



# **Invitation to Attend the Annual General Meeting of Shareholders For the year 2023**

**Global Green Chemicals Public Company Limited  
On Monday, April 3, 2023 at 13.30 hrs.**

**via Electronic Means (E-AGM)  
according to the Emergency Decree  
on Electronic Meeting B.E. 2563**



## Privacy Notice

### For the Annual General Meeting of Shareholders 2023

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

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

It is necessary for the Company to collect your personal data i.e. name, surname, identification number, date of birth, gender, nationality, shareholder identification number, number of shares, image, video recording of the meeting and Shareholders’ contact Information and registration information related to electronic systems access such as Email, IP Address (in case of online access to the meeting) etc.

For identifying and granting a proxy, it is necessary for GGC to collect the copy of shareholder’s or proxy personal identification card or other documents which may contain Sensitive Data such as religion. GGC has no intention to collect such Sensitive Data. Accordingly, you can redact such data. Otherwise, you authorize us to redact such Sensitive Personal Data and the relevant personal identification document shall be in full force and effect.

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

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

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

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

- Inviting the Annual General Meeting of Shareholders for the year 2023 and holding the Annual General Meeting of Shareholders as required by law, or delivering documents as requested by shareholders.
- Probably disclosing Personal Data to other persons or regulatory authorities related to the mentioned purposes as required by law such as Department of Business Development; Ministry of Commerce, SET and Electronic conferencing administrator.
- Using for promoting GGC’s public relations under legitimate interest basis and the interests of GGC shall not override the fundamental rights and freedoms of the shareholders and/or proxy holders.

- **Retention Periods for Personal Data**

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

- **Rights of Data Subject**

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

- **Contact Information**

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

Corporate Legal Department

Global Green Chemicals Public Company Limited

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

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

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### **Remarks:**

GGC will send documents to Shareholders by mailing as follows:

- 1) The Notice of Meeting with barcode for registration. Shareholders can also download the full version of the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2023 and attachment via QR Code.
- 2) Privacy Notice for the Annual General Meeting of Shareholders for the Year 2023
- 3) Attachment 4 The Procedures for Registration to attend Annual General Meeting of Shareholders for the year 2023 via Electronic Means (E-AGM) and Proxy Appointment
- 4) Attachment 5 Proxy Form B (recommend using Form B)
- 5) The Business Reply Envelope

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



บริษัท โกลบอลกรีนเคมิคอล จำกัด (มหาชน)

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GLOBAL GREEN CHEMICALS PUBLIC COMPANY LIMITED

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Ref. No. 01- 025 /2023

March 3, 2023

Subject : Invitation to Attend the Annual General Meeting of Shareholders for the year 2023

To : Shareholders of Global Green Chemicals Public Company Limited

- Attachment :
1. Curricula Vitae of the Nominated Persons to Be Elected as Directors of GGC and Definition of Independent Director
  2. GGC's Scope of Duties and Responsibilities of Sub-Committees
  3. Information of Independent Directors for Appointment of Proxy
  4. Procedures for Registration to attend the Annual General Meeting of Shareholders for the Year 2023 via Electronic Means (E-AGM) and Appointment of Proxy
  5. Proxy Form B (recommend using Form B), Proxy Form A and Proxy Form C can be Downloaded from GGC's website at [www.ggcplc.com](http://www.ggcplc.com)
  6. GGC's Articles of Association regarding the Shareholders Meeting and Vote Casting
  7. Instruction to download the 56-1 One Report for the Year 2022 and the 2022 Integrated Sustainability Report from QR Code

The Board of Directors of Global Green Chemicals Public Company Limited ("GGC") has resolved that the Annual Shareholders Meeting for the year 2023 will be held on Monday, April 3, 2023 at 13.30 hrs. through electronic means (E-AGM) according to the Public Limited Companies Act, B.E. 2535 (1992) which be amended to the Public Limited Companies (No. 4) Act, B.E. 2565 (2022) and the Emergency Decree on Electronic Meeting B.E. 2563 (1992) and other related laws and regulations to consider matters according to the agendas as follows:

**Agenda 1: To acknowledge the GGC's operation for the year 2022 and the recommendation for GGC's business plan and approve GGC's financial statements for the year ended December 31, 2022.**

*(Required Votes : acknowledgement GGC's Operation for the Year 2022 and the Recommendation for GGC's Business Plan and majority vote of the shareholders who attend and vote for approval GGCs Statement of Financial Statements for the Year Ended December 31, 2022 )*

**Objectives and Reasons:** GGC prepared the report relating to GGC's business operation of the year 2022 in all aspects as the details appeared in the 56-1 One Report for the Year 2022 according

to the QR Code in the Invitation Letter and business plan will be presented to the Meeting. Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 (Including its amendment) (the “Public Limited Companies Act”), GGC shall propose the statement of financial position and statement of income for the year ended December 31, 2022 which were audited and certified by the auditors for the Shareholders Annual General Meeting’s approval.

