

Ocean Glass Public Company Limited

Invitation to

The Annual General Meeting of Shareholders for the year 2019

(No.40)

Thursday, April 25, 2019

February 20, 2019

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2019 (No.40)

Attention: Shareholders

Ocean Glass Public Company Limited

- Enclosures
1. Copy of the minutes of the Annual General Meeting of Shareholders No.39
 2. 2018 Annual Report (QR Code)
 3. Profile of the directors who retired by rotation and nominated for re-appointment
 4. Independent Director's Definition
 5. Proxy form A and Proxy form B
 6. Profile of the independent directors who were proposed as proxy holders
 7. Instruction for registration to attend the meeting and voting procedures
 8. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
 9. Map of the meeting location
 10. Requisition Form for 2018 Annual Report

The Board of Directors of Ocean Glass Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2019 (No.40) on Thursday, April 25, 2019 at 02.00 p.m., at Junior Ballroom, on the 3rd Floor, Pullman Bangkok Grand Sukhumvit, 30 Sukhumvit 21 (Asoke) Road, Klongtoey Nue, Wattana, Bangkok 10110.

In compliance with the corporate governance best practices, the invitation letter and supporting documents of the Annual General Meeting of Shareholders will be posted on the Company's website (www.oceanglass.com) on March 25, 2019 in order to provide shareholders sufficient time to consider information to be discussed in the meeting. The Board of Directors provided the opportunities for shareholders to propose meeting agenda, nominate candidate(s) for director election, and inquiry in advance before the meeting. The criteria of the proposal was posted on website from October 1 to December 31, 2018. After the said period expired, none of meeting agenda and director candidate was proposed to the Company. The meeting agendas and nominated directors, therefore, were from Board of Directors' resolution.

The Board of Directors hereby invites shareholders to attend the meeting at the above mentioned date, time, and venue to consider the following agendas.

¹ In compliance with Thai Investors Association's policy which encourages the listed companies to not distribute the souvenir during the shareholders' meeting of the Company because the Thai Investors Association realizes that the purpose of convening the shareholders' meeting is to offer the opportunity to the shareholders to attend the meeting and to acknowledge the company's operating performance, therefore, souvenir will not be provided in the shareholders' Meeting.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.39 convened on April 26, 2018

Objective and reason

The Company convened the Annual General Meeting of Shareholders No. 39 on April 26, 2018. The Minutes of the meeting was recorded and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce within the period as prescribed by laws and has been disclosed on the Company's website since May 10, 2018. None of comment proposed to make amendment.

The copy of the Minutes is as shown in **Enclosure 1**.

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.39 convened on April 26, 2018.

Required votes for resolution

The resolution of this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 **To acknowledge the Company's operating performance for the year 2018**

Objective and reason

The Company provided a report on operating performance from the previous year to reflect the business overview and major activities of the Company. The operating performance report is provided under "Management's Discussion and Analysis" in the 2018 Annual Report as shown in **Enclosure 2**.

Board of Director's opinion

The Board of Directors is of the opinion that the report on operating performance from the previous year is beneficial information to shareholders and stakeholders. It is appropriate to report the Company's operating performance for the year 2018 to the Shareholders' Meeting for acknowledgement.

Required votes for resolution

Voting is not required since this agenda is a report for shareholders' 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, 2018

Objective and reason

Section 112 of the Public Limited Company Act B.E. 2535, and Article 43 of the Company's Articles of Association stipulate that the Board of Directors shall arrange the Statements of Financial Position and the Statements of Comprehensive Income for the year ended of the accounting period, and propose them to the Annual General Meeting of Shareholders for consideration and approval.

The statements of financial position, the statements of comprehensive income, and the audit report for the year ended December 31, 2018 had been audited by the Certified Public Accountant and agreed by the Audit Committee. The summary of financial statement is as follows:

(Unit : Thousand Baht)

Particulars	Consolidated Financial Statement	Financial Statement of the Company
Total Assets	3,265,917	3,223,846
Total Liabilities	1,392,805	1,363,151
Shareholders' Equity of the Company	1,873,112	1,860,695
Total Revenue	2,031,094	1,935,114
Earnings Before Interest and Income Tax	60,410	41,859
Net Profits	24,457	11,079
Earnings per Share	1.15	0.52
Weighted Average Number of Share(s) (thousand shares)	21,331	21,331

Details are as shown in the section "Financial Statements and Report of Certified Auditor" in the 2018 Annual Report, **Enclosure 2**.

Board of Director's opinion

The Board of Directors is of the opinion that the preparation of the financial statements is accurate and complies with Thai Financial Reporting Standard. Therefore, 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, 2018 as audited by the Certified Public Accountant and agreed by the Audit Committee.

Required votes for resolution

The resolution of this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2018

Objective and reason

The Company has a dividend payment policy based on annual operating results and long-term returning to shareholders. According to the Public Limited Company Act B.E. 2535, Section 115, and Article 45 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

Board of Director's opinion

For the year 2018, the Company reported net profit of Baht 24,456,485.04. Therefore, the Board of Directors agreed to propose the Shareholders' Meeting to approve the allocation of net profit and dividend payment from operating results for the year 2018 as follows.

1. Dividend Payment for the year 2018

Dividend to be paid to ordinary shareholders is at Baht 0.57 per share for 21,330,715 common shares, totaling Baht 12,158,507.55. Such dividend payment derived from the profit which is subject to corporate income tax of 20%. The recipients who receive dividend are subject to withholding tax according to rules and regulations of the Revenue Code. The individual shareholders shall be entitled to a tax credit according to Section 47 *bis* of the Revenue Code. The Company is not required to allocate the profit for legal reserve since the Company has sufficient appropriated retained earnings for legal reserve totaling Baht 50,000,000, which is not less than ten percent of the registered capital according to Section 116 of the Public Company Limited Act B.E. 2535, and Article 46 of the Company's Articles of Association. Therefore, the Company shall not consider more allocation of profit for legal reserve. The dividend payment is determined according to dividend payment policy of the Company.

The record date of the shareholders who are entitled to receive dividend shall be March 7, 2019. Dividend payment shall be made on May 17, 2019.

The right to receive the dividend is still uncertain until it has been approved by the Annual General Meeting of Shareholders No. 40.

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

The summary of previous dividend payments

	2018	2017	2016	2015	2014
Net Profit (mil Baht)	24	66	95	133	47
Profit/Share (Baht)	1.15	3.09	4.43	6.26	2.20
Dividend/Share (Baht)	0.57	1.55	2.22	3.13	1.10
Dividend Payout Ratio (%)	50	50	50	50	50

Required votes for resolution

The resolution of this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To elect the directors to succeed those retiring by rotation

Objective and reason

According to Article 23 of the Company's Articles of Association, one-third of all Directors have to succeed their completing term in the Annual General Meeting of Shareholders. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. Directors to vacate office in the first year and the second year after registration of the company shall draw lots. In subsequent years, the directors who have been in office for the longest time shall vacate office. Directors vacating office may be re-elected.

For the year 2019, the Board of Directors consists of 9 directors. There are 3 directors who are due to retire on completing their terms as follows.

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

In addition, the Company provided opportunity for shareholders to nominate candidate(s) who is qualified for director election in advance from October 1, to December 31, 2018. After the said period expired, none of the shareholders stated their intention to nominate candidate to be considered for election.

The Nomination and Remuneration Committee, therefore, considered and opined that with their qualification, experiences and expertise, the retiring directors are qualified to be re-elected as the Company's directors for another term.

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. Matthew Kichodhan and Mr. Chaipranin Visudhipol, 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 and Member of the NRC
2. Mr. Matthew Kichodhan Independent Director
3. Mr. Chairpranin Visudhipol Independent Director and Member of the Audit Committee

Profile of the proposed directors and independent director's definition are as shown in **Enclosures 3, 4**.

Required votes for resolution

The resolution of this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2019

Objective and reason

As stipulated in Article 20 of the Company's Article of Association, Directors are eligible to receive their remunerations in terms of monthly remuneration, meeting fee, allowance, and bonus.

The remuneration of the Directors should be commensurate with duties and responsibilities of the Board of Directors and in line with directors' remuneration among listed companies at similar size. The remuneration will be reviewed annually by the Nomination and Remuneration Committee before being proposed to the Board of Directors and Shareholders for approval.

1. Monthly Remuneration

	2019 Baht/Monthly/ Person (Propose same rate as last year)	2018 Baht/Monthly/ Person (Current rate)
<u>Board of Directors</u>		
Chairman of the Board of Directors	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 payments made in respect of the operation from preceding accounting year, rounded up/down to the nearest 10,000 Baht. It 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-

Board of Director's opinion

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve Directors' remuneration which are consist of monthly fee and bonus for the Board of Directors, the Nomination and Remuneration Committee, and the Audit Committee as recommended by the Nomination and Remuneration Committee.

Required votes for resolution

The resolution of this agenda requires of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting. Any directors who are shareholders of the Company and have stake in the agenda on the fixing of the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2019 have no right to vote in this agenda.

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2019

Objective and reason

Pursuant to the Public Company Limited Act and the Company's Articles of Association Clause 33, it is stated that the Annual General Meeting of Shareholders shall appoint the auditors and fix their auditing fee.

The Audit Committee's opinion

The Audit Committee considered and recommended to appoint the independent auditors from Dharmniti Auditing Company Limited ("Dharmniti") as the external auditors of the Company and its subsidiaries by considering Dharmniti's auditing experiences, reasonable fee, as well as their qualifications and reliability as per specified by the Office of the Securities and Exchange Commission. In addition, the external auditors have no relationship with and have no vested interest with the Company, subsidiaries, executives, major shareholders or the connected persons to the aforementioned persons as it may affect to the independent of auditors' performance. The external auditors therefore have independence to audit the financial statements of the Company.

One of the external auditors will be authorized to conduct the auditing and express opinion on the financial statements of the Company for year 2019. In the absence of the auditors, Dharmniti will provide one other Certified Public Accountant to carry out their work.

Name of the auditors are as follows.

Name	Certified Public Accountant No.	Year of Service with the Company
1. Miss Thanyaporn Tangthanopajai	9169 or	2
2. Mr. Peradate Pongsathiansak	4752 or	-
3. Mr. Pojana Asavasantichai	4891	-

The audit fee for the year 2019 will be fixed at totaling at Baht 1,150,000, increased by 4.5% from the last year. Such amount excludes other expenses such as travelling expenses, etc.

Details	2019 Proposed Rate (Baht)	2018 Existing Rate (Baht)
Year-end auditing fee	640,000	605,000
Quarterly auditing fee Baht 170,000/Quarter (3 quarters)	510,000	495,000
Total	1,150,000	1,100,000
Other out of pocket expenses	Actual Charge	Actual Charge

The external auditor, Miss Thanyaporn Tangthanopajai, has served as auditor of subsidiary company (Crystal Clear Innovation Co., Ltd.). However, the external auditors of subsidiaries in overseas, namely, Ocean Glass Trading (Shanghai) Company Limited, a company registered in the People's Republic of China; and Ocean Glass Trading India Private Limited, a company registered in India, are not the same as the Company.

To ensure that the Company are able to prepare its financial statements duly on time, the Company has set out the working schedule and notified both subsidiaries in overseas of the schedule for submitting information in advance.

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 shareholders 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 external auditors for the year 2019 and fix the auditing fee 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 Mr. Pojana Asavasantichai, Certified Public Accountant No. 4891 from Dharmniti Auditing Company Limited to be the Company's auditors for the year 2019. 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 2019 totaling Baht 1,150,000. The amount excludes other expenses such as travelling expenses, etc.

Required votes for resolution:

The resolution of this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.

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

Objective and reason

In order to conform with the Company's existing business operations and businesses planned to operate in the future, it is necessary to amend the Company's objectives according to the Public Limited Company Act B.E. 2535 (A.D. 1992), Section 31, which states that "Subject to the second paragraph of Section 19, the company may amend its memorandum of association or articles of association only when a resolution therefor has been passed at the shareholder meeting by not less than three quarters of the total number of votes of shareholders attending the meeting and having the right to vote. For amending the memorandum of association or the articles of association of the company, the company shall apply to register the amendment within fourteen days of the date on which the resolution was passed at the meeting".

The Company, therefore, would like to propose the Shareholders' Meeting to consider the amendment to the Company's Memorandum of Association, Article 3 Objectives of the Company by adding 3 new clauses as follows.

