

O.C.C. Public Company Limited
Documents for 19th Annual General Meeting
for the Year 2013
on Tuesday, April 23, 2013 at 10.00 am

at the Chao Praya 2 Room, Montien Riverside Hotel
No. 372 Rama 3 Road, Kwaeng Bangklo
Khet Bangkoleam, Bangkok 10120

Please bring the Registration Form with barcode
on the meeting day for your convenience

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(Translation)

No. Gor. Mor. 12/2013

March 25, 2013

Dear Shareholders of O.C.C. Public Company Limited

Invitation to 19th Annual General Meeting

Enclosure:

1. Copy of 18th AGM Minutes
2. Annual Report 2012 including the financial statements ended December 31, 2012
3. Definition of “Independent Director”
4. Information of Independent Directors proposed to be shareholders’ proxies
5. Details of documents and evidence required to present before attendance
6. Proxy Forms
7. Curriculum Vitae of the existing Directors nominated to be re-appointed for another term
8. Supplement for considering Directors’ remuneration
9. Information of Auditor and its audit fees
10. Supplement for Considering approval of amendment to clause 3 of the memorandum of association (Company Objectives No. 33)
11. Articles of Association related to shareholders meeting
12. Procedure of the meeting attendance
13. Requisition Form for printed Annual Report
14. Map of AGM venue
15. Registration Form

The Company’s Board of Directors has called for 19th AGM to be held on Tuesday, April 23, 2013 at 10.00 a.m. at the Chao Praya 2 Room, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangkok, Khet Bangkokleam, Bangkok 10120 in order to consider the following agendas:

Agenda 1 Considering acceptance of the minutes of 18th AGM of O.C.C. Public Company Limited on Tuesday, April 24, 2012

Board’s Comments: The 18th AGM was held on Tuesday, April 24, 2012 to which its minutes was duly prepared within 14 days and submitted to the Stock Exchange of Thailand. It was posted on Company website www.occ.co.th for shareholders to review its correctness. It was also submitted to Department of Business Development, Ministry of Commerce in due course. Details as described in enclosure No. 1.

The Board of Directors had already considered that the minutes were correct and complete corresponding to the shareholders’ resolutions. Therefore, it should be recommended to this AGM for considering certifying.

Agenda 2 Acknowledgement of Company’s operational performance during the past year

Board’s Comments: The business operation results in the past year were summarized and published in printed Annual Report 2012. It was also recorded in CD format to which a copy is enclosed herewith as well as posted on Company website www.occ.co.th. The Annual Report is carried out with correctness, completeness, and corresponding with SEC & SET regulations. Therefore, it should be recommended to this AGM for acknowledgment. Details as described in enclosure No. 2.

Agenda 3 Considering approval of Company’s financial statements as of December 31, 2012

Board’s Comments: The mentioned financial statements are prepared in accordance with the Accounting Standards and Generally Accepted Accounting Practice. They were audited and certified by public certified accountants, and agreed by the Audit Committee. Therefore, it should be recommended to this AGM for considering approval. The Key figures are summarized below:

- Total Assets	993,370,827.00 Baht
- Total Liabilities	337,863,332.00 Baht
- Total Revenue	1,624,201,000.00 Baht
- Net Profit	105,734,397.00 Baht
- Profit per share	1.76 Baht

Details of the financial statements 2012 are described in enclosure No. 2.

Agenda 4 Considering allocation of profit and dividend payment

Board's Comments: The Company has policy to pay dividends regularly by considering mainly to its performance and economic situation. The Company has a resolute intention to maintain the rate of dividend payment to the shareholder at not less than 0.30 Baht (thirty Stangs) per share or equal to 30% of par value.

For performance in fiscal year 2012, the Company had net profit amounted to 105,734,397.00 Baht. Therefore, it should be recommended to this AGM to consider approval of dividend payment at 0.80 Baht (Eighty Stangs) per share for all Company's shareholders totaling 60,000,000 shares amounted to 48 million Baht. It represents 45.40% of the total net profit. The list of shareholders having rights to receive dividends will be fixed on May 7, 2013 and will be collected under Section 225 of Securities and Exchange Act by closing the shareholding registration on May 8, 2013. The dividends are scheduled to be paid on May 20, 2013. A comparison of dividend ratios in the past 4 years follows:

Year	2011	2010	2009	2008
Net Profit (Baht)	99,948,108.00	76,714,455.00	72,548,709.00	61,956,251.00
Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.70	0.60	0.55	0.50
Total Amount (Baht)	42,000,000.00	36,000,000.00	33,000,000.00	30,000,000.00
% Net Profit	42.02%	46.93%	45.49%	48.42%

Agenda 5 Considering election of Directors to replace those rotating retired

Board's Comments: According to the Company's regulation article No 22, one-third of the total Directors must retire every AGM. If it cannot be divided into three parts exactly, the nearest to one-third is applicable. Those Directors can be re-elected. In this AGM, there are 3 Directors who will retire namely as follows:

1. Mrs. Teerada Ambhanwong
2. Mrs. Tipaporn Chokwatana
3. Mr. Kriangsak Sripaisarn

Mr. Kriangsak Sripaisarn ended the directorship of this term and proposed not to be re-elected. The ending of his directorship term will be effective after AGM of April 23, 2013. The Nomination Committee had considered replacement for the vacancies individually, in order to propose to the Board for further consideration and recommendation, as its concern to Nomination Committee whose term ended this round namely Mrs. Teerada Ambhanwong did not participate in voting for herself. She got out of the meeting room when reaching consideration of her name

At the 2/2013 Board of Directors meeting on March 7, 2013 excluding those concerned considered widely and agreed to the Nomination Committee's approach. The persons who were nominated for electing to replace the above 3 directors whose term ended. Two existing Directors were nominated, namely Mrs, Teera Ambhanwong and Mrs Tipaporn Chokwatana. A person named Mr. Wanchai Umpungart was nominated as the new director who has independent directorship. As all nominated persons were carefully considered as individuals for the appropriated qualifications as experiences in many profession fields, leadership, vision, independent thinking and successful record in business.

The Board of Director agree to nominate all 3 persons to be elected as board of director members at 19th AGM (Information of existing and new Directors proposed for election at this AGM is described in enclosure No. 7)

The Company had provided shareholders' rights to propose agenda and candidates for election as Company Director between December 1, 2012 and December 30, 2012. Information of the granted rights has been published on SET website www.set.or.th and Company website www.occ.co.th. Shareholder qualifications along with methods and procedures of the Board's consideration were well defined. Since there is no intention received from any shareholder to exercise the mentioned right, therefore, no additional agenda is to be added for this AGM

Agenda 6 Considering setting Director Remuneration

Board's Comments: According to the Company's regulation article 33, it is not allowed to give any money or property to Directors except remuneration applicable to their usual rights and benefits under the position of Company Directors, excluding wages or fringe benefits received as Company's employees. In year 2012, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,037,000.00 Baht was actually paid. It has been summarized individually in the Annual Report under Directors' Remuneration section.

