



**O.C.C. Public Company Limited**  
**Documents for 30<sup>th</sup> Annual General Meeting for the Year 2024**  
**on Monday, April 22, 2024 at 3:00 p.m.**

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**at the Chao Praya 2 Room, Montien Riverside Hotel**  
**No. 372 Rama 3 Road, Bangklo Sub-District**  
**Bangkoleam District, Bangkok**

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

The collected personal data will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website:  
<https://www.occ.co.th/new/wp-content/uploads/2023/05/Personal-Data-Protection-Privacy.pdf>

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(Translation)

No. Gor. Mor. 31/2567

March 29, 2024

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

**Invitation to 30<sup>th</sup> Annual General Meeting**

Enclosure:

1. Copy of 29<sup>th</sup> AGM Minutes
2. 56-1 One Report 2023 included the Board of Directors' Annual Report and Financial Statements as ended 31 December 2023 with QR Code and the Notification of Meeting
3. Definition of "Independent Director"
4. Proxy B Form
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. Supplement for considering Amendment of Articles of Association
11. Articles of Association related to shareholders meeting
12. Procedure of the meeting attendance
13. QR Code Downloading Procedures for Document related to 2024 Annual General Meeting of Shareholders
14. Requisition Form for printed Annual Report
15. Map of AGM venue: Montien Riverside Hotel

The Company's Board of Directors has called for 30<sup>th</sup> AGM to be held Monday, April 22, 2024 at 3.00 p.m. at the Chao Praya 2 Room, Montien Riverside Hotel No. 372 Rama 3 Road, Bangkok, Bangkok 10120 in order to consider the following agendas:

**Agenda 1 Considering acceptance of the minutes of 29<sup>th</sup> AGM on Monday, April 24, 2023**

**Facts and reason:** The 29<sup>th</sup> AGM was held on Monday, April 24, 2023 which its minutes was duly prepared within 14 days and submitted to the Stock Exchange of Thailand. It was submitted to Department of Business Development, Ministry of Commerce in due time prescribed by law. It was also posted on Company website [www.occ.co.th](http://www.occ.co.th) for shareholders to review its correctness. Details as described in Enclosures No.1.

**Board's Comments:** The Board of Director had already considered that the minutes were correct and complete corresponding to the shareholders' resolutions. Therefore, it should be recommended to this AGM for considering certifying.

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

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

**Facts and reason:** The Company's summary performance in 2023 was published in printed 56-1 One Report 2023 and recorded in QR Code format which has been enclosed herewith this invitation letter, as well as posted on Company website [www.occ.co.th](http://www.occ.co.th) The 56-1 One Report 2023 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 2023.

**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, 2023**

**Facts and reason:** The Company's financial statement as of December 31, 2023 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 2023 as the financial statement summary below:

	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
- Total Assets (Thousand Baht)	1,245,222	1,248,030
- Total Liabilities (Thousand Baht)	223,138	215,696
- Total Revenue (Thousand Baht)	948,657	942,834
- Net Profit (Loss) (Thousand Baht)	(6,270)	(1,218)
- Profit (Loss) per share (Baht)	(0.09)	(0.02)

Details of the financial statements 2023 of 56-1 One Report 2023 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, 2023.

**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 2023, the Company loss for the year amounted to 6.27 Million Baht.

**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 0.07 (Seven Satang) per share for all of the Company's shareholders with 60,000,000 shares, totaling Baht 4.2 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 8, 2024 and dividend payment shall be paid on May 21, 2024. The comparison of dividend payment during the past 3 years is as follows;

Year	2023 (propose)	2022	2021	2020
Net Profit (Loss) (Thousand Baht)	(6,270)	(24,765)	(2,887)	5,113
Price of Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.07	0.05	0.05	0.15
Total Dividend Amount (Baht)	4,200,000.00	3,000,000.00	3,000,000.00	9,000,000.00
Dividend Payout Ratio (%)	N/A	N/A	N/A	176.02%

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

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

**Facts and reason:** According to the Company's regulation Article No.21, one-third (1/3) of the total Directors must retire every AGM. If it cannot be divided into three parts exactly, the nearest to one-third is applicable. Those Directors can be re-elected. In this AGM, there are 3 Directors who will retire namely as follows:

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

According to the nomination of directors to replace those who have completed the term, the nomination committee has jointly considered the regulations and guidelines to nominate directors to replace those who have completed the term which comply with the charters and related conditions. The selection of directors shall be considered from suitability to be beneficial to the Company's operations,

inclusive of qualification, knowledge, competency and various experience of nominated directors complying with the Company's business strategy by implementing Board Skill Matrix, leadership, vision, morality and ethics as well as transparent resume.

The Nomination Committee considered the names of the directors individually. Mr. Knit Kounavudhi proposed not to be re-elected. The ending of his directorship term will be effective after 30<sup>th</sup> AGM of April 22, 2024.

At the 2/2024 Board of Directors meeting on March 4, 2024 which excludes stakeholder directors, has considered the discussions extensively and has approved to the Nomination Committee's approach. The persons who were nominated for electing to replace the above 3 directors whose term ended. Two existing Directors were nominated, namely Mr. Worathep Assavakasem and Mr. Thitipoom Chokwatana. A person named Prof. Kamphol Panyagometh, Ph.D. was nominated as the new director who has independent directorship. According to the laws related to the requirements relating to independent directors. As all nominated persons were carefully considered as individuals for the appropriated qualifications as experiences in many profession fields, leadership, vision, independent thinking, successful record in business and possess qualifications in accordance with relevant regulations suitable for the Company's business operations.

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 1 - 31 December 2023. The right has been notified on the website of the Stock Exchange of Thailand: [www.set.or.th](http://www.set.or.th) and disseminated invitations to shareholders on the Company's website: [www.occ.co.th](http://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, appropriated qualifications as experiences in many profession fields, leadership, vision, independent thinking, successful record in business and possess qualifications in accordance with relevant regulations suitable for the Company's business operations. Therefore, the Board of Directors deemed it appropriate to nominate all 3 names to be elected as a director at the 30<sup>th</sup> Annual General Meeting of Shareholders. Information of directors proposed for election at this meeting, please refer to Enclosure No. 7.