GGC prepared the financial statements for the year ended December 31, 2022 which were audited and certified by GGC’s auditor and reviewed by the Audit Committee as the details appeared in the 56-1 One Report for the Year 2022 according to the QR Code in the Invitation Letter.

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

<b>Total Operating Performance</b>	<b>Year 2022</b>	<b>Year 2021</b>
Selling and Service Revenues (Million Baht)	25,084	20,923
Profit (Loss) for the Year (Million Baht)	953	330
Profit (Loss) per Share (Baht per Share)	0.93	0.32

<b>Total Financial Position</b>	<b>As at December 31, 2022</b>	<b>As at December 31, 2021</b>
Assets (Million Baht)	13,633	13,517
Liabilities (Million Baht)	3,306	3,547
Equity (Million Baht)	10,327	9,970

**The Audit Committee’s Opinion:** The Audit Committee considered and reviewed the financial statements for the year 2022 ended December 31, 2022 which were audited and certified by the auditor of GGC, and deemed it appropriate to propose to the Board of Directors in order to propose for the Annual General Meeting of Shareholder’s approval.

**The Board of Directors’ Opinion:** The Board of Directors agree to propose the Annual General Meeting of Shareholders to acknowledge GGC’s business operations for the year 2022 and the recommendation for GGC’s business plan and to approve GGC’s audited financial statements for the year ended December 31, 2022 which were audited by the auditors and reviewed by the Audit Committee.

**Agenda 2: To consider and approve the allocation of profit, the Legal Reserve Fund and dividend payment for the operating results in the year 2022.**

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

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

In addition, Section 115 of the Public Company Limited Act B.E. 2535 and Article 46 of GGC's Articles of Association prescribed that the payment of dividend shall be approved by Shareholders Meeting. The Board of Directors from time to time may pay an interim dividend to the shareholders when the Board of Directors deemed that the profit of GGC justifies such payment. After such payment has been paid, it shall be reported for acknowledgement at the next shareholders meeting. Furthermore, according to Section 116 of the Public Company Limited Act B.E. 2535 and Article 47 of GGC's Articles of Association, GGC must appropriate to a reserve fund, from the annual net profits, at least five (5) percent of the annual net profits, less the carried-forward accumulated losses (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

The Operating results of GGC ended 31 December 2022, audited by the auditor of GGC, recorded Baht 953 million net profit. Based on the various conditions, present cash flow ability, and maintaining dividend payment at the comparable rate to other returns on investment, GGC deems appropriate to propose the allocation of profit as legal reserve at Baht 37,653,000 and the dividend distribution for the operating results in the year 2022 at the rate of Baht 0.50 per share amounting of approximate totaling Baht 512 million, or 54% of the net profit according to the consolidated financial statement in compliance with GGC's dividend Policy. The Company has already distributed the interim dividend on Tuesday, September 6, 2022 at the rate of Baht 0.25 per share, totaling approximately Baht 256 million. The final dividend will be Baht 0.25 per share, totaling approximately Baht 256 million, which will be paid from the unappropriated retained earnings which was subject to corporate income tax of 20% whereby individual shareholders are entitled to claim tax credit equaling the product of dividend times 20/80 under the section 47 bis of the Code of Revenue.

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

<b>Detail of Dividends Payment</b>	<b>The Operating Results in the Year 2022</b>	<b>The Operating Results in the Year 2021</b>	<b>The Operating Results in the Year 2020</b>
1. Net profit after deduction of tax (Million Baht)	953	330	560
2. Profit per share (Baht/Share)	0.93	0.32	0.55
3. The number of shares (Shares)	1,023,666,700	1,023,666,700	1,023,666,700
4. Par value (Baht)	9.50	9.50	9.50
5. Total dividend paid per share (Baht : Share)	0.50	0.35	0.35
5.1 Interim Dividend	0.25	-	-
5.2 Final Dividend	0.25	0.35	0.35
6. Total dividend paid (Million Baht)	512	358	358
7. Dividend payment ratio (Percentage)	54	109	64

**The Board of Directors' Opinion:** The Board of Directors agreed to propose the Annual General Meeting of Shareholders to consider and approve the allocation of profit as legal reserve at Baht 37,653,000 or 5 percent of 2022 Net Profits and a dividend distribution at the rate of Baht 0.50 per share approximate totaling Baht 512 million and acknowledgement the Interim dividends payment, of which Baht 0.25 per share, totaling approximately Baht 256 million, was paid as an interim dividend on Tuesday, September, 6 2022. The final dividend will be Baht 0.25 per share, totaling approximately Baht 256 million which will be paid from the unappropriated retained earning. The payable amount shall be paid to the shareholders whose names are listed on the Record Date on Friday, February 24, 2023 and the Shareholders are entitled to receive dividend on Thursday, April 20, 2023.

