



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

**Documents for 25<sup>th</sup> Annual General Meeting  
for the Year 2019**

**on Monday, April 22, 2019 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. 12/2562

March 29, 2019

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

**Invitation to 25<sup>th</sup> Annual General Meeting**

Enclosure:

1. Copy of 24<sup>th</sup> AGM Minutes
2. Annual Report 2017 including the financial statements ended December 31, 2018 (QR Code) and Registration Form
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. Articles of Association related to shareholders meeting
11. Procedure of the meeting attendance
12. QR Code Downloading Procedures for the 2018 Annual Report
13. Requisition Form for printed Annual Report
14. Map of AGM venue

The Company’s Board of Directors has called for 25<sup>th</sup> AGM to be held on Monday, April 22, 2019 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 24<sup>th</sup> AGM of O.C.C. Public Company limited on Monday, April 23, 2018**

**Facts and reason:** The 24<sup>th</sup> AGM was held on Monday, April 23, 2018 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.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

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

**Facts and reason:** The Company’s summary performance in 2018 was published in printed Annual Report 2018 and recorded in QR Code format which has been enclosed herewith this invitation letter, 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 2018.

**Vote resolution:** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

### **Agenda 3 Considering approval of Company's financial statements as of December 31, 2018**

**Facts and reason:** The Company's financial statement as of December 31, 2018 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 2018 as the financial statement summary below:

- Total Assets	1,289,777,833.00 Baht
- Total Liabilities	271,694,521.00 Baht
- Total Revenue	1,470,893,074.00 Baht
- Net Profit	169,094,491.00 Baht
- Profit per share	2.82 Baht

Details of the financial statements 2018 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.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

### **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 2018, the Company's net profit was 169,094,491 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 0.80 Baht (Eighty Stangs) per share for all Company's shareholders totaling 60,000,000 shares amounted to 48 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, 2019. The dividends are scheduled to be paid on May 21, 2019. A comparison of dividend ratios in the past 3 years are as follows:

Year	2018 (propose)	2017	2016	2015
Net Profit (Baht)	169,094,491.00	63,248,406.00	70,788,402.00	82,878,037.00
Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.80	0.65	0.70	0.70
Total Amount (Baht)	48,000,000.00	39,000,000.00	42,000,000.00	42,000,000.00
% Net Profit	28.39%	61.66%	59.33%	50.68%

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

### **Agenda 5 To consider the election of the directors to replace those retiring by rotation and to approve the appointment of 1 additional director.**

**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 3 Directors who will retire namely as follows:

1. Mrs. Teerada Ambhanwong

2. Mrs. Tipaporn Chokwatana
3. Mr. Wanchai Umpung-art

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. The Nominating Committee has determined the criteria and methods for nominating which conform to the Charter and related regulations by considering the candidates' qualifications in terms of Board Diversity and qualifications that are in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix, accompanied by good leadership, sound vision, good ethics and morality.

The Nomination Committee considered the guidelines for the selection of directors who retired according to its term and agreed to nominate all 3 directors who prescribed to retire to serve as directors for another term. The Nomination Committee considered the names of the directors individually. Mrs. Teerada Ambhanwong, the Director who has interests of Nomination Committee whose term ended did not participated in voting for herself by leaving the meeting room at the time of consideration of her name. In this regard, the Nomination Committee agreed to nominate 3 directors whose term ended to the Company's Board of Directors meeting to considerate and propose all 3 persons to be elected to serve as directors for another term. In this regard, at the meeting of the Nomination Committee, it would appropriate to add one additional position of the Company's director to expand and gain the efficiency of management which the selected person to nominate to be added to the position of director proposed is Mr.Thitipoom Chokwatana

At the 2/2019 Board of Directors meeting on March 5, 2019 considered selection of nominated persons to be elected as Directors to replace those terms' ended according to the Nomination Committee's guidance. The total 4 nominees consist of 3 existing Directors namely Mrs. Teerada Ambhanwong, Mrs. Tipaporn Chokwatana, Mr. Wanchai Umpungart and 1 new candidate namely Mr. Thitipoom Chokwatana. 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.

As Mr. Wanchai Umpungart who has been the Independent director for 6 years having the appropriated qualification as Company Independent Director, knowledge and experiences as Company's need, best practice in the Independent Committee, the Board of Director proposed to shareholders to elect Mr. Wanchai Umpungart as the Independent Director onward.

The Company had provided shareholders' rights to propose agenda and candidates for election as Company Director during December1, 2018 to December 30, 2018. 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 4 persons to be elected as board of directors' members at 25<sup>th</sup> AGM. (Information of the Directors proposed for election at this AGM is described in enclosure No. 7)

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

#### **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 2018, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,747,000.00 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 2019, 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 2019 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.

