

COA 006/2022

February 23, 2022

Subject: Resolutions of the Board of Directors Meeting on the Annual General Meeting of Shareholders for the year 2022 (No. 43) and the omission of dividend payment

To: President
The Stock Exchange of Thailand

Ocean Glass Public Company Limited, during the Board of Directors' Meeting No. 2/2022 held on February 23, 2022, resolved on the following significant matters:

1. Approved to convene the Annual General Meeting of Shareholders for the year 2022 (No.43) on Wednesday, 27 April 2022, 2.00 p.m. through electronics meeting (E-AGM) at Ocean Tower II, Meeting Room 12 Floor, Sukhumvit 19 (Soi Wattana), Bangkok 10110 to consider the following agenda.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2021 (No. 42) convened on April 28, 2021

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 for the year 2021 (No. 42) convened on April 28, 2022.

Agenda 2 To acknowledge the Company's operating performance for the year 2021

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 2021 to the Shareholders' Meeting for acknowledgement.

Agenda 3 To approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2021

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 statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2021. The financial statement had been audited by the Certified Public Accountant and agreed by the Audit Committee.

Agenda 4 To approve the omission of dividend payment for the year 2021

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 omission of dividends payment for the year 2021 in order to preserve the Company's liquidity and working capital. The Company has appropriated its legal reserve THB 50,000,000 as required by law. Therefore, no additional legal reserve is required.

In addition, the Company has a dividend payment policy based on annual operating results and long-term returning to shareholders.

Agenda 5 To elect the directors to succeed those retiring by rotation in the Annual General Meeting of Shareholders' for the year 2022 (No. 43)

Board of Director's opinion:

The Board of Directors considered the nominated candidates who had been determined by the Nomination and Remuneration Committee pursuant to the screening criteria regarding the director's optimal qualifications, knowledge, skills and experience in industry-related business which are suitable for the Company's business operation.

The Board is of the opinion that the proposed directors are fully qualified in accordance with the Public Company Limited Act, the Stock Exchange of Thailand, and the Office of Securities Exchange Commission, without any prohibited characteristics to be re-elected as directors and/or independent directors of the Company. The proposed directors have suitably served as directors with their full capacity as well as provided beneficial advice for business operation of the Company throughout their terms.

The 2 independent directors, namely, Mr. Chaipranin Visudhipol and Mr. Matthew Kichodhan, who serve as independent directors for more than 9 years, can independently express their opinions in accordance with the relevant rules and regulations. Their expertise and experiences have brought beneficial advice to the Company.

With recommendation from the Nomination and Remuneration Committee, 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 term of directorships as follows.

- 1) Mr. Chakri Chanruangvanich Chairman of the Board of Directors
Member of Nomination and Remuneration Committee
- 2) Mr. Chaipranin Visudhipol Independent Director
Member of the Audit Committee
- 3) Mr. Matthew Kichodhan Independent Director

Agenda 6 To fix the remuneration of Directors and Sub-Committees for the year 2022

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 and Sub-Committees as follows.

1) **Monthly Remuneration** Baht/Monthly/ Person

	2022 (Same as last year)	2021 (Current)
<u>Board of Director</u>		
Chairman of the Board of Director	81,000	81,000
Director	45,000	45,000
<u>Audit Committee</u>		
Chairman of the Audit Committee	25,200	25,200
Member of the Audit Committee	18,000	18,000
<u>Nomination and Remuneration Committee</u>		
Chairman of the Nomination and Remuneration Committee	15,700	15,700
Member of the Nomination and Remuneration Committee	11,200	11,200

2) **Other** None

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2022

Board of Director's opinion:

The Board of Directors is of the opinion that the external auditors from Dharmniti have auditing experiences with reasonable fee. The external auditors also possess the qualifications as specified by the Office of the Securities and Exchange Commission as well as reliability, adequate experience, and have no relationship with and no vested interest in the Company, its subsidiaries, executives, major shareholder or the connected persons to the aforementioned persons. Therefore, the external auditors can independently audit and express their opinion on the Company's financial statements. The Board of Directors thereby agreed to propose the Shareholders' Meeting to appoint the auditors and fix the auditing fee for the year 2022 as recommended by the 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 Arisa Chumwisut, Certified Public Accountant No. 9393 from Dharmniti Auditing Company Limited to be the Company's auditors for the year 2022. In the absence of the said external auditors, Dharmniti Auditing Company Limited will provide one other Certified Public Accountant to carry out their work.
- To fix the auditing fee for the year 2022 totaling Baht 1,170,000. The amount excludes other expenses such as travelling expenses, etc.

Agenda 8 To approve the amendment to the Company's Objectives and the Company's Memorandum of Association, Article 3 Objectives of the Company

Board of Director's opinion:

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting for the amendment to the Company's Memorandum of Association and add 2 Objectives related to e-commerce business by providing membership service, advertising through online, and others related matters.

- 2. Approved the record date for the shareholders who entitles to attend the Annual General Meeting of Shareholders for the year 2022 (No.43) shall be on March 10, 2022.**

Please be informed accordingly.

Best regards,

-Signature-

Ms. Jariya Sangchaiya

Managing Director

Company Secretary Tel. (02) 661-6556 ext. 1200