



INVITATION LETTER AND DOCUMENTS FOR
THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OSOTSPA PUBLIC COMPANY LIMITED

Wednesday 27 April 2022 at 2.00 p.m.

through Electronic Meeting (E-Meeting)

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

and other related laws and regulations.



25 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

To: All Shareholders of Osotspa Public Company Limited

Attachments:

1. The Company's 2021 Annual Report (56-1 One Report) in QR Code
2. Profiles of auditors for appointment to be as the Company's auditor for the financial year 2022
3. Profiles of directors retiring by rotation and nominated for re-election as directors, Profile of a nominated person for election as a new director and qualifications of an independent director
4. The Company's Articles of Association in relation to the shareholders' meeting
5. Information of Independent Directors nominated by the Company to be shareholders' proxy
6. Proxy Form A, Form B and Form C as prescribed by the Department of Business Development, Ministry of Commerce
7. Explanation on the appointment of registration documents, registration process, proxy, vote counting and request a question
8. Explanation on the Procedure for submitting Meeting Attendance Request Form (E-Request) and using Electronic Meeting (E-Meeting)
9. Privacy Notice in accordance with Personal Data Protection Act B.E. 2562
10. Question Form for the 2022 Annual General Meeting of Shareholders

Osotspa Public Company Limited ("**the Company**") would like to invite you to the 2022 Annual General Meeting of Shareholders **on Wednesday 27 April 2022 at 2.00 p.m. 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, 11 March 2022 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 2021

Fact and Rationale The Board of Directors has prepared the report on the Company's performance results and material changes to the Company for the year 2021 which forms part of the Company's 2021 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 2022 Annual General Meeting of Shareholders to acknowledge the Company's performance results and material changes to the Company for the year 2021.

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 2021

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 2022 Annual General Meeting of Shareholders to consider and approve financial statements for the year ended on 31 December 2021, which have been audited by the auditor of the Company, KPMG Phoomchai Audit Ltd., reviewed and endorsed by the Audit Committee at the Meeting No. 2/2022 held on 21 February 2022, and subsequently endorsed by the Board of Directors Meeting. Key information of the Company's financial conditions and results of operation for the year 2021 is summarised as follows:

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

	Consolidated Financial Statements		Separate Financial Statements	
	2021	2020	2021	2020
Assets	27,142	25,855	24,903	22,906
Liabilities	7,238	6,526	5,790	4,636
Equity attributable to owners of the parents	19,884	19,224	19,112	18,270
Revenue	27,278	26,129	22,251	22,277
Profit for the year attributable to owners of the parents	3,255	3,504	3,281	3,358
EPS (Baht per share)	1.08	1.17	1.09	1.12

The details of the financial statements for the year ended 31 December 2021 are contained in the 2021 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 for the Year 2021 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.

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 2021, the Company has net profit for the year 2021 from separated financial statements totalling of Baht 3,281.24 million and unappropriated retained earnings (as of 31 December 2020) totalling of Baht 2,023.73 million. The Board of Directors has considered the benefits of the Company's shareholders as a priority, the Board of Directors deems that it is appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the dividend payment from the year 2021 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 of 2021 (during 1 January 2021 to 30 June 2021) at Baht 0.45 per share in the total amount of Baht 1,351.69 million, was made on 10 September 2021 pursuant to the Board of Directors Meeting No. 8/2021 held on 11 August 2021; and
- (b) To approve the dividend payment for the year 2021 at Baht 1.10 per share in the approximate amount of Baht 3,304.13 million, based on the Company's operating results from 1 January 2021 to 31 December 2021 and unappropriated retained earnings. The dividend payment is complied with Section 115 of PLCA and Article 41 of the Company's Articles of Association and the Company's Dividend Payment Policy.

As the Company has already made an interim dividend payment as per (a), **the remaining dividend payable from the Company's operation results in the second half of the 6 months period of 2021 (during 1 July 2021 to 31 December 2021) and unappropriated retained earnings to shareholders at Baht 0.65 per share in the approximate amount of Baht 1,952.44 million.**

In this regard, the dividend payment at the rate of Baht 0.11 per share will be paid from the net profit of the subsidiary businesses promoted under the BOI which are currently exempted from tax, and the dividend payment at the rate of Baht 0.54 per share will be paid from the net profit of businesses which are subject 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.

Details of comparison of dividend payments between 2020 and 2021

Lists	2021 (Proposed year)	2020
Profit attributable to owners of the parents (Baht million)	3,254.92	3,504.31
Number of shares (million shares)	3,003.75	3,003.75
Annual dividend payment (Baht per share)	1.10	1.10
- Interim dividend payment (Baht per share)	0.45	0.45
- The remaining dividend payment (Baht per share)	0.65	0.65
Total dividend payment (Baht million)	3,304.13	3,304.04
Total dividend payment paid from net profit after deduction of all legal reserve required under the law and Articles of Association (%)	102 (The increased rate is due to taking some of the retained earnings for dividend payment)	94

The Board of Directors' Meeting has considered and viewed that the dividend pay-out ratio for the year 2021 is appropriate and in line with Section 115 of the PLCA, Article 41 of the Company's Articles of Association and the Company's dividend payment policy.

The dividend will be paid to shareholders whose names are appeared in the shareholders' list on 6 May 2022 as the record date, and dividend payment will be made on 26 May 2022.

However, the consideration for the dividend payment is uncertain until the approval from the 2022 Annual General Meeting of Shareholders is resolved.