**Voting resolution:** Based on not less than two-third of total number of the shareholders present at the meeting.

#### **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.Nopparoeck Pitsanu Wong, CPA registration No.7764 of DIA International Audit Co., Ltd. as Company's Auditor of 2019, being 4<sup>th</sup> year and set the 2019 audit fees at the total amount of 1,180,000 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 Chrityakerne, CPA registration No. 2982 or Miss Suphaphorn Mangjit, CPA registration No.8125 or Mr.Nopparoeck Pitsanu Wong, CPA registration No.7764 of DIA International Audit Co., Ltd. as Company's Auditor of 2019, being 4<sup>th</sup> year and set the 2019 audit fees at the total amount of 1,180,000 Baht.

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

#### **Agenda 8 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

Choophan Imthong  
Company Secretary

**(Translation)**  
**24<sup>th</sup> AGM Minutes**  
**Held on Monday, April 23, 2018**

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The 24<sup>th</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 Bangkolaem, in Bangkok.

The Record Date for shareholders having rights to attend 24<sup>th</sup> AGM was March 22, 2018. There were totally 564 shareholders holding altogether 60,000,000 shares.

The meeting date was on Monday, April 23, 2018. The total number of shareholders and proxies attended the meeting were as follows:

- Attendance in Person	23 shareholders	16,888,366 shares
- Proxies to attend the Meeting	26 shareholders	29,007,820 shares

Total number of attendances and proxies were 42 persons, 49 shareholders, 45,896,186 shares or equivalent to 76.49 percent of the total issued and paid up shares, then the meeting constituted a quorum according to 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 who attended the meeting consisted of 7 persons, equivalent to 87.50% of total numbers of the director as follows:

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

The Meeting began at 09.00 a.m.

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

Before the meeting was begun, the Chairperson introduced the Company's 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 the meeting and would check this vote counting as well. Following is 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 for the 24<sup>th</sup> AGM, the company has provided the rights to shareholders to propose the agendas and candidates to be elected as the Company's directors to AGM in advance from December 1<sup>st</sup> to December



30<sup>th</sup>, 2017. 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 the meeting.

Then, the Chairperson assigned Mrs. Teerada Ambhanwong the Managing Director and CEO and the Company Secretary to continue the meeting with the agendas.

The Company Secretary informed the Meeting to acknowledge the voting procedures in according to the company's Articles of Association clause 43, by counting 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 the 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 ad 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 the 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 shareholders and proxies registrants have made after the meeting start, the registrants would be able to vote the un-consideration agendas. 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's 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 23<sup>rd</sup> AGM Minutes held on Monday, April 24, 2017**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the Meeting that the Company had submitted 23<sup>rd</sup> AGM Minutes held on Monday, April 24, 2017 to the Stock Exchange of Thailand within 14 days counting upon the AGM's date and then submitted it to the 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 the 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 one more shareholder attended the meeting with 99,990 holding shares equaled to 0.17%. Then, total number of shareholders who attended the meeting at this time were 43 attendances of 50 registrants with 45,996,176 shares in total or equivalent to 76.66% of the total shares.

Total shares of eligible shareholders at the meeting were 45,996,176 shares.

- Approved	45,996,176 shares	representing 100%
- Disapproved	-nil-	
- Abstained	-nil-	
- Voided ballot	-nil-	

#### **Agenda 2: Acknowledging the Company's business operation performance in the past year**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the Company's operation performance during the fiscal year 2017 were published in 2017 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 2017, the Company's sales amount was 1,359.39 million Baht. It's 0.94% decreased from last year but the Company was able to maintain existing customers.

The Company's benefit before juristic income tax was 78.61 million Baht, which decreased 8.60 million Baht or 9.86% from last year. The Company's benefit after deducting juristic income tax for the year was 63.25 million Baht, which decreased 10.65% 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 2017 Financial Statements, the Company's Net Working Capital was 421.30 million Baht, liquidity's ratio was 2.39 times, while Debt to Equity stayed in low level which was just 0.44 times.

It was further informed by Managing Director and CEO to the meeting that concerned to the practice along with the Company's anti-corruption policy. Whereas, the Company has been certified to be the Thai Private Sector Members in Counteracting Corruption on 9<sup>th</sup> March, 2017, the Company has followed the practice continuously. Responsibility and practicing guideline to anti the corruption of the Company's staffs have been defined. There was a measure to give clue or complaint in case evidence of the corruption in the Company was found and there was a mechanism to protect and give fairness to those who gave the clue or those complainers including the punishment for those who found guilty or ignored the offenders.

