



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

Invitation to the 2023 Annual General Meeting of Shareholders No. 51
Thai Central Chemical Public Company Limited
Friday 28 April 2023 at 14.00 hours
via Electronic Means (e-Meeting)



Please study Guideline for Attending the Annual General Meeting of Shareholders via Electronic Means (E-AGM) set out in Enclosure 4. The shareholders are required not to come to the company's office on the meeting day.



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

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Ref.No. 013 / 2566

12 April 2023

Subject: Notice of the 2023 Annual General Meeting of Shareholders (AGM) No. 51

To: Shareholders

- Enclosures:
1. Attendance registration form
 2. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders No. 50
 3. The Board of Director's Annual Report with the Financial Statements for the year ending 31 December 2022
 4. Guideline for Attending the Annual General Meeting of Shareholders via Electronic Means (E-AGM)
 5. Registration Form for Attending the E-AGM
 6. The Company's Articles of Association concerning shareholders' meeting and voting procedures
 7. Profiles of nominated persons to be appointed as the Company's directors
 8. Proxy form
 9. Privacy Notice to Shareholders and Proxies
 10. The Opinion of the Independent Directors regarding Delisting of the Company's Shares from Being Listed Securities on the SET
 11. The Opinion of the Independent Financial Advisor regarding Delisting of the Company's Shares from Being Listed Securities on the SET
 12. Form of Report on Delisting of Shares (F10-6)

NOTICE is hereby given that the 2023 Annual General Meeting of Shareholders No. 51 (the "Meeting") of Thai Central Chemical Public Company Limited (the "Company") will be held on Friday, 28 April 2023 at 14.00 hours via electronic means (e-Meeting), in accordance with the resolution of the Corporate Board Meeting No. 2/2023 on 27 February 2023, to consider agendas as follows:

1. To acknowledge the Company's 2022 Operational Performance and the Board of Directors' Annual Report

Facts and reasons From the consolidated financial statements year ending 31 December 2022, the Company's revenue from sales and services showed THB 12,886 Million, increasing by 7 percent compared with year 2021, and the Profit Attributable to Owners of parent showed THB 834 Million, decreasing by 47 percent compared with year 2021. Detailed information of the Company's operating result and the Board of Directors' Annual Report are provided in the Annual Report as the Enclosure 3 (page 67 - 71 of the Annual Report).



Board's opinion The Board recommends to the Shareholders' Meeting to acknowledge the Company's operating result for 2022 and the Board of Directors' Annual Report, as detailed in Enclosure 3.

Voting This Agenda is for the shareholders' acknowledgement; therefore, voting is not required.

2. To consider and approve financial statements of the Company for financial year ending 31 December 2022

Facts and reasons The Board has had the Company's audited financial statements of the Company for the financial year ending 31 December 2022 prepared in order to be submitted to the Annual General Meeting of Shareholders for its consideration and approval in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 39 of the Company's Articles of Association. The financial statements are provided in Enclosure 3 (page 130 - 237 of the Annual Report).

Board's opinion The Board recommends the Shareholders' Meeting to approve the Company's audited financial statements for the financial year ending 31 December 2022, as detailed in Enclosure 3.

Voting The resolution of this agenda requires majority votes of the shareholders attending the Meeting and casting votes.

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

Facts and reasons Under Section 115 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Association, the Company can pay dividends only from its profit. Section 116 of the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's Articles of Association also provide that the Company must set aside at least 5 percent of its net annual profit, less accumulated losses brought forward (if any), as legal reserve until the reserve reaches 10 percent of the Company's registered capital.

The Company's dividend payment policy states that the Company shall pay dividends at the rate of approximately 60 percent of its Net Profit for the year shown in its separate financial statements after deducting legal reserve, tax, accumulated loss (if any). However, the dividend payment may vary, depending on the Company's investment plan and other necessity and appropriateness, as the Board thinks fit.

For the Company's operating results for the financial year ending 31 December 2022, the Company's Net Profit for the year in the separate financial statements showed THB 834 Million and the Company's legal reserve at amount of THB 175.4 Million has reached 10 percent of Company's registered capital as requires under Section 116 of the Public Limited Companies Act B.E. 2535 (1992) mentioned in the above paragraph.



Board's opinion The Board recommends the Shareholders' Meeting to approve the appropriation of profit as payment of dividend, paid from the Net Profit for the year 2022 performance, to the Company's shareholders as of the record date on 13 March 2023. The dividend payment shall be at THB 1.40 per share, totaling THB 818.6 Million. This amounts to 95.7 percent of the Net Profit for the year, which is consistent with the Company's dividend payment policy. The dividend shall be paid to the shareholders on 18 May 2023.

Table of comparison of the dividends between 2022 and 2021

Details of dividend payment	2022	2021
1. Net Profit for the year (Separate financial statements)	THB 834 Million	THB 1,451.4 Million
2. Number of the Company shares	584,714,068 shares	584,714,068 shares
3. Amount of dividend per share	THB 1.40	THB 1.70
4. Total amount of dividends paid	THB 818.6 Million	THB 994 Million
5. Dividend payment to Net Profit (%)	95.7	68.5

Voting The resolution of this agenda requires majority votes of the shareholders attending the Meeting and casting votes.

4. To consider and elect directors in place of the directors retiring by rotation

Facts and reasons Under Article 15 of the Company's Articles of Association, at each Annual General Meeting, all members of the Board of Directors shall vacate their office and the Shareholders' Meeting shall elect new members of the Board of Directors. The retiring directors at this Annual General Meeting are:

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

The selection of persons to serve on the Board of Directors of the Company is not made through the procedures of the Nominating Committee because the Company does not have a Nominating Committee. The selection process is carefully performed as the discretion of the Board of Directors, which select suitable candidates whose qualifications meet the requirements provided under the Public Limited Companies Act B.E. 2535 (1992) (and amendments), Securities and Exchange Act B.E. 2535 (1992) (and amendments), and relevant notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.



The Company has given opportunity to the shareholder to nominate any person to be elected as a director in advance. However, no shareholder nominates any such person.

Board's opinion The Board proposes to the Shareholders' Meeting to re-elect 9 retiring directors, namely,

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

to be the Company's directors for another term. There will be 9 members of the Board of Directors in total.

Among the 9 candidates, Mr. Suvat Suebsantikul, Mr. Opas Sripornkijkachorn, and Mr. Kasemsak Masayavanich are nominated as the Independent Directors. These 3 candidates can be able to provide comments independently and in compliance with related rules and regulations.

The candidates proposed to be elected as the Independent Directors who hold his/her position for more than 9 consecutive years are Mr. Opas Sripornkijkachorn (13 year and 8 months in total if elected and held the position until the end of this term), Mr. Kasemsak Masayavanich (12 years and 8 months in total if elected and held the position until the end of this term) and Mr. Suvat Suebsantikul (10 year and 10 months in total if elected and held the position until the end of this term). The reason why the Board of Directors nominate these 3 candidates to be elected as the Independent Directors is that their well-knowledge and qualifications are suitable for the position. In addition, their past performance showed that their opinions are independent and useful to the Company.

The information of the nominated candidates, including profiles, shareholding in the Company, position held in other companies, meeting attendance records, number of year holding the position and the description on the definition of an independent director, is provided in Enclosure 7.

Voting The voting criteria and method of this agenda are in accordance with Article 14 of the Company's Articles of Association, as provided in Enclosure 6. For efficiency of the meeting proceeding, the shareholders are required to study details and examples of voting method in Enclosure 6 in advance.

5. To consider and determine directors' remuneration

Facts and reasons The Company does not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board determines directors' remuneration on the basis of the Company's operating results in the previous year and by comparing how the other operators in the same industry remunerate their directors. Directors' remuneration is



comprised of monthly remuneration, director bonus remuneration which allocated based on the Company's performance and Audit Committee meeting allowance.

Board's opinion The Board recommends the Shareholders' Meeting to approve the directors' remuneration for the financial year 2023 in total amount to be not exceeding THB 15 Million for allocation to all members, which is the same amount as previous year, without other benefits.

Table of comparison of the directors' remuneration

Details of directors' remuneration	2023	2022	2021
Directors' remuneration	THB 15 Million	THB 15 Million	THB 15 Million
Other benefits	None	None	None

Voting The resolution of this agenda requires not less than two-thirds of the total votes of the shareholders present at the Meeting.

6. To consider and appoint the auditors for 2023 fiscal year and the determination of their remuneration

Facts and reasons Section 120 of the Public Limited Companies Act B.E. 2535 (1992) requires that the Annual General Meeting of Shareholders appoints the auditors and determines auditing fee. Existing auditors are eligible for re-appointment.

The Audit Committee recommends that the Meeting approves the appointment of Ms. Sophaphan Saptipparattana, Certified Public Accountant No. 6523 (being the auditor who affixed her signature on the Company's financial statements for 2 years in 2021 and 2022) and/or Mr. Yongyut Lertsurapibul, Certified Public Accountant No. 6770 (never affixed his signature on the Company's financial statements) and/or Mr. Mongkol Somphol, Certified Public Accountant No. 8444 (never affixed his signature on the Company's financial statements) of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company for the financial year 2023. Any one of the aforesaid auditors shall audit and express opinion on the Company's financial statements. The auditors' annual remuneration is proposed at THB 2,570,000, increasing by 9.36 percent compared with the previous year due to wider scope of work on the Company's business in Myanmar.



The table comparing the auditors' remuneration is as follows:

(Unit : THB)

	Financial Year		
	2023	2022	2021
Annual Audit Fee include consolidated	1,610,000	1,480,000	1,480,000
Interim per quarter include consolidated	320,000	290,000	290,000
Annual Audit fee	2,570,000	2,380,000	2,350,000
Non-Audit Fee	-	-	-
% increase / (decrease)	9.36	-	-

Board's opinion The Board recommends the Shareholders' Meeting to approve the appointment of Ms. Sophaphan Saptipayarattana, Certified Public Accountant No. 6523 (being the auditor who affixed her signature on the Company's financial statements for 2 years in 2021 and 2022) and/or Mr. Yongyuth Lertsurapibul, Certified Public Accountant No. 6770 (never affixed his signature on the Company's financial statements) and/or Mr. Mongkol Somphol, Certified Public Accountant No. 8444 (never affixed his signature on the Company's financial statements) of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company for the financial year 2023. Any one of the aforesaid auditors shall audit and express opinion on the Company's financial statements, and the auditors' remuneration shall be THB 2,570,000 (Two Million Five Hundred Seventy Thousand Baht Only) as proposed by the Audit Committee.

The above nominated auditors are independent and do not have any relationship or interest with or in the Company or subsidiary and associated company or any of its executives, major shareholders or their affiliates.

The auditors of the Company and some subsidiary/ associated company are not from the same accounting firm because the subsidiary/associated company hire their own accounting firm since starting the business, and such accounting firm provides services effectively and timely under the Board of Directors' governance without delay and with inexpensive audit professional fees.

Voting The resolution of this agenda requires majority votes of the shareholders attending the Meeting and casting votes.

7. To consider and approve the delisting of securities of the Company from the Stock Exchange of Thailand

Facts and reasons 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 83.46 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 Stock Exchange of Thailand (the "SET") (the "Tender Offer"), at the offering price of THB 40 per share (the "Offering Price"). 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). 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).

