

*(English translation)*



**Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 of  
Osotspa Public Company Limited**

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The Extraordinary General Meeting of Shareholders No.1/2021 (the “**Meeting**”) was held on Thursday, August 5, 2021, at 1.00 p.m. The Meeting was organized in an electronic meeting (“**e-Meeting**”) only in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and related regulations.

The Meeting started at 1.00 p.m.

Mr. Somprasong Boonyachai (Vice Chairman of the Board of Directors) was assigned by the Chairman of the Meeting to run the Meeting.

Mr. Somprasong Boonyachai and Ms. Palica Mokkhavesa, Company Secretary, welcomed the shareholders and all attendees to the Meeting and informed that due to the pandemic of Coronavirus Disease 2019 (“**COVID-19**”), Osotspa Public Company Limited (the “**Company**”) realized the responsibility to public. Therefore, the Company held the Meeting via e-Meeting with no shareholder to attend the Meeting in person and the Company encouraged shareholders to proxy to any Independent Director to attend the Meeting and cast votes on behalf of shareholders. The Company would like to thank you for your understanding and cooperation and would like to apologize in advance for any problems that may occur.

Company Secretary then informed that the Company assigned Inventech Systems (Thailand) Co., Ltd., who is a service provider for arranging the electronic meeting together with the teleconference system through Cisco Webex in accordance with the Standard an electronic meeting service provider in compliance with the electronic meeting standards of Electronic Transactions Development Agency (“**ETDA**”). All attendees who are eligible to attend the Meeting must identify themselves to be granted Usernames and Passwords. The explanation on the electronic meeting procedure was provided in an attachment which was sent to all shareholders with the letter of invitation.

The Company had set the Record Date of July 1, 2021 as to determine names of the shareholders eligible to attend the Meeting. The documents for the Meeting were published on the Company’s website since July 6, 2021 and the Letters of invitation were sent to the shareholders prior the Meeting date since July 14, 2021. The documents were also published in English for the purpose for all shareholders to equally access the information.

Company Secretary introduced Directors, Managements, and Auditors as follows;

**Directors Present at the Meeting**

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

There were 13 directors (from total 15 directors) presented at the Meeting, representing 86.67 percent of the Company's directors. There were 2 directors absent from the Meeting i.e., Mr. Ratch Osathanugrah (Vice Chairman of the Board of Directors) and Mr. Petch Osathanugrah (Vice Chairman of the Board of Directors) due to their other businesses.

#### **One Management Presents at the Meeting**

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| 1. | Mr. Prakasit Itharat | Head of Legal |
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Company Secretary informed the shareholders of the Company's basic information that the Company has a registered capital and paid-up capital of Baht 3,003,750,000, consisting of 3,003,750,000 ordinary shares, with each share having a par value of Baht 1. At 1.00 p.m., Company Secretary informed the Meeting that there were 7 shareholders attending in persons via e-Meeting, representing 715,279,172 shares, and 987 shareholders attending by proxies, representing 1,556,215,753 shares, which in total amount to 994 shareholders, representing 2,271,494,925 shares, or equivalent to 75.62 percent of the Company's total issued shares. Hence, a quorum was constituted pursuant to the Company's Articles of Association ("**AoA**").

Prior to considering the matters in accordance with the agenda items, Company Secretary informed the shareholders of the voting procedures and vote counting as follows:

1. In casting votes, one (1) share shall have one (1) vote; For agenda 1, To consider and approve the increase in number of the Board of Directors and the election of the new directors, the resolution shall be approved by majority vote of the shareholders present at the Meeting and cast the vote. The Company shall calculate the vote from the shareholders present at the Meeting and cast the votes, excluding the total vote cast in disapproval or abstention.
2. Voting as followings shall be considered as the voided ballot e.g., in case of proxy to Independent Director with more than one box are marked, having a cross-out without endorsement or the vote is divided (except for a case where a custodian is appointed) or casting votes more than number of available votes. A voided ballot shall be considered as an abstention from voting in the relevant agenda.
3. For vote casting in the Proxy Form C, where the vote is not specified in the form and not confirmed by the proxy, the Company will consider it as an abstention from voting.
4. Vote counting in each agenda item shall be done openly and each vote must be done via the Meeting application. In case of shareholders vote on a button of disapproval or abstention, the Company shall deduct the disapproval or abstention votes from the total number of votes in each agenda. The rest of votes shall be considered as approval votes.

In case of shareholders do not cast any votes or cancel votes subsequently do not click any vote buttons until the Company announces the vote casting is closed, they shall be considered as approval votes.

5. Any attendee having special conflict of interest in any agenda shall be excluded from casting a vote in that agenda, except for the agenda on the increase in number of the Board of Directors and the election of the new directors, every attendee shall be able to cast a vote without being deemed as having a special conflict of interest.
6. Details on the results of vote counting for each agenda item shall be announced to the Meeting once closing of vote casting in each agenda.
7. Before casting a vote in each agenda, the Company shall give attendees an opportunity to ask questions or to give comments. Any attendee ought to ask any question or give any comment in relevant to the presenting agenda by typing questions or comments in the Meeting application with polite words.

Click "Raise Hand" and wait for a response from our staff. It is required to turn on your camera and microphone once you are asking the question. It is also required for attendees to inform your name, surname, and status (a shareholder or a proxy holder) before asking the question.

The Company shall grant the rights for 3 attendees to ask questions or to give any comments by verbal respectively.

