

December ,2nd, 2016

Subject: Rights of shareholders to propose agenda and to nominate candidates to be elected as Directors.

Attn: Director and Manager

The Stock Exchange of Thailand

Mega Lifesciences Public Company Limited (“Company”) hereby announces that the company wishes to provide opportunity to our shareholders to propose Agenda and to nominate candidates to be elected as Directors at the 2017 Annual General Meeting of the shareholders in advance. The detailed regulations have been included in Attachment I to this letter and the shareholders can furnish the proposal from December ,2nd, 2016 until February 16th, 2017 for further consideration by the Company.

Please be informed accordingly.

Yours faithfully



Mr. Vivek Dhawan

Director & Chief Executive Officer



Attachment I

As a part of Good Corporate Governance and having respect to the rights and equitable treatment of shareholders, the Board of Directors of Mega Lifesciences Public Company Limited would like to present the criteria for shareholder to propose any matter considered important and truly beneficial to the company as agenda for 2017 Annual General Meeting. The Criteria are as follows:

1) Qualifications of Shareholder

Shareholder who wishes to propose the agenda and/or nominee director must possess the following qualifications:

- a. Being a shareholder which can be either one or a combination/group of more than one share holders.
- b. Holding minimum shares representing not less than 1% of the total voting rights and having continuously held those shares until the book closing date for the right to attend the meeting.
- c. Having continuously held those shares (in (b) above) for not less than 12 months.

2) Proposal of Agenda

2.1 Conditions for consideration

The proposal will not be placed on the Agenda if:

- a) The proposal violates applicable laws, announcements, rules and regulations of Government agencies, or regulatory bodies or involved agencies, or actions not in compliance with the objectives, the Company's Articles of Association, the resolution of shareholders' meetings and good Corporate Governance of the Company.
- b) The Proposal is beneficial only for specific person or a group.
- c) The proposal lies under the authority of the management of the Company except if it is causing material impact on shareholders in general.
- d) The proposal has already been implemented by the Company.
- e) The proposal is for a matter which is beyond the control of the Company.
- f) The proposal is from shareholders who do not possess the qualifications as mentioned in (1) above and/or whose information is incomplete or incorrect or from shareholders who are not reachable.

3) Nomination of Director

3.1 Director Qualifications

The Company will consider candidates nominated if they possess the following qualifications:

- a) Being fully qualified and not prohibited under:
 - The Public Companies Act
 - The Securities Exchange Act
 - The Securities and Exchange Commission
 - The Capital Markets Supervisory Board
 - The Stock exchange of Thailand
 - The Company's Articles of Association
- b) Having knowledge, skills, experience and capability as such in pharmaceutical/ healthcare/ wellness industry, laws, accounting and finance or being qualifies in such areas as are beneficial to the Company.
- c) Dedicating time and effort for discharge of duties as per his/ her responsibility.

3.2 Independent Director Qualifications

The candidate must possess qualifications according to the Company's definition of 'Independent Director' as per the company's policy.

4) Consideration/ Procedures

4.1 Proposal of Agenda

- a) The Company Secretary will gather/ review the proposal as set by the criteria and act according to the Company procedures before proposing to the Company's Board of Directors for consideration and approval.
- b) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by the Shareholders.
- c) The Company's Board will consider the appropriateness of proposal by shareholders and in this regard, the Board's resolution shall be final.

4.2 Nomination of Director

- a) The company secretary will gather/ review the correctness and completeness of information and qualifications of Nominee Director and proceed according to the Company's procedures before proposing to the Nomination and Remuneration Committee and the Company's Directors for consideration.
- b) The name of nominee approved by the Board of Directors along with the Board opinion will be included in the AGM notice as nominee proposed by shareholders.
- c) The Company's Nomination and Remuneration Committee and the Board shall consider the Nominee Director and if the nominee is disapproved by

the Board, the Company shall notify to the Shareholders in the coming Annual General Meeting.

5) Supporting Documents

The Shareholders shall submit the following documents:

5.1 The evidence of shareholding i.e. certificate of shares held issued by the relevant agency.

5.2 A self attested copy of the Thai Identity card (Thai Nationals) or passport (foreign nationals) or a certified copy of the Company registration documents and a self attested copy of the Thai Identity card (Thai Nationals) or passport (foreign nationals) of the authorized representatives.

5.3 In case of a group of shareholders, the group shall identify and mention the name of a person who shall have a consent to act as their representative. In this regard, any communication between the company and the representative/ consent means the communication between the Company and such group of shareholders.

5.4 In case, the shareholder or a group of shareholders wishes to nominate a Director then following documents shall be sent:

- a) Nominee Profile signed by the Nominee herself/ himself.
- b) Certified true copies of relevant documents such as evidence of educational qualifications, work experience, trainings attended and evidence of shares held.
- c) Certified true copies of such other documents as may be beneficial for Board's consideration.

6) Submission

The proposal for Agenda or a Nominee Director shall be sent to the company at investor@megawecare.com and sujin@megawecare.com or call +66 (02) 7694222.

7) Last date for submission

The proposals may be submitted no later than February 16th, 2017.