

Invitation to  
Annual General Meeting of Shareholders 2024 (No.45)  
Ocean Glass Public Company Limited



Wednesday, 24 April 2024,



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 2024 (No.45) .....	1
Instruction for attending the meeting through Electronic Meeting (E-AGM).....	12
Supporting documents for attending E-AGM .....	13
Instruction for voting, vote counting, report voting results, and asking question in E-AGM.....	15
Proxy Form A.....	16
Proxy Form B.....	17
Proxy Form C.....	20
Minutes of the Annual General Meeting of Shareholders for the Year 2023 (No. 44) .....	24
56-1 One Report 2023 in the form of QR-Code .....	42
Profile of the directors who retired by rotation and nominated for re-appointment .....	43
Definitions of Independent Directors .....	48
Profiles of independent director who was proposed to be proxy holder .....	50
The Company's Articles of Association relating to the Annual General Meeting of Shareholders .....	52

February 21, 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2024 (No.45)

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 2023 (No.44)
6. 56-1 One Report 2023 (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. 2/2024 on Wednesday, 21 February 2024 resolved to set the meeting through online channel (E-AGM) on Wednesday, 24 April 2024 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 22, 2024 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 2 October 2023 to 31 December 2023. 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 2023 (No.44) convened on 26 April 2023**

**Objective and reason**

The Company convened the Annual General Meeting of Shareholders for the year 2023 (No. 44) on 26 April 2023. 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 9 May 2023. 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 2023 (No.44) convened on 26 April 2023.

**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 2023**

**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 2023 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 2023 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, 2023

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, 2023 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	3,850,015	3,841,010
Total Liabilities	1,883,026	1,886,464
Shareholders' Equity of the Company	1,966,989	1,954,546
Total Revenue	2,006,884	2,007,755
Earnings Before Interest and Income Tax	56,945	56,557
Net Profits	14,019	15,065
Earnings per Share	0.66	0.71
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 2023 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, 2023 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 2023 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 2023, the Company reported net profit of Baht 14,019,028.40. 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 2023 as follows.

1. Dividend payment for the year 2023

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 7, 2024. Dividend payment shall be made on May 16, 2024

*The right to receive the dividend is still uncertain until it has been approved by the Annual General Meeting of Shareholders for the year 2024 (No. 45)*

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

**The summary of previous dividend payment**

Operating Results	2023	2022	2021	2020	2019
Net Profit (mil Baht)	14	20	3	(246)	18
Profit/Share (Baht)	0.66	0.95	0.14	(11.53)	0.85
Dividend/Share (Baht)	0.57	0.57	-	-	0.57
Dividend/Net Profit Ratio (%)	86	60	-	-	67

**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 2024, 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. Kirati Assakul              | Director  |
| 2) Dr. Chatchawin Charoen-Rajapark | Independent Director<br>Chairman of the Nomination and Remuneration<br>Committee<br>Member of the Audit Committee |
| 3) Dr. Tatchapol Poshyanonda       | Independent Director<br>Member of the Audit Committee   |

In addition, the Company provided opportunity for shareholders to nominate candidate(s) who is qualified for director election in advance from 2 October 2023 to 31 December 2023. 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 2024), 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 2024), 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.

The 2 Independent directors, namely Dr. Chatchawin Charoen-Rajapark, and Dr. Tatchapol Poshyanonda, who serve as independent directors for more than 9 years, can independently express their opinions in accordance with the relevant rules and regulations. Their expertise and experiences have brought beneficial advice to the Company.

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

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

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 2024**

**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. The remuneration of Directors consists of Monthly Remuneration and Bonus Remuneration.

As the current remunerations of Directors, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee are the same rate as approved since 2018, for a total period of 6 years, the Nomination and Remuneration Committee, therefore, considering from the current duties and responsibilities, reviewed and proposed to adjust the remuneration for the year 2024 as follows.

**1. Monthly Remuneration**

	Baht/Person/Month		
	2024 (Proposed New Rate)	2023 (Current rate Since 2018)	Increased (%)
<b><u>Board of Directors</u></b>			
Chairman of the Board of Directors	90,000	81,000	11
Director	50,000	45,000	11
<b><u>Audit Committee</u></b>			
Chairman of the Audit Committee	28,000	25,200	11
Member of the Audit Committee	20,000	18,000	11
<b><u>Nomination and Remuneration Committee</u></b>			
Chairman of the Nomination and Remuneration Committee	19,600	15,700	25
Member of the Nomination and Remuneration Committee	14,000	11,200	25

The new rate totals Baht 625,600 per month, increased 12% from 2023, which was Baht 558,300 per month.

**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 2023-

**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 2024 have no right to vote in this agenda.

**Agenda 7 To appoint the auditors and fix the auditing fee for the year 2024**

**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 2024. 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 Wannisa Ngambuathong	6838 or	Proposed to be auditor in the 1 <sup>st</sup> year.
2. Mr. Peradate Pongsathiansak	4752 or	-
3. Mr. Suwat Maneekanoksakul	8134 or	-
4. Miss Arisa Chumwisut	9393 or	-
5. Miss Chutinant Kopraserthaworn	9201	-

The audit fee for the year 2024 will be fixed at totaling Baht 1,260,000, increased by 3.28% from last year. Such amount excludes other expenses such as travelling expenses, etc.

