

# Directors' Orientation Manual

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## Mega Lifesciences Public Company Limited

The Company has a orientation plan for the Board members including a Orientation manual, arranging meetings between existing and new directors. The company's orientation plan helps the directors to better understand and perform their duties. The Company has prepared the Orientation Manual with the above in mind and it includes key policies, documents and information for the new Directors to understand the environment of the company.

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# Mega Way - Mission and Vision

## 1. Vision

MEGA is a deep-thinking organization, where we strive to allow people the opportunity to learn from the best. We want to encourage not just thinking about everything we do, but the why and how of it too. Only by using our freedom to question do we challenge outdated methods and traditions, in order to form new ideas. Seek new solutions, find new approaches and exploit new opportunities to work together with us, to build a better MEGA.

## 2. Mission

The MEGA commitment is to provide quality products and services through constant improvement and innovation. We are also committed to developing mutual trust and respect in our suppliers, distributors, and customers, as well as the country in which we operate. We offer our valued consumers products of that fit their needs, with a focus on the quality and quantity of ingredients, in addition to accurate information, and we believe in our good judgment as our guide. 10Mega Lifesciences Public Company Limited



### 3. Mega Dharma

WE CARE

For your wellness

For your health

For you to stay healthy as long as you live

We care

Not about long life

But a life lived well

A life lived on your own

Till the last day of your life

Enjoying every breath

Every moment

Every relationship

Free

Independent

Walking

We care

Not just about more pills

But the right ones

Not just about any food

But a lot of right food

Not about more cures

But a lot of care

We care

For your wellness

So you can live every moment

Free

Independent

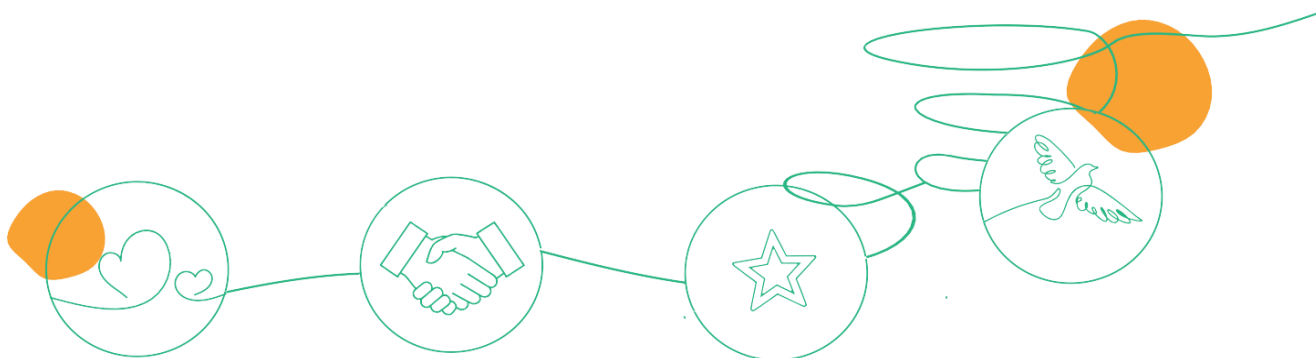
Walking

So you can say in the end

A life lived well

WE CARE

## 4. Corporate Values



### Truth

Being truthful in what we do every day is the way of life here at MEGA. We insist on truth in action every day.

We will not manufacture, market, sell, or distribute any product that is not safe for humans.

We will do everything to report and inform the public truthfully about our performance, successes and failures, and own up to the mistakes we make.

### Trust

We trust people as adults who know what needs to be done. We show 100 percent trust in people who work at MEGA, till this trust is lost.

We believe everyone is honest and is here to give their best, they wish to come to work on time, contribute, and want to be respected for the work they do.

Our trust extends beyond our own people to our suppliers and partners who work together to help us create value for their customers.

### Respect

Each one of us is different and brings his or her distinct abilities to the team. A team is made up of passionate, committed and caring people who bring different views.

We encourage respect amongst our team members, fostering a culture of learning and changing together.

Mega is an equal opportunity employer and does not discriminate based on race, nationality, religion, civil status, sex, or sexual orientation. Mega respects a good work & life balance.

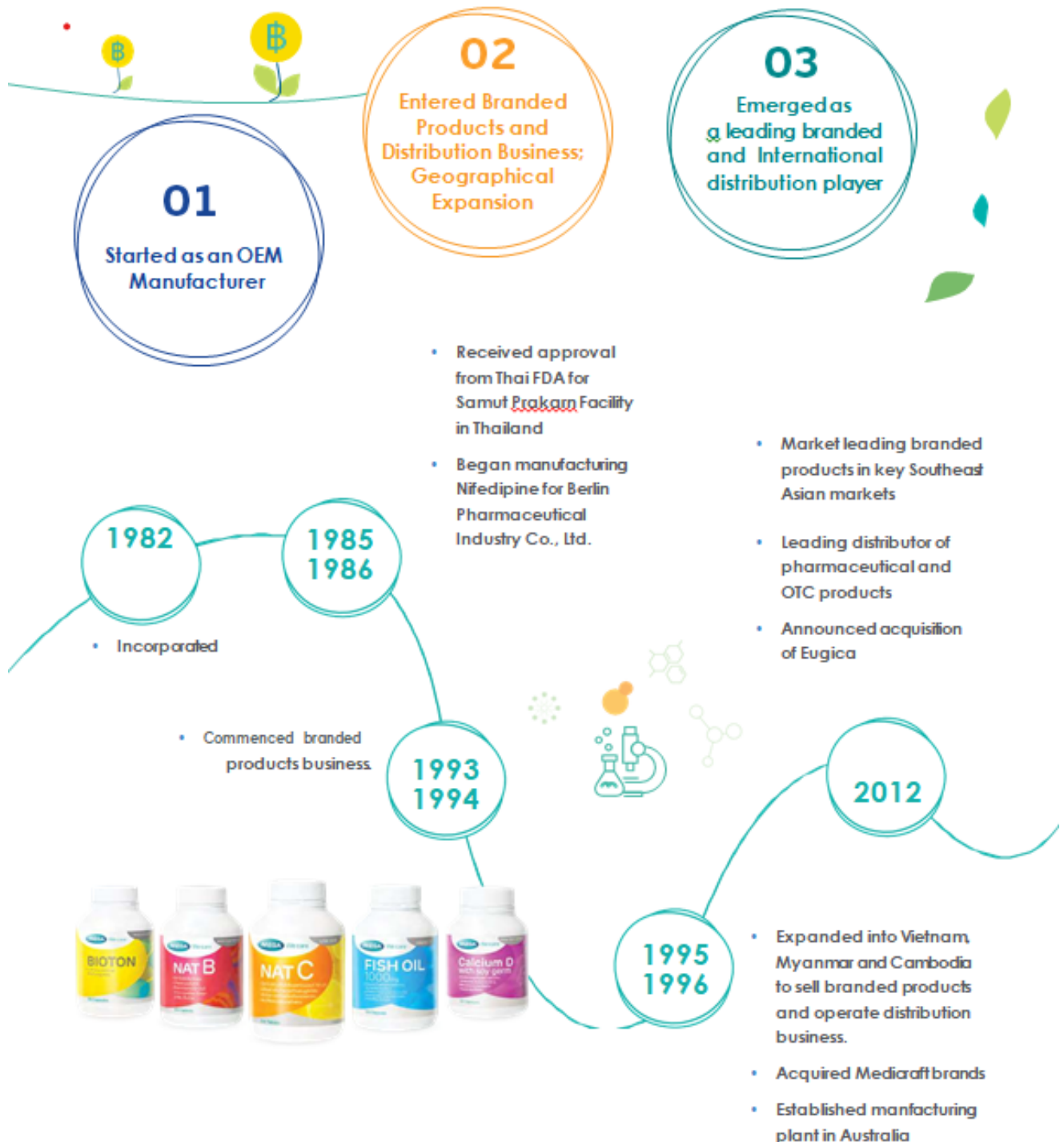
### Freedom

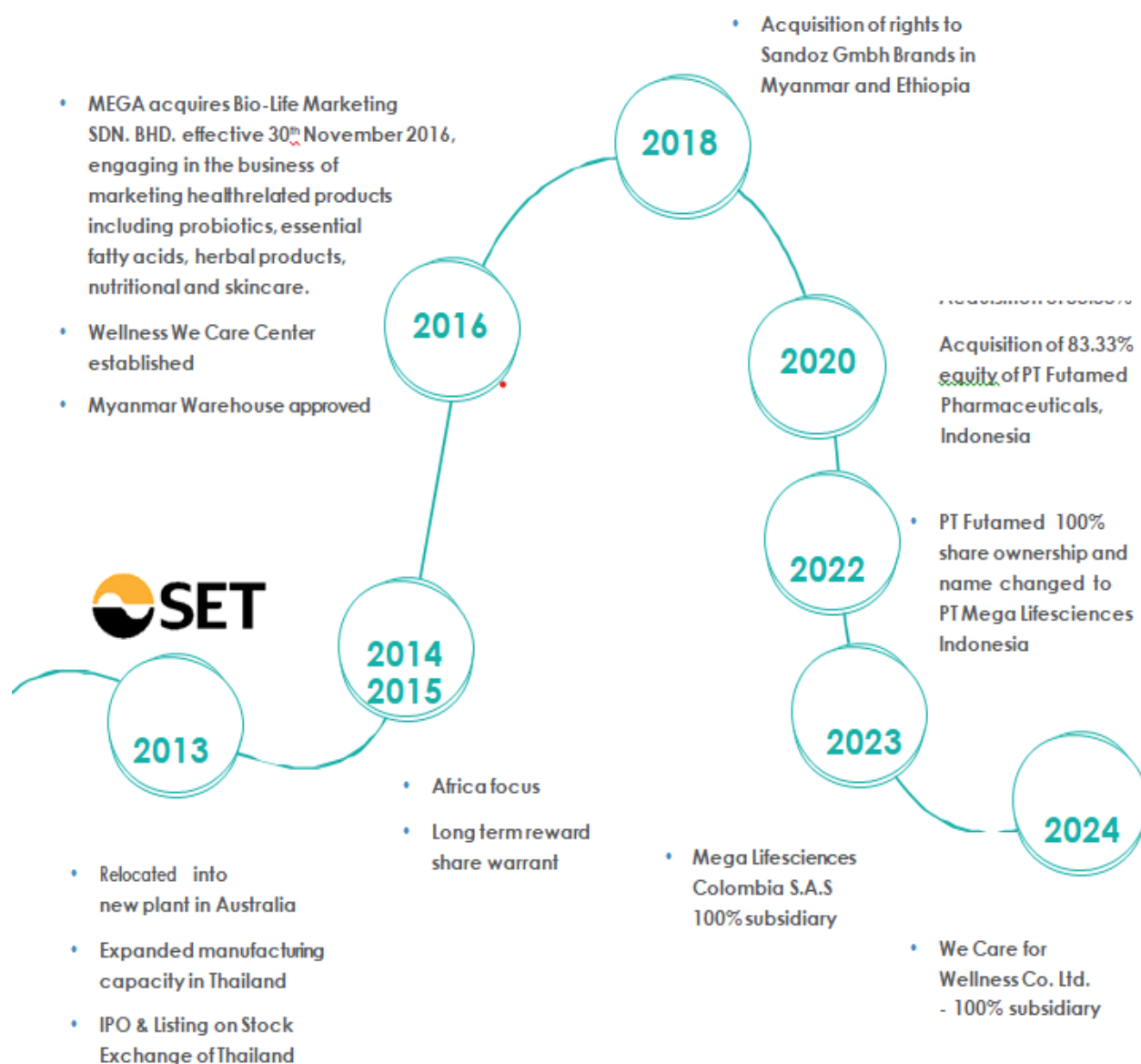
MEGA insists on freedom to be oneself, encouraging you to do what you are best at. We believe in hiring adults and trusting them to make responsible decisions once that freedom is given.

We believe in giving them freedom to make choices to lead their lives the way they wish to, without being judgmental.

As an adult, you are expected to value your responsibilities and maximize your freedom, utilizing the existing guidelines.

## 5. Major Milestones





## 6. Country Presence

### **Branded Products Sales in 35 Countries**

01. Azerbaijan
02. Congo
03. Cambodia
04. Ghana
05. Hong Kong
06. Indonesia
07. Kazakhstan
08. Kenya
09. Burundi
10. Malaysia
11. Mongolia
12. Myanmar
13. Nigeria
14. Peru
15. Philippines
16. Rwanda
17. Singapore
18. Sri Lanka
19. Tanzania
20. Thailand
21. Trinidad and Tobago
22. Uganda
23. Ukraine
24. United Arab Emirates
25. Uzbekistan
26. Vietnam
27. Yemen
28. Ethiopia
29. Sudan
30. Nepal
31. Zambia
32. Colombia
33. Bangladesh
34. Zimbabwe
35. South Sudan

## 7. Corporate Governance Policy

### 1.Introduction

The Board of Directors of Mega Lifesciences Limited, in accordance with the recommendations of the Stock Exchange of Thailand, has prepared and approved this policy document and will emphasise on adhering to the standards in the areas addressed by this document. The Company shall give an account of its Corporate Governance practice and policies and shall explain any deviation from the expected standards in its annual report.

