



O.C.C. Public Company Limited

Documents for 21st Annual General Meeting

for the Year 2015

on Monday, April 27, 2015 at 9.00 a.m.

**at the Chao Praya 1 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**

Table of Contents

Invitation Letter.....	1
20 th AGM Minutes	5
Definition of “Independent Director”	12
Proxy Form B.....	13
Information of Independent Directors Proposed to be Shareholders’ Proxies.....	19
Documents and Evidence Required to Present before Attending the Meeting.....	20
Curriculum Vitae of Nominated Director	21
Supplement for Considering Directors’ Remuneration.....	25
Supplement for Considering Appointment of Auditor and its Audit Fees.....	26
Supplement for considering Agenda 8, the Amendment of the Company Memorandums Article 3.....	27
The Company’s Articles of Association Related to AGM	28
Procedure of 21 st AGM Attendance	32
Requisition Form for Receiving Printed Annual Report.....	33
Map of AGM Venue	34

(Translation)

No. Gor. Mor. 23/2558

April 3, 2015

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

Invitation to 21st Annual General Meeting

Enclosure:

1. Copy of 20th AGM Minutes
2. Annual Report 2014 including the financial statements ended December 31,2014
3. Definition of “ Independent Director”
4. Proxy Forms
5. Information of Independent Directors proposed to be shareholders’ proxies
6. Details of documents and evidence required to present before attendance
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 Agenda 8, the Amendment of the Company Memorandums Article 3
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 21st AGM to be held on Monday, April 27, 2015 at 9.00 a.m. at the Chao Praya 1 room, Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120 in order to consider the following agendas:

Agenda 1 Considering acceptance of the minutes of 20th AGM of O.C.C. Public Company limited on Monday 2014

Board’s Comments: The 20th AGM was held on Monday, April 21, 2014 which its minutes was duly prepared within 14 days and submitted to the Stock Exchange of Thailand. It was submitted to Department of Business Development, Ministry of Commerce in due time prescribed by law. It was also posted on Company website www.occ.co.th for shareholders to review its correctness. Details as described in enclosures No.1.

The Board of Director 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 2014. 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 acknowledgement. Details as described in enclosure No. 2.

Agenda 3 Considering approval of Company’s financial statements as of December 31, 2014

Board's Comments: The mentioned financial statement are prepared in accordance with the Accounting Standards and Generally Accepted 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 figure are summarized below:

- Total Assets	1,091,943,643.00 Baht
- Total Liabilities	313,411,017.00 Baht
- Total Revenue	1,459,443,266.00 Baht
- Net Profit	95,491,918.00 Baht
- Profit per share	1.59 Baht

Details of the financial statements 2014 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 per share or equal to 30% for par value.

1. For performance in fiscal year 2014, the Company had net profit amounted to 95,491,918.00 Baht. Therefore, it should be recommended to this AGM to consider approval of dividend payment at 0.75 Baht (Seventy-five Stangs) per share for all Company's shareholders totaling 60,000,000 shares amounted to 45 million Baht. Dividend payments are to be drawn from the Company's retained earnings to tax at the rate of 30% and 25%. An individual shareholders shall be entitled to a tax credit according to Section 47 bis of The Revenue Code. as follows:
 - Rate THB 0.48 per share paid from retained earnings to the rate of 30%
 - Rate THB 0.27 per share paid from retained earnings to the rate of 25%

The list of shareholders having rights to receive dividends will be fixed on May 11, 2015 and will be collected under Section 225 of Securities and Exchange Act by closing the shareholding registration on May 12, 2015. The dividends are scheduled to be paid on May 25, 2015. A comparison of dividend ratios in the past 3 years as follows:

Year	2014 (propose)	2013	2012	2011
Net Profit (Baht)	95,491,918.00	101,373,334.00	106,959,335.00	99,948,108.00
Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.75	0.80	0.80	0.70
Total Amount (Baht)	45,000,000.00	48,000,000.00	48,000,000.00	42,000,000.00
% Net Profit	47.12%	47.35%	44.88%	42.02%

Agenda 5 Considering election of Directors to replace those rotating retired

Board's Comments: According to the Company's regulation article No.21, 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. Mr. Somsakdi Dhanasarnsilp
2. Mr. Chailert Manoonphol
3. Mrs. Oradee Rungruangroj

Nomination of the directors to replace the ending directorship term, the Nomination Committee considered the guidelines for the selection of directors who retired according to its term and agreed to nominate all 3 directors who prescribed to retire to serve as directors for another term. The Nomination Committee considered the names of the directors individually, and that the concerning Nomination Directors who retire in this term was Mrs. Oradee Rungruangroj and proposed not to be re-elected. The ending of his directorship term will be effective after AGM of April 27, 2015.

At the 2/2015 Board of Directors meeting on March 4, 2015 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 Mr. Somsakdi Dhanasarnsilp and Mr. Chailert Manoonphol. A person named Mr. Knit Kounavudhi 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 21st AGM (Information of existing and new Directors proposed for election at this AGM is described in enclosure No. 7)

Board of Directors excluded those concerned considered widely and agreed to the Nomination Committee's consideration for all 3 directors having knowledge and experience in Company's business, having various profession skills, leadership and vision. Therefore, the 3 directors whose term ended are proposed to be elected as board of director members at 21st AGM.

Agenda 6 Considering setting Director Remuneration

Board's Comments: According to the Company's regulation article 32, it is not allowed to give any money or property to Director 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 2014, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 5,086,000 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 Board of Directors for 2015, by comparing companies having similar business and scale corresponding to knowledge, capability and Company's performance. It is agree to keep the director remuneration of 2015 at the same limit of the previous year for not exceeding 6 million Baht. Details of remuneration described in enclosure No. 8.

Agenda 7 Considering appointment of Auditor and setting it audit fees

Board's Comments: The audit committee has selected KPMG Phoomchai Audit Ltd. to be Company's External Auditor as its having the standard and professional in auditing, the constant good practice with the reasonable audit fees.

