign countries that use another auditor due to legal restrictions and / or suitability in terms of accounting transactions and audit fees. In this regard, the Board of Directors will ensure that the financial statements can be completed in all respects in accordance with the deadline.

The speaker invited the shareholder to ask or comment.

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

Resolution: The meeting considered and approved the appointment of Auditor and Audit Fee for the year 2023 with unanimously resolved of the entire Shareholders attend the Meeting and had the rights to vote as follows;

There were no additional participants in this agenda.

Total shareholders to attend in this meeting 27 persons total 309,106,989 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,106,989	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,106,989	100.0000

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

Vitthaya Inala, Ph.D. declared to the meeting that the current world situation changes every second. We, MGT promise our shareholders that we will do our best, we will make good performance, doing business with intention, conduct business with transparency, do everything right according to the Company's slogan "**Do it right**" for the best interests of the shareholders.

The speaker informed the shareholders to acknowledge regarding the results of the resolutions of the shareholders' meeting that the Company will rely on the results of resolutions based on reports that submitted to the Stock Exchange of Thailand. Which will appear on the website of the Stock Exchange of Thailand.

When there was no one raised any questions and opinions, the Chairman thanked all the attendees and closed the meeting at 14:43 hours.

The Chairman of the meeting

Mr. Pongpanu Svetarundra
Chairman of Board of Director

Minute by

(Ms. Nipaporn Charoenworaprachaya)
Company Secretary

Remark During the meeting, the Company recorded the meeting in the form of a video according to the criteria, laws, and privacy policies of the Company for the purpose of the shareholders' meeting.

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

General Information

Name - Surname: Mr.Somnuk Bomrungsalee

Age : 67 years old

Nationality : Thai

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

Education Information

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

Training Course

- THE CIVIL SERVICE EXECUTIVE DEVELOPMENT PROGRAM: Office of the Permanent Secretary
Ministry of Energy Class 2/2008
- The civil service executive development program: Office of the Civil Service Commission (OCSC)
Class 65/2009
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives
Class: 16/2012
- The civil service executive development program (2): Office of the Civil Service Commission
(OCSC) Class 5/2013
- The Executive Program in Energy Literacy for a Sustainable Future, TEA: Thailand Energy Academy
Class 5/2014
- Institute of Administrative Justice (Bor. Yor. Sor. 20) Judicial Training Institute Year 2016

Work Experience

Period	Position	Company	Remark
2018 - Present	Chairman of The Remuneration and Nomination Committee/ Audit Committee/Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company

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

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) Public Company limited in the year 2023				
No.	NAME	BOD	AC	NRC
1	Mr.Somnuk Bomrungsalee	5/5	4/4	2/2

Megachem (Thailand) PCL Directorship

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

Director Date of Appointment as a Director: 07 November 2018

The term of office after appointment: 5 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 5 years

The term of office: 3 years

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

Information on directors' shareholding for the year 2023					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Somnuk Bomrungsalee	200,700	200,700	200,700	200,700

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

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2024

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

Name - Surname: Mr. Maris Sangiampongsa
Age : 65 years old
Nationality : Thai
Address : 1/4 Mongkol Nivate, Vibhavadi-Rangsit 44

Education Information

- **Bachelor of Arts (Political and Government),**
Ramhkamhaeng University, Thailand
- **Master of Arts (International Relations),**
Ohio University, USA

Training Course

- **Director Certification Program (DCP)**
Thai Institute of Directors

Work Experience

Period	Position	Company	Remark
2017- 2019	Ambassador of Thailand to Canada.	Royal Thai Embassy	
2014 - 2017	Ambassador of Thailand to New Zealand.	Royal Thai Embassy	
2011 - 2014	Ambassador of Thailand to the Commonwealth of Australia.	Royal Thai Embassy	
2009 - 2011	Ambassador of Thailand to the FDR of Nepal.	Royal Thai Embassy	
2007 - 2009	Minister at the Royal Thai Embassy in Berlin, the Federal Republic of Germany.	Royal Thai Embassy	
2001 - 2007	Minister Counsellor – Minister, Personal Assistance to the Prime Minister of Thailand.	The Office of the Prime Minister.	
1995 - 2000	First Secretary - Counsellor	The Department of Economic Affairs.	
1994	First Secretary	the Secretariat Office of the Minister of Foreign Affairs.	