### 2.Core Values (Mega Way of life)

In our business and conduct we will strive to live up to our Core values:

**RESPECT each others differences**

**FREEDOM in work and personal lives**

**TRUST you as an adult**

**TRUTH in all that we do**

### 3.Guidelines for Corporate Social Responsibility

Mega Lifesciences is committed to provide Quality products and services to its customers through constant improvement and innovation. As part of its vision and mission, the company strives to provide cost effective, high quality health solutions to people in lesser developed countries around the world.

The company actively encourages good health through various programs such as:

- ‘Donor for Life’ wherein employees are encouraged to donate their organs in participation with Red Cross Society.
- ‘Good Health by yourself’ wherein all stakeholders are constantly trained and encouraged to adopt healthy living practices thereby improving lives of immediate societies that work with Mega.
- ‘Green Mega’ wherein the company participates in adopting green technology thereby promotes sustainability.

### 4.Company Capital and Dividend

The Board shall aim to maintain a healthy equity ratio as will be considered satisfactory in the light of the Company’s Goals, Strategy and risk profile.



The Board's authority to expand capital, buyback shares and pay Dividends shall be as approved in the General Meetings from time to time.

It is an objective of the company to generate returns to the Shareholders in the form of Dividends and improvement in the value of the enterprise which is at least on the same level as other investment possibilities with comparable risk.

## **5. Disclosure and transparency**

➤ Transactions with Related parties shall be at arm's length and at fair value which, in the absence of any other pertinent factors, shall be at market value. All material transactions between the company and a member of the Board of Directors, a majority shareholder, a leading employee or their related parties shall be on arms length basis.

➤ The Board and the Management team shall at all time see to it that the company has adequate systems and internal control routines for any risks relevant to the Company and its businesses.

➤ Internal control and Risk Management shall be continuously evaluated and the Board shall assess the Risk Areas, Risk Management and its internal control systems.

## **7. Auditor**

Each year the Auditors shall present to the Audit Committee a plan for the implementation of the audit work. This plan subsequent to Audit Committee's review shall be placed before the Board for approval. The Auditor shall provide a written confirmation relating to independence, objectivity and the Auditor's willingness to take up engagement as Auditor.

The Auditor shall be present at the Board meetings where annual accounts are on the agenda. Wherever necessary, the Audit Committee or the Board shall meet with the Auditor to review his view on the Company's Accounting Principles, risk areas, internal control routines, etc

The Board shall present, in the Ordinary General meeting a review of the auditor's compensation as paid for statutory Audits and remuneration paid for other concrete assignments.

## **8. Shareholders' General Meeting**

The Company shall summon the Shareholders' to a general meeting at a minimum 21 days notice. Documents in sufficient details as are necessary for the Shareholders to prepare an opinion shall be sent along with the meeting notice.

The notice shall address the Shareholders right to propose resolutions to the matters to be resolved upon in the General Meeting and give information regarding the required steps necessary to exercise Shareholders' rights.

The cut - off for confirmation shall be set as short as possible and Board shall arrange matters so that the Shareholders who are unable to come can vote through proxy. The proxy forms along with the general meeting notice shall be made available through post, emails or hosting on the company's website.

## **9.Shareholders**

### **Rights of Shareholders**

Shareholders shall have the following statutory rights:

- 1) Buy, Sell or transfer shares held by them.
- 2) Share in the profit of the company
- 3) Obtain relevant and adequate information on the company in a timely and adequate manner and on a regular basis.
- 4) Participate and vote in the meetings
  - a. To elect or remove members of the Board
  - b. Appoint the external auditor
  - c. To make decisions on any transactions that affect the company, including but not limited to, Dividends payment, amendments to the company's Articles of Association or the company's bylaws, capital increases or decreases and the approval of extraordinary transactions.

To uphold the Shareholders' rights the Board of Directors shall:

- ❖ Send an advance notice to attend the meetings accompanied with relevant details for introspection on the issues to be discussed and decided in the meeting.
- ❖ Not in any way restrict the flow of information to the Shareholders. The Shareholders shall receive the adequate information regarding the procedures and conduct of the meeting and the key issues to be decided in the meeting. Such information shall be shared by the company through channels which are sufficient to achieve this purpose.
- ❖ Ensure that the meetings are held at a convenient location on a business day and the meeting venue shall have adequate facilities, including the safety and emergency facilities, for the conduct of such a meeting.
- ❖ Post the relevant information on the company's website before posting the notice so that the shareholders can study all information prior to receiving the notice.
- ❖ Provide shareholders adequate opportunities to express their queries, both before and during the meeting, and participate in the conduct of the meeting. The Chairman shall ensure that sufficient time is apportioned for queries from the shareholders and the queries are duly addressed.
- ❖ Ensure that the Shareholders have the right to vote on each item separately and the voting equipment and procedures are simple and capable of compiling the results in a timely, transparent and credible manner.

- ❖ Ensure that voting procedures and equipment for voting on the Board of Directors shall satisfy all the requirements mentioned above.
- ❖ Be present for the meeting in full strength along with the Corporate Secretary in order to answer shareholders' queries and take note of their opinions.
- ❖ Encourage and allow the shareholders to directly question the chairpersons of the committees responsible for any specific issues.

#### Equitable treatment of Shareholders

The shareholders may not hold equal amount of shares but their basic rights shall be the same. Shareholders regardless of their gender, age, race, nationality, political opinion, disabilities or religion shall be given same treatment by the Board. The Board and the management shall:

- ❖ Treat the shareholders with equal respect.
- ❖ Communicate the information in a language suitable to the investors which may be English or Thai or both..
- ❖ Respect the Shareholders right to appoint a proxy if they are unable to attend the Meeting and provide a proxy form alongwith instructions to fill the form. An individual who shows the duly filled proxy form shall be entitled to attend and vote in the meeting.
- ❖ Encourage minority shareholders to propose items for the agenda and nominate Independent Directors and the office of President and Corporate Secretary shall take efforts to bring this up to the other Shareholders.
- ❖ Provide inside information and formulate procedures and communicate them to everyone in the company and make it compulsory for Directors and Executives to submit to the Board a report on their ownership of the Company's shares.
- ❖ Ensure that shareholders with management positions should not add any agenda items without notifying other shareholders in advance especially if it is an issue that will require shareholders to spend a good deal of time to study relevant information before making their decisions.

## 8. Directors' Policy

### 1.Introduction

Mega Lifesciences Limited's Board of Directors shall comprise of individuals of high expertise and experience with a demonstrated track record of operating in their areas of expertise with a high level of integrity. The Board shall be appointed by the Shareholders to oversee the operations. The Board shall, with due approval of the shareholders wherever necessary, appoint management in charge of various functions or in general, various committees to serve specifically defined purpose identified for such committees, the company's auditor and the corporate secretary to manage meetings and ensure compliance with laws and regulations.

### 2.Composition and Appointment

The Board of Directors shall be led by the Chairman of the Board and shall direct and control the management of the company. It shall be responsible for the strategic direction of the company's operations and achieving the company's targets. The Board shall be responsible for maximizing the value of all stakeholders' money invested in the company. The Board shall represent the company and be responsible to the General Public and various other stakeholders.

- The Board must comprise minimum 7 Directors of which minimum one third (1/3rd) shall be Independent Directors provided that the Independent Directors shall not be less than Three (03) in number at any given point of time.
- Independent Directors will be selected as per the requirements laid down in this policy.
- The Board members shall have a background of experience in diverse fields.
- The Board of Directors shall encourage minimum attendance in minimum 75% meetings for individual Directors and on the whole
- The Board meetings shall have a quorum of minimum 2/3rd of the total number of Directors.
- No Director shall hold Directorships in more than three (03) companies listed on the Stock Exchange of Thailand.
- Executive Directors shall not hold positions outside the group in more than 2 public listed companies or 3 private companies as Board members.
- Independent Directors shall not hold their position as Independent Directors for a continuous period exceeding nine (09) years.
- No Director shall hold Directorship in any other company which is engaged in a business which is directly competing with the Company unless if it is disclosed to the Board and the Board has approved such association.
- Each Director shall be qualified under the Public Company Law, Securities and Exchange Act and shall possess other Standard Qualifications as required by the applicable laws.

- The Chairman of the Board must not be more than 75 (Seventy Five) years old.
- The Appointment process of Directors shall be transparent. The Remuneration and Nomination Committee shall nominate the names of the Directors and the names along with appropriate resume shall be presented to the Shareholder's for their approval in a General Meeting.
- The profile of all the Directors shall be presented in the Annual information disclosure (Form 56-1), Annual Report (Form 56-2) and on the Mega Lifesciences Limited website.

### **3. Independence of the Board**

Directors shall participate in and vote on only such decisions and express opinions on such decisions which fall under their authority. The independence of the Board is necessary to ensure that the Directors can function with the best of their abilities and knowledge. In situations where the Director has any conflict of Interest or is not able to ensure arms length dealing then the Director shall not vote and may even chose to stay out of the meeting while decisions on such transactions are being taken.

### **4. Roles and Responsibilities**

The Board shall act in the best interests of the shareholders and with the highest degree of professionalism as is mandated by the position. Board shall make decisions on important matters and protect all shareholders' value and assets. The Board is expected to perform its duties and carry on business in accordance with applicable laws, regulations and related policies. They are authorized to carry on activities as per the Articles of Association or those related thereto under the Public Companies Act B.E. 2535.

#### **Duties and Responsibilities of the Board shall include, but are not limited to:**

- Act with care and exercise their duty of care to preserve the interests of the company.
- Develop and monitor the Strategy and ensure that the company is moving ahead in the stated direction. The Board shall identify the potential risk factors and ensure that the company achieves or appropriately changes its direction.
- Approve the Mission statement, Vision, Values and Business Ethics and Code of Conduct.
- Review and propose to shareholders the company's Quarterly and Annual financial statements to ensure that due reporting standards are observed and financial targets as well as business plans are aligned with the strategy and future direction. The Board shall ensure that the management is moving ahead as per the approved business plans.
- Ensure that the company's accounting systems and internal controls are reliable and effective and the system of audits of such accounting systems and internal controls is credible and effective.
- Ensure that the Risk Management procedures have been appropriately set considering the potential risk factors. The Board shall ensure that the management has an efficient risk

management processes in place and it has the ability to identify the business opportunities arising from such risks.

- Identify and resolve any existing or potential conflicts of interest and examine the key transactions to ensure that they are being done on Arms length basis.
- Ensure appropriate remuneration system for recruiting and retaining senior management.
- Ensure that appropriate information is communicated to the Shareholders and such disclosures shall be done with the highest levels of accuracy, integrity, transparency and timeliness.
- Responsible for deployment of profits and shall consider paying Dividends after absorbing accumulated losses, if any.
- Consider and approve the acquisition or disposition of assets, investments in new businesses, and any operational matters required by relevant laws, notifications, rules and regulations
- Consider seeking advice from independent advisors, as deemed appropriate, at the company's expenses to support the Board's decision making.

## **5. Audit and Corporate Governance Committee**

The Audit and Corporate Governance Committee shall comprise of Independent Directors only. The Committee shall have minimum Three (03) members. The Committee shall be appointed by the Board of Directors and one of the members shall be appointed by the Board of Directors as the Chairman of the Committee. The members of this Committee shall not be related to any other Directors or the major Shareholders of the company. The Committee shall be able to perform, express its judgment or opinions on duties assigned by the Board of Directors without being controlled by the management or major shareholders or a related person. The committee shall comprise of minimum one member with financial and accounting expertise. The Committee members shall possess the minimum qualifications as required by the Securities and Exchange Commission's (SEC) notification regarding qualifications and scope of work of Audit Committees. Apart from the qualifications specifically mentioned in this section, the Committee members shall possess such qualifications as may be laid down under this policy for the Directors and Independent Directors.

The Roles and Responsibilities of this Committee shall be as below:

- a) Review the process of preparation of financial statements to ensure accuracy and adequate disclosures.
- b) Ensure that the company has sufficient internal controls and the system of Internal Audit is independent and effective.
- c) Review the Risk management system and suggest improvements if any.
- d) Review the Corporate Governance Policy and make recommendations to the Board to maintain the same at international standards.

- e) Review the performance of the company to ensure compliance with the Securities and Exchange Law and other laws relating to the business of the company.
- f) Select and Nominate for shareholders' approval, the external auditors and recommend remuneration for the external auditors. The Committee may meet the external auditors if necessary.
- g) Review related party transactions that may lead to conflict of interest and to ensure the disclosure of such transactions.
- h) Provide a report of the Committee's activities and present in accordance with the Stock Exchange of Thailand's regulations and disclose it in the Annual report, such report shall be signed by the Chairman of the Committee.

