

## Ocean Glass Public Company Limited

Invitation to

The Annual General Meeting of

Shareholders for the year 2020 (No.41)

Wednesday, July 29, 2020



## Preventive measurement against the spread of the Coronavirus Disease 2019 (COVID-19) in the Annual General Meeting of Shareholders for the year 2020 (No. 41)

With the spread of COVID-19 outbreak that still occurs in many areas around the world, Ocean Glass Public Company Limited ("the Company") has determined Preventive Measurement against the spread of the disease for healthy and safety of the attendant in the Annual General Meeting of Shareholders for the year 2020 (No. 41) which will be held on Wednesday, July 29, 2020 at Double Tree by Hilton Sukhumvit Bangkok (Enclosure 9).

In this regard, the Company has to keep the meeting concise to limit gathering time of large group of people in the same area; and to comply with social distancing policy as recommended by the government authority, less number of people may allow in the meeting. Therefore, the Company would like to ask for Shareholders and Proxy Holders' cooperation as follows:

- Request for Shareholders to grant a proxy to the Company's Independent Directors by completed "Proxy Form B" (Enclosure 5) and submit the Form together with your inquiry (if any) to the Company by using the reply envelop attached herewith
- 2. In case if Shareholders, Proxy Holder ("the Attendant") intend to attend in the meeting, please strictly follow the Company screening measurement.

## 2.1 Before the meeting

- 2.1.1 Please check-in and check-out at the place of meeting through Thai Chana Platform by scanning QR Code with your mobile phone or sign in the Company's registration form available at the registration area.
- 2.1.2 Please fill in the health questionnaire (Enclosure 11) and have temperature check
  - If the attendant and/or the attendant's close contacts have any of exposures such as travel to/from risk country, area, or contact with people who are at risk; such attendant will not be allowed to enter into the meeting area.
  - The attendant who has fever over 37.5 degrees Celsius, headaches, cough, runny nose, loss
    of senses of smell, difficulty breathing; such attendant will not be allowed to enter into the
    meeting area.
  - The attendant who pass the screening, please place sticker and wear face mark at all times during the meeting.
- 2.1.3 Please allow at least one meter for social distancing to avoid crowded gathering in the meeting area.

## 2.2 During the meeting

- 2.2.1 The Company maintains distancing between each seat in accordance with the government authorities which may limit the number of seats in the meeting room. In this regard, the Company will provide reserve seating area for the attendant who have no seat in the meeting room.
- 2.2.2 Questions from the attendant must be written in the paper only.

Thank you for your kind corporation





June 17, 2020

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2020 (No.41)

Attention: Shareholders

Ocean Glass Public Company Limited

Enclosures 1. Copy of the minutes of the Annual General Meeting of Shareholders for the year 2019 (No.40)

2. 2019 Annual Report (QR Code)

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

4. Independent Director's Definition

5. Proxy form A, Proxy form B, and Proxy form C

6. Profile of the independent directors who were proposed as proxy holders

7. Instruction for registration to attend the meeting and voting procedures

8. The Company's Articles of Association relating to the Annual General Meeting of Shareholders

9. Map of the meeting location

10. Requisition Form for 2019 Annual Report

11. Health Questionnaire

The Board of Directors of Ocean Glass Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2020 (No.41) on Wednesday, July 29, 2020 at 02.00 p.m., at Theater Room, 3rd Floor, Double Tree by Hilton Sukhumvit Hotel, 18/1 Soi Sukhumvit 26, Klongton, Klongtoey, Bangkok 10110.

In compliance with the corporate governance best practices, the invitation letter and supporting documents of the Annual General Meeting of Shareholders will be posted on the Company's website (www.oceanglass.com) on June 29, 2020 in order to provide shareholders sufficient time to consider information to be discussed in the meeting. The Board of Directors provided the opportunities for shareholders to propose meeting agenda, nominate candidate(s) for director election, and inquiry in advance before the meeting. The criteria of the proposal was posted on website from October 1 to December 31, 2019. 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.

<sup>&</sup>lt;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 2019 (No.40) convened on April 25, 2019

## Objective and reason

The Company convened the Annual General Meeting of Shareholders for the year 2019 (No. 40) on April 25, 2019. The Minutes of the meeting was recorded and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce within the period as prescribed by laws and has been disclosed on the Company's website since May 9, 2019. None of comment proposed to make amendment.

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

#### Board of Directors' opinion

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to certify the Minutes of the Annual General Meeting of Shareholders for the year 2019 (No.40) convened on April 25, 2019.

### 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 2019

## Objective and reason

The Company provided a report on operating performance from the previous year to reflect the business overview and major activities of the Company. The operating performance report is provided under "Management's Discussion and Analysis" in the 2019 Annual Report as shown in Enclosure 2.

#### Board of Director's opinion

The Board of Directors is of the opinion that the report on operating performance from the previous year is beneficial information to shareholders and stakeholders. It is appropriate to report the Company's operating performance for the year 2019 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, 2019

## 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, 2019 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
	Financial Statements	Statements of the
		Company
Total Assets	3,229,210	3,206,723
Total Liabilities	1,356,388	1,349,997
Shareholders' Equity of the Company	1,872,822	1,856,726
Total Revenue	1,898,434	1,855,853
Earnings Before Interest and Income Tax	39,097	29,951
Net Profits	18,134	11,554
Earnings per Share	0.85	0.54
Weighted Average Number of Share(s) (thousand	21,331	21,331
shares)		

Details are as shown in the section "Financial Statements and Report of Certified Auditor" in the 2019 Annual Report, Enclosure 2.

## Board of Director's opinion

The Board of Directors is of the opinion that the preparation of the financial statements is accurate and complies with Thai Financial Reporting Standard. Therefore, it is appropriate to propose the Shareholders' Meeting to approve the statements of financial position; the statements of comprehensive income, and the auditor's report for the year ended December 31, 2019 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, no dividend payment for the year 2019, and acknowledge the interim dividend payment

### Objective and reason

The Company has a dividend payment policy based on annual operating results and long-term returning to shareholders. According to the Public Limited Company Act B.E. 2535, Section 115, and Article 45 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. The board of directors may pay interim dividend to the shareholders from time to time when they see that the company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.

For the year 2019, the Company reported net profit of Baht 18,133,905.52 and the Company is not required to allocate the profit for legal reserve since the Company has sufficient appropriated retained earnings for legal reserve totaling Baht 50,000,000, which is not less than ten percent of the registered capital according to Section 116 of the Public Company Limited Act B.E. 2535, and Article 46 of the Company's Articles of Association. As the outbreak of Coronavirus 2019 ("COVID-19"), the Board of Directors' Meeting No. 4/2020 dated April 22, 2020 resolved to postpone the Annual General Meeting of Shareholders for the year 2020 (No. 41) and pay the interim dividend from operating results for the period of 1 January – 31 December 2020 to the shareholders whose name appeared in the record date on March 12, 2020. The interim dividend payment was made on May 18, 2020 at Baht 0.57 per share, equivalent to the dividend payout ratio 67% of net profit, totaling Baht 12,158,507.55.

## **Dividend Payment**

Operating Results	2019	2018	2017	2016	2015
Net Profit (mil Baht)	18	24	66	95	133
Profit/Share (Baht)	0.85	1.15	3.09	4.43	6.26
Dividend/Share (Baht)	0.57	0.57	1.55	2.22	3.13
Dividend Payout Ratio (%)	67	50	50	50	50

#### Board of Director's opinion

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting to approve the appropriation of net profit, no dividend payment for the year 2019, and acknowledge the interim dividend payment as follows.

- Acknowledgement of the interim dividend payment from the operating results for the period of 1 January 31 December 2020 to shareholder on 18 May 2020 at the amount of Baht 0.57 per share, equivalent to the dividend payout ratio 67% of net profit.
- No dividend payment from the operating results for the year 2019
- Un-appropriated retained earnings to be carried forward.

<u>Required votes for resolution</u>: The resolution of this agenda requires the majority votes of the shareholders who attend the meeting and cast their votes.



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

#### Objective and reason

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

For the year 2020, the Board of Directors consists of 9 directors. There are 3 directors who are due to retire on completing their terms as follows.

1) Mr. Woragan Xuto Independent Director

Chairman of the Audit Committee

2) Mr. Naputt Assakul Director

Nomination and Remuneration Committee Member

3) Ms. Jariya Sangchaiya Managing Director

In addition, the Company provided opportunity for shareholders to nominate candidate(s) who is qualified for director election in advance from October 1, to December 31, 2019. After the said period expired, none of the shareholders stated their intention to nominate candidate to be considered for election.

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

### Board of Director's opinion

The Board of Directors considered the nominated candidates who had been determined by the Nomination and Remuneration Committee pursuant to the screening criteria regarding the director's optimal qualifications, knowledge, skills and experience in industry-related business which are suitable for the Company's business operation.

The Board is of the opinion that the proposed directors are fully qualified in accordance with the Public Company Limited Act, the Stock Exchange of Thailand, and the Office of Securities Exchange Commission, without any prohibited characteristics to be re-elected as directors and/or independent directors of the Company. The proposed directors have suitably served as directors with their full capacity as well as provided beneficial advice for business operation of the Company throughout their terms.



The independent director, namely Mr. Woragan Xuto, who serve as independent directors for more than 9 years, can independently express their opinions in accordance with the relevant rules and regulations. Their expertise and experiences have brought beneficial advice to the Company.

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

1) Mr. Woragan Xuto Independent Director

Chairman of the Audit Committee

2) Mr. Naputt Assakul Director

Nomination and Remuneration Committee Member

3) Ms. Jariya Sangchaiya Managing Director

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

## Required votes for resolution

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



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

#### Objective and reason

As stipulated in Article 20 of the Company's Article of Association, Directors are eligible to receive their remunerations in terms of monthly remuneration, meeting fee, allowance, and bonus. The remuneration of the Directors should be commensurate with duties and responsibilities of the Board of Directors and in line with directors' remuneration among listed companies at similar size. The remuneration will be reviewed annually by the Nomination and Remuneration Committee before being proposed to the Board of Directors and Shareholders for approval.

