



O.C.C. Public Company Limited
Documents for 28th Annual General Meeting for the Year 2022
on Monday, April 25, 2022 at 14.00 p.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. 15/2565

April 1, 2022

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

Invitation to 28th Annual General Meeting

Enclosure:

1. Copy of 27th AGM Minutes
2. Annual Report 2021 included the Board of Directors' Annual Report and Financial Statements as ended 31 December 2021 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 2022 Annual General Meeting of Shareholders
13. Requisition Form for printed Annual Report
14. Measures and guidelines for the 2022 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 28th AGM to be held Monday, April 25, 2022 at 14.00 p.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 27th AGM of O.C.C. Public Company limited on Monday, April 26, 2021

Facts and reason: The 27th AGM was held on Monday, April 26, 2021 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 2021 was published in printed Annual Report 2021 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 2021.

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, 2021

Facts and reason: The Company's financial statement as of December 31, 2021 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 2021 as the financial statement summary below:

	Consolidated Financial Statements	Separate Financial Statements
- Total Assets	1,222,790,094.00 Baht	1,217,361,906.00 Baht
- Total Liabilities	191,632,069.00 Baht	186,474,624.00 Baht
- Total Revenue	762,831,097.00 Baht	749,649,230.00 Baht
- Net Profit (Loss)	(2,887,428.00) Baht	1,081,808.00 Baht
- Profit per share	(0.03) Baht	0.02 Baht

Details of the financial statements 2021 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, 2021.

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 2021, the Company loss for the year amounted to Baht 2,887,428.

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 0.05 (five Satang) per share for all of the Company's shareholders with 60,000,000 shares, totaling Baht 3 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 5, 2022 and dividend payment shall be paid on May 24, 2022. The comparison of dividend payment during the past 3 years is as follows;

Year	2021	2020	2019 (Interim Dividend Payment)	2018
Profit (Loss) (Baht)	(2,887,428.00)	5,112,927.00	31,559,805.00	169,094,491.00
Price of Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.05	0.15	0.25	0.80
Total Dividend Amount (Baht)	3,000,000.00	9,000,000.00	15,000,000.00	48,000,000.00
Dividend Payout Ratio (%)	N/A	176.02%	47.53%	28.39%

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

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

Facts and reason: According to the Company's regulation article No.21, one – third of the total Directors must retire every AGM. If it cannot be divided into three parts exactly, the nearest to one-third is applicable. Those Directors can be re-elected. In this AGM, there are 3 Directors who will retire namely as follows:

1. Mrs. Teerada Ambhanwong
2. Mrs. Tipaporn Chokwatana
3. Mr. Wanchai Umpueng-art

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 considered the names of the directors individually. Mrs. Teerada Ambhanwong, the Director who has interests of Nomination Committee whose term ended did not participated in voting for herself by leaving the meeting at the time of consideration of her name. In this regard, the Nomination Committee agreed to nominate 3 directors whose term ended to the Company's Board of Directors meeting to considerate and propose all 3 persons to be elected to serve as directors for another term.

The Board of Directors' meeting No. 2/2022 held on 9th March 2022, 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; Mrs. Teerada Ambhanwong Mrs. Tipaporn Chokwatana Mr. Wanchai Umpueng-art 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. Wanchai Umpueng-art has been an independent director for 9 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. Wanchai Umpueng-art 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.22-25)

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 2021. 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 28th 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 2021, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,469,000 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 2022, 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 2022 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 2022 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 2022, which uses the same auditor amounting to Baht 146,000. 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 2022.

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 2022 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 146,000. 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 2022 Annual General Meeting of Shareholders under the circumstance of the outbreak of Coronavirus 2019 (COVID-19) in accordance with Enclosure 14. The Company is required for cooperation of the shareholders to appoint the Company's Independent Directors, as per name list on the Enclosure 5, to attend the meeting and vote on their behalf by using the proxy forms which are enclosed herewith or to download the proxy form A, form B or form C (proxy form C is available for the shareholders who are foreign investors and appoint the Custodian in Thailand to be depositors and take care for their shares) form the Company's website at www.occ.co.th or in printing format as prescribed by the Ministry of Commerce with only one type as specified. Printing proxy is required to send by registered mail at least 3 days in advance before the meeting, for convenience and quickness to check the documents. (Proxy Form are Enclosure 4)

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

All shareholders can register for meeting attendance at the mentioned venue from 12.00 p.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. 27
Monday, April 26, 2021**

The 27th Annual General Meeting of Shareholders of O.C.C. Public Company Limited was held in Chao Phraya Room 1, Montien Riverside Hotel, No. 372 Rama 3 Road, Bangkok Sub-District, Bang Kho Laem District, Bangkok.

