



# Invitation to Attend the Annual General Meeting of Shareholders for the year 2022



**Global Green Chemicals Public Company Limited**

**On Friday, April 1, 2022  
at 09.30 a.m.**

**via Electronic Means**

**according to the Emergency Decree on Electronic Meeting B.E. 2563**



## Privacy Notice

### For the Annual General Meeting of Shareholders 2022

Global Green Chemicals Public Company Limited (“The Company”) greatly aware of the personal data protection of shareholders and/or proxy holders in accordance with the Privacy Data Protection Act B.E. 2562. The Company would like to inform the shareholders and/or proxy holders regarding the information and rights under the law as follows;

- **Objective and Necessary to collect your Personal Data**

The Company is necessary to collect personal data regarding shareholders and/or proxy holders. Personal data consists of the following:

- General Personal Data such as name, surname, identification number, date of birth, gender, nationality, shareholder identification number, number of shares, bank account number, image and video recording of the meeting etc.
- In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.
- Shareholders’ contact Information and registration information related to electronic systems access such as Address, Telephone number, Email, IP Address (in case of online access to the meeting)

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

However, The Company may collect your Personal Data directly from shareholders and/or proxy holders from Thailand Securities Depository Company Limited (“TSD”) as the Company registrar), but only in necessity and in accordance with measures required by law.

- **Purpose of Collection, Use and Disclosures of Personal Data**

The Company collects, uses and discloses your Personal Data for following purpose:

- Inviting the Annual General Meeting of Shareholders for the year 2022 and holding the Annual General Meeting of Shareholders as required by law, or delivering documents as requested by shareholders
- Probably disclosing Personal Data to other persons or regulatory authorities related to the mentioned purposes as required by law such as Department of Business Development; Ministry of Commerce, SET and Electronic conferencing administrator.
- Using for promoting the Company’s public relations under legitimate interest basis and the interests of the Company shall not override the fundamental rights and freedoms of the shareholders and/or proxy holders.

- **Retention Periods for Personal Data**

The Company will retain your Personal Data within the period specified by relevant laws, and will collect, use and disclose your Personal Data for the necessary duration, as defined in this Privacy Notice. If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

- **Rights of Data Subject**

As the owner of the personal data, you have the rights as stipulated in the Privacy Protection Act B.E. 2562, which include the rights to withdraw the consent, to access and obtain a copy of your Personal Data, to correct, delete or clean up your Personal Data, refuse to processing of your Personal Data, rights to transfer your Personal Data according to the legal method stipulated, rights of complaint and rights to object to the processing or disclosing your Personal Data.

- **Contact Information**

To contact the Company to exercise those rights or others under the Personal Data Protection Act B.E. 2562, please contact;

Corporate Affairs and Corporate Secretary

Global Green Chemicals Public Company Limited

555/1Energy Complex, Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok 10900

Tel. 0-2558-7392 E- mail : DPOoffice@ggcplc.com

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### **Remarks:**

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

- 1) The Notice of Meeting with barcode for registration. Shareholders can also download the full version of the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2022 and attachment via QR Code.
- 2) Privacy Notice for the Annual General Meeting of Shareholders for the Year 2022
- 3) Attachment 5 Proxy Form B (recommend using Form B)
- 4) The Business Reply Envelope

Shareholders can download Proxy Form A (General Form) and Form C (For foreign shareholders who have custodians in Thailand only) from the Company's Website at [www.ggcplc.com](http://www.ggcplc.com)



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Ref. No. 01- 034 /2022

February 28, 2022

Subject : Invitation to Attend the Annual General Meeting of Shareholders for the year 2022

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 to attend the Extraordinary General Meeting of Shareholders for the Year 2022 via Electronic Means (E-AGM) 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](http://www.ggcplc.com)
  6. The Company's Articles of Association regarding the Shareholders Meeting and Vote Casting
  7. Instruction to download the 56-1 One Report for the Year 2021 and the 2021 Integrated Sustainability Report

The Board of Directors of Global Green Chemicals Public Company Limited ("The Company") has resolved that the Annual Shareholders Meeting for the year 2022 will be held on Friday, April 1, 2022 at 09.30 a.m. through electronic means (E-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 and other related laws and regulations to consider matters according to the agendas as follows:

**Agenda 1: To acknowledge the Company's operation for the year 2021 and the recommendation for the Company's business plan and approve the Company's financial statements for the year ended December 31, 2021**

*( Required Votes : acknowledgement the Company's Operation for the Year 2021 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 Statements for the Year Ended December 31, 2021 )*

**Objectives and Reasons:** The Company prepared the report relating to the Company's business operation of the year 2021 in all aspects as the details appeared in the 56-1 One Report for the Year 2021 according to the QR Code in the Invitation Letter 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, 2021 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, 2021 which were audited and certified by the Company’s auditor and reviewed by the Audit Committee as the details appeared in the 56-1 One Report for the Year 2021 according to the QR Code in the Invitation Letter.

**Summary of Total Operating Performance and Total Financial Position**

<b>Total Operating Performance</b>	<b>Year 2021</b>	<b>Year 2020</b>
Selling and Service Revenues (Million Baht)	20,923	18,203
Profit (Loss) for the Year (Million Baht)	330	560
Profit (Loss) per Share (Baht per Share)	0.32	0.55

<b>Total Financial Position</b>	<b>As at December 31, 2021</b>	<b>As at December 31, 2020</b>
Assets (Million Baht)	13,517	13,239
Liabilities (Million Baht)	3,547	3,246
Equity (Million Baht)	9,970	9,993

**The Audit Committee’s Opinion :** The Audit Committee considered and reviewed the financial statements for the year 2021 ended December 31, 2021 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 Board of Directors agree to propose the Annual General Meeting of Shareholders to acknowledge the Company’s business operations for the year 2021 and the recommendation for the Company’s business plan and to approve the Company’s audited financial statements for the year ended December 31, 2021 which were audited by the auditors and reviewed by the Audit Committee.

**Agenda 2 : To consider and approve the allocation of profit for the operating results in the year 2021, the Legal Reserve Fund and dividend payment**

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

**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 115 of the Public Company Limited Act B.E. 2535 and Article 46 of the Company's Articles of Association prescribed that the payment of dividend shall be approved by Shareholders Meeting. The Board of Directors from time to time may pay an interim dividend to the shareholders when the Board of Directors deemed that the profit of the Company justifies such payment. After such payment has been paid, it shall be reported for acknowledgement at the next shareholders meeting. Furthermore, according to Section 116 of the Public Company Limited Act B.E. 2535 and Article 47 of the Company's Articles of Association, 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 Operating results of the Company ended 31 December 2021, audited by the auditor of the Company, recorded Baht 330 million net profit. Based on the various conditions, present cash flow ability, and maintaining dividend payment at the comparable rate to other returns on investment, the Company deems appropriate to propose the allocation of profit as legal reserve at Baht 11,240,000 the dividend distribution for the operating results in the year 2021 at the rate of Baht 0.35 per share amounting of approximate totaling Baht **358.3 million, or 109%** of the net profit according to the consolidated financial statement in compliance with the Company's dividend Policy. Baht 0.30 per share will be paid from the unappropriated retained earning which was not subject to corporate income tax whereby individual shareholders are not entitle to claim tax credit and Baht 0.05 per share will be paid from the unappropriated retained earnings which was subject to corporate income tax of 10% whereby individual shareholders are entitled to claim tax credit equaling the product of dividend times 10/90 under the section 47 bis of the Code of Revenue.

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

<b>Detail of Dividends Payment</b>	<b>The Operating Results in the Year 2021</b>	<b>The Operating Results in the Year 2020</b>	<b>The Operating Results in the Year 2019</b>
1. Net profit after deduction of tax (Million Baht)	330	560	94.0
2. Profit per share (Baht/Share)	0.32	0.55	0.09
3. The number of shares (Shares)	1,023,666,700	1,023,666,700	1,023,666,700
4. Par value (Baht)	9.50	9.50	9.50
5. Total dividend paid per share (Baht : Share)	0.35	0.35	0.35
5.1 Interim Dividend	-	-	0.35 <sup>(1)</sup>
5.2 Final Dividend	0.35	0.35	-
6. Total dividend paid (Million Baht)	358.3	358.3	358.3
7. Dividend payment ratio	109	64	N/A

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

**The Board of Directors' Opinion:** The Board of Directors agreed to propose the Annual General Meeting of Shareholders to consider and approve the allocation of profit as legal reserve at Baht 11,240,000 or 5% of 2021 Net Profits and a dividend distribution at the rate of Baht 0.35 per share approximate totaling Baht 358.3 million. It shall be distributed from the unappropriated retained earnings. The payable amount shall be paid to the shareholders whose names are listed on the Record Date on February 25, 2022 and the Shareholders are entitled to receive dividend on April 20, 2022.