However, the Company does not have to allocate the net profit for the year 2021 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 an Appointment of Auditor and Auditor's Fee for the Financial Year 2022

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 2022. According to the performance for the financial year 2021 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 2022 Annual General Meeting of Shareholders to consider and to approve as follows;

1. To consider and approve the appointment of one of the following the auditors from KPMG, to be the auditor and express an opinion on financial statements of the Company for the financial year 2022:

1. Mr. Thanit Osathalert	CPA Registration No. 5155 (Signatory in the Company's financial statements for the year 2021)
2. Mr. Banthit Tangpakorn	CPA Registration No. 8509 (Never sign in the Company's financial statements)
3. Miss Wilaiwan Pholprasert	CPA Registration No. 8420 (Never sign in the Company's financial statements)
4. Mr. Udomsak Busaraniphan	CPA Registration No. 10331 (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 consider and approve the remuneration of the auditor of the Company for the year 2022 in an amount of Baht 5,150,000 which is the same rate as the actual fee of the auditor of the Company for the year 2021. The fee was discounted by KPMG to help the Company during the pandemic of COVID-19, as follows;

	2022 (Proposed year) (Unit : Baht)	2021 (Unit : Baht)
Auditor's fee for the separated and consolidated financial statements	5,150,000	5,150,000

The Company paid Non-Audit Service fee to KPMG and KPMG's audit firms for observation on stock destruction and consultation for registration of dissolution of overseas subsidiaries in an amount of Baht 775,131 (for the year 2020) and Baht 1,172,925 (for the year 2021), respectively.

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 5

To Consider and Approve the Board of Directors' and the Sub Committees' Remuneration for the Year 2022

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 2022 including gratuity for the year 2022 which are in line with budget and principle resolved from the 2021 Annual General Meeting of Shareholders held on 27 April 2021 until the Meeting of Shareholders shall have other resolution.

The Board of Directors deems that it is appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration of the Board of Directors' and the sub-committees for the year 2022 following the resolution of the 2021 Annual General Meeting of Shareholders held on 27 April 2021 with details as follows:

1. Meeting allowances (same rate with the year 2021)

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 Baht 50,000 per each director for each meeting of the Board of Directors or sub-committees.

Remuneration	2022 (Proposed year) (Unit : Baht)	2021 (Unit : Baht)
Meeting allowances	50,000	50,000

2. Monthly remuneration (same rate with the year 2021)

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	2022 (Proposed year) (Baht per month)	2021 (Baht per month)
1. The Board of Directors		
Chairman	30,000	30,000
Honorary Chairman/ 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	-	-
Senior Vice 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 Baht 22 million** (equivalent to the remuneration in the year 2021). Such remunerations will be effective from 2022 onward until the Meeting of Shareholders shall have other resolutions.

- 4. Gratuity for the year 2022:** 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 2022. The Nomination, Remuneration and Corporate Governance Committee shall consider the allocation of gratuity for the year 2022 as appropriate (The condition of gratuity payment for the year 2022 is the same as the year 2021). Such gratuity will be effective from 2022 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 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 2022 Annual General Meeting of Shareholders, there are six directors to be retired by rotation (the number nearest to one-third of the total directors), namely:

Name	Position
1. Mr. Petch Osathanugrah	Vice Chairman of the Board of Directors
2. Mr. Krirk Vanikkul	Independent Director and Member of the Audit Committee
3. Mrs. Wannipa Bhakdibutr	Director, Member of the Executive Committee, Member of the Risk Management Committee and Chief Executive Officer
4. Mr. Tasharin Osathanugrah	Director and Vice Chairman of the Executive Committee
5. Mr. Niti Osathanugrah	Director, Member of the Executive Committee, Member of The Nomination, Remuneration and Corporate Governance Committee, and Member of the Risk Management Committee
6. Mr. Salin Pinkayan	Director, Member of the Executive Committee, and Member of the Risk Management Committee

However, Mr. Petch Osathanugrah has expressed his intention not to be nominated for re-election as director and the term of directorship shall be expired on the date of the 2022 Annual General Meeting of Shareholders.

The Board's Opinion The Nomination, Remuneration and Corporate Governance Committee therefore recommended to the Board of Directors for consideration of 5 retiring directors to be re-elected as the Company's directors for another term, namely (1) Mr. Krirk Vanikkul, (2) Mrs. Wannipa Bhakdibutr, (3) Mr. Tasharin Osathanugrah, (4) Mr. Niti Osathanugrah, and (5) Mr. Salin Pinkayan and recommended Mr. Natee Osathanugrah to be a director in replacement of Mr. Petch Osathanugrah.

The Board of Directors, excluding 5 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 and Mr. Natee Osathanugrah and viewed that those persons have profound knowledge, capability and experiences that would be useful for the Company's future operation.

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 2022 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 2022 Annual General Meeting of Shareholders to consider and approve that these five retiring directors namely (1) Mr. Krirk Vanikkul, (2) Mrs. Wannipa Bhakdibutr, (3) Mr. Tasharin Osathanugrah, (4) Mr. Niti Osathanugrah, and (5) Mr. Salin Pinkayan to be re-elected as the Company's directors for another term and to elect Mr. Natee Osathanugrah to be a director in replacement of Mr. Petch Osathanugrah who shall be retired by rotation and his term to be expire on the date of the 2022 Annual General Meeting of Shareholders.

Profiles of those five retiring directors and Profile of the nominated persons for election as a new director 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 letter according to Attachment No. 3

In addition, the Board of Directors has considered and viewed that Mr. Krirk Vanikkul 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 7 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 2022 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-Meeting). Therefore, the Company would like to inform all attendees to follow the Explanation on the appointment of registration documents, registration process, proxy, voting and vote counting and question proposal, details are in Attachment No. 7 and the Explanation on the procedure for submitting Meeting Attendance Request Form (E-Request) and using Electronic Meeting (E-Meeting), details are in Attachment No. 8 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-Meeting, the shareholders can proxy to one of the Company's independent directors 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. 6 with the stamp duty of Baht 20 affixed and enclose documents as prescribed in Attachment No. 7 and send 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 25 April 2022.**

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. 6, together with the stamp duty of Baht 20 affixed and enclose documents as prescribed in Attachment No. 7 and follow the explanation on procedure for submitting Meeting Attendance Request Form (E-Request) and using Electronic Meeting (E-Meeting), details in Attachment No. 8 to attend E-Meeting.

