



**NOTICE OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS FOR THE YEAR 2025
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED**

Date 01st April 2025

Subject: Notice of the Annual General Meeting of Shareholders for the Year 2025

Attention: Shareholders of Megachem (Thailand) Public Company Limited

- Enclosure(s):
1. Minutes of the Annual General Meeting of Shareholders for the Year 2024
 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 2025 on April 24, 2025 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 2024

Fact and Reason: The Company held the Annual General Meeting of Shareholders "AGM" Year 2024 on April 24, 2024 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 2024 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 2024

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 2024 ended December 31, 2024 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 2024.

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, 2024

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, 2024 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.1/2025 on February 13, 2025.

Board's Opinion: The Board of Directors considered and opined that the Company's financial statements for the fiscal year ended December 31, 2024 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, 2024.

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 2024 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 2024 and the previous year.

List	Year 2024	Year 2023
Net profit (baht)	81,110,195	76,742,357
Number of shares (shares)	400,000,000	400,000,000
Annual dividend (baht / share)	0.10	0.10
- Interim dividends (baht / share)	0.03	0.03
- Final dividend payment (baht / share)	0.07	0.07
Total dividend payment (baht)	40,000,000	40,000,000
Dividend payment ratio to net profit (%)	49.32	52.12

Board's Opinion: The Board of Directors considered and opined that in accordance with the Company's audited financial statements as of December 31, 2024; the Company gained net profit from 2024 operating performance of Baht 81,110,195 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 05, 2024 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 2025 and determining dividend payment on 22 May 2025. 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 2025 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 2025

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. Mrs. Busaraporn | Prathoomrat | Director |
| 2. Mr. Thiam Hwa | Yau | Director |
| 3. Mr. Varit | Inala | Director |

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 2025 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 01, 2024 to December 27, 2024, it appears that no shareholders have expressed their intention regarding the said matter.

Board's Opinion: The Board of Directors, excluding such director candidates 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 3 retiring Directors which are Mrs. Busaraporn Prathoomrat, Mr. Thiam Hwa Yau and Mr. Varit Inala to be re-elected for another term. In order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2025 on February 13, 2025 already endorsed the said nomination. The Board was of the view that these three nominated directors have complete and appropriate qualifications in accordance with appreciable laws suitable for the business operation of the company without prohibited characteristics for appointment as directors of the Company. In addition, they have performed their duties with full responsibility, due care and royalty in compliance with the regulatory requirements, objectives, Articles of Association of the Company, resolutions of the Board of Directors, as well as resolutions of the Annual General Meeting. All the proposed directors received concurrence. Profiles of those nominated Directors appeared in details on Appendix 2.

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

Agenda 6 Consider and approve the remuneration of directors for the year 2025

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. 1/2025 on February 13, 2025, 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 2025 at total amount not exceeding Bath 2,500,000.

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 2025 at total amount not exceeding Bath 2,500,000 as endorsed by the N&R Meeting No.1/2025 on February 13, 2025 with the following details: to be effective from May 2025 onwards;

Position	Type of director	Year 2025	Year 2024
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
	Non-independent directors	10,000.00	Not Provided
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 Directors (Insurance premium)		***60,000.00 per person	**52,546.00 per person
5. Total Liability Insurance for directors and officers (D&O) totaling 150 Million Baht.			

Remark: * Year 2025 Independent Directors receive an estimated annual bonus of 100,000.00 baht/person

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

*** Life insurance for directors with an annual premium of 60,000.00 per person, subject to the director's preference.

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 2025

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.1/2025 on February 13, 2025 considered and deemed appropriate to propose the Board of Directors to submit the appointment of the auditors from EY Company Limited as the Company’s auditors for the year 2025 to the Annual General Meeting of Shareholders for consideration and approval with details as follows:

Name of the auditor		CPA No.	Year(s) as the auditor of the Company
1. Ms. Sutthirak	Fakon	7712	Propose new appointment
2. Mr. Preecha	Arunnara	5800	3 Years (first appointment in 2022)
3. Ms. Isaraporn	Wisutthiyan	7480	3 Years (first appointment in 2022)

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

Unit: Baht

Auditor's compensation	Year 2025	Year 2024	Year 2023
Audit Fee	2,006,000	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 2025 of Subsidiaries and Associates of the Company as following details

Megachem Plus Limited

Unit: Baht

Auditor's compensation	Year 2025	Year 2024	Year 2023
Audit Fee	450,000	450,000	450,000
Other service fees	NIL	NIL	NIL

Green Leaf Chemical Company Limited

Unit: Baht

Auditor's compensation	Year 2025	Year 2024	Year 2023
Audit Fee	549,000	520,000	520,000
Other service fees	NIL	NIL	NIL

Mega Fuji Graphite Limited

Unit: Baht

Auditor's compensation	Year 2025	Year 2024	Year 2023
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 2025.

