



5 July 2021

- Subject: Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2021
- To: All Shareholders of Osotspa Public Company Limited
- Attachments:
1. Information on the increase in number of the Board of Directors and Profiles of two nominated persons for election as the new directors and Qualifications of the Independent Director of the Company
  2. The relevant articles of the Company's Articles of Association in relation to this shareholders' meeting
  3. Information of Independent Directors nominated by the Company to be shareholders' proxy
  4. Proxy Form A, Form B and Form C as prescribed by the Department of Business Development, Ministry of Commerce
  5. Explanation on the Registration Process, Voting and Vote Counting, Comments and Questions Given by Shareholders
  6. Explanation on the Electronic Meeting Procedure via Inventech Connect
  7. Privacy Notice in accordance with Personal Data Protection Act B.E. 2562
  8. Question Form for the Extraordinary General Meeting of Shareholders No.1/2021

Osotspa Public Company Limited ("the Company") would like to invite you to **the Extraordinary General Meeting of Shareholders No.1/2021 on Thursday 5 August 2021 at 1.00 p.m. The Meeting shall be conducted through Electronic Meeting (e-Meeting) only** in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations. In this regard, 1 July 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 consider and approve the increase in number of the Board of Directors and the election of the new directors**

**Fact and Rationale** To enhance and respond to the company's professional work environment in a long-term and sustainable manner. One important factor is to select directors with vision, knowledge, and expertise that are appropriate for the Company's business and have extensive experience in the management of companies and other organizations, as well as increasing the number of independent directors to be more than one-third of the total number of directors which will strengthen good corporate governance and increase managerial transparency.

it is considered appropriate to increase the number of the Board of Directors from 15 members to 17 members by electing additional 2 qualified persons, whose qualifications conform to the Company's definition of Independent Director and have the ability to express independent opinions in respect of the Company's business operation, to be independent directors, namely as follows;

1. Mr. Charamporn Jotikasthira
2. General Surapong Suwana-adth

**OSOTSPA PUBLIC COMPANY LIMITED**

Registration Number 0107561000081  
348 Ramkhamhaeng Rd.,  
Huamak, Bangkok,  
Bangkok 10240 Thailand.

Tel : +66 2351 1000  
www.osotspa.com

**THE POWER TO  
ENHANCE LIFE**

**The Board's Opinion** The Board of Directors, on the recommendation of the Nomination, Remuneration and Corporate Governance Committee, has considered the qualification expertise in accordance with Board Skill Matrix and performance in the past 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 current and future operation.

The Board of Directors, as deemed appropriate, proposed to the Extraordinary General Meeting of Shareholders No.1/2021 to consider and approve the increase in number of the Board of Directors from 15 members to 17 members and to elect 2 new independent directors, namely; **Mr. Charnporn Jotikasthira** and **General Surapong Suwana-adth**. The profiles of these two nominated persons are delivered to the Company's shareholders together with this invitation letter as enclosed herewith in Attachment No. 1

**Voting** This agenda item requires that each individual nominated as an independent director shall be approved by a majority vote of shareholders attending and casting their votes at the meeting.

## **Agenda 2      Other businesses (if any)**

**The Board's Opinion** Any additional agenda item(s) being not notified to the shareholders in advance should not be added to be discussed in the Shareholders Meeting due to the Corporate Governance Code for the Listed Companies 2017. Therefore, the matters to be discussed in the Shareholders Meeting shall be in accordance with the agenda items as set out in the letter of invitation respectively for the impartiality of all shareholders.

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Due to the ongoing pandemic situation in Thailand caused by Coronavirus Disease 2019 ("COVID-19"), the Company is concerned about the health and welfare of its shareholders, directors, management, and employees, including related parties. Current technology enables meeting attendees to communicate comfortably from remote locations via electronic meetings, and applicable laws permit this. Therefore, the Company will conduct the Meeting via electronic means (e-Meeting) and wish to inform all shareholders to follow the instructions on proxy appointment, registration documents, voting and vote counting, which are included in Attachment No. 5, and the instructions on electronic meeting procedures via Inventech Connect, which are included in Attachment No. 6, for the benefit of all shareholders who wish to attend the meeting and vote.

