



O.C.C. Public Company Limited
Documents for 27th Annual General Meeting for the Year 2021
on Monday, April 26, 2021 at 11.00 a.m.

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

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

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(Translation)

No. Gor. Mor. 15/2564

April 2, 2021

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

Invitation to 27th Annual General Meeting

Enclosure:

1. Copy of 26th AGM Minutes
2. Annual Report 2020 included the Board of Directors' Annual Report and Financial Statements as ended 31 December 2020 with QR Code and the 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 Document related to 2021 Annual General Meeting of Shareholders
13. Requisition Form for printed Annual Report
14. Measures and guidelines for the 2021 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 27th AGM to be held Monday, April 26, 2021 at 11.00 a.m. at the Chao Praya 1 Room, Montien Riverside Hotel No. 372 Rama 3 Road, Kwaeng Bangklo Khet Bangkoleam, Bangkok 10120 in order to consider the following agendas:

Agenda 1 Considering acceptance of the minutes of 26th AGM of O.C.C. Public Company limited on Monday, August 3, 2020

Facts and reason: The 26th AGM was held on Monday, August 3, 2020 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 2020 was published in printed Annual Report 2020 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 2020.

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, 2020

Facts and reason: The Company's financial statement as of December 31, 2020 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 2020 as the financial statement summary below:

	Consolidated Financial Statements	Separate Financial Statements
- Total Assets	1,342,353,004.00 Baht	1,331,915,324.00 Baht
- Total Liabilities	296,654,185.00 Baht	290,041,283.00 Baht
- Total Revenue	879,638,229.00 Baht	874,163,498.00 Baht
- Net Profit	5,112,927.00 Baht	5,788,149.00 Baht
- Profit per share	0.09 Baht	0.10 Baht

Details of the financial statements 2020 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, 2020.

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: The Company has a policy to pay dividends regularly not less than Baht 0.20 per share or equivalent to 20% of par value by considering on the Company's operating results and economic conditions as priority. For the Financial Performance Fiscal Year 2020, the Company gained profit for the year amounted to Baht 5,112,927.

Board's Comments: The shareholders' meeting deemed appropriate to approve the dividend payment in accordance with the Company's policy at a rate of Baht 0.15 (fifty Satang) per share for all of the Company's shareholders with 60,000,000 shares, totaling Baht 9 million, paying from accumulated earnings taxed by the Company at a rate of 25%. Individual shareholders can be entitled to a tax credit for the received dividend in accordance with Section 47 bis of the Revenue Code.

Determine the names of shareholders (Record Date) who are entitled to receive dividend on May 7, 2021 and dividend payment shall be paid on May 25, 2021. The comparison of dividend payment during the past 3 years is as follows;

Year	2020	2019 (Interim Dividend Payment)	2018	2017
Profit (Baht)	5,112,927.00	31,559,805.00	169,094,491.00	63,248,406.00
Price of Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.15	0.25	0.80	0.65
Total Dividend Amount (Baht)	9,000,000.00	15,000,000.00	48,000,000.00	39,000,000.00
Dividend Payout Ratio (%)	176.02%	47.53%	28.39%	61.66%

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. Mr. Knit Kounavudhi
2. Mr. Worathep Assavakasem
3. Mr. Thitipoom Chokwatana

According to the nomination of directors to replace those who have completed the term, the nomination committee has jointly considered the regulations and guidelines to nominate directors to replace those who have completed the term which comply with the charters and related conditions. The selection of directors shall be considered from suitability to be beneficial to the Company's operations, inclusive of qualification, knowledge, competency and various experience of nominated directors complying with the Company's business strategy by implementing Board Skill Matrix, leadership, vision, morality and ethics as well as transparent resume.

The Nomination Committee has considered the name list of directors individually. The committee agreed to propose 3 directors who retired by rotation to have their duties as the directors for another term.

The Board of Directors' meeting No. 2/2021 held on 10th March 2021, which excluded stakeholder directors, it has been widely discussed and resolved an approval with the criteria and guidelines for consideration according to the resolutions of the Nomination Committee's meeting. It's deemed appropriate to propose for the election of 3 directors who retired by rotation namely; Mr. Knit Kounavudhi, Mr. Worathep Assavakasem and Mr. Thitipoom Chokwatana to continue their duties for another term. All nominated persons have been carefully considered to moderate their qualifications individually that were appropriate to the Company's business operation by considering on educational suitability, experience and expertise from various professions, leadership, wide vision, business success history including the ability to express opinions independently and in accordance with the relevant regulations.

Mr. Knit Kunavudhi has been an independent director for 6 years. His qualification is in accordance with the requirement of the Company's independent directors. He has knowledge and competency with experience in terms of the Company's requirement and be able to perform his duties as an independent director completely. He is able to express opinion independently and in accordance with the relevant guidelines. Therefore, the Board of Directors has proposed to the shareholders to elect Mr. Knit Kunavudhi to continue to be an independent director. (For information on the proposed directors to be elected at this meeting, shall be considered from the Attachment No. 7 on pages No.24-27)

Incidentally, the Board of Directors would like to inform that the Company has granted shareholders the right to propose the meeting agendas and nominate candidates to be elected as the Company's directors at the AGM during 1st -30th December 2020. The right has been notified on the website of the Stock Exchange of Thailand: www.set.or.th and disseminated invitations to shareholders on the Company's website: www.occ.co.th by defining the qualifications of shareholders, regulations and procedures for consideration of the Board of Directors. No shareholder has expressed intent to exercise such rights, therefore, no additional agendas proposed by shareholders have been contained this year.

Board's Comments: The Board of Directors, which excludes stakeholder directors, has considered the discussions extensively and has approved the guidelines for consideration in accordance with the resolutions of the Nomination Committee by carefully considering the qualifications individually, educational suitability, experience and expertise from various professions, leadership, wide vision, the ability to express opinions independently and business success history. Therefore, the Board of Directors deemed it appropriate to nominate all 3 names to be elected as a director at the 27th Annual General Meeting of Shareholders. (Information of directors proposed for election at this meeting, please refer to Attachment 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 2020, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,592,000 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 2021, 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 2021 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 approved the proposal of the Audit Committee to select DIA International Audit Co., Ltd to be the Company's auditor and deemed appropriate to propose the appointment of Mrs. Suvimol Chrityakerne Registration No.2982 or Miss Suphaphorn Mangjit Registration No.8125 or Mr. Nopparoek Pitsanuwong Registration No.7764 or Mr. Joompoth Priratanakorn Registration No.7645 or Miss Somjintana Pholhirunrat Registration No.5599 or Mr. Wirote Satjathamukul Registration No.5128 from DIA International Audit Company Limited to be the Company's auditor for the year 2021 with the auditing fees of Baht 1,210,000 million. Including the appropriate proposal to the shareholders' meeting to acknowledge the audit fee of the subsidiary for the year 2021, which uses the same auditor amounting to Baht 130,000. In this regards, audit fee of subsidiary is subjected to change by number of subsidiaries and/or the numbers of actual job available during the year 2021.

