



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

**Invitation to the 2025 Annual General Meeting of Shareholders No. 53**  
**Thai Central Chemical Public Company Limited**  
**Thursday 10 April 2025 at 10.00 hours**  
**via Electronic Means (e-AGM)**



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 to not travelling to the company's office on the meeting day.



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

ห้อง 801-806, 809-810 ชั้น 8 มิตรทาวน์ ออฟฟิศ ทาวเวอร์ 944 ถนนพระราม 4 แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330  
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ทะเบียนเลขที่ บมจ. 0107536000277 REG. No. 0107536000277

Ref.No. 024/2568

20 March 2025

Subject: Notice of the 2025 Annual General Meeting of Shareholders (AGM) No. 53

To: Shareholders

- Enclosures:
1. Attendance registration form
  2. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders No. 52
  3. The Board of Director's Annual Report with the Financial Statements for the year ended 31 December 2024
  4. Guideline for Attending the Annual General Meeting of Shareholders via Electronic Means (e-AGM)
  5. Registration form for Attending the meeting via electronic means
  6. The Company's Articles of Association concerning shareholders' meeting and voting procedures
  7. Profiles of nominated persons to be elected as the Company's directors
  8. Proxy form
  9. Privacy notice to shareholders and proxies

NOTICE is hereby given that the 2025 Annual General Meeting of Shareholders No. 53 (the "**Meeting**") of Thai Central Chemical Public Company Limited (the "**Company**") will be held on Thursday, 10 April 2025 at 10.00 hours via electronic means (e-AGM), in accordance with the resolution of the Board of Directors' Meeting No. 1/2025 on 6 March 2025, to consider agendas as follows:

**1. To acknowledge the Company's 2024 Operational Performance and the Board of Directors' Annual Report**

Facts and reasons From the consolidated financial statements year ending 31 December 2024, the Company's revenue from sales and services showed THB 12,750 million, increasing approximately by 5 percent compared with 2023, and the profit attributable to owners of parent company showed THB 1,468 million, increasing approximately by 38 percent compared with 2023. 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 (pages 24 – 27 of the Annual Report).

Board's opinion The Board recommends to the Shareholders' Meeting to acknowledge the Company's operating result for 2024 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 ended 31 December 2024**

Facts and reasons The Board has had the Company's audited financial statements of the Company for the financial year ended 31 December 2024 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 (pages 157 – 213 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 ended 31 December 2024, 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 ended 31 December 2024**

Facts and reasons Under Section 115 of the Public Limited Companies Act B.E. 2535 (1992), as amended, (the "PLCA") and article 41 of the Company's articles of association, the Company can pay dividends only from its profit. Section 116 of the PLCA 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.

For the Company's operating results for the financial year ended 31 December 2024, the Company's net profit for the year in the separate financial statements showed THB 1,442.3 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 PLCA mentioned in the above paragraph.

The Board of Directors also deems it appropriate to propose the declaration of a dividend payment for 2024 at the rate of THB 2.50 per share, totaling THB 1,461,785,170 (calculated from 584,714,068 shares). This represents approximately 101.3 percent of the net profit for the year based on the Company's separate financial statements for the 2024 operating results. The book closing date is 20 March 2025.

The dividend payment shall be made within one month from the date of the resolution of the shareholders' meeting or the board of directors' meeting, as the case may be. The Company will pay dividends to shareholders on 8 May 2025.

Comparison of the dividends between 2024 and 2023 Table comparing the dividend payout ratio from net profit for the year based on the company's separate financial statements for the 2024 and 2023 operating results are detailed in the following table:



Details of dividend payment	2024	2023
1. Net Profit for the year (separate financial statements)	THB 1,442.3 million	THB 1,065 million
2. Number of the Company shares	584,714,068 shares	584,714,068 shares
3. Amount of dividend per share	THB 2.50	THB 1.50
4. Total amount of dividends paid	THB 1,461,785,170	THB 877,071,102
5. Dividend payment to Net Profit (%)	101.3	82.3

**Board's opinion:** The Board recommends the shareholders' meeting to approve the allocation of profit as payment of dividend, paid from the net profit of the separate financial statements for the year 2024 performance, to the Company's shareholders as of the book-closing date on 20 March 2025. The dividend payment shall be at THB 2.50 per share, totaling THB 1,461,785,170 million. This amounts to 101.3 percent of the net profit for the 2024 the separate financial statements, which is consistent with the Company's dividend payment policy. The dividend shall be paid to the shareholders on 8 May 2025.

**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. There are 6 directors retiring at this annual general meeting.

- |                         |                              |
|-------------------------|------------------------------|
| 1. Mr. Hideo Hatada     | 2. Mr. Takahiro Yamashita    |
| 3. Mr. Takeshi Yokomori | 4. Mr. Opas Sripornkijachorn |
| 5. Mr. Toyohiko Satsuka | 6. Mr. Chanand Sophonpanich  |

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 selects suitable candidates whose qualifications meet the requirements, and do not have prohibited characteristics provided under the PLCA.

**Board's opinion** The Board proposes to the shareholders' meeting to re-elect 6 retiring directors, namely,

- |                         |                              |
|-------------------------|------------------------------|
| 1. Mr. Hideo Hatada     | 2. Mr. Takahiro Yamashita    |
| 3. Mr. Takeshi Yokomori | 4. Mr. Opas Sripornkijachorn |
| 5. Mr. Toyohiko Satsuka | 6. Mr. Chanand Sophonpanich  |

to be the Company's directors for another term. There will be 6 members of the Board of Directors in total.

Information of the nominated candidates is provided in Enclosure 7.