### **Monthly Remuneration**

(Baht/Person/Month)

	2020	2019
	(Propose same rate	(Current rate)
	as last year)	
Board of Directors		
Chairman of the Board of Directors	81,000	81,000
Director	45,000	45,000
Audit Committee		
Chairman of the Audit Committee	25,200	25,200
Member of the Audit Committee	18,000	18,000
Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	15,700	15,700
Member of the Nomination and Remuneration Committee	11,200	11,200

### Other -None-

## Board of Director's opinion

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

#### Required votes for resolution

The resolution of this agenda requires of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting. Any directors who are shareholders of the Company and have stake in the agenda on the fixing of the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2020 have no right to vote in this agenda.



## Agenda 7 To appoint the auditors and fix the auditing fee for the year 2020

#### Objective and reason

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

#### The Audit Committee's opinion

The Audit Committee considered and recommended to appoint the independent auditors from Dharmniti Auditing Company Limited ("Dharmniti") as the external auditors of the Company and its subsidiaries by considering Dharmaniti'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 2020. 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	Year of Service with the
ivame	Accountant No.	Company
1. Miss Thanyaporn Tangthanopajai	9169 or	3
2. Mr. Peradate Pongsathiansak	4752 or	-
3. Miss Arisa Chumwisut	9393	-

The audit fee for the year 2020 will be fixed at totaling at Baht 1,120,000, decreased by 2.6% from the last year. Such amount excludes other expenses such as travelling expenses, etc.

Details	2020	2019
	Proposed Rate	Current Rate
	(Baht)	(Baht)
1) Audit Fee		
- Year-end auditing fee	640,000	640,000
- Quarterly auditing fee	480,000	510,000
Baht 160,000/Quarter (3 quarters)		
- Other out of pocket expenses	Actual Charge	Actual Charge
Total	1,120,000	1,150,000
2) Other Fee	None	None



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

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

#### Board of Director's opinion

The Board of Directors is of the opinion that the external auditors from Dharmniti have auditing experiences with reasonable fee. The external auditors also possess the qualifications as specified by the Office of the Securities and Exchange Commission as well as reliability, adequate experience, and have no relationship with and no vested interest in the Company, its subsidiaries, executives, major shareholders or the connected persons to the aforementioned persons. Therefore, the external auditors can independently audit and express their opinion on the Company's financial statements. The Board of Directors thereby agreed to propose the Shareholders' Meeting to appoint the external auditors for the year 2020 and fix the auditing fee as recommended by the Audit Committee.

Details of the proposal are as follows.

- To appoint Miss Thanyaporn Tangthanopajai, Certified Public Accountant No. 9169; or Mr. Peradate Pongsathiansak, Certified Public Accountant No. 4752; or Miss Arisa Chumwisut, Certified Public Accountant No. 9393 from Dharmniti Auditing Company Limited to be the Company's auditors for the year 2020. In the absence of the said external auditors, Dharmniti Auditing Company Limited will provide one other Certified Public Accountant to carry out their work.
- To fix the auditing fee for the year 2020 totaling Baht 1,120,000. The amount excludes other expenses such as travelling expenses, etc.

## Required votes for resolution

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



# Agenda 8 To approve the amendment to the Company's Articles of Association regarding Electronic Meeting Objective and reason

According to the Emergency Decree on Electronic Meetings, B.E. 2563, dated April 18, 2020 stated that an electronic meeting shall be held in compliance with the standards for maintenance of security for electronic meetings prescribed by the Ministry of Digital Economy and Society and shall have the same effect as a meeting held in accordance with the law. To provide the facilities in the meeting required by law, The Company, therefore, would like to propose the Shareholders' Meeting to consider the amendment to the Company's Articles of Association Article 29, 32, and 34.

## Existing Article

## Proposed Amended Article

Article 29 The board of directors shall hold a meeting at least once every 3 months at the head office location or any other place as deems appropriate.

Article 29 The board of directors shall hold a meeting at least once every 3 months at the head office location or any other place 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.

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.



### **Existing Article**

Article 34 In calling a meeting of shareholders, the board of directors shall send notices for the meeting specifying the venue, date, time, agendas of the meeting, as well as the subject matters to be submitted to the meeting together with the appropriate details, by clearly specifying whether the proposed matters will be for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in such matters, and shall send notices to the shareholders and the registrar no less than 7 days before the date of the meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

The venue of the meeting of shareholders shall be within the area where the head office is located or in other places as the board of directors deems appropriate.

#### Proposed Amended Article

Article 34 In calling a meeting of shareholders, the board of directors shall send notices for the meeting specifying the venue, date, time, agendas of the meeting, as well as the subject matters to be submitted to the meeting together with the appropriate details, by clearly specifying whether the proposed matters will be for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in such matters, and shall send notices to the shareholders and the registrar no less than 7 days before the date of the meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

The venue of the meeting of shareholders shall be within the area where the head office is located or in other places or through electronic meeting as the board of directors deems appropriate. An electronic meeting shall be held in accordance with the rules and regulations of the law, and shall be compliance with the standards for maintenance of security for electronic meetings prescribed in the law.

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



## Board of Director's opinion

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

## Required votes for resolution

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



# Agenda 9 To approve the amendment to the Company's Objectives and the Company's Memorandum of Association, Article 3 Objectives of the Company

### Objective and reason

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

The Company, therefore, proposes the Shareholders' Meeting to consider and approve the amendment to the Company's Memorandum of Association, Article 3 Objectives of the Company by adding 1 objective as follows.

Clause 3. The objectives of the Company shall contain 33 clauses

- (33) To engage in the business of purchasing, selling, exchanging, importation, exportation, retailing, wholesaling, and trading through electronic means for all kind of products, including but not limited to:
  - a) cleaning, sanitizing products, cleanser gel, and alcohol hand gel
  - b) products and equipment to be used in household, hotel and restaurant, and other similar businesses including maintenance services, fixing, developing and improvement of all kinds of productions as mentioned above.

#### Board of Director's opinion

The Board of Directors is of the opinion that it is appropriate to propose the Shareholders' Meeting for the consideration and approval of the amendment to the Company's objectives by adding 1 objective, Memorandum of Association, Article 3 Objectives of the Company, and proceeding with the registration of the amendment within the prescribed period required by the laws.

## Required votes for resolution:

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

The Company, hereby, invites the shareholders to attend the Meeting at the above mentioned date, time, and venue.

Record date for the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year

2020 (No.41) is July 1, 2020.

In order to accelerate and facilitate the registration process for attending the shareholders' Meeting, it is

requested that the shareholders and/or the proxy holders must bring the Proxy Form and documents confirming

the right to attend the meeting in the presence to the registration officer on the meeting date from 12.00 p.m.

onwards. The shareholders can appoint a person to attend and vote on your behalf at the Meeting by filling in the

Proxy Form A or Form B or Form C as appears in Enclosure 5. Should any shareholders would like to appoint an

Independent Director as your proxy holder, profiles of the Independent Directors are as shown in Enclosure 6. Please

specify the name of your proxy holder and submit the Proxy Form and supporting documents for proxy holder's

appointment to the Company Secretary, Ocean Glass Public Company Limited: 75/88-91 Ocean Tower 2, 34th

Floor, Sukhumvit 19 Road (Soi Wattana), North Klongtoey, Wattana, Bangkok 10110 within July 24, 2020. The

Proxy Form B in which shareholders can specify the voting particulars in clear details is recommended. Instruction

for registration to attend the meeting and voting procedures, including the Company's Articles of Association relating

to the Annual General Meeting of Shareholders are as shown in the Enclosure 7 and 8 respectively.

Yours sincerely,

Mr. Chakri Chanruangvanich

Chalin Chan

Chairman of the Board

Company Secretary,

Telephone: 0 2661 6556 Ext 1200

Email: ir@oceanglass.com

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Enclosure 1

# Ocean Glass Public Company Limited Minutes of the Annual General Meeting of Shareholders for the Year 2019 (No. 40)

The Annual General Meeting of Shareholders for the Year 2019 (No. 40) was held on April 25, 2019, at Junior Ballroom, 3<sup>rd</sup> Floor, Pullman Bangkok Grande Sukhumvit Hotel, No. 30 Sukhumvit 21 (Asoke) Road, Klongtoey Nua Sub-District, Wattana District, Bangkok 10110.

## Directors present

1.	Mr. Chakri Chanruangvanich	Chairman of the Board of Directors and Member of Nomination and Remuneration Committee ("NRC")
2.	Mr. Kirati Assakul	Director
3.	Mr. Chatchawin Charoen-Rajapark	Independent Director, Chairman of the NRC and Member of the Audit Committee
4.	Mr. Tatchapol Poshyanonda	Independent Director and Member of the Audit Committee
5.	Mr. Matthew Kichodhan	Independent Director
6.	Mr. Naputt Assakul	Director and Member of the NRC
7.	Ms. Jariya Sangchaiya	Managing Director
Director	rs absent	
1.	Mr. Woragan Xuto	Chairman of the Audit Committee
2.	Mr. Chaipranin Visudhipol	Audit Committee
Manage	ement present	
1.	Mr. Uday Verma	Executive Director - Customer and Channel Development
2.	Mr. Sathien Srisaikham	Executive Director - Accounting, Finance and Information Technology
3.	Ms. Yada Andaris	Executive Director - Human Resources
4.	Mr. Kridtsana Pairoj	Director - Manufacturing

## Auditor from PricewaterhouseCoopers ABAS Company Limited

Ms. Thanyaporn Tangthanopajai The Company's auditor for the year 2018

Independent legal counsel from Apisith & Alliance Ltd.

Ms. Navarat Pejarasangharn



## Atmosphere before the Meeting

The Company arranged a place in the meeting room to display the Company's products and played advertising videos of Ocean and Lucaris brands which targeted different groups of customers to shareholders.

## Commencement of the Meeting

The meeting started at 2.00 p.m.

Mr. Chakri Chanruangvanich, Chairman of the Board of Directors presided as the Chairman of the Meeting. The Chairman welcomed all attending shareholders, and introduced all Directors, executives, the Company's auditor and legal counsel to the Meeting. The Chairman informed the Meeting that Mr. Woragan Xuto and Mr. Chaipranin Visudhipol were unable to attend 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 moment, there were 34 shareholders present in person and 25 proxies of shareholders, totaling 59 shareholders and proxies, holding altogether 14,256,563 shares of the total 21,330,715 issued and offered shares, equivalent to 66.8358% 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 2019 (No. 40) duly convened.

