

## Ocean Glass Public Company Limited

### Invitation to The Annual General Meeting of Shareholders for the year 2022 (No.43)

Electronic Meeting (E-AGM)

Wednesday, 27 April 2022,

at 2:00 p.m.

Registration to E-AGM from 12.30 p.m. onward

Shareholders who intend to attend the meeting, please send Registration Form and/or Proxy Form with identification documents to the Company within Thursday, 21 April 2022, through

- Email: [ir@oceanglass.com](mailto:ir@oceanglass.com) or
- Mailing Address: Company Secretary

Ocean Glass Public Company Limited, No. 75/88-91, Ocean Tower 2, 34 Floor.,  
Sukhumvit 19 (Soi Wattana), North-Klongtoey, Wattana, Bangkok 10110

Table of Contents

Invitation to the Annual General Meeting of Shareholders for the year 2022 (No.43) .....	1
Instruction for attending the meeting through Electronic Meeting (E-AGM).....	12
Instruction for voting, vote counting, report voting results, and asking question in (E-AGM) .....	14
Electronic Meeting Registration Form (E-AGM).....	15
Proxy Form A.....	16
Proxy Form B .....	17
Proxy Form C.....	20
Minutes of the Annual General Meeting of Shareholders for the Year 2021 (No. 42) .....	24
56-1 One Report 2021 in the form of QR-Code.....	39
Profile of the directors who retired by rotation and nominated for re-appointment .....	40
Definitions of Independent Directors .....	44
Profiles of independent director who was proposed to be proxy holder .....	46
The Company's Articles of Association relating to the Annual General Meeting of Shareholders.....	48

February 23, 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2022 (No.43)

Attention: Shareholders  
Ocean Glass Public Company Limited

Enclosures

1. Instruction for attending the AGM through Electronic Meeting (E-AGM)
2. Instruction for voting, vote counting, report voting results, and asking inquiries in E-AGM
3. E-AGM Registration Form
4. Proxy Form A, Proxy Form B, and Proxy Form C
5. Copy of the minutes of the Annual General Meeting of Shareholders for the year 2021 (No.42)
6. 56-1 One Report 2021 (QR Code)
7. Profile of the directors who retired by rotation and nominated for re-appointment
8. Independent Director's Definition
9. Profile of the independent directors who were proposed as proxy holders
10. The Company's Articles of Association relating to the Annual General Meeting of Shareholders

Due to the widespread of Corona Virus 2019 (COVID-19) growth across many areas all over the country, the Board of Directors is aware and cares about health of shareholder and participants in the meeting.

Therefore, the Board of Director's meeting no. 2/2022 on Wednesday, 23 February 2022 resolved to set the meeting through online channel (E-AGM) on Wednesday, 27 April 2022 at 2.00 p.m., meeting room, 12<sup>th</sup> floor, Ocean Tower 2, Sukhumvit 19, North Klongtoey, Wattana, Bangkok.

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 28, 2022 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 were posted on website from 1 October to 31 December 2021. 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.

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<sup>1</sup> 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 and also to prevent the spread of Corona Virus 2019 (COVID-19), therefore, souvenir will not be provided in the shareholders' Meeting

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

**Objective and reason**

The Company convened the Annual General Meeting of Shareholders for the year 2021 (No. 42) on 28 April 2021. 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 12 May 2021. None of comment proposed to make amendment.

The copy of the Minutes is as shown in **Enclosure 5**.

**Board of Directors' opinion**

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to certify the Minutes of the Annual General Meeting of Shareholders for the year 2021 (No.42) convened on 28 April 2021.

**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 2021**

**Objective and reason**

The Company provided the 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 2021 Annual Report (56-1 One Report) as shown in **Enclosure 6**.

**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 2021 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, 2021**

**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, 2021 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 Statements	Financial Statements of the Company
Total Assets	3,359,377	3,351,112
Total Liabilities	1,520,432	1,525,031
Shareholders' Equity of the Company	1,838,945	1,826,081
Total Revenue	1,567,384	1,566,599
Earnings Before Interest and Income Tax	29,027	20,482
Net Profits	3,020	(5,057)
Earnings per Share	0.14	(0.24)
Weighted Average Number of Shares (thousand shares)	21,331	21,331

Details are as shown in the section "Financial Statements and Report of Certified Auditor" in the 56-1 One Report 2021 as shown in **Enclosure 6**.

**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, 2021 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 the omission of dividend payment from 2021 operating results**

**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.

For the year 2021, the Company reported net profit of Baht 3,020,126.18. The Company has appropriated its legal reserve of 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 which require the Company to allocate part of the annual net profit as reserve fund in the 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 the amount not less than ten percent of the registered capital.

**Board of Director's opinion**

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve the omission of dividends payment for the year 2021 in order to preserve the Company's liquidity and working capital. The Company has appropriated its legal reserve of 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, no additional legal reserve is required.

**Dividend Payment**

<b>Operating Results</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>2017</b>
Net Profit (mil Baht)	3	(246)	18	24	66
Profit/Share (Baht)	0.14	(11.53)	0.85	1.15	3.09
Dividend/Share (Baht)	-	-	0.57	0.57	1.55
Dividend Payout Ratio (%)	-	-	67	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 vacate the office 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 2022, 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<br>Nomination and Remuneration Committee |
| 2) Mr. Chairanin Visudhipol   | Independent Director and Member of the Audit<br>Committee                                 |
| 3) Mr. Matthew Kichodhan      | Independent Director  |

In addition, the Company provided opportunity for shareholders to nominate candidate(s) who is qualified for director election in advance from 1 October to 31 December 2021. 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. Chairpranin Visudhipol and Mr. Matthew Kichodhan, who serve as independent directors for more than 9 years, can independently express their opinions in accordance with the relevant rules and regulations. Their expertise and experiences have brought beneficial advice to the Company.

With recommendation from the Nomination and Remuneration Committee, the Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to re-elect the directors who are due to retire for another term of directorships as follows.

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

Profile of the proposed directors and independent director's definition are as shown in **Enclosures 7 and 8**.

**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 and the Sub-Committees for the year 2022**

**Objective and reason**

As stipulated in Article 20 of the Company's Articles 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.

**Monthly Remuneration**

(Baht/Person/Month)

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

**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 monthly remuneration for Directors and the Sub-Committees, 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 and the Sub-Committees for the year 2022 have no right to vote in this agenda.

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

**Objective and reason**

Pursuant to the Public Company Limited Act B.E. 2535 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 2022. 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	5
2. Mr. Peradate Pongsathiansak	4752 or	-
3. Miss Arisa Chumwisut	9393	-

The audit fee for the year 2022 will be fixed at totaling at Baht 1,170,000, increased by 4.5% from last year. Such amount excludes other expenses such as travelling expenses, etc.

Details	2022 Proposed Rate (Baht)	2021 Current Rate (Baht)
<b>1) Audit Fee</b>		
- Year-end auditing fee	690,000	640,000
- Quarterly auditing fee Baht 160,000/Quarter (3 quarters)	480,000	480,000
- Other out of pocket expenses	Actual Charge	Actual Charge
<b>Total</b>	<b>1,170,000</b>	<b>1,120,000</b>
<b>2) Other Fee</b>	None	None

The external auditor, Miss Thanyaporn Tangthanopajai, has served as auditor of subsidiary company, namely, 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 is 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 2022 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 Miss Arisa Chumwisut, Certified Public Accountant No. 9393 from Dharmniti Auditing Company Limited to be the Company's auditors for the year 2022. In the absence of the said external auditors, Dharmniti Auditing Company Limited will provide one other Certified Public Accountant to carry out their work (If permitted by receiving license/permit from the relevant government authorities).
- To fix the auditing fee for the year 2022 totaling Baht 1,170,000. 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, 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 2 new clauses as follows.