Board's Comments: The Board of Directors approved the proposal of the Audit Committee to select DIA International Audit Co., Ltd to be the Company's auditor and deemed appropriate to propose the appointment of Mrs. Suvimol Chrityakerne Registration No.2982 or Miss Suphaphorn Mangjit Registration No.8125 or Mr. Nopparoek Pitsanuwong Registration No.7764 or Mr. Joompoth Priratanakorn Registration No.7645 or Miss Somjintana Pholhirunrat Registration No.5599 or Mr. Wirote Satjathamukul Registration No.5128 from DIA International Audit Company Limited to be the Company's auditor for the year 2021 with the auditing fees of Baht 1,210,000 million. And deemed appropriate to propose to the shareholders' meeting to acknowledge audit fees for financial statements of subsidiaries by using the same auditor, amounting to Baht 130,000. The Board of Directors will supervise the auditor to be able to perform the financial statements of the Company and subsidiaries in time as duration. Details are disclosed in Attachment No.9.

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) from 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 09.00 a.m. onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn
Chairperson

(Translation)

**Minutes of the Annual General Meeting of Shareholders No. 26
Monday, August 3, 2020**

The Annual General Meeting of Shareholders No. 26 of O.C.C. Public Company Limited was held at Moon Room, the Avani+ Riverside Bangkok Hotel, 257, Charoennakorn Road, Samrae Sub-District, Thonburi District, Bangkok.

The Record Date of shareholders who have the rights to attend the Annual General Meeting of Shareholders No. 26, was July 2, 2020. Total number of shareholders was 594 with total number of 60,000,000 holding shares.

The meeting date was held on Monday, August 3, 2020. The number of shareholders and proxies to attend the meeting were as follows:

- Attendance in Person	14 Shareholders	13,703,676 Shares
- Proxies to attend the Meeting	36 Attendees	32,869,890 Shares

The number of shareholders and 36 proxies to attend the meeting were totally 50 attendances with 46,573,566 shares or equivalent to 77.62 percent of the issued and paid up shares. The meeting constituted a quorum in accordance with Article 36 of the Company's Articles of Association, which requires shareholders and proxy from shareholders by not less than 25 attendees or not less than one-half (1/2) of total shareholders and must have the shares in aggregate not less than one third (1/3) of total issued shares.

The Company's Board of Directors who attended the meeting consisted of 9 directors or equivalent to 100% of total director as follows:

- | | |
|-----------------------------------|--|
| 1. Mrs. Kanchana Saisiriporn | Chairman of the Board 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 Watanatawanwong | Chairman of the Audit Committee |
| 7. Mr. Wanchai Umpueng-Art | Member of the Audit Committee |
| 8. Mr. Knit Kounavudhi | Member of the Audit Committee |
| 9. Mr. Thitipoom Chokwatana | Director |

The Meeting was convened at 15.00 hrs.

The Company's Chairman, Mrs. Kanchana Saisiriporn was the Chairman of the Meeting. She addressed the opening of the Meeting and thanked to all attendees.

Before proceeding with the agenda, the Chairman informed the Meeting that according to the outbreak of COVID-19 coronavirus, the Company is concerned for the health of all attendees. Therefore, the preventive measure to screen the Meeting's attendees, has been prescribed with guidelines to practice as informed on enclosures of Notification of the AGM. The Chairman required for kind cooperation of all attendees to follow the Company's preventive measure strictly.

The Chairman then continued with the introduction of the Company's director one by one as above name list. Furthermore, the Chairman introduced the representatives from the Company's auditor, the executive committee, the Company Secretary and the representatives from the Company's legal advisors who attended the Meeting to join observing the vote count as following names:

Representatives from DIA International Co., Ltd., the Company's Auditor

1. Mrs. Somjintana Phonhirunrat
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 (Sickness Absence)

Company Secretary

- Mrs. Choopan Imthong

Representative from Veera Law Office, the Company's Legal Advisor

1. Miss Supanee Learnsatit

The Chairman informed the Meeting that the Company granted the shareholders the entitlement to propose agendas and/or nominate qualified persons to be elected as the directors in advance during the period of December 1 – December 30, 2019 for the AGM No. 26, by informing the grant of this right on the SET's 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. No shareholder proposed, therefore no additional agenda was elaborated in the Meeting.

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 about the method of voting procedure on each agenda. 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 reach at the number of approval votes for each agenda.

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

Ballot cards that received upon registration prior to the Meeting and marked on disapproved box or abstained box, therefore, only the shareholders who disapprove or abstain shall raise up sign board then the ballot cards shall be giving by the Company's staffs. Shareholders must fill the number of the sign board and sign names 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 shall receive ballot cards in advance upon registration prior to the Meeting. The shareholders are required to express 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 shall 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 completed.

In the case when the shareholders and proxies have made the registration after the Meeting had already started, these shareholders and proxies shall be allowed to cast vote only for the remaining agendas that are not yet entering for consideration. The Company shall then add the number of shareholders and proxies who are arrived during the Meeting, to complete the Meeting Quorum, for such remaining agendas for further recording in the minutes of the Meeting. The Company shall inform the shareholders just in case there are additional shareholders and proxies to attend the Meeting only. In order to facilitate vote-counting procedure in a transparent manner, the Company shall use the Barcode system for the vote-counting procedures, thereby allowing all shareholders to view the voting result for each agenda clearly on screen at the real time. The Company's directors who are as the shareholders, shall be able to exercise their rights to approve vote according to the proposal of the directors on every agenda. In case the shareholders give proxies to the directors, voting shall be casted following to the statement as written on the proxy form.

At the Meeting, if the shareholders have questions or enquiries, they must write them on the papers which are provided upon the registration before the Meeting, and then pass them to the Company's staffs.

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 25 held on Monday, April 22, 2019

Mrs. Teerada Ambhanwong, the Managing Director and CEO, presented to the Meeting that the minutes of the Annual General Meeting of Shareholders No. 25 was held on Monday, April 22, 2019 and 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 period of time as specified by the laws, 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 the Annual General Meeting that had delivered to the shareholders in

advance together with the Notification of the AGM. The Company Board considered that the minutes of the Meeting, had been duly accurate recorded and completely in accordance with the AGM's resolution which requested for approval consideration.

No additional shareholders or proxies had attended the Meeting on this agenda.

