



**O.C.C. Public Company Limited**

**Documents for 24<sup>th</sup> Annual General Meeting**

**for the Year 2018**

**on Monday, April 23, 2018 at 9.00 a.m.**

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**at the Chao Praya 1 Room, Montien Riverside Hotel  
No. 372 Rama 3 Road, Kwaeng Bangklo  
Khet Bangkoleam, Bangkok 10120**

**Please bring the Registration Form with barcode  
on the meeting day for your convenience**

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(Translation)

No. Gor. Mor. 11/2561

March 30, 2018

Dear Shareholders of O.C.C. Public Company Limited

**Invitation to 24<sup>th</sup> Annual General Meeting**

Enclosure:

1. Copy of 23<sup>rd</sup> AGM Minutes
2. Annual Report 2017 including the financial statements ended December 31, 2017
3. Definition of “ Independent Director”
4. Proxy Forms
5. Information of Independent Directors proposed to be shareholders’ proxies
6. Details of documents and evidence required to present before attendance
7. Curriculum Vitae of Nominated Directors
8. Supplement for considering Directors’ remuneration
9. Information of Auditor and its audit fees
10. Draft of revised Articles of Association No.33
11. Articles of Association related to shareholders meeting
12. Procedure of the meeting attendance
13. Requisition Form for printed Annual Report
14. Map of AGM venue
15. Registration Form

The Company’s Board of Directors has called for 24<sup>th</sup> AGM to be held on Monday, April 23, 2018 at 9.00 a.m. at the Chao Praya 1 room, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 in order to consider the following agendas:

**Agenda 1 Considering acceptance of the minutes of 23<sup>rd</sup> AGM of O.C.C. Public Company limited on Monday, April 24, 2017**

**Facts and reason:** The 23<sup>rd</sup> AGM was held on Monday, April 24, 2017 which its minutes was duly prepared within 14 days and submitted to the Stock Exchange of Thailand. It was submitted to Department of Business Development, Ministry of Commerce in due time prescribed by law. It was also posted on Company website [www.occ.co.th](http://www.occ.co.th) for shareholders to review its correctness. Details as described in enclosures No.1.

**Board’s Comments:** The Board of Director had already considered that the minutes were correct and complete corresponding to the shareholders’ resolutions. Therefore, it should be recommended to this AGM for considering certifying.

**Agenda 2 Acknowledgement of Company’s operational performance during the past year**

**Facts and reason:** The Company’s summary performance in 2017 was published in printed Annual Report 2017 and recorded in CD format to which a copy is enclosed herewith as well as posted on Company website [www.occ.co.th](http://www.occ.co.th). The Annual Report is carried out with correctness, completeness and corresponding with SEC & SET regulations. Therefore, it should be proposed to AGM for acknowledgement. Details as described in enclosure No. 2.

**Board’s Comments:** It should be recommended to this AGM for acknowledgement of the Company’s performance in 2017.

### **Agenda 3 Considering approval of Company's financial statements as of December 31, 2017**

**Facts and reason:** The Company's financial statement as of December 31, 2017 was prepared in accordance with the Accounting Standards and Generally Accepted Practice. The mentioned financial statement was audited and certified by public certified accountants as well as agreed by the Audit Committee and the Company's Board of Directors that the Company's financial status and performance in 2017 as the financial statement summary below:

- Total Assets	1,279,724,747.00 Baht
- Total Liabilities	388,863,404.00 Baht
- Total Revenue	1,404,710,068.00 Baht
- Net Profit	63,248,406.00 Baht
- Profit per share	1.05 Baht

Details of the financial statements 2017 are described in enclosure No. 2

**Board's Comments:** It should be recommended to the AGM for considering approval of the Company's financial statement as of December 31, 2017.

### **Agenda 4 Considering allocation of profit and dividend payment**

**Facts and reason:** The Company has policy to pay dividends at not less than 0.30 Baht per share or equal to 30% for par value, by considering mainly to its performance and economic situation. For its performance in 2017, the Company's net profit was 63,248,406 Baht.

**Board's Comments:** It should be recommended to this AGM to consider approval of dividend payment in accordance with the company's policy at 0.65 Baht (Sixty-five Stangs) per share for all Company's shareholders totaling 60,000,000 shares amounted to 39 million Baht. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 25%. An individual shareholders shall be entitled to a tax credit according to Section 47 bis of The Revenue Code.

The list of shareholders having rights to receive dividends will be fixed on May 3, 2018. The dividends are scheduled to be paid on May 21, 2018. A comparison of dividend ratios in the past 3 years are as follows:

Year	2017 (propose)	2016	2015	2014
Net Profit (Baht)	63,248,406.00	70,788,402.00	82,878,037.00	95,491,918.00
Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.65	0.70	0.70	0.75
Total Amount (Baht)	39,000,000.00	42,000,000.00	42,000,000.00	45,000,000.00
% Net Profit	61.66%	59.33%	50.68%	47.12%

### **Agenda 5 Considering election of Directors to replace those rotating retired**

**Facts and reason:** According to the Company's regulation article No.21, one – third of the total Directors must retire every AGM. If it cannot be divided into three parts exactly, the nearest to one-third is applicable. Those Directors can be re-elected. In this AGM, there are 2 Directors who will retire namely as follows:

1. Mr. Chailert Manoonphol
2. Mr. Knit Kounawut

Nomination of the directors to replace the ending directorship term, the Nomination Committee considered the guidelines for the selection of directors who retired according to its term and agreed to nominate all 2 directors who prescribed to retire to serve as directors for another term. The Nomination Committee considered the names of the directors individually, and that the concerning Nomination Directors who retire in this term was Mr. Chailert

Manoonphol and proposed not to be re-elected. The ending of his directorship term will be effective after 24<sup>th</sup> AGM from April 23, 2018 onwards.

At the 2/2018 Board of Directors meeting on March 7, 2018 considered selection of nominated persons to be elected as Directors to replace those terms' ended according to the Nomination Committee's guidance. The total 2 nominees consist of 1 existing Directors namely Mr. Knit Kounavudhi who has qualifications to be Independent Director along with 1 new candidate namely Mr. Worathep Aussavakasem. As all nominated persons were carefully considered as individuals for the appropriated qualifications as experiences in many profession fields, leadership, vision, successful record in business and being able to comment independently in accordance with relevant principle. (Information of the Directors proposed for election at this AGM is described in enclosure No. 7)

The Company had provided shareholders' rights to propose agenda and candidates for election as Company Director during December 1, 2017 to December 30, 2017. Information of the granted rights has been published on SET website [www.set.or.th](http://www.set.or.th) and Company website [www.occ.co.th](http://www.occ.co.th). Shareholder qualifications along with methods and procedures of Board's consideration were well defined. Since there is no intention received from any shareholder to exercise the mentioned right, therefore. No additional agenda is to be added for this AGM.

**Board's Comments:** Board of Directors excluded those concerned considered widely and agreed to the Nomination Committee's consideration for all 2 directors having knowledge and experience in Company's business, having various profession skills, leadership vision Expression of independent opinions and the record of in business. The Company's Board of Directors agreed to propose all 2 persons to be elected as board of directors' members at 24<sup>th</sup> AGM.

#### **Agenda 6 Considering setting Director Remuneration**

**Facts and reason:** According to the Company's regulation article 32, it is not allowed to give any money or property to Director except remuneration applicable to their usual rights and benefits under the position of Company Directors, excluding wages or fringe benefits received as Company's employees. In year 2017, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,768,000.00 Baht was actually paid. It has been summarized individually in the Annual Report under Directors' Remuneration section.