Clause 3. The objectives of the Company shall contain 35 clauses

Clause 34 To engage in e-commerce business by having membership, membership service, search engine, sell products related to the Company's business, commission, payment service through e-commerce, delivery of products and/or products that related to the Company's e-commerce business (after obtained approval from related agencies).

Clause 35 To engage in advertising business, create advertisement, printing, rental advertising spaces through electronics media.

**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 adding 2 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 not less than three-fourths 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 electronic meeting (E-AGM) at the above mentioned date, and time. Record date for the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2022 (No.43) is 10 March 2022.

Shareholder who would like to attend the meeting, please submit Registration Form (as appears in Enclosure 3) together with identification documents to the Company. Shareholder who would like to appoint a person to attend and vote on your behalf, please fill in the Proxy Form A or Form B or Form C (as appears in Enclosure 4). Should any shareholders would like to appoint an Independent Director as your proxy holder, profiles of the Independent Directors are as shown in Enclosure 9. The Proxy Form B in which shareholders can specify the voting particulars in clear details is recommended and submit the Form and supporting documents to the Company Secretary within Thursday, 21 April 2022, through:

- Email: [ir@oceanglass.com](mailto:ir@oceanglass.com) or
- Mailing Address: Company Secretary  
Ocean Glass Public Company Limited, No. 75/88-91, Ocean Tower 2, 34 Floor., Sukhumvit 19 (Soi Wattana),  
North-Klongtoey, Wattana, Bangkok 10110

Once the Company verified the name of the shareholders who has the right to attend Shareholders' Meeting, the Company will send "Username" and "Password" together with Weblink and user manual to shareholder through email registered with the Company. Please do not give your username and password to others. In case your username and password are lost or not received within 25 April 2022, please contact the Company immediately.

Details and guidelines for attending and voting through electronic media (E-AGM) are specified in **Enclosure 1 and 2.**

Yours sincerely,

-Signature-

Mr. Chakri Chanruangvanich

Chairman of the Board

Company Secretary,

Telephone: 0 2661 6556 Ext. 1200

Email: [ir@oceanglass.com](mailto:ir@oceanglass.com)

Instruction for attending the meeting through Electronic Meeting (E-AGM)

1. Shareholder and/or Proxy Holder fill in the E-AGM Registration Form as appear in Enclosure 3
2. Supporting documents of Shareholder and/or Proxy Holder to be given to the Company before attending the E-AGM
  - 2.1 Individual Shareholder
    - 2.1.1 Attending in person
      - A copy of identification card or copy of government official identification card or copy of passport (in case of foreign shareholders) with certified true copy signature.
    - 2.1.2 Appointing a proxy
      - Proxy Form, as appear in Enclosure 4, which is completely filled and signed by the proxy grantor and the proxy holder.
      - A copy of identification card or copy of government official identification card or copy of passport (in case of foreign shareholders) of proxy grantor and proxy holder with certified true copy signature.
  - 2.2 Juristic Person Shareholder
    - 2.2.1 Authorized signatory for the juristic person attending the meeting in person
      - A copy of identification card or copy of government official identification card or copy of passport (in case of foreign shareholders) of the authorized person with certified true copy signature.
      - A copy of the juristic person's certification of corporation with certified true copy signature and company seal (if any); in case overseas juristic person, please provide a certification issued by the competent government agency of the country where the juristic person is located.
    - 2.2.2 Appointing a proxy
      - Proxy Form, as appear in Enclosure 4, which is completely filled and signed by the proxy grantor and the proxy holder.
      - A copy of the juristic person's certification of corporation with certified true copy signature and company seal (if any); in case foreign juristic person, please provide a certification issued by the competent government agency of the country where the juristic person is located.
      - A copy of identification card or copy of government official identification card or copy of passport (in case of foreign shareholders) of proxy grantor and proxy holder with certified true copy signature.
    - 2.2.3 Custodian
      - Proxy Form C, as appear in Enclosure 4, which is completely filled and signed by the proxy grantor and the proxy holder.
      - A copy of the juristic person's certification of corporation with certified true copy signature and company seal (if any).

- Power of attorney from shareholders to the Custodian
  - A copy of identification card or copy of government official identification card or copy of passport (in case of foreign shareholders) of proxy grantor and proxy holder with certified true copy signature.
3. Please submit the above mentioned documents to the Company within Thursday, 21 April, 2022 through the following channels:
- Email: [ir@oceanglass.com](mailto:ir@oceanglass.com) or
  - Mailing Address: Company Secretary  
Ocean Glass Public Company Limited, No. 75/88-91, Ocean Tower 2, 34 Floor., Sukhumvit 19 (Soi Wattana), North-Klongtoey, Wattana, Bangkok 10110
4. Once the Company received your documents, we will verify the name of the shareholders who has the right to attend Shareholders' Meeting and send "Username" and "Password" together with Weblink with user manual to shareholder through email given to the Company. **Please do not give your username and password to others. In case your username and password are lost or not received by 25 April 2022, please contact the Company immediately.**

#### Personal Data Protection Notice

Ocean Glass Public Company Limited ("the Company") gives great importance to the privacy of your personal data and compliance with the Personal Data Protection Act B.E. 2562 (2019)

1. Objective and personal data to be collected

The Company will collect your personal data provided to the Company such as name, surname, address, telephone number, and identification number, to be used for the following purposes:

- Verification of the right to attend the Annual General Meeting of Shareholders for the year 2022 (No.43)
- Submission of invitation letter and supporting documents
- Delivery of annual report as per shareholder's request
- Record inquires, comments, suggestion, in the minutes of the Annual General Meeting of Shareholders for the year 2022 (No. 43)

2. Retention period for collected personal data

The Company will keep and use your personal data for the period as necessary to serve the purposes of the above mentioned activities and will delete the data after ending of usage.

3. Rights of the data owner

As data owner, you have the rights as stipulated in the Personal Data Protection Act B.E. 2562 (2019), including the rights to withdraw the consent, to request to access and obtain a copy of your personal data, to request to correct, delete or destroy your personal data, request to suspend the use of your personal data, to request to transfer your personal data as stipulated by law, and rights to object to the collection, use, or disclosure of your personal data.

Instruction for voting, vote counting, report voting results, and asking question in (E-AGM)

**Voting at the Meeting of Shareholders:**

1. The Company's Article of Association, section 5 "Shareholder's Meeting", article 39, states that the voting procedures shall be as follows:
  - 1.1 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.
  - 1.2 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.
  - 1.3 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.

2. The shareholders, proxy holder, proxy grantor, may cast the vote in each agenda to "approve" or "disapprove" or "abstain". For shareholders, proxy holder who do not vote in any agenda, the system will automatically count your vote as "approve". If you have any technical problem in using the E-AGM meeting system, please contact Digital Access Platform Company Limited who will be the Company's service provider for E-AGM at telephone number 66(0) 2009-9888 press 1

**Vote counting and report voting results**

The Company Secretary will clarify voting procedure prior to the commencement of the meeting. The Company will count the votes in each agenda from the voting of the shareholders or proxy holder who present in the meeting and have the right to vote. The voting result of every agenda shall be informed to the meeting before the meeting adjourned.