Details	2024 Proposed Rate (Baht)	2023 Current Rate (Baht)
<b>1) Audit Fee</b>		
- Year-end auditing fee	765,000	740,000
- Quarterly auditing fee Baht 165,000/Quarter (3 quarters)	495,000	480,000
- Other out of pocket expenses	Actual Charge	Actual Charge
<b>Total</b>	<b>1,260,000</b>	<b>1,220,000</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.

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 notify 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 2024 and fix the auditing fee as recommended by the Audit Committee.

Details of the proposal are as follows.

- To appoint Miss Wannisa Ngambuathong, Certified Public Accountant No. 6838; or Mr. Peradate Pongsathiansak, Certified Public Accountant No. 4752; or Mr. Suwat Maneekanoksakul, Certified Public Accountant No. 8134; or Miss Arisa Chumwisut, Certified Public Accountant No. 9393; or Miss Chutinant Kopraserthaworn, Certified Public Accountant No. 9201 from Dharmniti Auditing Company Limited to be the Company's auditors for the year 2024. 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 2024 totaling Baht 1,260,000. 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.



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 2024 (No.45) on 7 March 2024.

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 **Enclosures 1 - 3**.

Yours sincerely,

-Signature-

Mr. Chakri Chanruangvanich

Chairman of the Board

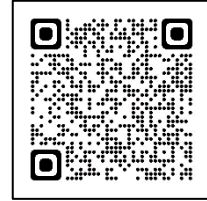
Company Secretary,

Tel 0 2661 6556 Ext. 1200

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://ogc.focus.vc/registration/> or QR Code. The system will be available to access from 9 – 20 April 2024.



Manual for Electronic Meeting [https://quidlab.com/img/eagm/Document Upload\\_Eng.pdf](https://quidlab.com/img/eagm/Document Upload_Eng.pdf)

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 23 April 2024, 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 hour 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, please contact E-AGM conference system provider, Quidlab Tel +66 2013 4322 or +66 8 0008 7616 | email: [info@quidlab.com](mailto:info@quidlab.com)

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.

The Company has no objective or policy to collect sensitive data of shareholders as specified in the identity document. Please "strikethrough, cover, or proceed in any manner not to disclose the data on religion and blood type" specified in the said document.

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.

The Company has no objective or policy to collect sensitive data of shareholders as specified in the identity document. Please “~~strikethrough, cover, or proceed in any manner not to disclose the data on religion and blood type~~” specified in the said document.

**Important Remark**

Please send original copy of the documents and/or proxy form to the Company at the 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 2024 (No.45) 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 2024 (No. 45)

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

- (1) 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.
  - (2) In case of amendment of the Articles of Association, not less than 3/4 of the total number of votes of the shareholders who attend the Meeting and have the right to vote 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. (แบบทั่วไปไม่ซับซ้อน - แบบท้ายประกาศกรมพัฒนาธุรกิจการค้า)  
เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form A

อากรแสตมป์  
20 บาท  
Duty Stamp  
Baht 20

เขียนที่.....  
Made at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year

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

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

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

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

- (3) ขอมอบฉันทะให้
- 3.1 .....อายุ.....ปี  
hereby authorize age  
อยู่บ้านเลขที่.....  
residing at
- 3.2 นายวรกานต์ ชูโต กรรมการอิสระ อายุ 70 ปี อยู่บ้านเลขที่ 103/50 ม.โกธร ต.ประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ  
Mr. Woragan Xuto, Independent Director, 70 years old, residing at 103/50, Kraisor Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok
- 3.3 นายชัยประนิน วิสุทธิผล กรรมการอิสระ อายุ 64 ปี อยู่บ้านเลขที่ 57 สุขุมวิท ซอย 11 แขวงคลองเตยเหนือ เขตวัฒนา กทม.  
Mr. Chaipranin Visudhipol, Independent Director, 64 years old, residing at 57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ครั้งที่ 45) ในวันที่ 24 เมษายน 2567 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 2024 (No. 45), convened on Wednesday, 24 April 2024 at 2.00 p.m.

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

ลงชื่อ.....ผู้มอบฉันทะ  
Signed Proxy Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signed Proxy Holder

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

**หนังสือมอบฉันทะแบบ ข.**  
**Proxy Form B**

อากรแสตมป์  
20 บาท  
Duty Stamp  
Baht 20

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....

I/We

สัญชาติ..... อยู่บ้านเลขที่.....

Nationality Residing at No.