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 2025 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 2025 (for the ninth year since the Company was listed on the stock exchange). 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 2,006,000 baht, excluding other expenses (which is increase from the audit fee in 2024 by 106,000 baht).

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 2025 on April 24, 2025 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 2025 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 2025 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, 2025, onwards. In order to facilitate shareholders, you can request to receive a paper of the proxy materials by April 08, 2025 via Email: secretary@megachem.co.th. In case of Proxy, the Company would like to request for your kind collaboration to fill in and sign the proxy form and deliver it together with the required documents, to the Company by April 18, 2025 with attention to the Company Secretary of Megachem (Thailand) Public Company Limited office at 25 Soi Chalongkrung 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 or E-mail: secretary@megachem.co.th, or to present the form and accompanying documents to the designated person of the Company prior to the 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. The Company has prepared the stamp duty to be affixed on the proxy form for the proxy holders who registered to attend the meeting.

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 06, 2025 for the Shareholders obtaining entitlement to attend the Annual General Meeting of Shareholders for the Year 2025.

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 2024
MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED

Date, Time, and Place: 24th April, 2024 at 14:06 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 14:06 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. Which The company will record a video of this AGM 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. 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) |
| 8. Mr. Varit Inala | Director |

A total of 8 directors from 8 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 and approve the appointment of directors to replace those due to retire by rotation for the year 2024, all shareholders wishing to vote, approve, disapprove or abstain. Kindly Vote on the ballot papers and send it to the staff. Each shareholder will use the existing votes to elect one or several directors. In the case of the election of several persons, the number of votes for each director cannot be divided. The persons who receive the highest number of votes in descending order shall be elected as directors in the number of directors to be elected. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the Chairman of the meeting shall have a casting vote.

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

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

Agenda 1, 3, 4, 5 and 7 must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote. If there is an equal number of votes, the chairman of the meeting shall have a casting vote.

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

Agenda 2 is for acknowledgment; 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 14:17 hours. The Chairman welcomed the Shareholders present at the Meeting and recorded that 7 persons held 154,081,001 shares and proxy 21 persons held 155,186,973 shares, total shareholders and proxy were attending the meeting are 28 persons which total 309,267,974 shares that is accounted for 77.3169 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 2023

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 2023 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 2023 which was conducted on April 20th, 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 28 persons total 309,267,974 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

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

The chairman invited Vitthaya Inala, Ph.D., to summarized the performance of the Company for the year 2023 and the future business plan.

Vitthaya Inala, Ph.D. clarified that from year 2016 to 2024, 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;

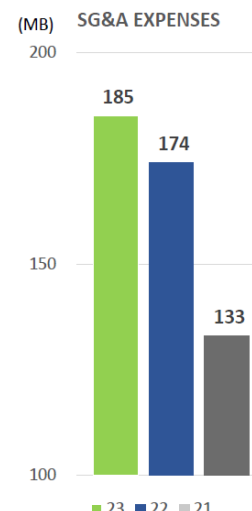
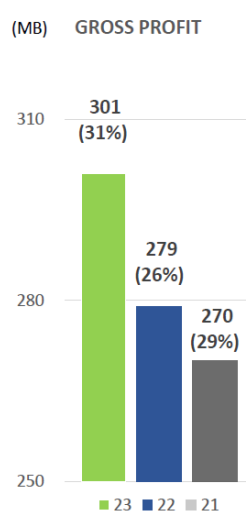
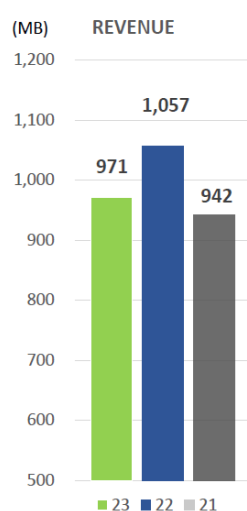
Financial Performance FY'2023 (Consolidated)

