



O.C.C. Public Company Limited
Documents for 26th Annual General Meeting for the Year 2020
on Monday, August 3, 2020 at 03.00 p.m.

at the MOON room, 10th floor, Avani+ Riverside Bangkok Hotel
No. 257 Charoennakorn Road,
Sumrae Sub-district, Thonburi District, Bangkok 10600

**Please bring the Notification of Meeting with barcode on
the meeting day for your convenience**

For prevention and to reduce the risk of the outbreak of the Coronavirus 2019 (COVID-19)

- The Company limits the number of seats for the shareholders/proxies to attend the meeting about 30 seats.
- The Company requests for cooperation from the shareholders, should appoint the independent directors of the Company to attend the meeting on behalf.
- The Company will not serve snacks and beverages, bottled water will be available in the meeting room only.
- The Company kindly request everyone to prepare and wear a facemask at all times.
- If there are any change in the situation or additional related measures from the Government Official, the Company will inform Shareholders via the Company's website (www.occ.co.th)

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(Translation)

No. Gor. Mor. 32/2563

July 10, 2020

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

Invitation to 26th Annual General Meeting

Enclosure:

1. Copy of 25th AGM Minutes
2. Annual Report 2019 including the financial statements ended December 31, 2019 (QR Code) and Notification of Meeting
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 2019 Annual Report
13. Requisition Form for printed Annual Report
14. Measures and guidelines for the 2020 Annual General Meeting of Shareholders under the circumstance of the outbreak of Coronavirus 2019 (COVID-19)
15. Map of AGM venue

The Company’s Board of Directors has called for 26th AGM to be held on Monday, August 3, 2020 at 03.00 p.m. at the MOON room, 10th floor, Avani+ Riverside Bangkok Hotel, 257 Charoennakorn Road, Sumrae Sub-district, Thonburi District, Bangkok 10600 in order to consider the following agendas:

Agenda 1 Considering acceptance of the minutes of 25th AGM of O.C.C. Public Company limited on Monday, April 22, 2019

Facts and reason: The 25th AGM was held on Monday, April 22, 2019 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 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 2019 was published in printed Annual Report 2019 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. 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 2019.

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, 2019

Facts and reason: The Company's financial statement as of December 31, 2019 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 2019 as the financial statement summary below:

| | |
|---------------------|-----------------------|
| - Total Assets | 1,234,249,554.00 Baht |
| - Total Liabilities | 241,079,813.00 Baht |
| - Total Revenue | 1,139,132,532.00 Baht |
| - Net Profit | 31,559,805.00 Baht |
| - Profit per share | 0.53 Baht |

Details of the financial statements 2019 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, 2019.

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

Agenda 4 To acknowledge the interim dividends payment

Facts and reason: In 2019, the Company earned net profit of Baht 31,559,805 million (thirty one million five hundred and fifty nine thousand eight hundred and five Baht only). The Company has allocated a portion of annual net profit as a reserved fund in the amount 10 percent as prescribed by laws.

The Company has policy to pay dividend regularly of not less than 0.20 Baht per share or equivalent to 20 percent of PAR value by considering upon the operating result of the Company and economy situation as priority. Due to the circumstance of the outbreak of Coronavirus 2019 (COVID-19), the Company has postponed 2020 Annual General Meeting of Shareholders. In order to avoid the affect for the right to receive the dividend of the shareholders, the Board's Meeting No.3/2562 held on 8 April 2020 has passed resolution for interim dividend to be paid from the Company's profit as of 31 December 2019 at the rate of 0.25 Baht per share. Total paid amount is Baht 15 million and had been already paid since 7 May 2020.

Board's Comments: The Board has considered to propose the Shareholders' meeting to approve paying interim dividend from the Company's profit as of 31 December 2020 at 0.25 Baht per share and total paid amount was Baht 15 million, which had been already paid since 7 May 2020 in accordance with the Company's policy. The Company has paid 25 percent of consolidated net profit after deducting corporate income tax. According to the Revenue Code Section 47 BIS, ordinary shareholders are able to credit for tax refund, therefore the Board shall not propose the additional dividend payment for the 2019. The shareholders are able to study the schedule of dividend payment comparison for the last 3 years as follows:

| Year | 2019 (Interim Dividend Payment) | 2018 | 2017 | 2016 |
|------------------------------|---------------------------------|----------------|---------------|---------------|
| Profit (Baht) | 31,559,805.00 | 169,094,491.00 | 63,248,406.00 | 70,788,402.00 |
| Price of Par Value (Baht) | 1.00 | 1.00 | 1.00 | 1.00 |
| Dividend per Share (Baht) | 0.25 | 0.80 | 0.65 | 0.70 |
| Total Dividend Amount (Baht) | 15,000,000.00 | 48,000,000.00 | 39,000,000.00 | 42,000,000.00 |
| Dividend Payout Ratio (%) | 47.53% | 28.39% | 61.66% | 59.33% |

Voting Resolution: This agenda is for acknowledgment and no casting of vote is required.

Agenda 5 To consider the election of the directors to replace those retiring by rotation.

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. Kanchana Saisiriporn
2. Mr. Manu Leelanuwatana
3. Mrs. Watchanee Watanathawanwong

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, and that the concerning Nomination Directors who retire in this term were Mrs. Kanchana Saisiriporn and Mr. Manu Leelanuwattana did not participate in voting for themselves by leaving the meeting room at the time of consideration their names. In this regard, the solution of Nomination Committee appropriately approved to propose 3 rotating retired directors' names to the Company Board of Director meeting to consider and propose all 3 persons to be elected to serve as directors for another term.

