



DOCUMENTS FOR THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OSOTSPA PUBLIC COMPANY LIMITED

Tuesday 27 April 2021 at 2.00 p.m.

Via Electronic Meeting (E-AGM)

in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

and other related laws and regulations.



26 March 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

To: All Shareholders of Osotspa Public Company Limited

Attachments: 1. The 2020 Annual Report in QR Code and QR Code Downloading Procedures

2. Profiles of directors retiring by rotation and nominated for re-election as directors and qualifications of an independent director

3. Profiles of auditors for appointment to be as the Company's auditor for the financial year 2021

4. The amendment to the Company's Objectives

5. The Company's Articles of Association in relation to the shareholders' meeting

6. Information of Independent Directors nominated by the Company to be shareholders' proxy

7. Proxy Form A, Form B and Form C as prescribed by the Department of Business Development, Ministry of Commerce

8. Explanation on the appointment of proxy, registration process, registration documents, voting and vote counting

9. Explanation on the Electronic Meeting Procedure via Inventech Connect

10. Privacy Notice in accordance with Personal Data Protection Act B.E. 2562

11. Question Form for the 2021 Annual General Meeting of Shareholders

Osotspa Public Company Limited ("**the Company**") would like to invite you to the 2021 Annual General Meeting of Shareholders **on Tuesday 27 April 2021 at 2.00 p.m. through Electronic Meeting (E-AGM) only** in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations. In this regard, 11 March 2021 is set as the date to determine names of the shareholders entitled to attend the Annual General Meeting (Record Date) to consider the following agenda items together with the opinion of the Board of Directors.

Agenda 1 To acknowledge the Company's performance results for the year 2020

Fact and Rationale The Board of Directors has prepared the report on the Company's performance and material changes to the Company for the year 2020 which forms part of the Company's 2020 Annual Report (56-1 One Report) which can be downloaded in QR Code according to Attachment No.1 delivered to the Company's shareholders together with this letter of invitation in compliance with Section 113 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "**PLCA**") and Article 39 of the Company's Articles of Association.

The Board's Opinion The Board of Directors deems that it is appropriate to propose to the 2021 Annual General Meeting of Shareholders to acknowledge the Company's performance results for the year 2020.

Voting this agenda item is for acknowledgement and thus voting is not required.

Agenda 2 To Consider and Approve the Financial Statements for the Year Ended 31 December 2020

Fact and Rationale In compliance with Section 112 of the PLCA and Article 38 of the Company's Articles of Association, the Company shall prepare the annual financial statements as of the last day of the accounting period of the Company which have been audited by the auditor prior to submission to the annual general meeting of shareholders for consideration and approval.

The Board's Opinion The Board of Directors deems that it is appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve financial statements for the year ended on 31 December 2020, which have been audited by KPMG Phoomchai Audit Ltd., the auditor of the Company, reviewed and endorsed by the Audit Committee at the Meeting No. 2/2021 held on 19 February 2021, and subsequently endorsed by the Board of Directors Meeting. Key information of the Company's financial conditions and results of operation for the year 2020 is summarised as follows:

Statement of Financial Position and Statement of income (Unit: THB million)

	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Assets	25,855	24,324	22,906	21,670
Liabilities	6,526	6,301	4,636	4,456
Equity attributable to owners of the parent	19,244	17,871	18,270	17,214
Revenue	26,129	26,187	22,277	21,888
Profit for the year attributable to owners of the parents	3,504	3,259	3,358	3,039
EPS (baht per share)	1.17	1.08	1.12	1.01

The details of the financial statements for the year ended 31 December 2020 are contained in the 2020 Annual Report (56-1 One Report) which can be downloaded in QR Code according to [Attachment No. 1](#)

Voting This agenda item requires the approval of the meeting by a majority vote of the shareholders attending and casting the votes at the meeting.

Agenda 3 To Consider and Approve the Dividend Payment from the Year 2020 Performance and to Acknowledge the Interim Dividend Payment

Fact and Rationale According to Section 115 of the PLCA and Article 41 of the Company's Articles of Association, the annual dividend payment shall be approved by the Annual General Meeting of the Shareholders. The Board of Directors may pay interim dividends to the shareholders from time to time and shall report such payment to the next meeting of the shareholders.

In addition, the Company has a policy to make a dividend payment to shareholders of not less than 60 percent of the net profit (profit for the year) according to financial statements of the Company, after deduction of all legal reserve required under the law and Articles of Association of the Company.

The Board's Opinion According to the performance results as of 31 December 2020, the Company has net profit for the year 2020 from separated financial statements totalling of THB 3,357.83 million. The Board of Directors deems that it is appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the dividend payment from

the year 2020 performance and to acknowledge the interim dividend payment. The details are as follows:

- a) To acknowledge the interim dividend payment in the first half of the 6 months period (1 January 2020 – 30 June 2020) at the rate THB 0.45 per share, amounting to THB 1,351.60 million which was paid to shareholders on 11 September 2020 as per the resolution from the Board of Directors' Meeting No. 9/2020 dated 13 August 2020.
- b) To approve the dividend payment for the year 2020 from the Company's operating results during 1 January 2020 to 31 December 2020 at the rate THB 1.10 per share, amounting approximately THB 3,304.04 million equivalent to 94 percent of the Company's net profit for the year 2020 according to financial statements of the Company after deduction of all legal reserve required under the law and Articles of Association of the Company according to Section 115 of the PLCA and Article 41 of the Company's Articles of Association and in accordance with the dividend payment policy of the Company.

As the Company has already made an interim dividend payment as per (a), the remaining dividend of the year 2020 payable to shareholders will be at THB 0.65 per share amounting approximately THB 1,952.44 million. In this regard, the dividend payment at the rate THB 0.13 per share will be paid from the net profit of the subsidiary business promoted under the BOI which are currently exempted from tax and the dividend payment at the rate THB 0.52 per share will be paid from the net profit of the businesses which are subjected to 20 percent of corporate income tax in which the individual shareholders are entitled to claim tax credits at the rate of 20/80 of the dividend.

The dividend will be paid to shareholders whose names are appeared in the shareholders' list on 6 May 2021 as the Record Date, and dividend payment will be made on 25 May 2021.

However, the consideration for the dividend payment is uncertain until the approval from the 2021 Annual General Meeting of Shareholders is resolved.

Details of comparison of dividend payments between 2019 and 2020

Lists	2020 (Proposed year)	2019
Profit attributable to owners of the parents (THB million)	3,504	3,259
Number of shares (million shares)	3,003.75	3,003.75
Annual dividend payment (THB per share)	1.10	1.00
- Interim dividend payment (THB per share)	0.45	1.00
- The remaining dividend payment (THB per share)	0.65	0.00
Total dividend payment (THB million)	3,304.04	3,003.75
Total dividend payment paid from net profit after deduction of all legal reserve required under the law and Articles of Association (%)	94	93

Moreover, the Board of Directors' Meeting has considered and viewed that the dividend pay-out ratio for the year 2020 is appropriate and in line with the Company's dividend payment policy.

However, the Company does not have to allocate the net profit for the year 2020 as legal reserve since the Company has fully appropriated legal reserve.

Voting This agenda item requires the approval of the meeting by a majority vote of the shareholders attending and casting the votes at the meeting. However, the matter relating to acknowledgement of the interim dividend payment does not require voting.

Agenda 4 To Consider and Approve the Election of Directors to Replace those Retired by Rotation

Fact and Rationale Articles 17 of the Company's Articles of Association prescribes that at every annual general meeting of the shareholders, one-third of the directors shall retire by rotation. A director who retires by rotation may be re-elected. At the 2021 Annual General Meeting of Shareholders, there are five directors to be retired by rotation, namely:

Name		Position
1. Mr. Surin	Osathanugrah	Chairman of Board of Directors
2. Mr. Ratch	Osathanugrah	Vice Chairman of the Board of Directors
3. Mr. Thana	Chaiprasit	Director and Member of the Executive Committee
4. Mrs. Sinee	Thienprasiddhi	Independent Director and Member of the Audit Committee
5. Mrs. Porntida	Boonsa	Director, Member of the Executive Committee, and Member of the Risk Management Committee

The Board's Opinion The Nomination, Remuneration and Corporate Governance Committee has endorsed the qualification of above five directors to the Board of Directors to consider and to propose to the 2021 Annual General Meeting of Shareholders for consideration and approval the above five retiring directors to be re-elected as the Company's directors for another term.

The Board of Directors, excluding five retiring directors who have conflict of interest in the agenda, has considered qualifications, expertise in accordance with Board Skill Matrix and performance in the past as director of the Company of each person named above and viewed that the above mentioned persons have profound knowledge, capability and experiences that would be useful for the Company's future operation as considered and proposed by the Nomination, Remuneration and Corporate Governance Committee.