(2) เป็นผู้ถือหุ้นของ บริษัท โอเชียนกลาส จำกัด (มหาชน) โดยถือหุ้นทั้งสิ้น รวม ..... หุ้น  
A shareholder of Ocean Glass Plc., holding a total number of ..... shares(s),

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

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

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

(3) ขอมอบฉันทะให้

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

3.2 นายวรกานต์ ชูโต กรรมการอิสระ อายุ 70 ปี อยู่บ้านเลขที่ 103/50 ม.โกรสร ถ.ประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ  
Mr. Woragan Xuto, Independent Director, 70 years old, residing at 103/50, Kraisor Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok

3.3 นายชัยประนิน วิสุทธิผล กรรมการอิสระ อายุ 64 ปี อยู่บ้านเลขที่ 57 สุขุมวิท ซอย 11 แขวงคลองเตยเหนือ เขตวัฒนา กทม.  
Mr. Chaipranin Visudhipol, Independent Director, 64 years old, residing at 57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ครั้งที่ 45) ในวันพุธที่ 24 เมษายน 2567 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 2024 (No. 45), convened on Wednesday, 24 April 2024 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 2566 (ครั้งที่ 44) เมื่อวันที่ 26 เมษายน 2566

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2023 (No.44) convened on April 26, 2023

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2566

Agenda 2 To acknowledge the Company's operating performance for the year 2023

ไม่มีการออกเสียงลงมติในวาระนี้ / Voting for this agenda is not required

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566

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, 2023

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและการจ่ายเงินปันผลจากผลการดำเนินงานสำหรับปี 2566

Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2023

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 นายกีรติ อัสสกุล I Mr. Kirati Assakul

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.2 ดร. ชัชวรินทร์ เจริญรัชต์ภาคย์ I Dr. Chatchawin Charoen-Rajapark

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.3 ดร. ทัชพล โปษยานนท์ I Dr. Tatchapol Poshyanonda

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2567

Agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2024

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2567

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2024

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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)

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

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

(3) ขอมอบฉันทะให้

โปรดกาเครื่องหมาย  
หน้าผู้รับมอบฉันทะ  
เพียงชื่อเดียว

Please mark a  
sign in front of  
only one proxy  
name

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

อยู่บ้านเลขที่.....  
residing at

3.2 นายวรภานต์ ชูโต กรรมการอิสระ อายุ 70 ปี อยู่บ้านเลขที่ 103/50 ม.ไกรสร ถ.ประชาชื่น แขวงลาดยาว เขตจตุจักร กรุงเทพฯ  
Mr. Woragan Xuto, Independent Director, 70 years old, residing at 103/50, Kraisor Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok

3.3 นายชัยประนิน วิสุทธิผล กรรมการอิสระ อายุ 64 ปี อยู่บ้านเลขที่ 57 สุขุมวิท ซอย 11 แขวงคลองเตยเหนือ เขตวัฒนา กทม.  
Mr. Chaipranin Visudhipol, Independent Director, 64 years old, residing at 57 Sukhumvit 11, North-Klongtoey, Wattana, Bangkok

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ครั้งที่ 45) ในวันพุธที่ 24 เมษายน 2567 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 2024 (No. 45), convened on Wednesday, 24 April 2024 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 2566 (ครั้งที่ 44) เมื่อวันที่ 26 เมษายน 2565

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2023 (No.44) convened on April 26, 2023

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทสำหรับปี 2566

Agenda 2 To acknowledge the Company's operating performance for the year 2023

ไม่มีการออกเสียงลงมติในวาระนี้ / Voting for this agenda is not required

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566

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, 2023

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิและการจ่ายเงินปันผลจากผลการดำเนินงานสำหรับปี 2566

Agenda 4 To approve the allocation of net profit and dividend payment from operating results for the year 2023

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 นายกีรติ ชัสสกุล I Mr. Kirati Assakul

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.2 ดร. ชัชวิน เจริญรัชต์ภาคย์ I Dr. Chatchawin Charoen-Rajapark

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

5.3 ดร. รัชพล โปษยานนท์ I Dr. Tatchapol Poshyanonda

เห็นด้วย / Approve  เห็นด้วย / Approve  เห็นด้วย / Approve

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ และกรรมการชุดย่อยประจำปี 2567

Agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2024

เห็นด้วย / Approve  ไม่เห็นด้วย / Disapprove  งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2567

Agenda 7 To appoint the auditors and fix the auditing fee for the year 2024

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย
5. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)

**Note:**

1. The Proxy Form C shall only be used by foreign shareholders with custodian in Thailand
2. Evidences to be enclosed with the Proxy Form are as follows.
  - a. Power of Attorney from the shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - b. Letter confirming that the person executing the Proxy Form has obtained a custodian license.
3. A shareholder must authorize only one proxy to attend the meeting and cast votes. He/she cannot divide the number of shares to allow several proxies to cast their votes in different ways.
4. Regarding the agenda to elect the directors, the entire directors or certain directors may be elected.
5. If there is any term or regulation requiring the proxy to state or present any other evidence such as in case the proxy is having interests in any matter which he/she attends in the meeting and votes, he/she may state or present such documents and evidences as stated in (6).



**ใบประจำต่อแบบหนังสือมอบฉันทะ**

**Annex attached to the Proxy**

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ครั้งที่ 45) ในวันที่พุธที่ 24 เมษายน 2567 เวลา 14.00 น.  
at the Annual General Meeting of Shareholders for the year 2024 (No. 45) to be held on Wednesday, 24 April 2024 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 2023 (No. 44)

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The Meeting was held on April 26, 2023, at 2.00 p.m. via electronic meeting from Ocean Glass Public Company Limited, Ocean Tower 2, 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, Chairman of the NRC, and Member of the Audit Committee                   |
| 5. | Mr. Chaipranin Visudhipol       | Independent Director and Member of the Audit Committee   |
| 6. | Dr. Tatchapol Poshyanonda       | Independent Director and Member of the Audit Committee   |
| 7. | Mr. Matthew Kichodhan           | Independent Director   |
| 8. | Mr. Naputt Assakul              | Director and Member of the NRC   |
| 9. | Ms. Jariya Sangchaiya           | Managing Director  |