The Record Date for shareholders having rights to attend the 27th Annual General Meeting of Shareholders was on 24 March 2021. There were totally 585 shareholders holding altogether 60,000,000 shares.

The meeting date was on Monday, 26 April 2021. The total number of shareholders and proxies attending the meeting were as follows:

- Shareholders attending the meeting in person 10 shareholders Total number of shares 3,111,395
- Shareholders attending the meeting by proxy 33 shareholders Total number of shares 44,598,235

Total number of attendances and proxies were 26 persons, 43 shareholders, representing 47,709,630 shares or equivalent to 79.52 percent of the total issued and paid up shares, then the meeting constituted a quorum in accordance with Article 36 of the Company's Article of Association, which required shareholders and proxies from the shareholders of not less than 25 persons or less than half of all shareholders. And must have shares in aggregate not less than one third (1/3) of the total number of shares already issued and paid-up.

Total number of the Company's Board of Directors attending the meeting was 9 persons or equivalent to 100% of total numbers of the Company's director as follows:

- | | | |
|----|---------------------------------|--|
| 1. | Mrs. Kanchana Saisiriporn | Chairman of the Board of Directors
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 Assavakasem | Director |
| 6. | Mrs. Watchanee Watanathawanwong | 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 11.00 hrs.

Mrs. Kanchana Saisiriporn, Chairman of the Board acting as Chairman of the meeting and addressed the opening of the meeting, then thanked to all shareholders for attending the meeting.

Before the meeting began, Chairman of the meeting informed that due to the 2019 coronavirus (COVID-19) pandemic, the Company was concerned for the health of all meeting attendees. Therefore, the Company had set up disease control measures to screen meeting attendees with the guidelines as informed to everyone together with the AGM's Notification for the meeting to please follow to the Company's preventive measures.

Then, Chairman of the meeting introduced members of the Board of Directors one by one as above name list and representatives of the Company's auditor, executive committee, the Company Secretary and representatives of the Company's legal advisors who also attended the meeting and acted as the witnesses for the vote-counting procedure as follows:

Auditors from DIA International Company Limited.

- | | | | |
|----|--------------|---------------|----------------------|
| 1. | Mrs. Suvimol | Chrityakierne | Registration No.2982 |
|----|--------------|---------------|----------------------|

Executive Committee

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

Company Secretary

- Mrs. Choopan Imthong

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

- Miss Supanee Learngsatit

The Chairman informed the meeting that the 27th Annual General Meeting of Shareholders, the Company granted the shareholders the entitlement to propose agendas and/or nominate candidates to be elected as directors during the period of December 1 – 30, 2020 in advance by providing information to the shareholders via 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 of Directors. No shareholder expressed intent to exercise such rights, therefore no additional agenda to be proposed by the shareholders.

Thereafter, Chairman of the meeting assigned Mrs. Teerada Ambhanwong, the Managing Director and CEO and the Company Secretary to proceed the meeting.

The Company Secretary informed the meeting to acknowledge the voting procedures of this meeting to comply with Articles 43 of the Company's Articles of Association. One share will be counted as one vote, and the voting will 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 will be deducted from the total votes present at the meeting, in order to arrive at the number of approval votes for each agenda.

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

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

In the case where the shareholders or proxies arrive for the registration after the meeting had already commenced, said shareholders or proxies would be allowed to cast vote only for the remaining agendas that not yet entering the consideration. The Company would then add the number of shareholders or proxies so arrived, to the total meeting quorum, for such remaining agenda for further recording in the meeting minutes. The Company would report to the shareholders just in case there are additional shareholders or proxies at the meeting. In order to facilitate vote-counting procedure in a transparent manner, the Company applied the barcode system to the vote-counting procedures, thereby allowing all shareholders to view the voting result for each agenda clearly on screen at the same time. The Company's directors who are shareholders will request their rights for approved votes in accordance with the Board's proposal on each agenda. In the case that the shareholders appointed proxies to the directors, the resolution will be in accordance with the shareholders' notice as defined on proxy form.

In this meeting, shareholders who have queries, they will write down the questions on the papers that are provided upon the meeting registration and then pass them to the Company's staffs.

Agenda 1: To approve and adopt the minutes made at the 26th AGM of O.C.C. Public Company limited held on Monday 3 August 2020

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the minutes of the 26th Annual General Meeting of Shareholders held on Monday, 3 August 2020 was sent to the Stock Exchange of Thailand within 14 days subsequent to the meeting date and was sent to the Department of Business Development of Ministry of Commerce within the period as law required, 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 Annual General Meeting of Shareholders that was recorded in the form of QR Code and it had been sent to the shareholders in advance together with the AGM's Notification. The Board considered that the meeting minutes was duly and accurately recorded and completely in accordance with the AGM's resolution and requested for approval consideration.

