

Invitation to  
Annual General Meeting of Shareholders 2023 (No.44)  
Ocean Glass Public Company Limited



Wednesday, 26 April 2023,



2.00 p.m.



Electronic Meeting (E-AGM) only

**Contact**

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Registration No. Bor Mor Jor 89

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**Table of Contents**

Invitation to the Annual General Meeting of Shareholders for the year 2023 (No.44) .....	1
Instruction for attending the meeting through Electronic Meeting (E-AGM).....	14
Supporting documents for attending E-AGM .....	15
Instruction for voting, vote counting, report voting results, and asking question in (E-AGM) .....	17
Proxy Form A.....	18
Proxy Form B.....	19
Proxy Form C.....	22
Annex attached to the Proxy.....	25
Minutes of the Annual General Meeting of Shareholders for the Year 2022 (No. 43) .....	26
56-1 One Report 2022 in the form of QR-Code .....	41
Profile of the directors who retired by rotation and nominated for re-appointment .....	42
Definitions of Independent Directors .....	46
Profiles of independent director who was proposed to be proxy holder .....	48
The Company's Articles of Association relating to the Annual General Meeting of Shareholders.....	50

February 22, 2023

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2023 (No.44)

Attention: Shareholders  
Ocean Glass Public Company Limited

Enclosures

1. Instruction for attending the AGM through Electronic Meeting (E-AGM)
2. Supporting documents for attending E-AGM
3. Instruction for voting, vote counting, report voting results, and asking inquiries in E-AGM
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 2022 (No.43)
6. 56-1 One Report 2022 (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

The Board of Director's meeting of Ocean Glass Public Company Limited ("the Company") no. 3/2022 on Wednesday, 22 February 2023 resolved to set the meeting through online channel (E-AGM) on Wednesday, 26 April 2023 at 2.00 p.m. at 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](http://www.oceanglass.com)) on March 15, 2023 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 4 October to 31 December 2022. 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. 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 2022 (No.43) convened on 27 April 2022**

**Objective and reason**

The Company convened the Annual General Meeting of Shareholders for the year 2022 (No. 43) on 27 April 2022. 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 11 May 2022. 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 2022 (No.43) convened on 27 April 2022.

**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 2022**

**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 2022 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 2022 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, 2022

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, 2022 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	3,493,555	3,481,759
Total Liabilities	1,620,462	1,622,599
Shareholders' Equity of the Company	1,873,093	1,859,160
Total Revenue	1,974,542	1,973,655
Earnings Before Interest and Income Tax	50,973	48,254
Net Profits	20,310	17,693
Earnings per Share	0.95	0.83
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 2022 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, 2022 as audited by the Certified Public Accountant and agreed by the Audit Committee.

Required votes for resolution

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

**Agenda 4 To approve the allocation of net profit and dividend payment from 2022 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.

**Board of Director's opinion**

For the year 2022, the Company reported net profit of Baht 20,310,289.48. Therefore, the Board of Directors agreed to propose the Shareholders' Meeting to approve the allocation of net profit and dividend payment from operating results for the year 2022 as follows.

1. Dividend payment for the year 2022

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

The record date of the shareholders who are entitled to receive dividend shall be March 9, 2023. Dividend payment shall be made on May 17, 2023

*The right to receive the dividend is still uncertain until it has been approved by the Annual General Meeting of Shareholder for the year 2023 (No. 44)*

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

**The summary of previous dividend payment**

Operating Results	2022	2021	2020	2019	2018
Net Profit (mil Baht)	20	3	(246)	18	24
Profit/Share (Baht)	0.95	0.14	(11.53)	0.85	1.15
Dividend/Share (Baht)	0.57	-	-	0.57	0.57
Dividend/Net Profit Ratio (%)	60	-	-	67	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 2023, 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. Woragan Xuto       | Independent Director<br>Chairman of the Audit         |
| 2) Mr. Naputt Assakul     | Director<br>Member of the Nomination and Remuneration |
| 3) Miss Jariya Sangchaiya | Managing Director                                     |

In addition, the Company provided opportunity for shareholders to nominate candidate(s) who is qualified for director election in advance from 4 October to 31 December 2022. 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 (excluding the directors to be retired by rotation at the Annual General Meeting of Shareholders for the year 2023), therefore, considered in accordance with the guideline regarding the directors' qualification, knowledge, skills and experience in industry-related business which are suitable for nature of the Company's business. 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 (excluding the directors to be retired by rotation at the Annual General Meeting of Shareholders for the year 2023), considered the nominated candidates who had been determined by the Nomination and Remuneration Committee and qualified pursuant to all relevant rules and regulations, fit to conduct the business of the Company.