The Board of Directors has agreed with the Audit Committee to choose KPMG Phoomchai Audit Ltd. to be Company's External Auditor and approved to appoint Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 or Mr. Charoen Phusamritlert, CPA registration No.4068 or Mr. Winid Silamongkol, CPA registration No.3378 of KPMG Phoomchai Audit Ltd. as Company's Auditor of 2015, being 5th year and set the 2015 audit fees at the total amount of 750,000 Baht, as the described enclosure No. 9.

Agenda 8 Considering Approval of Amendment of the Company Memorandums Article 3 by amending the Company Business Objective on Article 50 and adding 2 Articles then make the total Articles of the Company Business Objective from 50 to be 52.

Board's Comments: To cover Direct selling Business Operation for distributing products or service through internet channel and various medias including electronic transaction, the Board of Directors agreed to propose to AGM for considering approval of Amendment of the Company Memorandums Article 3 by correcting Company Business Objective on item 50 and adding 2 more objectives, making 50 items of Business Objective to be 52 items as the details described enclosure No. 10.

Agenda 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. You are kindly requested to submit the Proxy Form or inform the Company in advance at least 1 working day before the meeting date, for facilitating advance evidence checking. (Proxy Forms as described in enclosure No. 4.)

The Company had provided shareholders' rights to propose agenda and candidates for election as Company Director between December 1, 2014 to December 30, 2014. 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 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.

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 or Fax: 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 AMG.

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

All shareholders can register for meeting attendance at the mentioned venue from 7.00 am. onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn
Chairperson

Choophan Imthong
Company Secretary

(Translation)
20th AGM Minutes
Held on Monday, April 21, 2014

The 20th Annual General Meeting of O.C.C. Public Company Limited was held at Room Chao Praya 1 of Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangkoklo, Khet Bangkoleaem, in Bangkok.

The Record Date for shareholders having rights to attend 20th AGM was March 20, 2014 and the name collection date under Section 225 of Securities and Exchange Act by closing the shareholding registration was March 21, 2014. There were totally 520 shareholders holding altogether 60,000,000 shares.

The Meeting date was on Monday, April 21, 2014. The total number of shareholders and proxies attended it was 62 persons being 81 holders. Their holding shares counted up to totally 51,290,841 shares, representing 85.48% achieved as a quorum.

There were totally 8 Directors attended this AGM, namely as follows:

- | | |
|------------------------------------|------------------------------------------------------------------------------------------------|
| 1. Mrs. Kanchana Saisiriporn | Chairman
Corporate Governance Committee Chairman |
| 2. Mrs. Teerada Ambhanwong | Managing Director & CEO
Nomination Committee Chairman
Risk Management Committee Chairman |
| 3. Mr. Manu Leelanuwatana | Remuneration Committee Chairman |
| 4. Mr. Chailert Manoophol | Director |
| 5. Mrs. Tippaporn Chokwatana | Director |
| 6. Mrs. Oradee Rungruangroj | Audit Committee Chairman |
| 7. Mrs. Watchanee Wattanthawalvong | Audit Committee |
| 8. Mr. Wanchai Ampungart | Audit Committee |

The Meeting started at 10.00 am.

Mrs. Kanchana Saisiriporn Chairman of the Board as the chairperson of the meeting address opening AGM and welcome the shareholders for attending the Meeting

Before proceeding of the meeting, the Chairperson introduced each member of the Board of Directors as above names, informing that Mr. Somsakdi Dhanasarnsilp, Vice Chairman was absent as of his illness. Followed by introducing the Company's Auditor, Executive Committee, Company's Secretary and the representatives from the Company's legal Advisor as the witness of this vote counting. Following are the name lists of introduction:

Auditor

- Mr. Bunyarit Thanormcharoen, CPA registration No. 7900
from KPMG Phoomchai Audit Limited

Executive Committee

- | | | |
|------------------|------------------|--------------------------------------------|
| 1. Mrs. Teerada | Ambhanwong | Managing Director and CEO |
| 2. Mrs. Chantra | Tangtanasingkarn | Director of Accounting-Finance Division |
| 3. Miss Rattana | Wonglertwit | Director of Office Administration Division |
| 4. Miss Siriporn | Tangtanasingkarn | Director of Cosmetics Marketing Division |

Company's Secretary

- Mrs. Chooan Imthong

Representatives of Vira Law Office, the Company 's Legal Advisor

1. Mrs. Korbsuk Sangsawat
2. Miss Supanee Learngsatit

The Chairman informed in the meeting for 20th AGM, the Company had provided shareholders' rights to propose agenda and candidates for election as Company Director between December 1, 2013 to December 30, 2013. 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 Board's consideration were well defined. Since there is no intention received from any shareholder to exercise the mentioned right, therefore. No additional agenda to be added for this AGM.

Then, the Chairman informed the Meeting to acknowledge the voting procedures of this meeting, abiding the Company's Regulations Article 43 as 1 share, 1 vote basis. The voting would be conducted openly. Counting vote would be done only opposed or abstained shareholder and deducted from total votes of the eligible shareholder attending at the meeting. The rest would be hold approval vote for each agenda. For those shareholder would vote Disapproval or Abstention or abstained a piece of ballot cards would be given to shareholders by Company's officer for marking Disapproval or Abstention with signature in the cards in order to record the vote properly and keep as evidence. Except for Agenda 5, the Consideration of Director Election, shareholder had already received the ballot card in advance while registering before entering the meeting room. The ballot card must be returned to the officers at the time of that voted agenda.

In case of the shareholder and proxy registrant have made after the meeting start, the registrant would be able to vote the un-consideration agenda. The Company would count the vote of those registrants from the voted agenda for recording in the minute of the meeting. The Company would report to the shareholder only those increased shareholder and proxy for the properly and openly counted vote. The company would count by barcode system in which the meeting attendants could see the voting result of each agenda on the screen. The shareholder would be able to raise the hand and ask any questions base on 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, the voting would be base on the shareholder specified in the Proxy Form.