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

#### **Agenda 6 Considering setting Director Remuneration**

**Facts and reason:** According to the Company's regulation Article 32, it is not allowed to give any money or property to Director except remuneration applicable to their usual rights and benefits under the position of Company Directors, excluding wages or fringe benefits received as Company's employees. In year 2023, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,184,000 Baht was actually paid. It has been summarized individually in the 56-1 One-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 2024, by comparing companies having similar business and scale corresponding to knowledge, capability and Company's performance. It is agreed to keep the director remuneration of 2024 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 2/3 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 it 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 Mr. Apipong Leongnarkongdee Registration No.12199 or Mrs. Suvimol Chrityakierne Registration No.2982 or Miss Suphaphorn Mangjit Registration No.8125 or Mr. Nopparoek Pitsanu Wong Registration No.7764 or Mr. Joompoth Prairattanakorn Registration No.7645 from DIA International Audit Company Limited to be the Company's auditor for the year 2024 with the auditing fees of Baht 1,210,000 million. Including the appropriate proposal to the shareholders' meeting to acknowledge the audit fee for the year 2024 of Amatissimo Co., Ltd., a subsidiary of the Company and ceased to be a subsidiary in March 2024, which uses the same audit firm and same auditor, amounting to Baht 122,000. 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 2024.

**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 Mr. Apipong Leongnarkongdee Registration No.12199 or Mrs. Suvimol Chrityakierne Registration No.2982 or Miss Suphaphorn Mangjit Registration No.8125 or Mr. Nopparoek Pitsanu Wong Registration No.7764 or Mr. Joompoth Prairattanakorn Registration No.7645 from DIA International Audit Company Limited to be the Company's auditor for the year 2024 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 Amatissimo Co., Ltd., a subsidiary of the Company and ceased to be a subsidiary in March 2024, by using the same audit firm and same auditor, amounting to Baht 122,000. 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 Enclosure No.9.

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

**Agenda 8 Consider approval of the amendment of Company's Articles of Association No.28, No.34, No.39 and No.56.**

**Facts and reason:** So as to be in compliance with the Amendment to Section 6, Section 79, Section 82, Section 98 and Section 101 of the Public Limited Companies Act (No. 4) B.E. 2565. Section 6 stated that any notices or statements had to be published are allowed to be published via newspaper or electronic methods. Section 79 stated that committee meetings may be conducted via electronic media as provided in the law on electronic meetings. In such a case the location of the company's head office shall be considered the location of the meeting. Section 82 stated that the notice of the Board of Directors' Meeting shall be sent to the directors not less than 3 days prior to the date of the meeting except in a case of necessity or urgency for the purpose of protecting the rights or benefits of the Company, summons of the meeting may be notified by electronic or other methods and earlier date of the meeting maybe fixed. Section 98 stated that if there are no regulations specifically prohibiting it. Shareholder meetings may be conducted via electronic media as provided in the law on electronic meetings, and Section 101 stated that in the case of holding a shareholder meeting via electronic media. The location of the company's head office shall be considered the meeting location. Therefore, to propose to AGM for considering approval of Articles of Association No.28, No.34, No.39 and No.56.

**Board's Comments:** The Board of Directors agreed to propose to AGM for considering approval of Articles of Association No.28, No.34, No.39 and No.56. So as to be in compliance with the Amendment to the Act on Public Limited Company of (No. 4) B.E. 2565. Details are disclosed in Enclosure No. 10.

**Voting resolution:** Based on not less than 3/4 of total number of the shareholders present at the meeting.

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

The Board of Directors would like to invite shareholders to attend the AGM on date, at time and the venue as described above. In case you cannot attend it by yourself and have intention to assign another person to do it for you. Please use the attached Proxy Form or download Proxy A, or B, or C Form (C Form is specifically for foreign investors appointing local custodians to keep and safeguard their shares) from Company website [www.occ.co.th](http://www.occ.co.th), or 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)

For shareholders who have intentions to grant the Audit Committee Directors to be their proxies, we would like to inform you their names as Mr. Wanchai Umpueng-Art, Mr. Knit Kounavudhi and Nutavoot Pongsiri, Ph.D. (Details as described in Enclosure No. 5)

If you wish to get more information or clarify any issue of the proposed agenda, please contact Mrs. Choopan 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 1.00 p.m. onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn  
Chairperson

## (Translation)

Minutes of the 29<sup>th</sup> Annual General Meeting of Shareholders  
Held on Monday, 24 April 2023

The 29<sup>th</sup> 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 29<sup>th</sup> Annual General Meeting of Shareholders was on 21 March 2023. There were totally 579 shareholders holding altogether 60,000,000 shares.

The meeting date was on Monday, 24 April 2023. The total number of shareholders and proxies to attend the meeting were as follows:

- Number of shareholders attending the meeting in person were 14, representing 3,194,560 shares
- Number of shareholders attending the meeting by proxy were 29, representing 41,365,240 shares

The number of shareholders and proxies were total 27 attendees, representing 43 shareholders, representing 44,559,800 shares or 74.27 percent of the total issued and paid-up shares, thus completing the meeting quorum in compliance 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 were 9 directors or equivalent 100% of total number of the Company's directors as follows:

- |    |                                |  |
|----|--------------------------------|--|
| 1. | Mrs. Kanchana Saisiriporn      | Chairman of the Board of Directors<br>Chairman of the Corporate Governance and Sustainability Committee        |
| 2. | Mrs. Teerada Ambhanwong        | Managing Director and CEO<br>Chairman of the Nomination Committee<br>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 and Director of Sale Division 5   |
| 6. | Mrs. Watchanee Watanatawanwong | Chairman of the Audit Committee  |
| 7. | Mr. Wanchai Umpueng-Art        | Audit Committee  |
| 8. | Mr. Knit Kounavudhi            | Audit Committee  |
| 9. | Mr. Thitipoom Chokwatana       | Director   |

Meeting convened: 2:00 p.m.

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

Then, Chairman of the meeting introduced member 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:

Representatives from DIA International Company Limited.

1. Mr. Apipong Leongnarktongdee

Executive Committee

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mrs. Teerada Ambhanwong   | Managing Director and CEO                |
| 2. | Mr. Worathep Assavakasem  | Director of Sale Division 5 and Director |
| 3. | Mrs. Pathra Thongchaom    | Director of Accounting-Finance Division  |
| 4. | Pattara Pathumarak, Ph.D. | Director of Managing Director Office     |
| 5. | Ms. Naiyana Penvutikul    | Director of Cosmetics Marketing Division |

Company Secretary

- Mrs. Choopan Imthong

Legal Advisor from Vira Law Office Company Limited.

- Mrs. Kobsuk Saengsawad

The Chairman informed the meeting that the 29<sup>th</sup> 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 1 – 31 December 2022 in advance by providing information to the shareholders via SET's website and the Company's website 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.