Proportion of the directors presented in the meeting was 100%

Management presented

- |    |                                    |  |
|----|------------------------------------|--|
| 1. | Dr. Uday Verma                     | Executive Director - Customer and Channel Development                        |
| 2. | Mr. Kritsana Pairoj                | Executive Director – Manufacturing   |
| 3. | Mr. Veerasit Pratuengsukpong       | Executive Director – Accounting Finance, Information Technology, Procurement |
| 4. | Mrs. Nutchavinee Nikhomchaiprasert | Executive Director – Marketing   |

Auditor from Dharmniti Auditing Company Limited

Ms. Thanyaporn Tangthanopajai                      The Company’s auditor of the year 2022

Independent legal counsel and witness for vote counting from JTJB International Lawyers Co., Ltd.

Mr. Krittin Pollagan

### Commencement of the Meeting

The meeting started at 2.00 p.m.

Mrs. Rakdee Pakdeechumpol informed the Meeting that the Annual General Meeting of Shareholders for the Year 2023 (No. 44) 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.

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 4 shareholders presenting in person and 26 proxies of shareholders, totaling 30 shareholders and proxies, holding altogether 14,540,776 shares of the total 21,330,715 issued and paid-up shares, equals to 68.1683% 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 2023 (No. 44) 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 including any further inquiries, by announcing through the Stock Exchange of Thailand and the Company's website starting from October 4, 2022 to December 31, 2022. 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 was approved based on the Board of Directors' resolution as provided in the notice of the Meeting.

The Annual General Meeting of Shareholders was held via electronic meeting and the Company appointed Quidlab Co., Ltd., to serve as the service provider for E-AGM via FoQus Video Conferencing 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 and the username and password will be provided for verification to attend 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 attending the meeting in person can vote in each agenda by clicking 'approve', 'disapprove' or 'abstain' by clicking the button as shown in the picture. The proxies who vote on behalf of the shareholders can vote in each agenda by clicking the button as shown in the picture. For the proxies with the vote in advance before the meeting, the Company had already counted such votes with all of the votes. 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 or raising hand or turn the microphone on 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 085-516-4304.

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

The Chairman proposed the Meeting to certify the minutes of the Annual General Meeting of Shareholders of the year 2022 (No. 43), which was convened on April 27, 2022. 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 2022 (No. 43) convened on April 27, 2022.

**Resolution:**

The minutes of Annual General Meeting of Shareholders of the year 2022 (No. 43) was certified as accurate minutes with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to votes as follows:

-	Approved	14,540,776	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>14,540,776</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

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 2022. Details are as shown in the Company's Annual Report 2022 (One Report), which had been delivered to the shareholders with the notice of this meeting.

Ms. Jariya Sangchaiya presented to the Meeting the operating performance of the Company for the year 2022 as follows:

In 2022, the Company paid attention to the strategies to respond to the recovery of domestic and international tourism by focusing on expansion of market to customers in the sectors of hotel, restaurant, pub and bar through online and offline sale channel in Thailand, China, India, Vietnam, and South Korea.

In addition, the Company distributed more Crystalline products through the sale of the Company's brands and by providing manufacturing service under customer's brands in Australia, Japan, Middle East, Europe, and America.

For product development, the Company strove to develop products with more various types of usage and designs to meet the requirements of customers, such as TRAZE collection which was inspired by the tracings of time, representing styles of art symbolic of each era and gained popularity in pub and bar and in the market of Stemless Wine Glass which was designed to have thinner rim and flatter bowl to enhance drinking experience.

Moreover, the Company had launched the environmentally friendly product called "REGO", a personal tumbler glass which will reduce plastic waste. The product was designed under the 3Rs principle, being Reuse, Reduce, and Recycle of piece of glass in the production process.

**Performance in relation to society and environment**

For the first activity, the Company conducted the project of carbon footprint assessment at the corporate level for determination of efficient management based on the data of greenhouse gas emission as a result of the Company's activities.

For the second activity, the Company had been installing solar rooftop continuously since 2020 which helped reducing the Company's electricity expenditure and reduced the emission of carbon dioxide to the atmosphere.

For the third activity, the Company conducted the activity for preservation of mangrove forest and canal with the Office of Bang Pu Industrial Estate on August 19, 2022 at Bang Pu Nature Education Center, Samut Prakarn Province.

In addition, the Company conducted the volunteer project for the 8<sup>th</sup> year by providing scholarship to students with excellent score and improved common area of Ban Si Long School, Tambon Song Khlong, Amphoe Bang Prakong, Chachoengsao Province, on November 21, 2022, so the students have area for recreation.

### **Sales Revenue**

In 2022, the Company and subsidiaries earned total revenue of Baht 1,975 million, increased by 25.98% compared with the previous year while the revenue from sales was Baht 1,951 million, gain on exchange rate was Baht 2 million, and Baht 22 million from other revenue, mainly from the recognition of revenue from selling obsolete machine equipment and sales of scrap.

### **Sales Performance**

The Company gained revenue from export in the number of Baht 1,459 million, increased by 18.31% compared with the previous year, mainly from the export to Southeast Asia, South Asia, America, and Asia Pacific.