The Company has distributed the document and regulation for the right of shareholders to nominate qualified candidates to be elected as the Company's directors in advance in order to propose to the 2021 Annual General Meeting of Shareholders. There was no shareholder nominated qualified candidate to be elected as the Company's director to the Company.

Thus, the Board of Director deems appropriately to propose to the 2021 Annual General Meeting of Shareholders to consider and approve that these five retiring directors named above be re-elected as the Company's directors for another term. Profiles of those five retiring directors as well as the qualifications of an independent director of the Company are delivered to the Company's shareholders together with this letter of invitation according to Attachment No. 2

In addition, the Board of Directors has considered and viewed that Mrs. Sinee Thienprasiddhi who is proposed to be re-elected as an independent director for another term can give an independent opinion and in accordance with PLCA, the Securities and Exchange Act B.E. 2535 (as amended) and the relevant regulations.

Voting This agenda item requires that each individual nominated as a director of the Company to replace the director retired by rotation shall be approved by a majority vote of shareholders attending and casting the votes at the meeting.

Agenda 5 To Consider and Approve the Board of Directors' and the Sub-Committees' Remuneration for the Year 2021

Fact and Rationale As the Company's Articles of Association does not prescribe a provision on directors' remuneration, Section 90 of the PLCA would apply. It requires that in the absence of the Company's Articles of Association, paying money or giving assets to the director of the Company shall be as approved by the shareholders' meeting with the votes of not less than two-thirds of the total votes of shareholders attending the meeting.

The Board's Opinion The Nomination, Remuneration and Corporate Governance Committee has proposed to the Board of Directors to consider the Board of Directors' and the Sub-Committees' remuneration for the year 2021. The Board of Directors deems that it is appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors' and the sub-committees for the year 2021 with details as follows:

1. Meeting allowances (same rate with the year 2020)

The Company will pay, to every director who is not a full-time employee or an advisor of the Company and attending the meeting by him/herself, the meeting allowances in the amount of THB 50,000 per each director for each meeting of the Board of Directors or sub-committees.

Remuneration	2021 (Proposed year) (THB)	2020 (THB)
Meeting allowances	50,000	50,000

2. Monthly remuneration (same rate with the year 2020)

The Company will pay, to every director who is not a full-time employee or an advisor of the Company, the monthly remuneration at the following rate:

Remuneration	2021 (Proposed year) (THB per month)	2020 (THB per month)
1. The Board of Directors		
Chairman	30,000	30,000
Vice Chairman	20,000	20,000
Director	15,000	15,000
2. The Audit Committee		
Chairman	20,000	20,000
Director	15,000	15,000
3. The Nomination, Remuneration and Corporate Governance Committee		
Chairman	20,000	20,000
Director	-	-
4. The Risk Management Committee		
Chairman	20,000	20,000
Director	-	-
5. The Executive Committee		
Chairman	-	-
Vice Chairman	-	-
Director	-	-

3. **Non-monetary remuneration:** Such as life insurance, health insurance and other benefits which the directors shall receive according to the Company's policy. The Company shall pay the non-monetary remuneration to every director who is not a full-time employee or an advisor of the Company.

The remuneration in 1, 2, and 3 together shall **not exceed THB 22 million** (equivalent to the remuneration in the year 2020). Such remunerations will be effective from 2021 onward until the Meeting of Shareholders shall have other resolutions.

4. **Gratuity for the year 2021:** The Company will pay, to every director who is not a full-time employee or an advisor of the Company, on a pro-rata basis at the rate of 0.5 time the total amount of remuneration paid to the Board of Directors and Sub-Committee in 2021. The Nomination, Remuneration and Corporate Governance Committee shall consider the allocation of gratuity for the year 2021 as appropriate (The condition of gratuity payment for the year 2021 is the same as the year 2020). Such gratuity will be effective from 2021 onward until the Meeting of Shareholders shall have other resolutions.

The Company has no other monetary remuneration and non-monetary remuneration apart from the remunerations proposed above.

Voting This agenda item requires the approval of the meeting with the votes of not less than two-thirds of the total votes of shareholders attending the meeting.

Agenda 6

To Consider and Approve an Appointment of Auditor and Auditor's Fee for the Financial Year 2021

Fact and Rationale Section 120 of the PLCA and Article 35 of the Company's Articles of Association prescribe that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of the auditor of the Company every year; and in appointing the auditor, the former auditor may be re-appointed. However, the relevant Notifications of the Capital Market Advisory Board prescribes that in the event that the auditor of a company listed in the Stock Exchange of Thailand has performed his/her duties on reviewing or auditing and expressing opinion on financial statements of such listed company for seven fiscal years (whether consecutive or not), such listed company must rotate its auditor. The listed company may re-appoint the same auditor who is retired by rotation only if it passes the lapse of at least five consecutive fiscal years from the date of termination of his/her duties.

The Board's Opinion The Audit Committee has proposed to the Board of Directors' Meeting to consider an appointment of an auditor from KPMG Phoomchai Audit Ltd. ("**KPMG**") as the auditor of the Company and gives comment on the financial statements of the Company for the financial year 2021. According to the performance for the financial year 2020 of the auditor from KPMG, the result was satisfactory. The auditor fully understands the Company's businesses, expertise in auditing and has appropriate rate of the auditor's fee.

The Board of Directors has endorsed that it is appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and to approve as follows;

1. To appoint one of the following auditors from KPMG to act as the auditor of the Company for the financial year 2021:

1. Mr. Thanit Osathalert	CPA Registration No. 5155 (Never sign in the Company's financial statements)
2. Mr. Ekkasit Chuthamsatid	CPA Registration No. 4195 (Signatory in the Company's financial statements for the year 2015 onward)
3. Miss Nittaya Chetchotiros	CPA Registration No. 4439 (Signatory in the Company's financial statements for the year 2014)
4. Mr. Bandit Tangpakorn	CPA Registration No. 8509 (Never sign in the Company's financial statements)

It is informed that the audit firm and the auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties. In addition, none of the nominated auditors has performed his/her duties on reviewing or auditing and expressing opinion on the financial statements of the Company for seven fiscal years.

Though some subsidiaries are audited by other auditor, the Board of Directors will make sure that the financial statements are prepared within timeframe.

2. To approve the fixed auditor's fee for the year 2021 in the same rate with the auditor's fee for the year 2020 as follows;

	2021 (Proposed year) (THB)	2020 (THB)
Auditor's fee for the separated and consolidated financial statements	5,500,000	5,500,000

Voting This agenda item requires the approval of the meeting by a majority vote of shareholders attending and casting the votes at the meeting.

Agenda 7

To Consider and Approve the Amendment to the Company's Objectives and the Amendment to Clause 3 of the Memorandum of Association (Company's Objectives)

Fact and Rationale In compliance with Section 31, Paragraph 1 of the PLCA and the Company's Articles of Association, Article 34 (d) the amendment to the Memorandum of Association or the Articles of Association of the Company, shall be approved by the meeting of shareholders 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 Board's Opinion The Board of Directors deems appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve as follows;

1. To approve the amendment of the Company's Objectives, details are in Attachment No. 4 to be comprehensive and consistent to the current and further operation of the Company and to approve the amendment of Memorandum of Association Clause 3 (Objective) to be

consistent with the amendment of the Company's Objectives. Hence, the Company's Objectives amends from 41 clauses to 46 clauses.

2. To authorize the Board of Directors and/or person(s) which the Board of Directors authorize to verify, revise, complete or take any other necessary actions to comply with the Public Company Registrar in registering the amendment objectives with Ministry of Commerce for the completion of the amendment of the Company's Objectives and Memorandum of Association.

Voting This agenda item requires the approval of the meeting with the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the rights to vote.

Agenda 8 Other businesses (if any)

The Company has published forms and regulation for the rights of shareholders to propose agenda items and to nominate candidate for the Board of Directors of the Company in advance in the 2021 Annual General Meeting of Shareholders. There was no shareholder proposed agenda items to the Company.

The Board's Opinion Any additional agenda not notified to the shareholders in advance should not be added to the meeting. Therefore, the matters to be discussed in the meeting shall be in accordance with the agenda items as set out in the letter of invitation respectively. This is to allow the shareholders to be able to decide on important matters in accordance with the Corporate Governance Code for the listed companies 2017 and Annual General Shareholders' Meeting Assessment.

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According to the new wave pandemic situation of Coronavirus Disease 2019 ("COVID-19") in Thailand, the Company is aware and concerns for the health and welfare of the shareholders, directors, managements, and the Company's staffs including related parties. The current technology allows meeting attendees to comfortably discuss from different places via electronic meeting. For this year, the Company will hold the Meeting through the electronic meeting (E-AGM). Therefore, the Company would like to inform all attendees to follow the explanation on the appointment of proxy, registration process, registration documents, voting and vote counting, details are in Attachment No. 8 and the explanation on electronic meeting procedure via Inventech Connect, details are in Attachment No. 9 for the benefits of all shareholders to attend the meeting and to cast the vote in the meeting.