3YR CAGR: 9.1%

Y-O-Y% : -8.1%

Y-O-Y% : 7.7%

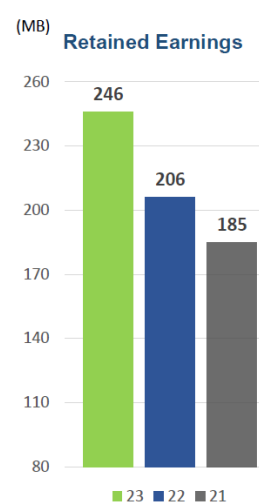
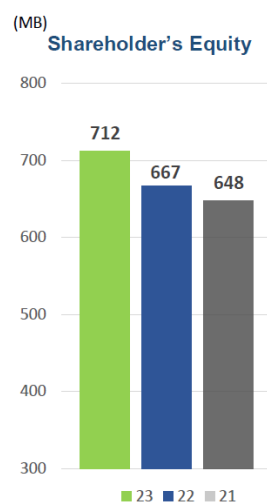
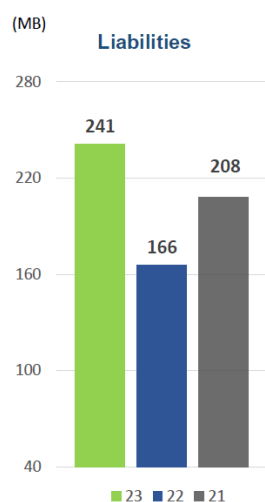
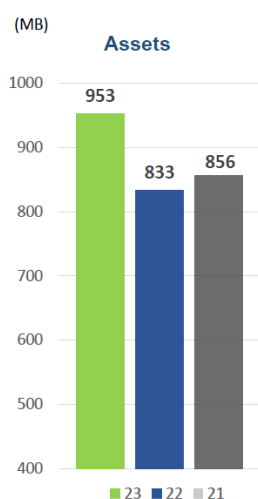
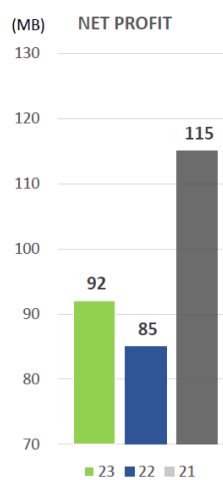
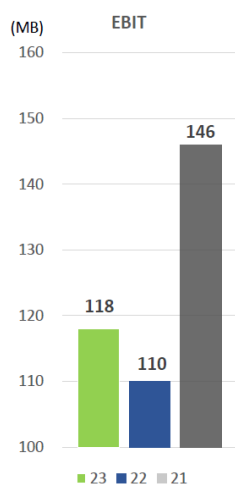
Y-O-Y% : 6.3%



Financial Performance FY'2023 (Consolidated)

Y-O-Y% : 7.7%

Y-O-Y% : 7.5%



Financial Ratio FY'2023 (Consolidated)

Financial Ratio	FY23	FY22	FY21
A/R Turnover (days)	75	71	68
A/P Turnover (days)	32	27	28
Inventory Turnover (days)	77	76	65
Cash Conversion Cycle (days)	120	120	105
Debt/Equity	0.40	0.30	0.38
Net Debt/Equity	-0.04	-0.14	-0.06

Revenue Breakdown by Segment and Growth (Consolidated)

THB Million

Sales by Segment	Growth	2023					Total	By Segment	2022					Total	By Segment
		Q1	Q2	Q3	Q4	Total			Q1	Q2	Q3	Q4			
Lifestyle Biotech	6%	128	125	113	105	471	49%	108	123	122	93	446	42%		
Polymer and Advance polymer composite	-15%	55	57	36	51	198	20%	67	74	55	36	232	22%		
Performance coating	-21%	36	38	38	40	152	16%	51	44	50	47	193	18%		
Surface technology	-21%	22	20	20	20	81	8%	33	27	22	21	103	10%		
Oil and Gas	-41%	10	8	10	10	38	4%	19	12	19	14	64	6%		
Other	43%	11	8	8	5	31	3%	6	5	5	7	22	2%		
Grand Total	-8%	262	255	224	231	971	100%	284	285	272	218	1,060	100%		

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 2023.

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

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 2023 and propose to the meeting to consider and approve these financial statements for fiscal year ended December 31, 2023 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.1/2024 on Feb 16,2024.

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

ข้อมูลงบการเงินที่สำคัญ (Financial highlight)	หน่วย : บาท
ประจำปี 2566 (Annual 2023)	งบการเงินรวม
งบแสดงฐานะทางการเงิน (Statement of financial Position)	
สินทรัพย์รวม (Total Assets)	953,076,062
หนี้สินรวม (Total Liabilities)	240,717,634
ส่วนผู้ถือหุ้น (Total Shareholder's equity)	712,358,428
กำไรสะสมที่ยังไม่ได้จัดสรร (Unappropriated RE)	246,057,902
งบกำไรขาดทุนเบ็ดเสร็จ (Statement of comprehensive income)	
รายได้รวม (Total Revenues)	976,075,564
ค่าใช้จ่ายรวม (Total Expenses)	854,985,321
กำไรสำหรับปี (Profit for the year)	91,513,581
กำไรขาดทุนเบ็ดเสร็จรวมสำหรับปี (Total comprehensive income for the year)	92,969,738
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, 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 28 persons total 309,267,974 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