For domestic sales, the Company earned Baht 492 million, increased by 57.67% being the revenue from offline sale at Baht 460 million, increased by 56.24% as a result of the recovery of tourism industry, and being sales revenue through E-commerce channel at Baht 32 million, increased by 81.51% compared with the previous year.

The portion of domestic sales was 25% and the export sales was 75% of the total sales revenue while the portion of domestic sales in the previous year was 20% and the export sales was 80%.

### **Gross Profit**

The Company's gross profits were 28.66% of sale revenues, decreased from 34.44% from the previous year due to the higher energy cost, and prices of raw materials. However, the Company adjusted the selling prices to minimize the effect from the increasing cost since the 3<sup>rd</sup> quarter of the previous year.

### **Sales Proportion by channel**

In 2022, the Company's portion of domestic sales was 25%, categorized by sales channel as 23.0% from Traditional Trade, 12.0% from Food Service, 32.0% from Retail or Modern Trade, 7.0% from E-commerce, and 26.0% from B2B.

The portion of export sales was 75% whereby the Company distributed products to customers in retail, hotels, food service, and E-commerce through distributors.

### Expenses

In 2022, the Company accumulated total expense of Baht 1,924 million, increased by 25.04% compared with the previous year.

The costs of goods sold were Baht 1,392 million, increased by 37.40% compared with the previous year due to the increase of sales, energy, and raw material which increased during 2022. The costs of energy increased by 58% and the costs of raw material increased by the average of 46% while the costs of packaging increased by 22% and the expense incurred from temporary shutdown for maintenance and management of the inventory to balance with sales was Baht 107 million, decreased by 38.50% compared with the previous year due to the increase of sales.

In addition, the Company disclosed the decline in value of inventory of Baht 18 million, mainly due to the decline in value of inventory of deteriorate and old finished goods, raw material and spare parts.

The Company had the selling expenses of Baht 289 million, increased by 31.34% due to the increasing freight costs and costs of transportation, advertisement and public relation through online channels and sales promotion. Meanwhile, the administrative expenses were Baht 117 million, increased by 9.14% due to the increasing employment of the vacant position to meet the sales plan and hiring of consultant to improve internal operation of the Company.

The Company had gains on foreign exchange of Baht 2 million while the previous year was in loss.

The Company had finance cost of Baht 23 million, increased by 6.21% due to the higher interest rate and seeking additional financing to support the operation of the Company.

### Net Profit

As the Company earned more sales revenue due to recovery of the market, especially in the 4<sup>th</sup> quarter while the Company faced the challenge from the increasing costs of energy and raw materials whereby the Company had adjusted the sale price along with the control of all expenses of the Company to minimize the effect, the Company had net profit of Baht 20 million, net profit margin 1.03% of total revenue and Baht 0.95 per share.

### 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 2022 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 2022. Questions raised by shareholders were as detailed below:



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

1.1 How is the situation of domestic sales and export sales for 2023?

Ms. Jariya Sangchaiya responded to the shareholder that, tourist numbers in Thailand are currently growing, resulting to the increasing sales compared with the past period during the covid pandemic. Meanwhile, the export sales are still stable as the sales in some region, e.g. in western countries, are not as good as expected but the sales in some region, e.g. eastern countries, are growing, causing balance in overall sales which are quite satisfiable.

1.2 As the Company had been marketing the Lucaris brand for several years, how was the feedback for the brand?

Ms. Jariya Sangchaiya responded to the shareholder that, the sales of crystalline products increased by 30% in 2022. For the Lucaris brand, the main 4 markets of crystalline glasses are Thailand, China, India, and Vietnam. In term of current marketing, Lucaris brand was well accepted and the Company would determine strategy to penetrate the main markets for expansion and growth of Lucaris brand and the products in this group.

**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, 2022

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, 2022, 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	
	2022	2021	2022	2021
Total Assets	3,493,555	3,359,377	3,481,759	3,351,112
Total Liabilities	1,620,462	1,520,432	1,622,599	1,525,031
Shareholders' Equity	1,873,093	1,838,945	1,859,160	1,826,081
Total Earning	1,974,542	1,567,384	1,973,655	1,566,599
Profits (loss) before Interest and Taxes	50,973	29,027	48,254	20,482

Item	Consolidated Financial Statements		Separated Financial Statements	
	2022	2021	2022	2021
Net Profits (loss)	20,310	3,020	17,693	(5,057)
Basic Earnings (loss) per Share (Share: Baht)	0.95	0.14	0.83	(0.24)
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, 2022, 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, 2022 were approved with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,548,976	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>14,548,976</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

**Agenda 4 To approve the allocation of net profit and dividend payment from 2022 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 2022, the Company presented a net profit of Baht 20,310,289.48, being profit of Baht 0.95 per share. 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.

The Company has a dividend payment policy based on annual operating results and long-term returning to shareholders. 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 to be paid to ordinary shares at Baht 0.57 per share or being 60% of net profit per share, totaling Baht 12,158,507.55.

The Board of Directors considered that the dividend payment at the proposed rate was appropriate as per the policy of the Company and the Company still had sufficient fund for expansion of business continuously. The record date of the shareholders who are entitled to receive dividend shall be March 9, 2023 and the dividend payment shall be made on May 17, 2023.