Resolution: This agenda is certified by majority votes of the shareholders present at the Meeting and casting their votes. The Meeting unanimous resolved to approve the accuracy of AGM No.25 as proposed.

Total number of shares of the shareholders who attended the Meeting and were eligible to vote, was 46,573,566 shares as follows:

- Affirmative Vote	46,573,566 shares representing 100%
- Non-affirmative Vote	-nil-
- Abstention	-nil-
- Voided ballot	-nil-

Agenda 2: To acknowledge the Company's Operating Performance for the Year 2019

Mrs. Teerada Ambhanwong, the Company's Managing Director and Chief Executive Officer, presented to the Meeting that the Company's performance for the year 2019 appeared in the 2019 Annual Report and delivered to the shareholders in the form of QR Code in advance together with the Notification of the AGM No.26. Overall of the Thai economy was likely to have a slow growth compared to the condition in previous year due to the encounter with risk factors causing by the shrink of domestic and international demand. Export sector gradually shrink causing by trade protection and China-United States trade war which impacted widely among business partners. The expansion of tourism sector was slow down. Domestic demand remained weak because of the consumption of private sector that was slow down causing by the gravity factor from the labor market which remained unrecovered, including the incomes of agricultural households that remained stay in low level. Due to the depression of domestic expense, therefore the government sector has issued the measures to stimulate the economy periodically only for the projects that are able to support. The investment of private sector remained stay in low level. The expense by government sector could help stimulating the economy, particularly the investment for infrastructures' development.

As the economic situation remained not recovered thoroughly and it was sensitive while existing household debt of the consumers remained stay in high level, therefore, the expense was slow down. Consumers will select to buy stuffs as necessary and consume with limited volume. The operation of all business sectors were impacted more or less. The Company's sales revenue was Baht 1,127.29 million. It decreased 11.57 % from previous year. The Company gained profit before extraordinary item and income tax Baht 38.83 million. It decreased from previous year Baht 11.85 million or equivalent to 23.40%. After including the extraordinary item, which was the profit gaining from the sale of the land amount to Baht 160.00 million since previous year, the profit before income tax was decreased Baht 171.85 million from previous year or equivalent to 81.57% and after the deduction of income tax, the net profit was Baht 31.56 million. It decreased 81.34% compared with previous year.

Thailand economy's condition of the quarter 1/2563 was severely shrink from the coronavirus (COVID-19) pandemic and various severe measures for controlling the outbreak. Therefore it widely affected to the economic activities. Export and import of Thai products were severely shrink. While the protective measures to control the virus from many countries such as the limited of travels, city lock down and social distancing affected to the decreased the numbers of tourists. As well as the government measures to control the outbreak of COVID-19 by temporary closing the department stores, service and entertainment places, these affected to the purchase power of consumers and the consumption of private sector was severely slow down. According to the mentioned situation which were impacted the Company, therefore sales revenue of the quarter 1/2563 was Baht 211.37 million. It decreased Baht 70.16 million or equivalent to 24.92% compared to previous year. The loss before corporate income tax was Baht 10.77 million. It decreased Baht 19.87 million or equivalent to 218.41%. The tax revenue amount to Baht 2.06 million which gained from the change of deferred income tax balance. Then, the net loss was Baht 8.71 million. It decreased Baht 15.89 million or equivalent to 221.34% when compared to previous year.

However, the Company's financial structure remained stay in the strength level with the effective cash flow management and has no interest to be paid on loan.

Regarding to the anti-corruption, the Company has a policy to against all types of corruption. To ask for or accept the bribes is an offence no matter for the benefit of oneself or the others. The Company adopted resolutions to renew the membership of Thailand's Private Sector Collective Action Coalition against Corruption (CAC-Recertification) by CAC Committee for the quarter 3/2562 dated on November 4, 2019 and the Company keep monitoring the risk of corruption, as well as continuously monitor and evaluate the implementation of anti-corruption policy as follows:

1. To review the anti-corruption policy and the practice along with anti-corruption policy in order to be complied with the operation, responsibility and guideline for practicing against the corruption of the Company's staffs.

2. To adopt anti-corruption policy to be a part of personnel management starting from personnel recruitment, new employees' orientation, evaluation, remuneration and position's promotion.
3. To educate the understanding of corporate governance principles and anti-corruption for implanting awareness to the Company's staff
4. The Company's internal audit unit has duty to review the practice to be complied with anti-corruption policy.
5. To establish the communicating channels to inform whistleblowing 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.
6. To continuously communicate and PR the Company's anti-corruption policy with and related regulations for practice which to the external persons and the Company's personnel via numerous channels; such as the Company's website, Intranet system. To communicate with the trade partners to aware of the important on the anti-corruption and to encourage the trade partners to join the network of anti-corruption as well.

In 2019, the Company found no issuances that had 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 acknowledged the Company's Operating Performance for the Year ended 2019 as proposed.

No additional shareholders and proxies had attended the Meeting on this agenda.

Agenda 3: Consideration for the Approval of the Financial Statements for the Year ended December 31, 2019

Mrs. Teerada Ambhanwong, the Managing Director and CEO informed the Meeting to consider and approve the Company's Financial Statements for the year ended December 31, 2019 which have been set up in accordance with the Accounting Standards and Generally Accepted Accounting Practices. They have been audited and certified by the public certified accountants, and approved by the Audit Committee. Details appear on the Annual Report delivered to the shareholders in the form of QR Code for considering in advance together with the Notification of the AGM No.26 as summarized 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
- Primary earnings per share	0.53 Baht

Resolution: On this agenda, one shareholder made inquiry. Mrs. Teerada Ambhanwong, the Managing Director and CEO, and Mrs. Somjintana Polhirunrat, the representative from the Company's auditor, had replied an inquiry as follows:

- Miss Benyaluck Nakpanitch who is a representative from Thai Investor Association

Question: According to the financial statements, the investment property amounting to Baht 316 million, is what type of investment property and since when it has been acquired and how long it's expected for holding?

Answer: Mrs. Teerada Ambhanwong, the Managing Director and CEO explained that the Company has owned the ownership of the investment property amounting to Baht 316 million since 2017, and has a project to develop the area to generate the incomes in further.

Question: What's the other components of the shareholders amounting to Baht 43.9 million consisted?

Answer: Mrs. Somjinana Polhiranrat, the representative of the Company's Auditor clarified that the other component of shareholders' equity of Baht 43.9 million was unrealized gain in available for sale securities, which was in line with the new accounting standards.

- Mr. Sataporn Kothiranurak, the shareholder who attended the Meeting in person

Question: from the report of the auditor "Key Audit Matter"

1. Allowance for diminution in value of inventories: How much is the total amount from the consignment and the Company itself?
2. What's the character of revenue from consignment? When will it be recorded as income and how IFRS No.15 will affect this income?

