



**บริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน)**  
**THAI CENTRAL CHEMICAL PUBLIC COMPANY LIMITED**

ห้อง 801-806, 809-810 ชั้น 8 มิตรทาวน์ ออฟฟิศ ทาวเวอร์ 944 ถนนพระราม 4 แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330  
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-Translation -

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27 February 2023

Subject Dividend payment, delisting and Schedule of the 2023 Annual General Meeting of Shareholders  
No. 51 (revised)

To President  
The Stock Exchange of Thailand

Enclosure: The revised Form of Report on Delisting of Shares (F10-6)

Thai Central Chemical Public Company Limited held the 2/2023 Corporate Board Meeting on 27 February 2023 and thereby acknowledged and resolved as follows.

1. Adopted the company's 2023 audited financial statement for further proposing to the Annual General Meeting of Shareholders (AGM).
2. To propose to the AGM to approve the dividend payment paid from the net profit of year 2022 performance, at the rate of THB 1.40 per share of 584,714,068 shares in total amount of THB 818,599,695 payable to shareholders, whose names appear in the registration as of the Record Date on 13 March 2023. The dividend is scheduled to be paid out to the shareholders on 18 May 2023.  
The right to receive dividend is still uncertain as it is subjected to the AGM's approval.
3. To propose to the AGM to re-elect the 9 retiring directors as follows to be the Company directors for another term.

1. Mr. Yuji Yuasa	Director
2. Mr. Takahiro Yamashita	Director
3. Mr. Takayuki Tohei	Director
4. Mr. Takuji Nakagawa	Director
5. Mr. Chanand Sophonpanich	Director
6. Mr. Ek-rit Boonpiti	Director
7. Mr. Suvat Suebsantikul	Independent Director
8. Mr. Opas Sripornkijachorn	Independent Director
9. Mr. Kasemsak Masayavanich	Independent Director



There will be 9 proposed candidates to be elected as the Company's directors.

4. To fix the date of the 2023 AGM No. 51 to be held on 28 April 2023 at 14.00 hours, via electronic meeting (E-AGM), for shareholders, whose names appear in the registration as of the Record Date on 13 March 2023.
5. To fix the agenda of the 2023 AGM No. 51 as follows.
  1. To acknowledge the Company's 2022 Operational Performance and the Board of Directors' Annual Report.
  2. To consider and approve financial statements of the Company for the financial year ending 31 December 2022.
  3. To consider and approve the appropriation of profit and distribution of dividend derived from the operating results for the year ending 31 December 2022.
  4. To consider and elect directors in place of the directors retiring by rotation.
  5. To consider and determine directors' remuneration.
  6. To consider and appoint auditors for the 2023 fiscal year and to determine their remuneration
  7. To consider the delisting of the Company's shares from being listed securities on the Stock of Exchange of Thailand.
  8. To consider other businesses (if any)

The revised Form of Report on Delisting of Shares (F10-6) has been enclosed for your information.

Kindly be informed accordingly.

Mr. Takahiro Yamashita  
President & CEO

Company Secretary / Photchara Tel. 0 2639 8888 ext 8909



## Form of Report on Delisting of Shares

Thai Central Chemical Public Company Limited

7 February 2023

To The President  
The Stock Exchange of Thailand

We, Thai Central Chemical Public Company Limited (the "**Company**"), hereby notify the resolutions of the Board of Directors No. 1/2023, held on 7 February 2023 concerning the delisting of the Company's shares from being listed securities on the Stock Exchange of Thailand (the "**SET**"), with the following details:

### 1. Type of Securities of the Company

#### 1.1 Ordinary Shares / Preferred Shares

1.1.1 584,714,068 ordinary shares at a par value of THB 3.00 per share, totaling THB 1,754,142,204.

1.1.2 The shares have been listed on the SET since 8 October 1991.

1.1.3 The latest trading price of such shares was THB 32.50 per share as of 7 February 2023.

#### 1.2 Debentures / Convertible Debentures

- None -

#### 1.3 Warrants to Purchase Shares

- None -

#### 1.4 Other Types of Securities

- None -

### 2. Date of Presentation to Make Recommendation Concerning the Delisting of Shares

The Presentation schedule will be the date of the 2023 Annual General Meeting of Shareholders No. 51, which will be held on 28 April 2023, at 2.00 p.m. via the electronic platform (E-AGM).<sup>1</sup>

<sup>1</sup> Additional information according to the resolutions of Board of Directors Meeting No. 2/2023, held on 27 February 2023.



### 3. Schedule for a Shareholders Meeting to Approve the Delisting of the Shares From Being Listed Securities

The 2023 Annual General Meeting of Shareholders No. 51 will be held on 28 April 2023 at 2.00 p.m., via the electronic platform (E-AGM).<sup>2</sup>

- The date for determining the names of shareholders entitled to attend the Shareholders Meeting (the "Record Date") will be 13 March 2023.<sup>3</sup>
- The book closure date on which the names of shareholders entitled to attend the Shareholders Meeting are determined will be on ..... until the end of such meeting.