As proposed by the Remuneration Committee, the Board of Directors had agreed respectively in considering the adequate remuneration to the Boards of directors for the year 2013. by comparing companies having similar business and scale corresponding to knowledge, capability and Company performance. It is agreed to keep the same limit of not exceeding 6 million Baht in year 2013. Information as described in enclosure No. 8.

Agenda 7 Considering appointment of Auditor and setting its audit fees

Board's Comments:

The Audit Committee and the Board of Directors agreed to appoint Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 or Ms. Napaporn Sathitthammaporn CPA registration No. 7494 or Mr. Charoen Phosamritlert, CPA registration No. 4068 or Ms. Orawan Sirirattanawong, CPA registration No. 3757 or Mr. Winid Silamongkol, CPA registration No. 3378 of KPMG Phoomchai Audit Ltd. to be Company's External Auditor, being its 3rd year and set the 2013 audit fees at the total amount of 660,000 Baht. Details are described in enclosure No. 9.

Article 8 Consider approval of amendment to clause 3 of the memorandum of association (Company Objectives No. 33)

Board's Comments:

For clarity and covering the transaction in accordance with the objectives of the company. Thus, the Board proposed to the shareholders' meeting for approval of the amendments of the Memorandum of Association, article No 3 as the Company's objectives of Clause 33. Information as described in enclosure No.10.

Article 9 Considering other matters (if any)

The Board of Directors would like to invite shareholders to attend the AGM on date, at time and the venue as described above. In case you cannot attend it by yourself and have intention to assign other person to do it for you. Please use the attached Proxy Form or download Proxy Form A, or B, or C (Form C is specifically for foreign investors appointing local custodians to keep and safeguard their shares) from Company website www.occ.co.th, or Forms designated by Ministry of Commerce. Please choose only one among the mentioned forms. If you wish to get more information or clarify any issue of the proposed agenda, please contact Mrs. Choophan Imthong, Company Secretary , Tel: 02-295-4545 ext. 433 or E-mail: law@occ.co.th Fas: 02-295-0411. Please kindly inform your details as name, address, telephone number, and E-mail (If any) for further

contact information. The Company Secretary will compile the questions submit to the Managing Director and Chief Executive Officer for consideration the answers of the questions at the AGM.

For shareholders who have intentions to grant the Audit Committee Directors to be their proxies in this AGM, we would like to inform you their names as: Mrs. Oradee Rungruangroj Mrs. Watchanee Watanathawanwong and Mr. Kriangsak Sripaisal. (Details as described in enclosure No. 5.)

All shareholders can register for meeting attendance at the mentioned venue from 8.00 am onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn
Chairperson

Choophan Imthong
Company Secretary

18th AGM Minutes
Held on Tuesday, April 24, 2012

The 18th Annual General Meeting of O.C.C. Public Company Limited was held at the Chao Praya 1 Room of Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkolaem, Bangkok.

The Record Date for shareholders having rights to attend 18th AGM was March 22, 2012 and the name collection date under Section 225 of Securities and Exchange Act by closing the shareholding registration was March 23, 2012. There were totally 429 shareholders holding altogether 60,000,000 shares.

The Meeting date was on Tuesday, April 24, 2012. The total number of shareholders and proxies attended it was 49 persons being 72 holders. Their holding shares counted up to totally 47,243,765 shares, representing 78.74% considered complete for meeting proceeding.

The Company's Board of Directors consisted of 9 Directors. They all fully attended this AGM, namely as follows:

- | | | |
|-------------------|------------------|--|
| 1. Mrs. Kanchana | Saisiriporn | Chairperson |
| 2. Mr. Somsak | Dhanasarnsilp | Vice Chairperson |
| 3. Mrs. Teerada | Ambhanwong | Managing Director and CEO |
| 4. Mr. Manu | Leelanuwatana | Chairperson of Nomination Committee
Chairperson of Remuneration Committee |
| 5. Mr. Chailert | Manoonphol | Director |
| 6. Mrs. Tipaporn | Chokwatana | Director |
| 7. Mrs. Oradee | Rungruangroj | Chairperson of Audit Committee |
| 8. Mrs. Watchanee | Watanathawanwong | Audit Committee Director |
| 9. Mr. Kriangsak | Sripisal | Audit Committee Director |

The Meeting began at 14.00 pm.

Mrs. Kanchana Saisiriporn, the Chairperson chaired the Meeting. She addressed opening the AGM and thanks to all shareholders for attending the Meeting.

Before proceeding of the Meeting, the Chairperson introduced the Company's Board of Directors individually, and the Company Auditor, Mr. Bunyarit Thanormcharoen from KPMG Phoomchai Audit Limited who also attended this Meeting and would observe this vote counting as well. She also introduced members of the Executive Committee having Mrs. Teerada Ambhanwong positioned as CEO namely as follows:

- | | | |
|------------------|------------------|--|
| 1. Mrs. Chantra | Tangtanasingkarn | Director of Accounting-Finance Division |
| 2. Mr. Prakit | Choonhasomboon | Director of Managing Director Office |
| 3. Miss Rattana | Wonglertwit | Director of Office Administration Division |
| 4. Miss Siriporn | Tangtanasingkarn | Director of Cosmetics Marketing Division |

The Chairperson informed the Meeting to acknowledge voting procedures at this Meeting. It would follow the Company Regulation article 43 on a 1 share 1 vote basis. Voting would be conducted openly. Counting would only be done for shareholders voted disapproval or abstention. Thereafter it would be deducted from the total votes of eligible shareholders attending at the Meeting. Then the rest would be considered as approval for each agenda. Any shareholder would vote disapproval or abstention, a piece of ballot paper would be provided for making a mark in front of the word Disapproved or Abstained and signing name on it before returning for counting and keeping on file. Except for Agenda 5 Director Election, shareholders had already received ballot papers in advance while registering before entering the Meeting Room. They should be returned at the time of voting that agenda.

For Company Directors who are also shareholders, they would vote approval in line with the Board's recommendation for every agenda. In case shareholders granted any Directors to be their proxies, voting would be followed as specified in the Proxy Forms.

Thereafter, the Chairperson handed the next meeting agenda over to the Company Secretary and Mrs. Teerada Ambhanwong, Managing Director and CEO to proceed.

Agenda 1: Considering acceptance of 17th AGM Minutes held on Tuesday, April 26, 2011

Mrs. Teerada Ambhanwong, Managing Director and CEO informed that the Company had mailed a copy of 17th AGM Minutes held on Tuesday 26, 2011 to every shareholder in advance together with the invitation letter for attending this meeting. The Board had an opinion that the minutes were recorded correctly and completely in accordance with the meeting mandates. If there was no question or any amendment, it was kindly requested to consider acceptance.

The Meeting considered and unanimously voted acceptance of the mentioned Minutes.

During this Agenda, there were 2 more shareholders attended the Meeting, holding 2,500,790 shares representing 4.17%. The actual shareholders attended the Meeting at the present time were totally 51 persons, being 74 accounts holding altogether 49,744,555 shares, representing 82.91% of the total shares.

Agenda 2: Acknowledging the Company business operation results in the past year

Mrs. Teerada Ambhanwong, Managing Director and CEO informed the Meeting that the Company operation results during the fiscal year 2011 were published in printed 2011 Annual Report and in CD format of which a copy was sent to each shareholder in advance together with this meeting invitation letter.