Period	Position	Company	Remark
1993	First Secretary	the Department of ASEAN Affairs.	
1989 - 1992	Third - First Secretary	The Royal Thai Embassy in Brussels, the Kingdom of Belgium and the Office of the Permanent Representative of Thailand to the European Commission.	
1988	Third Secretary	The Department of ASEAN Affairs.	
1987	Third Secretary	The Department of Information.	
1986 - 1987	Attaché - Third Secretary	the International Organization Department.	
1986	Department of International Business Relations.	Thai Military Bank, Head Quarter	listed company

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

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2023 -None- (nominated as new directors)

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

Number of Megachem (Thailand) PCL's shares owned: -None-

Proposed Position: Independent Director and Audit Committee

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2024

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

General Information

Name - Surname: Mr. Chaiwat Tanchewawong

Age : 65 years old

Nationality : Thai

Address : 12 (91/722), Soi Ram Inthra 44, Yaek 24, Ram Inthra, Khan Na Yao, Bangkok

Education Information

- **Bachelor of Business Administration (Finance),**
Thammasat University, Thailand
- **Master of Business Administration,**
Chulalongkorn University, Thailand

Work Experience

Period	Position	Company	Remark
2000 - 2005	Head of Business Development Department, SME Banking	Standard Chartered Bank (Thai) Public Company Limited	Listed company
2011 - 2019	Member of Executive Committee	Industrial and Commercial Bank of China (Thai) Public Company Limited	Listed company
2007 - 2019	Executive Vice President		
2021 - 2022	Management Advisor		

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

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2023 -None- (nominated as new directors)

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

Number of Megachem (Thailand) PCL's shares owned: -None-

Proposed Position: Independent Director / Audit Committee and N&R Committee

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2024

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

Clause 38 A quorum of Shareholders Meeting shall be constituted by the attendance of Shareholders and their Proxy (if any) at not less than 25 persons holding total shares at not less than 1/3 of the entire shares sold.

In case a quorum of /shareholders Meeting is incomplete when more than 1 hour is later than the time specified in the Notice; if the Meeting was convened by request of the Shareholders, such Meeting shall be restrained. But, if the Meeting was not convened by request of the Shareholders, the Meeting shall be convened again and in this case the Notice of Shareholders Meeting shall be made and sent to the Shareholders not less than 7 days prior to the Meeting date. The aforesaid Meeting is not enforced to constitute a quorum.

Clause 39 Chairman of the Board of Directors preside Shareholders Meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties, the Vice Chairman of the Board shall preside over the meeting. If Vice Chairman is absent or unable to perform duty, The meeting shall elect any of the shareholders present to be the chairman of such meeting.

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

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

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

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

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

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

Attendees are required to present the following documents prior to attend the meeting. (depending on the case)

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 (granted by government authorities no longer than 1 year prior to the meeting date) 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 (granted by government authorities no longer than 1 year prior to the meeting date) 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

2.3 Appointment of Proxy in the case of Shareholders who are Foreign Investors and have appointed a Custodian in Thailand to be a Share Depository and Keeper

(a) The Proxy Form C., correctly and completely filled in, signed by the authorized representative of the custodian who is the grantor and signed by the proxy.

(b) Required documents from the Custodian as specified above in clause 2.1 or 2.2, as the case may be.

(c) Document confirming that the person who signed the proxy form is permitted to operate the Custodian business.

(d) A copy of Power of Attorney from the shareholder who appoints the Custodian to sign the proxy form on his/her behalf

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

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

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

(b) English translation is required to be attached to any original document which is not made in English and such translation must be certified by authorized representative(s) of such juristic person together with affixing it Common Seal (if any).

Shareholder or your Proxy can start registering and submitting documents for verification at the Meeting venue prior to the Meeting time as from 12.00 hrs. on April 24, 2024.

The attachments in Appendix 6 are Proxy Form A, which is simple and standard form; Proxy Form B, which is the form specifying how shareholder wishes your proxy to vote for each Agenda, and Proxy Form C, which is the form for foreign shareholders who have custodians in Thailand only. 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.

Privacy Notice for the Shareholder's Meeting

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

Definition

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

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

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

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

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

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

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

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

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

The Company has no purpose for collecting your sensitive personal information. For this reason, the identification documents that you send to the Company, such as a copy of your identification card or other official documents that contain sensitive information. You are requested to conceal the said information before submitting the documents to the Company. Since it is unnecessary information for the 2024 Annual General Meeting of Shareholders, if you do not conceal such information, the Company reserves the right not to be considered to collect your sensitive information.

2. Purposes of Processing Personal Data

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

- To call the Annual General Meeting of year 2024, and the Annual General Meeting arrangement as stipulated by law.
- To send notice and/or supporting document for Annual General Meeting.
- To attached with the proxy form for the 2024 Annual General Meeting of Shareholders as stipulated by law.