## **6. Remuneration & Nomination Committee**

The Remuneration & Nomination Committee shall comprise of minimum three

(03) Directors of which minimum one (01) shall be an independent Director. The Committee shall ensure that there is a fair and adequate compensation policy for staff and management and shall propose the criteria and set up guidelines for nominating new Directors and for recruitment and selection of top executives for the company and make suitable proposals to the Board. This Committee shall review the compensation paid to Directors. The remuneration for Board of Directors shall be proposed by this Committee and with the Board's approval place for further approval by the Shareholders. The qualifications relating to Independent Directors and other Directors shall apply respectively to each of the members of this Committee.

### **Duties and responsibilities:**

- a) Propose to the Board, compensation guidelines for Directors and Senior management.
- b) Propose Directors' remuneration to the Board for its approval upon which the Board shall further place the same for approval in the Shareholders' meeting.
- c) Update the Board about the compensation norms in the industry.
- d) Propose guidelines for selection and nomination of Directors to the Board of Directors.
- e) Review the Board structure and propose a succession plan for Directors and Senior Management.
- f) Propose to the Board the names of the potential candidates for appointment as Directors.
- g) Propose a person to be a director of the Company, in case any vacancy of the Board arises other than due to retirement at end of term, provided that such person shall be qualified to be a director and does not possess any disqualifications as prescribed by the Public Companies Act, 2535.
- h) Such other matters as the Board may assign. Nomination Criteria:

- a) Experience, Qualifications and other criteria which reflect the ability of the candidate to add value to the Board.
- b) Qualities required for good leadership, good corporate governance and ability to live the values of the company.
- c) The person should not be blacklisted by the SEC (Securities Exchange Commission, Thailand)
- d) The candidate, if considered as an Independent Director, should possess the qualifications as laid down for Independent Directors in this policy.

## **7. Board Meetings, communication and receipt of information**

- Meeting schedules shall be circulated and approved by the Board for the year in advance, including the Annual General Meeting date for the year which can be planned along with the Board meetings.
- The Board shall devote its time and efforts for the Mega Lifesciences Limited's operations and shall hold meetings regularly. The Board shall meet at least 4 times in a year. The Corporate Secretary shall coordinate the meetings and prepare the necessary documents and invitations. The quorum shall be at least half the total number of Directors.
- In a case where the Director is unable to attend the meeting a notice to the Chairman in writing or email is necessary. If a Director is absent from minimum 3 meetings without an acceptable reason the Board may treat this as unwillingness to act as a Director.
- The Chairman in consultation with the CEO will approve the Agenda and proposals by other Directors shall be considered by the Board for the next meeting if found appropriate.
- The Chairman must ensure that the Board allocates sufficient time for the management to present information for the Directors to discuss important issues.
- The Chairman must ensure that the Directors receive relevant information relating to matters to be discussed at least 7 days before the meeting to allow them sufficient time to review and study the decisions to be taken.
- The Board can request additional documents or information if the information or documents already sent are not sufficient to decide on the matters being discussed.
- The Board may also request at Mega Lifesciences Limited's expense, independent advice from external consultants.
- Any Director who has interest or involvement in any item on the agenda must not vote or express views on that item and may even leave the room while the matter is being discussed.



➤The minutes of the Board meeting shall be clearly drafted to indicate the resolutions and also the comments by the Directors. Details of director/s' voting against any resolution shall be specifically recorded in the minutes of meeting.

➤The Board shall appoint a Corporate Secretary in accordance with the Securities and Exchange Act. The responsibilities of the Secretary are to assemble and arrange the documents for meetings, retain and submit a copy of interests filed by the Directors or executives to the Chairman of the Audit Committee within 7 days. The Corporate Secretary shall be in charge of other tasks as are directed by the Capital Market Supervisory Board in accordance with the Securities and Exchange Act. After appointing the Corporate Secretary, the Chairman of the Board shall notify the Office of the Capital Market Supervisory Board within 14 days.

➤The office of the CEO and the Corporate Secretary are responsible for arranging the Board Meetings and the Annual General Meeting of Shareholders as well as providing Legal advice and Training and other useful information to the Board.

## **8. Remuneration of the Directors and the CEO**

➤The Remuneration & Nomination Committee is responsible for providing advice to the Board concerning remuneration to the directors and the CEO. The formulation and structure of such remuneration shall be in line with the Board's performance. The remuneration structure shall be clear, transparent and easy to understand.

➤The Board shall propose the Remuneration packages as an item on agenda for Shareholders meeting for consideration.

➤The Board and Senior management shall disclose the policy, principle and rationale underlying the directors' remuneration in the Annual Report and financial statements.

## **9. Succession Plan**

The Board shall ensure that Mega Lifesciences has an appropriate nomination and nurturing process for key management positions at all levels.

## **10. Independent Directors**

Independent Directors shall be those who are:

➤Not employees of the company or its subsidiaries

➤Experts in the industry or any function which they review in the company.

➤Having no business or dealings or relation with the company or its subsidiaries which will compromise the interests of the company or its shareholders

The Independent Directors shall be members of Committees and shall be available for retirement by rotation. The Board may assign a time limit for the Independent Directors,

however, this shall be reviewed considering the expertise and the knowledge about the company operations that the Independent Directors possess.

### **Qualifications of Independent Directors**

They must not hold shares in the company either directly or indirectly exceeding 0.75% of the paid up capital of the company.

They must not be involved in the day to day management of the company or a related business or any of its subsidiaries or associated companies.

They must not be related directly or indirectly to any of the other Directors.

They must not have a related business pursuant to the regulations of the Securities and Exchange Commission and also must be free from any direct or indirect financial or other interest in the management and business of the company, its subsidiaries, associated companies or major shareholders.

They must not be acting as the Nominee or representative of any Director, major shareholder/s, relative of such shareholders of the company.

### **Roles and responsibilities**

The Independent Directors shall regularly attend the Board meetings and Committee meetings held.

The Independent Directors shall have access to the Financial and such other Business information as is necessary to perform their roles.

The Independent Directors shall provide a letter of confirmation of independence or no conflict of interest to the company on the date they accept appointment or a later date.

The Independent Directors shall possess the expertise and abilities to understand the company's business objectives and shall learn about the company's business and offer independent views on matters involving their views.

The independent Directors may decide to meet separately as and when required.

## 9. Whistle Blower Policy

### 1. Objective

The purpose of this policy is to promote transparency in Governance and ensure fair treatment of all stakeholders in the company.

### 2. Implementation

Any person who has a concern about the business practices of Mega Lifesciences Limited or its subsidiaries relating to accounting, auditing, Internal control matters or any other matters related to corporate governance may write in person or confidential or anonymous manner to:

Audit Committee

[Audit.Committee@megawecare.com/](mailto:Audit.Committee@megawecare.com) Whistleblow@megawecare.com

Mega Lifesciences Public Company Limited

384 Soi 6, Pattana 3 Road,

Bangpoo Industrial Estate,

Samutprakarn 10280, Thailand

All reports shall be investigated promptly and handled in a confidential manner. Mega's protection mechanism shall apply in all these dealings.

### 3. Protection Mechanism

No employee who in good faith reports a matter shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline as found appropriate by the management. The Audit and Corporate Governance Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The matter brought up shall be treated confidential and will be handled in a fair manner.

## 10. Insider Trading Policy

Mega Lifesciences Public Company Limited (“Company”) has a policy and procedure to monitor its managements in relation to their use of inside information of the Company and its subsidiaries for personal interest as follows:

1. Educate the directors and managements of the Company regarding their duties to prepare and disclose the report of securities holding and the report of changes in securities holding of the Company to the Securities and Exchange Commission (“SEC”), the Office of the Securities and Exchanges Commission (“Office of the SEC”), and the Stock Exchange of Thailand (“SET”), including the applicable penalty in the case of breach according to the Securities and Exchanges Act (“SEC Act”), the regulations of the SET.
2. Arrange for the Directors and executives of Company and their spouses and minor-children to prepare and disclose the report of securities holding and the report of changes in securities holding of the Company to the Office of the SEC pursuant to Section 59 of the SEC Act and deliver copies of such documents to the Company on the same day.
3. The directors and managements of the Company who know material inside information affecting changes in securities price, must be cautious in the trading of securities of the Company within one month prior to the time when the financial statement or such inside information is disclosed to the public. Moreover, within 24 hours after such inside information has been disclosed to the public, whether intentionally or unintentionally, the Company is obligated to immediately disclose and notify such inside information to the SET. In this regard, prior to such disclosure and notification of inside information to the SET, the directors and managements of the Company must not, in any event, disclose any further inside information to any person.
4. The directors, managements, staff members and employees of the Company shall not, whether directly or indirectly, purchase or sell, offer to purchase or sell or invite any other person to purchase, sell or offer to purchase or sell shares or other securities (if any) of the Company by using inside information which has or may have an impact on the change of the price of the Company’s securities and has not been disclosed to the public, in a manner that may directly or indirectly cause damage to the Company and whether or not such act is done for their own or another person’s benefit, or to disclose such information so that they will receive consideration from the person who engages in the aforementioned acts.
5. Directors and employees are also expected to observe applicable insider trading laws at all times even when dealing in securities within permitted trading periods. In addition, the Directors and employees are expected not to deal in the Company’s securities for speculative purposes.

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# 11. Business Ethics and Code of Conduct

## 1 Introduction

We are all privileged to work for one of the finest companies. It is our utmost responsibility and duty to preserve and strengthen our Company's worldwide reputation built by people over many years. We have built our successes on the strong foundation of transparent & Ethical business practices and quality products. Our quest for growth and excellence goes hand in hand with unflinching commitment to integrity in all our relationships with employees, customers, suppliers, government, local communities and our collaborators and shareholders.

The Mega Code of Conduct is described in the following sections, which contain guidelines for adherence by all the employees of Mega Lifesciences Limited and its subsidiaries. Adherence to this Code of Conduct ensures and reinforces our commitment to conduct our business with integrity and to uphold highest ethical standards. We encourage employees to share relevant information with their respective Coaches or Supervisors about actions that may either violate or have the potential to violate the Code.

## 2 Responsibilities as Employees

Understand the framework of the Code in general and in greater details of those sections that apply to your job specifically. You should have a good understanding of the issues, the Company's stance and policies.

In accepting employment with Mega Lifesciences, each one of us becomes accountable for compliance with the Code of Conduct as well as the various rules and regulations of the Company.

If there are any questions about interpretation of the Code, please seek assistance from your Superior or Coach.

You must promptly report any concern or breach to your superior..

## 3 Responsibilities as Leaders

It is a responsibility of all Senior Managers to ensure that we bring in a culture of compliance to this code. Leaders share the responsibility to gather feedback and take remedial actions when employees bring up any concerns to ensure compliance with this code.

## 4 Business with transparency and Integrity

Mega Lifesciences employees are expected to carry out the Company's business with fairness and using ethical business practices. Employees selling goods, services or while interacting with suppliers, customers, Government agencies will not resort to any unethical means to promote the interest of the business.

### Dealing with Suppliers

Mega shall deal with all suppliers in a fair manner and ensure that the business is conducted at most competitive prices and mutually rewarding. It is in Mega's interest to ensure that the suppliers remain make a reasonable profit and drive innovation and sustainability in their businesses to become a long term partner. Parameters such a Price, Quality, Environmental protection, technical and regulatory expertise, reliability and integrity shall be guiding forces for enlisting a supplier. Mega Lifesciences and/ or its employees shall in no way benefit from or pass any benefit to the supplier other than the written terms in the contract.

Any suppliers related to employees or shareholders shall be listed as related parties in the Financial Statements. Arms length basis of dealings with such suppliers shall be ensured.

#### Dealing with Customers

Mega Lifesciences shall ensure that only good quality products and services shall be provided to customers and Mega shall strive to innovate through constant improvement the products and services.

The employees shall maintain good relationships with customers and make a positive difference in their lives and in the lives of their customers. Mega Lifesciences shall deal with its customers in a fair and dignified manner and encourage the customers and their customers to maintain a healthy life.

Any customers related to employees or shareholders shall be listed as related parties in the Financial Statements. Arms length basis of dealings with such customers shall be ensured.

#### Government Agencies and compliance with laws

Mega Lifesciences expects its employees to live by the Mega way of fairness and integrity in dealings with government agencies. Our products are sold to Hospitals and other government agencies. Mega shall ensure good quality products and fair transactions. Mega or its employees will not compromise on quality or in compliance with the laws of the land in which the business is situated.

#### Dealing with Customer's customers

Mega Lifesciences expects its employees to provide the best products and make a positive difference in the lives of our consumers (ultimate customers). The employees shall promote a healthy way of life and loyal customers through a win-win system of dealing.

### 5 Employment Policies

Mega Lifesciences has ordinary people achieving extraordinary results. The company believes in recruiting and retaining ethically committed and good human beings who have a desire to make a difference in the company and the society. Mega Lifesciences shall ensure that the right education, training and growth opportunities are provided to employees and encourage professional development. Mega Lifesciences provides a fair and transparent environment with clear performance criteria and performance evaluation processes.

