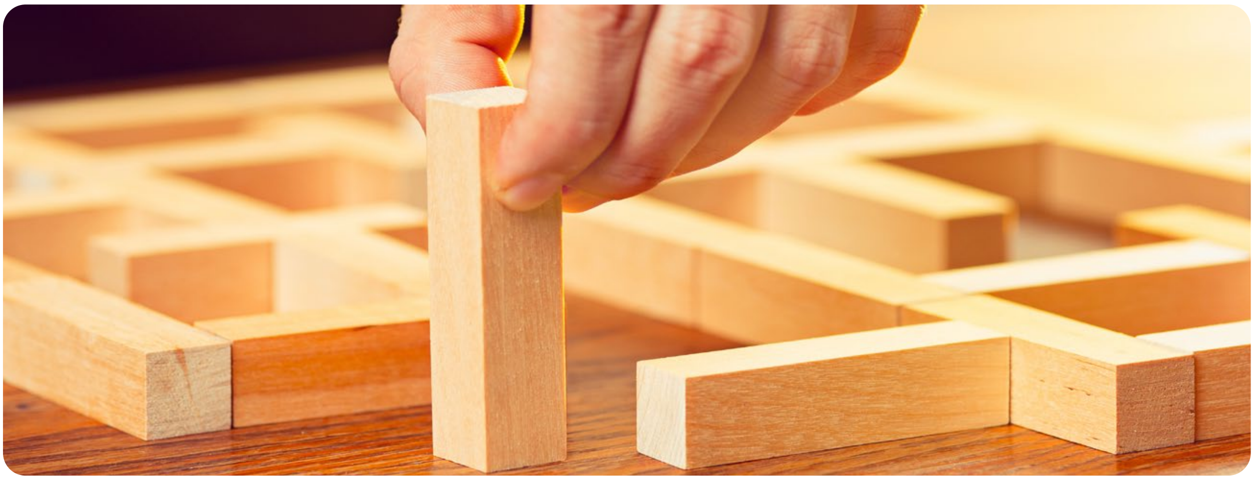
Risk Factors

Mega Lifesciences Public Company Limited (Company) identifies its risks and manages them by building mitigation processes as a part of its business strategy. The Company continues to grow and by identifying and efficiently managing its risks in an ever changing competition and political landscape. The following text describes the key risks faced by the Company and which may have a significant impact on our operations:



Risks relating to our Business Operations

1. Our business, financial condition and results of operations may be negatively affected if we are unable to compete effectively in our markets.

The pharmaceutical industry is highly competitive. Our key competitors are large national and international manufacturers and distributors of pharmaceutical and healthcare products. In addition, we compete with local manufacturers and distributors of pharmaceutical products and other healthcare product providers in each market in which we operate.

Thus, we may be impacted by competition from competitors' products and we cannot assure you that we will be able to remain competitive by continually distinguishing our products and services from that of our competitors', or maintain our existing supplier and customer relationships. Nor can we assure you that we will increase or maintain our existing market share. Moreover, any significant increase in competition could have a negative effect on our revenue and profitability as well as our business and prospects.

Furthermore, new competitors, domestic or foreign, may enter markets where we currently operate. These companies may have greater financial, technical, research and development, marketing, distribution and other resources than we do. They may also have longer operating histories, larger customer bases or broader and deeper market coverage. This may negatively impact our business, operations, finances and commercial opportunities in a material manner.

2. Our failure to maintain the principalsof our Maxxcare™ distribution business segment could have a negative effect on our business.

Our Maxxcare™ distribution business division distributes substantially all products to customers through a distribution network that currently consists of our own distribution infrastructure in Myanmar, Cambodia and Vietnam through strategic tie-ups as an aggregator.

In addition to distributing our own Mega We Care™ branded products in these countries, our Maxxcare™ distribution business also distributes healthcare and FMCG products for international pharmaceutical and international and local FMCG companies in Cambodia and Myanmar and through strategic partners and aggregating arrangements in Vietnam. These distribution activities accounted for 48.6% and 51.7% of our consolidated group operating revenues for fiscal year ended December 31, 2019 and year ended December 31, 2020 respectively. We typically distribute such products pursuant to the relevant agreements entered into directly between us and such principals, under which our principals provide us with a series of incentives and other support to distribute their products.