However, the right to receive such dividend is uncertain because the Company has to seek prior approval from the Shareholder's Meeting for the year 2022.

**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. 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. However, the retiring Director is eligible for re-election.

In the Annual General Meeting of Shareholders for the year 2022, there are 3 Directors due to retire by rotation namely:

1. Mr. Kongkrapan Intarajang Chairman of the Board of Directors
2. Prof. Dr. Kumchai Jongjakapun Chairman of Independent Directors and Chairman of Audit Committee
3. Mr. Suphit Suwagul Independent Director and Corporate Governance and Sustainable Development Committee

Though SET news release and the Company's website, [www.ggcplc.com](http://www.ggcplc.com), the Company invited the Shareholders to nominate the qualified person to be elected as the Company's Director from October 1 - December 31, 2021. 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 according to the Board of Directors Skill Matrix in pursuant to the Company's business strategy as well as Directors' Pools and the proposition of PTT Global Chemicals Public Company Limited, the Company Major Shareholder. 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. Mr. Kongkrapan Intarajang to be re-elected for another term as a Director
2. Prof. Dr. Kumchai Jongjakapun to be elected for another term as Independent Director
3. Mr. Thanwa Laohasiriwong to be elected as Independent Director replacing Mr. Suphit Suwagul

The curriculum vitae of 3 nominated persons are enclosed in Attachment 1. Nominees no. 2 and no. 3 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 and more stringent on shareholding ratio as described in Attachment 1.



**The Board of Directors' Opinion:** The Board of Directors, excluding the Directors who have conflict of interest in this matter, considered with duties and cares and agreed with the Nomination and Remuneration Committee's recommendation to propose to the Meeting to elect (1) Mr. Kongkrapan Intarajang (2) Prof. Dr. Kumchai Jongjakapun (3) Mr.Thanwa Laohasiriwong. Nominees no. 2 and no.3 have gone through a screening process and 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 or may be fixed from time to time or remain effective until further change

**The Nomination and Remuneration Committee's Opinion:** The Nomination and Remuneration Committee has considered the Directors and Sub-Committees' remuneration for the year 2022 and bonus for the year 2021 by taking into account the following matters : the Company's performance for the year 2021, 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 2022 as follows:

- (1) Director's remuneration: to be maintained on the same principle and at the same rate of the year 2021 as follows :

<b>The Directors' Remuneration</b>	<b>Proposed for 2022</b>	<b>2021</b>
	<b>(Baht/person/month)</b>	<b>(Baht/person/month)</b>
Chairman	37,500	37,500
Director	30,000	30,000

- (2) Sub-Committees' attendance fee : to be maintained on the same principle and at the same rate of the year 2021 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 Attachment 2) as follows :

<b>Meeting Allowance</b> (Only pay to those who attend the meeting)	<b>Proposed for 2022</b> <b>(Baht / person / time)</b>	<b>Proposed for 2021</b> <b>(Baht / person / time)</b>
Chairman	25,000	25,000
Director	20,000	20,000

- (3) Directors' bonus for the year 2021 : to be maintained on the same principle and at the same rate as follows “The Bonus will be paid to the Board of Directors only if the Company pay out the dividend to the shareholders in each year, but not exceed the amount of Baht 10 million, at the rate of 0.5% of the Company's net profit paid base on the period in the position and the Chairman shall receive a bonus at a higher rate than that paid to other directors by 25%”

- (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 2022 and Directors' bonus for the year 2021 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 2022**

*(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.

This year, the Company held a tender to select a new certified auditor for the Company and its subsidiaries. After taking into account both technical aspects, where auditor independence, qualifications, skills, knowledge, competence, business experiences, and records of performance, together with total audit hours, are compared, and commercial aspects, it is thus deemed appropriate to appoint KPMG Phoomchai Audit Co., Ltd., as the auditor of the Group.

**The Audit Committee's Opinion:** The Audit Committee considered independence, qualifications, skills, knowledge and abilities and experience in business which is acceptable and in good condition Audit Committee Therefore, it is appropriate to propose to the Board of Directors. To consider and propose to the Annual General Meeting of Shareholders to consider appointing auditors and fixing audit fees for the year 2022 with details as follows:

(1) Name of the Auditors and the Company: KPMG Phoomchai Audit Company Limited ("KPMG") to be the Company's auditor for the year 2022.

- |                              |   |
|------------------------------|---|
| 1) Ms. Thanyalux Keadkeaw    | C.P.A (Thailand) Reg No. 8179<br>Auditing during the past 5 years:<br>-None- or |
| 2) Mr. Viroj Jindamaneepitak | C.P.A (Thailand) Reg No. 3565<br>Auditing during the past 5 years:<br>-None- or |
| 3) Ms. Sophit Prompol        | C.P.A (Thailand) Reg No. 10042<br>Auditing during the past 5 years:<br>-None-   |

(2) Annual Remuneration Fee for the year 2022: To propose the 2022 annual fee of Baht 1,300,000 excluding other expenses such as BOI Report Certification Fee travel and accommodation expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

<b>Auditor’s Remuneration</b> (Unit : Baht)	<b>Proposed for 2022</b>	<b>2021</b>
Quarterly and Annual Audit Fee	1,300,000	1,690,000

**Remarks:** The non-audit fee in 2022 (if any) shall vary according to categories and workload serviced by Phoomchai Audit Company Limited (“KPMG”)

(3) Relation with the Company: Phoomchai Audit Company Limited (“KPMG”) 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) Service to Other Companies: Phoomchai Audit Company Limited (“KPMG”) will provide service in the year 2022 to the Company, its subsidiaries, joint venture totaling 3 companies.

**The Board of Directors’ Opinion :** The Board of Directors agreed with the recommendation from the Audit Committee to propose the Annual General Meeting of Shareholders to acknowledge and approve the appointment of KPMG Phoomchai Audit Company Limited (“KPMG”) to be the Company’s auditor for the year 2022, namely 1) Ms. Thanyalux Keadkeaw C.P.A (Thailand) Reg No. 8179 or Mr. Viroj Jindamaneepitak C.P.A (Thailand) Reg No. 3565 or Ms. Sophit Prompol C.P.A (Thailand) Reg No. 10042. The Annual Fee of Baht 1,300,000 excluding other expenses such as BOI Report Certification Fee travel and accommodation 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 has posted the Invitation to Attend the Annual General Meeting of Shareholders for the year 2022, including all attachments and proxy forms on the Company’s website (www.ggcplc.com) on February 28, 2022. The Shareholders who are entitled to attend the Meeting are those whose names are listed on the Record Date fixed by the Company on February 25, 2022.

The Company greatly aware and concerned for the spreading of COVID-19 as well as the safety of shareholders. The Company decided to arrange the AGM only via Electronic Means. Thus, Shareholders wishing to participate in person via electronic means or grant proxy to those who are not the Company’s independent directors to participate via electronic means are recommended to look through the procedures of the registration and attending via electronic means, as detailed in Attachment 4, for the identity verification. The registration will be opened since March 21, 2022 until the Meeting has ended on April 1, 2022.

Holding shares can appoint an independent director of the Company. The names and details are as shown in Attachment 3 to attend the meeting and vote on behalf of the shareholders. by submitting the proxy form recommended by the Company along with supporting documents, Put in a reply envelope sent to the company (for the convenience of document verification, the document should be arrived to the company by March 30, 2022).

To get the most out of the meeting as well as to maintain the rights of shareholders If the shareholders have questions that require the company to Clarification on issues related to the meeting agenda or would like to submit an inquiry in advance can be contacted at Corporate Affairs and Corporate Secretary email: [corporategovernance@ggcplc.com](mailto:corporategovernance@ggcplc.com), Telephone No. +66(0) 2558-7310 or +66(0) 2558-7392, or Investor Relations and Management Accounts, [ir@ggcplc.com](mailto:ir@ggcplc.com), Telephone No. + 66( 0) 2558- 7345 by asking shareholders to specify their names and surnames, which the Company will collect questions for further clarification

Please be informed accordingly.