Afterward, the 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 has 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 the sign board then the ballot cards will be given by the Company's staff. Shareholders must fill the number of the sign board that had been received upon registration before the meeting and make the mark in a disapproved box or abstain box with signature on these cards for returning to the Company's staff 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 from the election of each director, the sign board will be raising up for counting the votes. The ballot cards must be returned to the Company's staff 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 are 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 procedures 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.

However, the processing of personal data obtained by the company will be subject to the company's personal data protection policy, as detailed on the company's website at [www.occ.co.th](http://www.occ.co.th).

In this meeting, shareholders who have queries, will able to raise their hands and ask questions according to that agenda. And in this regard, the Company hereby requests that The Company has recorded VDO throughout the meeting in order to be published on the Company's website in the future.

### **Agenda 1: Considering acceptance of the minutes of 28<sup>th</sup> AGM of O.C.C. Public Company limited on Monday, April 25, 2022**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the minutes of the 28<sup>th</sup> Annual General Meeting of Shareholders held on Monday, 25 April 2022 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](http://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 4 additional attendees representing 2,040,790 shares, equivalent to 3.40%. Then, the total number of shareholders who attended the meeting at current time were 31 attendances, representing 47 shareholders with 46,600,590 shares in total or equivalent to 77.67 % 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.

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares as follows:

- |                 |                   |                   |
|-----------------|-------------------|-------------------|
| - Approved      | 46,600,590 shares | representing 100% |
| - Disapproved   | -nil-             |                   |
| - Abstained     | -nil-             |                   |
| - Voided ballot | -nil-             |                   |

### **Agenda 2: Acknowledgement of Company's operational performance during the past year**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the Company's performance for year 2022 was published in 56-1 One Report and recorded in the form of QR Code. The Company earlier sent out it to the shareholders in advance together with the AGM's Notification.

Overview of the Thai economy in the past year, it was a gradual continuous recovery, driven by the easing of the COVID-19 situation. Therefore, economic activity gradually resumed normally. In addition, the tourism sector has started to grow due to the gradual easing of international travel restrictions since the middle of the year. Private consumption began to expand, according to the recovery in household incomes. This is combined with measures to support government spending through various projects continuously from the previous year and measures to mitigate the impact of the energy price crisis. However, domestic purchasing power remains pressured by rising cost of living due to rapidly rising inflation in the direction of rising oil prices as well as household debt that remains high. The export sector expanded well in the first half of the year but it began to slow down in the last quarter of the year. This is in line with signs of a global economic slowdown. Meanwhile, the manufacturing sector of this year remained sluggish amid a shortage of manufacturing parts.

According to the economic condition that has not yet been recovered entirely, there were both faster and slower recovery in business. Business operations were also fraught with high uncertainty. There were constantly competitors entering the market, therefore, the Company has implemented strategic management, while the situations were closely monitored along with changing tactics both proactively and defensively. In the past year, the Company had total revenue from sales of Baht 860.11 million. It increased by 19.68% from the previous year. Loss before extraordinary items and corporate income tax was Baht 29.19 million. It decreased by Baht 8.16 million or equivalent 22.78%. And when including extraordinary items, which the profit gained from the sale of land amounted to Baht 35.40 million since last year, the loss before corporate income tax increased by Baht 26.79 million from previous year. And when deducting corporate income tax, there was a net loss of Baht 24.77 million. Loss increased from the previous year by Baht 21.88 million or equivalent 757.72%.

The current financial structure of the Company remains constant for many consecutive years by having several indicators of the significant financial ratio which are able to reflect the good liquidity. For example, this year, the Company has a Net Working Capital of Baht 483.67 million, the liquidity ratio is 4.73 times while the Debt-to-Equity ratio is at the very low level at only 0.21 times.

For the issue of against corruption, the company has a policy of opposing all forms of corruption. The solicitation or acceptance of bribes is considered a violation, whether for the benefit of oneself or others. In 2022, the company received a resolution to renew its membership in the Thai private sector's collective action against corruption in the 3rd quarter of 2022 from Thai Private Sector Collective Action Against Corruption (CAC). The company remains committed to continuously against all forms of corruption in the following ways:

1. Verify the anti-corruption policy and practices to ensure conformity with the roles, responsibilities, and procedures for combating personnel corruption within the company.
2. The Anti-Corruption Policy has been adopted as part of human resource management, from personnel recruitment, orientation, performance evaluation, remuneration determination and job promotion.
3. Supervision to prevent and monitor fraud risks and evaluate the performance to be compiled with Anti-Corruption Policy.
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. Establish channels for reporting or complaints (Whistleblower) when evidence of corruption is detected within the company, with mechanisms for protection and justice for whistleblowers and those accused of wrongdoing.
6. To communicate and have public relations about Anti-Corruption Policy and related regulations to the third parties and the Company's personnel with continuity. To communicate with business partners to recognize the importance of anti-corruption and encourage them to join the anti-corruption network.

In 2022, the company did not encounter any significant issues related to corruption, non-compliance with laws or regulations, or ethical misconduct in conducting business operations.

In this agenda, the shareholder rights defenders who represent shareholders of the Association of Thai Investment Promoters have submitted questions, with Ms. Teerada Ambhanwong, the Managing Director and CEO, responding to the following question:

1. **Question:** Does the company have any strategies or plans to improve profitability to compensate for management expenses?

**Answer:** In 2022, the company had a loss of 24.765 million baht. However, the company's performance in the first quarter of 2023 has improved due to the company's marketing strategy adjustments. In addition, the company has prepared a good marketing plan for the development of KMA cosmetics, and there will be advertising through various media channels. It is expected that the company will be able to generate profits in 2023.

Another reason that affected the company's performance in 2022 was the end of the company's distribution partnership with Shiseido Professional, hair care products brand, due to Shiseido Japan Co, Ltd. transferring all business operations to Henkel Nederland B.V. around mid-2022. However, the company has found other hair care product brands to replace, such as Wella, Demi and Bex. When

combined with the company's marketing plan for the development of KMA cosmetics mentioned above, it is expected that the company will be able to generate profits in 2023.

2. **Question:** In 2022, the negative interest coverage ratio is 21.20, which is higher than the previous year. How can the company improve this ratio to be as good as before?