However, the right to receive such dividend is uncertain because GGC has to seek prior approval from the Shareholder's Meeting for the year 2023.

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

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

**Objectives and Reasons:** According to the Public Limited Company Act B.E. 2535 (1992) and Article 14 of GGC's Articles of Association, at every annual general meeting, one-third (1/3) of the Directors have to retire by rotation. If not, the nearest numbers of one-third (1/3) shall retire. The retirement of Directors during the first and second year following the registration of GGC shall be voluntary. If the number of volunteering Directors is not sufficient, the remaining number

shall be determined by drawing lots. In subsequent years, the Director who has been in office for the longest term shall retire. However, the retiring Director is eligible for re-election.

In the Annual General Meeting of Shareholders for the year 2023, there are 4 Directors due to retire by rotation namely:

- |                              |   |
|------------------------------|---|
| 1. ACM Songtam Chokkanapitag | Independent Director and Chairman of Nomination & Remuneration Committee                            |
| 2. Mrs. Kannika Ngamsopee    | Independent Director, Chairman of Risk Management Committee and Director to Audit Committee         |
| 3. Mr. Varit Namwong         | Director, Director to Nomination & Remuneration Committee and Director to Risk Management Committee |
| 4. Mr. Kridsada Prasertsuko  | Director and Director to the Risk Management Committee  |

Though SET news release and GGC's website, [www.ggcplc.com](http://www.ggcplc.com), GGC provided the Shareholders the opportunity to nominate the qualified person(s) for the directorship from October 1 - December 31, 2022. There was no proposal of directorship to the Company.

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

- |                              |   |
|------------------------------|---|
| 1. Mr. Kajohn Srichavanothai | to be elected as Independent Director replacing ACM Songtam Chokkanapitag |
| 2. Mrs. Kannika Ngamsopee    | to be re-elected for another term as Independent Director                 |
| 3. Mr. Varit Namwong         | to be re-elected for another term as Director                             |
| 4. Mr. Kridsada Prasertsuko  | to be re-elected for another term as Director                             |

The curriculum vitae of 4 nominated persons are enclosed in Attachment 1. Nominees no. 1 and no. 2 are qualified in accordance with GGC's definition of Independent Director which is specified pursuant to those defined by the Capital Market Supervisory Board, and even more stringent on shareholding ratio as described in Attachment 1.



**The Board of Directors' Opinion:** The Board of Directors, excluding the Directors who have conflict of interest in this matter, considered with duties and cares and agreed with the Nomination and Remuneration Committee's recommendation to propose to the Meeting to elect (1) Mr. Kajohn Srichavanothai (2) Mrs. Kannika Ngamsopee (3) Mr. Varit Namwong and (4) Mr. Kridsada Prasertsuko. Nominees no. 1 and no.2 have gone through a screening process and are qualified in accordance with GGC's definition and are able to raise independent opinion according to the relating rules and regulations.

**Agenda 4: To Consider and Approve the Directors' Remuneration.**

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

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

**The Nomination and Remuneration Committee's Opinion:** The Nomination and Remuneration Committee has considered the Directors and Sub-Committees' remuneration for the year 2023 and bonus for the year 2022 by taking into account the following matters: GGC's performance for the year 2022, economic situation, principle and policies approved by the shareholders, the Directors' duties and responsibilities together with conformity with other listed companies within the same industry of similar size. It deemed appropriate to propose the Shareholders Meeting to consider and approve the principle of the Directors' and Sub-Committees remuneration for the year 2023 as follows:

- (1) Director's remuneration: To be maintained on the same principle and at the same rate of the year 2023 as follows:

The Directors' Remuneration	Proposed for 2023	2022
	(Baht/person/month)	(Baht/person/month)
Chairman	37,500 (Same rate)	37,500
Director	30,000 (Same rate)	30,000

- (2) Sub-Committees' attendance fee: To be maintained meeting allowance for those who attend the meeting on the same principle and at the same rate of the year 2022 i.e. Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainable Development Committee and Risk Management Committee including other sub-committees appointed by the Board of Directors as necessary and appropriate in the future (Scope of Duties & Responsibilities of Sub-Committees is in Attachment 2) as follows:

Meeting Allowance (Only pay to those who attend the meeting)	Proposed for 2023	Proposed for 2022
	(Baht / person / time)	(Baht / person / time)
Chairman	25,000 (Same rate)	25,000
Director	20,000 (Same rate)	20,000

- (3) Directors' bonus for the year 2022: to be maintained on the same principle and at the same rate as follows

“The Bonus will be paid to the Board of Directors only if GGC pay out the dividend to the shareholders in each year, but not exceed the amount of Baht 10 million, at the rate of 0.5% of GGC's net profit paid base on the period in the position and the Chairman shall receive a bonus at a higher rate than that paid to other directors by 25%”

- (4) Other Remuneration: None

**The Board of Directors' Opinion:** The Board of Directors deems appropriate to propose the Shareholder's Meeting to approve the Directors and Sub-Committees Remuneration for the year 2023 and Directors' bonus for the year 2022 as proposed by the Nomination and Remuneration Committee.