The Company managed to have risks management and internal control system which is effective and efficient for preventing of corruption by setting an appropriate audit procedure and keep tracking continuously. There was a communication and public relation concerning to the anti-corruption policy and related regulations to practice for the other persons and the Company's persons through various channels such as the Company's website and intranet. There was a communication with the Company's traders to aware of the anti-corruption importance as well as to encourage them to join the network to anti the corruption together.

In 2017, the Company found no issuances that had significant concerning to the corruption or any operation that was not complied with the law or defined regulations and the violation against the business ethics.

The Meeting duly acknowledged the Company's business operation performance during the fiscal year 2017. Since this agenda was just for acknowledgement and no voting was needed, therefore it should move ahead to consider Agenda 3.

This agenda, there were no shareholders and proxies attending the meeting.

**Agenda 3: Considering approval of the financial statements for the year ended December 31, 2017**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, requested the Meeting to consider approval of the Company's financial statements for the year ended December 31, 2017 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 2017 Annual Report and in CD format of which a copy had already been forwarded to shareholders in advance together with this meeting invitation letter as summarized as follows:

- 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

In this agenda, Ms. Siriporn Khattapong, the proxy from the Thai Investors Association asked about the allowance for diminution in value of inventories amount of 234million Baht as at December 31, 2017 that appear in the report of the Company's Auditors on the Annual Report 2017. And aging ratio of cosmetics and clothes are different or not, and how.

Mrs. Teerada Ambhanwong, the Managing Director and CEO has explained that the allowance of such inventories was the allowance for diminution in value of inventories according to the proportion of the products aging of all the Company's products. The Company has inventory management system with devalue such as a cosmetic products that are older than 24 months must be devalued for distribution at a discount price. Regarding the clothing products, the Company has adjusted diminution in value of the real condition of the goods. The Company has undertaken the management about such matters, of all time.

The Meeting considered and unanimously voted approval of the Company's financial statements for the year ended December 31, 2017.

This agenda, there were no shareholders and proxies attending the meeting, the result of the vote was as follows:

Total eligible shareholders at the Meeting were 45,996,176 shares.

- Approved	45,996,176 shares	representing 100%
- Disapproved	-nil-	
- Abstained	-nil-	
- Voided ballot	-nil-	

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

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the Meeting that during the fiscal year 2016 the Company had a net profit of 63,248,406 Baht (Sixty-three million two hundred forty- eight thousand four hundred and six 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 0.65 Baht /share (zero point six five Baht) total 39 million Baht. Equal to 61.66% of net profit of fiscal year 2017. 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. Comparison detail of the net profit and dividend paid for past three years were stated in the AGM invitation letter to shareholder for consideration.

The meeting approved as unanimously vote for dividend payment at 0.65 Baht /share (zero point six five Baht), paying from the Company's accumulated profit, 25% tax paid base on the recommendation of the Board of Director.

This agenda, there were no shareholders and proxies attending the meeting, the result of the vote was as follows:

Total eligible shareholders at the Meeting were 45,996,176 shares.

- |                 |                   |                   |
|-----------------|-------------------|-------------------|
| - Approved      | 45,996,176 shares | representing 100% |
| - Disapproved   | -nil-             |                   |
| - Abstained     | -nil-             |                   |
| - Voided ballot | -nil-             |                   |

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

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the Meeting that the present Board registered at the Ministry of Commerce consisted of eight 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 two directors who would retire as following names:

1. Mr. Chailert Manoonphol Director
2. Mr. Knit Kounavudhi Independent Director

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 two 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 would 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 the 24<sup>th</sup> AGM from April 23, 2018 onwards.

At the Board's meeting, it considered selection of nominated persons to be elected as the directors to replace those terms' ended according to the Nomination Committee's guidance. The total two nominees consist of one existing directors; Mr. Knit Kounavudhi who has qualifications to be independent director along with one new candidate; 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.

The Company's Board of Directors agreed to propose all two persons to be elected as the board of director's members at the 24<sup>th</sup> AGM. For information of all of two candidates, shareholders could check with the 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 the AGM prior to adopt resolution of appointment.

The Managing Director and CEO informed the Meeting that there would be one proposed candidate who held their positions as the directors in the company having the same kind of business and in competitive with the Company's as follows.

- Mr. Worathep Aussavakasem holds the position as the Managing Director of
  - M.I.L. (Thailand) Co., Ltd.

Therefore, the Managing Director and CEO requested the Meeting to vote the election of the two persons who had been nominated for the position of the Company's director individually.

This agenda, there were no shareholders and proxies attending the meeting.