There was no shareholder having any doubt or inquiry.

The Meeting duly acknowledged the Company business operation results during the fiscal year 2011. Since this agenda was just for acknowledgement and no voting was needed, therefore it should move ahead to consider Agenda 3.

Agenda 3: Considering approval of the financial statements ended December 31, 2011

Mrs. Teerada Ambhanwong, Managing Director and CEO requested the Meeting to consider approval of the Company's financial statements ended December 31, 2011 which were prepared in accordance with the Accounting Standards and Generally Accepted Accounting Practices. They were audited and certified by public certified accountants, and agreed by the Audit Committee. The Company published them in printed 2011 Annual Report and in CD format of which a copy had already been forwarded to shareholders in advance together with this meeting invitation letter.

During this Agenda, Mr. Anupoj Panapornsirikul, proxy from Thai Investors Association raised the following enquiries:

1. Guidelines on managing the increased inventory
 - The Managing Director and CEO explained that the increased inventory resulted from preparation for sales expansion to which have being increased and its present level is considered appropriate.
2. Increased liabilities for employee benefits
 - The Managing Director and CEO explained that accruals for liabilities for employee benefits have been complied with the Standard Accounting Standard No. 19. They must be booked from the beginning of employment till retirement on actuarial basis. The Company chose to adjust the total affected amount from this change to the beginning retained earnings for fiscal year 2011. Therefore, it did not have any

impact on operational results in the past year. Shareholder could consider its details in 2011 Annual Report pages 79, 92 and 93.

3. Any impact from 2011 flooding
 - The Managing Director and CEO informed that the Company did not have any direct impact but had some effects indirectly. Since we have diversified into various sales channels and quick reacted by focusing dry areas instead, resulted in better performance than the past year.

Thereafter, the Meeting considered and unanimously voted approval of the Company's financial statements ended December 31, 2011.

Agenda 4: Considering approval of profit allocation and dividend payment

Mrs. Teerada Ambhanwong, Managing Director and CEO informed the Meeting that during the year 2011 the Company had a net profit of 99,948,108.00 Baht (ninety-nine million nine hundred forty-eight thousand one hundred and eight Baht only).

The Company had already fulfilled the legal 10% reserve of its registered capital.

The Board would recommend the shareholders to allocate profit for dividend payment to 60 million shareholders at 0.70 Baht (seventy stang) per share totally amounted to 42 million Baht. The eligible shareholders will be those having names on the Record Date of May 8, 2012 and will be collected under Section 225 of Securities and Exchange Act by closing the shareholding registration on May 9, 2012. It would be scheduled to pay on May 21, 2012. Comparison of net profits and dividend rates in the past 4 years was published in this meeting invitation letter which was forwarded to shareholders for advance consideration.

The Meeting considered and unanimously voted approval to pay dividend at 0.70 Baht per share (seventy stang) as the Board recommended.

Agenda 5: Considering election of Directors to replace those revolving retired

Mrs. Teerada Ambhanwong, Managing Director and CEO informed the Meeting that the present Board registered at the Ministry of Commerce consisted of 9 Directors. According to the Company's regulation Article 21, one-third of the total directors must retire in every AGM. In case of the total directors cannot be divided into three parts exactly, the nearest to one-third is applicable. Those retired directors may be re-elected.

In this AGM, there were 3 Directors who would retire, namely as follows:

1. Mr. Somsak Dhanasarnsilp
2. Mr. Chailert Manoonphol
3. Mrs. Oradee Rungruangroj

In search of candidates for those retired, the Nomination Committee had considered individually. Its beneficial member who retired on this agenda, Mrs. Oradee Rungruangroj did not participate in voting for herself. She left the meeting room when reaching consideration of her name. The Nomination Committee had proposed the Board of Directors to consider and recommend the AGM to re-elect all 3 retired Directors for another term.

The Board of Directors excluding that beneficial member discussed widely and agreed with the Nomination Committee's consideration guidelines. All of the 3 retired Directors have capabilities and experience of Company's business. They have also contributed advantage to the Company all the time. Therefore, it would recommend all those 3 retired Directors to be re-elected for another term. Mrs. Oradee Rungruangroj is qualified as Independent Director. For information of all of 3 Directors, shareholders could check Enclosure 7 which had already been forwarded together with this AGM invitation letter for advance consideration.

Before voting, the Managing Director and CEO informed the Meeting that according to Public Company Act 2535 Article 86 and the Company Regulation Article 30, do not allow any Director to have business in the same kind and in competitive with the Company's; or to be a partner at any partnership organization or to be an unlimited partner at any limited partnership organization or a director at any private company or any other companies having the same kind of business and in competitive with the Company's. No matter that it will be done for own benefit or for other persons' benefits except informing to AGM prior to adopt resolution of appointment.

The Managing Director and CEO informed the Meeting that there would be 1 candidate namely Mr. Chailert Manoonphol hold position as executive at I.C.C. International PLC which is considered as a private company and other company having the same kind of business and in competitive with the Company's.

Thereafter the Managing Director and CEO requested the Meeting to vote election of the all 3 candidates to be Company Directors individually.

1. Mr. Somsak Dhanasarnsilp

Total eligible shareholders at the meeting 49,744,555 shares

- Approved 49,739,555 shares representing 99.99%
- Disapproved 0 shares representing 0%
- Abstained 5,000 shares representing 0.01%

2. Mr. Chailert Manoonphol

Total eligible shareholders at the meeting 49,744,555 shares

- Approved 49,739,555 shares representing 99.99%
- Disapproved 0 shares representing 0%
- Abstained 5,000 shares representing 0.01%

3. Mrs. Oradee Rungruangroj

Total eligible shareholders at the meeting 49,744,555 shares

- Approved 49,709,575 shares representing 99.93%
- Disapproved 0 shares representing 0%
- Abstained 34,980 shares representing 0.07%

Therefore, the Board of O.C.C. Public Company Limited at the present time comprises 9 Directors namely as follows:

1. Mrs. Kanchana Saisiriporn
2. Mr. Somsak Dhanasarnsilp
3. Mrs. Teerada Ambhanwong
4. Mr. Manu Leelanuwatana
5. Mr. Chailert Manoonphol
6. Mr. Tipaporn Chokwatana
7. Mrs. Oradee Rungruangroj
8. Mrs. Watchanee Watanathawanwong
9. Mr. Kriangsak Sripisal

Mrs. Oradee Rungruangroj, Mrs. Watchanee Watanathawanwong and Mr. Kriangsak Sripaisal qualify as Independent Directors according to the regulations of SEC and SET.

Agenda 6: Considering setting the Board of Directors' remuneration

Mrs. Teerada Ambhanwong, Managing Director and CEO informed the Meeting that according to the Company's regulation article 32, it is not allowed to give any money or property to

Directors except remuneration applicable to their regular rights and benefits under the position of Company Directors.

In year 2011, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 3,713,000 Baht was actually paid as meeting allowances and bonus.