At the 2/2020 Board of Directors meeting on March 4, 2020 considered selection of nominated persons to be elected as Directors to replace those terms' ended according to the Nomination Committee's guidance. The total 3 existing Directors namely Mrs. Kanchana Saisiriporn, Mr. Manu Leelanuwattana and Mrs. Watchanee Watanathawanwong. 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 Mrs. Watchanee Watanthawanwong who has been the Independent director for more than 9 years having the appropriated qualification as Company Independent Director, knowledge and experiences as Company's need, best practice in the Independent Committee, being able to comment independently in accordance with relevant principle. The Board of Director proposed to shareholders to elect Mrs. Watchanee as the Independent Director onward. (Information of those proposed members for election at this AGM is described in enclosure No. 7 page 24-27)

The Company had provided shareholders' rights to propose agenda and candidates for election as Company Director during December 1, 2019 to December 30, 2019. Information of the granted rights has been published on SET website www.set.or.th and Company website 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 3 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 3 persons to be elected as board of directors' members at 26th 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 2019, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,684,000 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 2020, 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 2020 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 Chriyakerne, CPA registration No. 2982 or Miss Suphaphorn Mangjit, CPA registration No.8125 or . Mr.Nopparoek Pitsanuwoong, CPA registration No.7764 of DIA International Audit Co., Ltd. as Company's Auditor of 2020, being 5th year and set the 2020 audit fees at the total amount of 1,160,000 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 Chriyakerne, CPA registration No. 2982 or Miss Suphaphorn Mangjit, CPA registration No.8125 or Mr.Nopparoek Pitsanuwoong, CPA registration No.7764 of DIA International Audit Co., Ltd. as Company's Auditor of 2020, being 5th year and set the 2020 audit fees at the total amount of 1,160,000 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 Company is concerned for the health and safety of all shareholders and meeting attendees, therefore, please be strictly to follow the measures and guidelines of the 2020 Annual General Meeting of Shareholders under the circumstance of the outbreak of Coronavirus 2019 (COVID-19) in accordance with Enclosure 14. The Company is required for cooperation of the shareholders to appoint the Company's Independent Directors, as per name list on the Enclosure 5, to attend the meeting and vote on their behalf by using the proxy forms which are enclosed herewith or to download the proxy form A, form B or form C (proxy form C is available for the shareholders who are foreign investors and appoint the Custodian in Thailand to be depositors and take care for their shares) form the Company's website at www.occ.co.th or in printing format as prescribed by the Ministry of Commerce with only one type as specified. Printing proxy is

required to send by registered mail at least 3 days in advance before the meeting, for convenience and quickness to check the documents. (Proxy Form are Enclosure 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 ext.433 or E-mail: 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 AGM.

All shareholders can register for meeting attendance at the mentioned venue from 13.00 pm onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn
Chairperson

(Translation)
Minutes of the 25th AGM
Held on Monday, April 22, 2019

The 25th Annual General Meeting of O.C.C. Public Company Limited was held at Chao Praya Room 1, The Montien Riverside Hotel, 372, Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleaem, Bangkok.

The Record Date for shareholders having rights to attend the 25th AGM was March 20, 2019. There were totally 582 shareholders holding altogether 60,000,000 shares.

The meeting date was on Monday, April 22, 2019. The total number of shareholders and proxies attended the meeting were as follows:

| | | |
|---------------------------------|-----------------|-------------------|
| - Attendance in Person | 20 shareholders | 14,512,705 shares |
| - Proxies to attend the Meeting | 27 shareholders | 32,711,550 shares |

Total number of attendances and proxies were 40 persons, 47 shareholders, 47,224,255 shares, equivalent to 78.71 percent of the total issued and paid up shares, then the meeting constituted a quorum in accordance with Article 36 of the Company's Article of Association, which required 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 already issued and paid-up.

The Company's Board of Directors who attended the meeting consisted of 8 persons or equivalent to 100% of total numbers of the director as follows:

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

The Meeting commenced at 09.00 a.m.

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

Before proceeding on the Meeting, the Chairman introduced members of the Board of Directors, the Company's Auditor, Executive Committee, the Company Secretary and representatives of the Company's legal advisors who also attended the meeting and acted as the witnesses for the vote-counting procedure as follows:

Auditors from DIA International Co.,Ltd.

1. Mrs. Suvimol Chrityakerne
2. Miss Malinee Thongsiri-anan

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 Secretary

- Mrs. Choopan Imthong

Representatives from Law Office, the Company's Legal Advisor

1. Mrs. Korbsuk Sangsawat
2. Miss Supanee Learngsatit

The Chairman informed the meeting that for the 25th AGM, the Company had granted the rights to shareholders to propose meeting agenda and/or nominate candidates to be elected as directors during December 1 – 30, 2018 by providing said information to the shareholders via SET website: www.set.or.th and the Company's website: www.occ.co.th with the definition of shareholders' qualification, regulations and considering procedure of the Company's Board of Directors. There was not any shareholder submitting any proposal to be included in the meeting agenda.

After that, the Chairman assigned Mrs. Teerada Ambhanwong, the Managing Director and CEO and the Company Secretary to continue the meeting.