**Answer:** The negative interest coverage ratio mentioned is an accounting ratio. In 2022, the company had a loss and since O.C.C. Plc. had no loan interest expenses, there were no interest payments to be made. Therefore, the issue raised in the question is not significant. In this regard, shareholders should consider the important financial ratios of the company, such as the liquidity ratio of 4.73, the quick ratio of 1.9, and the cash flow liquidity ratio of 0.59, which reflects that the company still has good liquidity. If the company makes a profit in 2023, the aforementioned interest coverage ratio will become positive again.

The Meeting duly acknowledged the Company's business operation performance during the fiscal year 2022.

In this agenda, no additional shareholder and proxy 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: Considering approval of Company's financial statements as of December 31, 2022**

Mrs. Teerada Ambhanwong, the Managing Director and CEO, requested the meeting to consider approval of the Company's financial statements for the year ended 31 December 2022 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 has printed it in the form of 56-1 One Report and recorded it in the form of QR Code, which they had already been forwarded to the shareholders in advance together with AGM's Notification as summarized as follows:

	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
-Total Assets (Thousand Baht)	1,237,335	1,233,885
-Total Liabilities (Thousand Baht)	211,865	203,217
-Total Revenues (Thousand Baht)	876,640	866,718
-Profit (Loss) for the Year (Thousand Baht)	(24,765)	(19,296)
-Basic Earnings per Share (Thousand Baht)	(0.38)	(0.32)

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

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

The meeting determined and unanimously voted an approval of the Company's financial statements for the year ended 31 December 2022.

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares as follows:

- Approved 46,600,590 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

### **Agenda 4: To acknowledge the interim dividends payment**

Mrs. Teerada Ambhanwong, the Managing Director and CEO informed the meeting that the Company has a policy of paying dividends regularly at the rate of 0.20 Baht per share or equal to 20% of the par value, which shall depend on the Company's performance and economic condition. In the fiscal year 2022, the Company had a net loss of 24.765 million Baht (Twenty-four million seven hundred sixty-five thousand Baht). In this regard, the Company has retained earnings for allocating dividend payments to all shareholders.

The Company has fulfilled the legal 10% reserve of its registered capital.

The Board of Directors deemed it appropriate to propose to 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 60,000,000 shares with the rate of 0.05 Baht (five Stang) per share. Total amount was 3 million Baht. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 25%. An individual shareholders shall be entitled to a tax credit according to Section 47 bis of the Revenue Code

The list of shareholders having rights to receive dividends for 2022 performance was fixed on 8 May 2023. The dividends are scheduled to be paid on 23 May 2023. Comparison details of the net profit and dividend paid for past 3 years were stated on the AGM's Notification and recorded in the form of QR Code, which it had been sent out to the shareholder for consideration in advance.

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

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

The meeting approved a unanimous vote for dividend payment at the rate of 0.05 Baht (five Stang) per share. Dividend payment shall be paid from the Company's accumulated profit tax at the rate proposed by the Board of Directors in all respects.

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares as follows:

- Approved	46,600,590 shares	representing 100%
- Disapproved	-nil-	
- Abstained	-nil-	
- Voided ballot	-nil-	

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

Mrs. Teerada Ambhanwong, the Managing Director and CEO, informed the meeting that the present Board which was registered at the Ministry of Commerce consisted of 9 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 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 were as follows:

1. Mrs. Kanchana Saisiriporn Chairman of the Board and Chairman of the Corporate Governance and Sustainability Committee
2. Mr. Manu Leelanuwatana Chairman of the Remuneration Committee
3. Mrs. Watchanee Watanatawanwong Chairman of the Audit Committee

As for the nomination of the directors to replace those who had completed their directorship term, the Nomination Committee has jointly determined the criteria and guidelines for the nomination which must be conformed to the Charter and related regulations by considering upon appropriation that benefits the Company's business operation. The candidates' qualifications shall be considered upon their education, competency, working experience in terms of Board Diversity that conform to the strategy of the Company's business operation by having skill analysis, experience, knowledge, Board Skill Matrix, leadership, vision, ethics and morality with transparent resume.

The Nomination Committee meeting has considered the names of directors individually. Mrs. Kanchana Saisiriporn and Mr. Manu Leelanuwatana were a stake-holding directors, whose term were retired by rotation. They did not vote in the agenda of nominating their name as the director by leaving the meeting. Mrs. Watchanee Watanatawanwong has notified her intention not to be re-elected as a director. The term of being a director will be terminated. Effective after this Annual General Meeting of Shareholders

In this regard, the Board of Directors' meeting No. 2/2566 dated 7 March 2023, which excluded stakeholder directors, had a discussion and passed the resolution to agree with the criteria and considering guidelines in accordance with the resolution of the Nomination Committee meeting. It's deemed appropriate to propose for the nomination of 3 directors who retired by rotation to continue their duties for another term. Consisting of 2 existing directors, namely Mrs. Kanchana Saisiriporn and Mr. Manu Leelanuwatana and one person nominated as a new director, namely Nutavoot Pongsiri, Ph.D.

Therefore, all nominated persons who have been carefully considered to moderate their qualifications individually, they are appropriate to the Company's business operation. Consideration was made upon 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.

In this regard, the Managing Director and CEO would like to inform the meeting that Nutavoot Pongsiri, Ph.D. qualifies as an independent person under relevant laws and criteria concerning independent directors, and is suitable to assume the position of an audit committee member of the Company. If elected at this shareholder meeting, the Board of Directors will convene a meeting to appoint members of the audit committee in the 4/2566 Board of Directors Meeting, which will be held in May 2023.

In this agenda, the Managing Director and Chief Executive Officer Introduced the shareholders to know Nutavoot Pongsiri, Ph.D., a person nominated for election as a director in replacement of a director who was due to retire by rotation who also attended this meeting.

The Board of Directors agreed to nominate all 3 persons to be elected as directors in the 29<sup>th</sup> Annual General Meeting of Shareholders. For information of these 3 directors, shareholders can study it from the Attachment 7 which was submitted with AGM's Notification in QR code form for having 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 their own benefit or for other persons' benefits except informing the AGM prior to adopting resolution of appointment." Whereof the 3 persons nominated as directors do not operate or hold directorships in any business that has the same nature and is in competition with the business of the company in any way.

Afterward, the Managing Director and CEO requested the quorum to vote for the election of the 3 candidates who were nominated to be the Company's director individually.

The meeting was acknowledged and individually determined.