In this regards, in the case where the shareholders' meeting of the Company resolves to approve the delisting of the Company's securities from the SET, in which case shall submit an application to delist its shares in a Reporting Form for Delisting of Shares (F10-7) to the SET, and the application for the Delisting of Securities is approved or waived by the SET and relevant authorities (if any), Sojitz and I S T S will be the tender offeror of the remaining securities of the Company, which are not owned by Sojitz and I S T S, for the purpose of the Delisting the Securities in accordance with the criteria prescribed under the Notification of the Capital Market Supervisory Board and other relevant regulations, at the offering price of 40 THB per share as described above. Please consider further detail concerning the Delisting of Securities in (a) The Opinion of the Independent Directors regarding Delisting of the Company's Shares from Being Listed Securities on the SET in Enclosure 10 (b) The Opinion of the Independent Financial Advisor regarding Delisting of the Company's Shares from Being Listed Securities on the SET in Enclosure 11 (c) The Board of Director's Annual Report with the Financial Statements for the year ending 31 December 2022 in Enclosure 3

The Company, therefore, held the Board of Directors Meeting No. 1/2023 on 7 February 2023, in which the Board of Directors Meeting resolved to propose to the 2023 Annual General Meeting of Shareholders No. 51 to consider and approve the delisting of the Company's shares from being listed securities on the SET and the delegation of authority related to the matter. Further details regarding the reasons and facts for the Delisting of the Securities are set out in Enclosure 12

Board's opinion The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the Delisting of Securities based on the facts and reasons mentioned above.

In addition, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the delegation of the authority to Mr. Takahiro Yamashita and/or Mr.



Takayuki Tohei, any one of them, as the Company's attorney in order to perform the following act:

1. to prescribe, amend, add or revise the details relating to Delisting of Securities;
2. to sign any documents and its amendments which are necessary for, or pertaining to Delisting of Securities;
3. to liaise with, and to seek permission and waiver in relation to various documents and evidence, any relevant government agencies or authorities, financial institutions, and any concerned persons or entities under Delisting of Securities;
4. to seek permissions from or submit documents to the SET, the Office of the Securities and Exchange Commission (the "SEC") or other relevant authorities in connection with Delisting of Securities; and to do any acts necessary to comply with the SET's and SEC's requirements in order to complete Delisting of Securities.

In this connection, whether to vote for or against the Delisting of Securities, it is highly advisable that the shareholders analyze the opinion of the independent financial advisor as well as other relevant information, which the shareholders consider reliable. The final decision shall rest solely with the shareholders' discretion.

Voting The vote of not less than three-fourths of the total issued shares of the Company, and there are no objections from shareholders holding shares, in aggregate, exceeding 10 percent of the total issued shares of the Company.

8. To consider other business (if any)



You are, therefore, invited to attend the Meeting via electronic means on the date and time above. For a shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form A or B (Enclosure 8) and submit it to e-mail: tccc_agm@thaicentral.co.th before attending the Meeting. A foreign shareholder who appoints a custodian in Thailand to deposit and take care of his shares, please use the attached proxy form either form A or B or C, as provided in Enclosure 8.

The Company attached a copy of the Minutes of the 2022 Annual General Meeting of Shareholders No. 50 provided in Enclosure 2. If any shareholder wishes to revise the minutes or give any comment, please send your advice or comment to the Company within 27 April 2023 in order to consider the revision or improvement of the minutes.

If you are unable to attend the Meeting, you may appoint the independent directors, whose details are attached to the proxy form, as your proxy to attend and vote at the Meeting on your behalf. For information about the independent director and their interest related to the agenda, please see Enclosure 7.

Guideline for Attending the Annual General Meeting of Shareholders via Electronic Means (E-AGM) are provided in Enclosure 4.

The Company has fixed the record date for the purpose of determining the shareholders' entitlement to dividend payment and to attend the Meeting on 13 March 2023. The shareholders can download the Notice to shareholders and the attachment from the Company's website (www.tcccthai.com).

Yours sincerely,

Thai Central Chemical Public Company Limited

(Mr. Takahiro Yamashita)

The President

Investor Relations Division, General Affairs Dept. : Tel. 02-639-8888 ext. 1411/1412/8909

The 2022 Annual General Meeting of Shareholders No. 50
Thai Central Chemical Public Company Limited
Held on Friday 25 March 2022
At Banyan Ball Room, the Banyan Tree Bangkok,
No. 21/100 South Sathorn Road, Thungmahamek, Sathorn, Bangkok

The meeting began at 10.00 hours.

Mr. Photchara Wattanawinij, the Company Secretary, welcomed all shareholders and informed the Meeting that there were 17 shareholders presenting in person representing 257,393 shares, and there were 41 shareholders presenting by proxy representing 568,487,842 shares, totalling 58 shareholders attending the meeting representing a total of 568,745,235 shares or 97.2690 percent of the total issued shares of the Company, thus forming a quorum pursuant to Clause 32 of the Company's Articles of Association. Due to the spread of Coronavirus Disease (COVID-19) situation, Mr. Koji Izutani, the Chairman of the Board of Directors, apologized that he could not attend the meeting. In this regard, the Meeting was requested to elect the Chairman of the Meeting.

Mrs. Manaratt Thongruang, shareholder, purposed Mr. Takahiro Yamashita, the President and the proxy of the shareholder, to be the Chairman of the Meeting.

Mr. Photchara Wattanawinij, Company Secretary, asked the shareholders to elect Mr. Takahiro Yamashita as the Chairman of the Meeting.

The meeting unanimously elected Mr. Takahiro Yamashita as the Chairman of the Meeting.

The Chairman of the Meeting, welcomed all shareholders and opened the Meeting. He further asked the Company Secretary to introduce the Company's directors, auditors and counsel, who attended the Meeting, and to explain about the Meeting procedures and voting procedures for today's Meeting.

Mr. Photchara Wattanawinij, Company Secretary, introduced the 8 directors who attended the Meeting as follows.

- | | | |
|----|----------------------------|---|
| 1. | Mr. Takahiro Yamashita | President |
| 2. | Mr. Takayuki Tohei | Director |
| 3. | Mr. Suvat Suebsantikul | Independent Director and Audit Committee Chairman |
| 4. | Mr. Opas Sripornkijkachorn | Independent Director and Audit Committee member |
| 5. | Mr. Kasemsak Masayavanich | Independent Director and Audit Committee member |
| 6. | Mr. Ek-Rit Boonpiti | Director |
| 7. | Mr. Chanand Sophonpanich | Director |
| 8. | Mr. Ryosuke Hori | Director |

In addition, there were 4 executives of the Company attending the meeting, namely:

1. Mr. Somruk Likitcharoenphan, Executive Officer and Senior Vice President – Production Group
2. Mr. Watchara Pingsuthiwong, Executive Officer and Senior Vice President – Commercial Group and Marketing and R&D Division
3. Mrs. Montha Kasadesinchai, Executive Officer and Senior Vice President – Human Resources Group
4. Mr. Munetake Kawakita, Executive Officer and Senior Vice President – Corporate Planning Group and Administration Group

Mr. Ko Tojima, Executive Officer, was unable to attend the Meeting due to the spread of COVID-19 situation.

For auditors and counsels, the Company invited the representatives of the Company's auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to attend this Meeting in order to answer the shareholders' questions regarding the audit of the Company's accounts. The Company also invited a legal team from Baker & McKenzie Ltd. to attend this meeting in order to answer legal questions in the meeting and inspect the registration and vote counting procedure to be in compliance with the law and the Company's Articles of Association. In addition, the Company provided an interpreter for today's meeting, Khun Weeranuch Kamolrungvarakul.

For today's meeting, with the concern about health and safety of all shareholders and proxies who attend the meeting and considering the measures established by the authorities for preventing and limiting the spread of COVID-19, the Company would conduct the Meeting efficiently, with an aim to arrange for the meeting to be completed within two hours, so that attendees would not stay in the meeting room together too long. Also, the Company would like to request all attendees to cooperate in complying with the measures and guidelines for attending the meeting sent to shareholders along with the notice of the meeting.

The Company Secretary informed that the Company had sent a copy of the Minutes of the 2021 Annual General Meeting of Shareholders No. 49 to shareholders along with the Invitation to the Meeting, and publicized the minutes on the Company's website along with the Invitation to the Meeting. The Company had also provided shareholders with an opportunity to send their advice or comment regarding the minutes to the Company in order to consider the revision or improvement. There was no request for amendment, or advice or comment from shareholders.

The Company Secretary then explained about today's meeting procedures as follows:

1. The Meeting would be conducted in Japanese and Thai.
2. The meeting would consider the matters according to the order of the agenda items stated in the meeting invitation.
3. The Company would not arrange a microphone for shareholders or proxies to use in asking questions or expressing their comments. If shareholders or proxies wished to ask questions or express their comments, please write them down on forms provided by the Company, indicating the first and last name, and the agenda items to which these questions or comments were related, and handed them to the Company's staff who would collect and sent them to the directors for further consideration.
4. Agenda item 1 was for acknowledgement. There would be reports on matters under those agendas for the Meeting's acknowledgement. However, there would be no answering to questions or report on comments during the proceeding of those agenda items. Answering to questions or report on comments of shareholders related to agenda item would be proceeded in agenda item 7 which was an agenda on consideration of other business. This was in order that the Meeting could consider and vote for the agenda items that were required voting within an appropriate time. If the duration of the meeting was longer than the expected time, the Chairman may consider not arranging for answering the questions or reporting the comments related to the agenda items for acknowledgement at this Meeting. The Company would record the questions, comments, and answers in the minutes of the meeting as appropriate; and would publicize the meeting minutes on the Company's website.
5. For questions related to agenda items that require consideration and voting, in order to manage the meeting duration, shareholders were asked to consider monitoring the number of questions to be raised. Preliminarily, please consider asking no more than two questions per shareholder per agenda item which requires voting, and please ask questions concisely and precisely.

The Board of Directors hoped that with the Company's effort and shareholders' cooperation, the Meeting duration could be efficiently managed and was appropriate during this COVID-19 situation.

The procedures of voting of the shareholders in today's meeting were as follows:

1. Shareholders shall have one vote for each share they held.
2. To vote in each agenda except for agenda item 1 which was matters for acknowledgement, and agenda 4 on the election of directors, the shareholders or proxies who wished to disapprove or to abstain from voting in such agenda, shall fill in the voting cards. Once completion, the shareholders should raise their hand, then the staff would collect the voting cards.

In voting on a voting card, if there were more than one option chosen; or if there was an amendment of vote but there was no signature certifying such amendment; or if there was a split of votes (except in the case of a custodian), or if the voting card was crossed out entirely, such voting card would be deemed as a voided card.

The shareholders or proxies who did not vote against or abstain from voting would be deemed as approving, and were not required to fill in the voting cards or submitted the voting cards.

3. For agenda 4 regarding the consideration and election of directors in place of the directors retiring by rotation, the Company would use cumulative voting. Details were as provided in Enclosure 5.
4. In vote counting in all agendas except for agenda 4 on the election of directors, the Company would deduct the votes against and abstentions in such an agenda from the total number of votes attending the Meeting. The remaining votes would be deemed as votes in favour of such agenda. If there were no objections or other opinions, it would be deemed that the meeting agrees or resolves approving that agenda.

In addition, during the voting counting, in order not to waste time, the Chairman would proceed to the next agenda.

After completion of the Meeting, or when shareholders or proxies left the meeting, please register the departure from the meeting room at the designated point in order to comply with the relevant Announcement of the Bangkok Metropolitan Administration during the COVID-19 situation, and please also return the remaining voting cards.

The Chairman asked the Meeting if any shareholder had any questions relating to the procedure of either the meeting or the voting.

As there was no question from any shareholders, the Chairman started the meeting according to the meeting agendas as follows.

Agenda 1 To acknowledge the Company's 2021 Operational Performance and the Board of Directors' Annual Report

The Chairman stated to the Meeting that the Board of Directors would like to take this opportunity to provide shareholders with an overview of the Company's 2021 operational performance. The Chairman then invited the Company Secretary to report to the Meeting.