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 2022 Annual General Meeting of Shareholders as enclosed in Attachment No. 10.

Please be informed and attend the 2022 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,

-Somprasong Boonyachai-

(Mr. Somprasong Boonyachai)
Chairman of the Board of Directors

For additional details, please contact Ms. Naruporn Ananongsuk (Head of Investor Relations)
Phone: (+66) 63 206 0173, (+66) 65 984 5379, Email: IR@osotspa.com

The 2021 Annual Report (56-1 One Report) in QR Code



Shareholders can download the 2021 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 auditors for appointment to be as the Company's auditor
for the financial year 2022****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
Used to be the auditor and express an opinion on financial statements of the Company	Signed in the Company's financial statements for the year 2021

2. Mr. Banthit 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
Used to be the auditor and express an opinion on financial statements of the Company	Never

3. Miss Wilaiwan Pholprasert

CPA Registration No.	8420
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	- 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, Service Business, Transportation Business, Health Care Business, Hotel Business, Real Estate Business for both domestic and international companies
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	None
Used to be the auditor and express an opinion on financial statements of the Company	Never

4. Mr. Udomsak Busaraniphan

CPA Registration No.	10331
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	- 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 15 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
Used to be the auditor and express an opinion on financial statements of the Company	Never

Profiles of 5 directors retiring by rotation and nominated for re-election as directors

1. Mr. Krirk Vanikkul

Thai Nationality, Age 67 years old

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 4 years)

Shareholding in OSP (as of 30 December 2021) -None-

Education/Training

- Bachelor of Law, (2nd Class Hons.), Chulalongkorn University
- Barrister-at-Law, Thai Bar Association
- B.A. in Jurisprudence (Hons. Oxon), University of Oxford, UK
- Barrister-at-Law, Middle Temple, UK
- Advanced Management Program (AMP) Harvard University, US

Director Training

- Charter Director Course (CDC) 2008
- Improving the Quality of Financial Reporting (QFR) 3/2006
- Director Certification Program (DCP) 42/2004
- Finance for Non-Finance Director (FN)

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

Board Member/Management in other Listed Companies

Period	Position	Company
2018-Present	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Member of the Nomination, Remuneration and Corporate Governance Committee 	L.P.N. Development PCL
2018-Present	Chairman of the Risk Oversight Committee	The Siam Commercial Bank PCL
2015-Present	Independent Director	
2017-2018	Member of the Executive Committee	
2015-2017	Independent Director	Italian-Thai Development PCL

Positions in other Companies/Organizations

Period	Position	Company / Organization
2021-Present	Chairman of the Board of Directors	L P P Property Management Company Limited
2012-Present	Member of the Council of State	Office of the Council of State
2015-2018	Expert Commission Member	Office of Knowledge Management and Development (Public Organization)
2015 – 2017	Independent Director	Italian-Thai Development PCL
2014 - 2015	Chairman	Government Housing Bank
2009 - 2014	Deputy Governor, Financial Institutions Stability	Bank of Thailand



- ✓ Never dishonestly committed an offence against property.
- ✓ No position as director or executive for any company whose operations conflict with or compete with those of the Company.

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 12/12 times (equivalent to 100 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
3. Audit Committee Meeting attendance: 8/8 times (equivalent to 100 percent)
4. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship characteristics	Name of nominated person qualified as Independent Director (Mr. Krirk Vanikkul)
Holding of the Company Share <ul style="list-style-type: none"> - Number - Percentage of the total issued shares having voting rights (%) 	<p>None</p> <p>None</p>
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) 	<p>None</p> <p>None</p> <p>None</p>

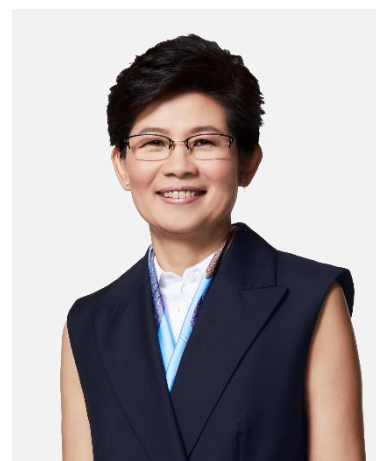
2. MRS. Wannipa Bhakdibutr

Thai Nationality, Age 58 years old

Nominate as: Director

Current Positions in the Company

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



Date of Appointment as a Director (since the transformation to public company limited)

13 December 2018 (positioned for 3 years and 4 months)

Shareholding in OSP (as of 30 December 2021)

Held 1,005,535 shares or 0.033 percent of the total issued shares having voting rights

Education/Training

- MBA San Diego State University, US
- Bachelor of Economics Program, Kasetsart University

Director Training

- Director Accreditation Program (DCP) 246/2017

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

Board Member/Management in other Listed Companies

Period	Position	Company
2021 - Present	Independent Director	Electricity Generating PCL

Positions in other Companies/Organizations

Period	Position	Company
2021 - Present	Director	Innovation of Experience Co., Ltd.
2020 - Present	Advisor	Marketing Association of Thailand
2020 - Present	Director	Osotspa Loin Hein Co., Ltd.
2019 - Present	Director	O2C Co., Ltd.
2018 - Present	President	Energy Drink Manufacturers Association
2018 - Present	Director	Oventure Pte. Ltd.
2017 - Present	Director	Osotspa Enterprises Singapore Pte. Ltd.
2017 - Present	Director	Uni. Charm (Thailand) Co., Ltd.
2017 - Present	Director	Osotspa Enterprise Co., Ltd.
2016 - Present	Director	Siam Glass Industry Co., Ltd.
2016 - Present	Director	Siam Glass Ayutthaya Co., Ltd.
2016 - Present	Director	Osotspa Taisho Pharmaceuticals Co., Ltd.
2016 - Present	Director	Osotspa Loin Hein (Thailand) Co., Ltd.