### 6 Equal employment opportunity

Mega Lifesciences shall provide equal employment opportunity to all within the framework of the law of land in which it is located. People of any gender, race, caste, religion or nationality shall be considered for employment and treated as equals at work. Employment policies shall reflect the fairness and equality. Any behavior in violation of this policy shall be treated as hostile and appropriate management action shall be taken. Mega Lifesciences shall respect the individual differences and respect each other for what they are.

### 7 Employee's relationship with employer

Employees of Mega Lifesciences must strive to adhere to the companies policies, guidenlines, objectives and values and shall make sincere efforts to drive productivity and performance. They must measure up to the Trust and Freedom entrusted by the company on them.

## **8 Employee's relationship with peer group**

Employees shall share a cordial relationship with each other and encourage each other to achieve company's goals. Employees shall respect each other's differences and shall nurture a climate of trust and respect.

## **9 Employees relation ship with subordinates and superiors**

Employees shall provide an environment of self development and growth to their subordinates and live and practice the Mega way of life. Employees shall be honest and open with their supervisors and cooperate with their senior in implementing the company's policies.

## **10 Harassment**

Mega Lifesciences strictly prohibits sexual or any other kind of harassment of employees by any person in the workplace or while conducting the Company's business.

## **11 Sustainability of health, safety and Environment**

Mega Lifesciences shall ensure that all business transactions promote sustainability of environment and environmental issues like health and safety, pollution, etc are seriously addressed in all its policies and actions.

The areas of focus are:

- Compliance with environmental laws and those relating to safety and health of employees and society
- Issues concerning product efficacy and product liabilities
- Invest in technologies which promote sustainability of environment
- Safety in handling and disposal of hazardous and toxic materials
- Optimal utilization of natural resources like water and others like electricity
- Working conditions such as lighting, layouts, health signs, etc in the factories

## **12 Insider Trading**

Mega Lifesciences shall prohibit employees from entertaining any insider trading practices. Those with privileged information shall have a responsibility not to divulge any information, including but not limited to, financial results, Information Technology, Business strategies, Business transactions, policy changes, etc. The company shall strictly follow the insider trading guidelines of the Stock exchange on which it's equity shares are listed.

## **13 Legal and other Compliances**

Mega Lifesciences shall follow and abide by all the laws of the country where it is located. The company shall ensure compliance with all commercial, tax and other laws and all the employees shall be encouraged to highlight any compliance issues to their superior..

Upon becoming a publicly listed company on the Stock Exchange of Thailand, the company through its Directors and Executives shall ensure compliance with all the announcements and stipulations of the Stock Exchange of Thailand (SET) and Securities and Exchange Commission (SEC).

## **14 Intellectual Property, proprietary information & Trade secrets**

Mega Lifesciences and its employees shall not infringe any Intellectual Property, Patents or any other service marks or any other form of intellectual property belonging to a third party without explicit approval from such party.

Mega Lifesciences' proprietary information shall consist of it's Trademarks, Service Marks, Patents, Dossiers, CDs, Contracts, Supplier data, Customer data, Trade terms, Commercial

details, Business strategies, etc and such other information which gives any privilege or business advantage to Mega Lifesciences. Employees shall:

- Not Disclose such information to any 3<sup>rd</sup> party without approval from the company
- Maintain confidentiality even when they are no longer in services with Mega Lifesciences
- Not use any of this information for personal benefits

All such information and any other confidential information remains confidential until the company decides to divulge it in public.

#### **15 Labour practices**

Mega Lifesciences promotes healthy labour practices. The company and employees shall comply with the relevant labour laws. The company shall strongly discourage exploitation of children, child labour, physical abuse and any other form of services which may be of involuntary in nature. The company shall provide healthy working conditions as per the law and even better. The management shall take strict disciplinary action in the event of violation of this clause.

#### **16 Responsibilites towards Shareholders**

We at Mega Lifesciences are aware of our responsibilities to invest the money and do the business as per the stated business objectives and uphold the interest of shareholders and safeguard shareholders assets and interests. Our shareholders are important stake holders and we are accountable to them for a good conduct of business with integrity, transparency and fairness.

#### **17 Human rights**

Mega Lifesciences respects the Human rights and seeks to create an environment of equal opportunity to work and excel in Mega Lifesciences. The company shall strive to create relationships such suppliers and customers who promote human rights and provide equal opportunity to all employees from different sections of the society.

#### **18 Information technology policy**

All employees of Mega Lifesciences are expected to strictly follow the IT policies of the company and ensure data secrecy.

#### **19 Conflict of Interest**

All employees of Mega are expected to disclose to the company any situations which result or can result in a conflict of interest. The employees shall disclose to their superiors/ Coaches any suppliers, customers or any 3<sup>rd</sup> parties with which the company does any business transaction who are related to the employee. Mega Lifesciences strictly prohibits and discourages undisclosed conflict of Interest and expects employees to address such situation by disclosing the name of the party, nature of relationship and the details of the contract with such party.

#### **20 Compliance with this code**

All employees of Mega Lifesciences are expected to comply with this code of conduct. This document is expected to be a beacon for taking ethical decisions. Employees are encouraged to seek help from their superiors or their Coach to seek more clarity and to highlight any irregularities or non-compliances. The Code of Conduct is not intended to and cannot be expected to provide a solution to all the problems. Mega Lifesciences expects employees to understand this code of Conduct and observe adherence in all situations and keep their superior duly informed about any irregularities. Nothing contained in this document prohibits Mega



Lifesciences from taking any disciplinary action on any matters pertaining to employee conduct, whether or not it is specifically mentioned in the document.

21

## Process for handling violations of business ethics

### 1. Consideration of complaints.

There must be preliminary consideration if there are any issues that lead to suspicion of violation of the rules and regulations of the company or not. Complaints must have sufficient evidence and be clear in order to further investigate.

### 2. Investigation

Conduct an investigation to collect evidence and summarize the facts whether there has been behavior as complained or otherwise.

### 3. Evaluation

Conduct a fair inspection and consideration. Prepare a report specifying an appropriate penalty in the event that it is determined that the offense was committed as reported and inform the outcome to related stakeholders.

### 4. Process for preventing and resolving violations of the Business Ethics Code

Business's code of conduct is considered a form of discipline which Board of Directors, executives, and employees must strictly follow. Employees who violate or fail to comply will be subject to disciplinary action according to the working rules and regulations.

### 5. Monitoring and ensuring compliance with the code of conduct

The Company has determined that it is the duty and responsibility of all directors, executives, and employees to acknowledge, understand, and strictly follow the policies and practices set forth in this Business Code of Conduct. without claiming that they are unaware of the Business Code of Conduct.

"Employees at all levels are responsible for their subordinates under their chain of approval. They must ensure that their subordinates are aware of, understand, and strictly adhere to this Business Code of Conduct Manual. To achieve business goals along with maintaining Business Code of Conduct for the benefit of shareholders. Stakeholders, Company, and Society, the Company does not intent any action that is illegal or contrary to Business Code of Conduct. If directors, executives, and employees violate the established Business Code of Conduct, they will receive disciplinary punishment as determined by the company and if it is an action believed to be against the law. The company will send the matter to government officials in order to take appropriate action.

### 6. Review

The Company will review its Business Ethics Code every two (2) years to ensure it is appropriate to the circumstances and The changing business environment."

## 12. Anti-Corruption And Anti-Bribery Policy

### 1 Introduction and Purpose

We are all privileged to work for one of the finest companies. It is our utmost responsibility and duty to preserve and strengthen our Company's worldwide reputation built by people over many years. We have built our successes on the strong foundation of transparent & Ethical business practices and quality products. Our quest for growth and excellence goes hand in hand with unflinching commitment to integrity in all our relationships with employees, customers, suppliers, government, local communities and our collaborators and shareholders.

Mega prohibits bribes or any payments of anything of value intended to unduly/ improperly influence any individuals whether they are Government Officials or not. The laws in the best part of the world strictly regulate even ordinary interactions with Government Officials and hence this policy has been adopted to establish the standards and procedures to be followed by all employees of Mega and also business partners to prevent official corruption and improper payments in the conduct of Mega's business worldwide.

### 2 Applicability/ Scope

#### Definition

Any offer or payment of 'Anything of value' made to either corruptly influence another person to do something improper in violation of that person's duties or corruptly obtain or secure any improper advantage.

#### Scope

This policy applies to all Employees, Management and Board of Directors of the Company and extends to all 3<sup>rd</sup> party partners like consultants, agents, Distributors, Importers and representatives in any other capacity to conduct business for and on behalf of Mega.

### 3 Responsibility

Mega has a policy of zero tolerance for Bribery.

#### Employees

Employees shall:

- Read, understand and follow the articulated policy and procedures.
- Attend the Anti Bribery training conducted by the company
- Communicate the policy and practices of the company to 3<sup>rd</sup> party partners working with the company
- Sign declaration that the Anti Corruption policy and procedures are being followed.

#### Management

- Ensure that the employees are following the policy and procedures.

#### Compliance

- Update the policy and procedures as and when necessary.
- Provide employees and management with counsel and guidance as and when required

- Review transactions and when required and conduct compliance audits if necessary

#### 4

#### Policy

Mega or any of its employees, managers or Board Members acting on behalf of Mega shall not make, provide, offer, accept or authorize any payment, gift of any kind or anything of value, directly or indirectly, to any official or employee of any country, state, provincial or local government or any government controlled or owned agency or entity or any private entity.

Mega further extends this policy to such dealings with health care professionals and private hospitals which shall be done as per limits and approval procedures as specified by Mega.

Mega further, extends this policy to cases where any 3<sup>rd</sup> parties (agents, Distributors, consultants or such other 3<sup>rd</sup> party transacting business on behalf of Mega).

#### Definitions

Under this policy, 'Government Official' shall mean:

- Any Government Official,
- Any elected Official
- Any Officer or Employee of any Government or any department, agency or serving in any capacity with Government including but not limited to healthcare facilities, hospitals, police agencies, Customs Officials, Army, tax officials, Health ministry funded agencies and other government bodies.
- Any Officer or Employee of any Company, business, commercial enterprise or entity that is owned or controlled in whole or in part by any Government
- Any Officer or Employee of any public international organization such as the World Bank, United Nations, International Olympics Committee, Red Cross, Red Crescent, World Health Organisation or any other international government funded NGOs in public health.
- Any Officer or Employee of any political party.
- Any candidate for any political Office.
- Spouse or children or other close relatives of any Government Official shall for all purposes be included in this definition.

'Anything of value' shall include but limited to:

- Cash
- Gifts
- Entertainment
- Employment Offers (Government Officials or their relatives)
- Promises of future employment
- Extraordinary Product Discounts
- Donations which may be political or to the causes identified by such 'Government Officials'
- Disguised donations

**Health Care Professionals (HCP)** shall mean and include Doctors, Nurses, paramedics and such other professionals dealing directly or indirectly with patients and whether or not employed by Government Hospitals or private hospitals or clinics and such other treatment centers.

‘Facilitating Payments’ shall mean and include but limited to any payments made to Government agencies, employees, department, government, political parties to expedite or secure the performance of routine services like tax assessments, customs clearances, utility connections like electricity, gas, telephone, internet, etc.

‘Gift’ shall mean and include receiving and or giving items of value as presents or souvenirs, giving services for business contacts and must be in accordance with the customs/ practices of each location/ geography and relevant laws and subject to limits in this policy.

“Sponsorship” shall mean and include money, gifts, property, things or other rewards given or received which may be calculated in monetary terms and shall include contributions given to or received from customers, partners, business partners. The objectives may include and involve building business, brand or reputation of the company.

“Donation” shall mean and include donation of money, things or anything else that can be calculated in money to foundations, temples, hospitals, educational institutions, communities, society, projects or corporate activities that do social contributions. It is intended for public benefit and does not expect anything in return or benefits from organizations that support it.

“Conflict of interest” shall mean and include any situation or action in which employees have personal benefits that influence decision making or performing of duty and have an impact on the company’s interest in direct or indirect manner.

“Political contribution” is the term of support or making contributions, financial or otherwise, to any political party, political coalition, person with political influence, or political candidate on a local, regional or national level, either directly or indirectly.

“Revolving door” shall mean and include a person who is or used to be an official of State/Politician/Counsel to government agencies and now working for a private company and may rely on relationships or inside information to benefit the private company or cause conflicts of interest in the performance of duties of a government agency or regulatory body with a regulated company as a result of unfair business advantages or setting a policy that favors the private sector that the government official has been working for.

## 5

## Rules

The rules shall apply to all employees, management and Directors of Mega and are as below:

- Except as stated in the Policy and subject to compliance with the Standard Operating Procedure (“SOP”) No payment or gift or anything of value of any kind shall be promised, offered or made to any Government Official by any employees directly or indirectly through 3<sup>rd</sup> parties conducting business on behalf of Mega.
- Hospitality in the form of meals, entertainment and other normal social amenities for the benefit of Government Officials may be provided only if it is consistent with the preapproved limits set forth in each country by Mega. << Annexure A for limits for meals, etc>>
- Gifts to Government Officials not to exceed limits set by Mega provided that it is only a promotional gift. We note that cash gifts shall not be allowed.
- Anti Bribery checklists need to be read, filled and signed by 3<sup>rd</sup> party consultants, Agents, Importers and such other 3<sup>rd</sup> parties doing business on behalf of Mega.