The arrangements which support our Maxxcare™ distribution business operations are typically short-term in nature, and are generally renewed every three years and can be terminated by six months' notice by either party.

We cannot assure you that the principals of our Maxxcare™ distribution business will continue to sell products to us on commercially acceptable terms, or at all, or that such distribution arrangements will continue. We also cannot assure you that we will be able to establish new distributor relationships, or renew our agreements with our principals when they expire. In addition, we cannot assure you that there would not be material changes in our relationships with principals due to reasons beyond our control. For example, some of our multinational principals may establish or may have plans to establish their own distribution businesses in certain markets, which could make these principals less dependent on us to distribute their products.

In addition, our agency or distribution agreements with principals of our Maxxcare™ distribution business may be terminated from time to time due to various reasons that are beyond our control. Moreover, the relevant annual distribution agreements for some products are not exclusive, and we cannot assure you that our competitors will not obtain the distribution rights of such products.

Therefore, if we fail to maintain or expand the principals of our Maxxcare™ distribution business, our revenues, the ratio of revenue derived from our distribution business and the profitability of our distribution business may decrease, and our business, financial condition, results of operations and commercial opportunities could be negatively affected in a material manner.

3. If we are unable to operate our Maxxcare™ distribution business efficiently, our business may be negatively affected.

Our ability to meet the demand of our principals within our Maxxcare™ distribution business may be constrained if we are unable to efficiently operate our Maxxcare™ distribution business, or if the operations of one or more of our subsidiaries or warehouses are disrupted or shut down for any reason, including as a result of natural disasters. Any such disruption could result in higher costs or longer lead times associated with product distribution.

In addition, as it is difficult to predict accurate sales volume in the distribution industry, we may be unable to optimize our distribution operations, which may result in us: (1) having excess or insufficient inventory; (2) being unable to efficiently warehouse products; and (3) having a decreased ability to distribute products. Any failure to effectively operate our distribution processes may also materially decrease our operating margins and reduce our profitability.

4. We may not be successful in introducing new products.

We believe a critical component of the ongoing success and sustainable growth of our Mega We Care™ branded products business is our ability to develop and introduce new products into our portfolio, particularly branded generic products, through a combination of both in-house product development and the procurement from third parties through arrangements including but not limited to purchase of technical dossiers for submission of new products for regulatory approval and or registering and marketing third party brands under Mega's trademarks under defined term contracts with options to renew.

As such, the success of our new product candidates is highly dependent on our ability to identify reference products that provide a suitable basis for the development of a generic formulation of existing drugs, to develop these drugs in a cost-effective and timely basis, and to commercialize them successfully.

We must develop, test, and manufacture generic products, as well as prove that our generic products are no less effective and safe than their original counterparts. All of our products must meet regulatory standards and receive regulatory approvals. The development and commercialization process is both time consuming and costly, and involves a high degree of business risk.

In addition, any delays in any part of the registration and approval process or our inability to obtain regulatory approval for our product candidates could materially and adversely affect our business, financial condition, commercial opportunities, results of operations and prospects by prohibiting or restricting the timely launch of new products, which could lead to our competitors gaining market share of product markets important to our overall profitability.

In addition, our product candidates, if and when fully developed, tested and approved by the relevant authority, may not perform as we expect, and may not be able to be successfully and profitably produced and marketed. This may negatively impact our business, results of operations, financial condition and commercial opportunities in a material manner.

The primary factors which may affect the commercial acceptance of our new products by our customers include, among others, the effectiveness of our marketing efforts and the products' perceived advantages and disadvantages relative to competing products. Any of these factors, if they preclude or diminish our customers' confidence in our products, could have a negative effect on our business, results of operations, financial condition and commercial opportunities in a material manner.

5. We rely on our distributors for transacting sales of our Mega We Care™ branded products.

Other than in Myanmar, Vietnam (through strategic partners), Cambodia, Nigeria, Yemen and Ghana, where we have set up our own distribution infrastructure, we use third party distributors to distribute our Mega We Care™ branded products in each relevant country.

In line with industry practice, we generally do not have long-term agreements with such third-party distributors, though we have established long-term relationships with many of them.

We cannot assure you all of our distributors will renew their agreements with us, or otherwise continue their business relationships with us. Neither can we assure you that our distributors will meet performance targets in the future. In the event that a significant number of our distributors decide not to continue their business relationships with us or fail to meet performance targets, our business, results of operations, financial condition and commercial opportunities could be negatively affected from resultant delays in finding alternative distribution arrangements in a material manner.