Answer: Mrs. Somjintana Polhiranrat, the representative of the Company's Auditor clarified that the allowance for diminution in the value of inventories in 2019 was Baht 3.7 million. The revenue from the consignment of the Company is a consignment of the department store, which will not record the revenue recognition until it is sold to the third party, when the Company received sales report the department store, it will continue to record as revenue, which IFRS No.15 has no significant impact on the Company.

On this agenda, 2 additional shareholders had attended the Meeting with total of 102,790 holding shares, equivalent to 0.17%. The current total numbers of the shareholders who the meeting were 52. Total holding shares were 46,676,356 shares, equivalent to 77.79% of the total number of shares held.

Resolution: This agenda resolved by majority votes of the shareholders present at the Meeting and casting their votes.

Total eligible shareholders at the Meeting were 46,676,356 shares.

- Affirmative Vote	46,676,356 shares	representing 100%
- Non-affirmative Vote	-nil-	
- Abstention	-nil-	
- Voided ballot	-nil-	

Agenda 4: To acknowledge the Payment of Interim Dividend

Mrs. Teerada Ambhanwong, the Managing Director and CEO presented to the Meeting that from the operating performance of the fiscal 2019, the Company gained its profit amount to Baht 31,559,805 million (thirty one million five hundred fifty nine thousand eight hundred and five Baht only). The Company had already fulfilled the legal 10% reserve of its registered capital.

Due to outbreak of coronavirus 2019 (COVID-19), the Company has postponed the 2020 Annual General Meeting of Shareholders. And in order to avoid the impact of the shareholders' right to receive dividend, the Meeting of Company's Board No.3/2563 held on April 8, 2020 had approved interim dividend payment from the Company's profit as at 31 December, 2019 at the rate of Baht 0.25 and total paid amount was Baht 15 million.

The Company's Board agreed to inform at AGM to acknowledge the interim dividend payment gaining from the Company's profit as at 31 December, 2019 at the rate of Baht 0.25 per share. Total paid amount was Baht 15 million. The payment was made on May 7, 2020 as to be in accordance with the Company's policy, by paying from the retained earnings subject to 25 % tax, for which individual shareholders are eligible to claim tax pursuant to Section 47 bis of the Revenue Code. In this regard, no further proposal of the annual dividend payment for the 2019 operating results. Comparative tables of net profit and dividend payment rate of the 3 passing years are informed on the Notification to AGM which had delivered to the shareholders to consider in advance.

The Meeting acknowledged the interim dividend payment.

No additional shareholders and proxies attended the Meeting.

Resolution: This agenda was for acknowledgement, voting was not required, then it's requested to further pass for Agenda 5.

Agenda 5: To consider the Election of the Directors to replace those retiring by Rotation

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the Meeting that the present number of the Company's directors who have been registered with the Ministry of Commerce consists of nine. 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.

There were three directors to retire by rotation at this AGM as names below:

1. Mrs. Kanchana Saisiriporn Chairman and Chairman of the Corporate Governance
2. Mr. Manu Leelanuwatana Chairman of the Nomination Committee
3. Mrs. Watchanee Watanathawanwong Chairman of the Audit Committee

To nominate the directors to replace those who retire by rotation, the Nomination Committee had considered to set the regulations and guideline for the selection of directors who are retiring by rotation, which have to be in accordance with the charter and related definitions. By considering upon the appropriate qualifications of Board Diversity and qualifications that alignment with the strategy of the Company's business operation by implementing skill analysis, experience, knowledge and the director's expertise, or Board Skill Matrix. They must have leadership, vision, good ethics, morality and transparent working profile.

At the Nomination Committee's meeting, the name list of the directors was considered individually. The two directors from the Nomination Committee who retired by rotation, were Mrs. Kanchana Saisiriporn and Mr. Manu Leelanuwatana, they both did not vote for their election. They had left the Meeting Room during consideration on this

agenda. The Nomination Committee considered to propose the name list of three directors retiring by rotation to be re-elected for another term.

In this regard, the Board of Directors' meeting No. 2/2563 held on March 4, 2020 excluding the directors who are stakeholders, had a wide consideration and then agreed with the regulations and guideline of the meeting resolution of the Nomination Committee. The names of the three directors retiring by rotation had been proposed to be the Company's directors for another term.

Qualification of all candidates have been considered approval individually, which are appropriate to the Company's business operation. The all have knowledge, experience and expertise in various professions, leadership, wide vision and business achievement as well as the ability to express their opinion that comply with the related regulations independently.

Mrs. Watchanee Watanathawanwong, is the Company's independent director for more than nine years. Her qualification completes all entire required qualification as the Company's independent director. She has knowledge and experience with the ability to perform her duty as the independent director completely as well as the ability to express her opinion that comply with the replated regulations independently. Therefore, the Company Board has proposed Mrs. Watchane Watanathawanwong to continue to be the Company's independent director for another term.

Information of those proposed members for election at this AGM is described in enclosure No. 7

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. Kanchana Saisiriporn
 - Holding position as the Chairman of Oriental Salon Business Co., Ltd
 - Holding position as Vice Chairman of Shiseido Professional (Thailand) Co., Ltd.
- Mr. Manu Leelanuwatana
 - Holding position as the Director of I.C.C. International PLC

Then, the Managing Director and CEO requested the Meeting to vote the election of the three candidates who had been nominated for the position as the Company's director individually.

The Meeting acknowledged and considered individually.

On this agenda, no additional shareholders and proxies attending the Meeting.

Resolution: This agenda requested for majority votes of the shareholders' presented to the Meeting with casting votes.

1. Mrs. Kanchana Saisiriporn

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 46,676,356 shares

- Affirmative Vote 46,676,356 shares representing 100%
- Non-affirmative Vote -nil-
- Abstention -nil-
- Voided ballot -nil-

2. Mr. Manu Leelanuwatana

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 46,676,356 shares

- Affirmative Vote 46,676,356 shares representing 100%
- Non-affirmative Vote -nil-
- Abstention -nil-
- Voided ballot -nil-

3. Mrs. Watchanee Watanatawanwong

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

Total eligible shareholders at the meeting and have the voting rights 46,676,356 shares

- Affirmative Vote	46,676,256 shares	representing 99.9998%
- Non-affirmative Vote	100 shares	representing 0.0002%
- Abstention	-nil-	
- Voided ballot	-nil-	

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

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

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

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

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

In 2019, the AGM had approved a total yearly limit of the Board of Directors' remuneration not exceed Baht 6,000,000 of which Baht 4,684,000 had been actually paid as their meeting allowances and bonus.