In case the shareholders are inconveniently to attend E-AGM, the shareholders can proxy to one of the Company's independent director for attending the meeting and casting the vote on behalf of the shareholders. The shareholders must fill in and sign proxy (the Company recommends using Proxy Form B under which the shareholders can clearly specify their voting), details in Attachment No. 7 with the stamp duty of THB 20 affixed and enclose documents as prescribed in Attachment No. 8 and return the signed proxy to **the Company Secretary Department, Osotspa Public Company Limited, 10th floor, Building 5, 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok, Thailand, 10240 within 23 April 2021.**

Any shareholder who wishes to appoint other person as the proxy to attend and vote at the meeting on his/her behalf must fill in and sign as appropriate Proxy Form A, Form B or Form C (for foreign shareholders who appoint custodian in Thailand) as enclosed herewith in Attachment No. 7, together with the stamp duty of THB 20 affixed and enclose documents as prescribed in Attachment No. 8 and follow the explanation on electronic meeting procedure via Inventech Connect, details in Attachment No. 9 to attend E-AGM.

If any shareholder has a query regarding the meeting agenda or would like to send advance question, he or she may contact IR@osotspa.com by using Question Form for the 2021 Annual General Meeting of Shareholders as enclosed in Attachment No. 11.

Please be informed and attend the 2021 Annual General Meeting of the Shareholders on the date and time mentioned above accordingly. The Company would like to thank all shareholders for your cooperation.

Sincerely yours,

-Surin Osathanugrah-

(Surin Osathanugrah)

Chairman of the Board of Directors

For additional details, please contact Ms. Naruporn Ananpongsuk (Head of Investor Relations)

Phone: (+66) 2 351 1152, (+66) 63 206 0173 Email: IR@osotspa.com

**The 2020 Annual Report
(56-1 One Report)
in QR Code**



Shareholders can download the 2020 Annual Report (56-1 One Report) via QR Code by following QR Code Downloading Procedures.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

→ Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

Profiles of directors retiring by rotation and nominated for re-election as directors

1. Mr. Surin Osathanugrah

Thai Nationality, Age 88

Nominate as: Director

Current Positions in the Company

- Chairman of the Board of Directors
- Authorized Director

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 3 years)

Shareholding in OSP -None-

However, Mr. Surin Osathanugrah's spouse held 20,080,600 shares or 0.67 percent of the total issued shares having voting rights (details as of 30 December 2020).

Education/Training

- Bachelor of Business Administration BABSON College, US

Director Training

- Director Certification Program (DCP) 28/2003
- Audit Committee Program (ACP) 10/2005
- The Role of Chairman Program (RCP) 27/2012
- The Role of Chairman Program (RCP) 38/2016
- The Board's Role in Mergers and Acquisitions (M&A) 1/2011

Professional Experience during the Past 5 Years and/or Important Position

Board Member/Management in Other Listed Company -None-

Positions in Other Company/Organization

Period	Position	Company / Organization
2012-Present	Chairman	Osathanugrah Foundation
2005-Present	Director	Rajadamri Hotel PCL
1993-Present	Chairman	Pichaisawat Co., Ltd.
1982-Present	Chairman	Bangkok Rinvest Co., Ltd.
1962-Present	Director	Osathanugrah Holding Co., Ltd.
1980-2020	Vice Chairman of the Board of Directors	Safety Insurance PCL

- ✓ Never dishonestly committed an offence against property.
- ✓ Not position as director or executives in competed business with the Company

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 9/13 times* (equivalent to 69.23 percent)
2. Non-Executive Director Committee Meeting attendance: 0/1 time* (equivalent to 0 percent)

Remark In 2020, due to the pandemic of COVID-19, the Company requested the directors with health issues refrained from attending the meetings until the pandemic of COVID-19 will subside or attend the meeting through electronic meeting.



2. Mr. Ratch Osathanugrah

Thai Nationality, Age 64

Nominate as: Director

Current Positions in the Company

- Vice Chairman of the Board of Directors
- Authorized Director

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 3 years)

Shareholding in OSP (as of 30 December 2020)

Held 111,373,800 shares or 3.71 percent of the total issued shares having voting rights, the total shares including other persons who was Acting in Concert are 792,796,700 shares or 26.39 percent.

Education/Training

- Master of Business Administration, Southern Illinois University, US
- Bachelor of Business Administration, Southern Illinois University, US
- Bachelor of Business Administration, Bangkok University

Director Training

- Director Accreditation Program (DAP) 124/2016

Professional Experience during the Past 5 Years and/ or Important Position

Board Member/Management in Other Listed Company -None-

Positions in Other Company/Organization

Period	Position	Company
Present	Director	Angelys Balek Co., Ltd.
Present	Director	Doisawasdee Hill Co., Ltd.
Present	Director	Shiseido (Thailand) Co., Ltd.
Present	Director	Isetan (Thailand) Co., Ltd.
Present	Director	Dream Loft Co., Ltd.

- ✓ **Never** dishonestly committed an offence against property.
- ✓ **Not** position as director or executives in competed business with the Company

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 9/13 times* (equivalent to 69.23 percent)
2. Non-Executive Director Committee Meeting attendance: 0/1 time* (equivalent to 0 percent)

Remark In 2020, due to the pandemic of COVID-19, the Company requested the directors with health issues refrained from attending the meetings until the pandemic of COVID-19 will subside or attend the meeting through electronic meeting.



3. Mr. Thana Chaiprasit

Thai Nationality, Age 66

Nominate as: Director

Current Positions in the Company

- Director
- Authorized Director
- Member of the Executive Committee
- Acting Chief Executive Officer

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 3 years)

Shareholding in OSP (as of 30 December 2020)

Held 51,188,500 shares or 1.70 percent of the total issued shares having voting rights.



Education/Training

- Ph.D (Honorary) Doctor of Philosophy in Education, Ramkhamhaeng University
- Ph.D (Honorary) Doctor of Business Administration in General Management, Chandrakasem Rajabhat University
- Ph.D (Honorary) Doctor of Arts in Innovation in Sports Management, Suan Sunandha Rajabhat University
- MINI MBA, Thammasart University
- Bachelor of Business Administration, Bangkok University

Director Training

- Director Accreditation Program (DAP) 132/2016
- Diploma, National Defence College of Thailand (The Joint State - Private Sector Course) Class 388
- Administrative Justice for Executives Program, Class 5, the Administrative Justice Institute, the Office of the Administrative Courts

Professional Experience during the Past 5 Years and/ or Important Position

Board Member/Management in Other Listed Company

Period	Position	Company
2003-Present	Chairman of the Board of Director	Advanced Information Technology PLC

Positions in Other Company/Organization

Period	Position	Company
Present	Director	Osotspa Myanmar Co., Ltd.
Present	Director	The International Table Tennis Federation
Present	Director	The National Olympic Committee of Thailand
Present	Director	Thanarom Co., Ltd.

- ✓ **Never** dishonestly committed an offence against property.
- ✓ **Not** position as director or executives in competed business with the Company

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 13/13 times (equivalent to 100 percent)
2. Executive Committee Meeting attendance: 12/12 times (equivalent to 100 percent)

4. Mrs. Sinee Thienprasiddhi

Thai Nationality, Age 62

Nominate as: Independent Director

Current Positions in the Company

- Independent Director
- Member of the Audit Committee

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 3 years)

Shareholding in OSP (as of 30 December 2020)

Held 100,000 shares or 0.003 percent of the total issued shares having voting rights.