As proposed by the Remuneration Committee, the Board of Directors had agreed respectively in considering the adequate remuneration to the Board of Directors for 2018, by comparing companies having similar business and scale corresponding to knowledge, capability and Company's performance. It is agree to keep the director remuneration of 2018 at the same limit of the previous year for not exceeding 6 million Baht

**Board's Comments:** The Company's Board of Directors recommended to propose to the AGM for consideration to approve the same amount of director's remuneration, not exceed 6 million Baht. Details of remuneration described in enclosure No. 8.

#### **Agenda 7 Considering appointment of Auditor and setting its audit fees**

**Facts and reason:** The audit committee has selected DIA International Audit Co., Ltd. to be Company's External Auditor as its having the standard and professional in auditing, the constant good practice with the reasonable audit fees.

The Board of Directors has agreed with the Audit Committee to choose DIA International Audit Co., Ltd. to be Company's External Auditor and approved to appoint Mrs. Suvimol Chrityakerne, CPA registration No. 2982 or Miss Suphaphorn Mangjit, CPA registration No.8125 or . Mr.Nopparoek Pitsanuwong, CPA registration No.7764 of DIA

International Audit Co., Ltd. as Company's Auditor of 2018, being 3<sup>rd</sup> year and set the 2018 audit fees at the total amount of 1,040,000 Baht, as the described enclosure No. 9.

**Board's Comments:** The Board of Directors has agreed with the Audit Committee to choose DIA International Audit Co., Ltd. to be Company's External Auditor and approved to appoint Mrs. Suvimol Chriyakierne, CPA registration No. 2982 or Miss Suphaphorn Mangjit, CPA registration No.8125 or Mr.Nopparoeck Pitsanuwong, CPA registration No.7764 of DIA International Audit Co., Ltd. as Company's Auditor of 2017, being 3<sup>rd</sup> year and set the 2018 audit fees at the total amount of 1,040,000 Baht.

**Agenda 8 Consider approval of the amendment of Company's Articles of Association No.33**

**Facts and reason:** So as to be in compliance with the Amendment to the Act on Public Limited Company of B.E. 2535 section 100 by Order of the National Council for Peace and Order (NCPO) No. 21/2560 on Amendment of the Law to Facilitate Business. The Board of Directors agreed to propose to AGM for considering approval of Articles of Association No.33, as the described enclosure No. 10.

**Board's Comments:** The Board of Directors agreed to propose to AGM for considering approval of Articles of Association No.33. So as to be in compliance with the Amendment to the Act on Public Limited Company of B.E. 2535 section 100 by Order of the National Council for Peace and Order (NCPO) No. 21/2560.

**Agenda 9 Considering other matters (if any)**

The Board of Directors would like to invite shareholders to attend the AGM on date, at time and the venue as described above. In case you cannot attend it by yourself and have intention to assign other person to do it for you. Please use the attached Proxy Form or download Proxy Form A, or B, or C (Form C is specifically for foreign investors appointing local custodians to keep and safeguard their shares) from Company website [www.occ.co.th](http://www.occ.co.th), or Forms designated by Ministry of Commerce. Please choose only one among the mentioned forms. You are kindly requested to submit the Proxy Form or inform the Company in advance at least 1 working day before the meeting date, for facilitating advance evidence checking. (Proxy Forms as described in enclosure No. 4.)

If you wish to get more information or clarify any issue of the proposed agenda, please contact Mrs. Choophan Imthong, Company Secretary, [Tel:02-295-4545](tel:02-295-4545) ext.433 or E-mail: [law@occ.co.th](mailto:law@occ.co.th) or Fax: 02-295-0411. Please kindly inform your details as name, address, telephone number, and E-mail (if any) for further contact information. The Company Secretary will compile the questions submit to the Managing Director and Chief Executive Officer for consideration the answers of the questions at the AMG.

For shareholders who have intentions to grant the Audit Committee Directors to be their proxies, we would like to inform you their names as Mrs. Watchanee Watanathawanwong, Mr. Wanchai Umpungart and Mr. Knit Kounavudhi. (Details as described in enclosure No. 5)

All shareholders can register for meeting attendance at the mentioned venue from 7.00 am. onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn  
Chairperson

**(Translation)**  
**23<sup>rd</sup> AGM Minutes**  
**Held on Monday, April 24, 2017**

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The 23<sup>rd</sup> Annual General Meeting of O.C.C. Public Company Limited was held at Room Chao Praya 1 of Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkokaem, in Bangkok.

The Record Date for shareholders having rights to attend 23<sup>rd</sup> AGM was March 23, 2017 and the name collection date under Section 225 of Securities and Exchange Act by closing the shareholding registration was March 24, 2017. There were totally 564 shareholders holding altogether 60,000,000 shares.

The Meeting date was on Monday, April 24, 2017. The total number of shareholders and proxies attended as follows:

- Attendance in Person	18 shareholders	19,202,255 shares
- Proxies to attend the Meeting	33 shareholders	30,522,110 shares

Total number of attendances and proxies were 41 persons, 51 shareholders, 49,724,365 shares or equivalent to 82.87 percent of the total issued and paid up shares, which reached a quorum as complied with the Company's Article of Association clause 36, which requires shareholders and proxies from the shareholders of not less than 25 persons or less than half of all shareholders. And must have shares in aggregate not less than one third (1/3) of the total number of shares sold.

The Company's Board of Directors consisted of 8 Directors. They all fully attended this AGM, namely as follows:

- |                                   |  |
|-----------------------------------|--|
| 1. Mrs. Kanchana Saisiriporn      | Chairperson<br>Corporate Governance Committee Chairman   |
| 2. Mrs. Teerada Ambhanwong        | Managing Director and CEO<br>Nomination Committee Chairman<br>Risk Management Committee Chairman |
| 3. Mr. Manu Leelanuwatana         | Remuneration Committee Chairman  |
| 4. Mrs. Tipaporn Chokwatana       | Director   |
| 5. Mr. Chailert Manoophol         | Director   |
| 6. Mrs. Watchanee Wattantawanwong | Chairperson of the Audit Committee   |
| 7. Mr. Wanchai Ampungart          | Audit Committee  |
| 8. Mr. Knit Kounavudhi            | Audit Committee  |

The Meeting began at 09.00 a.m.

Mrs. Kanchana Saisiriporn, the Chairperson had chaired the Meeting. She addressed opening the AGM and thanked to all shareholders for attending the Meeting.

Before proceeding of the Meeting, the Chairperson introduced the above stated Directors individually. Then she introduced the Company's Auditor, members of the Executive Committee, Company's Secretary and representatives of the Company's legal advisors who also attended this Meeting and would check this vote counting as well. Following are the name lists of introduction:

Auditor

- Mrs. Suvimol Chrityakierne, CPA registration No. 2982  
from DIA International Audit Co., Ltd.

