



No. OCMSET/1904/002

April 5, 2019

Re: Resolutions of the Annual General Meeting of Shareholders 2019

Attn.: President  
The Stock Exchange of Thailand

Ocean Commerce Public Company Limited (the “**Company**”) has held the Annual General Meeting of Shareholders 2019 on April 5, 2019 at 14.00 hours, and as at 14.10 hours, there were 8 shareholders present in person and 22 shareholders by proxy, totaling 30 shareholders, representing a total of 818,145,065 shares or 67.8143 percent of all issued shares of the Company, constituting a quorum as required by the Company’s Articles of Association. The Company hereby informs significant resolutions of the Meeting as follows:

1. Resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, which had been held on January 15, 2019 as per the proposed details in all respects, with the votes as follows:

Shareholders’ voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	887,891,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,891,465	100

- Remarks
1. The resolution on this agenda item shall be adopted by the majority vote of the shareholders present at the Meeting and casting their votes, exclusive of the abstention as the basis of the vote counting.
  2. In this agenda item, there were 1 shareholders who were additionally registered, totaling 31 shareholders present at the Meeting in this agenda item, representing a total of 887,891,465 shares.

2. Resolved to approve the financial statements for the year 2018 ended December 31, 2018, as described in the Company's Annual Report 2018 as per the proposed details in all respects, with the votes as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and eligible to vote
Agree	887,891,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,891,465	100

- Remarks
- The resolution on this agenda item shall be adopted by the majority vote of the shareholders present at the Meeting and casting their votes, exclusive of the abstention as the basis of the vote counting.
  - In this agenda item, there were 0 shareholders who were additionally registered, totaling 31 shareholders present at the Meeting in this agenda item, representing a total of 887,891,465 shares.

3. Resolved to approve the suspension of the declaration of dividend and the suspension of the allocation of legal reserve due to the net operating loss after corporate income tax in the amount of THB 147.00 Million, according to the operational results for the year ended December 31, 2018.

With the votes as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and eligible to vote
Agree	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

- Remarks
- The resolution on this agenda item shall be adopted by the majority vote of the shareholders present at the Meeting and casting their votes, exclusive of the abstention as the basis of the vote counting.
  - In this agenda item, there were 1 shareholders who were additionally registered, totaling 32 shareholders present at the Meeting in this agenda item, representing a total of 887,903,465 shares.

4. Resolved to approve the appointment of the three directors who are due to retire by rotation, namely; Mrs. Chatchaya Tritrakulchai, Mr. Uchai Vilailerstpoca and Mr. Boonlert Iewpornchai, to return to the Board for another term and resolve to approve the Audit Committee who are due to retire by rotation, namely; Mr. Kong Suriyamonthon, ACM Pitthaporn Glinfueng and Mr. Boonlert Iewpornchai to return to the Board for another term, as per the proposed details in all respects, with the votes as follows:

4.1 Mrs. Chatchaya Tritrakulchai

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all of the shareholders present at the Meeting and casting their votes
For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

4.2 Mr. Uchai Vilailerstpoca

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all of the shareholders present at the Meeting and casting their votes
For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

4.3 Mr. Boonlert Iewpornchai

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all of the shareholders present at the Meeting and casting their votes
For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

4.4 Mr. Kong Suriyamonthon

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all of the shareholders present at the Meeting and casting their votes

For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

#### 4.5 ACM Pitthaporn Glinfueng

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all of the shareholders present at the Meeting and casting their votes
For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

#### 4.6 Mr.Boonlert Iewpornchai

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all of the shareholders present at the Meeting and casting their votes
For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

Remarks 1. The resolution on this agenda item shall be adopted by the majority vote of the shareholders present at the Meeting and casting their votes, exclusive of the abstention as the basis of the vote counting.

2. In this agenda item, there were 0 shareholders who were additionally registered, totaling 32 shareholders present at the Meeting in this agenda item, representing a total of 887,903,465 shares.