**Agenda 5: To Consider the Appointment of the Auditor and Determine the Auditor Annual Fee for the Year 2023.**

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

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

According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the

financial position and results of operations of the issuing Company (Issue Code) shall come into force from January 1, 2019 onwards, requiring the issuing company whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of GGC for the past seven fiscal years, whether consecutive or not. GGC will appoint such auditor as GGC's auditor after the period at least five consecutive fiscal years.

**The Audit Committee's Opinion:** The Audit Committee considered independence, qualifications, skills, knowledge and abilities and experience in business which is acceptable and in good condition Audit Committee Therefore, it is appropriate to propose to the Board of Directors. To consider and propose to the Annual General Meeting of Shareholders to consider appointing auditors and fixing audit fees for the year 2023 with details as follows:

(1) Name of the Auditors and the Company: KPMG Phoomchai Audit Company Limited ("KPMG") to be GGC's auditor for the year 2023.

1) Ms. Thanyalux Keadkeaw	C.P.A (Thailand) Reg No. 8179 Auditing during the past 5 years: 1 year or
2) Mr. Waiyawat Korsamarnchaiyakij	C.P.A (Thailand) Reg No. 6333 Auditing during the past 5 years: -None- or
3) Ms. Dussanee Yimsuwan	C.P.A (Thailand) Reg No. 10235 Auditing during the past 5 years: -None- or
4) Ms. Sophit Prompol	C.P.A (Thailand) Reg No. 10042 Auditing during the past 5 years: -None-

(2) Annual Remuneration Fee for the year 2023: To propose the 2023 annual fee of Baht 1,500,900 excluding other expenses such as BOI Report Certification Fee travel and accommodation expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

<b>Auditor's Remuneration</b> (Unit : Baht)	<b>Proposed for 2023</b>	<b>2022</b>
Quarterly and Annual Audit Fee	1,500,900 (Increase)	1,300,000

**Remarks:**

- The non-audit fee in 2022 (if any) shall vary according to categories and workload serviced by Phoomchai Audit Company Limited (“KPMG”)
- According to the acquisition of the entire business of Thai Fatty Alcohols Co., Ltd. (TFA), GGC holds 100% of TFA’s ordinary shares, effective under the law on October 1, 2022. In this regard, this transaction is resulting in audit fee of GGC’s group since 2023-2024 shall be increased. But, overall of audit fee of GGC’s group in 2023 has dropped when compared to the previous year.

(3) Relation with GGC: Phoomchai Audit Company Limited (“KPMG”) proposing to audit GGC has no relationship or conflict of interest with GGC/ subsidiaries/executives/the major shareholders or the related person of such. The said auditor is accordingly independent to audit and comment GGC’s financial statements.

(4) Service to Other Companies: Phoomchai Audit Company Limited (“KPMG”) will provide service in the year 2023 to GGC, its subsidiaries, joint venture totaling 2 companies.

**The Board of Directors’ Opinion:** The Board of Directors agreed with the recommendation from the Audit Committee to propose the Annual General Meeting of Shareholders to approve the appointment of KPMG Phoomchai Audit Company Limited (“KPMG”) to be GGC’s auditor for the year 2023, namely 1) Ms. Thanyalux Keadkeaw C.P.A (Thailand) Reg No. 8179 or Mr. Waiyawat Korsamarnchaiyakij C.P.A (Thailand) Reg No. 6333 or Ms. Dussanee Yimsuwan C.P.A (Thailand) Reg No. 10235 or Ms. Sophit Prompol C.P.A (Thailand) Reg No. 10042. The Annual Fee of Baht 1,500,900 excluding other expenses such as BOI Report Certification Fee travel and accommodation expenses, telephone, postage, stamp duty, photocopying fee (actually charged, as not exceeding 10% of the audit fee)

**Agenda 6: To Consider and Approve the Debenture Issuance Plan during 2023-2027.**

*(Required Votes : not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote)*

**Objectives and Reasons:** According to GGC’s strategic plan to drive sustainable growth, including competitiveness improvement in the future, GGC plans to invest in various projects. Therefore, to prepare the investment capital, GGC has a financial plan to support the capital

requirement for the next 5 years (2023-2027). GGC shall consider various debt instrument to support the investment plan and consider the appropriate financial ratio.

GGC deemed appropriate to propose the amount of debenture issuance and sale not exceeding Baht 5,000 million to be applicable and valid for 5 years (2023-2027). GGC may count the amount of debentures which are redeemed or repurchased, including issuing new debentures for refinancing existing debentures or existing loans e.g. bond exchange and/or liability management, within such period of time toward the amount of debentures that GGC may issue after that on a revolving principal basis. In addition, GGC requests an approval for authorities assignment to the Board of Directors or any person authorized by the Board of Directors to do or act necessarily to the issuance and sale of the debentures.