Period	Position	Company
2016 - Present	Director	House Osotspa Foods Co., Ltd.
2016 - Present	Director	Yamamura International (Thailand) Co., Ltd.
2016-2020	Director	Osotspa Myanmar Co., Ltd.
2016-2020	Director	Siam Bev Manufacturing Co., Ltd.
2016-2020	Director	Greensville Co., Ltd.
2016-2019	Director	Osotspa Beverage Co., Ltd.
2015-2018	Director	Government Savings Bank
2015-2017	Chairperson of the Marketing Sub-Committee	Thailand Institute of Scientific and Technological Research
2014-2016	Director	The Zoological Park Organization
2014-2016	Vice-President, Marketing, Personal Care and Food	Unilever Thai Trading Co., Ltd.

- ✓ Never dishonestly committed an offence against property.
- ✓ No position as director or executive for any company whose operations conflict with or compete with those of the Company.

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 12/12 times (equivalent to 100 percent)
2. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)
3. Risk Management Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
4. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)

3. Mr. Tasharin Osathanugrah

Thai Nationality, Age 54 years old

Nominate as: Director

Current Positions in the Company

- Director
- Vice Chairman of the Executive Committee
- Authorised Director

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 4 years)

Shareholding in OSP (as of 30 December 2021)

Held 76,892,500 shares or 2.56 percent of the total issued shares having voting rights

Education/Training

- Secondary Ravena High US

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 Companies -None-

Positions in other Companies/Organizations

Period	Position	Company
Present	Director	Siam Glass Industry Co., Ltd.
Present	Director	Siam Glass Ayutthaya Co., Ltd.
Present	Director	SSB Enterprise Co., Ltd.
Present	Director	Osotspa Innovation Center Co., Ltd.
Present	Director	Osotspa Dairy Co., Ltd.
Present	Director	Osathanugrah Holding Co., Ltd.
Present	Director	Ruenbua Co., Ltd.
Present	Director	Thachthana Co., Ltd.
Present	Director	Ducky Suki Co., Ltd.
Present	Director	Doisawasdee Hill Co., Ltd.
2019 - Present	Director	O2C Co., Ltd.
Ended 2021	Director	Osotspa Beverages Co., Ltd.
Ended 2021	Director	Greensville Co., Ltd.

- ✓ Never dishonestly committed an offence against property.
- ✓ No position as director or executive for any company whose operations conflict with or compete with those of the Company.

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 12/12 times (equivalent to 100 percent)
2. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)



4. Mr. Niti Osathanugrah

Thai Nationality, Age 48 years old

Nominate as: Director

Current Positions in the Company

- Director
- Member of the Executive Committee
- Member of the Risk Management Committee
- Member of the Nomination Remuneration and Corporate Governance Committee
- Authorized Director



Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 4 years)

Shareholding in OSP (as of 30 December 2021) Held 723,097,300 shares or 24.07 percent of the total issued shares having voting rights

Education/Training

- Master of Arts in Economic Law, Chulalongkorn University
- Bachelor of Economics and Political Science, Amherst College, US

Director Training

- Director Certification Program DCP 253/2018
- Audit Committee Program (ACP) 42/2013
- Monitoring the Quality of Financial Reporting (MFR) 17/2013
- Monitoring Fraud Risk Management (MFM) 9/2013
- Board Reporting Program (BRP) 10/2013
- Monitoring the System of Internal Control and Risk Management (MIR) 15/2013
- Successful Formulation & Execution of Strategy (SFE) 18/2013
- Company Secretary Program (CSP) 49/2013
- Monitoring the Internal Audit Function (MIA) 14/2013
- Company Reporting Program (CRP) 5/2013
- Role of the Compensation Committee (RCC) 13/2011
- The Board's Role in Merger and Acquisitions (M&A) 1/2011
- DCP Refresher Course 2/2009
- Director Accreditation Program (DAP) 27/2004

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

Board Member/Management in other Listed Companies

Period	Position	Company
2019-Present	Member of the Risk Management Committee	Minor International PCL
2018-Present	Director	
2004-2018	<ul style="list-style-type: none">- Director- Member of the Risk Management Committee- Member of the Nomination and Remuneration Committee	Charn Issara Development PCL

Positions in other Companies/Organizations

Period	Position	Company
2021-Present	- Member of ASEAN and East Asia Committee - Member of Retail and Services Committee	The Thai Chamber of Commerce
2017-Present	- Director - Member of Tax, Law and Regulation Committee	
2017-2020	Member of the Risk Management Committee	
2020-Present	Director	Tokio Marine Safety Insurance (Thailand) PCL.
2019-Present	Member of Finance Committee	The Council of University of the Thai Chamber of Commerce
2015 - Present	Managing Director	Pichaisawat Co., Ltd.
2015 - Present	Managing Director	Bangkok Rinvest Co., Ltd.
2012 - Present	Director	Osathanugrah Foundation
1991 - Present	Director	Osathanugrah Holding Co., Ltd.
2004 - 2021	Director	Safety Insurance PCL

- ✓ Never dishonestly committed an offence against property.
- ✓ No position as director or executive for any company whose operations conflict with or compete with those of the Company.

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 12/12 times (equivalent to 100 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
3. Nomination Remuneration and Corporate Governance Committee attendance: 15/15 times (equivalent to 100 percent)
4. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)

Remark: Mr. Niti Osathanugrah has been appointed by the Board of Directors' Meeting No.12/2021 to be a member of the Risk Management Committee, effective as of 16 December 2021 when the Risk Management Committee Meeting and the Joint Meeting between the Audit Committee and the Risk Management Committee had been fully arranged in 2021.