Executive Committee

- |                  |                  |  |
|------------------|------------------|--|
| 1. Mrs. Teerada  | Ambhanwong       | Managing Director and CEO                  |
| 2. Mrs. Chantra  | Tangtanasingkarn | Director of Accounting-Finance Division    |
| 3. Miss Rattana  | Wonglertwit      | Director of Office Administration Division |
| 4. Miss Siriporn | Tangtanasingkarn | Director of Cosmetics Marketing Division   |
| 5. Dr. Pattara   | Pathumarak       | Director of Managing Director Office       |

Company's Secretary

- Mrs. Choopan Imthong

Representatives of Vira Law Office, the Company's Legal Advisor

1. Mrs. Korbsuk Sangsawat
2. Miss Supanee Learnsatit

The Chairperson informed the meeting that the AGM No. 23, the company had provided the rights to shareholders to propose the agenda and candidates to be elected as the Company's directors to AGM meeting in advance from December 1<sup>st</sup> to December 30<sup>th</sup>, 2016. This right has been informed on the SET website: [www.set.or.th](http://www.set.or.th)

and the Company's website: [www.occ.co.th](http://www.occ.co.th) with the definition of shareholders' qualification, regulations and considering procedure of the Company's Board. It appeared that none of shareholders expressed their intentions to exercise such rights. Therefore, no additional agenda has been proposed by shareholders in this Meeting.

Then, the Chairperson delivered the agenda to Mrs. Teerada Ambhanwong the Managing Director and CEO and the Company Secretary and to continue the Meeting.

The Company Secretary informed the meeting to acknowledge the voting procedures in this meeting by basing upon the company's Articles of Association clause 43, which is to count one share as one vote. Voting shall be conducted openly. Counting vote shall be counted only on shareholders who are disagreed or abstained including voided ballots (if any) then they shall be deducted from total votes of the eligible attending shareholders in the meeting. The rest votes shall be approval for each agenda.

Voided ballot is considered upon the voting card that having vote more than one box or in the case of having a strike ballot without signing name on that mark.

Therefore, just for shareholders who disapprove or abstain will raise up sign board then the ballot cards will be giving by the Company's officers. Shareholders must fill the number of the sign board that had received upon registration before the meeting and made the mark in disapproved box or abstain box with signature on these cards for returning to the Company's officer to record the votes properly and keep as evidence. Except for Agenda 5: Considering the Election of Directors, all shareholders will receive ballot cards in advance upon registration before entering the meeting room and give opinion on the election of the Company's director individually with signing names on ballot cards. For shareholders who disapprove or abstain to the election of each director, sign board will be raising up for counting the votes. The ballot cards must be returned to the Company's officers when the resolution of the agenda is ended.

In case of the shareholder and proxy registrants have made after the meeting start, the registrants would be able to vote the un-consideration agenda. The Company would count the votes of those registrants from the voted agenda for recording in the minute of the Meeting. The Company would report to the shareholders only those increased shareholders and proxies for the properly and openly counted votes. The Company would count by barcode system in which the Meeting attendants could see the voting result of each agenda on the screen. The shareholders would be able to raise the hand and ask any questions base on that agenda.

For the Company Directors who are also shareholders, they would vote approval in line with the Board's recommendation for every agenda. In case shareholders granted any directors to be their proxies, the voting would be based on the shareholders specified in the Proxy Form.

#### **Agenda 1: Considering acceptance of 22<sup>nd</sup> AGM Minutes held on Monday, April 25, 2016**

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that the Company had submitted 22<sup>nd</sup> AGM Minutes held on Monday, April 25, 2016 by to the Stock Exchange of Thailand within 14 days counting upon the AGM's date and then submitted it to Department of Business Development, Ministry of Commerce within the period as defined by the law as well as to publish the AGM Minutes on the Company's website: [www.occ.co.th](http://www.occ.co.th) for the shareholders to consider the accuracy in accordance with the copy of AGM Minutes that had sent to shareholders in advance together with the invitation letter for attending the Meeting. The Board had an opinion that the mentioned AGM Minutes had been recorded accurately and completely in accordance with the AGM's resolution and requested for approval consideration.

The Meeting had considered and unanimously voted to approve the accuracy of the mentioned Minutes.

In this agenda, there was 1 more shareholder attended the Meeting with 2,000 holding shares equaled to 0.0033% . Then, total number of shareholders who attended the Meeting at that time were 42 attendances of 52 registrants with 49,726,365 shares in total or equivalent to 82.88% of the total shares.

Total shares of eligible shareholders at the Meeting were 49,726,365 shares.

- Approved                      49,726,365 shares    representing 100%
- Disapproved                -nil-
- Abstained                    -nil-
- Voided ballot                -nil-

#### **Agenda 2: Acknowledging the Company business operation results in the past year**

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that the Company's operation results during the fiscal year 2016 were published in 2016 Annual Report and recorded in CD format that had been sent to all shareholders in advance together with invitation letter to attend the Meeting. Overview of the Thai economy in the past year remained encounter with economic situation that expanded slowly. The consumers were very careful on expenditure by spending money to buy only necessary commodities and consume in limited quantities. This impact affected widely to the Thai economic situation and to the Company as well. In 2016, the



Company's sales amount was 1,372.26 million Baht. It's 2.26% decreased from last year but the Company was able to maintain existing customer base firmly.

The Company's benefit before juristic income tax was 87.21 million Baht, which decreased 15.52 million Baht or 15.11% from last year. The Company's benefit after deducting juristic income tax for the year was 70.79 million Baht, which decreased 14.59% when compared to last year. However, the Company's financial structure continuously stayed in strong level for many years until now, by having several key indicators of important financial ratios, which could reflect excellent liquidity. According to 2016 Financial Statements, the Company's Net Working Capital was 571.40 million Baht, liquidity's ratio was 3.71 times, while Debt to Equity stayed in low level which was just 0.36 times.

After that, Managing Director and CEO additionally informed the Meeting about the operation of anti-corruption policy of the Company as follows. The Company had conducted self-evaluation form on the measure of anti-corruption and submitted it to Private Sector Collective Action Coalition Against Corruption Council for considering since 30<sup>th</sup> November 2016. Then, the Company had been informed by the Thai Institute of Directors Association (IOD) Secretary of Private Sector Collective Action Coalition Against Corruption Council had informed in the 4/2559 Quarter Meeting of the Thai Institute of Directors Association (IOD) on 9<sup>th</sup> March 2017, that there was a resolution to certify O.C.C. Public Company Limited to be a member of Private Sector Collective Action Coalition Against Corruption Council. This mentioned Certificate is valid for 3 years from the date of the resolution has approved. The Company is very determined to have its operation following to the anti-corruption policy continuously together with the development and expansion it to business partners by holding the same principles.

The Meeting duly acknowledged the Company's business operation results during the fiscal year 2016. Since this agenda was just for acknowledgement and no voting was needed, therefore it should move ahead to consider Agenda 3.

### **Agenda 3: Considering approval of the financial statements for the year ended December 31, 2016**

Mrs. Teerada Ambhanwong, Managing Director and CEO, requested the Meeting to consider approval of the Company's financial statements for the year ended December 31, 2016 which were prepared in accordance with the Accounting Standards and Generally Accepted Accounting Practices. They were audited and certified by public certified accountants, and agreed by the Audit Committee. The Company published them in printed 2016 Annual Report and in CD format of which a copy had already been forwarded to shareholders in advance together with this meeting invitation letter.

The Meeting considered and unanimously voted approval of the Company's financial statements for the year ended December 31, 2016.

In this agenda, there was 1 more shareholder attended the meeting with 447,450 shares equal to 0.7458%, having 43 Shareholders with 56 Registrants, 50,173,815 shares in total, 83.62% of the total shares.

Total eligible shareholders at the Meeting were 50,173,815 shares.