**Asking question**

Shareholders, proxy holder can send the question through message boxes. The directors will answer to questions in Q&A session of each agenda. In addition, shareholders can submit the question in advance through email: [ir@oceanglass.com](mailto:ir@oceanglass.com) .



Electronic Meeting Registration Form (E-AGM)

The Annual General Meeting of Shareholders for the year 2022 (No.43)

Written at.....

Name-Surname..... Nationality.....

Address..... Road..... Sub-district..... District.....

Province..... Postal Code..... Country.....

Telephone.....

Shareholder  Proxy of Ocean Glass Public Company Limited holds.....shares

I hereby confirm to attend the Annual General Meeting of Shareholders for the year 2022 (No.43) on Wednesday, 27 April 2022, at 2.00 p.m. through electronic meeting (E-AGM)

Please send weblink, username, and password together with user manual for attending the meeting to the following email:

Email.....

I hereby grant consent to Ocean Glass Public Company Limited to use my personal information above as well as the pictures and motion pictures during the meeting for purposes in relation to the Annual General Meeting of Shareholders for the year 2022 (No.43) of Ocean Glass Public Company Limited.

Sign.....Shareholder/Proxy Holder

**Important Remark**

Please send this E-AGM Registration Form which is completely filled together with identification document to identify your right to attend the meeting to the Company within Thursday, 21 April 2022, through email: [ir@oceanglass.com](mailto:ir@oceanglass.com) or mailing address: Company Secretary, Ocean Glass Public Company Limited, No. 75/88-91, Ocean Tower 2, 34 Floor., Sukhumvit 19 (Soi Wattana), North-Klongtoey, Wattana, Bangkok 10110

**Self-registration click**

<https://portal.eservice.set.or.th/Account/Login?refer=NFH3ruRusMkzvV%2bK4ck2pxV09WVQVL%2biJCe0MNOQ7hHr%2b88baEF13g%3d%3d>

หนังสือมอบฉันทะแบบ ก.

Proxy Form A

อากรแสตมป์  
20 บาท  
Duty Stamp  
Baht 20

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 รวม ..... หุ้น  
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
- 3.1 .....อายุ.....ปี  
hereby authorize age  
อยู่บ้านเลขที่.....  
residing at
- 3.2 นายวรกานต์ ชูโต กรรมการอิสระ อายุ 68 ปี อยู่บ้านเลขที่ 103/50 ม.ไกรสร ถ.ประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ  
Mr. Woragan Xuto, Independent Director, 68 years old, residing at 103/50, Kraisom Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok
- 3.3 ดร. ทัชพล โปษยานนท์ กรรมการอิสระ อายุ 56 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร  
Dr. Tachapol Poshayanonda, Independent Director, 56 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 43) ในวันพุธที่ 27 เมษายน 2565 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 2022 (No. 43), convened on Wednesday, 27 April 2022 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

**หนังสือมอบฉันทะแบบ ข.**

**Proxy Form B**

อากรแสตมป์  
20 บาท  
Duty Stamp  
Baht 20

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 รวม ..... หุ้น  
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

3.1 .....อายุ.....ปี  
hereby authorize ..... age  
อยู่บ้านเลขที่.....  
residing at

3.2 นายวรกานต์ ชูโต กรรมการอิสระ อายุ 68 ปี อยู่บ้านเลขที่ 103/50 ม.โกรสร ถ.ประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ  
Mr. Woragan Xuto, Independent Director, 68 years old, residing at 103/50, Kraisor Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok

3.3 ดร. รัชพล โปษยานนท์ กรรมการอิสระ อายุ 56 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร  
Dr. Tachapol Poshayanonda, Independent Director, 56 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 43) ในวันที่พุธที่ 27 เมษายน 2565 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 2022 (No. 43), convened on Wednesday, 27 April 2022 at 2.00 p.m.

(4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมดังนี้

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 2564 (ครั้งที่ 42) เมื่อวันที่ 28 เมษายน 2564**  
 Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2021 (No.42) convened on April 28, 2021  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2564**  
 Agenda 2 To acknowledge the Company's operating performance for the year 2021  
 ไม่มี การออกเสียงลงมติในวาระนี้ / Voting for this agenda is not required
- วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564**  
 Agenda 3 To approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2021  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและการงดจ่ายเงินปันผลจากผลการดำเนินงานสำหรับปี 2564**  
 Agenda 4 To approve the allocation of net profit and the omission of dividend payment from 2021 operating results  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ**  
 Agenda 5 To elect the directors to succeed those retiring by rotation  
 เลือกตั้งกรรมการทั้งหมด I To elect the entire directors  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain  
 เลือกตั้งกรรมการบางรายดังนี้ I To elect director individually as follows:  
 5.1 นายจักรี ฉันทเรืองวนิชย์ I Mr. Chakri Chanruangvanich  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain  
 5.2 นายชัยประนิน วิสุทธิผล I Mr. Chaipranin Visudhipol  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain  
 5.3 นายแมทธิว กิจโอธาน I Mr. Matthew Kichodhan  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2565**  
 Agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2022  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2565**  
 Agenda 7 To appoint the auditors and fix the auditing fee for the year 2022  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขเปลี่ยนแปลงหนังสือบริคณห์สนธิของบริษัท ข้อ 3. วัตถุประสงค์**  
 Agenda 8 To approve the amendment to the Company's Objectives and the Memorandum of Association, Article 3 Objectives of the Company  
 เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็นกรลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Any vote casted by the proxy in any agenda not in accordance with this proxy shall be deemed incorrect and not treated as my vote as a shareholder.

(6) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ .....

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

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ข้าพเจ้าระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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).

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

(สำหรับผู้ถือหุ้นต่างประเทศที่ตั้งใจให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(For foreign shareholders who have custodian in Thailand only)

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....

I/We

สัญชาติ..... อยู่บ้านเลขที่.....

Nationality Residing at No.

(2) ในฐานะผู้ประกอบการปัจจุบันเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

Being a Custodian of

ซึ่งเป็นผู้ถือหุ้นบริษัท โอเชียนกลาส จำกัด (มหาชน) โดยถือหุ้นทั้งสิ้น รวม.....หุ้น

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

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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)

(3) ขอมอบฉันทะให้

โปรดกาเครื่องหมาย  
หน้าผู้รับมอบฉันทะ  
เพียงชื่อเดียว

Please mark a  
sign in front of  
only one proxy  
name

3.1 .....อายุ.....ปี  
hereby authorize age

อยู่บ้านเลขที่.....  
residing at

3.2 นายวรกานต์ ชูโต กรรมการอิสระ อายุ 68 ปี อยู่บ้านเลขที่ 103/50 ม.ไกรสร ถ.ประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ  
Mr. Woragan Xuto, Independent Director, 68 years old, residing at 103/50, Kraisor Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok

3.3 ดร. รัชพล โปษยานนท์ (กรรมการอิสระ) อายุ 56 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวากรุงเทพมหานคร  
Dr. Tachapol Poshayanonda, Independent Director, 56 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 43) ในวันพุธที่ 27 เมษายน 2565 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 2022 (No. 43), convened on Wednesday, 27 April 2022 at 2.00 p.m.