The Chairman then delivered the agenda to the Company Secretary and Managing Director & CEO to proceed the meeting.

Agenda 1 Considering acceptance of the minutes of 19th AGM of O.C.C. Public Company limited on Tuesday 23rd April 2013

Mrs. Teerada Ambhanwong, Managing Director & CEO informed in that The 19th AGM was held on Tuesday, April 23, 2013 which its minutes was duly prepared within 14 days and submitted to the Stock Exchange of Thailand. It was submitted to Department of Business Development, Ministry of Commerce in due time as prescribed by law. It was also posted on Company website www.occ.co.th for shareholders to review its correctness. The copy of the AGM was mail in advance together with the invitation letter to the shareholder. The Board of Director 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

The meeting considered and unanimously voted acceptance of the mentioned Minutes

In this agenda 2 more shareholders attended the meeting with 257,690 shares equal to 0.43%, having 66 Shareholders with 85 registrants, 51,548,531 shares in total, 85.91 % of the total shares.

No. of shares from total shareholders and proxies votes in total 51,548,531 shares

Approval 51,548,531 shares equal to 100%

Disapproval -nil-

Abstention -nil-

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

Managing Director & CEO informed that Company's operational performance of 2013 had showed all details in the 2013 Annual Report book and CD which had been priory mailed as the enclosure with the invitation to AGM letter.

In this agenda, there was no shareholder having any doubt or inquiry.

The Meeting duly acknowledge the Company's operational performance of the fiscal year 2013. As this agenda was for the acknowledgement, no voting needed, then it moved ahead to consider Agenda 3

Agenda 3 Considering allocation of profit and dividend payment

Mrs. Teerada Ambahanwong, Managing Director & CEO requested the Meeting to consider the approval of Company's Finance Statement as of 31st December 2013 in accordance with Thai Financial Report Standard and The general accounting principles which was audited and approved by Public Certified Accountants, and agreed by Audit Committee. The Company had published all details and print in the 2013 Annual Report book and CD which a copy had been priority sent as the enclosure with the invitation letter.

The meeting considered and unanimously voted acceptance of the Company's Finance Statement as at 31st December, 2013.

This agenda, there were no shareholder and proxy attending the meeting, the result of the vote as follows:

No. of shares from the registrants holding votes in total 51,548,531 shares

- Approval 51,548,531 shares equal to 100%
- Disapproval -nil-
- Abstention -nil-

Agenda 4 Considering allocation of profit and dividend payment

Managing Director & CEO reported the Company's operational performance of 2013 as follows:

Company's net profit 101,373,334 Bht.

Un-appropriated retained profit 434,778,348 Bht.

Total profit 536,151,682 Bht.

The Company has fulfilled the legal 10% of registered capital.

The Board of Director recommended to the shareholder to consider approval of dividend payment to 60 million shares at 0.80 Bht./share (eighty stangs) total 48 million Bht. Equal to 47.35 of net profit of fiscal year 2013, paying from the Company's accumulated profit which 30% tax paid. The common shareholder is able to refund tax according to Revenue Code section 47 Bis. Specific of the shareholders whose names the date for determining the shareholders entitled to receive dividends on the Record Date of 6 May 2014 and collected the name lists according to Section 225 of Security Act and Security Exchange by closing register book on 7th May, 2014, dividend payment on 19th May, 2014 . Comparison detail of the net profit and dividend paid for past 3 years were stated in the AGM invitation letter to shareholder for consideration.

The meeting approved as unanimously vote for dividend payment at 0.80 Bht. /share. (eighty stangs), paying from the Company's accumulated profit ,30% tax paid base on the recommendation of the Board of Director.

This agenda, there were no shareholder and proxy attending the meeting, the result of the vote as follows:

No. of shares from the registrants holding votes in total 51,548,531 shares

- Approval 51,548,531 shares equal to 100%
- Disapproval -nil-
- Abstention -nil-

Agenda 5 Considering election of Directors to replace those rotating retired

Mrs. Teerada Ambanwong, Managing Director & CEO informed that the present Board registered at the Ministry of Commerce consisted of 9 Directors and base on Company's Regulation article 21 stating that every AGM , one- third of total directors will be rotating retired. If the number of directors cannot be divided into three parts exactly, the nearest to one-third is applicable. But those directors can be re-elected.

This AGM, there are 3 Directors who will retire namely as follows:

1. Mrs. Kanchana Saisiriporn

2. Mr. Manu Leelanuwat
3. Mrs. Watchanee Watanathawanwong

Nomination of Director to replace the ending directorship term, the Nominating Committee considered the guidelines for the selection of directors who retired according to its term and agreed to nominate all 3 directors who prescribed to retire to serve as directors for another term. The Nominating Committee considered the names of the directors individually, and that the concerning Nominating Directors who retire in this term were Mrs. Kanchana Saisiriporn and Mr. Mau Leelanuwattana did not participate in voting for themselves by leaving the meeting room at the time of consideration their names. In this regard, the solution of Nominating Committee appropriately approved to propose 3 rotating retired directors' names to the Company Board of Director meeting to consider and propose all 3 persons to be elected to serve as directors for another term in 20th AGM.

At the 2nd/2014 Board of Director meeting held on 5th March 2014, the Board of Directors excluded those concerned considered widely and agreed to the Nominating Committee's consideration for all 3 directors having knowledge and experience in Company's business, having various profession skills, leadership and vision. Therefore, the 3 directors whose term ended were proposed to be elected as board of director members at 20th AGM.

As Mrs. Watchanee Watanathawanwong who has been the Independent director for more than 9 years having the appropriated qualification as Company Independent Director, knowledge and experiences as Company's need, best practice in the Independent Committee, the Board of Director proposed to shareholders to elect Mrs. Watchanee as the Independent Director onward.