Agenda 4 Consider and approve the dividend payment for year 2023 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 2023 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, 2023; the Company gained net profit from 2023 operating performance in amount of 76,742,357 baht, adequate for dividend payment. Furthermore, the Company has allocated a legal reserve of 20,000,000 baht, equivalent to 10% of the registered capital of 200,000,000 baht comply with Public Limited Company Act - Section 116. Therefore, no additional reserve is required. The Board of Directors deemed appropriate to propose the Meeting to consider and approve final dividend payment from the operating results of the year 2023 to ordinary shareholders at the rate of 0.07 baht per share, in amount of Baht 28,000,000 of which the Company paid interim dividend (January 1st – June 30th, 2023) on September 06th, 2023 at the rate of Baht 0.03 per share, totaling Baht 12,000,000. In total the dividend payment for the year 2023 to ordinary shareholders is at the rate of 0.10 baht per share, amounting to Baht 40,000,000 by setting record date for determining shareholders entitled to receive dividends on May 08th, 2024. The dividend payment shall be made on May 20th, 2024. Which is in accordance with the company's dividend payment policy.

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 2023 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 28 persons total 309,267,974shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

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

The Chairman declared to the meeting that at 2024 AGM, 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 Socratyanurak 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

To comply with Good Corporate Governance, Vitthaya Inala, Ph.D., Vice Chairman informed Mr. Pongpanu Svetarundra, Assoc. Prof. Dr. Montree Socratyanurak and Mr. Somnuk Bomrungsalee to leave the meeting room before proceeding the meeting, then Vice Chairman declared that the Board of Directors considered and 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 independent directors who have held the position for 9 consecutive years from the date they were first appointed to the position of independent director. 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 Socratyanurak

In order to perform their duty progressively. In this regard, Nomination and Remuneration Committee Meeting No.1/2024 on February 16, 2024 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 the appointment of 3 directors to replace those due to retire by rotation for the year 2024 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 28 persons total 309,267,974 shares.

1. Mr. Somnuk Bomrungsalee Chairman of Nomination and Remuneration Committee,
Audit Committee and Independent Director

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

2. Mr. Maris Sangiampongsa Independent Director and Audit Committee

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

3. Mr. Chaiwat Tanchewawong Independent Director, Audit Committee and
Nomination and Remuneration Committee

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

Before start the meeting in Agenda 6, the Vice Chairman invited Mr. Pongpanu Svetarundra, Assoc. Prof. Dr. Montree Socratyanurak and Mr. Somnuk Bomrungsalee to participate in the meeting and allowed to offering opinions as before.

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

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 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;

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).

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 2024 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 28 persons total 309,267,974 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

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

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 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. In addition, EY Company Limited has been nominated as the auditor for

year 2024 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 2024 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 28 persons total 309,267,974 shares.

Shareholder	Votes (one vote per share)	Percentage (%)
Approved	309,267,974	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total	309,267,974	100.0000

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

Mr. Patchara Massakunphan, a shareholder, would like the chairman to explain the overall picture of the business and how it will prosper and grow. Additionally, how the company plans for its new business ventures, including the Cash Conversion Cycle, which was previously stated as 120 days in the presentation. How will the company improve its Cash Conversion Cycle? The Chairman declared, I would like to inform the meeting that over the past 2-3 years, upon reviewing the financial statements as reported by the CEO, I've noticed that we are very stable, our margins are satisfactory. In addition, from our nine years of collaborative work, I see that our company has integrity, which I consider to be the most important aspect. Shareholders can be assured that independent directors are here to oversee their interests in joining the company, which is a good balance of power with the major shareholders. As for the overall business outlook and future plans, I would like to invite the CEO to report.