The Chairman invited Ms. Suwan Udomchalermdech, proxy of Mrs. Nusara Banyatpiyaphod, a shareholder to act as the witness for vote counting. Then, the Chairman assigned Mrs. Rakdee Pakdeechumpol to act as the Secretary of the Meeting and to inform the Meeting of voting procedures. Mrs. Rakdee Pakdeechumpol informed the Meeting that the Company values the equal rights among the shareholders by giving opportunity to shareholders to propose any meeting agenda for this Annual General Meeting as well as potential candidates as directors including any further inquiries, by announcing through the Stock Exchange of Thailand's and the Company's websites starting from October 1 to December 31, 2018. However, upon the expiration of the aforementioned period, there were neither particular proposal of meeting agendas nor proposal of directors candidates proposed by any shareholders for this Meeting. Hence, the agenda and the proposed directors candidates were approved based on the Board of Directors' resolution as provided in the notice of the Meeting.

For the accuracy of voting, the Secretary of the Meeting informed the voting procedures to shareholders and proxies of shareholders that following the registration at the registration desk, the shareholders would receive voting ballots and it is deemed that your registration is completed. The voting ballots comprised of a confirmation of registration card and ballots for voting of each agenda on which the shareholder or proxy shall affix his/her signature and hand over the tear-off tab to the staff at the registration desk, and the last part would be a



registration card for factory visit. The factory visit was scheduled on June 7, 2019 and the number of visitors was limited to 50 shareholders.

As to voting procedures, each voting ballot consists of checkboxes 'approve', 'disapprove' and 'abstain'. For the accuracy of voting, the shareholders or proxies shall mark the sign in either one of 'approve', 'disapprove' and 'abstain' while the custodians could proportionately separate their votes.

If the shareholders or proxies mark the sign in more than one checkboxes or cast their votes more than the voting right they are entitled to, or the voting ballot was crossed out without signature, such ballot is considered void.

As for voting procedures, the Chairman would ask the Meeting during the voting of each agenda whether there were any shareholders voting to 'disapprove' or 'abstain' in such agenda. If there were no shareholders voting 'disapprove' or 'abstain', then the shareholders were assumed to vote 'approve'. If any shareholder would like to vote to 'disapprove' or 'abstain' in the voting ballot, such shareholder shall mark the sign in checkboxes and pass the voting ballot paper to the Company's staff. However, except for Agendas 5 in connection with the election of directors, the Company's staff would collect voting ballots from every shareholder, whether the shareholders voted to 'approve', 'disapprove' or 'abstain'.

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

For the proxies who vote for and on behalf of the shareholders, the Company would record the votes which reflect intention of the shareholders.

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

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

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



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

- 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. In regard to the remuneration of directors, by the majority votes of not less than two-third of the shareholders present in the meeting and entitled to vote; and
- 3. In amending the Company's Memorandum of Association or AOA, by the majority votes of not less than third-fourth of the total votes of the shareholders present in the meeting and entitled to vote.

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

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

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

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

The Chairman proposed that the Meeting certify the minutes of the Annual General Meeting of Shareholders No. 39 which was convened on April 26, 2018. The copies of such minutes had been submitted to Department of Business Development, Ministry of Commerce, and the Stock Exchange of Thailand within the time limit stipulated by the laws, and had been posted on the Company's website since May 10, 2018. 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 meeting. Questions raised by shareholders were as detailed below:



Mr. Sutham Teerawattanachai, a shareholder, requested for explanation on the contents appeared in the last paragraph of Page 39 of the minute of meeting that "The shutdown for machine maintenances is usual and due every 5-6 years. If the Company does not have excess capacity, the shutdown will cause expenses to the Company without returns for absorption. In contrast, if the Company has excess capacity, the Company will have expenses with absorption."

Mr. Kirati Assakul responded to the shareholder that this inquiry about the shutdown of production line concerned both business management and accounting perspectives. The inquiry concerning accounting perspective would be further explained by Mr. Sathien Srisaikham.

With respect to the business management, Mr. Kirati Assakul explained that the type of factory operated by the Company normally has excess capacity. During the period from 2007 – 2012, the Company run the machines at full production capacity in order to meet the customers' demand. However, during the past 5 years, the market has changed; the global production capacity has been in over demand. Thus, the Company are unable to operate the machines at full production capacity and has to plan for temporary shutdown from time to time. The expenses incurred from the shutdown of production line would be recorded as temporary shutdown expenses.

Generally, the manufacturers use the excess capacity to produce products for customers which will increase cash flows for the Company's working capital. Nonetheless, if the price of sales and purchase deal is bargained for low prices, the Company would rather not to sell and decide to shutdown the machines instead. In any case, if the Company does not plan in advance, an immediate shutdown of production line could cause damage to the Company.

In addition, the Company has more than 10 machines which are alternately shut downed. During the shutdown, the Company would repair and maintain such machines. Therefore, although there are expenses incurred from the shutdown which are regarded as fixed cost and not absorbed by sales performance or profits, the Company considers that such shutdown is efficient as the Company has an opportunity to repair and maintain the machines.

The Company's factory operates 24 hours 365 days. If the Company plans to repair the furnace(s), the Company will also repair and maintain the machines at the same time while the new technology will be developed.

Mr. Sathien Srisaikham repeated the shareholder's inquiry and additionally responded to the shareholder from the accounting perspective that it is necessary for the Company to do the shutdown of production line for maintenance. Even though there are demands in the market, if the Company has excess capacity, the Company can sell the products to create cash flows in the Company.

Ms. Jariya Sangchaiya added that the excess capacity means that the manufacturing capacity is higher than the sales volume. Since the machines must be operated every day to produce products as earlier informed by



Mr. Kirati Assakul, the Company must have a management plan to control the quantity of products. Thus, the shutdown also balances the quantity of products in inventory; otherwise, the expenses in raw material and storage which are expenses without absorption will incur.

No questions further raised by shareholders. The Chairman requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders No. 39 convened on April 26, 2018.

<u>Resolution:</u> The minutes of Annual General Meeting No. 39 be certified as accurate minutes with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to votes as follows:

During the Meeting, there were 7 additional shareholders representing 325,700 shares attending the Meeting. The total number of persons attending the Meeting was 66 persons, holding altogether 14,582,263 shares, equivalent to 68.3627% of the total issued and offered shares of the Company.

-	Approved	14,582,263	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%

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

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 2018. Details are as shown in the Company's Annual Report 2018, which had been delivered to the shareholders with the notice of this meeting in a form of QR Code.

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

Highlights of the Company's 2018 operating performance were as follows:

For the year 2018, the Company and the Company's subsidiaries reported consolidated revenues of Baht 2,031 million, decreased by Baht 136 million or 6.26% compared to last year. Gain from foreign exchange hedging was Baht 6.7 million due to prevention of foreign exchange fluctuation risk. Gain from other income was Baht 3.8 million, mostly from sales of scraps and revenue recognition from mold suppliers during the year.

The proportions of sales from the following customer segments were:



- 1. Food service segment (or customer that runs beverage and food service business such as hotel and restaurant): 65%
- 2. Retail segment: 23%
- 3. B2B segment (or customers that are companies, shops or governmental agencies): 9%
- 4. Online channels: 3%. The proportions of sales from online channel were generated since 2017.

### Revenues from Sales

In 2018, the Company gained total revenues of Baht 2,021 million, decreased by Baht 127 million or 5.9% compared to last year, being Baht 526 million from domestic sales and Baht 1,495 million from export sales. The Company's gross profits stand at 31.4% of total revenues.

In the previous year, the competition in the market remained the Company's challenge. The main competitors of the Company are still producers from China and Turkey. These competitors had more export volumes compared to Thailand. China had export volumes of 13-14 times more than Thailand while Turkey had export volumes of 4 times more than Thailand. In addition, due to fluctuation in foreign exchange, the currency exchange rates of competing countries were depreciated in comparison to the US dollar. For instance, Turkish currency was depreciated by 33% while Thai currency was appreciated by 4.8%, and Chinese currency was appreciated by 2%. Therefore, the countries which had depreciated value of money had more opportunity to sell their products, e.g. products from Turkey, etc.

Furthermore, the fluctuation in foreign exchange also impacted on the Company's customers in foreign countries, e.g. customers from Vietnam where the value of money was depreciated by 2%, and customers from India where the value of money was depreciated by 5% in comparison to the US dollar.

## **Expenses**

Due to the high competition in the previous year, the Company tried to control the expenses. In 2018, the Company had the total expenses of Baht 1,990 million, decreased by Baht 90 million or 0.9% compared to last year. However, the Company's operating expenses increased due to the amortization of depreciated assets and expenses relating to employees.

Nonetheless, with the Company's control of operating expenses, the Company's net profits reported at Baht 24 million, decreased by Baht 42 million or 62.9% compared to last year.

#### Marketing and Brand Development

In the previous year, the Ocean brand launched the new barware collection "Connexion" which later won the Hospitality Glassware Category of Tableware International Awards of Excellence 2019 at the Ambiente Fair in Frankfurt, Germany. The Company also developed the color-changing glassware of which reacts to the change



of temperature of hot or cold water. This product line has been sold via online channels, and has growth of sales volume of 31% compared to last year.

As for Lucaris, the brand has launched the fine crystal barware "RIMS", in collaboration with international cocktails and bars consultants, which has gained good feedback from customers.

The Company hold the Wine Master Class with wine experts, e.g. Ms. Sarah Heller as the youngest wine expert, Ms. Sonal Holland - as wine expert from India, Mr. Magandeep Singh as Sommelier from India, and Mr. Nelson Chow as the Chairman of Hong Kong Sommelier Association.

Moreover, the Ocean brand and the Lucaris brand have been selected as the Preferred Supplier by the world's leading hotel groups.

## **Production Process**

In the previous year, the manufacturing division installed one new machine, in replacement of the depreciated machine, which has been operated since October 2018, and improved the warehouse to increase storage capacity to 10 stores. In addition, the Company launched the energy saving and environmental conservation project, e.g. decrease the use of LPG, rectifying the control system of furnace's combustion, etc.

## Corporate Governance and Social Responsibility

With respect to the corporate governance and social responsibility, the Company had established the policies as practical guideline for all levels of employees in performing their duties with integrity and honesty for the benefit of the Company and shareholders. In the previous year, the Company was rated "Very Good" under the Good Corporate Governance of Thai Listed Companies Project arranged by the Thai Institute of Directors and received 97 scores in AGM 2018 assessment program held by Thai Investors Association. The Company has, furthermore, promoted the compliance of the Company's anti-corruption policy.