The Company Secretary stated that the Company would like to present the overview of the Company's 2021 operating results to shareholders.

As described by the management in the "Management Discussion and Analysis," the demand for chemical fertilizer in 2021 increased compared with 2020, due to 2 main factors. First, growers' demand for cultivation increase from higher amount of accumulated rainfall than the previous year. Second, customers' willingness to secure inventories following the upward trend of international fertilizer prices. These factors led to an increase in sale of chemical fertilizer compared with the previous year.

Due to the social distancing measures for controlling the spread of COVID-19, the Company has to limit its marketing activities to online and non-physical activities such as billboard and sponsorship program were two main channels used by the Company for raising brand awareness.

Under the foregoing situation, the management has operated the Company in line with the policy to achieve a satisfactory return on investment for all shareholders, adopting the strategies of:

- 1) Consistently enhancing the capability of manufacturing to always produce high-quality fertilizer for farmer to achieve high yield.
- 2) Providing best services such as academic knowledge to offer a better understanding of compound fertilizer.
- 3) Controlling production and procurement to maintain the optimal level of inventory, so as to generate income from operation at best effort.
- 4) Realize the importance of sustainable development by operating the business with great care and concern over environment, society and corporate governance with the aim of generating maximum benefits to the Company's stakeholders.

With this policy, the Company was able to increase the revenues from sales and services and effectively control operational activities. In 2021, the Company's gross profit was 2,447 billion Baht. The profit attributable to owners of the parent company was 1,579 billion Baht, increased by 107 million Baht or 7 percent from 2020 and profit per share was 2.70 Baht as described in the Management Discussion and Analysis.

In order to ensure continued and sustainable growth, the Company has a policy to closely monitor business factors, which include crop prices, level of water supplies for cultivation, government policies relating to farmer cultivation, and fluctuation of raw material prices and exchange rates plus COVID-19 situation. The management has constantly reviewed and analysed these situations to find proper solutions for each incident to ensure that the Company can achieve sustainable operating growth.

From the consolidated financial statements for the financial year ending 31 December 2021, the Company's revenue from sales and services showed THB 12,087 Million, increasing by 28 percent compared with year 2020, and the Profit Attributable to Owners of parent showed THB 1,579 Million, increasing by 7 percent compared with year 2020.

Detailed information of the Company's operating result and the Board of Directors' Annual Report appear on pages 71 to 83 of the Annual Report which was sent to the shareholders, as Enclosure 3, together with the Notice of the Meeting.

The Chairman informed that this Agenda was for the Meeting's acknowledgement and declared that the Meeting acknowledged the Company's 2021 operational performance and the Board of Directors' Annual Report. If shareholders or proxies have any questions or comments on this agenda, please submit question or comment form during agenda 7.

Agenda 2 To consider and approve financial statements of the Company for financial year ending 31 December 2021

The Chairman stated to the meeting that for this agenda, the Company Secretary would provide the detailed information and Mrs. Sunee Lorungroj, General Manager - Accounting, would give a summary of the Company's financial statements for the financial year ending 31 December 2021 to the Meeting.

Mr. Photchara Wattanawinij, the Company Secretary, stated to the meeting that The Board of Directors has had the Company's financial statements for the financial year ending 31 December 2021 prepared which has been audited by a certified public accountant in order to be submitted to the Annual General Meeting of Shareholders for consideration and approval in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 39 of the Company's Articles of Association. .

The Company has sent a copy of Company's audited financial statements to the shareholders, as Enclosure 3, together with the Notice of the Meeting. Details appear on page 134 to 249 of the Annual Report. He then invited Mrs. Sunee Lorungroj, General Manager – Accounting, to give a summary of the Company's financial statements for the financial year ending 31 December 2021 to the Meeting.

Mrs. Sunee Lorungroj, the General Manager – Accounting, stated that annual financial statement with the details provided in the 2021 annual report 2021 was delivered to the shareholders in advance, along with an invitation to the annual general meeting of shareholders. Key data was as follows.

Statements of Financial Position and Comprehensive Income

Unit: Million Baht

Financial Highlights	Consolidated		Separate	
	2021	2020	2021	2020
Assets	12,810	12,147	12,334	11,866
Liabilities	1,495	1,381	1,177	1,107
Shareholders' equity	11,315	10,776	11,157	10,758
Revenue from sales & services	12,087	9,434	11,519	8,804
Total revenue	12,211	9,542	11,709	8,943
Profit for the year	1,579	1,472	1,451	1,528
Earnings per share (Baht/share)	2.70	2.52	2.48	2.61

As described in the foregoing table, the Company's income and profit increased compared with the operating results of the Company and the subsidiaries for the year 2020 because of adequate level of water supplies and willingness to secure inventories to minimize the impact of rising global prices of raw materials. However, the current year's gross profit ratio of year 2021 drops proportionally from year 2020 due to an upward trend of global prices of raw materials. Nevertheless, the Company has exercised its utmost efforts to adjust the manufacturing process and reduce operating expenses in order to maintain the level of net profit.

The Chairman opened for shareholders to ask questions.

Mr. Sathaporn Pangnirundr, shareholder asked why the current ratio decreased from 10.48 times in 2019 to 8.89 times in 2021.

Mr. Takayuki Tohei, Chief Financial Officer, answered that such decrease of the current ratio is deemed to be in a good level. The shareholder could be relieved that such ratio would not cause any trouble and it showed the strong financial status of the Company.

Mr. Sathaporn Pangnirundr, shareholder asked why inventory turnover increased from 3.42 times in 2019 to 5.38 times in 2021.

Mr. Takayuki Tohei, Chief Financial Officer answered that, according to page 83 of the annual report, inventory turnover relates to the cash cycle. In 2019, cash cycle showed 112 days and decreased to 69 days in 2021. The shorter this number is the better the Company performs. This meant the Company could turn the goods to cash within a short period and minimize the inventory turnover period.

Mr. Wiwat Khusakul, shareholder asked why the cost of sales in 2021 was 5 percent higher than that of 2020.

Mr. Takayuki Tohei, Chief Financial Officer, answered that, the reason of the higher cost of sales in 2021 by 5 percent than that of 2020 was increase of raw material prices in early of 2021. The sale amount increased as well.

Mr. Wiwat Khusakul, a shareholder asked why allowance for impairment of investment in subsidiary showed THB 169 million. In which subsidiaries such impairment were from and how much for each subsidiary.

Mr. Takayuki Tohei, Chief Financial Officer answered that most of the impairment of investment in subsidiary derived from TCCC Myanmar Limited in Myanmar. The Company needed to maintain cash flow of TCCC Myanmar Limited, so the impairment of investment or loss took place. If considering the yearly financial statements, there would be the impairment or deficit but it would not affect the 2021 consolidated financial statements as such impairment has been accounted in 2020.

Mr. Siritwat Worawetwutthikhun, shareholder, asked why the selling expense decreased.

Mr. Takayuki Tohei, Chief Financial Officer, answered that, the spread of COVID-19 caused the decrease of the selling expense. The Company was unable to hold regular marketing activities in the fieldwork, so the selling expense decreased significantly.

Mr. Siritwat Worawetwutthikhun, shareholder asked why the net profit in the separate financial statements decreased, but the net profit in the consolidated financial statements increased.

Mr. Takayuki Tohei, Chief Financial Officer, answered the answer to this question was similar to the question from the previous shareholder regarding the impairment. Investment in TCCC Myanmar Limited shall affect to the yearly financial statements, but not the 2021 consolidated financial statements as such number has been accounted in 2020 financial statements.

Mr. Siritwat Worawetwutthikhun, shareholder, admired the Company's managements and employees and asked whether performance of TCCC Myanmar Limited worth the investment.

The Chairman thanked the question and answered that, according to the consolidated financial statements, performance of TCCC Myanmar Limited was still deficit. There were many factors affecting its performance last year, so the performance did not meet our expectation. However, in regards to the number of our targeting product, it showed progressive growth. We expected that in the future we could report to you the positive performance of TCCC Myanmar Limited

Mr. Takayuki Tohei, Chief Financial Officer, stated that, page 9 of the annual report stated that the revenue of TCCC Myanmar Limited increased continually from 2019 to 2021, especially, in 2021, the revenue increased significantly from that of 2020. Even TCCC Myanmar Limited was affected by the COVID-19 situation and political unrest, sale amount of TCCC Myanmar Limited still grew. We believed that performance of TCCC Myanmar Limited would be a surplus in the future.

Mr. Siritwat Worawetwutthikhun, shareholder asked about financial status of TCCC Myanmar Limited.

The Chairman answered that its current financial status was still deficit, but it was getting better. Although, in the last 3 years, there was deficit in term of investment, but in term of product, Myanmar's market has accepted

our brand and our product. Its operations were also smooth. If we maintain the brand awareness and quality of goods, the operation shall run smoothly. He believed that business would turn to be a surplus soon.

Mr. Takayuki Tohei, Chief Financial Officer, stated that, TCCC Myanmar Limited has used the loans less than half of the credit obtained from the financial institutions in Myanmar. We can increase its liquidity without any trouble. Nevertheless, the managements would try to make the business in Myanmar to be surplus as appropriate gratitude to shareholders. He asked shareholders to support the Company to achieve the goal.

Mr. Wiwat Khusakul, shareholder asked whether the impairment on investment in the subsidiary would be permanent, as it has occurred since 2020 or before.

Mr. Takayuki Tohei, Chief Financial Officer answered that the impairment took place in this period which would be accounted in the separate financial statements. However, such impairment had a better direction or the proportion of impairment would decrease. Finally, it could turn to surplus in the future.

Mr. Thitiphong Sophonudomphorn, shareholder, asked the Auditor that from the auditor report, page 135, the Key Audit Matter, Revenue recognition in the note No. 15 to the financial statements, the Company recorded sales of fertilizer as *“deferred sales” and it will be reclassified as “advance received from customers”*, whether this procedure could be done, and lawful. Should there be any other advice for the company to improve this matter.

The Auditor answered that record of deferred sales was in accordance with the accounting standard which was correct. In practice, the Company would issue the delivery order to customers first and upon the customer pick up the goods, the items shall be reversed and record the revenue. The accounting record between deferred sales and advance received from the customer was comparison that the advance payment by a customer was greater or less than the accrued delivery order. Such method was only accounting record. Thus, the record of revenue complied with the accounting standard.

Mr. Thitiphong Sophonudomphorn, shareholder, asked that, in the note No. 15 to the auditor report, a customer might revoke a delivery order but the Company could not. Whether this was fair and reasonable to the Company. Should there be any improvement in this matter.

Mr. Takayuki Tohei, Chief Financial Officer answered that the Company still be responsible to deliver the goods in the future. Though the Company could not revoke a delivery order, it did not cause any damage to the Company. It was only a record of undelivered goods and unrealized revenue. He also asked the General Manager - Accounting to provide more details.

Mrs. Sunee Lorungroj, General Manager – Accounting, answered that a delivery order was not typically revoked. Sale representatives would apply sales strategy, such as, there shall be a substantial condition or an option that if no revoking, the sale would be a normal price. This was a strategy, which sales team used for negotiation with the customer. In the most case, if the customer wishes to order the fertilizer, they have to pay cash in advance. For many customers, the payment date is almost the same day as the delivery date; therefore, there were very few customer cancelling the delivery order, except there was a problem with fertilizer. However, such problem hardly happens as the Company deliver good quality fertilizer to the customer. Nevertheless, it was necessary to remain the condition on cancelling the delivery order.

As there was no further question, the Chairman asked the Company Secretary to proceed voting.