The Meeting acknowledged and considered individually

1. Mr. Knit Kounawut

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 45,996,176 shares

- |                 |                   |                   |
|-----------------|-------------------|-------------------|
| - Approved      | 45,996,176 shares | representing 100% |
| - Disapproved   | -nil-             |                   |
| - Abstained     | -nil-             |                   |
| - Voided ballot | -nil-             |                   |

2. Mr. Worathep Aussavakasem

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 45,996,176 shares

- Approved 45,996,176 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

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

1. Mrs. Kanchana Saisiriporn
2. Mrs. Teerada Ambhanwong
3. Mr. Manu Leelanuwatana
4. Mr. Tipaporn Chokwatana
5. Mrs. Watchanee Wattanatawanwong
6. Mr. Wanchai Umpueng-Art
7. Mr. Knit Kounavudhi
8. Mr. Worathep Aussavakasem

Mrs. Watchanee Wattanatawanwong, Mr. Wanchai Umpueng-Art and Mr. Knit Kounavudhi are Independent Directors.

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

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

In year 2017, the AGM had approved a total yearly limit of the Board of Directors' remuneration not exceed six million Baht of which 4,768,000 Baht was actually paid as meeting allowances and bonus.

For year 2018, 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 six million Baht. Anyway it will not include any regular pay or fringe benefit received as Company employees. Details are 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 the Company's 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 2018 within a limit of not exceeding 6 million Baht and its allocation method as the Board recommended.

In this agenda, there was 1 more shareholder attended the meeting with 1,160 shares equal to 0.002%, having 44 Shareholders with 51 Registrants, 45,997,336 shares in total, 76.66% of the total shares.

Total eligible shareholders at the Meeting were 45,997,336 shares.

- Approved 45,997,336 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

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

Mrs. Teerada Ambhanwong, the Managing Director and CEO, assigned this agenda 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 follows:

1. Mrs. Suvimol Chrityakierne, CPA registration No. 2982
  - Who has endorsed the Company's financial statements since 2017 or
2. Miss Suphaphorn Mangjit, CPA registration No.8125
  - Has never been a signatory in the Company's Financial Statements or
3. Mr.Nopparoeck Pitsanuwong, CPA registration No.7764
  - Has never been a signatory in the Company's Financial Statements

The above three persons work for DIA International Audit Co., Ltd., to be Company's Auditors in 2018, being the 3<sup>rd</sup> year.

Its audit fees will be as follows:

Quarter review fee 1-3	510,000 Baht
Annual audit fee	<u>530,000</u> Baht
Total fees	<u>1,040,000</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 three auditors are not directors, employees or holding any other positions at the Company. 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.

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 2018, being their 3<sup>rd</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 45,997,336 shares.

- Approved 45,997,336 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: Consider approval of the amendment of Company's Articles of Association No.33**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the Meeting that so as to be in compliance with the Amendment to the Act on Public Limited Company of B.E. 2535 Article 100 by Order of the National Council for Peace and Order (NCPO) No. 21/2560 on Amendment of the Law to Facilitate Business. She has proposed the Meeting to consider the amendment of the Company's Articles of Association No.33. Detail could check with Enclosure 10 which had been delivered together with the invitation letter to meeting for advance consideration.

The Meeting had been asked for giving authority to the Company's Board of Directors to have ability to amend or add sentences or wording of the Company's Articles of Association that require to amend according to the discretion of the Public Company Registrar. Also, the Meeting had been informed that according to the Public Company Act, BE 2535 Clause 31 and the Company's Articles of Association No.43 (2) has defined the amendment of the Company's Articles of Association must be approved by the AGM not less than 3/4 of total votes who attending the meeting and have the rights to vote.

The Meeting considered and unanimously voted approval to amend the Company's Articles of Association No.33 and gave authority to the Company's Board of Directors to amend the sentences or wording in the rules that have been propose to

amend according to the discretion of the Public Company Limited Registrar along with the proposal of the Company's Board of Directors as follows:

"No. 33 The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.

Any meeting other than the said shall be called extraordinary shareholders' meeting.

The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, 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.

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.

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."

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

Total eligible shareholders at the Meeting were 45,997,336 shares.

-	Approved	45,997,336 shares	representing 100%
-	Disapproved	-nil-	
-	Abstained	-nil-	
-	Voided ballot	-nil-	

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

In this agenda, one shareholder had any questions and suggestions as follows:

1. Minor shareholder who attended the meeting without name's disclosure
    - 1.1 Inquired about the decrease of the Company's operating performance when compared to one of the listed companies which operated similar business as the cosmetic distributor in appearance.
      - Mrs. Teerada Ambhanwong, the Managing Director and CEO has explained that the Company's main product is the cosmetics imported from Japan. The Company also has its own brand of cosmetics which is KMA. This brand has been created and is continuing to grow, according to the guidelines of the Company. As the Company operates the business with caution and aware of investing risk in the cost for advertising and PR of the products, which has a relatively high costs. Therefore, the Company has less investment on this. Furthermore, the current economic conditions causing the Company to be more caution. In this connection, The Company's Board of Directors has considered to invest in marketing of the other brands. There was the consideration that it is too risky for the Company to invest or not because it might affect to the shareholders. However, next year, the Company will have a plan to increase of this risk by investing more on marketing, PR and advertising. This is expecting to increase the performance of the Company as well.
    - 1.2 Asked for more explanation about the Juristic Act of buying and selling the Company's land.
      - Mrs. Teerada Ambhanwong, the Managing Director and CEO has explained that Due to the current corporate offices buildings, which registered the leasing right remains having the period less than ten years. Therefore, the Company was looking for the land to build an office building of its own and the Company's Board of Directors has been widely considered and deems appropriate to buy land near the Rama 3 road with the price of 350,000 Baht per square wah. The Board had opinion that the price was appropriate and closest to the actual selling price of the land in the same location nearby. As the Company had already registered with purchase of the land adjoining the rear of the previously evaluated by square wah with the price of 100,000Baht. In consideration from the photos taken and the picture from the title deeds of all land, such land is found to resemble a large contacts connected space. And the Company is able to add value in this land for more.
- For the sale of land at the Bhumibol bridge, because the Company is the acquisition of new land that connecting to Rama 3, which are of similar size thus the Company gained profit from the sale of land at the Bhumibol bridge. When compared to the price that the Company had bought it since 2012, this gave benefits for the shareholders as well.

2. Mr. Vijit Jitrongjai who is minor shareholders attending the meeting by himself suggested the Company considering to publish Annual Report separately in Thai language and English language in order to save costs, along with any questions as follows:

2.1 According to the 23<sup>rd</sup> AGM Minutes in 2017, there were shareholders questioned about the Company's operating performance which continued to decrease, and Mrs. Teerada had mentioned about the operating plan to increase the performance with improvement and the mentioned about the launch of new product brands which were Paul&Joe cosmetics and Joico hairproducts, but it appears that the Company's operating performance of 2017 remained continuously decreased. Therefore he asked for explanation.

■ Mrs. Teerada Ambhanwong, the Managing Director and CEO has explained that there was no problem with Paul&Joe cosmetics. Joico hair products section had the cause of interruption because the goods are under the copyright of Shiseido Japan which are under the license of Zotos USA. In August 2017, Shiseido Japan has notified to all global agents worldwide that the company has terminated the business dealing with Zotos USA and had sold the copyrights of Zotos and Joico brands to the company in Germany. And this affected to O.C.C. PLC as the sole distributor in Thailand. To inform of new product to the meeting last year, the Company had never been notified regarding the sale of the Zotos and Joico brands. The Company acknowledged this matter by the end of August in 2017. Due to this problem, the Company had no right to sell the goods of Joico and Zotos brands and the decrease to wherein there is a result from the above reasons, and may affect the Company's sale in the year ahead, because O. C. C. PLC gained revenue from selling Zotos and Joico products approximate 70 million Baht annually. However, Shiseido Japan is committed to developing its own products under the Shiseido brand for the Company to sell as replacement.

2.2 Asked a question about the proportion of the income of each of the Company's product portfolio, the risk and the action plan in the year 2018.

■ Mrs. Teerada Ambhanwong, the Managing Director and CEO has explained that the revenues' structure of the Company's products categories appear in page 15 of the Annual Report 2017, which was divided into three categories comprising of Cosmetics Clothing and Musical Instruments.

1. Cosmetic Products: the Company has existing brands; Covermark and KMA, therefore Paul&Joe is the new brand that would increase the Company's sale. There is a plan to invest in marketing for KMA cosmetic products, which is the Company's house brands.

2. Clothing Products: Guy Laroche is the Company's business that its operation remains running continuously. Guy Laroche is a brand that is ranked 1 in 5 of the lingerie brand, which still has a chance to grow more. There is also a lingerie with Gunze brand and underwear with G&G brand, which is utilized as the marketing competition by distrusting the risk with the distribution channels in multi-channel marketing.

Asked further whether in lingerie section is to compete with the Wacoal brand or not. For more information, Guy Laroche and Wacoal are classified in the same group. Wacoal has wide sales channel but Guy Laroche has higher price that are for selling on high-end market with good quality of import lace as component. G&G is a product that are for the distribution channels in the provinces. Gunze brand is a basic product that emphasized on Cotton textiles and function wears that is, to use fabrics that provide warmth while wearing it in the winter weather and to add cool feeling while wearing it in the warm climate.

3. Musical Instrument: The Company has imported the musical instrument from China. Due to the manufacturer does not have a continuous product development, the Company therefore considers appropriate to stop the distribution. Currently the Company is clearing inventories. As the sales of musical instruments is less when compared to the total sales of the Company, so it doesn't affect the Company.