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

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

1. Mrs. Kanchana Saisiriporn

Unanimous approvals were reached at this AGM as follows:

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares

- Approved 46,600,590 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

2. Mr. Manu Leelanuwatana

Unanimous approvals were reached at this AGM as follows:

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares

- Approved 46,600,590 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

3. Nutavoot Pongsiri, Ph.D.

Unanimous approvals were reached at this AGM as follows:

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares

- Approved 46,600,590 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

The Board of Directors of O.C.C. Public Company Limited at present, is comprises of 9 directors as follows:

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

Mr. Wanchai Umpueng-Art, Mr. Knit Kounavudhi and Nutavoot Pongsiri, Ph.D. are independent directors.

#### **Agenda 6: Considering setting Director Remuneration**

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

In 2022, the AGM had approved the limit of the Board of Directors' remuneration not exceeding 6 million Baht. Actual paid amount for meeting allowance and director's pension was 4,192,000 Baht.

For year 2023, the Board of Directors approved resolution in accordance with the Remuneration Committee's guidelines by having remuneration's rate that was appropriated with their knowledge, competencies, 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 appropriate to propose the AGM to fix remuneration's limit of the Company's directors not exceeding 6 million Baht. Anyway, the amount excluded the remuneration and welfare which the Company's directors received as the Company's employees or staff. 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 6,000 Baht each
- Audit Committee
  - Chairman of Audit committee at 20,000 Baht each
  - Audit Committee member at 15,000 Baht each
- Executive Committee – paying only executive member 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 and Sustainability Committee at 5,000 Baht 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 8: Criteria for Consideration of Remuneration for Director, which was sent together with the AGM's Notification. It 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 acknowledge 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 the year 2023 with a limit of not exceeding 6 million Baht and its allocation method as per the criteria as proposed by the Company's Board.

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

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares

- Approved 46,600,590 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

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

For this agenda, Mrs. Teerada Ambhanwong, the Managing Director and CEO, has assigned Mr. Wanchai Umpueng-Art, the Audit Committee to present it to the meeting.

Mr. Wanchai Umpueng-Art, 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 2023 as following name list:

1. Mr. Apipong Leongnarktongdee, CPA registration No.12199
  - Will be a signatory in the Company's financial statements since 2023, which it's the 1<sup>st</sup> year or
2. Mrs. Suvimol Chrityakierne, CPA registration No.2982
  - Has endorsed the Company's financial statements since 2017-2022 or
3. Miss Suphaphorn Mangjit, CPA registration No.8125
  - Has never been a signatory in the Company's Financial Statements or
4. Mr. Nopparoek Pitsanuwong, CPA registration No.7764
  - Has never been a signatory in the Company's Financial Statements or

5. Mr. Joompoth Prairattanakorn, CPA registration No.7645

- Has never been a signatory in the Company's Financial Statements or

The audit fees amount of 2023 are determined as follows:

Review of Quarterly Statement Q1- Q3	600,000 Baht
Annual Statement Auditing	600,000 Baht
Review of Combined Financial Statement Q1-Q3	30,000 Baht
Combined Financial Statement Auditing	20,000 Baht
Total amount	1,250,000 Baht

Afterward, Chairman of the Audit Committee informed to the meeting to acknowledge the audit fee amount of the Company's subsidiary; Amatissimo Co., Ltd., from the same auditor and the audit fee amount of 2023 are as follows:

Review of Quarterly Statement Q1- Q3	36,000 Baht
Annual Statement Auditing	110,000 Baht
Total amount	146,000 Baht

The audit fees of the subsidiary may change according to the number of subsidiaries and/or actual workload during 2023.

Shareholders can study the auditor's information and the amount of comparative audit fees from the Attachment 9, which is recorded in QR Code form and it has been sent with AGM's Notification.

Prior to the voting resolution, the 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 five 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.

In this agenda, no additional shareholder and proxy attended 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 fees amount for 2023 in accordance with the proposal of the Company's Board of Directors.

The total number of shares held by shareholders who attended the meeting and have voting rights is 46,600,590 shares

- Approved 46,600,590 shares representing 100%
- Disapproved -nil-
- Abstained -nil-
- Voided ballot -nil-

Afterward, Mr. Wanchai Umpueng-Art, 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)**

Then, no further issues or questions were raised, the Managing Director and CEO had given the agenda back to the Chairman of the Board of Directors. The Chairman of the Board of Directors then thanked all shareholders for their attendance of this meeting and declared the meeting adjourned.

Meeting Adjourned: 02.46 pm.

*Kanchana Saisiriporn*  
(Mrs. Kanchana Saisiriporn)  
Meeting Chairman

Certified True & Correct

*Manu Leelanuwatana*                      *Worathep Assavakasem*  
(Mr. Manu Leelanuwatana)      (Mr. Worathep Assavakasem)

Directors

**Definition of “Independent Director”**

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

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

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

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

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



หนังสือมอบฉันทะ แบบ ข.

PROXY B. Form

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.....

Sub-District District 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

Sub-District District Province Postal Code or

2. นายวันชัย อ่ำพึ้งอาดม์.....อายุ77 ปี อยู่บ้านเลขที่.729/4-7 ถนน รัชดาภิเษก.....

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

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

Sub-District Bangpong pang District Yannawa Province Bangkok Postal Code or

3. ดร.ณัฐวุฒิ พงศ์สิริ.....อายุ63 ปี อยู่บ้านเลขที่.729/4-7 ถนน รัชดาภิเษก.....

Nutavoot Pongsiri, Ph.D. age years, resides at Road Radchadaphisek

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

Sub-District Bangpong pang District Yannawa Province Bangkok Postal Code or

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

age years, resides at Road

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

Sub-District District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 30 ในวันที่ 22 เมษายน 2567 เวลา 15.00 น. ณ ห้องเจ้าพระยา 2 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. 30 on April 22, 2024 at 3.00 p.m. at the Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Bangklo, Bangkoleam, Bangkok 10120 or at any adjournment thereof

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29 เมื่อวันที่ 24 เมษายน 2566

Agenda 1 To consider and certify the Minutes of the 29th AGM held on 24 April 2023.

(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 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   
Approve Disapprove Abstain

วาระที่ 3 พิจารณานอมนัดงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the Company's financial statements of the fiscal period ended 31 December 2023.

(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 4 พิจารณานอมนัดการจ่ายกำไร 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   
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกวาระหนึ่ง

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง   
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล  
 Appointment of each individual director  
 ชื่อกรรมการ: นายวรเทพ อัสวเกษม  
 Name of Director: Mr. Worathep Assavakasem  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง   
 Approve  Disapprove  Abstain  
 ชื่อกรรมการ: นายสิทธิภูมิ โชควัฒนา  
 Name of Director: Mr. Thitipoom Chokwatana  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง   
 Approve  Disapprove  Abstain  
 ชื่อกรรมการ: ศ.ดร.กำพล ปัญญาโกเมศ  
 Name of Director: Prof. Kamphol Panyagometh, Ph.D.  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง   
 Approve  Disapprove  Abstain  
 ชื่อกรรมการ: .....  
 Name of Director: .....  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง   
 Approve  Disapprove  Abstain  
 ชื่อกรรมการ: .....  
 Name of Director: .....

- วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการ  
 Agenda 6 To consider for determining the directors' remuneration.  
 พิจารณากำหนดค่าตอบแทนคณะกรรมการ ในวงเงินไม่เกินปีละ 6 ล้านบาท  
 Considering approval of yearly remuneration for the board of directors not exceeding 6 million Baht  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (B) The proxy shall vote as per my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง   
 Approve Disapprove Abstain

- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี  
 Agenda 7 To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration.  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (B) The proxy shall vote as per my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย งดออกเสียง   
 Approve Disapprove Abstain

- วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 28 ข้อ 34 ข้อ 39 และ ข้อ 56  
 Agenda 8 To Consider approval of the amendment of Company's Articles of Association No.28, No.34, No.39 and No.56.  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 (B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย  Approve      ไม่เห็นด้วย  Disapprove      งดออกเสียง  Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider other matters (If any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย  Approve      ไม่เห็นด้วย  Disapprove      งดออกเสียง  Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคลก็ได้

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

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบไปรษณีย์แบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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 B Form 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 30 ในวันที่ 22 เมษายน 2567 เวลา 15.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 30 on April 22, 2024 at 3.00 p.m. at Chao Praya 2 room, the Montien Riverside Hotel, No. 372, Rama 3 Road, Bangklo, Bangkok 10120 or any adjournment thereof.

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง .....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ (ต่อ)

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

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ: .....

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

**Information of Independent Directors Proposed to be Shareholders' Proxies**

1. **Name-Surname** Mr. Wanchai Umpueng-Art  
**Title** Chairman of the Audit Committee  
**Age** 77 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-



2. **Name-Surname** Mr. Knit Kounavudhi  
**Title** Audit Committee  
**Age** 75 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** Having special interest in Agenda 5 Considering election of Directors to  
replace those rotating terms ended. Because he is one of those terms  
ended Directors. He proposed not to be re-elected



3. **Name-Surname** Nutavoot Pongsiri, Ph.D.  
**Title** Audit Committee  
**Age** 63 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 -



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

The registration of 30<sup>th</sup> AGM of O.C.C. Public Company Limited will be processed by using barcode technology. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with imprinted barcode on the meeting day

**In case of natural person**

1. **Personal Attendance** Please present personal I.D. Card or Government Personnel Card or Passport to officers for registration.

2. **Proxy Attendance** Please use the printed Proxy Form attached with this invitation letter or download from Company website [www.occ.co.th](http://www.occ.co.th) or the printed forms provided by the Ministry of Commerce, either A or B Form 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](http://www.occ.co.th) or the printed forms provided by the Ministry of Commerce, either A or B Form 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 C Form from Company website [www.occ.co.th](http://www.occ.co.th) or the printed form provided by the Ministry of Commerce. It should be filled in completely and duly signed by authorized persons of Grantor and Proxy together with the following evidences

1. The power of attorney from shareholder assigned to custodian to sign on behalf in the Proxy Form
2. Confirmation letter of the signer gets consent to do custodian business. The Proxy is requested to present Personnel I.D. Card or Government Personnel Card or Passport for registration before attendance.



## Curriculum Vitae of Nominated Director

**Name-Surname** Mr. Worathep Assavakasem

**Age** 57 years

### Education Qualifications

- Bachelor Degree in in Science and Engineering Hosei University (Japan)

### Directorship Training

- Nil -

**Years of directorship** 6 years (Since 2018)

**Term of director** 3 years

**Holding period of position included the end of proposed term** 9 years

**Position in the Company** Director  
Member of Executive Committee / Hair Care Product Director

### Work experience

- **Position in other listed companies** 1 company
  - Thai Wacoal Plc. Year 2014 to 2019 **Position:** Executive Committee
- **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
  - M.I.L. (Thailand) Co., Ltd. Year 2017 to Present **Position:** Director

**Expertise** Marketing, Business Development, Distribution, Strategic Planning, Management

**O.C.C. PLC shareholding** (included shares of spouses and minor children) - Nil -

**Type of Director Proposed** Company Director

**Nomination Method** Person who 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 2023

- Board of Directors 7/7 times
- Executive Committee 12/12 times
- Shareholder Meeting 1/1 time



## Curriculum Vitae of Nominated Director



**Name-Surname** Mr. Thitipoom Chokwatana

**Age** 47 years

### **Education Qualifications**

- Bachelor of Computer Science, Seattle University, U.S.A.

### **Directorship Training**

- Nil -

**Years of directorship** 5 years (Since 2019)

**Term of director** 3 years

**Holding period of position included the end of proposed term** 8 years

**Position in the Company** Director

### **Work experience**

- **Position in other listed companies** -Nil-
- **Position in other companies (non-listed companies)** 8 companies
- **Position in companies having same type of business and/or competition with the company's business** -Nil-

**Expertise** Information Technology

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

**Type of Director Proposed** Company Director

**Nomination Method** Person who 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 2023**

- Board of Directors 6/7 times\*
- Non-executive Director 1/1 time
- Shareholder Meeting 1/1 time

*\*Absent from meeting due to Illness*



**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"> <li>▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage</li> </ul>	<p>-is not-</p>
<ul style="list-style-type: none"> <li>▪ is/ is not a professional service provider (such as auditor, legal advisor)</li> </ul>	<p>-is not-</p>
<ul style="list-style-type: none"> <li>▪ has/does not have substantial business relation causing inability to perform duty independently (such as buying/selling raw materials/goods/service/lending)</li> </ul>	<p>-does not have-</p>
<ul style="list-style-type: none"> <li>▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies</li> </ul>	<p>-is not-</p>
<ul style="list-style-type: none"> <li>▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders</li> </ul>	<p>-is not-</p>

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

The Board of Directors' Meeting No. 2/2024 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 2023 was at the limit of not exceeding Baht 6 million as it had been approved at the 29<sup>th</sup> AGM on Monday 24 April 2023.