Clause 3. The objectives of the Company shall contain 32 clauses

Clause 30 To engage in auctions to sell goods or hire of works in accordance with all objectives to persons, groups of people, juristic persons, government agencies and state enterprises.

Clause 31 To engage in the business of selling, retailing, wholesaling of all products as stipulated in the objectives of the Company, by direct selling to customers and consumers through catalogs, the Company's shops, internet or electronic transactions, distributors, and websites of distributors or business partners, after having obtained approval from related agencies.

Clause 32 To engage in the service of providing management, advice, consultation, seminar, training, and research in matters related to the business of the Company, both domestic and abroad.

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 amendment by addition of 3 new clauses to the Company's objectives, the amendment to the Memorandum of Association, Article 3 Objectives of the Company, and the registration of such amendment within the period as prescribed by law.

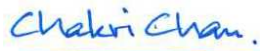
Required votes for resolution:

The resolution of this agenda requires of not less than three-fourth of the total number of votes of the shareholders who attend the Meeting and have the right to vote.

The Company, hereby, invites the shareholders to attend the Meeting at the above mentioned date, time, and venue. Record date for the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2019 (No.40) is March 7, 2019.

In order to accelerate and facilitate the registration process for attending the shareholders' Meeting, it is requested that the shareholders and/or the proxy holders must bring the Proxy Form and documents confirming the right to attend the meeting in the presence to the registration officer on the meeting date from 12.00 p.m. onwards. The shareholders can appoint a person to attend and vote on your behalf at the Meeting by filling in the **Proxy Form A or Form B** as appears in **Enclosure 5**. Should any shareholders would like to appoint an Independent Director as your proxy holder, profiles of the Independent Directors are as shown in **Enclosure 6**. Please specify the name of your proxy holder and submit the Proxy Form and supporting documents for proxy holder's appointment to the Company Secretary, Ocean Glass Public Company Limited: 75/88-91 Ocean Tower 2, 34th Floor, Sukhumvit 19 Road (Soi Wattana), North Klongtoey, Wattana, Bangkok 10110 within Friday April 19, 2019. The Proxy Form B in which shareholders can specify the voting particulars in clear details is recommended. Instruction for registration to attend the meeting and voting procedures, including the Company's Articles of Association relating to the Annual General Meeting of Shareholders are as shown in the **Enclosure 7 and 8** respectively.

Yours sincerely,



Mr. Chakri Chanruangvanich

Chairman of the Board

Company Secretary,

Telephone: 0 2661 6556 Ext 1200

Email: ir@oceanglass.com

Ocean Glass Public Company Limited
Minutes of the Annual General Meeting of Shareholders No. 39

The Annual General Meeting of Shareholders No. 39 was held on April 26, 2018, at Ballroom, 4th Floor, Pullman Bangkok Grande Sukhumvit Hotel, No. 30 Sukhumvit 21 (Asoke) Road, Klongtoey Nua Sub-District, Wattana District, Bangkok 10110.

Directors present

- | | | |
|----|---------------------------------|--|
| 1. | Mr. Chakri Chanruangvanich | Chairman of the Board of Directors and Member of Nomination and Remuneration Committee (“NRC”) |
| 2. | Mr. Kirati Assakul | Director |
| 3. | Mr. Woragan Xuto | Independent Director and Chairman of the Audit Committee |
| 4. | Mr. Chatchawin Charoen-Rajapark | Independent Director, Chairman of the NRC and Member of the Audit Committee |
| 5. | Mr. Chaipranin Visudhipol | Independent Director and Member of the Audit Committee |
| 6. | Mr. Tatchapol Poshyanonda | Independent Director and Member of the Audit Committee |
| 7. | Mr. Naputt Assakul | Director and Member of the NRC |
| 8. | Ms. Jariya Sangchaiya | Managing Director |

Directors Absent

- | | | |
|----|-----------------------|----------------------|
| 1. | Mr. Matthew Kichodhan | Independent Director |
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Management present

- | | | |
|----|------------------------|---|
| 1. | Mr. Uday Verma | Executive Director - Customer and Channel Development |
| 2. | Mr. Sathien Srisaikham | Executive Director – Accounting, Finance and Information Technology |
| 3. | Ms. Yada Andaris | Executive Director - Human Resources |

Auditor from PricewaterhouseCoopers ABAS Company Limited

- | | | |
|----|-------------------------------|---|
| 1. | Ms. Thanyaporn Tangthanopajai | The Company's auditor for the year 2017 |
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Independent legal counsel from Apisith & Alliance Ltd.

- | | | |
|----|---------------------------|--|
| 1. | Mrs. Siriwasar Suwanjesda | |
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Atmosphere before the meeting

The Company arranged a place in the meeting room to display the Company's products and show videos of three brands: Ocean, Ocean Professional and Lucaris which targeted different groups of customers to shareholders.

Commencement of the Meeting

The meeting started at 2.00 p.m.

Mr. Chakri Chanruangvanich, Chairman of the Board of Directors presided as the Chairman of the Meeting. The Chairman welcomed all attending shareholders, and introduced all Directors, executives, the Company's auditor and legal counsel to the meeting. The Chairman informed the meeting that Mr. Matthew Kichodhan was unable to attend the meeting because of unexpected incident during the trip from other province back to Bangkok. In addition, the Chairman introduced the new director of the Company, namely, Ms. Jariya Sangchaiya, Managing Director, who was appointed to be director under the resolution of the Board of Director's meeting No. 3/2018 held on March 21, 2018, to replace Mr. Silparat Watthanakasetr who had resigned from the Board of Director before his office term expiring on October 1, 2017. Therefore, in this AGM No. 39, there are 9 directors in the Board of Directors.

The Chairman then introduced the work experience of Ms. Jariya Sangchaiya to the meeting. That, Ms. Jariya Sangchaiya has extensive experience and expertise in glassware industry. She joined the Company in a position of Executive Director-Manufacturing from 2013 to 2016. Later in 2017 to 2018, the Company prepared the management succession plan of which Ms. Jariya Sangchaiya has been elected as the Deputy Managing Director and Acting Managing Director.

The Chairman informed the meeting that the Articles of Association ("AOA") of the Company stipulated that there shall be shareholders and proxies present at the meeting of not less than 25 persons which representing not less than one third of the total number of issued shares being offered to constitute a quorum. At this moment, there were 37 shareholders present in person and 30 proxies of shareholders, totaling 67 shareholders and proxies, holding altogether 14,306,944 shares, representing 67.07 per cent of the total 21,330,715 issued and offered shares, attending this meeting. The quorum was thus constituted in accordance with Article 36 of the Company's AOA. The Chairman therefore declared the Annual General Meeting of Shareholders No. 38 duly convened.

The Chairman invited Ms. Suwan Udomchalermdech, proxy of Ms. Nussara Banyatpiyapodj, a shareholder to act as the witness for the vote counting. Then, the Chairman assigned Mrs. Rakdee Pakdeechumpol as Secretary of the Meeting to inform the meeting of the voting procedures. Mrs. Rakdee Pakdeechumpol informed the meeting that the Company values the equal rights among the shareholders by giving opportunity to shareholders to propose any meeting agenda for this Annual General Meeting or potential candidates as directors including any further inquiries, by announcing through the Stock Exchange of Thailand's and the Company's websites starting from December 8, 2017 until January 8, 2018. However, since there were neither particular proposal of meeting agendas nor proposal of candidates as directors made for this meeting within the given period, the agenda and the proposed candidates were approved based on the Board of Directors' resolution as stipulated in the notice of the meeting.

For the accuracy of voting, the Secretary of the Meeting informed the meeting of the voting procedures to shareholders and proxies of shareholders. That, following the registration at the registration points, the shareholders would receive the voting ballots and it is deemed that your registration is completed. The voting ballots comprise of a confirmation of registration card and ballots for voting of every agenda on which the shareholder or proxy should affix his signature

and hand over the tear-off tab to the staffs at the registration point, and the last part would be a registration card for factory visit. The factory visit was scheduled on June 1, 2018 and the number of visitors is limited to 50 shareholders.

For the accuracy of voting, the shareholders or proxies, except custodian, should mark the sign in any one of 'approve', 'disapprove' and 'abstain' selecting boxes. If the shareholders or proxies mark the sign in more than one boxes or cast their votes more than the voting right they are entitled to, or the ballot is crossed out without signature, such ballot is void.

As for the voting procedures, the Chairman would ask the meeting during the voting of each agenda whether there are any shareholders voting in 'disapprove' or 'abstain' in such agenda. If there are no shareholders voting 'disapprove' or 'abstain', then the shareholders are assumed to be 'approve' the resolution or unanimously approve in accordance with the submitted resolution. If the shareholders choose to vote "disapprove" or 'abstain' in the ballot then they shall raise their hand so that the staff of the Company can collect the aforementioned ballot and process the voting result. However, except for Agendas 5 connection with the election of directors, the Company's staff would collect ballot from every shareholder, whether the shareholders vote in 'approve', 'disapprove' or 'abstain'.

As for the vote counting, the Company would deduct votes in 'disapprove' and 'abstain' from the total votes of shareholders present in the meeting and the remaining votes deem as votes in 'approve'.

For the proxies who vote for and on behalf of the shareholders, the Company had already recorded the votes which reflect intention of the shareholders in the agenda.

If any shareholders or their proxies would like to ask any questions in any agenda, those questions are to be asked during the Q&A session of each agenda or during the last session of the meeting. Before asking the questions, the shareholders would introduce themselves by giving their name and last name so that the Company could indicate the shareholders' names in the minutes of this meeting.

In voting, the following requirements prescribed in the Company's AOA must be complied:

1. Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.
2. Unless otherwise prescribed by these Articles, in voting, each shareholder shall have votes equal to the number of shares he holds. One share is entitled to one vote.
3. Voting shall be made openly, unless at least 5 shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be stipulated by the chairman of the meeting.

Unless otherwise prescribed by the Company's AOA, a resolution of the meeting of shareholders shall be made according to the following votes:

1. In a normal case, by the majority votes of the shareholders present in the meeting and who are entitled to vote. In case of a tie, the chairman of the meeting shall have the casting vote; and
2. In amending the Company's Memorandum of Association or AOA, by votes not less than 3/4 of the total votes of the shareholders present in the meeting and are entitled to vote.

For the election of directors, the meeting shall comply with the following rules and procedures:

1. Each shareholder shall have votes equal to the number of shares he holds. One share equals to one vote.
2. A shareholder may vote for one director or multiple directors. However, the voting must not exceed the number of directors to be elected at the meeting.
3. In the case that the shareholder votes for more than 1 director, the shareholder may vote for each director equally to the number of shares he holds. The shareholder shall not allot his votes to any person in any number.
4. The persons who receive highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are the elected directors of the Company. In the event of a tie at a lower place which would make the number of directors greater than that required, the chairman of the meeting shall have a casting vote to acquire the number of directors that required in the election.

The Chairman proposed that the meeting considered the following agenda items:

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders No. 38 held on April 25, 2017

The Chairman proposed that the meeting certify the minutes of the Annual General Meeting of Shareholders No. 38 which was held on April 25, 2017. The copies of such minutes had been submitted to Department of Business Development, Ministry of Commerce, and the Stock Exchange of Thailand within the time limit stipulated by the laws, and had been posted on the Company's website since May 9, 2017. In addition, the copies of the minutes had also been delivered to the shareholders together with the notice of this meeting.

No shareholders objected or requested that minutes be amended otherwise.

Resolution: The minutes of Annual General Meeting No. 38 be certified as accurate minutes with the majority votes of the total votes of shareholders attending the meeting and entitled to votes as follows:

During the meeting, there were 2 additional shareholders representing 2,601 shares attending the meeting. The total number of persons attending the meeting was 69 persons, holding altogether 14,309,545 shares, equivalent to 67.0842% of the total issued and offered shares of the Company.

-	Approved	14,305,545	votes, equivalent to	99.9720%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	4,000	votes, equivalent to	0.0280%
-	Void Ballot	0	votes, equivalent to	0.0000%

Agenda 2 To acknowledge the Company's operating performance for the year 2017

The Chairman assigned Ms. Jariya Sangchaiya, Managing Director to report to the meeting on behalf of the Board of Directors the overview of the Company's operating performance for the year 2017. Details are as shown in the Company's Annual Report 2017, which had been delivered to the shareholders together with the notice of this meeting in CD-ROM format.