In this agenda, there was one additional shareholder representing 100 holding shares, equivalent to 0.00%. Then, total number of shareholders who attended the meeting at this time were 27 attendances of 44 registrants with 47,709,730 shares in total or equivalent to 79.52% of the total shares.

Resolution: This agenda requires majority votes cast by shareholders present at the meeting and eligible to vote.

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

Total shares of eligible shareholders at the meeting were 47,709,730 shares as follows:

- Approved	47,709,730 shares	representing 100%
- Disapproved	-nil-	
- Abstained	-nil-	
- Voided ballot	-nil-	

Agenda 2: To acknowledge the Company's 2020 operating results

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the Company's performance for year 2020 was published in the 2020 annual report and recorded it in the form of QR Code. The Company earlier sent out it to the shareholders in advance together with the AGM's Notification.

Overall of Thai economy in 2020 had a shrinking direction from domestic and international demand affected by the coronavirus or COVID-19 pandemic. According to the strict outbreak control measures both in the country and

abroad, it has affected economic activity broadly. The tourism sectors have been disrupted by travel restrictions. This includes export sectors affected by much weaker demand from trading partners. There has been a continuing slowdown in economic activity in almost all sectors, both consumption and investment of private sectors as well as industrial production that remains shrink. For spending and investment of government sectors, it has been a high expansion from the acceleration of annual budget disbursements. However, the government and related sectors have gradually issued periodic measures to boost spending and mitigate economic impacts but consumer purchasing power remained sluggish. This is in line with consumers' confidence index that remains low.

According to the economy that was not recovered, consumers remained have high level of existing household debt burden, thus spending was slowed down by purchasing goods as necessary and consuming a limited amount. Therefore, it affected the operations of all business sectors more or less.

In 2020, the Company's total revenue was Baht 879.64 million, when compared to previous year the decrease was 22.78%. The income that earned from the sales was Baht 862.89 million, it de-created 23.46% of previous year. The income that earned from other operations was Baht 16.75 million. It increased 41.50 % from previous year. The Company's profit before the corporation income tax was Baht 6.14 million, it decreased Baht 32.69 million or 84.20% of previous year. After the deduction of corporation income tax, the net profit was Baht 5.11 million which decreased 83.80% from previous year.

The Company's current financial structure has been at a consistently strong level for many years. There are several indicators of significant financial ratios that can reflect an excellent liquidity. In 2020, the Company had its current liabilities of Baht 286.26 million, representing 2.45 times of liquidity ratio. The Company's ratio of debt to equity was 0.28 times, which it was in low level.

For anti-corruption, the Company continues to commit to all forms of anti-corruption operations as follows:

1. Review the anti-corruption policy and the practice of anti-corruption policy compliance in order to comply with the operation, responsibility and practical guidelines to prevent corruption of the Company's personnel.
2. The anti-corruption policy has been adopted as part of human resource management, from personnel recruitment, orientation, performance evaluation, remuneration determination and promotion.
3. Supervision to prevent and monitor fraud risks and evaluate the performance in accordance with anti-corruption policy compliance.
4. To conduct a training course to educate the understanding of the principles of enterprise's corporate governance and anti-corruption to instill awareness for the Company's personnel.
5. To communicate and have the public relations of anti-corruption policy and related regulations to the third parties and the Company's personnel continuously, as well as to communicate with business partners to recognize the importance of anti-corruption and encourage them to join the anti-corruption network.

In 2020, the Company found no issuances that have significant concerning to any corruption.

The Meeting duly acknowledged the Company's business operation performance during the fiscal year 2020.

In this agenda, no additional shareholder and proxy was attended the meeting.

Resolution: As this agenda was just for acknowledgement without voting requirement, then it was moved ahead to determine the Agenda 3.

Agenda 3: To consider and approve the Company's Financial Statements for the year end as at 31st December 2020

Mrs. Teerada Ambhanwong, the Managing Director and CEO, requested the meeting to consider approval of the Company's financial statements for the year ended December 31, 2020 which were prepared in accordance with the Accounting Standards and Generally Accepted Accounting Practices. They were audited and certified by public certified accountants, and agreed by the Audit Committee. The Company published them in printed 2020 Annual Report and in QR Code format of which a copy had already been forwarded to shareholders in advance together with this meeting invitation letter as summarized as follows:

	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

Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

The meeting considered and unanimously voted approval of the Company's financial statements for the year ended December 31, 2020.

The total number of shares of the shareholders who attend the meeting and cast their votes, was 47,709,730 shares as follows:

- Approved 47,709,730 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Agenda 4: To consider and approve profit allocation and dividend payment

Mrs. Teerada Ambhanwong, the Managing Director and CEO informed the meeting that during the fiscal year 2020, the Company had a net profit of 5,112,927 Baht (Five million, one hundred twelve thousand, nine hundred and twenty seven Baht only). The Company had already fulfilled the legal 10% reserve of its registered capital.