The Chairman invited the shareholders to ask questions. There was no question raised by the shareholders. The Chairman requested the Meeting to approve the allocation of net profit and dividend payment from 2022 operating results.

**Resolution:**

The Meeting approved the allocation of net profit and dividend payment from 2022 operating results as proposed by the Board of Directors with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to votes as follows:

-	Approved	14,548,976	votes, equivalent to	100.0000%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	0	votes, equivalent to	0.0000%
-	Void Ballot	0	votes, equivalent to	0.0000%
	<b>Total</b>	<b>14,548,976</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

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.

Prior to the meeting, the Company gave opportunity to shareholders to propose potential candidates as directors by announcing through the Stock Exchange of Thailand and the Company's website starting from October 4, 2022 to December 31, 2022. However, upon the expiration of the aforementioned period, there was no proposal of potential candidates as directors proposed by any shareholders for this Meeting. Hence, the agenda was approved based on the Board of Directors' resolution as provided in the notice of the Meeting.

At the Annual General Meeting of Shareholders for the year 2023 (No. 44), the 3 directors who retired by rotation were:

- 1) Mr. Woragan Xuto Independent Director and Chairman of the Audit
- 2) Mr. Naputt Assakul Director and Member of the Nomination and Remuneration Committee
- 3) Ms. Jariya Sangchaiya Managing 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 2023 (No. 44) 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 2023 (No. 44). 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. Woragan Xuto**, Independent Director and Chairman of the Audit

The Meeting resolved to approve the election of Mr. Woragan Xuto with the major votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,548,876	votes, equals to	99.9993%
-	Disapproved	100	votes, equals to	0.0007%
-	Abstained	0	votes, equals to	0.0000%
-	Void Ballot	0	votes, equals to	0.0000%
	<b>Total</b>	<b>14,548,976</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

2) **Mr. Naputt Assakul**, Director and Member of the Nomination and Remuneration Committee

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

-	Approved	14,454,737	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>14,454,737</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

3) **Ms. Jariya Sangchaiya**, Managing Director

The Meeting resolved to approve the election of Ms. Jariya Sangchaiya with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

-	Approved	14,548,976	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>14,548,976</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 2023**

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 2023 at the same rate of monthly remuneration for the year 2022, as follows:

	Year 2023 Baht/Monthly/Person (Propose same rate as the previous year)	Year 2022 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

The Board of Directors proposed the bonus remuneration 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 was the same rate as the bonus remuneration approved at the Annual General Meeting of Shareholders for the year 2018 (No. 39) at Baht 160,000. The Board of Directors shall allocate this bonus to each director as appropriate.

Other -None-

The Chairman invited the shareholders to ask questions about the directors' remuneration for the year 2023. 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' remuneration for the year 2023 as presented by Dr. Chatchawin Charoen-Rajapark.

**Resolution:**

The remuneration of directors, members of the Audit Committee, members of the NRC for the year 2023 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	12,459,667	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>12,459,667</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

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

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 2023. 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 2023 at Baht 1,220,000 in total, increased by 4.27% 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 2023.

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 2023 and determine the audit fee for the year 2023 as proposed.

**Resolution:**

The appointment of the Company's auditors and the auditing fee for the year 2023 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	14,548,976	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>14,548,976</b>	<b>votes, equivalent to</b>	<b>100.0000%</b>

**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**

According to the Public Limited Company Act (4th 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, the Shareholders' Meeting was proposed 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, as follows:

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,</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</p>



Existing Article	Proposed Amended Article
<p>approval or consideration, as the case may be, 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>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>information, approval or consideration, as the case may be, 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 <u>whereby the notice can be sent and published via electronic means in accordance with the criteria as prescribed by the Registrar.</u></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>

Existing Article	Proposed Amended Article
<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 <i>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.</i></p> <p>...</p>
<p><b><u>Section 6 Accounting, Financing, and Auditing</u></b></p> <p>Article 45.</p> <p>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><b><u>Section 6 Accounting, Financing, and Auditing</u></b></p> <p>Article 45.</p> <p>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 <i>whereby the notice can be sent and published via electronic means in accordance with the criteria as prescribed by the Registrar.</i></p>

The Chairman invited the shareholders to ask questions about 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 but there were no questions raised by the shareholders.

The Chairman proposed the Meeting to consider and 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 as proposed.

**Resolution:**

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 was 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	14,548,976	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>14,548,976</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. **Mrs. Srinual Ploykittikul, a shareholder**, inquired as follows:

1.1 What were the important expenses in 2023?

**Ms. Jariya Sangchaiya** responded to the shareholder that, the important expenses included expenses in relation to investment on installation of solar rooftop in the 3<sup>rd</sup> phase and expenses in relation to advance purchase of construction material (brick) for maintenance of furnaces in 2024.

1.2 Can the Company clarify the estimated number of expenses?

**Mr. Veerasit Pratuengsukpong**, responded to the shareholder that, the expenses in relation to the investment on installation of solar rooftop in the 3<sup>rd</sup> phase will be approximately Baht 40 million but would be returned within 4-5 years, subject to the costs of electricity that the Company would be paying. The recovery of costs of this investment would take a short period of time.

