

Explanation on the Registration Process, Voting and Vote Counting, Comments and Questions Given by Shareholders

Documents for Registration Process

1. Shareholders who attend the meeting in person

Shareholders must submit the Registration Form with barcode together with the following documents;

(Explanation on electronic meeting procedure is as in Attachment No. 9)

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none"> - An official identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as: <ul style="list-style-type: none"> - Thai national ID card - Driving Licence - Thai civil servant ID card - Thai state enterprise officer ID card - Passport; or - Any other photographed identification document issued by relevant Thai government authority <p>(Collectively as “ID Document”)</p>	<ul style="list-style-type: none"> - An official passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<u>Juristic Person</u> (This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)	<ul style="list-style-type: none"> - Copy of an affidavit, issued no longer than 6 months by Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s). - ID Document of the authorized director(s) or passport in case the authorized director(s) is foreigner, such ID Document must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) with corporate seal affixed (if any) - Passport of the authorized director(s) and such ID Document must still be valid and not be damaged or in a condition that cannot identify the holder

Remarks:

1. In the case where **any document is made outside Thailand**. Please have the document certified by the notary public **no later than 1 year** prior to the meeting date.
2. If **an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person.**

2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

2.1 The Company has prepared three Proxy Forms for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (*sui juris*); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 6.

The shareholder must mark ☒ and either authorize a person as you wish or an independent director whose profile is attached to the letter of invitation to this meeting to attend and cast a vote at the meeting. Only one proxy can be appointed.

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, the shareholder must choose to either approve or disapprove or abstain from voting, and not combination thereof. The shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor to hold shares for safekeeping in accordance with Proxy Form C.

The shareholders may select to use either Proxy Form by downloading all three Proxy Forms (Proxy Form A, Form B or Form C) from the Company's website <https://investor.osotspa.com/en/home>

- **Proxy Form A**, which is a general simple form (for all shareholders)
- **Proxy Form B**, which is a form specifying details in granting the proxy (for all shareholders)
- **Proxy Form C**, which is a form to be used only by foreign investors and appointed custodian in Thailand to hold their shares for safekeeping

2.2 Shareholders who wish to either authorize a person as you wish or an independent director to attend and cast a vote at the meeting must provide following documents; (Explanation on electronic meeting procedure is as in Attachment No. 9)

- the Registration Form with barcode
- the Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy affixed Baht 20 stamp duty, crossed and dated as of the date the proxy is made
- the following documents to confirm eligibility of the shareholders to attend the meeting (as applicable)

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none">- An official ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder	<ul style="list-style-type: none">- An official ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder- Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder

Category	Thai Shareholders	Non-Thai Shareholders
<u>Juristic Person</u>	<ul style="list-style-type: none"> - An official ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit, issued no longer than 6 months by Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s) with the corporate seal affixed (if any) - Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - An official ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) with the corporate seal affixed (if any) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u>		<ul style="list-style-type: none"> - Please prepare the same documents as explained for the Juristic Person above. - A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy - A confirmation letter that the signatory has been licensed to engage in custodian business

Remarks:

1. In the case where **any document is made outside Thailand**. Please have the document certified by the notary public **no later than 1 year** prior to the meeting date.
2. If **an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person**.

****The Company reserves the rights to refuse the attendance of the shareholder in all respect should the shareholder is unable to present the evidence required above or the evidence is incorrect or in complete as per the above mentioned requirement and the Company's determination shall be final.****

Criteria for Vote Casting

General agenda

1. In casting votes in each agenda, one share shall have one vote; therefore, each shareholder shall have number of votes equal to number of shares held by him/her. The shareholder or the proxy must choose to either cast a vote approve or disapprove or abstain from voting, and not combination thereof (except for the case of custodian).
2. In case of proxy, a proxy must cast his/her vote only as specified in the proxy form.
 - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the proxy form. Any vote not in accordance with the proxy form is invalid and shall not be counted as the vote of the shareholder.
 - 2.2 In case the shareholder does not specify the determination, or the determination is unclear, or the meeting considers or resolves any agenda other than that specified in the proxy form, or there is any change or increment of any matter, the proxy shall be authorized to consider and vote on such matter as he/she deems appropriate.
3. The Chairman will propose to shareholders to consider casting vote for each agenda in the order as per this letter of invitation. The Chairman will request attendees to join the Meeting through electronic meeting hence the vote casting of each agenda shall be done in application. The attendees shall either cast a vote approve or disapprove or abstain from voting in the relevant box. Shareholders who take no action in vote casting in the application; it shall be deemed as approving votes.
4. For Agenda 4 related to the election of directors to replace those retired by rotation, the Company will propose to shareholders to consider casting vote for each individual candidate nominated for directors. The vote casting shall be done in application through electronic meeting; the attendees shall either cast a vote approve or disapprove or abstain from voting in the relevant box. Shareholders who take no action in vote casting in the application; it shall be deemed as approving votes.

Resolutions of the meeting

1. General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting the vote.
2. Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association and the Chairman shall inform the Meeting before voting in each agenda. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
3. Any attendee having special conflict of interest in any agenda shall be excluded from casting a vote in that agenda, except for the agenda relating to the appointment of the directors to replace those retired by rotation, every attendee shall be able to cast a vote without being deemed as having a special conflict of interest. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the meeting.

Vote Counting and Announcement of the Result

The total votes cast in disapprove or abstention, as well as the voided ballot (if any), shall be deducted from the total number of votes attending the meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of each agenda shall be announced to the meeting by presented the approval, disapproval, abstention, or voided ballot (if any) in form of shareholding percentage.

Vote counting in each agenda shall follow the law and the Company's Articles of Association as follows;

1. Agenda 2, 3, 4, and 6, the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting the vote. The Company will calculate the vote from the shareholders present at the meeting and casting the vote which excludes abstain from voting and voided ballot (if any)
2. Agenda 5 related to remuneration of the directors; the resolution shall be passed with the votes of not less than two-thirds of the total votes of shareholders attending the meeting. The Company will calculate the vote from the total votes of shareholders attending the meeting.
3. Agenda 7 related to the amendment of the Company's objectives and the amendment of Memorandum of Association Clause 3 (objective); the resolution shall be passed with the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the rights to vote. The Company will calculate the vote which includes abstain from voting and voided ballot (if any).
4. Vote casting for Proxy Form C, in case that there is no indication of voting and authorized proxy holder does not indicate voting result, the Company shall imply such action as abstain from voting.

Comments and Questions Given by the Attendees

1. Before casting vote in each agenda, the Chairman give the opportunity for attendees to comment or ask question. Attendees may type the question in the text box or click on the "**Raise Hand**" button and wait for the staffs to reply. The Company would like to ask for your cooperation to ask or comment on the relevant to each agenda. If you wish to ask any other question, kindly wait until all the agenda item are completed. Comments or questions of attendees shall be read and answered in the Meeting and the Company would like to reserve the right to run the Meeting as appropriate for effectiveness and conciseness.
2. Shareholders can opine or ask questions in Question Form for the 2021 Annual General Meeting of Shareholders as in Attachment No. 11 and to Investor Relation via e-mail: ir@osotspa.com