Ms. Jariya Sangchaiya stated that the Company's business was guided by its vision which was: "Ocean Glass shall be the world class market leader through business innovation, corporate values, and operational excellence, while consistently satisfying customers and achieving business growth and profitability." The Company's mission was: "Provide life's pleasures with quality glassware". The Company's strategies and corporate goals were developed in alignment with and in pursuit of the said vision and mission.

Highlights of the Company's 2017 operating performance were as follows:

The year 2017 marked another successful year for Ocean Glass Public Company Limited. The Company achieved its sales growth amidst the price and design competition in both the domestic and international glassware markets. The Company had consolidated sales in amount of 2,148 million, increased by Baht 108 million or equivalent to 5.3% as compared with the previous year consolidated sales. The Company's proportion of international sales was 75.0% and domestic sales was 25.0%.

For the previous year, the business operation of the Company has faced the challenging factors, whether they be economic factors which led to Baht appreciation against other main currencies and consequently impacted the exportation of the products whereas the importers were able to import products for sale in competitive price. In addition, the cost of energy was higher than last year. As a result, the Company's gross profit margin in 2017 was 34.4%, decreasing from those of 2016 which was reported at 39.1%. The main causes are the appreciation of Baht currency against USD currency, at the average appreciation rate of 4%, and the increment of energy cost by 33% comparing to the energy cost of the previous year.

The proportions of sales from the 3 customer segments were as follows:

1. Food Service segment (or customer that runs beverage and food service business such as hotel and restaurant): 41%
2. Retail segment: 36%
3. B2B segment (or customers that are companies, shops or governmental agencies): 23.0%

Marketing and Brand Development

In the previous year, the Company continued to maintain its competitiveness by expanding its distribution channels, restructuring the sales model for its major markets as well as developing new products that matched customers' needs and lifestyles.

In 2017, the Company launched the New Year gift set product “Magic Moment”, which was co-designed with a leading lifestyle product manufacturer, this product achieved and increased the Company’s sales revenue approximately 12% as compared with the sales revenue of the New Year gift set product of 2016.

For the product under the Brand “Ocean Professional” which targeted hotel and restaurant customers, the Company arranged the workshops in Phuket and Hua Hin by providing advice to the customers and collaborated with leading coffee product entrepreneurs to present beverage product in collaboration with the Company’s products. Further to the above, the Company has continued to focus on the development of new product design to meet customers’ demand by launching the new products to the market, i.e. “Santè Collection” which received good response from customers. This new collection was developed to replace “Madison” the wine glass collection.

For the product under Brand “Lucaris”, the Company organized the Wine Master Class activity to instruct the customers about Lucaris wine glass in “Desire” collection at Shanghai, China and Delhi, India. The Wine Master Class activity was co-hosted with the five star hotel group and had Mr. Nelson Chow, the Chairman of Sommelier Association of Hong Kong, Taiwan and China, conducted the activity. In addition, the Company was the official sponsor of crystal glassware for international wine and food events, e.g., the Hotelier Awards Asia, F&B Conclave in India, the First Chaîne des Rôtisseurs Jeunes Sommeliers Competition 2017 in Thailand and Globe in a Glass in India. Moreover, the Company has conducted online marketing through online media, such as Facebook, Instagram, Weibo and WeChat.

In November 2017, Lucaris’ Desire collection was granted the China Good Design Award 2017 in China and iF Design Award 2018 in January 2018 in Germany. Both awards are honorable awards for product design and are globally accepted.

Production Process

In the previous year, the Company has been certified for the quality management system pursuant to ISO9001:2015 standard and improved the warehouses in order to increase efficiency in warehouse management. Besides, the Company has continued to undertake environment and energy conservation projects, for example, the change of the High bay light bulb to LED High bay light bulb.

Corporate Governance

Mr. Chakri Chanruangvanich informed the meeting that, for the corporate governance, the Company had established the Corporate Governance Policy based on the Stock Exchange of Thailand’s Principle of Good Corporate Governance for Listed Companies. The policy provided the Board of Directors, executives and employees with a framework that enabled businesses to be conducted with integrity and in compliance with applicable rules and regulations for the benefit of the Company and shareholders.

In 2017, the Company was rated ‘Very Good’ under the Good Corporate Governance of Thai Listed Companies Project arranged by the Thai Institute of Directors and received full 100 scores in AGM 2017 assessment program held by Thai Investors Association. In addition, the Company was awarded the ESG 100 Certificate for the year 2017 by Thaipat Institute for its exemplary dedication to the environment, society, and good corporate governance. For the

anti-corruption, on November 21, 2017, the Company has received CAC Certification from Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) from the Thai Institute of Directors for which the Company determined to prepared the Anti-corruption policy to be consistent with the principle of Corporate Governance and Business Code of Conduct for being the practical guideline for all levels of employees in performing their duties with integrity and honesty. In addition, the Company has arranged whistle blow channel for stakeholders to receive the complaint and to report the clue corruption and also determined the protection measure of complainer and clue informant.

Social Development

The Company initiated activities for the stakeholders by supporting social projects every year, as follows:

- Charity Activity held for students of Wat Ratniyomtham School, Sumut Prakarn Province.
- Annual tuition grant program for employees' children.
- Sandalwood Flowers Project in which the Company's employees made 10,000 sandalwood flowers to distribute to the people who attend the Royal Cremation Ceremony of HM the late King Rama IX.

The Chairman invited the shareholders to ask questions or make inquiries about the operating performance for the year 2017. Questions raised by shareholders were as detailed below:

Mr. Sutham Teerawattanachai, a shareholder, inquired that

1. According to the Company's report, the Company had the gross profit margin in 2017 at 34.4%, decreased from the gross profit margin in 2016 by 39.1%. It appears that the difference between the gross profit margins in 2016 and 2017 is approximately 4.7% and the Company clarified that this is the result from the exchange currency factor approximately 4.0%. The shareholder understands that such difference was partly impacted by the exchange currency which consequently caused the decrease of gross profit margin; and in terms of energy cost, the shareholder understands that the energy cost was reported at approximately Baht 280 million in 2016 and at Baht 330 million in 2017, which was increased in the amount of approximately Baht 50 million, is it correct?

Ms Jariya Sangchaiya answered that the shareholder's understanding is correct.

2. Queries related to the Company's products, which can be summarized as follows:

- 2.1 The products of the Company can be divided into 3 groups: Food Service, Retail and B2B. Based on information provided in the Company's annual report, the sales volume of B2B products considerably decreased and the shareholder understands that the B2B group makes good profit for the Company, is it correct?

Mr. Sathien Srisaikham responded to the shareholder that the B2B group is the customers who absorb the Company's excess capacity. Therefore, the profit from selling products to the B2B group will not be high.

2.2 Which is the type of products that has hotels' names printed on and does this product make good profit?

Mr. Sathien Srisaikham explained to the shareholder that this type of sale is considered as a Direct Sale which is categorized as B2B product, and makes good profit.

2.3 If the B2B products do not make high profit, whether it is good for the company to have less sales volume of the B2B products?

Mr. Sathien Srisaikham responded to the shareholder that in the event that the Company has excess capacity which causes temporary shutdown expense. Having the B2B customers to absorb such excess capacity is good for the Company even though it will not cause high profit from selling.

2.4 When the sales volume of the B2B products decreases, it means that the Company can sell other types of product better, is it correct?

Mr. Sathien Srisaikham answered that the shareholder's understanding is correct.

3. The shareholder understands that the Company has been granted the China Good Design Award at the end of last year. Is it correct that the Company has just been granted the iF Design Award recently? And do both awards are well known and internationally accepted?

Ms Jariya Sangchaiya responded to the shareholder that the Company has just been granted iF Design Award in early 2018. The China Good Award and the iF Design Award are the internationally accepted awards in design innovation and the Company has used both awards for promoting the Company's products.

Resolution: The Company's operating performance for the year 2017 was acknowledged.

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, 2017

The Chairman assigned Mr. Sathien Srisaikham, Executive Director of Accounting, Finance and Information Technology, to report to the meeting the financial statements of the Company which consists of the statement of financial position and the statement of comprehensive income for the year ended December 31, 2017, which had been audited by the Certified Public Accountant and approved by the Audit Committee and the Board of Directors. Such financial statements were delivered to all shareholders together with the notice of this meeting and were as summarized below:

The statements of financial position

As at December 31

Items	2017 (Baht Million)	2016 (Baht Million)
Current Assets	1,230.25	1,360.25
Non-Current Assets	1,822.28	1,665.63
Total Assets	<u>3,052.53</u>	<u>3,025.88</u>
Current Liabilities	644.10	641.96
Non-Current Liabilities	525.59	689.26
Total Liabilities	1,169.69	1,331.22
Shareholders' Equity	1,882.84	1,694.66
Total Liabilities and Shareholders' Equity	<u>3,052.53</u>	<u>3,025.88</u>

As of December 31, 2017, the Company's total assets were Baht 3,053 million, increased by Baht 27 million or equivalent to 0.88% YOY due to:

- The increase of cash and cash equivalents by Baht 2 million or 2.4% as a result from the repayment of short-term and long-term bank loans from operating cash inflow, and the interim dividend payment.
- The decrease of inventory by Baht 121 million or 12.2% due to the increment of sales volume during the year and the inventory management policy.
- The decrease of VAT receivables amounted Baht 17 million or 37.1% due to the receipt the VAT refund from the Revenue Department during the year.
- The increase of the net property, plant and equipment amounted Baht 152 million or 9.3% primarily because of the Company's recording of fair value on land evaluated by independent appraiser during the year.

The Company's total liabilities were Baht 1,170 million, decreased by Baht 162 million primarily due to the repayment of short-term and long-term bank loans. The shareholders' equity stood at Baht 1,883 million, increased by Baht 188 million YOY primarily due to the recognition of gain on land revaluation and net profit for the year net of dividend payment during the year.

Statements of Comprehensive Income

As at December 31

Statements of Comprehensive Income	2017 (Baht Million)	2016 (Baht Million)
Sales	2,147.64	2,040.36
Foreign exchange gain (loss)	7.63	8.93
Other income	11.42	5.66
Total revenues	<u>2,166.69</u>	<u>2,054.95</u>
Cost of goods sold	1,408.20	1,242.63
Temporary shutdown expenses	159.15	173.27
Selling expenses	385.33	393.74
Administrative expenses	106.36	100.90
Finance costs	24.07	32.62
Total expenses	<u>2,083.11</u>	<u>1,943.16</u>
Profit before income tax expense	83.58	111.79
Income tax expense	17.60	17.22
Profit for the year	<u>65.98</u>	<u>94.57</u>
Other comprehensive income for the year, net of tax	169.56	0.77
Total comprehensive income for the year	235.54	95.34
Basic earnings per share (Baht)	3.09	4.43

- The Company and its subsidiaries had consolidated sales of Baht 2,148 million, increased by 5.3% YOY due to the sales growth in ASEAN region, such as Thailand and Vietnam, and in South Asia, such as India.
- The Company's gross profit margin was 34.4.1%, decreased from the last year which was reported at 39.1%. The decrease was mainly from price competition in the glassware market and the increment of energy cost as compared to the previous year.

Expenses

The Company's temporary shutdown expenses amounted to Baht 159 million, decreased by Baht 14 million or 8.2% by YOY. The purpose of the Company's temporary shutdown was to manage and balance the inventory with the sales

volume as well as to repair and maintain the furnaces. The Company's selling expenses were reported at Baht 385 million, decreased by Baht 8 million YOY mainly from the control of the sales and marketing expenses.

The administrative expenses were Baht 106 million, increased by Baht 5 million due to increasing the employee expense and write off obsolete inventories during the year.

The Company's finance costs totaled Baht 24 million, decreased by Baht 9 million as a result of the repayment of the long-term loans and stream of operating cash inflow during the period which lessened the Company's reliance on lesser interest expenses.

Amid the intensifying competition in the glassware market and the appreciation of Baht currency against USD currency as well as the increasing energy cost, the Company controlled the administrative expenses in accordance with its plan and reported the net profit of Baht 66 million, a decrease of Baht 29 million YOY, earning per share is Baht 3.03.

The Company reported the earnings before interest, tax, depreciation and amortization (EBITDA) of Baht 271 million, decreased by Baht 38 million YOY.

The analysis of key financial ratios revealed that the Company's liquidity was good and at a similar level as last year. The Company had sufficient ability to fulfill its interest payment and other financial obligations. Moreover, the Company's debt-to-equity ratio met the financial covenants applicable to long-term loans granted by domestic financial institutions.