If shareholders are unable to attend the e-Meeting, the shareholders may appoint one of the Company's independent directors to attend the meeting and vote on your behalf. The shareholders must complete and sign a proxy (the Company recommends using Proxy Form B, which allows shareholders to clearly specify your voting preferences), the details in Attachment No. 4, attach the stamp duty of THB 20, and enclose the documents as specified in Attachment No. 5. The shareholders must return the signed proxy to **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 3 August 2021.**

Any shareholder wishing to appoint another person as a proxy to attend and vote at the meeting on his or her behalf must complete and sign the appropriate Proxy Form A, Form B, or Form C (for foreign shareholders appointing a custodian in Thailand) as attached in Attachment No. 4, attach the stamp duty of THB 20, and enclose the documents as specified in Attachment No. 5 and follow the instructions.

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](mailto:IR@osotspa.com) by using Question Form for the Extraordinary General Meeting of Shareholders No.1/2021 as enclosed in Attachment No. 8.

Please be informed and attend the Extraordinary General Meeting of Shareholders No.1/2021 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](mailto:IR@osotspa.com)

## **Attachment No. 1**

### **Documents for consideration of Agenda 1: To consider and approve the increase in number of the Board of Directors and the election of the new directors**

The current total number of directors of the Board of Directors is 15 members, namely as follows;

	<b>Name</b>	<b>Position</b>
1.	Mr. Surin Osathanugrah	Chairman of the Board of Directors
2.	Mrs. Kannikar Chalitaporn	Vice Chairman of the Board of Directors and Chairperson of the Executive Committee
3.	Mr. Somprasong Boonyachai	Independent Director, Vice Chairman of the Board of Directors and Chairman of the Nomination Remuneration and Corporate Governance Committee
4.	Mr. Petch Osathanugrah	Vice Chairman of the Board of Directors
5.	Mr. Ratch Osathanugrah	Vice Chairman of the Board of Directors
6.	Mr. Thana Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
7.	Mr. Pratharn Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
8.	Mr. Tasharin Osathanugrah	Director and Vice Chairman of the Executive Committee
9.	Mr. Niti Osathanugrah	Director and member of the Nomination Remuneration and Corporate Governance and member of the Executive Committee
10.	Mr. Salin Pinkayan	Independent Director, Chairman of the Risk Management Committee, and member of the Nomination Remuneration and Corporate Governance
11.	Ms. Penchun Jarikasem	Independent Director and Chairperson of the Audit Committee
12.	Mr. Krirk Vanikkul	Independent Director and member of the Audit Committee
13.	Mrs. Sinee Thienprasiddhi	Independent Director and member of the Audit Committee
14.	Mrs. Wannipa Bhakdibutr	Director, member of the Executive Committee, member of the Risk Management Committee and Chief Executive Officer
15.	Mrs. Porntida Boonsa	Director, member of the Executive Committee, member of the Risk Management Committee, and Chief Operating Officer & Group Chief Financial Officer

**Remark:** The management positions mentioned above are based on the change of the Company's organizational structure will be effective from 22 July 2021 onwards. The company has already informed this matter through the channels of the Stock Exchange of Thailand on 16 June 2021.

The Board of Directors, as deemed appropriate, proposed to the Shareholders' Meeting to consider and approve the increase in number of the Board of Directors from 15 members to 17 members and to elect 2 new independent directors, namely; Mr. Charamporn Jotikasthira and General Surapong Suwana-adth.