(4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

Details of the number of votes which I authorize the proxy to attend the meeting and vote are as follows:

เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (2)

Equivalent to the total number of shares I am holding and entitled to vote in accordance with (2)

บางส่วน คือ  หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Only partially; Ordinary share for shares, having voting rights equivalent to vote(s)

รวมสิทธิออกเสียงลงคะแนนทั้งหมด.....เสียง

Total voting rights for vote(s)

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 (ครั้งที่ 42) เมื่อวันที่ 28 เมษายน 2564

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2564

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

ไม่มีการออกเสียงลงมติในวาระนี้ / Voting for this agenda is not required

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและการงดจ่ายเงินปันผลจากผลการดำเนินงานสำหรับปี 2564

Agenda 4 To approve the allocation of net profit and the omission of dividend payment from 2021 operating results

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ

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

เลือกตั้งกรรมการทั้งหมด I To elect the entire directors

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

เลือกตั้งกรรมการบางรายดังนี้ I To elect director individually as follows:

5.1 นายจักรี ชันท์เรืองวนิชย์ I Mr. Chakri Chanruanganich

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

5.2 นายชัยประนิน วิสุทธิผล I Mr. Chaipranin Visudhipol

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

5.3 นายแมทธิว กิจโอราน I Mr. Matthew Kichodhan

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2565

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2565

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขเปลี่ยนแปลงหนังสือบริคณห์สนธิของบริษัท ข้อ 3. วัตถุประสงค์

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

(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.

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..... Signed ผู้มอบฉันทะ  
(.....) Proxy Grantor

ลงชื่อ..... Signed ผู้รับมอบฉันทะ  
(.....) Proxy Holder

**หมายเหตุ**

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีและผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะมีดังต่อไปนี้
  - ก. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - ข. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย
5. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)

**Note:**

1. The Proxy Form C shall only be used by foreign shareholders with custodian in Thailand
2. Evidences to be enclosed with the Proxy Form are as follows.
  - a. Power of Attorney from the shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - b. Letter confirming that the person executing the Proxy Form has obtained a custodian license.
3. 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.
4. Regarding the agenda to elect the directors, the entire directors or certain directors may be elected.
5. 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 2565 (ครั้งที่ 43) ในวันที่พุธที่ 27 เมษายน 2565 เวลา 14.00 น.  
at the Annual General Meeting of Shareholders for the year 2022 (No. 43) to be held on Wednesday, 27 April 2022 at 2.00 p.m.

วาระที่.....เรื่อง.....

Agenda      Subject  
 เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่.....เรื่อง.....

Agenda      Subject  
 เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่.....เรื่อง.....

Agenda      Subject  
 เห็นด้วย                       ไม่เห็นด้วย                      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

Minutes of the Annual General Meeting of Shareholders for the Year 2021 (No. 42)

Ocean Glass Public Company Limited

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The Meeting was held on April 28, 2021, at 2.00 p.m. via electronic meeting from Ocean Tower 2, 12th Floor, Sukhumvit Soi 19 (Soi Wattana), North Klong Toey Sub-District, Wattana District, Bangkok.

Directors presented

- |    |                                 |  |
|----|---------------------------------|--|
| 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. | Dr. Chatchawin Charoen-Rajapark | Independent Director and Chairman of the NRC, and Member of the Audit Committee                |
| 5. | Dr. Tatchapol Poshyanonda       | Independent Director and Member of the Audit Committee   |
| 6. | Mr. Chairpranin Visudhipol      | Independent Director and Member of the Audit Committee   |
| 7. | Mr. Matthew Kichodhan           | Independent Director   |
| 8. | Mr. Naputt Assakul              | Member of the NRC  |
| 9. | Ms. Jariya Sangchaiya           | Managing Director  |

Proportion of the directors presented in the meeting was 100%

Management presented

- |    |                           |   |
|----|---------------------------|---|
| 1. | Mr. Sathien Srisaikhram   | Executive Director – Accounting and Finance, and Information Technology |
| 2. | Mr. Uday Verma            | Executive Director - Customer and Channel Development                   |
| 3. | Ms. Nittaya Sawekomet     | Executive Director - Human Resources                                    |
| 4. | Mr. Kritsana Pairoj       | Executive Director - Manufacturing                                      |
| 5. | Ms. Veeranuch Trangtrakul | Director – Marketing  |

Auditor from Dharmniti Auditing Company Limited

Ms. Thanyaporn Tangthanopajai                      The Company’s auditor of the year 2020

Independent legal counsel and witness for vote counting from AWP & Alliance Limited

Ms. Wiyadathawin Luenchavee

### Commencement of the Meeting

The meeting started at 2.00 p.m.

Mrs. Rakdee Pakdeechumpol informed the Meeting that due to the widespread of covid-19 growth across many areas all over the country, for safety of the shareholders' health and proxies, the Annual General Meeting of Shareholders for the Year 2021 (No. 42) was held via electronic meeting (E-AGM). The Company had taken with video and sound records of the shareholders meeting and shall publish video and sound records in the Company's website. The Company also announced to suspend the factory annual visit of the year 2021 for the safety of the shareholders' and employees' health.

Mr. Chakri Chanruangvanich, Chairman of the Board of Directors presided as the Chairman of the Meeting. The Chairman welcomed all shareholders attending the meeting, and introduced all Directors, executives, the Company's auditor and legal counsel to the Meeting.

The Chairman informed the Meeting that pursuant to the Articles of Association ("AOA") of the Company, there shall be shareholders and proxies present at the Meeting of not less than 25 persons which represent not less than one-third of the total number of issued shares being offered to constitute a quorum. At the meeting, there were 5 shareholders presenting in person and 25 proxies of shareholders, totaling 30 shareholders and proxies, holding altogether 14,847,337 shares of the total 21,330,715 issued and paid-up shares, equals to 69.6054% 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 for the Year 2021 (No. 42) duly convened.

Then, the Chairman assigned Mrs. Rakdee Pakdeechumpol to act as the Secretary of the Meeting and to inform the Meeting of voting procedures. The Secretary 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 as well as potential candidates as directors including any further inquiries, by announcing through the Stock Exchange of Thailand and the Company's website starting from October 5, 2020 to December 31, 2020. However, upon the expiration of the aforementioned period, there were neither particular proposal of meeting agendas nor proposal of candidates as directors proposed by any shareholders for this Meeting. Hence, the agenda and the proposed candidates were approved based on the Board of Directors' resolution as provided in the notice of the Meeting.

The Annual General Meeting of Shareholders was held via electronic meeting and the Company appointed Quidlab Co., Ltd. (Quidlab) to serve as the service for E-AGM via FOQUS system for the meeting registration and voting. The meeting was held in accordance with the Company's article of association and terms and conditions as required by the law and also comply with standards for maintaining security of meetings via electronic means.

For the accuracy of voting, Mrs. Rakdee Pakdeechumpol, the Secretary of the Meeting, informed the voting procedures, vote counting procedures and the measure for inquiring questions to shareholders and proxies of shareholders in the following.

1. The attendance identity must be verified by using the username and password provided by the Company together with notice of the Meeting. The attendance shall agree to comply with terms and conditions regarding electronic meeting. Once the shareholders signed in the meeting by using username and password provided by the service provider, Quidlab, it shall be deemed that the registration of shareholders or proxy is completed.
2. The Board of Director shall consider and approve the agenda specified in notice of the Meeting. There will be a Q&A session of each agenda before voting and shall announce the vote result of each agenda after the votes are being counted.