For year 2012, the Board agreed with the Remuneration Committee's outline of suitable remuneration rates corresponding to their knowledge, capabilities, Company performance and Board performance evaluation. Comparison of Information of companies having similar business and scale has been taken into consideration. It would be appropriate to present the AGM to set the same remuneration limit of not exceeding 6 million Baht. Anyway it will not include any regular pay or fringe benefit received as Company employees. Details as follows:

Meeting Allowance

- Board of Directors – paying only Directors who attend the meeting at 6,000 Baht each
- Audit Committee
 - Chairperson of Audit committee at 20,000 Baht each
 - Audit Committee Director at 15,000 Baht each
- Executive Committee – paying only members who attend the meeting at 5,000 Baht each
- Other Committees – paying only Non-Executive Directors who attend the meetings of Nomination Committee, Remuneration Committee and Risk Management Committee at 5,000 Baht each

Director Bonus

Bonus is rewarded to all Directors allocated by the Remuneration Committee who will consider appropriate rates in line with Company performance compared to other companies having similar business and scale.

The total remuneration must not exceed the limit approved at the AGM.

Details of pay types compared to the previous years were published in Enclosure 8 which had already been forwarded together with this AGM invitation letter for advance consideration.

During this agenda, the Managing Director and CEO informed the Meeting that according to Article 90 of Public Company Act 2535, setting the board's remuneration must be approved by not less than two-thirds of the total eligible shareholders attended at the Meeting.

The Meeting considered and unanimously voted approval of the Board of Directors' remuneration for year 2011 within a limit of not exceeding 6 million Baht and its allocation method as the Board recommended.

Agenda 7: Considering appointment of Auditor and setting its audit fees

Mrs. Teerada Ambhanwong, Managing Director and CEO handed this Agenda over to Mrs. Oradee Rungruangroj, Chairperson of the Audit Committee to present it to the Meeting.

Mrs. Oradee Rungruangroj, Chairperson of the Audit Committee informed the Meeting that the Board agreed with the Audit Committee's suggestion of auditor selection guidelines. They have been considered from the past performance, working standard, independence, reputation and audit fees along with meeting the Articles of Association and SET qualifications. The Board therefore considered recommendation for appointment of Auditors as follows:

- Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 or
- Ms. Napaporn Sathitthammaporn CPA registration No. 7494 or
- Mr. Charoen Phosamritlert, CPA registration No. 4068 or

- Ms. Orawan Sirirattanawong, CPA registration No. 3757 or
- Mr. Winid Silamongkol, CPA registration No. 3378

The above auditors are from KPMG Phoomchai Audit Ltd., located on 48th Floor, Empire Tower, 195 South Sathorn Road, Bangkok. They will be the Company's Auditors for year 2011, being their 2nd year. Its audit fees will be as follows:

1 st Quarter review fee	95,000 Baht
2 nd Quarter review fee	95,000 Baht
3 rd Quarter review fee	105,000 Baht
Annual audit fee	<u>330,000</u> Baht
Total fees	<u>625,000</u> Baht

Details of auditors and comparative audit fees were published in Enclosure 9 which had already been forwarded to shareholders together with this AGM invitation letter for advance consideration.

The Chairperson of the Audit Committee informed the Meeting before voting that according to Article 121 of Public Company Act 2535, auditors must not be Directors, employees or holding any other positions at the Company. She therefore declared that all of the above listed 5 auditors are not directors, employees or holding any other positions at the Company. Besides, the Company does not utilize any professional services from the mentioned audit firm and persons.

The Meeting had considered and unanimously voted approval to appoint the following persons:

- Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 or
- Ms. Napaporn Sathitthammaporn CPA registration No. 7494 or
- Mr. Charoen Phosamritlert, CPA registration No. 4068 or
- Ms. Orawan Sirirattanawong, CPA registration No. 3757 or
- Mr. Winid Silamongkol, CPA registration No. 3378

They will be the Company's Auditors for year 2011, being their 2nd year. The audit fees have set according to amounts presented by the Board.

Thereafter, the Chairperson of the Audit Committee handed the agenda back to Company Secretary and the Managing Director and CEO to proceed.

Agenda 8: Considering other matters (if any)

During this Agenda, Mr. Anupoj Panapornsirikul, proxy from Thai Investors Association raised the following enquiries:

1. Strategic plans for year 2012
 - The Managing Director and CEO informed that the Company has close cooperation with its principals to develop and launch more variety products in order to expand distribution channels such as new hair care product line for mass market. In addition, brand name merchandises from France and Korea are also planned to importing for business expansion. Its own brand, KMA cosmetics is targeted to grow by 20%.
2. Any plans for AEC in year 2015
 - The Managing Director and CEO informed that AEC is considered as risk and also opportunity for Company's business expansion. Currently, the Company has trades with customers in some neighboring countries such as Myanmar, Vietnam, Cambodia, and is expanding to Laos. With some business networks earned, when free tax is implemented it would be opportunity for importing merchandises enabling business expansion. There is a working team in marketing planning and product selection to

ensure products having equivalent quality to or even higher quality than competitors' in order to meet competition under the such free trade environment.

3. Any progress in deed separation for land located in Yannawa district that jointly holding with outsider
 - The Managing Director and CEO informed that the Board had approved to buy 6 deeds of connecting land totally 2,685 sq. wah. Thereafter, the Board approved to have an outsider to share buying its partial from the owner as it will benefit to the Company to spend from its own cash flow without any borrowing. The ownership of land was already legally transferred from the former owner on March 5, 2012. The Company holds ownership of total area equivalent to 1,538.4 sq. wah and is scheduled to measuring for deed separation on May 3, 2012.

Since there was no any other shareholder proposed any other matter, the Managing and CEO handed over to the Chairperson. Thereafter the Chairperson expressed thanks to all shareholders for attending the Meeting and declared closing the AGM.

The Meeting ended at 14.36 pm.

Kanchana Saisiriporn
(Mrs. Kanchana Saisiriporn)
Chairperson

Certified True & Correct

Teerada Ambhanwong *Manu Leelanuwatana*
(Mrs. Teerada Ambhanwong) (Mr. Manu Leelanuwatana)
Directors

Choopan Imthong
Company Secretary
Recorded/Typed/Reviewed

Definition of “Independent Director”

“**Independent Director**” of the Company means a person who has independence and qualifications corresponding to SEC regulations as follows:

- (1) Holding not exceed 1% of the total shares of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power over the Company, including shareholding of related persons of each independent director.
- (2) Is not or never is a director participating in management, employee, officer, advisor receiving regular wage or has controlling power of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power over the Company except has had quit the mentioned positions not less than 2 years prior to the date of appointment as independent director. Those forbidden characteristics will not apply to independent director who used to be a government officer or advisor of a governmental organization of which is a major shareholder or has controlling power of the Company.
- (3) Is not a person having relationship in blood or by legal registration in position such as father, mother, spouse, brother, sister, son and daughter including spouse of son/daughter or executive, major shareholder, persons having controlling power or persons to be proposed as executive or persons having controlling power of the Company or its subsidiary companies.
- (4) Does not or never have business relation to the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power which may obstruct independent decision thinking. Also is not or never is a substantial shareholder or power controller of persons having relation to the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power of the Company except has had quit those mentioned positions not less than 2 years prior to the date of appointment as independent director.