6. The continued success of our marketing and sales team is subject to a variety of risks.

The performance of our marketing and sales team is subject to certain risks, including:

- inability to successfully execute advertising, marketing and promotional programs necessary to effectively maintain market share and increase the awareness of our brands, products and services;
- failure to implement effective pricing and other strategies in response to competitive pressures in the industry;
- inability to respond to changes in consumer demand in a timely manner;
- failure to adhere to, or comply with, any relevant local laws, rules or regulations; and
- failure to comply with the terms prescribed within the regulatory or governmental permits, approvals and clearances, or to pass government inspections or audits.

The occurrence of any such circumstances could have a negative effect on our business, results of operations, financial condition, reputation and commercial opportunities in a material manner.

7. If our raw material costs increase, or if we areunable to procure raw materials at acceptable prices and quality, it may negatively affect our business.

Our Mega We Care™ branded products business and our OEM business division depend heavily on the supply of 4 categories of raw materials, being: (1) active ingredients; (2) excipient; (3) packaging; and or (4) gelatin.

Any decrease in the supply, which may occur for various reasons, for example, due to changes in the natural climate, natural disaster, sudden increase in demand or an increase in the cost of raw materials (particularly active ingredients and gelatin), could lead to an increase in the costs of the procurement of raw materials. In addition, we cannot assure you that we would be able to pass on any increase in raw material costs to our customers, which may negatively affect our business, results of operations and financial condition in a material manner.

In order to manufacture our products, we must obtain sufficient quantities of high-quality raw materials at commercially acceptable prices and in a timely manner. As such, we typically do not enter into long-term supply agreements with raw material suppliers and as a result are vulnerable to supply shortages and fluctuations in market prices. Should any of our suppliers fail to supply sufficient quantities of raw materials of an acceptable quality in the future, we may be unable to obtain replacement raw materials elsewhere in a timely and cost effective manner. We may also be forced to obtain raw materials from different suppliers, who may require us to pay prices that are not commercially reasonable or may provide us with raw materials that are not of an acceptable quality. This may consequently disrupt our manufacturing process and negatively affect our business, results of operations and financial condition in a material manner.

8. We rely largely on our own manufacturing and storage facilities in the manufacturing and storage of our products. Any disruption of our current facilities or in the development of new facilities could reduce or restrict sales and have a negative effect on our business, financial condition and results of operations in a material manner.

We rely largely on our own manufacturing and storage facilities for the continued operation of our Mega We Care™ branded products business and our OEM business. As such, natural disasters, such as storms, fires or earthquakes, or other unanticipated catastrophic events, including power interruptions, water shortages, terrorist attacks and wars, as well as changes in governmental regulations for the land underlying these facilities, could significantly impair our ability to manufacture products and operate our business. These facilities and equipment would be difficult to replace in a timely manner. In addition, catastrophic events may also destroy any inventory and equipment located within our manufacturing facilities. The occurrence of such an event could significantly and negatively disrupt our business, results of operations, financial condition or commercial opportunities in a material manner.

In addition, our manufacturing facilities are designed, equipped and certified in accordance with applicable international standards for producing particular products, i.e., soft gel capsules. Consequently, manufacturing facilities for one product may not be converted to produce another product without being re-tooled, re-equipped and re-certified in accordance with the relevant international standards, which could be very time-consuming and costly. As such, if we are forced to re-locate any or all of our manufacturing facilities after experiencing any of the aforementioned disasters, our expenses may rise due to the cost of relocating our tools and equipment to a new manufacturing facility. There may also be delays in obtaining necessary re-certification from the relevant national authorities.

9. The existence of counterfeit products in the pharmaceutical retail market may damage our brand and reputation and have a negative effect on our business, financial condition, results of operations and commercial opportunities.

Certain products distributed or sold in the pharmaceutical and health care retail market in certain markets may be manufactured without proper licenses or approvals and/or intentionally and fraudulently mislabeled with respect to their content and/or manufacturer. These products are generally referred to as counterfeit products. These products are generally sold at lower prices than authentic products due to their lower production costs, and in some cases, are very similar in appearance to the authentic products. Furthermore, counterfeit products may or may not have the same chemical content as their authentic counterparts.