## **Profiles of two nominated persons for election as the new directors**

### **1. Mr. Charnporn Jotikasthira**

**Nominate as** Independent Director

**Date of Birth** 10 February 1957

**Age** 64 years old **Nationality** Thai

**Family Relation with other Executives** -None-

**Shareholding in OSP** (as of 1 July 2021) -None-

**Education**

- Master of Business Administration, Harvard University, USA
- Bachelor of Electrical Engineering and Computer Science, Massachusetts Institute of Technology, USA

**Training Program of Thai Institute of Directors Association (IOD)**

- IT Governance and Cyber Resilience Program (ITG), Class 7/2018
- Director Certification Program (DCP), Class 185/2014
- Director Accreditation Program (DAP), Class 66/2007

**Other Training Program**

- Executive Leadership Program, Class 11, Capital Market Academy (CMA)
- The Executive Program of Energy Literacy for a Sustainable Future, Class 1/2012, Thailand Energy Academy (TEA)
- National Defence Course for the Joint State-Private Sector, Class 2004, The National Defence College of Thailand

**Board Member/Management in other Listed Companies**

Period	Position	Company
2018-Present	Member of the Board of Executive Directors	Bangkok Bank PCL.
2017-Present	Director	
2017-Present	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of the Audit Committee</li> <li>- Member of the Compensation Committee</li> <li>- Member of the Nominating and Corporate Governance Committee</li> <li>- Chairman of the Risk Management Oversight Committee</li> </ul>	Minor International PCL.
2017-Present	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of the Risk management Committee</li> <li>- Member of the Audie Committee</li> </ul>	Singha Estate PCL.



**Positions in other Companies/ Organizations/ Some Experiences (during the past 5 years)**

<b>Period</b>	<b>Position</b>	<b>Company/ Organization</b>
2020 – Present	Chairman	Clinixir Co., Ltd.
2020 – Present	Director	Mitta Social Enterprise Co., Ltd.
2019 – Present	Advisor	Thai Group Holding PCL.
2019 – Present	Director	The Thai Silk Co., Ltd. (Jim Thompson)
2019 – Present	Member	Chulabhorn Royal Academy Council
2010 - Present	Director	Suksapattana Foundation
2004 – Present	Director	Foundation for Research in Information Technology
2014 - 2017	President	Thai Airways International PCL.
2011 - 2014	Member of the Financial Institutions Policy Committee (FIPC)	Bank of Thailand
2011 - 2014	Chairman	Electronic Transactions Development Agency
2010 - 2014	President	The Stock Exchange of Thailand

- **Never** dishonestly committed an offense against property.

- **Not** position as director or executives in competed business with the Company.

## 2. General Surapong Suwana-adth

**Nominate as** Independent Director

**Date of Birth** 28 December 1956

**Age** 64 years old **Nationality** Thai

**Family Relation with other Executives** -None-

**Shareholding in OSP** (as of 1 July 2021) -None-

### **Education**

- M.M.A.S. US. Army Command and General Staff, College, USA
- M.S., University of Virginia (Physics), Virginia, USA
- B.S., Virginia Military Institute (Physics), Virginia, USA
- Command and General Staff College

### **Training Program of Thai Institute of Directors Association (IOD)**

- Director Accreditation Program (DAP), Class 184/2021
- Financial Statement for Directors (FSD), Class 34/2017

### **Other Training Program**

- Georgetown Leadership Seminar, USA
- National Defence Course for the Joint State-Private Sector, Class 2008 : Series 21, The National Defence College of Thailand

**Board Member/Management in other Listed Companies** -None-

### **Positions in other Companies/ Organizations/ Some Experiences (during the past 5 years)**

Period	Position	Company/ Organization
2019 – Present	Senator	The Senate of Thailand
2014 - 2019	Chairman (Independent Director)	TOT PCL.
2014 - 2019	Member	National Legislative Assembly
2016 - 2017	Chief of Defence Force	Royal Thai Armed Forces Headquarters, RTARF
2015 - 2016	Chief of Joint Staff	

- **Never** dishonestly committed an offense against property.

- **Not** position as director or executives in competed business with the Company.



