

O.C.C. Public Company Limited
Documents for 20th Annual General Meeting
for the Year 2014
on Monday, April 21, 2014 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. 17/2014

March 31, 2014

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

Invitation to 20th Annual General Meeting

Enclosure:

1. Copy of 19th AGM Minutes
2. Annual Report 2013 including the financial statements ended December 31, 2013
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. Articles of Association related to shareholders meeting
11. Procedure of the meeting attendance
12. Requisition Form for printed Annual Report
13. Map of AGM venue
14. Registration Form

The Company's Board of Directors has called for 20th AGM to be held on Monday, April 21, 2014 at 10.00 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 19th AGM of O.C.C. Public Company limited on Tuesday 2013

Board's Comments: 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 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 2013. It was also record 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, 2013

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	1,045,190,250.00 Baht
- Total Liabilities	315,562,538.00 Baht
- Total Revenue	1,555,776,084.00 Baht
- Net Profit	101,373,334.00 Baht
- Profit per share	1.69 Baht

Details of the financial statements 2013 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.

For performance in fiscal year 2013, the Company had net profit amounted to 101,373,334.00 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. Dividend payments are to be drawn from the Company's retained earnings already subject to 30% corporate income tax deduction. An individual shareholders shall be entitled to a tax credit according to Section 47 bis of The Revenue Code.

The list of shareholders having rights to receive dividends will be fixed on May 6, 2014 and will be collected under Section 225 of Securities and Exchange Act by closing the shareholding registration on May 7, 2014. The dividends are scheduled to be paid on May 19, 2014. A comparison of dividend ratios in the past 3 years as follows:

Year	2013 (propose)	2012 (restated)	2011	2010
Net Profit (Baht)	101,373,334.00	106,959,335.00	99,948,108.00	76,714,455.00
Par Value (Baht)	1.00	1.00	1.00	1.00
Dividend per Share (Baht)	0.80	0.80	0.70	0.60
Total Amount (Baht)	48,000,000.00	48,000,000.00	42,000,000.00	36,000,000.00
% Net Profit	47.35%	44.88%	42.02%	46.93%

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

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 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 Nomination 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.

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 20th AGM.

As Mrs. Watchanee Watanthawanwong 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 proposed members 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, 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 is to be added for this 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 2013, the AGM approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 5,062,000 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 2014, 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 2014 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: Since 2011, 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 2014, being 4th year and set the 2014 audit fees at the total amount of 690,000 Baht, as the described enclosure No. 9.

Agenda 8 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.)

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 8.00 am. onwards. Please kindly be informed accordingly with many thanks.

Sincerely yours,



Mrs. Kanchana Saisiriporn
Chairperson

Choophan Imthong
Company Secretary

(Translation)
19th AGM Minutes
Held on Tuesday, April 23, 2013

The 19th Annual General Meeting of O.C.C. Public Company Limited was held at Room Chao Praya 2 of Montien Riverside Hotel, 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkokaem, in Bangkok.

The Record Date for shareholders having rights to attend 19th AGM was March 21, 2013 and the name collection date under Section 225 of Securities and Exchange Act by closing the shareholding registration was March 22, 2013. There were totally 473 shareholders holding altogether 60,000,000 shares.

The Meeting date was on Tuesday, April 23, 2012. The total number of shareholders and proxies attended it was 50 persons being 74 holders. Their holding shares counted up to totally 51,072,560 shares, representing 85.12% achieved as a quorum.

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

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

The Meeting began at 10.00 a.m.

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

Before proceedings of the Meeting, the Chairperson introduced the above stated Directors individually. She also informed that Mr. Somsak Dhanasarnsilp, Vice Chairperson, was sick today and could not attend this Meeting. Then she introduced the Company's Auditor, members of the Executive Committee, and representatives of the Company's legal advisors who also attended this Meeting and would observe this vote counting as well.