The Company Secretary informed the meeting to acknowledge the voting procedures to comply with Articles 43 of the Company's Articles of Association, requiring each share to be counted as one vote, and the voting to be carried out in a transparent manner. The shareholders may cast either approval vote, disapproval vote or abstention vote including voided ballots (if any) then they shall be deducted from the total votes present at the meeting, in order to arrive at the number of approval votes 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 staffs. 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 staffs to record the votes properly and keep as evidence. Except for Agenda 5: Considering the Election of Directors, all shareholders will receive ballot cards in advance upon registration before entering the meeting room and give opinion on the election of the Company's director individually with signing names on ballot cards. For 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 staffs when the resolution of the agenda is ended.

In the case where the shareholders or proxies arrived for meeting registration after the meeting had already commenced, said shareholders or proxies would be allowed to cast vote only for the remaining agendas not yet entering the consideration. The Company would then add the number of shareholders or proxies so arrived, to the total meeting quorum, for such remaining agenda for further recording in the meeting minutes. The Company would report to the shareholders just in case there are additional shareholders or proxies at the meeting. In order to facilitate vote-counting procedure in a transparent manner, the Company applied the barcode system to the vote-counting procedures, thereby allowing all shareholders to view the voting result for each agenda clearly on screen at the same time. 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: Certification of the minutes of the 24th AGM on April 23, 2018

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the minutes of the 24th AGM held on Monday, April 23, 2018 had been submitted to the Stock Exchange of Thailand within 14 days subsequent to the meeting date and had been submitted to the Department of Business Development of Ministry of Commerce within the timeframe specified by law, as well as disseminated through to the Company's website: www.occ.co.th for the shareholders to consider the accuracy in accordance with the copy of the minutes of AGM that had sent to the shareholders in advance together with the invitation letter for attending the meeting. The Board considered that the said meeting minutes had been duly and accurately recorded and completely in accordance with the AGM's resolution and requested for approval consideration.

Resolution: This meeting agenda is certified by a majority of the total number of votes cast by shareholders present at the meeting and eligible to vote.

In this agenda, there was one additional shareholder was present with 10,480 holding shares equaled to 0.017%. Then, total number of shareholders who attended the meeting at this time were 41 attendances of 48 registrants with 47,234,735 shares in total or equivalent to 78.72% of the total shares.

The meeting had been considered that the resolution of the minutes was unanimously adopted with accuracy.

Total shares of eligible shareholders at the meeting were 47,234,735 shares as follows:

- Approved 47,234,735 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Agenda 2: Acknowledgement of the Company's business operation performance for the past year

The Managing Director and Chief Executive Officer, Mrs. Teerada Ambhanwong informed the meeting that the Company's performance for year 2018 were published in the 2018 annual report and saved in the form of QR Code which the Company earlier sent out to the shareholders in advance together with invitation letter for the meeting. Overall of Thailand economy in the past year, its growth direction was separation by gaining a demand from overseas either from export sector and the tourism sector, though it was slow down in the second half of the year. While domestic demand remained weak, private consumption remained slow. There was a weighting factor from the labor market which was not yet recovering and agricultural household income was in low level, while debt was in high level. Therefore, overall household purchasing power is not strong, domestic spending was distress. According to the economy which was not yet entirely recovered but was fragile and existing household debt of consumers remained in high level, therefore their spending were distress. Consumers would buy only necessity goods and consume limited quantity, thus these affected the operation of all business sectors more or less. In 2018, the Company's revenue was 1,470.89 million Baht. In comparison with previous year, it increased 4.71%. The revenue from sales amount of 1,274.77 million Baht decreased 6.22 % from previous year. The revenue from other income amount of 196.13 million Baht increased 332.71% from previous year.

The Company gained profit before income tax 210.68 million Baht. It increased from previous year 132.07 million Baht or equivalent to 168.01% and after the deduction of income tax, net profit was 169.09 million Baht which increased 167.35% when compared to the previous year. The current financial structure of the Company stayed in the strength level continuously for many years. There were many indicators of significant financial ratios, which can reflect the good liquidity condition. According to the annual financial statements of 2018, the Company's working capital was 521.37 million Baht, liquidity ratio was 3.83 times while Debt to Equity ratio was in very low level of just 0.27 times.

Then, the Managing Director and CEO, additionally informed the meeting about the further step of anti-corruption. The Company adopted resolutions approving the certified membership of Thailand's Private Sector Collective Action Coalition against Corruption (CAC) since March 9, 2017 and the Company had renewal the membership within 2019. The Company moved forward to practice along with the policy with continuity as follows:

1. To improve the anti-corruption policy and the practice along with anti-corruption policy in order to be complied with the operation, to define duties, responsibilities and guidelines for practicing against the corruption of the Company's staffs.
2. To adopt anti-corruption policy to be a part of personnel management beginning with personnel recruitment, orientation, evaluation, remuneration and promotion.
3. To approve the principles of good corporate governance (Revised no.2) and published to the directors, executives, staffs and business partners as well as to publicize via the Company's website.
4. To educate and provide the understanding of corporate governance principles and anti-corruption for implanting awareness to the Company's staffs.
5. Internal Audit Unit of the Company has duties to review the practices to be complied with anti-corruption policy.
6. The Company communicates and publicizes the anti-corruption policy with the related rules of practices to the stakeholders continuously via various channels such as the Company's website and intranet.
7. To provide communicating channels to inform clues or complaints if some evidence of corruption was found in the Company. There is a mechanism to protect and give fairness to those whistleblowers or complainers. There are punishment measures for those offenders or who ignores towards offense.