### Additional Qualificatin of the Independent Director

Relationship between the nominated persons for election to be independent directors and the Company, its parent company, subsidiary, associate company, same-tier subsidiary company, major shareholder or controlling person of the Company, both in the present and the last two years as following manners;

Relationship	The nominated persons	
	Mr. Charamporn Jotikasthira	General Surapong Suwana-adth
1. Being a person related by blood or legal registration of other directors, an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.	No	No
2. Being a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person.	No	No
3. Having a business relationship (for instance, any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial) 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 consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship.	No	No
4. Being a professional service provider (for instance, an auditor or legal advisor)	No	No
5. Being a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.	No	No
6. Undertaking 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.	No	No
7. Having manner/characteristic that limits his or her ability to express independent opinions regarding the Company's operations.	No	No



### **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.

**The Relevant Articles of the Company's Articles of Association in relation to  
this shareholders' meeting**

**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 authorize 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.

## **Attachment No. 3**

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

**1. 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, 10<sup>th</sup> floor, Building 5,  
348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,  
Bangkok, Thailand, 10240

**Shareholding in OSP** (as of 1 July 2021) -None-

**Special Interest in Proposed Agenda in this Meeting** -None-



**2. Mrs. Sinee Thienprasiddhi** (Thai Nationality, Age 62)

**Positions in the Company**

Independent Director and Member of the Audit Committee

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

**Shareholding in OSP** (as of 1 July 2021) Held 100,000 shares or  
0.003 percent of the total issued shares having voting rights.

**Special Interest in Proposed Agenda in this Meeting** -None-



**3. Ms. PENCHUN Jarikasem** (Thai Nationality, Age 66)

**Positions in the Company**

Independent Director and Chairperson of the Audit Committee

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

**Shareholding in OSP** (as of 1 July 2021) -None-

**Special Interest in Proposed Agenda in this Meeting** -None-



## Attachment No. 4

*Duty Stamp*

*Baht 20*

### Proxy Form A

Registration Number

Written at.....

.....

Date.....

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

Residing at No..... Soi/Alley..... 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.....Soi/Road.....

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

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

☐ (2) .....Age.....years

Residing at No.....Soi/Road.....

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

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

☐ (3) .....Age.....years

Residing at No.....Soi/Road.....

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

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

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

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

☐ (5) **Mrs. Sinee Thienprasiddhi** Age **62** years

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

☐ (6) **Ms. Penchun Jarikasem** Age **66** 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 Extraordinary General Meeting of Shareholders No.1/2021 on Thursday 5 August 2021 at 1.00 p.m.** The Meeting shall be conducted through Electronic Meeting (e-Meeting) 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 authorize 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..... Soi/Alley..... 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..... Soi/Road.....  
Tambol/Sub-district..... Amphur/District.....  
Province..... Post code..... Or

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

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

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

☐ (5) **Mrs. Sinee Thienprasiddhi** Age **62** years  
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240**

☐ (6) **Ms. Penchun Jarikasem** Age **66** 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 Extraordinary General Meeting of Shareholders No.1/2021 on Thursday 5 August 2021 at 1.00 p.m.** The Meeting shall be conducted through Electronic Meeting (e-Meeting) 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 consider and approve the increase in number of the Board of Directors and the election of the new directors**

- ☐ (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. Charamporn Jotikasthira**

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

**2. General Surapong Suwana-adth**

☐ 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 agendum 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 authorize 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 Extraordinary General Meeting of Shareholders No.1/2021 on Thursday 5 August 2021 at 1.00 p.m.** The Meeting shall be conducted through Electronic Meeting (e-Meeting) 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

## **Attachment No. 5**

### **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. 6)

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
<b><u>Natural Person</u></b>	<ul style="list-style-type: none"><li>- 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"><li>- Thai national ID card</li><li>- Driving Licence</li><li>- Thai civil servant ID card</li><li>- Thai state enterprise officer ID card</li><li>- Passport; or</li><li>- Any other photographed identification document issued by relevant Thai government authority</li></ul></li></ul> (Collectively as “ID Document”)	<ul style="list-style-type: none"><li>- An official passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li></ul>
<b><u>Juristic Person</u></b> (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"><li>- 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).</li><li>- 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</li></ul>	<ul style="list-style-type: none"><li>- 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)</li><li>- 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</li></ul>