Voting The voting criteria and method referred to in 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 a 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 meeting allowance for the internal audit committee.

Table of comparison of the directors' remuneration

Details of directors' remuneration	2025	2024	2023
Directors' remuneration	No more than THB 11 million	No more than THB 15 million	No more than THB 15 million
Other benefits	None	None	None

Board's opinion: The Board recommends the shareholders' meeting to approve the directors' remuneration for the financial year 2025 in total amount to be not exceeding THB 11 million for allocation to all members without other benefits. The amount of director's remuneration decreases as a result of decrease of the number of directors.

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 2025 fiscal year and the determination of their remuneration

Facts and reasons Section 120 of the PLCA requires that the annual general meeting of shareholders appoints the auditors and determines auditing fee. Existing auditors are eligible for re-appointment.

The board of directors recommends that the meeting approves the appointment of auditors to be the auditors of the Company and fixing auditors remuneration as follows.

1. Appointment of auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. whose names are stated below to be the auditors of the Company for the financial year 2025.

- (1) Ms. Sophaphan Saptipayarattana, certified public account No. 6523,  
(who affixed her signature on the Company's financial statements for four years in 2021, 2022, 2023 and 2024) and/or;
- (2) Ms. Juntira Juntrachaichoat, certified public accountant No. 6326  
(who has never affixed her signature on the Company's financial statements); and/or



- (3) Mr. Mongkol Somphol, certified public accountant No. 8444  
(who has never affixed his signature on the Company's financial statements); and/or
- (4) Ms. Wimolporn Boonyusthian, certified public accountant No. 4067  
(who has never affixed her signature on the Company's financial statements).

Any one of the aforesaid auditors shall audit and express opinion on the Company's financial statements.

The above-named auditors are independent and do not have any relationship with or interest in any transaction that may create a conflict of interest with the Company, any of its subsidiaries, associated companies, executives or major shareholders, or their affiliates.

The Company's auditors and the auditors of some of its subsidiaries or associated companies are not from the same auditing firm as the subsidiaries or associated companies have engaged their respective auditing firms since the beginning of their operations. Those auditing firms provide their service effectively and timely without delay and with inexpensive audit professional fees.

2. Fixing the auditors' remuneration at THB 1,690,000 increasing by 4.97 percent compared with the previous year as the Company increases operations and transactions in 2025 and expands the scope of audit for TCCC Myanmar Limited.

The table comparing the auditors' remuneration is as follows:

(Unit : THB)

	Financial Year		
	2025	2024	2023
Annual audit fee for separate financial statements and consolidated financial statements	1,690,000.00	1,610,000.00	1,610,000.00
Quarterly audit fee for separate financial statements and consolidated financial statements	-	-	320,000.00
Annual audit fee	1,690,000.00	1,610,000.00	2,250,000.00
% increase / (decrease)	4.97	(28.44)	(4.26)

**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 4 years in 2021, 2022, 2023 and 2024) and/or Ms. Juntira Juntrachaichoat, certified public accountant No. 6326 (who has never affixed her signature on the Company's financial statements) and/or Mr. Mongkol Somphol, certified public accountant No. 8444 (who has never affixed his signature on the Company's financial statements), and/or Ms. Wimolporn Boonyusthian, certified public accountant No. 4067 (who has never affixed her 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 2025. Any one of the aforesaid auditors shall audit and express



opinion on the Company's financial statements, and the auditors' remuneration shall be THB 1,690,000 as proposed by the board of directors.

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

**7. Other business (if any)**

You are, therefore, invited to attend the meeting via electronic means on the date and time above. If you wish to appoint a proxy to attend and vote on your behalf, please complete the attached proxy form A or B (Enclosure 8) and send it to [tccc\\_agm@thaicentral.co.th](mailto:tccc_agm@thaicentral.co.th) before attending the Meeting. If you are a non-Thai shareholder who appoints a custodian in Thailand to deposit and take care of your shares, please use the attached proxy form either form A or B or C, as provided in Enclosure 8.

We have attached a copy of the minutes of the 2024 annual general meeting of shareholders No. 52 provided in Enclosure 2. If you wish to make any amendments to the minutes or give any comment, please send your advice or comment to the Company by 9 April 2025 for our consideration.

Guidelines for attending the annual general meeting of shareholders via electronic means (e-AGM) are provided in Enclosure 4.

We have fixed the book-closing date for the purpose of determining the shareholders' entitlement to dividend payment and to attend the Meeting on 20 March 2025. The notice to shareholders and the enclosures can be downloaded from the Company's website ([www.tccc.thai.com](http://www.tccc.thai.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 2024 Annual General Meeting of Shareholders No. 52**  
**Thai Central Chemical Public Company Limited**  
**Held on Friday 12 April 2024**  
**Via Electronic Means (E-Meeting)**

The meeting began at 10.00 hours.

Mr. Photchara Wattanawinij, the Company Secretary, welcomed all shareholders and informed the Meeting that there were 2 shareholders presenting in person representing 103 shares, and there were 35 shareholders presenting by proxy representing 583,915,977 shares, totalling 37 shareholders attending the meeting representing a total of 583,916,080 shares or 99.8635 percent of the total issued shares of the Company, thus forming a quorum pursuant to Clause 32 of the Company's Articles of Association. Then, he notified of that Mr. Yuji Yuasa, the Chairman of the Board of Directors could not attend the meeting and invited Mr. Takahiro Yamashita, the Vice-Chairman of the Board of Directors and the President, who would be the Chairman of the Meeting, to open and proceed the Meeting.

