

Invitation to Attend the Annual General Meeting of Shareholders for the year 2020

Global Green Chemicals Public Company Limited

On Friday June 5, 2020 at 09.30 a.m.

at Synergy Hall 6th Floor, 555/3 Energy Complex Building C, Viphavadi Rangsit Road, Chatuchak, Bangkok 10900

Registration start at 07.30 a.m.

Please bring the Notification of Meeting with barcode to the meeting

No Gift, Foods and Beverages Provided at the Annual General Meeting of Shareholders for the Year 2020





Measures and Guideline for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019

Before the meeting

1. Shareholders are required to grant Proxy to the Company's Independent Directors to attend and vote at the Meeting by using proxy form (Pre-casting the vote for each agenda is recommended) and sending back the proxy form and related documents or evidence to the Company through business reply envelope to

Corporate Secretary and Governance, Global Green Chemicals Public Company Limited 555/1 Energy Complex, Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900.

The Information of Independent Directors for Appointment of Proxy and Procedures for Registration and Appointment of Proxy are details in the attachment 3,4 and 5 of the Invitation to Attend the Annual General Meeting of Shareholders for the year 2020 (Full) which can be download from the Company website at www.ggcplc.com

- 2. The Company provides Shareholders more options for submitting written questions relating to the Agendas in advance. The Company shall record questions and answers in the AGM Minutes of Meeting by which Shareholders are required to indicates their name and surname. Shareholder are welcome to send the question in advance through The Company email at corporategovernance@ggcplc.com or ir@ggcplc.com
- 3. The meeting room would be cleaned with disinfection and ozone sterilized one day in advance

 On the Meeting day (Friday, June 5, 2020)
- 4. The Company has organized the meeting venue to avoid crowded meeting area with appropriate social distancing of 1-2 meters in various areas, which are escalators (does not allow to use elevator) temperature-screening points, document-checking points and registration counters and limited number of available seats in the meeting room for approximately 100 seats with specific seating number for each attendee. Therefore, each attendee is required to sit as specified for the benefit of disease prevention or following up in case of any unforeseen circumstances. Once the seats are fully occupied, Shareholders are required to grant proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.
- 5. The Company would like to request your cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 virus spread as follows:
- 5.1 All Attendees are required to fill in the COVID-19 Infection Risk Screening Form before entering the venue, and for those attendees who have recently visited or returned from any disease infected zones as notified by the Ministry of Public Health, including those who have had close contact with those who have visited or returned from any disease infected zones, or being found of having risky symptoms such as fever, cough, sore throat, sneezing, runny nose, shortness of breath, Anosmia or Ageusia will not be allowed to

attend the Meeting. For those who cannot attend the meeting due to the reasons explained above are able to appoint the Company's Independent Directors as their proxies to attend and vote at the Meeting. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558.

- 5.2 All attendees must go through body temperature screening point and the silver nanoparticle disinfection unit to help reduce the risk of COVID-19 transmission (CoviClear) including check -in / Check-out via QR Code "Thai Chana" Attendees who passed the health screening are requested to put on a registration sticker, prepare and wear your facemask at all time and clean your hands by using the alcohol based hand sanitizer gel, provided by the Company at the meeting areas.
- 5.3 The Company reserves the rights to not allow any attendees, who do not pass the health screening or do not completed the COVID-19 Infection Risk Screening Form to enter the Meeting
- 6. Guidelines for answering questions in the meeting room in order to conduct the meeting in short time tighten and reduce the risk of spreading the disease (No more than 2 hours)
- 6.1 Microphone will NOT be available to ask questions at the meeting. Attendees, who wish to ask any questions, are able to submit their written questions to the Company's staff to submit it to the Company's Chairman of the Board of Directors.
- 6.2 The Company will summarize the questions and answers submitted in advance and inquire on the date of the meeting, compiled in the minutes of the shareholders' meeting, which will be published through the Company's website within 14 days from the date of the meeting.
- 6.3 While waiting for the counting of votes which result from collection in each meeting room. The Chairman may proceed to other agenda. However, the voting results for each agenda will be announced to the attendees before the end of the meeting.
- 7. The Company would not serve food and beverages at the Meeting in order to minimize risk of the infection of COVID-19 disease spreading.
- 8. The company requests that all attendees comply with the measures and guidelines at the Annual General Meeting of Shareholders for the year 2020 under the situation of Coronavirus 2019 (COVID-19) and the recommendations of medical staff at the screening point. The company will takes care of each point strictly
- 9. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website (www.ggcplc.com)

The Company would like to apologize for any inconvenience that may occurs.