The business relation described in above clause includes regular trading transactions, to rent or to let unmovable assets, transactions of assets or services or to provide or receive financial assistance such as lending, guarantee together with any same behaviors resulting the Company or its contract partner have contingent liability to pay another person from 3% of the net tangible or 20 million Baht whichever lower. Such calculation method corresponds to the Securities Committee’s regulations on related transactions. But this consideration, it is limited to liability occurred during 1 year before the date of having business relation to the same person.

- (5) Is not or never is an auditor of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power of the Company. And is not substantial shareholder, power controller or partner of any audit firm having auditor of the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power except has had quit those positions not less than 2 years prior to the date of appointment as independent director.
- (6) Is not or never is any professional service provider including legal or financial advisory to which getting service fees over 2 million Baht a year from the Company, its parent company, subsidiary companies, affiliated companies, major shareholders or persons having controlling power. Also is not substantial shareholder, power controller or partner of those professional service providers except has had quit those positions not less than 2 years prior to the date of appointment as independent director.
- (7) Is not a director appointed to be representative of the Company directors, major shareholders or shareholders connected to major shareholders
- (8) Does not conduct any business in the same kind and is substantially competitive to the Company or its subsidiary companies; or is not a substantial partner in partnership or a director having participation in management, employee, officer, advisor receiving regular wage or holds over 1% of the total shares of any other company having the same kind of business and is substantially competitive to the Company or its subsidiary companies.
- (9) Does not have any other matters cause inability to provide independent opinion about the Company’s operation.

After appointment as independent director under clauses (1) to (9), the independent director may be assigned from the Board to make collective decision in operation of the Company, its holding company, subsidiary companies, affiliated companies, subsidiary companies in the same level, major shareholder or persons have controlling power.

Information of Independent Directors Proposed to be Shareholders' Proxies

- | | |
|--------------------------------|---|
| 1. Name-Surname | Mrs. Oradee Rungruangroj |
| Position | Chairperson of the Audit Committee |
| Age | 63 years |
| Nationality | Thai |
| Address | 502/104 Pracharajbampen Rd, Kwaeng Samsannok,
Khet Huaykwang, Bangkok. |
| Company Shareholding | -Nil- |
| Interest in Each Agenda | -Nil - |
-
- | | |
|--------------------------------|--|
| 2. Name-Surname | Mrs. Watchanee Watanathawanwong |
| Title | Audit Committee |
| Age | 60 years |
| Nationality | Thai |
| Address | 111/151 Nakornsawan Road, Kwaeng Watsommanas,
Khet Pomprabsatrupai, Bangkok |
| Company Shareholding | -Nil- |
| Interest in Each Agenda | -Nil - |
-
- | | |
|--------------------------------|--|
| 3. Name-Surname | Mr. Kriangsak Sripaisal |
| Title | Audit Committee |
| Age | 78 years |
| Nationality | Thai |
| Address | 41 Soi Moobanpanya, Kwaeng Suanluang,
Khet Suanluang, Bangkok |
| Company Shareholding | -Nil - |
| Interest in Each Agenda | -Nil - |
-

Documents and Evidence Required to Present before Attending the Meeting

The registration of 19th AGM of O.C.C. Public Company Limited will be processed by using barcode technology. **For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Registration Form with imprinted barcode on the meeting day**

In case of natural person

1. **Personal Attendance** Please present personal I.D. Card or Government Personnel Card or Passport to officers for registration.

2. **Proxy Attendance** Please use the printed Proxy Form attached with this invitation letter or download from Company website www.occ.co.th or the printed forms provided by the Ministry of Commerce, either Form A or Form B only. It should be filled in completely and duly signed by Grantor and Proxy. The Proxy is requested to present I.D. Card or Government Personnel Card or Passport for registration before attendance.

In case of juristic person

Proxy Attendance Please use the printed Proxy Form attached with this invitation letter or download from Company website www.occ.co.th or the printed forms provided by the Ministry of Commerce, either Form A or Form B only. It should be filled in completely and duly signed by authorized persons with juristic person's seal (if any). The Proxy is requested to present I.D. Card or Government Personnel Card or Passport for registration before attendance.

In case of foreign investor and appoint custodian in Thailand to keep and safeguard the shares

Proxy Attendance Please download Proxy Form C from Company website www.occ.co.th or the printed form provided by the Ministry of Commerce. It should be filled in completely and duly signed by authorized persons of Grantor and Proxy together with the following evidences

- The power of attorney from shareholder assigned to custodian to sign on behalf in the Proxy Form
- Confirmation letter of the signer gets consent to do custodian business

The Proxy is requested to present I.D. Card or Government Card or Passport for registration before attendance.

หนังสือมอบฉันทะ แบบ ข.

PROXY Form B.

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....
I/We nationality reside at Road
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Tambol/Kwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน)

am/are a shareholder of O.C.C. Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding altogether shares, and can cast votes equaling votes, as follow:หุ้น

สามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary shares, which can cast votes equaling votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preferred shares, which can cast votes equaling votes

(3) ขอมอบฉันทะให้

Hereby appoint

1.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
age years, resides at Roadตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ
Tambol/Khwaeng Amphur/Khet Province Postal Code or2.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
age years, resides at Roadตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ
Tambol/Khwaeng Amphur/Khet Province Postal Code or3.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
age years, resides at Roadตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ
Tambol/Khwaeng Amphur/Khet Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญ
ผู้ถือหุ้นครั้งที่ 19 ในวันที่ 23 เมษายน 2556 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณฑลเทียร์ ริเวอร์ไซด์ เลขที่ 372 ถนน
พระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf of the Ordinary Shareholders Meeting No. 19 on April
23th, 2013 at 10.00 am at the Chao Praya 2 room, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet
Bangkoleam, Bangkok 10120 or at any adjournment thereof

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

(1) วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน) ครั้งที่ 18 เมื่อวันที่
อังคารที่ 24 เมษายน 2555Agenda 1 Considering certifying the minute of the 18th ordinary shareholders meeting of O.C.C. Public
Company Limited held on Tuesday, April 24, 2012 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 2 รับทราบผลการดำเนินธุรกิจของบริษัทในรอบปีที่ผ่านมา
- Agenda 2 Acknowledging the Company business operation in the past year
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 3 พิจารณานุมัติงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2555
- Agenda 3 Considering approval of the Company's financial statements ended December 31, 2012
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผล
- Agenda 4 Considering approval of the profit appropriation and dividends payment
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- (2) วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
- Agenda 5 Considering election of Directors to replace those revolving retired
- เรื่องพิจารณาเลือกตั้งกรรมการที่ต้องออกตามวาระกลับเข้าดำรงตำแหน่งอีกวาระหนึ่ง
- Considering approval of reappointment of the directors, whose term ended, for another term.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The proxy shall vote as per my/our intention as follows:
- การแต่งตั้งกรรมการทั้งชุด
- Appointment of all directors
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
- Appointment of each individual director
- ชื่อกรรมการ: นางวีรดา อัมพันธ์วงษ์
- Name of Director: Mrs. Teerada Ambhanwong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain
- ชื่อกรรมการ: นางทิพาภรณ์ โชควัฒนา