For year 2020, 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 Baht 6,000,000. Whereas it shall exclude any regular payment or fringe benefit receiving as the 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-

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

Details of type of other compensation in comparison with the previous years appeared on the Enclosure No, 8 which had been delivered together with Notification of the AGM for the shareholders to make advance consideration.

Furthermore, the Managing Director and CEO informed the Meeting that according to Article 90 of Public Company Act 2535, which defined the payment of the board's remuneration must be approved by AGM with the votes not less than two-thirds of total votes of the shareholders attended at the Meeting.

The Meeting had considered and unanimously voted approval of the Board of Directors' remuneration for year 2020 within a limit of not exceeding Baht 6,000,000 and its allocation method as the Board's recommendation.

On this agenda, no additional shareholders attended the Meeting.

Total eligible shares of the shareholders who attended the Meeting and having voting rights were 46,676,356 shares.

- Affirmative Vote	46,676,356 shares	representing 100%
- Non-affirmative Vote	-nil-	
- Abstention	-nil-	
- Voided ballot	-nil-	

Agenda 7: Consideration for the Appointment of the Auditor and setting the Audit Fees.

On this agenda, Mrs. Teerada Ambhanwong, the Managing Director and CEO, assigned Mrs. Watchanee Watanathawanwong, the Chairman of the Audit Committee to present to the Meeting.

Mrs. Watchanee Watanathawanwong, the Chairman of the Audit Committee, informed the Meeting that Board of Director agreed with the proposal of the Audit committee to select DIA International Audit Co., Ltd to be the Company's Audit. By considering upon the previous performance, standard work with the independence, good reputation and audit fee amount. Due to the complete qualifications which are in accordance with the regulations of the Company and the Security Act and Security Exchange, therefore the Board of Director considered approval to appoint DIA International Audit Co., Ltd to be the Company's Auditor of 2020 as the name list below:

1. Mrs. Suvimol Chrityakierne, CPA registration No. 2982
 - The person who has endorsed the Company's financial statements since 2017 which was the 4th year or
2. Miss Suphaphorn Mangjit, CPA registration No.8125
 - Never signed her name on the Company's financial statements or
3. Mr.Nopparoeck Pitsanuwong, CPA registration No.7764
 - Never signed his name on the Company's financial statements

Detail of annual audit fee of 2020 are as below:

1-3 Quarter budget review	600,000 Baht
Annual budge audit	<u>560,000</u> Baht
Total amount	<u>1,160,000</u> Baht

The shareholders could find more detail of the auditors and amount of the audit fee in comparison form the Enclosure No. 9 as it had been delivered together with the Notification of the AGM.

In this regards, Mrs. Watchanee Watanathawanwong, Chairman of the Audit Committee informed the Meeting in additional to acknowledge the audit fee amount paid to the subsidiary company namely Amatissimo Co., Ltd, which has just registered the establishment on July 21, 2020, had been audited by the same auditor and the audit fee amount was Baht 80,000.

Prior to the vote for resolution, the Chairman of the Audit Committee informed the Meeting that according to the Article 121 of Public Company Act 2535, which defined the auditors must not be the directors, staffs, employees or holding any other positions in the Company. The three auditors as per above name list, are not the directors, staffs, employees or holding any other positions in the Company. They are independent and have no relationship or equity with the Company's executives in direct or indirect. They have independence to audit and express opinion toward the Company's financial statements.

On this agenda, no additional shareholders and proxies attended the Meeting.

Resolution: This agenda required majority votes of the shareholders presented to the Meeting with casting votes.

The Meeting had considered and unanimously approved to appoint the auditors and set audit fee amount for 2020 in accordance with the proposal of the Company's Board.

Total eligible shareholders at the Meeting with voting rights were 46,676,356 shares.

- Affirmative Vote	46,676,356 shares	representing 100%
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- Non-affirmative Vote -nil-
- Abstention -nil-
- Voided ballot -nil-

Thereafter, the Chairman of the Audit Committee conversed the agenda back to the Managing Director and CEO to proceed the next agenda in further.

Agenda 8: Consideration for the other matters (if any)

On the agenda, there was a minority shareholder who attended the Meeting in person and had inquiry as follows:

1. Mr. Thumrong Rujirattanawarakorn

Question: What is the Company’s marketing plan for the economic situation during 2020 – 2021?

Answer: Mrs. Teerada Ambhanwong, the Managing Director and CEO referred to all attendees that they all knew about the outbreak of COVID-19 coronavirus which impacted the economy to be depressed. The Company has adapted its business operation in the form of Digital Marketing by having Mr. Thitipoom Chokwatana who is the Company’s director and has expertise with IT, to be our adviser and introduce us to assess new technology and various platforms. The Company also sources new products for distributing and increasing in-come. Re-branding of KMA cosmetics can reach to the consumers. Also, the Company has joined the investment to establish the new company; Amatissimo Co., Ltd which operates the business of baking/selling the bread and bakery for expanding the business and investment channels.

2. Mr. Kasem Chaimongkolsawasdi

Question: Why the Company opens hair salon/beauty salon of its own, because in Thailand no company has this kind of business franchise by having application to inform the location of the franchised salons.

Answer: Mrs. Teerada Ambhanwong, the Managing Director and CEO replied that at present time, the Company operates hair salon business under the name “Easy Cut” which emphasize on fast and saving service. Now, there are 18 branches available on MRT station and some department stores. During the city lockdown period, this impacted to our business but now we are back for opening the shops as normal service. Regarding to the beauty salon as inquired, for this kind of salons, they are the Company’s customers. Therefore, the Company has a policy to support and activate the sales amount of the consumers to grow up together. Furthermore, the Company has its own beauty salon that is opened for giving beauty service at the 1st floor of head quarter office of the Company. On this agenda, Mrs. Kanchana Saisiriporn, the Company’s Chairman had invited the shareholders to try the hair cutting service at Easy Cut shops.

Question: As the Company’s operating performance is decreased both revenue and profit, during the year 2020-2022, will this have tendency to increase?

Answer: Mrs. Teerada Ambhanwong, the Managing Directors and CEO informed that the Company has loss during the lockdown period. In July 2020, the performance result of the Company has gained the profit. If the situation is better and no lockdown for the second time, the Company is expecting to gain more profit.

Question: At the department store, there are more seller than buyer, the expectation for the growth of sales amount from this channel seems to be difficult. Online business is recom-mended as it response to customers’ demand.