The Company Secretary asked the Meeting to vote and clarified that to approve on this agenda, majority votes of the shareholders attending the meeting and casting their votes shall be required.

The Meeting resolved by majority votes of the shareholders attending the meeting and casting the votes approved financial statements of the Company for financial year ending 31 December 2021 with the vote result as follows.

Approved	568,763,314	votes; representing	100 %
Disapproved	171	votes; representing	0.0000 %
Abstain	0	votes; representing	-
Voided Card	0	votes; representing	0.0000 %

Agenda 3 To consider and approve the appropriation of profit and distribution of dividend derived from the operating results for the year ending 31 December 2021

The Chairman asked the Company Secretary to provide detailed information of this agenda to the Meeting.

Mr. Photchara Wattanawinij, Company Secretary, stated to the Meeting that under section 115 of the Public Limited Companies Act B.E 2535 (1992) and Article 41 of the Company's Articles of Association, the Company can pay dividends only from its profit. Section 116 of the Public Limited Companies Act B.E 2535 (1992) and Article 42 of the Company's Articles of Association also provide that the Company must set aside at least 5 percent of its net annual profit, less accumulated losses brought forward (if any), as legal reserve until the reserve reaches 10 percent of the Company's registered capital.

The Company's dividend payment policy stated that the Company shall pay dividends at the rate of approximately 60 percent of its net profit for the year shown in its separate financial statements after deducting legal reserve, tax, accumulated loss (if any). However, the dividend payment may vary, depending on the Company's investment plan and other necessity and appropriateness, as the board thinks fit.

For the Company's operating results for the financial year ending 31 December 2021, the Company's Net Profit for the year in the separate financial statements showed THB 1,451.4 Million and the Company's legal reserve at the amount of THB 175.4 Million has reached 10 percent of Company's registered capital as required under Section 116 of the Public Limited Companies Act B.E. 2535 mentioned above.

The Board of Directors of the Company recommended the Shareholders Meeting to consider and approve the appropriation of profit as payment of dividend, paid from the net profit for the year 2021 performance, to the Company's shareholders as of the record date on 10 March 2022. The dividend payment shall be at THB 1.70 per share, totaling THB 994 Million. This amounts to 68.5 percent of the net profit for the year, which is consistent with the Company's dividend payment policy. The dividend shall be paid to the shareholders on 21 April 2022.

Comparison of the dividends between 2021 and 2020 appears in the Invitation to the Meeting.

The Chairman opened for shareholders to ask questions.

Mr. Sathaporn Pangnirundr, shareholder asked why the dividend of this year was THB 0.1 less than previous year. Why the Company did not pay the dividend at the same rate.

Mr. Takayuki Tohei, Chief Financial Officer, answered that the Company's dividend payment policy stipulated that the dividend payment rate shall be approximately 60 percent of its net profit, so the dividend payment of THB 1.70 per share complied with the dividend payment policy. This amounts to 68.5 percent of the net profit which was close to the previous year.

The Chairman added that as the current situation was intense and highly challenging and it was a reason why the Company fixed the dividend payment rate at THB 1.70 per share.

Mr. Wiwat Khusakul, shareholder asked about tax credit rate for a shareholder who is an individual entitling from dividend payment.

Mrs. Sunee Lorungroj, General Manager – Accounting, answered that a shareholder who is an individual is entitled for tax credit at the rate of 20 percent because the Company is a public company having paid corporate income tax at the rate of 20 percent of its net profit. A shareholder also entitled for tax credit from withholding tax additionally.

As there was no question, the Chairman asked the Company Secretary to proceed on voting procedures.

The Company Secretary asked the Meeting to vote and clarified that to approve on this agenda, majority votes of the shareholders attending the meeting and casting their votes shall be required.

The Meeting resolved by majority votes of the shareholders attending the meeting and casting the votes approved the appropriation of profit and distribution of dividend derived from the operating results for the year ending 31 December 2021, as proposed with the vote result as follows.

Approved	568,763,314	votes; representing	100 %
Disapproved	171	votes; representing	0.0000 %
Abstain	0	votes; representing	-
Voided Card	0	votes; representing	0.0000 %

Agenda 4 To consider and elect directors in place of the directors retiring by rotation

The Chairman asked the Company Secretary to provide detailed information of this agenda to the Meeting.

Mr. Photchara Wattanawinij, the Company Secretary, stated to the Meeting that under Article 15 of the Company's Articles of Association, at each Annual General Meeting, all members of the Board of Directors shall vacate their office and the Shareholders Meeting shall elect new members of the Board of Directors. The retiring directors at this meeting were as follows.

1. Mr. Koji Izutani
2. Mr. Suvat Suebsantikul
3. Mr. Opas Sripornkijkachorn
4. Mr. Kasemsak Masayavanich
5. Mr. Takahiro Yamashita
6. Mr. Takayuki Tohei
7. Mr. Ryosuke Hori
8. Mr. Chanand Sophonpanich
9. Mr. Ek-Rit Boonpiti

The selection of persons to serve on the Board of Directors of the Company is not made through the procedures of the Nominating Committee because the Company did not have a Nominating Committee. The selection process was carefully performed as the discretion of the Board of Directors, which selected suitable candidates whose qualifications meet the requirements provided under the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and relevant notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

The Company has given opportunity to the shareholder to nominate any person to be elected as a director in advance. However, no shareholder nominates any such person.

The Board of Directors deemed it appropriate to propose to the Shareholders Meeting to re-elect the 7 retiring directors, namely:

1. Mr. Suvat Suebsantikul
2. Mr. Opas Sripornkijkachorn
3. Mr. Kasemsak Masayavanich
4. Mr. Takahiro Yamashita
5. Mr. Takayuki Tohei
6. Mr. Chanand Sophonpanich
7. Mr. Ek-Rit Boonpiti

to be the Company's directors for another term and to elect

1. Mr. Yuji Yuasa replacing Mr. Koji Izutani who will retire at the end of his term; and
2. Mr. Takuji Nakagawa replacing Mr. Ryosuke Hori who will retire at the end of his term.

Therefore, there would be 9 members of the Board of Directors in total.

The Company Secretary asked Mr. Takuji Nakagawa to identify himself to the Meeting and stated that Mr. Yuji Yuasa could not attend the meeting due to COVID-19 situation.

Among the 9 candidates for election as directors, Mr. Suvat Suebsantikul, Mr. Opas Sripornkijkachorn, and Mr. Kasemsak Masayavanich were nominated as the Independent Directors. These three candidates can provide comments independently and in compliance with related rules and regulations.

The candidate proposed to be elected as the Independent Director who hold his position for more than 9 consecutive years are Mr. Opas Sripornkijkachorn (13 year and 7 months in total if elected and holds the position until the end of this term), Mr. Kasemsak Masayavanich (12 years and 7 months in total if elected and holds the position until the end of this term) and Mr. Suvat Suebsantikul (10 year and 9 months in total if elected and holds the position until the end of this term). The reason why the Board of Directors nominate these 3 candidates to be elected as the Independent Directors is that their well-knowledge and capability are suitable for the position. In addition, their past performance showed that their opinions are independent and very useful to the Company.

The information of the nominated candidates for election as directors, including profiles, shareholding in the Company, position held in other companies, meeting attendance records, number of year holding the position and the description on the definition of an independent director, is provided in Enclosure 6.

The Chairman opened for shareholders to ask questions. As there was no question, the Company Secretary explained the voting procedure for this agenda.

The voting criteria and method of this agenda are in accordance with Article 14 of the Company's Articles of Association. The details of the said Article 14 and examples of voting method are provided in Enclosure 5.

Then, the Corporate Secretary announced the name of each candidate individually for the shareholders to vote as follows:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Suvat Suebsantikul | Independent Director |
| 2. Mr. Opas Sripornkijkachorn | Independent Director |
| 3. Mr. Kasemsak Masayavanich | Independent Director |
| 4. Mr. Takahiro Yamashita | Director |
| 5. Mr. Takayuki Tohei | Director |
| 6. Mr. Chanand Sophonpanich | Director |
| 7. Mr. Ek-Rit Boonpiti | Director |

8. Mr. Yuji Yuasa

Director

9. Mr. Takuji Nakagawa

Director

The Meeting resolved to re-elect the retiring directors and the new directors with the vote result as follows:

Name		Approve	Disapprove	Abstain
1. Mr. Suvat Suebsantikul	Independent Director	576,126,580	276	0
2. Mr. Opas Sripornkijachorn	Independent Director	576,126,580	276	0
3. Mr. Kasemsak Masayavanich	Independent Director	576,126,580	276	0
4. Mr. Takahiro Yamashita	Director	576,126,680	176	0
5. Mr. Takayuki Tohei	Director	576,126,680	176	0
6. Mr. Chanand Sophonpanich	Director	576,126,670	176	0
7. Mr. Ek-Rit Boonpiti	Director	509,758,936	176	0
8. Mr. Yuji Yuasa	Director	576,126,859	5	0
9. Mr. Takuji Nakagawa	Director	576,126,851	5	0

Agenda 5 To consider and determine directors' remuneration

The Chairman asked the Company Secretary to provide detailed information of this agenda to the Meeting.

Mr. Photchara Wattanawinij, the Company Secretary, stated to the Meeting that the Company did not have the Remuneration Committee to consider and determine directors' remuneration. However, the Board determines directors' remuneration on the basis of the Company's operating results in the previous year and by comparing how the other operators in the same industry remunerate their directors. Directors' remuneration was comprised of monthly remuneration, director bonus which was allocated based on the Company's performance and Audit Committee meeting allowance. The information with respect to the directors' remuneration in years 2020- 2021 and the proposed remuneration for year 2022 was provided in agenda 5 of the Notice of the Meeting.

The Board of Directors recommended the Shareholders Meeting consider and approve the directors' remuneration for the financial year 2022 in total amount to be not exceeding THB 15 million for allocation to all members, which is the same amount as previous year, without other benefits.

The Chairman opened for shareholders to ask questions.

Mr. Wiwat Khusakul, shareholder asked that, while the net profit of 2021 decreased by THB 112 million from the net profit of 2020, why the director's remuneration did not decrease,.

Mr. Takayuki Tohei, Chief Financial Officer answered that, according to the director's remuneration proposed by the Company Secretary for the financial year 2022 in total amount to be not exceeding THB 15 million for allocation to all directors, in the past, the Company paid the actual director's remuneration in accordance with performances of the Company in the previous year. Considering the proposed director's remuneration not exceeding THB 15 million in this agenda, it did not mean that the Company shall pay the directors' remuneration at the amount of THB 15 million Baht, but the paid amount shall not exceeding THB 15 million.

As there was no further question, the Chairman asked the Company Secretary to proceed voting procedures.

The Company Secretary requested the Meeting to vote on this agenda. To approve this agenda, not less than two-thirds of the total votes of shareholders attending the meeting shall be required.

The Meeting resolved, by not less than two-thirds of the total votes of the shareholders attending the meeting, to approve the directors' remuneration for the financial year 2022 in total amount of not exceeding THB 15 million for allocation to all members, as proposed with the vote result as follows.

Approved	568,552,229	votes; representing	100.0000 %
Disapproved	171	votes; representing	0.0000 %
Abstain	0	votes; representing	0.0000 %
Voided Card	0	votes; representing	0.0000 %

Agenda 6 To consider and appoint the auditors for 2022 fiscal year and the determination of their remuneration

The Chairman invited Mr. Suvat Suebsantikul, the Chairman of Audit Committee, to provide more details of this agenda to the Meeting.