The Auditor

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

The Executive Committee

- | | | |
|------------------|------------------|--|
| 1. Mrs. Teerada | Ambhanwong | Managing Director and CEO |
| 2. Mrs. Chantira | Tangtanasingkarn | Director of Accounting-Finance Division |
| 3. Mr. Prakit | Choonhasomboon | Director of Managing Director Office |
| 4. Miss Rattana | Wonglertwit | Director of Office Administration Division |
| 5. Miss Siriporn | Tangtanasingkarn | Director of Cosmetics Marketing Division |

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

- | | |
|-----------------|------------|
| 1. Mrs. Kobsuk | Saensawad |
| 2. Miss Supanee | Lurngsatit |

Thereafter, 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, the Managing Director and CEO to proceed.

Agenda 1: Considering acceptance of 18th AGM Minutes held on Tuesday, April 24, 2012

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed that the Company had mailed a copy of 18th AGM Minutes held on Tuesday 24, 2012 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.

Number of total shareholders and proxies attended the Meeting remained the same as the Company Secretary had notified at the beginning, detailed votes as follows:

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

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 2012 were published in printed 2012 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 2012. 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, 2012

Mrs. Teerada Ambhanwong, Managing Director and CEO, requested the Meeting to consider approval of the Company's financial statements ended December 31, 2012 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 2012 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, Miss Petcharat Tangdamrongtrakul, a proxy from Thai Investors Association raised the following enquiry:

Referring to page 76 of the Company's 2012 Annual Report, acquisition of over a million Baht worth of an immovable asset, is there any plan to make use of that piece of land?

- The Managing Director and CEO explained that the Company has currently gained in a strong financial position enabling investment in long-term asset. There are several plans to make use of that piece of land such as re-sale it if getting a highly profitable price or reserve as an alternative to building a new Company Office since the remaining leasehold of the present premise is less than 10 years. But its renewal has been discussed, and the Company is quite confident that it can be achieved.

Thereafter, the Meeting considered and unanimously voted approval of the Company's financial statements ended December 31, 2012

.Number of total shareholders and proxies attended the Meeting remained the same as the Company Secretary had notified at the beginning, detailed votes as follows:

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

Agenda 4: Considering approval of profit allocation and dividend payment

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that during the fiscal year 2012 the Company had a net profit of 105,734,397 Baht (one hundred five million seven hundred thirty-four thousand three hundred and ninety-seven Baht only). It was net after income tax at the rate of 23%.

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 0.80 Baht (eighty stang) per share totally amounted to 48 million Baht from the net profit in fiscal year 2012. The eligible shareholders will be those having names on the Record Date of May 7, 2013 and will be collected under Section 225 of Securities and Exchange Act by closing the shareholding registration on May 8, 2013. It would be scheduled to pay on May 20, 2013. 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 0.80 Baht per share (eighty stang) from the net profit after income tax of 23% as the Board recommended.

Number of total shareholders and proxies attended the Meeting remained the same as the Company Secretary had notified at the beginning, detailed votes as follows:

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

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. Mrs. Tipaporn Chokwatana
2. Mr. Kriangsak Sripisal
3. Mrs. Teerada Ambhanwong

Mr. Kriangsak Sripisal had informed that he has no intention of being re-elected as Director anymore. His status as Director would be ended after the completion of 19th AGM on March 23, 2013. In search of candidates for those retired, the Nomination Committee had considered individually. Its beneficial member who retired on this agenda, Mrs. Teerada Ambhanwong, did not participate in voting for herself. She left the meeting room when reaching consideration of her name. The Board of Directors excluding that beneficial member discussed widely and agreed with the Nomination Committee's consideration guidelines. The persons proposed to be elected in place of those 3 retired Directors comprise of 2 existing Directors namely Mrs. Tipaporn Chokwatana and Mrs. Teerada Ambhanwong together with a new candidate namely Mr. Wanchai Umpungart who qualifies as an Independent Director.

In addition, the Managing Director and CEO informed that Mr. Wanchai Umpungart also qualifies to be a member of the Audit Committee if he would be elected at this AGM. The Board would consider his appointment in the Board of Directors' Meeting No. 3/2013 scheduled to be held in May 2013.

The Board had thoroughly considered suitability of all the candidates in their qualification, experience and expertise in various professional, leadership, vision, ability to express independence opinion, and success in business. Therefore, it would recommend all those 3 candidates for election as Directors at this AGM. For information of all of 3 candidates, shareholders could check Enclosure 7 which had already been forwarded together with this AGM invitation letter for advance consideration.