Yours sincerely

(signed) Mr. Piroj Samutthanant

(Mr. Piroj Samutthanant)

Managing Director

By the resolutions of the Board of Directors

Global Green Chemicals Public Company Limited

Corporate Secretary and Governance

Tel. +66(0) 2558-7310, +66 (0) 2558-7392

**Remarks**

1. The Company sent the Invitation to Shareholders to propose the 2022 Annual General Shareholders Meeting Agenda in advance from October 1, 2021 to December 31, 2021. 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 2021 held on April 2, 2021 on the Company's website dated April 16, 2021 and sent it to all Shareholders by postal for revision and correction form April 16, 2021 to May 1, 2021. There was no Shareholder's revision and correction. It is therefore deemed that the Shareholders have certified the Minutes of Shareholders' Meeting.
3. The 56-1 One Report for the Year 2021 and the 2021 Sustainability Report in QR Code were enclosed with the Registration form.

**Curricula Vitae of the Nominated Persons to Be Elected as Directors of the Company  
and Definition of Independent Director**



Mr. Kongkrapan Intarajang

Chairman

Age : 54

**Date of Appointment:** 6 November 2019

21 October 2020 (Chairman)

**Education/Training :**

- Doctor of Philosophy (Ph.D.) in Chemical Engineering, University of Houston, U.S.A.
- Bachelor of Engineering (Chemical Engineering) (Second-class Honors), Chulalongkorn University
- Executive Development Training Program, The Royal Thai Police
- Capital Market Leader Program (Class 30), Capital Market Academy
- Leadership Development Program (LDP 3) Class 4, PTT Leadership and Learning Institute
- The Executive Program in Energy Literacy for a Sustainable Future, Class 14, Thailand Energy Academy (TEA)
- Diploma, National Defence College, The National Defence Course Class 60, National Defence College of Thailand (NDC)
- Breakthrough Program for Senior Executives, IMD Business School

**Director Training :**

- Role of the Chairman Program (RCP) Class 21/2009, Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) Class 119/2009, Thai Institute of Directors Association (IOD)

**Board member / Management in Listed Company - The Stock Exchange of Thailand : 4**

- Chairman, Global Green Chemicals Public Company Limited
- Senior Executive Vice President reporting to Chief Operating Officer, Downstream Petroleum Business Group, PTT Public Company Limited
- Director and Secretary to the Board of Directors / Director to the Risk Management Committee and Chief Executive Officer and President, PTT Global Chemical Public Company Limited
- Director and Member of the Risk Management Committee, Global Power Synergy Public Company Limited

**Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : 3**

- Chairman of Advisory Committee in relation to its investment in Allnex, PTTGC International (Netherlands) B.V
- Chairman, PTTGC International (Netherlands) B.V
- Chairman, PTTGC International Private Limited

**Positions in Other Company/Organization/Institution / Remarkable Positions : 11**

- Director and Member of the Nomination and Remuneration Committee, Thai Institute of Directors Association (IOD)
- Director, Association of Capital Market Academy Alumni
- Advisor of the Member Relations, the Federation of Thai Industries
- Director, the Federation of Thai Industries
- Vice President, Thailand Swimming Association
- Honorary Member of Vidyasirimedhi Institute Council
- Member of Trustee, The Petroleum Institute of Thailand (PTIT)
- Council of Trustee, Thailand Business Council of Sustainable Development (TBCSD)
- Executive Director, Thailand Energy Academy
- Director, Kamnoetvidya Science Academy (KVIS)
- Co-Chairman, France-Thailand Business Forum

**Work Experience (in the Last 5 Years) :**

- 1 Sep 2020- 15 Feb 2022 Chairman, GC International Corporation
- 1 July 2015 -15 Feb 2022 Chairman, PTTGC America Corporation
- 1 July 2015 -15 Feb 2022 Chairman, America LLC
- 24 Aug 2020 – 25 Mar 2021 Committee Member of Sustainable Energy Foundation
- 6 Nov 2019 – 20 Oct 2020 Director, Global Green Chemicals Public Company Limited
- Nov 2019 – Sep 2020 Director, Power of Innovation Foundation
- Oct 2019 – Sep 2020 Director, Power of Learning foundation
- 31 Oct 2019 – 31 Aug 2020 Director, GC International Corporation
- 9 Sep 2008 – 31 Aug 2020 Director, PTTGC International Private Limited
- May 2017 – Jan 2020 Director, Thai Tank Terminal Limited
- Apr 2017 – Sep 2019 Chief Operating Officer - Upstream Petrochemical Business, PTT Global Chemical Public Company Limited
- Jul 2015 – Sep 2019 Director and President & CEO, PTTGC America Corporation
- Apr 2015 – Sep 2019 Director, PTTGC Innovation America Corporation
- Feb 2015 – Sep 2019 Director, PTTGC International (Netherlands) B.V.
- Jan 2015 – Sep 2019 Director, Vencorex Holding
- Nov 2008 – Sep 2019 Director, Emery Oleochemicals (M) Sdn. Bhd.
- Nov 2008 – Sep 2019 Director, Emery Specialty Chemicals Sdn. Bhd
- Sep 2014 – Dec 2018 Director, NatureWorks LLC
- Sep 2014 – Dec 2018 Director, Vice President, PTTGC International (USA) Inc.

- Sep 2014 – Dec 2018 Director, Nature Work LLC
- Oct 2014 – Mar 2017 Executive Vice President - International Business Operations, PTT Global Chemical Public Company Limited

**Expertise** : Engineering, Energy, Petroleum, Petrochemicals, Corporate Management, Political and Governance, International Business Management

**Director Nominee** : Director

**Nomination Procedure** : Considered by the Nomination and Remuneration Committee and the Board of Directors

**Term of GGC's Independent Directorship** : 2 years 3 months (6 November 2019 – 9 February 2022)

**Meeting Attendance in 2021** : Number of times attending the meeting  
: **Board of Director : 13/13 times (Percentage 100)**  
: **Non-executive Director : 1/1 times (Percentage 100)**

**Position in other organizations that may have Conflict of Interest with GGC** : 1

- Director and Secretary of the Board of Directors and Chief Executive Officer and President of PTT Global Chemical Public Company Limited engages in petrochemical and refining business and is a major shareholder.

**criminal Offense Record during the past 10 years** : **None**

**Directorship qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB)** : **Yes**

**Family Relationship with other Directors, Executives, Major Shareholders of GGC or its Subsidiaries** : **None**

**Shareholding in GGC (As of 12 January 2022)** : **None**

#### **Performance of the Director**

- Involved in the setting up of the policies, visions, missions and strategic plans of the Company's operations for the utmost good organization and sustainable growth
- performed his duties as the chairman of the board with leadership, making decisions on important matters; giving opinions to Board of Directors and supervised the Board of Directors' duties in accordance with good corporate governance principles.
- Supervised and monitored the Company's performance, as well as give recommendations to the management to achieve the goals and company's strategy as well as paid attention to the interests of all stakeholders



**Curriculum Vitae of the Nominated Person to be Elected as Independent Director  
of Global Green Chemicals Public Company Limited**



Prof. Dr. Kumchai Jongjakapun

Age : 61

Chairman of Independent Directors / Chairman of Audit Committee

**Date of Appointment:** 17 February 2016

15 March 2016 (Reelected 1)

2 April 2019 (Reelected 2)

**Education/ Training :**

- Ph.D. King's College London (KCL), University of London, United Kingdom
- LL.M. in International Business Law (with Merit), University College London (UCL), University of London, United Kingdom
- LL.B., 2nd Class Honors, Thammasat University
- B.A. (Political Science), Ramkhamheang University
- Barrister-at-law, The Thai Bar under the Royal Patronage
- Diploma, National Defence College (The Joint State-Private Sector Class 20, The National Defence Course Class 50), National Defence College of Thailand (NDC)
- Juridical Executives Program (National Juridical Academy Class 15), Juridical Training Institute
- Capital Market Academy Leadership Program (Class 9), Capital Market Academy
- Corporate Governance Program for Directors and Executive of State Enterprises and Public Organizations (Class 12), King Prajadhipok's Institute, State Enterprise Policy Office and Office of the Public Sector Development Commission