For the year 2024, 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:

<b>Remuneration Type</b>	<b>Year 2023</b>	<b>Year 2022</b>	<b>Year 2021</b>
▪ Meeting Allowance	1,178,000 Baht	1,186,000 Baht	1,129,000 Baht
▪ Director Bonus	3,006,000 Baht	3,006,000 Baht	3,340,000 Baht
<b>Total</b>	4,184,000 Baht	4,192,000 Baht	4,469,000 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 and Sustainability 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**

<b>Year 2023</b>	<b>Year 2022</b>	<b>Year 2021</b>
-	-	-

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. 2/2024 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 2024 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 2024. Anyone of its following auditor members will be authorized to conduct auditing and sign the Company's financial statements:
  - Mr. Apipong Leongnarktongdee Registration No.12199  
Who has endorsed the Company's financial statements since 2023, being 2<sup>nd</sup> year for the audit firm or
  - Mrs. Suvimol Chrityakierne, CPA registration No. 2982  
Who has endorsed the Company's financial statements since 2017-2022 or
  - Miss Suphaphorn Mangjit, CPA registration No.8125  
Has never been a signatory in the Company's Financial Statements or
  - Mr. Nopparoek Pitsanu Wong, CPA registration No.7764  
Has never been a signatory in the Company's Financial Statements or
  - Mr. Joompoth Prairattanakorn, CPA registration No.7645  
Has never been a signatory in the Company's Financial Statements or
2. Rate of audit fee compared to previous year

Year	2024	2023
1. Reviewed Q1-3 Statements	600,000 Baht	600,000 Baht
2. Audited annual financial statements	600,000 Baht	600,000 Baht
3. Reviewed consolidated financial statements for Q1-3	(Q1 only)10,000 Baht	30,000 Baht
4. Audited consolidated financial statements	-	20,000 Baht
<b>Total</b>	<b>1,210,000 Baht</b>	<b>1,250,000 Baht</b>

And propose to acknowledge the audit fee for the year 2024 of Amatissimo Co., Ltd., a subsidiary of the Company and ceased to be a subsidiary in March 2024, which used the same audit firm and same auditor and compared the audit fee of previous year.

Year	2024	2023
1. Reviewed Q1-3 Statements	(Q1 only)12,000 Baht	36,000 Baht
2. Audited annual statements	110,000 Baht	110,000 Baht
<b>Total</b>	<b>122,000 Baht</b>	<b>146,000 Baht</b>

3. Non-Audit fee

Year	2024	2023
OCC Public Company Limited	-	-
Amatissimo Co., Ltd	-	-

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 or major shareholders or persons related to such persons, either directly or indirectly.

**Accompanying documents for**

**Agenda 8 Supplement for Considering Amendment of Articles of Association No.28, No.34, No.39 and No.56**

So as to be in compliance with the Amendment to Section 6, Section 79, Section 82, Section 98 and Section 101 of the Public Limited Companies Act (No. 4) B.E. 2565. Section 6 stated that any notices or statements had to be published are allowed to be published via newspaper or electronic methods. Section 79 stated that committee meetings may be conducted via electronic media as provided in the law on electronic meetings. In such a case the location of the company's head office shall be considered the location of the meeting. Section 82 stated that the notice of the Board of Directors' Meeting shall be sent to the directors not less than 3 days prior to the date of the meeting except in a case of necessity or urgency for the purpose of protecting the rights or benefits of the Company, summons of the meeting may be notified by electronic or other methods and earlier date of the meeting maybe fixed. Section 98 stated that if there are no regulations specifically prohibiting it. Shareholder meetings may be conducted via electronic media as provided in the law on electronic meetings, and Section 101 stated that in the case of holding a shareholder meeting via electronic media. The location of the company's head office shall be considered the meeting location.

The Board of Directors agreed to propose to AGM for considering approval of Articles of Association No.28, No.34, No.39 and No.56 as follows;

<b>Present</b>	<b>Proposed to amend</b>
<p><b>No.28</b> In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors not less than seven (7) days prior to the date of meeting except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned by other means and earlier meeting date mat be fixed.</p> <p>A place of the meeting under paragraph one shall be within the locality of the company's head office or any other places as the Board of Directors may designate.</p>	<p><b>No.28</b> In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by the Chairman shall serve a notice summoning a meeting on the directors <u>not less than three (3) days</u> prior to the date of meeting except in case of necessity and urgency to protect the rights and benefits of the Company, a meeting may be summoned <u>by electronic method or any other method</u> and earlier meeting date mat be fixed.</p> <p>A place of the meeting under paragraph one shall be within the locality of the Company's head office <u>or any other place in the Kingdom. In the case of a meeting via electronic media. The location of the Company's head office shall be considered the location of the meeting.</u></p>
<p><b>No.34</b> 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.</p> <p>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.</p>	<p><b>No.34</b> 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 <u>or via electronic media according to the criteria specified by the registrar</u> for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p>A place of the meeting under paragraph one shall be in the locality in which the Company's head office <u>or any other place in the Kingdom. In the case of a meeting via electronic media. The location of the Company's head office shall be considered the location of the meeting.</u></p>

<b>Present</b>	<b>Proposed to amend</b>
<p><b>No.39</b> 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.</p> <p>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.</p> <p>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.</p>	<p><b>No.39</b> 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.</p> <p>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.</p> <p>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 <u>or via electronic media according to the criteria specified by the registrar</u> for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>
<p><b>No.56</b> Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>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.</p>	<p><b>No.56</b> Dividends shall be distributed according to the number of shares at an equal amount each.</p> <p>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 <u>or via electronic media according to the criteria specified by the registrar</u> for three (3) consecutive days.</p>



**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 Article 36 and Article 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 presents 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 (1/2) 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 (1) 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 affected 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.