As to the social responsibility, in the previous year, the Company initiated environmental conservation activities and projects to support the stakeholders both inside and outside the organization, for instance:

- Application for certification of Green Industry Level 3 for Green System concerning the Systematic Environmental Management and Monitoring, Evaluation and Review for Continuous Development.
- Planting mangroves forest at Bang Pu Recreation Center and Bang Pu Industrial Estate
- Encouraging environmental conservation by co-project with Thamasart University and support 10,000 reusable glassware to the university students and officers.
- Encouraging environment conservation for employees by indicated "Ocean Let's Go Green" project by supporting personal glass for employees; "Reduce Plastic Waste" project with supporting of shopping bag for employees.



- Holding the volunteer project to improve school building, canteen and provide knowledge of homegrown vegetable plantation for lunch at Wat Bang Kra-Jao School, Samut Prakarn Province on August 23, 2018.

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

- 1. Mr. Weerasak Sakorn-arun, a shareholder, inquired as follows:
  - 1.1 Since the Company had the expenses from excess capacity in 2017 in the amount of Baht 159 million, and Baht 76 million in 2018, how does the Company separate the record of expenses between the shutdown for maintenance and the shutdown due to excess capacity? Does the Company record these expenses as cost or general expenses?
    - Mr. Sathien Srisaikham responded to the shareholder that in regard to the shutdown expenses or expenses from excess capacity, the Company will calculate based on the shutdown plan. The Company's machines are diversified to meet the customers' needs. Each type of product meets the different needs in the market. When the demand of a certain type of product decreases, the Company will shut down the manufacturing line of such product. Upon the Company's planned shutdown, the Company will record the incurred expenses, e.g. electricity, labor, depreciation cost, as temporary shutdown expense.
  - 1.2 Since the Company has excess capacity, causing the Company to produce more products.

    As a result, the Company had more products stored in the warehouse and the expenses relating to obsolete products increased, compared to last year. Therefore, what will the Company do to sell the obsolete products and create cash flows in the Company?
    - Ms. Jariya Sangchaiya responded to the shareholder that the increase in numbers of product inventory in 2018 was resulted from the change in demand. To elaborate, the customers' demand became more diversified. If some products are not supplied, some customers will not close the containers for export. Therefore, the Company must analyze on which product is in the demand and how the Company can support the sales of various products. In this respect, the Company has bought the new machine to produce various types of products to meet the market demand. The increase of product inventory in 2018 was resulted from the Company's intention to fulfill the customers' demand in several countries. However, for this year, the Company has planned to control the manufacturing capacity. Mr. Sathien Srisaikham would respond to the issue relating to the increase of depreciation cost from obsolete products.



Mr. Sathien Srisaikham added that the increase of product inventory during the end of 2018 was resulted from the cold repair of the furnace(s) during the period from 2018-2019. Since the Company is unable to produce the products during the said period, the Company must produce products as safety stock for sales.

With respect to the increase of depreciation cost of obsolete products, it was increased because such products have been stored for a long period of time. Therefore, in order to reflect the actual value in inventory management, the Company has conducted the value assessment of products and decided if the products can be sold or not by classifying the products as active product or OEM, etc. The Company anticipated that such record will decrease in 2019.

1.3 How the Company manage the no-value products in inventory, by selling or destroying to not impact the Company's brands?

Ms. Jariya Sangchaiya responded to the shareholder that the Company classifies the products in inventory in groups. Some groups can be sold, some groups can be sold at discounted price while some groups cannot be sold because they are OEM products which contain the customers' brands or kept in the customers' packages. These OEM products will be destroyed. Hence, the Company must assess to which products can be washed or reconditioned in order to be able to put them on sale.

## 2. Mr. Sutham Teerawattanachai, a shareholder, inquired as follows:

- 2.1 In 2018, the Company reported the temporary shutdown expenses of Baht 76 million which was decreased from 2017 when the temporary shutdown expenses were reported at Baht 160 million. As explained by Mr. Sathien Srisaikham, during the Company conducts the cold repair, the Company will use full manufacturing capacity to produce safety stock before shutdown; therefore, the temporary shutdown expenses decreases. Is this correct?
  - Mr. Sathien Srisaikham responded to the shareholder that the manufacturing at full capacity before the cold repair was one of the factors. The other unavoidable factor is the expenses incurred from cold repair will be accumulated with the temporary shutdown expense. For other active machines, the Company will use such machines for manufacturing products as safety stock for sales during festive seasons, i.e. from January February.
- 2.2 With respect to the temporary shutdown expenses in 2018 of Baht 76 million, it was indicated in the Annual Report that such amount consisted of the expenses of cold repair furnace A being Baht 26 million. Hence, there will be a repair conducted in this year but the expenses will be decreased. Is this correct?



- <u>Mr. Sathien Srisaikham</u> responded that the shareholder's understanding is correct. The repair has been conducted since 2018 until 2019.
- 2.3 The shareholder understands that the average temporary shutdown expenses in the previous years is Baht 100 million. If in 2019, there is not furnace repair, the temporary shutdown expenses will be decreased. Is this correct?
  - Mr. Sathien Srisaikham responded to the shareholder that there will be furnace repair in 2019 of which the Company has already announced the reparation plan to the shareholders. However, the Company is currently unable to fix the actual numbers.

<u>Resolution:</u> No voting was required for this agenda. The Company's operating performance for the year 2018 was acknowledged.

Agenda 3 To approve the statements of financial position, the statements of comprehensive income, and the auditor's report for the year ended December 31, 2018

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, 2018, 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:

#### (Thousand Baht)

	Consolidated Fina	ncial Statements	Separated Financial Statements	
Item	2018	2017	2018	2017
Current Assets	3,265,917	3,052,530	3,223,846	3,005,393
Total Liabilities	1,392,805	1,169,688	1,363,151	1,122,714
Shareholders' Equity	1,873,112	1,882,842	1,860,695	1,882,679
Total Earning	2,031,094	2,166,696	1,935,114	2,093,783
Profits before Interest and Taxes	60,410	107,660	41,859	100,532
Net Profits	24,457	65,979	11,079	61,149
Basic Earnings per Share (Share: Baht)	1.15	3.09	0.52	2.87
Weighted Average Number of Ordinary	21,331	21,331	21,331	21,331
Shares (Thousand Shares)				

As of December 31, 2018, the Company has profits before interests and taxes of Baht 60.4 million, the net profits of Baht 24.45, earnings per shares is Baht 1.15 per share.

The Chairman invited the shareholders to ask questions about the financial statements mentioned above. There were no questions 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, 2018, 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, 2018 were approved with the unanimous votes of the total votes of shareholders attending the Meeting and entitled to vote as follows:

During the Meeting, there were 7 additional shareholders representing 12,234 shares attending the Meeting. The total number of persons attending the Meeting was 73 persons, holding altogether 14,594,497shares, equivalent to 68.4201% of the total issued and offered shares of the Company.

-	Approved	14,594,497	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%

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

The Chairman informed the Meeting that, in 2018, the Company presented a net profit of Baht 24 million or equivalent to 1.15 per share. The Company's retained earnings appropriated for legal reserve totaled Baht 50 million which was not less than 10% of the registered capital in accordance with Section 116 of the Public Limited Company Act B.E. 2535 (1992) and Article 46 of the Company's AOA. Thus, the Company was not required to allocate its net profit as legal reserve.

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

In considering the dividend payment, the Company took into account the financial results and the return on equity on long-term basis. Therefore, the Board of Directors resolved to propose that the Meeting approve the dividend payment from the operating results of the year 2018 to the holders of ordinary shares at the rate of Baht 0.57 per share or equivalent to 50% of net profit per share, or Baht 12,158,507.55 in total. The Board of Directors opined that the proposed rate of dividend payment was appropriate and in accordance with the policy of the Company. Furthermore, the Company's capital would remain solid and sufficient to support its future growth and business expansion.

The Board of Directors set the record date for the shareholders who are entitled to receive dividend payment on March 7, 2019. The dividend payment date was scheduled on May 17, 2019. The Chairman invited the



shareholders to ask questions about the dividend payment. There were no questions raised by the shareholders.

The Chairman proposed that the Meeting approve the dividend payment at the rate of Baht 0.57 per share as proposed by the Board of Directors.

Resolution: The allocation of net profit and dividend payment from operating results of the year 2018 at the rate of Baht 0.57 per share was approved 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	14,594,497	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%

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

The Chairman assigned Mr. Chatchawin Charoen-Rajapark, the Chairman of the NRC, to present to the Meeting on behalf of the Board of Directors that according to Article 23 of the Company's AOA, at every annual general meeting of shareholders, one-third of the directors of the Company shall retire by rotation and the directors who so retired were entitled to be re-elected. At the Annual General Meeting of Shareholders for the year 2019 (No.40), the directors who retired by rotation were:

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

In compliance with the Good Corporate Governance Policy in respect of the equitable treatment of shareholders, the Company offered the shareholders an opportunity to nominate qualified candidates for the director election from October 1 to December 31, 2018. However, there were no nominations of candidates by the shareholders during the given period.

After due consideration, the Board of Directors was of the opinion that the 3 directors named above had efficiently performed their duties as director and given valuable advice to the Company throughout their directorship. The qualifications of the 3 directors were in accordance with the requirements under the Public Limited 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 2019



(No.40) as directors of the Company for another term. The biographies and achievements of the three directors were attached to the notice of this Meeting.

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

The Chairman invited the shareholders to ask questions about the election of directors to replace the directors who retired by rotation in 2019. There were no questions raised by the shareholders.

The Chairman asked the Meeting to consider the election of 1) Mr. Charkri Chanruangvanich, 2) Mr. Matthew Kichodhan, and 3) Mr. Chaipranin Visudhipol as directors for another term.

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

## 1) Mr. Charkri Chanruangvanich, Chairman of the Board of Directors and Member of the NRC

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

-	Approved	14,590,497	votes, equivalent to	99.9726%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstained	4,000	votes, equivalent to	0.0274%
-	Void Ballot	0	votes, equivalent to	0.0000%

### 2) Mr. Matthew Kichodhan, Independent Director

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

-	Approved	14,594,397	votes, equivalent to	99.9993%
-	Disapproved	100	votes, equivalent to	0.0007%
-	Abstained	0	votes, equivalent to	0.0000%
-	Void Ballot	0	votes, equivalent to	0.0000%

## 3) Mr. Chaipranin Visudhipol, Independent Director and Member of the Audit Committee

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

-	Approved	14,590,397	votes, equivalent to	99.9719%
-	Disapproved	100	votes, equivalent to	0.0007%
-	Abstained	4,000	votes, equivalent to	0.0274%
_	Void Ballot	0	votes, equivalent to	0.0000%



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

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

The Chairman assigned Mr. 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.