- Anti Bribery checklists need to be read, filled and signed by any employees dealing with Government Officials or HCPs (Health Care Professionals)
- Except as stated in the Policy and subject to compliance with respective “SOP, Charitable donations to Government Hospitals shall not exceed such limits as prescribed by Mega in Annexure A. Charitable gifts to private hospitals are discouraged.
- Mega shall not fund directly or indirectly any political candidate or a prospective candidate running for a government office.
- All accounting transactions shall be accounted accurately and any transactions which are of a nature which may be directly or indirectly in the nature of a bribe shall be reported to the Compliance Department.
- Any Sponsorships shall be provided as per Company policy and subject to compliance with respective SOP.
- Company shall not appoint any individual who is currently or has been a government employee during the previous two (02) years specifically if the employee shall be responsible for the same or similar government department directly or indirectly. Company’s Management Board and Human Relations/ Human Capital Development team shall be responsible for implementation of this regulation. For the sake of clarity, Company shall not have a Revolving door.
- Entertainment expenses in a medical conference organized by Company shall be within the purpose and limits as per this Policy.
- Travel reimbursement to Health Care Professionals (“HCP”s) shall be subject to guidelines and limits in this Policy.

## **6 Facilitating Payments**

Mega does not allow making facilitating payments by any employee or 3<sup>rd</sup> party performing actions or transacting business on behalf of Mega to secure any public/ government services unless if it is an emergency and is for the sole purpose of securing safety of employees in a medical or other urgency and specifically approved by the management board. The Company prohibits any form of facilitation payment whether direct or indirect and will not take any such payments or acts in exchange for facilitating business operations.

## **7 Accounting records**

Mega shall maintain accurate accounting records reflecting the nature of transactions and any transaction which is in the form of a bribe, whether direct or indirect, shall be reported to the Compliance Department. The records shall be kept for minimum 5 years or such period as the law requires in the country of existence of the operation. The forms for the respective transactions shall be filled by the requesting departments along with sufficient details for each transaction. The business departments shall use specific forms if the expense is in the nature of gift or entertainment which is prohibited under this policy. False, incomplete, artificial or misleading entries are prohibited by Mega. Miscellaneous expenses with no or incomplete details and significant amounts, inaccurate travel expenses, consultancy fees are some red flags.

## **8 Responsibility**

Each employee, Management and Board of Directors are responsible for compliance with this policy and failure to comply with this policy shall lead to disciplinary action including termination of employment. In addition, individuals not complying with this policy may face government penalties including fines and/ or imprisonment. 3<sup>rd</sup> parties representing Mega shall be subject to fines/ termination of contracts and their representatives are equally liable to Government.

## **9 Training**

Mega employees especially who deal with Government Officials and HCPs shall be trained on anti bribery policy and laws. Any representations and actions of the employees which are not in compliance with this policy shall remain a personal responsibility of the employees or 3rd party consultants representing Mega.

#### **10 Audits**

The Compliance team shall assume the responsibility to test and ensure the compliance with this policy and the procedures set under this policy. The audits may be conducted in-house or by such consultants appointed by the Compliance team from time to time. The scope shall include the following:

- i) Documentation and communication of the policy
- ii) Efficacy and standards of training and the selection of audience.
- iii) Training records maintained.
- iv) Review Accounting reports and documents like vouchers/ invoices, etc.
- v) HR processes for appointing employees who deal with government officials and/or HCPs.
- vi) Business processes employed for selection of business partners.
- vii) Audit certain payments which may be of a nature suggesting a direct or indirect bribe.
- viii) Accounting ledgers such entertainment expenses, travel expenses, consultant fees, etc shall be reviewed on a regular basis.

#### **11 Reporting and Non-retaliation**

Any employee, manager, Board member or 3<sup>rd</sup> party representing Mega may report a non-compliance of this policy to the CEO/ CFO/ Compliance Department or may write to [compliance@megawecare.com](mailto:compliance@megawecare.com). Any questions or clarifications related to this policy or its procedures may be sent to [compliance@megawecare.com](mailto:compliance@megawecare.com). No retaliation shall be taken against any reporting party who has acted in good faith. Any supervisors, managers or other employees who retaliate against the reporting employee shall be subject to disciplinary action up to and including termination of employment. Mega shall not withhold any promotions, salary increases or any benefits due to an employee who reports any such incidents.

## Annexure A

### Limits under the policy

Sr. No.	Nature of expense	Limit (United States Dollars)	Additional remarks
1.	Gifts to Doctors	100 per gift (THb 3,000)	Maximum 3 gifts per doctor per year.
2.	Gifts to Government officials	100 per gift (Thb 3,000)	Maximum 1 gift per year per official and not anytime within 30 days before or after the tenders/ purchase orders.
3.	Entertainment – Meals	75 (Thb 2,400) per meal per person attending the event.	Subject to a maximum 1 such event in 3 months.
4.	Travel reimbursement	Actual expenses by economy class airfare or business class if approved by Managing Director.	The visit shall be for official purpose i.e. for Mega sponsored symposium, etc
5.	Entertainment expenses per head in a conference organized by Mega	USD 100 (Thb 3,000) per person per conference.	This should be a mass event with more than 10 invitees.
6.	Charitable Donations	Any amount to Government Hospital or a valid social cause.	To be requested by the Business head and approved by the Managing Director of the location.

## Annexure B

**Form for employees appointed by Mega and responsible for dealing with Health Care Professionals and Government Officials as defined in Mega's Anti-Bribery policy.**

Name of Employee:

Date of Joining:

Sr. No.	Information	Tick (✓) if Y	Tick (✓) if N
1.	Have you ever held a Government position?		
2.	Have you ever held a Public Office?		
3.	Have you ever held an elected position in the Health Ministry or any other ministry or government body in any country?		
4.	Have you ever held a position in a public international organisation like WHO, IMF, Red Cross, Red Crescent, etc?		
5.	Have you ever held a position of employment in any political party?		
6.	Have you ever been appointed a consultant to the Health Ministry or Customs authorities or Intellectual Property Office?		
7.	Is your spouse or parent or any family member holding any of the positions mentioned above?		
8.	Have you ever been convicted in any Bribery related case in the past?		
9.	Are you a subject of inquiry or investigation in any bribery/ corruption related cases at present?		

Note: If the answer to any of the above questions is 'Y' then the HR shall discuss the employment with the location's Managing Director and Compliance head by writing at [Compliance@megwecare.com](mailto:Compliance@megwecare.com)



## Annexure C

### Form for enrolling/ engaging/ appointing any 3<sup>rd</sup> party consultant/ service provider/ Importer

Name of the party:			
Date of Joining:			
Sr. No.	Information	Tick (√) if Y	Tick (√) if N
1.	Has any of your Directors/ Partners/ key management ever held a Government position?		
2.	Has any of your Directors/ Partners/ key management ever held a Public Office?		
3.	Has any of your Directors/ Partners/ key management ever held an elected position in the Health Ministry or any other ministry or government body in any country?		
4.	Has any of your Directors/ Partners/ key management ever held a position in a public international organisation like WHO, IMF, Red Cross, Red Crescent, etc?		
5.	Has any of your Directors/ Partners/ key management ever held a position of employment in any political party?		
6.	Has any of your Directors/ Partners/ key management ever been appointed a consultant to the Health Ministry or Customs authorities or Intellectual Property Office?		
7.	Is the spouse or parent or any family member of your Directors/ Partners/ key management holding any of the positions mentioned above?		
8.	Has any of your Directors/ Partners/ key management ever been convicted in any Bribery related case in the past?		
9.	Has any of your Directors/ Partners/ key management a subject of inquiry or investigation in any bribery/ corruption related cases at present?		

## Annexure D

### **Procedure for review and approval of providing gifts and hospitality to Government Officials**

Purpose: This procedure shall detail the steps to be taken by the employee/ managers/ Directors/ 3<sup>rd</sup> Party representing mega for Gifts and Hospitality being extended to any Government Official/ HCP.

Procedure: All proposed gifts and hospitality extended to the concerned persons shall be within the limits set by Mega. In case the limits set by Mega are higher than the limits set by the 3<sup>rd</sup> party Principal whose products Mega is marketing then the limits of such partner shall be considered as the limits of Mega for all purposes.

All such gifts or hospitality of an amount greater than the limits shall be approved by the Location's Managing Director and shall be referred to the Compliance team.

No proposed gift or hospitality shall be approved unless it meets the following criteria:

- a) Reasonable and customary under the circumstances
- b) Should be permitted under local law
- c) Should be permitted by transnational laws if applicable.
- d) Should be provided openly and recorded in the Books with appropriate narration.
- e) Should be at par with professional standards.
- f) Should not be in the form of Cash or securities.

The voucher or request form should mention the name of official, number of officials, purpose and the cost per unit and per person for the gifts.

Any Gifts/ Hospitality exceeding the limits shall be placed for approval by the Managing Director/ Compliance team minimum 07 days in advance.

Gifts/ Hospitality can be extended to Government Officials attending a conference/ seminar/ symposium hosted by Mega for a business purpose as per the limits under this policy. The event shall be documented by the organizing department.

Gifts/ Hospitality extended should be requested for payment by accounts should be accompanied with a request form provided under [Annexure E](#) of this policy.

## Annexure E

### Form for requesting payment for gifts to Government Officials/ HCPs.

Name of the Requesting person:						
Department & Designation:						
Date of Request:						
Sr. No.	Name of the Official/ HCP	Title (including the organization name)	Nature of Gift	Value of Gift	Purpose	Date of last gift given.

I certify that the gift is for bona fide purpose and is not in any form a Bribery measure or for obtaining any undue benefits.

.....

Requested By

.....

Approved By

## Annexure F

### **Procedure for Travel (transportation) and Lodging (stay) of Government Officials/ HCPs**

Mega shall allow the Travel and Lodging expenses related to Government Officials/ HCPs subject to the following conditions:

- a) The expense should be directly related to Mega's products or inspection of Mega's facilities by the Government Official or a conference/ seminar/ symposium organized by Mega.
- b) The expense should be recorded appropriately in the accounting records.
- c) The expense should be reasonable and customary.
- d) The expense should not be unduly influence
- e) Should be given openly and officially

The expenses shall be submitted for approval by the Managing Director and should be sent to the Compliance team as a report. The expense can be incurred only for the Government Official/ HCP and not for their spouse, children or other family members/ friends.

The transportation shall be Economy class air fare unless if it is a high ranking official/ reputed professional for whom it is customary to travel by Business class.

The Government Official/ HCP shall be entitled to room service including mini-bar to the extent of the limits for hospitality in this policy and shall not be entitled to long distance telephone calls, television pay per view services.

Mega does not provide Per Diem allowance for such travel exceeding the limits defined in the policy and that too for bona fide expenses and not with the intent to unduly influence.

The requesting business head shall fill a form for such payment as laid out in Annexure G.

## Annexure G

### Form for requesting travel expenses

Name of the Requesting person:					
Department/ Designation:					
Sr. No.	Name of the Government Official/ HCP	Purpose of Travel	Designation including Organization.	Ticket Cost	Hotel Cost

I confirm that the air fare shall be as per the policy and the hotel expenses shall not include the cost of pay per view television. The policy has been communicated to the concerned individuals.

.....

Requested By

.....

Approved By

## Annexure H

### **Procedure for appointment, engagement or retention of Distributors, Importation agents or consultants.**

Mega shall not appoint any 3<sup>rd</sup> party Agent, Importer, Consultant or in any other form for transacting business on behalf of Mega unless Mega has conducted a Due Diligence on the 3<sup>rd</sup> party for potential Anti-Bribery related issues. Mega shall conduct a Due check on the party being appointed to understand the incorporation of the partner and the nature of its business. Mega shall also insist on the anti-bribery form under this policy for appointment of 3<sup>rd</sup> parties to do business on behalf of Mega.

## Annexure I

### Form for approval of Charitable Donation under this policy.

Name of the Requesting Person:
Designation and Department:
Name of the Proposed Recipient:
Purpose of the Donation:

Sr. No	Name of the Government Official	Designation	Relationship with the proposed recipient

1. Based on your knowledge and investigation, do you have a reason to believe that a Government Official or a relative of such Government Official will stand to benefit personally from this Donation?  

☐ Yes    ☐ No

If yes please explain\_\_\_\_\_
  
2. Will Mega gain in some way Direct or Indirect if any such Donation is made or will Mega suffer if such Donation is not made?  

☐ Yes    ☐ No

If yes please explain\_\_\_\_\_
  
3. Does the proposed recipient willing to provide a receipt or certificate acknowledging the receipt of the Donation amount?  

