

(Translations)

At TOG 2557/ 08

April 2, 2014.

Subject: Advice of the resolutions of the 2014 Annual General Meeting of Shareholders (No.11)

To: Managing Director of the Stock Exchange of Thailand

Thai Optical Group Public Company Limited (the Company or TOG) has pleasure to advise the resolutions of the 2014 Annual General Meeting of Shareholders (No.11), held on Wednesday, April 2, 2014 at 14.00 hrs., at Surasak 2-3 Room on 11th floor, Eastin Grand Hotel Sathorn, South Sathorn Road Yannawa, Sathorn, Bangkok (10120)- Thailand. There were 160 shareholders presented at the meeting either in person or by proxy, totally 372,123,727 votes or equal to 78.58 % of total issued and paid-up shares of the Company. The meeting had passed the following resolutions:

1. The meeting resolved to approve the minutes of the 2013 Annual General Meeting of Shareholders (No.10), held on April 3, 2013 by unanimous votes of shareholders who attended the meeting and casted their votes as follows:

Approved:	372,729,727	votes, equivalent to	100	%
Disapproved:	--	vote , equivalent to	--	%
Abstained	--	vote, equivalent to	--	%
Total	372,729,727	votes, equivalent to	100	%

2. Acknowledged the Company's operating results for the year 2013 in accordance with the Annual Report.

3. The meeting resolved to approve the Company's Statement of Financial Position and Statement of Comprehensive Income as ended at December 31, 2013 which had already been audited and certified by the auditors of Ernst and Young Office Limited and accepted by the Audit Committee, by majority votes of shareholders who attended the meeting and casted their votes as follows:

Approved:	373,057,531	votes, equivalent to	100	%
Disapproved:	--	vote, equivalent to	--	%
Abstained	1,109	votes, equivalent to	--	%
Total	373,058,640	votes, equivalent to	--	%

4. The meeting had approved the Company's appropriation of Net profit for dividends payout at 0.28 Baht per share, in total amount of 474.32 million shares, totaling 132.73 million Baht, of which 0.08 Baht per share, amounting to 37.86 million Baht, was paid as an interim dividend on September 5, 2013. The balance payment of dividend shall be 0.20 Baht per share, totaling 94.87 million Baht (operating period July 1 to December 31, 2013). Such dividend payout was derived from the Net profit which was subject to corporate income tax of 30 percent and 20 percent, which the natural person shareholders shall be entitled to a tax credit under Section 47 bis of the Code of revenue. The said dividend allocation shall be payable to the shareholders entitled to receive the dividend in accordance with the Company's Articles of Association and who were listed in the record date on Thursday, April 10, 2014 and the closing date on Friday, April 11, 2014 whose names were gathered under the Section 225 of the Securities and Exchange Act B.E. 2535. The dividend payout would be made on Monday, April 28, 2014.

The meeting, approved by unanimous votes of shareholders who attended the meeting and casted their votes as follows:

Approved:	373,058,641	votes, equivalent to	100	%
Disapproved:	--	vote , equivalent to	--	%
Abstained	--	vote, equivalent to	--	%
Total	373,058,641	votes, equivalent to	100	%

5. The meeting approved five directors, whose terms were expired by rotation, to resume their positions as directors of the Company for another term by majority votes of shareholders who attended the meeting and having the rights to vote as follows:

5.1 Mr. Wicha Jiwalai		Position: Independent Director	
Approved:	373,031,641	votes, equivalent to	99.993 %
Disapproved:	--	vote, equivalent to	-- %
Abstained	27,000	votes, equivalent to	0.007 %
Total	373,058,641	votes, equivalent to	100 %

5.2 Mr. Banchong Chittchang		Position: Independent Director	
Approved:	373,031,641	votes, equivalent to	99.993 %
Disapproved:	--	vote, equivalent to	-- %
Abstained	27,000	votes, equivalent to	0.007 %
Total	373,058,641	votes, equivalent to	100 %

5.3 Mr. Don Pramudwinai		Position: Independent Director	
Approved:	373,031,641	votes, equivalent to	99.993 %
Disapproved:	--	vote, equivalent to	-- %
Abstained	27,000	votes, equivalent to	0.007 %
Total	373,058,641	votes, equivalent to	100 %

5.4 Mr. Trevor Paul Blatchford		Position: Director	
Approved:	373,031,641	votes, equivalent to	99.993 %
Disapproved:	--	vote, equivalent to	-- %
Abstained	27,000	votes, equivalent to	0.007 %
Total	373,058,641	votes, equivalent to	100 %

5.5 Mr. David Andrew Cross		Position: Director	
Approved:	373,031,641	votes, equivalent to	99.993 %
Disapproved:	--	vote, equivalent to	-- %
Abstained	27,000	votes, equivalent to	0.007 %
Total	373,058,641	votes, equivalent to	100 %

6. The meeting approved to fix the 2014 remuneration of the Company's Board of Directors and the Sub-Committees , was limited to 6,000,000 Baht (Six Million Baht Only) which was considered appropriately by Nomination and Remuneration Committee, by unanimous votes of shareholders who attended the meeting and casted their votes as follows:

Approved:	373,058,641	votes, equivalent to	100 %
Disapproved:	--	vote , equivalent to	-- %
Abstained	--	vote, equivalent to	-- %
Total	373,058,641	votes, equivalent to	100 %

7. The meeting approved to appoint Certified Public Accountants from Ernst and Young Office Limited to be the auditor of the Company and the Subsidiary company for the year 2014 as follows:

Name	CPA (Thailand) No.	TOG' s auditor
1.Miss Siriwan Suratepin	4604,	year 2010-2014 or,
2.Miss Kamontip Lertwitworatep	4377	,or
3.Mr. Wichart Lokatekrawee	4451	

Whomever the Company authorized to perform the audit and express opinions on financial statements of the Company and the Subsidiary company. And, fix the 2014 audit fee of the Company to be limited to 1,175,000 Baht (One Million and One Hundred Seventy-five Thousand Baht Only) and of the Subsidiary company to be limited to 525,000 Baht (Five Hundred and Twenty Five Thousand Baht Only). As a result, total audit fee of the Company and the Subsidiary company were 1,700,000 Baht (One Million Seven Hundred Thousand Baht Only) , which increased from the year 2013 by 4.62% with unanimous votes of shareholders who attended the meeting and casted their votes as follows:

Approved:	373,058,641	votes, equivalent to	100 %
Disapproved:	--	vote , equivalent to	-- %
Abstained	--	vote, equivalent to	-- %
Total	373,058,641	votes, equivalent to	100 %

Please be advised accordingly.

Yours sincerely,
 Thai Optical Group PCL.

(Mrs. Pornpun Thotrakul)
 Deputy Managing Director