

**(Translation)**

No. Gor. Mor. 07/2018

7 March 2018

President  
The Stock Exchange of Thailand

Dear Madam,

Dividend Payment and AGM Date

The Board of Directors' Meeting No. 2/2018 of O.C.C. Public Company Limited, on 7 March 2018, has considered and resolved on the following matters:

1. Agreed to propose at the 24<sup>th</sup> AGM for an approval to pay dividend for the year 2017 from the operating period 1 January 2017 to 31 December 2017 at the rate of 0.65 Baht per share. Dividend payments are to be drawn from the Company's retained earnings already subject to 25% corporate income tax deduction. Payment date will be paid on 21 May 2018.
2. To set the record date for the shareholders eligible to attend the 24<sup>th</sup> AGM on 22 March 2018.
3. To set the record date for the shareholders eligible to receive dividend payments on 3 May 2018.
4. To schedule the 24<sup>th</sup> AGM to be held on Monday 23 April 2018 at 09.00 a.m. at Chaophaya Room 1, Montien Riverside Hotel, 372 Rama 3 Road, Bangkoklo, Bangkokholaem, Bangkok 10120. The agendas are as follows:

Agenda 1 Certification of the minutes of the 23<sup>rd</sup> AGM of O.C.C. Public Company Limited held on Monday 24 April 2017.

Agenda 2 Acknowledgement of Company's business performance for the past year.

Agenda 3 Consideration for the approval of Company's Financial Statements as of 31 December 2017.

Agenda 4 Consideration for the approval of the allocation of Profit and Dividend Payment.

Agenda 5 Consideration for the election of directors to replace those who retire by rotation.

- The 2 Directors who are due to retire by rotation consisting of

1. Mr. Chailert Manoonphol

2. Mr. Knit Kounavudhi

Agenda 6 Consideration for the determination of remuneration of the Company's directors.

- Propose consideration for the determination of the Board's remuneration for year 2018 to be the same rate as in the past year which the amount shall not exceed 6,000,000 Baht.

Agenda 7 Consideration for the appointment of the Auditors and determination of Audit Fee.

- Propose to appoint DIA International Audit Co., Ltd. to be the Auditors as follows:

1. Mrs. Suvimol Chrityakierne CPA license no. 2982 or
2. Miss Suphaphorn Mangjit CPA license no. 8125 or
3. Mr. Nopparook Pitsanu Wong CPA license no. 7764

- Auditor's Audit Fee of 2018 in comparison with the past year

	Year 2018	Year 2017
Quarter Review 1-3	510,000 Baht	480,000 Baht
Annual Audit	530,000 Baht	530,000 Baht
Total	1,040,000 Baht	1,010,000 Baht

**Agenda 8** Consideration for the approval of the amendment of the Company's Articles of Association No.33.

**Purpose:** So as to be in compliance with the Amendment to the Act on Public Limited Company of B.E. 2535 by Order of the National Council for Peace and Order (NCPO) No. 21/2560 on Amendment of the Law to Facilitate Business.

<b>Present</b>	<b>Proposed to amend</b>
<p>No. 33</p> <p>The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p><u>Total amount of the shareholders not less than one/fifth (1/5) of the total amount of selling shares or shareholders not less than twenty-five (25) persons which counted together not less than one/tenth (1/10) of the total amount of selling shares, have jointly signed a letter demanding the summoning of extraordinary shareholder's meeting at any time but have to specific clearly in the letter of reason for summoning meeting. In this regard, the Board of Directors shall arrange the shareholder's meeting within one (1) month since the accepting date of letter from the shareholders.</u></p>	<p>No. 33</p> <p>The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of fiscal year of the company.</p> <p>Any meeting other than the said shall be called extraordinary shareholders' meeting.</p> <p>The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.</p> <p><u>One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.</u></p> <p><u>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names of other shareholders holding the required aggregate numbers of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expense as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</u></p> <p><u>In the case where, at the meeting called by</u></p>

Present	Proposed to amend
	<u>shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no. 36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</u>

Agenda 9 Other matters (if any)

Furthermore, the Company has granted the shareholders' rights to propose meeting agenda and nominate candidates to be elected as the Company Directors during 1 - 30 December 2017, at the AGM. Notification of such rights was published on SET website [www.set.or.th](http://www.set.or.th). It's published and invited the shareholders on the Company's website [www.occ.co.th](http://www.occ.co.th) by determining qualification and regulations of the shareholders as well as the considering procedure of the Company's Board. However, there was no shareholder expressed intention to exercise such rights, hence there is no additional agenda proposing by the shareholders in this year.

The Company shall disseminate the meeting invitation letter for the 24<sup>th</sup> AGM together with the attached documents via the Company's website [www.occ.co.th](http://www.occ.co.th) accessible from 21 March 2018 onwards. The shareholders shall have sufficient time for consideration of the meeting agenda and related documents. The Annual Report 2017 will be uploaded and published on the Company's website immediately upon completion.

Please kindly be informed accordingly.

Sincerely yours,

*Teerada Ambhanwong*  
 (Teerada Ambhanwong)  
 Managing Director  
 Chief Executive Officer