Mr. Takahiro Yamashita, 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 advisors, 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 6 directors who attended the Meeting as follows:

- |    |                           |                                                          |
|----|---------------------------|----------------------------------------------------------|
| 1. | Mr. Suvat Suebsantikul    | Independent Director and Chairman of the Audit Committee |
| 2. | Mr. Kasemsak Masayavanich | Independent Director and Audit Committee member          |
| 3. | Mr. Takahiro Yamashita    | President                                                |
| 4. | Mr. Ek-Rit Boonpiti       | Director                                                 |
| 5. | Mr. Takuji Nakagawa       | Director                                                 |
| 6. | Mr. Chanand Sophonpanich  | Director                                                 |

In addition, there were 7 executives of the Company attending the meeting, namely:

1. Mr. Takeshi Yokomori, Chief Financial Officer and Executive Vice President – Accounting and Finance
2. Mr. Somruk Likitcharoenphan, Executive Officer and Senior Vice President – Commercial Group and Marketing and R&D Division
3. Mr. Poljak Mingmakakul, Executive Officer and Senior Vice President – Production Group
4. Mr. Tsuyoshi Ozaki, Executive Officer and Senior Vice President – Corporate Planning Group and Administration Group
5. Mrs. Montha Kasadesinchai, Executive Officer and Senior Vice President – Human Resources Group
6. Mr. Ko Tojima, Executive Officer – Myanmar Business and
7. Mr. Photchara Wattanawinij – Executive Officer – Corporate Secretary and Legal

For auditors and advisors, the Company invited the representatives of the Company's auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., Ms. Sophaphan Saptippayarattana, 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., Khun Pornpinant Asawawattanaporn, Khun Nitikan Ramanat and team, 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.



The Company Secretary stated that the Company gave precedence to privacy of Shareholders and Proxies and complied with the Personal Data Protection act B.E. 2562 (2019). Therefore, the Company sent Privacy Notice of Shareholders and Proxies and a copy of the Minutes of the 2023 Annual General Meeting of Shareholders No. 51 to shareholders along with the Invitation to the Meeting, and publicized the minutes on the Company's website. 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. For questions related to agenda items that required consideration and voting, in order to manage the meeting duration, shareholders or proxies were asked to consider monitoring the number of questions to be raised. Preliminarily, shareholders and proxies were asked to consider asking no more than two questions per shareholder per agenda item, which required voting, and please ask questions concisely and precisely

There were 2 methods of procedures of submitting questions or expressing comments as follows:

1. Used the Q&A menu in Zoom application to type the contents, and pressed Enter button to send them to the system; or
2. Used the Reaction menu at the bottom, and pressed Raise Hand button.

When raising a question by any means, the shareholder or the proxy was asked to specify his first name and last name, and indicate whether you attend the meeting in person or as a proxy of any shareholder every time before starting the question for the benefit of keeping correct and complete minutes

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

1. Shareholders had one vote for each share they held.
2. As this was an E-Meeting, no printed voting cards were distributed to the attendants.
3. In voting, shareholders and proxies were asked to use the E-Voting window bar to vote on each agenda item within 1 minute, except for agenda item 5.2, regarding election of directors, for which the voting time was 3 minutes. When the voting button was pressed, the system would show a pop-up message asking shareholders and proxies to confirm your vote. In case where shareholders and proxies confirmed it, press yes. In case where shareholders and proxies wished to change your vote on the agenda item during its voting period, shareholders and proxies could do so by pressing the voting button again.
4. When the voting time for that agenda item was over, the staff would announce the closing of voting for that agenda item to the Meeting. Shareholders would no longer be able to vote or change their vote for that agenda item.
5. For the Attendants who attended the meeting via a mobile phone or a tablet, the Attendants were asked to switch from Zoom application to Chrome application to cast vote using the E-Voting menu. When vote casting was finished, the Attendants were asked to return to the E-meeting window (Zoom application) to continue to view and hear the meeting.
6. The system would compile the votes, by combining those casted via E-Voting with those casted via proxy form.
7. For agenda 5.2 regarding the consideration and election of directors in place of the directors retiring by rotation, the Company would use cumulative voting. Details are as provided in Enclosure 6 attached to the notice of the meeting.



8. In all agendas requiring voting, except for agenda 5.2, whether you did not cast disapproval or abstention vote, it would be deemed that you agree to the Chairman's proposal to the Meeting.
9. In vote counting in all agendas except for agenda 5.2 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.
10. In addition, during the voting counting, in order not to waste time, the Chairman would proceed to the next agenda.

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 consider and approve the amendment of the Company's Articles of Association**

The Chairman invited the Company Secretary to provide the Meeting with the detailed information.

The Company Secretary stated that, as the Board of Governors of the Stock Exchange of Thailand (the "SET") issued the order to delist the Company's securities from the SET effective on 25 August 2023, for this, the Company had been excluded from the Securities and Exchange Act B.E. 2535 (1992) and its amendments including rules, regulations and notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board and the SET.

Therefore, the Board of Directors considered to amend the Company's Articles of Association to be consistent with such incident. In addition, the amendment of the Company's Articles of Association has been performed to be consistent with the Public Limited Companies Act B.E. 2535 (1992) which has been amended accordingly. Details of the proposed amendment of the Articles of Association as well as the reason for the proposed amendment were shown in Enclosure 10.

The Chairman asked the Meeting if any shareholder had any questions.

As there was no question from any shareholders, The Chairman requested that the Meeting consider and approve the amendment of the Company's Articles of Association, as proposed. To approve on this agenda, not less than three-fourths of the total votes of the shareholders attending the meeting and being entitled to vote shall be required.