The Board of Directors had proposed the shareholders' meeting, to consider and allocate profits to pay dividends in accordance with the Company's policy by commencing on actual performance of the Company and economic situation as significant to the shareholders, representing 60 million shares with the rate of Baht 0.15 (fifteen Stang) per share. Total amount was Baht 9 million, equivalent to 176.02 % of net profit of fiscal year 2020. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 25%. An individual shareholders shall be entitled to a tax credit according to Section 47 bis of the Revenue Code

The list of shareholders having rights to receive dividends for 2020 performance was fixed on May 7, 2021. The dividends are scheduled to be paid on May 25, 2021. Comparison detail of the net profit and dividend paid for past three years were stated on the AGM's Notification and recorded it in QR Code which it has sent out to the shareholder for consideration in advance.

Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

The meeting approved as unanimously vote for dividend payment at Baht 0.15 Baht (fifteen Stang), per share by paying from the Company's accumulated profit tax at the rate proposing by the Board of Directors in all respects

Total eligible shareholders who attended the meeting were 47,709,730 shares as follows:

- Approved 47,709,730 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Agenda 5: To approve the appointment of the directors to replace those retiring by rotation

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

Three directors who had completed their terms for this AGM are as follows:

1. Mr.Knit Kounavudhi Independent Director and Audit Committee Member
2. Mr.Worathep Assavakasem Director
3. Mr.Thitipoom Chokwatana Director

Nomination of the directors to replace the ending directorship term, the Nomination Committee considered the guidelines for the selection of directors who retired according to its term. The Nominating Committee has determined the criteria and methods for nominating which conform to the Charter and related regulations by considering the candidates' qualifications in terms of Board Diversity and qualifications that are in accordance with the strategy of the company's business operation by using the analysis of skills, experience, knowledge and expertise of the board, or Board Skill Matrix, having leadership, sound vision, good ethics and morality with transparent resume.

The Nomination Committee's meeting has considered the names of directors individually, which the Nomination Committee's meeting and agreed to nominate all 3 directors who prescribed to retire to serve as directors for another term.

To the Board of Directors' meeting No. 2/2021 held on 10 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 to continue their duties for another term.

Therefore, 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 Kounavudhi 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 Kounavudhi to continue to be an independent director.

For information of these 3 persons, shareholders can study it from the Attachment No. 7 which was submitted with AGM's Notification in the form QR code for their consideration in advance.

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.

In this regard, the Managing Director and CEO informed the meeting that one person who was proposed to be the director, holding the position as the director of the company which has the same kind of business and in competitive with the Company namely Mr.Worathep Assavakasem. He is the Managing Director of M.I.L. (Thailand) Company Limited.

Therefore, the Managing Director and CEO requested the quorum to vote the election of the three candidates who were nominated to be the Company's director individually.

The Meeting acknowledged and individually determined.

This agenda, no additional shareholders and proxies attending the meeting.

Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

1. Mr. Knit Kounavudhi

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,709,730 shares

- Approved 47,709,730 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

2. Mr.Worathep Assavakasem

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,709,730 shares

- Approved 47,709,730 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

3. Mr.Thitipoom Chokwatana

Unanimous approvals were reached at this AGM as follows:

Total eligible shareholders at the meeting and have the voting rights 47,709,730 shares

- Approved 47,709,730 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Therefore, the Board of Directors of O.C.C. Public Company Limited at the present time comprises of 9 directors as follows:

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

Mrs. Watchanee Watanathawanwong, Mr. Wanchai Umpueng-Art and Mr. Knit Kounavudhi were Independent Directors.

Agenda 6: To approve the remuneration of the Board of Directors

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that according to the Article 90 of Public Company Act 2535 and the Company Regulation Article 32, it is not allowed to give any money or property to the directors, unless payment as compensation based on rights and other benefits, normally as a director of the Company.

In 2020, the AGM approved the limit of the Board of Directors' remuneration not exceed Baht 6 million. Actual paid amount for meeting allowance and director's pension, was Baht 4,592,000.

For year 2021, the Board of Directors approved resolution in accordance with the Remuneration Committee's guideline by having remuneration's rate that was appropriated with their knowledge, capabilities, the

Company's performance and the Board of Directors' performance evaluation by comparing with information of the companies having similar business type and scale. Thus, it would be appropriated to propose the AGM to fix remuneration's limit of the Company's directors not exceeding Baht 6 million. Anyway the amount excluded the remuneration and welfare which the Company's directors received as the Company's employees or staffs. The criteria for remuneration of the Board of Directors were proposed as follows:

Meeting Allowance

- Board of Directors – paying only Directors who attend the meeting at Baht 6,000 each
- Audit Committee
 - Chairman of Audit committee at Baht 20,000 each
 - Audit Committee member at Baht 15,000 each
- Executive Committee – paying only executive member who attend the meeting at Baht 5,000 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 Baht 5,000 each

Director Pension

Paying 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 overall remuneration of the Board of Directors must not exceed the limit approved by AGM.