**Director Training :**

- Role of the Chairman Program (RCP) Class 34/2014, Thai Institute of Directors Association (IOD)
- Audit Committee Program (ACP) Class 38/2012, Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) Class 128/2010, Thai Institute of Directors Association (IOD)

**Board member / Management in Listed Company - The Stock Exchange of Thailand : 1**

- Chairman of Independent Directors, Chairman of Audit Committee of Global Green Chemicals Public company limited

**Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : None**

**Positions in Other Company/Organization/Institution / Remarkable Positions : 3**

- Chairman, Pearl S. Buck Foundation (Thailand)
- Legal Sub-committee, Electronic Transactions Development Agency (ETDA)
- Member of the Committee of Council of State, Office of the Council of State

**Work Experience (in the Last 5 Years) :**

- 2014 – 2015 Legal Expert Director, Securities and Exchange Commission
- 2011 – 2014 Chairman, Audit Committee, Expressway Authority of Thailand

**Expertise** : Legal, Internal Auditing, Auditing, Corporate Management, Risk Management Good Corporate Governance

**Director Nominee** : Independent Director

**Nomination Procedure** : Considered by the Nomination and Remuneration Committee and the Board of Directors

**Term of GGC's Independent Directorship** : 5 years 11 months (17 February 2016 – 9 February 2022)

**Meeting Attendance in 2021** : Number of times attending the meeting

: **Board of Director** : 12/13 times (Percentage 92.31)

: **Audit committee** : 13/13 times (Percentage 100)

: **Independent Director** : 1/1 times (Percentage 100)

: **Non-executive Director** : 1/1 times (Percentage 100)

**Position in other organizations that may have Conflict of Interest with GGC** : None

**criminal Offense Record during the past 10 years** : None

**Directorship qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB)** : Yes

**Family Relationship with other Directors, Executives, Major Shareholders of GGC or its Subsidiaries** : None

**Shareholding in GGC (As of 12 January 2022)** : None

**Additional Information to Consider for Independent Director Election**

**Having the following interests in the Company, parent company, subsidiaries, joint venture, major shareholder, affiliates or any legal entities that have conflicts, at present or in the past 2 years**

Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee. : No

Being a professional service provider (i.e., auditor, lawyer, financial advisor) : No

Having the significant business relations that may affect the ability to perform independently : None

Being an owner, director, management, employee or advisor who receive regular salary or holding more than 0.5 percent of shares with voting rights of the company with the same business and its competition is significant. : No

### **Performance of the Director**

- Involved in setting up the policies, visions, missions and strategic plans of the Company's operations for the utmost good organization and sustainable growth
- Reviewed the Company Financial Statement for accurate and reliable financial reporting; and considered, selected, nominated, and proposed the Company's auditors' remuneration in order to get an auditor who is reliable, experienced, giving opinions on the suitability of the auditor
- Supervised the Company to obtain the internal control risk management and good corporate governance to be efficient and effective, promoted and embedded awareness of Risk assessment, preventive action process, internal audit and complaint process (Whistleblower)
- Monitored and supervised the Company to ensure the Company has an appropriate and efficient internal audit.
- Performed his duties as Chairman of independent Director and Participated in supervising and monitoring the Company's performance to achieve the goals and provided suggestions/opinions that are beneficial to business development.
- Performed duties as Chairman of the Audit Committee by supporting corporate governance that focuses on sustainable development, especially in the financial reporting, process internal control.

**Remark :** Although the past term of Prof. Dr. Kumchai Jongjakapun as independent directorship plus the next term if being elected in this shareholders' meeting will amount to more than nine consecutive years, he still has qualifications according to the definition of Independent Director of SET and the Company. By considering his performance of duties during his directorship in the past term, he can freely express opinions on the Company's operations as in accordance with relevant criteria and provide beneficial recommendations on the Company's operations. Therefore, he is qualified and suitable to continue his independent directorship.

**Curricula Vitae of the Nominated Persons to Be Elected as Independent Director  
of Global Green Chemicals Public Company Limited**



Mr. Thanwa Laohasiriwong

Independent Director

Age : 56

**Date of Appointment :** - (Newly nominated)

**Education/Training :**

- Bachelor of Engineering (Computer), King Mongkut's Institute of Technology Ladkrabang
- IBM/Harvard Management Development Program - 2001
- IBM/INSEAD Management Development Program – 1998
- Class 60, National Defence Course, National Defence College
- Class 30/2020, Top Management Program, Capital Market Academy, The Stock Exchange of Thailand
- Class 13/2019, Top Executive Program in Energy Literacy, Thailand Energy Academy
- Class 3/2019, Executive Program on Rule of Law and Development (RoLD), Thailand Institute of Justice (TIJ)
- Class 4/2016, Environmental Governance for Executive Officer, Department of Environmental Quality Promotion (DEQP), Ministry of Natural Resources and Environment

**Director Training :**

- Class 10/2004, Finance for Non-Finance Directors (FND), Thai Institute of Directors Association (IOD)
- Class 43/2004, Director Certification Program (DCP), Thai Institute of Directors Association (IOD)
- Class 22/2014, Successful Formulation & Execution of Strategy (SFE), Thai Institute of Directors Association (IOD)
- Class 1/2015, Ethical Leadership Program (ELP), Thai Institute of Directors Association (IOD)
- Class 20/2015, Advanced Audit Committee Program (AACP), Thai Institute of Directors Association (IOD)
- Class 2/2016, Driving Company Success with IT Governance (ITG), Thai Institute of Directors Association (IOD)
- Class 2/2017 Boardroom Success through Financing and Investment (BFI), Thai Institute of Directors Association (IOD)
- Class 20/2019, Corporate Governance for Director and Top Management of State-Owned Enterprise and Public Organization Course, Public Director Institute (PDI), King Prajadhipok's Institute
- Class 45/2019, Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD)
- Class 13/2021, Board Nomination and Compensation Program (BNCP), Thai Institute of Directors Association (IOD)

**Board member / Management in Listed Company - The Stock Exchange of Thailand : 2**

- Independent Director, Chairman of the Nomination and Remuneration Committee, Member of the Compliance Committee and Member of the Risk Oversight Committee, Krungthai Bank Pcl.
- Independent Director and Chairman of the Audit Committee, TPBI Pcl.

**Board member / Management in Non-Listed Company - The Stock Exchange of Thailand : 3**

- Independent Director, Chairman of the Nomination and Remuneration Committee, Supamitr General Hospital Pcl.
- Independent Director, Director to Audit Committee, Relationship Republic Co., Ltd.
- Member of the Support Research and Innovation Administration Committee, National Research Council of Thailand

**Positions in Other Company/Organization/Institution / Remarkable Positions : 1**

- Advisor, Investment Committee, BCPG Pcl.

**Work Experience (in the Last 5 Years) :**

- 2019 - 2020 Independent Director and Member of the Audit Committee, State Railway of Thailand
- 2015 – 2019 Chairman, Humanica Pcl.
- 2018 – 2019 Honorary Director, Thailand Research Fund Policy Committee, The Thailand Research Fund (TRF)
- 2014 – 2018 Director and Executive Director, TOT Pcl.
- 2011 – 2017 Independent Director and Member of the Audit Committee, Asiasoft Corporation Pcl.
- 2011 – 2016 Independent Director and Member of the Audit Committee, Easy Buy Pcl.
- 2015 – 2016 Chairman, Independent Director and Chairman of the Audit Committee, ASN Broker Pcl.

**Expertise** : Engineering, Energy, Innovation, Risk Management, Internal Audit, Politics and Governance, Information Technology Management

**Director Nominee** : Independent Director

**Nomination Procedure** : Considered by the Nomination and Remuneration Committee and the Board of Directors

**Term of GGC's Independent Directorship** : None (Newly nominated)

**Meeting Attendance in 2021** : None (Newly nominated)

**: Board of Director : 13/13 times (Percentage 100)**

**: Non-executive Director : 1/1 times (Percentage 100)**

**Position in other organizations that may have Conflict of Interest with GGC** : **None**  
**criminal Offense Record during the past 10 years** : **None**  
**Directorship qualification according to the laws and does not have prohibited qualification according to the announcement of the Capital Market Supervisory Board (CMSB)** : **Yes**  
**Family Relationship with other Directors, Executives, Major Shareholders of GGC or its Subsidiaries** : **None**  
**Shareholding in GGC (As of 12 January 2022)** : **None**

**Additional Information to Consider for Independent Director Election**

**Having the following interests in the Company, parent company, subsidiaries, joint venture, major shareholder, affiliates or any legal entities that have conflicts, at present or in the past 2 years**

Being a director that takes part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee. : No

Being a professional service provider (i.e., auditor, lawyer, financial advisor) : No

Having the significant business relations that may affect the ability to perform independently : None

Being an owner, director, management, employee or advisor who receive regular salary or holding more than 0.5 percent of shares with voting rights of the company with the same business and its competition is significant. : No

**Performance in 2021 – February 2022 :**

None (Newly nominated)

## **Definition of Independent Director of the Company**

(1) An Independent Director holds no more than 0.50% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority. This is inclusive of shares held by anyone who is affiliated with them.

