

**(Translation)**

CS 02/2016

February 19, 2016

Subject Resolution of the Board of Directors' Meeting on the Annual General Meeting of Shareholders No.37 and Dividend Payment

To President  
The Stock Exchange of Thailand

The Board of Directors' of Ocean Glass Public Company Limited No.3/2016 convened on February 19, 2016 has passed the following resolution:

1. Approved to convene the Annual General Meeting of Shareholders no.37 on Tuesday, April 26, 2016 at 2.00 p.m. at Junior Ballroom no 1-2, on the 3rd Floor, Pullman Bangkok Grand Sukhumvit Bangkok, located at 30 Sukhumvit 21 (Asoke) Road, Klongtoey Nue, Wattana, Bangkok 10110 to consider the following agenda.

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.36 convened on April 28, 2015**

Board of Directors' opinion:

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to certify the Minutes of the Annual General Meeting of Shareholders No.36 convened on April 28, 2015.

**Agenda 2 To acknowledge the Company's operating performance for the year 2015**

Board of Director's opinion:

The Board of Directors is of the opinion that it is appropriate to report the Company's operating performance for the year 2015 to the Shareholders' Meeting for acknowledgement.

**Agenda 3 To approve the Financial Statements for the year ended December 31, 2015 and the auditor's report**

Board of Director's opinion:

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve the audited financial statements for the year ended December 31, 2015. The financial statement had been audited by the Certified Public Accountant and agreed by the Audit Committee.

**Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2015**

Board of Director's opinion:

Net profit from operating results for the year 2015 presented Baht 133,428,216. The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve the allocation of net profit and dividend payment from operating results for the year 2015 as follows.

1. Dividend Payment for the year 2015

1.1 Dividend payment to shareholders at the amount of Baht 3.13 per share for 21,330,715 common shares, totaling at Baht 66,765,138.

1.2 The record date for the shareholders who entitled to receive dividend shall be on March 7, 2016 and the share registration book closing date, as specified under Section 225 of the Securities and Exchange Act B.E. 2535 (further amendment B.E. 2551), shall be on March 8, 2016. Dividend payment shall be made on May 19, 2016.

The dividend payment from operating results for the year 2015 is subjected to the approval of the Shareholders' Meeting No.37.

2. Un-appropriated retained earnings to be carried forward.

**Agenda 5 To elect the directors to succeed those who are due to retire on completing their terms**

Board of Director's opinion:

For the year 2016, the Board of Directors consists of 8 directors. There are 3 directors who are due to retire on completing their terms as follows.

- |                               |  |
|-------------------------------|--|
| 1) Mr. Chakri Chanruangvanich | Chairman of the Board of Directors<br>Nomination and Remuneration Committee Member |
| 2) Mr. Kirati Assakul         | Managing Director  |
| 3) Mr. Matthew Kichodhan      | Independent Director   |

As recommended by Nomination and Remuneration Committee, the Board of Directors is of the opinion that the proposed nominees are fully qualified by qualification, skills, knowledge, and experiences in the business. Therefore, it is appropriate to propose the Shareholders' to re-elect the directors who are due to retire for another terms.

**Agenda 6 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2016**

Board of Director's opinion:

As recommended by Nomination and Remuneration Committee, the Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve Directors' remuneration for Board of Directors, Nomination and Remuneration Committee, and Audit Committee. The remuneration consists of monthly fee and bonus.

1) Monthly Fee

	<b>Baht/Person/Monthly</b>	
	<b>2016</b> <b>(Same Rate)</b>	<b>2015</b> <b>(Existing Rate)</b>
<b>Board of Director</b>		
Chairman of the Board of Director	72,000	72,000
Director	40,000	40,000
<b>Audit Committee</b>		
Chairman of Audit Committee	22,400	22,400
Member of Audit Committee	16,000	16,000
<b>Nomination and Remuneration Committee</b>		
Chairman of Nomination and Remuneration Committee	14,000	14,000
Member of Nomination and Remuneration Committee	10,000	10,000

According to the present composition of the Board of Directors and Sub-Committee, the remuneration will be at the amount of Baht 456,400 per month.

2.) Bonus Remuneration

As approved by the Annual General Meeting of Shareholders” No. 36, bonus remuneration is at the rate of 1.3% of total dividend payments made in respect of the operation from preceding accounting year (rounded up/down to the nearest 10,000 Baht). The Board of Directors shall allocate this Bonus to each director as appropriate.

**Agenda 7 To appoint the auditors for the year 2016 and fix the auditing fee**

Board of Director’s opinion:

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders’ Meeting to appoint the auditors for the year 2016 and fix the auditing fee as recommended by Audit Committee. Details of the proposal are as follows.

- To appoint Mr. Prasit Yuengsrikul Certified Public Accountant No. 4174 or Ms. Varaporn Vorathitikul Certified Public Accountant No. 4474 or Mr. Vichien Khingmontri Certified Public Accountant No. 3977 from PricewaterhouseCoopers ABAS Company Limited to be the Company’s auditors.
- To fix the auditing fee for the year 2016 totaling Baht 1,500,000, increased from last year 4.17%. The amount excludes other expenses such as travelling expenses, etc.

**Agenda 8 To approve the amendment of the Company's objective No.8 and No. 15**

Board of Director's opinion:

In compliance with rules and regulations of the Company Limited and Partnership Registration B.E. 2554, the Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve the amendment of the Company's objectives No. 8 and No. 15 as following details.

Existing	Amended
No. 8 To purchase, sell, exchange, every kind of foreign currencies	No. 8 To purchase, sell, exchange, every kind of foreign currencies <u>with the permission from the related regulator</u>
No. 15 Engage in the business of schooling and any kind of academic institutions	No. 15 Engage in the business of schooling and any kind of academic institutions <u>with the permission from the related regulator</u>

**Agenda 9 To consider other issues (if any)**

2. Approved the record date for the shareholders who entitles to attend the Annual General Meeting of Shareholders No.37 shall be on March 7, 2016 and the share registration book closing date, as stipulated in the Section 225 of the Securities and Exchange Act B.E. 2535 (further amendment B.E. 2551), shall be on March 8, 2016.

Please be informed accordingly.

Best regards,

-Signature-

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Mr. Kirati Assakul

Managing Director