



INVITATION LETTER AND DOCUMENTS FOR
THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OSOTSPA PUBLIC COMPANY LIMITED

Wednesday 26 April 2023 at 2.00 p.m.

through Electronic Meeting (E-AGM)

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

and other related laws and regulations.

**You are requested to kindly follow the steps for attending the E-AGM
as stated in this invitation letter.**



24 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: All Shareholders of Osotspa Public Company Limited

Attachments:

1. The Company's 2022 Annual Report (56-1 One Report) in QR Code
2. 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
3. Profiles of auditors for appointment to be as the Company's auditor for the financial year 2023
4. The draft Company's Articles of Association to be submitted to the registrar
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. Steps for registration for attending the 2023 Annual General Meeting of Shareholders through Electronic Meeting (E-AGM)
9. The Company's Articles of Association to the shareholders' meeting
10. Privacy Notice in accordance with Personal Data Protection Act B.E. 2562
11. Question Form for the 2023 Annual General Meeting of Shareholders

Osotspa Public Company Limited ("**the Company**") would like to invite you to the 2023 Annual General Meeting of Shareholders **on Wednesday 26 April 2023 at 2.00 p.m. through Electronic Meeting (E-AGM) only** in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations. In this regard, 9 March 2023 is set as the date to determine names of the shareholders entitled to attend the Annual General Meeting of Shareholders (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 2022

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 2022 which forms part of the Company's 2022 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 invitation letter in compliance with Section 113 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "**PLCA**") and the Company's Articles of Association.

The Board's Opinion The Board of Directors deems that it is appropriate to propose to the 2023 Annual General Meeting of Shareholders to acknowledge the Company's performance results and material changes to the Company for the year 2022.

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 2022

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 2023 Annual General Meeting of Shareholders to consider and approve financial statements for the year ended 31 December 2022, which have been audited by the auditor of the Company, KPMG Phoomchai Audit Ltd., reviewed and endorsed by the Audit Committee and subsequently endorsed by the Board of Directors' Meeting. Key information of the Company's financial conditions and results of operation for the year 2022 is summarised as follows:

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

	Consolidated Financial Statements		Separated Financial Statements	
	2022	2021	2022	2021
Assets	26,154	27,142	25,325	24,903
Liabilities	7,699	7,238	6,797	5,790
Equity attributable to owners of the parent	18,464	19,884	18,528	19,112
Revenue	27,482	27,278	20,997	22,251
Profit for the year attributable to owners of the parent	1,934	3,255	2,623	3,281
EPS (Baht per share)	0.64	1.08	0.87	1.09

The details of the financial statements for the year ended 31 December 2022 are contained in the 2022 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 2022 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 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 2022, the Company has net profit for the year 2022 from separated financial statements totalling of Baht 2,622.90 million and unappropriated retained earnings. 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 2023 Annual General Meeting of Shareholders to consider and approve the dividend payment from the year 2022 performance and retained earnings including 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 2022 (during 1 January 2022 to 30 June 2022) at Baht 0.45 per share in the total amount of Baht 1,351.68 million, was made on 9 September 2022 pursuant to the Board of Directors Meeting No. 8/2022 held on 10 August 2022; and
- (b) To approve the dividend payment for the year 2022 based on the Company's operating results from 1 January 2022 to 31 December 2022 and unappropriated retained earnings at Baht 0.09 per share in the approximate amount of Baht 2,703.37 million.

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 2022 (during 1 July 2022 to 31 December 2022) and unappropriated retained earnings to shareholders at Baht 0.45 per share in the approximate amount of Baht 1,351.69 million.**

In this regard, the dividend payment at the rate of Baht 0.02 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 0.43 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 2021 and 2022

Lists	2022 (Proposed year)	2021
Profit attributable to owners of the parent (Baht million)	1,933.77	3,254.92
Number of shares (million shares)	3,003.75	3,003.75
Annual dividend payment (Baht per share)	0.90	1.10
- Interim dividend payment (Baht per share)	0.45	0.45
- The remaining dividend payment (Baht per share)	0.45	0.65
Total dividend payment (Baht million)	2,703.37	3,304.13
Total dividend payment paid from net profit after deduction of all legal reserve required by laws and the Company's Articles of Association (%)	140*	102*

Note * The increased rate is due to taking some of the retained earnings for dividend payment.

The Board of Directors' Meeting has considered and viewed that the dividend payment for the year 2022 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 (Record Date) on 8 May 2023 as the record date, and dividend payment will be made on 25 May 2023.

However, the consideration for the dividend payment is uncertain until the approval from the 2023 Annual General Meeting of Shareholders is resolved.

The Company does not have to allocate the net profit for the year 2022 as legal reserve since the Company has fully appropriated legal reserve.

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

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

Fact and Rationale Articles 17 of the Company's Articles of Association prescribes that at every annual general meeting of the shareholders, one-third of the directors shall retire by rotation. A director who retires by rotation may be re-elected.

At the 2023 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. Mrs. Kannikar Chalitaporn	Vice Chairman of the Board of Directors and Chairman of the Executive Committee
2. Mr. Somprasong Boonyachai	Independent Director, Chairman of the Board of Directors and Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
3. Ms. Penchun Jarikasem	Independent Director and Chairman of the Audit Committee
4. Mr. Pratharn Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
5. Mr. Surin Osathanugrah	Director (as Honorary Chairman)
6. Mr. Thana Chaiprasit	Director and Senior Vice Chairman of the Executive Committee

However, Mr. Surin 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 2023 Annual General Meeting of Shareholders.

The Board's Opinion The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee therefore recommended to the Board of Directors for consideration of 5 retiring directors, namely (1) Mrs. Kannikar Chalitaporn, (2) Mr. Somprasong Boonyachai, (3) Ms. Penchun Jarikasem, (4) Mr. Pratharn Chaiprasit, and (5) Mr. Thana Chaiprasit to be re-elected as the Company's directors for another term and recommended Ms. Camille Ma to be an Independent Director in replacement of Mr. Surin Osathanugrah who retired by rotation.

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 including Ms. Camille Ma and viewed that those persons have profound knowledge, capability and experiences that would be useful for the Company's current and future operation, as proposed by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee.