Mr. Suvat Suebsantikul, the Chairman of Audit Committee, stated that, on behalf of the Independent Director and the Chairman of Audit Committee of the Company, and the other two Audit Committee members, namely Khun Kasemsak Masayavanich and Khun Opas Sripornkijkachorn, would like to inform the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) requires that the Annual General Meeting of Shareholders considers an appointment of the auditors and determines auditing fee every year. Existing auditors may be re-appointed to perform duties for another term.

The Audit Committee deems it appropriate to propose that the Board of Directors consider and propose to the Annual General Meeting of Shareholders to consider and appoint Ms. Sophaphan Saptipparattana, Certified Public Accountant No. 6523 and/or Mr. Yongyuth Lertsurapibul, Certified Public Accountant No. 6770, and/or Mr. Mongkol Somphol, Certified Public Accountant No. 8444 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company for the financial year 2022. Any one of the aforesaid auditors shall audit and express opinion on the Company's financial statements.

Among the proposed auditors, Ms. Sophaphan Saptipparattana had affixed her signature on the Company's financial statements for one year in 2021, while Mr. Yongyuth Lertsurapibul and Mr. Mongkol Somphol have never affixed their signature on the Company's financial statements.

For the remuneration of the auditors, the Board of Directors deemed it appropriate to propose that the auditors' remuneration be fixed at THB 2,570,000, increasing by 9.36 percent compared with the actual payment rate in 2021 due to wider scope of audit work on the Company's business in Myanmar.

The above nominated auditors were independent and did not have any relationship and interest with or in the Company or subsidiary or associated company or any of its executives, major shareholders or their affiliates.

The auditors of the Company and some subsidiary/associated companies were not from the same accounting firm because the subsidiary/associated company hired their own accounting firm since starting the business, and such accounting firm provided services effectively and without delay, with inexpensive audit professional fees. The Board of Directors would monitor that the financial statements be prepared timely within the required period.

The table of comparison of auditors' remuneration were as detailed in agenda 6 of the Invitation to the Meeting.

The Chairman opened for shareholders to ask questions. As there was no question, the Chairman asked the Company Secretary to proceed voting procedures.

The Company Secretary asked the Meeting to vote and clarified that to approve this agenda, majority votes of shareholders attending the meeting and cast their votes shall be required.

The Meeting by majority votes of the shareholders attending the meeting and casting the votes approved the appointment of the auditors for 2022 fiscal year, and determining the auditors' remuneration, as proposed with the vote result as follows.

Approved	568,763,314	votes; representing	100.0000 %
Disapproved	171	votes; representing	0.0000 %
Abstain	0	votes; representing	-
Voided Card	0	votes; representing	0.0000 %

Agenda 7 To Consider other business (if any)

The Chairman stated that the Meeting had already considered and voted and acknowledged the matters proposed. Next, the Company would answer questions or report comments received relating to agenda 1.

Mr. Sathaporn Pangnirundr, shareholder thanked the Board of Directors for arrangement of the face-to-face meeting of shareholders.

The Chairman thanked the shareholder and stated that as we could communicate with the shareholder as today was what we expected, and we were very delightful.

Mr. Wiwat Khusakul, shareholder asked about the source of raw materials of the Company and the effect from the war between Russia and Ukraine.

Mr. Ryosuke Hori answered that the Company imported raw materials from the countries around the world. The Company did not rely on the raw materials from Russia as the major source. Mostly, the Company imported raw materials from China, the Middle East and the countries in North America.

Mr. Sittichok Boonvanit, shareholder asked about how the Company anticipated on the trend of raw material price and the selling cost in the next 5-10 years, in addition to the growth of the Company.

Mr. Ryosuke Hori answered that the question is about the trend in the next 5-10 years was the future matter which were difficult to be foreseen. He could say that, in the near trend, the conflict between Russia and Ukraine was affecting the price of raw materials, which was the major matter of the Company. In year 2007 – 2008, the Lehman shock crisis caused the raw materials' price to peak. After such crisis, the raw material price gradually decreased to the normal level. This year, when the conflict between Russia and Ukraine happened, the raw material price increased and perhaps higher than the Lehman shock's.

Mr. Siriwat Worawetwutthikhun, shareholder, asked about the Company's market share and its rank.

The Chairman thanked the shareholder for the question and answered that there was no clear statistics of the market share. Besides, such information was the Company's strategic information, which could not be clarified in proportion. He could say that the Company is one of the leading chemical fertilizer manufacturer of Thailand.

Mr. Siriwat Worawetwutthikhun, shareholder, asked who the major competitor was and how much of its market share.

The Chairman thanked the shareholder for the question and answered that the information in relation to the competitors and their market share was subjective and difficult to explain. He could say that the competitors may change upon the circumstance. The present competitors were not the same as the competitors in the previous time.

There was no further questions or other matters proposed for consideration.

The Chairman thanked the Meeting and declared the Meeting be ended at 12.00 hours.

(Mr. Takahiro Yamashita)
Chairman of the Meeting

The Board of Director's Annual Report of year 2022

Please scan QR Code to see the Annual Report of year 2022



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Guideline for Attending the Annual General Meeting of Shareholders via Electronic Means (E-AGM)

In order for the shareholders' meeting of Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with practice of attending the Annual General Meeting of shareholders via electronics means (E-AGM), the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

The shareholder or the proxy who wishes to attend the E-AGM shall submit the document identified themselves as specified by the Company to the Company within 23 April 2023. Upon correctly and completely checked the shareholder list who entitled to attend the meeting, the E-AGM provider shall send the link ("Link") for attending the meeting and the system manual to the email which the shareholder notified in the Registration Form for Attending the E-AGM (Enclosure 5). The Link will be sent to the shareholder 2 days prior to the E-AGM date.

1. Request to attend the E-AGM.

The shareholder who wishes to attend E-AGM shall send the request by filling in the Registration Form for Attending the E-AGM (Enclosure 5) attached proof of identity or evidence of the proxy, as follows.

1.1 Natural person

1.1.1 Thai Nationality

- (a) A copy of identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise official or driving license), provided that the shareholder has changed the name or family name, the evidence of the name change must also be presented; or
- (b) In case of proxy, a proxy, a copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.1.2 Non-Thai nationality

- (a) A copy of passport of the shareholder, or
- (b) In case of proxy, a proxy, a copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 Juristic person

1.2.1 Juristic person registered in Thailand

- (a) A copy of corporate affidavit, issued within 90 days by the Ministry of Commerce; and copy of identification card or passport (in case of a foreigner) of the authorized director(s)
- (b) In case of proxy, a proxy, copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

1.2.2 Juristic person registered outside of Thailand

- (a) A copy of corporate affidavit, issued within 90 days by the competent authority in the relevant country; and identification card or passport (in case of a foreigner) of the authorized director(s)
- (b) In case of proxy, a proxy, copy of identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public. For original documents prepared in any language, other than the English language, an English translation is needed and must be submitted together with other required documents, provided that the juristic person's shareholder or authorized representative must also certify that translation as a true and correct one.

Please send the Registration Form for Attending the E-AGM which is completely filled up with required information attached with the evidence identified the shareholder's identity or the evidence of proxy to the Company within 23 April 2023 by;

- Email : tccc_agm@thaicentral.co.th
- Post : Company Secretary
Thai Central Chemical Public Company Limited
Room 801-806, 809-810, 8th Floor, Mitrtown Office Tower,
944 Rama 4 Rd., Wangmai, Pathumwan,
Bangkok 10330

2. Proxy

The Company has delivered a proxy form, type A, B and C, as prescribed by the Department of Business Development, Ministry of Commerce, to the shareholders together with the notice for convening the 2023 Annual General Meeting of Shareholders No. 51 ("the AGM No.51"). If any shareholder does not wish to attend the AGM No. 51, he or she may grant proxy to any person to attend and vote on his or her behalf at the AGM No. 51. The proxy instrument must show the proxy holders' name and other required information.

Alternatively, if the shareholder is unable to attend the AGM No. 51, he or she may appoint the Company's independent directors as followed.

1. Mr. Suvat Suebsantikul
2. Mr. Kasemsak Masayavanich

as his or her proxy to attend and vote on his or her behalf at the AGM No. 51. The shareholder must send the completed proxy form showing all the required information, together with an evidence stated in section 1 certified true copy by;

- Email : tccc_agm@thaicentral.co.th
- Post : Company Secretary
Thai Central Chemical Public Company Limited
Room 801-806, 809-810, 8th Floor, Mitrtown Office Tower,
944 Rama 4 Rd., Wangmai, Pathumwan,
Bangkok 10330

The Company reserves its right to accept only the completed proxy forms which are received before the time at which AGM No. 51 begins.

In granting proxy, the shareholder must affix duty stamps of Baht 20 to the completed proxy form and write down the specific date of submission on the duty stamps so that the proxy instrument will be valid and binding according to law.

3. Attending the E-AGM

1. Once the shareholders or proxies sent their request for attending the E-AGM and have been completely verified, you will receive an Email from the meeting organizer which specifies a Link for attending the meeting and a system's user manual two days prior to the meeting date. Please study the manual on how to use the E-AGM meeting system carefully. If you haven't received the Email within 26 April 2023, please contact the Company immediately.

2. Meeting attendance and voting via electronic means can be used with computers / notebooks / tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case attending the meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting. The program can be download as follows:

- For iOS

<https://apps.apple.com/th/app/zoom-one-platform-to-connect/id546505307?l=th> or



- For Android

<https://play.google.com/store/apps/details?id=us.zoom.videomeetings&hl=th> or



3. The E-AGM system will be open 60 minutes prior to the meeting time. However, the meeting will start at the specified time which is 14.00 hours on April 28, 2023 only.

4. For login to the system, information required is the shareholder registration number and the number of the shareholder's ID card.

5. Voting via E-Voting system, shareholders or proxies can vote for each agenda only one of the following, "Agree", "Disagree" or "Abstain". In case of no vote on any agenda, the system will deem that you vote as "Agree".

In the event that attendees have any problems in using the E-AGM system, you can contact OJ International Co., Ltd. by telephone number +66 2-079-1811.



แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์

Registration Form for Attending the E-AGM

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

ข้าพเจ้า หมายเลขประจำตัวประชาชน

I/We

Passport Number

สัญชาติ อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Nationality Residing at No. Road Sub-district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

อีเมล โทรศัพท์มือถือ

e-mail Mobile Phone

เป็นผู้ถือหุ้นของบริษัท ไทยเซ็นทรัลเคมี จำกัด (มหาชน) เลขทะเบียนผู้ถือหุ้น

As a shareholders of Thai Central Chemical PCL, Shareholder's registration number

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น

Holding the total amount of shares

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ครั้งที่ 51 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ กรุณาส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคล สำหรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) ตามกฎหมายที่เกี่ยวข้อง

I confirm to attend and vote at the 2023 Annual General Meeting of Shareholders No.51 on Friday, 28 April 2023 at 14.00 hours. Please send the individual link to attend the e-Meeting in accordance with the relevant laws.

ลงชื่อ/signed ผู้ถือหุ้น/Shareholder

(.....)

หมายเหตุ

โปรดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์พร้อมแนบหลักฐานยืนยันตัวตนหรือหลักฐานการมอบฉันทะมายังอีเมล tccc_agm@thaicentral.co.th ภายในวันที่ 23 เมษายน 2566

Remark

Please send Registration Form for Attending the E-AGM attached with proof of identity or evidence of proxy to e-mail: tccc_agm@thaicentral.co.th within 23 April 2023.

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Convening of Meeting

Chapter 5 Clause 29

An Annual General Meeting of Shareholders shall be convened by the Board of Directors within four months from the last day of the Company's fiscal period.