Education/Training

- MAC DUFFIES SPRINGFIELD, MA, US

Director Training

- Director Certification Program (DCP) 65/2005
- Director Accreditation Program (DAP) 9/2004
- Finance for Non-Finance Director (FN) 22/2005
- Improving the Quality of Financial Reporting (QFR) 1/2006
- DCP Refresher Course 2/2009
- Advances for Corporate Secretaries 29
- Fundamental Legal and Regulations for the Listed Company 8/2012

Professional Experience during the Past 5 Years and/ or Important Position

Board Member/Management in Other Listed Company

Period	Position	Company
1979 – Present	Director	Dusit Thani PCL
1979 – Present	Executive Director	
2008 – 2016	Company Secretary	
1980 – 2016	Secretary to the Board of Director	

Positions in Other Company/Organization

Period	Position	Company
2011 – Present	Director	DMS Property Investment Private Limited
2010 – Present	Director	Dusit Thani Philippines, Inc.
2010 – Present	Director	Chanut and Children Co., Ltd.
2009 – Present	Director	Dusit Thai Properties PCL
1976 – Present	Director	Piyasiri Co., Ltd

- ✓ **Never** dishonestly committed an offence against property.
- ✓ **Not** position as director or executives in competed business with the Company



Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 12/13 times (equivalent to 92.31 percent)
2. Audit Committee Meeting attendance: 9/9 times (equivalent to 100 percent)
3. Non-Executive Director Meeting attendance: 1/1 time (equivalent to 100 percent)
4. Jointly Meeting between Audit Committee and Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)
5. Joint Meeting of Audit Committee and Risk Management Committee attendance: 1/1 time (equivalent to 100%)

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship characteristics	Name of nominated person qualified as Independent Director (Mrs. Sinee Thienprasiddhi)
Holding of the Company Share <ul style="list-style-type: none">- Number- Percentage of the total issued shares having voting rights (%)	100,000 shares 0.003 percent
Being close relatives to other directors/ executive/ major shareholders of the Company/controlling person of company and its subsidiaries	None
Having relationship in any of these characteristics with the Company/parent company/subsidiary company/associate company/or juristic person which may have conflicts of interest either at present or during the past 2 years <ul style="list-style-type: none">- Be an executive director, staff, employee or advisor who receives salary.- Be a professional service provider (such as an auditor or a lawyer)- Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any)	None None None

5. Mrs. Porntida Boonsa

Thai Nationality, Age 54

Nominate as: Director

Positions in the Company

- Director
- Member of the Executive Committee
- Member of the Risk Management Committee
- Chief Financial Officer

Date of Appointment as a Director

17 September 2020 (positioned for 6 months) (She was appointed by the Board of Directors' Meeting in place of Mr. Sethaput Suthiwartnarueput who resigned from the position of Director)

Shareholding in OSP (as of 30 December 2020)

Held 562,458 shares or 0.019 percent of the total issued shares having voting rights.

Education/Training

- MBA with Distinction, Finance & Accounting, The Wharton School of the University of Pennsylvania
- Bachelor of Accountancy, Chulalongkorn University, First Class Honors, Gold Medal

Director Training

- Director Accreditation Program (DAP)
- Corporate Governance for Executives (CGE) 11/2018
- Strategic CFO in Capital Markets Program
- TFRS15 Revenue from contracts with customers
- TFRS for Financial Instruments 2019
- Accounting standards & Tax update
- Transfer Pricing

Professional Experience during the Past 5 Years and/ or Important Position

Board Member/Management in Other Listed Company -None-

Positions in Other Company/Organization

Period	Position	Company
2011 – 2017	Director and Vice President Finance	Unilever Thai Trading Co., Ltd.

- ✓ **Never** dishonestly committed an offence against property.
- ✓ **Not** position as director or executives in competed business with the Company

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 3/3 times (equivalent to 100 percent)
2. Risk Management Committee Meeting attendance 4/4 times (equivalent to 100 percent)
3. Executive Committee Meeting attendance: 12/12 times (equivalent to 100 percent)



Qualifications of the Independent Directors of the Company

The Independent Directors of the Company shall be qualified and does not have any forbidden qualifications pursuant to the relevant regulation of public company limited, securities, capital market as well as not having untrustworthy characteristic under the Notification of the Securities and Exchange Commission.

Independent Director means a director who does not hold executive position, is independent from management department and controlling shareholder and does not have business relationship with the Company in such a way that may limit the ability to express independent opinions as well as having additional qualifications prescribed in the relevant laws and regulations as follow:

1. Shall not hold shares exceeding 1 percent of the total number of voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate company, same-tier subsidiary company, major shareholder or controlling person of the Company unless the foregoing status has ended not less than 2 years prior to the date of becoming a director.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

After the appointment, Independent Directors may be assigned by the Board of Directors to make a decision on the business operation of the Company, its parent company, subsidiary, associate company, same-tire subsidiary, major shareholder, or controlling person of the Company in the form of collective decision.

**Profiles of auditors for appointment to be as the Company's auditor
for the financial year 2021**

1. Mr. Thanit Osathalert

CPA Registration No.	5155
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none">- Master of Accounting, Thammasat University- Bachelor of Accountancy, Thammasat University
Experience	<ul style="list-style-type: none">- Audit Partner of KPMG Phoomchai Audit Ltd.- Chief Specialist of Consumer Goods and Retail Business- Experience in auditing profession for more than 25 years- Provide auditing services for selling of Consumer Goods Business, Retail Business, Transportation Business, Hotel Business, Industrial Business, and Automotive Business
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	None

2. Mr. Ekkasit Chuthamsatid

CPA Registration No.	4195
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none">- MBA in Accountancy for Planning and Control, Kasetsart University- Bachelor of Accountancy, Thammasat University
Experience	<ul style="list-style-type: none">- Audit Partner of KPMG Phoomchai Audit Ltd.- Tax Audit Committee, the Revenue Department- Experience in auditing profession for more than 30 years- Provide auditing services for selling of Consumer Goods Business, Industrial Business, Automotive Business, Transportation Business, Telecommunication Business, and other Services Business
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	None

3. Miss Nittaya Chetchotiros

CPA Registration No.	4439
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none">- Master's Degree, Chulalongkorn University- Bachelor of Accountancy, Thammasat University
Experience	<ul style="list-style-type: none">- Audit Partner of KPMG Phoomchai Audit Ltd.- Experience in auditing profession for more than 30 years- Provide auditing services for selling of Consumer Goods Business, Real Estate Business, Hotel Business, Industrial Business, and other Services Business
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	None

4. Mr. Bandit Tangpakorn

CPA Registration No.	8509
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none">- Master of Accountancy, Chulalongkorn University- Bachelor of Accountancy, Kasetsart University
Experience	<ul style="list-style-type: none">- Audit Partner of KPMG Phoomchai Audit Ltd.- Experience in auditing profession for more than 20 years- Provide auditing services for selling of Consumer Goods Business, Industrial Business, Automotive Business, Transportation Business, Construction Business, and other Services Business
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	None

OBJECTIVES

of

Name _____ OSOTSPA _____ PUBLIC COMPANY LIMITED

The Objectives of the Company consist of 46 clauses as follow:

- (1) To purchase, sell, provide a manufacture service, distribute and being distributors of medicine mixed medicine, finished medicine, medicals supplies, pharmaceutical medical supplies, non-pharmaceutical medicals supplies, medical tools and equipment, chemical materials as well as general consuming products, **without limitation to any kinds or categories**, both retail and wholesale, both domestically and internationally;
- (2) To trade, **import and export** in business of medicine, mixed medicine, finished medicine, medicals supplies, pharmaceutical medical supplies, non-pharmaceutical medicals supplies, medical tools and equipment, chemical materials as well as general consuming products **without limitation to any kinds or categories**;
- (3) To research, invent, and manufacture of mixed medicine, finished medicine, medicals supplies, pharmaceutical medical supplies, non-pharmaceutical medicals supplies, medical tools and equipment, chemical materials;
- (4) To import and export, being distributor, manufacture and assembly machine, engine, construction material, household equipment, office supplies, accessories, outfits as well as equipment for mentioned products;
- (5) To produce and distribute outfits, tools, equipment for beauty salon, cosmetics, construction tools and equipment, electrical supplies and equipment;
- (6) To set up business about agriculture sector as appropriated;
- (7) To act as brokers, representatives, agents for enterprises, employ, warehousing and delivery, transportation goods and passengers except for insurance business, recruiting member for associations and securities trading;
- (8) To purchase, supply, accept, hire, hire purchase, acquire ownership, occupy, modify, utilize, and manage by other means any property as well as interest accruing thereon;
- (9) To set up branches, authorized person, partnership or limited company to act on behalf of the company both in and outside country;
- (10) To invest for interest by entering as partner or partnership, stock or security into limited-company, **public company** or partnership with liability in limited partnership upon appropriated **or to jointly invest in a new business, both domestically and internationally**;

OBJECTIVES

of

Name _____ OSOTSPA _____ PUBLIC COMPANY LIMITED

The Objectives of the Company consist of _____ 46 _____ clauses as follow:

- (11) To employ for doing advertisement, provide services to limited company, limited partnership or general partnership;
- (12) **To participate in the bidding process for the purpose of sale of products or provision of service pursuant to the company's objectives to a person, group of persons, juristic person, government unit, government agencies, public organizations;**
- (13) To borrow money from, overdraw on accounts with banks, corporations or other financial institutions; and to lend or give credit by other means, with or without collateral securities, as well as to accept, issue, make a transfer and endorse bills of exchange or other title-transferable bills or instruments except the banking business, financial business, and Credit Foncier business;
- (14) To engage in the business of maintenance of vehicle as well as providing general maintenance services;
- (15) To engage in the business of hotels, restaurants, and resorts;
- (16) To engage in the business of producing of finishing foods, beverage and drinking products, drinking water, non-alcohol beverage or soft drink or mineral water as well as waste treatment plant;
- (17) To engage in the business of providing services in relation to law, accounting, engineering, architecture, management, **transportation, including services in relation to innovation** and collecting, production, printing, publishing industrial, commercial, financial data as well as analysis and evaluation of business operation, **by means of technology digital system or mode or any other available system or mode;**
- (18) To engage in the business of providing consulting service, advice on problems concerning management, commerce, industry as well as on those of production, marketing and supply, **including consulting services in relation to innovation, by means of technology digital system or mode or any other available system or mode;**
- (19) **To engage in the business of warehouse, silos, or cold storage for the normal trade compensation with the consideration and in the normal course of business, whether the consideration is in the form of money, remuneration or any other benefit, provided, however, that such business operation shall be subject to obtaining any relevant business license/approval from the Department of Internal Trade or any other relevant government agencies;**

OBJECTIVES

of

Name _____ OSOTSPA _____ PUBLIC COMPANY LIMITED

The Objectives of the Company consist of 46 clauses as follow:

- (20) To engage in the business of services in relation to fixing, caring, maintenance all medical tools and equipment of all kinds;
- (21) To engage in the business of mortgage assets as guarantee of buying or selling or employment without taking cash deposit or acceptance from the public and taking benefit from such money;
- (22) To engage in the business of manufacturing of glassware, glass bottle and medicine bottle, purchasing or selling of bottle and glassware of all kinds including cullet for manufacturing of glassware or glass bottle, caps and tools related to bottle and glassware by means of purchase and sale, both wholesale and retail, both domestically and internationally;
- (23) To engage in the business of surveying, analyzing of ore, mining and request for concession of mining;
- (24) To purchase and sell ore;
- (25) To provide surety for guaranteed debt liabilities and contractual obligations of others, including personal service guaranteed, and to furnish surety for persons who enter into the country or going abroad in accordance with the immigration law, tax and duty law and other;
- (26) To set up business for training, teaching, learning, giving knowledge to individual or general juristic person;
- (27) To engage in rice-milling, saw-milling, wood planning and dehydration mill, car body assembly plant, ceramic and glazed wares manufacturing factory, earthenware manufacturing factory, crop drying mill, jute press workshop, vegetable oil extracting factory, pulp producing factory, gunny-bag factory, weaving mill, spinning mill, cloth dyeing and prints factory; auto-tire manufacturing and retreading plants, steel making factory, metal casting and lathing factory, zinc producing factory, ready-to-eat food processing factory, liquor distillery, gas industry, cigarette making factory, sugar refining factory, plastic wares manufacturing factory, iron foundry and rolling mill, door and window panes making factory, glass factory, beverage manufacturing factory, tire casting factory, car assembly plant;
- (28) To engage in printing business, printing books, publishing books for sale and issuance of a newspaper;
- (29) To engage in the business of manufacturing and distributing of packaging for goods included boxes, envelope, package and container made from paper, cloths, plastic, aluminum foil, for trade use only for one time using as well as print message on such packaging;

OBJECTIVES

of

Name _____ OSOTSPA _____ PUBLIC COMPANY LIMITED

The Objectives of the Company consist of 46 clauses as follow:

- (30) To engage in the business of manufacture bag envelope packaging for goods or other products of all kinds made from plastic to distribute, manufacture all products made from plastics as well as mode for injection;
- (31) To engage in the business of manufacture services of label, envelope, package, shrunken film, catalog and journal;
- (32) The company is entitled to issue and offer new shares, with the equal, higher, or lower value than the par value, to the existing shareholder, public or any persons;
- (33) To engage in the Electronic Commerce Business for all kinds of business, setting up and managing an online shop, providing internet search services and consulting services, advising as well as developing an e-commerce system which includes setting up and managing distribution, marketing, payment service, logistics and trading systems as well as other related activities through the internet in order to support the business operation via e-commerce system as per the company's objectives, except any direct selling business or direct marketing business;
- (34) To engage in the business of leasing properties, purchasing, selling, acquiring, or disposing, rent, leasing, subleasing, letting subleasing, hire-purchasing, letting hire-purchasing, selling with right of redemption, exchanging, supplying, mortgaging, accepting mortgaging, pledging, receiving in pledging, transferring, accepting transferring, using or utilizing lands, buildings, factories, constructions, and immovable or movable properties or any other rights for the benefit of business operation under the company's objectives, except the banking business, financial business and Credit Foncier business;
- (35) To be a shareholder, a securities holder, purchase or sell stocks or securities which are issued or offered by public company located in Thailand and foreign countries;
- (36) To file the applications for purchase and sell, transfer and accept the transfer of, trademarks, copyrights, patents, trade names, registrations, permits or permissions or any concession as specified by law and according to the company's objectives;
- (37) To establish subsidiaries, affiliates, joint investments, joint ventures, representative offices or agent offices both in and outside Thailand;
- (38) To engage in the service business as a manager and caretaker of beneficial interests, collector of beneficial interests and a manager of property for subsidiaries, affiliates and others;

OBJECTIVES

of

Name _____ OSOTSPA _____ PUBLIC COMPANY LIMITED

The Objectives of the Company consist of _____ 46 _____ clauses as follow:

- (39) To engage in the business which provides management and support services for branches, subsidiaries, affiliates of the company, both in and outside the kingdom and for others , i.e.(a) general management, business planning and coordination (b) supplying raw materials and spare parts (c) products and technology research and development (d) promotion and marketing (e) technology support (f) human resources and sales management (g) credit, and financial advisory and management services (h) economics and investment analysis and research;
- (40) To issue and offer, debentures, convertible debentures, debt instruments, warrants, or any other securities to its shareholders, public and any other persons pursuant to the Securities and Exchange Law or other relevant laws;
- (41) To invest in shares, bonds, debentures and securities issued by any company and sell, dispose, buy back shares of such, which is not in ordinary course of business and does not constitute securities trading;
- (42) **To manufacture, purchase, provide a manufacturing service, sell and being distributors, import or export of raw material, mixed medicine, finished medicine, chemical materials for manufacturing instant foods, all kinds of beverages or general consuming products, without limitation to any kinds or categories, both retail and wholesale, both domestically and internationally;**
- (43) **To produce, purchase, hire of manufacture, sell and being distributors, import or export of finished foods, beverages all of kinds as well as general consuming products, without limitation to any kinds or categories, both retail and wholesale, both domestically and internationally;**

OBJECTIVES

of

Name _____ OSOTSPA _____ PUBLIC COMPANY LIMITED

The Objectives of the Company consist of _____ 46 _____ clauses as follow:

- (44) To engage in all kinds of the industrial businesses to import, export, distribute, manufacture, provide a manufacturing service, assembled packing, repackage, package, garnish to the products, which cosmetics, fragrances, personal care, general consuming products without limitation to any kinds or categories such as soap, body soap, bath, shampoo, foam, facial cleanser, herbal and spas products, all kinds of sunscreen products, acne products, all kinds of facial mask products, loose powder, baby powder, cold powder, color powder, lipstick, lip balm, lip gloss, all kinds of lip care, powder for makeup, all kinds of toothpaste or herbal toothpaste, all kinds of oral hyaluronic acid and deodorant spray, cream, lotion, all kinds of oil for facial or body, roll-on, deodorant spray for body, perfume, cologne, water or alcohol gel to clean and washing hands, laundry detergent, fabric softener, detergent, dishwashing liquid, multi-purpose liquid, disinfectant, cleaner for bathroom wall surfaces or sanitary ware liquid air freshener or spray, wet wipes or paper;
- (45) To establish a scientific laboratory in order to provide services of business related to the analysis, experimental, research, lab tests, product quality check and other research, in relation to beverages, cosmetics, fragrances or general consuming products without limitation to any kinds or categories of such, to an individual person or any legal entity with remuneration; and
- (46) To engage in the business of packaging design service, print design, design for the beverage products, cosmetics, or general consuming products or innovation without limitation to any kinds or categories.

Company's Articles of Association relating to the General Meeting of Shareholders

Shareholders Meeting

Article 28 The board of directors shall call for a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year.

Any meeting of shareholders other than the one referred above shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate. One or several shareholders holding shares amounting to not less than ten (10) per cent of total number of issued shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, by clearly stating the reasons for calling such meeting in such request. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the aforesaid period, the shareholders subscribing their names in the request or other shareholders holding shares not less than the required amount may call the meeting by themselves within forty-five (45) days from the expiration of the aforesaid period. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders fails to form a quorum as prescribed by Article 31, the shareholders under the third paragraph shall be jointly responsible for any and all expenses incurred to the Company from convening such meeting.

Article 29 In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by indicating whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, including the opinion of the board of directors on the said matters. The said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

The venue of the meeting may be at the head office of the Company, or other place in the locality in which the head office of the Company is situated or in a neighboring province.