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. Each shareholder shall have the right of votes equal to the number of shares held by them. 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.

For the election of directors, the Meeting shall comply with the following rules and procedures in accordance with the Company's AOA:

1. Each shareholder shall have votes equal to the number of shares he holds. One share equal 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 top votes by ranking are the elected directors of the Company. In the event of a tie at a runner up place and makes the number of directors greater than that required, the chairman of the meeting shall have a casting vote.

Shareholders or proxies shall click 'approve', 'disapprove' and 'abstain'. If there were no shareholders voting in the agenda, the system shall be assumed to vote 'approve' automatically.

The Chairman shall ask in each agenda if any shareholders disapprove or abstain, if not, the shareholders shall be assumed to vote approve. However, except for Agendas 5 in connection with the election of directors, it is required voting from shareholders, please click 'approve', 'disapprove' or 'abstain'. The Company allowed 2-minute voting period for each agenda.

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 entitled to vote. In case of a tie, the chairman of the meeting shall have the casting vote; and
2. In regard to the remuneration of directors, by the majority votes of not less than 2/3 of the shareholders present in the meeting and entitled to vote.

For the Q&A or comments session prior to voting in each agenda, the shareholders or proxies can send your question through message boxes. Please specify your name-surname, status of attendance (shareholders or proxies) and question, and the Company will answer your question in the Meeting. In case there are too many questions, the Company will answer all question in the minutes of meeting.

If there is any technical problem in using the electronic meeting system, please contact Quidlab, at (02) 013-4322 or (080) 008-7616, or via e-mail at [info@quidlab.com](mailto:info@quidlab.com).

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

**Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders of the year 2020 (No. 41) convened on July 29, 2020**

The Chairman proposed the Meeting to certify the minutes of the Annual General Meeting of Shareholders of the year 2020 (No. 41), which was convened on July 29, 2020. The minutes of such Meeting 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. In addition, the copies of the minutes had also been delivered to the shareholders together with the notice of this Meeting.

The Chairman invited the shareholders to ask questions or make inquiries about details of the minutes of the meeting. There was no question raised by the shareholders. The Chairman requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders of the year 2020 (No. 41) convened on July 29, 2020.

The Chairman informed the Meeting that there was 1 additional shareholder attended the meeting (the total number of shareholders is 31 persons), representing 14,852,337 shares, or equivalent to 69.6289% of the total issued and offered shares.

**Resolution:**

The minutes of Annual General Meeting of Shareholders of the year 2020 (No. 41) was certified as accurate minutes with the majority votes of the total votes of shareholders attending the Meeting and entitled to votes as follows:

-	Approved	14,769,259	votes, equals to	99.4406%
-	Disapproved	0	votes, equals to	0.0000%
-	Abstained	83,078	votes, equals to	0.5594%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

**Agenda 2 To acknowledge the Company’s operating performance for the year 2020**

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 2020. Details are as shown in the Company’s Annual Report 2020, which had been delivered to the shareholders with the notice of this meeting.

Ms. Jariya Sangchaiya presented to the Meeting that, in order to establish the guidelines for the business operation, the Company set out its vision: “Ocean Glass shall be a leader in the global market through business innovation, corporate values, and operational excellence, while consistently satisfying customers and achieving business growth and profitability”. The Company’s mission: “To provide life’s pleasures with quality glassware”. The Company’s strategies and corporate goals were developed in order to achieve the said vision and mission.

Highlights of the Company’s operating performance in 2020 were as follows:

In 2020, the Company and subsidiaries faced the challenge from the economic crisis caused by the COVID-19 pandemic. The pandemic control measures announced in many countries interrupted the tourism industry and caused declining demand in the market; couple with the increase of freight and shortage of containers in the last quarter, the total revenue of the Company was Baht 1,116 million, decreased by 41.21% compared to the last year, being sale revenue of Baht 1,112 million, decreased by 40.46% and other revenue of Baht 4 million, most of which gained from mold supply, transportation, sales of scraps, and obsolete equipment.

**Sales Revenue**

In 2020, the Company earned revenue from domestic sales of Baht 332 million, decreased by 33.19% compared with the previous year while the revenue from export sales was Baht 780 million, decreased by 43.10% compared with the last year. Domestic sales portion was 29.82% and export sales was 70.18% of the total sales revenue.

**Portion of product sale by business categories**

In 2020, the Company’s sales were 44.0% from Food Service, 32.0% from Retail, 17.0% from B2B, and 7.0% from Online.

### Gross Profit

In 2020, the Company's gross profits were 36.46% of sale revenues, increased from 33.48% in the last year due to the lower energy cost and the improved production efficiency.

### Expenses

In 2020, the Company accumulated total expense of Baht 1,395.27 million, decreased by 24.96% compared with the previous year mainly due to the cost control measures and the decreased production. The costs of sales of Baht 706.37 million, decreased by 43.13% compared with the previous year due to the decrease of sales and energy cost. Expense incurred from temporary shutdown of Baht 206.42 million, increased by 67.35% compared with the previous year. The Company decided to temporarily shutdown 2 out of 3 furnaces from the end of March 2020 until the first quarter of 2021 in order to perform maintenance as planned and manage the inventory to balance with the decreased sale as well as to reserve cash flow to be sufficient for the operation during the declining sale due to COVID-19 pandemic.

In addition, the Company has disclosed devaluation of inventory of Baht 50.79 million, increased by 423.06% compared with the previous year. Such devaluation was for raw material, crystalline cullet from production of Baht 4.03 million, adjustment of finished goods of Baht 19.94 million, spare parts with deterioration of Baht 18.54 million, and supplies of Baht 8.28 million.

The Company had the selling expenses of Baht 227.48 million, decreased by 26.86% compared with the previous year, and the expenses incurred from management of Baht 144.92 million, decreased by 16.31% compared with the previous year.

The Company has loss incurred from foreign exchange of Baht 52.29 million while the gain from foreign exchange in the previous year was Baht 21.69 million and the financial cost of Baht 24.78 million, increased by 39.75% due to the increasing of loan to reserve the liquidity of the Company.

As a result, according to the total revenues and expenses, the Company had net loss of Baht 245.89 million, equivalent to the loss of Baht 11.53 per share.

### Development of E-Commerce Channel

In the beginning of the year 2020, the Company has developed and launched e-commerce channel to serve online market focusing on the target group of customer such as restaurant, café, pub, bar, and hotel including corporate and retail customers in Thailand.

## Marketing and Brand Development

### Ocean Brand

During the third quarter of the year 2020, Ocean brand launched its premium products under the name “POSH” to serve new-generation customers by focusing on online market via social media platforms, namely, Facebook, Instagram, and the official Line account in Thailand. The Company plans to distribute through retail stores and lifestyle stores across Thailand in the year 2021.

### Lucaris Brand

During the second quarter of the year 2020, Lucaris brand launched its new collection under the name “KRAM”, a limited edition, collaborated with the artist, Khun Pavisa Meesrenon. During the third quarter of the year 2020, Lucaris launched its first handmade crystal product under the name “The Elements”, collaborated with Sarah Heller MW, awarded by DeMark for its design in the year 2020.

In addition, Lucaris entered online market for more convenience of customers during COVID-19 pandemic and also collaborate with the influencers who are well-known for promoting products, such as Khun Boom Tharis, Khun Byrd & Hart, Khun Namwaan Zaza (Itsmewaan), and etc.