5. Mr. Salin Pinkayan

Thai Nationality, Age 53 years old

Nominate as: Director

Positions in the Company

- Director
- Member of the Executive Committee
- Member of the Risk Management Committee

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 4 years)

Shareholding in OSP (as of 30 December 2021) -None-

Education/Training

- MBA, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor of Engineering, University of Pennsylvania, US

Director Training

- IT Governance and Cyber Resilience Program (ITG) 17/2021
- Ethical Leadership Program (ELP) 22/2021
- Risk Management Program for Corporate Leaders (RCL) 21/2020
- Board Nomination and Compensation Program (BNCP) 1/2017
- Director Accreditation Program (DAP) 84/2010

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

Board Member/Management in other Listed Companies -None-

Positions in other Companies/Organizations

Period	Position	Company/Organization
2011-Present	President	Southeast Asia Technology Co., Ltd.
2003-Present	Director and Managing Director	Thai Developer Co., Ltd.
1993-Present	Director and Managing Director	Modern Technology Consultants Co., Ltd.
1993-Present	Director	Dynamic Engineering Consultants Co., Ltd.
1993-Present	Director	Bangkok Engineering Services & Technology Co., Ltd.

- ✓ **Never** dishonestly committed an offence against property.
- ✓ **No** position as director or executive for any company whose operations conflict with or compete with those of the Company.

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 12/12 times (equivalent to 100 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
3. Risk Management Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
4. Nomination Remuneration and Corporate Governance Committee attendance: 12/12 times (equivalent to 100 percent)
5. Executive Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
6. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)

Remark: Mr. Salin Pinkayan has been appointed by the Board of Directors' Meeting No. 9/2021 to be a member of the Executive Committee and the retirement of the position of Member of the Nomination, Remuneration and Corporate Governance Committee, effective as of 15 September 2021.



Profiles of the nominated person for election as the new director
in replacement of director who retired by rotation

1. Mr. Natee Osathanugrah

Nominate as Director

Date of Birth 10 April 1988

Age 34 years old **Nationality** Thai

Family Relation with other Major Shareholders, Directors and Executives

- Son of Mr. Ratch Osathanugrah
- Cousin of 6 Directors and Executives,
 (1) Mr. Surin Osathanugrah, (2) Mr. Petch Osathanugrah
 (3) Mr. Niti Osathanugrah, (4) Mr. Tasharin Osathanugrah
 (5) Mr. Thana Chaiprasit, and (6) Mr. Pratharn Chaiprasit



Shareholding in OSP (as of 31 December 2021)

Held 75,131,350 shares or 2.50 percent of the total issued shares having voting rights, the total shares including other persons who was Acting in Concert were 451,343,275 shares or 15.02 percent of the total issued shares having voting rights

Education

- Master of Science, Business Administration, Boston College, US
- Bachelor of Science, Major in Management and Minor in History, Bentley College, US

Board Member/Management in other Listed Companies -None-

Professional Experience during the Past 5 Years and/ or Important Position in other Companies/Organizations

Period	Position	Company/Organization
2019 - Present	Marketing Executive	Osotspa Public Company Limited
2018 - Present	Director	Orizon Limited
2007 - Present	Guitarist, Getsunova Band	White Music Record of GMM Grammy Public Company Limited
2013-2014	Brand Manager	Osotspa Company Limited
2011-2012	Management Trainee	(Since the company has been not yet transformed to public company limited)

- ✓ Never dishonestly committed an offence against property.
- ✓ No position as director or executive for any company whose operations conflict with or compete with those of the Company.

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.

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. Mrs. Sinee Thienprasiddhi (Thai Nationality, Age 63 years old)

Positions in the Company

Independent Director and Member of the Audit Committee

Address Osotspa Public Company Limited

348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,
Bangkok, Thailand, 10240

Shareholding in OSP (as of 30 December 2021) Held 100,000 shares or 0.033 percent of the total issued shares having voting rights

Special Interest in Proposed Agenda in this Meeting -None-



2. General Surapong Suwana-adth (Thai Nationality, Age 65 years old)

Positions in the Company

Independent Director and Member of the Nomination Remuneration and
Corporate Governance Committee

Address Osotspa Public Company Limited

348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,
Bangkok, Thailand, 10240

Shareholding in OSP (as of 30 December 2021) -None-

Special Interest in Proposed Agenda in this Meeting -None-



3. Mr. Charamporn Jotikasthira (Thai Nationality, Age 64 years old)

Positions in the Company

Independent Director and Chairman of the Risk Management Committee

Address Osotspa Public Company Limited

348 Ramkhamhaeng Road, Hua Mak Sub-district. Bang Kapi District,
Bangkok, Thailand, 10240

Shareholding in OSP (as of 30 December 2021) -None-

Special Interest in Proposed Agenda in this Meeting -None-



Remark: More profiles of the Independent Directors are shown in the Details of the Board of Directors section of the 2021 Annual Report (56-1 One report). Any independent director who will be acting as proxy for the shareholders does not has a special interest in the election of directors due to being a nominee for the re-election.

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 right(s) to vote equal to.....vote(s), 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) **Mrs. Sinee Thienprasiddhi** Age **63** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240** Or
- ☐ (5) **General Surapong Suwana-adth** Age **65** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240** Or
- ☐ (6) **Mr. Charamporn Jotikasthira** Age **64** 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 2022 Annual General Meeting of Shareholders on Wednesday 27 April 2022 at 2.00 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 B

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 right(s) to vote equal to.....vote(s), 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) Mrs. Sinee Thienprasiddhi Age 63 years
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or
- ☐ (5) General Surapong Suwana-adth Age 65 years
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or
- ☐ (6) Mr. Charamporn Jotikasthira Age 64 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 2022 Annual General Meeting of Shareholders on Wednesday 27 April 2022 at 2.00 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 therefore would like to vote for each agenda item as follows:

Agenda 1 To Acknowledge the Company's Performance Results for the Year 2021

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 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

☐ Disapprove

☐ Abstain

Agenda 3 To Consider and Approve the Dividend Payment for the Year 2021 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