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.

In addition, the Board of Directors has considered and is of the opinion that the persons to be nominated as independent directors, Mr. Woragan Xuto, who serve as independent directors for more than 9 years (the period of being an independent director in the past when combined with the term of office if elected this time, totaling a period of 19 years) are possessing qualifications for independent director as set out in the relevant laws and regulations, can independently express his opinions. His expertise and experiences have brought beneficial advice to the Company.

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

- |                           |                                                       |
|---------------------------|-------------------------------------------------------|
| 1) Mr. Woragan Xuto       | Independent Director<br>Chairman of the Audit         |
| 2) Mr. Naputt Assakul     | Director<br>Member of the Nomination and Remuneration |
| 3) Miss Jariya Sangchaiya | Managing 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 2023**

**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.

**1. Monthly Remuneration**

	Baht/Person/Month	
	2023 (Propose same rate as last year)	2022 (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

**2. Bonus Remuneration**

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

**3. Other -None, same as 2022-**

**Board of Director's opinion**

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve monthly remuneration and bonus 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 2023 have no right to vote in this agenda.

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

**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 2023. 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	6
2. Mr. Peradate Pongsathiansak	4752 or	-
3. Miss Arisa Chumwisut	9393	-

The audit fee for the year 2023 will be fixed at totaling Baht 1,220,000, increased by 4.27% from last year. Such amount excludes other expenses such as travelling expenses, etc.

Details	2023 Proposed Rate (Baht)	2022 Current Rate (Baht)
<b>1) Audit Fee</b>		
- Year-end auditing fee	740,000	690,000
- 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>1,220,000</b>	<b>1,170,000</b>
<b>2) Other Fee</b>	None	None

In addition, Crystal Clear Innovation Co., Ltd., a subsidiary company, appointed the same external auditor as the Company. 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 Board of Directors will monitor the preparation of consolidated financial statement to ensure that they are completed on time.

The Board of Directors will monitor to ensure that the Company is able to prepare its financial statement duly on time. The Company will 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 2023 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 2023. In the absence of the said external auditors, Dharmniti Auditing Company Limited will provide one other Certified Public Accountant to carry out their work (If permitted by receiving license/permit from the relevant government authorities).
- To fix the auditing fee for the year 2023 totaling Baht 1,220,000. 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 Articles of Association regarding Adoption of Electronic Means for Sending Notice to Shareholders, Publishing of Notice, Convening Shareholders' Meeting and Authorizing Proxy**

**Objective and reason**

According to the Public Limited Company Act (4<sup>th</sup> Edition) B.E. 2565, effective on May 24, 2022, amendment is made in connection with the adoption of electronic means for sending notice to shareholders, publishing of notice, convening shareholders' meeting, and authorizing proxy. For convenience of giving a notification or notice or advertisement or publication of any statement in relation to the Company to shareholders or other persons for acknowledgement, including convening of shareholders' meeting, the Company, therefore would like to propose the Shareholders' Meeting to consider the amendment to the Company's Articles of Association in the parts which relate to the adoption of electronic means for sending notice to shareholders, publishing of notice, convening shareholders' meeting, and authorizing proxy in Section 5: Meetings of Shareholders and Section 6: Accounting, Financing, and Auditing.

Existing Article	Proposed Amended Article
<p><b><u>Section 5 Meetings of Shareholders</u></b></p> <p>Article 34. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting , together with reasonable detail and a clear indication as th whether such matters are to be submitted for information, approval or consideration, as the case may ne, as well as opinions of the board of directors on such matters and shall send notice to the shareholders and the Registrar not less than 7 (seven) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published not less than 3 (three) days prior to the date of the meeting, in newspaper for not less than 3 (three) consecutive day.</p>	<p><b><u>Section 5 Meetings of Shareholders</u></b></p> <p>Article 34. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting , together with reasonable detail and a clear indication as th whether such matters are to be submitted for information, approval or consideration, as the case may ne, as well as opinions of the board of directors on such matters and shall send notice to the shareholders and the Registrar not less than 7 (seven) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published not less than 3 (three) days prior to the date of the meeting, in newspaper for not less than 3 (three) consecutive day or <u>published via electronic means in accordance with the criteria as prescribed by the Registrar.</u></p>

Existing Article	Proposed Amended Article
<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p>
<p>Article 35. ...</p> <p>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.</p> <p>...</p>	<p>Article 35. ...</p> <p>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 <u>whereby the authorizing of proxy may be proceeded by means of electronic, provided that the method is secure and credible, in accordance with the criteria as prescribed by the Registrar.</u></p> <p>...</p>