In 2018, the Company found no issuances that have significant concerning to the corruption or any operation that not complied with the laws or defined regulations as well as the violation against business ethics.

The Meeting duly acknowledged the Company's business operation performance during the fiscal year 2018. Since this agenda was just for acknowledgement and no voting was needed, therefore it should move ahead to consider Agenda 3.

In this agenda, there was one more shareholder attended the meeting with 1,000 holding shares equaled to 0.001%. Then, total number of shareholders who attended the meeting at this time were 42 attendances of 49 registrants with 47,235,735 shares in total or equivalent to 78.73% of the total shares.

Agenda 3: Consideration for the approval of the financial statements for the year ended December 31, 2018

The Managing Director and CEO, Mrs. Teerada Ambhanwong, requested the meeting to consider approval of the Company's financial statements for the year ended December 31, 2018 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 2018 Annual Report and in QR Code 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 | 1,289,777,833.00 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 |

Resolution: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

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

The meeting considered and unanimously voted approval of the Company's financial statements for the year ended December 31, 2018.

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 47,235,735 shares.

| | | |
|-----------------|-------------------|-------------------|
| - Approved | 47,235,735 shares | representing 100% |
| - Disapproved | -nil- | |
| - Abstained | -nil- | |
| - Voided ballot | -nil- | |

Agenda 4: Consideration for the approval of profit allocation and dividend payment

The Managing Director and CEO, Mrs. Teerada Ambhanwong, informed the meeting that during the fiscal year 2018 the Company had a net profit of 169,094,491 Baht (One hundred sixty-nine million ninety-four thousand four hundred and ninety-one 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 0.80 Baht /share (Eighty Stangs) total 48 million Baht. Equal to 28.39% of net profit of fiscal year 2018. 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. Comparison detail of the net profit and dividend paid for past three years were stated in the AGM invitation letter to shareholder for consideration.

Resolution: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

In this agenda, there was one more shareholder attended the meeting with 102,290 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 47,338,025 shares in total or equivalent to 78.90% of the total shares.

The meeting approved as unanimously vote for dividend payment at 0.80 Baht /share (Eighty Stangs), 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 47,338,025 shares.

- | | | |
|-----------------|-------------------|-------------------|
| - Approved | 47,338,025 shares | representing 100% |
| - Disapproved | -nil- | |
| - Abstained | -nil- | |
| - Voided ballot | -nil- | |

Agenda 5: Consideration for the election of the directors to replace those who retire by rotation and to approve the appointment of 1 additional director.

The Managing Director and CEO Mrs. Teerada Ambhanwong, 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. Mrs. Teerada Ambhanwong Managing Director and CEO
2. Mrs. Tipaporn Chokwatana Director
3. Mr. Wanchai Umpueng-art 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. 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

In this regard, the Board of Directors meeting 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.

The Board of Directors deems appropriate to nominate all 4 candidates following to the Nomination Committee's consideration to be elected as the directors to the 25th AGM. As for the information of these 4 candidates, the shareholders can view and consider it from the document No.7 which is delivered along with the meeting invitation letter for consideration.

This agenda the Managing Director and CEO introduced Mr. Thitipoom Chokwatana, nominating candidate to replace the directors retiring by rotation who was attended this meeting, to the shareholders.

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 2 proposed candidates 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.

- Mrs. Teerada Ambhanwong holds the position as the Director of
- Shiseido Professional (Thailand) Co., Ltd.
- Mrs. Tipaporn Chokwatana holds the position as the Vice Chairman of
- Make-up Technic International Co., Ltd.

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

The Meeting acknowledged and considered individually

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

Resolution: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

1. Mrs. Teerada Ambhanwong

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,338,025 shares

- Approved 47,338,025 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

2. Mrs. Tipaporn Chokwatana

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,338,025 shares

- Approved 47,338,025 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

3. Mr. Wanchai Umpueng-art

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,338,025 shares

- Approved 47,338,025 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

4. Mr. Thitipoom Chokwatana

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,338,025 shares

- Approved 47,338,025 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 9 directors as follows:

1. Mrs. Kanchana Saisiriporn
2. Mrs. Teerada Ambhanwong
3. Mr. Manu Leelanuwatana
4. Mrs. Tipaporn Chokwatana

5. Mrs. Watchanee Wattanatawanwong
6. Mr. Wanchai Umpueng-Art
7. Mr. Knit Kounavudhi
8. Mr. Worathep Aussavakasem
9. Mr. Thitipoom Chokwatana

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

Agenda 6: Consideration for setting the Board of Directors' remuneration

The Managing Director and CEO, Mrs. Teerada Ambhanwong, 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 2018, the AGM had approved a total yearly limit of the Board of Directors' remuneration not exceed six million Baht of which 4,747,000 Baht was actually paid as meeting allowances and bonus.

For year 2019, 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's 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.

In this agenda, there was 2 more shareholders attended the meeting with 12,690 shares equal to 0.002%, having 45 Shareholders with 52 Registrants, 47,350,715 shares in total, 78.92% of the total shares.

The meeting considered and unanimously voted approval of the Board of Directors' remuneration for year 2019 within a limit of not exceeding 6 million Baht and its allocation method as the Board recommended.

Total eligible shareholders at the meeting were 47,350,715 shares.

- Approved 47,350,715 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Agenda 7: Consideration for the appointment of Auditor and setting its audit fees.

The Managing Director and CEO, Mrs. Teerada Ambhanwong, 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.Nopparoek 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 2019, being the 4th year.