Detail of types of other compensation, in comparison with previous year, was published in Attachment no. 8. It was sent together with the AGM's Notification, which was recorded in the form of QR Code for the shareholders to have an advance consideration.

Then, the Managing Director and CEO informed the meeting to know about the resolution vote on this agenda, that according to Article 90 of Public Company Act 2535, the remuneration of the Company's directors must be approved by not less than two-thirds of total votes of the shareholders who attended the meeting.

The meeting considered and unanimously voted approval of the remuneration of the Company's Board of Directors' for year 2020 with a limit of not exceeding Baht 6 million and its allocation method as per the criteria as proposed by the Company's Board.

In this agenda, no additional shareholder or proxy attended the meeting.

Total eligible shareholders who attended the meeting and cast their votes were 47,709,730 shares as follows:

- Approved 47,709,730 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Agenda 7: To approve the appointment of the auditor and auditor's fees

For this agenda, Mrs. Teerada Ambhanwong, the Managing Director and CEO, has assigned Mrs. Watchanee Watanathawanwong, Chairman of the Audit Committee to present it to the meeting.

Mrs. Watchanee Watanathawanwong, Chairman of the Audit Committee, informed the meeting that Board of Director approved the proposal of the Audit committee to select the Company's auditor by considering from the management of its performance during the past years, having the standard practice, independence, well known and amount of audit fees. With the perfect qualifications in accordance with the regulations of the Company and Securities and Exchange Commission. Therefore the Board of Director considered an approval to appoint DIA International Audit Co., Ltd., to be the Company's auditors for 2021 as following name list:

1. 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
2. Miss Suphaphorn Mangjit, CPA registration No.8125
 - Has never been a signatory in the Company's Financial Statements or
3. Mr.Nopparoek Pitsanuwong, CPA registration No.7764
 - Has never been a signatory in the Company's Financial Statements or
4. Mr. Joompoth Priratanakorn Registration No.7645
 - Has never been a signatory in the Company's Financial Statements or
5. Miss Somjintana Pholhirunrat Registration No.5599
 - Has never been a signatory in the Company's Financial Statements or
6. Mr. Wirote Satjathamukul Registration No.5128
 - Has never been a signatory in the Company's Financial Statements

And the audit fee amount of 2021 are as follows:

Review of Quarterly Statement Q1- Q3	600,000 Baht
Annual Statement Auditing	560,000 Baht
Review of Combined Financial Statement Q1-Q3	30,000 Baht
Combined Financial Statement Auditing	20,000 Baht

Total amount 1,210,000 Baht

Thereafter, Chairman of the Audit Committee informed to the meeting to acknowledge the audit fee amount of the Company's subsidiary; Amatissimo Company Limited, from the same auditor and the audit fee amount of 2021 are as follows:

Review of Quarterly Statement Q1- Q3	30,000 Baht
Annual Statement Auditing	100,000 Baht
Total amount	130,000 Baht

The audit fee of the subsidiary may change according to the number of subsidiaries and/or actual workload during 2021.

Shareholders can study the auditor's information and the amount of comparative audit fees from the Attachment no.9, which is recorded in the form of QR Code and it has been sent with AGM's Notification.

Prior to the voting resolution, Chairman of the Audit Committee informed the meeting that according to Article 121 of Public Company Act 2535, the auditors must not be the directors, employees or holding any other positions of the Company. All of the above listed six auditors are not the directors, employees or holding any other positions of the Company. They have independence and no relationship or equity to the Company's executives either directly or indirectly, therefore they have their independence to audit and express opinions on the financial statements of the Company.

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

Resolution: This agenda is for majority votes of the shareholders who attend the meeting and cast their votes.

The meeting considered and unanimously voted approval of the appointment of the Company's auditor and fixed audit fee amount for 2020 in accordance with the proposal of the Company's Board of Directors.

Total eligible shareholders who attended the meeting and cast their votes were 47,709,730 shares as follows:

- Approved	47,709,730 shares	representing 100%
- Disapproved	-nil-	
- Abstained	-nil-	
- Voided ballot	-nil-	

Thereafter, Chairman of the Audit Committee handed the agenda back to the Managing Director and CEO to further continue the meeting.

Agenda 8 Considering other matters (if any)

No further issue or question was raised, the Managing Director and Chief Executive Officer have given the agenda back to the Chairman of the Board of Directors. The Chairman then thanked all shareholders for their attendance of this Meeting and declared the Meeting adjourned.

The Meeting was declared adjourned at 11.37 hrs.