Vitthaya Inala, Ph.D, CEO, declared to the meeting that the company has set the annual budget every year. In 2023, the company achieved sales of 971,000,000 baht. For the year 2024, we set a sales growth target of 15%, with NP around 8-10%. This part represents Organic Growth. Currently, we have suppliers coming in from various countries such as India, China, and Japan. Suppliers from India are

increasingly contacting us because the Indian economy is growing. As for Chinese suppliers, they still exist, but the Chinese economy is currently slowing down. Regarding Japan, the business is growing. In the past 20-30 years, Japan has had negative interest rates and its economy has stagnated. Japan is now stimulating its economy. Products that we purchase from Japanese suppliers can compete in the market. Mr. Phatchara inquired further about whether Japanese products can compete with those from China and how Japan will compete? What is our position in this competition? Vitthaya Inala, Ph.D explained that the technology being invested in Thailand primarily originates from Japan and the Western countries. These technologies often utilize similar chemical principles. However, Chinese technology has not made significant inroads into Thailand. Consequently, critical products, especially Special Chemicals, catalysts, and indicators, are unlikely to transition to alternatives. However, products from China tend to follow community standards and don't prioritize quality as much. In China, where there are numerous factories, 80% of the products are counterfeit while only 20% are genuine. Yet, the genuine products are high quality and come with a higher price. Therefore, in the search for genuine products, we have a company in Shanghai overseeing this, and we also have a partner in China managing it. Moreover, the decision-making process at MGT is quite rapid, and we have a strong backup office. Additionally, we maintain continuous communication with both suppliers and customers. As for the companies within our group, they have also started to improve this year.

Mr. Phatchara inquired about the foreign directors from Singapore that the company introduced at the beginning of the meeting. How is the investment made in our business collaboration with the Singaporean company? Vitthaya Inala, Ph.D. explained that our company began its business on October 5th, 2535 (1992), through a joint venture with Megachem Limited Singapore. This collaboration was initiated because Singapore aimed to penetrate the Thai market. Subsequently, we registered on the Market for Alternative Investment (mai) in 2560 (2017). Megachem Limited then appointed two representatives to serve as Non-Executive Directors of MGT. MGT and Megachem Limited engage in similar businesses and have mutual exchanges. Additionally, MGT has subsidiaries in Myanmar. Mr. Phatchara asked whether the current situation in Myanmar affecting us? If there is an impact, how do we solve the problem? Vitthaya Inala, Ph.D. explained that there are both advantages and disadvantages. The advantage is that Myanmar and Thailand rely on each other and cannot easily sever ties. While trade with other countries may be halted, trade with Thailand and China remains feasible. This presents a good opportunity for MGT. However, transportation of goods is quite challenging.

Vitthaya Inala, Ph.D. elaborated further on the issue of climate change. He mentioned that we are striving to find alternative products to reduce energy consumption. For example, in cement production, calcium carbonate is burned, resulting in the release of carbon dioxide during the manufacturing process. If

we continue with the same practices and emit carbon dioxide as before, we won't be able to sell our products in Europe due to their Carbon Border Adjustment Mechanism (CBAM). Therefore, we have developed a product from France that will mitigate the need to burn calcium carbonate.

Mr. Virat Inala declared about the future plan that in addition to offering products in various SKUs to help reduce greenhouse gas emissions or carbon emissions, which are already in the plan of our core business, we have also sought and begun to invest in other companies that we see have sufficient potential to achieve growth of more than 5-10%, which we have already started investing in 2 companies as follows:

1. ABIO MATERIALS CO., LTD. is a company that produces exosome from plants and humans. Exosome is a derivative of stem cell, but the main application is in beauty clinics, skin booster, anti-aging. From the research, we believe that it is one of the world's leading companies, which have a process for exosome production that is unlike any other, with better efficiency and productivity than others.

2. JIOS AEROGEL HOLDINGS PTE. LTD. is located in Singapore. It is a company that manufactures separators for cell batteries in electric vehicles (EVs). It has a history of production and, upon receiving a contract from a major OEM, expects immediate sales volume. Currently, it is awaiting contract securing. Additionally, we plan to continuously expand our network in order to invest in new products.

Vitthaya Inala, Ph.D. stated at the meeting that since we registered on the Market for Alternative Investment (mai), our investment activities have included establishing a subsidiary company, Mega Chem plus limited and purchased of issued ordinary shares of Green Leaf Chemical Co., Ltd., in addition to investing in new companies as previously detailed by Mr. Varit. We have not issued convertible debentures; instead, we utilize accumulated profits for investments. Therefore, we want shareholders to have confidence in us. The most important aspect of our business is Ethics.

When there was no one raised any questions and opinions, the Chairman thanked all the attendees and closed the meeting at 15:13 hours.

The Chairman of the meeting

Vitthaya Inala, Ph.D.