The Company has distributed the document and criteria 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 2023 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 2023 Annual General Meeting of Shareholders to consider and approve that these five retiring directors namely (1) Mrs. Kannikar Chalitaporn, (2) Mr. Somprasong Boonyachai, (3) Ms. Penchun Jarikasem, (4) Mr. Pratharn Chaiprasit, and (5) Mr. Thana Chaiprasit to be re-elected as the Company's directors for another term and to elect Ms. Camille Ma to be an independent director in replacement of Mr. Surin Osathanugrah who shall be retired by rotation and his term to be expire on the date of the 2023 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 are delivered to the Company's shareholders together with this invitation letter according to Attachment No. 2.

In addition, the Board of Directors has considered and viewed that Mr. Somprasong Boonyachai and Ms. Penchun Jarikasem who is proposed to be re-elected as independent directors for another term and Ms. Camille Ma to be elected as new independent director can give independent opinions and in accordance with PLCA, the Securities and Exchange Act B.E. 2535 (as amended) and the relevant regulations.

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

Agenda 5

To Consider and Approve the Board of Directors' and the Sub Committees' Remuneration for the Year 2023

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, Corporate Governance and Sustainable Development Committee has proposed to the Board of Directors to consider the Board of Directors' and the Sub-Committees' remuneration for the year 2023 including gratuity for the year 2023 which are in line with budget and principle resolved from the 2021 Annual General Meeting of Shareholders held on 27 April 2021 until the shareholders' meeting shall have other resolutions.

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 2023 with details are as follows:

1. Meeting allowances (same rate with the year 2022)

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	2023 (Proposed year) (Unit : Baht)	2022 (Unit : Baht)
Meeting allowances	50,000	50,000

2. Monthly remuneration (same rate with the year 2022)

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	2023 (Proposed year) (Baht per month)	2022 (Baht per month)
1. The Board of Directors		
Chairman	30,000	30,000
Vice Chairman	20,000	20,000
Director	15,000	15,000
2. The Audit Committee		
Chairman	20,000	20,000
Director	15,000	15,000

3. The Nomination, Remuneration, Corporate Governance and Sustainable Development 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 onwards until the shareholders' meeting shall have other resolutions.

	2023 (Proposed year)	2022
Remuneration in 1, 2, and 3	not exceed Baht 22 million	not exceed Baht 22 million

- 4. Gratuity for the year 2023:** 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-Committees in 2023. The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee shall consider the allocation of gratuity for the year 2023 as appropriate (The condition of gratuity payment for the year 2023 is the same as the year 2022).

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

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

Agenda 6 To Consider and Approve an Appointment of Auditor and Auditor's Fee for the Financial Year 2023

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 2023. According to the performance for the financial year 2022 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 2023 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 2023:

1. Mr. Thanit Osathalert	CPA Registration No. 5155 (Signatory in the Company's financial statements for 2 years in 2021-2022)
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 auditor's fee for the year 2023 in an amount of Baht 5,300,000 which will increase from the auditor's fee for the year 2022 amounting Baht 150,000 or increase 2.91% due to rising inflation rate.

	2023 (Proposed year) (Unit : Baht)	2022 (Unit : Baht)
Auditor's fee for the separated and consolidated financial statements	5,300,000	5,150,000

The Company paid Non-Audit Service fee to KPMG and KPMG's audit firms as follows.

Year	Amount (Unit : Baht)	Details
2022	2,111,521	Documentation of transfer pricing, observation on stock destruction, and consultation for registration of dissolution of overseas subsidiaries
2021	1,172,925	Observation on stock destruction, and consultation for registration of dissolution of overseas subsidiaries

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

Agenda 7 To Consider and Approve the Amendment to the Company's Articles of Association

Fact and Rationale As per the announcement of the Public Limited Companies Act (No.4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes to support the use of electronic means for conducting meeting.

The Board's Opinion The Board of Directors considered and deemed as appropriated to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association details as below.

1. To consider and approve the amendment to 3 Articles of the Company's Articles of Association i.e., Article 25. regarding serving a notice of the Board of Directors' Meeting, and Article 30. regarding appointment of shareholders' proxies via electronic means including added Article 36. regarding the notification, reminder and advertisement of the Company shall be able to public via electronic means instead of newspaper. The amendments shown in underlined text in attached table.

Exiting Provision	Proposed Amendment
Article 25. In summoning a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve a notice of meeting to the directors not less than seven (7) days prior to the meeting date, unless it is an urgent case to protect the rights and benefits of the Company, the chairman of the board or the person assigned by the chairman of the board may be summoned by other means and an earlier meeting date may be fixed.	Article 25. In summoning a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve a notice of meeting to the directors not less than <u>three (3)</u> days prior to the meeting date, unless it is an urgent case to protect the rights and benefits of the Company, the chairman of the board or the person assigned by <u>the chairman</u> of the board may be summoned by <u>electronic or</u> other means and an earlier meeting date may be fixed.

Exiting Provision	Proposed Amendment
<p>Article 30. Shareholders may authorize proxies to attend the meeting and vote on their behalf. The instrument appointing a proxy shall be dated and signed by the shareholder and shall be made in the form determined by the registrar.</p> <p>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.</p>	<p>Article 30. Shareholders may authorize proxies to attend the meeting and vote on their behalf. The instrument appointing a proxy shall be dated and signed by the shareholder and shall be made in the form determined by the registrar.</p> <p>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.</p> <p><u>The appointment of proxies to attend the meeting may be made through electronic means which have the trust and safety process, verifying the identity of granters as shareholders in compliance with the criteria prescribed by law or the registrar.</u></p>
<p>Article 36. -none-</p> <p><u>Remark</u> The amendment of Article 36. is added by the entire new article, hence, it results in the reordering of the original Articles 36–45 will be changed to Articles 37–46 but all text in such Articles remain the same, details in the draft Company’s Articles of Association to be submitted to the registrar, <u>Attachment No.4.</u></p>	<p>Article 36. <u>In case of this Articles of Association stated that any notification, reminder and advertisement of the Company shall be published in a newspaper, such aforesaid matters shall be able to public via electronic means instead of newspaper in compliance with the criteria prescribed by law or the registrar.</u></p> <p><u>In case of the Company or the board of directors have duty to send a notice or any documents to the Company’s director, shareholder or creditor, the Company or the board of directors may send such notice or any document via electronic means in compliance with the criteria prescribed by law or the registrar.</u></p>

2. To authorize any director and/or assigned person by the director to be authorized in taking necessary actions in order to comply with the Public Company Registrar’s order without affecting the essence of the amendment of the Articles of Association as approved by the meeting of shareholders to complete the registration of the amendment of the Articles of Association with Ministry of Commerce.