Meeting of shareholders other than those stated above shall be called Extraordinary Meetings. The Board of Directors may convene an Extraordinary meeting whenever it thinks fit, or when a letter, subscribed to by shareholders holding an aggregate number of not less than one-fifth of the total number of shares issued, or which is subscribed to by at least 25 shareholders holding an aggregate number of not less than one-tenth of the total number of shares issued, was sent to request the meeting by clearly specifying their reasons and purposes for requesting the Board of Directors to convene Extraordinary Meeting of Shareholders. In such a case, the Board of Directors shall convene a meeting within 1 month from the date of its receipt of the letter from the shareholders.

Chapter 5 Clause 30

In summoning a meeting of shareholders, the Board of Directors shall arrange for the Notice calling for the meeting which specifies the location, date, time and items of agenda and matters to be tabled therein together with reasonable details, to be sent to shareholders at least 7 days prior to the date of the meeting and to publish the Notice of the Meeting in a newspaper for at least 3 consecutive days before the date of the meeting. The Board of Directors so assigned by it shall determine the date, time and place of the Meeting of Shareholders.

2. Proxy

Chapter 5 Clause 31

Shareholders may appoint proxies to attend the meeting and vote on their behalf at any meeting of shareholders. The Deed of Proxy, however, shall be dated and signed by the shareholders who is granting such proxy and executed in the form as prescribed by the Registrar. Before entering the meeting, the proxy holder shall submit this Deed of Proxy to the Chairman of the Board of Directors or a person who designated by the Chairman at the place of the meeting.

3. Quorum

Chapter 5 Clause 32

A quorum for a meeting of shareholders shall be formed by at least 25 shareholders attending the meeting either in person or by proxy (if any), or by no less than half of the total number of shareholders (whichever is less), with an aggregate number of shares of no less than one-third of the total number of issued shares.

At a meeting of shareholders, if an hour should have lapsed after the time fixed for the meeting and the quorum as prescribed above is not present, then in the case of a meeting called at the request of shareholders, it shall be cancelled forthwith. However, if such a meeting has not been called for by shareholders, the Board of Directors shall re-schedule a new meeting and a Notice to shareholders shall be sent out at least 7 days before the date of the meeting. A quorum is not, however, required for this latter meeting.

4. Meeting Procedures

Chapter 5 Clause 34

Businesses to be considered by the annual general meeting are as follows:

- (1) consideration of the Board of Directors' report over its performance during the past year.
- (2) consideration and authorization of the balance sheets.
- (3) consideration over appropriation of profits.
- (4) appointment of new Board of Directors.
- (5) appointment of the Auditor.
- (6) other businesses.

The Board of Directors that hold the post before the annual general meetings shall propose lists of new Board of Directors according to Article 34(4).

Chapter 5 Clause 35

At a meeting of the shareholders, Chairman of the Board of Directors will become Chairman of the Shareholders' Meeting. In the event the Board Chairman is absent or unable to perform his/her duties, the Vice Chairman, if available, shall take the chair. If there is no such Vice Chairman available, or there is one but he/she is unable to perform such duties, then shareholders present at the meeting shall elect one shareholder as the presiding chairman.

5. Voting Procedures

Chapter 5 Clause 33

For voting purpose, a resolution of the Meeting of Shareholders is required to carry the following votes:

- (1) In normal circumstances, majority votes of shareholders attending the meeting and who are entitled to vote. In the case of equal vote, the presiding chairman shall be entitled to cast a deciding vote.

- (2) In the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all shareholders attending the meeting and who are entitled to vote:
- (a) alteration to Memorandum or Articles of Association.
 - (b) increase or decrease of share capital.
 - (c) issuance of share certificate other than fully paid up ordinary share.
 - (d) transfer of assignment of any business, or entrust of management or entering into joint management of any business with any other party.
 - (e) commencement of a new business or change of important business line.
 - (f) amalgamation, mergers, dissolution or extension of the Company's operations or making other important changes in the organization or corporate status of the Company.
- (3) In case the Company or its subsidiary make a decision to enter into any connected transaction or acquisition or disposition of the assets of the Company or its subsidiary as specified by the Notification of the Stock Exchange of Thailand regulating listed companies' connected transaction or acquisition or disposition of assets, as the case maybe, the Company shall comply with the rules and procedures stipulated by such Notifications.

Chapter 5 Clause 36

To make final decisions of the meeting or to pass the shareholders' meeting resolution, one share is entitled to one vote in any voting methods used. In the case of equal votes, the presiding chairman, even though he/she is not a shareholder of the Company, shall cast another deciding vote. A shareholder with any vested interest on any matter, however, shall have no right to vote on that particular matter except in the case of voting for election of directors where the said objection does not apply.

Chapter 7 Clause 48

Rules or any of Shareholders' Meeting resolution concerning the Board of Director's Remuneration in all forms must be passed by not less than two-third of the total voters present at such meeting.

6. Appointment of Directors

Chapter 4 Clause 13

The Company's Board of Directors shall consist of at least 7 directors and at least half of which must have residence in the Kingdom. At least one-third of the total number of directors, but not less than 3 directors, must be independent directors. The independent directors shall at least have the qualifications in accordance with the criteria or requirements under the law on securities and exchange.

Chapter 4 Clause 14

In voting of directors' appointment, the following rules and procedures apply:

- (1) Each shareholder shall have votes equal to the number of shares held multiplied by number of Directors to be elected.
- (2) Each shareholder may exercise all the votes he has under (1) to elect one or several persons as directors. In the event of electing several persons as directors, he may allot his votes to any such person at any number.
- (3) Persons who gain the highest vote and the following order, equal to the number of directors to be appointed, shall be the Company's directors. If the number of the following orders of the same vote exceeding the number of directors to be appointed then the Chairman shall a casting vote.

Chapter 4 Clause 15

At each Annual General Meeting, all members of the Board of Directors shall vacate their office and the meeting shall vote for the new members of the Board of Directors according to Article 13 and 14. The Director retired on term under Article 15 may be re-elected. However, the former Board of Directors shall remain in office to carry on the business of the Company only as necessary until the new Board of Directors assumes office.

Director's Voting method

Under Article 14 of the Company's Articles of Association stipulates the election of the Company's directors by cumulative voting method.

Such method is in accordance with the Public Limited Companies Act B.E. 2535 (1992) and Good Corporate Governance Principles. In addition, it is the method described under the AGM's quality assessment project supervised by the Thai Investors Association.

To elect the directors by using cumulative voting method, each shareholder will have the votes equal to the number of shares held by that shareholder multiplied by the number of directors to be appointed in that year. Each shareholder may exercise all his or her votes to any one candidate. However, if the shareholder wishes to choose more than one candidates, the shareholder may allocate the votes among those candidates at the number of votes the shareholder considers appropriate.

In order for the shareholders to have a better understanding, here is an example. A shareholder holds 100 shares. The votes of that shareholder will be calculated by 100 shares multiplied by 9 which are the number of directors to be appointed this year. As a result, that shareholder will have 900 votes. To exercise the votes, that shareholder may exercise all 900 votes to choose any one candidate. However, if you wish to choose more than one candidates or to choose 9 candidates, you may allocate 900 votes in any number to those candidates. For example, if you would like to give one candidate more votes than the other candidates, you may vote for such candidate 500 votes and the remaining 400 votes may be allocated among other eight candidates or any number of candidates whom you wish to choose. However, the total votes exercised by you to elect 9 directors must not be more than 900 votes.

To cast the votes, please write down the number of votes that you would like to cast for each candidate in the voting card. The name of the candidates one by one will be proposed. If you do not want to choose any particular candidate, please put a "dash" in the voting card for that particular candidate. The voting card would be collected from you after all candidates are proposed to the shareholders. All voting cards will be collected for vote counting for each candidate.

For the custodians, and proxy holders, whose proxy forms do not specify the number of votes to be casted in this agenda, please kindly complete the voting cards to specify the votes for the candidates whom you wish to choose. Please note that the proxy form provides that the proxy holder may consider and exercise the votes in the manner the proxy holder considers appropriate if the intended vote is not specified or such intended vote is unclear, or if the Meeting has considered and required the voting in a matter other than that specified in the proxy form which also includes the change or the adding of any fact.

Profile of the candidates to be elected as directors

No.1

Name : Mr. Yuji Yuasa
 Proposed Position : Director
 Age : 57 Years old



Education : Faculty of Engineering from Osaka University

Director Training : None

Experiences :

- 2016 - 2018 - General Manager, Infrastructure & Environment Business Division, Environmental Infrastructure Department, Sojitz Corporation
- 2018 - 2020 - Vice COO, Energy & Social Infrastructure Division
General Manager, Planning & Administration Office, Energy & Social Infrastructure Division, Sojitz Corporation
- 2020 - 2021 - Vice COO, Retail & Lifestyle Business Division
General Manager, Planning & Administration Office, Retail & Lifestyle Business Division, Sojitz Corporation
- 2021 – Present - Vice COO, Consumer Industry & Agriculture Business Division
General Manager, Planning & Administration Office, Consumer Industry & Agriculture Business Division, Sojitz Corporation
- 2022 – Present - Corporate Board Chairman, Thai Central PCL

Directorship or Executive in other listed company : None

Directorship or Executive in other business which is not a listed company : 2 Companies

1. Director of SOJITZ BUILDING MATERIALS CORPORATION
2. Representative Director of Sojitz Morinomirai Corporation

Directorship or Executive in other business which may cause conflict of interest : None

Shareholding in the Company as of 1 January 2022 and 31 December 2022 : None, None

Family relation with other executive : None

First time appointed as the director : 25 March 2022

Number of year holding the position as the director : 1 Year 1 Month

The Board of Directors meeting attendance in 2022 : 4 of 4 Meetings

No.2

Name : Mr. Takahiro Yamashita
Proposed Position : Director
Age : 51 Years old



Education : Faculty of Law from Doshisha University

Director Training : None

Experiences :

- 2010 - 2014 - Manager, Fertilizer section, Agribusiness Department, Sojitz Corporation
- 2014 - 2016 - General Manager, Grain & Feed Material Department, Sojitz Corporation
- 2016 - 2020 - General Manager, Grain & Agribusiness Department, Sojitz Corporation
- 2021 - 2021 - Deputy COO, Foods & Agriculture Business Division, Sojitz Corporation
- 2021- Present - Chief Executive Officer and President, Thai Central Chemical PCL

Directorship or Executive in other listed company : None

Directorship or Executive in other business which is not a listed company : 4 Companies

1. Board Chairman of MC Agro-Chemicals Co., Ltd.
2. Board Chairman of N.I.M. Co., Ltd.
3. Director of Central Pacific (Thailand) Co., Ltd.
4. Board Chairman of TCCC Myanmar Limited

Directorship or Executive in other business which may cause conflict of interest : None

Shareholding in the Company as of 1 January 2022 and 31 December 2022 : None, None