(2) An Independent Director is a Director, who is not involved in the management, employees, staff, consultant with monthly salary or Entities with controlling authority over the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his / her appointment as an Independent Director, excluding the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder of a controlling person of the Company.

(3) An Independent Director has no connection by blood or legal registration as father, mother, spouse, sibling, son / daughter or spouse of son / daughter of another Director. Further, an Independent Director has no such connection with an Executive, a Major Shareholder, and an Entity with Controlling Authority or an Individual who will be nominated as Director, Executive or Entity with Controlling Authority over the Company or the Subsidiary.

(4) An Independent Director has no business relationship with the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority, either at the present time or within two years prior to his / her appointment as Independent Director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from 20 Million Baht, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.

(5) An Independent Director is not an auditor of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority, and not a Significant Shareholder (holding more than 10% of all shares with voting rights of the Company, including shares held by Linked Entities), an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, a Joint / Associated Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his / her appointment as an Independent Director.

(6) An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than Two Million Baht in service fee per year by the Company, the Parent Company, a Subsidiary, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior to his / her appointment as an Independent Director.

(7) An Independent Director is not a Director who is appointed to be a nominee of a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.

(8) An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company or a Subsidiary. An Independent Director is not a significant partner to a partnership or a Director with involvement in the management, employee, staff, consultant with monthly salary, or who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary

(9) An Independent Director does not have any other characteristic which prevents him / her from opining freely on the operation of the Company.

Following appointment as Independent Directors, they may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Subsidiary of Equal Level, a Major Shareholder or an Entity with Controlling Authority, where it will not be deemed that such Independent Directors are Directors involved with the administration.



## **The Company's Scope of Duties and Responsibilities of Sub-Committees**

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### **Audit Committee**

The Audit Committee is comprised of at least three Independent Directors which one of them having adequate expertise and experience to review creditability of the Company Financial report. Their qualifications and scope of work need to comply with the criteria prescribed by Securities and Exchange Act and the Stock Exchange of Thailand in order that they may be capable of ensuring that the company discloses correct and sufficient financial reports, employs appropriate and efficient internal control, risk management and Good Corporate Governance. In performing its duties, the Audit Committee has emphasized the adherence to compliance with securities and exchange rules and regulations or other applicable laws. The Audit Committee is responsible to propose the selection and the nomination of the auditor who is qualified and independent, and the reasonable annual fee, fully reviews practices and discloses transactions with possible Conflict of Interests to be in compliance with securities and exchange rules and regulations, and ensure company follows the practices and Anti-Corruption policy including review to ensure that the internal audit systems are efficient and comply with the Internal audit professional standards.

### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is comprised of at least three Directors and at least one of them must be Independent Directors. The Chairman of the Nomination and Remuneration Committee must be an Independent Director. The Nomination and Remuneration Committee is responsible to select individuals suitable of nomination as new directors or Managing Director and nominate the list of Directors who possess suitable qualifications for Sub-Committee to the Board of Directors for appointments by using structured and transparent screening and nomination criteria including provide remuneration guidelines for the Directors and Managing Director by setting up criteria that determines fair and reasonable remuneration for further submission at the Board of Directors' meeting and/or the Shareholders' meeting for approval.

### **Corporate Governance and Sustainable Development Committee**

The Corporate Governance and Sustainable Development Committee is comprised of at least three Directors and at least one of them must be Independent Directors. The Chairman of the Corporate Governance and Sustainable Development Committee must be an Independent Director. The Corporate Governance and Sustainable Development Committee is responsible to determine directions and suggest policies and practices concerning business code of conduct and ethics in accordance with the good corporate governance system to the Board of Directors for use as standardized proper practices of the organization, also govern, advise, evaluate and review policies and practices in accordance with the good corporate governance principles and business code of conduct, including the operation regarding social, environmental responsibility and sustainable development and ensure company follows the practices and Anti-Corruption policy in order to improve and enhance the corporate governance system of the Company to international standards and report to the Board of Directors.

### **Risk Management Committee**

The Risk Management Committee is comprised of at least three Directors and at least one of them must be an Independent Director, responsible to consider, review and approve policies, objectives and risk management frameworks for employee risk mitigation in the same direction, and relevant to business objectives and strategy, provide comments and suggestions on enterprise risk management and investment risk, monitor and evaluate the implementation of risk management scopes, suggest and follow up risk management of subsidiaries which company has significantly invested and report to the Board of Directors for consideration.

**Information of Independent Directors for Appointment of Proxy**

**1. Mrs. Kannika Ngamsopee**

Independent Director / Chairman of Risk Management Committee / Director to the Audit Committee

Age : 65 Years

Address : 555/1 Energy Complex, Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak,  
Chatuchak, Bangkok 10900 Special

**Conflict of Interest in the proposed agenda: None**

**2. ACM Songtam Chokkanapitag**

Independent Director / Chairman of Nomination and Remuneration Committee

Age : 67 Years

Address : 555/1 Energy Complex, Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak,  
Chatuchak, Bangkok 10900

**Special Conflict of Interest in the proposed agenda: None**

**3. Pol. Gen. Suchart Theerasawat**

Independent Director / Chairman of Corporate Governance and Sustainable Development Committee

Age : 60 Years

Address : 555/1 Energy Complex, Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak,  
Chatuchak, Bangkok 10900

**Special Conflict of Interest in the proposed agenda: None**

**4. Maj. Gen. Titawat Satiantip**

Independent Director / Nomination & Remuneration Committee / Corporate Governance and Sustainable Development Committee

Age : 52 Years

Address : 555/1 Energy Complex, Building A, 4th Floor, Vibhavadi Rangsit Road, Chatuchak,  
Chatuchak, Bangkok 10900

**Special Conflict of Interest in the proposed agenda: None**

**Remark** : Profiles of 4 Independent Directors are described in the 56-1 One Report for the Year 2021  
: All 4 above mentioned Independent Directors are considered to have no conflicts of interests in all agenda

**The Procedures for Registration to attend General Meeting of Shareholders for the year 2022**  
**via Electronic Means (E-AGM) and Proxy Appointment**  
**Global Green Chemicals Public Company Limited**  
**Friday, April 1, 2022 at 09:30 hrs.**

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**Appointment of Proxy**

1. A Shareholder who wishes to assign a proxy must appoint only one proxy to attend and vote at the Meeting in accordance with the Proxy Forms attached hereto.
2. If a Shareholder wishes to appoint the Company's Independent Directors to be his/her Proxy, he/she may appoint:
 

<b>1) Mrs. Kannika Ngamsopee</b>	<b>Independent Director / Chairman of Risk Management Committee / Audit Committee</b>
<b>2) ACM Songtam Chokkanapitag</b>	<b>Independent Director / Chairman of Nomination &amp; Remuneration Committee</b>
<b>3) Pol. Gen. Suchart Theerasawat</b>	<b>Independent Director / Chairman of Corporate Governance and Sustainable Development Committee</b>
<b>4) Maj. Gen. Titawat Satiantip</b>	<b>Independent Director / Director to Nomination &amp; Remuneration Committee / Director to Corporate Governance and Sustainable Development Committee</b>
3. Information of the Independent Directors as appeared in Attachment 3.
4. For convenience, please send the form of proxy with documents or evidence to the Company and it shall be arrived prior to the meeting date, no later than March 30, 2022. The proxy form must be filled out and signed. All corrections or deletions, if any, made to material contents therein must be duly initialed by the Shareholders. A form of proxy must be affixed with a stamp duty of Baht 20. The Company will facilitate in the affixion the stamp duty upon Shareholders' registration at the Meeting.