Yours Sincerely,

Global Green Chemicals Public Company Limited

Content

Measures and Guideline for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019

		Page
Invitation to Attend	the Annual General Meeting of Shareholders for the year 2020	1-10
Attachment 1	Curricula Vitae of the Nominated Persons to Be Elected as Directors of the Company and Definition of Independent Director	11-22
Attachment 2	The Company's Scope of Duties and Responsibilities of Sub-Committees	23
Attachment 3	Information of Independent Directors for Appointment of Proxy	24
Attachment 4	Procedures for Registration and Appointment of Proxy	25-27
Attachment 5	Proxy Form B (recommend using Form B), Proxy Form A and Proxy Form C can be Downloaded from the Company's website at www.ggcplc.com	
Attachment 6	The Company's Articles of Association regarding the Shareholders Meeting and Vote Casting	28-32
Attachment 7	Instruction to download the 2019 Annual Report and the 2019 Integrated Sustainability Report	33
Attachment 8	Map of the Meeting Venue	34

Remarks:

The Company will send documents to Shareholders by mailing as follows:

- 1) The Notice of Meeting with barcode for registration (please bring this form to the meeting), together with that Agenda and the brief version of the Company's Board of Directors opinion. Shareholders can also download the full version of the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2020 and attachment via QR Code.
- 2) Attachment 5: Proxy form B
- 3) Data Protection Information for Shareholders, Shareholders' Proxies and Guests of the 2020 Annual General Meeting and Measures and Guideline for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019
- 4) The Business reply envelop

All in all, Shareholders can download Proxy Form A (General Form) and Form C (For foreign shareholders who have custodians in Thailand only) via www.ggcplc.com



Global Green Chemicals Public Company Limited

Registration No.: 0107559000044
Head Office: 555/1 Energy Complex,
Building A, 4th Floor, Vibhavadi Rangsit Road,
Chatuchak, Chatuchak, Bangkok,
10900 Thailand.
Tel: +66(0) 2558-7300 Fax: +66(0) 2558-7301

Rayong Office: No.8, I-8 Rd. Map Ta Phut Industrial Estate Tambon Map Ta Phut, Amphur Muang Rayong, Rayong, 21150 Tel: +66(0) 3899-4000 Fax: +66(0) 3897-7444

Ref. No. 01-146/2020

May 11, 2020

Subject: Invitation to Attend the Annual General Meeting of Shareholders for the year 2020

To : Shareholders of Global Green Chemicals Public Company Limited

Attachment: 1. Curricula Vitae of the Nominated Persons to Be Elected as Directors of the Company and Definition of Independent Director

- 2. The Company's Scope of Duties and Responsibilities of Sub-Committees
- 3. Information of Independent Directors for Appointment of Proxy
- 4. Procedures for Registration and Appointment of Proxy
- 5. Proxy Form B (recommend using Form B), Proxy Form A and Proxy Form C can be Downloaded from the Company's website at www.ggcplc.com
- The Company's Articles of Association regarding the Shareholders Meeting and Vote
 Casting
- Instruction to download the 2019 Annual Report and the 2019 Integrated
 Sustainability Report
- 8. Map of the Meeting Venue

The Board of Directors of Global Green Chemicals Public Company Limited ("The Company") has resolved that the Annual Shareholders Meeting for the year 2020 shall be held on Friday, May 5, 2020 at 09.30 a.m. at Synergy Hall, 6th Floor, 555/3 Energy Complex, Building C, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900 for consideration of the following agenda:

Agenda 1: To acknowledge the Company's operation for the year 2019 and the recommendation for the Company's business plan and approve the Company's financial statements for the year ended December 31, 2019