<p><u>Section 6 Accounting, Financing, and Auditing</u> Article 45. Payment of dividends shall be made within 1 (one) month as from the date of the resolution of a meeting of shareholder or a meeting of directors, as the case maybe, provided that is shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper</p>	<p><u>Section 6 Accounting, Financing, and Auditing</u> Article 45. Payment of dividends shall be made within 1 (one) month as from the date of the resolution of a meeting of shareholder or a meeting of directors, as the case maybe, provided that is shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper <u>or the notice can be sent and published via electronic means in accordance with the criteria as prescribed by the Registrar.</u></p>
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**Board of Director's opinion:**

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

**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 2023 (No.44) on 9 March 2023.

Shareholder who would like to attend the electronic meeting (E-AGM), please study details of registration and rights to attend and vote through electronic media (E-AGM) as specified in **Enclosure 1 - 3**.

Yours sincerely,

-Signature-

Mr. Chakri Chanruangvanich

Chairman of the Board

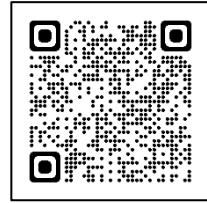
Company Secretary,

Tel +668 5516 4304

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

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

Shareholder or Proxy Holder who would like to attend the E-AGM. Please submit supporting documents for identity verification through Pre-Registration system <https://quidlab.focus.vc/registration/> or QR Code. The system will be available to access from 16 – 25 April 2023.



1. After logging into the system, the shareholders or proxies must prepare the following information and fill into the system (the information should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.).
  - Securities holder registration number
  - Identification Card Number/Passport Number/ Registration Number for juristic person
  - E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
  - Mobile Phone Number
  - Supporting documents as specified in **Enclosure 2**.
2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.
  - Username and Password
  - Weblink for attending E-AGM system
  - User manual

*In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.*
3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 25 April 2023, please contact the Company immediately.
4. Please study the manual on how to use the E-AGM meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register before starting the meeting for 1 hours or at 1.00 p.m.
5. For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
6. In case you encounter technical problems while using the E-AGM meeting system before the meeting or during the meeting, please contact Quidlab, the E-AGM conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you.



**Supporting documents for attending E-AGM**

**1. Individual Shareholder**

**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.

**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. Juristic Person Shareholder**

**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 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.

**2.3 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.

**Important Remark**

Please send original of the documents and/or proxy form to the Company as following address:

- Company Secretary, Ocean Glass Public Company Limited, No. 75/88-90, Ocean Tower 2, 34 Floor., Sukhumvit 19 (Soi Wattana), North-Klongtoey, Wattana, Bangkok 10110

### 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 2023 (No.44) and the right to receive dividend
- 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 2023 (No. 44)

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".

**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) .

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 ดร. ทัชพล โปษยานนท์ กรรมการอิสระ อายุ 57 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร  
Dr. Tachapol Poshayanonda, Independent Director, 57 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok
- 3.3 นายชัยประนิน วิสุทธิผล กรรมการอิสระ อายุ 63 ปี อยู่บ้านเลขที่ 57 สุขุมวิท ซอย 11 แขวงคลองเตยเหนือ เขตวัฒนา กทม.  
Mr. Chaipranin Visudhipol, Independent Director, 63 years old, residing at 57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 44) ในวันพุธที่ 26 เมษายน 2566 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 2023 (No. 44), convened on Wednesday, 26 April 2023 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 ดร. รัชพล โปษยานนท์ กรรมการอิสระ อายุ 57 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร  
Dr. Tachapol Poshayanonda, Independent Director, 57 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

3.3 นายชัยประนิน วิสุทธิผล กรรมการอิสระ อายุ 63 ปี อยู่บ้านเลขที่ 57 สุขุมวิท ซอย 11 แขวงคลองเตยเหนือ เขตวัฒนา กทม.  
Mr. Chaipranin Visudhipol, Independent Director, 63 years old, residing at 57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 44) ในวันที่พุธที่ 26 เมษายน 2566 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 2023 (No. 44), convened on Wednesday, 26 April 2023 at 2.00 p.m.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมดังนี้

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ครั้งที่ 43) เมื่อวันที่ 27 เมษายน 2565

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 2565

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

ไม่มีการออกเสียงลงมติในวาระนี้ / Voting for this agenda is not required

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3 To approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2022

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและการจ่ายเงินปันผลจากผลการดำเนินงานสำหรับปี 2565

Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2022

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ

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

เลือกตั้งกรรมการทั้งชุด I To elect the entire directors

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

เลือกตั้งกรรมการบางรายดังนี้ I To elect director individually as follows:

5.1 นายวรภานต์ ชูโต I Mr. Woragan Xuto

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.2 นายนภัทร อัสสกุล I Mr. Naputt Assakul