## **Supporting Documents for Proxy**

### **1. Proxy Form A, Form B and Form C can be downloaded on [www.ggcplc.com](http://www.ggcplc.com)**

#### **Remark :**

- **The Shareholders are not allowed to split number of shares and appoint more than one Proxy in order to split votes**
- **The Shareholders shall authorize the Proxy to cast the votes equal to the total amount of shares held by the Shareholders. Granting to Proxy the partial amount of shares to vote is not permitted**

**1.1 For Individual Shareholder** (The Company recommends that the Shareholders to use Proxy Form B and pre-cast the votes for each agenda)

- (1) Notice of Meeting with barcode.
- (2) The Proxy Form signed by the Shareholder granting proxy.
- (3) Copy of the Shareholder's identification card or government official identification card or passport (in case of foreign grantor) must be signed and certified true copy by the Shareholder. All in all, the Shareholder's information and image has to be clear and unexpired before the meeting date.
- (4) The Proxy must present his/ her original identification card or government official identification card or driving license (identifying ID Number) or passport (in case of foreign proxy). The Proxy's information and image must to be certified by a proxy for the registration process of the Inventech Connect system.

**1.2 For Juristic Person Shareholder** (The Company recommends that the Shareholders to use Proxy Form B and pre-cast the votes for each agenda.)

- (1) Notice of Meeting with barcode.
- (2) The Proxy Form signed by a person authorized to sign to bind the juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).
- (3) In case that the Shareholder is a juristic person registered in Thailand, please submit a copy of Affidavit certified by the Department of Business Development, Ministry of Commerce before the Meeting date for the registration within 6 months as well as certified true copy by a person authorized to sign to bind such juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).

- (4) In case of the Shareholder is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified true copy by a notary public or other competent authority before the Meeting date for the registration for no longer than 1 year.
- (5) For a foreign juristic person, if an original of any document is not in English, the English translation thereof must be provided by the Department of Business Development, Ministry of Commerce prior to the meeting date for registration no later than 6 months with certification, such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.
- (6) The Proxy must present his/ her original identification card or government official identification card or driving license (identifying ID Number) or passport (in case of foreign proxy). The Proxy's information and image must to be certified by a proxy for the registration process of the Inventech Connect system.

**1.3 Proxy Form C (for Foreign Shareholders Who Have Custodians in Thailand Only) can be downloaded on [www.ggcplc.com](http://www.ggcplc.com)**

- (1) Notice of Meeting with barcode.
- (2) The Proxy presents Power of Attorney from the Shareholders who is a foreign investor authorizes the custodian to execute the proxy on his/her behalf.
- (3) The Proxy presents confirmation letter showing that signatory of the Proxy is authorized to operate custodian business.
- (4) The Proxy Form signed by a person authorized to sign to bind the juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).
- (5) In case that the Shareholder is a juristic person registered in Thailand, please submit a copy of Affidavit certified by the Department of Business Development, Ministry of Commerce before the Meeting date for the registration within 6 months as well as certified true and correct by a person authorized to sign to bind such juristic person according to its Affidavit, with the seal of the juristic person affixed (if any).
- (6) In case that the Shareholder is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified by a notary public or other competent authority before the Meeting date for the registration for no longer than 1 year.

- (7) If any of the aforementioned documents is not in English, the English translation thereof must be provided. The translation must also be certified true and correct by a person referring to such document or a person authorized to act on behalf of such person.
- (8) The Proxy must present his/ her original identification card or government official identification card or driving license (identifying ID Number) or passport (in case of foreign proxy). The Proxy's information and image must to be certified by a proxy for the registration process of the Inventech Connect system.

Shareholders who wish to attend the Meeting via electronic means must follow the procedures as indicated below.

**Procedures for the submission of a request to attend the meeting by electronic means**

1. The Shareholders must submit a request to attend the meeting by electronic means via Web Browser at <http://app.inventech.co.th/GGC170545R> or scan QR Code:



2. The Shareholders must prepare the following information to fill-in through the system:
  - Identification Card Number/Passport Number (in case of foreign shareholder)  
/ Company Registration Number
  - Shareholders Registration Number
  - Name and Surname
  - Amount of shares
  - E-Mail
  - Mobile Number
  - Additional Attachments

- For Shareholders who wish to attend the meeting by electronic means themselves, please attach the copy of Identification Card /Passport (in case of foreign shareholder) and certified true copy (a photo is also applicable to attach into the system).

- In case of proxy, please attach the proxy form with additional documents as required
3. After completely filled-in all required information and attachment, please click on the checkboxes to accept the terms of service and agree to the terms of attendance.
4. Then click to “submit the request”.

5. After completing the fourth step above, an assigned administration team will proof the document. Once your request is approved, the Shareholders will receive an email to notify on the followings:
  1. Link of Registration for the meeting
  2. Username and Password for e-Voting
  3. Link for download and installation of Cisco WebEx Meeting Application
  4. Link for user manual.

The Shareholders can access the system to attend the meeting on the date specified in the notice of the shareholders' meeting. In case the request is rejected, shareholders will receive an email to notify them on the details and the reason for rejection, then the shareholders can resubmit through the system.

6. For Shareholders who wish to assign a proxy and will not attend the meeting, he/she can appoint any person to act as his/her proxy or authorize one of the Company's Independent Directors as specified in the notice of the shareholders' meeting to attend and vote on his/her behalf as specified in the proxy form
7. For Shareholders who would like to attend the Meeting either through electronic means by yourself or a proxy who is not the provided independent directors, please note that the electronic registration will be opened from March 21, 2022 at 08.30 hours and it will be closed on April 1, 2022 until the end of the meeting.
8. For Shareholders who authorize the Company's Independent Directors to attend and vote on his/her behalf, please submit the proxy form together with required documents to the Company by postage to the following address. Such proxy form and required documents shall be received by the Company prior to March 30, 2022 at 17.00 hours.

Corporate Affairs and Corporate Secretary

Global Green Chemicals Public company limited

555/1 Energy Complex Building A, 4th Floor, Vibhavadi-Rangsit Road

Chatuchak, Chatuchak, Bangkok 10900 Thailand

#### **Manual to attend the Meeting by Electronic Means and login for Inventech Connect**

1. Cisco WebEx Meeting and Inventech Connect for e-Voting systems support Web Browser for PC, iOS and Android. To access Cisco WebEx Meeting and Inventech Connect, please follow the installation procedure and operation manual as below:

## 1.1 Using Cisco WebEx Meeting

installation Manual for Cisco WebEx Meeting can be read via this link:

<https://bit.ly/3uZjL0X> or scan QR Code :







### 1.1.1 Cisco WebEx Meeting installation instruction via PC / Laptop



1. Go to website: <https://www.webex.com/downloads.html> or scan QR Code:
2. Click the button “For Windows (64 bit)/For Window (32 bit)” Choose according to the operating system that the device supports.
3. Double click the “webex.msi” to enter the Installation page of Webex Meeting.
4. Enter the installation page, then click “Next”; then wait for the installation for a moment, and then click “Finish”.
5. Select “Agree” to accept the terms of the license agreement
6. Click the “Install” button, then wait for the installation for a moment, and then click “Finish”.
7. When the installation is completed, please type “Email”, then click “Next” to enter the Cisco WebEx Meetings

### 1.1.2 Step to install Cisco WebEx Meeting using Mobile Device

<b>For iOS</b>	<b>For Android</b>
<ol style="list-style-type: none"><li>1. Access App Store </li><li>2. Go to the search icon or the “magnifying glass” symbol and type “WebEx Meeting” and click “search” button.</li><li>3. Then click the “Accept” button on the right to install the Cisco WebEx Meetings Application or the symbol as shown in the picture. </li><li>4. Specify a password or Touch ID to confirm application installation.</li><li>5. Then wait for a moment for installation.</li><li>6. When the installation is completed, the “WebEx Meet” icon will appear on the phone’s screen.</li></ol>	<ol style="list-style-type: none"><li>1. Access Play Store </li><li>2. Go to “Search for apps &amp; games” and type “Cisco WebEx Meetings” and click “Search”.</li><li>3. Then click “Install” button to install Cisco WebEx Meetings Application on symbol as shown in the picture. </li><li>4. Click “Accept” to confirm Application installation.</li><li>5. Then wait for a moment for installation.</li><li>6. When the installation is completed, the “WebEx Meet” icon will appear on the phone’s screen.</li></ol>