- |                 |                   |                   |
|-----------------|-------------------|-------------------|
| - Approved      | 50,173,815 shares | representing 100% |
| - Disapproved   | -nil-             |                   |
| - Abstained     | -nil-             |                   |
| - Voided ballot | -nil-             |                   |

### **Agenda 4: Considering approval of profit allocation and dividend payment**

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that during the fiscal year 2016 the Company had a net profit of 70,788,402 Baht (Seventy million seven hundred eighty- eight thousand four hundred and two Baht only).

The Company had already fulfilled the legal 10% reserve of its registered capital.

The Board of Director recommended to the shareholder to consider approval of dividend payment to 60 million shares at 0.70 Baht /share (seventy Stangs) total 42 million Baht. Equal to 59.33% of net profit of fiscal year 2016. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 25% . An individual shareholders shall be entitled to a tax credit according to Section 47 bis of the Revenue Code.

The list of shareholders having rights to receive dividends will be fixed on May 8, 2017 and will be collected under Section 225 of Securities and Exchange Act by closing the shareholding registration on May 9, 2017. The dividends are scheduled to be paid on May 22, 2017. Comparison detail of the net profit and dividend paid for past 3 years were stated in the AGM invitation letter to shareholder for consideration.

The meeting approved as unanimously vote for dividend payment at 0.70 Baht. /share. (seventy Stangs ), paying from the Company's accumulated profit ,25% tax paid base on the recommendation of the Board of Director.

In this agenda, the number of shares of shareholders attended the meeting increased 3,900 shares equal to 0.0065%, total number of Shareholders attended the Meeting was 43 with 57 Registrants, 50,177,715 shares in total, 83.63% of the total shares.

Total eligible shareholders at the Meeting were 50,177,715 shares.

- Approved 50,177,715 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

#### **Agenda 5: Considering election of Directors to replace those revolving retired**

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that the present Board registered at the Ministry of Commerce consisted of 8 Directors. According to the Company's Article of Association clause 21, one-third (1/3) of the total directors must retire in every AGM. In case of the total directors cannot be divided into three parts exactly, the nearest to one-third (1/3) is applicable. Those retired directors may be re-elected.

In this AGM, there were 3 directors who would retire, namely as follows:

1. Mrs. Kanchana Saisiriporn Chairperson  
Corporate Governance Committee Chairman
2. Mr. Manu Leelanuwat Remuneration Committee Chairman
3. Mrs. Watchanee Wattanatawanwong Chairperson of the Audit Committee

To nominate the directors to replace those who will retire by rotation, in the Meeting, the Nomination Committee had considered name list of the director individually. The directors with any interest who would retire in this term were Mrs. Kanchana Saisiriporn and Mr. Manu Leelanuwattana, did not participated in voting for considering of the election for them both by leaving the meeting room at the time of their names' consideration. In this regard, the Nomination Committee had approval resolution to propose three rotating retired directors' name to the meeting of the Company's Board of Directors for considering and proposing to the meeting of 23<sup>rd</sup> AGM to consider to elect three directors to reserve the directorship for another term.

There was wildly consideration at the Board of Director's Meeting No. 2/2560, held on March 8, 2017 without having the directors with any interest and the Board had agreed with the consideration as approval resolution of the Nomination Committee's meeting. The individual qualification is carefully considered with appropriate knowledge, experience and various professional skills, leadership, wide vision and have competency in expressing opinion independently as well as business achievement resume.

As Mrs. Watchanee Wattanatawanwong who has been the Independent director for more than 9 years having the appropriated qualification as Company Independent Director, knowledge and experiences as Company's need, best practice in the Independent Committee, being able to comment independently in accordance with relevant principle. The Board of Director proposed to shareholders to elect Mrs. Watchanee as the Independent Director onward.

The Company's Board of Directors agreed to propose all 3 persons to be elected as board of director members at 23<sup>rd</sup> AGM. For information of all of 3 candidates, shareholders could check Enclosure 7 which had already been forwarded together with this AGM invitation letter for advance consideration.

Before voting, the Managing Director and CEO informed the Meeting that according to Public Company Act 2535 Article 86 and the Company Regulation Article 30, do not allow any Director to have business in the same kind and in competitive with the Company's; or to be a partner at any partnership organization or to be an unlimited partner at any limited partnership organization or a director at any private company or any other companies having the same kind of business and in competitive with the Company's. No matter that it will be done for own benefit or for other persons' benefits except informing to AGM prior to adopt resolution of appointment.

The Managing Director and CEO informed the Meeting that there would be 2 proposed candidates who hold positions as director in companies having the same kind of business and in competitive with the Company's as follows.

- Mrs. Kanchana Saisiriporn holds position as a Vice Chairman of
  - Shiseido Professional (Thailand) Co., Ltd.
  - And Managing Director of Oriental Salon Business Co., Ltd.
- Mr. Manu Leelanuwat holds position as a Director of
  - I.C.C. International Plc.

Therefore, the Managing Director and CEO requested the meeting to vote the election of the 3 persons who had been nominated for the position of Company Director individually.

In this agenda 1 more shareholder attended the meeting with 10 shares equal to 0.0000%, having 44 Shareholders with 58 registrants, 50,177,725 shares in total, 83.63% of the total shares.

The Meeting acknowledged and considered individually

1. Mrs. Kanchana Saisiriporn

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 50,177,725 shares

- Approved 50,177,725 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

2. Mr. Manu Leelanuwatana

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 50,177,725 shares

- Approved 50,177,725 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

3. Mrs. Watchanee Wattanatawanwong

Approved by a majority vote of the shareholders present at the meeting and entitled to vote as follows:

Total eligible shareholders at the meeting and have the voting rights 50,177,725 shares

- Approved 49,577,625 shares representing 98.8041%
- Disapproved 100 shares representing 0.0002 %
- Abstained 600,000 shares representing 1.1957%
- Voided ballot -nil-

Therefore, the Board of Directors of O.C.C. Public Company Limited at the present time comprises 8 Directors namely as follows:

1. Mrs. Kanchana Saisiriporn
2. Mrs. Teerada Ambhanwong
3. Mr. Manu Leelanuwatana
4. Mr. Chailert Manoonphol
5. Mr. Tipaporn Chokwatana
6. Mrs. Watchanee Wattanatawanwong
7. Mr. Wanchai Umpungart
8. Mr. Knit Kounavudhi

Mrs. Watchanee Wattanatawanwong, Mr. Wanchai Umpungart and Mr. Knit Kounavudhi are Independent Directors.

**Agenda 6: Considering setting the Board of Directors' remuneration**

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that according to Article 90 of Public Company Act 2535 and the Company Regulation Article 32, it is not allowed to give any money or property to Directors except remuneration applicable to their regular rights and benefits under the position of Company Directors.

In year 2016, the AGM had approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,915,000 Baht was actually paid as meeting allowances and bonus.

For year 2017, the Board agreed with the Remuneration Committee's outline of suitable remuneration rates corresponding to their knowledge, capabilities, Company performance and Board performance evaluation. Comparison of Information of companies having similar business and scale has been taken into consideration. It would be appropriate to present the AGM to set the same remuneration limit of not exceeding 6 million Baht. Anyhow it will not include any regular pay or fringe benefit received as Company employees. Details as follows:

### Meeting Allowance

- Board of Directors – paying only Directors who attend the meeting at 6,000 Baht each
- Audit Committee
  - Chairperson of Audit committee at 20,000 Baht each
  - Audit Committee Director at 15,000 Baht each
- Executive Committee – paying only members who attend the meeting at 5,000 Baht each
- Other Committees – paying only Non-Executive Directors who attend the meetings of Nomination Committee, Remuneration Committee, Risk Management Committee and Corporate Governance Committee at 5,000 Baht each

### Director Bonus

Bonus is rewarded to all Directors allocated by the Remuneration Committee who will consider appropriate rates in line with Company performance compared to other companies having similar business and scale.