Information of those 3 proposed members were described in enclosure No 7 which was attached with AGM invitation letter to shareholder for consideration.

Before voting, Managing Director & CEO reported to the Meeting that according to the Public Company Act 1992, Section 86 and Company's regulation Article.30, do not allow any Director to have business in the same kind and in competitive with the Company, or as a partner in a partnership organization, unlimited partner at any limited partnership organization or a director position at any private company or any other companies having the same kind of business and competitive with the Company. No matter that it will be done for won benefit or other persons' business, except, having inform to adopt resolution of appointment.

In this regards, Managing Director & CEO informed the Meeting that there were 2 proposed candidates who hold positions as director and executive in companies having the same kind of business and in competitive with the Company as follows:

- Mrs. Kanchana Saisiriporn
 - Shideido Professional (Thailand) Co., Ltd.
 - Oriental Salon Business Co., Ltd.
 - MIL (Thailand) Co., Ltd.
- Mr. Manu Leelanuwatana
 - I.C.C. International Public Company limited

Therefore, the managing Director&CEO requested the meeting to vote the election of the 3 persons who had been nominated for the position of Company Director individually.

The meeting acknowledged and considered individually, having unanimously approved to elect individually those 3 candidates to be Company Director.

This agenda, there were no additional shareholder and proxy registration, the result of the vote as follows:

1. Mrs. Kanchana Saisiriporn
 - No. of shares from the registrants holding votes in total 51,548,531 shares
 - Approval 51,548,531 shares equal to 100%
 - Disapproval -nil-
 - Abstention -nil-
2. Manu Leelanuwatana

No. of shares from the registrants holding votes in total 51,548,531 shares

- Approval 51,548,531 shares equal to 100%
- Disapproval -nil-
- Abstention -nil-

3. Mrs. Watchanee Watanathawanwong

No. of shares from the registrants holding votes in total 51,548,531 shares

- Approval 51,548,531 shares equal to 100%
- Disapproval -nil-
- Abstention -nil-

Therefore, Company's Board of Director of O.C.C. Public Company at present comprises of 9 Directors as following names:

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. Wanchai Umpungart

Mrs. Oradee Rungruangroj, Mrs. Watchanee Watanathawanwong and Mr. Wanchai Umpungart are Independent Directors.

Agenda 6 Considering setting Director Remuneration

Mrs. Teerada Ambhanwong, Managing Director & CEO report to the Meeting that in accordance with the Public Company Act 1992, Section 90 and Company Regulation Article 32, it is not allow to pay any money or any property to Director, except the compensation applicable to their regular rights and benefits under the position of usual term of Company's Director.

At 2013 AGM, the meeting approved the yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 5,062,000 Baht. in total was actually paid as meeting allowance and bonus.

In 2014, the Board of Director respectively agreed with the Remuneration Committee's outline of the suitable remuneration rate base on knowledge, capabilities, Company's business performance and Board performance evaluation in comparison of the companies having similar business and scale to be taken in consideration. It would appropriate to propose to keep the director remuneration at the same amount for not exceeding 6 million Baht. Its amount will not include any regular pay or fringe benefit received as Company's officers or employees. Details as follows:

Meeting Attendance Fees

The Board of Director – paid to attendance directors 6,000 Bht. / time

- The Audit Committee
 - Audit Committee Chairman 20,000 Bht. /time
 - Audit Committee members 15,000 Bht. / time
- The Executive Committee The Audit Committee
 - only paid to attendance director 5,000 Bht. / time
- Other Committee
 - the Nominating Committee, the Remuneration Committee and the Risk Management Committee and the Corporate Governance Committee only paid to attendance directors who are non-executives 5,000Bht. /time

Annual Bonus - paid to all directors by Remuneration Committee's consideration to allocate the appropriate rate in accordance with the Company business performance in line with the similar business and scale.

Other Compensation -nil-

Details of Remuneration describing the comparison with previous year were printed in the enclosure document no.8 with the invitation letter for consideration.

In accordance with the Public Company Act 1992, Section 90, it specifies that the remuneration paid to the directors is required to approve in AGM with the votes not less than two-thirds of the total votes of the shareholders attended at the Meeting.

The meeting considered and unanimously voted approval of the Board of Directors' remuneration in 2014 with amount not exceeding 6 million Baht, allocation method as Board of Directors' recommendation.

This agenda, there were no additional shareholder and proxy registration, the result of the vote as follows:

No. of shares from the registrants holding votes in total 51,548,531 shares

- Approval 51,548,531 shares equal to 100%
- Disapproval -nil-
- Abstention -nil-

Agenda 7 Considering appointment of Auditor and setting its audit fees

Miss Teerada Ambhanwong, Managing Director & CEO handed this agenda to Mrs. Oradee Rungrongroj, Audit Committee Chairman to report it to the Meeting as follows

Mrs. Oradee Rungruangruanroj, Audit committee chairman informed to Meeting that Board of Director agreed to the propose of Audit committee to select the external Auditor by considering from the management of its performance during the past year, having the standard practice, independence, well known and audit fees. With the perfect qualifications in accordance with the company's regulation and Security Act and Security Exchange. Therefore the Board of Director considered recommendation to appoint the external auditor as following:

- Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 who has endorsed the Company's financial statements since 2011 or
- Mr. Winid Silamongkol, CPA registration No. 3378 who has not yet endorsed any of the Company's financial statement, or
- Mr. Charoen Phosamritlert, CPA registration No. 4068 who has not yet endorsed any of the Company's financial statement

The above 3 persons work for KPMG Phoomchai Audit Co. Ltd., 48th Floor Empire Tower, 195 South Sathorn Road, Bangkok, to be Company's External Auditors in 2014, being 4th year and defining the audit fees as follows:

1 st Quarter review fee	110,000 Baht
2 nd Quarter review fee	110,000 Baht
3 rd Quarter review fee	110,000 Baht
Annual audit fee	<u>360,000 Baht</u>
Total fees	<u>690,000 Baht</u>

The details of external auditor and audit fees had shown in enclosure no. 9 of the AGM invitation letter.