Kanchana Saisiriporn
(Mrs. Kanchana Saisiriporn)
Chairman of the Meeting

Certified True & Correct

Teerada Ambhanwong Manu Leelanuwatana
(Mrs. Teerada Ambhanwong) (Mr. Manu Leelanuwatana)
Directors

Choopan Imthong
Company Secretary
Recorded/Typed/Reviewed

Definition of “Independent Director”

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

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

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

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

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

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.....อายุ 69 ปี อยู่บ้านเลขที่ 729/4-7 ถนน รัชดาภิเษก.....

Mrs. Watchanee Watanathawanwong age years, resides at Road Radchadaphisek

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

Tambol/Khwaeng Bangpongpong Amphur/Khet Yannawa Province Bangkok Postal Code or

3. นายคณิต คุณาวุฒิ.....อายุ 73 ปี อยู่บ้านเลขที่ 729/4-7 ถนน รัชดาภิเษก.....

Mr. Knit Kounavudhi age years, resides at Road Radchadaphisek

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

Tambol/Khwaeng Bangpongpong 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 28 ในวันที่ 25 เมษายน 2565 เวลา 14.00 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. 28 on April 25, 2022 at 14.00 p.m. 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 27 เมื่อวันที่ 26 เมษายน 2564

Agenda 1 To consider and certify the Minutes of the 27th AGM of O.C.C. Public Company Limited held on 26 April 2021.

- (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 2564

Agenda 3 To consider and approve the Company's financial statements of the fiscal period ended 31 December 2021.

- (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.

เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกรวาระหนึ่ง

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

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

- การแต่งตั้งกรรมการทั้งชุด
Appointment of all directors

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

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

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ

In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ

ALLONGE OF PROXY

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 28 ในวันที่ 25 เมษายน 2565 เวลา 14.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณฑิยริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 28 on April 25, 2022 at 14.00 p.m. at Chao Praya 1 room, the Montien Riverside Hotel, No. 372, Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or any adjournment thereof.

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ (ต่อ)

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

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve


ไม่เห็นด้วย


Disapprove


งดออกเสียง

Abstain

Information of Independent Directors Proposed to be Shareholders' Proxies

1. Name-Surname	Mrs. Watchanee Watanathawanwong	
Title	Chairperson of the Audit Committee	
Age	69 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	Having interest in Agenda 5 Considering election of Directors to replace those rotating terms ended. Because he is one of those terms ended and is nominated for reelection as Director for another term.	

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

Documents and Evidence Required to Present before Attending the Meeting

The registration of 28th 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 businessThe Proxy is requested to present Personnel I.D. Card or Government Personnel Card or Passport for registration before attendance.

Curriculum Vitae of Nominated Director

Name-Surname Mrs. Teerada Ambhanwong



Age 51 years

Education Qualifications

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

Directorship Training

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

Years of directorship 14 years (since 2008)

Term of director 3 years

Holding period of position included the end of proposed term 17 years

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

Work experience

- **Position in other listed companies** 3 companies
 - Sun Vending Technology Plc. Year 2020 to present Present Position : Director
 - People's Garment Plc. Year 1999 to present Present Position: Director
 - S&J International Enterprise Plc. Year 1999 to present Present Position: Director
- **Position in other companies (Non-listed companies)** 12 companies
- **Position in companies having same type of business and/or competition with the company's business** 1 company
 - Director, Shisedo Professional (Thailand)
- **Expertise** Marketing, Business Development, Distribution, Fashion Lifestyle business

O.C.C. PLC shareholding (included shares of spouses and minor children) 1,831,325 shares ratio 3.05%

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 2021

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

Curriculum Vitae of Nominated Director

Name-Surname Mrs. Tipaporn Chokwatana

Age 75 years



Education Qualifications

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

Directorship Training

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

Years of directorship 12 years (Since 2010)

Term of director 3 years

Holding period of position included the end of proposed term 15 years

Position in the Company Director

Work experience

- **Position in other listed companies** 1 company
 - S&J International Enterprise Plc. Year 1995 to present Present Position: Vice Chairman
- **Position in other companies (Non-listed companies)** 20 companies
- **Position in companies having same type of business and/or competition with the company's business** 1 company
 - Vice Chairman, Make-up Technic International Co., Ltd.
- **Expertise** personnel management, policy-driven strategy, new business establishment with other organizations

O.C.C. PLC shareholding (included shares of spouses and minor children) 2,979,300 shares ratio 4.97%

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 2021

- Board of Directors 7/7 times
- Non-Executive Committee 1/1 time
- AGM 1/1 time

Curriculum Vitae of Nominated Director



Name-Surname Mr. Wanchai Umpueng-art

Age 74 years

Education Qualifications

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

Directorship Training

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

Years of directorship 9 years (since 2013)