### Other Remuneration

-nil-

Details of pay types compared to the previous years were published in Enclosure 8 which had already been forwarded together with this AGM invitation letter for advance consideration.

During this agenda, the Managing Director and CEO informed the Meeting that according to Article 90 of Public Company Act 2535, setting the board's remuneration must be approved by not less than two-thirds of total votes of the shareholders attended at the Meeting.

The Meeting considered and unanimously voted approval of the Board of Directors' remuneration for year 2017 within a limit of not exceeding 6 million Baht and its allocation method as the Board recommended.

This agenda, there were no shareholder and proxy attending the meeting, the result of the vote as follows:

Total eligible shareholders at the Meeting were 50,177,725 shares.

- Approved 50,177,725 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

### **Agenda 7: Considering appointment of Auditor and setting its audit fees.**

Mrs. Teerada Ambhanwong, Managing Director and CEO, handed this Agenda over to Mrs. Watchanee WatanaThawanwong, the Chairperson of the Audit Committee to present it to the Meeting.

Mrs. Watchanee Wattanatawanwong, Chairperson of the Audit Committee, informed the Meeting that Board of Director agreed to the propose of Audit committee to select the external Auditor by considering from the management of its performance during the past year, having the standard practice, independence, well known and audit fees. With the perfect qualifications in accordance with the company's regulation and Security Act and Security Exchange. Therefore the Board of Director considered recommendation to appoint the external auditor as following:

1. Mrs. Suvimol Chrityakierne, CPA registration No. 2982
  - Has never been a signatory in the Company's Financial Statements or
2. Miss Suphaphorn Mangjit, CPA registration No.8125
  - Has never been a signatory in the Company's Financial Statements or
3. Mr.Nopparoek Pitsanuwong, CPA registration No.7764
  - Has never been a signatory in the Company's Financial Statements

The above 3 persons work for DIA International Audit Co., Ltd., to be Company's External Auditors in 2017, being 2<sup>nd</sup> year.

Its audit fees will be as follows:

Quarter review fee 1-3	480,000 Baht
Annual audit fee	<u>530,000</u> Baht
Total fees	<u>1,010,000</u> Baht

Details of auditors and comparative audit fees were published in Enclosure 9 which had already been forwarded to shareholders together with this AGM invitation letter for advance consideration.

The Chairperson of the Audit Committee informed the Meeting before voting that according to Article 121 of Public Company Act 2535, auditors must not be Directors, employees or holding any other positions at the Company. She therefore declared that all of the above listed 3 auditors are not directors, employees or holding any other positions at the Company. Besides, the Company does not utilize any professional services from the mentioned audit firm and persons.

The Meeting had considered and unanimously voted approval to appoint the following persons:

- Mrs. Suvimol Chrityakierne, CPA registration No. 2982 or
- Miss Suphaphorn Mangjit, CPA registration No.8125 or
- Mr.Nopparoeck Pitsanuwong, CPA registration No.7764

They will be the Company's Auditors for year 2017, being their 2<sup>nd</sup> year. The audit fees have set according to amounts presented by the Board.

This agenda, there were no shareholder and proxy attending the meeting, the result of the vote as follows:

Total eligible shareholders at the Meeting were 50,177,725 shares.

- |                 |                   |                   |
|-----------------|-------------------|-------------------|
| - Approved      | 50,177,725 shares | representing 100% |
| - Disapproved   | -nil-             |                   |
| - Abstained     | -nil-             |                   |
| - Voided ballot | -nil-             |                   |

Thereafter, the Chairperson of the Audit Committee handed the agenda back to the Managing Director and CEO to proceed.

**Agenda 8: Considering other matters (if any)**

In this agenda, Mr.Anu Wongsarakid, a minor shareholder who attended the Meeting by himself mentioned about the operating result of the Company during the past 3 years was continuously decreased, while cash flow was increased by having money to deposit and get interest as return. So, he asked question for the Company's plan in 2017 concerning the operation that will increase better operating result, and the Company will have a plan to manage cash flow for any investment or not.

Mrs. Teerada Ambhanwong, Managing Director and CEO has replied as follows: the Company's turnover would be increased from the sales amount that has increased. The Company has set promotion activities to stimulate sales amount to be increased together with the shops and department stores. Including the launch of brand new products, which are Paul & Joe cosmetic and Joico hair care products. Both received good response from customers. Overview of the Company's turnover in the first Quarter of 2017 was better than previous in the same period of time. Regarding the management of the Company's Cash flow, it was necessary to consider very carefully for any investment or to have advertising of the products to increase sales amount because overall of economic situation at present remained declined as we well aware. However, the Company has strong commitment to operate the business for gaining the increasing turnover.

There was no shareholder proposed any other issues, the Managing Director and CEO handed to the chairperson. Thereafter the Chairperson expressed thanks to all shareholders for attending the Meeting and declared closing the AGM.

The Meeting ended at 09.42 a.m.

*Kanchana Saisiriporn*  
(Mrs. Kanchana Saisiriporn)  
Chairperson

Certified True & Correct

*Teerada Ambhanwong*  
(Mrs. Teerada Ambhanwong)

*Manu Leelanuwatana*  
(Mr. Manu Leelanuwatana)

Directors

Choopan Imthong  
Company Secretary  
Recorded/Typed/Reviewed

**Definition of “Independent Director”**

“Independent Director” of the Company means a person who has independence and qualifications corresponding to SEC regulations as follows:

- (1) Holding not exceed 1% of the total shares of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power over the Company, including shareholding of related persons of each independent director.
- (2) Is not or never is a director participating in management, employee, officer, advisor receiving regular wage or has controlling power of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power over the Company except has had quit the mentioned positions not less than 2 years prior to the date of appointment as independent director. Those forbidden characteristics will not apply to independent director who used to be a government officer or advisor of a governmental organization of which is a major shareholder or has controlling power of the Company.
- (3) Is not a person having relationship in blood or by legal registration in position such as father, mother, spouse, brother, sister, son and daughter including spouse of son/daughter or executive, major shareholder, persons having controlling power or persons to be proposed as executive or persons having controlling power of the Company or its subsidiary companies.
- (4) Does not or never have business relation to the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power which may obstruct independent decision thinking. Also is not or never is a substantial shareholder or power controller of persons having relation to the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power of the Company except has had quit those mentioned positions not less than 2 years prior to the date of appointment as independent director.

The business relation described in above clause includes regular trading transactions, to rent or to let unmovable assets, transactions of assets or services or to provide or receive financial assistance such as lending, guarantee together with any same behaviors resulting the Company or its contract partner have contingent liability to pay another person from 3% of the net tangible or 20 million Baht whichever lower. Such calculation method corresponds to the Securities Committee’s regulations on related transactions. But this consideration, it is limited to liability occurred during 1 year before the date of having business relation to the same person.