## Corporate Governance and Social Responsibility

The Company had established the policies as practical guideline in performing duties with integrity and honesty for the benefit of the Company and shareholders. In the previous year, the Company was rated “Very Good” under the Good Corporate Governance of Thai Listed Companies Program arranged by the Thai Institute of Directors and received 99 scores in AGM 2020 assessment program held by Thai Investors Association. The Company has promoted the compliance of the Company’s anti-corruption policy continually.

The Chairman invited the shareholders to ask questions about the Company’s operating performance of the year 2020. Questions raised by shareholders were as detailed below:

1. **Mr. Sathaporn Phangnirand, a shareholder**

Acknowledged the operating performance of the year 2020 under crisis from COVID-19 and believed that the Company will get through this crisis as well as passing his gratitude and support to staffs personnel of the Company.

2. **Mr. Sutham Teerawatthanachai**, a shareholder, inquired as follows:



2.1 How is export sales to China, India, and ASEAN, especially to Vietnam?

Ms. Jariya Sangchaiya responded to the shareholder that, in the year 2020, the sale portion in each country is as follows:

The sale portion in China was approximately 9.0% being Baht 105.0 million, in India was approximately 10.0% being Baht 109.0 million, in ASEAN region was approximately 16.0% being Baht 176.0 million, and in Vietnam was approximately 10.0% being Baht 110.0 million, which decreased comparing with the previous year due to the COVID-19 pandemic. If in the normal situation, the sales in the ASEAN region would be approximately Baht 285 – 330 million or being approximately 15.0% of the total sales. In the year 2020, the sales in ASEAN region decreased by 39.0% compared with the previous year. However, the sales in China, India, and the ASEAN region are improving, especially in Vietnam which is expected to increase.

2.2 What is the percentage growth of distribution in social media last year? What is the current proportion to total sales? And what is the proportion of domestic and international?

Ms. Jariya Sangchaiya responded to the shareholder that the Company launched the sale via e-commerce and social media channels in the second quarter of the year 2020 focusing on domestic sale and launched the sale via market places, such as Lazada, Shopee, and JD Central in the fourth quarter of the year 2020 having the sales of approximately Baht 3.6 million or being 0.3% of the total sales. All sales are in domestic and half of which at approximately Baht 1.8 million occurred in the fourth quarter of the year 2020. The Company believed that the sales via e-commerce would increase the opportunity to grow the sale via online channels.

2.3 How growth or decrease of Lucaris sales in domestic and international market last year?

Ms. Jariya Sangchaiya responded to the shareholder that, in the year 2020, the sales of Lucaris brand was approximately Baht 117.0 million or being 11.0% of the gross sales which decreased by 39.0% compared with the previous year. The portion of domestic sales is 15.0% and 85.0% for the oversea sales.

2.4 Are there any raw material price increase during the period, as there may be some raw materials used in the production of vaccine vials that currently are in great demand?

Ms. Jariya Sangchaiya responded to the shareholder that the raw materials in demand for Vial production in the market is called “Soda Ash”, the price of which has been increasing. However, the Company planned the purchasing of raw materials with the fixed prices until the third quarter of the year 2021. Therefore, the increase of raw material prices would not affect the Company.

**Resolution:**

No voting was required for this agenda as it reported the operating performance to the shareholders for acknowledgement.

**Agenda 3 To approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2020**

The Chairman reported to the Meeting the financial statements of the Company consisting of the statement of financial position and the statement of comprehensive income for the year ended December 31, 2020, 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:

**(Unit: Thousand Baht)**

Item	Consolidated Financial Statements		Separated Financial Statements	
	2020	2019	2020	2019
Total Assets	3,439,756	3,229,210	3,438,650	3,206,723
Total Liabilities	1,606,005	1,356,388	1,607,512	1,349,997
Shareholders' Equity	1,833,751	1,872,822	1,831,138	1,856,726
Total Earning	1,115,996	1,898,434	1,121,511	1,855,853
Profits (loss) before Interest and Taxes	(279,270)	39,097	(265,973)	29,951
Net Profits (loss)	(245,895)	18,134	(231,242)	11,554
Basic Earnings (loss) per Share (Share: Baht)	(11.53)	0.85	(10.84)	0.54
Weighted Average Number of Ordinary Shares (Thousand Shares)	21,331	21,331	21,331	21,331

Details as presented in the Company's Annual Report of the year 2020, page 72-139 under the topic "Financial Statement and Certified Auditor Report".

The Chairman invited the shareholders to ask questions about the financial statements mentioned earlier, however, there was no question raised by the shareholders. Therefore, the Chairman requested the Meeting to consider and approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2020, per the Chairman proposed.

**Resolution:**

The statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2020 were approved with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,852,337	votes, equals to	100.0000%
-	Disapproved	0	votes, equals to	0.0000%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

**Agenda 4 To approve no allocation of net profit and omission of dividend payment for the year 2020**

The Chairman informed the Meeting that 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. The dividends shall be equally distributed to every share based on the number of total shares.

For the year 2020, the Company presented a net loss of Baht 245,894,869.55. The Company's retained earnings appropriated for legal reserve totaled Baht 50,000,000 which in accordance with Section 116 of the Public Company Limited Act B.E. 2535, and Article 46 of the Company's Articles of Association stated that '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). Therefore, the Company is not required to allocate of reserve fund as the Company already has the reserve fund as required by the law.

The Chairman invited the shareholders to ask questions, however, there was no question raised by the shareholders. The Chairman then proposed the Meeting to approve no allocation of net profit and omission of dividend payment for the year 2020 since the Company presented a net loss as proposed by the Board of Directors.

**Resolution:**

The Meeting approved no allocation of net profit and omission of dividend payment for the year 2020 as proposed by the Board of Directors with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to votes as follows:

-	Approved	14,852,337	votes, equivalent to	100.0000%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	0	votes, equivalent to	0.0000%
-	Void Ballot	0	votes, equivalent to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

**Agenda 5 To elect the directors to succeed those retiring by rotation in the Annual General Meeting of Shareholders for the year 2021 (No. 42)**

The Chairman presented to 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 Annual General Meeting of Shareholders for the year 2021 (No. 42), the 3 directors who retired by rotation were:

1. Mr. Kirati Assakul Director
2. Dr. Chatchawin Charoen-Rajapark Independent Director, Chairman of the NRC,  
and Member of the Audit Committee
3. Dr. Tatchapol Poshyanonda Independent Director and Member of the Audit Committee

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 Companies 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 Annual General Meeting of Shareholders for the year 2021 (No. 42) as directors of the Company for another term. The biographies and achievements of the three directors were attached to the notice of this Meeting.

To show 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 the Annual General Meeting of Shareholders for the year 2021 (No. 42). There were no questions raised by the shareholders. The Chairman asked the Meeting to consider the election of directors for another term.

**Resolution:**

The election of the 3 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 unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,852,337	votes, equals to	100.0000%
-	Disapproved	0	votes, equals to	0.0000%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

- 2) **Dr. Chatchawin Charoen-Rajapark, Independent Director, Chairman of the NRC, and Member of the Audit Committee**

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

-	Approved	14,852,137	votes, equals to	99.9987%
-	Disapproved	200	votes, equals to	0.0013%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

3) **Dr. Tatchapol Poshyanonda**, Independent Director and Member of the Audit Committee

The Meeting resolved to approve the election of Dr. Tatchapol Poshyanonda with the majority votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,852,137	votes, equals to	99.9987%
-	Disapproved	200	votes, equals to	0.0013%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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 2021**

The Chairman assigned Dr. Chatchawin Charoen-Rajapark, Chairman of the NRC, 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.