## **1.2 Using Inventech Connect System**

User manual and how to install inventech Connect system can be read via this link:

<https://bit.ly/3sOmBD6> or Scan Qr Code



### **1.2.1 Steps for using Inventech Connect via PC/Laptop are as follow:**

1. Shareholder **click the link to enter Registration for the meeting** in the approval notification email for Inventech Connect.
2. Then the system will display information for e- Register. Please fill the Username and Password that received by email then click “Sign in” button.
3. After the installation is completed, the System will display the Shareholders’ registration information. (At this procedure, it will be considered that the Shareholders have already registered to attend the meeting and the number of shares of the Shareholder to be counted as a quorum). Then click “Go to the registration page to watch the live broadcast via Application Cisco Webex Meeting”.
4. The system will display the “Event Information”. The Shareholders must fill- in the information on the right side of “Join Event Now” with the following details:
  - The system will display the Shareholders’ name or proxies’ name in the “First Name” field.
  - The system will display the Shareholders’ registration number in the “Last Name” field (in case of proxy it will display \* after the registration number).
  - Fill-in email in the “Email Address” field (Email must be the same email received from register via e-Request).
  - In the “Event Password” field, the system will set the default value for Shareholders. There is no need to make any changes.
  - Then click “Join Now” button
5. After that, click “Run a temporary application” to access the Cisco WebEx Meeting application.
6. Click the “Join Event” button (**green color**) to join the meeting via Cisco Webex Meeting application.
7. The system will display two operation screens; one on the left showing live broadcast and the right showing Q&A and Multimedia Viewer functions with the login page of Inventech Connect for e-Voting.

8. Then click the “Continue” button (blue color) on the right hand side of the Multimedia Viewer function. The system will display the login screen for Inventech Connect; For e-Voting fill in Username/Password from the request approval notification email and click “Sign in” button.
9. The system will display “Select Agenda” button, and Shareholders may view which agenda may be voted by clicking the “Select Agenda” (green color) in corner on the left and bottom.
10. The system will display the agenda items being entitled to vote, displaying “Voting Status: Pending”.
11. When Shareholders wish to cast a vote, please choose the agenda to vote. The system will show “Voting Status: Pending”. Then shareholders can press the following voting buttons,
  1. Agree (green color)
  2. Disagree (red color)
  3. Abstain (orange color)
  4. Do not submit vote (blue color)

Shareholders can change their votes until the closing of voting session for each agenda.

If Shareholders press “Do not submit vote” button or do not press any buttons to cast a vote at any agendas, it shall be deemed that Shareholders agree with such agenda according to the Company’s practice regarding counting of the vote. Shareholders can change their votes until the closing of voting session for each agenda.

12. Shareholders can conduct a review of the vote on an agenda basis. When the voting session is closed, please select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.

\* 13. In the event that a Shareholder has been authorized by multiple accounts, please select “User Icon” and click on the “Switch Account” button to access other accounts. Upon the switching, votes and quorum will not be removed from the meeting.

\* 14. In the event that Shareholders may leave the meeting by selecting the “User Icon” and click “Leave Meeting” button.

\* In this case if Shareholder leaves the meeting before the meeting adjourns, the system will remove the right to vote of the Shareholder from the meeting on the agenda that has not yet been processed. Shareholders can also rejoin the meeting and cast the vote on the ongoing agenda until the closing of voting session for each agenda.

## 1.2.2 Steps for using Inventech Connect for e-Voting via Mobile Device

### >>Screen 1: Live Broadcast by the Company

1. Shareholders **click the link to enter Registration for the meeting** in the approval notification email for Inventech Connect.
2. After that the system will display the e-Register page, the Shareholders must fill-in Username and Password that received by email, the click “Sign-in”.
3. Upon successful registration, the system will display shareholder registration information (At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares held by such shareholders shall be counted as a quorum). Then click to registration page to join the meeting via Cisco WebEx Meeting Application.
4. The system will display Event Information, then click “Join”.
5. Then fill-in information in Display Name and Email Address, then click “OK”.
6. Click “Join” (green color) to attend the meeting via Cisco WebEx Meeting Application

**If Shareholders who access via mobile device wish to use Inventech Connect for e-Voting, please switch the browser to use the second Screen as below:**

### >>Screen 2: Using Inventech Connect

1. Shareholders must **click the link for registration (For Shareholders who do not want to view the live meeting)** from the notification email for Inventech Connect or URL for e-Voting function which was sent from Administrator via “Chat” function in application Cisco Webex Meeting.
  2. Fill-in Username and Password from the request approval notification email or requested for OTP to access the system, then click “Sign in” button.
  3. The system will display “Select Agenda” icon, and Shareholders may view which agenda may be voted by clicking the “Select Agenda” (green color) in the left corner and at the bottom.
  4. The system will display the agenda items being entitled to vote, displaying “Voting Status: Pending”.
  5. When Shareholders wish to vote, please choose the agenda to vote. Then the system will show all voting buttons :
1. Agree (green color)
  2. Disagree (red color)
  3. Abstain (orange color)
  4. Do not submit vote (blue color)

Shareholders can change their votes until the closing of voting session for each agenda.

If Shareholders press “Do not submit vote” button or do not press any buttons to cast a vote at any agendas, it shall be deemed that Shareholders agree with such agenda according to the Company’s practice regarding counting of the vote. Shareholders can change their vote until the closing of voting session for each agenda.

6. Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.

\* 7. In the event that a Shareholder has been authorized by multiple accounts, please select “User Icon” and click on the “Switch Account” button to access other accounts. Upon the switching, votes and quorum will not be removed from the meeting.

\* 8. Shareholders may leave the meeting by selecting the “User Icon” and click “Leave Meeting” button.

\* In case the Shareholder leaves the meeting before the meeting adjourns, the system will remove the right to vote of the Shareholder from the meeting on the agenda that has not yet been processed. Shareholders can also rejoin the meeting and cast the vote on the ongoing agenda until the closing of voting session for each agenda.

The electronic conference system will be available on April 1, 2022 at 07.30 hours (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

The functionality of the electronic conferencing system ( Cisco Webex Meeting) and Inventech Connect is dependent on the internet system supported by shareholders or proxies, including equipment and/or program of the device. Therefore, please use the device and/or the following programs to operate the system.

- Recommended internet speed should be at least 4 Mbps.
- Mobile phones/tablet devices with Android operating system that supports Android 6.0 version or above, or mobile phones/tablet devices with iOS operating system that supports iOS 10.0 version or above.
- Desktop computer/ notebook with Windows operating system that supports Windows 7 or above, or desktop computer/notebook with MAC operating system that supports OS X 10.13 or above.
- Internet Browser: Firefox or Chrome (recommended) or Safari.

How to check the operating system version

- For Android: Choose settings or additional settings > About Phone > Software or Android version information
- iOS: Choose Settings > General > About >Version

**Remark :**

1. The Shareholders must fill-in the Username and Password that received via email for register and join the meeting. At this procedure, it will be considered that the Shareholders has already registered to attend the meeting. (if Shareholders do not register to attend the meeting, your shares will not be counted as a quorum, and you cannot vote or watch the live meeting). Also, if the Shareholders leave the meeting during the meeting by pressing the “leave the meeting” button, the system will remove the votes of the Shareholders from the quorum of the meeting.
2. The Shareholders must prepare the Email Address for e-Request to obtain 1. Link of Registration for the meeting 2. Username and Password for attending the meeting.
3. The required information must be aligned with the information as of the record date (as of February 25, 2022) that provided by Thailand Securities Depository Co., Ltd (TSD).

**For a troubleshooting related to the system, please contact Call Center as below:**

Tel: +66(0) 2931-9137 or LINE : @inventechconnect (March 21 - April 1, 2022 from Monday to Friday at 08.30 -17.30 hours)

**The Company's Articles of Association regarding the Shareholders Meeting and Vote Casting**  
**Board of Directors**

**Article 12.** The board of directors shall operate the Company's business, under the supervision of the shareholders meeting and in accordance with the provisions of these Articles of Association. A director need not be a shareholder of the Company.