The Chairman invited the shareholders to ask questions about the financial statements mentioned above.

1. Mr. Sutham Theerawattanachai, a shareholder enquired:

1.1 Due to the appreciation of Baht currency against the USD currency, the shareholder would like to know the ratio of the sales volume of the Company in USD currency to the total sales volume?

Mr. Sathien Srisaikhram answered the shareholder that the Company has the sales revenue in USD currency around 50-60% of the total sales volume, however it depends on sales volume of each year.

1.2 The shareholder acknowledged that the Company has entered into the Forex Contract, if it has, what is the percentage from the total sales volume.

Mr. Sathien Srisaikhram responded to the shareholder that the Company has used the ratio around 50% of the Net Exposure after Natural Hedge.

2. Mr. Waiwit Poonjiradechama, a shareholder enquired:

2.1 Would the energy cost in 2018 be higher than 2017 because of the increasing oil price?

Ms Jariya Sangchaiya informed the shareholder the oil price in 2018 tends to be higher. The oil price therefore will absolutely impact the energy cost in 2018 to be higher than 2017. However, this factor has been forecasted in the annual budget plan of the Company. For the beginning of this year, the

Company faced an approximate average impact from the energy price, particularly in natural gas, at the rate of 4%.

2.2 In 2017, the repair cost increased by more than Baht 20 million, please clarify.

Ms. Jariya Sangchaiya clarified that the increase of repair cost by approximately Baht 20 million in 2017 was mostly incurred from the manufacturing activities. In glassware manufacturing, a machine called "Cold Cut" with laser cutting head is required in the process. This machine's approximate useful life is 3 years and there were 2 machines of which the useful life was expired in the past year. As a result, it caused an approximate repair cost of Baht 6 million. In addition, the Company undertook partial repair maintenance works on furnace A (Hot Repair Furnace A) by repairing the throat in order to prevent the leakage of molten glass. If there is a molten glass' leakage it may lead to accident, and any unplanned or unforeseen accident can cause major impact to the Company. The reparation cost was approximately Baht 5 Million. Also, the Company undertook the repair of the machines for crystal production as the machines had productivity in 2017 higher than those in 2016. The reparation and maintenance of such machines need high-priced equipment and parts. In this regard, when machine runs with higher productivity; the cost for its reparation and maintenance will relatively be higher as well, which is a common situation that occurs in manufacturing industry.

2.3 The other expenses which increased by more than Baht 61 million consist of what expenses, please clarify.

Mr. Sathien Srisaikhram clarified that based on the financial report as shown in the annual report of the Company, the Company categorized these expenses in other manner. The Company reported the other expenses in 2017 at Baht 281 Million and in 2016 at Baht 220 million, increased by Baht 61 million, partly occurred from the change of business operation in China, that is, the company has undertaken the marketing by themselves. The expenses therefore consist of the following.

- Cost for supply chain and logistic, approximately Baht 30 Million; and
- Cost for personnel in China, approximately Baht 4 Million.

For the operation cost in Thailand, it consists of the following.

- Cost for write off the obsolescence of raw material and finished products, approximately Baht 10 Million;
- Cost for domestic transportation, approximately Baht 7 Million; and
- Miscellaneous cost in manufacturing factory, approximately Baht 10 Million.

2.4 What is the company's plan to increase profit of 2018?

Ms. Jariya Sangchaiya explained to the shareholder that upon the Company seeing the forecast of Baht currency's appreciation, the company will consider the channel to operating the business with the less impact, which is focusing on the domestic marketing. As seen from the sales volume in 2017 YOY, it appears that the domestic sales volume decreased and the Company has planned to increase the sales volume in 2017 to be equivalent or above the sales volume in 2016.

For the international market, the Company has planned to expand its products to new markets by considering competition and pricing factors, which should be consistent with the currency fluctuation of the Country where the Company intends to access the market. In this regard, Mr. Uday Verma has prepared a plan and is currently undertakes market exploration. For the expenses, the company continues to consider and control expenditure in order to comply with the Company's budget.

3. Mr. Sutham Theerawattanachai, a shareholder inquired:

3.1 How much is the expense related to the cold repair of Furnace A which will take place in 2018?

Ms Jariya Sangchaiya answered the shareholder that the Company has set the capital expenditure at Baht 130 Million.

3.2 Does the Company has plan to write off the expenditure within 5-6 years and Does the Company has any one-time write off?

Mr. Sathien Srisaikham clarified that the write off will depend on the equipment that has been changed. In case of structural asset which has the useful life for 10 years, the company will write off the expense for 10 years. But for the asset which has the useful life for 5 years, the company will write off the expense for 5 years. However, it is very rare occasion to write off the expense for one time, this will happen when an asset was acquired during the previous accounting period and had the Minor Hot Repair, and thus it is required to write off in one time.

4. Mrs. Rattana Tansakul, a right protection volunteer, Thai Investors Association inquired about the shutdown expenses, that in 2017, such expenses decreased from 2016 but the amount is still high. Does the Company has solution or management plan to reduce these expenses?

Mr. Sathien Srisaikham clarified to the shareholder regarding the production cost that the shutdown cost is an estimation of ideal capacity of machine in theoretical terms. While in practice, the Company has several kinds of machine to support the production of various glassware products but these machines will not run in the same time. As such, the fixed cost of each machine will be recorded as shutdown expenses to manage the excess inventory of the Company to not be too high.

Ms. Jariya Sangchaiya added that, for the solution to manage the expense in order to decrease the shutdown cost, the Company has to increase the sales volume by expanding its distribution channels to potential and competitive markets and the Company will enhance the brands' strength in accordance with the Company's plan.

Resolution: The statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2017 were approved by the majority votes of total votes of shareholders attending the meeting and entitled to vote according to the number of votes listed below.

During the meeting, there were 8 additional shareholders representing 4,810 shares attending the meeting. The total number of persons attending the meeting was 77 persons, holding altogether 14,314,355 shares, equivalent to 67.1068% of the total issued and offered shares of the Company.

-	Approved	14,310,355	votes, equivalent to	99.9721%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	4,000	votes, equivalent to	0.0279%
-	Void Ballot	0	votes, equivalent to	0.0000%

Agenda 4 To approve the allocation of net profit and dividend payment from operating results of the year 2017

The Chairman informed the meeting that, in 2017, the Company presented a net profit of Baht 65,978,762.79 or Baht 3.09 per share. The Company's retained earnings appropriated for legal reserve totaled Baht 50 million which was not less than 10% of the registered capital in accordance with Section 116 of the Public Limited Company Act B.E. 2535 (1992) and Article 46 of the Company's AOA. Thus, the Company was not required to allocate its net profit as legal reserve.

Therefore, the Company could pay dividends to shareholders pursuant to Section 115 of the Public Companies Act B.E. 2535 (1992) and Article 45 of the Company's AOA which prohibited the payment of dividends from other funds than profit whereby the Company was not allowed to pay dividends if its sustained accumulated loss. The dividends shall be equally distributed to every share based on the number of total shares.

In considering the dividend payment, the Company took into account the financial results and the return on equity on long-term basis. Therefore, the Board of Directors resolved to propose that the meeting approve the dividend payment from the operating results of the year 2017 to the holders of ordinary shares at the rate of Baht 1.55 per share or equivalent to 50% of net profit per share, or Baht 33,062,608.25 in total. The Board of Directors opined that the proposed rate of dividend payment was appropriate and in accordance with the policy of the Company. Furthermore, the Company's capital would remain solid and sufficient to support its future growth and business expansion.

The Board of Directors set the record date for the shareholders who are entitled to receive dividend payment on March 8, 2018. The dividend payment date was scheduled on May 18, 2018. The Chairman invited the shareholders to ask questions about the dividend payment. There were no questions raised by the shareholders.

The Chairman proposed that the meeting approve the dividend payment at the rate of Baht 1.55 per share as proposed by the Board of Directors.

Resolution: The allocation of net profit and dividend payment from operating results of the year 2017 at the rate of Baht 1.55 per share was approved as proposed by the Board of Directors with the majority votes of total votes of shareholders attending the meeting and entitled to votes as follows:

-	Approved	14,311,355	votes, equivalent to	99.9790%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	3,000	votes, equivalent to	0.0210%
-	Void Ballot	0	votes, equivalent to	0.0000%

Agenda 5 To elect the directors to succeed those retiring by rotation

The Chairman informed the meeting that according to Article 23 of the Company's AOA, at every annual general meeting of shareholders, one-third of the directors of the Company shall retire by rotation and the directors who so retired were entitled to be re-elected. At the AGM No. 39, the directors who retired by rotation were:

- 1) Mr. Kirati Assakul Director
- 2) Mr. Chatchawin Charoen-Rajapark Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee
- 3) Mr. Tatchapol Poshyanonda Independent Director / Member of the Audit Committee

To comply with the Good Corporate Governance Policy in respect of the equitable treatment of shareholders, the Company offered the shareholders an opportunity to nominate qualified candidates for the director election from December 8, 2017 to January 8, 2018. However, there were no nominations of candidates by the shareholders during the given period.

After due consideration, the Board of Directors was of the opinion that the 3 directors named above had efficiently performed their duties as director and given valuable advice to the Company throughout their directorship. The qualifications of the 3 directors were in accordance with the requirements under the Public Limited Company Act and they did not possess any prohibited characteristics disqualifying them from serving as director/independent director as prescribed by regulations of the Office of Securities and Exchange Commission and other relevant requirements. Thus, the Board of Directors deemed it was appropriate to nominate these 3 directors for re-election by the AGM No. 39 as directors of the Company for another term. The biographies and achievements of the three directors were attached to the notice of this meeting.

For transparency, the retired directors temporarily left the meeting room during this agenda so that the meeting could freely consider or discuss this matter with other directors.

The Chairman invited the shareholders to ask questions about the election of directors to replace the directors who retired by rotation in 2018. There were no questions raised by the shareholders.

The Chairman asked the meeting to consider the election of 1) Mr. Kirati Assakul, 2) Mr. Chatchawin Charoen-Rajapark, and 3) Mr. Tachapol Poshyanonda as directors for another term.

Resolution: The election of the aforementioned directors on an individual basis as the Company's directors for another term as proposed by the Board of Directors was approved as follows:

1) **Mr. Kirati Assakul, Director**

The meeting resolved to approve the election of Mr. Kirati Assakul with the majority votes of total votes of shareholders attending the meeting and entitled to vote as follows:

During the meeting, there were 4 additional shareholders representing 1,180 shares attending the meeting. The total number of persons attending the meeting was 81 persons, holding altogether 14,315,535 shares, equivalent to 67.1123% of the total issued and offered shares of the Company.

-	Approved	14,312,535	votes, equivalent to	99.9790%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	3,000	votes, equivalent to	0.0210%
-	Void Ballot	0	votes, equivalent to	0.0000%

2) **Mr. Chatchawin Charoen-Rajapark, Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration / Committee**

During the meeting, there is 1 additional shareholder representing 10 shares attending the meeting. The total number of persons attending the meeting was 82 persons, holding altogether 14,315,545 shares, equivalent to 67.1124% of the total issued and offered shares of the Company.

The meeting resolved to approve the election of Mr. Chatchawin Charoen-Rajapark with the majority votes of total votes of shareholders attending the meeting and entitled to vote as follows:

-	Approved	14,312,445	votes, equivalent to	99.9783%
-	Disapproved	100	votes, equivalent to	0.0007%
-	Abstained	3,000	votes, equivalent to	0.0210%
-	Void Ballot	0	votes, equivalent to	0.0000%

3) **Mr. Tachapol Poshyanonda, Independent Director / Member of the Audit Committee**

During the meeting, there are 3 additional shareholders representing 220 shares attending the meeting. The total number of persons attending the meeting was 85 persons, holding altogether 14,315,765 shares, equivalent to 67.1134% of the total issued and offered shares of the Company.

The meeting resolved to approve the election of Mr. Tachapol Poshyanonda with the majority votes of total votes of shareholders attending the meeting and entitled to vote as follows:

-	Approved	14,312,665	votes, equivalent to	99.9783%
-	Disapproved	100	votes, equivalent to	0.0007%
-	Abstained	3,000	votes, equivalent to	0.0210%
-	Void Ballot	0	votes, equivalent to	0.0000%

The Chairman invited and welcomed all re-elected directors back to the meeting room and thanked the shareholders.