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.3 นางสาวจริยา แสงไชยญา I Miss Jariya Sangchaiya

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2566

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทเรื่องการใช้อิเล็กทรอนิกส์ในการส่งคำบอกกล่าวถึงผู้ถือหุ้น การโฆษณา คำบอกกล่าว การจัดประชุมผู้ถือหุ้น และการมอบฉันทะ

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

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**

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

(สำหรับผู้ถือหุ้นต่างประเทศที่ตั้งใจให้คิสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(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) ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (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

ordinary share for share(s),

หุ้นบุริมสิทธิ.....หุ้น

preferred share for share(s),

ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

having voting rights equivalent to vote(s)

ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

having voting rights equivalent to vote(s)

(3) ขอมอบฉันทะให้

3.1 .....อายุ.....ปี

hereby authorize

age

อยู่บ้านเลขที่.....

residing at

3.2 ดร. รัชพล โปษยานนท์ กรรมการอิสระ อายุ 57 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทน์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพมหานคร

Dr. Tachapol Poshayanonda, Independent Director, 57 years old, residing at 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

3.3 นายชัยประนิน วิสุทธิผล กรรมการอิสระ อายุ 63 ปี อยู่บ้านเลขที่ 57 สุขุมวิท ซอย 11 แขวงคลองเตยเหนือ เขตวัฒนา กทม.

Mr. Chaipranin Visudhipol, Independent Director, 63 years old, residing at 57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok

โปรดกาเครื่องหมาย  
หน้าผู้รับมอบฉันทะ  
เพียงชื่อเดียว

Please mark a  
sign in front of  
only one proxy  
name

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 44) ในวันพุธที่ 26 เมษายน 2566 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 2023 (No. 44), convened on Wednesday, 26 April 2023 at 2.00 p.m.

(4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้นี้ 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 2565 (ครั้งที่ 43) เมื่อวันที่ 27 เมษายน 2565

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2022 (No.43) convened on April 27, 2022

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2565

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

ไม่มีการออกเสียงลงมติในวาระนี้ / Voting for this agenda is not required

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3 To approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2022

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและการจ่ายเงินปันผลจากผลการดำเนินงานสำหรับปี 2565

Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2022

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 นายวรกานต์ ชูโต I Mr. Woragan Xuto

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.2 นายณภัทร อัสสกุล I Mr. Naputt Assakul

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.3 นางสาวจริยา แสงไชยญา I Miss Jariya Sangchaiya

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2566

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2566

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

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทเรื่องการใช้อิเล็กทรอนิกส์ในการส่งคำบอกกล่าวถึงผู้ถือหุ้น การโฆษณาคำบอกกล่าว การจัดประชุมผู้ถือหุ้น และการมอบฉันทะ

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

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. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะมีดังต่อไปนี้
  - ก. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - ข. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการบางราย
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 2566 (ครั้งที่ 44) ในวันที่พุธที่ 26 เมษายน 2566 เวลา 14.00 น.  
at the Annual General Meeting of Shareholders for the year 2023 (No. 44) to be held on Wednesday, 26 April 2023 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

Ocean Glass Public Company Limited

Minutes of the Annual General Meeting of Shareholders for the Year 2022 (No. 43)

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The Meeting was held on April 27, 2022, 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. | Mr. Chaipranin Visudhipol       | Independent Director and Member of the Audit Committee                                         |
| 6. | Mr. Matthew Kichodhan           | Independent Director                                                                           |
| 7. | Mr. Naputt Assakul              | Member of the NRC                                                                              |
| 8. | Ms. Jariya Sangchaiya           | Managing Director                                                                              |

Director absent

Dr. Tatchapol Poshyanonda Independent Director and Member of the Audit Committee

Proportion of the directors presented in the meeting was 89.0%

Management presented

- |    |                                 |                                                                              |
|----|---------------------------------|------------------------------------------------------------------------------|
| 1. | Mr. Veerasit Pratuengsukpong    | Executive Director – Accounting Finance, Information Technology, Procurement |
| 2. | Mr. Uday Verma                  | Executive Director - Customer and Channel Development                        |
| 3. | Mr. Kritsana Pairoj             | Executive Director - Manufacturing                                           |
| 4. | Ms. Veeranuch Trangtrakul       | Director – Marketing                                                         |
| 5. | Mr. Teepakorn Kedmahadamrongrit | Director - Human Resources                                                   |