The Meeting unanimously approve the amendment of the Company's Articles of Association, as proposed, with the vote result as follows.

Approved	583,917,580	votes; representing	100.0000%
Disapproved	0	votes; representing	0.0000 %
Abstain	1	votes; representing	0.0000%
Voided Card	0	votes; representing	0.0000 %

#### **Agenda 2 To acknowledge the Company's 2023 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 2023 operational performance. The Chairman then invited the Company Secretary to report to the Meeting.



The Company Secretary stated that the Company would like to provide shareholders with an overview of the Company's 2023 operational performance as follows.

For the Company performance in year 2023, in the Consolidated Financial Statements of 2023 from January 1 to December 31, 2023, the Company's revenue from sales and services showed THB 12,158 Million, decreasing by 5.65% compared with year 2022 and the Company achieved Profit Attributable to Owners of the parent of THB 1,066 Million, increased by 27.90% compared with year 2022.

Detailed information of the Company's operational performance and the Board of Directors' Annual Report are provided in the Annual Report as the Enclosure 3 (pages 25-29)

The Chairman asked the Meeting if any shareholder and proxies had any questions or suggestions.

As there was no question from any shareholders, The Chairman informed that this Agenda was for the Meeting's acknowledgement and declared that the Meeting acknowledged the Company's 2023 operational performance and the Board of Directors' Annual Report.

**Agenda 3 To consider and approve financial statements of the Company for financial year ending 31 December 2023**

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 2023 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 2023 prepared and they were audited, 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 (pages 161-215 of the Annual Report). Then, he invited Mrs. Sunee Lorungroj, General Manager - Accounting, to give a summary of the Company's financial statements.

Mrs. Sunee Lorungroj, the General Manager – Accounting stated that Annual Income Statement with details as shown in the Annual Report 2023 was delivered to the shareholders in advance, along with an invitation to the annual general meeting of shareholders. Key data in the Annual Income Statement included:

Statements of Financial Position and Comprehensive Income

Unit: Million Baht

Financial Highlights	Consolidated		Separate	
	2023	2022	2023	2022
Assets	13,073	12,419	12,523	11,849
Liabilities	1,661	1,255	1,251	825
Shareholders' equity	11,412	11,164	11,272	11,024
Revenue from sales & services	12,158	12,886	11,239	12,274
Total revenue	12,277	13,028	11,425	12,517
Profit for the year	1,066	834	1,065	855
Earnings per share (Baht/share)	1.82	1.43	1.82	1.46

As described in the foregoing table, the Company's income decreased compared with the operating results of the Company and the subsidiaries for the same period last year. A factor that contributed to lower chemical fertilizer sales was the selling price that was lower than that of the previous year due to decrease in raw material prices in the global market. The percentage of gross profit of the current year increased from that of the previous



year due to the government's policy to control the selling prices of chemical fertilizers in the previous year, which resulted in an increase in the 2023 net profit and earnings per share.

The Chairman opened for shareholders to ask questions.

As there was no question, the Chairman 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 unanimously approved Financial Statements of the Company for financial year ending 31 December 2023 with the vote result as follows.

Approved	583,917,580	votes; representing	100.0000%
Disapproved	0	votes; representing	0.0000 %
Abstain	1	votes; representing	-
Voided Card	0	votes; representing	0.0000%

**Agenda 4 To consider and approve the appropriation of profit and distribution of dividend derived from the operating results for the year ending 31 December 2023**

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 2023, the Company's Net Profit for the year in the separate financial statements showed 1,065 Million Baht and the Company's legal reserve at the amount of 175.4 Million Baht 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 shown in the separate financial statements, derived from the year 2023 operating performance, to the Company's shareholders as of the record date on 22 March 2024. The dividend payment should be at the rate of 1.50 Baht per share, totaling 877.1 Million Baht. This amounts to 82.3 percent of the Net Profit for the year shown in the separate financial statements, derived from the year 2023 operating performance, which was consistent with the Company's dividend payment policy. The dividend should be paid to the shareholders on 9 May 2024.

Comparison of the dividends between 2023 and 2022 appears in the Invitation to the Meeting.

The Chairman opened for shareholders to ask questions.

As there was no question, the Chairman 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 unanimously approved the appropriation of profit and distribution of dividend derived from the operating results for the year ending 31 December 2023, as proposed with the vote result as follows.

Approved	583,917,580	votes; representing	100.0000 %
Disapproved	0	votes; representing	0.0000%
Abstain	1	votes; representing	-
Voided Card	0	votes; representing	0.0000%

**Agenda 5 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, proposes two separate matters for the Meeting's consideration

**Agenda 5.1 To consider the number of directors to be elected**

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. There are 9 directors retiring at this Annual General Meeting.

The Board of Directors has considered and then proposed the Meeting to consider the decrease of the number of directors to be elected to be 6 directors. Such number is suitable and adequate for management of the business efficiently.

The Chairman opened for shareholders to ask questions.

As there was no question, the Chairman 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 unanimously approved the number of directors to be elected with the vote result as follows.

Approved	583,917,580	votes; representing	100.0000 %
Disapproved	0	votes; representing	0.0000%
Abstain	1	votes; representing	-
Voided Card	0	votes; representing	0.0000%

**Agenda 5.2 To consider the number of directors to be elected**

The Company Secretary stated that the retiring directors at this Annual General Meeting were as follows.

