

(Translation)

CS 05/2015

February 24, 2015

Subject Resolution of the Board of Directors' Meeting on the Annual General Meeting of Shareholders No.36/2015 and Dividend Payment

To President
The Stock Exchange of Thailand

The Board of Directors' of Ocean Glass Public Company Limited No.2/2015 convened on February 24, 2015 has passed the following resolution:

1. Approved to convene the Annual General Meeting of Shareholders no.36/2015 on Tuesday, April 28, 2015 at 2.00 p.m. at Junior Ballroom no 1-2, on the 3rd Floor, Grand Millennium 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.35/2014 convened on April 28, 2014

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.35/2014 convened on April 28, 2014.

Agenda 2 To acknowledge the Company's operating performance for the year 2014

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 2014 to the Shareholders' Meeting for acknowledgement.

Agenda 3 To approve the Financial Statements for the year ended December 31, 2014 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, 2014 which had been audited by the Certified Public Accountant and agreed by the Audit Committee to the financial statements.

Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2014

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 allocation of net profit and dividend payment from operating results for the year 2014 as follows.

1. Dividend Payment for the year 2014

- 1.1 Dividend payment to shareholders at the amount of Baht 1.10 per share for 21,330,715 common shares, totaling at Baht 23,463,786.50.
- 1.2 The record date on which the shareholders are entitled to receive dividend shall be on March 10, 2015 and the share registration book closing date on which the shareholder list as specified under Section 225 of the Securities and Exchange Act B.E. 2535 (further amendment B.E. 2551) shall be on March 11, 2015. Dividend payment shall be made on May 20, 2015.

The dividend payment from operating results for the year 2014 is subjected to the approval of the Shareholders' Meeting No.36/2015.

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: The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to re-elect the directors who are due to retire for another terms of directorships as follows.

- 1) Mr. Chatchawin Charoen-Rajapark Independent Director
Chairman of Nomination and Remuneration Committee
Audit Committee
- 2) Mr. Tatchapol Poshyanonda Independent Director
Audit Committee
- 3) Mr. Naputt Assakul Director
Nomination and Remuneration Committee

Agenda 6 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2015

Board of Director's opinion: The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve Directors' remuneration which are consist of monthly fee and bonus for Board of Directors, Nomination and Remuneration Committee, and Audit Committee as recommended by Nomination and Remuneration Committee.

1) Monthly Remuneration

	<u>2015</u> <u>(New Rate)</u> <u>Baht/Person/Month</u>	<u>2014</u> <u>(Existing Rate)</u> <u>Baht/Person/Month</u>	<u>Remark</u>
<u>Board of Directors</u>			
Chairman of the Board	72,000	60,000	
Director	40,000	32,900 35,400	Executive Director Non Executive Director
<u>Audit Committee</u>			
Chairman of Audit Committee	22,400	18,300	
Audit Committee	16,000	12,300	
<u>Nomination and Remuneration Committee</u>			
Chairman of Nomination and Remuneration Committee	14,000	6,300	
Nomination and Remuneration Committee	10,000	3,200 5,000	Executive Director Non Executive Director

- 2) 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.

The rates shall be effective from May 2015 onwards until there is change.

Agenda 7 To appoint the auditors for the year 2015 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 2015 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 2015 totaling Baht 1,440,000, increased from last year 2.86%. The amount excludes other expenses such as travelling expenses, etc.

Agenda 8 To approve the amendment of the Company's objective and the Company's Memorandum of Association No.3 "The Company has 29 clauses of the objectives"

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 amendment of the Company's objectives by adding 1 clause, and amend the Company's Memorandum of Association No.3 "The Company has 29 clauses of the objectives"

"(Clauses 29) Research, analysis, data collection, and laboratory test including the development of a comprehensive suite of marketing, products, raw material recipes, and production processes of products as specified in this objective as well as the establishment of standard terms on self development products. Including being a center for research and development, collect statistic data on industrial activity, science, marketing, advertising and commercial for business purposes of the Company."

Agenda 9 To consider other issues (if any)

2. Approved the record date on which the shareholders are entitled to attend the Annual General Meeting of Shareholders No.36/2015 shall be on March 10, 2015 and the share registration book closing date on which the shareholder list as specified under Section 225 of the Securities and Exchange Act B.E. 2535 (further amendment B.E. 2551) shall be on March 11, 2015.

Please be informed accordingly.

Best regards,

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Ms.Lalitpat Wanichsermkul

Executive Director – Finance & Accounting, Information Technology and Company Secretary