Voting This agenda item requires the approval of the meeting by a vote not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 8 Other businesses (if any)

The Company has published forms and regulation for the rights of shareholders to propose agenda items in advance for proposing to the 2023 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 invitation letter 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 the Annual General Shareholders' Meeting Assessment.

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For the benefits of all shareholders to attend the meeting through the electronic meeting (E-AGM). Therefore, the Company would like to inform all attendees to follow the Explanation on the appointment of registration documents, registration process, proxy, voting and vote counting and question proposal, details are in Attachment No. 7 and Steps for registration for attending the 2023 Annual General Meeting of Shareholders through Electronic Meeting (E-AGM), details are in Attachment No. 8

In case the shareholders are inconveniently to attend E-AGM, 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 **within 24 April 2022 at 5.00 p.m.** to **Company Secretary Department, Osotspa Public Company Limited, 10th floor, Building 5, 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok, Thailand, 10240**

Any shareholder who wishes to appoint a 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 Steps for registration for attending the 2023 Annual General Meeting of Shareholders through Electronic Meeting (E-AGM), details in Attachment No. 8 to attend E-AGM.

If any shareholder has a query regarding the meeting agenda or would like to send advance question, he or she may contact IR@osotspa.com by using Question Form for the 2023 Annual General Meeting of Shareholders as enclosed in Attachment No. 11.

Please be informed and attend the 2023 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 Ananpongsuk (Head of Investor Relations)
Phone: (+66) 63 206 0173, (+66) 65 984 5379, Email: IR@osotspa.com

**The 2022 Annual Report
(the Form 56-1 One Report) in QR Code**



Shareholders can download the 2022 Annual Report (the Form 56-1 One Report) via QR Code by following QR Code Downloading Procedures.

1. Turn on the mobile camera. Open applications such as QR CODE READER or Line.
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: The Form 56-1 One Report for the year 2022 will be available from 29 March 2023 onwards.

Attachment No. 2

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

1. Mrs. Kannikar Chalitaporn

Age 75 years old (born in 1947), **Nationality** Thai

Nominate as Director

Current Positions in the Company

- Vice Chairman of the Board of Directors
- Chairman of the Executive Committee

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 5 years)

Shareholding in OSP (as of 30 December 2022) Held 809,000 shares or 0.027 percent of the total issued shares having voting rights

Education

- Advanced Management Program (AMP) Harvard University, US
- Bachelor of Business, University of Colorado, US

Director Training / Other Training Program

- Director Accreditation Program (DAP) 149/2018
- The Role of Chairman Program (RCP) 7/2002

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

Board Member/Management in other Listed Companies

Period	Position	Company
2022-Present	The Executive Committee Advisory	Index Living Mall PCL
2018-2022	Chairman of the Board of Directors	

Positions in other Companies/Organizations

Period	Position	Company / Organization
2022-Present	Chairman of the Board of Directors	Osotspa Yanhee Beverage Co., Ltd.
2020-Present	Director and Chairman of the Executive Committee	Deestone Corporation PCL
2018-2019	Member of the Risk Oversight Committee and Chairperson of the Corporate Social Responsibility Committee	The Siam Commercial Bank PCL
2015-2019	Director	
2016-2018	Vice Chairman of the Corporate Social Responsibility Committee	
2015-2018	Executives	
2008-2016	Director of the Corporate Social Responsibility Committee	
2018-Present	Director	Osathanugrah Foundation
2018-2019	Chairman	Siam Commercial Foundation
2016-2018	Vice Chairman	

- ✓ **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: 12/13 times (equivalent to 92.31 percent)
2. Executive Committee Meeting attendance: 14/15 time (equivalent to 93.33 percent)



2. Mr. Somprasong Boonyachai

Age 67 years old (born in 1955), **Nationality** Thai

Nominate as Independent Director

Current Positions in the Company

- Independent Director
- Chairman of the Board of Directors
- Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

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

22 March 2018 (positioned for 5 years)

Shareholding in OSP (as of 30 December 2022) -None-

Education

- Master's Degree in Engineering, Asian Institute of Technology
- Bachelor of Engineering, King Mongkul's University of Technology Thonburi

Director Training / Other Training Program

- The Role of Chairman Program (RCP) 21/2009
- Director Certification Program (DCP) 65/2005
- Director Accreditation Program (DAP) 30/2004
- High Performance Board by IMD

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

Board Member/Management in other Listed Companies

Period	Position	Company
2022-Present	Independent Director	Gulf Energy Development PCL
2021-Present	Chairman of the Board of Director and Independent Director	Thaicom PCL
2017-Present	Independent Director	Dusit Thani PCL
2017-Present	Director	BEC World PCL
2002-Present	Independent Director and Member of Audit Committee	Power Light Engineering PCL
2008-2021	Vice Chairman of the Board of Director	Advanced Info Service PCL
2007-2021	Director	INTOUCH Holdings PCL
2006-2021	Director	Thaicom PCL
2016-2017	Independent Director	Pruksa Real Estate PCL
2008-2017	Chairman of the Executive Committee	INTOUCH Holdings PCL

Positions in other Companies/Organizations

Period	Position	Company/Organization
2016-Present	Director	Advanced Wireless Network Co., Ltd.
2021-2022	Chairman of the Board of Director	Innopower Co., Ltd.
2004-2016	Director	Praram 9 Hospital 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: 13/13 times (equivalent to 100 percent)
2. Nomination, Remuneration, Corporate Governance and Sustainable Development Committee attendance: 6/6 times (equivalent to 100 percent)
3. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship characteristics	Name of nominated person qualified as Independent Director (Mr. Somprasong Boonyachai)
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>

3. Ms. PENCHUN JARIKASEM

Age 67 years old (born in 1955), **Nationality** Thai

Nominate as Independent Director

Current Positions in the Company

- Independent Director
- Chairman of the Audit Committee

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 5 years)

Shareholding in OSP (as of 30 December 2022) -None-

Education

- Master of Science (Business Administration), Thammasat University
- Bachelor of Arts, Faculty of Arts, Chulalongkorn University

Director Training / Other Training Program

- IT Governance and Cyber Resilience Program (ITG) 15/2020
- Board Matters and Trends (BMT) 6/2018
- Risk Management Program for Corporate Leaders Class (RCL)13/2018
- Ethical Leadership Program (ELP) 11/2018
- The Role of Chairman Program (RCP) 36/2015
- Monitoring Fraud Risk Management (MFM) 6/2011
- Director Certification Program (DCP) 113/2009
- Audit Committee Program (ACP) 28/2009
- Monitoring the Quality of Financial Reporting (MFR) 9/2009
- Director Accreditation Program (DAP) 75/2008
- The Executive Program in Energy Literacy for Sustainable Future TEA (Class 6), Thailand Energy Academy (TEA)
- Bhumipalung Phandin for Top Executive (Class 3), Chulalongkorn University
- Capital Market Academy Leadership Program (CMA 4), Capital Market Academy (CMA)
- Senior Executive Program no. 77 SEP 77, London Business School, UK
- Director Briefing-Corporate Strategy beyond the Crisis, a Chairman/Board Perspective, Bain & Company, Inc.
- Upstream Insight "Navigating Through Uncertainty: Upstream Transformation, Greener Pastures-Better Future, Corporate Strategies for Resilience & NOC's: What is The Path Forward?", IHS Markit.