Its audit fees will be as follows:

| | |
|------------------------|-----------------------|
| Quarter review fee 1-3 | 540,000 Baht |
| Annual audit fee | 540,000 Baht |
| IT System Audit | <u>100,000</u> Baht |
| Total fees | <u>1,180,000</u> Baht |

In this regards, Mrs. Watchanee Wattanathawanwong, Chairman of the Audit Committee informed the meeting that in 2019 the Company will change the computer system from SAP Version 4.7 to S/4HANA Version, thus there will have additional charge of IT system checking for this year only.

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.

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

Resolution: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

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.Nopparoek Pitsanuwong CPA registration No.7764

They will be the Company's Auditors for year 2019, being their 4th year. The audit fees have set according to amounts presented by the Board.

Total eligible shareholders at the Meeting were 47,350,715 shares.

- Approved 47,350,715 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: Consideration for the other matters (if any)

This agenda, there was a minority shareholder who attended the meeting without informing the name and had questions and suggestions as follows:

1. What's the management policy to make the Company has profit?
 - The Managing Director and CEO, Mrs. Teerada Ambhanwong, informed that the economy of 2019 remains distress and this affect to the sales amount and profit of the Company during the

past 3 months. However, the Company is assured that we are able to gain profit by having the study and plan to change the system of Software and Hardware of SAP from 4.7 Version to S/4HANA Version for the development and improve the ability of working system. Therefore the data processor would be faster with working flexibility and could response the requirement of the Company for various work such as to monitor the sales amount and implement the data to analyze for offering the merchandise that response to consumers' demand. The Company can utilize the benefit from this working system for being guideline to develop the business. According to the market condition that is changed, the clients are preferable to shop online more, thus the Company will concentrate on online marketing more. The Company's marketing team had the meetings and brainstorm aggressively by contacting many agencies to join the meetings for seeking co-workers to develop online business as well as to source new products to distribute for gaining more sales amount. The Company Chairman, Mrs. Kanchana Saisiriporn, additionally informed that the Company has guideline to do new business trend for gaining more profits as well.

2. Now there are so many online marketing included many department stores that have tried to invade more with online marketing. Thus, the Company is suggested accelerating to catch up the online marketing situation.
 - The Managing Director and CEO, Mrs. Teerada Ambhanwong, informed that the Company was not refrain from action. In the section of online sales of the department stores, the Company collaborated with the sales through the online media of each store, including the sales of goods through the online media on other platforms as well.

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

The Meeting ended at 09.42 a.m.

Kanchana Saisiriporn
(Mrs. Kanchana Saisiriporn)
Chairperson

Certified True & Correct

Teerada Ambhanwong *Manu Leelanuwatana*
(Mrs. Teerada Ambhanwong) (Mr. Manu Leelanuwatana)
Director

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.

Enclosure No. 4

(ปิดอากรแสตมป์ 20 บาท)

(Stamp Duty 20 Baht)

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. นายวันชัย อ่ำพิงอาดม์.....อายุ 73 ปี อยู่บ้านเลขที่ 729/4-7 ถนน รัชดาภิเษก.....
Mr. Wanchai Umpueng-Art age years, resides at Road Radchadaphisek

ตำบล/แขวง บางโพธิ์พอพง อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120. หรือ
Tambol/Khwaeng Bangpongpong Amphur/Khet Yannawa Province Bangkok Postal Code 10120 or

3. นายคณิต คุณาวุฒิ.....อายุ 71 ปี อยู่บ้านเลขที่ 729/4-7 ถนน รัชดาภิเษก.....
Mr. Knit Kounavudhi age years, resides at Road Radchadaphisek

ตำบล/แขวง บางโพธิ์พอพง อำเภอ/เขต ยานนาวา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120. หรือ
Tambol/Khwaeng Bangpongpong Amphur/Khet Yannawa Province Bangkok Postal Code 10120 or

4.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
age years, resides at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Tambol/Khwaeng Amphur/Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 26 ในวันที่ 3 สิงหาคม 2563 เวลา 15.00 น. ณ ห้อง MOON โรงแรมอวานี พลัส ริเวอร์ไซด์ กรุงเทพฯ เลขที่ 257 ถนนเจริญนคร แขวงสำเหร่ เขตธนบุรี กรุงเทพมหานคร 10600 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. 26 on August 3, 2020 at 03.00 pm at the MOON room, Avani+ Riverside Bangkok Hotel, No. 257 Charoennakorn Road, Sumrae Sub-district, Thonburi District, Bangkok 10600 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 25 เมื่อวันจันทร์ที่ 22 เมษายน 2562

Agenda 1 To consider and certify the Minutes of the 25th AGM of O.C.C. Public Company Limited held on 22 April 2019.

- (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 2562

Agenda 3 To consider and approve the Company's financial statements of the fiscal period ended 31 December 2019.

- (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 รับทราบการจ่ายเงินปันผลระหว่างกาล

Agenda 4 To acknowledge the interim dividends 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

Agenda 5 To consider the election of the directors to replace those retiring by rotation.

เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกรวาระหนึ่ง

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of each individual director

ชื่อกรรมการ: นางกาญจนา สายสิริพร

Name of Director: Mrs. Kanchana Saisiriporn

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ: นายมนู ลีลานุวัฒน์

Name of Director: Mr. Manu Leelanuwatana

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ: นางวัชณี วัฒนถวัลย์วงศ์

Name of Director: Mrs. Watchanee Watanathawanwong

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการ

Agenda 6 To consider for determining the directors' remuneration.