Before voting, Audit Committee Chairman informed that Section 121 of Public Company Act 1992, External Auditor shall not be Director, staff, employee or any position of the Company. She, therefore she was declared the all of the above 3 auditors are not Directors, employees or holding any other position of the Company. Also, the Company does not utilize any professional service from the mentioned audit firm and persons.

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

- Mr. Bunyarit Thanormcharoen, CPA registration No. 7900 who has endorsed the Company's financial statements since 2011 or
- Mr. Winid Silamongkol, CPA registration No. 3378 who has not yet endorsed any of the Company's financial statement, or
- Mr. Charoen Phosamritlert, CPA registration No. 4068 who has not yet endorsed any of the Company's financial statement

They will be the Company's Auditors for year 2014, being 4th year for the audit firm. The audit fees have set according to amounts presented by the Board.

This agenda, there were no additional shareholder and proxy registration, the result of the vote as follows:

No. of shares from the registrants holding votes in total 51,548,531 shares

- Approval 51,548,531 shares equal to 100%
- Disapproval -nil-
- Abstention -nil-

Therefore, Audit Committee Chairman handed the agenda to the Company's Secretary and Managing Director & CEO for the next agenda.

Agenda 8 Considering other matters (if any)

Miss Roongsri Jiaranaikajorn as a proxy on behalf of Thai Investors addressed an appreciation that the Company has respectively participated to Thailand's Private Sector Collective Action Coalition Against Corruption of which will initiate the advantage to Thailand Capital Market, investors and country. There was an additional query to that the Company implement any plan and policy set for resisting the fraud and corruption concrete practice onward in order to be certified by IOD.

Mrs. Kanchana Saisiriporn remarked thanks to the compliment. Then Mrs. Teerada Ambhanwaong , Managing Director & CEO informed that O.C.C. Public Company is in the list no. 261 of Thailand Private Sector Collective Action . Also, The Company has implanted the company culture **BEAUTY** from within, practice for 6 values comprising of the letter **E** = Ethics and Integrity. The Company conducts its campaign to enhance and encourage the employees' habitual practice, of which sampling to employee to be whistle – blower whenever the clues suspected fraud may occur be acknowledged by the executives and the whistle blowers are confidently to be highly protected. The Employees are strictly reminded that highest penalty of fraud practice is fire penalty. The Company has announced to the executives and employees for the awareness in the participation of resisting all kind of fraud and corruption, demanding or receiving any bribery is fault, no matter for own benefit or for others.

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

The Meeting ended at 10.35 a.m.

Kanchana Saisiriporn
(Mrs. Kanchana Saisiriporn)
Chaiperson

Certified True & Correct

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

Choopan Imthong
Company Secretary
Recorded/Typed/Reviewed

Enclosure No. 3

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.

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:

หุ้นสามัญ.....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 Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ

Tambol/Khwaeng Amphur/Khet Province Postal Code or

2.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

age years, resides at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ

Tambol/Khwaeng Amphur/Khet Province Postal Code or

3.อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

age years, resides at Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ

Tambol/Khwaeng Amphur/Khet Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุม
 สามัญผู้ถือหุ้นครั้งที่ 21 ในวันที่ 27 เมษายน 2558 เวลา 9.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่
 372 ถนนพระราม 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. 21 on
 April 27, 2015 at 9:00 am at the Chao Praya 1 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:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัท โอซีซี จำกัด (มหาชน) ครั้งที่ 20 เมื่อวันที่
จันทร์ที่ 21 เมษายน 2557

Agenda 1 Considering acceptance of the minutes of 20th AGM of O.C.C. Public Company Limited held on
April 21, 2014.

- (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 รับทราบผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา

Agenda 2 Acknowledgement of the Company's operational performance during 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 2557

2014. Agenda 3 Considering approval of the Company's financial statements for the year ended December 31,
2014.

- (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 the allocation of profit and dividend 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

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 Consideration and election the directors in replacement of those retiring by rotation.

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:

- การแต่งตั้งกรรมการทั้งหมด
Appointment of all directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of each individual director

ชื่อกรรมการ: นายสมศักดิ์ ธนสารศิลป์
Name of Director: Mr. Somsakdi Dhanasarnsilp

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ: นายชัยเลิศ มนูญผล
Name of Director: Mr. Chailert Manoonphol

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ: นายคณิต คุณาวุฒิ
Name of Director: Mr. Knit Kounavudhi

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 approval of directors' 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 to appoint the auditors and fix the audit fee.

- (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 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 โดยการแก้ไขวัตถุประสงค์บริษัทข้อ 50 และเพิ่มเติมวัตถุประสงค์บริษัทอีก 2 ข้อ จากเดิม 50 ข้อ รวมเป็นวัตถุประสงค์ทั้งสิ้น 52 ข้อ

Agenda 8 Considering Approval of Amendment of the Company Memorandums Article 3 by amending the Company Business Objective on Article 50 and adding 2 Articles then make the total Articles of the Company Business Objective from 50 to be 52.

- (ค) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ง) 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
Proxy's voting in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be determined as Shareholder's vote.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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

- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 21 ในวันที่ 27 เมษายน 2558 เวลา 9.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณเฑียร ริเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 21 on April 27 , 2015 at 9.00 a.m. at Chao Praya 1 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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ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง

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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 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

Information of Independent Directors Proposed to be Shareholders' Proxies

1. **Name-Surname** Mrs. Oradee Rungruangroj
Position Chairperson of the Audit Committee
Age 65 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 62 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. Wanchai Umpuangart
Title Audit Committee
Age 68 years
Nationality Thai
Address 13/14 Moo 7 Tambon Bang Talad, Amphoe Pak Kret, Nonthaburi
- Company Shareholding** -Nil -
Interest in Each Agenda -Nil -



Documents and Evidence Required to Present before Attending the Meeting

The registration of 21st 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.