During this Agenda, the Managing Director and CEO introduced Mr. Wanchai Umpungart who was the candidate for election as Director to the shareholders.

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 2 proposed candidates who hold positions as director and executive in companies having the same kind of business and in competitive with the Company's as follows.

- Mrs. Tipaporn Chokwatana holds position as a Director of
 - Make-up Technique International Co., Ltd.
- Mrs. Teerada Ambhanwong holds position as a Director of
 - Shiseido Professional (Thailand) Co., Ltd.
 - Zen Salon Business Co., Ltd

And she also is Assistance Vice President of

- I.C.C. International Pcl.

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

1. Mrs. Tipaporn Chokwatana

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

2. Mr. Wanchai Umpungart

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

3. Mrs. Teerada Ambhanwong

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

Therefore, the Board of Directors 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. Wanchai Umpungart

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

Agenda 6: Considering setting the Board of Directors' remuneration

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that according to Article 90 of Public Company Act 1992 and the Company 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 2012, the AGM had approved a total yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 4,037,000 Baht was actually paid as meeting allowances and bonus.

For year 2013, 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.

Other Remuneration

-nil-

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 2012, setting the board's remuneration must be approved by not less than two-thirds of total votes of the shareholders attended at the Meeting.

The Meeting considered and unanimously voted approval of the Board of Directors' remuneration for year 2012 within a limit of not exceeding 6 million Baht and its allocation method as the Board recommended.

Number of total shareholders and proxies attended the Meeting remained the same as the Company Secretary had notified at the beginning, detailed votes as follows:

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

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, the 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
- Mr. Winid Silamongkol, CPA registration No. 3378 or
- Mr. Charoen Phosamritlert, CPA registration No. 4068

The above auditors work for KPMG Phoomchai Audit Ltd., located on 48th Floor, Empire Tower, 195 South Sathorn Road, Bangkok. They will be the Company's Auditors for fiscal year 2013, being 3rd year for this audit firm. Its audit fees will be as follows:

1 st Quarter review fee	100,000 Baht
2 nd Quarter review fee	100,000 Baht
3 rd Quarter review fee	110,000 Baht
Annual audit fee	<u>350,000</u> Baht
Total fees	<u>660,000</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 3 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.

During this Agenda, the Chairperson of the Audit Committee added that in year 2012, the Company hired a company under KPMG Group namely KPMG Phoomchai Advisory Co., Ltd. to conduct a seminar workshop in risk management for its executives and employees. It was simply a broad overview of training.

The Meeting had considered and unanimously voted approval to appoint 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 2012, being 3rd year for the audit firm. The audit fees have set according to amounts presented by the Board.

Number of total shareholders and proxies attended the Meeting remained the same as the Company Secretary had notified at the beginning, detailed votes as follows:

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

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

The Managing Director and CEO informed the Meeting that for clarification of conducting transactions under the Company's Objectives, would like to present the Meeting to consider approval amendment to clause 3 of the memorandum of association (Company Objectives No. 33). For details of the proposed amendment were published in Enclosure 10 which had already been forwarded together with this AGM invitation letter for advance consideration.

At present

No. 33 Buying of all kinds of immovable assets both with or without buildings, hiring and lending immovable assets, acceptance of movable assets as pledges, trading land, holding legal rights of all kinds of immovable assets, trading with redemption right of land or immovable assets, mortgaging movable and immovable assets, hire-purchasing movable and immovable assets, exchanging movable and immovable assets, selling all kinds of immovable assets, leasing and putting security for guarantee in company's business whereas do not have meaning of credit foncier or finance and securities businesses.

To-be

No. 33 Trading of all kinds of immovable assets both with or without buildings, holding legal rights of all kinds of immovable assets, hiring or 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.

Allowance for the Board being able to make its verbal alteration in line with the public company registration officer's consideration was also requested. The Meeting was informed that according to Article 31 of Public Company Act 1992 and the Company Regulation Article 43 (2), amendment of the memorandum of association must be approved by not less than three-fourths of total votes of the eligible shareholders attended at the Meeting.

