



INVITATION LETTER AND DOCUMENTS FOR
THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

OSOTSPA PUBLIC COMPANY LIMITED

Wednesday 24 April 2024 at 2.00 p.m.

via Electronic Means (E-AGM)

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



22 March 2024

- Subject: Invitation to the 2024 Annual General Meeting of Shareholders
- To: All Shareholders of Osotspa Public Company Limited
- Attachments:
1. The Company's Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) in QR Code
 2. Profiles of directors retiring by rotation and nominated for re-election as directors and qualifications of an independent director
 3. Profiles of auditors for appointment to be as the Company's auditor for the financial year 2024
 4. Information of Independent Directors nominated by the Company to be shareholders' proxy
 5. Proxy Form A, Form B, and Form C as prescribed by the Department of Business Development, Ministry of Commerce
 6. Explanation on the appointment of registration documents, registration process, proxy, vote counting and request a question
 7. Steps for registration for attending the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
 8. The Company's Articles of Association to the shareholders' meeting
 9. Privacy Notice in accordance with Personal Data Protection Act B.E. 2562
 10. Question Form for the 2024 Annual General Meeting of Shareholders

Osotspa Public Company Limited ("**the Company**") would like to invite you to the 2024 Annual General Meeting of Shareholders **on Wednesday 24 April 2024 at 2.00 p.m. via electronic means (E-AGM) only** in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations. In this regard, 14 March 2024 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 2023

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 2023 which forms part of the Company's Annual Registration Statement/Annual Report 2023 (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 2024 Annual General Meeting of Shareholders to acknowledge the Company's performance results and material changes to the Company for the year 2023.

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 2023

Fact and Rationale In compliance with Section 112 of the PLCA and Article 39 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 2024 Annual General Meeting of Shareholders to consider and approve financial statements for the year ended 31 December 2023, which have been audited by the auditor from 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 2023 is summarised as follows:

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

	Consolidated Financial Statements		Separated Financial Statements	
	2023	2022	2023	2022
Assets	24,402	26,154	23,983	25,325
Liabilities	7,892	7,699	7,416	6,797
Equity attributable to owners of the parent	16,326	18,464	16,567	18,528
Revenue	26,644	27,482	20,269	20,997
Profit for the year attributable to owners of the parent	2,402	1,934	2,498	2,623
EPS (Baht per share)	0.80	0.64	0.83	0.87

The details of the financial statements for the year ended 31 December 2023 are contained in the Company's Annual Registration Statement/Annual Report 2023 (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 2023 and to Acknowledge the Interim Dividend Payment

Fact and Rationale According to Section 115 of the PLCA and Article 42 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 2023, the Company has net profit for the year 2023 from separated financial statements totalling of Baht 2,497.64 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 2024 Annual General Meeting of Shareholders to consider and approve the dividend payment from the year 2023 performance and retained earnings including to acknowledge the interim dividend payment. The details are as follows:

1. Approved the dividend payment for the year 2023 from the Company's operating results from 1 January to 31 December 2023 and retained earnings at Baht 1.65 per share, totalling approximately Baht 4,956.20 million.
2. The Company made interim dividend payments two times in 2023, the Company would like to report to the Meeting as following details,
 - (a) a special interim dividend from the sale proceeds of shares of Uni.Charm (Thailand) Co., Ltd. (“**UniCharm**”), in which the Company held a minority stake, at of Baht 0.80 per share in the total amount of Baht 2,402.93 million, was made on 20 July 2023 pursuant to the approval by the Board of Directors Meeting No. 6/2023, and
 - (b) interim dividend from the Company’s operating results in the first half of the 6-month period of 2023 at Baht 0.40 per share in the total amount of Baht 1,201.50 million, was made on 8 September 2023 pursuant to the approval by the Board of Directors Meeting No. 8/2023.