Auditor from Dharmniti Auditing Company Limited

Ms. Thanyaporn Tangthanopajai The Company’s auditor of the year 2021

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

Dr. Nattapong Suwan-In

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 2022 (No. 43) 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 2022 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 6 shareholders presenting in person and 19 proxies of shareholders, totaling 25 shareholders and proxies, holding altogether 12,396,682 shares of the total 21,330,715 issued and paid-up shares, equals to 58.1166% 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 2022 (No. 43) 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 1, 2021 to December 31, 2021. 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 Digital Access Platform Co., Ltd., to serve as the service provider for E-AGM via DAP and Webex 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. Once the shareholders or the proxies registered and verified themselves to attend the meeting, the number of shares of such shareholders will be counted as quorum of the meeting.
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 1-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;

2. For the remuneration of directors, by the majority votes of not less than 2/3 of the shareholders present in the meeting;  
and
3. For the amendment of the Memorandum of Association ("MOA") or the AOA, by the majority votes of not less than 3/4 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 and the Company will answer the question in the Meeting. In case there are too many questions, the Company will answer the questions in the minutes of meeting.

If there is any technical problem in using the electronic meeting system, please call 096-468-6131.

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 2021 (No. 42) convened on April 28, 2021**

The Chairman proposed the Meeting to certify the minutes of the Annual General Meeting of Shareholders of the year 2021 (No. 42), which was convened on April 28, 2021. 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 2021 (No. 42) convened on April 28, 2021.

**Resolution:**

The minutes of Annual General Meeting of Shareholders of the year 2021 (No. 42) 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	12,396,682	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>12,396,682</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

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 2021. Details are as shown in the Company's Annual Report 2021, 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 2021 were as follows:

In 2021, due to the economic crisis caused by the COVID-19 pandemic, the Company paid attention to the strategies to deal with the new normal by improving the sale of products through E-commerce channel in Thailand including online sale in China, India and Vietnam which are the Company's major markets, for convenience and easy access by customers.

For E-commerce in Thailand, the Company provided service of glass-printing design to serve customers' need and added about 500 items of products under Ocean, Lucaris, and POSH.

In addition, the Company planned to expand E-commerce service globally and to develop the E-commerce as a platform for all and various dinnerware products and to provide services to customers actively.

For international market, the situation of Covid-19 pandemic became better in several countries which resulted in more demand of products. In response to the recovery of market, the Company increased more distribution to the core market, e.g., India, China, including the extended market, e.g., the United States of America, Europe, and Asia Pacific which comprises Japan, South Korea, Australia, and New Zealand.

**Sales Revenue**

In 2021, the Company and subsidiaries earned total revenue of Baht 1,567 million, increased by 40.45% compared with the previous year while the revenue from sales was Baht 1,545 million, and Baht 22 million from other revenue, mainly from the recognition of revenue from selling obsolete machine equipment and E-commerce transportation fee, and sales of scrap.

**Sales Performance**

As the situation of the Covid-19 in foreign countries became better, especially in Europe and America, demand in the market was increasing and the export of products was recovering compared with the previous year. The Company gained revenue from export in the amount of Baht 1,233 million, increased by 58.05% compared with the previous year, mainly from the export to Southeast Asia, Middle East, America, Europe and Asia Pacific. However, the shortage of containers and the constant increase of freight fees were still the obstacle for the export of the Company during 2021.



For domestic sales, the Company earned Baht 312 million, decreased by 5.82% compared with the previous year, mainly due to the new spread of Covid-19. As such, the government implemented measures to prevent the pandemic by closing malls, hotels, and restaurants for several months which caused the decrease in demand for glassware in hotel and restaurant. Meanwhile, corporate customers (B2B) suspended purchases of products for their sales promotion.

Due to the situation, the Company improved E-commerce platform and expand sales channel in marketplaces such as Lazada and Shopee, resulting in a large increase in sales through E-commerce compared with the previous year. In 2021, the sales amount was at Baht 18 million compared with Baht 4 million in 2020.

Therefore, the portion of domestic sales was 20.20% and the export sales was 79.80% of the total sales revenue.

### Gross Profit

The Company's gross profits were 34.44% of sale revenues, decreased from 36.46% from the previous year due to the higher portion of export sales, energy cost, and prices of raw materials resulting in lower gross profits.

### Portion sales by channel

In 2021, the Company's portion of export sales increased as the situation in foreign countries is recovering. Proportion of domestic sales by channels comprising 19% from Traditional Trade, 6% from Food Service, 41% from Retail or Modern Trade, 6% from E-commerce, and 28% from B2B.

### Expenses

In 2021, the Company accumulated total expense of Baht 1,538 million, increased by 10.26% compared with the previous year mainly due to the cost of goods sold along with the increase of sales resulted to the decreased of shutdown expenses. Meanwhile, the Company was able to implement cost control measures effectively.

