

(Translation)

CS 017/2020

June 17, 2020

Subject: Resolutions of the Board of Directors Meeting on the Annual General Meeting of Shareholders for the year 2020 (No. 41) and No Dividend Payment

To: President
The Stock Exchange of Thailand

Ocean Glass Public Company Limited, during the Board of Directors' Meeting No. 6/2020 held on June 17, 2020, resolved on the following significant matters:

1. Approved to convene the Annual General Meeting of Shareholders for the year 2020 (No.41) on Wednesday 29 July, 2020, 2.00 p.m. at Theater Room, 3rd Floor, Double Tree by Hilton Sukhumvit Hotel, 18/1 Soi Sukhumvit 26, Klongton, Klongtoey, Bangkok 10110, to consider the following agenda.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2019 (No. 40) convened on April 25, 2019

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 2019 (No. 40) convened on April 25, 2019.

Agenda 2 To acknowledge the Company's operating results for the year 2019

Board of Director's opinion:

The Board of Directors is of the opinion that it is appropriate to report the Company's operating results for the year 2019 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, 2019

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, 2019. The financial statement had been audited by the Certified Public Accountant and agreed by the Audit Committee.

Agenda 4 To approve the appropriation of net profit, no dividend payment for the year 2019, and acknowledge the interim dividend payment

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 appropriation of net profit, no dividend payment for the year 2019, and acknowledge the interim dividend payment as follows.

ทะเบียนเลขที่ บมจ.89

สำนักงานใหญ่ :

75/88-91 อาคารโอเชียนทาวเวอร์ 2 ชั้น 34

ถ.สุขุมวิท 19 (ซอยวัฒนา)

แขวงคลองเตยเหนือ เขตวัฒนา

กรุงเทพฯ 10110

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แขวงคลองเตยเหนือ เขตวัฒนา

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ต.แพรกษา อ.เมืองสมุทรปราการ

จังหวัดสมุทรปราการ 10280

โทรศัพท์: 0-2324-0422, 0-2709-3267-9

โทรสาร: 0-2324-0420

- Acknowledgement of the interim dividend payment from the operating results for the period of 1 January – 31 December 2020 to shareholder on 18 May 2020 at the amount of Baht 0.57 per share, equivalent to the dividend payout ratio 67% of net profit.
- No dividend payment from the operating results for the year 2019
- 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 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 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 Committee |
| 2) | Mr. Naputt Assakul | Director |
| | | Nomination and Remuneration Committee Member |
| 3) | Ms. Jariya Sangchaiya | Managing Director |

Agenda 6 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2020

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.

Monthly Remuneration

	Baht/Monthly/ Person	
	2020 (Same as last year)	2019 (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

Other

None

Agenda 7

To appoint the auditors and fix the auditing fee for the year 2020

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 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 2020. 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 2020 totaling Baht 1,120,000. The amount excludes other expenses such as travelling expenses, etc.

Agenda 8 To consider the amendment to the Company's Articles of Association on Electronics Meeting

Board of Director's opinion:

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to consider the amendment to the Company's Articles of Association Article 29, 32, and 34 by further amendment to the propose provision, together with the registration of the amendments.

Existing Article	New Article
Article 29 The board of directors shall hold a meeting at least once every 3 months at the head office location or any other place as deems appropriate.	Article 29 The board of directors shall hold a meeting at least once every 3 months at the head office location or any other place <u>or through electronic meeting as deems appropriate. An electronic meeting shall be held in accordance with the rules and regulations of the law, and shall be compliance with the standards for maintenance of security for electronic meetings prescribed in the law.</u>
Article 32 In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than 7 days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.	Article 32 In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than 7 days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed. <u>In delivering an invitation letter for electronics meeting, chairman of the board or the person entrusted shall maintain a copy of the invitation letter and documents related to the meeting as evidence, which may be stored in the form of electronic data.</u>
Article 34 In calling a meeting of shareholders, the board of directors shall send notices for the meeting specifying the venue, date, time, agendas of the meeting, as well as the subject matters to be submitted to the meeting together with the appropriate details, by clearly specifying whether the proposed matters will be for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in such matters, and shall send notices to the shareholders and the registrar no less than 7 days before the date of the meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of 3 consecutive days and not less than 3 days before the date of the meeting.	Article 34 In calling a meeting of shareholders, the board of directors shall send notices for the meeting specifying the venue, date, time, agendas of the meeting, as well as the subject matters to be submitted to the meeting together with the appropriate details, by clearly specifying whether the proposed matters will be for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in such matters, and shall send notices to the shareholders and the registrar no less than 7 days before the date of the meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

Existing Article	New Article
The venue of the meeting of shareholders shall be within the area where the head office is located or in other places as the board of directors deems appropriate.	<p>The venue of the meeting of shareholders shall be within the area where the head office is located or in other places or <u>through electronic meeting</u> as the board of directors deems appropriate. <u>An electronic meeting shall be held in accordance with the rules and regulations of the law, and shall be compliance with the standards for maintenance of security for electronic meetings prescribed in the law.</u></p> <p><u>In delivering an invitation letter for electronics meeting, Chairman of the Board or the person having the duty to organize the meeting shall maintain a copy of the invitation letter and documents related to the meeting as evidence, which may be stored in the form of electronic data.</u></p>

Agenda 9 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 objectives, Memorandum of Association, Article 3 Objectives of the Company, and the registration of the amendment as follows.

The Company's objectives have 33 Clauses

(33) To engage in the business of purchasing, selling, exchanging, import, export, retails, wholesales, and e-commerce trading for all kind of products, including but not limited to:

- a) cleaning, sanitizing products, cleanser gel, and alcohol hand gel
- b) products and equipment to be used in household, hotel and restaurant, and other similar business including maintenance services, fixing, developing and improvement of all kinds of productions as mentioned above.

2. Approved the record date for the shareholders who entitles to attend the Annual General Meeting of Shareholders for the year 2020 (No.41) shall be on July 1, 2020.

Please be informed accordingly.

Best regards,

-Signature-

Ms. Jariya Sangchaiya

Managing Director

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