**Monthly Remuneration** The NRC proposed the rate of monthly remuneration for the year 2021 at the same rate of monthly remuneration for the year 2020, as follows:

	Year 2021 Baht/Monthly/Person (Propose same rate as the previous year)	Year 2020 Baht/month/person (Current rate)
<b>Board of Directors</b>		
Chairman of the Board of Directors	81,000	81,000
Director	45,000	45,000
<b>Audit Committee</b>		
Chairman of the Audit Committee	25,200	25,200
Member of the Audit Committee	18,000	18,000
<b>Nomination and Remuneration Committee</b>		
Chairman of the Nomination and Remuneration Committee	15,700	15,700
Member of the Nomination and Remuneration Committee	11,200	11,200

Other -None-

Pertaining to the epidemics of Coronavirus 2019, the Board of Directors resolved to waive and deduct their monthly wages for the period of 5 months, started from May 2020 to September 2020, in order to mitigate such situation.

The Chairman invited the shareholders to ask questions about the directors' remuneration. Questions raised by shareholders were as detailed below:

1. **Mr. Sathaporn Phangnirand**, a shareholder, inquired as follows:

In this Agenda, it is announced that the directors voluntarily refused or adjusted the monthly remuneration for a period of 5 months. Please clarify the amount of the refused or adjusted remuneration.

**Mr.Chatchawin Charoen-Rajapark** responded to the shareholder that, for 5 months from May to September 2020, most of the directors refused their salaries for 5 months and other directors decreased their salaries, all of them are voluntary. The total amount is Baht 1,941,160.

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.

The Chairman then proposed the Meeting to consider and approve the Directors, the Audit Committee members, and the Nomination and Remuneration Committee members's remuneration for the year 2021 as presented by Dr. Chatchawin Charoen-Rajapark.

**Resolution:**

The remuneration of directors, members of the Audit Committee, members of the NRC for the year 2021 as proposed by the Board of Directors was approved with the unanimous votes of shareholders attending the Meeting whereby there are 2 shareholders being the Company's directors and held 2,089,309 shares in total were not entitled to vote on this matter:

-	Approved	12,763,028	votes, equals to	100.0000%
-	Disapproved	0	votes, equals to	0.0000%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>12,763,028</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

**Agenda 7 To appoint the auditors and fix the auditing fee for the year 2021**

The Chairman assigned Mr. Woragan Xuto, Chairman of the Audit Committee, to report to the Meeting on behalf of the Board of Directors 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 possessed qualifications per the Office of Securities and Exchange Commission's requirements, including adequate creditability and experiences, and 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. Ms. Thanyaporn Tangthanopajai CPA. Registration No. 9169; or
2. Mr. Peradate Pongsathiansak CPA. Registration No. 4752; or
3. Mr. Arisa Chomvisoot CPA. Registration No. 9393.

Any of the above-named certified public accounts from Dharmniti Auditing Company Limited would serve as the Company's auditor for the year 2021. 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 auditing fee for the fiscal year 2021 at Baht 1,120,000 in total. Such amount is same amount of year 2020 and was exclusive of out-of-pocket expenses, e.g. travel expense.

In this regard, the Company's subsidiaries in Thailand would use the same auditing company. But for the Company's subsidiaries in abroad would 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 2021.

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 the Meeting to consider and approve an appointment of the Company's auditors for the year 2021 and determine the audit fee for the year 2021 as proposed.

**Resolution:**

The appointment of the Company's auditors and the auditing fee for 2021 as proposed by the Board of Directors were approved with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,852,337	votes, equals to	100.0000%
-	Disapproved	0	votes, equals to	0.0000%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,852,337</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

Since there is no further question, the Chairman thanked the shareholders for attending the Meeting and giving valuable comments to the Company.

The Meeting was closed at 3.15 p.m.

Signed Mr. Chakri Chanruangvanich Chairman of the Meeting

Signed Mrs. Rakdee Pakdeechumpol Secretary of the Meeting  
and Minutes Taker



56-1 One Report 2021 in the form of QR-Code

Should you need the printed 56-1 One Report 2021, please fill in the "56-1 One Report 2021 Requisition Form" as below



56-1 One Report 2021 Requisition Form

Attention: Company Secretary

Ocean Glass Public Company Limited

I (Name – Surname) ....., would like to request for the printed 56-1 One Report 2021. Please send the Annual Report to the following address.

No. .... Village.....Road.....

Soi.....Moo.....City.....District.....

Province.....Post Code.....Tel.....


Please return the form by:

- Email : [ir@oceanglass.com](mailto:ir@oceanglass.com)
- Mailing address : Company Secretary

Ocean Glass Public Company Limited, No. 75/88-91, Ocean Tower 2, 34<sup>th</sup> Floor, Sukhumvit 19  
(Soi Wattana), North Klongtoey, Wattana, Bangkok 10110


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

Enclosure 7

Name	:	Mr. Chakri Chanruangvanich	
Current Position	:	Chairman of the Board Nomination and Remuneration Committee Member	
Age	:	65 Years	
Nationality	:	Thai	
Education	:	Master of Science in Industrial Management Master of Science in Mechanical Engineering <b>Georgia Institute of Technology, U.S.A.</b> Bachelor's Degree in Mechanical Engineering <b>Chulalongkorn University</b>	
Training, Seminar	:	Role of the Compensation Committee (RCC 21/2016) Director Certification Program (DCP 88/2007) <b>Thai Institute of Directors</b> CG Forum 3/2015 "Risk Oversight : High Priority Roles Of the Board" <b>The Stock Exchange of Thailand</b>	
Proportion of holding in the Company's shares (%)	:	None	
First appointment date	:	19 April 2005	
Year of directorship	:	17 Years (Proposed directorship term for another 3 years, totally 20 years)	
Position in other listed company (2 companies)	:	2016 - 2018 Director 2015 - 2016 Independent Director, Chairman of the Audit Committee, and Member of Nomination and Compensation Committee <b>LEO Global Logistics Public Company Limited</b> 2013 - 2018 Independent Director & Audit Committee Member 2013 - 2017 Chairman of the Risk Management Committee <b>Loxley Wireless Public Company Limited</b>	
Positions in non-listed companies (1 company)	:	2018 - 2019 Independent Director, Vice Chairman of the Board, and Chairman of Audit Committee <b>Mena Transport Company Limited</b>	
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	:	- Provided consulting on formulation of business plan, corporate strategy, corporate risk management, and giving advice to the executive management - Provided consulting on nomination and remuneration of directors	
Meeting attendance in 2021	:	Board of Directors' Meeting 13 of 13 Meetings Nomination and Remuneration Committee 4 of 4 Meetings Annual General Shareholders' Meeting 1 of 1 Meeting	