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



The selection of persons to serve on the Board of Directors of the Company was 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 Board of Directors deemed it appropriate to propose to the Shareholders Meeting to re-elect the 3 retiring directors, namely:

1. Mr. Takahiro Yamashita
2. Mr. Chanand Sophonpanich
3. Mr. Opas Sripornkijachorn

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

1. Mr. Hideo Hatada
2. Mr. Toyohiko Satsuka
3. Mr. Takeshi Yokomori

Therefore, there would be 6 members of the Board of Directors in total.

The information of the nominated candidates for election as directors is provided in Enclosure 7.

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 which stipulates the election of the Company's directors by Cumulative Voting. Persons who obtain the highest number of votes will be elected as directors, in descending order, according to the number of directors who are to be elected. The details of the said Article 14 appeared in Enclosure 6.

The Chairman opened for shareholders to ask questions.

As there was no question, he requested that the Meeting considered and elected directors in place of the directors retiring by rotation.

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. Takahiro Yamashita	583,916,080	0	1
2. Mr. Chanand Sophonpanich	583,916,080	0	1
3. Mr. Opas Sripornkij	583,916,080	0	1
4. Mr. Hideo Hatada	583,916,080	0	1
5. Mr. Toyohiko Satsuka	583,916,080	0	1
6. Mr. Takeshi Yokomori	583,916,080	0	1

#### **Agenda 6 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 2022 - 2023 and the proposed remuneration for year 2024 was provided in agenda 6 of the Notice of the Meeting.

The Board of Directors deemed it appropriate to propose that the Shareholders Meeting consider and approve the directors' remuneration for the financial year 2024 in total amount to be not exceeding THB 15 Million for allocation to all members, which was the same amount as previous year, without other benefits.

The Chairman opened for shareholders to ask questions.

As there was no question, the Chairman 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 2024 in total amount of not exceeding THB 15 Million for allocation to all members, as proposed with the vote result as follows.

Approved	583,917,580	votes; representing	100.0000%
Disapproved	1	votes; representing	0.0000 %
Abstain	0	votes; representing	0.0000%
Voided Card	0	votes; representing	0.0000 %

**Agenda 7 To consider and appoint the auditors for 2024 fiscal year and the determination of their remuneration**

The Chairman invited the Company Secretary to provide more details of this agenda to the Meeting.

Mr. Photchara Wattanawinij, the Company Secretary, stated that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) required that the Annual General Meeting of Shareholders appointed the auditors and determines auditing fee every year. Existing auditors were eligible for re-appointment.

The Board of Directors recommended the Shareholders Meeting to consider the appointment of Ms. Sophaphan Saptipparattana, Certified Public Accountant No. 6523 and/or Ms. Juntira Juntrachaichat, Certified Public Accountant No. 6326, and/or Mr. Mongkol Somphol, Certified Public Accountant No. 8444, and/or Ms. Wimolporn Boonyusthian, Certified Public Accountant No. 4067 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company for the financial year 2024. Any one of these auditors shall audit and express opinion on the Company's financial statements. Among the proposed auditors, Ms. Sophaphan Saptipparattana had signed the Company's financial statements for three years in 2021, 2022 and 2023 while Ms. Juntira Juntrachaichat, Mr. Mongkol Somphol and Ms. Wimolporn Boonyusthian have never affixed his signature on the Company's financial statements.

For the remuneration of the auditors, the Audit Committee deemed it appropriate to propose that the auditors' remuneration be fixed at 1,610,000 Baht an decrease of 31.49 percent compared with the previous year due to the Company does not have to prepare quarterly consolidated and separate financial statements.

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

The auditors of the Company and some subsidiary/associated companies were not from the same accounting firm because the subsidiary/associated company hire their own accounting firm since starting the business, and such accounting firm provided services effectively and timely. In addition, the audit professional fee was not high. The Board of Directors would monitor to ensure that the financial statements be prepared in time.



The Chairman opened for shareholders to ask questions. As there was no question, the Chairman 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 approved the appointment of the auditors for 2023 fiscal year, and determining the auditors' remuneration, as proposed with the vote result as follows.

Approved	583,917,580	votes; representing	100.0000%
Disapproved	1	votes; representing	0.0000%
Abstain	0	votes; representing	-
Voided Card	0	votes; representing	0.0000 %

**Agenda 8 To Consider other business (if any)**

The Chairman stated that the Meeting had already considered and voted and acknowledged the matters proposed and opened for shareholders to ask questions.

Mr. Piyapong Pasartthong, the shareholder, recommended that the Company should hold the ordinary or the extraordinary meeting of shareholders via onsite and online, so called “Hybrid meeting”, for the next meeting.

The Chairman thanked for the recommendation and replied that the Board of Directors would consider the recommendation.

There was no questions or other matters proposed for consideration.

The Chairman thanked the Meeting and declared the Meeting be ended at 11.10 hours.

(Mr. Takahiro Yamashita)  
Chairman of the Meeting



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

Enclosure 3

**The Board of Directors' Annual Report with the Financial Statements for the Year Ended 31 December 2024**

Please scan QR Code to see the Board of Directors' Annual Report with the Financial Statements for the Year Ended 31 December 2024



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

To ensure that the shareholders' meeting of Thai Central Chemical Public Company Limited (the "**Company**") is transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence authenticating the identity of the shareholder or their proxy entitled to attend the meeting, for shareholders to adhere to. However, as some shareholders may not be familiar with the practice of attending the Annual General Meeting of shareholders via electronic media (e-AGM), the Company reserves the right to waive any of these requirements for shareholders or their proxies on a case-by-case basis as the Company considers appropriate.