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

The Meeting ended at 09.51 a.m.

*Kanchana Saisiriporn*  
(Mrs. Kanchana Saisiriporn)  
Chairperson

Certified True & Correct

*Teerada Ambhanwong*  
(Mrs. Teerada Ambhanwong)

Directors

*Manu Leelanuwatana*  
(Mr. Manu Leelanuwatana)

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

1. ....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

age years, resides at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ

Tambol/Khwaeng Amphur/Khet Province Postal Code or

2. ....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

age years, resides at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ

Tambol/Khwaeng Amphur/Khet Province Postal Code or

3. ....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 ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 25 ในวันที่ 22 เมษายน 2562 เวลา 9.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร 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. 25 on April 22, 2019 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 24 เมื่อวันที่จันทร์ที่ 23 เมษายน 2561

Agenda 1 To consider and certify the Minutes of the 24<sup>th</sup> AGM of O.C.C. Public Company Limited held on 23 April 2018.

- (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                       |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา

Agenda 2 To acknowledge the Company's performance for the previous year ended.

- (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                       |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- วาระที่ 3 พิจารณานุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

Agenda 3 To consider and approve the Company's financial statements of the fiscal period ended 31 December 2018.

- (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                       |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล

Agenda 4 To consider and approve 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                       |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ และอนุมัติเพิ่มเติมตำแหน่งกรรมการบริษัทอีก 1 ตำแหน่ง

Agenda 5 To consider the election of the directors to replace those retiring by rotation and to approve the appointment of 1 additional director.

เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกวาระหนึ่ง และอนุมัติเพิ่มเติมตำแหน่งกรรมการบริษัทอีก 1 ตำแหน่ง

Considering approval of reappointment of the directors, whose term ended, for another term and to approve the appointment of 1 additional director.

- (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:

- การแต่งตั้งกรรมการทั้งชุด  
Appointment of all directors
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
- Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล  
Appointment of each individual director
- ชื่อกรรมการ: ..... นางธีรดา อัมพันธ์วงษ์

Name of Director: Mrs. Teerada Ambhanwong

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: ..... นางทิพาภรณ์ โชควัฒนา

Name of Director: Mrs. Tipaporn Chokwatana

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: ..... นายวันชัย อัมพันธ์วงษ์

Name of Director: Mr. Wanchai Umpung-art

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: ..... นายจิตติภูมิ โชควัฒนา

Name of Director: Mr. Thitipoom Chokwatana

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ: .....

Name of Director: .....

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

- วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการ  
Agenda 6 To consider for determining the 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 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration.

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider 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    ไม่เห็นด้วย    งออกเสียง  
 Approve     Disapprove     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. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 25 ในวันที่ 22 เมษายน 2562 เวลา 9.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียรวิเวโรจน์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 25 on April 22 , 2019 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

(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

(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

(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 (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** 66 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 Umpuang-art  
**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** 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.



3. **Name-Surname** Mr. Knit Kounavudhi  
**Title** Audit Committee  
**Age** 70 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** -Nil -



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

The registration of 25<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** Mrs. Teerada Ambhanwong**Age** 48 years**Education Qualifications**

- Master in Marketing, Sasin Institute of Business Administration of Chulalongkorn University

**Directorship Training**

- Director Certification Program Class 51/2004 from Thai Institute of Directors Association
- Director Accreditation Program Class 3/2003 from Thai Institute of Directors Association

**Company Director Duration** 11 years (Since 1 July 2008)

**Position in Company** Managing Director and Chief Executive Officer  
 Risk Management Committee Chairman  
 Nomination Committee Chairman  
 Member of Remuneration Committee

**Working Experience**

- **2 Listed companies**
  - People's Garment Plc. Year 1999 to present Present Position: Director
  - S&J International Enterprise Plc. Year 1999 to present Present Position: Director
- **6 Competitive/business connected companies**
  - Director, Pattaya Manufacturing Co., Ltd.
  - Director, International Laboratories Corp. Ltd.
  - Director, Zen Salon Business
  - Director, Shisedo Professional (Thailand )
  - Director, People's Garment Plc.
  - Director, S&J International Enterprise
- **16 Other companies (not listed)**
  - **Specialization** Marketing, Business Development, Distribution, Fashion Lifestyle business

**Company shareholding (including spouse and immature children)** 1,831,325 Shares 3.05%**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.