**The Board of Directors' Opinion:** The Board of Directors agreed to propose the Annual General Meeting of Shareholders to consider and approve the Debenture Issuance Plan in the amount of not exceeding Baht 5,000 million. The outstanding amount of debenture at any time shall not exceed Baht 5,000 million and the debenture issuance shall be made within the period of 5 years (2023-2027). The issuance can be at one time or several times, and the debenture issuance can be offered as public offering and/or private placement in accordance with the law on securities and stock exchange. Furthermore, the amount of debentures that have been redeemed and/or repurchased and/or exchanged and/or refinanced within the period of 5 years (2023 – 2027), shall be re-issued as the revolving principal.

Additionally, each debentures issuance must be approved by the Board of Directors before making the issuance and sale.

**Agenda 7: To Consider and Approve the Amendment of the Objectives of GGC and the Amendment to Clause 3 of GGC's Memorandum of Association.**

*(Required Votes : not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote)*

**Objectives and Reasons:** In order to accommodate the future business operations and align with the growth strategy of GGC. GGC deems appropriated to amend the Objectives Clause. 1, 5, 7, 18 and 24 and adding Clause. 25, 26 and 27 with the following details:

1) Amend the Objectives of GGC

Existing GGC's Objective	Proposed Amendment Objective
<p>(1) To plan, promote, design, explore, develop, construct, acquire knowledge and technology, and operate all types of businesses relating to green chemical products, including</p> <p>(a) ...</p> <p>(b) biofuel such as ethanol, biodiesel and other by-products, including chemicals which are used as raw materials in the biofuel production, such as sugar cane juice, sugar, and derivative products thereof;</p> <p>(c) ...</p>	<p>(1) To plan, promote, design, explore, develop, construct, acquire knowledge and technology, and operate all types of businesses relating to green chemical products, including</p> <p>(a) ...</p> <p>(b) biofuel such as ethanol, <u>bio-aviation fuel</u> and other by-products, including chemicals which are used as raw materials in the biofuel production, such as sugar cane juice, sugar, and derivative products thereof;</p> <p>(c) ...</p>
<p>(5) To borrow or overdraw money from juristic persons, banks or other monetary institutions and to lend money or commercial credit or to grant credit by other means, with or without securities, including to issue, accept, transfer or endorse bills, debentures, convertible debentures, debt instruments and evidence of obligations, other negotiable instruments relating to any finance or obligation, from time to time, in order to serve the Company's lawful objectives, including to mortgage, pledge and create any encumbrances on the Company's properties, rights and benefits, in whole or in part, as collateral for the repayment of such debts, except for banking business, capital business, and credit fancier business.</p>	<p>(5) To borrow or overdraw money from juristic persons, banks or other monetary institutions and to lend money or commercial credit or to grant credit by other means, with or without securities, including to issue, accept, transfer or endorse bills, debentures, convertible debentures, debt instruments and evidence of obligations, other negotiable instruments relating to any finance or obligation, from time to time, <u>as well as, issue and offer digital tokens for sale to the public, including any person under the law on digital asset business operation, notifications issued under the said law, and any other laws or regulations applicable during that time and conduct any other operations related to issuance and offering of digital tokens,</u> in order to serve the Company's lawful objectives, including to mortgage, pledge and create any encumbrances on the Company's properties, rights and benefits, in whole or in part, as collateral for the repayment of such debts, except for banking business, capital business, and credit fancier business.</p>
<p>(7) To invest in or hold shares in any limited companies or public limited companies, for the advantage of the Company, whether their objectives are related to those of the Company,</p>	<p>(7) To invest in or hold shares in any limited companies or public limited companies, <u>to establish, invest in or hold shares, debenture stocks, bonds or securities, or security issued or granted by any company, person, or entity within</u></p>