Article 30 Shareholders may authorise proxies to attend the meeting and vote on their behalf. The instrument appointing a proxy shall be dated and signed by the shareholder and shall be made in the form determined by the registrar.

The instrument appointing a proxy has to be submitted to the chairman of the board or the person designated by the chairman of the board at the place of the meeting before the proxy attends the meeting.

Article 31 A quorum of a meeting of shareholders shall comprise not less than twenty-five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.

Article 32 The chairman of the board shall be the chairman of the meeting of shareholders. In the case where the chairman of the board is not present at a meeting or cannot perform duties, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. If there is no such vice-chairman or such vice-chairman cannot perform duties, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 33 Each shareholder shall have one (1) vote for one (1) share held by him. The vote shall be done publicly, unless a poll is demanded by at least five (5) shareholders and the meeting resolves to pass the resolution in a poll. The method of the poll will be specified by the chairman of the meeting of the shareholders.

Any shareholder having special interest in any matter shall have no right to vote in such matter, except for a matter of an election of directors.

Article 34 A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the payment of remuneration to director, a vote of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting.
- (3) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
 - (a) the sale or transfer of the whole or substantial part of the Company's business to other person(s);
 - (b) the purchase or acceptance of business transfer of other companies or the private companies to be a part of the Company's business;
 - (c) the execution, amendment or termination of any agreement with respect to leasing out of the whole or substantial parts of the Company's business, the assignment to other person(s) to manage the business of the Company, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing;
 - (d) the amendment to the Memorandum of Association or the Articles of Association of the Company;
 - (e) the increase or reduction of the registered capital of the Company;
 - (f) the issuance of debentures of the Company;
 - (g) the amalgamation with another company;
 - (h) the dissolution of the Company.

Article 35 Businesses to be transacted at an annual general meeting of shareholders shall be as follows:

- (1) Acknowledgement of the board of director's report in relation to works undertaken during the past period of time;
- (2) Consideration and approval of the balance sheet and the profit and loss statement of the past fiscal year;
- (3) Consideration of appropriation of profits and/or reserve fund;
- (4) Election of new directors to replace directors who retire by rotation;
- (5) Fixing of the remuneration of directors;
- (6) Appointment of the auditor and fixing of the auditor's fees;
- (7) Other matters.

Qualification of the Directors, Appointment of Directors and Resignation of Directors by Rotation

Article 15 The board of directors of the Company shall comprise not less than five (5) directors, and not less than half (1/2) of whom shall reside in Thailand. Directors shall have the qualifications and not possess the characteristics prohibited as prescribed by law. Directors of the Company may or may not be the shareholder of the Company.

In overseeing the business operations of the Company, the board of directors shall perform the duties in accordance with the laws, the objectives, the Articles of Association as well as the resolutions of the meeting of shareholders.

Article 16 Directors shall be elected at the meeting of shareholders by a majority vote in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share held.
- (2) The shareholder shall elect director individually
- (3) Each shareholder may exercise all of his/her votes under (1) to elect one or several persons as director or directors but the shareholder shall not allot his/ her votes to any person in any number.
- (4) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairman of the meeting shall have a casting vote in that order.

Article 17 At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire.

The directors vacating from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who then has held office the longest shall vacate.

A director who retires may be re-elected by the meeting of shareholders.

Article 19 No director shall conduct any business or become a partner of an ordinary partnership, a partner with unlimited liability of a limited partnership, or a director of any other limited company or public limited company which operates any business of the same nature as and being in competition with the business of the Company, whether for his/her own account or the account of other persons, unless the director notifies the meeting of shareholders prior to the resolution for appointment of such director.

If any director purchases property of the Company or sells property to the Company or transacted any business with the Company, whether in his own name or other person, unless approved by the board of directors such purchases or sale or transaction shall not bind the Company.

The director shall notify the Company without delay of the director's direct or indirect interest in any contract entered by the Company during its fiscal year.

Dividend Payment

Article 41 No dividends shall be paid otherwise than out of profits. If the Company has the accumulated loss, no dividend shall be paid.

Except in the case of preference shares which the Articles of Association states otherwise, the dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

The payment of dividend shall be approved by a meeting of shareholders. The board of directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

In the case where the Company still cannot sell its shares up to number registered or the Company has registered an increase of capital, the Company may pay dividend in full or in part by issuing new ordinary shares to the shareholders, with approval of the meeting of shareholders.

Article 42 The payment of dividends shall be made within one (1) month from the date on which the resolution has been passed at the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of such dividend payment shall also be published in a newspaper for at least three (3) consecutive days.

Article 43 The Company shall allocate the annual net profit as legal reserve for not less than five per cent of the annual net profit deducted by accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than 10 per cent of the registered capital. The board of directors may propose to the meeting of shareholders to consider and approve the appropriation of other reserve fund as deemed appropriate.

Profiles of Independent Directors nominated by the Company to be Shareholders' Proxy

1. Ms. PENCHUN JARIKASEM (Thai Nationality, Age 66)

Positions in the Company

Independent Director and Chairperson of the Audit Committee

Address Osotspa Public Company Limited, 10th floor, Building 5,
348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,
Bangkok, Thailand, 10240

Shareholding in OSP (as of 30 December 2020) -None-

Special Interest in Proposed Agenda in this Meeting -None-



2. Mr. KRIRK VANIKKUL (Thai Nationality, Age 67)

Positions in the Company

Independent Director and Member of the Audit Committee

Address Osotspa Public Company Limited, 10th floor, Building 5,
348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,
Bangkok, Thailand, 10240

Shareholding in OSP (as of 30 December 2020) -None-

Special Interest in Proposed Agenda in this Meeting -None-



3. Mr. SALIN PINKAYAN (Thai Nationality, Age 53)

Positions in the Company

Independent Director and Chairman of the Risk Management Committee

Address Osotspa Public Company Limited, 10th floor, Building 5,
348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,
Bangkok, Thailand, 10240

Shareholding in OSP (as of 30 December 2020) -None-

Special Interest in Proposed Agenda in this Meeting -None-



Proxy Form A

Registration Number Written at.....
..... Date.....

I/We..... Nationality.....

Residing at No.....Road.....Tambol/Sub-district.....

Amphur/District.....Province.....Post code.....

Shareholder of Osotspa Public Company Limited, holding the total amount of.....share(s)
and have the rights to vote equal to.....votes, hereby appoint;

☐ (1)Age.....years
Residing at No.....Road.....
Tambol/Sub-district.....Amphur/District.....
Province.....Post code.....Or

☐ (2)Age.....years
Residing at No.....Road.....
Tambol/Sub-district.....Amphur/District.....
Province.....Post code.....Or

☐ (3)Age.....years
Residing at No.....Road.....
Tambol/Sub-district.....Amphur/District.....
Province.....Post code.....Or

☐ (4) **Ms. Penchun Jarikasem** Age **66** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district,**
Bang Kapi District, Bangkok 10240

☐ (5) **Mr. Krirk Vanikkul** Age **67** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district,**
Bang Kapi District, Bangkok 10240

☐ (6) **Mr. Salin Pinkayan** Age **53** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district,**
Bang Kapi District, Bangkok 10240

Anyone of the above as my/our proxy to attend and vote in **the 2021 Annual General Meeting of Shareholders on Tuesday 27 April 2021 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in every respect.

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remark:

1. The shareholder appointing the proxy must authorise only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The proxy must be at least 20 years old on the date of the vote. Otherwise, the proxy is not valid.

Proxy Form C
(For Foreign Shareholders who have custodians in Thailand only)

Registration Number Written at.....
 Date.....

I/We..... Nationality.....

Residing at No.....Road.....Tambol/Sub-district.....

Amphur/District.....Province.....Post code.....

Shareholder of Osotspa Public Company Limited, holding the total amount of.....share(s)

and have the rights to vote equal to.....votes, hereby appoint;

☐ (1)Age.....years

Residing at No.....Road.....

Tambol/Sub-district.....Amphur/District.....

Province.....Post code.....Or

☐ (2)Age.....years

Residing at No.....Road.....

Tambol/Sub-district.....Amphur/District.....

Province.....Post code.....Or

☐ (3)Age.....years

Residing at No.....Road.....

Tambol/Sub-district.....Amphur/District.....

Province.....Post code.....Or

☐ (4) **Ms. Penchun Jarikasem** Age **66** years

Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240**

☐ (5) **Mr. Krirk Vanikkul** Age **67** years

Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240**

☐ (6) **Mr. Salin Pinkayan** Age **53** years

Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240**

Anyone of the above as my/our proxy to attend and vote in **the 2021 Annual General Meeting of Shareholders on Tuesday 27 April 2021 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- ☐ Grant proxy the total number of shares holding and entitled to vote.
- ☐ Grant partial shares of ordinary share.....shares, entitled to voting right..... votes

I/We therefore would like to vote for each agenda item as follows:

Agenda 1 To Acknowledge the Company's Performance Results for the Year 2020

This agenda item is for acknowledgement and thus voting is not required.