พิจารณากำหนดค่าตอบแทนคณะกรรมการ ในวงเงินไม่เกินปีละ 6 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 | งดออกเสียง |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> 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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น 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 เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อแบบหนังสือมอบฉันทะแบบข. 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)

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 26 ในวันที่ 3 สิงหาคม 2563 เวลา 15.00 น. ณ ห้อง MOON โรงแรมอวานี พลัส ริเวอร์ไซด์ กรุงเทพฯ เลขที่ 257 ถนนเจริญนคร แขวงสำเหร่ เขตธนบุรี กรุงเทพฯ 10600 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 26 on August 3, 2020 at 03.00 pm at the MOON room, Avani+ Riverside Bangkok Hotel, No. 257 Charoennakorn Road, Kwaeng Samre, Khet Thonburi, Bangkok 10600 or at 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

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

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

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

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

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

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

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ (ต่อ)

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

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

Information of Independent Directors Proposed to be Shareholders' Proxies



1. **Name-Surname** Mrs. Watchanee Watanathawanwong
Title Chairperson of the Audit Committee
Age 67 years
Nationality Thai
Address O.C.C. Plc. No. 729/4-7 Radchadaphisek Road, Bangpongpan,
Yannawa, Bangkok 10120
Company Shareholding -Nil-
Interest in Each Agenda -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.
-



2. **Name-Surname** Mr. Wanchai Umpuang-art
Title Audit Committee
Age 73 years
Nationality Thai
Address O.C.C. Plc. No. 729/4-7 Radchadaphisek Road, Bangpongpan,
Yannawa, Bangkok 10120
Company Shareholding -Nil -
Interest in Each Agenda -Nil -
Extra Interest in Each Agenda -Nil -
-



3. **Name-Surname** Mr. Knit Kounavudhi
Title Audit Committee
Age 71 years
Nationality Thai
Address O.C.C. Plc. No. 729/4-7 Radchadaphisek Road, Bangpongpan,
Yannawa, Bangkok 10120
Company Shareholding -Nil -
Interest in Each Agenda -Nil -
Extra Interest in Each Agenda -Nil -

Documents and Evidence Required to Present before Attending the Meeting

The registration of 26th 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 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 personal 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 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 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
 1. The power of attorney from shareholder assigned to custodian to sign on behalf in the Proxy Form
 2. Confirmation letter of the signer gets consent to do custodian business

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

Curriculum Vitae of Nominated Director**Name-Surname** Mrs. Kanchana Saisiriporn**Age** 74 years**Education Qualifications**

- Certificate in Make-up Artist, Joe Blasco Make-up Center Inc., California, U.S.A.
- Bachelor Degree in Political Science, Ramkhamhang University

**Directorship Training**

- Director Certification Program Class 32/2003 from Thai Institute of Directors Association

Company Director Duration 44 years (Since 1976)**Directorship Term** 3 years**Years in total until end of this tenure** 47 years

Position in Company Chairperson
 Corporate Governance Committee Chairperson
 Member of Nomination Committee
 Member of Remuneration Committee

Working Experience

- **Listed companies** -nil-
- **2 Companies having the same kind of business and in competitive with the Company's**
 - Vice Chairperson, Shiseido Professional (Thailand) Co., Ltd. Year 2004 to present
 - Chairperson, Oriental Salon Business Co., Ltd. Year 1991 to present
- **5 Other companies (not listed)**
- **Specialization** Marketing, Business Development, Distribution

Company shareholding (including spouse and immature children) 200,000 Shares 0.33%**Type of Director Proposed** Company Director which passed the Nomination Committee's consideration and agreed by the Board of Directors

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 2019

- | | |
|----------------------------------|-------------|
| ▪ Board of Directors | 7/7 times |
| ▪ Executive Committee | 12/12 times |
| ▪ Remuneration Committee | 2/2 times |
| ▪ Nomination Committee | 2/2 times |
| ▪ Corporate Governance Committee | 2/2 times |
| ▪ Shareholder Meeting | 1/1 time |

Curriculum Vitae of Nominated Director

Name-Surname **Mr. Manu Leelanuwatana**

Age 75 years

Education Qualifications

- Bachelor of Mechanical Engineering, Chiba University, Japan

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 33 years (Since 1987)

Directorship Term 3 years

Years in total until end of this tenure 36 years

Position in Company Remuneration Committee Chairman
Member of Nomination Committee

Working Experience

- **5 Listed companies**
 1. Thanulux Plc. December 2019 to present Present Position: Chairman
 2. Saha Pathana Inter-Holding Plc. Year 2007 to December 2019 Position: Director
 3. I.C.C. International Plc. Year 2004 to present Present Position: Director
 4. Textile Preatige Plc. Year 1976 to present Present Position: Chairman
 5. Thai Wacoal Plc. Year 1973 to present Present Position: Chairman
- **1 Companies having the same kind of business and in competitive with the Company's**
 - Director, I.C.C. International Plc. Year 2004 to present
- **17 Other companies (not listed)**
- **Specialization** Textile Business and Strategic Planning

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

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

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 2019

- Board of Directors 6/7 times
- Remuneration Committee 2/2 times
- Nomination Committee 2/2 times
- Shareholder Meeting 1/1 time