5. Resolved to approve the remuneration for directors for the year 2019 based on the performance, experiences, workloads and responsibilities, as per the proposed details in all respects, with the votes as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

- Remarks
1. The resolution on this agenda item shall be adopted by not less than two-thirds of all votes of the shareholders present at the Meeting and eligible to vote, inclusive of the abstention as the basis of the vote counting.
  2. In this agenda item, there were 0 shareholders who were additionally registered, totaling 32 shareholders present at the Meeting in this agenda item, representing a total of 887,903,465 shares.

6. Resolved to approve Mr. Bunjong Pichayaprasat, CPA Registration No. 7147, or Miss Sirada Jarutakanont, CPA Registration No. 6995, or Mr. Kraisit Silapamongkonkul, CPA Registration No. 9429, or Miss Khaymanundt Chaichuen, CPA Registration No. 8260, of Siam Truth Audit Co., Ltd., as the Company's auditor to conduct an audit and offer an opinion on the Company's financial statements, and should the above certified public accountants be unable to perform the duties, the audit firm may assign another certified public accountant to perform the duties instead, and this audit firm acts as the Company's auditor for the first year, and the audit fee for the year 2019 shall be fixed at THB 1,400,000 (One Million and Four Hundred Thousand Baht Only) as described by the Audit Committee Chairman.

With the votes as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and eligible to vote
For	887,903,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	887,903,465	100

- Remarks
1. The resolution on this agenda item shall be adopted by the majority vote of the shareholders present at the Meeting and casting their votes, exclusive of the abstention as the basis of the vote counting.
  2. In this agenda item, there were 0 shareholders who were additionally registered, totaling 32 shareholders present at the Meeting in this agenda item, representing a total of 887,903,465 shares.

7. Resolved to approve the disposal of non-operating assets, comprising land, buildings and structures, machinery and equipment used in the manufacturing business, totaling 63 items, and other assets relating to the discontinuation of the manufacturing business of faucet and accessories, e.g., office equipment, tools, instruments and vehicles, including relevant licenses, in order to increase the Company's liquidity and cash flows, by disposing the same to Ocean Fitting Co., Ltd., which is the Company's connected person, as Ocean Fitting Co., Ltd. is the successful bidder at the price of THB 78,000,000 (Seventy-Eight Million Baht Only), which is lower than the book value, but higher than the appraised value thereof. Furthermore, the Shareholders'

Meeting has approved the authorization of the Board of Directors or the person authorized by the Board of Directors to determine, amend, vary and/or add details, conditions, and execute, negotiate, agree, sign and amend any agreements, applications, evidence and documents relating to the disposal of the Company's assets, including contact and filing of such documents, as well as other relevant documentary evidence, and take any other arrangements with the relevant authorities, and any arrangements necessary for or in connection with the disposal of the Company's assets on this occasion, subject to the scope approved by the Shareholders' Meeting. Should there be any assets, e.g., office equipment, tools, instruments and vehicles, which may not be disposed of for any reason whatsoever, the Board of Directors or the person authorized by the Board of Directors shall be authorized to consider disposing of such assets by other means to any persons as it may deem appropriate in the best interests of the Company, and subject to compliance with the applicable laws, rules and regulations, provided that the price and conditions of such disposal of assets shall not be less favorable than the conditions set out by the Company in the bidding process, as per the proposed details in all respects, with the votes as follows:

Shareholders' voting results	(votes) (1 share = 1 vote)	percent of all votes of the shareholders present at the Meeting and eligible to vote
Agree	885,863,465	100
Against	-	-
Abstention	-	-
Invalid	-	-
	885,863,465	100

- Remarks
1. The resolution on this agenda item shall be adopted by not less than three-fourths of all votes of the shareholders present at the Meeting and eligible to vote, inclusive of the abstention as the basis of the vote counting.
  2. In this agenda item, there were 0 shareholders who were additionally registered, totaling 32 shareholders present at the Meeting in this agenda item, representing a total of 885,863,465 shares.
  3. In this agenda item, there were shareholders attending the meeting and having the right to vote by connected persons. Abstain 1 vote, 2,040,000 shares

Please be informed accordingly.

Very truly yours,



( Mrs.Chadchaya Traitrakulchai)  
Managing Director