The inquiry shall be answered only the relevant agenda. Any questions or comments of other matters which are not answered at the Meeting, the Company shall gather and answer them in an appendix and published with the minutes of the Meeting through the Company's website within 14 days from the date of the Meeting.

There would be no other businesses more than the agenda items which were noticed in the letter of invitation for making the Meeting will be finished within 1 hours. Therefore, it is commenced the Meeting to consider matters under the agenda items in the letter of invitation delivered to the shareholders, as follows:

**Agenda 1**      **To consider and approve the increase in number of the Board of Directors and the election of the new directors**

Mr. Somprasong Boonyachai presented to the Company's that due 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.

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 operations.

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 operations, to be independent directors, namely as follows;

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

Profiles of the nominated persons for election as the new directors and the qualifications of an independent director of the Company were delivered to the shareholders together with the letter of invitation.

After the presentation, the Company gave the opportunity to shareholders and proxy holders to ask questions or comments.

There were questions being raised from shareholders and proxy holders with the summarized details as follows:

1. Ms. Poonsri Karncharoenkulwong, a members of Shareholders' Right Protection Volunteer Club, as the proxy holder of the Thai Investors Association asked:
  - 1.1 The necessary to increase the number of the Board of Directors from 15 members, which is already a lot, to 17 members.
  - 1.2 Both new directors will be responsible for strengthening the Company's business operations in which aspects and how will they do. In addition, they are requested to present their visions to the Meeting for acknowledgment.

Since the two independent directors nominated were not present at the Meeting. Company Secretary answered Ms. Poonsri's questions were answered by Company Secretary that the Company recognizes the importance of good corporate governance. As a result, it is intended to increase the number of independent directors to be more than one-third of the total number of directors.

The two independent directors nominated who have diverse experiences across several different industries. Mr. Charnporn Jotikasthira has had the experiences and perspectives of executives for private companies and other organizations. He has been the top executives of the organizations with extensive experiences in business and finance.

General Surapong had been appointed as The Chief of Defence Forces, indicating that he had experienced in management. Also, he came from the government sector, which will give a different perspective to the Board of Directors for a broader perspective.

Both of them will increase experiences, perspectives, ideas, and analysis to the Board of Directors, which is a factor that will promote the company's Sustainability Development and Sustainable Growth, which is the main objective of the company.

2. Mrs. Hirunya Lertsrichatuporn, a shareholder, asked that the Company nominated Mr. Charnporn Jotikasthira as an independent director. If considered in terms of qualifications, experience, knowledge, suitable to be an independent director of the Company, and the resolution of the Meeting today would be approved by a majority vote of the shareholders attending and casting the votes at the Meeting.

However, Mr. Charnporn Jotikasthira currently appoints as an Executive Director and Independent Director in many listed companies on the Stock Exchange of Thailand. He is also a qualified director and director in many private companies, organizations, and foundations. Therefore, will it affect the full performance of the duties for the Company or not?

Mr. Somprasong Boonyachai answered the question that Mr. Charnporn Jotikasthira is a chief executive and has good judgment. He accepted being an independent director of the Company by his carefully considered discretion. Therefore, Mr. Somprasong is confident that Mr. Charnporn Jotikasthira will have no problem for allocating time to perform his responsibilities as an independent director of the Company.

There was no question being raised from shareholders and proxy holders.

Mr. Somprasong Boonyachai therefore proposed the Meeting to consider and approve the election of each individual nominated as an independent director. This agenda item required the approval of the Meeting by a majority vote of the shareholders attending and casting the votes at the Meeting for each director.

**Resolution:** After due consideration, the Meeting resolved that the election of each individual nominated as an independent director be approved, as proposed, by a majority vote of the shareholders attending and casting the votes at the Meeting as follows:

1. Mr. Charamporn Jotikasthira

Approved	2,310,876,217	votes, equivalent to	99.3466%
Disapproved	15,197,265	votes, equivalent to	0.6533%
Abstained	0	votes, equivalent to	-
Voided ballot	0	votes, equivalent to	-

2. General Surapong Suwana-adth

Approved	2,319,285,882	votes, equivalent to	99.7081%
Disapproved	6,787,600	votes, equivalent to	0.2918%
Abstained	0	votes, equivalent to	-
Voided ballot	0	votes, equivalent to	-

**Agenda 2**

**Other Business (if any)**

The agenda item was completely presented as informed in the letter of invitation and there was no further agenda proposed to the Meeting. Mr. Somprasong Boonyachai invited shareholders and proxy holders to ask question and to give comments any matter which might be beneficial to the Company's operation.

There was no question and comment from shareholders and proxy holders. Therefore, Mr. Somprasong Boonyachai thanked all the shareholders for attending the Meeting and declared the Meeting to be adjourned.

The Meeting adjourned at 1.28 p.m.

*-Signed-*

(Mr. Surin Osathanugrah)  
Chairman of the Board of Directors and Chairman of the Meeting

*-Signed-*

(Ms. Palica Mokkhavesa)  
Company Secretary

- Notes:
1. The Company will publish the minutes of the Meeting on the Company's website and inform through the SET Information Disclosure System within 14 days from the date of the Meeting. The Company will also provide the shareholders a chance to submit questions or comments on the published minutes within 1 month whereby there will be no agenda item for approving the minutes of the Meeting in the next meeting of shareholders.
  2. As during the Meeting, there were shareholders arriving at the Meeting after it had begun or leaving before the Meeting ended, the total number of the shareholders' votes, both in persons and by proxies, may vary in each agenda item.