The costs of goods sold increased by 43.42% compared with the previous year due to the increase of sales, energy, and raw material which increased approximately 48%. Expense incurred from temporary shutdown for maintenance and management of the inventory to balance with sales, of Baht 174 million, decreased by 15.72% compared with the previous year.

In addition, the Company disclosed reversal on the decline in value of inventory of Baht 3 million, mainly due to adjustment of finished goods having edging more than 5 years which can be sold without scrap.

The Company had the declining selling expenses by 3.23% compared with the previous year due to the Covid-19 situation which was inconvenient to organize activities as well as cost control measures for sales promotion and marketing activities during the previous year. Meanwhile, the administrative expenses decreased by 25.82% compared with the previous year due to the cost control measurement and the decrease of manpower in 2020.

The Company had loss from foreign exchange, decreased from previous year by 55.20%, mainly from FX Forward contract.

The Company has a declining finance cost by 12.21% due to higher sales revenue and cash flow from operating activities which enabled the Company to make more loan repayment, resulting in a lower loan interest.

### Net Profit

As the Company earned more sales revenue, especially in the 4<sup>th</sup> quarter and the operating cost control was more efficient than the previous year, the Company had net profit of Baht 3 million. Net profit margin was 0.19%. Net profit per share was Baht 0.14.

### 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 stakeholders. 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 100 scores in AGM 2021 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 2021. Questions raised by shareholders were as detailed below:

1. **Mr. Chayawat Karawawattana, a shareholder**, inquired as follows:

1.1 How does the Company plan to handle the rising expenses from production costs and freight costs such as gas, fuel, and freight charges?

**Ms. Jariya Sangchaiya** responded to the shareholder that, for the energy cost, with the nature of this industry, increasing production and sales volumes was something that the Company must manage in order to balance energy consumption per unit since a fixed cost of energy will occur from the heat of furnaces whether with or without production and notwithstanding the volume of production. Apart from the fixed cost, there are also costs which depends upon volume of production. If the portion of energy increased, the volume of production should also be increased along with expanding market and generate more sales revenue in order to decrease the average costs.

For freight charges and transportation fees, the costs had remained unchanged since 2020. Terms of export sales in many countries were under FOB where customers would be liable for freight costs. However, the Company implemented measurement to support customers by partially taking responsibility for the freight charges for the benefits of sales.

Besides the energy costs, apart from internally expenses control measurement, the selling price must also be adjusted to balance with energy costs increasing. Currently, many industries bear the burden and had to increase the product prices. As a result, it is unavoidable for the Company to increase selling prices.

1.2 What is the trend of demand and supply in both domestic and international industry after the Covid-19 recovery?

**Ms. Jariya Sangchaiya** responded to the shareholder that demand and supply are recovering, considering from the increase of export sales to Europe and America. For domestic sales, it is also expected to recover as several countries are planning to reopen. As a result, the tourism industry will recover and demand will then increase.

For the supply, the Company believed that the whole industry faced the same effect. It can be seen that the factories having temporarily shutdown have reopened their production again. It was expected that demand and supply in the market will increase. Therefore, competition in the market will depend on the adaptability of manufacturers.

2. **Mr. Sompong Ratipichayakul, a shareholder**, inquired as follows:

2.1 Will the sales increase in 2022 and what is the current of domestic and international sales?

**Ms. Jariya Sangchaiya** responded to the shareholder that, due to the increase in demand and the recovery of tourism business, restaurants are currently reopening. As the domestic and international situation is quite similar where more people are returning to their normal lives, the Company believed that the sales will increase in 2022.

2.2 Is the situation of containers getting better?

**Ms. Jariya Sangchaiya** responded to the shareholder that, the situation of containers is quite stable and will not more intense than 2021. Based on unofficial discussion the exporters, the Company viewed that the situation may not fully recover but may not become worse than current situation.

2.3 Does the Company plan on any shutdown of furnaces for maintenance in 2022?

**Ms. Jariya Sangchaiya** responded to the shareholder that, in 2022, the Company has no plan to shut down the furnaces for maintenance.