Family relation with other executive : None

First time appointed as the director : 26 March 2021

Number of year holding the position as the director : 2 Years 1 Month

The Board of Directors meeting attendance in 2022 : 5 of 5 Meetings

No.3

Name	:	Mr. Takayuki Tohei	
Proposed position	:	Director	
Age	:	51 Years old	
Education	:	Bachelor of Law's Degree in Political Science from Keio University	
Director Training	:		
2019	-	CFO Professional Development Program 5/2019, Thai Listed Companies Association (TLCA)	
2020	-	CFO Orientation course, The Stock Exchange of Thailand (SET)	
Experiences	:		
2004 - 2009	-	General Manager of Finance & Accounting Dept. Sojitz (China) Co., Ltd.	
2009 - 2012	-	Deputy Manager of Corporate Planning Dept., Sojitz Corporation	
2012 - 2015	-	Manager of Secretariat Dept., Sojitz Corporation	
2015 - 2017	-	Manager of Human Resources & General Affairs Dept., Sojitz Corporation	
2017 - 2018	-	General Manager of Human Resources & General Affairs Dept., Sojitz Corporation	
2018 - 2019	-	Assistant General Manager of General Accounting Dept., Sojitz Corporation	
2019 – Present	-	Chief Financial Officer & Executive Vice President, Thai Central Chemical PCL.	
Directorship or Executive in other listed company	:	None	
Directorship or Executive in other business which is not a listed company	:	2 Companies	
		1. Director, MC Agro-Chemicals Co., Ltd.	
		2. Director, Central Pacific (Thailand) Co., Ltd.	
Directorship or Executive in other business which may cause conflict of interest	:	None	
Shareholding in the Company as of 1 January 2022 and 31 December 2022	:	None, None	
Family relation with other executive	:	None	
First time appointed as the director	:	28 March 2019	
Number of year holding the position as the director	:	4 Years 1 Month	
The Board of Directors meeting attendance in 2022	:	5 of 5 Meetings	

No.4

Name : Mr. Takuji Nakagawa
Proposed Position : Director
Age : 48 Years old



Education : Faculty of Engineering from Kyoto University

Director Training : None

Experiences :

- 2009 - 2010 - Assistant Vice President, Atlas Fertilizer Corporation
- 2010 - 2013 - Executive Officer, Thai Central Chemical Public Company Limited
Director, Central Pacific (Thailand), MC Plastics Co.,Ltd., MC Solvent Co., Ltd.,
MC Industrial Chemicals Co., Ltd., MC Agro Chemical Co.,Ltd. and
N I M Co., Ltd.
- 2013 - 2017 - Director & Executive Vice President, Atlas Fertilizer Corporation
- 2017 - 2019 - Manager of AgriBusiness Section, Grain & AgriBusiness Dept, Sojitz Corporation
- 2019 - 2022 - Manager of Fertilizer Promotion Section, AgriBusiness Dept, Sojitz Corporation
- 2022 - 2022 - Deputy General Manager, AgriBusiness Dept, Sojitz Corporation
- 2022 – Present - Executive Officer and Senior Vice President, Thai Central Chemical PCL.

Directorship or Executive in other listed company : None

Directorship or Executive in other business which is not a listed company : 4 Companies

1. Director of N.I.M. Co., Ltd.

2. Director of Central Pacific (Thailand) Co., Ltd.

Directorship or Executive in other business which may cause conflict of interest : None

Shareholding in the Company as of 1 January 2022 and 31 December 2022 : None, None

Family relation with other executive : None

First time appointed as the director : 25 March 2022

Number of year holding the position as the director : 1 Year 1 Month

The Board of Directors meeting attendance in 2022 : 4 of 4 Meetings

No 5.

Name : Mr. Ek-Rit Boonpiti
Proposed position : Director
Age : 61 Years old



Education : - Bachelor Degree, Business (Transport Economics) from Royal Melbourne Institute of Technology (RMIT), Australia
- Master Degree, MS Marketing from Thammasat University

Director Training : Directors Accreditation Program (DAP), 66/2007
Thai Institute of Director Association (IOD)

Experiences :

- 1996 - Present - Managing Director, Metro Resources PCL
- 1999 - Present - Executive Director, MC Broker Company Limited.
- 2005 - Present - Executive Director, Member of the Executive Committee and Member of the Risk Management Committee, Bangkok Post Public Company Limited.
- 2012 - 2022 - Advisor to President, Thai Central Chemical PCL.
- 2014 - Present - Executive Director, Post International Media Co., Ltd.
- 2015 - Present - Executive Director, Flash News Co., Ltd.
- 2015 - Present - Executive Director, Post Holding Co., Ltd.
- 2015 - Present - Executive Director, Post New Media Co., Ltd.
- 2015 - Present - Executive Director, Post TV Co., Ltd.
- 2015 - Present - Executive Director, Mushroom Group Co., Ltd.
- 2016 - Present - Executive Director, Post – IM Plus Co., Ltd.
- 2016 - Present - Executive Director, KIC – BKK Co., Ltd.

Directorship or Executive in other listed company : 1 Company

1. Executive Director, Member of the Executive Committee and Member of the Risk Management Committee, Bangkok Post Public Company Limited.

Directorship or Executive in other business which is not a listed company : 10 Companies

- | | |
|---|---|
| 1. Managing Director, Metro Resources PCL | 6. Executive Director, Post New Media Co., Ltd. |
| 2. Executive Director, MC Broker Company Limited. | 7. Executive Director, Post TV Co., Ltd. |
| 3. Executive Director, Flash News Co., Ltd. | 8. Executive Director, Mushroom Group Co., Ltd. |
| 4. Executive Director, Post International Media Co., Ltd. | 9. Executive Director, Post – IM Plus Co., Ltd. |
| 5. Executive Director, Post Holding Co., Ltd. | 10. Executive Director, KIC – BKK Co., Ltd. |

Directorship or Executive in other business which may cause conflict of interest : None

Shareholding in the Company as of 1 January 2022 and 31 December 2022 : 211,085 / 211,085

Family relation with other executive : None

First time appointed as the director : 24 July 2020

Number of year holding the position as the director : 2 Years 9 Months

The Board of Directors meeting attendance in 2022 : 5 of 5 Meetings

No.6

Name : Mr. Chanand Sophonpanich
Proposed position : Director
Age : 28 Years old



Education : - Bachelor of Science in Operations Research,
From Columbia University, New York, NY
- Master of Science in Business Analytics,
From Columbia University, New York, NY

Director Training : None

Experience :
2019 - Present - Analyst - Consumer Banking
Bangkok Bank PCL

Directorship or Executive in other listed company : None

Directorship or Executive in other business which is not a listed company : 2 Companies

1. Director, Bangkok Apartment Co., Ltd.

2. Director, 28 Capital Ltd.

Directorship or Executive in other business which may cause conflict of interest : None

Shareholding in the Company as of 1 January 2022 and 31 December 2022 : None, None

Family relation with other executive : None

First time appointed as the director : 24 July 2020

Number of year holding the position as the director : 2 Years 9 Months

The Board of Directors meeting attendance in 2022 : 5 of 5 Meetings

No. 7

Name : Mr. Suvat Suebsantikul

Proposed position : Independent Director

Age : 72 Years old

Address : Room 801-806, 809-810, 8th Floor,
Mitrtown Office Tower,
944 Rama 4 Road, Wangmai, Pathumwan, Bangkok
10330

Educational : Bachelor Degree of Economics from Aligarh Muslim University, India

Director Training :
2016 - Director Certificate Program (DCP), 227/2016,
Thai Institute of Director Association (IOD)
2017 - Board Matters and Trends (BMT), 3/2017,
Thai Institute of Director Association (IOD)
2021 - Director Leadership Certification Program (DLCP), 3/2021,
Thai Institute of Director Association (IOD)

Experience :
1989 - 2011 - Vice-President (Group Treasurer) of Berli Jucker Public Co. Ltd. (BJC)
2003 - 2011 - Director of Cosma Medical Co., Ltd. (BJC's subsidiary)



Directorship or Executive in other listed company : None

Directorship or Executive in other business which is not a listed company : None

Directorship or Executive in other business which may cause conflict of interest : None

Shareholding in the Company as of 1 January 2022 and 31 December 2022 : None, None

Family relation with other executive : None

First time appointed as the director : 20 June 2012

Number of year holding the position as the director : 10 Years 10 Months

The Board of Directors meeting attendance in 2022 : 5 of 5 meetings

The Audit Committee meeting attendance in 2022 : 5 of 5 meetings

Special interests related to the agendas of this AGM

- Having special interests in agenda 6, to consider and elect directors in place of the directors retiring by rotation. Other than mentioned, not having special interest in other agendas.

Having any kind of the following interests in the Company / Parent Company / Subsidiary / Associated or Entity which may have any conflict of interest at present or during the past 2 years

- Being a director participating in administration, employee, labor or consultant with monthly salary : None
- Being a professional service provider such as auditor or legal consultant : None
- Having significant relationship that may affect the independence such as selling or buying raw materials, products, services, or borrowing, or lending, etc. : None

Name : Mr. Opas Sripornkijachorn
 Proposed position : Independent Director
 Age : 54 Years old
 Address : Room 801-806, 809-810, 8th Floor,
 Mitrtown Office Tower, 944 Rama 4 Road,
 Wangmai, Pathumwan, Bangkok 10330
 Education : - Bachelor Degree in Accounting (with 2nd class honor)
 From Chiang Mai University
 - Master Degree in Business Economics from NIDA
 - Certified Public Accounting (CPA) Thailand
 - Certification in Control Self-Assessment (CCSA)
 - Certified Internal Auditor (CIA)
 - Certified Financial Services Auditor (CFSA)



Director Training :
 2010 - Director Certification Program (DCP), class 198/2014,
 Thai Institute of Directors Association (IOD)
 2011 - Audit Committee Program, Thai Institute Directors Association (IOD)
 2011 - Advanced Audit Committee Programs, Thai Institute Directors Association (IOD)
 2016 - Ethical Leadership Program (ELP) 4/2016, Thai Institute Directors Association (IOD)
 2017 - Board Matters and Trends (BMT) 3/2017, Thai Institute Directors Association (IOD)
 2018 - Board that make a difference (BMD) 8/2018, Thai Institute Directors Association (IOD)
 2019 - DCP Series: 4/2019 - How to Develop a Winning Digital Strategy, IOD
 2019 - Chairman Forum 2019 - Successful Corporate Culture Change from Policy to
 Practices, IOD
 2019 - Audit Committee Forum 2019 - Strategic Audit Committee: Beyond Figure and
 Compliance, IOD
 2021 - Director Leadership Certification Program (DLCP) 3/2021, IOD

Experiences

2006 - Present - Director of MIDAS Audit and Advisory Co., Ltd.
 2013 - 2014 - Partner of BDO Ltd.
 2014 - 2015 - Senior Partner of Thai Info Ltd.


Directorship or Executive in other listed company : None
 Directorship or Executive in other business which is not a listed company : 1 Company
 1. Director of MIDAS Audit and Advisory Co., Ltd.
 Directorship or Executive in other business which may cause conflict of interest : None
 Shareholding in the Company as of 1 January 2022 and 31 December 2022 : None, None
 Family relation with other executive : None
 First time appointed as the director : 14 August 2009
 Number of year holding the position as the director : 13 Years 8 Months
 The Board of Directors meeting attendance in 2022 : 5 of 5 meetings
 The Audit Committee meeting attendance in 2022 : 5 of 5 meetings
 Special interests related to the agendas of this AGM

- Having special interests in agenda 6, to consider and elect directors in place of the directors retiring by rotation. Other than mentioned, not having special interest in other agendas.