Existing GGC's Objective	Proposed Amendment Objective
and to invest in various securities for the advantage of the Company.	<u>or outside the Kingdom of Thailand, as well as in any digital asset business or any business relating to, connecting with, or beneficial to digital asset business; or to trade, exchange, or invest in securities, digital assets; or operate any digital asset business under the law on digital asset business operation, regardless of whether or not digital assets conform to the definitions prescribed by the law on digital asset business operation, including any other business related to digital assets and any business relating to, or beneficial to, or supporting digital asset business, business relating to goods and services in electronic or digital form, or any other related business, when authorized by a supervisory authority and/or relevant authority for the cases requiring permission</u> , for the advantage of the Company, whether their objectives are related to those of the Company, and to invest in various securities for the advantage of the Company.
(18) To engage in the business of trading of drugs, medicines, pharmaceutical products, chemical products, fertilizers, herbicides and all types of plant and animal supplements.	(18) To engage in the business of trading of drugs, medicines, pharmaceutical products, chemical products, <u>medical supplies, scientific instruments and equipment</u> , fertilizers, herbicides and all types of plant and animal supplements.
(24) To offer securities in the form of shares, preferred shares, preferred shares convertible into ordinary shares, debentures, debentures convertible into ordinary shares, debt instruments, notes, investment units, securities or any other instruments, warrants representing the right to purchase all types of securities, warrants representing the right to purchase investment units, or other types of securities or instruments as prescribed or to be prescribed by the law, or as permitted, for sale to shareholders, the public or any persons, at the par value, or at the price higher or lower than the par value.	(24) To offer securities in the form of shares, preferred shares, preferred shares convertible into ordinary shares, debentures, debentures convertible into ordinary shares, debt instruments, notes, investment units, securities or any other instruments, warrants representing the right to purchase all types of securities, warrants representing the right to purchase investment units, or other types of securities or instruments as prescribed or to be prescribed by the law, or as permitted, <u>as well as, issue and offer digital tokens for sale to the public, including any person under the law on digital asset business operation, notifications issued under the said law, and any</u>

Existing GGC's Objective	Proposed Amendment Objective
	<u>other laws or regulations applicable during that time and conduct any other operations related to issuance and offering of digital tokens, for sale to shareholders, the public or any persons, at the par value, or at the price higher or lower than the par value.</u>

2) Propose new Objectives of GGC

(25) To engage in the commerce, manufacturing, purchasing, procurement, keep, preserve, use, possess, hold title, sale, import and export; acting as consultant, brokerage, agency and commission agency businesses, as well as, providing services, giving advice, training, research, development and managing by any other means which related to Health & Nutrition products, including food supplements industry, personal care, animal feeds and other by-products, in addition, chemicals which use as raw materials to manufacture Health & Nutrition products and derivative products of the mentioned products.

As well as, to operate factories, marketing, transportation and to construct operation rooms, laboratories, warehouses, and other facilities relating to the Health & Nutrition businesses as mentioned above and to import, purchase, manufacture, or to acquire by any other means any machinery, structural equipment, and raw materials beneficial to the operation of such businesses.

(26) To plan, promote, explore, develop, invest, cooperate, conduct, research, and acquire knowledge, techniques and technology, and to engage in the business of Carbon dioxide, Carbon compounds, reducing Carbon dioxide emissions or other greenhouse gases, products derived or related to the mentioned. Rights arising from reducing the amount of emission into the environment in various types such as carbon credit, Renewable Energy Certificate and purchasing and selling in the relevant market, as well as, financial instruments, derivatives related to carbon credit, planting forests and mangrove forests or any other type of operations for carbon credit and any actions related to, supporting, close to, or beneficial to such businesses.

(27) To carry out the electronic business of all types and categories; to provide search services on the internet; to provide services as a consultant and advise to business operators on how to establish electronic commerce business systems; to provide electronic commerce business system development services; to establish systems and arrange administration, distribution, marketing, payment systems, transportation and purchases and sales of goods to and from business operators in general (except for the direct sales or direct marketing business)



In addition, to reflect the amendment of GGC's objectives as stated above, GGC recommended the Meeting to approve the amendment to Clause 3. of GGC's Memorandum of Association to be "Clause 3. The objectives of the company comprise of 27 clauses as appeared in the attached Form BorMorJor. 002."

**The Board of Directors' Opinion:** The Board of Directors deems appropriate to propose the Shareholder's Meeting to consider and approve the Amendment of the Objectives of GGC Clause. 1, 5, 7, 18, 24, 25, 26, 27 and the Amendment to Clause 3 of GGC's Memorandum of Association in accordance with the future business operation.

**Agenda 8: To Consider and Approve the Amendment of Articles of Association of GGC.**

*(Required Votes : not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote)*

**Objectives and Reasons:** To clarify the GGC's Articles of Association and in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020), the Public Limited Companies (No.4) Act, B. E. 2565 (2022) and Announcement of Department of Business Development re. Delivery of Documents via Electronic Means B.E. 2565 (2022); re. Delivery of Documents via Electronic Means B.E. 2565 (2022); and re. Appointment of Proxy for Shareholders Meeting via Electronic Means B.E. 2565 (2022). GGC deems appropriated to amend Articles 27 of Chapter 3 Board of Directors and Articles 32, 33 and 34 of Chapter 4 Shareholders Meeting with the following details:

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
<p><b>Article 27.</b> The Company’s board of directors shall hold meeting at least once every three (3) months.</p>	<p><b>Article 27.</b> The Company’s board of directors shall hold meeting at least <u>one (1) time, every three (3) months.</u></p> <p><u>A meeting of the Board of Directors shall be conducted via electronic means in compliance with the criteria for teleconference as prescribed by laws. In such a case, the Company’s head office shall be deemed to be the meeting place.</u></p>
<p>The chairman shall be the person summoning a meeting of the board of directors.</p>	<p>The chairman shall be the person summoning a meeting of the board of directors.</p>