Vice Chairman of Board of Director

Minutes by

(Ms. Rarunrom Inpuey)

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: Mrs. Busaraporn Prathoomrat

Age : 55 years old

Nationality : Thai

Address : 42/286 Soi Nimit Mai 6/1 Minburi Subdistrict, Minburi District, Bangkok 10510

Education Information

- Bachelor of Science Program in Agronomy

Institution: Kasetsart University

Training Course

- Director Accreditation Program (DAP)

Thai Institute of Directors

Work Experience

Period	Position	Company	Remark
2003 - Present	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 Meeting and Sub-Board of Megachem (Thailand) PCL

Meeting attendance of Board of Directors Meeting and Sub-Board in the year 2024				
No.	NAME	BOD	AC	NRC
1	Mrs. Busaraporn Prathoomrat	6/6	-	-

Megachem (Thailand) PCL Directorship

Position: Director

Date of Appointment: 14 March 2003

The term of office after appointment: 22 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 9 years

The term of office: 3 years

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

Information on directors' shareholding for the year 2024					
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.	Mrs. Busaraporn Prathoomrat	1,930,600	1,930,600	1,930,600	1,930,600

Proposed Position: 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 2025

- Agenda 6 Consider and approve the remuneration of directors for the year 2025

Profiles of the nominated persons to be elected as directors

Megachem (Thailand) Public Company Limited

General Information

Name - Surname: Mr. Thiam Hwa Yau
Age : 60 years old
Nationality : Singaporean
Address : 11 Tuas Link 1 Singapore 638588

Education Information

- Bachelor's degree in Business Administration
National University of Singapore

Professional Association

- Member of the Institute of Singapore Chartered Accountants

Training Course

- Association of Chartered Certified Accounting
- Director Accreditation Program (DAP)
Thai Institute of Directors

Work Experience

Period	Position	Company	Remark
1988 - 2000	Corporate Banker	United Overseas Bank, Nippon Credit Bank, Banque Worms, Societe Generale, Bank of Hawaii	
2000 – Present	The Chief Financial Officer	Megachem Ltd.	Listed company
2015 – 2024	Independent Director	Abundance International Limited	Listed company
2016 – 2023	Independent Director	Advancer Global Limited	Listed company
2022 - Present	Director	Megachem (Thailand) Public Company Limited	Listed company
2023 - Present	Independent Director	Hosen Group Ltd	Listed Company

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

None of the Directors / Management in other businesses in Thailand

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) PCL

Meeting attendance of Board of Directors Meeting and Sub-Board in the year 2024				
No.	NAME	BOD	AC	NRC
1	Mr. Thiam Hwa Yau	6/6	-	-

Megachem (Thailand) PCL Directorship

Position: Director

Date of Appointment: 21 April 2022

The term of office after appointment: 3 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 3 years

The term of office: 3 years

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

Information on directors' shareholding for the year 2024					
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. Thiam Hwa Yau	-NIL-	-NIL-	-NIL-	-NIL-

Proposed Position: 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 2025

- Agenda 6 Consider and approve the remuneration of directors for the year 2025

Profiles of the nominated persons to be elected as directors

Megachem (Thailand) Public Company Limited

General Information

Name - Surname: Mr. Varit Inala

Age : 26 years old

Nationality : Thai

Address : 29/62 Soi Langsuan, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330

Education Information

- Bachelor of Science in business administration

Boston University

Training Course

- Boardroom Success through financing & Investment

Thai Institute of Directors

- Sustainable Business Strategy

Harvard business school

- Director Accreditation Program (DAP)

Thai Institute of Directors

Work Experience

Period	Position	Company	Remark
2023 - Present	Director	Megachem (Thailand) Public Company Limited	Listed company
2020 - Present	Board of Management	Megachem Plus Limited	Non-listed company
2024 - Present	Director		
2021 - Present	Director	Green Leaf Chemical Co., Ltd.	Non-listed company

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

Meeting attendance of Board of Directors Meeting and Sub-Board of Megachem (Thailand) PCL

Meeting attendance of Board of Directors Meeting and Sub-Board in the year 2024				
No.	NAME	BOD	AC	NRC
1	Mr. Varit Inala	6/6	-	-

Megachem (Thailand) PCL Directorship

Position: Director

Date of Appointment: 20 April 2023

The term of office after appointment: 2 years

The term of office after the company have been listed in The Stock Exchange of Thailand: 2 years

The term of office: 2 years

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

Information on directors' shareholding for the year 2024					
No.	NAME	Number of shares as of 31 March	Number of shares as of 30 June	Number of shares as of 30 September	Number of shares as of 31 December
1.	Mr. Varit Inala	1,099,900	1,099,900	1,099,900	1,099,900

Proposed Position: Director

Having interest in the proposed agenda at this meeting:

- Agenda 5 Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2025

- Agenda 6 Consider and approve the remuneration of directors for the year 2025

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, 2025.

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, biological data.