The counterfeit product regulation control and enforcement system in a substantial number of our markets is not sufficiently well developed to completely eliminate production and sale of such products. Any sale of counterfeit products by others illegally using our brand names may subject us to negative publicity, fines and other administrative penalties or even result in litigation against us.

Moreover, the continued proliferation of counterfeit products may reinforce the negative image of distributors and retailers among consumers, and may severely harm the reputation and brand names of companies like ours. Furthermore, consumers may buy counterfeit products that are in direct competition with the products of principals to our Maxxcare™ distribution business or our Mega We Care™ branded products. As a result, the continued proliferation of counterfeit pharmaceutical products in our operating markets could have a negative effect on our business, results of operations, financial condition and reputation.

10. If we are unable to protect our intellectual property, trademarks and trade secrets, our business, results of operations, financial condition and commercial opportunities could be negatively affected in a material manner.

Our success depends in part on our ability to protect and maintain our proprietary trademarks. We seek to protect our trademarks under trademark protection laws in Thailand and other jurisdictions, as well as employee and third party confidentiality agreements.

As of December 31, 2020, we had 3,233 trademark registrations. However, the process of seeking trademark protection can be lengthy and expensive, and we cannot assure you that our pending trademark applications, or any trademark applications we may make in the future in respect of other products, will result in an issued trademark, or that any trademark registrations issued in the future will be able to provide us with meaningful protection or commercial benefits. The scope of protection for registered trademarks may also vary across different jurisdictions. Moreover, trademark applications and registered trademarks may be challenged, invalidated or circumvented in the future.

In addition to seeking patents for some of our technology and product candidates, we also rely on trade secrets, including unpatented know-how, technology and other proprietary information, all of which are considered as important trade secrets for us to maintain our competitive position. In addition, we seek to protect these trade secrets in part by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as: (1) employees; (2) corporate collaborators; (3) outside scientific collaborators; (4) contract manufacturers; (5) consultants; and (6) other third parties.

Notwithstanding these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim against a party that illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside Thailand, including in foreign jurisdictions, are less willing or unwilling to protect trade secrets.

In addition, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to, or independently developed by, a competitor, our competitive position, results of our operations, financial condition and commercial opportunities would be negatively affected in a material manner.

11. There are certain risks associated with doing business in Myanmar.

For the fiscal year ended 2018, 2019 and the year ended December 31, 2020, approximately, 35.8%, 40.6%, and 46.5%, respectively, of our total consolidated group operating revenues came from Myanmar.

Since November 1997, Myanmar has been governed by the State Peace and Development Council, formerly known as the State Law and Order Restoration Council, a military-dominated regime that previously governed Myanmar from 1988 to November 1997. Myanmar has experienced opposition from pro-democracy, religious and ethnic groups in recent years, with such opposition having at times included armed resistance.

Although the government of Myanmar has in recent years instituted certain market-based economic and financial reforms, such as the sale of state-owned assets, much of the economy remains state-dominated as a result of past socialist economic initiatives. A new constitution was ratified in May 2008 through a nationwide referendum. In November 2010, Myanmar held its first elections in two decades, although key opposition leaders boycotted the election. Since March 2011, the new president has shown leanings towards democratization, freed several political prisoners, taken steps to liberalize the state-controlled economy and permitted parliamentary elections, which were overwhelmingly won by the opposition party.

In any event, we cannot assure you that political or economic developments in Myanmar will always be positive, nor not have a negative effect on our business, financial condition, results of operations and commercial opportunities. Should such reforms by the Myanmar government fail, the occurrence of such events may negatively affect our business, results of operations, financial condition and commercial opportunities in a material manner.

12. Our ability to set our prices solely in accordance with market forces is restricted in Vietnam by government price limits.

Prices of pharmaceutical products in Vietnam are subject to the regulation and approval of the government. Relevant government agencies in Vietnam are empowered to "inspect" and "control" prices for pharmaceutical products. We must publicly declare the prices of our pharmaceutical products (import prices, wholesale and retail prices) prior to distribution, and submit one price dossier for approval to the Drug Administration of Vietnam ("DAV") and another for filing. If any changes in pricing are proposed to be made, the process must be re-started and a new approval obtained. If our proposed pricing is acceptable, the DAV will issue a receipt of acknowledgement in respect of our price declaration. If such proposed price is determined to be 'unreasonable', based upon standards of reasonability determined by import, production and circulation costs, prices in domestic and international markets and input costs, then the DAV will request that we reconsider our proposed pricing and re-submit.