The Company's board of directors shall be elected or removed by the shareholders meeting and shall consist of not less than five (5) directors, but not more than eleven (11) directors. Not less than half (1/2) of all directors shall have residence in the Kingdom of Thailand. All of the Company's directors shall have the qualifications and shall not possess prohibited characteristics as prescribed by laws.

**Article 13.** The election of directors shall be made by a majority vote of the shareholders attending the meeting and eligible to vote, in accordance with the following criteria and procedures:

- (1) one shareholder shall have one vote for each share held;
- (2) if the number of persons nominated to be directors is not more than the number of directors required at that election, the shareholders meeting shall elect the nominated directors, and the directors so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (1). Such votes cannot be divided for allocation to anyone at any extent;
- (3) if the number of persons nominated to be directors is more than the number of directors required at that election, the voting method shall be made on a person-by-person basis. In casting votes, each person so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (1) and the shareholder may not split his/her votes to any person at any extent. Persons receiving the highest votes in a descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case the number of persons, who are elected in descending order, and received equal votes, exceeds the number of directors required or who shall be elected at that time, the chairman shall have a casting vote.

**Article 14.** At every annual general meeting, one-third (1/3) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office.

The retirement of directors during the first and second years 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.

A retiring director is eligible for re-election.

**Article 15.** 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 that may designate a fixed amount or

prescribe rules, and which may be fixed from time to time or remain effective until further change. In addition, the directors may receive per diem and other welfare according to the Company's regulations.

Provisions in the first paragraph shall not affect the right of the Company's officer or employee, who has been elected as director, in receiving remuneration and other benefits as the Company's officer or employee.

**Article 16.** Apart from vacancy upon the expiry of his/her term of office, a director shall vacate the office upon:

- (1) death;
- (2) resignation;
- (3) lack of qualifications or subject to prohibition under the laws;
- (4) being removed by the resolution of shareholders meeting; or
- (5) being removed by the court order.

**Article 20.** Any director wishing to resign from office shall submit a resignation letter to the Company. The resignation shall be effective from the date on which the resignation letter reaches the Company.

The director who has resigned under the first paragraph may also notify the registrar of his/her resignation for acknowledgement.

**Article 21.** Subject to Article 20, in case of a vacancy in the board of directors for reasons other than the expiration of the director's term of office, the board of directors shall elect a person who has the qualifications and does not possess any prohibited characteristics under the laws as a replacement director at the next meeting of the board of directors, except in the case where the remaining term of office of such director is less than two (2) months. The replacement director shall hold the office only for the remaining term of the director whom he/she replaces.

The resolution of the board of directors under the first paragraph must be passed by a vote of not less than three-fourths (3/4) of the number of the remaining directors.

### **Shareholders Meeting**

**Article 32.** The board of directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.

Shareholders meetings, other than those specified above, shall be called the extraordinary meeting. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may, by subscribing their names, makes a written request to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days as from the completion of such period. In this regard, the meeting shall be considered as the shareholders meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provides facilitation.

In case the quorum of the shareholders meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 35, the shareholders as prescribed under paragraph three shall be collectively responsible to the company for expenses arising from such meeting.

**Article 33.** In summoning the shareholders meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting for three (3) consecutive days. The shareholders meeting may be held at the location where the Company's head office is situated or other locations in Thailand as specified by the board of directors.

If the meeting does not finish considering the matters in the agenda or matters proposed by the shareholders, as the case may be, and the meeting must be adjourned, the shareholders shall set the place, date, and time of the next meeting. The board of directors shall send the notice of the meeting specifying the place, date, time, and agenda of the meeting to the shareholders no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting.

**Article 34.** In the shareholders meeting, a shareholder may appoint any other person who is sui juris as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy instrument shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

If the proxy intends to vote at the meeting, the proxy instrument shall be delivered to the chairman or person(s) designated by the chairman at the place of the meeting before the proxy attends the meeting.

**Article 35.** In a shareholders meeting there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, holding in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.

At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as specified, and if such shareholders meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than seven (7) days before the date of the meeting. In the subsequent meeting, a quorum is not required.

In the shareholders meeting, the chairman shall preside over the meeting. If the chairman is not present or unable to perform his/her duty, if there is a vice chairman, the vice chairman shall preside over the meeting. If there is no vice chairman or if the vice chairman is not present at the meeting or is unable to perform his/her duty, the meeting shall elect one shareholder who attends the meeting to preside over the meeting.



**Article 36.** In casting votes at the shareholders meeting, whether by show of hands or by secret ballots, one (1) share shall represent one (1) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors. The resolution of the shareholders meeting shall comprise of the following votes:

(1) in normal case, majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote;

(2) in the determination of directors' remuneration, the votes of not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting;

(3) in the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:

(a) the sale or transfer of the whole or substantial part of the businesses of the Company to other persons;

(b) the purchase or acceptance of transfer of businesses of public limited companies or private limited companies to the Company;

(c) the making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business, the designation of any other persons to manage the Company's business, or the consolidation of the business with other persons with an objective towards profit and loss sharing;

(d) the addition to or amendment of the Company's Memorandum or Articles of Association;

(e) the increase of the Company's registered capital;

(f) the reduction of the Company's registered capital;

(g) the offer for sale of debentures to the public;

(h) the dissolution of the Company; and

(f) the amalgamation with another company.

**Article 37.** Transactions to be conducted at the annual general meeting shall consist of the following matters:

(1) acknowledging the board of directors' report proposed to the meeting for the result of operation of the Company during the preceding year and suggestions as to future business operation;

(2) considering and approving the balance sheets, and the profit and loss statement of the preceding fiscal year;

(3) considering the appropriation of profits, distribution of dividend and the appropriation of a reserve fund;

(4) considering the election of new directors in place of those who must retire on the expiration of their terms;

(5) considering the remuneration of directors;

(6) considering the appointment of an auditor and fixing his/her remuneration; and

(7) other businesses.

**Article 38.** In case the Company or its subsidiary, pursuant to the definition given under the law on securities and exchange, has entered into connected transactions or transactions regarding the acquisition or disposition of material assets of the Company in the manner as set out in the criteria prescribed under the law on securities and exchange, the Company shall also comply with the criteria and procedures as prescribed for such cases

**Dividend and Reserve**

**Article 46.** No dividend shall be paid otherwise than out of profits, which includes the retained earnings. If the Company still has an accumulated loss, no dividend shall be paid.

Unless it is the payment of interim dividend in accordance with the third paragraph, the payment of dividend must obtain approval from the shareholders meeting.

The board of directors may pay an interim dividend to the shareholders from time to time when the board of directors deems in accordance with the acceptable accounting principle that the profit of the Company justifies such payment. After such payment has been made, it shall be reported for acknowledgement at the next shareholders meeting.

Payment of dividend shall be equally paid in accordance with the number of shares, except in the case of preferred shares (if any).

Where all shares in the Company have not yet been sold according to the number of shares registered or where the Company has already registered an increase of the capital, the Company may pay dividend, in whole or in part, by issuing new ordinary shares to the shareholders; provided that it has obtained the approval of the shareholders meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by the board of directors meeting, as the case may be. In this regard, the shareholders shall be notified in writing and the notice of such payment of dividend shall also be published in a newspaper for no less than three (3) days.

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**Instruction to download the 56-1 One Report for the Year 2021  
and the 2021 Integrated Sustainability Report from QR Code**

Shareholders can download information in the Registration form via QR Code by the following processes;

**For iOS (iOS 11 and above)**

1. Open Camera application
2. Scan the QR Code
3. Click on the Notification appear on the upper screen to view the Meeting's information

**Remark:** Incase of Notification message does not appear, Shareholders can scan the QR Code via other application such as QR CODE READER, Facebook and Line.

**For Android**

1. Open application such as  
QR CODE READER, Facebook or Line QR Code via Line application  
- Open Line application → Add friend → Select QR Code → Scan QR Code
2. Click on the Notification appear on the upper screen to view the Meeting's information



**56-1 One Report**



**Integrated Sustainability Report**

The 2022 AGM will be conducted as a Sustainable Meeting in compliance with the Securities Exchange of Thailand's **"Care the Bear: Change the Climate Change by Eco Event"** project, the **"Criteria of Sustainable Event Guidelines"** endorsed by Thailand Convention and Exhibition Bureau (TCEB) and the **"Green Meeting"** guidelines set by Thailand Business Council for Sustainable Development: TBCSD) are also taken into account.

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