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 2025 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 2025, 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 2025 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 2025. The Company expects to keep your personal information for 2 years starting from April 18, 2025, 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, 2025, 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. Dr. Charn Tharawas; Independent Director; Age 73 years old, residing at
54 Soi Rattanathibet 24, Bangkrasor, Muang Nonthaburi, Nonthaburi 11000

5. Mr. Chaiwat Tanchewawong; Independent Director; Age 66 years old,
residing at 12(91/722), Soi Ram Inthra 44, Yaek 24, Ram Inthra, Khan Na Yao, Bangkok 10230 or

6. Mr. Somnuk Bomrungsalee ; Independent Director; Age 68 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 2025 on April 24, 2025 time 14:00 hrs., at Megachem (Thailand) Public Company
Limited office, 25 Soi Chalongsong 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang,
Bangkok 10520 THAILAND. or at any adjournment thereof to any other date, time and venue.

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

AGENDA 1: Consider and approve minutes of the Annual General Meeting Year 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 2: Consider and acknowledge the Company's Operating Performance for the Year 2024

AGENDA 3: Consider and approve the Company's financial statements as of December 31, 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 4: Consider and approve the dividend payment for year 2024 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 2025

- (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. Mrs. Busaraporn Prathoomrat
- Approve Disapprove Abstain
2. Mr. Thiam Hwa Yau
- Approve Disapprove Abstain
3. Mr. Varit Inala
- Approve Disapprove Abstain

AGENDA 6: Consider and approve the remuneration of directors for the year 2025

- (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 2025

- (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 2568 ในวันที่ 24 เมษายน 2568 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 2025 Annual General Meeting of Shareholders on April 24, 2025 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

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 2567

AGENDA 1 Consider and approve minutes of the Annual General Meeting 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 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2567

AGENDA 2 Consider and acknowledge the Company's Operating Performance for the Year 2024

- วาระที่ 3** พิจารณานุมัติงบการเงินของบริษัทสำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2567
- AGENDA 3** Consider and approve the Company's financial statements as of December 31, 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 4** พิจารณานุมัติการจ่ายเงินปันผลจากผลการดำเนินงานปี 2567
- AGENDA 4** Consider and approve the dividend payment for year 2024 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 2568
- AGENDA 5** Consider and approve the appointment of directors to replace those due to retire by rotation for the year 2025
- (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. นางบุษราภรณ์ ประทุมรัตน์ / Mrs. Busaraporn Prathoomrat
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
2. นายเทียม ห้ว เขา/ Mr. Thiam Hwa Yau
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
3. นายวริทธิ์ อินลา / Mr. Varit Inala
 เห็นด้วย/Approve ไม่เห็นด้วย/Disapprove งดออกเสียง/Abstain
- วาระที่ 6** พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2568
- AGENDA 6** Consider and approve the remuneration of directors for the year 2025
- (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 2568

AGENDA 7 Consider and approve the appointment of Auditor and Audit Fee for the year 2025

(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 2568 ในวันพฤหัสบดีที่ 24 เมษายน 2568 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 2025 Annual General Meeting of Shareholders held on Thursday, April 24, 2025, at 14.00 hrs. at Megachem (Thailand) Public Company Limited office, 25 Soi Chalongsong 31, Ladkrabang Industrial Estate Soi G1/9 Lamplathew Lat Krabang, Bangkok 10520 THAILAND. or at any adjournment thereof to any other date, time and venue.

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

(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

(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: Dr. Charn Tharawas

General Information

Name - Surname: Dr. Charn Tharawas

Age : 73 years old

Nationality : Thai

Address : 54 Soi Rattathibet 24, Bangkrasor, Muang Nonthaburi, Nonthaburi

Education Information

- Bachelor of Economics (Finance and Fiscal)
Thammasat University
- Master of Business Administration – Executive MBA Program class 5
Kasetsart University
- Doctor of Finance
Western American University, USA

Training Course

- Advanced Audit Committee Program – AACP 32/2019; The Thai Institute of Directors Association (IOD)
- Certificate of top Executive Program, Class 24/ 2017 Capital Market Academy
- Directors Certification Program – DCP) 51/2004; The Thai Institute of Directors Association (IOD)
- Directors Accreditation Program – DAP) 12/2004; The Thai Institute of Directors Association (IOD)
- Graduate Diploma in Law of Taxation; Institute of Legal of the Thai Bar Year 2001
- CFO Certification Program Class 2/2005 (Class President); Thailand Federation of Accounting Profession (TFAC)