**Meeting Attendance during Year 2015**

- |                             |             |
|-----------------------------|-------------|
| ▪ Board of Directors        | 6/7 time    |
| ▪ Executive Committee       | 12/12 times |
| ▪ Remuneration Committee    | 2/2 time    |
| ▪ Risk Management Committee | 12/12 times |
| ▪ Nomination Committee      | 2/2 time    |
| ▪ Shareholder Meeting       | 1/1 time    |

### Curriculum Vitae of Nominated Director



**Name-Surname** Mrs. Tipaporn Chokwatana

**Age** 72 years

#### **Education Qualifications**

- Bachelor Degree in Political Science, Ramkhumhaeng University
- Secretary from Pitman, London

#### **Directorship Training**

- Director Certification Program Class 68/2005 from Thai Institute of Directors Association
- Director Accreditation Program Class 3/2003 from Thai Institute of Directors Association

**Company Director Duration** 9 years (Since 27 April 2010)

**Position in Company** Director

#### **Working Experience**

- **1 Listed companies**
- S&J International Enterprise Plc. Year 1995 to present Present Position: Vice Chairman
- **1 Competitive/business connected companies**
  - Vice Chairman, Make-up Technic International Co., Ltd.
  - Vice Chairman, International Laboratories Corp. Ltd.
- **24 Other companies (not listed)**
- **Specialization** personnel management, policy-driven strategy, new business establishment with other organizations

**Company shareholding (including spouse and immature children)** 2,979,300 Shares 4.97%

**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.

#### **Meeting Attendance during Year 2015**

- Board of Directors 5/7 times
- Shareholder Meeting 1/1 time

**Curriculum Vitae of Nominated Director**

**Name-Surname** Mr. Wanchai Umpung-art

**Age** 71 years

**Education Qualifications**

- Master in Management, Sasin Institute of Business Administration of Chulalongkorn University
- Bachelor Degree of Business Administration, Chulalongkorn University.

**Directorship Training**

- Director Certification Program Class 102/2008 from Thai Institute of Directors Association
- Director Accreditation Program Class 35/2005 from Thai Institute of Directors Association.

**Company Director Duration** 6 years (Since 23 April 2013)

**Position in Company** Independent Director and Audit Committee

**Working Experience**

- **2 Listed company**
  - Lohakit Metal Plc. Year 2005 to present Present Position Chairperson of the Audit Committee
  - Muramoto Electron (Thailand) Plc. Year 2002 to present Present Position Audit Committee
- **Competitive/business connected companies** -nil-
- **19 Other company (not listed)**
- **Specialization** Accounting and Internal Audit

**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 2015**

- Board of Directors 7/7 times
- Audit Committee 12/12 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-

**Curriculum Vitae of Nominated Director**

**Name-Surname** Mr. Thitipoom Chokwatana

**Age** 42 years



**Education Qualifications**

- Bachelor of Science in Computer Science, Seattle University, USA

**Directorship Training**

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

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

**Working Experience**

- **Listed companies** -Nil-
- **Companies having the same kind of business and in competitive with the Company's**  
-Nil-
- **2 Other companies (not listed)**
  - Watsadoramai Co.,Ltd. Year 2018 to present Present Position : Director
  - BSTR 408 Co.,Ltd. Year 2013 to present Present Position : Director
- **Specialization** Information Technology

**Company shareholding (including spouse and immature children)** 349,450 Shares 0.58%

**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.

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

The Board of Directors' Meeting No. 2/2019 had agreed to the consideration guidelines of Directors' remuneration by considering the details of Directors' Remuneration in 2018 at the limit of not exceeding 6 million Baht as approved by 24<sup>th</sup> AGM on Monday, April 23, 2018, 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 2019, 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 2018</b>	<b>Year 2017</b>	<b>Year 2016</b>
▪ Meeting Allowance	1,117,000.00 Baht	1,138,000.00 Baht	1,065,000.00 Baht
▪ Director Bonus	3,630,000.00 Baht	3,630,000.00 Baht	3,850,000.00 Baht
<b>Total</b>	<b>4,747,000.00 Baht</b>	<b>4,768,000.00 Baht</b>	<b>4,915,000.00 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. 2/2019 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 2019 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 2019, being its 4<sup>th</sup> year of service. Anyone of its following auditor members will be authorized to conduct auditing and sign Company's financial statements:
  - Mrs. Suvimol Chrityakierne, CPA registration No. 2982  
who has endorsed the Company's financial statements since 2017, being 4<sup>th</sup> year for the audit firm or
  - Miss Suphaphorn Mangjit, CPA registration No.8125  
Has never been a signatory in the Company's Financial Statements or
  - Mr.Nopparoek Pitsanu Wong, 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 2019	Year 2018
Quarter Review 1-3	540,000.00 Baht	510,000.00 Baht
Annual Audit	540,000.00 Baht	530,000.00 Baht
IT System Audit	100,000.00 Baht	-
Total	1,180,000.00 Baht	1,040,000.00 Baht

3. Other services
  - The company has no subsidiary and 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.

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 arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.