Name of Director: Mrs. Tipaporn Chokwatana

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ: นายวันชัย อ่ำฟิ่งอาตม์

Name of Director: Mr. Wanchai Umpungart

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 6 พิจารณากำหนดค่าตอบแทนคณะกรรมการ
Agenda 6 Considering setting of Director Remuneration

พิจารณากำหนดค่าตอบแทนคณะกรรมการ ในวงเงินไม่เกินปีละ 6.00 ล้านบาท

Considering approval of yearly remuneration for the board of directors not exceeding 6 million Baht

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดจำนวนเงินค่าสอบบัญชี
Agenda 7 Considering appointment of Auditor and setting its audit fees

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 8 พิจารณาแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์บริษัทข้อ 33.)
Agenda 8 Consider approval of amendment to clause 3 of the memorandum of association (Company Objectives No. 33)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 9 Considering other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

- (A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by my/us in all reports except for vote of the Proxy which is not accordance with this Proxy Form.

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ
In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ

ALLONGE OF PROXY

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน)

The appointed proxy acts as the shareholder of O.C.C. Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 19 ในวันที่ 23 เมษายน 2556 เวลา 10.00 น. ณ ห้องเจ้าพระยา 2 โรงแรมมณฑิยรรริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 19 on April 23 , 2013 at 10.00 a.m. at Chao Praya 2 room,the Montien Riverside Hotel, No. 372, Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 or any adjournment thereof.

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(B) The proxy shall vote as per my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ (ต่อ)

Agenda 5 Considering appointment of directors in place of those retired by revolving term

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ชื่อกรรมการ:

Name of Director:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

Curriculum Vitae of Nominated Director**Name-Surname** Mrs. Teerada Ambhanwong**Age** 43 years**Education Qualifications**

- Master in Marketing, Sasin Institute of Business Administration of Chulalongkorn University

Directorship Training

- Director Certification Program Class 5/2001 from Thai Institute of Directors Association

Company Director Duration 5 years**Position in Company** Managing Director and Chief Executive Officer**Working Experience**

- **4 Listed companies**

- | | | |
|--------------------------------------|----------------------|---|
| 1. O.C.C. Plc. | Year 2008 to present | Present Position: |
| | | Managing Director and Chief Executive Officer |
| 2. People's Garment Plc.. | Year 1999 to present | Present Position: Director |
| 3. S&J International Enterprise Plc. | Year 1999 to present | Present Position: Director |
| 4. I.C.C. International Plc. | Year 1999 to present | Present Position: Director |

- **7 Competitive/business connected companies**

- Director, Pattaya Manufacturing Co., Ltd.
- Director, International Laboratories Corp. Ltd.
- Director, Zen Salon Business
- Director, Shisedo Professional (Thailand)
- Director, People's Garment Plc.
- Director, S&J International Enterprise
- Business Dept. Asst. Director, I.C.C. International Plc.

- **16 Other companies (not listed)**

Company shareholding (including spouse and immature children) 1,481,975 Shares 2.47%**Meeting Attendance during Year 2011**

- | | |
|-----------------------------|-------------|
| ▪ Board of Directors | 6/6 time |
| ▪ Executive Committee | 12/12 times |
| ▪ Remuneration Committee | 1/1 time |
| ▪ Risk Management Committee | 12/12 times |
| ▪ Shareholder Meeting | 1/1 time |

Type of Director Proposed Company Director which passed the Nomination Committee's consideration and agreed by the Board of Directors**Directorship Term** 3 years**Forbidden Matter** No record of criminal wrong doing in fraud

Having the following types of interests in the Company/parent company/subsidiary companies/affiliated companies/major shareholders or persons having controlling power at present or within past 2 years

<ul style="list-style-type: none"> ▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage 	<ul style="list-style-type: none"> ➤ is Asst. Director in 1 listed company being the Company major shareholder i.e. <ul style="list-style-type: none"> - I.C.C International Pcl.
<ul style="list-style-type: none"> ▪ is/ is not a professional service provider (such as auditor, legal advisor) 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ has/does not have substantial business relation causing inability to perform duty independently (such as buying/selling raw materials/goods/service/lending) 	<p>-does not have-</p>
<ul style="list-style-type: none"> ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders 	<p>-is not-</p>

Curriculum Vitae of Nominated Director



Name-Surname Mrs. Tipaporn Chokwatana

Age 67 years

Education Qualifications

- Bachelor Degree in Political Science, Ramkhumhaeng University
- Secretary from Pitman, London

Directorship Training

- Director Certification Program 68/2005 from Thai Institute of Directors Association
- Director Accreditation Program Class 3/2003 from Thai Institute of Directors Association

Company Director Duration 3years

Position in Company Director

Working Experience

- **3 Listed companies**
 - S&J International Enterprise Year 1995 to present Present Position:
Deputy Managing Director
- **4 Competitive/business connected companies**
 - Director, Thai Bunka Fashion Co., Ltd.
 - Vice Chairman, Make-up Technic International Co., Ltd.
 - Vice Chairman, S&J International Co., Ltd.
 - Vice Chairman, International Laboratories Corp. Ltd.
- **22 Other companies (not listed)**

Company shareholding (including spouse and immature children) 2,379,300 Shares 3.96%

Meeting Attendance during Year 2011

- Board of Directors 4/6 times
- Shareholder Meeting 1/1 times

Type of Director Proposed Company Director which passed the Nomination Committee's consideration and agreed by the Board of Directors

Directorship Term 3 years

Forbidden Matter No record of criminal wrong doing in fraud

Having the following types of interests in the Company/parent company/subsidiary companies/affiliated companies/major shareholders or persons having controlling power at present or within past 2 years

<ul style="list-style-type: none"> ▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage 	<p>- is not-</p>
<ul style="list-style-type: none"> ▪ is/ is not a professional service provider (such as auditor, legal advisor) 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ has/does not have substantial business relation causing inability to perform duty independently (such as buying/selling raw materials/goods/service/lending) 	<p>-does not have-</p>
<ul style="list-style-type: none"> ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders 	<p>-is not-</p>

Curriculum Vitae of New Candidate to Replace Director Whose Term Ended

Name-Surname Mr. Wanchai Umpungart

Age 66 years



Education Qualifications

- Master in Management, Sasin Institute of Business Administration of Chulalongkorn University
- Bachelor Degree of Business Administration, Chulalongkorn University

Directorship Training

- Director Certification Program Class 102/2008 from Thai Institute of Directors Association
- Director Accreditation Program Class 35/2005 from Thai Institute of Directors Association.

Company Director Duration Nominated as Board of Director in the first term

Working Experience

- **4 Listed company**
 - Thanulux Plc. Year 2007 to present Present Position: Audit Committee
 - Saha Pathana Inter-Holding Plc. Year 2005 to present Present Position: Chairperson of the Audit Committee
 - Muramoto Electron (Thailand) Plc. Year 2002 to present Present Position Audit Committee
 - Lohakit Metal Plc. Year 2002 to present Present Position Chairperson of the Audit Committee
- **2 Other company (not listed)**
- **2 Competitive/business connected companies**
 - Audit Committee, Thanulux Plc.
 - Chairperson of the Audit Committee, Saha Pathna Inter-Holding Plc.