Agenda 2 To Consider and Approve the Financial Statements for the Year Ended 31 December 2020

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda 3 To Consider and Approve the Dividend Payment from the Year 2020 Performance and to Acknowledge the Interim Dividend Payment

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda 4 To Consider and Approve the Election of Directors to Replace those Retired by Rotation

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- 1. Mr. Surin Osathanugrah**
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes
- 2. Mr. Ratch Osathanugrah**
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes
- 3. Mr. Thana Chaiprasit**
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes
- 4. Mrs. Sinee Thienprasiddhi**
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes
- 5. Mrs. Porntida Boonsa**
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda 5 To Consider and Approve the Board of Directors' and the Sub-Committees' Remuneration for the Year 2021

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda 6 To Consider and Approve an Appointment of Auditor and Auditor's Fees for the Financial Year 2021

☐ (a) The proxy holder shall vote independently as to his/her consideration.

☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:

☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda 7 To Consider and Approve the Amendment to the Company's Objectives and the Amendment to Clause 3 of the Memorandum of Association (Company's Objectives)

☐ (a) The proxy holder shall vote independently as to his/her consideration.

☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:

☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any act(s) undertaken by the proxy at such meeting (except for those voting not specified in the proxy form) shall be deemed as my/our own act(s) in every respect.

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remark:

1. The Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed, therefore.
2. A shareholder appointing a proxy must authorise only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to the Proxy Form C.

Annex to the Proxy Form C
(For Foreign Shareholders who have custodians in Thailand only)

The appointment of proxy by the shareholder of Osotspa Public Company Limited for **the 2021 Annual General Meeting of Shareholders on Tuesday 27 April 2021 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda.....Subject.....

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

Agenda.....Subject.....

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
- ☐ Approve..... votes ☐ Disapprove..... votes ☐ Abstain..... votes

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

Explanation on Electronic Meeting Procedure via Inventech Connect

Shareholders who wish to join the Meeting via Electronic Meeting can follow the procedure as below;

Submit the Request to Join Electronic Meeting

1. Submit the request through Web browser by enter: <https://app.inventech.co.th/OSP162931R> or scan this QR Code to enter the system



2. When entering the system shareholders must fill in the information, for example
 - ID Card number/ Passport number (in case of non-Thai nationality)
 - Shareholder Registration Number, Number of shares
 - Name – Surname
 - Phone number, E-mail
 - Additional documents (can enclose photocopy of document) (details are as in Attachment No. 8)
3. After finish filling the information, choose “**I hereby have read and agreed to follow attendance requirements and meeting requirements via Inventech Connect**” by clicking on the box to accept service condition.
4. After that choose “**Submit Request**”
5. After finish step 4, the staffs will verify the submitted request. Once the request is approved, shareholders will receive E-mail providing the meeting information in 4 parts as follows;
 1. Link for the meeting registration
 2. Username and Password for e-Voting
 3. Link for downloading and installing **Application Cisco Webex Meeting**
 4. Link for manual, the system will be available on the date and time informed in this letter of invitation
6. Shareholders who are inconvenient to join the Meeting through Electronic Meeting, he/she can either authorize a person as appropriated or an independent director to attend and cast votes at the Meeting by fill-in and sign Proxy Form. Hence, the proxy holder and an independent director shall cast votes in each agenda as per indicated in the Proxy Form by shareholder.
7. Shareholders or proxy holder who is not independent director who wish to join the Meeting through Electronic Meeting, the request to join the meeting system will available **since 16 April 2021 at 08.30 a.m. – 05.00 p.m.** (only on working days, exclude official holidays and public holidays). Shareholder or proxy holder can submit request until the registration system will close **on 27 April 2021 until the Meeting is adjourned.**
8. In case shareholders who wish to proxy to an independent director, please send the Proxy Form with supporting documents to the Company via postal service to below address. The document must reach the Company within 23 April 2021 at 05.00 p.m.

Osotspa Public Company Limited

Company Secretary Department, 10th Floor, Building 5

348 Ramkhamhaeng Rd., Huamak, Bangkok, Bangkok 10240, Thailand.

Electronic Meeting and Log-in to Inventech Connect Procedure

1. Cisco Webex Meeting and Inventech Connect are available on Web browser, PC, IOS and Android. In order to log-in to Cisco Webex Meeting and Inventech Connect, please follow the installation instruction and manual as below;

1.1 Cisco Webex Meeting

Manual for installation and usage of Cisco Webex Meeting is as the link here <https://qrgo.page.link/Cgv2B> or scan QR Code here





1.1.1 Installation Cisco Webex Meeting on PC / Laptop

1. Enter website <https://www.webex.com/downloads.html> or scan this QR Code
2. Download Cisco Webex Meeting by click “Download for Windows”
3. Double click on webexapp.msi (search at Folder Download) to enter installation page
4. Enter installation page and click “Next”
5. Click “I accept the terms in the license agreement” and click “Next”
6. Click “Install” and wait shortly for installation and click “Finish”
7. After finishing the installation, icon “Cisco Webex Meetings” should appear on desktop





1.1.2 Installation Cisco Webex Meeting on Mobile





For iOS

1. Enter Application App Store 
2. Tap on search icon or “magnifying glass” symbol then type “Cisco Webex Meetings” and tap “Search”
3. Then tap “accept” on the right to install Application Cisco Webex Meetings or this symbol 
4. Fill password or Touch ID to verify to installation of Application
5. Wait for a moment
6. After finishing the installation, icon “Webex Meet” should appear on phone screen

For Android

1. Enter Application Play Store 
2. Tap on Search for apps & games by typing “Cisco Webex Meetings” and tap “Search”
3. Tap “Install” on the right hand to install Application Cisco Webex Meetings or this symbol 
4. Tap “Accept” to verify the installation of Application
5. Wait for a moment
6. After finishing the installation, icon “Webex Meet” should appear on phone screen

1.2 Inventech Connect

<p>Usage Manual to use the system on PC / Laptop</p>  <p>https://qr.go.page.link/KqnoP</p>	<p>Usage Manual to use the system on iOS</p>  <p>https://qr.go.page.link/pgvit</p>
<p>Usage Manual to use the system on Web Browser</p>  <p>https://qr.go.page.link/iz3ka</p>	<p>Usage Manual to use the system on Android</p>  <p>https://qr.go.page.link/vZ4rZ</p>

1.2.1 Usage Procedure of Inventech Connect via PC / Laptop

1. **Click Meeting Registration Link** which sent to shareholders' E-mail that verify submitted request of Inventech Connect
2. The system will show e-Register page to fill-in Username and Password which sent to E-mail then click "Sign in"
3. After signing in, the system will show registration information of shareholders
(*this process is considered that shareholders successfully register, and the shares number shall be counted as quorum*) then tap "Go to registration for live stream via Application Cisco Webex Meeting"
4. The system will show Event Information, please fill-in information on the right in Join Event Now section, details as follow;
 - Show shareholders or authorized proxy person names in First name box
 - Show shareholders' registration number in Last name box (for proxy * will appear behind the registration number)
 - In E-mail address box, fill-in E-mail to log-in the system (*fill-in the same E-mail which use to submit request on e-Request*)
 - In Event password box, the system is set Default, **shareholders do not need to change**
 - Then click "Join Now"
5. Then click "Run a temporary application" to enter Application Cisco Webex Meeting
6. Click "Join Event" (in green) to join the Meeting via Application Cisco Webex Meeting
7. There will be 2 parts appear on screen; live stream and display on the left and function Q&A and Multimedia Viewer on the right which will show login page of Inventech Connect for e-Voting
8. Then click "Continue" (in blue) on the right hand in Multimedia Viewer function. The system will show login screen to enter Inventech Connect for e-Voting. Fill-in Username/Password which was sent to E-mail on verification the submitted request of Inventech Connect and click "Sign in"
9. The system will show "Choose agenda", shareholders can go through agenda items which require to cast votes by clicking "Choose agenda" (in green) on top and bottom left.
10. After that the system will show agenda which require to cast votes by show the status "Voting Status: Pending"

11. Once shareholders wish to cast votes, click on the agenda and the system will show 4 buttons:
1. Approve (in green) 2. Disapprove (in red) 3. Abstain (in orange) 4. Not Submit the Vote (in blue)
** If shareholders choose Not Submit the Vote or take no action, the Company shall collect the vote as indicated in the Meeting. The vote casting can be done until closing for vote casting in each agenda**
12. Shareholders can see voting result in each agenda once the vote casting is closed by clicking on the agenda and the system will show the graph and table of the voting result.
- * 13. Proxy holder who is authorized for multiple accounts can click "User Icon" and click "Switch Account" to login to other Accounts. The voting result and quorum will not be taken out from the Meeting
- * 14. If shareholders wish to leave the Meeting, click "User Icon" and click "Sign out from Meeting"
** If shareholder sign out from the Meeting, the system will not calculate the votes of shareholders on the agenda which is not casted vote yet**