1) <u>Monthly Remuneration</u> The NRC proposed the rate of monthly remuneration for the year 2019 at the same rate of 2018, as follows:

	Year 2019 Baht/Monthly/Person (Propose same rate as last year)	Year 2018 Baht/month/person (Current rate)
Board of Directors		
Chairman of the Board of Directors	81,000	81,000
Director	45,000	45,000
Audit Committee		
Chairman of the Audit Committee	25,200	25,200
Member of the Audit Committee	18,000	18,000
Nomination and Remuneration Committee		
Chairman of the Nomination and Remuneration Committee	15,700	15,700
Member of the Nomination and Remuneration Committee	11,200	11,200

Bonus - It was proposed that the bonus be paid at the rate of 1.3% of the total dividend which was paid from the operating profit of the preceding fiscal year, rounded up/down to the nearest 10,000 in Baht. It is the same rate as bonus remuneration approved at the General Meeting of Shareholders for the Year 2018 (AGM No. 39) at Baht 160,000. The bonus distribution to each director would be at the Board of Directors' discretion.

## 3) Other -None-

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



The Chairman then proposed the Meeting to consider and approve the directors' remuneration as presented by Mr. Chatchawin Charoen–Rajapark.

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

Resolution: The remuneration of directors, members of the Audit Committee, members of the NRC for the year 2019 as proposed by the Board of Directors was approved with the majority votes of not less than two-thirds of the total votes of shareholders attending the Meeting whereby the shareholders being the Company's directors were not entitled to vote on this matter:

-	Approved	12,505,188	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%

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

The Chairman assigned Mr.Tatchapol Poshyanonda, 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 and the audit fee were considered appropriate. The designated certified public accounts from Dharmniti Auditing Company Limited possessed qualifications per the Office of Securities and Exchange Commission's requirements, including adequate creditability and experiences. As the auditors had no relationship or conflicts of interest with the Company or its subsidiaries, executives, major shareholders, or related parties in a manner that would obstruct their independence, they could audit the Company's financial statements with independence. The names of the designated certified public accounts were as follows:

1.	Ms. Thanyaporn Tangthanopajai	CPA. Registration No. 9169; or
2.	Mr. Peradate Pongsathiansak	CPA. Registration No. 4752; or
3.	Mr. Poj Aswasuntichai	CPA. Registration No. 4891.

Any of the above-named certified public accounts from Dharmniti Auditing Company Limited would serve as the Company's auditor for the year 2019. 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 2019 at Baht 1,150,000 in total. Such amount increased by 4.5% from the previous year and was exclusive of out-of-pocket expenses, e.g. travel expense.

In this regard, the Company's subsidiary in Thailand 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 2019.

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

The Chairman proposed that the Meeting appoint the Company's auditors for the year 2019 and fix the audit fee for the year 2019 as proposed.

Resolution: The appointment of the Company's auditors and the auditing fee for the year 2019 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	14,594,497	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%

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

The Chairman explained to the Meeting that in order to conform with the Company's existing business operations and businesses planned to operate in the future, it is necessary to amend the Company's objectives by adding 3 new clauses of objectives as follows

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

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

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



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

The Chairman invited the shareholders to ask questions about the amendment to the objectives of the Company.

There was question raised by the shareholders as follows:

<u>Mr. Sutham Theerawattanachai</u>, a shareholder, requested for explanation of the characteristic of the business under Clause 32 of the Company's Objectives.

Ms. Jariya Sangchaiya, explained to the shareholder that the Company may have plan to arrange trainings or seminars relating to the Company's main businesses to the customers, business partners in the future and such business will generate more revenue for the Company

There were no additional questions raised by shareholders, the Chairman then asked the Meeting to consider and approve the amendment to the objectives of the Company and the Memorandum of Association of the Company in Clause 3 Objectives as proposed by the Chairman.

Resolution: The amendment to the objectives of the Company and Memorandum of Association of the Company in Clause 3 Objectives be approved with the unanimous votes of shareholders attending the Meeting and entitled to votes as follows:

-	Approved	14,594,597	votes, equivalent to	100.0000%
-	Disapproved	0	votes, equivalent to	0.0000%
-	Abstain	0	votes, equivalent to	0.0000%
_	Void Ballot	0	votes, equivalent to	0.0000%

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

Mr. Sutham Theerawattanachai, a shareholder, inquired about the Company's plan to repair furnace(s) in this year.

Ms. Jariya Sangchaiya, responded the shareholder that in year 2019, the Company has plan to repair furnace B in addition to the reparation of furnace A which has been continuing from last year.

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



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

The Meeting was closed at 3.20 p.m.

Signed	Mr. Chakri Chanruangvanich	Chairman of the Meeting
Signed	Mrs. Rakdee Pakdeechumpol	Secretary of the Meeting
•		and Minutes Taker





## 2019 Annual Report (QR Code)

Remark: Should you need the printed 2019 Annual Report, please fill in the "2019 Annual Report Requisition Form" in Enclosure 10



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

Enclosure 3

Name : Mr. Woragan Xuto

Current Position : Independent Director

Chairman of the Audit Committee

Age : 66 Years

Nationality : Thai

Education : Bachelor of Art in Economics

Chiangmai University

Training / Seminar : Director Certification Program (DCP 99/2008)

Thai Institute of Directors

Proportion of Holding in the Company's :

shares (%)

None

First Appointment Date : February 27, 2007

Year of Directorship : 13 Years (Proposed directorship term for another 3 years, totally

16 years)

Position in other Listed Company : None

Position in Non-Listed Company : None

Position in Rival Company and/or : None

Connected Business that may cause

Conflict of Interest

Illegal record in last 10 years : None Relationship with Director or Executive : None

Management

Contribution to the Company : - Reviewed the financial statements before proposing to the Board

of Directors and submission to the Stock Exchange of Thailand.

Reviewed the internal audit work to be in line with the plan and

assessed the adequacy and effectiveness of the internal control

- Reviewed the risk management framework and considered the

prescription of appropriate risk assessment criteria.

- Provided consulting on formulation of business plan, corporate

strategy, and giving advice to the executive management.

Meeting Attendance in 2019 : Board of Directors Meeting 9 of 12 meetings

Audit Committee 4 of 4 meetings

Annual General Meeting - 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	
Being as manager, staff, employee or advisor who received salary	None
2. Being as professional service (i.e. Auditor or Legal Consultant)	None
3. Significant business relationship that may restrain one from performing his or her job	None
independently. Please specify the size of such transaction (if any)	



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

Enclosure 3

Name : Mr. Naputt Assakul

Current Position : Director

Nomination and Remuneration Committee Member

Age : 43 Years

Nationality : Thai

Education : - The Real Estate Association (RE-CU)

Chulalongkorn University

- Master of Business Administration

Sasin Graduate Institute of Business Administration, Chulalongkorn

University

- B.S., Entrepreneurship Study and Economic

Babson College Massachusetts, U.S.A.

Training / Seminar : - Tourism Management Program for Executives: TME3 / 2019, Tourism

Authority of Thailand

- CG Forum 3/2015 "Risk Oversight: High Priority Roles Of the Board",

The Stock Exchange of Thailand

- Director Certification Program (DCP 31/2003), Thai Institute of Directors

Shareholding (%) : 0.44

First Appointment Date : June 10, 2002

Year of Directorship : 18 Years

Position in other Listed Company : None

Position in Non-Listed Company, 3 : 2014 – Present Director, Hands Management Company Limited

Companies 2013 – Present Director, R M I Company Limited

2004 - Present Executive Director, Siam Estate Company Limited

Position in Rival Company and/or : None

Connected Business that may cause

Conflict of Interest

Illegal record in last 10 years : None

Relationship with Director or Executive : Relative with Director

Management

Contribution to the Company : - Provided consulting on nomination and remuneration of directors

- Provided consulting on formulation of business plan, corporate strategy,

and giving advice to the executive management.

Meeting Attendance in 2019 : Board of Directors Meeting 11 of 12 meetings

Nomination and Remuneration Committee 3 of 3 meetings

Annual General Meeting 1 of 1 meeting



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

Enclosure 3

Name : Ms. Jariya Sangchaiya

Current Position : Managing Director

Age : 54 Years

Nationality : Thai

Education : - Master's Degree in Business Administration

National Institute of Development Administration

- Master's Degree in Environmental Engineering

Colorado State University, U.S.A.

- Bachelor's Degree in Chemical Technology

Chulalongkorn University

Training / Seminar : - Director Certification Program (DCP 258/2018), Thai Institute of Directors

- SCQuARE - Strategic Thinking and Presentation Methodology, Licensed

Program of SCQuARE International organized by Simplework

- Total Quality Management, AOTS Japan

Proportion of Holding in the : None

Company's shares (%)

First Appointment Date : 21 March 2018

Year of Directorship : 2

Position in other Listed : None

Company

Position in Non-Listed : 2019 – Present Director, Crystal Clear Innovation Co., Ltd.

Company, 3 Companies 2018 – Present Director, Ocean Glass Trading (Shanghai) Limited

2018 - Present Director, Ocean Glass Trading India Limited

Position in Rival Company : None

and/or Connected Business

that may cause Conflict of

Interest

Illegal record in last 10 years : None
Relationship with Director or : None

**Executive Management** 

Contribution to the Company : - Managed and controlled the Company's operations in accordance with

corporate strategies

- Performed duties as assigned by the Board and/or Shareholders' resolutions

Meeting Attendance in 2019 : Board of Directors Meeting 11 of 12 meetings

Annual General Meeting 1 of 1 meeting



#### Definitions of Independent Directors are according to the definition of Capital Market Supervisory Board Enclosure 4

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

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



(8) not operate any business which has the same nature as and is in significant competition with the business of the Company or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares not exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary; 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 of 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.