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

3. Disclosure or Transfer the Personal Data

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

4. Source of Personal Information

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

5. Personal Data Retention Period

The Company will retain your Personal Data for the period necessary to fulfil the specified purposes as defined in this Privacy Notice in accordance with the aforementioned objectives of the Annual General Meeting of Shareholders Year 2024. The Company expects to keep your personal information for 2 years starting from April 17, 2024, which is the date that the Company request for your cooperation to send the proxy documents to the company. In order to comply with the above objectives, therefore, the Company will destruct your personal data or make it non-identifiable data in a manner that cannot be restored or reproduced when it is no required to be retained or at the end of the mention term. Whereby, the Company may retain your personal data where such retention is necessary for compliance with a legal obligation.

6. Right of Data Owner

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

7. The Principles of Data Protection

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

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

“I agree”

“I disagree”

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

Sign _____

(_____)

Date _____

Duty
Stamp
Baht 20

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

Written at.....

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

(1) I /We Nationality

Residing at Road..... Sub-district

District Province Postal Code

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

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

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

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

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

District... ..Province. Postal Codeor

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

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

District... ..Province. Postal Codeor

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

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

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

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders to be held on date April 24, 2024, time 14:00 hrs., at Megachem (Thailand) Public Company Limited office, 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND. or at any adjournment thereof.

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

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Remark:

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

Duty
Stamp
Baht 20

PROXY FORM B

Written at

Date MonthYear

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

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

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

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

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

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

4. Mr. Pongpanu Svetarundra; Independent Director; Age 65 years old, residing at
19 Soi Pipat, Silom Road, Silom Sub-district Bangrak District Bangkok 10500

5. Assoc. Prof. Dr. Montree Socratyanurak; Independent Director; Age 67 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 67 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 2024 on April 24, 2024 time 14:00 hrs., at Megachem (Thailand) Public Company
Limited office, 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang,
Bangkok 10520 THAILAND. or at any adjournment thereof to any other date, time and venue.

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

AGENDA 1: Consider and approve minutes of the Annual General Meeting Year 2023

- (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (B) The Proxy must cast the votes in accordance with my instruction as per below:
- Approve Disapprove Abstain

AGENDA 2: Consider and acknowledge the Company's Operating Performance for the Year 2023

AGENDA 3: Consider and approve the Company's financial statements as of December 31, 2023

- (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (B) The Proxy must cast the votes in accordance with my instruction as per below:
- Approve Disapprove Abstain

AGENDA 4: Consider and approve the dividend payment for year 2023 performance

- (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (B) The Proxy must cast the votes in accordance with my instruction as per below:
- Approve Disapprove Abstain

AGENDA 5: Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2024

- (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (B) The Proxy must cast the votes in accordance with my instruction as per below:
- Election of all directors
- Approve Disapprove Abstain
- Election of each director as follows:
1. Mr. Somnuk Bomrungsalee
- Approve Disapprove Abstain
2. Mr. Maris Sangiampongsa
- Approve Disapprove Abstain
3. Mr. Chaiwat Tanchewawong
- Approve Disapprove Abstain

AGENDA 6: Consider and approve the remuneration of directors for the year 2024

- (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (B) The Proxy must cast the votes in accordance with my instruction as per below:
- Approve Disapprove Abstain

AGENDA 7: Consider and approve the appointment of Auditor and Audit Fee for the year 2024

- (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (B) The Proxy must cast the votes in accordance with my instruction as per below:
- Approve Disapprove Abstain

- (5) Casting of votes by the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of myself as the Shareholder.
- (6) In case the authorization is not specified by myself or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on such matter on my behalf as the Proxy deems appropriate.

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

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

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

Remarks:

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

ติดอากรแสตมป์
20 บาท
Affix THB 20
Duty Stamp

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

เขียนที่.....

Written at

วันที่เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I / We

Nationality

อยู่บ้านเลขที่

Address

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

Acting as the Custodian for

เป็นผู้ถือหุ้นของ บริษัท เมกาเคมี (ประเทศไทย) จำกัด (มหาชน)

Being a shareholder of Megachem (Thailand) Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง

Preferred share shares and having the right to vote equal to votes

(2) ขอมอบฉันทะให้ / Hereby appoint

1. ชื่อ.....อายุ.....ปี

Name age years

อยู่บ้านเลขที่.....ถนนตำบล/แขวง

Residing at Road Sub-district

อำเภอ/เขตจังหวัดรหัสไปรษณีย์หรือ

District Province Postal Code or

2. ชื่อ.....อายุ.....ปี

Name age years

อยู่บ้านเลขที่.....ถนนตำบล/แขวง

Residing at Road Sub-district

อำเภอ/เขตจังหวัดรหัสไปรษณีย์หรือ

District Province Postal Code or

3. ชื่อ.....อายุ.....ปี
 Name age years
 อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Residing at Road Sub-district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
 District Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. ณ สำนักงานบริษัท เลขที่ 25 ซอยฉลองกรุง 31 นิคมอุตสาหกรรมลาดกระบัง ซอยจี 1/9 ถนนฉลองกรุง แขวงลำปลาทิว เขตลาดกระบัง กรุงเทพมหานคร 10520 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2024 Annual General Meeting of Shareholders on April 24, 2024 time 14:00 hrs., at Megachem (Thailand) Public Company Limited office, 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND. or at any adjournment thereof to any other date, time and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
 To grant proxy according to the total number of shares held and having the right to vote

มอบฉันทะบางส่วน คือ
 To grant proxy in partial portions:

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
 Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
 Preferred share shares and having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง
 Total entitled vote votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณานุมัติรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

AGENDA 1 Consider and approve minutes of the Annual General Meeting Year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (B) The Proxy must cast the votes in accordance with my instruction as per below:

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566

AGENDA 2 Consider and acknowledge the Company's Operating Performance for the Year 2023

- วาระที่ 3** พิจารณานุมัติงบการเงินของบริษัทสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2566
- AGENDA 3** Consider and approve the Company's financial statements as of December 31, 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my instruction as per below:
- เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
- วาระที่ 4** พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานปี 2566
- AGENDA 4** Consider and approve the dividend payment for year 2023 performance
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my instruction as per below:
- เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
- วาระที่ 5** พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2567
- AGENDA 5** Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my instruction as per below:
- การเลือกตั้งกรรมการทั้งหมด / Election of all directors
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล / Election of each director as follows:
1. นายสมนึก บำรุงสาลี / Mr. Somnuk Bomrungsalee
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
2. นายมาริช เสงี่ยมพงษ์ / Mr. Maris Sangiamongsa
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
3. นายไชยวัฒน์ ต้นชีวะวงศ์ / Mr. Chaiwat Tanchewawong
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
- วาระที่ 6** พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567
- AGENDA 6** Consider and approve the remuneration of directors for the year 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The Proxy is entitled to cast the votes on my behalf at his/her own discretion.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The Proxy must cast the votes in accordance with my instruction as per below:
- เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

AGENDA 7 Consider and approve the appointment of Auditor and Audit Fee for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including the case that there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)

หมายเหตุ / Remarks :

1. หนังสือมอบฉันทะแบบ ค. นี้ให้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C. shall be applicable only for the shareholders in the share register book as foreign investors appointing a Custodian in Thailand.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ

- 1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- 2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

The following documents shall be attached to this Proxy Form:

- 1) Power of Attorney from a shareholder authorize a custodian to sign the Proxy Form on behalf of the shareholder.
 - 2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda item regarding election of new directors, the whole set of nominated directors, or any individual nominated directors, can be elected.

5. ในกรณีที่มิมีวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form C. attached herewith to specify the additional agenda item(s).

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Supplemental Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เมกาเคมี (ประเทศไทย) จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพุธที่ 24 เมษายน 2567 เวลา 14.00 น. ณ สำนักงานบริษัท เลขที่ 25 ซอยฉลองกรุง 31 นิคมอุตสาหกรรมลาดกระบัง ซอยจี 1/9 ถนนฉลองกรุง แขวงลำปลาทิว เขตลาดกระบัง กรุงเทพมหานคร 10520 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by a shareholder of Megachem (Thailand) Public Company Limited for the 2024 Annual General Meeting of Shareholders held on Wednesday, April 24, 2024, at 14.00 hrs. at Megachem (Thailand) Public Company Limited office, 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND. or at any adjournment thereof to any other date, time and venue.

วาระที่ / Agenda เรื่อง / Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ / Agenda เรื่อง / Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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วาระที่ / Agenda เรื่อง / Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

วาระที่ / Agenda เรื่อง เลือกตั้งกรรมการ (ต่อ) / Subject : Election of Directors (Continued)

ชื่อกรรมการ / Name of Directors

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

ชื่อกรรมการ / Name of Directors

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

ชื่อกรรมการ / Name of Directors

เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain

Profile of: Mr. Pongpanu Svetarundra

General Information

Name - Surname: Mr. Pongpanu Svetarundra

Age : 65 years old

Nationality : Thai

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

Education Information

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

Training Course

- National Defence College 2005
- Capital Market Academy class 1
- National Justice Academy 15 Judicial Training Institute
- Top Executive Program in Commerce and Trade class 5, Commerce Academy
- Directors Certification Program, Institute of Directors, Thailand
- Advanced Management Program, Harvard Business School
- Public Director Certification Program (PDI-Public Director Institute) class 6
- Financial Institutions Governance Program, Thai Institute of Directors