Curriculum Vitae of Nominated Director

Name-Surname Mr. Somsakdi Dhanasarnsilp

Age 72 years

Education Qualifications

- Bachelor Degree in Business Administration, Sukhothaimatirat University
- Bachelor Degree in Political Science, Ramkhumhaeng University

Directorship Training

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

Company Director Duration 28 years (Since 6 May 1987)

Position in Company Vice Chairman

Working Experience

- **3 Listed companies**
 - O.C.C. Plc. Year 1987 to present Present Position: Vice Chairman
 - Saha Pathana Inter-Holding Plc. Year 1972 to present Present Position: Director
 - Saha Pathanapibul Pcl. Year 1972 to present Present Position: Director
- **25 Other companies (not listed)**
- **2 Competitive/business connected companies**
 - Director Pattaya Manufacturing Co.,Ltd.
 - Director Saha Pathana Inter-Holding Pcl.

Company shareholding (including spouse and immature children) 994,960 Shares 1.66%

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

Directorship Term 3 years

Meeting Attendance during Year 2014

- Board of Directors 3/6 times
- Shareholder Meeting (He was absent as of his illness.) -/1 time

Forbidden Matter No record of criminal wrong doing in fraud
No record of being in conflict provided an interest of the company in the previous year.

Curriculum Vitae of Nominated Director



Name-Surname Mr. Chailert Manoonlphol

Age 56 years

Education Qualifications

- Master of Science in Management and Human Relation, Abilene Christian University, Texas, U.S.A.
- Bachelor of Business Administration, Assumption University

Directorship Training

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

Company Director Duration 28 years (Since 6 May 1987)

Position in Company Director

Working Experience

- **3 Listed companies**
 - I.C.C. International Plc. Year 2011 to present Present Position: President Business Div. S
 - O.C.C. Plc. Year 1987 to present Present Position: Director
 - People's Garment Plc. Year 1985 to present Present Position: Director
- **9 Other companies (not listed)**
- **3 Competitive/business connected companies**
 - President Business Div. S, I.C.C. International Plc.
 - Director, People's Garment Plc.
 - Managing Director, Champ ace Co., Ltd.

Company shareholding (including spouse and immature children) 30,000 Shares 0.05%

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

Directorship Term 3 years

Meeting Attendance during Year 2014

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

Forbidden Matter No record of criminal wrong doing in fraud
No record of being in conflict provided an interest of the company in the previous year.

Curriculum Vitae of Nominated Director



Name-Surname **Mr. Knit Kounavudhi**

Age 66 years

Education Qualifications

- Master Degree in Administration & Supervision, Lynchburg College, Virginia, USA.
- Bachelor Degree in Fine Arts, Lynchburg College, Virginia, USA.
- Bachelor Degree in Dramatic Arts - Theatre Design, Lynchburg College, Virginia, USA.

Directorship Training

- Have not been trained Director Accreditation Program from Thai Institute of Directors Association

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

Working Experience

- **1 Listed company**
True Visions Plc. Year 1996 to present Present Position: Director - Local Production
- **1 Other company (not listed)**
- **Competitive/business connected companies** **-nil-**

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

Directorship Term 3 years

Forbidden Matter No record of criminal wrong doing in fraud
No record of being in conflict provided an interest of the company in the previous year.

The Affiliated Category of the purposed persons as Independent Director

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 	-is not-
<ul style="list-style-type: none"> ▪ is/ is not a professional service provider (such as auditor, legal advisor) 	-is not-
<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) 	-does not have-
<ul style="list-style-type: none"> ▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies 	-is not-
<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 	-is not-

Supplement for Considering Directors' Remuneration

The Board of Directors' Meeting No. 2/2015 had considered details of Directors' remuneration during the year 2014. It was within the limit of not exceeding 6 million Baht as approved by 20th AGM on Monday, April 21, 2014.

For the year 2015, 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 2014	Year 2013	Year 2012
▪ Meeting Allowance	1,086,000.00 Baht	1,062,000.00 Baht	1,037,000.00 Baht
▪ Director Bonus	4,000,000.00 Baht	4,000,000.00 Baht	3,000,000.00 Baht
Total	5,086,000.00 Baht	5,062,000.00 Baht	4,037,000.00 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, Risk Management Committee and Corporate Governance 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 Appointment of Auditor and its Audit Fees

The Board of Directors' Meeting No. 2/2015 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 2015 and propose to AGM as follows:

1. Propose to appoint KPMG Phoomchai Audit Ltd. to be Company's External Auditor for year 2015, being its 5th 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
who has endorsed the Company's financial statements since 2011, being 5th year for the audit firm. or
 - 1.2. Mr. Winid Silamongkol, CPA registration No. 3378
who has not yet endorsed any of the Company's financial statement, or
 - 1.3. Mr. Charoen Phosamritlert, CPA registration No. 4068
who has not yet endorsed any of the Company's financial statement
2. New Auditor's fees as compared to the past year

	Year 2015	Year 2014
Quarter Review 1-3	360,000.00 Baht	330,000.00 Baht
Annual Audit	390,000.00 Baht	360,000.00 Baht
Total	750,000.00 Baht	690,000.00 Baht

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, the Amendment of
the Company Memorandums Article 3

Agenda 8 Considering Approval of Amendment of the Company Memorandums Article 3 by amending the Company Business Objective on Article 50 and adding 2 Articles then make the total Articles of the Company Business Objective from 50 to be 52.

Principle and Reason: To cover Direct Selling Business Operation for distributing products or service through internet channel and various medias including electronic transaction.