As the Company has already made an interim dividend payment as per clause 2, **the remaining dividend payable from the Company’s operating results in the second half of the 6-month period of 2023 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 0.05 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 0.40 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 2022 and 2023

Lists	2023 (Proposed year)	2022
Profit attributable to owners of the parent (Baht million)	2,402.10	1,933.77
Number of shares (million shares)	3,003.75	3,003.75
Annual dividend payment (Baht per share)	1.65	0.90
- Interim dividend payment from the 1st half operating results (Baht per share)	0.40	0.45
- Special Interim Dividend payment (Baht per share)	0.80	- None -
- The remaining dividend payment (Baht per share)	0.45	0.45
Total dividend payment (Baht million)	4,956.12	2,703.37
Total dividend payment paid from net profit after deduction of all legal reserve required by laws and the Company’s Articles of Association (%)	206*	140*

Note * The 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 2023 is appropriate and in line with Section 115 of the PLCA, Article 42 of the Company’s Articles of Association and the Company’s dividend payment policy.

The dividend will be paid to shareholders whose names appeared in the shareholders’ list (Record Date) on 3 May 2024 as the record date, and dividend payment will be made on 23 May 2024.

However, the consideration for the dividend payment is uncertain until the approval from the 2024 Annual General Meeting of Shareholders is resolved.

The Company does not have to allocate the net profit for the year 2023 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 2024 Annual General Meeting of Shareholders, there are five directors to be retired by rotation, namely:

Name	Position
1. Mr. Ratch Osathanugrah	Vice Chairman of the Board of Directors (Non-executive director)
2. Mrs. Sinee Thienprasiddhi	Independent Director and Member of the Audit Committee
3. Mrs. Sirivipa Supantanet	Independent Director and Member of the Risk Management Committee
4. Mr. Charamporn Jotikasthira	Independent Director and Chairman of the Risk Management Committee
5. General Surapong Suwana-adth	Independent Director, Vice Chairman of the Board of Directors, Member of the Nomination Remuneration, Corporate Governance and Sustainable Development Committee

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) Mr. Ratch Osathanugrah, (2) Mrs. Sinee Thienprasiddhi, (3) Mrs. Sirivipa Supantanet, (4) Mr. Charamporn Jotikasthira and (5) General Surapong Suwana-adth to be re-elected as the Company's directors for another term.

The Board of Directors, excluding 5 directors who have conflict of interest in the agenda, has considered qualifications, expertise in accordance with Board Skills Matrix and performance in the past as director of the Company of each person 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 2024 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 2024 Annual General Meeting of Shareholders to consider and approve that these five retiring directors namely (1) Mr. Ratch Osathanugrah, (2) Mrs. Sinee Thienprasiddhi, (3) Mrs. Sirivipa Supantanet, (4) Mr. Charamporn Jotikasthira and (5) General Surapong Suwana-adth to be re-elected as the Company's directors for another term.

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 Mrs. Sinee Thienprasiddhi, Mrs. Sirivipa Supantanet, Mr. Charamporn Jotikasthira and General Surapong Suwana-adth who is proposed to be re-elected as independent directors for another term 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 2024

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 2024 including gratuity for the year 2024 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 2024 with details are as follows:

1. Meeting allowances (same rate with the year 2023)

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	2024 (Proposed year) (Unit : Baht)	2023 (Unit : Baht)
Meeting allowances	50,000	50,000

2. Monthly remuneration (same rate with the year 2023)

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	2024 (Proposed year) (Baht per month)	2023 (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 2023). Such remunerations will be effective until the shareholders' meeting shall have other resolutions.

	2024 (Proposed year)	2023
Remuneration in 1, 2, and 3	not exceed Baht 22 million	not exceed Baht 22 million

- 4. Gratuity for the year 2024:** 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 2024. The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee shall consider the allocation of gratuity for the year 2024 as appropriate (The condition of gratuity payment for the year 2024 is the same as the year 2023).

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 2024

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 2024. According to the performance for the financial year 2023 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 2024 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 2024 (profiles and experiences of those auditors shown in Attachment No. 3).