- (5) Is not or never is an auditor of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power of the Company. And is not substantial shareholder, power controller or partner of any audit firm having auditor of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power except has had quit those positions not less than 2 years prior to the date of appointment as independent director.
- (6) Is not or never is any professional service provider including legal or financial advisory to which getting service fees over 2 million Baht a year from the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power. Also is not substantial shareholder, power controller or partner of those professional service providers except has had quit those positions not less than 2 years prior to the date of appointment as independent director.
- (7) Is not a director appointed to be representative of the Company directors, major shareholders or shareholders connected to major shareholders
- (8) Does not conduct any business in the same kind and is substantially competitive to the Company or its subsidiary companies; or is not a substantial partner in partnership or a director having participation in management, employee, officer, advisor receiving regular wage or holds over 1% of the total shares of any other company having the same kind of business and is substantially competitive to the Company or its subsidiary companies.
- (9) Does not have any other matters cause inability to provide independent opinion about the Company’s operation.

After appointment as independent director under clauses (1) to (9), the independent director may be assigned from the Board to make collective decision in operation of the Company, its holding company, subsidiary companies, affiliated companies, subsidiary companies in the same level, major shareholder or persons have controlling power.

## หนังสือมอบฉันทะ แบบ ข.

## PROXY Form B.

เขียนที่ .....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....  
 I/We .....nationality .....reside at .....Road  
 ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
 Tambol/Kwaeng .....Amphur/Khet .....Province .....Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน)

am/are a shareholder of O.C.C. Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
 holding altogether .....shares, and can cast votes equaling .....votes, as follow:  
 หุ้นสามัญ .....หุ้น ออกเสียงลงคะแนนได้เท่ากับ .....เสียง  
 ordinary shares, which can cast votes equaling .....votes  
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ .....เสียง  
 preferred shares, which can cast votes equaling .....votes

(3) ขอมอบฉันทะให้

Hereby appoint

- .....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....  
 age years, resides at .....Road  
 ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ  
 Tambol/Khwaeng .....Amphur/Khet .....Province .....Postal Code or
- .....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....  
 age years, resides at .....Road  
 ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ  
 Tambol/Khwaeng .....Amphur/Khet .....Province .....Postal Code or
- .....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....  
 age years, resides at .....Road  
 ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ  
 Tambol/Khwaeng .....Amphur/Khet .....Province .....Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุม  
 สามัญผู้ถือหุ้นครั้งที่ 24 ในวันที่ 23 เมษายน 2561 เวลา 9.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณฑิยร์ ริเวอร์ไซด์ เลขที่  
 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
 Only one of them as my/our proxy to attend and vote on my/our behalf of the Ordinary Shareholders Meeting No. 24 on  
 April 23, 2018 at 9.00 am at the Chao Praya 1 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo,  
 Khet Bangkoleam, Bangkok 10120 or at any adjournment thereof

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
 I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน) ครั้งที่ 23 เมื่อวันที่ 23 เมษายน 2560

Agenda 1 Considering acceptance of the minutes of 23<sup>rd</sup> AGM of O.C.C. Public Company Limited held on April 24, 2017.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา

Agenda 2 Acknowledgement of the Company's operational performance during the past year.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 3 พิจารณานุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

Agenda 3 Considering approval of the Company's financial statements for the year ended December 31, 2017.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล

Agenda 4 Considering approval the allocation of profit and dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 Consideration and election the directors in replacement of those retiring by rotation.

เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกวาระหนึ่ง

Considering approval of reappointment of the directors, whose term ended, for another term.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

- การแต่งตั้งกรรมการทั้งหมด  
Appointment of all directors

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain



- การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointment of each individual director

ชื่อกรรมการ: นายคณิต คุณาวุฒิ

Name of Director: Mr. Knit Kounawut

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: นายวรเทพ อัสวเกษม

Name of Director: Mr. Worathep Aussavakasem

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการ

Agenda 6 Considering approval of directors' remuneration.

พิจารณากำหนดค่าตอบแทนคณะกรรมการ ในวงเงินไม่เกินปีละ 6.00 ล้านบาท

Considering approval of yearly remuneration for the board of directors not exceeding 6 million Baht

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

Agenda 7 Considering appointment of Auditor and setting its audit fees.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 8 พิจารณานุมัติแก้ไขข้อบังคับของบริษัท ข้อ 33.

Agenda 8 Consider approval of the amendment of Company's Articles of Association No.33.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 Considering other matters (if any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Proxy's voting in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be determined as Shareholder's vote.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by my/us in all reports except for vote of the Proxy which is not accordance with this Proxy Form.

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ  
In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

## ใบประจำต่อแบบหนังสือมอบฉันทะ

### ALLONGE OF PROXY

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน)

The appointed proxy acts as the shareholder of O.C.C. Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 24 ในวันที่ 23 เมษายน 2561 เวลา 9.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 24 on April 23, 2018 at 9.00 a.m. at Chao Praya 1 room, the Montien Riverside Hotel, No. 372, Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or any adjournment thereof.

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง .....

Agenda No. Re:

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ (ต่อ)

Agenda 5 Considering appointment of directors in place of those retired by revolving term

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

**Information of Independent Directors Proposed to be Shareholders' Proxies**

1. **Name-Surname** Mrs. Watchanee Watanathawanwong

**Title** Chairperson of the Audit Committee

**Age** 65 years

**Nationality** Thai

**Address** 111/151 Nakornsawan Road, Kwaeng Watsommanas,  
Khet Pomprabsatrupai, Bangkok

**Company Shareholding** -Nil-

**Extra Interest in Each Agenda** -Nil -



2. **Name-Surname** Mr. Wanchai Umpuangart

**Title** Audit Committee

**Age** 71 years

**Nationality** Thai

**Address** 13/14 Moo 7 Tambon Bang Talad, Amphoe Pak Kret, Nonthaburi

**Company Shareholding** -Nil -

**Extra Interest in Each Agenda** -Nil -



3. **Name-Surname** Mr. Knit Kounavudhi

**Title** Audit Committee

**Age** 69 years

**Nationality** Thai

**Address** 216 Soi Pibunwatthana Building, Rama 6 Road, Kwang Samsen-nai, Khet  
Payathai, Bangkok

**Company Shareholding** -Nil -

**Extra Interest in Each Agenda** Having interest in Agenda 5 Considering election of Directors to replace those rotating terms ended. Because he is one of those terms ended and is nominated for reelection as Director for another term.



**Documents and Evidence Required to Present before Attending the Meeting**

The registration of 24<sup>th</sup> AGM of O.C.C. Public Company Limited will be processed by using barcode technology. **For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with imprinted barcode on the meeting day**

**In case of natural person**

1. **Personal Attendance** Please present personal I.D. Card or Government Personnel Card or Passport to officers for registration.

2. **Proxy Attendance** Please use the printed Proxy Form attached with this invitation letter or download from Company website [www.occ.co.th](http://www.occ.co.th) or the printed forms provided by the Ministry of Commerce, either Form A or Form B only. It should be filled in completely and duly signed by Grantor and Proxy. The Proxy is requested to present I.D. Card or Government Personnel Card or Passport for registration before attendance.

**In case of juristic person**

**Proxy Attendance** Please use the printed Proxy Form attached with this invitation letter or download from Company website [www.occ.co.th](http://www.occ.co.th) or the printed forms provided by the Ministry of Commerce, either Form A or Form B only. It should be filled in completely and duly signed by authorized persons with juristic person's seal (if any). The Proxy is requested to present I.D. Card or Government Personnel Card or Passport for registration before attendance.