☐ Yes    ☐ No

If No, please explain\_\_\_\_\_

4. Is there any reason to believe that this Donation may result in any other non-compliance of laws in the country or might tarnish Mega's public image/ reputation?

☐ Yes ☐ No

If Yes, please explain\_\_\_\_\_

Mega does not support any charities/ donations to political parties and private hospitals, clinics or other private causes unless approved as an exception by Mega's management and the Compliance team.

#### PROPOSER

Signature of the Proposer:..... Date:

.....

Name:

.....

Designation & Department:

.....

#### MANAGEMENT

Signature:..... Date:

.....

Name:

.....

Designation & Department:

.....

#### COMPLIANCE TEAM

Signature:..... Date:

.....

Name:

.....



## Annexure J

### **Legal Clause in the agreements with 3<sup>rd</sup> party Agents, consultants, Importers or any other capacity in which the 3<sup>rd</sup> parties may be appointed to conduct business on behalf of Mega Lifesciences**

The PARTY will <<CONDUCT BUSINESS AS SPECIFIED IN THE AGREEMENT>> only in full compliance with all applicable laws, rules and regulations, including but not limited to the laws on fair competition and anti-corruption as well as the product specific laws on the shipment, storage, distribution, sale, promotion and marketing of such specific products, including but not limited to narcotics, if any. Without limiting the generality of the foregoing, in connection with the performance of its obligations under this Agreement, the PARTY will not, and will ensure that its employees, directors, officers, agents or other persons acting on its behalf (the "Representatives") do not, make any payment, contribution or gift to any governmental official, hospital, medical insurance company or similar provider organization, customer or other person (including, without limitation, any payoff, influence payment, bribe, rebate or kickback) for the purpose of obtaining or paying for Registrations, medical coverage, Customs clearance, favorable treatment in securing or maintaining business or any other concession.

The PARTY undertakes to comply, and shall procure that the Representatives comply, with the Code of Conduct of Mega Lifesciences (the "Code"). A copy of the Code as currently in force is attached to this Agreement as Appendix. Upon request by Mega Lifesciences, the PARTY shall confirm in writing its, and the Representatives' compliance with the Code, including any updated version of the Code as provided to PARTY by Mega Lifesciences from time to time. In case of a material breach of the provisions of the Code, Mega Lifesciences shall be entitled to terminate this Agreement for cause by written notice with immediate effect.

In addition, the PARTY shall fully cooperate with Mega Lifesciences or any of its affiliated companies in case Mega Lifesciences or such affiliated company conducts a 3<sup>rd</sup> party due diligence on the compliance by the PARTY and its Representatives with the Code and applicable laws, in particular with regard to anti-bribery laws and the measures taken and implemented by the PARTY to ensure such compliance.

## Annexure K

Any limits or forms if found inconsistent with the Principal's policies/ promotion campaigns/ marketing codes, shall be brought to management's notice and Mega shall follow the codes, forms, limits or policies that may be defined by the Principal provided Mega has a clear indication of such information and provided that such practices do not circumvent/ avoid the law of the Territory in which Mega operates. Mega may on a case to case basis send such documents for signatures/ approval by the Principal's authorized representatives.

## 13. Director's Committees



**Mr. Mechai Viravaidya**

Independent Director  
Chairperson



**Mr. Alan Kam**

Independent Director  
Vice - Chair  
Chair of the Audit Committee  
Member of Nomination Committee



**Mr. Vijay Karwal**

Independent Director  
Member of Audit Committee  
Chairperson of Nomination Committee  
Chairperson of Remuneration Committee



**Mr. Thor Santisiri**

Independent Director  
Member of Audit Committee  
Member of Nomination Committee  
Member of Sustainability Risk Management and  
Corporate Governance Committee



**Dr. Nithinart Sinthudeacha**

Independent Director  
Member of Nomination Committee  
Chair of Sustainability, Risk Management and  
Corporate Governance Committee



**Mr. Kirit Shah**

Non-Executive Director  
Member of Remuneration Committee



**Mr. Ishaan Shah**

Non-Executive Director



**Ms. Sameera Shah**

Non-Executive Director



**Mr. Shiraz Erach Poonevala**

Non-Executive Director



**Mr. Vivek Dhawan**

Executive Director  
Chief Executive Officer  
Member of Remuneration Committee



**Mr. Thomas Abraham**

Executive Director  
Chief Financial Officer  
Member of Sustainability  
Risk Management Corporate Governance  
Committee

## Audit Committee



**Mr. Alan Kam**

Independent Director  
Vice – Chair  
Chair of the Audit Committee  
Member of Nomination Committee



**Mr. Vijay Karwal**

Independent Director  
Member of Audit Committee  
Chairperson of Nomination Committee  
Chairperson of Remuneration Committee



**Mr. Thor Santisiri**

Independent Director  
Member of Audit Committee  
Member of Nomination Committee  
Member of Sustainability Risk Management and  
Corporate Governance Committee

## Nomination Committee



**Mr. Vijay Karwal**

Independent Director  
Member of Audit Committee  
Chairperson of Nomination Committee  
Chairperson of Remuneration Committee



**Mr. Alan Kam**

Independent Director  
Vice – Chair  
Chair of the Audit Committee  
Member of Nomination Committee



**Dr. Nithinart Sinthudeecha**

Independent Director  
Member of Nomination Committee  
Chair of Sustainability, Risk Management and  
Corporate Governance Committee

## Remuneration Committee



**Mr. Thor Santisiri**

Independent Director  
Member of Audit Committee  
Member of Nomination Committee  
Member of Sustainability Risk Management and  
Corporate Governance Committee



**Mr. Kirit Shah**

Non-Executive Director  
Member of Remuneration Committee



**Mr. Vivek Dhawan**

Executive Director  
Chief Executive Officer  
Member of Remuneration Committee

## Sustainability Risk Management and Corporate Governance Committee



**Dr. Nithinart Sinthudeacha**

Independent Director  
Member of Nomination Committee  
Chair of Sustainability, Risk Management and  
Corporate Governance Committee



**Mr. Vivek Dhawan**

Executive Director  
Chief Executive Officer  
Member of Remuneration Committee



**Mr. Thomas Abraham**

Executive Director  
Chief Financial Officer  
Member of Sustainability  
Risk Management Corporate Governance  
Committee



## **14. Risk Appetite**

Mega Lifesciences' purpose and values are the basis of the business activities we pursue to create shared value with society and increase corporate value. In these business activities, Mega Lifesciences regards risk as any phenomenon that hinders the achievement of management goals and the execution of strategy.

To support appropriate strategic decision-making and smooth business operations, we have formulated the Risk Appetite Statement that sets out our policy in response to risk. It is intended not only to promote a healthy risk culture but also to serve as a comprehensive basis for the judgments and actions of individual employees.

### **Risk associated with the introduction of new products**

Mega Lifesciences will analyze the business environment surrounding the Company, our strengths, and patient needs, and the outlook for science and technology, and understand the expectations and demands of society in a timely and appropriate manner while identifying the potential risks in our management strategies and individual projects. We will also take risks to boldly and aggressively pursue process and sourcing innovation while taking necessary measures such as the selective concentration of management resources, enhancement of collaboration and cooperation with external partners, and utilization of digital technologies.

Mega Lifesciences considers Human Wellness by bringing affordable and good quality medicinal supplements and pharmaceutical products in developing and frontier countries. We aim to improve Human Wellness by providing affordable solutions. Accordingly, we will carefully source the products from credible sources and with due diligence for quality and with risk assessment about business continuity and economic feasibility.

In order to manage such sourcing, Mega Lifesciences relies heavily on the efficacy of its quality assessment and regulatory assessment staff. We are trying to minimize all the risks related to sourcing of products by ensuring regular checks/ audits on our vendors and our own manufacturing facilities. Cheaper solutions do not mean compromise in quality/ regulatory compliances.

### **Risks of safety and efficacy of our Products**

Efficacy and safety of products is of paramount importance in our journey to deliver value added and affordable products which serve as stable alternatives.

Our Quality and regulatory team needs to ensure a high level of quality with minimum or no unexpected side effects. This requires employment of effective risk management systems and use of technologies and continued corroboration such as ensuring appropriate division of labor and collaboration in our business processes (research, development, marketing, medical affairs, pharmaceutical safety, intellectual property / quality assurance), enhancing global supply chain management, and maintaining and enhancing global quality systems. In addition, on the economic side we optimize productivity and inventory management and strive to avoid and reduce risks that may interfere with the stable supply of products whose efficacy and safety are ensured.

### **Risks of non-compliance**

Mega Lifesciences has repeatedly emphasized that corporate ethics and compliance with laws have a higher priority than corporate performance. We will comply with applicable laws and will also ensure that our decisions and actions comply with the values and ethics. We have

published our code of conduct, anti-bribery policy, human rights policy and other policies announced from time to time. In addition, in order to ensure compliance throughout the supply chain, we require good faith activities based on high ethical standards not only within our group but also for our business partners. We will not tolerate any risks that go against the above framework of ethics and policies.

#### **Risks related to our social responsibilities as a good citizen.**

We believe it is our responsibility as a corporate citizen to maintain and develop the global environment and social systems upon which our existence is based.

We strive to address the issues faced by the local and international community, consider how we should contribute as a Company, and contribute to the resolution of environmental issues and social discrimination / human rights violations in society by striving to preserve the environment and respect human rights in all of our business activities in cooperation with various stakeholders. At the same time, by actively engaging in social contribution activities, particularly in the area of healthcare and welfare, we will strive to reduce the risk of failing to fulfill our role and responsibilities as a corporate citizen and damaging the trust placed in us by society.

# 15. Risk Management Policy

## RISK MANAGEMENT POLICY AND FRAMEWORK

### 1. Introduction

Mega Lifesciences Limited has established a Risk Management Framework and established Risk Management processes through this document. Accordingly, risks that could have a material impact on the group's business activities are identified and measures taken to mitigate such risks. Management takes concrete measures proactively in an effort to prevent them from materializing.

The progress of and response to these major risks are reviewed every quarter by the Risk Management committee and reported to the Audit Committee and Board of Directors.

### 2. Organisational Framework

Mega Lifesciences has appointed a Chief Risk and Compliance Officer who reports to the CFO. The Company has constituted a Risk Management Committee which will comprise of Risk Owners who are primarily the function heads like Marketing, Supply Chain, Finance, IT, etc, Chief Risk and Compliance Officer and the CFO. The Risk owners may appoint delegates or risk coordinators for their functions.

### 3. Reporting and Functioning

Mega follows the Top Down and Bottom up Risk management approach. The Top Management shall identify the business objectives and strategy for the company and its businesses worldwide.

The Risk Management Committee shall highlight the risks in achieving the Strategy and present the risk mitigation plan. Each risk owner/ coordinator shall maintain a Risk Register which will comprise of a history of risks and assign the Impact rating based on the likely deviation from the Budget/ Strategy and a likelihood rating based on the probability of occurrence of deviation. Risk Exposure level shall be based mix of the impact and likelihood ([Exhibit -1](#)). The Risk owners/ coordinators shall also present a mitigation plan which will document the action plan to reduce or avoid the stated risks.

The Risk Management Committee shall prepare a quarterly Risk Certificate which will highlight the details of Extreme risks.

The Risk certificate shall be presented to the Audit Committee by the Chief Risk & Compliance Officer and to the Board of Directors by the CFO on a quarterly basis.



Exhibit 1 – Mega Lifesciences Risk Matrix

<b>IMPACT</b>	Severe	5	H	E	E	E	E
	Serious	4	M	H	E	E	E
	Moderate	3	M	M	H	H	E
	Minor	2	L	L	M	H	H
	Insignificant	1	L	L	L	M	M
			1	2	3	4	5
		Probability of Occurrence	0.1%	1%	10%	25%	50%
			<b>LIKELIHOOD</b>				

**Exposure Level:**

E – Extreme

H – High

M – Medium

L - Low

## 16. Articles of Association

**ARTICLES OF  
ASSOCIATION OF  
MEGA LIFESCIENCES PUBLIC COMPANY LIMITED**

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**Chapter 1**

**General Provisions**

- Article 1**      These Articles of Association shall be called the Articles of Association of **Mega Lifesciences Public Company Limited**.
- Article 2**      The "**Company**" of this Articles of Association means Mega Lifesciences Public Company Limited.
- Article 3**      Any other context is not specified in these Articles of Association, the law on public limited company and the law on securities and exchange, including any other laws remaining in full force and effect or relating to the operation of the Company's business, shall be apply.

**Chapter 2**

**Shares and Shareholders**

- Article 4**      The Shares of the Company are ordinary shares issued in the form of name certificate, each with equal par value.
- All shares of the Company shall be fully paid-up in cash or in kind. A subscriber or purchaser is not able to set-off the payment of shares with the Company.
- The shares of the Company are indivisible. If two (2) or more persons jointly subscribe or hold one (1) or more shares, any one of them shall be designated to exercise their rights as subscriber or shareholder, as the case may be.
- The Company may issue and offer for sale ordinary shares, preferred shares, debentures, warrants or any other securities as permitted by the law on securities and exchange.
- Article 5**      All share certificates of the Company shall be in the form of name certificate and signed or printed by at least one (1) director and affixed with the

Company's seal. However, the Company may appoint a share registrar in accordance with the law on securities and exchange to sign or print a signature on his behalf.