As such, this limits our ability to price our products in accordance with traditional economic principles. In addition, we cannot predict the nature of any measures that may be adopted in the future by the Vietnamese government to control prices. This may have a negative effect on our business, financial condition, results of operations and commercial opportunities in a material manner.

13. Changes in foreign currency exchange rates could negatively affect our business, results of operations financial condition, or commercial opportunities in a material manner.

In our operations, there are transactions and balances denominated in currencies other than the Thai Baht (which is thecurrency used to report our results of operations and financial condition in our financial statements). As such, we are exposed to the risk of such changes in foreign currency exchange rates in the event that we cannot immediately pass on the effect of any such devaluation in our pricing to our customers.

14. Our continued growth depends, in part, on increases in real disposable income and per capita spending across countries in which we operate, each of which may not grow as rapidly as it has in the past or may not grow at all.

Generally, an increase in disposable income raises demand for our products after a considerable time lag, while a fall in disposable income has an immediate negative effect. Given this, a decline in real disposable income will have an immediate and negative effect on the demand for our products.

While real disposable income and per capita spending on products across countries in which we operate have generally risen in recent years, each may not grow as rapidly as it has in the past or may not grow at all, which might cause our business, financial condition, results of operations and commercial opportunities to be negatively affected in a material manner.

15. We may not be able to fully comply with applicable regulatory and accounting requirements or renew our certifications and other permits and licenses which enable us to conduct our business. Non-compliance with, changes in or amendments to these regulatory and accounting requirements could have a negative effect on our business, financial condition and results of operations.

Our manufacturing and distribution activities require us to obtain certain permits and licenses from various governmental authorities in the countries in which we manufacture or distribute.

At present, we have obtained relevant permits, licenses and certifications required for the manufacture and distribution of our products. These permits and licenses are subject to periodic renewal and/or reassessment by the relevant government authorities. We intend to apply for the renewal of these permits, licenses and certifications when required by applicable laws, rules and regulations. However, the standards of such renewal or reassessment may change from time to time. Thus, we cannot assure you that we will be able to successfully renew all of these permits, licenses and certifications. Any inability to renew any permits, licenses or certifications that are material to our operations could severely disrupt, as well as prevent us from conducting, our business and may negatively affect our business, results of operations, financial condition and commercial opportunities in a material manner.

Furthermore, we may be required to apply for additional permits, licenses or certifications if any interpretation or implementation of the relevant current regulations change, or if new regulations requires us to obtain additional permits, licenses or certifications. We cannot assure you that we will successfully obtain them. In the event that we do obtain such permits, licenses or certifications, there may be significant additional costs and expenses involved. In addition, we may also be subject to penalties imposed by laws of the relevant jurisdictions which may adversely affect our business, results of operations, financial condition and commercial opportunities in a material manner.

In addition, not only may a permit, license and accounting methods and policies for pharmaceutical companies, including policies governing revenue recognition, research and development and related expenses, they are also subject to further review, interpretation and guidance from relevant accounting authorities. Changes to, or different interpretations of, accounting methods or policies may require us to reclassify, restate or otherwise change or revise our financial statements, including those contained in this filing.

16. Failure to maintain adequate inventory levels could increase our operating costs or cause usto lose sales, either of which could have a negative effect on our business, results of operations, financial condition and commercial opportunities in a material manner.

We need to maintain sufficient inventory levels to operate our Mega We Care™ branded products business and our Maxxcare™ distribution business successfully as well as to meet market demand. At the same time, we are exposed to the risk of excess inventory accumulation, especially of our Mega We Care™ branded products.

In particular, the aforementioned inventory risk a result of rapid changes in product life cycles, changes in consumer preferences, uncertainty of success of product launches, and manufacturer back orders as well as the recent volatile economic environment.

We cannot assure you that we can accurately predict these market trends and events, including avoiding over-stocking or under-stocking products, for the following reasons:

- demand for products could change significantly between the time product inventory is ordered and the time it is delivered for sale;
- when we begin to introduce a new product into the market, it is particularly difficult to forecast product demand accurately; and
- the purchase of certain types of inventory may also require significant lead time.