Board's Comments: Agreed to propose to AGM for considering approval of Amendment of the Company Memorandums Article 3 by correcting Company Business Objective on item 50 and adding 2 more objectives, making 50 items of Business Objective to be 52 items as following:

Present

Article 50 Conduct direct selling operation according to Direct Selling and Direct Marketing Act B.E. 2545 (A.D. 2002) including any other additional laws shall be ruled in the future related to direct selling operation and direct marketing. (after getting permission from the concerned authorities)

Amendment and Additional as follows:

Article 50 Conduct direct selling and direct marketing operation according to Direct Selling and Direct Marketing Act B.E. 2545 (A.D. 2002) including any other additional laws shall be ruled in the future related to direct selling operation and direct marketing. (after getting permission from the concerned authorities)

Article 51 Conduct service business, electronic transaction, making payment, receiving payment. (after getting permission from the concerned authorities)

Article 52 Conduct business of selling products or service through such media as publications, broadcasting through radio and television, electronics and internet.

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 appointment 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 is 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.

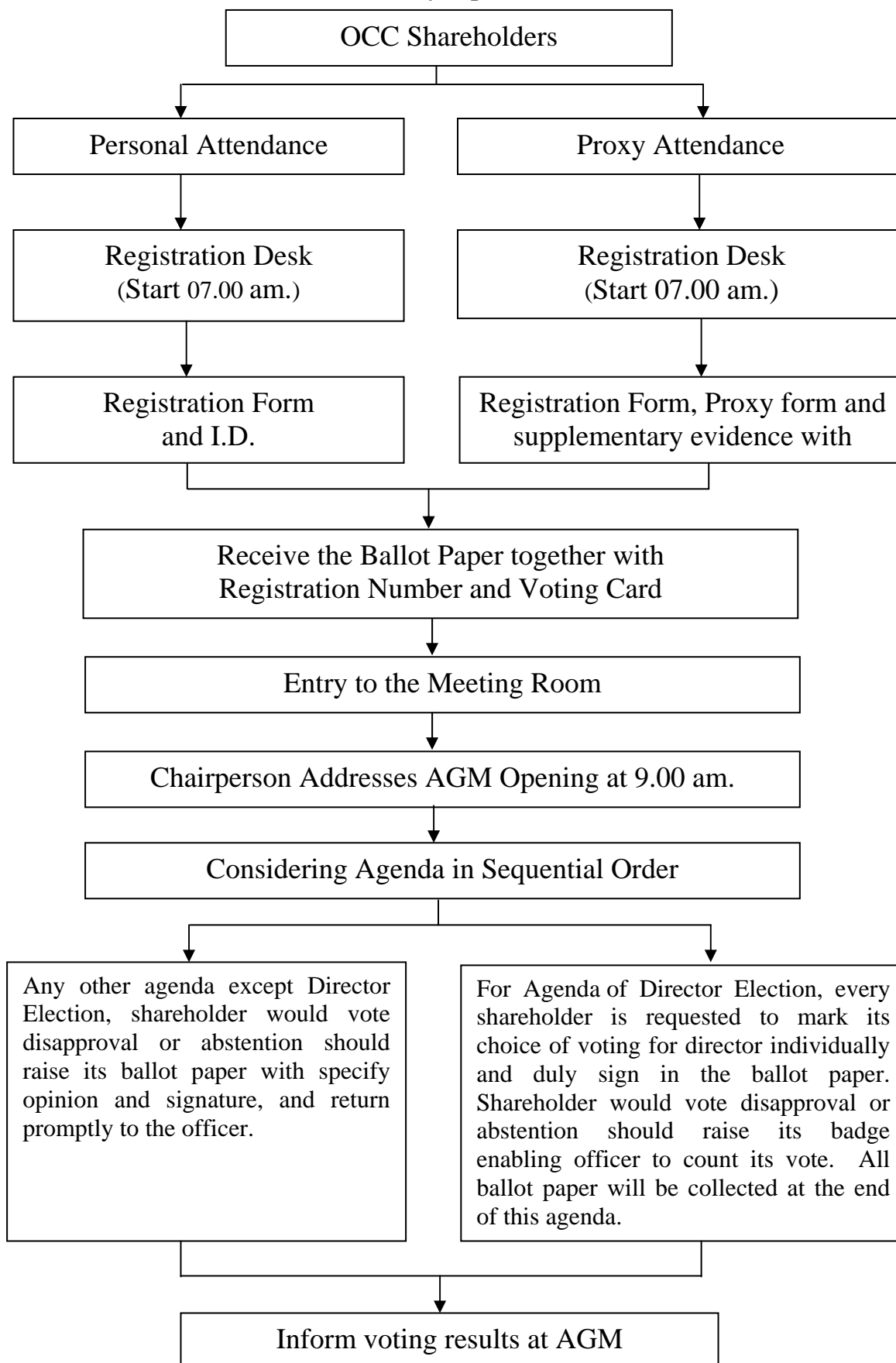
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Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

Procedure of 21st AGM Attendance

O.C.C. Public Company (Limited)

Monday, April 27, 2015



Requisition Form for Receiving Printed Annual Report

Dear Shareholders

In case you would like to receive printed version of the Annual Report 2014, 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
.....
.....

