

Criteria for shareholder to propose meeting agenda and nominate candidate for director election on Annual  
General Meeting of Shareholders (“AGM”)

1. **Objective**

Ocean Glass Public Company Limited (the Company) operates business under the principle of Good Corporate Governance through equitable and fair treatment to all shareholders. Therefore, eligible shareholders are invited to propose meeting agenda and nominate qualified candidate for director election on AGM.

2. **Criteria**

2.1 **Qualification of shareholder**

2.1.1 Being a shareholder or group of shareholder holding the Company's shares not less than 3% of total issued and paid-up shares; and

2.1.2 Having evidence of shares held, such as copy of share certificate issued by Securities Company or Thailand Securities Depository Co., Ltd. and certify true copy.

2.2 **Proposal**

Meeting agenda

The qualified shareholder can submit the Form “Proposal for Meeting Agenda” to the Company during December 8, 2017- March 8, 2018.

The Company reserves the right not to include the following matter for meeting agenda;

2.2.1 The matter that is not related to the Company's ordinary course of business.

2.2.2 The matter that violates applicable laws, rules, regulations of the government or regulatory agencies.

2.2.3 The matter that is beneficial to particular individual or group of person.

2.2.4 The matter that has been submitted to shareholders' meeting for the past 12 months and received unsupported votes or the matter that is not provide significantly changed of fact.

2.2.5 The matter proposes by unqualified shareholder, or provides incomplete, inadequate evidence documentation.

Director candidate

The qualified shareholder can submit the Form “Proposal for Nomination of Director” with supported documents to the Company during December 8, 2017- March 8, 2018.

Meeting agenda and director candidate, agreed by the Board of Director, will be included in the notice of the meeting with the Board's opinion. The disagreed proposal will be informed to the shareholder in the AGM meeting.

3. Submission

Attention : **Company Secretary**

Ocean Glass Public Company Limited

75/88-91 38 Floor, Ocean Tower 2, Sukhumvit 19 (Soi Wattana),

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## DIRECTOR QUALIFICATION GUIDELINES

1. Directors must meet the highest levels of honesty, integrity and objectivity, and comply with all relevant laws, government regulations, and the Company's Code of Conduct.
2. Directors must not have any interests that would materially impair their ability to exercise independent judgment or otherwise discharge the fiduciary duties owed by them to the Company and its shareholders.
3. Directors should have experiences in management or at the policy-making level in one or more fields of business, government, education, technology, science, or community/civic affairs.
4. Directors should have a general appreciation regarding major issues (including business strategy, business environment, corporate finance, corporate governance and board operations) facing public companies of size and operational scope similar to those of the Company.
5. Directors should have the ability to exercise sound business judgment.
6. Directors should have sufficient time to effectively carry out their duties, including preparing for and attending Board meetings, meetings of the Board committees on which they serve, and meetings of shareholders, after taking into consideration their other business and professional commitments.
7. Directors must comply with the retirement age limit of 72 years old.
8. Directors should be independent in their thought and judgment and be committed to enhancing long-term value for all shareholders.
9. Directors should be selected so that the Board reflects appropriate diversity.

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