

(Translation)

COA 004/2023

February 22, 2023

Subject: Resolutions of the Board of Directors Meeting on the Annual General Meeting of Shareholders for the year 2023 (No. 44) and Dividend Payment

To: President
The Stock Exchange of Thailand

Ocean Glass Public Company Limited, during the Board of Directors' Meeting No. 3/2023 held on February 22, 2023, resolved on the following significant matters:

1. Approved to convene the Annual General Meeting of Shareholders for the year 2023 (No.44) on Wednesday, 26 April 2023, 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 2022 (No. 43) convened on April 27, 2023

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 2022 (No. 43) convened on April 27, 2022.

Agenda 2 To acknowledge the Company's operating performance for the year 2022

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 2022 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, 2022

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, 2022. 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 2022

Board of Director's opinion:

Net profit from operating results for the year 2022 presented Baht 20,310,289.48. 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 2022 as follows.

1. Dividend Payment for the year 2022

- 1.1 Dividend payment to shareholders at the amount of Baht 0.57 per share for 21,330,715 common shares, totaling at Baht 12,158,507.55.
- 1.2 The record date for the shareholders who entitles to receive dividend shall be on March 9, 2023. Dividend payment shall be made on May 17, 2023.

The dividend payment is subjected to the approval of the Shareholders' Meeting for the year 2023 (No.44).

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

Agenda 5 To elect the directors to succeed those retiring by rotation in the Annual General Meeting of Shareholders' for the year 2023 (No. 44)

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 1 independent director, namely, Mr. Woragan Xuto, 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. Woragan Xuto Independent Director
 Chairman of the Audit
- 2) Mr. Naputt Assakul Director
 Member of the Nomination and Remuneration
- 3) Miss Jariya Sangchaiya Managing Director

Agenda 6 To fix the remuneration of Directors and Sub-Committees for the year 2023

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

	2023 (Same as last year)	2022 (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) **Bonus Remuneration**

The bonus remuneration is at the rate 1.3% of total dividend paid out of the profits from the operation in the preceding accounting year, rounded up/down to the nearest Baht 10,000 which is the same rate as the bonus remuneration approved at the Annual General Meeting of Shareholders No. 39. The Board of Directors shall allocate this bonus to each director as appropriate.

3) **Other** None

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2023

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 2023 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 2023. 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 2023 totaling Baht 1,220,000. The amount excludes other expenses such as travelling expenses, etc.

Agenda 8 To approve the amendment to the Company's Articles of Association regarding Adoption of Electronic Means for Sending Notice to Shareholders, Publishing of Notice, Convening Shareholders' Meeting and Authorizing Proxy

Board of Director's opinion:

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to consider and approve the Company's Articles of Association regarding Electronic Advertising together with proceeding the registration of the amendment of Article of Association within the period as prescribed by law.

2. Approved the record date for the shareholders who entitles to attend the Annual General Meeting of Shareholders for the year 2023 (No.44) and receive dividend shall be on March 9, 2023.

Please be informed accordingly.

Best regards,

-Signature-

Ms. Jariya Sangchaiya

Managing Director

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