For the maintenance of furnace this year, the expected expenses are Baht 30-40 incurred from advance purchase of construction material (brick) to prepare for the maintenance.

The Meeting was closed at 3.20 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 2023 in the form of QR-Code

Should you need the printed 56-1 One Report 2023, please fill in the “56-1 One Report 2023 Requisition Form” as below



56-1 One Report 2023 Requisition Form

Attention: Company Secretary  
Ocean Glass Public Company Limited

I (Name – Surname) ....., would like to request for the printed 56-1 One Report 2023. 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

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

Enclosure 7

Name	:	Mr. Kirati Assakul	
Current Position	:	Director	
Age	:	65 Years	
Nationality	:	Thai	
Education	:	Master's Degree in Chemical Engineer <b>University of Southern California, U.S.A.</b> Bachelor's Degree in Chemical Engineering <b>Queen's University Ontario, Canada</b>	
Training, Seminar	:	Role of the Chairman Program (RCP 55/2023) Role of the Compensation Committee (RCC 2/2007) Director Certification Program (DCP 27/2003) <b>Thai Institute of Directors</b>	
Proportion of holding in the Company's shares (%)	:	9.73 (Including shares held by spouse) as of December 30, 2023	
First appointment date	:	August 13, 1993	
Year of directorship	:	31 Years (Proposed directorship term for another 3 years, totally 34 years)	
Position in other listed company (1 company)	:	2010 – Present                      Independent Director, Chairman of Risk Management Committee <b>Thai Union Frozen Public Company Limited</b>	
Positions in non-listed companies (12 companies)	:	2019 – Present                      Deputy Secretary General, The Thai Chamber of Commerce 2016 – Present                      Director, <b>Crystal Clear Innovation Co., Ltd.</b> 2013 – Present                      Director, <b>Ocean Marina Co., Ltd.</b> 2013 – Present                      Director, <b>Ocean Property Co., Ltd.</b> 2010 – Present                      Chairman, <b>Siam Estate Co., Ltd.</b> 2002 – Present                      Director, <b>Great Field Co., Ltd.</b> 1998 – Present                      Director, <b>Kris &amp; Sumali Co., Ltd.</b> 1996 – Present                      Director, <b>Ocean Group (Thailand) Co., Ltd.</b> 1994 – Present                      Director, <b>Kirati Home Co., Ltd.</b> 1992 – Present                      Director, <b>Ocean Holding Co., Ltd.</b> 1988 – Present                      Director, <b>Service Leasing Co., Ltd.</b> 1984 – Present                      Chairman, <b>Ocean Life Insurance Plc.</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	:	Relative with Director	
Contribution to the Company	:	- Provided consulting on formulation of business plan, corporate strategy, corporate risk management, and giving advice to the executive management	
Meeting attendance in 2023	:	Board of Directors' Meeting                      13 of 14 Meetings Annual General Shareholders' Meeting                      1 of 1 Meeting	

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

Enclosure 7

<p><b>Name</b></p> <p><b>Current Position</b></p> <p><b>Age</b></p> <p><b>Nationality</b></p> <p><b>Education</b></p> <p><b>Training, Seminar</b></p> <p><b>Proportion of holding in the Company's shares (%)</b></p> <p><b>First appointment date</b></p> <p><b>Year of directorship</b></p> <p><b>Position in other listed company (3 companies)</b></p> <p><b>Positions in non-listed companies (7 companies)</b></p> <p><b>Positions in rival companies and/or connected business that may cause conflict of interest</b></p> <p><b>Illegal activities during the last 10 years</b></p>	<p>: <b>Dr. Chatchawin Charoen-Rajapark</b></p> <p>: Independent Director Chairman of the Nomination and Remuneration Committee Member of Audit Committee</p> <p>: 63 Years</p> <p>: Thai</p> <p>: Ph.D. in Management Master's Degree in Management Bachelor's Degree in Electrical Engineering <b>Massachusetts Institute of Technology, U.S.A.</b></p> <p>: Sustainability Trends in Business Across Industries (2023) Role of the Compensation Committee (RCC 7/2008) Audit Committee Program (ACP 19/2007) Director Certification Program (DCP 88/2007) Director Accreditation Program (DAP 52/2006) <b>Thai Institute of Directors</b></p> <p>: None</p> <p>: April 19, 2005</p> <p>: 18 Years (Proposed directorship term for another 3 years, totally 21 years)</p> <p>: 2022 – Present     Chairman of the Nomination and Compensation Committee 2021 – Present     Independent Director 2021 – 2022        Member of the Nomination and Compensation Committee <b>Bangkok Bank Public Company Limited</b> 2005 – Present     Director 2014 – 2021        Chairman of the Executive Committee 2005 – 2021        Member of the Executive Committee <b>Eastern Star Real Estate PCL</b> 2010 – 2018        Member of the Nomination and Compensation Committee 2009 – 2018        Chairman of Audit Committee 2008 – 2018        Member of the Strategy and Policy Committee 2007 – 2018        Independent Director 2007 – 2018        Member of Audit Committee <b>Thai Insurance PCL</b></p> <p>: 2021 – Present     Chairman of the Board, <b>Rajapark Development Co., Ltd.</b> 2020 – Present     Director, <b>Narathai Cuisine Co., Ltd.</b> 1998 – Present     Managing Director, <b>President Hotel and Tower Co., Ltd.</b> 1996 – Present     Chairman of the Board, <b>Unlock Co., Ltd.</b> 1994 – Present     Chairman of the Board, <b>Presiplace Five Co., Ltd.</b> 1994 – Present     Chairman of the Board, <b>Supremum Co., Ltd.</b> 1994 – Present     Chairman of the Board, <b>NP-Complete Co., Ltd</b></p> <p>: None</p> <p>: None</p>	
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Relationships with other directors or executives : None