(Required Votes: acknowledgement the Company's Operation for the Year 2019 and the Recommendation for the Company's Business Plan and majority vote of the shareholders who attend and vote for approval the Company's Statement of Financial Position and Statement of Income for the Year Ended December 31, 2019)

Objectives and Reasons: The Company prepared the report relating to the Company's business operation of the year 2019 in all aspects as the details appeared in the 2019 Annual Report according to the QR Code in the invitation letter form and business plan will be presented to the Meeting. Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (Including its amendment) (the "Public Limited Companies Act"), The Company shall propose the statement of financial position and statement of income for the year ended December 31, 2019 which were audited and certified by the auditors for the Shareholders Annual General Meeting's approval.

The Company prepared the financial statements for the year ended December 31, 2019 which were audited and certified by the Company's auditor and reviewed by the Audit Committee as the details appeared in the 2019 Annual Report according to the QR Code in the invitation letter form.

Summary of Total Operating Performance and Total Financial Position

Total Operating Performance	Year 2019	Year 2018
Selling and Service Revenues (Million Baht)	13,055	16,225
Profit (Loss) for the Year (Million Baht)	94	(1,161)
Profit (Loss) per Share (Baht per Share)	0.09	(1.13)

Total Financial Position	As at December 31, 2019	As at December 31, 2018
Assets (Million Baht)	12,931	13,084
Liabilities (Million Baht)	3,283	3,376
Equity (Million Baht)	9,648	9,708

The Audit Committee's Opinion: The Audit Committee considered and reviewed the financial statements for the year ended December 31, 2019 which were audited and certified by the auditor of the Company, and deemed it appropriate to propose to the Board of Directors in order to propose for the Annual General Meeting of Shareholder's approval.

The Board of Directors' Opinion: The Company's business operations in 2019 and the recommendation for the Company's business plan should be summarized to the Shareholders for their acknowledgement in the Annual General Meeting of Shareholders for 2020, and audited statement of financial position and statements of income for the year ended December 31, 2019 should be proposed for the Annual General Meeting of Shareholder's approval.

Agenda 2: To Acknowledge the Allocation of legal reserves and the Interim Dividends Payment

(Required Votes: Acknowledge of the Allocation of legal reserves and the Interim Dividends Payment)

Objectives and Reasons: Pursuant to the Company's dividend policy, the Company is to pay dividend at the rate not less than 30 percent of the net profit after deduction of tax and all the Company's reserve funds, condition for the distribution of dividend is also subject to investment plan, necessity and other properness in the future.

In addition, Section 116 of the Public Company Limited Act B.E. 2535 and Article 47 of the Company's Articles of Association prescribed that the Company must appropriate to a reserve fund, from the annual net profits, at least five (5) percent of the annual net profits, less the carried-forward accumulated losses (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

The Stock Exchange of Thailand and Department of Business Development, Ministry of Commerce have given guidelines for listed company which has been affected by COVID-19 to arrange the 2020 Annual General Meeting, and permission to pay the Interim dividends. After such payment has been made, it shall be reported for acknowledgement at the shareholders meeting.

The Operating results of the Company starting for the Year 2019, recorded Baht 94 million net profit. The Company has allocated the profit as legal reserve at Baht 32,024,000 million and has distributed the interim dividend for two times, totaling Baht 0.35 per share, approximately Baht 358.3 million as detailed below:

- 1st Time: According to the resolutions of the Company's Board of Directors' Meeting No. 14/2019, held on September 11, 2019, the Company had distributed the interim dividend on October 9, 2019 at the rate of Baht 0.15 per share, totaling Baht 153.6 million.
- 2nd Time: According to the resolutions of the Company's Board of Directors' Extraordinary Meeting No. 5/2020, held on March 27, 2020, the Company had distributed the interim dividend on April 23, 2020 at the rate of Baht 0.20 per share, totaling Baht 204.7 million and no additional dividends shall be paid for the Operating Results in the Year 2019.