☐ Disapprove

☐ Abstain

Agenda 4 To Consider and Approve an Appointment of Auditor and Auditor's Fee for the Financial Year 2022

☐ (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

☐ Disapprove

☐ Abstain

Agenda 5 To Consider and Approve the Board of Directors' and the Sub Committees' Remuneration for the Year 2022

☐ (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

☐ Disapprove

☐ Abstain

Agenda 6 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. Krirk Vanikkul

☐ Approve

☐ Disapprove

☐ Abstain

2. Mrs. Wannipa Bhakdibutr

☐ Approve

☐ Disapprove

☐ Abstain

3. Mr. Tasharin Osathanugrah

☐ Approve

☐ Disapprove

☐ Abstain

4. Mr. Niti Osathanugrah

☐ Approve

☐ Disapprove

☐ Abstain

5. Mr. Salin Pinkayan

☐ Approve

☐ Disapprove

☐ Abstain

6. Mr. Natee Osathanugrah

☐ Approve

☐ Disapprove

☐ Abstain

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 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. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Annex to the Proxy Form B.
3. The proxy must be at least 20 years old on the date of the vote. Otherwise, the proxy is not valid.

Annex to the Proxy Form B

The appointment of proxy by the shareholder of Osotspa Public Company Limited for **the 2022 Annual General Meeting of Shareholders on Wednesday 27 April 2022 at 2.00 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
 - ☐ Disapprove
 - ☐ Abstain

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
 - ☐ Disapprove
 - ☐ Abstain

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
 - ☐ Disapprove
 - ☐ Abstain

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 right(s) to vote equal to.....vote(s), 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) Mrs. Sinee Thienprasiddhi Age 63 years
 Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or
- ☐ (5) General Surapong Suwana-adth Age 65 years
 Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or
- ☐ (6) Mr. Charamporn Jotikasthira Age 64 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 2022 Annual General Meeting of Shareholders on Wednesday 27 April 2022 at 2.00 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 Acknowledge the Company's Performance Results for the Year 2021

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 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 3 To Consider and Approve the Dividend Payment for the Year 2021 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 an Appointment of Auditor and Auditor's Fee for the Financial Year 2022

☐ (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 5 To Consider and Approve the Board of Directors' and the Sub Committees' Remuneration for the Year 2022

☐ (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 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. Kirik Vanikkul

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

2. Mrs. Wannipa Bhakdibutr

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

3. Mr. Tasharin Osathanugrah

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

4. Mr. Niti Osathanugrah

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

5. Mr. Salin Pinkayan

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

6. Mr. Natee Osathanugrah

☐ 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 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 2022 Annual General Meeting of Shareholders on Wednesday 27 April 2022 at 2.00 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

Explanation on the appointment of registration documents, registration process, proxy, vote counting and request a question

Shareholders or proxies wishing to attend the meeting via electronic meeting (E-Meeting) must submit the meeting attendance request form (E-Request) by following all the procedures specified in Attachment No.7 and No. 8. The Company reserves the right to refuse the registration if the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein and the Company's determination shall be final.

1. Shareholders who attend the meeting in person

Shareholders must prepare and submit the Meeting Attendance Request Form (E-Request), the explanation on electronic meeting procedure is as in Attachment No. 8, together with the following documents;

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 1 year 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. 5.

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/th/document/shareholder-meetings>

- **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 **authorize a person as you wish** to attend and cast a vote at the meeting must provide following documents; the Explanation on electronic meeting procedure is as in Attachment No. 8. **The original documents do not need to be sent to the Company.**

- (1) The Meeting Attendance Request Form (E-Request)
- (2) The copy of Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and proxy holder

Since the proxy form for voting at the Company's meeting is an electronic instrument. Therefore, the grantor must pay in cash for Baht 20 stamp duty by electronic payment to the Revenue Department.

- (3) The copy of the supporting documents of the grantor and proxy holder as described in clause 2.4

2.3 Shareholders who wish to **authorize an independent director** to attend and cast a vote at the meeting **must provide the original proxy and supporting documents as follows to the Company but do not need to be sent the Meeting Attendance Request Form (E-Request).**

- (1) Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and affixed Baht 20 stamp duty, crossed and dated as of the date the proxy is made
- (2) The copy of the supporting documents of the grantor as described in clause 2.4
- (3) To send the Proxy Form with supporting documents to the Company **within 25 April 2022**

Osotspa Public Company Limited

Company Secretary Department, 10th Floor, Building 5

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

2.4 The supporting documents to authorize a person as you wish or an independent director to attend and cast a vote at the meeting as clause 2.2 or 2.3

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
<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 1 year 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.**

- (3) Shareholders or proxies who wish to attend the E-Meeting, please submit the Meeting Attendance Request Form (E-Request) in advance from 18-27 April 2022 at 08.30-17.00 hours (only on business days, excluding weekends and public holidays) until the meeting is adjourned.
- (4) The Office of the Securities and Exchange Commission has stipulated the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564, Criteria for the Proxy Solicitation to Attend the Meeting and Vote on the Shareholders' Behalf, dated 29 December 2021, effective from 16 January 2022. For more detailed information, please kindly download the notification from: www.sec.or.th
- (5) In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting and send to the Company's address as mentioned in clause 2.3 (3).

Criteria for Vote Casting

General agenda

1. 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 system "E-Voting"**. The attendees shall either cast a vote Approve or Disapprove or Abstain from voting in the relevant box. The vote may be changed until the voting in such agenda item is closed.

If attendees who take no action in vote casting or cancel the last vote; it shall be deemed as **"approving votes"**, therefore, the system will consider the votes as **"Approve"**.