Having any kind of the following interests in the Company / Parent Company / Subsidiary / Associated or Entity which may have any conflict of interest at present or during the past 2 years

- Being a director participating in administration, employee, labor or consultant with monthly salary : None
- Being a professional service provider such as auditor or legal consultant : None
- Having significant relationship that may affect the independence : None

No.9

Name	:	Mr. Kasemsak Masayavanich	
Proposed position	:	Independent Director	
Age	:	72 Years old	
Address	:	Room 801-806, 809-810, 8th Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330	
Education	:	Bachelor Degree of Mechanical Engineering From Nippon Institute of Technology	
Training 1992	:	Advanced Management Development Program 2/2535 Thammasart University	
Director Training 2010	:	Financial Statements for Directors, Class 10/2010, Thai Institute of Directors Association (IOD)	
2011	:	Director Certificate Program (DCP), Class 141/2011, Thai Institute of Directors Association (IOD)	
Experiences	:		
1977 - 1994	-	Manager of Toyota Motor (Thailand) Co., Ltd.	
1994 - 2000	-	Director of I & C Development (Thailand) Co., Ltd.	
2000 - Present	-	Managing Director of J.N.R. Co., Ltd.	
	-	Managing Director of K.A.T International (Thailand) Co., Ltd.	
Directorship or Executive in other listed company	:	None	
Directorship or Executive in other business which is not a listed company	:	2 Companies	
1.		Managing Director of J.N.R. Co., Ltd.	
2.		Managing Director of K.A.T International (Thailand) Co., Ltd.	
Directorship or Executive in other business which may cause conflict of interest	:	None	
Shareholding in the Company as of 1 January 2022 and 31 December 2022	:	None, None	
Family relation with other executive	:	None	
First time appointed as the director	:	16 August 2010	
Number of year holding the position as the director	:	12 Years 8 Months	
The Board of Directors meeting attendance in 2022	:	5 of 5 meetings	
The Audit Committee meeting attendance in 2022	:	5 of 5 meetings	

Special interests related to the agendas of this AGM

- Having special interests in agenda 6, to consider and elect directors in place of the directors retiring by rotation. Other than mentioned, not having special interest in other agendas.

Having any kind of the following interests in the Company / Parent Company / Subsidiary / Associated or Entity which may have any conflict of interest at present or during the past 2 years

- Being a director participating in administration, employee, labor or consultant with monthly salary : None
- Being a professional service provider such as auditor or legal consultant : None
- Having significant relationship that may affect the independence such as
selling or buying raw materials, products, services, or borrowing, or lending, etc. : None

Definition of Independent Director

The Company's definition of an independent director is complied with the qualifications set forth in Public Company Act B.E. 2535 (1992) (and amendments), the Securities and Exchange Act B.E. 2535 (1992) (and amendments), the criteria under the Announcement of the Securities and Exchange Commission, the Announcement of Capital Market Supervisory Board No. Tor.Jor. 39/2559, and other relevant of Announcements of the Stock Exchange of Thailand, which is equal to the minimum requirement set by the said authorities



Form of Proxy, Form A. (General Form)
Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date ____ Month _____ Year _____

(1) I/We nationality,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code

(2) being a shareholder of Thai Central Chemical Public Company Limited, holding
..... shares in total which are entitled to cast votes as follows:
ordinary shares: shares in total which are entitled to cast votes;
and
preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age ____ years, residing/located at No.,
..... Road, Tambol/Kwaeng, Amphur/Khet,
Province, Postal Code, or

(2) age ____ years, residing/located at No.,
..... Road, Tambol/Kwaeng, Amphur/Khet,
Province, Postal Code, or

(3) age ____ years, residing/located at No.,
..... Road, Tambol/Kwaeng, Amphur/Khet,
Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting No. 51 to be held on 28 April 2023 at 14.00 hours via electronic means or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

Made at

Date Month Year

(1) I/We nationality,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code

(2) being a shareholder of Thai Central Chemical Public Company Limited, holding
..... shares in total which are entitled to cast votes as follows:
ordinary shares: shares in total which are entitled to cast votes;
and
preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age ... years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code, or

(2) age ... years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code, or

(3) age ... years,
residing/located at No., Road, Tambol/Kwaeng,
Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders No. 51 to be held on 28 April 2023 at 14.00 hours via electronic means or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

☐ Agenda no. 1 To acknowledge the Company's 2022 Operational Performance and the Board of Directors' Annual Report

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain



- ☐ Agenda no.2 To consider and approve financial statements of the Company for financial year ending 31 December 2022
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no.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
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no.4 To consider and elect directors in place of the directors retiring by rotation
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Appointment of the whole board of directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of each director as follows:
- Name of Director : Mr. Suvat Suebsantikul
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Opas Sripornkijkachorn
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Kasemsak Masayavanich
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Yuji Yuasa
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Takahiro Yamashita
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Takayuki Tohei
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Ek-Rit Boonpiti
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Takuji Nakagawa
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Chanand Sophonpanich
- ☐ Approve ☐ Disapprove ☐ Abstain



- ☐ Agenda no. 5 To consider and determine directors' remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 6 To consider and appoint the auditors for 2023 fiscal year and the determination of their remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 7 To consider and approve the delisting of securities of the Company from the Stock Exchange of Thailand and the delegation of authority related to the matter
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 8 To consider other business (if any)
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)



Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



Attachment to Proxy Form B.

A proxy is granted by a shareholder of Thai Central Chemical Public Company Limited.

For the 2023 Annual General Meeting of Shareholders No. 51 to be held on 28 April 2023 at 14.00 hours via electronic means or such other date, time and place as may be adjourned.

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. re:

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. re: Appointment of directors (Continued)

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain



Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

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Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

**Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

Made at

Date Month Year

(1) We
located at No., Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code
in our capacity as the custodian for,
being a shareholder of Thai Central Chemical Public Company Limited, holding shares
in total which are entitled to cast votes as follows:
ordinary shares: shares in total which are entitled to cast votes;
and
preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age ... years,
residing/located at No., Road, Tambol/Kwaeng
, Amphur/Khet, Province, Postal Code, or

(2) age ... years,
residing/located at No., Road, Tambol/Kwaeng
, Amphur/Khet, Province, Postal Code, or

(3) age ... years,
residing/located at No., Road, Tambol/Kwaeng
, Amphur/Khet, Province, Postal Code

any one of them as our proxy to attend and vote on our behalf at the 2023 Annual General Meeting of Shareholders No. 51 to be held on 28 April 2023 at 14.00 hours via electronic means or such other date, time and place as may be adjourned.

(3) We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- ☐ The voting right in all the voting shares held by us is granted to the proxy.
- ☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:
- ☐ Ordinary shares: shares in total, which are entitled to cast votes; and
- ☐ Preferred shares: shares in total, which are entitled to cast votes,
- Total: votes

(4) We authorize our proxy to cast the votes on our behalf at the above meeting in the following manner:

- ☐ Agenda no. 1 To acknowledge the Company's 2022 Operational Performance and the Board of Directors' Annual Report
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ..votes ☐ Disapprove with ..votes ☐ Abstain with ..votes
- ☐ Agenda no. 2 To consider and approve financial statements of the Company for financial year ending 31 December 2022
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ..votes ☐ Disapprove with ..votes ☐ Abstain with ..votes
- ☐ Agenda no. 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
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ..votes ☐ Disapprove with ..votes ☐ Abstain with ..votes
- ☐ Agenda no. 4 To consider and elect directors in place of the directors retiring by rotation
- ☐ Appointment of the whole board of directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of each director as follows:
- Name of Director : Mr. Suvat Suebsantikul
- ☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes
- Name of Director : Mr. Opas Sripornkijkachorn
- ☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes
- Name of Director : Mr. Kasemsak Masayavanich
- ☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes
- Name of Director : Mr. Yuji Yuasa
- ☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes
- Name of Director : Mr. Takahiro Yamashita
- ☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

Name of Director : Mr. Takayuki Tohei

☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

Name of Director : Mr. Ek-Rit Boonpiti

☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

Name of Director : Mr. Takuji Nakagawa

☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

Name of Director : Mr. Chanand Sophonpanich

☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

Name of Director :

☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

☐ Agenda no. 5 To consider and determine directors' remuneration

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following:

☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes

☐ Agenda no. 6 To consider and appoint the auditors for 2023 fiscal year and the determination of their remuneration

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following

☐ Approve with ..votes ☐ Disapprove with ..votes ☐ Abstain with ..votes

☐ Agenda no. 7 To consider and approve the delisting of securities of the Company from the Stock Exchange of Thailand and the delegation of authority related to the matter

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following

☐ Approve with ..votes ☐ Disapprove with ..votes ☐ Abstain with ..votes

☐ Agenda no. 8 To consider other business (if any)

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following

☐ Approve with ..votes ☐ Disapprove with ..votes ☐ Abstain with ..votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of Thai Central Chemical Public Company Limited.

For the 2023 Annual General Meeting of Shareholders No. No. 51 to be held on 28 April 2023 at 14.00 hours via electronic means or such other date, time and place as may be adjourned.

-
- ☐ Agenda no. re:
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes
- ☐ Agenda no. re:
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes
- ☐ Agenda no. re:
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes
- ☐ Agenda no. re:
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following
- ☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes
- ☐ Agenda no. re:
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following:
- ☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes
- ☐ Agenda no. re:
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following:
- ☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes



☐ Agenda no. re: Appointment of directors (Continued)

Name of Director

☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes

Name of Director

☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes

Name of Director

☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes

Name of Director

☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes

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Name of Director

☐ Approve with ... votes ☐ Disapprove with ... votes ☐ Abstain with ... votes

**Privacy Notice
to Shareholders and Proxies**

Thai Central Chemical Public Company Limited (“Company”) gives precedence to privacy of Shareholders and Proxies and complies with the Personal Data Protection act B.E. 2562. Therefore, the Company informs of the personal data protection of Shareholders and Proxies as follows:

1. Personal Data which is collected, used and disclosed and its retention period

Personal Data which is collected, used and disclosed includes Name, Surname, ID number or Passport number, Date of birth, Sex, Nationality, Shareholder's number, Number of shares, Address, Telephone number, E-mail address, Picture, and Video clip. The Company retains such personal data along the period prescribed in the concerning provision of laws and the necessary period according to the objectives of collection.

2. The objective of collection, use and disclosure

For the purpose of holding the Annual General Meeting of Shareholders such as invitation, identification, proceeding, recording and public relation. Furthermore, such personal data may be disclosed to the authorities relating to The Stock Exchange of Thailand's affair.

3. Possible effect where the personal data is not provided

The Company deems it necessary to collect, use and disclose such personal data in compliance with the laws. In case where a shareholder or a proxy does not provide such personal data, the Company may refuse attending the Annual General Meeting of Shareholders or voting of the shareholder or the proxy.

4. Rights of the data subject

Shareholders and Proxies are entitled to a right to withdraw the granted consent of data processing, a right to access and obtain copy of the personal data including to disclose of the acquisition of the personal data without the consent, a right to receive the personal data concerning thereto, a right to object the processing of the personal data, a right to erase the personal data, a right to restrict the use of the personal date, a right to file a complaint in the event the Company violates or does not comply with the Personal Data Protection Act B.E. 2560.

5. Contact for exercising the right of Data subject

Legal Office call 0-2639-8888 ext 2411 or legal@thaicentral.co.th Address: Room 801-806, 809-810, 8th Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330

**The Opinion of the Independent Directors regarding Delisting of the Company's Shares
from Being Listed Securities on the SET**

Please scan QR Code to see The Opinion of the Independent Directors regarding Delisting of the Company's Shares from Being Listed Securities on the SET



The Opinion of the Independent Financial Advisor regarding Delisting of the Company's Shares from Being Listed Securities on the SET

Please scan QR Code to see The Opinion of the Independent Financial Advisor regarding Delisting of the Company's Shares from Being Listed Securities on the SET



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).¹

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

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

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).²

- ☒ The date for determining the names of shareholders entitled to attend the Shareholders Meeting (the "**Record Date**") will be 13 March 2023.³
- ☐ 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

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,

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

³ Additional information according to the resolutions of Board of Directors Meeting No. 2/2023, held on 27 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 ¹⁾	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
7. Bangkok Bank Public Company Limited	Thai	-	11,292,800	1.93
8. Miss Sommongkhon 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: ¹⁾ Investors can view the latest list of shareholders at www.set.or.th

6.2 Number of Shareholders ¹⁾



- 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: ¹⁾ 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)

