

(Translation)
21st AGM Minutes
Held on Monday, April 27, 2015

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 Bangkokaem, in Bangkok.

The Record Date for shareholders having rights to attend 21st AGM was March 23, 2015 and the name collection date under Section 225 of Securities and Exchange Act by closing the shareholding registration was March 24, 2015. There were totally 542 shareholders holding altogether 60,000,000 shares.

The Meeting date was on Monday, April 27, 2015. The total number of shareholders and proxies attended it was 55 persons being 75 holders. Their holding shares counted up to totally 47,201,808 shares, representing 78.67% 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. Mr. Somsakdi Dhanasarnsilp | Vice Chairman |
| 3. Mrs. Teerada Ambhanwong | Managing Director & CEO
Nomination Committee Chairman
Risk Management Committee Chairman |
| 4. Mr. Manu Leelanuwatana | Remuneration Committee Chairman |
| 5. Mr. Chailert Manoophol | 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 Mrs. Tippaporn Chokwatana, Director 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
5. Dr. Dr. Pattara Pathumarak Director of Managing Director Office

Company's Secretary

- Mrs. Choopan 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 21st AGM, 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 to be added for this AGM.

Then, the Chairman delivered the agenda to the Company Secretary and Managing Director & CEO to proceed the meeting.

Company Secretary 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. The shareholder received the voting ballot at the registration desk before attending the meeting, only the shareholders who disapprove or abstain would raise-up the voting ballot which has to be marked Disapprove or Abstain for the Agenda with the signature and return to the Company's officers for proper recording and keeping as evidence respectively. For Agenda 5 Considering Election of Director, the Shareholders were requested to consider the voting for each nominee with signature in the voting ballot and returned to the Company's officer after the approval of this 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.

Agenda 1 Considering acceptance of the minutes of 20th AGM of O.C.C. Public Company limited on Monday 21 April 2014

Mrs. Teerada Ambhanwong, Managing Director & CEO informed in that 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 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 approved by a majority vote of the shareholders present at the meeting and entitled to voted acceptance of the mentioned Minutes

No. of shares from total shareholders and proxies votes in total 47,201,808 shares

- Approval 47,198,402 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- Abstention -nil-

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

Managing Director & CEO informed that Company's operational performance of 2014 had showed all details in the 2014 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 2014. 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 2014 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 2014 Annual Report book and CD which a copy had been priory sent as the enclosure with the invitation letter.

The meeting considered and approved by a majority vote of the shareholders present at the meeting and entitled to voted acceptance of the Company's Finance Statement as at 31st December, 2014.

In this agenda 1 more shareholders attended the meeting with 30,900 shares equal to 0.05%, having 56 Shareholders with 77 registrants, 47,232,708 shares in total, 78.72 % of the total shares.

No. of shares from total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- Abstention -nil-

Agenda 4 Considering allocation of profit and dividend payment

Mrs. Teerada Ambhanwong, Managing Director and CEO, informed the Meeting that during the fiscal year 2014 the Company had a net profit of 95,491,918 Baht (ninety-five million four hundred ninety-one thousand nine hundred and eighteen Baht only)

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

The Board of Director recommended to the shareholder to consider approval of dividend payment to 60 million shares at 0.75 Bht./share (seventy-five stangs) total 45 million Bht. Equal to 47.12 of net profit of fiscal year 2014. 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. 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 by a majority vote of the shareholders present at the meeting and entitled to vote for dividend payment at 0.75 Bht. /share. (seventy-five stangs), paying from the Company's accumulated profit, 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 total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- 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. 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.

Then, Managing Director & CEO informed that Mr. Knit Kounavudhi who qualifies as an Independent Director and 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. 3/2015 scheduled to be held in May 2015.

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. Knit Kounavudhi who was the candidate for election as Director to the shareholders.

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.

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

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

The meeting acknowledged and considered individually, The meeting approved by a majority vote of the shareholders present at the meeting and entitled to vote.

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

1. Mr. Somsakdi Dhanasarnsilp

No. of shares from total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- Abstention -nil-

2. Mr. Chailert Manoonphol

No. of shares from total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- Abstention -nil-

3. Mr. Knit Kounavudhi

No. of shares from total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- 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. Watchanee Watanathawanwong
8. Mr. Wanchai Umpungart
9. Mr. Knit Kounavudhi

Mrs. Watchanee WatanaThawanwong, Mr. Wanchai Umpungart and Mr. Knit Kounavudhi 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 2014 AGM, the meeting approved the yearly limit of the Board of Directors' remuneration not exceed 6 million Baht of which 5,086,000 Baht. in total was actually paid as meeting allowance and bonus.

In 2015, 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-

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

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 , its specify 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 approval more than two-thirds of the total votes of the shareholders present at the meeting and entitled to vote of the Board of Directors' remuneration in 2015 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 total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- Abstention -nil-

Agenda 7 Considering appointment of Auditor and setting it audit fees

Mrs Teerada Ambhanwong, Managing Director& CEO 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 stement

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 2015, being 5th year and defining the audit fees as follows:

Quarter review fee 1-3	360,000 Baht
Annual audit fee	<u>390,000</u> Baht
Total fees	<u>750,000</u> Baht

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 approval by a majority vote of the shareholders present at the meeting and entitled to vote, 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 2015, being 5th 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 total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%
- Abstention -nil-

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.

Mrs Teerada Ambhanwong, Managing Director & CEO informed to Meeting that 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. 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.

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 voted approval by not less than three-fourths of the total votes of shareholders attending the meeting and having the rights to vote, 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 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.

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

No. of shares from total shareholders and proxies votes in total 47,232,708 shares

- Approval 47,229,302 shares equal to 99.9928%
- Disapproval 3,406 shares equal to 0.0072%

- Abstention -nil-

Agenda 9 Considering other matters (if any)

In this Agenda, Ms Napak Pakiroj , the proxy holder of Thai Investor Association, as the Shareholder conveyed the appreciation to the Company in compliance with the participation the Collective Action Coalition to against corruption and asking the questions as follows:

1. Inquired about the procedure of the verified member of CAC, and would it be verified by 2015?
 - Mrs. Teerada Ambhanwong, Managing Director & CEO informed that at the Company's Board of Directors Meeting no. 2/2015 on March 4, 2015 had approved the policy of anti-corruption by announcing to all executives and employees to acknowledge and developing the practical plan to against all kinds of corruptions in concrete, as primary state, education of the prevention and opposition the corruption in the orientation session of the new employees. Currently, the Company has practiced the procedure to develop the anti-corruption plan in order to be verified member of CAC by this year.
2. Inquired the guidelines of the Company's operation in 2015
 - Mrs. Teerada Ambhanwong, Managing Director & CEO informed that the overall economy in 2015 expectation would not be difference from the previous year. However, the Company has set the target's growth approximately at 10%. Adjust merchandising strategies that are already available today to boost sales to increase further. Meanwhile, the Company is conducting the feasibility studies to be the distributor of the new products, including the adjustment of sale strategies that are already available today to boost the further sales growth.

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)
Chairperson

Certified True & Correct

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

Choopan Imthong
Company Secretary
Recorded/Typed/Reviewed