**Article 6** The signature of the director or the registrar on the share certificates or other securities certificates can be made by himself, using machine or computer, or affixing in other manner in accordance with rules and regulations of the law on securities and exchange.

The Company shall keep the shares register book and other relevant evidences of the registration therein at the head office of the Company. However, the Company may appoint Thailand Security Depository Company Limited to be a registrar of the Company. In the case that the Company has appointed Thailand Security Depository Company Limited as the registrar of the Company, the practice of securities registration shall be determined by the registrar.

**Article 7** The Company shall issue share certificates to shareholders within two (2) months from the date on which the registrar has accepted the registration of the Company or from the date on which the Company has received share payment in full in the case where the Company sold the remaining shares or the newly unissued shares after the registration of the Company.

**Article 8** In the case that share certificate is defaced or damaged in material respects, the shareholder may request the Company to issue new share certificate upon surrender of the old share certificate to the Company.

In the event of loss or damage of the share certificate, the shareholder shall present to the Company evidence of police record thereof or other appropriate evidence.

In both case above, the Company shall issue the new share certificate to the shareholder within the period of time as prescribed by law. For the issuance of such new share certificate, the Company may charge any fee for issuing of new share certificate instead of the old share certificate from the shareholder, provided that such fee shall not exceed the rate as prescribed by law.

With regard to the lost, defaced or damaged share certificates which have been replaced, it shall be deemed that the original share certificates are cancelled.

**Article 9** The Company is not allowed to have ownership in its own shares, or to take its own shares in pledge, except for the following circumstances:

- (1) the Company may buy back shares from the shareholders who voted against the resolution of the shareholders meeting to amend the

Articles of Association of the Company in relation to the right to vote and the right to receive dividend, where the shareholders consider that they are not fairly treated; and

- (2) the Company may buy back shares for financial management purposes when the Company has retained earnings and surplus liquidity, and such shares buy back does not cause the Company to encounter financial problems.

The shares held by the Company as a result of the shares buy back shall not be counted in forming a quorum of a shareholders meeting, nor do they convey the right to vote and the right to receive dividend.

The Company shall sell the buy back shares in this case within the period of time as specified in the relevant Ministerial Regulations issued by virtue of the Public Limited Companies Act. If the Company fails to sell such shares or is unable to sell all of such shares within the prescribed time, the Company shall reduce the paid-up capital by way of canceling the registered shares so bought back and still unsold.

The shares buy back by the Company, the sale of buy-back shares and the cancellation of the buy back shares shall be in accordance with the rules and procedures prescribed by the relevant Ministerial Regulations and by relevant laws.

- Article 10** The shares buy back by the Company shall require the approval from the shareholders meeting unless the Company is the listed company on the Stock Exchange of Thailand and such buy back of shares is not more than ten (10) percent of the paid-up capital, it is the authority of the Board of Directors to approve such share buy back.

### **Chapter 3** **Transfer of Shares**

- Article 11** The Company's shares can be transferred without any restriction.

- Article 12** The transfer of shares shall be valid only when the transferor endorses the share certificate indicating the name of the transferee, the transferor and the transferee affix their signatures, and the transferor delivers such share certificate to the transferee.

The transfer of shares may be set up against the Company upon the receipt by the Company of the request to register such transfer of shares, and can

be set up against third parties upon the entry of such transfer by the Company in the share register book only.

If the Company finds, after having received the request to register the share transfer, that the transfer of shares is in compliance with the laws, the Company shall register such transfer of shares within fourteen (14) days from the date of receipt of the request. If the Company finds that the transfer of shares is incorrect or incomplete, the Company shall notify the applicant accordingly within seven (7) days upon the receipt of such request.

When the Company's shares are listed as the securities on the Stock Exchange of Thailand, the method and validity of the transfer of shares of the Company shall be in accordance with such law.

- Article 13** In the event that the shareholder wish to have the new share certificate, the shareholder shall provide the Company the written request with signature of the transferee and the signature of at least one (1) witness, and deliver the old share certificate or other relevant evidence to the Company. If the Company finds that the transfer of shares is in compliance with the laws, the Company shall register such transfer of shares within seven (7) days from the date of receipt of the request and issue the new share certificate within one (1) month from the date of receipt of the request.

#### **Chapter 4**

##### **Issuance of Securities, Offer to Sale of Securities and Transfer of Securities**

- Article 14** The issuance of securities, offer to sale of securities and transfer of securities to the public or any person shall be in accordance with the law on public limited company and the law on securities and exchange.

The transfer of other securities listed on the Stock Exchange of Thailand or any other secondary market other than ordinary shares shall be in accordance with the law on securities and exchange.

**“Securities”** means securities as defined under the law on securities and exchange.

#### **Chapter 5**

##### **Board of Directors**

**Article 15** The Company shall have the Board of Directors consisting of not less than seven (7) directors in order to conduct the Company's business, provided that not less than half (1/2) of all directors shall reside in the Kingdom of Thailand.

The Director may, or may not be a shareholder of the Company.

**Article 16** A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one (1) vote for each share;
- (2) Each shareholder may exercise the votes in electing one ( 1 ) or more persons to be the directors but the votes are indivisible; and
- (3) The person who obtains the highest votes will be elected as a director in respective order according to the required number of directors, but if two ( 2 ) or more persons obtain equal votes, the Chairman must exercise a casting vote.

**Article 17** At every annual general meeting, one-third (1/3) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office.

A retiring director is eligible for re-election.

The directors to retire during the first and second years following the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire.

**Article 18** Apart from vacancy upon the expiry of his/her term of office, a director shall vacate the office upon:

- (1) death; or
- (2) resignation; or
- (3) lack of qualifications or subject to prohibition under the law on public limited company and the law on securities and exchange; or
- (4) being removed by the resolution of shareholders meeting pursuant to Article 20 hereunder; or
- (5) being removed by the court order.

**Article 19** Any director wishing to resign from office shall submit a resignation letter to the Company. The resignation shall be effective from the date on which the resignation letter reaches the Company.

The director who has resigned under the first paragraph may also notify the registrar of his/her resignation for acknowledgement.

**Article 20** The shareholders meeting may pass a resolution to remove any director from office prior to the expiration of the director's term of office by a vote of no less than three-fourths (3/4) of the number of the shareholders attending the meeting and having the right to vote and the shares held by them shall not, in aggregate, be less than half (1/2) of the number of the shares held by the shareholders attending the meeting and having the right to vote.

**Article 21** If there is any vacancy among directors other than a retirement by rotation, the Board of Directors may at its next meeting elect a person who is qualified and is not subject to any restriction imposed by the public company law to fill the vacancy, except where the remaining term of the vacant director is less than two (2) months. The term of a new director replacing a vacant director will equal to the remaining term of that vacant director.

The resolution of the Board of Directors as specified in the first paragraph must be passed by three-quarters (3/4) or more of the votes cast by the remaining directors.

**Article 22** The directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms pursuant to the Articles of Association of the Company or the approval of the shareholders meeting, by a vote of no less than two-thirds (2/3) of the number of the shareholders attending the meeting, that may designate a fixed amount or prescribe rules, and which may be fixed from time to time or remain effective until further change. In addition, the directors may receive per diem and other welfare according to the Company's regulations.

The provisions of the above paragraphs will not prejudice the rights of the Company's staff or employees who are appointed to be the directors of the Company in respect of their entitlements to remuneration and benefits as being staff or employees of the Company.

**Article 23** The Board of Directors shall elect and appoint one (1) director to be the Chairman of the Company.

The Board of Directors may consider electing and appointing one (1) or more of the directors to be the Vice-Chairman of the Company. The Vice-Chairman shall have the duties in accordance with the Articles of Association for the assignments designated by the Chairman.

**Article 24** At a meeting of the Board of Directors, there must be directors present not less than half (1/2) of the total number of directors to form a quorum and the Company's Chairman shall act as the Chairman of the Meeting. In

case the Chairman is not present or is unable to perform his/her duties, the Vice-Chairman shall act as the Chairman. If the Vice-Chairman is not present or is unable to perform his/her duties, the directors present at the meeting shall elect one (1) director among themselves to act as the Chairman of the meeting.

Any transactions, appointments and decisions of the Board of Directors shall be done by the majority vote of the directors present at the Board of Directors meeting. Each director is entitled to one (1) vote, but a director who has personal interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman shall have a casting vote.

**Article 25** In summoning a meeting of the Board of Directors, the Chairman or a person designated by the Chairman 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 other methods and the earlier meeting date may be fixed.

**Article 26** The directors shall perform their duties in accordance with the laws, the Company's objectives and Articles of Association and the resolutions of the shareholders meetings in a bona fide manner and with ethics and moralities, and shall use their best efforts to preserve the interest of the Company.

**Article 27** No director shall operate any business, or become a partner in an ordinary partnership, or become a partner with unlimited liability in a limited partnership, or become a director of a private limited company or other public limited companies, which operate a business of the same nature as and that is in competition with the Company's business regardless whether for his/her own benefit or for benefit of others, unless he/she notifies the shareholders meeting prior to the resolution for his/her appointment.

**Article 28** A director must notify the Company as soon as possible if he/she has any direct or indirect interest in any contract entered into by the Company or if he/she increases or decreases his/her holding of shares or debentures issued by the Company or its affiliates.

**Article 29** The Board of Directors must hold a meeting at least once per three (3) months. A meeting of the Board of Directors must be held in the area where the Company's head office is located or at any adjacent provinces or any other places as designated by the Chairman.

**Article 30** The directors who can sign to bind the Company shall be two (2) director to sign jointly and affix the Company's seal.



The Board of Directors may specify the names and numbers of the directors who are authorized to sign to bind the Company.

## **Chapter 6**

### **The Shareholders' Meeting**

**Article 31** The Board of Directors shall convene an annual general meeting of shareholders within four

(1) months from the last day of the Company's fiscal year.

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.

The shareholders holding shares in aggregate of not less than one-fifth (1/5) of the total number of shares sold, or no less than twenty-five (25) shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call an 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 one (1) month from the date of receipt of such letter.

**Article 32** 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, 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.

The shareholders meeting may be held at the location where the Company's head office is situated or other locations as determined by the Board of Directors.

**Article 33** In every shareholders meeting there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, holding in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.

At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as specified, and if such shareholders' meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than seven (7) days before the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 34** In the shareholders' meeting, the Chairman shall preside over the meeting. If the Chairman is unable to perform his/her duty, the Vice-Chairman shall preside over the meeting. If the Vice-Chairman is not present at the meeting or is unable to perform his/her duty, the meeting shall elect one (1) shareholder who attends the meeting to act as the Chairman of the meeting.

**Article 35** In casting votes at the shareholders' meeting, one (1) share shall represent one (1) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors. The resolution of the shareholders' meeting shall comprise of the following votes:

- (1) in normal case, majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote;
- (2) in the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:
  - (a) the sale or transfer of the whole or substantial part of the businesses of the Company to other persons; or
  - (b) the purchase or acceptance of transfer of businesses of public limited companies or private limited companies to the Company; or
  - (c) the making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business, the designation of any other persons to manage the Company's business, or the consolidation of the business with other persons with an objective towards profit and loss sharing; or
  - (d) the addition to or amendment of the Company's Memorandum or Articles of Association; or
  - (e) the increase or reduction of the Company's registered capital; or
  - (f) the reduction of the Company's registered capital; or
  - (g) the dissolution of the Company; or
  - (h) the issuance of the Company's debentures; or
  - (f) the amalgamation with another company.

- Article 36** The transactions to be conducted at the annual general meeting shall at least consist of the following matter:
- (1) acknowledging the Board of Directors report proposed to the meeting for the result of operation of the Company during the preceding year;
  - (2) considering and approving the balance sheets, and the profit and loss statement;
  - (3) considering the appropriation of profits and distribution of dividend;
  - (4) considering the election of new directors in place of those who must retire on the expiration of their terms;
  - (5) considering the remuneration of directors;
  - (6) considering the appointment of an auditor and fixing his/her remuneration; and
  - (7) other businesses.