Inventory levels in excess of customer demand may result in: (1) setting up of reserves or inventory write-downs; (2) expiration of products; or (3) increase in inventory holding costs. Conversely, if we underestimate consumer demand or if our suppliers fail to provide products in a timely manner, we may experience inventory shortages, which may in turn result in unfulfilled customer orders and have a negative impact on customer relationships. As such, the occurrence of which could have a negative effect on our business, results of operations, financial condition and commercial opportunities in a material manner.

17. The economic, political and social conditions and government policies in some of our major markets could affect our business, results of operations, financial condition and commercial opportunities.

As of December 31, 2019 and December 31, 2020, a significant portion of our consolidated group operating revenues are derived from a number of emerging frontier markets or countries, such as Myanmar, Vietnam, Cambodia, Nigeria, Yemen, Ukraine and Peru (“Major Risk Markets”), which accounted for approximately 72.3% and 73.2% of our consolidated group revenues. Accordingly, our financial condition and results of operations as well as the growth of our business will be affected to a significant extent by economic, political and legal developments in any of the Major Risk Markets. These international operations are subject to certain specific risks that can materially affect our results of operations and can be summarised as follows:

- unsettled political conditions, war, civil unrest and hostilities in some countries and regions where we operate or seek to operate;
- undeveloped legal systems;
- economic instability in foreign markets;
- the impact of inflation;
- natural disasters;
- an inability to access necessary human capital;
- governmental action such as expropriation of assets, general legislative and regulatory environment changes, exchange controls and the difficulty of enforcing contractual rights;
- restrictions on foreign investment in certain jurisdictions; and
- changes in global trade policies such as sanctions and embargoes imposed by the United States and other countries.

Although the economies of the Major Risk Markets have been transitioning from tightly government-controlled economies to more market-oriented economies, the majority of productive assets in such Major Risk Markets are still owned by their respective governments. The governments of the Major Risk Markets also exercise significant control over the economic growth through allocating resources, controlling repayments of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

In recent years, the governments of the Major Risk Markets, to varying degrees and extents, have each implemented measures emphasizing the utilization of market forces in the economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises. These economic reform measures may be adjusted or modified or applied inconsistently from industry to industry, or across different regions of the country. As a result, some of these measures may benefit the overall economy, but may have a negative effect on our business.

Generally, the legal systems of some of the Major Risk Markets have inherent uncertainties that could limit the legal protections available to us to protect our trademarks and our business (including from counterfeit products). In the Major Risk Markets we may experience difficulties in effecting service of legal process and enforcing judgments against persons who breach contractual or legal duties to us, or violate our trademarks and licenses.

18. We deal with hazardous materials and must comply with environmental laws and regulations, which can be expensive and restrict our business operation.

Our activities involve the controlled storage, use and disposal of hazardous materials, including corrosive, explosive and flammable chemicals, and biological waste. We are subject to federal, state and local laws and regulations governing the use, manufacture, storage, handling and disposal of these hazardous materials. Although we believe that our safety procedures for the handling and disposing of these materials comply with the standards prescribed by these laws and regulations, we cannot assure you that we would be able toeliminate the risk of contamination or injury from these materials.

19. Our Mega We Care™ branded products business is highly regulated, and future government regulations may place additional burdens on our business as well as have a negative effect on our business, financial condition, results of operations and commercial opportunities in a material manner.

Our Mega We Care™ branded products business is generally subject to extensive government regulation and supervision. In particular, the regulatory framework addresses all aspects of our operations, including approval, production, licensing and certification requirements, and procedures for periodic renewal and reassessment processes, registration of new drugs, quality control, pricing of pharmaceutical products and environmental protection.

Violation of these laws, rules, and regulations may also constitute civil or criminal offenses under certain circumstances, and could have a negative effect on our business, results of operations, financial condition, reputation, as well as our, commercial opportunities in a material manner.

In addition, many initiatives taken, or to be taken, by certain governments in countries in which we operate under an ongoing healthcare reform plan, are expected to significantly contribute to the growth of the pharmaceutical and healthcare industry. We cannot assure you, however, that the relevant governmental authorities will continue to introduce favorable policies. In addition, the relevant government authorities may also introduce policies that are unfavorable to the pharmaceutical industry by terminating or materially altering any favorable policies, or introducing any unfavorable policies, which could have a negative effect on our business, financial condition, results of operation and commercial opportunities in a material manner.