Agenda 6 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2018

The Chairman assigned Mr. Chatchawin Charoen-Rajapark, Chairman of the Nomination and Remuneration Committee, to present to the meeting on behalf of the Board of Directors that Article 20 of the Company's AOA specified that "The directors are entitled to the remuneration, namely salary, meeting allowance, allowance and bonus." The remuneration of the directors should be commensurate with their duties and responsibilities as directors, comparable to directors' remuneration of other listed companies of similar size, and reviewed annually.

Due to the fact that the current remunerations of directors, the Audit Committee and the Nomination and Remuneration Committee are the same rate which was approved since the year 2015 for 3 years consecutively. Having considered their duties and responsibilities, the Nomination and Remuneration Committee has reviewed and therefore proposed the new rate of remunerations for the year 2018, as follows:

- 1) Monthly Remuneration The Nomination and Remuneration Committee proposed the new rate of monthly remuneration for the year 2018, as follows:

	Year 2018 (New Rate) Baht/month/person	Year 2017 (Current Rate since 2015) Baht/month/person	Increase by
<u>Board of Directors</u>			
Chairman of the Board of Directors	81,000	72,000	12.5%
Director	45,000	40,000	12.5%
<u>Audit Committee</u>			
Chairman of the Audit Committee	25,200	22,400	12.5%
Member of the Audit Committee	18,000	16,000	12.5%
<u>Nomination and Remuneration Committee</u>			

	Year 2018 (New Rate) Baht/month/person	Year 2017 (Current Rate since 2015) Baht/month/person	Increase by
Chairman of the Nomination and Remuneration Committee	15,700	14,000	12.1%
Member of the Nomination and Remuneration Committee	11,200	10,000	12.0%

The new rate has been adjusted 12.5% from the current rate and rounded down to the nearest hundred.

- 2) Bonus - It was proposed that the bonus be paid at the rate of 1.3% of the total dividend which was paid from the operating profit of the latest fiscal year that ended (rounded up/down to the nearest 10,000 in Baht). Which is equal to Baht 430,000. The bonus distribution to each director would be at the Board of Directors' discretion.
- 3) Other -None-

The Chairman invited the shareholders to ask questions about the directors' remuneration. There were questions raised by the shareholders, as follows:

Mrs. Rattana Tansakul, a right protection volunteer, Thai Investors Association informed the meeting that the Company has always paid dividend pursuant to the dividend payment policy. Considering from the operating results during the period from 2015 to 2017, the Company's profit decreased from Baht 133 million in 2015 to Baht 95 million in 2016 and to Baht 66 million in 2017, respectively. As a result, the dividend paid to shareholders has been reducing. At this meeting, the Board of Directors proposed to increase the directors' remuneration, shareholder therefore requested the Board of Directors to reconsider this matter since the Company's profit has been decreasing whereas the dividend payment remains at the same rate. If the Company's turnover is improved, the Board of Directors may consider the increase of directors' remuneration again.

Mr. Chatchawin Charoen-Rajapark thanked for the information regarding the Company's profit and explained that the existing rate of the directors' remuneration was the same rate as 2015. After re-examining the Company's profit in 2014, the Company reported the profit at the amount of Baht 47 million. The profit increased to Baht 133 million in 2015 and later decreased to Baht 66 in 2017. At the time when the Company gained more profit, the Company did not propose for increase of the directors' remuneration. And comparing between the operating results in 2017 and 2014, it appears that the profit of the Company increased by more than 40%.

Mrs. Rattana Tansakul further stated to the meeting that after comparing between the current rate of directors' remuneration and the profit in 2015, it is calculated to be equivalent to 4.1% and equivalent to 5.7% in 2016. As such, the number in 2018 after comparing with the current rate of directors' remuneration is equivalent to 8.3%, whereas after comparing with the proposed new rate of directors' remuneration the number will be equivalent to 9.3%, which

is almost 1 time of the rate of directors' remuneration in 2015, while the Company's profit was decreased for approximately 1 time from those of 2015. The shareholder then requested the Board of Directors to consider and remain the directors' remuneration at the same rate.

Mr. Chatchawin Chareon-Rajapark further explained that if revolving the previous profit in 2014, it appears that the Company reported the profit of Baht 47 million and that the AGM of 2015 had approved the adjustment to the rate of directors' remuneration to be at the current rate. Accordingly, after comparing the proposed increase of directors' remuneration by 12.5% and the previous profit in 2014, it appears that the profit of the Company were increased by 40%.

There were no further question raised by the shareholders. The Chairman proposed that the meeting consider and approve directors' remuneration as presented by Mr. Chatchawin Charoen-Rajapark.

The Secretary of the Meeting further stated that Article 39(1) of the Company's AOA provided that any shareholder who had a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. Therefore, Mr. Kirati Assakul and Mr. Naputt Assakul who were directors of the Company and held 2,089,309 shares in total were not entitled to vote on this matter. The number of their votes was recorded in the system.

Resolution: The remuneration of directors, members of the Audit Committee, members of the Nomination and Remuneration Committee for the year 2018 as proposed by the Board of Directors was approved with the majority votes of not less than two-thirds of total votes of shareholders attending the meeting whereby the shareholders being the Company's directors were not entitled to vote on this matter:

During the meeting, there was 1 additional shareholder representing 100 shares attending the meeting. The total number of persons attending the meeting was 84 persons, holding altogether 12,226,556 shares, equivalent to 57.3190% of the total issued and offered shares of the Company.

-	Approved	12,219,556	votes, equivalent to	99.9427%
-	Disapproved	3,900	votes, equivalent to	0.0319%
-	Abstained	3,100	votes, equivalent to	0.0254%
-	Void Ballot	0	votes, equivalent to	0.0000%

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2018

The Chairman assigned Mr. Worakan Xuto, Chairman of the Audit Committee, to report to the meeting on behalf of the Board of Directors. The meeting was informed that the Audit Committee had considered and recommended the appointment of the auditors from Dharmniti Auditing Company Limited as the Company's auditors as their professional experience and the audit fee were considered appropriate. The designated certified public accounts from Dharmniti Auditing Company Limited possessed qualifications per the Office of Securities and Exchange Commission's requirements, including adequate creditability and experiences. As the auditors had no relationship or conflicts of interest with the Company or its subsidiaries, executives, major shareholders, or related parties in a manner that would

obstruct their independence, they could audit the Company's financial statements with independence. The names of the designated certified public accounts were as follows:

1. Miss Thanyaporn Tangthanopajai CPA. Registration No. 9169; or
2. Mr. Peradate Pongsathiansak CPA. Registration No. 4752; or
3. Miss Wannisa Ngambuathong CPA. Registration No. 6838.

Any of the above-named certified public accounts from Dharmniti Auditing Company Limited would serve as the Company's auditor for the year 2018. However, in case where the above-named certified public accounts were unable to perform their duties, Dharmniti Auditing Company Limited shall delegate other certified public accounts to replace them.

The Audit Committee deemed it appropriate to fix the audit fee of the Company for the fiscal year 2018 at Baht 1,100,000 in total. Such amount increased by 4.76% from the previous year and was exclusive of out-of-pocket expenses, e.g. travel expense.

In this regard, the Company's subsidiary in Thailand, namely, Crystal Clear Innovation Co., Ltd. would use the same auditing company. But for the Company's subsidiaries in abroad, namely, Ocean Glass Trading (Shanghai) Co., Ltd. which was incorporated in the Republic of China, and Ocean Glass Trading India Private Limited which was incorporated in India such companies will consider using local auditing company.

The Board of Directors concurred with the proposal of the Audit Committee and proposed that the meeting appoint the Company's auditors and fix auditing fee for the year 2018.

The Chairman invited the shareholders to ask questions about the appointment of the Company's auditors and the audit fee. There were no questions raised by the shareholders.

The Chairman proposed that the meeting appoint the Company's auditors for the year 2018 and fix the audit fee for the year 2018 as proposed.

Resolution: The appointment of the Company's auditors and the auditing fee for the year 2018 as proposed by the Board of Directors were approved with the majority votes of total votes of shareholders attending the meeting and entitled to vote as follows:

During the meeting, there were 2 additional shareholders representing 2,089,309 shares attending the meeting. The total number of persons attending the meeting was 86 persons, holding altogether 14,315,865 shares, equivalent to 67.1139% of the total issued and offered shares of the Company.

-	Approved	14,310,565	votes, equivalent to	99.9630%
-	Disapproved	2,300	votes, equivalent to	0.0161%
-	Abstained	3,100	votes, equivalent to	0.0210%
-	Void Ballot	0	votes, equivalent to	0.0000%

Agenda 8 To approve the amendment to the Company’s Articles of Association, Article 33 Paragraph 2

The Chairman explained to the meeting that, pursuant to the Order of the Head of the National Council for Peace and Order No. 21/2560 regarding the Amendments of Laws to Facilitate the Ease of Doing Business which amended the Public Limited Companies Act B.E. 2535 (1992) in Chapter 7, Section 100, the Company’s existing AOA in Chapter 5, Article 33 Paragraph 2 was not in line with such amendment. It was therefore appropriate to propose the meeting to consider amending the AOA of the Company to be in line with the amended law, as per the following details.

Existing Article	Proposed Amended Article
<p>The meeting of shareholders other than the one referred to shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders any time the board considers it expedient to do so or <u>shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within one month as from the date the request is received from the shareholders.</u></p>	<p>The meeting of shareholders other than the one referred to shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders any time the board considers it expedient to do so. <u>One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders. In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. In this regard, the meeting shall be considered as the shareholders’ meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation. In case the quorum of the shareholders’ meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 36, the</u></p>

Existing Article	Proposed Amended Article
	shareholders as prescribed under paragraph two shall be collectively responsible to the Company for expenses arising from such meeting.

The Chairman then asked the meeting to approve the said amendment to Article 33 of the AOA of the Company.

Resolution: The amendment to Article 33 of the AOA of the Company be approved with the majority votes of not less than three-fourth of the total number of votes of the shareholders who attend the meeting and entitled to votes, as follows:

-	In favor	14,311,865	votes, equivalent to	99.9721%
-	Not in favor	0	votes, equivalent to	0.0000%
-	Abstain	4,000	votes, equivalent to	0.0279%
-	Void Ballot	0	votes, equivalent to	0.0000%

No additional matter was raised for the meeting's consideration. However, the shareholders had additional questions pertaining to the business operations of the Company which can be summarized as follows.

1. **Mr. Worathep Charoenpornpanich**, a shareholder inquired:

1.1 In Quarters 1 and 2 of the previous year, the Company had many purchase orders from foreign countries. Therefore, the shareholder asked if the Company would have high purchasing volume in this year.

Ms. Jariya Sangchaiya explained that the foreign purchasing volume of the previous year was the purchasing volume of B2B customers which are different from food service customers. That is, the purchase order is not steady and changes all the time depending on promotion campaign launched over the period. Nevertheless, the Company continues to build up relationship with B2B customers by having the Company's representatives constantly taking care and contacting this group of customers.

1.2 Since the Company reported that this year, the Company expected an increase in expenses due to, for instance, machine maintenance and increase in directors' remuneration; therefore, how would the Company carry out the business and what is the tendency of the Company's profits, if it would remain unchanged or decrease.

Ms. Jariya Sangchaiya explained that in conducting the business, the Company has a plan to increase the sales volume; accordingly, there would be an increase in expenditures. What the Company could do to maintain the Company's growth and profits is to increase sales volume by searching for new markets, to increase popularity of product brands, and to look for new

opportunities in some markets of which the Company can adjust the prices. However, entrepreneurs in glass industrial business are impacted by the energy costs. The competitors also look for a way to increase product prices in the market. Hence, if the competitors in the market have adjusted their product prices, the Company would also be ready to adjust the prices to achieve the target sales volume.

With respect to profits, the Company has been constantly developing manufacturing capacity in order to reduce costs and the Company has implemented the Energy Saving Project since 2016. In 2017, the Company adjusted lighting system by changing type of light bulbs from Metal Heli High Bay to LED High Bay. In addition, the Company planned to rectify an energy consumption of manufacturing machines. In this regard, this demonstrated that the Company highly focuses on energy saving so as to be prepared for an increase in energy costs. These plans would bring longevity of profits making and mitigate impact from energy costs.

For efficiency in the expenditure management, such as expenditure related to product exhibition, the Company will consider how participating in a particular exhibition would create opportunity in increasing sales volume and of is it worth the investment. Accordingly, the Company always takes into account of potential opportunity to carry out business and to make sustainability profitable.