Company shareholding (including spouse and immature children) -nil-

Type of Director Proposed Independent Director which passed the Nomination Committee's consideration and agreed by the Board of Directors

Forbidden Matter No record of criminal wrong doing in fraud

Having the following types of interests in the Company/parent company/subsidiary companies/affiliated companies/major shareholders or persons having controlling power at present or within past 2 years

<ul style="list-style-type: none"> ▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ is/ is not a professional service provider (such as auditor, legal advisor) 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ has/does not have substantial business relation causing inability to perform duty independently (such as buying/selling raw materials/goods/service/lending) 	<p>-does not have-</p>
<ul style="list-style-type: none"> ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies 	<p>-is not-</p>
<ul style="list-style-type: none"> ▪ is/is not a director appointed as representative of the Company Directors, major shareholders or shareholders connected to Company major shareholders 	<p>-is not-</p>

**Supplement for Considering
Agenda 6 Directors' Remuneration**

The Board of Directors' Meeting No. 2/2013 had considered details of Directors' remuneration during the year 2012. It was within the limit of not exceeding 6 million Baht as approved by 18th AGM on Tuesday, April 24, 2012.

For the year 2013, the Board agreed with the Remuneration Committee's recommendation to present the same basis as the past year for approval at this AGM. It remains the same limit of not exceeding 6 million Baht. Comparison by type in past years follows:

Remuneration Type	Year 2012	Year 2011	Year 2010
▪ Meeting Allowance	1,037,000.00 Baht	1,043,000.00 Baht	1,003,000.00 Baht
▪ Director Bonus	3,000,000.00 Baht	2,670,000.00 Baht	2,150,000.00 Baht
Total	4,037,000.00 Baht	3,713,000.00 Baht	3,153,000.00 Baht

Director Remuneration Basis

Meeting Allowance

- Board of Directors – paying only Directors who attend the meeting at 6,000 Baht each
- Audit Committee
 - Chairperson of Audit committee at 20,000 Baht each
 - Audit Committee Director at 15,000 Baht each
- Executive Committee – paying only members who attend the meeting at 5,000 Baht each
- Other Committees – paying only Non-Executive Directors who attend the meetings of Nomination Committee, Remuneration Committee and Risk Management Committee at 5,000 Baht each

Director Bonus

Bonus is rewarded to all Directors allocated by the Remuneration Committee who will consider appropriate rates in line with Company performance compared to other companies having similar business and scale.

Other remuneration -nil-

The total remuneration must not exceed the limit approved at the AGM.

Supplement for Considering

Agenda 7 Appointment of Auditor and its Audit Fees

The Board of Directors' Meeting No. 2/2013 had considered the appointment of the Company's external auditors who have been proposed and agreed by the Audit Committee, scopes taken into consideration of performance, working standards, independence, reputation audit fees, having its qualification under the Company, SEC and SET regulations. Set the annual audit fees for year 2013 and propose to AGM as follows:

1. Propose to appoint KPMG Phoomchai Audit Ltd. to be Company's External Auditor for year 2013, being its 3rd year of service. Anyone of its following auditor members will be authorized to conduct auditing and sign Company's financial statements:
 - 1.1. Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 or
 - 1.2. Mr. Winid Silamongkol, CPA registration No. 3378 or
 - 1.3. Mr. Charoen Phosamritlert, CPA registration No. 4068
2. New Auditor's fees as compared to the past year

	Year 2013	Year 2012
1 st Quarter Review	100,000.00 Baht	95,000.00 Baht
2 nd Quarter Review	100,000.00 Baht	95,000.00 Baht
3 rd Quarter Review	110,000.00 Baht	105,000.00 Baht
Annual Audit	350,000.00 Baht	330,000.00 Baht
Total	660,000.00 Baht	625,000.00 Baht

In 2012 the Company engaged a consulting company under KPMG Phoomchai Audit Ltd namely KPMG Phoomchai Consulting Ltd. to organize the workshops and seminars for management and employees of the Company only.

The Company does not utilize any other professional services from the above audit firm and persons. They are neither employee nor officer. They have independence and no relationship to Company executives either directly or indirectly.

Supplement for Considering

**Agenda 8 Consider approval of amendment to clause 3 of the memorandum of association
(Company Objectives No. 33)**

Background For clarity and covering the transaction in accordance with the Company' Objectives

Existing version:

No. 33 Acquisition of all kinds of both immovable assets with or without buildings, hiring or lending immovable assets, pawnbroker of movable assets, buying and selling land, holding legal rights of immovable assets, selling with redemption right of land or immovable assets, mortgaging movable and immovable assets, hire-purchasing of both movable and immovable assets, exchanging both movable and immovable assets, selling all kinds of immovable assets, leasing and pledging whereas do not have meaning of credit foncier or finance and securities businesses.

Amending version:

No. 33 Trading of all kinds of both immovable assets with or without buildings, holding legal rights of all kinds of immovable assets, hiring or For lending immovable assets, pledging/mortgaging immovable and movable assets as pledges for payment, trading with redemption right of immovable and movable assets beneficial to Company's business, hire-purchasing both movable and immovable assets, exchanging both movable and immovable assets, leasing and pledging whereas do not have meaning of finance and securities or credit foncier businesses.

O.C.C. Public Company Limited**The Company's Articles of Association Related to AGM****General Meeting of Shareholders**

Article 33 The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company. The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.

Article 34 In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 35 The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

Article 36 At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

Article 37 At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38 The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 39 The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice

summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Article 40 Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote

Article 41 The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

Article 42 Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

Article 43 In casting a vote, one share is equal to one vote.
A resolution of the shareholder meeting shall consist of the following votes.

1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
2. In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
 - a. The sale or transfer of the whole or material parts of the business of the Company to other persons;
 - b. The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - c. The conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - d. The amendment of the Memorandum or Articles of Association of the Company;
 - e. The increase and reduction of a capital or issuance of debentures of the Company;
 - f. The amalgamation or dissolution of the Company.

Dividend Payment

Article 55 No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

Article 56 Dividends shall be distributed according to the number of shares at an equal amount each.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

Article 57 The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

Article 58 The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

Qualification, Election and Term Expiration of Directors

Article 18 The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be

the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

Article 19 The directors shall be natural persons and shall

1. be sui juris;
2. not be bankrupt, incompetent or quasi-incompetent;
3. have never been imprisoned on the final judgment of a court for an offense related to property committed with dishonest intent;
4. have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

Article 20 The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures.

1. A shareholder shall have one vote for one share;
2. Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number;
3. The persons having the highest number of votes in descending order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the numbers of votes for the descending candidates are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote

Article 21 At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who have held office the longest shall retire.

A director who retires from office may be re-elected.