20. We may be subject to product liability, personal injury or wrongful death claims or product recalls in connection with our products and services.

We are exposed to risks inherent in the manufacturing, packaging, marketing, and distribution of pharmaceutical, and nutraceutical products, such as: (1) unsafe products; (2) ineffective products; (3) defective products; (4) contaminated products; (5) improper or inaccurate labelling of products; (6) inadequate warnings or insufficient or misleading disclosures of side effects; and (7) unintentional distribution of counterfeit medicines.

In the event of any use or misuse of our products resulting in personal injury or death, product liability claims may be brought against us for damages. We may also be subject to product recalls and any relevant government may close down our operations.

Although we maintain product liability insurance which we believe to be consistent with industry practice, a substantial claim or a substantial number of claims against us, if successful, would have a material adverse effect on our business, reputation, financial condition, results of operations and commercial opportunities.

In the event of allegations that any of our products are harmful, even if unfounded, we may experience reduced consumer demand for our products or orders for our OEM business or these products may be recalled from the market. Any product recalls, regardless of merit, could have a negative impact on our business, results of operations, financial condition, reputation and commercial opportunities in a material manner.

21. Our level of insurance coverage may not be adequate.

Although we maintain insurance coverage that we believe is in accordance with customary industry practice, we are not fully insured against certain risks because such insurance is either not available at all or not available on commercially reasonable terms. In addition, we do not carry coverage for timely completion of our projects under development, loss of rent or profit or defects in the quality of materials used. Should an uninsured loss or a loss in excess of insured limits occur, we may lose the capital invested in, and the anticipated revenue from, the affected assets. In addition, any payments we make to cover any uninsured loss of the insurer of such event, may have a negative effect on our business, financial condition and results of operations in a material manner.

22. We may not be able to successfully identify, acquire or integrate future projects.

One of our business strategies is to take advantage of the consolidation trend in the highly fragmented pharmaceutical industry in our frontier and emerging markets by engaging in acquisition transactions, such as our acquisition of the Eugica™ brand, including intellectual property and title documents in relation to the products manufactured and distributed under the Eugica™ brand, from DHG Pharmaceutical Joint Stock Co. on December 12, 2012, acquisition of enterprise as well as brands of Biolife Marketing Sdn. Bhd., Malaysia on November 30, 2016 and certain pharmaceutical brands forming entire business of Sandoz ® in Myanmar and Ethiopia. In addition, in order to expand our business, we may identify, pursue and set up joint venture projects from time to time. Our acquisition strategy entails the following risks, among others:

- we may incorrectly assess the value of any acquisition target;
- we may not realise any of the anticipated benefits from any of the acquisitions we complete;
- we may face difficulties associated with integrating the operations and/or the technologies or products of acquired businesses with our operations;
- we may experience increasing competition for potential business acquisitions or trademark acquisitions;
- we may not have access to sufficient capital to finance potential business acquisitions or trademark acquisitions; and
- we may not be able to retain key employees of companies acquired by us or key employees necessary successfully commercialise technologies and products that we acquire.

In addition, businesses that we acquire may not have internal control policies (in particular with respect to accounting control procedures and general internal controls) in place which may incur extra costs and expenses when integrating the operations of acquired businesses into those of our group.

If we are unable to make business acquisitions or trademark acquisitions in accordance with our strategy, if we are unable to successfully integrate our acquisitions or if a failure by the acquired company to comply with law or to administer good business practice and policies prior to acquisition has a material adverse effect on the value of such acquired company, we may not be able to obtain the advantages that the acquisitions were intended to create and our business, financial condition, results of operations and commercial opportunities may be materially and negatively affected.

23. Our financial performance may be affected by fluctuations in interest rates.

As of December 31, 2019 and December 31, 2020, based upon our consolidated financial statements, we have, on a consolidated basis, outstanding loans from financial institutions in the amount of Baht 888.3 million and Baht 499.5 million respectively, which are subject to floating interest rates.

Any increase in prevailing interest rates could substantially increase our future borrowing costs and result in a higher interest burden. This may in turn have a negative impact on our business, financial condition, results of operations in a material manner.

24. There is a growing as our business environment changes, data convergance with third parties and cyber security threats become more sophisticated.