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

Board Member/Management in other Listed Companies

Period	Position	Company
27 Jun 2022 - Present	Independent Director, Chairman of the Audit Committee, Member of the Nomination and Compensation Committee	TISCO Financial Group PCL
Jan 2022 - Present	Chairman of the Audit Committee, Independent Director	PTT Exploration and Production PCL
Sep 2020 - Dec 2021	Chairman of the Risk Management Committee, Independent Director, Member of the Audit Committee	
Apr 2020	Independent Director, Member of the Audit Committee, Member of the Risk Management Committee	
Feb 2018 - Apr 2020	Director, Member of the Risk Management Committee	

Positions in other Companies/Organizations

Period	Position	Company/Organization
27 Jun 2022 - Present	Independent Director, Chairman of the Audit Committee	TISCO Bank PCL
24 Dec 2020 - Present	Sub-committee of Finance and Accounting of the Energy Conservation and Promotion Fund	The Energy Conservation and Promotion Fund
2018 - Present	Independent Director and Chairman of the Audit Committee	Ritta Holdings Co., Ltd.
7 May 2020 – 23 Dec 2020	The working group established to resolve accounting issues of the Energy Conservation Fund from fiscal years 2014 to 2018	The Energy Conservation and Promotion Fund
2016 - 2020	Member of the Sub-committee for Consideration of Regulations on the Issuance and Offering of Debt Securities, Derivatives, and Structured Products	The Securities and Exchange Commission (SEC)
2018 - 2019	Director and Chairperson of the Sub-committee for Finance and Accounting	State Railway of Thailand
2017 - 2019	Advisory Committee for Fund Raising and Listed Company Oversight	The Securities and Exchange Commission (SEC)
2016 - 2018	Sub-committee for Finance and Budgeting Improvements	Office of the Public Sector Development Commission (OPDC)

- ✓ 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

- Board of Directors Meeting attendance: 13/13 times (equivalent to 100 percent)
- Audit Committee Meeting attendance: 8/8 time (equivalent to 100 percent)
- Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
- 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 (Ms. Penchun Jarikasem)
Holding of the Company Share - Number - Percentage of the total issued shares having voting rights (%)	None None
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 - Be an executive director, staff, employee or advisor who receives salary. - Be a professional service provider (such as an auditor or a lawyer) - Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any)	None None None

4. Mr. Pratharn Chaiprasit

Age 65 years old (born in 1958), **Nationality** Thai

Nominate as Director

Current Positions in the Company

- Director
- Authorized Director
- Senior Vice Chairman of the Executive Committee

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 5 years)

Shareholding in OSP (as of 30 December 2022) Held 60,200 shares (already added the shares held by his spouse) or 0.0020 percent of the total issued shares having voting rights

Education

- Master of Commerce, Takushoku University, Japan
- Bachelor of Business Administration, Bangkok University

Director Training / Other Training Program

- 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/Organization
2022 - Present	Director	Excelsus Group Co., Ltd.
Present	Director	Siam Glass Industry Co., Ltd.
Present	Director	Osotspa Enterprises Singapore Pte. Ltd.
Present	Director	Advanz Beverage Manufacturing Co., Ltd.
Ended 2020	Director	Osotspa Beverage 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: 12/13 times (equivalent to 92.31 percent)
2. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)



5. Mr. Thana Chaiprasit

Age 67 years old (born in 1954), **Nationality** Thai

Nominate as Director

Current Positions in the Company

- Director
- Authorized Director
- Senior Vice Chairman of the Executive Committee

Date of Appointment as a Director (since the transformation to public company limited) 22 March 2018 (positioned for 5 years)

Shareholding in OSP (as of 30 December 2022) Held 51,204,700 shares or 1.71 percent of the total issued shares having voting rights

Education

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

Director Training / Other Training Program

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

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

Board Member/Management in other Listed Companies

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

Positions in other Companies/Organizations

Period	Position	Company/Organization
2022-Present	Director	Excelsus Group Co., Ltd.
2021-Present	Vice President and Treasurer	The National Olympic Committee of Thailand
2010-Present	Honorary President	The Table Tennis Association of Thailand
Present	Director	Advanz Beverage Manufacturing Co., Ltd.
Present	Chairman of the Board of Director	Thanarom Co., Ltd.
Ended 2020	Director	Osotsa Beverage 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: 12/13 times (equivalent to 92.31 percent)
2. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)



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

1. Ms. Camille Ma

Age 66 years old (born in 1957), **Nationality** American

Nominate as Independent Director

Family Relation with other Major Shareholder, Director and Executive – None

Shareholding in OSP (as of 31 December 2022) - None

Education

- MM, SASIN Graduate School of Business Administration
- BA Political Science and East Asian Studies, Wellesley College, Wellesley Mass, US.

Director Training / Other Training Program

- Advanced Audit Committee Program (AACP) 36/2020
- Board that Make a Difference (BMD) 2/2016
- Boardroom Success through Financing and Investment (BFI) Class 2016
- Director Certification Program (DCP) 182/2013



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

Board Member/Management in other Listed Companies

Period	Position	Company
2019 - Present	Independent Director, Member of the Audit Committee, Chairman of the Compensation Committee, Member of the Nominating and Corporate Governance Committee, Member of the Sustainability and Risk Management Oversight Committee	Minor International PCL.

Positions in other Companies/Organizations

Period	Position	Company/Organization
2004 - 2015	Financial Advisor to Chairman, Finance Committee Member, Investment Committee Member	Charoen Pokphand Group

- ✓ **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.

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

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

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.