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
<p>Two (2) or more directors may request the chairman to convene a board of directors meeting. In the event that two (2) or more directors request for the board of directors meeting, the chairman shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>In summoning a meeting of the board of directors, the chairman or a person designated shall send notices thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning for meeting may be</p>	<p><u>In a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, two (2) or more directors may request the chairman to convene a board of directors meeting. Provided that they must clearly state the reasons for proposing a meeting of the board of directors to consider.</u> In the event that two (2) or more directors request for the board of directors meeting, the chairman shall <u>convene and</u> determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p><u>In case the chairman or the person designated by the chairman does not perform under Paragraph four, the directors who request shall gather to convene and schedule the meeting of the board of directors to consider request agenda within fourteen (14) days from the due date of the period under Paragraph four.</u></p> <p><u>In case the chairman of the Board of Directors is not present for any reason, a vice-chairman shall convene the meeting of the board of directors. If the Vice-chairman is not present for any reason, two (2) or more directors shall convene the Board of Directors meeting.</u></p> <p>In summoning a meeting of the board of directors, the chairman or a person designated <u>by the chairman</u> shall send notices thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning for meeting may be made by <u>electronic method or</u></p>

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
<p>made by other methods and the earlier meeting date may be fixed.</p> <p>The chairman or the person designated by the chairman shall fix the date, time and place to convene the board of directors meeting. The meeting place may be fixed at the place other than the Company's head office or in any other locations.</p> <p>Minutes of the board of directors and the shareholders meeting shall be prepared and completed by the board of directors within fourteen (14) days from the date of the relevant meeting.</p>	<p>other methods and the earlier meeting date may be fixed.</p> <p><u>In summoning a meeting of the Board of Directors as mentioned above, the Company or the directors shall send the notice of the meeting to the Company's directors by electronic method if such directors have informed the intention or given consent to send a letter or notice by electronic method to the Company or the Board of Directors in accordance with the rules prescribed by law.</u></p> <p>The chairman or the person designated by the chairman shall fix the date, time and place to convene the board of directors meeting. The meeting place may be fixed at the place other than the Company's head office or in any other locations.</p> <p>Minutes of the board of directors and the shareholders meeting shall be prepared and completed by the board of directors within fourteen (14) days from the date of the relevant meeting.</p>
<p><b>Article 32.</b> The board of directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.</p> <p>Shareholders meetings, other than those specified above, shall be called the extraordinary meeting. The board of directors may summon an extraordinary meeting whenever it deems appropriate.</p>	<p><b>Article 32.</b> The board of directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.</p> <p>Shareholders meetings, other than those specified above, shall be called the extraordinary meeting. The board of directors may summon an extraordinary meeting whenever it deems appropriate.</p> <p><u>Shareholders meetings shall be conducted via electronic means in compliance with</u></p>

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
<p>Shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may, at any time, requesting the Board of Directors to call and extraordinary meeting; provided that they must clearly state the reasons for such request in the said letter. In this case, the Board of Directors shall convene the shareholders meeting within forty-five (45) days from the date of receipt of such letter.</p> <p>In case that the Board of Directors does not convene an extraordinary meeting of shareholders within such period under Paragraph 2, shareholders who subscribe their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under Paragraph 2. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p>	<p><u>the criteria for teleconference as prescribed by laws.</u></p> <p>Shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may, at any time, <u>subscribe their names in a letter</u> requesting the Board of Directors to call and extraordinary meeting; provided that they must clearly state the reasons for such request in the said letter. In this case, the Board of Directors <u>must</u> convene the shareholders meeting within forty-five (45) days from the date of receipt of such letter.</p> <p>In case that the Board of Directors does not convene an extraordinary meeting of shareholders within such period under Paragraph <u>4</u>, shareholders who subscribe their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under Paragraph <u>4</u>. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p><u>In case shareholders call the meeting themselves as Paragraph five, shareholders who call the meeting shall send the notice of the meeting to shareholders via electronic method if such shareholders have informed the intention or given consent to send a letter or notice by electronic</u></p>