Term of director 3 years

Holding period of position included the end of proposed term 12 years

Position in the Company Independent Director and Audit Committee

Work experience

- **Position in other listed companies** 2 companies
 - Lohakit Metal Plc. Year 2005 to present Present Position : Chairman
 - Muramoto Electron (Thailand)) Plc. Year 2002 to present Present Position : Audit Committee
- **Position in other companies (Non-listed companies)** 9 companies
- **Position in companies having same type of business and/or competition with the company's business** -None-
- **Expertise** Accounting and Internal Audit

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 2021

- Board of Directors 7/7 times
- Audit Committee 12/12 times
- Non-Executive Committee 1/1 time
- 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 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ is/ is not a professional service provider (such as auditor, legal advisor) 	<p>-is not-</p>
<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) 	<p>-does not have-</p>
<ul style="list-style-type: none"> ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies 	<p>-is not-</p>
<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 	<p>-is not-</p>

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

The Board of Directors' Meeting No. 2/2022 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 2021 was at the limit of not exceeding Baht 6 million as it had been approved at the 27th AGM on Monday 26 April 2021.

For the year 2022, 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 2021	Year 2020	Year 2019
▪ Meeting Allowance	1,129,000.00 Baht	1,252,000.00 Baht	1,154,000.00 Baht
▪ Director Bonus	3,340,000.00 Baht	3,340,000.00 Baht	3,530,000.00 Baht
Total	4,469,000.00 Baht	4,592,000.00 Baht	4,684,000.00 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. 2/2022 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 2022 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 2022. 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 6th 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 Satjathamnukul 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	2022	2021
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	30,000 Baht
4. Audited consolidated financial statements	20,000 Baht	20,000 Baht
Total	1,210,000 Baht	1,210,000 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	2022	2021
1. Reviewed Q1-3 Statements	36,000 Baht	30,000 Baht
2. Audited annual statements	110,000 Baht	100,000 Baht
Total	146,000 Baht	130,000 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 is undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Remuneration of the Board Directors

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

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

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

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

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

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

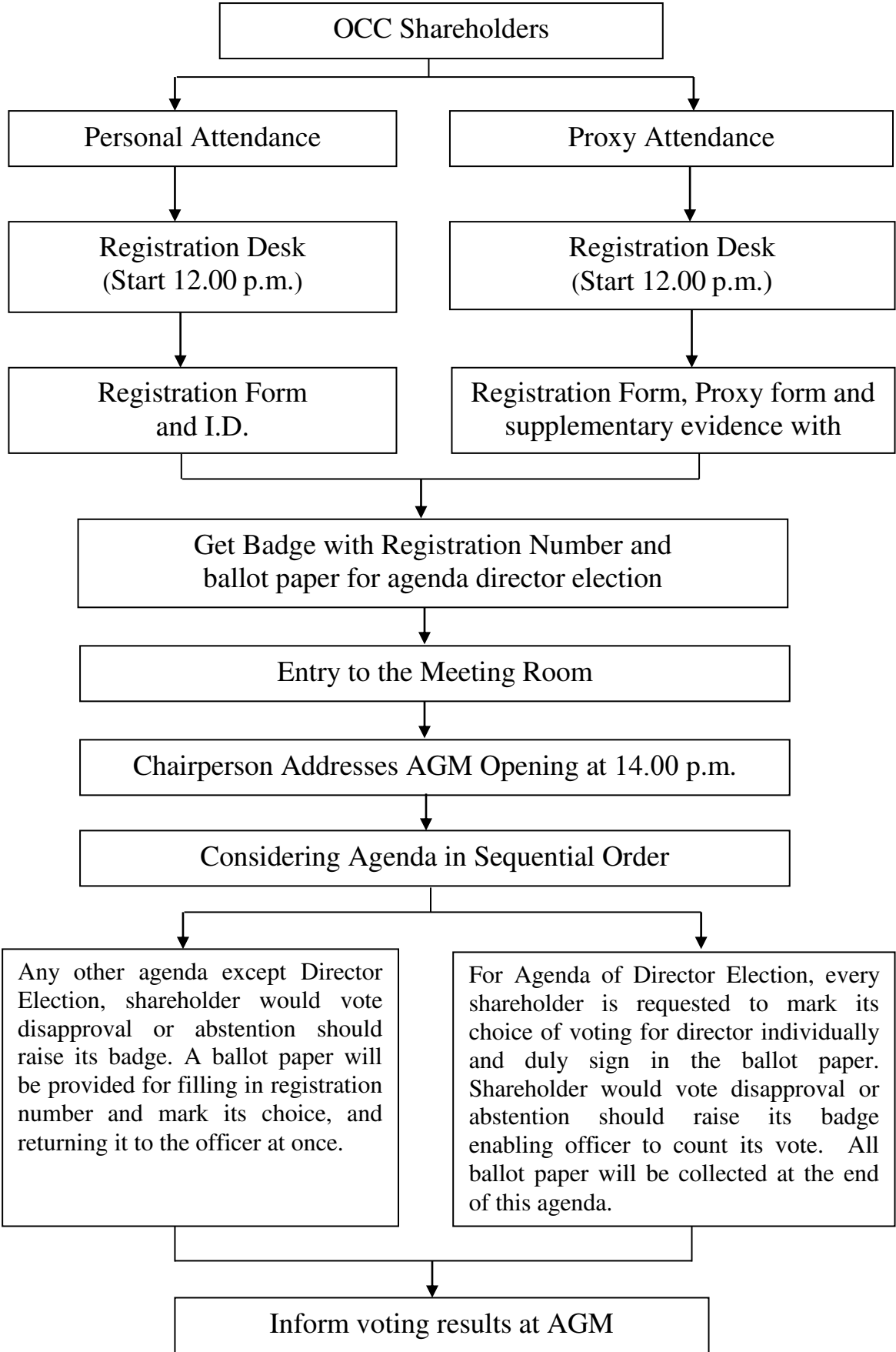
Article 51 A remuneration of an auditor shall be determined by a shareholder meeting.