**In case of foreign investor and appoint custodian in Thailand to keep and safeguard the shares**

**Proxy Attendance** Please download Proxy Form C from Company website [www.occ.co.th](http://www.occ.co.th) or the printed form provided by the Ministry of Commerce. It should be filled in completely and duly signed by authorized persons of Grantor and Proxy together with the following evidences

- The power of attorney from shareholder assigned to custodian to sign on behalf in the Proxy Form
- Confirmation letter of the signer gets consent to do custodian business

The Proxy is requested to present I.D. Card or Government Card or Passport for registration before attendance.

**Curriculum Vitae of Nominated Director**

**Name-Surname** Mr. Worathep Assavakasem

**Age** 51 years

**Education Qualifications**

- Bachelor of Electrical and Electronic Engineering, Hosei University, Japan

**Directorship Training**

- Have not been trained Director Accreditation Program from Thai Institute of Directors Association

**Company Director Duration** 30 years (Since 1987)

**Position in Company** Nominated as Board of Director in the first term

**Working Experience**

- **1 Listed companies**
  - Thai Wacoal Plc. Year 2014 to present Present Position : Executive Director
- **5 Other companies (not listed)**
- **1 Companies having the same kind of business and in competitive with the Company's**
  - M.I.L. (Thailand) Co.,Ltd. Year 2017 to present Present Position : Managing Director
- **Specialization** Marketing, Business Development, Distribution, Strategic Planning and Management.

**Company shareholding (including spouse and immature children)** -Nil-

**Type of Director Proposed** Company Director which passed the Nomination Committee's consideration and agreed by the Board of Directors

**Directorship Term** 3 years

**Forbidden Matter** No record of criminal wrong doing in fraud  
No record of being in conflict provided an interest of the company in the previous year.



**Curriculum Vitae of Nominated Director**



**Name-Surname**                      **Mr. Knit Kounavudhi**

**Age**                                      69 years

**Education Qualifications**

- Master Degree in Administration & Supervision, Lynchburg College, Virginia, USA.
- Bachelor Degree in Fine Arts, Lynchburg College, Virginia, USA.
- Bachelor Degree in Dramatic Arts - Theatre Design, Lynchburg College, Virginia, USA.

**Directorship Training**

- Have not been trained Director Accreditation Program from Thai Institute of Directors Association

**Company Director Duration**              3 years (Since 2015)

**Working Experience**

- **1 Listed company**  
True Visions Plc. Year 1996 to present    Present Position: Director - Local Production
- **1 Other company (not listed)**
- **Companies having the same kind of business and in competitive with the Company's -nil-**
- **Specialization**    Marketing and Strategy

**Company shareholding (including spouse and immature children) -nil-**

**Type of Director Proposed**    Independent Director which passed the Nomination Committee's consideration and agreed by the Board of Directors

**Directorship Term**                      3 years

**Forbidden Matter**                      No record of criminal wrong doing in fraud

No record of being in conflict provided an interest of the company in the previous year.

**Meeting Attendance during Year 2016**

- Board of Directors                      9/9 times
- Audit Committee                          12/12 times
- Corporate Committee                      2/2 times
- Shareholder Meeting                      1/1 time



**The Affiliated Category of the purposed persons as Independent Director**

<b>Having the following types of interests in the Company/parent company/subsidiary companies/affiliated companies/major shareholders or persons having controlling power at present or within past 2 years</b>	
<ul style="list-style-type: none"> <li>▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage</li> </ul>	-is not-
<ul style="list-style-type: none"> <li>▪ is/ is not a professional service provider (such as auditor, legal advisor)</li> </ul>	-is not-
<ul style="list-style-type: none"> <li>▪ has/does not have substantial business relation causing inability to perform duty independently (such as buying/selling raw materials/goods/service/lending)</li> </ul>	-does not have-
<ul style="list-style-type: none"> <li>▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies</li> </ul>	-is not-
<ul style="list-style-type: none"> <li>▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders</li> </ul>	-is not-

### **Supplement for Considering Directors' Remuneration**

The Board of Directors' Meeting No. 2/2018 had agreed to the consideration guidelines of Directors' remuneration by considering the details of Directors' Remuneration in 2017 at the limit of not exceeding 6 million Baht as approved by 23<sup>rd</sup> AGM on Monday, April 24, 2017, including the consideration of the appropriate remuneration in comparison to the details of directors' remuneration in similar business and similar size in accordance with the knowledge and skill as well as the Company's performance.

For the year 2018, the Board agreed with the Remuneration Committee's recommendation to present the same basis as the past year for approval at this AGM. It remains the same limit of not exceeding 6 million Baht. Comparison by type in past years follows:

<b>Remuneration Type</b>	<b>Year 2017</b>	<b>Year 2016</b>	<b>Year 2015</b>
▪ Meeting Allowance	1,138,000.00 Baht	1,065,000.00 Baht	1,174,000.00 Baht
▪ Director Bonus	3,630,000.00 Baht	3,850,000.00 Baht	4,000,000.00 Baht
<b>Total</b>	<b>4,768,000.00 Baht</b>	<b>4,915,000.00 Baht</b>	<b>5,174,000.00 Baht</b>

#### **Director Remuneration Basis**

##### **Meeting Allowance**

- Board of Directors – paying only Directors who attend the meeting at 6,000 Baht each
- Audit Committee
  - Chairperson of Audit committee at 20,000 Baht each
  - Audit Committee Director at 15,000 Baht each
- Executive Committee – paying only members who attend the meeting at 5,000 Baht each
- Other Committees – paying only Non-Executive Directors who attend the meetings of Nomination Committee, Remuneration Committee, Risk Management Committee and Corporate Governance Committee at 5,000 Baht each

##### **Director Bonus**

Bonus is rewarded to all Directors allocated by the Remuneration Committee who will consider appropriate rates in line with Company performance compared to other companies having similar business and scale.

##### **Other Remuneration**

-nil-

The total remuneration must not exceed the limit approved at the AGM.

**Supplement for Considering Appointment of Auditor and its Audit Fees**

The Board of Directors' Meeting No. 2/2018 had considered the appointment of the Company's external auditors who have been proposed and agreed by the Audit Committee, scopes taken into consideration of performance, working standards, independence, reputation audit fees, having its qualification under the Company, SEC and SET regulations. Set the annual audit fees for year 2014 and propose to AGM as follows:

1. Propose to appoint the auditor from Office of DIA International Audit Co., Ltd. to be Company's External Auditor for 2018, being its 3<sup>rd</sup> year of service. Anyone of its following auditor members will be authorized to conduct auditing and sign Company's financial statements:
  - 1.1 Mrs. Suvimol Krittyakiern, CPA registration No. 2982  
who has endorsed the Company's financial statements since 2017, being 2<sup>nd</sup> year for the audit firm or
  - 1.2 Miss Suphaphorn Mangjit, CPA registration No.8125  
Has never been a signatory in the Company's Financial Statements or
  - 1.3 Mr.Nopparoek Pitsanuwong, CPA registration No.7764  
Has never been a signatory in the Company's Financial Statements
2. New Auditor's fees as compared to the past year

	Year 2018	Year 2017
Quarter Review 1-3	510,000.00 Baht	480,000.00 Baht
Annual Audit	530,000.00 Baht	530,000.00 Baht
Total	1,040,000.00 Baht	1,010,000.00 Baht

The Company does not utilize any other professional services from the above audit firm and persons. They are neither employee nor officer. They have independence and no relationship or equity to Company executives either directly or indirectly.