Curriculum Vitae of Nominated Director

Name-Surname Mrs. Watchanee Watanthawanwong

Age 67 years

Education Qualifications

- Master Degree in Business Administration, Chulalongkorn University
- Bachelor Degree in Accounting, Chulalongkorn University
- Certified Public Accountant

Directorship Training

- Director Certification Program Class 1/2000 from Thai Institute of Directors Association

Company Director Duration 21 years (Since 1999)

Directorship Term 3 years

Years in total until end of this tenure 24 years

Position in Company Independent Director and Chairperson of Audit Committee
Member of Risk Management Committee

Working Experience

- **1 Listed company**
Matching Maximize Solution Plc. Year 2006 to 2014 position: Executive Director
- **Companies having the same kind of business and in competitive with the Company's**
-nil-
- **2 Other companies (not listed)**
- **Specialization** Accounting, Internal Audit and Risk Management

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

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 2019

- Board of Directors 7/7 times
- Audit Committee 12/12 times
- Risk Management Committee 12/12 times
- Shareholder Meeting 1/1 time

The Affiliated Category of the purposed persons as Independent Director

| 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 | |
|---|-----------------|
| ▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage | -is not- |
| ▪ is/ is not a professional service provider (such as auditor, legal advisor) | -is not- |
| ▪ has/does not have substantial business relation causing inability to perform duty independently (such as buying/selling raw materials/goods/service/lending) | -does not have- |
| ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies | -is not- |
| ▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders | -is not- |

Supplement for Considering Directors' Remuneration

The Board of Directors' Meeting No. 2/2020 had agreed to the consideration guidelines of Directors' remuneration by considering the details of Directors' Remuneration in 2019 at the limit of not exceeding 6 million Baht as approved by 25th AGM on Monday, April 22, 2019, 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 2020, 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:

| Remuneration Type | Year 2019 | Year 2018 | Year 2017 |
|--------------------------|--------------------------|--------------------------|--------------------------|
| ▪ Meeting Allowance | 1,154,000.00 Baht | 1,117,000.00 Baht | 1,138,000.00 Baht |
| ▪ Director Bonus | 3,530,000.00 Baht | 3,630,000.00 Baht | 3,630,000.00 Baht |
| Total | 4,684,000.00 Baht | 4,747,000.00 Baht | 4,768,000.00 Baht |

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. 2/2020 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 2020 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 2020, being its 5th 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 4th 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 Pitsanuwong, CPA registration No.7764
Has never been a signatory in the Company's Financial Statements
2. New Auditor's fees as compared to the past year

| | Year 2020 | Year 2019 |
|--------------------|--------------------------|--------------------------|
| Quarter Review 1-3 | 600,000.00 Baht | 540,000.00 Baht |
| Annual Audit | 560,000.00 Baht | 540,000.00 Baht |
| IT System Audit | - | 100,000.00 Baht |
| Total | 1,160,000.00 Baht | 1,180,000.00 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 appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

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

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

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

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

Dividend Payment

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

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

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

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

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

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

Qualification, Election and Term Expiration of Directors

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

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

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

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

Article 19 The directors shall be natural persons and shall

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

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

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

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

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

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

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

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

Remuneration of the Board Directors

Article 32 No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting

allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

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

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

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

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

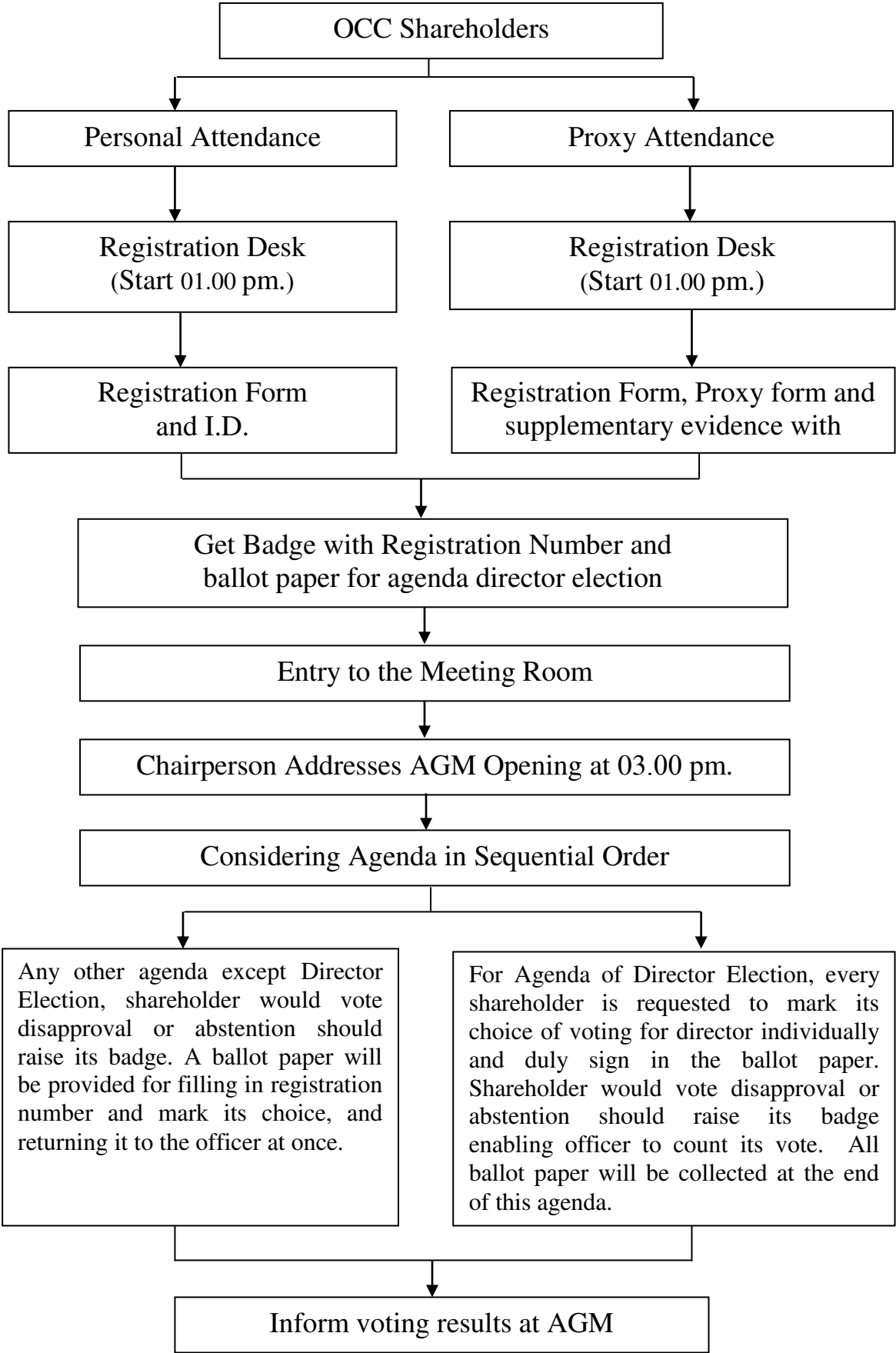
Article 51 A remuneration of an auditor shall be determined by a shareholder meeting.