The comparison with the last year dividend distribution is as follows:

	The	The	The
Detail of Dividends Dayment	Operating	Operating	Operating
Detail of Dividends Payment	Results in	Results in	Results in
	the Year 2019	the Year 2018	the Year 2017
1. Net profit after deduction of tax (Million	94.0	(1,160.8)	520.9
Baht)			
2. Profit per share (Baht/Share)	0.09	(1.13)	0.56
3. The number of shares (Shares)	1,023,666,700	1,023,666,700	1,023,666,700
4. Par value (Baht)	9.50	10	10
5. Total dividend paid per share (Baht :	0.35	-	0.35
Share)			
5.1 Interim Dividend	0.35 ⁽¹⁾	-	0.15
5.2 Final Dividend	-	-	0.20
6. Total dividend paid (Million Baht)	358.3	-	358.3
7. Dividend payment ratio	N/A	-	69

Note: (1) For the Year 2019, the Company had the interim dividend for two times.

The Board of Directors' Opinion: The Board of Directors agreed to propose the Annual General Meeting of Shareholders to acknowledge the allocation of profit to be legal reserve at Baht 32,024,000, or 5% of 2019 Net Profits and the Interim dividends payment of Baht 0.35 per share, totaling approximately Baht 358.3 million, and no additional dividends shall be paid for the Operating Results in the Year 2019.

Agenda 3: To Consider and Elect New Directors to Replace Those Who are due to Retire by Rotation

(Required Votes: Majority votes of the shareholders who attend and vote)

Objectives and Reasons: According to the Public Limited Company Act and Article 14 of the Company's Articles of Association, at every annual general meeting, one-third (1/3) of the Directors have to retire by rotation. If not, the nearest numbers of one-third (1/3) shall retire. However, the retiring Director is eligible for re-election. The retirement of Directors during the first and second year following the registration of the Company shall be voluntary. If the number of volunteering Directors is not sufficient, the remaining number shall be determined by drawing lots. In subsequent years, the Director who has been in office for the longest term shall retire.

In the year 2020, there are 4 Directors due to retire by rotation namely:

1. ACM Songtam Chokkanapitag Independent Director, Chairman of Nomination and

Remuneration Committee

2. Mrs. Kannika Ngamsopee Independent Director, Chairman of Risk Management

Committee and Director to Audit Committee

3. Mr. Patiparn Sukorndhaman Director, Director to Risk Management Committee and

Director to Nomination and Remuneration Committee

4. Mr. Witoon Suewatanakul Director and Director to Risk Management Committee

Though the Company's website, <u>www.ggcplc.com</u>, the Company invited the Shareholders to nominate the qualified person to be elected as the Company's Director from October 1 - December 31, 2019. There was no proposal of Director Nominee submitted to the Company.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee excluding the Directors who have conflict of interest in this matter had considered the qualification of those nominees in compliance with the related rules and regulations, along with their various knowledge, abilities, experiences, and expertise in pursuant to the Company's business strategy and according to the Board of Directors Skill Matrix as well as the proposition of PTT Global Chemicals Public Company Limited, the Company Major Shareholder and considered that the 4 Directors have complete qualification required by the law as well as their abilities and experience which are beneficial to their duties as Directors. Then the nomination was proposed to the Board of Directors who considered that it deems appropriate to propose to the Shareholders Meeting the following nominees to be the Company's Directors as follows:

1. ACM Songtam Chokkanapitag be elected for another term as Independent Director

2. Mrs. Kannika Ngamsopee be elected for another term as Independent Director

3. Mr. Patiparn Sukorndhaman be elected for another term as Director

4. Mr. Witoon Suewatanakul be elected for another term as Director

The curriculum vitae of 4 nominated persons are enclosed in <u>Attachment 1</u>. The nominees No. (1) and (2) are qualified in accordance with the Company's definition of Independent Director which is specified pursuant to those defined by the Securities and Exchange Commission, Thailand.

The Board of Directors' Opinion: The Board of Directors, excluding the Directors who have conflict of interest in this matter, agreed with the Nomination and Remuneration Committee's recommendation to propose to the Meeting to re-elect 1) ACM Songtam Chokkanapitag 2) Mrs. Kannika Ngamsopee 3) Mr. Patiparn Sukorndhaman 4) Mr. Witoon Suewatanakul to be Directors for another term. The nominees No. (1) and (2) are qualified in accordance with the Company's definition, and are able to raise independent opinion according to the relating rules and regulations.

