

*(Translation)*

CS 07/2017

March 9, 2017

Subject: Board of Directors' Resolutions for the Annual General Meeting of Shareholders No. 38 and  
Dividend Payment

To: President  
The Stock Exchange of Thailand

The Board of Directors of Ocean Glass Public Company Limited, during its meeting No. 3/2017 held on March 9, 2017, resolved to:

1. Approve to convene the Annual General Meeting of Shareholders No.38 on Tuesday, April 25, 2017 at 2.00 p.m. at Junior Ballroom no 1-2, on the 3rd Floor, Pullman Bangkok Grand Sukhumvit, 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.37 convened on April 26, 2016**

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.37 convened on April 26, 2016.

**Agenda 2 To acknowledge the Company's operating performance for the year 2016**

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 2016 to the Shareholders' Meeting for acknowledgement.

**Agenda 3 To approve the Financial Statements for the year ended December 31, 2016 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, 2016. 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 2016**

Board of Director's opinion:

Net profit from operating results for the year 2016 presented Baht 94,573,143.83. 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 2016 as follows.

1. Dividend Payment for the year 2016

1.1 Dividend payment to shareholders at the amount of Baht 2.22 per share for 21,330,715 common shares, totaling at Baht 47,354,187.30.

1.2 The record date for the shareholders who entitled to receive dividend shall be on March 24, 2017 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 27, 2017. Dividend payment shall be made on May 19, 2017.

The dividend payment from operating results for the year 2016 is subjected to the approval of the Shareholders' Meeting No.38.

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 2017, 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. Woragan Xuto            | Independent Director<br>Chairman of the Audit Committee                   |
| 2. Mr. Chairpranin Visudhiphol | Independent Director<br>Member of the Audit Committee                     |
| 3. Mr. Naputt Assakul          | Director<br>Member of the Nomination and Remuneration Committee<br>Member |

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 number of directors and appoint new director**

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 increasing 1 director from 8 to 9 directors and appoint Mr. Silparat Watthanakasetr as new director.

**Agenda 7 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2017**

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

	Baht/Person/Monthly	
	<u>2017</u> (Propose same Rate)	<u>2016</u> (Existing Rate)
<b><u>Board of Director</u></b>		
Chairman of the Board of Director	72,000	72,000
Director	40,000	40,000
<b><u>Audit Committee</u></b>		
Chairman of Audit Committee	22,400	22,400
Member of Audit Committee	16,000	16,000
<b><u>Nomination and Remuneration Committee</u></b>		
Chairman of Nomination and Remuneration Committee	14,000	14,000
Member of Nomination and Remuneration Committee	10,000	10,000

2) Bonus Remuneration

As approved by the Annual General Meeting of Shareholders" No. 37, 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.

3) Other      None

**Agenda 8 To appoint the auditors for the year 2017 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 2017 and fix the auditing fee as recommended by Audit Committee.

Details of the proposal are as follows.

- To appoint Miss Thanyaporn Tangthanopajai Certified Public Accountant No. 9169 or Mr. Peradate Pongsathiansak Certified Public Accountant No. 4752 or Miss Wannisa Ngambuathong Certified Public Accountant No. 6838 from Dharmniti Auditing Company Limited to be the Company's auditors.
- To fix the auditing fee for the year 2017 totaling Baht 1,050,000 decreased from last year 30%. The amount excludes other expenses such as travelling expenses, etc.

**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.38 shall be on March 24, 2017 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 27, 2017.

Please be informed accordingly.

Best regards,

*-Signature-*

Mr. Silparat Watthanakasetr

General Manager and Acting Managing Director