The shareholder or the proxy who wishes to attend the e-AGM must submit documents or evidence to verify their identity as specified by the Company to the Company by 4 April 2025. After a complete list of the shareholders who are entitled to attend the meeting is verified, the e-AGM service provider will send a link ("**Link**") to attend the meeting and the system manual to the email address specified by the shareholder in the registration form for attending the meeting via electronic media (Enclosure 5). The Link will be sent to the shareholder two days prior to the e-AGM date.

### 1. Request to attend the e-AGM.

A shareholder who wishes to attend e-AGM shall send their request by completing the registration form for attending the e-AGM (Enclosure 5) along with their proof of identity or evidence, or the proxy form and the proof of identity or evidence of the proxy, as follows.

#### 1.1 For Thai natural persons

A copy of the identification card identification card of government officer or identification card of state enterprise official or driving license, certified by the cardholder (if there has been a name change, please provide evidence of the change).

#### 1.2 For non-Thai natural persons

A copy of the passport certified by the document holder.

#### 1.3 For juristic persons registered in Thailand

- (a) a copy of their certification document, issued within the past 90 days by the Department of Business Development, Ministry of Commerce, signed by its authorized director with the corporate seal affixed (if any); and
- (b) a copy of the national ID card or passport of the authorized director, certified by the document holder (if any).

#### 1.4 For juristic persons registered outside of Thailand

- (a) a copy of its corporate certification document, issued within the past 90 days by the competent authority in the relevant country; certified true copy by its authorized director with the corporate seal affixed (if any); and
- (b) a copy of the national ID card or passport of the authorized director, certified true copy by the document holder (as the case may be).



Copies of the documents must be certified true copies. If the documents are produced outside of Thailand, they must be notarized by a notary public. For original documents prepared in any language, other than English, an English translation is needed. The English translation must be submitted together with the other required documents. The juristic person's shareholder or authorized representative must also certify the translation true and correct.

Please send a completed registration form for attending the e-AGM with the proof of identity or the proxy form to the Company by 4 April 2025 to the following addresses:

- Email : [tccc\\_agm@thaicentral.co.th](mailto:tccc_agm@thaicentral.co.th)
- Mail : Company Secretary  
Thai Central Chemical Public Company Limited  
Room 801-806, 809-810, 8<sup>th</sup> Floor, Mitrtown Office Tower,  
944 Rama 4 Rd., Wangmai, Pathumwan,  
Bangkok 10330

## 2. Proxy

The Company has delivered a proxy form (types 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 2025 Annual General Meeting of Shareholders No. 53 ("AGM No. 53"). If any shareholder cannot attend AGM No. 53, he or she may grant proxy to any person to attend and vote on his or her behalf at AGM No. 53. The proxy form must show the proxy holders' name and other required information. The shareholder must send the completed proxy form showing all the required information, together with the evidence as required under section 1 above, with all copies certified true copy, to the Company to the following addresses:

- Email : [tccc\\_agm@thaicentral.co.th](mailto:tccc_agm@thaicentral.co.th)
- Mail : Company Secretary  
Thai Central Chemical Public Company Limited  
Room 801-806, 809-810, 8<sup>th</sup> 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. 53 begins.

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

## 3. Attending the e-AGM

- 3.1 Once you or your proxy sends the request for attending the e-AGM and the documents and proof have been completely verified, you will receive an email from the e-AGM service provider with the Link for attending the meeting and a system's user manual two days prior to the meeting date. Please read the manual on how to use the e-AGM meeting system carefully. If you have not received the email by 8 April 2025, please contact the Company immediately.
- 3.2 Meeting attendance and voting can be done electronically via computers, notebooks, tablets or mobile phones, using Chrome browser, with over 4G internet speed or home internet.



Note: In case you are attending the meeting via tablet or mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting. The app can be downloaded by scanning any of the following QR codes.

- For iOS

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



- For Android

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



- 3.3 The e-AGM system will be open 60 minutes prior to the meeting time. The meeting will start at the specified time which is 10.00 hours on 10 April 2025.
- 3.4 For logging into the system, the shareholder registration number and the number of the shareholder's ID card will be required.
- 3.5 Voting via e-Voting system, a shareholder or their proxy can choose only one choice, either "agree" or "disagree" or "abstain." No vote on any agenda is treated as "agree."

If you have any problems in using the e-AGM system, please contact OJ International Co., Ltd. at +66 2-079-1811.





แบบฟอร์มลงทะเบียนเข้าประชุมผ่านสื่ออิเล็กทรอนิกส์  
Registration Form for Attending the Meeting via Electronic Means

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เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

ข้าพเจ้า ..... หมายเลขประจำตัวประชาชน .....

I/We

ID card No.

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

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น 2568 ครั้งที่ 53 ในวันที่ 10 เมษายน 2568 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ กรุณาส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคลสำหรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) ตามกฎหมายที่เกี่ยวข้อง

I confirm my attendance and voting at the 2025 Annual General Meeting of Shareholders No.53 on 10 April 2025 at 10.00 hours. Please send the personal meeting link to attend the e-Meeting in accordance with the relevant laws.

ลงชื่อ/signed ..... ผู้ถือหุ้น/Shareholder

(.....)

**หมายเหตุ**

โปรดส่งแบบฟอร์มลงทะเบียนเข้าประชุมผ่านสื่ออิเล็กทรอนิกส์พร้อมแนบหลักฐานยืนยันตัวตนหรือหลักฐานการมอบอำนาจยังอีเมล tccc\_agm@thaicentral.co.th ภายในวันที่ 4 เมษายน 2568

**Remark**

Please send Registration Form for Attending the Meeting via Electronic means attached with proof of identity or evidence of proxy to e-mail: tccc\_agm@thaicentral.co.th by 4 April 2025.