Note:

## Enclosure 5

		Proxy Form A	อากรแสตมป์
		4 4	20 บาท
			Duty Stamp
			Baht 20
		เขียนที่	Year
(1) ข้าพเ	ล้ำ		
I/We			
สัญชาติ	อยู่บ้านเล	ขที่	
Nationali	ty Residing	g at No.	
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	,	,	,
	nolder of Ocean Glass Plc., holding a tota สียงลงละบบบได้เพ่วกับ		shares(s), เสียงคัววิ
	กg rights to vote equivalent to		ie details of which are as follows:
	หุ้นสามัญหุ้น		
	ordinary share for share(s),	· · · · · · · · · · · · · · · · ·	
	หุ้นบุริมสิทธิหุ้น		
	preferred share for share(s),	having voting rights equivalent to vo	te(s)
ไรดกาเครื่องหมาย	(3) ขอมอบฉันทะให้		
น้าผู้รับมอบฉันทะ	3.1		อายุี่
เพียงชื่อเดียว	hereby authorize		age
61101110110101	อยู่บ้านเลขที่		
Please mark a	residing at		
sign in front of	<u>_</u>		
only one proxy name		ป์ (กรรมการอิสระ) อายุ 59 ปี อยู่บ้านเลขที่ 7 ซอยแยกซอยสามร์	มิตร ถนนสุขุมวิท 16 แขวงคลองเตย
Hame	เขตคลองเตย กรุงเทพมหานคร		
		rk (Independent Director), 59 years old, residing at 7, Soi Yak	Soi Sammitr, Sukhumvit 16 Road
	Klongtoey, Bangkok		
		ع م م م م م م م م م م م م م م م م م م م	a
		, ,	,
		dependent Director), 54 years old, residing at 2 (20/53 Cha	in Road, Chong Nonsi, Yannawa
	Bangkok		
	เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชมแ	ละออกเสียงลงคะแนนในการประชมสามัณผู้ถือห้นประจำปี 2563	. (ครั้งที่ 41) ในวันพธที่ 29 กรกฦาคม
	2563 เวลา 14.00 น.	વ જવા વ	, , , ,
	to be my representative to attend and	vote on my behalf at the Annual General Meeting of Shareh	olders for the year 2020 (No. 41)
	convened on Wednesday, July 29, 20	20 at 2.00 p.m.	
	مَا مِنْ الْمُعْمِينِ مِنْ مُعْمِينِ مِنْ مُعْمِينِ مُنْ مُعْمِينِ مُنْ مُعْمِينِ مُنْ مُعْمِينِ مُ	2001   2007   20	
	-	·	ied out by mysalf in all respects
	Any business camed on by the proxy	in the salu meeting shall be deemed as having been cam	ed out by mysell in all respects.
		Å	o
			•
		Signed	Proxy Grantor
		ลงชื่อ	ณ้รับ เบค เ <b>ด้</b> บท
		Signed	Proxy Holder
		Ü	•
หมายเหตุ	ุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอุบฉันทะให้ผู้	รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะ	แนน ไม่สามารถแบ่งแยกจำนวนหุ้เ
	้ ให้ผู้ร <sup>ั</sup> บมอบฉันทะหลายคนเพื่อแยกการล <sup>ึ</sup> ง	าคะแนนเสียงได้	

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.

41



			Enclosure 5
		Proxy Form B	อากรแสตมป์
			20 บาท
		เขียนที่	Duty Stamp
		Made at	Baht 20
		วันที่เดือน	i
		Date Month	Year
		Date Month	Теаг
(4) &	у <sub>-</sub>		
(1) ขาพเ I/We	จ้า		
	อยู่บ้านเลขที่		
Nationali	u u		
(2) เป็นผู้	ถือหุ้นของ บริษัท โอเชียนกลาส จำกัด (มหาชน) โด	ยถือหุ้นทั้งสิ้น รวม	หุ้น
A shareh	older of Ocean Glass Plc., holding a total num	ber of	shares(s),
u a v a a a i	เียงลงคะแนนได้เท่ากับ		เสียงถังนี้
	ทยาหาศรแนนเดเทากบ ng rights to vote equivalent to		เทยงดงน vote(s), the details of which are as follows:
ananavii	ig fights to vote equivalent to	· ·	voto(5), the details of willoff are as follows.
	หุ้นสามัญหุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
	ordinary share for share(s),	having voting rights equivalent to	vote(s)
	หุ้นบุริมสิทธิหุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
	preferred share for share(s),	having voting rights equivalent to	vote(s)
โปรดกาเครื่องหมาย	: (3) ขอมอบฉันทะให้		
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เพยงชอเดยว	1		3
Please mark a	residing at		
sign in front of	_		
only one proxy name		มการอิสระ) อายุ 59 ปี อยู่บ้านเลขที่ 7 ซอยแยก	าซอยสามมิตร ถนนสุขุมวิท 16 แขวงคลองเตย
	เขตคลองเตย กรุงเทพมหานคร		7 Co.: Vol. Co.: Committee Co.l.to. mar. # 10 Dood
	mr. Chaichawin Chareon-Rajapark (inde Klongtoey, Bangkok	ependent Director), 59 years old, residing at	7, SOLYAK SOLSAMMIR, SUKNUMVIL 16 ROAG,
	🗍 3 3 บายลัชพล โปษยาบบท์ (กรรมการคิ	สระ) อายุ 54 ปี อยู่บ้านเลขที่ 2120/53 ถนนจันทเ	ว์ แขกงซ่องบบทรี่ เขตยาบบาวากรงเทพมหาบคร
		ndent Director), 54 years old, residing at 212	•
	Bangkok	, , , , ,	, , ,
	เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออก	เสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประ	จำปี 2563 (ครั้งที่ 41) ในวันพุธที่ 29 กรกฎาคม
	2563 เวลา 14.00 น.	, - 1	,
	to be my representative to attend and vote or	n my behalf at the Annual General Meeting	of Shareholders for the year 2020 (No. 41),
	convenes on Wednesday, July 29, 2020 at 2	2.00 p.m.	
	(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสีย	บงลงคะแนนแทนข้าพเจ้าในการประชุมดังนี้	
	I hereby authorize the proxy to vote on	my behalf at this meeting as follows:	
	🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา	และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็น	สมควร
	(a) The proxy holder shall be entit	tled to consider and resolve in lieu of me ir	n all respects as deemed appropriate.
	🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะเ	แนนตามความประสงค์ของข้าพเจ้าดังนี้	
	(b) The proxy holder shall vote in	accordance with my wish as follows:	
	. , , , , ,	•	



วาร	ะที่ 1	พิจารณารับรองรายงานการ	รประชุมสามัญผู้ถือหุ้นประจำปี 2562	(ครั้งที่ 40) เมื่อวันที่ 25 เมษายน 2562
Age	nda 1	To certify the Minutes of the	e Annual General Meeting of Shareh	olders for the year 2019 (No.40) convened on April 25, 2019
		🗖 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
วาร	ะที่ 2	รับทราบรายงานผลการดำเ	นินงานของบริษัทสำหรับปี 2562	
Age	nda 2	To acknowledge the Comp	pany's operating performance for the	year 2019
		ไม่มีการออกเสียงลงมติในวาร	ะนี้ / Voting for this agenda is not rec	uired
วาร	ะที่ 3	พิจารณาอนุมัติงบแสดงฐาน	ะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ	และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562
Age	enda 3	To approve the statements	of financial position, the statements	of comprehensive income, and the auditor's report for the year ended
		December 31, 2019		
		🗖 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
วาร	ะที่ 4	พิจารณาอนุมัติจัดสรรกำไร	รสุทธิ งดจ่ายเงินปันผลประจำปี 2562	2 และรับทราบการจ่ายเงินปันผลระหว่างกาล
Age	nda 4	To approve the allocation of	of net profit, no dividend payment for	r the year 2019, and acknowledge the interim dividend payment
		🗖 เห็นด้วย / Approve	🔲 ไม่เห็นด้วย / Disapprove	🗆 งดออกเสียง / Abstain
			ระหว่างกาล / Acknowledge the inter มาวะนี้ / Voting for this agenda is not	
วาร	ะที่ 5	พิจารณาเลือกตั้งกรรมการ	บริษัทแทนกรรมการที่ครบกำหนดออ	กตามวาระ
Age	nda 5	To elect the directors to su	cceed those retiring by rotation	
		เลือกตั้งกรรมการทั้งชุด I To เ		
		☐ เห็นด้วย / Approve	🔲 ไม่เห็นด้วย / Disapprove	🗆 งดออกเสียง / Abstain
			í Í I To elect director individually as fo	
		5.1 นายวรกานต์ ชูโต I Mr. V	•	3.0.00
		□ เห็นด้วย / Approve	่ ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
		5.2 นายนภัทร อัสสกุล I Mr		_
		🗖 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🔲 งดออกเสียง / Abstain
			Jn I Miss Jariya Sangchaiya	
		🔲 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🔲 งดออกเสียง / Abstain
วาร	ะที่ 6	พิจารณากำหนดค่าตอบแห	ทนกรรมการ กรรมการตรวจสอบ แล	ะกรรมการสรรหาและพิจารณาค่าตอบแทนประจำปี 2563
Age	nda 6	To fix the remuneration of I	Directors, the Audit Committee memb	ers, and the Nomination and Remuneration Committee members for the
		year 2020	□ N I G V	
		🗖 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
วาร	ะที่ 7	พิจารณาแต่งตั้งผู้สอบบัญ	ชี และกำหนดค่าสอบบัญชีประจำปี 2	2563
Age	nda 7		nd fix the auditing fee for the year 20	
		🗖 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
วาร	ะที่ 8	พิจารณาอนุมัติแก้ไขเพิ่มเ	ติมข้อบังคับของบริษัทเรื่องการจัดปร	ระชุมผ่านสื่ออิเล็กทรอนิกส์
Age	nda 8		nt to the Company's Articles of Asso	ciation regarding Electronic Meeting
		🔲 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
วาร	ะที่ 9	พิจารณาอนุมัติแก้ไขเพิ่มเติ	มวัตถุประสงค์ของบริษัทและแก้ไขเปลื่	ยนแปลงหนังสือบริคณห์สนธิของบริษัท ข้อ 3. วัตถุประสงค์
Age	nda 9	To approve the amendmen	nt to the Company's Objectives and t	he Company's Memorandum of Association, Article 3 Objectives of the
		Company		
		🔲 เห็นด้วย / Approve	🗖 ไม่เห็นด้วย / Disapprove	🗖 งดออกเสียง / Abstain
(5)		વી ૧૫ ૫ લ	ଶ୍ୱାନ୍ୟ ମା ବ୍ୟୁ	ન લેંગ્રહ્યા . લું ધા ઇ ધાર્ગ
		· ·	,	มอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่
		เคะแนนเสียงของข้าพเจ้าในฐาน	-	
				n those mentioned above, and modification of any factual
in	formatic	n, proxy is allowed to consid	ler the agenda and execute my vote	s deemed appropriate.