1. Ms. Sirinuch Surapaitoonkorn	Certified Public Accountant License no. 8413 or (Never sign in the Company's financial statements)
2. Ms. Orawan Chunhakitpaisan	Certified Public Accountant License no. 6105 or (Never sign in the Company's financial statements)
3. Ms. Vilaivan Pholprasert	Certified Public Accountant License no. 8420 or (Signatory in the Company's financial statements for 2022)
4. Ms. Jamjuree Sathapornchaiwat	Certified Public Accountant License no. 11567 (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 2024 in an amount of Baht 5,450,000 which represents an increase of Baht 150,000 or 2.83% from the auditor fee for the year 2023 due to the entire business transfer of Siam Bev Manufacturing Co., Ltd. to the Company on 1 February 2024.

	2024 (Proposed year) (Unit : Baht)	2023 (Unit : Baht)
Auditor's fee for the separated and consolidated financial statements	5,450,000	5,300,000

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

Year	Amount (Unit : Baht)	Details
2023	7,549,120	Business due diligence, observation on stock destruction, and consultation for registration of dissolution of overseas subsidiaries
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 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 2024 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.

.....

For the benefits of all shareholders to attend the meeting via the electronic means (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. 6 and Steps for registration for attending the 2024 Annual General Meeting of Shareholders via electronic means (E-AGM), details are in Attachment No. 7

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. 5 with the stamp duty of Baht 20 affixed and enclose documents as prescribed in Attachment No. 6 and send the signed proxy **within 22 April 2024 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. 5, together with the stamp duty of Baht 20 affixed and enclose documents as prescribed in Attachment No. 6 and follow the Steps for registration for attending the 2024 Annual General Meeting of Shareholders through Electronic Meeting (E-AGM), details in Attachment No. 7 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 2024 Annual General Meeting of Shareholders as enclosed in Attachment No. 10.

Please be informed and attend the 2024 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 Investor Relations Department

Contact Person: Ms. Naruporn Ananpongsuk

Phone: (+66) 63 206 0173

Email: IR@osotspa.com

**Annual Registration Statement / Annual Report 2023
(Form 56-1 One Report) in QR Code**



Shareholders can download Annual Registration Statement / Annual Report 2023 (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 2023 will be available from 27 March 2024 onwards.

Attachment No. 2

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

1. Mr. Ratch Osathanugrah

Age 67 years old (born in 1956), **Nationality** Thai

Nominate as Non-Executive director

Current Positions in the Company

- Vice Chairman of the Board of Directors
- Authorized Director

Date of Appointment as a Director

(since the transformation to public company limited)

22 March 2018 (positioned for 6 years)

Shareholding in OSP (as of 28 December 2023)

Held 40,013,100 shares or 1.33 percent of the total issued shares having voting rights. However, when counting the shares held by other persons who are acting in concert, the total amount is 436,156,600 shares or 14.52 percent of the total issued shares having voting rights.

Education

- MBA Southern Illinois University
- Bachelor of Business Administration, Southern Illinois University
- Bachelor of Business Administration, Bangkok University

Director Training / Other Training Program

- Director Accreditation Program (DAP) 124/2006

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
Present	Directors	Angelys Balek Co., Ltd.
Present	Directors	Doisawasdee Hill Co., Ltd.
Present	Directors	Shiseido (Thailand) Co., Ltd.
Present	Directors	Dream Loft Co., Ltd.
Present	Directors	Bangkok Creative Elements Co., Ltd.
Present	Directors	Osathanugrah Holding Co., Ltd.
Present	Directors	Osotspa USA Inc.
Present	Directors	Kampus Land Co., Ltd.
Present	Directors	Kampus Co., Ltd.
Present	Directors	BU Holding Co., Ltd.
Present	Directors	Super Natural Living Co., Ltd.
2004-2018	Directors	Akarat Property 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: 9/15 times (equivalent to 60percent)
2. Non-executive Committee Meeting attendance: 0/1 time

Remark absent the meeting due to health problem.