Agenda 4: To consider and approve the directors' remuneration.

(Required Votes: Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting)

Objectives and Reasons: Pursuant to Article 15 of the Articles of Association of the Company, Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms Pursuant to the Company's Articles of Association or the approval of the Shareholders Meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment.

The Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee has considered the Directors and Sub-Committees' remuneration for the year 2020 and bonus for the year 2019 by taking into account the following matters: the Company's performance for the year 2019, economic situation, principle and policies approved by the shareholders, the Directors' duties and responsibilities together with conformity with other listed companies within the same industry of similar size. It deemed appropriate to propose the Shareholders Meeting to consider and approve the principle of the Directors' and Sub-Committees remuneration for the year 2020 as follows:

(1) <u>Director's remuneration</u>: to be maintained on the same principle and at the same rate of the year 2019 as follows:

The Directors'	Proposed for 2020	2019
Remuneration	(Baht/person/month)	(Baht/person/month)
Chairman	37,500	37,500
Director	30,000	30,000

(2) <u>Sub-Committees' attendance fee</u>: to be maintained on the same principle and at the same rate of the year 2019 i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainable Development Committee and Risk Management Committee including other sub-committees appointed by the Board of Directors as necessary and appropriate in the future (Scope of Duties & Responsibilities of Sub-Committees is in <u>Attachment 2</u>) are as follows:

Meeting Allowance (Only pay to those who attend the meeting)	Proposed for 2020 (Baht / person / time)	2019 (Baht / person / time)
Chairman	25,000	25,000
Director	20,000	20,000

- (3) <u>Directors' bonus:</u> The Bonus for the Board of Director shall not be paid for the year 2019
- (4) Other Remuneration: None

The Board of Directors' Opinion: The Board of Directors deems appropriate to propose the Shareholder's Meeting to approve the Directors and Sub-Committees Remuneration for the year 2020 as proposed by the Nomination and Remuneration Committee.

Agenda 5: To consider the appointment of the auditor and determine the auditor Annual Fee for the year 2020

(Required Votes: Majority votes of the shareholders who attend and vote)

Objectives and Reasons: Pursuant to Section 120 of the Public Limited Company Act B.E. 2535 which specify that the Shareholders' Meeting shall appoint the auditor and fix the auditor's remuneration annually.

According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company (Issue Code) shall come into force from January 1, 2019 onwards, requiring the issuing company whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years.

The Audit Committee's Opinion: The Audit Committee has considered the dependency, qualifications, the experiences in the business, the auditing quality and the appropriated audit fee by taking into account the scope of work and duties as well as the auditor rotation to express transparency. The Audit Committee proposes the auditor selection opinion for The Board of Directors approval which deems appropriate to propose the Shareholder's Meeting to consider the appointment of the Company's auditor for the year 2020 according to the following details:

(1) Name of the Auditors and the Company: Deloitte Touche Tohmatsu Jaiyos Co., Ltd. ("Deloitte") to be the Company's auditors for the year 2020.

1) Mr. Mongkol Somphol	C.P.A (Thailand) Reg No. 8444	
	Auditing during the past 5 years:	
	1 year (2019) or	
2) Dr. Supamit Techamontrikul	C.P.A (Thailand) Reg No. 3356	
	Auditing during the past 5 years:	
	-None- or	
3) Dr. Suwatchai Meakhaamnouychai	C.P.A (Thailand) Reg No. 6638	
	Auditing during the past 5 years:	
	-None- or	
4) Mr. Chavala Tienpasertkij	C.P.A (Thailand) Reg No. 4301	
	Auditing during the past 5 years:	
	-None-	

(2) <u>Annual Remuneration Fee for the year 2020:</u> To propose the 2020 annual fee of Baht 1,690,000 excluding other expenses such as travel expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

Auditor's Remuneration (Unit : Baht)	Proposed for 2020	2019
Quarterly and Annual Audit Fee	1,690,000	1,690,000

Remarks: The non-audit fee in 2020 (if any) shall vary according to categories and workload serviced by Deloitte Touche Tohmatsu Jaiyos Co., Ltd. (Deloitte).