- 1.3 Currently, many listed companies tend to split the par value of shares in order to increase more liquidity in the sale and purchase of assets. The par value of Company's shares is at Baht 10. Therefore, does the Company have any plan to split the par value of shares to increase liquidity?

Ms. Jariya Sangchaiya responded that at present, the Company does not have such policy.

2. Mr. Sutham Teerawattanachai, a shareholder inquired:

- 2.1 For a group of customers that aims to launch their promotion, for instance, a bank requiring its logo printed on the product, is this considered B2B customer?

Ms. Jariya Sangchaiya answered that the shareholder's understanding is correct.

Mr. Kirati Assaku additionally explained that as for the B2B, the customers need their logos printed on the products for giveaway. This group of customers thus request for special discount. In considering such request, the Company would consider if the Company has excess capacity or not. If the Company has high excess capacity, the Company will rather continue the manufacturing line than stop the manufacturing. In this respect, some of B2B purchase orders brings about good profits while some B2B purchase orders are only necessary for maintaining the manufacturing capacity without having to maintain high inventory.

In order to make profits in a certain period of time, for instance, in 2017, the Company had many purchase orders from foreign countries which resulted in better overall performance of export than

in 2016. The Company has exported products to many countries in the world to diversify risks which may occur when the Company has low sales volumes in some countries whereas those in some other countries grow. As such, the proportion of export to each country should not exceed 25% of the foreign sales volume. The Company has had different number of domestic and international sales volumes in each year; in some year, international sales volumes were higher.

In addition, a glass is a product of festival and party by which the Company has a slogan 'Life's Pleasure.' to promote the customers to enjoy drinking and eating. Nonetheless, the festive atmosphere reduced in 2017 when Thailand was in mourning period. In any case, the Company expects that in 2018, the situation will get better and move forward. The Company aims to increase the sales volume to more than Baht 2,000 Million because the Company still has manufacturing capacity. And the Company targets at the crystal glass as the market has given well recognition. The Company will maintain the quality standard, create product brand and maintain customers, as well as to control costs in accordance with the management's policies.

2.2 Dose the Company have a plan to maintain Furnace A?

Ms. Jariya Sangchaiya explained that the Company has a plan to maintain Furnace A in the 3rd quarter when the sales volume is less than other period. The Company also plans to manufacture inventory products before reparation of Furnace A so that there will be sufficient of products for sale. The reparation process approximately takes 40-50 days.

2.3 There are two expenditures incurred from furnace reparation, i.e. maintenance costs and shutdown expenses. Hence, do the maintenance costs of Baht 130 Million include shutdown expenses? If not, what are the total costs? Will the employees in manufacturing line be affected?

Ms. Jariya Sangchaiya explained that the amount incurred from manufacturing line shut down may impact on accountings but it will not impact on the sales volume because the Company has other machines and product management plans.

Mr. Kirati Assakul further explained that the frequency of manufacturing line shutdown in each year is essential. At present, when the Company has remaining manufacturing capacity, the shutdown expenses will be the last to eliminate. It might seem the shutdown is required because the machines are out of order. However, in fact, it is because there are excess capacity. Therefore, this number is the number that impacts on the business performance.

The shutdown for machine maintenances is usual and due every 5-6 years. If the Company does not have excess capacity, the shutdown will cause expenses to the Company without returns for absorption. In contrast, if the Company has excess capacity, the Company will have expenses with absorption. Thus, the shutdown does not significantly create overall impact. That is, when the Company has high inventory amount and the Company should shut down the manufacturing lines,

there will be shutdown expenses incurred. However, such shut down will not significantly impact the Company because the Company has to shut down for machine maintenances in any way. Therefore, the shutdown of manufacturing line is also for inventory management. For employees in manufacturing lines, they will be assigned to other works. The employees will not be laid off.

Mr. Sathien Srisaikham added that the shutdown of 2018 will be similar to 2017. The number will not be much different. And the Company has planned to allocate employees to work in other stations.

Ms. Jariya Sangchaiya also added that the shutdown is a part of Company's business plan. In production, the shutdown which has specified period will be recorded as shutdown. However, the value of machines and the numeral amount of impact of shutdown cannot be exactly identified, except it is a big plan. For instance, for the maintenance of Furnace A, the estimated expenses are included in the budget plan. According to the Company's financial statements, it appears that the Company has reported the amount of shutdown expenses for each year.

3. Mr. Waiwit Poonjiradechma, a shareholder inquired:

3.1 What are marketing plans for foreign markets, e.g. in Asia, Europe, China and India?

Ms. Jariya Sangchaiya informed that the Company focuses on recognition of product brands in main markets, namely, Thailand, China, India and Vietnam. For crystal glass products, the Company still focuses on the main markets. In 2017, the Company launched marketing activities in China, and New Delhi City, India. For this year, the Company will continue the marketing activities but will change to other cities in order to spread the product brand recognition. If the Company launches marketing activities in many countries, the Company would need more budget. Hence, the Company focuses on main cities with high potential.

The Chairman thanked the shareholders for attending the meeting and giving valuable comments to the Company.

The Secretary of the Meeting asked for cooperation from the shareholders in completing the survey in connection with this meeting for the Company's improvement in the next meetings. The Chairman declared the Meeting was closed.

The meeting was closed at 4.00 p.m.

Signed _____ *Signature* Chairman of the Meeting
(Mr. Chakri Chanruangvanich)


Signed _____ *Signature* Secretary of the Meeting
(Mrs. Rakdee Pakdeechumpol) and Minutes Taker

2018 Annual Report
(QR Code)

Remark: Should you need the printed 2018 Annual Report, please fill in the “2018 Annual Report Requisition Form” in Enclosure 10

Profile of the directors who retired by rotation and nominated for re-appointment

Enclosure 3

Name	: Mr. Chakri Chanruangvanich	
Current Position	: Chairman of the Board Nomination and Remuneration Committee Member	
Age	: 62 years	
Nationality	: Thai	
Education	: Master of Science in Industrial Management Master of Science in Mechanical Engineering <i>Georgia Institute of Technology, U.S.A.</i> Bachelor's Degree in Mechanical Engineering <i>Chulalongkorn University</i>	
Training / Seminar	: Role of the Compensation Committee (RCC 21/2016) Director Certification Program (DCP 88/2007) <i>Thai Institute of Directors</i> CG Forum 3/2015 "Risk Oversight : High Priority Roles Of the Board" <i>The Stock Exchange of Thailand</i>	
Proportion of Shareholding in the Company (%)	: None	
First Appointment Date	: April 19, 2005	
Years of Directorship	: 14 years	
Position in Listed Company	: Mar 2013 - Feb 2018 Independent Director & Audit Committee Member <i>Loxley Wireless Public Company Limited</i> Jun 2013 - Nov 2017 Chairman of the Risk Management Committee <i>Loxley Wireless Public Company Limited</i>	
Positions in Other Listed Companies	: Mar 2018 - Present Independent Director, Vice Chairman of the Board, and Chairman of Audit Committee <i>Mena Transport Company Limited</i> Sep 2016 - Apr 2018 Director <i>LEO Global Logistics Public Company Limited</i> Mar 2015 - Sep 2016 Independent Director, Chairman of the Audit Committee, and Member of Nomination and Compensation Committee <i>LEO Global Logistics Public Company Limited</i>	
Positions in Rival Companies and/or Connected Business That May Cause Conflict of Interest	: None	

Name : Mr. Chakri Chanruangvanich

Illegal Activities During the Last 10 Years : None

Relationships with Other Directors or Executives : None

Contribution to the Company : • Provided consulting on nomination and remuneration of directors
• Provided consulting on formulation of business plan, corporate strategy, and giving advice to the executive management.

Meeting Attendance in 2018 : Board of Directors Meeting 9 of 12 meetings
Nomination and Remuneration Committee 3 of 3 meetings
Annual General Meeting 1 of 1 meeting

Profile of the directors who retired by rotation and nominated for re-appointment

Enclosure 3

Name	:	Mr. Matthew Kichodhan	
Current Position	:	Independent Director	
Age	:	52 years	
Nationality	:	Thai	
Education	:	MSc. (Management) Imperial College, <i>University of London, England</i> Bachelor of Commerce, <i>University of Toronto, Canada</i>	
Training / Seminar	:	Director Certification Program (DCP 95/2007) Director Accreditation Program (DAP 57/2006) <i>Thai Institute of Directors Association</i> Certificate of Capital Market Academy Leadership Program (CMA 19) <i>Capital Market Academy</i>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	February 27, 2007	
Years of Directorship	:	12 years (Proposed directorship term for another 3 years, totaling 15 years)	
Position in Listed Company	:	2013 – Present Chairman and Chief Executive Officer Wave Entertainment Public Company Limited 2007 – Present Director BEC World Public Company Limited	
Positions in Other Listed Companies	:	2017 – Present Director BBGI Company Limited	
Positions in Rival Companies and/or Connected Business That May Cause Conflict of Interest	:	None	
Illegal Activities During the Last 10 Years	:	None	
Relationships with Other Directors or Executives	:	None	
Contribution to the Company	:	<ul style="list-style-type: none">• Provided consulting on formulation of business plan, corporate strategy, and giving advice to the executive management.	
Meeting Attendance in 2018	:	Board of Directors Meeting 7 of 12 meetings Annual General Meeting 0 of 1 meeting	

Additional information to consider for Independent Director Election

Relationship with the executives or the major shareholders of the Company or its Subsidiaries	None
Relationship with the Company/its parent company/Subsidiaries/Associates or any juristic persons that may cause conflict of interest at present or in the past 2 years	
1. Being as manager, staff, employee or advisor who received salary	None
2. Being as professional service (i.e. Auditor or Legal Consultant)	None
3. Significant business relationship that may restrain one from performing his or her job independently. Please specify the size of such transaction (if any)	None

Profile of the directors who retired by rotation and nominated for re-appointment

Enclosure 3

Name	:	Mr. Chaipranin Visudhipol	
Current Position	:	Independent Director Audit Committee Member	
Age	:	59 years	
Nationality	:	Thai	
Education	:	Master's Degree in Advertising School of the Art <i>Institute of Chicago, U.S.A.</i> Bachelor's Degree in Education <i>Chulalongkorn University</i>	
Training / Seminar	:	Director Certification Program (DCP 88/2007) <i>Thai Institute of Directors</i>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	January 23, 2007	
Years of Directorship	:	12 years (Proposed directorship term for another 3 years, totaling 15 years)	
Position in Listed Company	:	2015 – Present Independent Director Chairman of the Nomination and Remuneration Committee Chairman of Corporate Governance Committee <i>Wave Entertainment Public Company Limited</i>	
Positions in Other Listed Companies	:	2015 – Present Director <i>Index Creative Village Public Company Limited</i> 2010 – Present Honorary President <i>Advertising Association of Thailand</i> 1997 – Present Chairman <i>TBWA (THAILAND) Company Limited</i> 1991 – Present Chairman <i>PATOU (1969) Company Limited</i> 1991 – Present Chairman <i>PATUKAR Company Limited</i>	
Positions in Rival Companies and/or Connected Business That May Cause Conflict of Interest	:	None	
Illegal Activities During the Last 10 Years	:	None	
Relationships with Other Directors or Executives	:	None	

Name : Mr. Chaipranin Visudhipol

Contribution to the Company :

- Reviewed the financial statements before proposing to the Board of Directors and submission to the Stock Exchange of Thailand. Reviewed the internal audit work to be in line with the plan and assessed the adequacy and effectiveness of the internal control system
- Reviewed the risk management framework and considered the prescription of appropriate risk assessment criteria.
- Provided consulting on formulation of business plan, corporate strategy, and giving advice to the executive management.