(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลง มติในเรื่องใดนอกเหนือจากเรื่องที่ข้าพเจ้าระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะ มีสิทธิพิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ หลายคนเพื่อแยกการลงคะแนนเสียงได้
- 2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย
- กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่อง ใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)

#### 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.
- 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).



## Proxy Form C

## (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodian in Thailand only)

อากรแสตมป์
20 บาท
Duty Stamp

Baht 20

Enclosure 5

				เขียนที่			<u> </u>
				Made at			
				วันที่	เดือน	W.A	
				Date	Month	Year	
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I/We		ાષ્ટ્ર ન					
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Nationalit	•	Residing at					
6.0		Jฝากและดูแลหุ้น (Cu:	stodian) เห็กบ				
_	Custodian of	° ~	, y y				9,
							หุ้น
	shareholder of Ocean G						shares(s),
							เสียง ดังนี้
and havir	ng rights to vote equival		-1			vote(s), the details of wh	ich are as follows:
	หุ้นสามัญ	4				เสียง	
	ordinary share for s หุ้นบุริมสิทธิ			ng rights eqi		vote(s) เสียง	
	preferred share for sl	1		ng rights eq		vote(s)	
	(3) ขอมอบฉันทะให้	, , ,	J			, ,	
โปรดกาเครื่องหมาย	<b>3</b> .1					อายุ	ปี
หน้าผู้รับมอบฉันทะ	hereby authoriz	ze				a	ge
เพียงชื่อเดียว							
Please mark a	residing at						
sign in front of			กรรมการอิสระ) ฮ	อายุ 59 ปี อยุ	ู่บ้านเลขที่ 7 ซอ	ยแยกซอยสามมิตร ถนนสุ	ุขุมวิท 16 แขวงคลองเตย
only one proxy name	เขตคลองเตย กร	,	danandant Diract	earl EO voors	old reciding at 7	, Soi Yak Soi Sammitr, Sukh	um it 16 Dood Klanataev
	Bangkok	Спагеоп-Кајарагк (п	аерепаеті Бігесі	.or), 59 years	old, residing at 7,	, Soi tak Soi Sammii, Sukh	univit to Road, Klorigioey,
	_	a Sala raras no no 6 /a agair ag	مار میں میں 13 م	مامه المعادة	/=	น์ แขวงช่องนนทรี เขตยานนา	
			,			น แบงรายงนนทร เบตยานนา at 2120/53 Chan Road, (	,
	Bangkok	conayanonaa (mac	pondoni Birooto	71), 01 <b>y</b> our	ola, roolaling c	at 2120/00 Onan Houa,	onong Honor, Tamawa,
	เป็นผู้แทนของข้าพเจ้าเร็	มื่อเข้าร่าบประชบและเ	าคกเสียงลงคะแบบ	เใงเการงไร≃สง	เสาบักเย้ก็คห้บปร	า~ลำปี 2563 (ครั้งที่ 41) ในก	ันพุธที่ 29 กรกฎาคม 2563 
	เวลา 14.00 น.	1001 10 00 D 00 1 00 00 00 C	1011001 D 401 141 15 00 NO N	0 0 00 1 1 1 1 1 1 1 0 0 1 d a	144 P. M. 11 P. M. 14 P. 1	12 ( 111 2000 ( 111 ( 11 + 1 ) 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1811 20 Harrig 1718 2000
	to be my representat	ive to attend and vo	ote on my behalf	at the Annu	ual General Mee	eting of Shareholders for	the year 2020 (No. 41),
	convenes on Wednes	day, July 29, 2020 a	t 2.00 p.m.				
	(4) จำนวนคะแนนเสียง	ที่ข้าพเจ้าได้มอบฉันทะ	ะให้ผู้รับมอบฉันทะ	ในการเข้าร่วม	เประชุม และออก	เสียงลงคะแนนในครั้งนี้ ดังนี้	Ĭ
	Details of the num	ber of votes which I	authorize the pro	xy to attend	the meeting and	d vote are as follows:	
	🔲 เท่ากับจำน	วนหุ้นทั้งสิ้นที่ข้าพเจ้าถื	เอและมีสิทธิออกเล	สียงลงคะแนน	ได้ตามข้อ (2)		
	Equivalent	to the total number	of shares I am ho	olding and e	ntitled to vote in	accordance with (2)	
	🔲 บางส่วน คื	ื่อ 🗖 หุ้นสามัญ	หุ้น	และ	มีสิทธิออกเสียงล <sub></sub>	งคะแนนได้เสียง	1
	Only partia	ally; Ordinary share f	or shares, h	naving voting	rights equivaler	nt to vote(s)	
	รวมสิทธิออ	เกเสียงลงคะแนนทั้งหม	JØ		สียง		
	Total votin	g rights for	vot	te(s)			



(5)	I hereby authorize the prox:  (n) ให้ผู้รับมอบฉันทะมีสื (a) The proxy holder s (ข) ให้ผู้รับมอบฉันทะออ	เฉ็นทะออกเสียงลงคะแนนแทนซ้าพเจ้าในก y to vote on my behalf at this meeting เทธิพิจารณาและลงมติแทนซ้าพเจ้าได้ทุก hall be entitled to consider and reso กเสียงลงคะแนนตามความประสงค์ของ hall vote in accordance with my wish	g as follows: าประการตามที่เห็นสมควร Ive in lieu of me in all respects as deemed appropriate. ข้าพเจ้า ดังนี้
วาระที่ 1			(ครั้งที่ 40) เมื่อวันที่ 25 เมษายน 2562
Agenda 1			olders for the year 2019 (No.40) convened on April 25, 2019  วงดออกเสียง / Abstain
วาระที่ 2 Agenda 2	To acknowledge the Comp	<b>นินงานของบริษัทสำหรับปี 2562</b> any's operating performance for the ะนี้ / Voting for this agenda is not req	
<b>วาระที่ 3</b> Agenda 3		,	และรายงานผู้สอบบัญชีรับอนุญาต สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562 of comprehensive income, and the auditor's report for the year ended
<b>วาระที่ 4</b> Agenda 4	พิจารณาอนุมัติจัดสรรกำไร To approve the allocation o  เห็นด้วย / Approve รับทราบการจ่ายเงินปันผล	ร <sub>์</sub> สุทธิ งดจ่ายเงินปันผลประจำปี 2562	? และรับทราบการจ่ายเงินปันผลระหว่างกาล the year 2019, and acknowledge the interim dividend payment ☐ งดออกเลียง / Abstain  im dividend payment
<b>วาระที่ 5</b> Agenda 5	To elect the directors to su เลือกตั้งกรรมการทั้งชุด I To o เห็นด้วย / Approve	บร <b>ิษัทแทนกรรมการที่ครบกำหนดออ</b> cceed those retiring by rotation elect the entire directors ☐ ไม่เห็นด้วย / Disapprove . I To elect director individually as fo	🗖 งดออกเสียง / Abstain
	5.1 นายวรกานต์ ซูโต I Mr. V □ เห็นด้วย / Approve	•	🗖 งดออกเสียง / Abstain
	<ul> <li>5.2 นายนภัทร ชัสสกุล I Mr</li> <li>□ เห็นด้วย / Approve</li> <li>5.3 นางสาวจริยา แสงไชยถู</li> <li>□ เห็นด้วย / Approve</li> </ul>	. Naputt Assakul	□ งดออกเสียง / Abstain □ งดออกเสียง / Abstain
วาระที่ 6 Agenda 6	To fix the remuneration of E	Directors, the Audit Committee memb	ะกรรมการสรรหาและพิจารณาค่าตอบแทนประจำปี 2563 ers, and the Nomination and Remuneration Committee members for the
<b>วาระที่ 7</b> Agenda 7	•	□ ไม่เห็นด้วย / Disapprove ชี และกำหนดค่าสอบบัญชีประจำปี 2 d fix the auditing fee for the year 202 □ ไม่เห็นด้วย / Disapprove	
วาระที่ 8 Agenda 8	,	ต <b>ิมข้อบังคับของบริษัทเรื่องการจัดปร</b> nt to the Company's Articles of Asso ☐ ไม่เห็นด้วย / Disapprove	ะชุมผ่านสื่ออิเล็กทรอนิกส์ ciation regarding Electronic Meeting งดออกเสียง / Abstain
<b>วาระที่ 9</b> Agenda 9	พิจารณาอนุมัติแก้ไขเพิ่มเติ	มวัตถุประสงค์ของบริษัทและแก้ไขเปลี่	ยนแปลงหนังสือบริคณห์สนธิของบริษัท ข้อ 3. วัตถุประสงค์ he Company's Memorandum of Association, Article 3 Objectives of the



(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ข้าพเจ้าระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบจันทะมีสิทธิ พิจารณาลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบจันทะได้กระทำไปในการประชุมนั้นให้ถือเสมือนว่าข้าพเจ้าได้ทำเองทุกประการ

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) ในประเทศไทยเป็น ผู้รับฝากและดูแลหุ้นให้เท่านั้น
- 2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะมีดังต่อไปนี้
  - ก. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบจันทะแทน
  - ข. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
- 3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ หลายคนเพื่อแยกการลงคะแนนเสียงได้
- 4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย
- 5. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใดเช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการ เรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (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 authorized 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).





## Annex attached to the Proxy

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 (ครั้งที่ 41) ในวันพุธที่ 29 กรกฎาคม 2563 เวลา 14.00 น. at the Annual General Meeting of Shareholders for the year 2020 (No. 41) to be held on Wednesday, July 29, 2020 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	
ข้าพเจ้าขอรับเ	รองว่ารายการในใบประจำต่อแบ	บหนังสือมอบฉันทะถูกต้องบริบูรณ์เ	และเป็นความจริงทุกประการ	
hereby cer	tify that all details in the Ani	nex attached to the proxy are	true and correct.	
			ลงชื่อ	ผู้มอบฉันทะ
			Signed	Proxy Granto
			ลงชื่อ	ผู้รับมอบฉันทร
			Signed	Proxy Holder



#### Profiles of independent director who was proposed to be proxy holder

Mr. Chatchawin Charoen-Rajapark

Current Positions : Independent Director

Chairman of the Nomination and Remuneration

Committee

Audit Committee Member

Age : 59 year

Nationality : Thai

Address : No. 7, Soi Yak Soi Sammitr, Sukhumvit 16 Road, Klongtoey, Bangkok

Education : - Ph.D in Management

- Master's Degree in Management

- Bachelor's Degree in Electrical Engineering

Massachusetts Institute of Technology (MIT.), U.S.A.