Emerging technologies and embracing new business models may also heighten the risk. Failure to maintain our customer, product and or corporate data can result in reputational, financial and regulatory implications. However, to mitigate this we have implemented company wise controls, cyber security awareness and training programs. We also continually review our security controls based on known threats and updated intelligence.

25. Sustainability

Our high quality standards and sustainability combined with inherent scarcity of the raw materials/ ingredients for our products run a risk of shortage of such materials. Combined with these factors and Mega's strategy to supply to fast growing under developed and developing countries may lead to a shortage of supplies and there is a risk of climate change affecting the supplies in response to rising demand.

However, Mega has a process oriented approach for selecting suppliers not only compliant with the requirements of Good Manufacturing Practices but much beyond those standards. Mega takes all steps necessary to ensure sustainability of supplies including maintaing effective long term relationships with credible suppliers, high level of technology in forecasting, investing in long term relationships and blend these factors with an advantage of flexible captive manufacturing facility.

26. Data Privacy and related regulatory environment

Mega has invested in building an information technology environment which involves collection and processing of data. Data including personal data remains an important part of the intellectual property. Countries have announced their data protection laws which includes privacy and usage of data to the extent approved by the data owners. In addition, data is collected and stored on servers maintained by third parties offering cloud computing on professional basis.

Mega has in place a Data Privacy policy and framework. Mega also has a contemporary computer security system and a policy for restricted use of data in the company's possession. Mega also has restrictions in its agreements with vendors to safeguard Mega's proprietary data. Mega has in place a system of stress testing and infrastructure audits by third parties.

Risks relating to Management

1. We depend substantially on the knowledge and proficiency of our key management personnel, and our business, cash flow, results of operations, financial condition and commercial opportunities may be negatively affected if we lose their services.

Our future success depends heavily upon the continued services of our key management personnel.

In particular, we rely on the expertise and experience of our key management personnel and their pharmaceutical industry-related experience and other professional knowledge. In addition, success in the distribution of our products depends on the dedication and skills of our sales and marketing personnel. Our ability to attract and retain key personnel, in particular, senior management, key product development personnel and key sales and marketing personnel, is a critical aspect of our competitiveness. Competition for these individuals could require us to offer higher compensation and other benefits in order to attract and retain them, which would increase our operating expenses and, in turn, could materially and adversely affect our business, result of operations, financial condition, results of operations and commercial opportunities.

We may be unable to attract or retain the personnel required to achieve our business objectives, and failure to do so could severely disrupt our business and prospects. The loss of any of our key employees, including senior executives, key product development personnel or key sales and marketing personnel, could severely harm our business and prospects.

We do not maintain key-person insurance for members of our management team. If we lose the services of any senior management, we may not be able to identify suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could severely disrupt our business and prospects.

Furthermore, if any of our executive officers join a competitor or form a competing company, we may lose a significant number of our customers, which could have a negative effect on our business, cash flow, result of operations, financial conditions and commercial opportunities.

2. Our Controlling Shareholders are able to exercise significant influence over us.

Our controlling shareholders, namely Unistrech Co., Ltd. owned by the Shah family, will own more than, directly and indirectly, atleast 50.0% of our entire issued share capital in aggregate. Accordingly, our controlling shareholders will have the ability to exercise significant influence over our business, including to exercise influence over most of the votes in the meeting of shareholders in relation to the election of our directors or any other resolution which requires majority votes, except for those matters which require three quarters of the votes cast by shareholders as required by law or our articles of association. Therefore, it would be difficult for other shareholders to accumulate votes in order to provide checks and balances in matters that the controlling shareholders has control over.

Risks relating to the ownership of our shares

We may not be able to or may elect not to pay dividends.

Our dividend payment policy is to pay dividends in the amount of not less than 25.0% percent of our annual net profit (after corporate income tax and appropriation of statutory reserves) from the date the Company has been listed on the SET. However, the dividend payment for each year may vary depending on our business operations, financial condition, investment plan and the need for working capital for business operations and expansion as well as other relevant factors.

The aforesaid payment of dividends is subject to changes in accordance with the situation opportunities and the resolution of the Board of Directors. If we have other necessities such as business expansion, future project investment or any unforeseeable events which negatively affect our cash flow, we may consider paying a lower rate of the specified dividends or may elect not to pay any dividends at all, which may impact our ordinary share price after being listed on the SET.