### Supplement for Considering Alteration of Articles of Association No.33

**Purpose:** So as to be in compliance with the Amendment to the Act on Public Limited Company of B.E. 2535 by Order of the National Council for Peace and Order (NCPO) No. 21/2560 on Amendment of the Law to Facilitate Business.

Present	Proposed to amend
<p>No. 33</p> <p>The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p><u>Total amount of the shareholders not less than one/fifth (1/5) of the total amount of selling shares or shareholders not less than twenty-five (25) persons which counted together not less than one/tenth (1/10) of the total amount of selling shares, have jointly signed a letter demanding the summoning of extraordinary shareholder's meeting at any time but have to specify clearly in the letter of reason for summoning meeting. In this regard, the Board of Directors shall arrange the shareholder's meeting within one (1) month since the accepting date of letter from the shareholders.</u></p>	<p>No. 33</p> <p>The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p><u>One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.</u></p> <p><u>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names of other shareholders holding the required aggregate numbers of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expense as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</u></p> <p><u>In the case where, at the meeting called by shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no. 36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</u></p>

**O.C.C. Public Company Limited**

**The Company's Articles of Association Related to AGM**

**General Meeting of Shareholders**

**Article 33** The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company. The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.

**Article 34** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

**Article 35** The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

**Article 36** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

**Article 37** At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Article 38** The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 39** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned,

the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 40** Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

**Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote**

**Article 41** The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

**Article 42** Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

**Article 43** In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - d. The amendment of the Memorandum or Articles of Association of the Company;
  - e. The increase and reduction of a capital or issuance of debentures of the Company;
  - f. The amalgamation or dissolution of the Company.

**Dividend Payment**

**Article 55** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 56** Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 57** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 58** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

**Qualification, Election and Term Expiration of Directors**

**Article 18** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors

to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

**Article 19** The directors shall be natural persons and shall

1. be sui juris;
2. not be bankrupt, incompetent or quasi-incompetent;
3. have never been imprisoned on the final judgment of a court for an offense related to property committed with dishonest intent;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

**Article 20** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes in descending order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the numbers of votes for the descending candidates are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote

**Article 21** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who have held office the longest shall retire.

A director who retires from office may be re-elected.

**Article 25** At shareholder meeting, a resolution may be adopted to request any director leaving before reaching the end of regular term by obtaining not less than three-fourths (3/4) of the total eligible shareholders attending the meeting and holding altogether not less than a half of total number of shares held by all eligible shareholders attending the meeting.

**Article 30** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business is undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

#### **Remuneration of the Board Directors**

**Article 32** No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

#### **Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders**

**Article 49** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

**Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

**Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.

**Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

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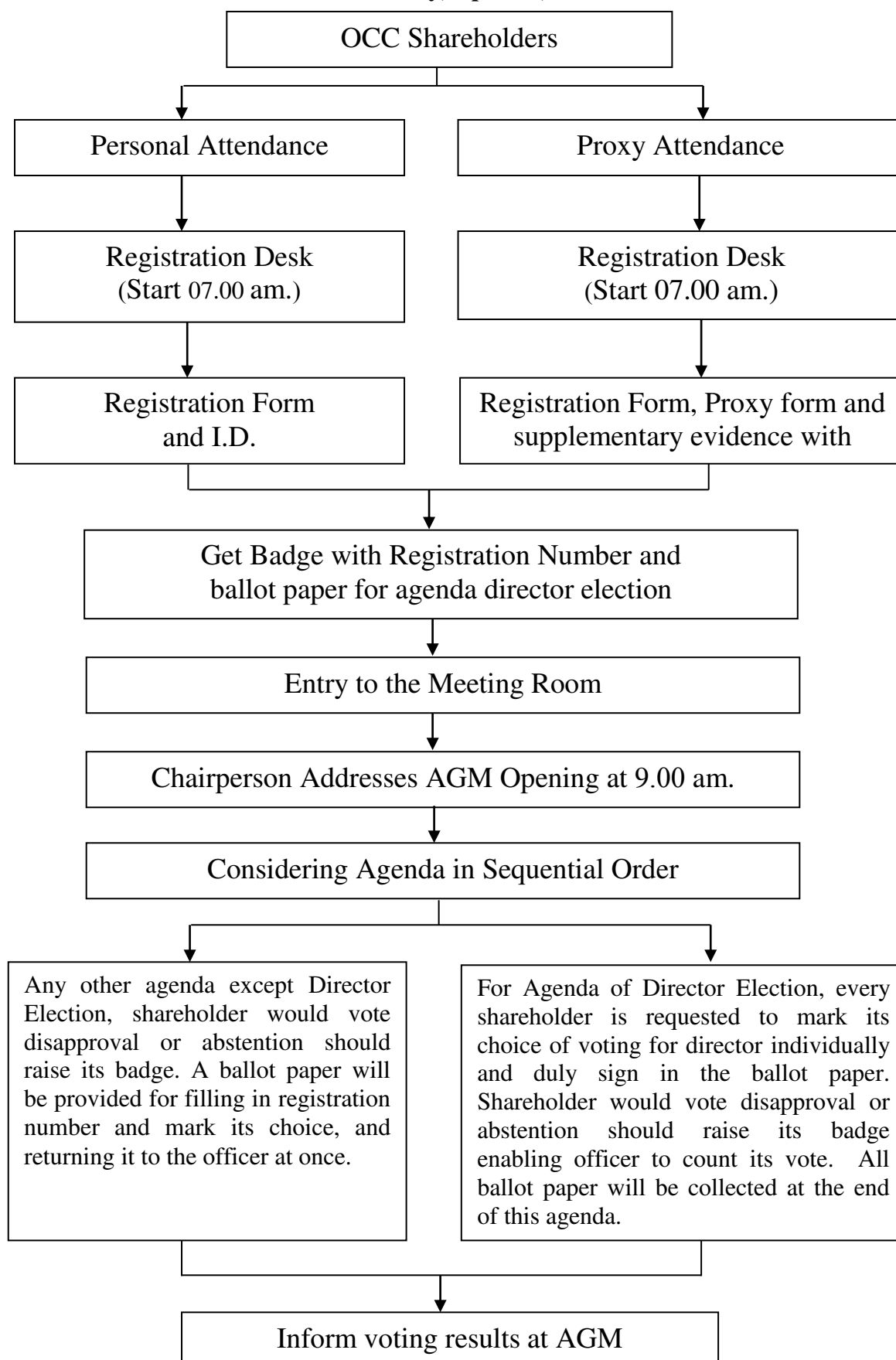
**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.



Procedure of 24<sup>th</sup> AGM Attendance

**O.C.C. Public Company Limited**

**Monday, April 23, 2018**



**Requisition Form for Receiving Printed Annual Report**

**Dear Shareholders**

In case you would like to receive printed version of the Annual Report 2017, please fill in your information below and return to Company Secretary of O.C.C. Public Company Limited, No. 729/4-7 Radchadaphisek Road, Bangpongpan, Yannawa, Bangkok 10120 or fax to 02-295-0411. A printed copy will be forwarded as requested.

Name (Print) .....

Address .....

.....

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Name of reachable person .....

Telephone .....

Fax .....

Email address .....

Map of AGM Venue : Montien Riverside Hotel  
Take bus No. 89, 205 or BRT