2. 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).
3. In case of proxy, a proxy must cast his/her vote only as specified in the proxy form.
 - 3.1 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.
 - 3.2 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.
4. For agenda 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 system "E-Voting"; 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 cancel the last vote; 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 shareholder 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 shareholder shall be able to cast a vote without being deemed as having a special conflict of interest. A shareholder having special interest 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;

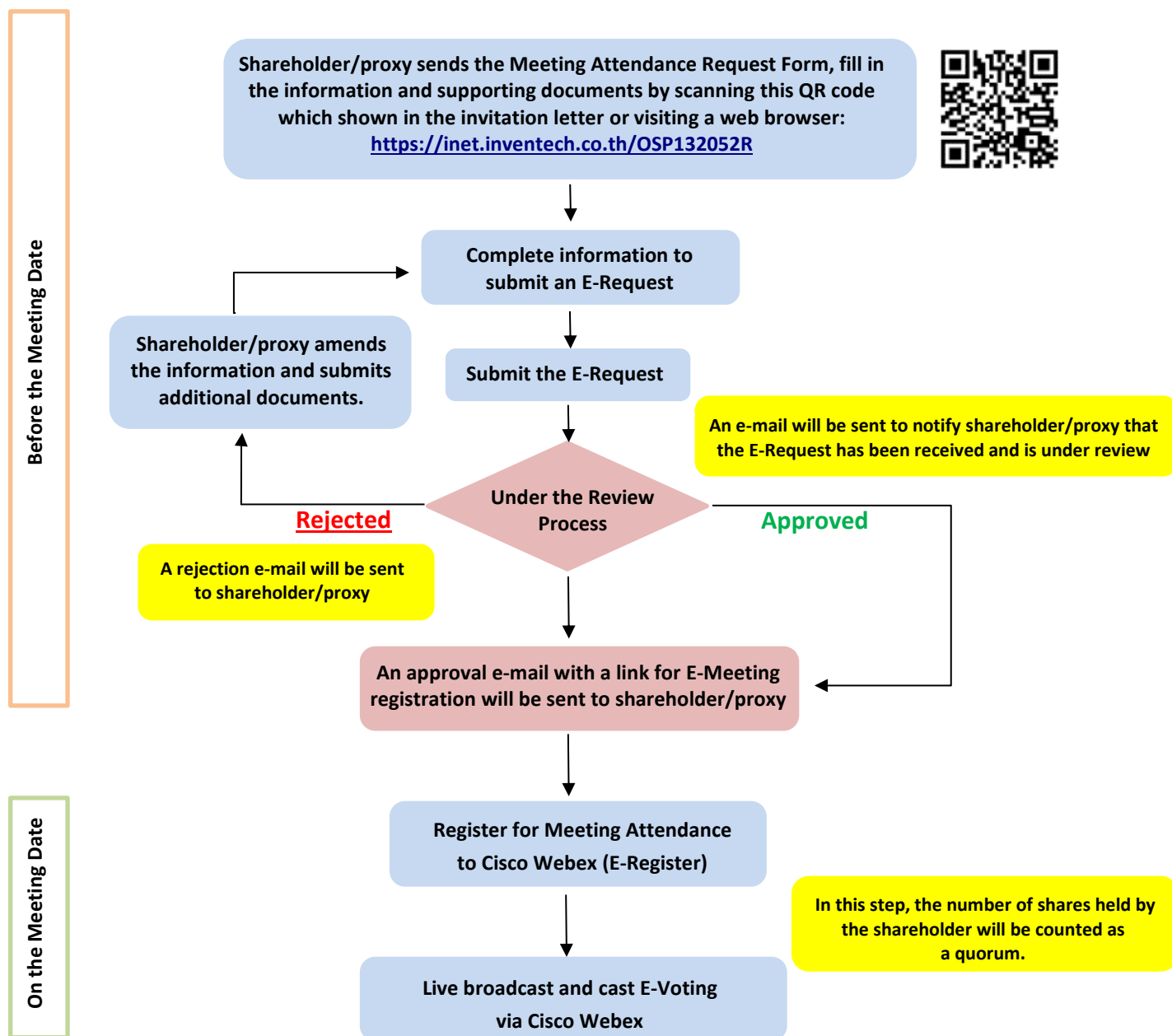
1. Agenda 2, 3, 4, and 6, the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting the vote. The Company will calculate the vote from the shareholders present at the meeting and casting the vote which excludes abstain from voting and voided ballot (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. 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 "**Get queue ask the question via video**" button, **fill out your name**, click on the "**Get the queue**" 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 items 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 2022 Annual General Meeting of Shareholders** as in Attachment No. 10 and to Investor Relation via e-mail: ir@osotspa.com

Explanation on the Procedure for submitting Meeting Attendance Request Form (E-Request) and using Electronic Meeting (E-Meeting)

Flowchart for the E-Meeting Registration and Attendance



Note

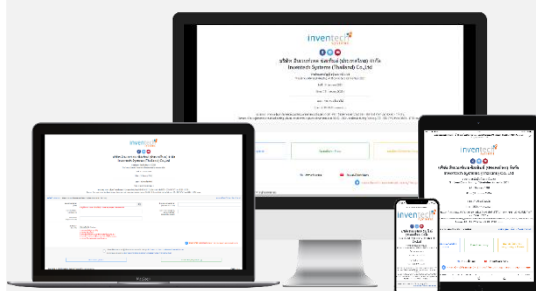
1. For a proxy appointed by multiple shareholders:
 - Such proxy can click the "**Switch Account**" button to log-in to other accounts, and vote of the previous account will still be counted as a quorum.
2. Leaving the meeting
 - Such shareholder/proxy can click the "**Leave Meeting**" button to leave the Meeting. The system will remove the votes of the shareholder/proxy from the remaining agenda items that have not yet been voted at the Meeting.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://inet.inventech.co.th/OSP132052R> or scan QR Code and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the notification letter of 2022 Annual General Meeting of Shareholders.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 ☒ agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

**** 1 email account per 1 shareholder ID****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or proxy to someone as you wish (who is not an independent directors), please note that the electronic registration will be available from 18 - 27 April 2022 at 08.30-17.00 hours (only on business days, excluding weekends and public holidays) until the meeting is adjourned.
3. The electronic conference system will be available on 27 April 2022 at 12.00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with supporting documents as Attachment No.7 to the following Company's address. Such proxy form and required documents shall be delivered to the Company by **within 25 April 2022**

Osotspa Public Company Limited
Company Secretary Department, 10th Floor, Building 5
348 Ramkhamhaeng Rd., Huamak, Bangkok, Bangkok 10240, Thailand.