Meeting Attendance in 2018 :

Board of Directors Meeting	10 of 12 meetings
Audit Committee	3 of 4 meetings
Annual General Meeting	1 of 1 meeting

Additional information to consider for Independent Director Election

Relationship with the executives or the major shareholders of the Company or its Subsidiaries	None
Relationship with the Company/its parent company/Subsidiaries/Associates or any juristic persons that may cause conflict of interest at present or in the past 2 years	
1. Being as manager, staff, employee or advisor who received salary	None
2. Being as professional service (i.e. Auditor or Legal Consultant)	None
3. Significant business relationship that may restrain one from performing his or her job independently. Please specify the size of such transaction (if any)	None

Independent Director means a director who is independent of any major shareholder, free from any other relationship that would interfere with the exercise of independent judgment and holds the following qualifications which are defined by the Capital Market Supervisory Board:

- (1) holding shares not exceeding 1 per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the company, including the shares held by related persons of the independent director;
- (2) neither being nor having been executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;
- (3) not being a person related by blood or registration under laws i.e. father, mother, spouse, sibling, and child, including spouse of the children; of executives, major shareholders, controlling person, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
- (4) not having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and neither being nor having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company unless the foregoing relationship has ended not less than two years prior to the date of appointment;
- (5) neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company and not being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company unless the foregoing relationship has ended not less than two years from the date of appointment;
- (6) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, and neither being nor having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship had ended not less than two years from the date of appointment;
- (7) not being a director who had been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the major shareholder;

- (8) not operate any business which has the same nature as and is in significant competition with the business of the Company or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares not exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary;
- (9) not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under the above (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the company on the condition that such decision must be a collective one;

In case of any person either having or had a business relationship or professional service exceeding the amount under the above (4) or (6), such person shall be waived from the prohibition concerning neither having nor having had a business relationship or professional service by the Board of Director's approval only if the Company provides the opinion of the Board of Directors which perform duty under Section 89/7 of the Securities and Exchange Act B.E 2535 that the appointment of such person does not impact his or her independent judgment and the Company shall disclose the information required by the Capital Market Supervisory Board in the notice of shareholders' meeting the agenda for election of such independent director :

- (a) the business relationship or the professional service providing which cause such person being unqualified;
- (b) reasons and necessity to insist the appointment of such person as the independent director;
- (c) the opinion of the board of directors of the Company to propose such person to be the independent director.

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A

อากรแสตมป์
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Duty Stamp Baht
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เขียนที่.....
Made at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....
I/We
สัญชาติ..... อยู่บ้านเลขที่.....
Nationality Residing at No.

(2) เป็นผู้ถือหุ้นของ บริษัท โอเชียนกลาส จำกัด (มหาชน) โดยถือหุ้นทั้งสิ้น รวมหุ้น
A shareholder of Ocean Glass Plc., holding a total number of shares(s),
และออกเสียงลงคะแนนได้เท่ากับ.....เสียงดังนี้
and having rights to vote equivalent to vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share for share(s),	having voting rights equivalent to vote(s)
หุ้นบุริมสิทธิ.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share for share(s),	having voting rights equivalent to vote(s)

โปรดกาเครื่องหมาย
หน้าผู้รับมอบฉันทะ
เพียงชื่อเดียว
Please mark a
sign in front of
only one proxy
name

- (3) ขอมอบฉันทะให้
- 3.1อายุ.....ปี
hereby authorize age
อยู่บ้านเลขที่.....
residing at
 - 3.2 นายชัชวิน เจริญรัชต์ภาคย์ (กรรมการอิสระ) อายุ 58 ปี อยู่บ้านเลขที่ 7 ซอยแยกซอยสามมิตร ถนนสุขุมวิท 16 แขวงคลองเตย เขต
คลองเตย กรุงเทพมหานคร
Mr. Chatchawin Chareon-Rajapark (Independent Director), 58 years old, residing at 7, Soi Yak Soi Sammitr, Sukhumvit 16 Road, Klongtoey,
Bangkok
 - 3.3 นายรัชพล โปษยานนท์ (กรรมการอิสระ) อายุ 53 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร
Mr. Tachapol Poshayanonda (Independent Director), 53 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa,
Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 (ครั้งที่ 40) ในวันพฤหัสบดีที่ 25 เมษายน
2562 เวลา 14.00 น.
to be my representative to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2019 (No. 40),
convened on Thursday, April 25, 2019 at 2.00 p.m.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ
Any business carried on by the proxy in the said meeting shall be deemed as having been carried out by myself in all respects.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy Holder

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับ
มอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Note: A shareholder must authorize only one proxy to attend the meeting and cast votes. He/she cannot divide the number of shares to allow
several proxies to cast their votes in different ways.

อากรแสตมป์
20 บาท
Duty Stamp
Baht 20

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....

I/We

สัญชาติ..... อยู่บ้านเลขที่.....

Nationality Residing at No.

(2) เป็นผู้ถือหุ้นของ บริษัท โอเชียนกลาส จำกัด (มหาชน) โดยถือหุ้นทั้งสิ้น รวมหุ้น

A shareholder of Ocean Glass Plc., holding a total number of shares(s),

และออกเสียงลงคะแนนได้เท่ากับ.....เสียงดังนี้

and having rights to vote equivalent to vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share for share(s),	having voting rights equivalent to vote(s)
หุ้นบุริมสิทธิ.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share for share(s),	having voting rights equivalent to vote(s)

โปรดกาเครื่องหมาย
หน้าผู้รับมอบฉันทะ
เพียงชื่อเดียว

Please mark a
sign in front of
only one proxy
name

(3) ขอมอบฉันทะให้

 3.1อายุ.....ปี

hereby authorize age

อยู่บ้านเลขที่.....

residing at

 3.2 นายชัชวิน เจริญรัชต์ภาคย์ (กรรมการอิสระ) อายุ 58 ปี อยู่บ้านเลขที่ 7 ซอยแยกชอชอยสามมิตร ถนนสุขุมวิท 16 แขวงคลองเตย เขต คลองเตย กรุงเทพมหานคร

Mr. Chatchawin Chareon-Rajapark (Independent Director), 58 years old, residing at 7, Soi Yak Soi Sammitr, Sukhumvit 16 Road, Klongtoey, Bangkok

 3.3 นายรัชพล โปษยานนท์ (กรรมการอิสระ) อายุ 53 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร

Mr. Tachapol Poshayanonda (Independent Director), 53 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 (ครั้งที่ 40) ในวันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14.00 น.

to be my representative to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2019 (No. 40), convenes on Thursday, April 25, 2019 at 2.00 p.m.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมดังนี้

I hereby authorize the proxy to vote on my behalf at this meeting as follows:

 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

- วาระที่ 1 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 39 เมื่อวันที่ 26 เมษายน 2561**
 Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.39 convened on April 26, 2018
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2 **รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2561**
 Agenda 2 To acknowledge the Company's operating performance for the year 2018
ไม่มีกรออกเสียงลงมติในวาระนี้
 Voting for this agenda is not required
- วาระที่ 3 **พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561 พร้อมทั้งรายงานของผู้สอบบัญชี**
 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, 2018
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4 **พิจารณาอนุมัติการจัดสรรกำไรสุทธิและการจ่ายเงินปันผลสำหรับผลการดำเนินงานปี 2561**
 Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2018
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 5 **พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ**
 Agenda 5 To elect the directors to succeed those retiring by rotation
- เลือกตั้งกรรมการทั้งหมด
 To elect the entire directors
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- เลือกตั้งกรรมการบางรายดังนี้
 To elect director individually as follows:
- 5.1 นายจักรี ฉันทวีเรืองวนิชย์ / Mr. Chakri Chanrunvanich
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.2 นายแมทธิว กิจโอฮาน / Mr. Matthew Kichohan
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 5.3 นายชัยประนิน / Mr. Chaipranin Visudhipol
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 6 **พิจารณากำหนดค่าตอบแทนกรรมการ กรรมการตรวจสอบ และกรรมการสรรหาและพิจารณาค่าตอบแทนประจำปี 2562**
 Agenda 6 To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2019
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2562

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2019

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขเปลี่ยนแปลงหนังสือบริคณห์สนธิของบริษัท ข้อ 3.

Agenda 8 วัตถุประสงค์

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

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case is stated unclearly, consideration of any other agenda other than those mentioned above, and modification of any factual information, proxy is allowed to consider the agenda and execute my votes deemed appropriate.

- (6) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ

The proxy holder's statement or any other evidences (if any)

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ข้าพเจ้าระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา ลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify my voting wish at any agenda or if my indication is not clear or in case the meeting considers or resolves any matter aside from the agenda mentioned above including the case where there is any amendment, modification or addition of any fact, the proxy shall be entitled to consider and resolve on my behalf in all respects as deemed appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

Any business carried on by the proxy in the said meeting shall be deemed as having been carried out by myself in all respects.

ลงชื่อ..... ผู้มอบฉันทะ
Signed Proxy Grantor

ลงชื่อ..... ผู้รับมอบฉันทะ
Signed Proxy Holder

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย
3. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)

Note:

1. A shareholder must authorize only one proxy to attend the meeting and cast votes. He/she cannot divide the number of shares to allow several proxies to cast their votes in different ways.
2. Regarding the agenda to elect the directors, the entire directors or certain directors may be elected.
3. If there is any term or regulation requiring the proxy to state or present any other evidence such as in case the proxy is having interests in any matter which he/she attends in the meeting and votes, he/she may state or present such documents and evidences as stated in (6).

ใบประจำต่อแบบหนังสือมอบฉันทะ

Annex attached to the Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท โอเชียนกลาส จำกัด (มหาชน)
 Granting of proxy as a shareholder of Ocean Glass Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 (ครั้งที่ 40) ในวันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14.00 น.
 at the Annual General Meeting of Shareholders for the year 2019 (No. 40) to be held on Thursday, April 25, 2019 at 2.00 p.m.

วาระที่.....เรื่อง.....

Agenda	Subject			
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

วาระที่.....เรื่อง.....

Agenda	Subject			
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

วาระที่.....เรื่อง.....

Agenda	Subject			
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง	
	Approve	Disapprove	Abstain	

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in the Annex attached to the proxy are true and correct.

ลงชื่อ..... ผู้มอบฉันทะ
 Signed Proxy Grantor

ลงชื่อ..... ผู้รับมอบฉันทะ
 Signed Proxy Holder

Profiles of independent director who was proposed to be proxy holder

Enclosure 6

Name – Surname	:	Mr. Chatchawin Charoen-Rajapark	
Current Positions	:	Independent Director Chairman of the Nomination and Remuneration Committee Audit Committee Member	
Age	:	58 year	
Nationality	:	Thai	
Address	:	7, Soi Yak Soi Sammitr, Sukhumvit 16 Road, Klongtoey, Bangkok	
Education	:	Ph.D in Management Master's Degree in Management Bachelor's Degree in Electrical Engineering <i>Massachusetts Institute of Technology (MIT.), U.S.A.</i>	
Director Training	:	Role of the Compensation Committee (RCC 7/2008) Audit Committee Program (ACP 19/2007) Director Certification Program (DCP 88/2007) Director Accreditation Program (DAP 52/2006) <i>Thai Institute of Directors</i>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	April 19, 2005	
Year of Directorship	:	14 years	
Positions in Other Listed Companies	:	2014 – Present Chairman of the Executive Committee <i>Eastern Star Real Estate Public Company Limited</i> 2009 – 2018 Independent Director Chairman of the Audit Committee Member of the Nomination and Compensation Committee Member of the Strategy and Policy Committee <i>Thai Insurance Public Company Limited</i>	
Positions in Non-Listed Companies	:	1998 – Present Managing Director <i>President Hotel and Tower Co., Ltd.</i>	
Positions in Rival Companies and/or Connected Business That May Cause Conflict of Interest	:	None	
Illegal Activities During the Last 10 Years	:	None	
Relationships with Other Directors or Executives	:	None	

The director has conflict of interest on Agenda 6: To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2019

Profiles of independent director who was proposed to be proxy holder

Enclosure 6

Name – Surname	:	Mr. Tatchapol Poshyanonda	
Current Positions	:	Independent Director Audit Committee Member	
Age	:	53 years	
Nationality	:	Thai	
Address	:	2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok	
Education	:	Ph.D. in Engineering Management Master's Degree in Engineering Management <i>University of Missouri-Rolla, U.S.A.</i> Master's Degree in Industrial Management <i>Central Missouri State University, U.S.A.</i> Bachelor's Degree in Chemical Engineering, <i>Chulalongkorn University</i>	
Director Training	:	Director Certification Program (DCP120/2009) Director Accreditation Program (DAP 68/2008) <i>Thai Institute of Directors</i>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	February 22, 2005	
Year of Directorship	:	14 years	
Positions in Other Listed Companies	:	None	
Positions in Non-Listed Companies	:	Working Members <ul style="list-style-type: none">- EEC investment committee (Smart Electronics, Robotics, and Digital)- Digital Government committee, under Office of the Civil Service Commission (OCSC)	
Positions in Rival Companies and/or Connected Business That May Cause Conflict of Interest	:	None	
Illegal Activities During the Last 10 Years	:	None	
Relationships with Other Directors or Executives	:	None	

The director has conflict of interest on Agenda 6: To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2019

1. Registration

- The shareholders or proxies can register and present supported documents at the registration area, Junior Ballroom, on the 3rd Floor, Pullman Bangkok Grand Sukhumvit, located at 30 Sukhumvit 21 (Asoke) Road, Klongtoey Nue, Wattana, Bangkok 10110, before the Meeting time, the registration will be starting from 12.00 p.m. on April 25, 2019.