Work Experience

Period	Position	Company	Remark
2024 - Present	Chairman of The Board of Directors/ Audit Committee and Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
1995 – Present	Chairman of Board of Director / Chief Executive Officer (CEO)	C. Am. Creation Co., Ltd.	Non-listed company
1999 – Present	Director	Inter Cappital Leasing Co., Ltd.	Non-listed company
2001 - Present	Director	C. Am International Law Co., Ltd.	Non-listed company
2006 - Present	Advisor of Board of Director	Jubilee Enterprise Public Company Limited	Listed company
2016 – Present	Independent Director/ Nomination and Remuneration Committee/	MFEC Public Company Limited	Listed company

Period	Position	Company	Remark
	Risk Management/ Corporate Governance and Sustainability Committee		
2021 - Present	Financial advisor / Board of Director	Sanko Diecasting (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 2024				
No.	NAME	BOD	AC	N&R
1.	Dr. Charn Tharawas	3/6	2/4	-

Note: Dr. Charn Tharawas was appointed as a director and audit committee member in replacement of the resigned director and appointed as Chairman of the Board of Directors from the Board of Directors Meeting No. 4/2024 on May 14, 2024.

Megachem (Thailand) PCL Directorship

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

Date of Appointment as a Director: 14 May 2024

The term of office after appointment: 1 year

The term of office after the company have been listed in The Stock Exchange of Thailand: 1 year

The term of office: 1 year

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

Information on directors' shareholding for the year 2024					
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.	Dr. Charn Tharawas	3,500	3,500	3,500	3,500

Having interest in the proposed agenda at this meeting:

- Agenda 6 Consider and approve the remuneration of directors for the year 2025

Agenda with special interests in this Annual General Meeting of Shareholders: -None-

Profile of: Mr. Chaiwat Tanchewawong

General Information

Name - Surname: Mr. Chaiwat Tanchewawong

Age : 66 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

Training Course

- Director Accreditation Program, IOD รุ่นที่ 219/2024

Work Experience

Period	Position	Company	Remark
2024 - Present	Chairman of the Audit Committee/ N&R Committee/ Independent Director	MEGACHEM (THAILAND) PUBLIC COMPANY LIMITED	Listed company
2000 - 2005	Head of Business Development Department, SME Banking	Standard Chartered (Thai) Bank Plc	Listed company
2011 - 2019	Member of Executive Committee	Industrial and Commercial Bank of China (Thai) Plc	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				
No.	NAME	BOD	AC	N&R
1	Mr. Chaiwat Tanchewawong	3/6	3/4	2/3

Note: Mr. Chaiwat Tanchewawong was appointed as an independent director, audit committee member, nomination and remuneration committee member, replacing Assoc. Prof. Dr. Montree Socratyanurak who due to retired by rotation, from the 2024 Annual General Meeting of Shareholders on 24 April 2024 and appointed as Chairman of the Audit committee from the Board of Directors Meeting No. 4/2024 on May 14, 2024.

Megachem (Thailand) PCL Directorship

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

Date of Appointment as a Director: 24 April 2024

The term of office after appointment: 1 year

The term of office after the company have been listed in The Stock Exchange of Thailand: 1 year

The term of office: 1 year

Number of Megachem (Thailand) PCL's shares owned

Information on directors' shareholding for the year 2024					
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. Chaiwat Tanchewawong	-	-	-	-

Having interest in the proposed agenda at this meeting:

- Agenda 6 Consider and approve the remuneration of directors for the year 2025

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 : 68 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 2024				
No.	NAME	BOD	AC	N&R
1	Mr. Somnuk Bomrungsalee	6/6	4/4	3/3

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: 6 years

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

The term of office: 1 year

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

Information on directors' shareholding for the year 2024					
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

Having interest in the proposed agenda at this meeting:

- Agenda 6 Consider and approve the remuneration of directors for the year 2025

Agenda with special interests in this Annual General Meeting of Shareholders: - None



ถนนสุข ลาดกระบัง Onuch-Ladkrabang

Moterway กรุงเทพฯ-ชลบุรี

KMITL

เจ้าคุณทหาร Chokhun Thahan

รามเกล้า Romklo



G1/9

G1/7

ฉลองกรุง 31 Chalongkrung 31

I place



Megachem (Thailand) PCL

25 Soi Chalongkrung 31,
Ladkrabang Industrial Estate Soi G1/9,
Lam Plathew , Ladkrabang ,
Bangkok Thailand 10520

[Tel:0-2739-6333](tel:0-2739-6333) [Fax:0-2739-6332](tel:0-2739-6332)

การ
นิคมฯ

ฉลองกรุง Chalongkrung

รามคำแหง

รามบุรี

รามอินทรา Ramintra

Ramkhamheang

สุวินทวงศ์ Suwinthawong