Attachment No. 3

Profiles of auditors for appointment to be as the Company's auditor for the financial year 2023

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 2 years in 2021 – 2022

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

**Articles of Association
of
Osotspa Public Company Limited**

**Chapter 1
General Provision**

- Article 1 These Articles of Association are called the Articles of Association of **Osotspa Public Company Limited**.
- Article 2 The term “Company” means Osotspa Public Company Limited.
- Article 3 Unless otherwise stipulated in these Articles, the provisions of the law governing public limited company and the law governing securities and exchange, as well as other laws applicable to or in connection with the operation of the Company shall apply.

In case that any provision in this Articles is contradictory to regulations, notifications, orders or conditions of the Securities and Exchange Commission or the Stock Exchange of Thailand, such regulations, notifications, orders or conditions shall apply.

**Chapter 2
Shares and Shareholders**

- Article 4 The shares of the Company shall be ordinary shares, each of which is equal in value and shall be issued specifying name of the shareholder.

All shares of the Company shall be fully paid up in money. However, the Company may issue ordinary shares to any person as fully paid up otherwise than in money because that person is a provider of property otherwise than in money, or grant, allow to use copyright on any work of literature, art, or science, patents, trademark, design or models, drawings, plan formula, or confidential process or grant the information on experience in the field of industry, commerce, or science.

Each share of the Company is indivisible. If a share is subscribed or held by two (2) or more persons in common, they must appoint one of them to exercise their rights as subscriber or shareholder, as the case may be.

The Company may issue ordinary shares, preference shares, debentures, convertible debentures, preference shares convertible into ordinary shares, warrants or any other securities as permitted by the law governing securities and exchange. The Company may convert convertible debentures or preference shares into ordinary shares subject to the provisions of the law governing public limited company and the law governing securities and exchange.

(Signed) _____ [•] _____ Applicant

_____ [•] _____

The Company may offer shares at a price higher than the value registered, the Company shall have the share subscriber remit the amount in excess of the value together with the share payment and take this amount in excess of the share value to establish a surplus reserve separately from the reserve fund of the Company.

In paying for shares, no subscriber of shares or shareholder shall avail himself a set-off against the Company, except to the case where the Company restructures its debts by issuing new shares for debt repayment upon the securitization project. The project shall get the prior approval from the meeting of shareholders by a vote not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

The issuance of new shares for payment and the securitization project under above paragraph shall be in accordance with the rules and procedures as prescribed in the relevant ministerial regulations.

Article 5 Each share certificate of the Company shall be a named certificate and shall be signed or printed with the signature of at least one (1) director. The directors may authorize the share registrar pursuant to the law governing securities and exchange to sign or print thereon its signature on their behalf.

The signature of director or share registrar or securities registrar may be affixed on a share certificate or any other securities certificates by himself or by using a machine, computer or any other method pursuant to the rules and methods as prescribed by the law governing securities and exchange.

Article 6 The Company may authorise Thailand Securities Depository Company Limited or any other person approved by the Stock Exchange of Thailand to be the share registrar or the securities registrar of the Company. In the event that the Company authorises Thailand Securities Depository Company Limited or any other person approved by the Stock Exchange of Thailand to be the share registrar or securities registrar of the Company, the registration process shall be as prescribed by the share registrar or securities registrar as prescribed by the law.

The Company shall maintain a register of shareholders and keep the register of shareholders and registration supporting evidence at the head office of the Company, but the Company may assign any person to the duty of keeping the register of shareholders and registration supporting evidence for the Company at any place but shall notify the shareholders and the registrar of such keeper of the register.

Article 7 The Company will issue share certificate to shareholders within two (2) months from the date on which the registrar accepts the registration or payment of shares have been made in full in the case of selling of newly issued shares after the registration of the Company.

Article 8 Subject to Article 7, a shareholder may request the Company to issue a new share certificate in substitution for a certificate in the following circumstances:

(Signed) _____ [•] _____ Applicant
_____ [•] _____

- (1) in the case where any share is transferred, the transferee wishes to have a new share certificate, the transferee shall submit to the Company a written application bearing the signature of the transferee and certified by at least one (1) witness, and shall return the original share certificate to the Company. If the share transfer is determined by the Company to be duly and legally made, the Company shall register such transfer of shares within seven (7) days as from the date of receipt of such application, and shall issue the new share certificate within one (1) month as from the date of receipt of such application.;
- (2) in the case where any share certificate is defaced or materially damaged, the shareholder may request the Company to issue a new share certificate upon surrender of the original share certificate. The Company may issue the new share certificate to replace the original share certificate within fourteen (14) days as from the date of receipt of such application;
- (3) In the case where a share certificate is lost or destroyed, a shareholder shall present the evidence of a report thereof issued by the police official or other appropriate evidence to the Company and request the Company to issue a new share certificate. The Company may issue the new share certificate to replace the original share certificate within fourteen (14) days as from the date of receipt of such application; or
- (4) In the case where a shareholder is dead or becomes bankrupt and another person becomes entitled to the share, the Company, upon surrender of the share certificate and proper and legitimate evidence being produced to the Company, shall then register such other person as a shareholder and issue a new share certificate within one (1) month as from the date of receipt of the evidence in full.

The lost, destroyed, defaced or damaged share certificate shall be terminated once it has been replaced by a new one.

The Company may charge a fee for the issuance of the new share certificate to replace the lost, destroyed, defaced or damaged share certificate or a fee for the issuance of copy of the register of shareholders, in whole or in part, as requested by a shareholder at the rate which shall not exceed those prescribed by law.

Article 9 The Company shall not own its shares or take them in pledge except where:

- (1) the Company may repurchase its own shares from dissenting shareholders who vote against the resolution of a meeting of shareholders approving the amendment to the Articles of Association of the Company in respect of the voting rights and the right to receive dividends which, in their opinion, is considered unfair; or
- (2) the Company may repurchase its own shares for a purpose of financial management where the Company has retained earning and excess liquidity, provided that the share repurchase will not cause financial pressure to the Company.

The repurchased shares held by the Company shall not be counted toward the quorum of a meeting of shareholders and such shares shall have no right to vote and to dividend payment.

(Signed) _____ [•] _____ Applicant
 _____ [•] _____

The Company shall dispose of the shares repurchased under the first paragraph within the period prescribed by the relevant ministerial regulations. If it does not, or is unable to, dispose of all such shares within such period, the Company shall reduce its paid-up capital by cancelling the remaining shares which cannot be disposed of.