**Articles of Association concerning the Shareholders' Meeting and Voting Procedures**

**1. Convening of Meeting**

**Chapter 5 Article 29**

Article 29. An Annual Ordinary 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 one or more shareholders holding shares in aggregate not less than 10 percent of the total number of shares sold may subscribe their names in a written request to the Board of Directors to call an Extraordinary Meeting at any time. The matters and reasons for calling such meeting shall be clearly stated in that written request. In this regard, the Board of Directors shall proceed to hold a meeting of shareholders within 45 days from the date of receiving the written request from the shareholders.

If the Board of Directors fails to hold a meeting within the period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days from the date of expiration of the period under the second paragraph. In such a case, the meeting is deemed to be a shareholders meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in convening the meeting and shall provide reasonable facilitation.

If, at a meeting called by the shareholders under the third paragraph, the number of shareholders present does not constitute a quorum as prescribed in Article 32, the shareholders under the third paragraph shall be jointly liable for the expenses incurred in holding that meeting.

**Chapter 5 Article 30**

Article 30. A shareholders meeting may be conducted via electronic means as provided for under the law on meetings via electronic means.

To summon a shareholders meeting, either being a meeting in person or a meeting via electronic means, the Board of Directors must prepare a written notice calling for the meeting, specifying the place, date, time, agenda, and businesses to be transacted thereat, along with reasonable details including the Board of Directors' opinions thereon. The written notice must be sent to shareholders at least seven days before the date of the meeting, and must be published in a newspaper or via electronic means in accordance with the rules prescribed by the registrar for a period of three consecutive days at least three days before the date of the meeting. The Board of Directors or the director assigned by it will determine the date, time, and place of the shareholders meeting



## 2. Proxy

### Chapter 5 Article 31

Article 31. A shareholder may appoint another person to be their proxy to attend and vote at a shareholders meeting on their behalf, provided that the appointment is made in writing in the form specified by law. The proxy must submit the instrument appointing a proxy to the chairperson of the Board of Directors or a person designated by the chairperson of the Board of Directors at the place of the meeting before attending the meeting.

The proxy under paragraph one may be made by electronic means in accordance with the rules prescribed by the registrar.

## 3. Quorum

### Chapter 5 Article 32

Article 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 Article 34

Article 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.

Directors who remain in office before the annual general meetings shall propose lists of new members of the Board of Directors according to Article 34(4).



#### Chapter 5 Article 35

Article 35. At a meeting of the shareholders, Chairman of the Board of Directors will become Chairman of the Shareholders' Meeting. In the event the 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 on shareholders as the presiding chairman.

### **5. Voting Procedures**

#### Chapter 5 Article 33

Article 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) amendments to the 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.

#### Chapter 5 Article 36

Article 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 Article 48

Article 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 Article 13

Article 13. The Company's Board of Directors must consist of at least five directors, and at least one-half of the total number of directors must have residence in the Kingdom.

### Chapter 4 Article 14

Article 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/she has under (1) to elect one or several persons as directors. In the event of electing several persons as directors, he/she may allot his/her 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 Article 15

Article 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 Articles 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 directors assumes the office.



### **Director's Voting method**

Provisions of 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. Hideo Hatada  
Proposed position : Director  
Age : 59 years old  
  
Education : Bachelor of Engineering, Sophia University



Experience

2013 - 2016 - Director President, Autrans (Thailand) Co., Ltd.  
2016 – 2020 - General Manager, Automotive Division, Automotive Department, Sojitz Corporation  
2020 – Present - General Manager, Secretariat Department, Sojitz Corporation  
2021 - Corporate Officer, Sojitz Corporation  
2023 – Present - Executive Officer, Sojitz Corporation  
2024 – Present - Corporate Board Chairman, Thai Central Chemical Public Company Limited

Directorship or Executive in other business which may cause conflict of interest : None  
Shareholding in the Company as of 1 January 2024 and 31 December 2024 : None, None  
Family relation with other executive : None  
First time appointed as the director : 12 April 2024  
Number of years holding the position as the director : 1 year



No.2

Name : Mr. Takahiro Yamashita  
Proposed Position : Director  
Age : 53 years old  
  
Education : Faculty of Law from Doshisha University



Experience :  
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 business which may cause conflict of interest : None  
Shareholding in the Company as of 1 January 2024 and 31 December 2024 : None, None  
Family relation with other executive : None  
First time appointed as the director : 26 March 2021  
Number of years holding the position as the director : 4 years



No.3

Name : Mr. Takeshi Yokomori  
Proposed position : Director  
Age : 53 years old



Education : Bachelor of Arts in International Relations, University of Tsukuba

Director Training : None

Experience

2007 - 2012 - General Manager, Accounting Department, Sojitz (Hong Kong) Ltd.  
2014 – 2015 - Manager, IFRS Section, Corporate Accounting Department, Sojitz Corporation  
2015 – 2018 - Manager, Group Accounting Sect, General Accounting Dept, Sojitz Corporation  
2018 - 2020 - Manager, ERP Transition Section, ERP Transition Office, Sojitz Corporation  
2020 - 2023 - Assistant General Manager, General Accounting Department, Sojitz Corporation  
2024 - Present - Chief Financial Officer and Executive Vice President Corporation, Thai Central Chemical PCL

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

Shareholding in the Company as of 1 January 2024 and 31 December 2024 : None, None

Family relation with other executive : None

First time appointed as the director : 12 April 2024

Number of years holding the position as the director : 1 year



No.4

Name : Mr. Opas Sripornkijkachorn  
Proposed position : Director  
Age : 56 years old