The Meeting considered and unanimously voted approval amendment clause 3 of the memorandum of association (Company Objectives No. 33) and granted the Board being able to make its verbal alteration in line with the public company registration officer's consideration as the Board had presented.

Number of total shareholders and proxies attended the Meeting remained the same as the Company Secretary had notified at the beginning, detailed votes as follows:

Total eligible shareholders at the Meeting were 51,072,560 shares.

- Approved 51,072,560 shares representing 100%
- Disapproved -nil-
- Abstained -nil-

Agenda 9: Considering other matters (if any)

Since there was no shareholder proposed any other matter, the Managing Director 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 10.30 a.m.

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

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.

(เปิดอากรแสตมป์ 20 บาท)

(Stamp Duty 20 Baht)

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

-อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
age years, resides at Road
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ
Tambol/Khwaeng Amphur/Khet Province Postal Code or
-อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
age years, resides at Road
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์..... หรือ
Tambol/Khwaeng Amphur/Khet Province Postal Code or
-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 20 ในวันที่ 21 เมษายน 2557 เวลา 10.00 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. 20 on
April 21, 2014 at 10.00 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 19 เมื่อวันที่ 19 เมษายน 2556

Agenda 1 Considering acceptance of the minutes of 19th AGM of O.C.C. Public Company Limited held on April 23, 2013.

- (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 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 พิจารณานอมนัดงบการเงิน สิ้นสุด ณ วันที่ 31 ธันวาคม 2556

Agenda 3 Considering approval of the Company's financial statements for the year ended December 31, 2013.

- (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 พิจารณานอมนัดการจัดสรรกำไร 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:
- การแต่งตั้งกรรมการทั้งชุด
Appointment of all directors

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of each individual director

ชื่อกรรมการ:นางกาญจนา สายสิริพร.....

Name of Director: Mrs. Kanchana Saisiriporn

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:นายมนู ลีลานุวัฒน์.....

Name of Director: Mr.Manu Leelanuwatana

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ:นางวัชณี วัฒนถวัลย์วงศ์.....

Name of Director: Mrs. Watchanee Watanathawanwong

- 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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 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 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 20 ในวันที่ 21 เมษายน 2557 เวลา 10.00 น. ณ ห้องเจ้าพระยา 1 โรงแรมมณฑิยรรีเวอร์ไซด์ เลขที่ 372 ถนนพระราม 3 แขวงบางโคล่ เขตบางคอแหลม กรุงเทพฯ 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the meeting of the Ordinary Meeting of Shareholders No. 20 on April 21 , 2014 at 10.00 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

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

Abstain

วาระที่..... เรื่อง

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

Abstain

วาระที่..... เรื่อง

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

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

Approve

ไม่เห็นด้วย

Disapprove

งงดออกเสียง

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 | 64 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 | 61 years |
| Nationality | Thai |
| Address | 111/151 Nakornsawan Road, Kwaeng Watsommanas,
Khet Pomprabsatrupai, Bangkok |
| Company Shareholding | -Nil- |
| Interest in Each Agenda | Having interest in Agenda 5 Considering election of Directors to replace those rotating terms ended. Because he is one of those terms ended and is nominated for reelection as Director for another term. |
-
- | | |
|--------------------------------|--|
| 3. Name-Surname | Mr. Wanchai Umpuangart |
| Title | Audit Committee |
| Age | 67 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 20th 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** Mrs. Kanchana Saisiriporn**Age** 68 years**Education Qualifications**

- Certificate in Make-up Artist, Joe Blasco Make-up Center Inc., California, U.S.A.
- Bachelor Degree in Political Science, Ramkhamhang University

**Directorship Training**

- Director Certification Program Class 32/2003 from Thai Institute of Directors Association

Company Director Duration 38 years (Since 1976)**Position in Company** Chairperson**Working Experience**

- **Listed companies** -nil-
- **7 Other companies (not listed)**
- **5 Competitive/business connected companies**
 - Director, Thai Bunka Fashion Co., Ltd.
 - Chairperson, Hair Service (Thai) Co., Ltd.
 - Vice Chairperson, Shiseido Professional (Thailand) Co., Ltd.
 - Managing Director, Oriental Salon Business Co., Ltd.
 - Managing Director, M.I.L. (Thailand) Co., Ltd.