### 4. Reasons and Facts concerning the Delisting of the Shares from being Listed Securities

On 7 February 2023, the Board of Directors of Thai Central Chemical Public Company Limited (the "Company") received a letter from Sojitz Corporation ("Sojitz") and I S T S (Thailand) Company Limited ("I S T S") who are major shareholders of the Company, currently holding 256,833,457 shares and 231,159,816 shares, representing 43.92 percent and 39.53 percent of the total issued shares of the Company, respectively; or collectively holding an aggregate of 487,993,273 shares, representing 83.45 percent of the total issued shares of the Company. Sojitz and I S T S have expressed their intention to make a tender offer for all of the Company's securities for the purpose of delisting the Company's securities from the SET (the "Tender Offer") which also allows the Company to become more independence from and less burdened to the market-related rules and regulations governed by the Securities and Exchange Commission and SET. Hence, it would increase business efficiency and enhance agile and effective decision making of the Company, while smoothly leveraging benefit from Sojitz's managerial and technical resources, as one of Sojitz's leading international subsidiaries. Furthermore, it would significantly cut down the Company's direct and indirect expenses and corporate resources associated with maintaining a listed company status and solve SET's so-called Free Float issues. The Tender Offer will occur only upon fulfilment of all of the following conditions:

- (1) the shareholders' meeting of the Company resolves to approve the delisting of the Company's securities from the SET with the votes of not less than three-fourths of the total issued shares of the Company and there shall be no shareholders opposing the delisting of securities with the votes exceeding 10 percent of the total issued shares of the Company; and
- (2) the delisting of the Company's securities shall be approved and/or waived by the relevant regulatory agencies, including the SET, financial institutions and other contractual parties under the relevant agreements (if necessary).

### 5. The General Offer to Purchase Shares and Other Securities Convertible into Shares of the Company from the Shareholders and Holders of Securities

<sup>2</sup> Additional information according to the resolutions of Board of Directors Meeting No. 2/2023, held on 27 February 2023.

<sup>3</sup> Additional information according to the resolutions of Board of Directors Meeting No. 2/2023, held on 27 February 2023.



#### 5.1 The offeror or group of offerors and relationship with the Company

The offeror: Sojitz and I S T S, who are the Company's ordinary shareholders

As of 7 February 2023,

- Sojitz holds 256,833,457 shares in the Company, representing approximately 43.92 percent of the total issued shares of the Company, and I S T S holds 231,159,816 shares in the Company, representing approximately 39.53 percent of the total issued shares of the Company.
- Sojitz and I S T S hold shares in the Company in total 487,993,273 shares, representing approximately 83.45 percent of the total issued shares of the Company.

#### 5.2 Offering price of securities (separate each type of securities)

THB 40 per share. The Offering Price may be adjusted if there is an occurrence of any incident which causes or may cause damage to the Company's status or assets, or the Company's share price or any other incidents which cause material effect to the determination of the Offering Price or any other incidents as prescribed under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended).

#### 5.3 Name of the financial advisor of the offeror

Kiatnakin Phatra Securities Public Company Limited

#### 5.4 Name of independent financial advisor

Jay Capital Advisory Limited

### 6. Shareholding Distribution

#### 6.1 Top 10 Major Shareholders (as at 10 March 2022)

Name <sup>1)</sup>	Nationality	Occupation	Number of Shares	Shareholding Percentage
1. SOJITZ CORPORATION	Japanese	-	256,833,457	43.92
2. ISTS (Thailand) Company Limited	Thai	-	231,159,816	39.53
3. Bangkok Steel Industry Public Company Limited	Thai	-	20,497,742	3.51
4. Metrophos Co., Ltd.	Thai	-	16,614,500	2.84
5. Sri Krung Wattana Company Limited	Thai	-	15,175,191	2.60
6. CENTRAL GLASS CO., LTD.	Japanese	-	12,617,141	2.16



Name <sup>1)</sup>	Nationality	Occupation	Number of Shares	Shareholding Percentage
7. Bangkok Bank Public Company Limited	Thai	-	11,292,800	1.93
8. Miss Somsongkhon Kanchanaporn	Thai	-	2,155,019	0.37
9. Mr. Peerawat Thammaphimon	Thai	-	1,830,600	0.31
10. Mr. Suparek Mongkolsamai	Thai	-	1,055,000	0.18

**Remark:** <sup>1)</sup> Investors can view the latest list of shareholders at [www.set.or.th](http://www.set.or.th)

#### 6.2 Number of Shareholders <sup>1)</sup>

- Total number of shareholders 3,075 persons, in the amount of 584,714,068 shares
- Total number of minority shareholders who have a holding of not over 5 out of 1,000 of paid-up capital, but not less than 1 board lot: 2,583 persons, in the amount of 44,186,903 shares, or 7.56 percent of paid-up capital.

**Remark:** <sup>1)</sup> Information as of 10 March 2022

We hereby confirm that the information contained in this report is accurate and complete in all respects.

Signed .....

(Mr. Takahiro Yamashita)

(Authorized directors

with the Company's seal affixed)

Signed .....

(Mr. Takayuki Tohei)