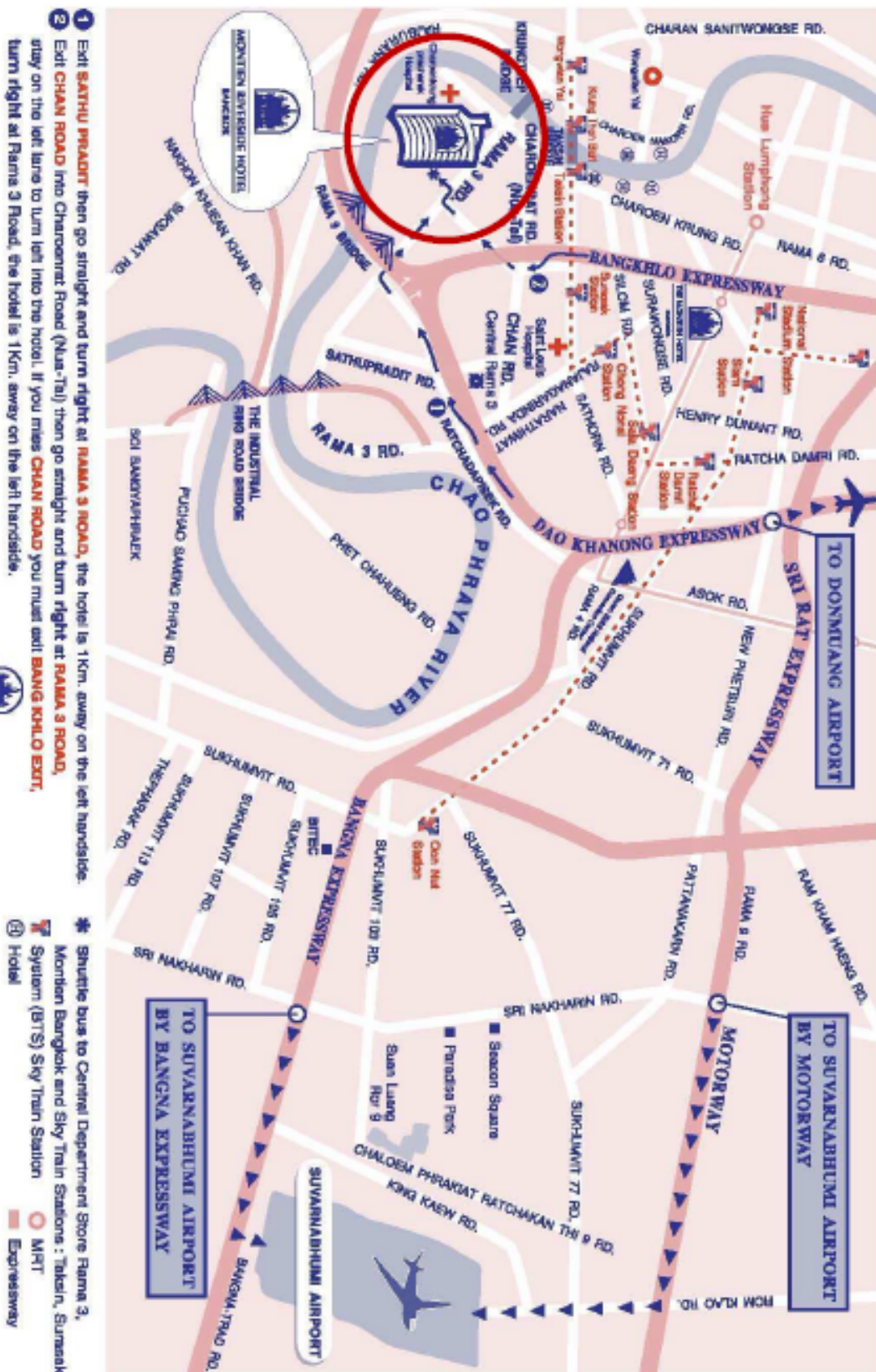
Name of reachable person

Telephone

Fax

Email address

Map of AGM Venue



- 1 Exit **SATHU PRADIT** then go straight and turn right at **RAMA 3 ROAD**, the hotel is 1 Km. away on the left handside.
- 2 Exit **CHAN ROAD** into Charoent Road (Khas-Tai) then go straight and turn right at **RAMA 3 ROAD**, stay on the left lane to turn left into the hotel. If you miss **CHAN ROAD** you must exit **BANG KHLO EXIT**, turn right at Rama 3 Road, the hotel is 1 Km. away on the left handside.



372 Rama 3 Road, Bangkok Bangkok 10120 Tel: 02-292-2999, 02-292-2888 Fax: 02-292-2962-3 E-mail: riverside@montien.com www.montien.com



บริษัท โอซีซี จำกัด (มหาชน)
O.C.C. Public Company Limited

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

- (1) ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Resides at
- สัญชาติ
nationality
- (2) เป็นผู้ถือหุ้นของ บริษัท โอซีซี จำกัด (มหาชน)
being a shareholder of O.C.C. Public Company Limited
- | | |
|-----------------------------------------------------------|----------------|
| โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total number of | หุ้น
shares |
| หุ้นสามัญ
ordinary share | หุ้น
shares |
| หุ้นบริวารสิทธิ
preferential share | หุ้น
shares |

แบบฟอร์มลงทะเบียน
Registration Form

การประชุมสามัญผู้ถือหุ้นครั้งที่ 21 บริษัท โอซีซี จำกัด (มหาชน)
21st AGM of O.C.C. Public Company Limited
วันจันทร์ที่ 27 เมษายน 2558 เวลา 9.00 น.
Monday, April 27, 2015 at 9.00 am
ณ ห้องเจ้าพระยา 1 โรงแรมมณฑิยริเวอร์ไซด์
at the Chao Praya 1 Room, Montien Riverside Hotel
เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพมหานคร 10120
No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, Bangkok 10120

ข้าพเจ้า..... เป็น ผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น
I am a shareholder or its proxy of

บริษัท โอซีซี จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชนเลขที่
O.C.C. Public Company Limited, I.D. Card Number

ลงชื่อ/Signed.....ผู้เข้าประชุม/Attendee
(.....)

เพื่อความสะดวกสำหรับท่าน โปรดนำหนังสือฉบับนี้มาในวันประชุมด้วย และกรณีส่งหนังสือมอบฉันทะ
ทางไปรษณีย์ กรุณาแนบเอกสารฉบับนี้พร้อมหนังสือมอบฉันทะและเอกสารประกอบให้ครบถ้วน

For your convenience, please present this form on the Meeting day. In case of sending your
proxy form by post, please include this form with the complete proxy form and supporting documents.