Article 25 At shareholder meeting, a resolution may be adopted to request any director leaving before reaching the end of regular term by obtaining not less than three-fourths (3/4) of the total eligible shareholders attending the meeting and holding altogether not less than a half of total number of shares held by all eligible shareholders attending the meeting.

Article 30 No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business in undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Remuneration of the Board Directors

Article 32 No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance The General Meeting of Shareholders

Article 49 An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

- Article 50** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.
- Article 51** A remuneration of an auditor shall be determined by a shareholder meeting.
- Article 54** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

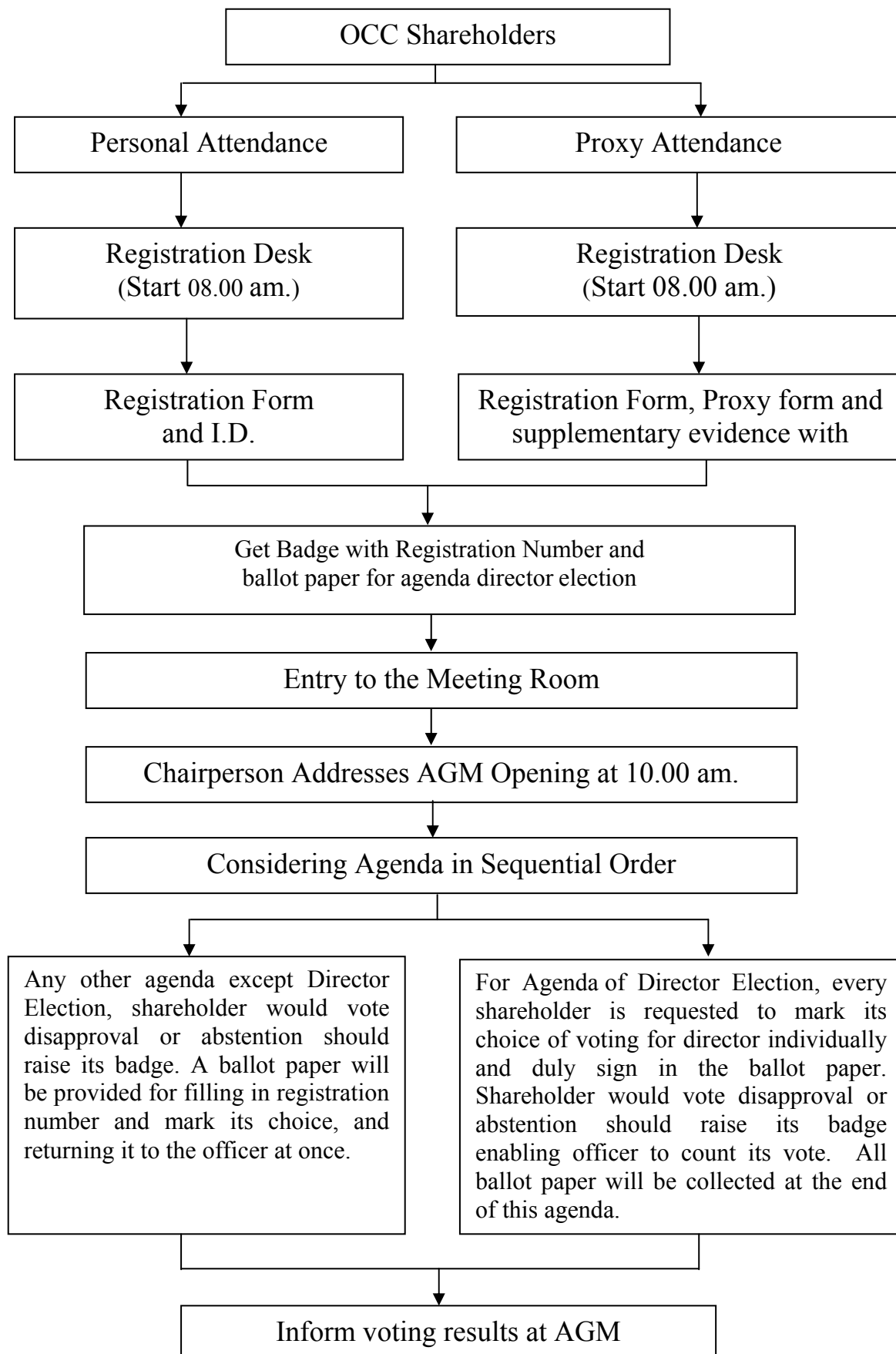
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Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

Procedure of 19th AGM Attendance

O.C.C. Public Company (Limited)

Tuesday, April 23, 2013



Requisition Form for Receiving Printed Annual Report

Dear Shareholders

In case you would like to receive printed version of the Annual Report 2012, please fill in your information below and return to Company Secretary of O.C.C. Public Company Limited, No. 729/4-7 Radchadaphisek Road, Bangpongpan, Yannawa, Bangkok 10120 or fax to 02-295-0411. A printed copy will be forwarded as requested.

Name (Print)

Address

.....
.....

Name of reachable person

Telephone

Fax

Email address

Map of AGM venue

1 จากท่าอากาศยานดอนเมือง ลงที่ทางลง สถานีรถไฟหัวลำโพง ขึ้นผ่านแยกไฟแดงใต้ใช้รถทางออกที่ตรงไปถนนพหลโยธิน 3 และเลี้ยวขวา ต่อได้สะพานข้ามพระราม 9 ครบไปประมาณ 1 กิโลเมตร ไบรนาช อยู่ทางซ้ายมือ

2 จากท่าอากาศยานดอนเมือง ลงที่ทางลง สถานีรถไฟหัวลำโพง ขึ้นผ่านแยกไฟแดงใต้ใช้รถทางออกที่ตรงไปถนนพหลโยธิน 3 และเลี้ยวซ้ายมือ ต่อได้สะพานข้ามพระราม 9 ครบไปประมาณ 1 กิโลเมตร ไบรนาช อยู่ทางซ้ายมือ

3 จากท่าอากาศยานดอนเมือง ลงที่ทางลง สถานีรถไฟหัวลำโพง ขึ้นผ่านแยกไฟแดงใต้ใช้รถทางออกที่ตรงไปถนนพหลโยธิน 3 และเลี้ยวซ้ายมือ ต่อได้สะพานข้ามพระราม 9 ครบไปประมาณ 1 กิโลเมตร ไบรนาช อยู่ทางซ้ายมือ

372 ถนนพหลโยธิน แขวงบางเขน กรุงเทพมหานคร 10120 โทร. 02-292-2999, 02-292-2888 แฟกซ์ 02-292-2962-3 E-mail: riverside@monlien.com www.monlien.com

โรงเรียนนานาชาติ ริเวอร์ไซด์ กรุงเทพฯ



Vision

O.C.C. is moving forward strongly
by creating products with a difference and best quality.
We strive to return the loyalty of our customers, employees,
trading partners, shareholders,
and Thai society by providing products & services
which create beauty, happiness and complete satisfaction.

Corporate Culture

BEAUTY from within

6 Values

1. **B** = Boundaryless
2. **E** = Ethics and Integrity
3. **A** = Adaptability to Change
4. **U** = Unity
5. **T** = Talent
6. **Y** = You are Our Valued Customer