If you have any problems with the software, please contact Inventech Call Center



02-931-9132



@inventechconnect



The system available during 18-27 April 2022 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem

Installation Guide for Webex Meetings

For IOS Operating System

- 1 Go to Application [App Store](#)
- 2 Search [Webex Meetings](#)



- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

For Android Operating System

- 1 Go to Application [Play Store](#)
- 2 Search [Webex Meetings](#)



- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

For Windows Operating System

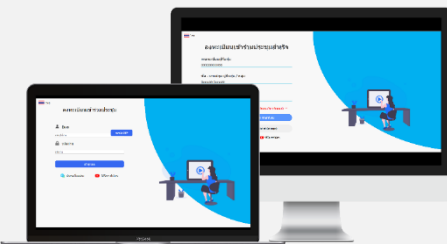
- 1 Go to website <https://www.webex.com/downloads.html>
- 2 Click **"For Windows (64 bit)/For Windows (32 bit)"** choose to the operating system on your computer.



- 3 Click the downloaded file **"webex.msi"** for installation Webex Meetings.
- 4 Click **"Next"** button for install program.
- 5 Please wait until to download is complete.
- 6 Click **"Finish"** button when the system finishes installation.
- 7 Click **"Agree"** button for accept the terms in the license
- 8 Enter **"your email"** and click **"Next"** button to get access.

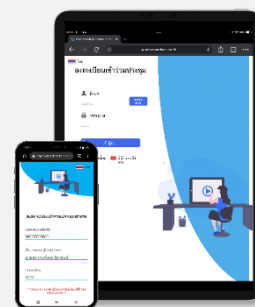
Step for registration for attending the meeting (e-Register)

- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click **"REGISTER"** button the system has already registered and counted as a quorum.
- 4 Click **"Live broadcast"** button




- 5 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 5.1 Fill in the email address in the Email Address field to match the email address you submitted the application form.
 - 5.2 Click **"Join Now"** button
 - 5.3 Click **"Run a temporary application"**
 - 5.4 Click the downloaded file.
 - 5.5 Click **"Join Event"** button to attend the meeting.

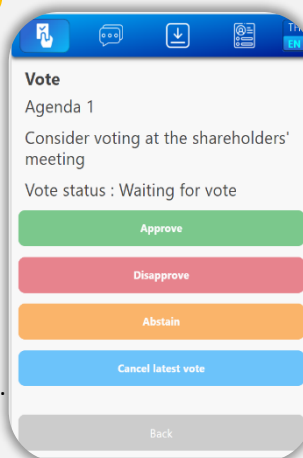
- 6 **Use Cases Mobile/iPad:** Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
- 6.1 Click "Join" button
In case if never use Webex Meetings. In the first use it will have get popup, you must click "ACCEPT" (Android) or click "I Accept" (iOS).
- 6.2 Enter your name in the Name box, fill out email in an e-mail address box match the e-mail address for submitting the application.
- 6.3 Click "Accept" for accept access for application.
- 6.4 Click "Join" button to get in to meeting.






Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click "Continue" button on menu "Multimedia Viewer".
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click "Login" button.
- 4 Click on menu "Voting" or symbol 
- 5 Select which agenda that you want to vote.
- 6 Click the voting button as you choose.
- 7 The system will display status your latest vote.



Use Cases Mobile/iPad

- 1 Click on menu "Participants" or symbol 
- 2 Click on menu "Chat" and choose message from Inventech connect (Android) or click on "Chat" or  symbol (iOS)
- 3 Shareholders can click link in the chat message.
- 4 Then click on "Continue" button.
- 5 Get Username and Password that you received from your email or request OTP to login.
- 6 Click "Login" button.
- 7 Click on menu "Voting" or symbol 
- 8 Select which agenda that you want to vote.
- 9 Click the voting button as you choose.
- 10 The system will display status your latest vote.

Cancel latest vote

To cancel the last vote, please press the button **Cancel latest vote** (This means that your most recent vote will be equal to not voting, the system will consider the votes as "Approve"). Shareholders can change your voting until the voting system is closed for that agenda item.

Step to ask questions via Inventech Connect



1

➤ Click "Ask a question" on menu or symbol



➤ Ask a question via send the question.

➤ Select which agenda that you want to ask.

➤ Type the question then click "Send"



2

➤ Ask the question via video record.

➤ Select which agenda that you want to ask.

➤ Click "Get queue ask the question via video" button or symbol

Get queue ask the question via video



➤ Fill out your name that show in Webex

➤ Click "Get the queue" button or symbol

Get the queue

➤ Please wait for the signal from the officer to ask questions in the Chat channel.

Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual
via e-Request



Installation Guide for Webex
Meetings



User Manual
Inventech Connect

Remark: Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Firefox or Chrome (Recommend) or Safari

**** The system does not support internet explorer****

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, photo, 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, IP address in case of E-Meeting attendance, etc.

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

- (1) from the Shareholders’ Meeting registration form via E-Meeting, 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, Bangkok 10240, Thailand.

Telephone Number: (+66) 63 206 0173, (+66) 65 984 5379

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

แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565
(Question Form for the 2022 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 2565 ของบริษัท โอสดสกา จำกัด (มหาชน) ดังนี้
would like to submit question(s) relating to agenda of the 2022 Annual General Meeting of
Shareholders of Osotspa Public Company Limited as follows:

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