1.2.2 Usage Procedure of Inventech Connect via Mobile

>> Screen 1: Live Stream of the Company

1. **Click Meeting Registration Link** which sent to shareholders' Email that verify submitted request of Inventech Connect
2. The system will show e-Register page to fill-in Username and Password which sent to E-mail then tap "Sign in"
3. After signing in, the system will show registration information of shareholders,
*(*this process is considered that shareholders successfully register, and the shares number shall be counted as quorum*)* then tap "Go to registration for live stream via Application Cisco Webex Meeting"
4. The system will show Event Information then tap "Join"
5. Fill-in information in Display Name box and Email address then tap "OK"
6. Tap "Join" (in green) to join the Meeting via Application Cisco Webex Meeting

*** If shareholders who join the Meeting via Mobile would like to access e-Voting, shareholders need to switch to Browser to access Screen 2 as following procedure*

>> Screen 2: Inventech Connect Usage

1. **Click Meeting Registration Link (for shareholders who do not want to see live stream)** which sent to shareholders' Email that verify submitted request of Inventech Connect or URL of e-Voting which the staffs send in the chat box in Application Cisco Webex Meeting.
2. Fill-in Username and Password which sent to E-mail then tap Sign in
3. The system will show "Choose agenda", shareholders can go through agenda which require to cast votes by clicking "Choose agenda" (in green) on top and button left.
4. After that the system will show agenda which require to cast votes by show the status "Voting Status: Pending"
5. Once shareholders wish to cast votes, click on the agenda and the system will show 4 buttons:
1. Approve (in green) 2. Disapprove (in red) 3. Abstain (in orange) 4. Not Submit the Vote (in blue)
** If shareholders choose Not Submit the Vote or take no action, the Company shall collect the vote as indicated in the Meeting. The vote casting can be done until closing for vote casting in each agenda**

6. Shareholders can see voting result in each agenda once the vote casting is closed by click on the agenda and the system will show the graph and table of the voting result.
- *7. Authorized proxy person who is authorized for multiple accounts can click “User Icon” and click “Switch Account” to login to other Accounts. The voting result and quorum will not be taken out from the Meeting
- *8. If shareholders wish to leave the Meeting, click “User Icon” and click “Sign out from Meeting”
If shareholder sign out from the Meeting, the system will not calculate the vote of shareholders on the agenda which is not casted vote yet

The system of the Electronic Meeting will open on **27 April 2021 at 12.00 p.m.** (2 hours before the Meeting starts). Shareholders or proxy holders can login by using Username and Password and follow the manual as provided.

The working system of Cisco Webex Meeting and Inventech Connect depend on internet speed of shareholders or proxy holders and/or the program of devices. For stability, please use the following devices and/or programs to join the Meeting;

- Recommended internet speed is not less than 4 Mbps
- Android mobile/tablet support Android 6.0 and above or IOS support IOS 10.0 and above
- Windows computer/notebook support Windows 7 and above or Mac supports OOS X 10.13 and above
- Firefox or Chrome internet browser (recommended browser) or Safari

Remarks:

1. Shareholders must use Username and Password which send to your E-mail to fill-in for registration. After register, the system will count the shares as quorum (If shareholders do not register to join the Meeting, the system will not count the shares as quorum and cannot cast votes including cannot watch the Meeting live stream). If shareholders click on “Sign out from Meeting”
2. Shareholders must prepare the E-mail to submit request for **1. Link for registration to join the Meeting, 2. Username and Password** to join the Meeting
3. The information which fill-in the system must be the same information as of Record Date from Thailand Securities Depository Co., Ltd. (TSD)

Should you any issue about the system, please contact

Tel. 02-096-9363

Available during 16 – 27 April 2021 at 08.30 a.m. until the Meeting is adjourned
 (only on working days, exclude official holidays and public holidays)

Personal Data Protection Guideline (Privacy Notice)
In accordance with the Personal Data Protection Act B.E. 2562

Osotspa Public Company Limited (“**the Company**”) realizes the importance of the protection of personal data and therefore upholds the guideline for security and privacy in respect of the personal data for the annual general meeting of shareholders and extraordinary general meeting (if any) (collectively referred to as “**Shareholders’ Meeting**”) as follows:

1. Purposes and Necessity for Collecting Personal Data

It is necessary for the Company to collect the personal data of shareholders for the purposes of compliance with the relevant applicable laws, namely the public limited company laws and the related security exchange laws for instances preparation of shareholder register book, determination of shareholder’s right, and the Company is necessarily required to collect, gather, disclose and otherwise process your personal data and/or proxyholders’ data for the purpose of Shareholders’ Meeting, for instances documents delivery, votes casting and counting and other actions necessary for such Shareholders’ Meeting.

2. Collected Personal Data and Source of Collection

The Company is required to collect your following personal data; name and surname, nationality, national identification number (or your passport number), the date of birth, age, address, shareholder’s registration number, telephone number, email address (if any), any sound or video recordings, photography or your health information for COVID-19 screening procedure.

The Company may receive your personal data from the following means:

- (1) from the Shareholders’ Meeting registration form, the copy of your national identification card or other identification documents submitted to the Company in relation to the Shareholders’ Meeting;
- (2) from Thailand Securities Depository Company Limited or TSD’s system as the Registrar of the Company; or
- (3) by the additional collection of your personal data during the Shareholders’ Meeting which includes sound recordings, photography, video recordings for the purposes of security, the promotional material for the Company’s shareholders or other purposes permitted by laws, provided that such personal data collection will be made to the extent legitimate and permitted by law and where the data subject could reasonably expect.

Remark: Identification documents you submit to the Company may contain the sensitive data such as race, blood type or religion which are not necessary for the Shareholders’ Meeting. You are advised to redact such data before submitting the documents to the Company. In case you do not redact the data, it will be regarded that you give us the consent to retain it.

3. Processing of your Personal Data

The Company is required to process your personal data as follows:

- (1) Your Personal data will be collected in both hard copy format and electronic form and disclosed to the relevant information technology service providers for the conduct or in the course of the Shareholders' Meeting such as the registration, verification and processing of the required shareholders' quorum, and votes counting;
- (2) Your personal data may be disclosed to the relevant authorities to the extent required by the statutory obligation, such as the filing of minutes of Shareholders' Meeting and the shareholders registry to the Department of Business Development, the Ministry of Commerce and the Stock Exchange of Thailand or other related authorities in relation to the public health and disease control in case there is a patient with severe epidemic; or
- (3) Your personal data will be processed as deemed necessary for your benefit, such as the disclosure to the relevant bank for your dividend (if any).

4. Maintenance and retention of your Personal Data

The Company retains your personal data in both hard copy and electronic form at the Company's principal office or other storage places where the Company rents for the storage of documents. the Company will retain such personal data for the abovementioned purposes at least 10 years from the date the Company receives such personal data, including for the purpose of reference or audit.

5. The rights of the Data Subject

Subject to Personal Data Protection Act B.E. 2562, you have the right to consent, withdraw the consent, request for the rectification, object the retention, processing or disclosure, request for the erasure, or restrict the processing in relation to your personal data. You may exercise such rights under the law by submitting a written request to the Company by email or to the address set out below. The Company will consider and respond to your request within 30 days following receipt of the request. The Company may refuse to take actions as requested if such refusal is permitted by law.

6. Contact Details

If you have any additional questions, please contact us by below address

Osotspa Public Company Limited

Investor Relation Department, 8th Floor, Building 2

348 Ramkhamhaeng Rd., Huamak, Bangkok 10240, Thailand.

Telephone Number: +66 2351 1152

Email: ir@osotspa.com and ospprivacy@osotspa.com

แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2564
(Question Form for the 2021 Annual General Meeting of Shareholders)

ข้าพเจ้า (นาย/ นาง/ นางสาว/ อื่นๆ) (โปรดระบุชื่อ-สกุล)
I, (Mr./ Mrs./ Miss/ Others) (please specify name-surname)

ในฐานะเป็น ☐ ผู้ถือหุ้น ☐ ผู้รับมอบอำนาจจากผู้ถือหุ้นชื่อ.....
as a shareholder / a proxy granted by shareholder, namely

ขอส่งคำถามเกี่ยวกับวาระการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ของบริษัท โอสดสผ จำกัด (มหาชน) ดังนี้
would like to submit question(s) relating to agenda of the 2021 Annual General Meeting of Shareholders of Osotspa Public Company Limited as follows:

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