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

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

Procedure of 26th AGM Attendance
O.C.C. Public Company Limited
Monday, August 3, 2020



QR Code Downloading Procedures for the 2019 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 2019 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 2019, 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

**Measures and Guidelines for holding the 2020 Annual General Meeting of Shareholders
Under the Circumstance of Coronavirus 2019 (COVID-19)**

With concern for the health of all participants who attend the meeting, due to the spread of Coronavirus 2019 (COVID-19), the Company would like to inform the following guidelines for the meeting:

1. The Company requests cooperation from shareholders, should appoint the Company's Independent Directors to attend the meeting and vote instead by sending registered mail with proxy at least 3 days in advance before the meeting to the Company Secretary, at O.C.C. PLC 729/4-7 Ratchadaphisek Rd., Bangpongpan, Yannawa, Bangkok 10120, for convenience and quickness to check the documents.
2. In the case that any shareholder still wishes to attend the meeting in person, the Company would like to request for cooperation and understanding with the guidelines of the meeting in order to prevent and reduce the risk of the spread of Coronavirus 2019 (COVID-19) as follows:
 - 2.1 The Company will set up a screening point in accordance with the guidelines of the Department of Disease Control in front of the meeting room. In order to reduce congestion of participants in the meeting area, social distancing at least 1.5 meters space from each other would be arranged at the screening point, document checking point and register point.
 - 2.2 All attendees are required to fill in a Health Declaration Form before entering the meeting venue, and for those attendees and close contacts who have recently visited or transited from any disease infected zones of COVID-19 as notified by the Ministry of Public Health, or have illness such as fever, cough, sore throat, sneezing and runny nose would not be allowed to attend the meeting. The Company would ask for cooperation of all attendees to strictly follow the recommendations from our staffs at the health screening point or attendees will be denied from entering the meeting but are able to appoint the Company's Independent Directors as their proxies. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558.
 - 2.3 All attendees must pass body temperature check before entering the meeting venue, which any attendee who have body temperature of 37.5 degrees Celsius or higher. The Company reserves the right to not allow any shareholders or attendees, who do not pass the health screening to enter the meeting room. (In case the shareholders attend the meeting in persons, they are able to grant proxies to the Company's Independent Directors to attend the meeting on behalf.)
 - 2.4 Attendees who passed the screening are requested to put on registration stickers and wear facemask at all time and clean the hands by using alcohol based-hand sanitizer gel, provided by the Company at the meeting area.
 - 2.5 The Company arranges to maintain a 1.5 meters distance between each seating. So the number of available seats in the meeting room are limited at about 30, for the shareholders and/or attendees with specific seating number for the attendees who has been already registered. Therefore, the Company requests for cooperation of all attendees to sit on the seats as specified for the benefits of disease prevention or to following up in case of any unforeseen circumstance.
Once all seats are occupied, the shareholders and/or attendees who received proxies will be unable to enter the meeting area. Therefore, the Company will require for cooperation from the shareholders who attend the meeting in persons to grant proxies to the Company's Independents Directors to attend the meeting on their behalf.
 - 2.6 Before meeting, the Company will emphasize the staff venue to clean the meeting room in advance.
 - 2.7 Attendees, who wish to ask any question, are able to submit their written questions to the Company's staffs to submit it to the Chairman of the meeting.
 - 2.8 The Company will not serve snacks and beverages at the meeting. Bottled water will be available in the meeting room only.
 - 2.9 If there are changes in the situation or additional measures from the authorities which affect the meeting, we will inform you through the Company's website at www.occ.co.th.

The above measures may cause delay in screening process and meeting registration. We have to apologize for any inconvenience this may caus.

Map of AGM Venue : Avani+ Riverside Bangkok Hotel
Take bus No. 6, 88, 89 or 111