The repurchase, disposition and cancellation of the shares, including the number of repurchased shares, shares repurchase price, reselling price or other matters relating to the share repurchase shall be made in accordance with the rules and procedures prescribed by the relevant ministerial regulations, the law governing public limited company and the law governing securities and exchange.

- Article 10 The share repurchase shall be approved by a meeting of shareholders except where the Company is a listed company on the Stock Exchange of Thailand and the number of such shares to be repurchased does not exceed ten (10) per cent of the total paid-up capital, the board of directors of the Company shall have the power to approve such share repurchase. Where the number of repurchased shares exceeds ten (10) per cent of the total paid-up capital, the Company shall be required to obtain an approval of the meeting of shareholders and the share repurchase shall be made within one (1) year from the date on which the approval has been obtained from the meeting of shareholders.

Chapter 3

Transfer of Shares

- Article 11 Transfer of shares of the Company shall be made without restrictions except where such transfer of shares will result in the Company's non-Thai shareholdings exceeding forty-nine (49) per cent of the total number of issued and sold shares of the Company. Any transfer of shares will result in the Company's non-Thai shareholdings exceeding such ratio, the Company may refuse such transfer of shares.

- Article 12 Subject to Article 13, the transfer of shares will be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee.

The transfer of shares will be effective against the Company upon the Company having received a request to register the transfer of the shares and it may be effective against a third party only after the Company has registered the transfer of shares.

Upon determining that such transfer of shares is in accordance with the law and the Articles of Association of the Company, the Company shall register the transfer of shares within fourteen (14) days as from the date of receipt of the request. In case the Company determines that such transfer of shares is incorrect or invalid, it shall notify the person making the request within seven (7) days from the date on which the request is received.

- Article 13 In case the Company has been a listed company on the Stock Exchange of Thailand, the transfer of shares, the effect of transfer of shares, the request for new share certificate and the management of the share register shall be in accordance with the law governing securities and exchange.

(Signed) _____ [•] _____ Applicant

_____ [•] _____

Chapter 4

Issuance, Offering and Transfer of Securities

Article 14 Issuance and offering of securities to the public or any person shall be made in accordance with the law governing public limited company and the law governing securities and exchange.

Other than ordinary shares, transfer of securities having been issued by the Company shall be made in accordance with the rules and procedures prescribed by the law governing securities and exchange.

The term "securities" means the securities as defined by the law governing securities and exchange.

Chapter 5

Board of Directors

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.

(Signed) _____ [•] _____ Applicant

_____ [•] _____

Article 18 Other than retirement from office by rotation, a director shall retire upon:

- (1) death;
- (2) resignation;
- (3) lack of qualifications or possession of characteristics prohibited by the law;
- (4) removal by the resolution of a meeting of shareholders under Article 22;
- (5) removal by the court order.

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.

Article 20 Any director wishing to resign from office shall submit a resignation letter to the Company. The resignation shall take effect upon the date on which the Company receives such resignation letter.

The director who resigns under the first paragraph may also notify the registrar of his/her resignation.

Article 21 In case of vacancy in the board of directors for reasons other than retirement by rotation, the board of directors shall elect a person who has qualifications and does not possess the characteristics prohibited by the law and exchange to be a substitute director at the next meeting of the board of directors, unless the remaining term of office of such director is less than two (2) months. Such a substitute director shall remain in office only for the remaining term of office of the director to whom he or she replaces.

The resolution of the board of directors under the above paragraph shall consist of the votes not less than three-fourths (3/4) of the remaining number of directors.

In the case where there are vacancies in the boards of directors resulting in the number of directors being less than the number required for a quorum, the remaining directors may hold a meeting of shareholders in order to elect directors to replace all the vacancies within one (1) month from the date of the number of directors fails below the number required for a quorum. The replacement directors shall hold office only for the remainder of term of office of the respective directors they replace.

(Signed) _____ [•] _____ Applicant

_____ [•] _____

- Article 22 The meeting of shareholders may pass a resolution removing any director from the office prior to the retirement by rotation by the votes of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and representing shares in aggregate of not less than half (1/2) of the number of shares held by the shareholders attending the meeting and having the right to vote.
- Article 23 The board of directors shall elect one of the directors to be the chairman of the board.
- In the case where the board of directors deems appropriate, it may elect one or several directors to be the vice chairman to perform the duties as stipulated in the Articles of Association in respect of the affairs assigned by the chairman of the board.
- Article 24 The board of directors shall hold a meeting at least once every three (3) months.
- Such meeting of the board of directors shall be held at the head office or any other place in the province which the head office is located or other province in Thailand or any other place determined by the board of directors.
- Article 25 In summoning a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve a notice of meeting to the directors not less than **three (3)** days prior to the meeting date, unless it is an urgent case to protect the rights and benefits of the Company, the chairman of the board or the person assigned by the chairman of the board may be summoned by **electronic or** other means and an earlier meeting date may be fixed.
- Article 26 At a meeting of the board of directors, not less than one-half (1/2) of the total number of directors must be present at the meeting in order to form a quorum.
- In the case where the chairman of the board is not present at the meeting or cannot perform his or her duties, the vice-chairman, if present, shall be the chairman of the meeting. If the vice-chairman is not present or cannot perform his or her duties, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.
- The decisions at the meeting shall be made by a majority vote.
- Each director shall have one (1) vote. Any director having interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.
- Article 27 The directors authorized to sign to bind the Company shall be two (2) directors jointly signing with the Company's seal affixed.
- The board of directors shall have the power to determine and amend the name of the directors authorized to sign to bind the Company.
- The board of directors may appoint any other person to carry out the business of the Company under the supervision of the board of directors or may authorise such other person to have powers as they deem fit and for such time as they deem fit. The board of directors may revoke, withdraw, alter or vary any of such powers.

(Signed) _____ [•] _____ Applicant
 _____ [•] _____

The Company shall maintain a register of directors, the minutes of meeting of the board of directors, and the minutes of meeting of shareholders and keep them at the head office of the Company. However, the Company may assign any person the duty of keeping the said documents and the register for the Company at any place, but the Company must inform the registrar prior and the said documents and the register must be kept in the locality in which the head office is situated or in a neighbouring province.

Chapter 6

Meeting of Shareholders

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 neighbouring province.

(Signed) _____ [•] _____ Applicant
_____ [•] _____

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.

The appointment of proxies to attend the meeting may be made through electronic means which have the trust and safety process, verifying the identity of granters as shareholders in compliance with the criteria prescribed by law or the registrar.

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 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.