Answer: Mrs. Teerada Ambhanwong, the Managing Director and CEO informed the Meeting that at present time, the Company sell the products through online channels. The products comprise of existing goods and new goods which have their features meeting with online channels. Overall, the Company has operated the online business to be in line with the sug-gestion of the shareholders. If there is other suggestions, the Company is welcome for con-sidering to adjust for the future.

After that, no shareholder proposed any other issues, the Managing Director and CEO has conversed the agenda to the Chairman. Thereafter, the Chairman expressed her thanks to all shareholders for attending the Meeting and then declared closing the AGM No. 26.

The Meeting was declared adjourned at 15.54 hrs.

Kanchana Saisiriporn
(Mrs. Kanchana Saisiriporn)
Chairperson

Certified True & Correct

<i>Teerada Ambhanwong</i>	<i>Manu Leelanuwatana</i>
(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.นางวัชณี วัฒนถวัลย์วงศ์.....อายุ68 ปี อยู่บ้านเลขที่.729/4-7 ถนน.รัชดาภิเษก.....

Mrs. Watchanee Watanathawanwong age years, resides at Road Radchadaphisek

ตำบล/แขวง.....บางโพธิ์พวง.....อำเภอ/เขต.....ยานนาวา.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.10120. หรือ

Tambol/Khwaeng Bangpong pang Amphur/Khet Yannawa Province Bangkok Postal Code or

3.นายวันชัย อู่พิงอาดตม์.....อายุ74 ปี อยู่บ้านเลขที่.729/4-7 ถนน.รัชดาภิเษก.....

Mr. Wanchai Umpueng-Art age years, resides at Road Radchadaphisek

ตำบล/แขวง.....บางโพธิ์พวง.....อำเภอ/เขต.....ยานนาวา.....จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.10120. หรือ

Tambol/Khwaeng Bangpong pang Amphur/Khet Yannawa Province Bangkok Postal Code or

4.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

age years, resides at Road

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

Tambol/Khwaeng Amphur/Khet Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 27 ในวันที่ 26 เมษายน 2564 เวลา 11.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf of the Ordinary Shareholders Meeting No. 27 on April 26, 2021 at 11.00 am at the Chao Praya 1 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangkok, Khet Bangkok, Bangkok 10120 or at any adjournment thereof

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน) ครั้งที่ 26 เมื่อวันที่ 3 สิงหาคม 2563

Agenda 1 To consider and certify the Minutes of the 26th AGM of O.C.C. Public Company Limited held on 3 August 2020.

- (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 2563

Agenda 3 To consider and approve the Company's financial statements of the fiscal period ended 31 December 2020.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|----------------------------------|-------------------------------------|----------------------------------|
| เห็นด้วย | ไม่เห็นด้วย | งดออกเสียง |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล

Agenda 4 To consider and approve the allocation of profit and dividend payment.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The proxy shall vote as per my/our intention as follows:
- | | | |
|----------------------------------|-------------------------------------|----------------------------------|
| เห็นด้วย | ไม่เห็นด้วย | งดออกเสียง |
| <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกวาระหนึ่ง

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of each individual director

ชื่อกรรมการ: นายคณิต คุณาวุฒิ

Name of Director: Mr. Knit Kounavudhi

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ: นายวรเทพ อัสวเกษม

Name of Director: Mr. Worathep Assavakasem

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ: นายจิตติภูมิ โชควัฒนา

Name of Director: Mr. Thitipoom Chokwatana

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

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

ใบประจำต่อแบบหนังสือมอบฉันทะ

ALLONGE OF PROXY

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 27 ในวันที่ 26 เมษายน 2564 เวลา 11.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียรริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 27 on April 26, 2021 at 11.00 a.m. at Chao Praya 1 room, the Montien Riverside Hotel, No. 372, Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or any adjournment thereof.

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

Information of Independent Directors Proposed to be Shareholders' Proxies



1. **Name-Surname** Mrs. Watchanee Watanathawanwong
Title Chairperson of the Audit Committee
Age 68 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 -
-



2. **Name-Surname** Mr. Wanchai Umpueng-Art
Title Audit Committee
Age 74 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 72 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.

Documents and Evidence Required to Present before Attending the Meeting

The registration of 27th 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** Mr. Knit Kounavudhi**Age** 72 years**Education Qualifications**

- Master Degree Educating Management Lynchburg College, Virginia, USA.
- Bachelor Degree Visual Art Lynchburg College, Virginia, USA.
- Bachelor Degree Dramatic Arts – Design Lynchburg College, Virginia, USA.

Directorship Training

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

Years of directorship 6 years (since 2015)**Term of director** 3 years**Holding period of position included the end of proposed term** 9 years

Position in the Company Audit committee member and Independent director
Corporate Governance committee member

Work experience

- **Position in other listed companies** 1 company
 - True Visions Plc during 1996 - present Current position: Local production consultant
- **Position in other companies (Non-listed companies)** 1 company
- **Position in companies having same type of business and/or competition with the company's business** -None-
- **Expertise** Marketing and Strategy

O.C.C. PLC shareholding (included shares of spouses and minor children) – None-**Type of Director Proposed** Independent Director which passed the Nomination Committee's consideration and agreed by the Board of Directors

Prohibited Characteristics -No criminal record of property-related offences committed fraudulently
-No history of transactions that may have conflicts of interest with the Company in the past year.

Meeting attendance in 2020

▪ Board of Directors	10/10 times
▪ Audit Committee	12/12 times
▪ Corporate Governance Committee	2/2 times
▪ AGM	1/1 time

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

<ul style="list-style-type: none"> ▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage 	-is not-
<ul style="list-style-type: none"> ▪ is/ is not a professional service provider (such as auditor, legal advisor) 	-is not-
<ul style="list-style-type: none"> ▪ 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-
<ul style="list-style-type: none"> ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies 	-is not-
<ul style="list-style-type: none"> ▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders 	-is not-

Curriculum Vitae of Nominated Director

Name-Surname Mr. Worathep Assavakasem

Age 54 years



Education Qualifications

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

Directorship Training

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

Years of directorship 3 years (since 2018)

Term of director 3 years

Holding period of position included the end of proposed term 6 years

Position in the Company Director

Work experience

- **Position in other listed companies** 1 company
 - Thai Wacoal Plc. Year 2014 - 2019 Position : Executive Director
- **Position in other companies (Non-listed companies)** 6 company
- **Position in companies having same type of business and/or competition with the company's business** 1 company
 - M.I.L. (Thailand) Co.,Ltd. Year 2017 to present Present Position : Managing Director
- **Expertise** Marketing, Business Development, Distribution, Strategic Planning and Management.

O.C.C. PLC shareholding (included shares of spouses and minor children) – None-

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

Prohibited Characteristics -No criminal record of property-related offences committed fraudulently
-No history of transactions that may have conflicts of interest with the Company in the past year.