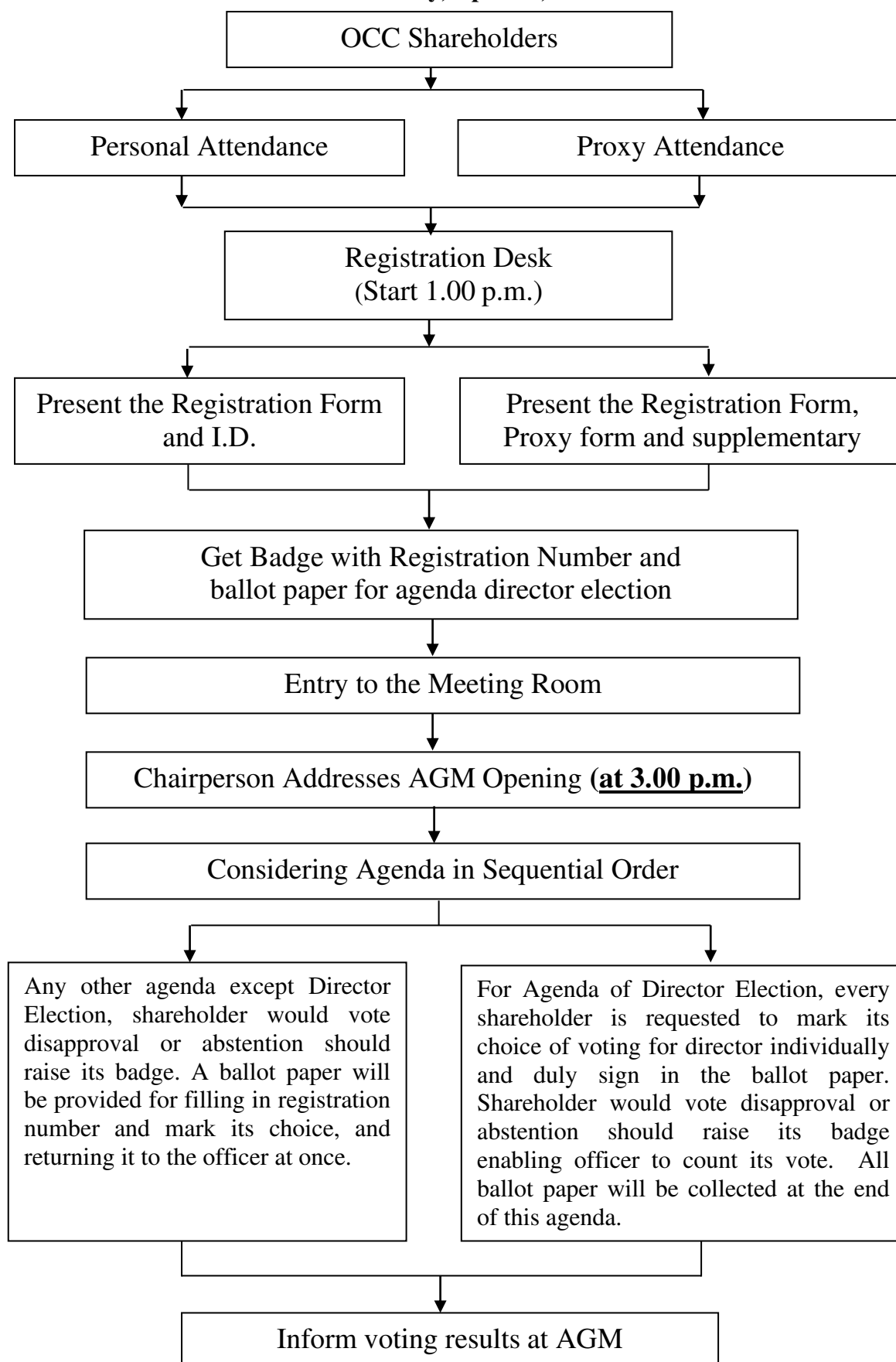
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**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

## Procedure of 30<sup>th</sup> AGM Attendance

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

**Monday, April 22, 2024**



**The usage of QR Code for downloading the documents  
of 2024 Annual General Meeting of Shareholders**

The Stock Exchange of Thailand (SET) by Thailand Securities Depository Co., Ltd (TSD), 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 56-1 One Report 2023, 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 .....

.....

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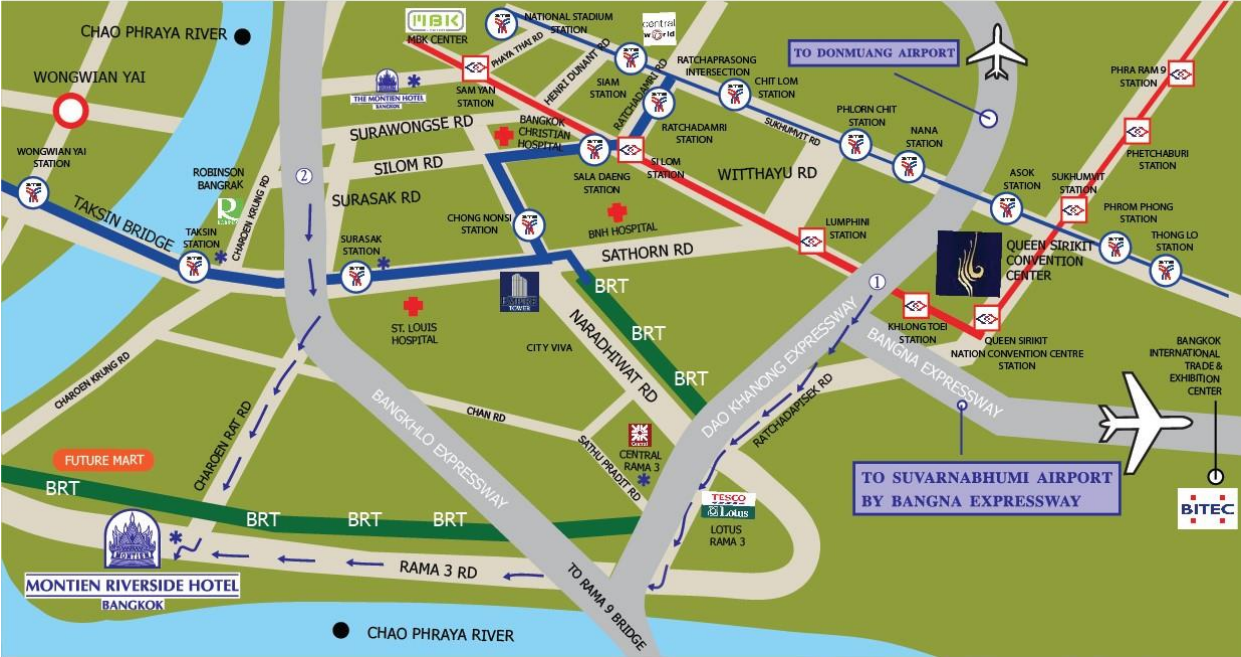
Name of reachable person .....

Telephone .....

Fax .....

Email address .....

**Map of AGM Venue: Montien Riverside Hotel  
Take bus No. 35, 89, 205 or BRT**



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

\* Shuttle bus to Central Department Store Rama 3, Montien Bangkok and Sky Train Stations : Taksin, Surasak.  
 ■ System (BTS) Sky Train Station ■ MRT  
 ■ BRT Station ■ Expressway

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