Any meeting other than the said shall be called extraordinary shareholders' meeting.

The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.

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.

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.

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.

**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 appointing 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.

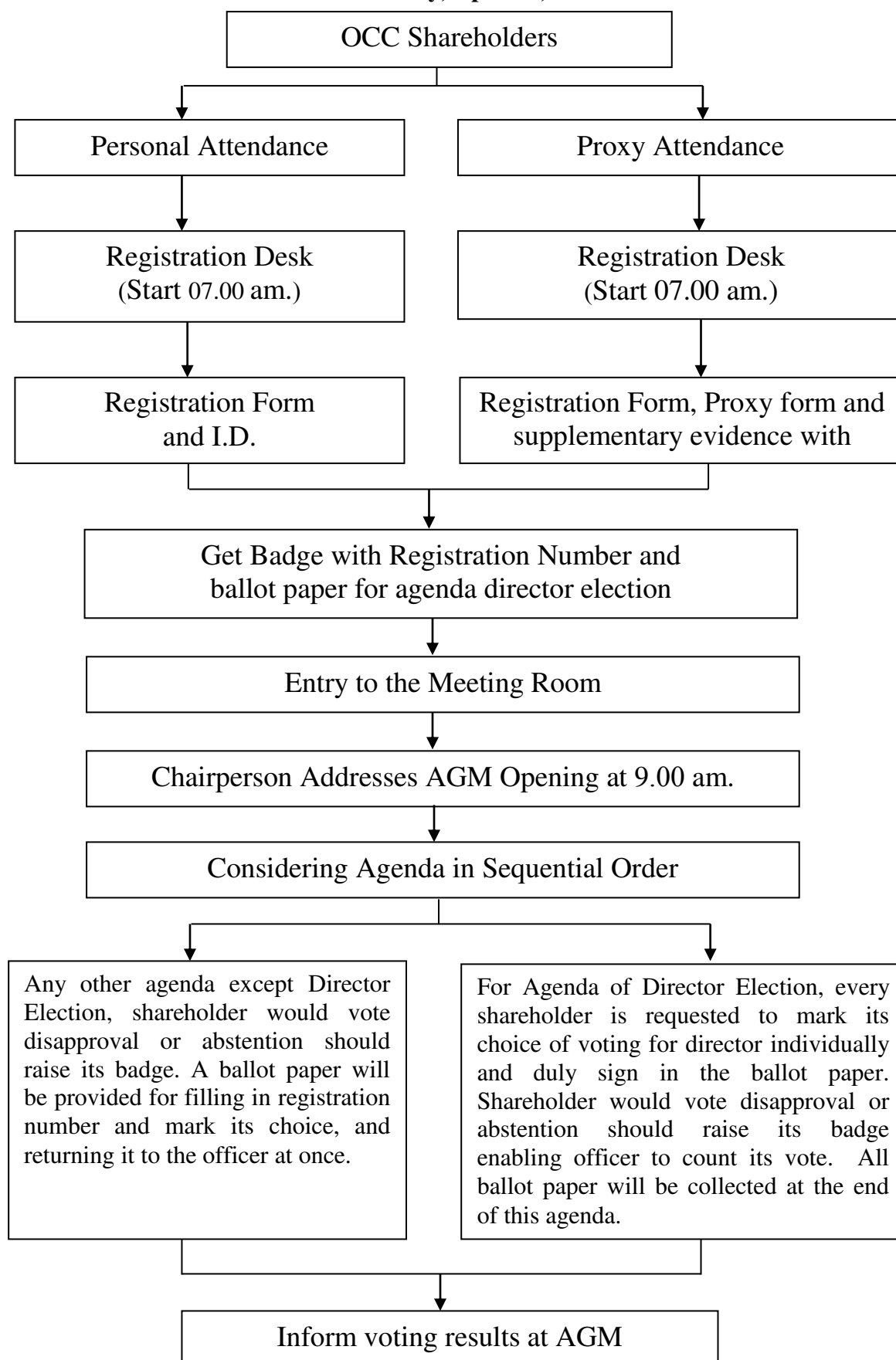
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**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

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

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

**Monday, April 23, 2018**



## QR Code Downloading Procedures for the 2018 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2018 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 2) by following the steps below.

### For iOS System

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, or Line.

### For Android System

1. Open applications such as QR CODE READER, or Line.

#### How to scan the QR Code with Line application

Open Line application and click on "Add friend" ⇒ Choose "QR Code" ⇒ Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

**Requisition Form for Receiving Printed Annual Report**

**Dear Shareholders**

In case you would like to receive printed version of the Annual Report 2018, 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 .....

.....

.....

Name of reachable person .....

Telephone .....

Fax .....

Email address .....

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