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

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

Procedure of 28th AGM Attendance
O.C.C. Public Company Limited
Monday, April 25, 2022



**The usage of QR Code for downloading
the documents of 2022 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 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 2021, 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 2022 Annual General Meeting of Shareholders
Under the Circumstance of Coronavirus 2019 (COVID-19)**

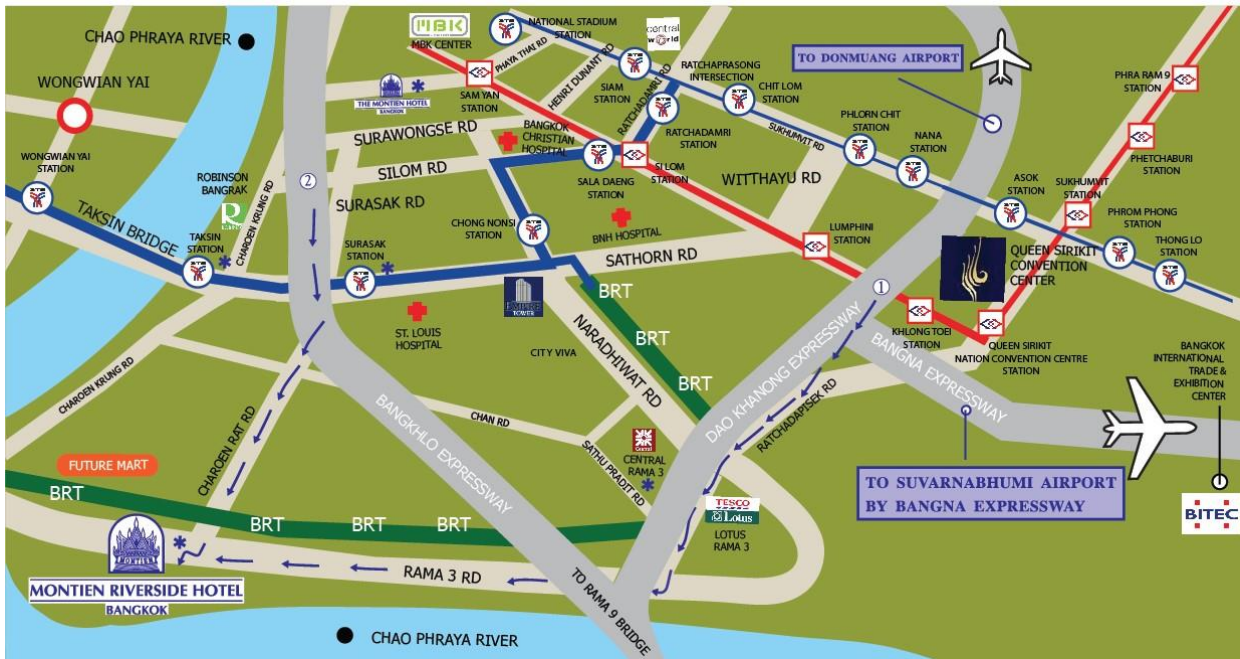
With concern for the health of all participants who attend the meeting, due to the spread of Coronavirus 2019 (COVID-19), the Company would like to inform the following guidelines for the meeting:

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. 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**

372 Rama 3 Road, Bangkhlo Bangkok 10120 Tel. 02-292-2999, 02-292-2888 Fax: 02-292-2962-3 Email: saleriver@montien.com www.montien.com/riverside **MONTIEN RIVERSIDE HOTEL BANGKOK**