**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, 2021**

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, 2021, 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	
	2021	2020	2021	2020
Total Assets	3,359,377	3,439,756	3,351,112	3,438,650
Total Liabilities	1,520,432	1,606,005	1,525,031	1,607,512
Shareholders' Equity	1,838,945	1,833,751	1,826,081	1,831,138
Total Earning	1,567,384	1,115,996	1,566,599	1,121,511
Profits (loss) before Interest and Taxes	29,027	(279,270)	20,482	(265,973)

Item	Consolidated Financial Statements		Separated Financial Statements	
	2021	2020	2021	2020
Net Profits (loss)	3,020	(245,895)	(5,057)	(231,242)
Basic Earnings (loss) per Share (Share: Baht)	0.14	(11.53)	(0.24)	(10.84)
Weighted Average Number of Ordinary Shares (Thousand Shares)	21,331	21,331	21,331	21,331

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, 2021, 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, 2021 were approved with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	12,396,582	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>12,396,582</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

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 2021, the Company presented a net profit of Baht 3,020,126.18. The Company's retained earnings appropriated for legal reserve totaled Baht 50,000,000 which in accordance with the relevant law. Therefore, the Company is not required to allocate additional reserve fund.

Due to uncertainty from pandemic, economic, and politic, the Chairman then proposed the Meeting to approve the appropriation of net profit as retained earnings for the Company's cash flow and omission of dividend payment for the year 2021.

The Chairman invited the shareholders to ask questions. Question raised by a shareholder was as detailed below:

Mr. Sompong Ratipichayakul, a shareholder, inquired as follows:

1. What is the reason for omission of dividend payment?

Mr. Chakri Chanruangvanich responded to the shareholder that, although the Covid-19 situation is recovering, but it has not ended yet. In addition, considering from the uncertain situation of economic and political situation, the Company deemed inappropriate to pay dividend.

Therefore, the Chairman proposed the Meeting to consider and approve the appropriation of net profit as retained earnings for the Company's cash flow and omission of dividend payment for the year 2021.

**Resolution:**

The Meeting approved no allocation of net profit and omission of dividend payment for the year 2021 as proposed by the Board of Directors with the majority votes of the total votes of shareholders attending the Meeting and entitled to votes as follows:

-	Approved	12,396,182	votes, equivalent to	99.9968%
-	Disapproved	400	votes, equivalent to	0.0032%
-	Abstained	0	votes, equivalent to	0.0000%
-	Void Ballot	0	votes, equivalent to	0.0000%
	<b>Total</b>	<b>12,396,582</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 2022 (No. 43)**

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 2022 (No. 43), the 3 directors who retired by rotation were:

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

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 2022 (No. 43) as directors of the Company for another term. The profiles and achievements of the three directors were attached to the notice of this Meeting.

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

The Chairman invited the shareholders to ask questions about the election of directors to replace the directors who retired by rotation in the Annual General Meeting of Shareholders for the year 2022 (No. 43). 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. Chakri Chanruangvanich**, Chairman of the Board of Directors and Member of NRC

The Meeting resolved to approve the election of Mr. Chakri Chanruangvanich with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	12,396,582	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>12,396,582</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

2) **Mr. Chaipranin Visudhipol**, Independent Director and Member of the Audit Committee

The Meeting resolved to approve the election of Mr. Chaipranin Visudhipol with the majority votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	12,396,582	votes, equals to	99.9992%
-	Disapproved	100	votes, equals to	0.0008%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>12,396,682</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

3) **Mr. Matthew Kichodhan**, Independent Director

The Meeting resolved to approve the election of Mr. Matthew Kichodhan with the majority votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	12,385,082	votes, equals to	99.9992%
-	Disapproved	100	votes, equals to	0.0008%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>12,385,182</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 and the Sub-Committees for the year 2022**

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 2022 at the same rate of monthly remuneration for the year 2021, as follows:

	Year 2022 Baht/Monthly/Person (Propose same rate as the previous year)	Year 2021 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-

The Chairman invited the shareholders to ask questions about the directors' remuneration for the year 2022. There were no questions raised by the shareholders.

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 2022 as presented by Dr. Chatchawin Charoen-Rajapark.

**Resolution:**

The remuneration of directors, members of the Audit Committee, members of the NRC for the year 2022 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	12,290,943	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>12,290,943</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

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 2022. 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 1,170,000 in total, increased by 4.5% compared with the previous year. The said audit fee is 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 2022.

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 2022 and determine the audit fee for the year 2022 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	14,380,252	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>14,380,252</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

In order to conform to the Company's existing business operations and businesses planned to operate in the future, the Chairman proposed the Meeting to consider and approve the amendment to the Company's Memorandum of Association, Article 3 Objectives of the Company by adding 2 new clauses, being total of 35 clauses as follows.

(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.

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

The Chairman invited the shareholders to ask questions about the amendment to the objectives of the Company and the Memorandum of Association, Article 3 Objectives. There were no questions raised by the shareholders.

The Chairman proposed the Meeting to consider and approve the amendment to the objectives of the Company and the Memorandum of Association, Article 3 Objectives as proposed.