2. Mrs. Sinee Thienprasiddhi

Age 66 years old (born in 1958), **Nationality** Thai

Nominate as Independent Director

Current Positions in the Company

- Independent Director
- Member of the Audit Committee

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

22 March 2018 (positioned for 6 years)

Shareholding in OSP (as of 28 December 2023)

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

Education

- Master of Business Administration Program, University of the Thai Chamber of Commerce

Director Training / Other Training Program

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

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

Board Member/Management in other Listed Companies

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

Positions in other Companies/Organizations

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

- ✓ Never dishonestly committed an offence against property.
- ✓ 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: 15/15 times (equivalent to 100 percent)
2. Audit Committee Meeting attendance: 10/10 times (equivalent to 100 percent)
3. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
4. Audit Committee and Risk Management Committee Meeting attendance: 2/2 times (equivalent to 100)



Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship characteristics	Name of nominated person qualified as Independent Director (Mrs. Sinee Thienprasiddhi)
Holding of the Company Share - Number - Percentage of the total issued shares having voting rights (%)	100,000 shares 0.003 percent
Being close relatives to other directors/ executive/major shareholders of the Company/controlling person of company and its subsidiaries	None
Having relationship in any of these characteristics with the Company/parent company/subsidiary company/associate company/or juristic person which may have conflicts of interest either at present or during the past 2 years - 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

3. Mrs. Sirivipa Supantanet

Age 62 years old (born in 1962), **Nationality** Thai

Nominate as Independent Director

Current Positions in the Company

- Independent Director
- Member of the Risk Management Committee

Date of Appointment as a Director 1 January 2024 (positioned for 3 months. Due to Mrs. Sirivipa appointed as an Independent Director in replacement of Mrs. Porntida Boonsa who resigned from a director. Therefore, Mrs. Sirivipa has remaining term of the director of Mrs. Porntida.)

Shareholding in OSP (as of 28 December 2023) -None-

Education

- Master of Business Administration (Major in Finance), Western Michigan University, USA

Director Training / Other Training Program

- Director Certification Program (DCP), Class 119/2009
- Executive Development Program (EDP), Class 4, Fiscal Policy Research Institute, Ministry of Finance
- Capital Market Academy Leadership Program (Class 20) Capital Market Academy
- Top Executive Program in Commerce and Trade (TEPCoT), Class 11, Commerce Academy, University of the Thai Chamber of Commerce
- Advanced Master of Management (Class 7), NIDA
- Advanced Certificate Course in Politics and Governance in Democratic Systems (Class 25), King Prajadhipok's Institute
- Executive Program in Energy Literacy for a Sustainable Future (Class 16), Thailand Energy Academy

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

Board Member/Management in other Listed Companies

Period	Position	Company
2023-Present	Independent Director	Intouch Holding PCL
2023-Present	Advisor	PSG Corporation PCL

Positions in other Companies/Organizations

Period	Position	Company/Organization
2023 - Present	- Independent Director	SCG DECOR Public Company Limited
	- Member of Audit and Risk Management Committee	
	Advisor to Capital Market Development and Listed Companies Supervision	Stock Exchange of Thailand
	Advisor to Securities Law and Regulation	Baker & McKenzie Thailand
	Advisor to Securities Law and Regulation	Kiatnakin Phatra Securities PCL
2019-2022	Advisor to Board of Directors	Asset Pro Management Co., Ltd.
	Deputy Secretary-General	Securities and Exchange Commission
	Board Member	Capital Market Supervisory Board
	- Deputy Chairman of the Board - Chairman of the Remuneration Committee	Capital Market Development Fund
2019-2022	- Director - Chairman of the Audit Committee	Secondary Mortgage Corporation
	Assistant Secretary-General	Securities and Exchange Commission

- ✓ **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

- None - (Mrs. Sirivipa holds the position of Independent Director in the year 2024)

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship characteristics	Name of nominated person qualified as Independent Director (Mrs. Sirivipa Supantanet)
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

4. Mr. Charnporm Jotikasthira

Age 67 years old (born in 1957), **Nationality** Thai

Nominate as Independent Director

Current Positions in the Company

- Independent Director
- Chairman of the Risk Management Committee

Date of Appointment as a Director

5 August 2021 (positioned for 2 years 7 months)

Shareholding in OSP (as of 28 December 2023) - None -

Education

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

Director Training / Other Training Program

- IT Governance and Cyber Resilience Program (ITG), Class 7/2018
- Director Certification Program (DCP), Class 184/2014
- Director Accreditation Program (DAP), Class 66/2007
- Executive Leadership Program, Class 11, Capital Market Academy (CMA)
- The Executive Program of Energy Literacy for a Sustainable Future, Class 1/2012, Thailand Energy Academy (TEA)
- National Defence Course for the Joint State-Private Sector, Class 2004, The National Defence College of Thailand