(Signed) _____ [•] _____ Applicant
_____ [•] _____

- (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 auditing fee;
- (7) Other matters.

Article 36 **In case of this Articles of Association stated that any notification, reminder and advertisement of the Company shall be published in a newspaper, such aforesaid matters shall be able to public via electronic means instead of newspaper in compliance with the criteria prescribed by law or the registrar.**

(Signed) _____ [•] _____ Applicant
_____ [•] _____

In case of the Company or the board of directors have duty to send a notice or any documents to the Company's director, shareholder or creditor, the Company or the board of directors may send such notice or any documents via electronic means in compliance with the criteria prescribed by law or the registrar.

Chapter 7

Accounts, Finance and Audit

Article 37 The fiscal year of the Company shall commence on 1 January and end on 31 December of every year.

Article 38 The Company shall prepare and keep the accounts, including the auditing of the accounts under the relevant laws, and shall prepare the balance sheet together with the profit and loss statement at least once every twelve (12) months which forms the fiscal year of the Company.

Article 39 The board of directors shall arrange for the balance sheet and the profit and loss statement to be prepared as at the last date of the Company's fiscal year and be submitted to the annual general meeting of shareholders for approval. The balance sheet and profit and loss statement shall be audited by the auditor before submission to the meeting of shareholders.

Article 40 The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders:

- (1) Copies of the audited balance sheet and the profit and loss statement, together with the auditor's report; and
- (2) Annual report of the board of directors together with any supporting documents thereof.

Article 41 The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues concerning the accounts of the Company are to be considered in order to explain the auditing to the shareholders. The Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders.

No auditor shall be a director, staff member, employee or person holding any position or performing any duty in the Company.

Article 42 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.

(Signed) _____ [•] _____ Applicant

_____ [•] _____

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 43 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 44 The Company shall allocate at least five (5) per cent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until such reserve fund attains the amount of not less than ten (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.

Chapter 8 Additional Provisions

Article 45 The official seal of the Company shall be as follows:



Article 46 When the shares of the Company has been listed in the Stock Exchange of Thailand, in the event that a subsidiary enters into a transaction with a connected person of the Company or subsidiary, or a transaction related to acquisition or disposition of assets of the Company or subsidiary in accordance with the regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand in relation to the entering into connected transactions or the material transaction deemed as acquisition and disposal of assets, as the case may be, the Company shall comply with rules and procedures stipulated by the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand on such matters.

(Signed) _____ [•] _____ Applicant

_____ [•] _____

Attachment No. 5

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

1. Mr. Krirk Vanikkul (Thai Nationality, Age 68 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 2022) -None-

Special Interest in Proposed Agenda in this Meeting -None-



2. General Surapong Suwana-adth (Thai Nationality, Age 66 years old)

Positions in the Company

Independent Director and Member of the Nomination, Remuneration,
Corporate Governance and Sustainable Development 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 2022) -None-

Special Interest in Proposed Agenda in this Meeting -None-



3. Mr. Charamporn Jotikasthira (Thai Nationality, Age 65 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 2022) -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 2022 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) Mr. Krirk Vanikkul Age 68 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 66 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 65 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 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

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

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remark:

1. The shareholder appointing the proxy must 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) Mr. Krirk Vanikkul Age 68 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 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

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

Agenda 1 To Acknowledge the Company's Performance Results for the Year 2022

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 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 3 To Consider and Approve the Dividend Payment for the Year 2022 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 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. Mrs. Kannikar Chalitaporn

☐ Approve

☐ Disapprove

☐ Abstain

2. Mr. Somprasong Boonyachai

☐ Approve

☐ Disapprove

☐ Abstain

3. Ms. Petchun Jarikasem

☐ Approve

☐ Disapprove

☐ Abstain

4. Mr. Pratharn Chaiprasit

☐ Approve

☐ Disapprove

☐ Abstain

5. Mr. Thana Chaiprasit

☐ Approve

☐ Disapprove

☐ Abstain

6. Ms. Camille Ma

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5 To Consider and Approve the Board of Directors' and the Sub Committees' Remuneration for the Year 2023

☐ (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 an Appointment of Auditor and Auditor's Fee for the Financial Year 2023

☐ (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 7 To Consider and Approve the Amendment to the Company's Articles of Association

- ☐ (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

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 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

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

- ☐ (a) The proxy holder shall vote independently as to his/her consideration.
- ☐ (b) The proxy holder shall vote according to the shareholder's requirement as follows:
 - ☐ Approve
 - ☐ 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) Mr. Krirk Vanikkul Age 68 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 66 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 65 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 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

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

☐ Grant proxy the total number of shares holding and entitled to vote.

☐ Grant partial shares of ordinary share.....shares, entitled to voting right..... votes

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

Agenda 1 To Acknowledge the Company's Performance Results for the Year 2022

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 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 3 To Consider and Approve the Dividend Payment for the Year 2022 and to Acknowledge the Interim Dividend Payment

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

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

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

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

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

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

1. Mrs. Kannikar Chalitaporn

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

2. Mr. Somprasong Boonyachai

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

3. Ms. Penchun Jarikasem

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

4. Mr. Pratharn Chaiprasit

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

5. Mr. Thana Chaiprasit

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

6. Ms. Camille Ma

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

Agenda 5 To Consider and Approve the Board of Directors' and the Sub Committees' Remuneration for the Year 2023

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

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

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

Agenda 6 To Consider and Approve an Appointment of Auditor and Auditor's Fee for the Financial Year 2023

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

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

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

Agenda 7 To Consider and Approve the Amendment to the Company's Articles of Association

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

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

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

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

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

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

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remark:

1. The Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed, therefore.
2. A shareholder appointing a proxy must 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 2023 Annual General Meeting of Shareholders on Wednesday 26 April 2023 at 2.00 p.m.** The Meeting shall be conducted through Electronic Meeting (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

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

Attachment No. 7

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-AGM) must register for attending the 2023 Annual General Meeting of Shareholders through Electronic Meeting (E-AGM) 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 register for attending the meeting, 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: - 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 steps for registration for attending the meeting is as in Attachment No. 8. The original documents do not need to be sent to the Company.