**Resolution:**

The amendment to the objectives of the Company and the Memorandum of Association, Article 3 Objectives were approved with the votes of not less than three-fourths of the total number of votes of the shareholders who attend the Meeting and have the right to vote as follows:

-	Approved	14,380,252	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>14,380,252</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

After Agenda 8, the Chairman invited the shareholders to ask questions. Question raised by a shareholder was as detailed below:

1. Mr. Sompong Ratipichayakul, a shareholder, inquired as follows:

What is the current percentage of production capacity and the percentage compared with the normal situation?

Mr. Kritsana Pairoj responded to the shareholder that, the current production capacity was at 70%. In normal situation, 3 – 4 years ago before Covid-19, production capacity was in a range between 85% - 90%.

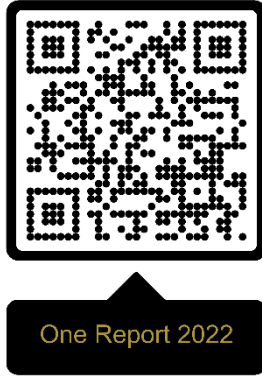
The Meeting was closed at 3.15 p.m.

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

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

56-1 One Report 2022 in the form of QR-Code

Should you need the printed 56-1 One Report 2022, please fill in the "56-1 One Report 2022 Requisition Form" as below



56-1 One Report 2022 Requisition Form

Attention: Company Secretary

Ocean Glass Public Company Limited

I (Name – Surname) ....., would like to request for the printed 56-1 One Report 2022. 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. 75/88-90, Ocean Tower 2, 34<sup>th</sup> Floor, Sukhumvit 19  
(Soi Wattana), North Klongtoey, Wattana, Bangkok 10110



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 : Dr. Tatchapol Poshyanonda

Current : Independent Director  
Audit Committee Member

Age : 57 years

Nationality : Thai

Address : 2120/53 Chan Road, Chong Nonsi, Yannawa, Bangkok

Education : Ph.D. in Engineering Management  
Master's Degree in Engineering Management  
**University of Missouri-Rolla, U.S.A.**  
Master's Degree in Industrial Management  
**Central Missouri State University, U.S.A.**  
Bachelor's Degree in Chemical Engineering,  
**Chulalongkorn University**

Director Training : Director Certification Program (DCP120/2009)  
Director Accreditation Program (DAP 68/2008)  
**Thai Institute of Directors**

Proportion of Shareholding in the Company (%) : None

First Appointment Date : 22 February 2005

Year of Directorship : 18 years (as of 2023)

Positions in Other Listed Companies : 2020 – Present Independent Director  
**BEC World Public Company Limited**

Positions in Non-Listed Companies : 2020 – Present Country Director (Thailand and Indochina)  
**Palo Alto Networks Company Limited**  
2019 – Present Board Members, Corporate Strategy  
**Digital Government Development Agency  
(Public Organization)**  
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  
**Cisco Systems South East Asia 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




In the Annual General Meeting of Shareholders for the year 2023, the independent director has/has no conflicts of interest in the following agenda

- no conflicts of interest in agenda 1-5, 7-8
- has conflicts of interest in agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2023

Profiles of independent director who was proposed to be proxy holder

Enclosure 9

Name – Surname	:	Mr. Chaipranin Visudhipol	
Current Positions	:	Independent Director Audit Committee Member	
Age	:	63 Years	
Nationality	:	Thai	
Address	:	57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok	
Education	:	Master's Degree in Advertising School of the Art <b>Institute of Chicago, U.S.A.</b> Bachelor's Degree in Education <b>Chulalongkorn University</b>	
Director Training	:	Director Certification Program (DCP 88/2007) <b>Thai Institute of Directors</b>	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	January 23, 2007	
Year of Directorship	:	16 years (as of 2023)	
Positions in Other Listed Companies (1 company)	:	2015 – 2022      Independent Director Chairman of the Nomination and Remuneration Committee Chairman of Corporate Governance Committee <b>Wave Entertainment PCL</b>	
Positions in Non-Listed Companies (3 companies)	:	2021 – Present      Chairman <b>Blue Canvas Co., Ltd.</b> 2010 – Present      Honorary President <b>Advertising Association of Thailand</b> 1991 – Present      Chairman <b>PATOU (1969) Co., Ltd.</b> 1991 – Present      Chairman <b>PATUKAR Co., Ltd.</b> 2015 – 2022      Director <b>Index Creative Village Public Co., Ltd.</b> 1997 – 2021      Chairman <b>TBWA (THAILAND) Co., Ltd.</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	

In the Annual General Meeting of Shareholders for the year 2023, the independent director has/has no conflicts of interest in the following agenda

- no conflicts of interest in agenda 1-5, 7-8
- has conflicts of interest in agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2023

**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.