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
<p>In the case where, at the meeting called by shareholders under Paragraph 3, the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Article 35, the shareholders under Paragraph 3 shall jointly be responsible for the expenses arising from the arrangement of such shareholders meeting to the Company.</p>	<p><u>method to the Company or the Board of Directors in accordance with the rules prescribed by law.</u></p> <p>In the case where, at the meeting called by shareholders under Paragraph <u>5</u>, the number of shareholders attending the meeting does not constitute a quorum as prescribed in this <u>Article of Association</u>, the shareholders under Paragraph <u>5</u> shall jointly be responsible for the expenses arising from the arrangement of such shareholders meeting to the Company.</p>
<p><b>Article 33.</b> In summoning the shareholders meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting for three (3) consecutive days.</p>	<p><b>Article 33.</b> In summoning the shareholders meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting for three (3) consecutive days <u>or use electronic means instead according to the rules prescribed by laws.</u></p> <p><u>The notices are sent to those shareholders, to be sent by registered mail or electronic method if such shareholders have informed the intention or given consent to send a letter or notice by electronic</u></p>

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
<p>The shareholders meeting may be held at the location where the Company's head office is situated or other locations in Thailand as specified by the board of directors.</p> <p>If the meeting does not finish considering the matters in the agenda or matters proposed by the shareholders, as the case may be, and the meeting must be adjourned, the shareholders shall set the place, date, and time of the next meeting. The board of directors shall send the notice of the meeting specifying the place, date, time, and agenda of the meeting to the shareholders no less than seven days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.</p>	<p><u>method to the Company or the Board of Directors in accordance with the rules prescribed by law.</u></p> <p>The shareholders meeting may be held at the location where the Company's head office is situated or other locations in Thailand as specified by the board of directors.</p> <p><u>In case that shareholders meeting shall be conducted via electronic means as per Paragraph three Article 32, the Company's head office shall be deemed to be the meeting place.</u></p> <p>If the meeting does not finish considering the matters in the agenda or matters proposed by the shareholders, as the case may be, and the meeting must be adjourned, the shareholders shall set the place, date, and time of the next meeting. The board of directors shall send the notice of the meeting specifying the place, date, time, and agenda of the meeting to the shareholders no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting <u>or use electronic media instead according to the rules prescribed by laws.</u></p>
<p><b>Article 34.</b> In the shareholders meeting, a shareholder may appoint any other person who is sui juris as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy instrument shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.</p> <p>If the proxy intends to vote at the meeting, the proxy instrument shall be delivered to</p>	<p><b>Article 34.</b> In the shareholders meeting, a shareholder may appoint any other person who is sui juris as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy instrument shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.</p> <p>If the proxy intends to vote at the meeting, the proxy instrument shall be delivered to</p>

Existing Articles of Association of GGC	Proposed Amendment Articles of Association
the chairman or person(s) designated by the chairman at the place of the meeting before the proxy attends the meeting.	the chairman or person(s) designated by the chairman at the place of the meeting before the proxy attends the meeting.  <u>The proxy under Paragraph one may be performed by electronic method instead, must use a method that is safe and reliable that the proxy is made by the shareholder in accordance with the rules prescribed by law.</u>

**The Board of Directors' Opinion:** The Board of Directors agreed to propose the Annual General Meeting of Shareholders to consider and approve the Amendment of the GGC's Articles of Association, Articles 27, 32, 33, 34 as details above.

**Agenda 9: Other business (if any)**

GGC has posted the Invitation to Attend the Annual General Meeting of Shareholders for the year 2023, including all attachments and proxy forms on the GGC's website (www.ggcplc.com) on March 3, 2023. The Shareholders who are entitled to attend the Meeting are those whose names are listed on the Record Date fixed by GGC on Friday, February 24, 2023.

Shareholders wishing to participate in person via electronic means or grant proxy to those who are not GGC's independent directors to participate via electronic means are recommended to look through the procedures of the registration and attending via electronic means, as detailed in Attachment 4, for the identity verification. The registration will be opened since March 21, 2023 until the Meeting has ended on April 3, 2023.

Holding shares can appoint an independent director of GGC. The names and details are as shown in Attachment 3 to attend the meeting and vote on behalf of the shareholders by submitting the proxy form recommended by GGC along with supporting documents, put in a reply envelope sent to GGC (for the convenience of document verification, the document should be arrived to GGC by March 31, 2023).

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

Please be informed accordingly.

Yours sincerely

- Kridsada Prasertsuko –

(Mr. Kridsada Prasertsuko)

Managing Director

Corporate Affairs and Corporate Secretary

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

**Remarks**

1. GGC sent the Invitation to Shareholders to propose the 2023 Annual General Shareholders Meeting Agenda in advance from October 1, 2022 to December 31, 2022. It is appeared that no shareholders proposed any agenda for the meeting.
2. GGC disclosed the Minutes of Meeting of the Annual General Meeting of Shareholders for the Year 2022 held on April 1, 2022 on GGC's website dated April 18, 2022 and sent it to all Shareholders by postal for revision and correction form April 18, 2022 to May 1, 2022. There was no Shareholder's revision and correction It is therefore deemed that the Shareholders have certified the Minutes of Shareholders' Meeting.
3. The 56-1 One Report for the Year 2022 and the 2022 Sustainability Report in QR Code were enclosed with the Registration form.