Contribution to the Company

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

Meeting attendance in 2023	Board of Directors' Meeting	13 of 14 Meetings
	Nomination and Remuneration Committee	4 of 4 Meetings
	Audit Committee	4 of 4 Meetings
	Annual General Shareholders' Meeting	1 of 1 Meeting

**Additional information to consider for Independent Director Election**

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

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

**Enclosure 7**

<b>Name</b>	: <b>Dr. Tatchapol Poshyanonda</b>	
<b>Current Position</b>	: Independent Director Member of Audit Committee	
<b>Age</b>	: 58 Years	
<b>Nationality</b>	: Thai	
<b>Education</b>	: Ph.D. in Engineering Management Master's Degree in Engineering Management <b>University of Missouri-Rolla, U.S.A.</b> Master's Degree in Industrial Management <b>Central Missouri State University, U.S.A.</b> Bachelor's Degree in Chemical Engineering, <b>Chulalongkorn University</b>	
<b>Training, Seminar</b>	: Director Certification Program (DCP120/2009) Director Accreditation Program (DAP 68/2008) <b>Thai Institute of Directors</b>	
<b>Proportion of holding in the Company's shares (%)</b>	: None	
<b>First appointment date</b>	: 22 February 2005	
<b>Year of directorship</b>	: 18 Years (Proposed directorship term for another 3 years, totally 21 years)	
<b>Position in other listed company (1 company)</b>	: 2020 – Present Independent Director <b>BEC World Public Company Limited</b>	
<b>Positions in non-listed companies (5 companies)</b>	: 2020 – Present Country Director (Thailand and Indochina) <b>Palo Alto Networks Co., Ltd.</b> 2019 – Present Board Members, Corporate Strategy <b>Digital Government Development Agency (Public Organization)</b> 2019 – Present Working Members ▪ EEC investment committee (Smart Electronics, Robotics, and Digital) ▪ Digital Government committee, under Office of the Civil Service Commission (OCSC) 2007 – 2019 Managing Director <b>Cisco Systems South East Asia Company Limited</b>	
<b>Positions in rival companies and/or connected business that may cause conflict of interest</b>	: None	
<b>Illegal activities during the last 10 years</b>	: None	
<b>Relationships with other directors or executives</b>	: None	
<b>Contribution to the Company</b>	: - Provided consulting on formulation of business plan, corporate strategy, corporate risk management, and giving advice to the executive management - Reviewed the financial statements before proposing to the Board of Directors and submission to the Stock Exchange of Thailand. Reviewed the internal audit work to be in the line with the plan and assessed the adequacy and effectiveness of the internal control	
<b>Meeting attendance in 2023</b>	: Board of Directors' Meeting 12 of 14 Meetings Audit Committee 4 of 4 Meetings Annual General Shareholders' Meeting 1 of 1 Meeting	



Additional information to consider for Independent Director Election

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

Independent Director means a director who holds the following qualifications which are defined by the Capital Market Supervisory Board:

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

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


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

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

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

Profiles of independent director who was proposed to be proxy holder

Enclosure 9


Name – Surname	:	Mr. Woragan Xuto	
Current	:	Independent Director Chairman of Audit Committee	
Age	:	70 years	
Nationality	:	Thai	
Address	:	103/50, Kraisor Village, Prachacheon Road, Lad-Yao, Chatuchak, Bangkok	
Education	:	Bachelor of Art in Economics Chiangmai University	
Director Training	:	Director Certification Program (DCP 99/2008) Thai Institute of Directors	
Proportion of Shareholding in the Company (%)	:	None	
First Appointment Date	:	February 27, 2007	
Year of Directorship	:	17 years (as of 2024)	
Positions in Other Listed Companies (1 company)	:	2020 – Present     Independent Director Member of the Audit Committee Member of Nomination and Remuneration Committee Leo Global Logistics Public Company Limited	
Positions in Non-Listed Companies (3 companies)	:	2011-2012     Consultant SCG Chemical Group 2009-2011     Managing Director SCG Experiences Company Limited 2007-2008     Director –Distribution SCG Distribution 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 2024, the independent director has/has no conflicts of interest in the following agenda

- no conflicts of interest in agenda 1-5, 7
- has conflicts of interest in agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2024

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	:	64 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	:	17 years (as of 2024)	
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 (5 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 2024, the independent director has/has no conflicts of interest in the following agenda

- no conflicts of interest in agenda 1-5, 7
- has conflicts of interest in agenda 6 To fix the remuneration of Directors and the Sub-Committees for the year 2024

**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 whereby the notice can be sent and published via electronic means in accordance with the criteria as prescribed by the Registrar.

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 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.

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 whereby the notice can be sent and published via electronic means in accordance with the criteria as prescribed by the Registrar.

**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.