Company shareholding (including spouse and immature children) 200,000 Shares 0.33%**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 2013**

- | | |
|--------------------------|-------------|
| ▪ Board of Directors | 6/6 times |
| ▪ Executive Committee | 11/12 times |
| ▪ Nomination Committee | 2/2 time |
| ▪ Remuneration Committee | 2/2 time |
| ▪ 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. Manu Leelanuwatana**

Age 69 years

Education Qualifications

- Bachelor of Mechanical Engineering, Chiba University, Japan

Directorship Training

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



Company Director Duration 27 years (Since 1987)

Position in Company Chairperson of the Remuneration Committee

Working Experience

- **4 Listed companies**

- | | | |
|------------------------------------|----------------------|-------------------------------|
| 1. Saha Pathana Inter-Holding Plc. | Year 2007 to present | Present Position: Director |
| 2. I.C.C. International Plc. | Year 2004 to present | Present Position: Director |
| 3. Textile Preatige Plc. | Year 1976 to present | Present Position: Chairperson |
| 4. Thai Wacoal Plc. | Year 1973 to present | Present Position: Chairperson |

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

- **4 Competitive/business connected companies**

- Director, Saha Pathana Inter-Holding Plc.
- Director, I.C.C. International Plc.
- Chairperson, Thai Gunze Co., Ltd.
- Chairperson, Pattaya Manufacturing Co., Ltd.

Company shareholding (including spouse and immature children) 38,790 Shares 0.06%

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 2013

- Board of Directors 6/6 times
- Nomination Committee 2/2 time
- Remuneration Committee 2/2 time
- 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 Mrs. Watchanee Watanthawanwong

Age 61 years



Education Qualifications

- Master Degree in Business Administration, Chulalongkorn University
- Bachelor Degree in Accounting, Chulalongkorn University
- Certified Public Accountant

Directorship Training

- Director Certification Program Class 1/2000 from Thai Institute of Directors Association

Company Director Duration 15 years (Since 1999)

Position in Company Audit Committee Director and Independent Director
Member of the Risk Management Committee

Working Experience

- **1 Listed company**
Matching Maximize Solution Plc. Year 2006 to present
Present position: Executive Director
- **8 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

Meeting Attendance during Year 2013

- Board of Directors 6/6 times
- Audit Committee 12/12 times
- Risk Management Committee 11/12 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.

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	
▪ is/is not a director participating in management, employee, officer or advisor receiving regular wage	-is not-
▪ is/ is not a professional service provider (such as auditor, legal advisor)	-is not-
▪ 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-
▪ is/is not a close cousin of executives or major shareholders of the Company/its subsidiary companies	-is not-
▪ 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. 2/2014 had considered details of Directors' remuneration during the year 2013. It was within the limit of not exceeding 6 million Baht as approved by 19th AGM on Tuesday, April 23, 2013.

For the year 2014, 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 2013	Year 2012	Year 2011
▪ Meeting Allowance	1,062,000.00 Baht	1,037,000.00 Baht	1,043,000.00 Baht
▪ Director Bonus	4,000,000.00 Baht	3,000,000.00 Baht	2,670,000.00 Baht
Total	5,062,000.00 Baht	4,037,000.00 Baht	3,713,000.00 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 Appointment of Auditor and its Audit Fees

The Board of Directors' Meeting No. 2/2014 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 2014 and propose to AGM as follows:

1. Propose to appoint KPMG Phoomchai Audit Ltd. to be Company's External Auditor for year 2014, being its 4th 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 4th 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 2014	Year 2013
1 st Quarter Review	110,000.00 Baht	100,000.00 Baht
2 nd Quarter Review	110,000.00 Baht	100,000.00 Baht
3 rd Quarter Review	110,000.00 Baht	110,000.00 Baht
Annual Audit	360,000.00 Baht	350,000.00 Baht
Total	690,000.00 Baht	660,000.00 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.

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.

