

**(Translation)**

No. Gor. Mor. 20/2561

April 23, 2018

Subject Resolution of the 24<sup>th</sup> General Shareholders Meeting

To The President

The Stock Exchange of Thailand

The 24<sup>th</sup> AGM of O.C.C. Public Company Limited held on Monday, April 23, 2018 had passed the following resolutions:

1. Unanimously approved the minutes of the 23<sup>rd</sup> General Shareholders Meeting held on April 24, 2017 as follows:

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

- |                 |                   |              |      |
|-----------------|-------------------|--------------|------|
| - Approved      | 45,996,176 shares | representing | 100% |
| - Disapproved   | - shares          | representing | - %  |
| - Abstain       | - shares          | representing | - %  |
| - Voided ballot | -non-             |              |      |

Remark: In this agenda item, there were additional shareholders attending the meeting, representing 99,990 shares.

2. Acknowledged the performance of the Company's business operation in the past year.
3. Unanimously approved the Financial Statements ended on December 31, 2017 as follows:

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

- |                 |                   |              |      |
|-----------------|-------------------|--------------|------|
| - Approved      | 45,996,176 shares | representing | 100% |
| - Disapproved   | - shares          | representing | - %  |
| - Abstain       | - shares          | representing | - %  |
| - Voided ballot | -non-             |              |      |

4. Unanimously approved annual dividend at the rate of Baht 0.65 (zero point six five Baht) per share for 60 million common shares, totaling Baht 39 million representing 61.66% of net profit in 2017. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 25%.

The list of shareholders entitled to receive dividends (Record Date) on May 3, 2018. The dividends are unanimously approved to be paid on May 21, 2018 as follows:

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

- |                 |                   |              |      |
|-----------------|-------------------|--------------|------|
| - Approved      | 45,996,176 shares | representing | 100% |
| - Disapproved   | - shares          | representing | - %  |
| - Abstain       | - shares          | representing | - %  |
| - Voided ballot | -non-             |              |      |

5. Approved the appointment of directors to replace those two retired by rotation which consist of one existing Director; Mr. Knit Kounavudhi and a new candidate; Mr. Worathep Aussavakasem. The Meeting considered to elect the directors by individual. The Meeting unanimously approved by a majority vote of the shareholders present at the meeting and entitled to vote as follows:

5.1 Mr. Knit Kounavudhi

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

- |                 |                   |              |      |
|-----------------|-------------------|--------------|------|
| - Approved      | 45,996,176 shares | representing | 100% |
| - Disapproved   | - shares          | representing | - %  |
| - Abstain       | - shares          | representing | - %  |
| - Voided ballot | -non-             |              |      |

5.2 Mr. Worathep Aussavakasem

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

- |                 |                   |              |      |
|-----------------|-------------------|--------------|------|
| - Approved      | 45,996,176 shares | representing | 100% |
| - Disapproved   | - shares          | representing | - %  |
| - Abstain       | - shares          | representing | - %  |
| - Voided ballot | -non-             |              |      |

6. Approved the remuneration of Directors on a yearly limit of not exceed Baht 6 million. This shall exclude any compensation and fringe benefit received as the Company's employees, with details as follows:

Meeting Allowance

- Board of Directors – paid only the directors who attend the meeting, each 6,000 Baht /time
- Audit Committee
  - Chairman of Audit committee, paid each 20,000 Baht /time
  - Audit Committee member, paid each 15,000 Baht /time
- Executive Committee – paid only members who attend the meeting, each 5,000 Baht / time
- Other Committees – Nomination Committee, Remuneration Committee, Risk Management Committee and the Committee of Corporate Governance - paid only non-executive members who attend the meetings, each 5,000 Baht

Director Bonus

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

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

The remuneration of Directors was unanimously approved as follows:

Total eligible shareholders at the meeting and have the voting rights 45,997,336 shares

- Approved	45,997,336 shares	representing	100%
- Disapproved	- shares	representing	- %
- Abstain	- shares	representing	- %
- Voided ballot	-non-		

Remark: In this agenda item, there were additional shareholders attending the meeting, representing 1,160 shares.

7. Approved the appointment of Mrs. Suvimol Chrityakierne, CPA registration No. 2982 or Miss Suphaphorn Mangjit, CPA registration No.8125 or Mr.Nopparoe Pitsanu Wong, CPA registration No.7764 of DIA International Audit Co., Ltd. as the Company's auditor of 2018, being the 3<sup>rd</sup> year. Its proposed total annual audit fee at 1,040,000 Baht was unanimously approved as follows:

Total eligible shareholders at the meeting and have the voting rights 45,997,336 shares

- Approved	45,997,336 shares	representing	100%
- Disapproved	- shares	representing	- %
- Abstain	- shares	representing	- %
- Voided ballot	-non-		

8. Approval of the amendment of the Company's Articles of Association No.33. and granted the Board being able to make its verbal alteration in line with the public company registration officer's consideration as follows:

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

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

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

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names of other shareholders holding the required aggregate numbers of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expense as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no. 36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

The Amendment of the Company's Articles of Association No.33 was unanimously approved as follows:

Total eligible shareholders at the meeting and have the voting rights 45,997,336 shares

- |                 |                   |              |      |
|-----------------|-------------------|--------------|------|
| - Approved      | 45,997,336 shares | representing | 100% |
| - Disapproved   | - shares          | representing | - %  |
| - Abstain       | - shares          | representing | - %  |
| - Voided ballot | -non-             |              |      |

Please kindly be informed accordingly.

Sincerely yours,

*Teerada Ambhanwong*  
Teerada Ambhanwong  
Managing Director  
Chief Executive Officer