**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. 3.

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. 6)

- 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
<b><u>Natural Person</u></b>	<ul style="list-style-type: none"><li>- 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</li><li>- 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</li></ul>	<ul style="list-style-type: none"><li>- 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</li><li>- 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</li></ul>

Category	Thai Shareholders	Non-Thai Shareholders
<b><u>Juristic Person</u></b>	<ul style="list-style-type: none"> <li>- 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</li> <li>- 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)</li> <li>- 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</li> </ul>	<ul style="list-style-type: none"> <li>- 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</li> <li>- 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)</li> <li>- 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</li> </ul>
<b><u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u></b>		<ul style="list-style-type: none"> <li>- Please prepare the same documents as explained for the Juristic Person above.</li> <li>- A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy</li> <li>- A confirmation letter that the signatory has been licensed to engage in custodian business</li> </ul>

**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 the e-voting system. 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 or cancelation the votes; it shall be deemed as approving votes.
4. For agenda item related to the election of directors, the Company will propose to shareholders to consider casting vote for each individual candidate nominated for directors. The vote casting shall be done in the e-voting system; 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 or cancelation the votes; 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 1, 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. 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 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 the Extraordinary General Meeting of Shareholders No.1/2021** as in Attachment No. 8 and to Investor Relation via e-mail: [ir@osotspa.com](mailto: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/OSP145217R> 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. 5*)
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 23 July 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 5 August 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 3 August 2021 at 05.00 p.m.**

**Osotspa Public Company Limited**

**Company Secretary Department, 10<sup>th</sup> 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><a href="https://qrgo.page.link/KqnoP">https://qrgo.page.link/KqnoP</a></p>	<p>Usage Manual to use the system on iOS</p>  <p><a href="https://qrgo.page.link/pgvit">https://qrgo.page.link/pgvit</a></p>
<p>Usage Manual to use the system on Web Browser</p>  <p><a href="https://qrgo.page.link/iZ3ka">https://qrgo.page.link/iZ3ka</a></p>	<p>Usage Manual to use the system on Android</p>  <p><a href="https://qrgo.page.link/vZ4rZ">https://qrgo.page.link/vZ4rZ</a></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. Cancel the Vote (in blue)  
*\* If shareholders choose Cancel the Vote or take no action, the Company shall collect the vote as Approve. 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. Cancel the Vote (in blue)  
*\* If shareholders choose Cancel the Vote or take no action, the Company shall collect the vote as Approve. 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 **5 August 2021 at 11.00 a.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. +662 021 9123**

**Available during 23 July to 5 August 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, 8<sup>th</sup> Floor, Building 2**

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

**Telephone Number: +66 2351 1152**

Email: [ir@osotspa.com](mailto:ir@osotspa.com) and [ospprivacy@osotspa.com](mailto:ospprivacy@osotspa.com)





**Attachment No. 8**

**แบบคำถามสำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564  
(Question Form for the Extraordinary General Meeting of Shareholders No. 1/2021)**

ข้าพเจ้า (นาย/ นาง/ นางสาว/ อื่นๆ) (โปรดระบุชื่อ-สกุล) .....

I, (Mr./ Mrs./ Miss/ Others) (please specify name-surname)

ในฐานะเป็น ☐ ผู้ถือหุ้น ☐ ผู้รับมอบฉันทะจากผู้ถือหุ้นชื่อ .....

as a shareholder / a proxy granted by shareholder, namely

ขอส่งคำถามเกี่ยวกับวาระการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ของบริษัท โอเอสเอสพี จำกัด (มหาชน) ดังนี้

would like to submit question(s) relating to agenda of the Extraordinary General Meeting of Shareholders No. 1/2021 of Osotspa Public Company Limited as follows:

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