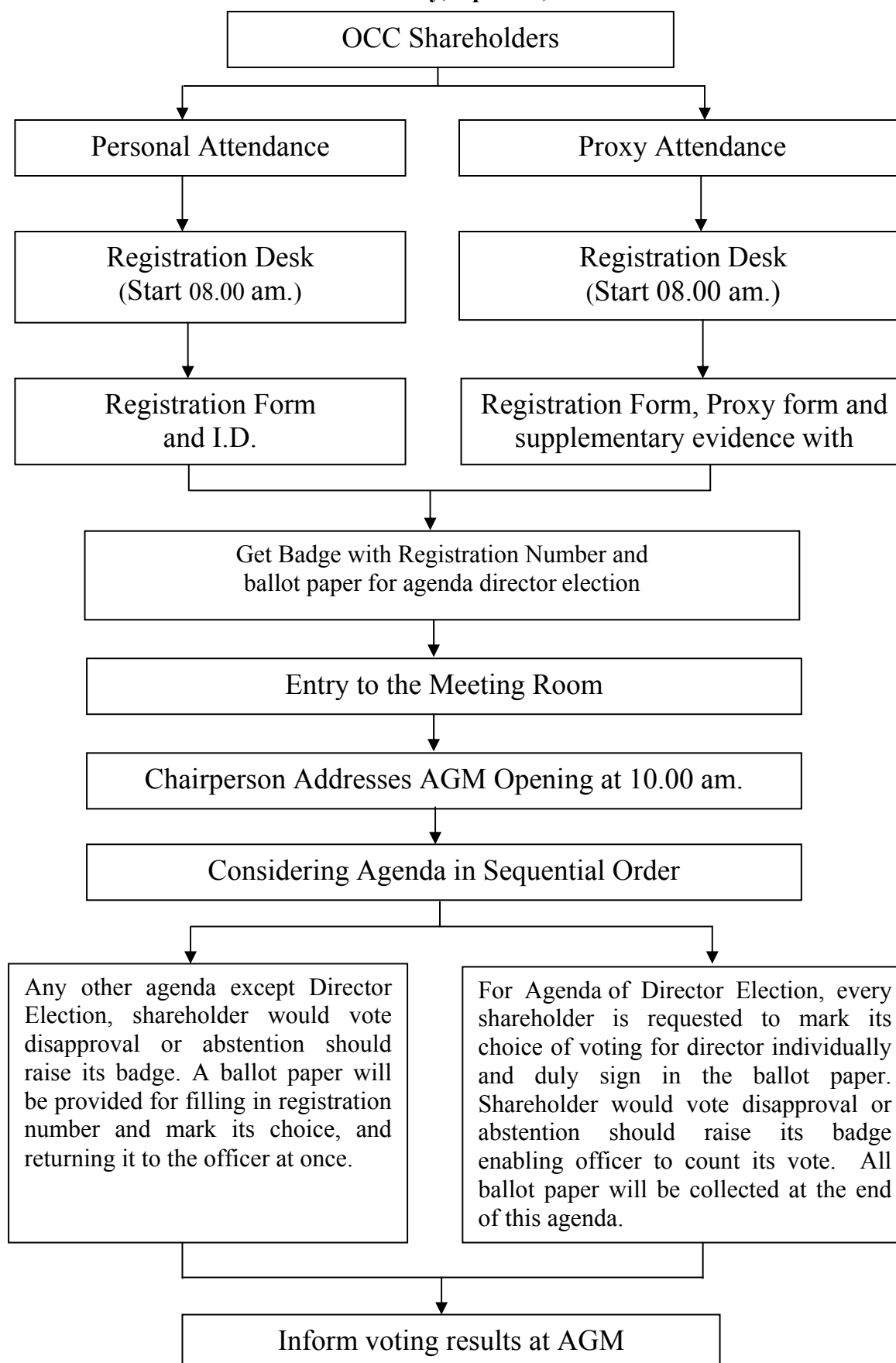
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Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal force.

Procedure of 20th AGM Attendance

O.C.C. Public Company (Limited)

Monday, April 21, 2014



Requisition Form for Receiving Printed Annual Report

Dear Shareholders

In case you would like to receive printed version of the Annual Report 2013, 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