Director Training : - Role of the Compensation Committee (RCC 7/2008)

- Audit Committee Program (ACP 19/2007)

- Director Certification Program (DCP 88/2007)

- Director Accreditation Program (DAP 52/2006)

Thai Institute of Directors

Proportion of Shareholding in the Company (%) : None

First Appointment Date : April 19, 2005

Year of Directorship : 15 years

Positions in Other Listed Companies : 2014 – Present Chairman of the Executive Committee

Eastern Star Real Estate Public Company Limited

Enclosure 6

2009 – 2018 Independent Director

Chairman of the Audit Committee

Member of the Nomination and Compensation

Committee

Member of the Strategy and Policy Committee

Thai Insurance Public Company Limited

Positions in Non-Listed Companies : 1998 – Present Managing Director

President Hotel and Tower Co., Ltd.

Positions in Rival Companies and/or : None

Connected Business That May Cause Conflict

of Interest

Illegal Activities During the Last 10 Years : None
Relationships with Other Directors or Executives : None

The director has conflict of interest on Agenda 6: To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2020



#### Profiles of independent director who was proposed to be proxy holder

Name – Surname : Mr. Tatchapol Poshyanonda

Current Positions : Independent Director

Audit Committee Member

Age : 54 years

Nationality : Thai

Address : No. 2120/53 Chan Road, Chong Nonsi,

Yannawa, Bangkok

Education : - Ph.D. in Engineering Management

- Master's Degree in Engineering Management

University of Missouri-Rolla, U.S.A.

- Master's Degree in Industrial Management

Central Missouri State University, U.S.A.

- Bachelor's Degree in Chemical Engineering,

Chulalongkorn University

Director Training : - Director Certification Program (DCP120/2009)

- Director Accreditation Program (DAP 68/2008)

Thai Institute of Directors

Proportion of Shareholding in the : None

Company (%)

First Appointment Date : February 22, 2005

Year of Directorship : 15 years

Positions in Other Listed Companies : None

Positions in Non-Listed Companies : 2020 – Present Country Director (Thailand and Indochina)

Palo Alto Networks

2019 - Present Board Members, Corporate Strategy

Digital Government Development Agency (Public Organization)

2019 - Present Working Members

- EEC investment committee (Smart Electronics, Robotics, and Digital)

- Digital Government committee, under Office of the Civil Service Commission

(OCSC)

None

Positions in Rival Companies and/or

Connected Business That May Cause

Conflict of Interest

Illegal Activities During the Last 10 Years : None

Relationships with Other Directors or : N

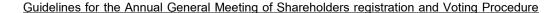
None

Executives

The director has conflict of interest on Agenda 6: To fix the remuneration of Directors, the Audit Committee members, and the Nomination and Remuneration Committee members for the year 2020







Enclosure 7



#### 1. Registration

■ The shareholders or proxies can register and present supported documents at the registration area at Theater Room, 3rd Floor, Double Tree by Hilton Sukhumvit Hotel, No. 18/1 Soi Sukhumvit 26, Klongton, Klongtoey, Bangkok 10110, the registration will be starting from 12.00 p.m. on July 29, 2020.

#### 2. Attendance of Meeting in Person

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

#### 3. Appointment of Proxy

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

#### Supporting Documents for the Appointment of Proxy

#### 3.1 Individual shareholder

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

## 3.2 juristic person shareholder

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



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

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

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

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

## Voting Procedure

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

## Votes Counting Rule

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





#### The Company's Articles of Association relating to the Annual General Meeting of Shareholders

- 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 as deems appropriate.
- Article 32 In summoning a meeting of the board of directors, the chairman of the board or the person entrusted shall send a written notice summoning a meeting to directors not less than 7 days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.
- Article 33 The board of directors shall arrange for an annual ordinary meeting of shareholders within 4 months from the last day of the fiscal year of the Company. The agendas of annual meeting shall be as follows:
  - (1) To consider annual report of the board of directors;
  - (2) To consider and approve the balance sheet and statement of profit and loss of the Company;
  - (3) To consider the appropriation of profit;

- (4) To consider the election of directors to replace those retiring by rotation;
- (5) To consider the appointment of the Company's auditor and to determine the auditor's remuneration;
- (6) Other matters (if any).

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

Article 34 In calling a meeting of shareholders, the board of directors shall send notices for the meeting specifying the venue, date, time, agendas of the meeting, as well as the subject matters to be submitted to the meeting together with the appropriate details, by clearly specifying whether the proposed matters will be for information, for approval or for consideration, as the



case may be, including the opinions of the board of directors in such matters, and shall send notices to the shareholders and the registrar no less than 7 days before the date of the meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

The venue of the meeting of shareholders shall be within the area where the head office is located or in other places as the board of directors deems appropriate.

Article 35 In a meeting of shareholders, shareholders may authorize other persons, who become sui juris, as a proxy to attend and vote at a meeting on their behalf.

The proxy form shall be made in accordance with the form prescribed by the registrar. The proxy form shall be submitted to the chairman of the board or to the person designated by the chairman of the board prior to the proxy attending the meeting.

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

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

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



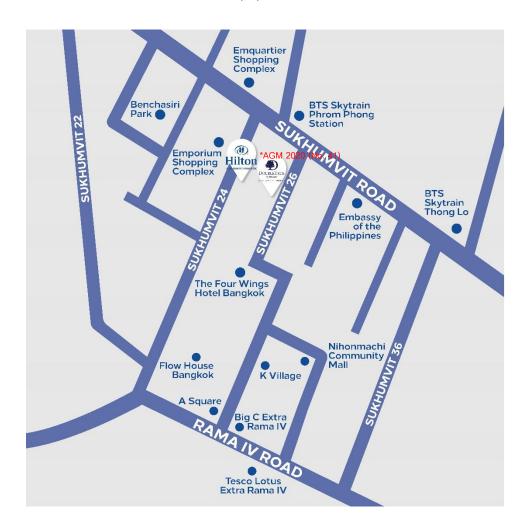
- (3) Voting shall be made openly, unless at least 5 shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be stipulated by the chairman of the meeting.
- Article 40 Unless otherwise prescribed by these Articles, a resolution of the meeting of shareholders 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:
  - Copies of the balance sheet and the statement of profit and loss duly examined by the auditor together with the auditor's report;
  - (2) The annual report of the board of directors.
- Article 45 No dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. The board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders. Payment of dividend shall be made within 1 month from the date of the meeting of shareholders or of the resolution of the board of directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also be published in a newspaper.
- Article 46 The Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund attains an amount not less than ten percent of the registered capital.



## Meeting venue of the Annual General Meeting of Shareholders for the year 2020 (No. 41)

At Theater Room, 3rd Floor, Double Tree by Hilton Sukhumvit Hotel, 18/1 Soi Sukhumvit 26, Klongton, Klongtoey, Bangkok 10110 Tel (02) 649-6666



## \*\*Note\*\*

The meeting venue of the Annual General Meeting of Shareholders for the year 2020 (No.41) has been **changed** from previous year.

Previous Year Pullman Bangkok Grand Sukhumvit

Current Year Double Tree by Hilton Sukhumvit Hotel



## 2019 Annual Report Requisition Form

Please return the form by;

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



## <u>แบบสอบถามสุขภาพ</u>

# การประชุมสามัญผู้ถือหุ้นประจำปี 2563 (ครั้งที่ 41)

Health Questionnaire Form for the Annual General Meeting of Shareholders for the year 2020 (No. 41)

ชื่อ-นาม	เสกุล	. 🗖 ผู้ถือหุ้น	🗖 ผู้รับมอบฉันทะ	🗖 อื่นๆ (โปรดระบุ)	
Name – Surname		Shareholder	Proxy	Other (Please specify)	
หมายเล Phone	าขโทรศัพท์ No.				
	งลา 14   วัน ท่าน บุคคลในครอบครัว บุคคลใกล้ชิด มีกิจกรรมอย่ ast 14 days, do you or your family member, close contact h				
1.	มีการเดินทางไป หรือ กลับ จากประเทศ หรือ จังหวัด เขต สถา Travelled to/from counties, provinces, area, place with ( ใช่ (โปรดระบุสถานที่) / Yes (please specify) ไม่ใช่ / No	COVID-19 outbrea	ak		
2.	สัมผัสกับผู้ป่วยที่ติดเชื้อไวรัส COVID-19 Contacted with COVID-19 infected patient ☐ ใช่ / Yes ☐ ไม่ใช่ / No				
	การป่วยดังต่อไปนี้หรือไม่ ave any following symptoms?				
3.	มีไข้สูง (มีอุณหภูมิสูงกว่า 37.5 องศา) ปวดศีรษะ ไอ จาม มีน้ำ Having a fever over 37.5 degrees Celsius, headache, co นี ใช่ / Yes นี่ไม่ใช่ / No	40		nell, difficulty breathing	
- จะทำลา	เบบสอบถามฉบับนี้จะใช้เพื่อวัตถุประสงค์ในการป้องกันความเสี่ย ยเอกสารเมื่อครบกำหนด 30 วัน (เว้นแต่กรณีที่มีความจำเ irus 19 ("COVID-19"). The Company will dispose this ques	ป็น) / This questio	onnaire will be used fo	or the purpose of preventing the spre	บริษัท ead of
	ข้าพเจ้าขอรับรองว่า ข้อมูลข้างต้นถูกต้อง เป็นจริง / I	hereby certify tha	t the above information	on is true and accurate.	
ผู้ให้ข้อ	រ្នូត / Information Provider	สำหรับเจ้าหน	ม้าที่ / Officer Only		
		🗖 ไม่พบคว	ามเสี่ยง สามารถเข้าบริ	เวณที่จัดประชุม	
		No risk f	ound, allow to enter i	nto the meeting area	
		🗖 พบความ	เสี่ยง ไม่สามารถเข้าบริ	เวณที่จัดประชุม	
		Risk four	nd, not allow to enter	into the meeting area	
ลงชื่อ		ลงชื่อ			
Signed		Signed			