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)

Experience  
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 business which may cause conflict of interest : None  
Shareholding in the Company as of 1 January 2024 and 31 December 2024 : None, None  
Family relation with other executive : None  
First time appointed as the director : 14 August 2009  
Number of years holding the position as the director : 15 years 8 months



No.5

Name : Mr. Toyohiko Satsuka  
Proposed position : Director  
Age : 50 years old



Education : Waseda University

Experience

2006 - 2011 - Deputy General Manager, Chemical Department, Sojitz India Pvt Ltd.  
2011 - 2012 - Department Manager, Fine Specialty Material Department, Sojitz Corporation  
2012 - 2014 - Deputy Manager, Life Science Business Development Office, Sojitz Corporation  
2015 - 2016 - Assistant Manager, Planning & Administration Office, Sojitz Corporation  
2016 - 2016 - Deputy Manager of Section 3, Specialty Chemical Department, Chemical Division, Sojitz Corporation  
2016 - 2019 - Manager of Section 2, Specialty Chemical Department, Chemical Division, Sojitz Corporation  
2019 - 2022 - General Manager, Corporate Planning Department, Sojitz Pla-net Corporation  
2022 - Present - President, Sojitz (Thailand) Co., Ltd.

Directorship or Executive in other business which may cause conflict of interest : None  
Shareholding in the Company as of 1 January 2024 and 31 December 2024 : None, None  
Family relation with other executive : None  
First time appointed as the director : 12 April 2024  
Number of years holding the position as the director : 1 year



No.6

Name : Mr. Chanand Sophonpanich  
Proposed position : Director  
Age : 30 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

Experience :  
2019 - Present - Assistance Vice President  
Bangkok Bank PCL



Directorship or Executive in other business which may cause conflict of interest : None  
Shareholding in the Company as of 1 January 2024 and 31 December 2024 : None, None  
Family relation with other executive : None  
First time appointed as the director : 24 July 2020  
Number of years holding the position as the director : 4 years 9 months





**Proxy Form A. (General Form)**  
**Annexed to Notice of Department of Business Development**  
**Re: Proxy Form (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 any of

(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 .....

as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting No. 53 to be held  
on 10 April 2025 at 10.00 hours via electronic means or such other date, time and place as may be adjourned.

Any acts or things which may be done or executed by the proxy at the above meeting shall be deemed  
as if it had been done or executed by me/us 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.



**Proxy Form B.**  
**(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)**  
**Annexed to Notice of Department of Business Development**  
**Re: Proxy Form (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 any of

(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 .....

as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders No. 53 to be held on 10 April 2025 at 10.00 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 2024 Operational Performance and the Board of Directors' Annual Report
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 ended 31 December 2024
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 ended 31 December 2024
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 their 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. Hideo Hatada
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Takahiro Yamashita
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Takeshi Yokomori
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Opas Sripornkijkachorn
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Toyohiko Satsuka
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mr. Chanand Sophonpanich
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director :
- ☐ 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 their 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 2025 fiscal year and the determination of their remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their own discretion.
- ☐ (b) The proxy must cast the votes in accordance with the following instructions:
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 7 Other business (if any)
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 instruction specified 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 their 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 2025 Annual General Meeting of Shareholders No. 53 to be held on 10 April 2025 at 10.00 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 their 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 their 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 their 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 their 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 their 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
- 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

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

### 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: Proxy Form (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 any of

(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 .....

as our proxy to attend and vote on our behalf at the 2025 Annual General Meeting of Shareholders No. 53  
to be held on 10 April 2025 at 10.00 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 2024 Operational Performance and the Board  
of Directors' Annual Report
  - ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 ended 31 December 2024
  - ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 ended 31 December 2024
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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. Hideo Hatada  
☐ 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. Takeshi Yokomori  
☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes
- Name of Director : Mr. Opas Sripornkijachorn  
☐ Approve with .. votes ☐ Disapprove with .. votes ☐ Abstain with .. votes
- Name of Director : Mr. Toyohiko Satsuka  
☐ 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 their 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 2025 fiscal year and the determination of their remuneration
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 Other business (if any)
- ☐ (a) The proxy is entitled to cast the votes on my/our behalf at their 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 2025 Annual General Meeting of Shareholders No. 53 to be held on 10 April 2025 at 10.00 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 their 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 their 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 their 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 their 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 their 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 their 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
- 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

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

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



## Privacy Notice to Shareholders and Proxies

Thai Central Chemical Public Company Limited (the "**Company**") gives precedence to privacy of our shareholders and their proxies. To ensure our compliance with the Personal Data Protection Act B.E. 2562(2019), this privacy notice is given to you and your proxy 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, national ID number or passport number, date of birth, gender, nationality, shareholder's number, number of shares, address, telephone number, e-mail address, photographs, and video clip. We will retain such personal data throughout the period prescribed in the applicable laws and as necessary for the objective of collection.

### 2. **The objective of collection, use and disclosure**

We may collect, use and disclose personal data to carry out activities for holding our annual general meeting of shareholders, such as invitation, identification, proceeding, voting, keeping minutes, and public relation. personal data may be disclosed to the relevant authorities.

### 3. **Possible effect where the personal data is not provided**

We find it necessary to collect, use and disclose such personal data in compliance with the laws. If you or your does not provide any required personal data, we may prevent you or your proxy from attending the annual general meeting of shareholders or voting.

### 4. **Rights of the data subject**

You and your 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 fails to comply with the Personal Data Protection Act B.E. 2562 (2019).

### 5. **Contact for exercising the right of Data subject**

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