Meeting attendance in 2020

▪ Board of Directors	10/10 times
▪ AGM	1/1 time

Curriculum Vitae of Nominated Director

Name-Surname Mr. Thitipoom Chokwatana

Age 44 years



Education Qualifications

- Bachelor Degree - Computer Science Seattle University, United State of America

Directorship Training

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

Years of directorship 2 years (since 2019)

Term of director 3 years

Holding period of position included the end of proposed term 5 years

Position in the Company Director

Work experience

- **Position in other listed companies** -None-
- **Position in other companies (Non-listed companies)** 5 company
- **Position in companies having same type of business and/or competition with the company's business** -None-
- **Expertise** Information Technology

O.C.C. PLC shareholding (included shares of spouses and minor children) 349,450 shares ratio 0.58%

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

Prohibited Characteristics -No criminal record of property-related offences committed fraudulently
-No history of transactions that may have conflicts of interest with the Company in the past year.

Meeting attendance in 2020

▪ Board of Directors	6/10 times
▪ AGM	1/1 time

**Accompanying documents for
Agenda 6 Considering Directors' Remuneration**

The Board of Directors' Meeting No. 2/2021 had approved determination in accordance with the guidelines of the Remuneration Committee by approving an appropriation of the remuneration of the Board of Directors in comparison with remuneration's information of directors of the companies having similar business and size to be complied with knowledge and ability as well as the performance of the Company. Detail of payment for the remuneration of the Company's directors for the year 2020 was at the limit of not exceeding Baht 6 million as it had been approved at the 26th AGM on Monday 3 August 2020.

For the year 2021, the Board of Directors deemed appropriate to propose to the AGM for considering to determine remuneration of directors to be in accordance with the same regulations of previous year, which is the same limit of not exceeding Baht 6 million. It can be classified into different types of compensation compared to the previous year as follows:

Remuneration Type	Year 2020	Year 2019	Year 2018
▪ Meeting Allowance	1,252,000.00 Baht	1,154,000.00 Baht	1,117,000.00 Baht
▪ Director Bonus	3,340,000.00 Baht	3,530,000.00 Baht	3,630,000.00 Baht
Total	4,592,000.00 Baht	4,684,000.00 Baht	4,747,000.00 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.

Accompanying documents for

Agenda 7 Considering appointment of Auditor and setting its audit fees

The Board of Directors' Meeting No. 2/2021 had approved the appointment of the Company's auditor which has been proposed and approved by the Audit Committee, by considering on working performance, good standards, independence, reputation and audit fees. It has qualification as required by Articles of Association and regulations of SEC and SET. Annual audit fees amount for the year 2021 and has deemed to propose at AGM are as follows:

1. Propose to appoint the auditor from DIA International Audit Co., Ltd. to be the Company's auditor for 2021. Anyone of its following auditor members will be authorized to conduct auditing and sign the Company's financial statements:
 - Mrs. Suvimol Chrityakierne, CPA registration No. 2982
who has endorsed the Company's financial statements since 2017, being 5th 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 or
 - Mr. Joompoth Priratanakorn CPA registration No.7645
Has never been a signatory in the Company's Financial Statements or
 - Miss Somjintana Pholhirunrat CPA registration No.5599
Has never been a signatory in the Company's Financial Statements or
 - Mr. Wirote Satjathamukul CPA registration No.5128
Has never been a signatory in the Company's Financial Statements
2. Rate of audit fee compared to previous year

Year	2021	2020
1. Reviewed Q1-3 Statements	600,000 Baht	600,000 Baht
2. Audited annual financial statements	560,000 Baht	560,000 Baht
3. Reviewed consolidated financial statements for Q1-3	30,000 Baht	(only Q3) 10,000 Baht
4. Audited consolidated financial statements	20,000 Baht	20,000 Baht
Total	1,210,000 Baht	1,190,000 Baht

And propose to acknowledge the audit fee of the subsidiary namely Amatissimo Co., Ltd, which used the same auditor and compared the audit fee of previous year.

Year	2021	2020
1. Reviewed Q1-3 Statements	30,000 Baht	(Q3) 10,000 Baht
2. Audited annual statements	100,000 Baht	80,000 Baht
3. Reviewed the Purchase Price Allocation of acquisitions	-	50,000 Baht
Total	130,000 Baht	140,000 Baht

3. Other services –None-

In this regard, the Audit Office and the auditors listed above are not directors, employees, staffs. They all are independent and have no relationship or other interests with the executives of the Company/its subsidiaries, either directly or indirectly.

O.C.C. Public Company Limited

The Company's Articles of Association Related to AGM

General Meeting of Shareholders

Article 33 The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.

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

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

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

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

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

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

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

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

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

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

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

Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting

shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

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

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

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

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

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

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

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

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

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

Dividend Payment

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

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

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

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

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

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

Qualification, Election and Term Expiration of Directors

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

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

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

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

Article 19 The directors shall be natural persons and shall

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

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

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

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

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

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

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

Article 30 No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in 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.