- (1) The application form for attending the E-AGM
- (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 or proxy must pay in cash for Baht 20 stamp duty by electronic payment or other processes as determined by 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 Form and supporting documents as follows to the Company **but do not need to be sent the application form for attending the E-AGM.**

- (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 24 April 2023 at 5.00 p.m.**

Osotspa Public Company Limited

Company Secretary Department, 10th Floor, Building 5

348 Ramkhamhaeng Rd., Huamak, Bangkok, 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-AGM, please submit the application form for attending the E-AGM in advance from 17-26 April 2023 at 8.00 a.m. - 5.00 p.m. (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 and send to the Company Secretary as the Company's address as mentioned in clause 2.3 (3) **prior to commencement of the meeting.**

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. Agenda 7 the resolution shall be passed with the votes of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote. The Company will calculate the vote from the shareholders present at the meeting and casting the vote which includes abstain from voting and voided ballot (if any)
4. Vote casting for Proxy Form C, in case that there is no indication of voting and authorized proxy holder does not indicate voting result, the Company shall imply such action as abstain from voting.

Comments and Questions Given by the Attendees

1. Before casting vote in each agenda, the Chairman give the opportunity for attendees to comment or ask question.
 - (1) **By message**, please click on "Ask Question" menu item, then type in the questions in chat box, and click "Send". The questions will be automatically sent to the Company for addressing in relevant agenda items.
 - (2) **By voice**, please click on "Hand Symbol" and wait for the Company's approval. Once the Company approved, the Company's staffs will allow you to turn on your camera and microphone then you can ask questions (Remark: This option is only available to shareholder who consent for the system to access your camera and microphone.)

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 2023 Annual General Meeting of Shareholders** as in **Attachment No. 11** and to Investor Relations via e-mail: ir@osotspa.com

Steps for registration for attending the 2023 Annual General Meeting of Shareholders through Electronic Meeting (E-AGM)

Process prior the meeting date

- Any shareholder or proxy who would like to attend the E-AGM are required to submit application form for attending the E-AGM by scanning QR Code or access via URL as linked below;



<https://osp.foqus.vc/registration/>

It will take you to the below sample screen. The Company shall open for the registration during 17-26 April 2023 at 8.00 a.m. - 5.00 p.m. (only on business days, excluding weekends and public holidays) until the meeting is adjourned.

The screenshot shows the FOQUS Document Registration System for E-Meeting. It includes the company name, Quidlab Company Limited, and the meeting details: Annual General Meeting of the Company's shareholders which will be held on Tuesday, 14th September 2021, at 10:00 hrs. The interface has fields for 'Shareholder's registration No.' and 'ID Card Number, Passport Number'. There is a 'Submit' button and a link to 'English Manual'. At the bottom, there is a note about the system and a contact number for assistance.

- Once login to the system, the shareholder or proxy must prepare the information to fill in the system, details as follow;
 - Securities holder registration number;
 - Identification card number / Passport number / Registration number for juristic person;
 - E-mail address for receiving weblink, username and password to attend the E-AGM;
 - Mobile phone number; and
 - Identification document to verify the right to attend the E-AGM. Please study the information in case of natural person, both Thai and non-Thai shareholder and juristic person who wish to attend the meeting in person and proxy as specified in **Attachment No.7.**

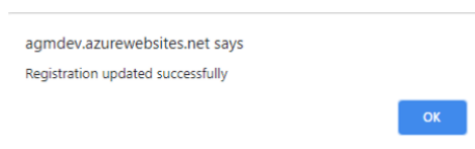
For shareholder who authorizes one of the Company's Independent Directors to attend and vote by proxy, please submit the proxy form together with supporting documents to the following Company's address within 24 April 2023 at 5.00 p.m. without registered in the system. The vote casting shall be as indicated in the proxy.

Company Secretary Department, 10th Floor, Building 5

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

- The system is maximized to upload the document up to 5 files per 1 submission, each file must not exceed 5 MB and files type extensions are jpg, png, gif, pdf (You can check your file type extensions at the dot at the end of your file's name).

4. When you finished filling in the information, you can send the information by clicking on “Submit” button. Once the information was submitted, there would be pop-up screen informed that the registration upload was succeeded.



In case the registration upload is not succeeded, the screen will pop-up to inform the reason why the document cannot be uploaded. If the reason provided is not clear, please contact **Quidlab Company Limited (“Quidlab”)**, Tel: 02-013-4322, 080-008-7616 or email: info@quidlab.com

Once the registration upload is completed, please click “Logout” and you shall receive the confirmation email.

5. After the Company has verified the submitted document, Quidlab will send username and password with weblink to attend the E-AGM including E-Meeting system manual and vote casting process to the shareholders.

Kindly do not share username and password to other persons.

In case of you do not receive your username and password by 24 April 2023 at 3.00 p.m., or you lost your username and password, please contact Quidlab immediately.

Process on the meeting date

6. For attending the meeting, the shareholders can use any devices i.e., computer, laptop, tablet or smartphone. The shareholders are required to read through the manual thoroughly as sent to you via email. The E-Meeting System will be opened 60 minutes prior to the meeting at 1.00 p.m. to facilitate the shareholders to login the meeting. However, the live broadcast shall only begin at 2.00 p.m.
7. For casting votes during the E-AGM, the shareholders may cast their votes in each agenda item to either “**Approve**” or “**Disapprove**” or “**Abstain**” from voting. For the shareholders who do not cast their votes in any agenda item, the system will automatically count your votes as “**Approve**”.
8. In case the shareholders would like to ask questions during the E-AGM,
- (1) **By message**, please click on “Ask Question” menu item, then type in the questions in chat box, and click “Send”. The questions will be automatically sent to the Company for addressing in relevant agenda items.
 - (2) **By voice**, please click on “Hand Symbol” and wait for the Company’s approval. Once the Company approved, the Company’s staffs will allow you to turn on your camera and microphone then you can ask questions (Remark: This option is only available to shareholder who consent for the system to access your camera and microphone.)
9. For the questions that are not addressed during the meeting, the Company shall provide the answers in the appendix of the minutes of the meeting.

Scan QR Code for the invitation letter for the 2023 Annual General Meeting of Shareholders, Supporting documents and Form 56-1 One Report



**For further information or any problems related to E-Meeting System
please contact 02-013-4322, 080-008-7616 or email: info@quidlab.com**

during 17-26 April 2023 at 8.00 a.m. – 5.00 p.m.

(open only business days, excluding weekends and public holidays until the meeting is adjourned)

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.

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 10240, Thailand.

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

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

แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566
(Question Form for the 2023 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 2566 ของบริษัท โอสดสกา จำกัด (มหาชน) ดังนี้
would like to submit question(s) relating to agenda of the 2023 Annual General Meeting of
Shareholders of Osotspa Public Company Limited as follows:

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