Work Experience

Period	Position	Company	Remark
2011 - Present	Director	The Crown Seal Public Company Limited	Listed company
2015 - Present	Chairman of The Board of Directors/ Audit Committee and Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2018 - Present	Independent Director/ The Nomination and Remuneration Committee	ASSET WORLD CORP PUBLIC COMPANY LIMITED	Listed company
2022 - Present	Chairman of The Board of Directors	TVD Holdings Public Company Limited	Listed company
2022 - Present	Chairman of The Board of Directors	Ornsirin Holding Company Limited	Listed company
2023 - Present	Chairman of The Board of Directors	DV8 Public Company Limited	Listed company

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

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2023				
No.	NAME	BOD	AC	N&R
1.	Mr. Pongpanu Svetarundra	5/5	4/4	-

Megachem (Thailand) PCL Directorship

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

Date of Appointment as a Director: 30 April 2015

The term of office after appointment: 8 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 7 years

The term of office: 2 years

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

Information on directors' shareholding for the year 2023					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Pongpanu Svetarundra	-	-	-	-

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

-None-

Profile of: Assoc. Prof. Dr. Montree Socratyanurak

General Information

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

Age : 67 years old

Nationality : Thai

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

Education Information

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

Training Course

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

Work Experience

Period	Position	Company	Remark
2011 - Present	Directors	Learn Tech Co., Ltd.	Non-listed company
2012 - Present	Independent Director/ Chairman of the Audit Committee	East Coast Furnitech Public Company Limited	Listed company
2014 - Present	Chairman of the Board of Directors/ Chairman of the Audit Committee	TV THUNDER PUBLIC COMPANY LIMITED	Listed company
2015 - Present	Chairman of the Audit Committee/ N&R Committee/ Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2016 - Present	Chairman of the Board	THAI PLASTIC INDUSTRY (1994) PUBLIC COMPANY LIMITED	Listed company
2017 - Present	Directors	Bioviva Corp. Co., Ltd.	Non-listed company

Period	Position	Company	Remark
2020 - Present	Chairman of the Audit Committee/ Independent Director	CLOVER POWER PUBLIC COMPANY LIMITED	Listed company
2021 - Present	Directors	World Wellness Trip Co., Ltd.	Non-listed company

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

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2023				
No.	NAME	BOD	AC	N&R
1	Assoc. Prof. Dr. Montree Socratyanurak	5/5	4/4	2/2

Megachem (Thailand) PCL Directorship

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

Date of Appointment as a Director: 25 August 2015

The term of office after appointment: 8 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 7 years

The term of office: 1 year

Number of Megachem (Thailand) PCL 's shares owned

Information on directors' shareholding for the year 2023					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Assoc. Prof. Dr. Montree Socratyanurak	-	-	-	-

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

- None-

Profile of: Mr. Somnuk Bomrungsalee

General Information

Name - Surname: Mr. Somnuk Bomrungsalee

Age : 67 years old

Nationality : Thai

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

Education Information

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

Training Course

- THE CIVIL SERVICE EXECUTIVE DEVELOPMENT PROGRAM: Office of the Permanent Secretary
Ministry of Energy Class 2/2008
- The civil service executive development program: Office of the Civil Service Commission (OCSC)
Class 65/2009
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives
Class: 16/2012
- The civil service executive development program (2): Office of the Civil Service Commission
(OCSC) Class 5/2013
- The Executive Program in Energy Literacy for a Sustainable Future, TEA: Thailand Energy
Academy Class 5/2014
- Institute of Administrative Justice (Bor. Yor. Sor. 20) Judicial Training Institute Year 2016

Work Experience

Period	Position	Company	Remark
2018 - Present	Chairman of The Remuneration and Nomination Committee / Audit Committee and Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company

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

Meeting attendance of Board of Directors and Sub-Board of Megachem (Thailand) Public Company limited in the year 2023				
No.	NAME	BOD	AC	N&R
1	Mr. Somnuk Bomrungsalee	5/5	4/4	2/2

Megachem (Thailand) PCL Directorship

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

Date of Appointment as a Director: 07 November 2018

The term of office after appointment: 5 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 5 years

The term of office: 3 years

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

Information on directors' shareholding for the year 2023					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Somnuk Bomrungsalee	200,700	200,700	200,700	200,700

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

Agenda 5 Consider and approve the appointment of directors to replace those due to retire by
rotation for the year 2024