2. Attendance of Meeting in Person

- Please present the original identification card, government official identification card or passport (in case of foreign shareholders) for registration. In the event of change of name/last name, evidence of such change must also be presented.

3. Appointment of Proxy

- A shareholder may appoint only one proxy to attend and vote in the Meeting on his/her behalf in accordance with the form of proxy attached hereto. A form of proxy must be affixed with stamp duty of Baht 20.
- A shareholder may appoint the Company's Independent Director to be his/her proxy, their details as per Enclosure 6. The proxy form can be submitted to the Company in advance no later than 1 day prior the meeting date. The proxy form must be completely filled in and signed. In case of amendment made to the form, it must be duly initialled by the shareholder. A form of proxy must be affixed with stamp duty of Baht 20.

Supporting Documents for the Appointment of Proxy

3.1 Individual shareholder

- Proxy form must be signed by shareholder.
- Copy of his/her identification card, government official identification card or passport (in case of foreign appointer) which must be certified true and correct by him/her.
- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for registration.

3.2 juristic person shareholder

- Proxy form must be signed by authorized person according to its Affidavit, with the seal of the juristic person affixed (if any).
- In case that the shareholder is a juristic person registered in Thailand, please submit a copy of Affidavit with certified true and correct copy by authorized person with the seal (if any).
- In case the shareholder is a juristic person registered abroad, please submit a copy of the constitutional document issued by competent authority in the country where the juristic person is located, and certified by a notary public or other competent authority for no longer than 3 months.
- For a foreign juristic person, if an original of any document is not in English, an English translation thereof must be prepared and attached. Such translation must also be certified true and correct by a person authorized to sign to bind the juristic person.

- The proxy must present his/her original identification card, government official identification card or passport (in case of foreign proxy) for the purpose of registration.

4. Voting at the Meeting of Shareholders: Shareholders' Meeting Resolution

The Company's Article of Association, section 5 "Shareholder's Meeting", article 39, states that the voting procedures shall be as follows:

1. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote except the voting for election or removal of directors.
2. Unless the Article of Association specifies differently elsewhere otherwise, on voting, one share shall be counted one vote and each shareholder possess the total votes according to the number of shares held.
3. The voting shall be done in a transparent manner. Voting on poll may be made when not less than five shareholders request it and the meeting resolves to do so. The Chairman of the meeting shall prescribe the method of such poll voting.

The Article of Association, Article 40 states that in normal circumstances the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman shall be entitled to a casting vote distinguishing from that he has in the capacity of shareholder. In case of amendment of the Articles of Association, at least 3/4 of votes shall be deemed resolution.

Voting Procedure

1. Chairman of the General Meeting informs the shareholders to cast their votes.
2. Each shareholder checks in the box of voting according to his / her wish.
3. All shareholders hand voting ballot in each agenda item to the votes counting staffs.
4. Votes counting staffs count the votes and send results of voting to the Chairman.
5. The Chairman concludes results of voting and informs the shareholders in each agenda item.

Votes Counting Rule

1. Only the votes of shareholders who attend the Meeting and who already cast their votes are counted.
2. If shareholders would like to leave from the Meeting room by casting their vote in advance, please contact the votes counting staffs, except that shareholders would like to leave them as agreeing votes.

Article 22 The directors shall be elected by the meeting of shareholders in accordance with rules and procedures as follows:

- (1) Each shareholder shall have votes equal to the number of shares he holds. One share equals one vote.
- (2) A shareholder may vote for one director or multiple directors. However, the voting must not exceed the number of directors to be elected at the meeting.
- (3) In the case that the shareholder votes for more than 1 director, the shareholder may vote for each director equally to the number of shares he holds. The shareholder shall not allot his votes to any person in any number.
- (4) The persons who receive highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are the elected directors of the Company. In the event of a tie at a lower place which would make the number of directors greater than that required, the chairman of the meeting shall have a casting vote to acquire the number of directors that required in the election.

Article 33 The board of directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the last day of the fiscal year of the Company. The agendas of annual meeting shall be as follows:

- (1) To consider annual report of the board of directors;
- (2) To consider and approve the balance sheet and statement of profit and loss of the Company;
- (3) To consider the appropriation of profit;
- (4) To consider the election of directors to replace those retiring by rotation;
- (5) To consider the appointment of the Company's auditor and to determine the auditor's remuneration;
- (6) Other matters (if any).

The meeting of shareholders other than the one referred to shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders any time the board considers it expedient to do so. One or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of such request from the shareholders. In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation. In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Article 36, the shareholders as prescribed under paragraph two shall be collectively responsible to the Company for expenses arising from such 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.

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.

Article 35 In a meeting of shareholders, shareholders may authorize other persons, who become sui juris, as a proxy to attend and vote at a meeting on their behalf. The proxy form shall be made in accordance with the form prescribed by the registrar. The proxy form shall be submitted to the chairman of the board or to the person designated by the chairman of the board prior to the proxy attending the meeting.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the principal who is entitled to vote, unless the proxy has declared to the meeting prior to the vote that he will vote on behalf of only certain of those principals, indicating the names of those principals and the number of shares held by each of them.

Article 36 In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than 25 persons, or not less than half of the total number of shareholders and holding shares amounting to not less than 1/3 of the total number of sold shares to constitute a quorum. If at any meeting of shareholders and upon the lapse of 1 hour from the time fixed for the meeting commencement, the number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, then it shall be cancelled; if such meeting is convened not because the shareholders have requested, then it shall be reconvened and the meeting notice shall be sent to the shareholders not less than 7 days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Article 37 In the meeting of shareholders, the chairman of the board of directors shall preside over the meeting. In the case where the chairman is not present or unable to perform his duty, the vice-chairman (if any) shall act as the chairman of the meeting. If there is no vice-chairman or there is a vice chairman, but is unable to perform the duty, the shareholders present shall elect one shareholder to act as the chairman of the meeting.

Article 38 The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agendas stipulated in the notice calling for the meeting, unless the meeting passes a resolution allowing a change in the sequence of the agendas with a vote of not less than 2/3 of the number of the shareholders present at the meeting. When the consideration of the matters under the first paragraph is finished, the shareholders holding shares amounting to not less than 1/3 of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting. In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agendas under the first paragraph or the matters raised by shareholders under paragraph two, as the case may be, and it is necessary to postpone such consideration, the meeting shall determine the venue, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the venue, date, time and agendas of the meeting to the shareholders not less than 7 days prior to the date of the meeting, provided that the notice calling the meeting shall also be published in a newspaper not less than 3 days prior to the date of the meeting.

Article 39 The voting in the meeting of shareholders shall:

- (1) Any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

- (2) Unless otherwise prescribed by these Articles, in voting, each shareholder shall have votes equal to the number of shares he holds. One share is entitled to one vote.
- (3) Voting shall be made openly, unless at least 5 shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be stipulated by the chairman of the meeting.

Article 40 Unless otherwise prescribed by these Articles, a resolution of the meeting of shareholders shall be made according to the following votes:

- (1) In a normal case, by the majority of votes of the shareholders present in the meeting and who are entitled to vote. In case of a tie, the chairman of the meeting shall have the casting vote.
- (2) In the following cases, by votes not less than 3/4 of the total votes of the shareholders present in the meeting and who are entitled to vote:
 - (a) Sale or transfer of business of the Company, in whole or in an essential part, to other persons;
 - (b) Purchase or acceptance of transfer of business of other public companies or private companies by the Company;
 - (c) Entering into, amending, or terminating a lease of business of the Company in whole or in an essential part;
 - (d) Entrusting other person with the management of the Company;
 - (e) Amalgamation of business with other persons with the objective to share profit and loss;
 - (f) Amendment of the Memorandum of Association or Articles of Association;
 - (g) Increases or reductions of the capital or the issuance of debentures;
 - (h) Amalgamation or liquidation of the Company.

Article 43 The board of directors shall prepare the balance sheet and the statement of profit and loss as of the

date ending the fiscal year of the Company to be proposed to the annual ordinary meeting of shareholders for consideration and approval. The board of directors shall have the balance sheet and the statement of profit and loss prepared and examined by the auditor before submission to the meeting of shareholders.

Article 44 The board of directors shall send the following documents to the shareholders together with the notice of the annual ordinary meeting:

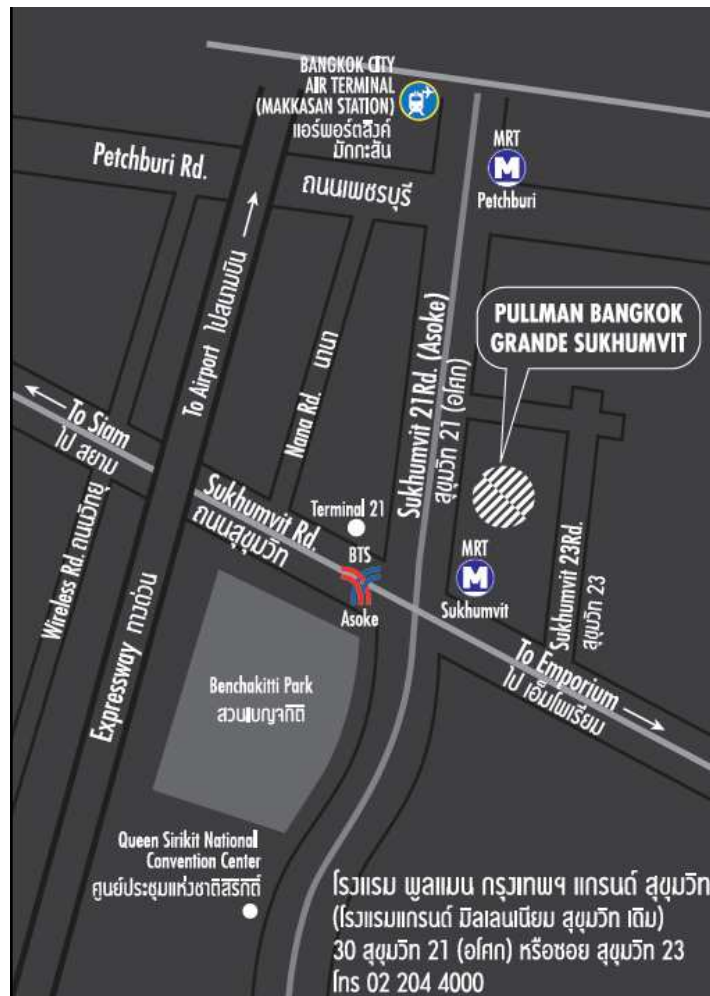
- (1) Copies of the balance sheet and the statement of profit and loss duly examined by the auditor together with the auditor's report;
- (2) The annual report of the board of directors.

Article 45 No dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. The board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders. Payment of dividend shall be made within 1 month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also be published in a newspaper.

Article 46 The Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund attains an amount not less than ten percent of the registered capital.

Junior Ballroom, on the 3rd Floor, Pullman Bangkok Grand Sukhumvit,
30 Sukhumvit 21 (Asoke) Road, Klongtoey Nue, Wattana, Bangkok 10110

Tel (02) 204-4036



****Note****

The meeting venue of the Annual General Meeting of Shareholders for the year 2019 (No.40), Pullman Bangkok Grand Sukhumvit is the same place as last year meeting, AGM No. 39.

2018 Annual Report Requisition Form

Attention Company Secretary

Ocean Glass Public Company Limited

I (Name – Surname)....., would like
to request for the printed 2018 Annual Report. Please send the Annual Report to the following address.

No. Village.....Street.....
Soi.....Moo.....City.....District.....
Province.....Post Code.....Tel.....

Please return the form by;

- email : ir@oceanglass.com
- post : Ocean Glass Public Company Limited, No. 75/88-91, Ocean Tower 2, 34th Floor, Sukhumvit 19 (Soi Wattana), North Klongtoey, Wattana, Bangkok 10110