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

Enclosure 7

<p><b>Name</b></p> <p><b>Current Position</b></p> <p><b>Age</b></p> <p><b>Nationality</b></p> <p><b>Education</b></p> <p><b>Training, Seminar</b></p> <p><b>Proportion of holding in the Company's shares (%)</b></p> <p><b>First appointment date</b></p> <p><b>Year of directorship</b></p> <p><b>Position in other listed company (2 companies)</b></p> <p><b>Positions in non-listed companies (5 companies)</b></p> <p><b>Positions in rival companies and/or connected business that may cause conflict of interest</b></p> <p><b>Illegal activities during the last 10 years</b></p> <p><b>Relationships with other directors or executives</b></p> <p><b>Contribution to the Company</b></p> <p><b>Meeting attendance in 2021</b></p>	<p>: Mr. Chaipranin Visudhipol</p> <p>: Independent Director Audit Committee Member</p> <p>: 62 Years</p> <p>: Thai</p> <p>: Master's Degree in Advertising School of the Art Institute of Chicago, U.S.A. Bachelor's Degree in Education Chulalongkorn University</p> <p>: Director Certification Program (DCP 88/2007) Thai Institute of Directors</p> <p>: None</p> <p>: 23 January 2007</p> <p>: 15 Years (Proposed directorship term for another 3 years, totally 18 years)</p> <p>: 2015 – Present      Independent Director Chairman of the Nomination and Remuneration Committee Chairman of Corporate Governance Committee <b>Wave Entertainment PCL</b></p> <p>: 2021 – Present      Chairman <b>Blue Canvas Co., Ltd.</b></p> <p>2015 – Present      Director <b>Index Creative Village Public Co., Ltd.</b></p> <p>2010 – Present      Honorary President <b>Advertising Association of Thailand</b></p> <p>1991 – Present      Chairman <b>PATOU (1969) Co., Ltd.</b></p> <p>1991 – Present      Chairman <b>PATUKAR Co., Ltd.</b></p> <p>1997 – 2021      Chairman <b>TBWA (THAILAND) Co., Ltd.</b></p> <p>: None</p> <p>: None</p> <p>: None</p> <p>- Provided consulting on formulation of business plan, corporate strategy, corporate risk management, and giving advice to the executive management</p> <p>- 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</p> <p>Board of Directors' Meeting      12 of 13 Meetings</p> <p>Audit Committee      4 of 4 Meetings</p> <p>Annual General Shareholders' Meeting      1 of 1 Meeting</p>	
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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 (e.g. Auditor or Legal Consultant)	None
3. Significant business relationship that may restrain one from performing his or her job independently (e.g. purchase/sale of raw material/products/service, borrowing/lending of money). Please specify the size of such transaction (if any)	None

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

Enclosure 7

Name	: Mr. Matthew Kichodhan	
Current Position	: Independent Director	
Age	: 55 Years	
Nationality	: Thai	
Education	: MSc. (Management) Imperial College, University of London, England Bachelor of Commerce, University of Toronto, Canada	
Training, Seminar	: Director Certification Program (DCP 95/2007) Director Accreditation Program (DAP 57/2006) Thai Institute of Directors Association Certificate of Capital Market Academy Leadership Program (CMA 19) Capital Market Academy	
Proportion of holding in the Company's shares (%)	: None	
First appointment date	: 27 February 2007	
Year of directorship	: 15 Years (Proposed directorship term for another 3 years, totally 18 years)	
Position in other listed company (2 companies)	: 2013 – Present Chairman and Chief Executive Officer Wave Entertainment Public Company Limited 2007 – Present Director BEC World Public Company Limited	
Positions in non-listed companies (1 company)	: 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	: - Provided consulting on formulation of business plan, corporate strategy, corporate risk management, and giving advice to the executive management	
Meeting attendance in 2021	: Board of Directors' Meeting 10 of 13 Meetings Annual General Shareholders' 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 (e.g. Auditor or Legal Consultant)	None
3. Significant business relationship that may restrain one from performing his or her job independently (e.g. purchase/sale of raw material/products/service, borrowing/lending of money). Please specify the size of such transaction (if any)	None

Independent Director means a director who 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.

Profiles of independent director who was proposed to be proxy holder

Enclosure 9

Name – Surname	:	Mr. Woragan Xuto	
Current Positions	:	Independent Director Chairman of the Audit Committee	
Age	:	68 Years	
Nationality	:	Thai	
Address	:	103/50, Klaisorn Village, Prachacheon Road, Lard-yao, Chatuchak, Bangkok 10900	
Education	:	Bachelor of Art in Economics <b>Chiangmai University</b>	
Director Training	:	Director Certification Program (DCP 99/2008) <b>Thai Institute of Directors</b>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	February 27, 2007	
Year of Directorship	:	15 Years	
Positions in Other Listed Companies (1 company)	:	2020 – Present    Independent Director Audit Committee Member Nomination and Remuneration Committee Member <b>Leo Global Logistics Public Company Limited</b>	
Positions in Non-Listed Companies (3 companies)	:	2011-2012    Consultant <b>SCG Chemical Group</b> 2009-2011    Managing Director <b>SCG Experiences Company Limited</b> 2007-2008    Director –Distribution <b>SCG Distribution Company Limited</b>	
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 and the Sub-Committees for the year 2022



Profiles of independent director who was proposed to be proxy holder

Enclosure 9

Name – Surname	:	Dr. Tatchapol Poshyanonda	
Current	:	Independent Director Audit Committee Member	
Age	:	56 years	
Nationality	:	Thai	
Address	:	2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok	
Education	:	Ph.D. in Engineering Management Master's Degree in Engineering Management <b>University of Missouri-Rolla, U.S.A.</b> Master's Degree in Industrial Management <b>Central Missouri State University, U.S.A.</b> Bachelor's Degree in Chemical Engineering, <b>Chulalongkorn University</b>	
Director Training	:	Director Certification Program (DCP120/2009) Director Accreditation Program (DAP 68/2008) <b>Thai Institute of Directors</b>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	22 February 2005	
Year of Directorship	:	17 years	
Positions in Other Listed Companies	:	2020 – Present    Independent Director <b>BEC World Public Company Limited</b>	
Positions in Non-Listed Companies	:	2020 – Present    Country Director (Thailand and Indochina) <b>Palo Alto Networks Company Limited</b> 2019 – Present    Board Members, Corporate Strategy <b>Digital Government Development Agency (Public Organization)</b> 2019 - Present    Working Members - EEC investment committee (Smart Electronics, Robotics, and Digital) - Digital Government committee, under Office of the Civil Service Commission (OCSC) 2007 – 2019       Director <b>Cisco Systems South East Asia Company Limited</b>	
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 and the Sub-Committees for the year 2022

**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 29** The board of directors shall hold a meeting at least once every 3 months at the head office location or any other place or through electronic meeting as deems appropriate. An electronic meeting shall be held in accordance with the rules and regulations of the law, and shall be compliance with the standards for maintenance of security for electronic meetings prescribed in the law.

**Article 32** In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than 7 days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.

In delivering an invitation letter for electronics meeting, chairman of the board or the person entrusted shall send a written notice summoning a meeting by e-mail to directors within the above notice period. Provided that chairman of the board or the person entrusted shall maintain a copy of the invitation letter and documents related to the meeting as evidence, which can be stored in the form of electronic data.

**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 or through electronic meeting as the board of directors deems appropriate. An electronic meeting shall be held in accordance with the rules and regulations of the law, and shall be compliance with the standards for maintenance of security for electronic meetings prescribed in the law.

In delivering an invitation letter for electronics meeting, Chairman of the Board or the person having the duty to organize the meeting shall send a written notice summoning a meeting by e-mail to shareholders within the above notice period. Provided that Chairman of the Board or the person having the duty to organize the meeting shall maintain a copy of the invitation letter and documents related to the meeting as evidence, which can be stored in the form of electronic data.

**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.