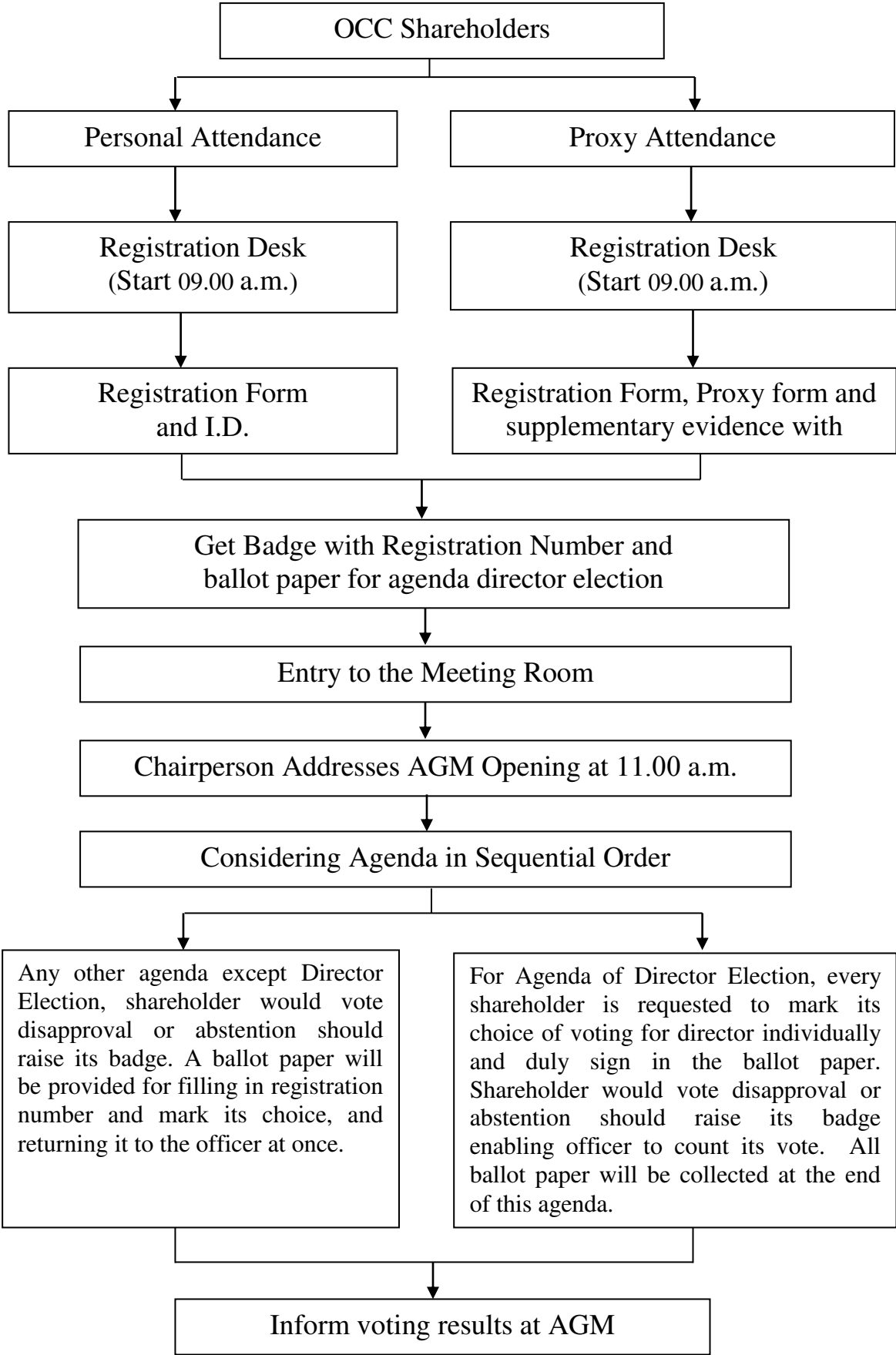
Article 51 A remuneration of an auditor shall be determined by a shareholder meeting.

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 27th AGM Attendance
O.C.C. Public Company Limited
Monday, April 26, 2021



**The usage of QR Code for downloading
the documents of 2021 Annual General Meeting of Shareholders**

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd, who is the securities registrar, has developed a system for the listed companies in the Stock Market to send notification to attend AGM with related documents and annual report in the form of QR Code. Therefore, shareholders are able to get the information conveniently and rapidly.

The aforementioned documents could be downloaded from the QR Code (as shown in Enclosure No. 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 2020, 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

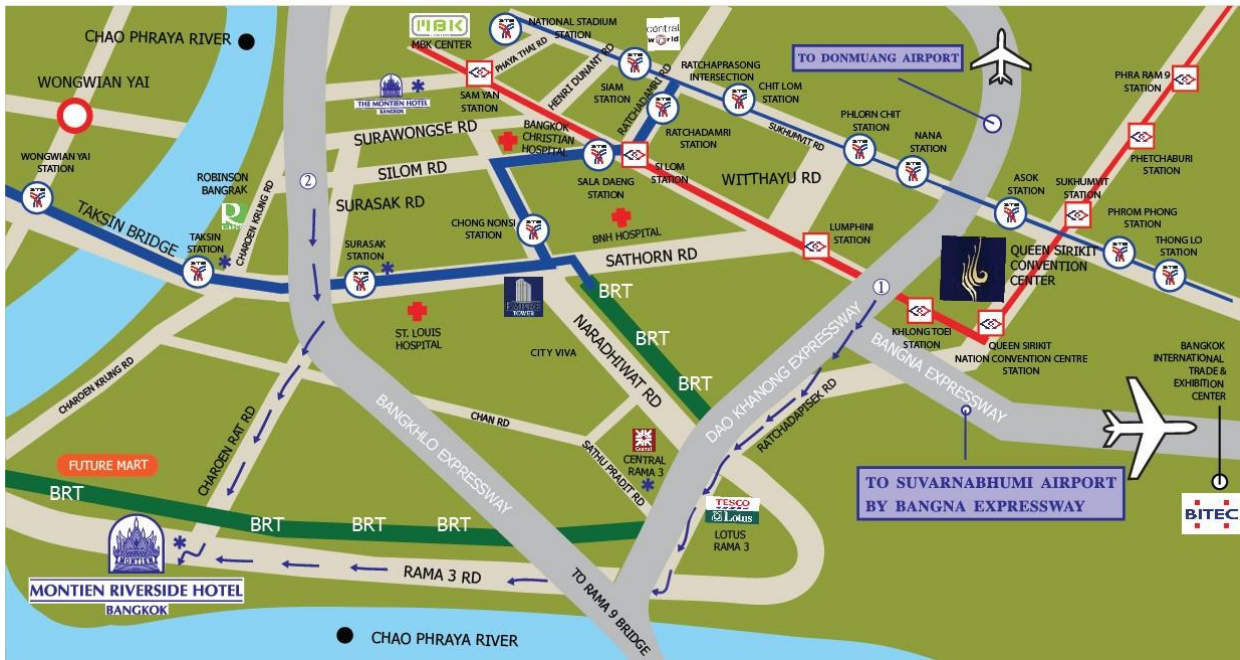
**Measures and Guidelines for holding the 2021 Annual General Meeting of Shareholders
Under the Circumstance of Coronavirus 2019 (COVID-19)**

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. 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.
 - 2.2 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.)
 - 2.3 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.
 - 2.4 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 50, 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.
 - 2.5 Before meeting, the Company will emphasize the staff venue to clean the meeting room in advance.
 - 2.6 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.
 - 2.7 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 cause.

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



- ① Exit **SATHU PRADIT** then go straight and **turn right** at **RAMA 3 ROAD**, the hotel is 1Km. away on the left handside.
- ② Exit **CHAN ROAD** into Charoenrat Road then go straight and **turn right** at **RAMA 3 ROAD**, stay on the left lane to turn left into the hotel. If you miss **CHAN ROAD** you must exit **BANG KHLO EXIT**, **turn right** at Rama 3 Road, the hotel is 1Km. away on the left handside.

* Shuttle bus to Central Department Store Rama 3, Montien Bangkok and Sky Train Stations : Taksin, Surasak.

■ System (BTS) Sky Train Station
 ■ MRT
 ■ BRT Station
 ■ Expressway