## **Chapter 7**

### **Accounting, Financing and Auditing**

- Article 37** The Company's fiscal year shall commence on 1 January and end on 31 December of every year.
- Article 38** The Company shall arrange for the preparation and maintenance of accounts and arrange for the auditing in accordance with the relevant governing laws, and shall prepare a balance sheet, and a profit and loss statement at least once in every twelve (12) months which is the fiscal year of the Company.
- Article 39** The Board of Directors must propose the balance sheet and profit and loss statement as at the end of the accounting period of the Company to the annual general meeting of shareholders for approval. The balance sheet and profit and loss statement must be audited by the auditors before they are proposed to the meeting of shareholders.
- Article 40** The Board of Directors must deliver the following documents to the shareholders together with the notice of the annual general meeting:
- (1) copies of the audited balance sheet and profit and loss statement together with the auditors' report; and
  - (2) the directors' annual report including its supporting documents.
- Article 41** The auditor shall not be a director, officer or employee, or a person holding any position in the Company.
- Article 42** The auditor shall have the authority to examine books, accounts, and any other evidence relating to income and expenditures as well as assets and

liabilities of the Company during the Company's business hours. In addition, the auditor shall have the authority to inquire the directors, officers, employees, persons holding any position in the Company, and agents of the Company, and to request clarification or documentary evidence pertaining to the Company's business operation..

**Article 43** The auditor has a duty to attend the shareholders meeting of the Company every time the balance sheet, the profit and loss statement and problems pertaining to the Company's accounts are considered, in order to make clarification in respect of the audit to the shareholders. The Company shall also send to the auditor reports and documents ought to be received by the shareholders in such shareholders meeting.

## **Chapter 8**

### **Dividend and Reserve**

**Article 44** No dividend shall be paid otherwise than out of profits. If the Company still has an accumulated loss, no dividend shall be paid.

Payment of dividend shall be equally paid in accordance with the number of shares, except in the case of preferred shares (if any).

The Board of Directors may pay an interim dividend to the shareholders from time to time when the Board of Directors deems that the profit of the Company justifies such payment. After such payment has been made, it shall be reported for acknowledgement at the next shareholders meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by the Board of Directors meeting, as the case may be. In this regard, the shareholders shall be notified in writing and the notice of such payment of dividend shall also be published in a newspaper for no less than three (3) days.

**Article 45** The Company must appropriate to a reserve fund, from the annual net profit, not less than five (5) percent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than ten (10) percent of the registered capital of the Company.

## **Chapter 9**

### **Miscellaneous**

**Article 46** The Company's seal shall be as follow

[Seal]

## 17. Memorandum of Association

### MEMORANDUM OF ASSOCIATION

OF

#### **MEGA LIFESCIENCES PUBLIC COMPANY LIMITED**

The memorandum of association of the company consists of the following:

- Clause 1. The name of the company is "Mega Lifesciences Public Company Limited".  
and its name in English is "Mega Lifesciences Public Company Limited".
- Clause 2. The company has the purpose of offering shares to the public.
- Clause 3. The objectives for which the company is established, comprise 47 items the details of which are shown in the attached Form BorMorJor. 002.
- Clause 4. The registered capital 436,950,941 Baht (Four Hundred Thirty Six Million Nine Hundred Fifty Thousand Nine Hundred and Forty One Baht)
- Divided into 873,901,882 Shares (Eight Hundred Seventy Three Million Nine Hundred Thousand and One Thousand Eight Hundred Eighty Two Shares)
- At the par value of 0.50 Baht ( Fifty Satang) each
- Divided into
- Ordinary shares 873,901,882 Shares (Eight Hundred Seventy Three Million Nine Hundred Thousand and One Thousand Eight Hundred Eighty Two Shares)
- Preferred shares - None - Shares (-)
- Clause 5. Head office of the company is located at Samut Prakan Province.
- Clause 6. Name, date of birth, nationality and address of the promoters, number of shares subscribed and their signatures are as follows:
- 6.1 Number of the promoters - persons have subscribed - shares payable in cash, calculated to be - per cent of registered capital.

(Signed) \_\_\_\_\_ -Signature- \_\_\_\_\_ Applicant  
(Mr. Vivek Dhawan)

## 18. Shareholding Structure

<https://investor.megawecare.com/en/shareholder-information/major-shareholders>

### SHAREHOLDING STRUCTURE

The Company has a Registered Share capital of Thai Baht 436,950,941 Million divided into shares with par value of Thai Baht 0.50 each and a paid up capital of Thai Baht 435,934,754 Million divided into 871,869,508 shares of Thai Baht 0.50 each at par value.

List of top 10 shareholders as on December 30, 2024 is as below:

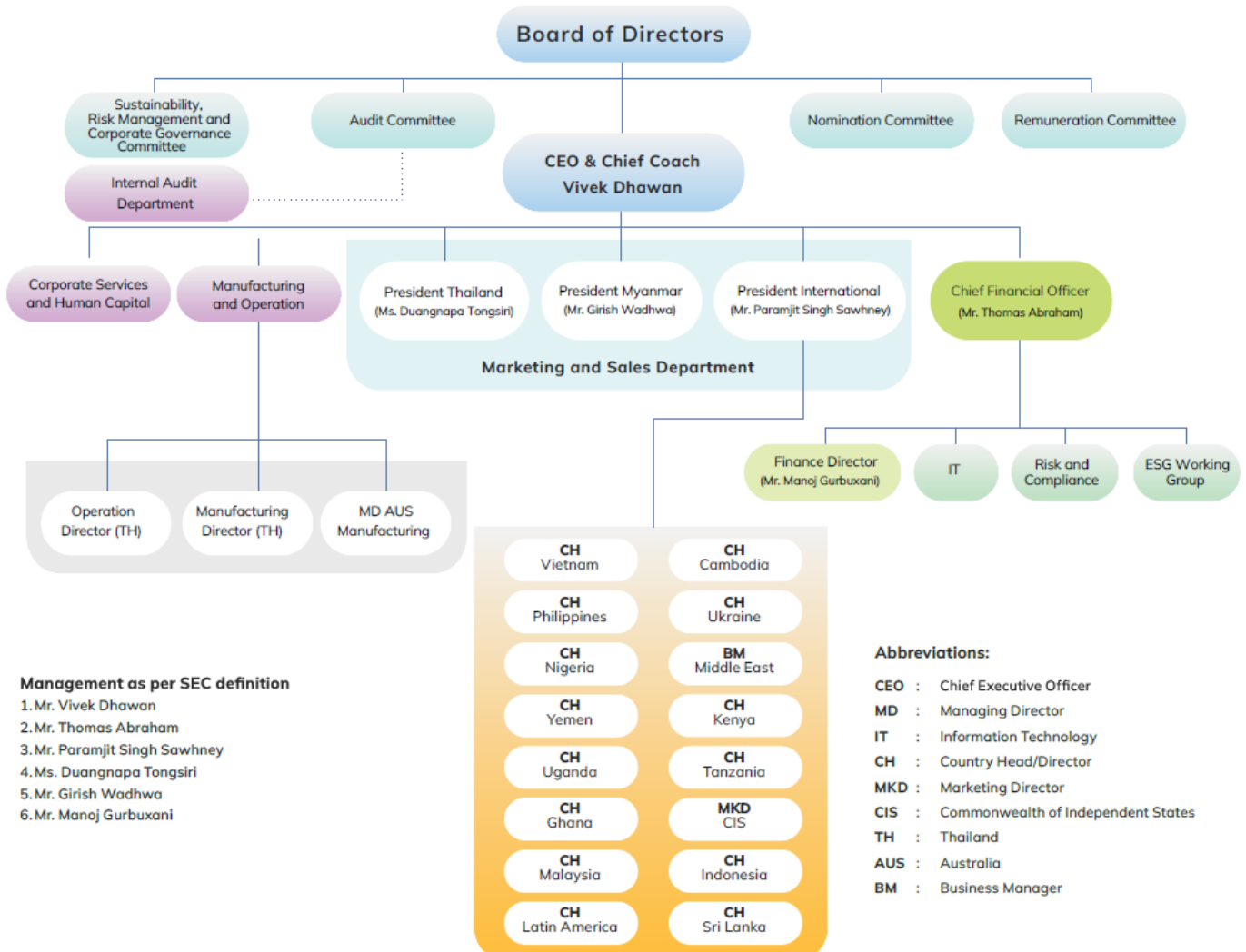
Sr. No	Name of Shareholder	No. Of shares	%
1	SHAH FAMILY (1)	437,098,156	50.133
2	MR. VIVEK DHAWAN AND FAMILY (2)	58,212,116	6.677
3	THAI NVDR COMPANY LIMITED	51,797,647	5.941
4	THE BANK OF NEW YORK MELLON	37,624,800	4.315
5	BNP PARIBAS, LONDON BRANCH	15,688,800	1.799
6	NORTRUST NOMINEES LIMITED-NTC-MELBOURNE BRANCH CLIENTS ACCOUNT	14,476,410	1.660
7	THAI LIFE INSURANCE PUBLIC COMPANY LIMITED	13,319,900	1.528
8	MR.PARAMJIT SINGH SAWHNEY	13,085,395	1.501
9	MISS DUANGNAPA TONGSIRI	12,883,095	1.478
10	SOUTH EAST ASIA UK (TYPE C) NOMINESS	12,743,800	1.462

	LIMITED		
	<b>Total</b>	<b>666,930,119</b>	<b>76.494</b>

Source: Thailand Securities Depository Co. Limited

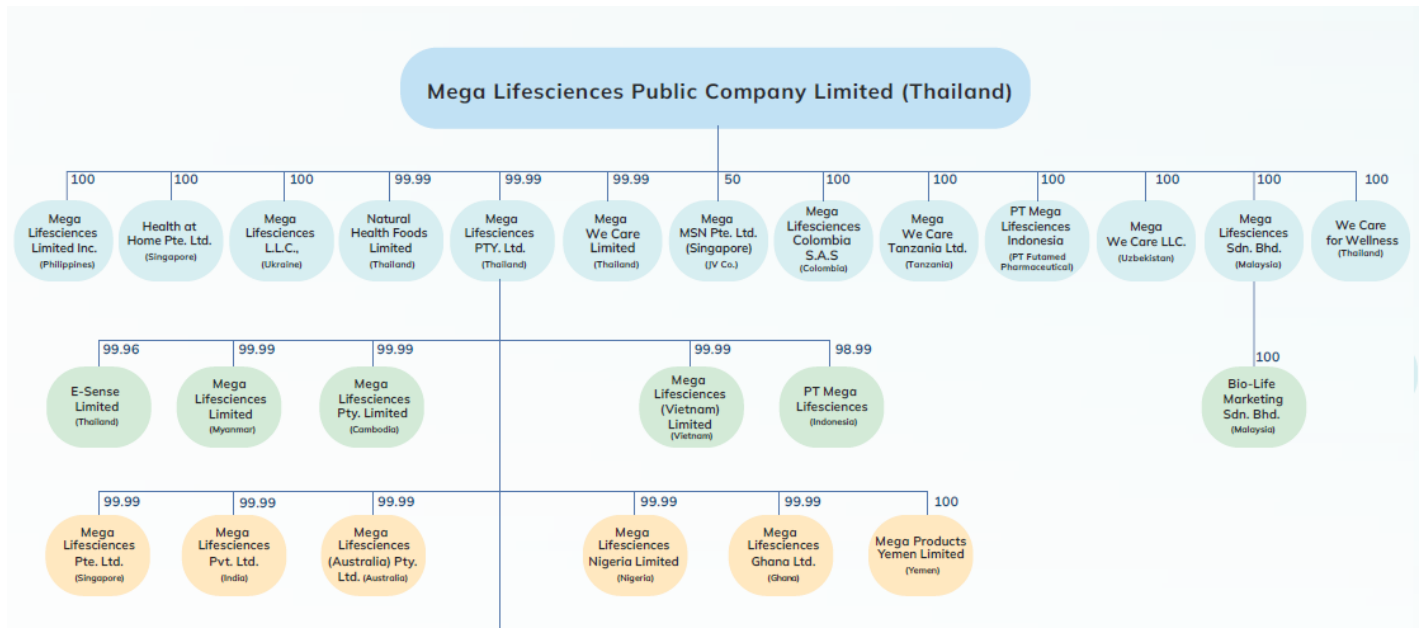
1. Shah family's shareholding comprises of:
  - 434,311,400 Shares of Mega Lifesciences Public Company Limited held by Unistretch Limited. Unistretch Limited shares are held by Miss Sameera Shah 30.76%, Mr. Ishaan Shah, 29.23% and Globlex Corporation Limited 40%.
  - Miss Nishita Shah holds 99.99% shares of Globlex Corporation Limited. She is daughter of Mr.Kirit Shah and Sister of Mr.Ishaan Shah and Miss Sameera Shah.
  - 2,786,756 Shares of Mega Lifesciences Public Company Limited in Thai NVDR Company Limited is owned by Mr.Ishaan Shah.
2. Mr. Vivek Dhawan holds 45,982,716 shares under his name, his wife, Mrs. Rashi Dhawan holds 2,440,000 shares, his son Mr. Tarun Dhawan holds 3,047,400 shares, his son Mr. Udit Dhawan holds 3,320,000 shares and his son Mr. Anuj Dhawan holds 3,422,000 shares.

## 19. Organization Structure





## 20. Group Structure



## 21. Important Links

Annual Report : <https://investor.megawecare.com/en/document/annual-reports>

Corporate Website : <https://www.megawecare.com/>

IR Website : <https://investor.megawecare.com/en/home>