- (3) Relation with the Company: Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte") proposing to audit the Company has no relationship or conflict of interest with the Company/ subsidiaries/ executives/ the major shareholders or the related person of such. The said auditor is accordingly independent to audit and comment the Company's financial statements.
- (4) <u>Service to Other Companies</u>: Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte") will provide service in the year 2020 to the Company, its subsidiaries, joint venture totaling 3 companies.

The Board of Directors' Opinion: The Board of Directors agreed with recommendation from the Audit Committee to propose the Annual General Meeting of Shareholders to consider and approve the appointment of Deloitte Touche Tohmatsu Jaiyos Co., Ltd. ("Deloitte") for the year 2020 which were selected from the bidding process, namely 1) Mr. Mongkol Somphol C.P.A (Thailand) Reg No. 8444 or 2) Dr. Supamit Techamontrikul C.P.A (Thailand) Reg No. 3356 or 3) Dr. Suwatchai Meakhaamnouychai C.P.A (Thailand) Reg No. 6638 or 4). Mr. Chavala Tienpasertkij C.P.A (Thailand) Reg No. 4301. The Annual Fee of Baht 1,690,000 excluding other expenses such as travel expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

Agenda 6: Other business (if any)

The Company is deeply concerned for safety and well-being of shareholders and all stakeholders who will be participating in the Meeting, the seat in the meeting room have been arranged for appropriate social distancing of 1-2 meters. Therefore, the available seat for shareholder will be approximately 50 seats. The Company strongly request for your cooperation to strictly follow the precautionary measure and guideline for holding the Annual General Meeting of Shareholders under the circumstances of Coronavirus 2019 (COVID-19) outbreak.

The Company would recommend that shareholders appoint proxy to the Company's Independent Directors as listed and detailed in <u>Attachment 3</u>, to attend and vote at the Meeting on your behalf by sending a proxy form B (recommended by the Company) including the evidencing documents, with the business reply envelop to the Company (Please send to the Company within June 4, 2020).

For the Shareholders to receive the utmost benefit from the Meeting including to reserve the Shareholders' privileges, if any Shareholders would like the Company to give explanation for the issues relating to this proposed Agenda, questions can be sent in advance to email: corporategovernance@ggcplc.com Telephone No. +66 (0) 2558-7304 or +66 (0) 2558-7393 or email: ir@ggcplc.com Telephone No. +66(0) 2558-7395 and kindly indicate the Shareholders' name-surname, the question of which will be collected for further explanation.

Please be informed accordingly.

Yours sincerely

(Mr. Witoon Suewatanakul)

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Managing Director

By the resolutions of the Board of Directors Global Green Chemicals Public Company Limited

Corporate Secretary and Governance Tel. +66(0) 2558-7304, +66 (0) 2558-7393

Remarks

- 1. The Company sent the Invitation to Shareholders to propose the 2020 Annual General Shareholders Meeting Agenda in advance from October 1, 2019 to December 31, 2019. It is appeared that no shareholders proposed any agenda for the meeting.
- 2. The Company disclosed the Minutes of Meeting of the Annual General Meeting of Shareholders for the Year 2019 held on April 2, 2019 on the Company's website dated April 12,2019 and sent it to all Shareholders by postal for revision and correction form April 24, 2019 to May 1, 2019. There was no Shareholder's revision and correction. It is therefore deemed that the Shareholders have certified the Minutes of Shareholders' Meeting.
- 3. The Company has posted this Invitation to Attend the Annual General Meeting of Shareholders for the year 2020, including all attachments and proxy forms on the Company's website since Friday 8 May 2020 (www.ggcplc.com).
- 4. The Shareholders who are entitled to attend the Annual General Meeting for the Year 2020, are those whose names are listed on the Record Date. The Company fixed the Record Date to be Wednesday 20 May 2020
- 5. The 2019 Annual Report and the 2019 Sustainability Report in QR Code were enclosed with the Invitation of the Meeting.



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555/1 Energy Complex Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900 Tel: +66 (0) 2558-7300 Fax: +66 (0) 2558 - 7301

www.ggcplc.com