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

Board Member/Management in other Listed Companies

Period	Position	Company/Organization
2018 - Present	Executive Director	Bangkok Bank PCL
2017-Present	Director	Bangkok Bank PCL
	- Independent Director - Chairman of the Risk Management Oversight Committee - Member of the Audit Committee - Member of the Compensation Committee - Member of the Nominating and Corporate Governance Committee	Minor International PCL
	- Independent Director - Member of the Audit Committee - Chairman of the Risk Management Committee	Singha Estate PCL

Positions in other Companies/Organizations

Period	Position	Company/Organization
2020 - Present	Chairman	Clinixir Co., Ltd.
	Chairman	Mitta Social Enterprise Co., Ltd.
2018-Present	Member of Finance Committee	Srisavarindhira Thai Red Cross Institute of Nursing
2017-Present	Director	The Thai Silk Co., Ltd. (Jim Thompson)
	Member	Chulabhorn Royal Academy Council



Period	Position	Company/Organization
2017-Present	Director	Thai Institute of Directors Association
2010-Present	Director	Suksapattana Foundation
2004-Present	Director	Foundation for Research in Information Technology
2015-2017	Director	Thai Smile Airways Co., Ltd.
2014-2017	President	Thai Airways International PCL

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

Meeting Attendance in the past year

1. Board of Directors Meeting attendance: 13/15 times (equivalent to 86.67 percent)
2. Risk Management Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
3. Non-Executive Committee Meeting attendance: 1/1 times (equivalent to 100 percent)
4. Audit Committee and Risk Management Committee Meeting attendance: 2/2 times (equivalent to 100 percent)

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

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

5. General Surapong Suwana-adth

Age 68 years old (born in 1956), **Nationality** Thai

Nominate as Independent Director

Current Positions in the Company

- Vice Chairman of the Board of Directors
- Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

Date of Appointment as a Director

5 August 2021 (positioned for 2 years 7 months)

Shareholding in OSP (as of 28 December 2023) - None -

Education

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

Director Training / Other Training Program

- Director Accreditation Program (DAP), Class 184/2021
- Financial Statement for directors (FSD), Class 34/2017
- Georgetown Leadership Seminar, USA
- National Defence Course for the Joint State-Private Sector, Class 2008: Series 21, The National Defence College of Thailand

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

- ✓ **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: 15/15 times (equivalent to 100 percent)
2. Nomination, Remuneration, Corporate Governance and Sustainable Development Committee Meeting attendance: 10/10 times (equivalent to 100 percent)
3. Non-Executive Directors Committee 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 (General Surapong Suwana-adth)
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

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 2024

1. Ms. Sirinuch Surapaitoonkorn

CPA Registration No.	8413
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none">- Master of Accountancy, Chulalongkorn University- Bachelor of Accountancy, Thammasat University
Experience	<ul style="list-style-type: none">- Audit Partner of KPMG Phoomchai Audit Ltd.- Experience in auditing profession for more than 20 years- Provide auditing services for selling of Automotive Business, Consumer Goods 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

2. Ms. Orawan Chunchakitpaisan

CPA Registration No.	6105
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	<ul style="list-style-type: none">- Master of Accountancy, Thammasat University- Bachelor of Accountancy, Thammasat University
Experience	<ul style="list-style-type: none">- Audit Partner of KPMG Phoomchai Audit Ltd.- Experience in auditing profession for more than 25 years- Provide auditing services for Listed companies and Limited Company and provide auditing services in many businesses groups such as Financial Institutes, Chemicals, Plastics, Steels, Pharmaceutical, and Food and Beverages.
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. Ms. Vilaivan 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 businesses such as Selling Consumer Goods, Service, Transportation, Health Care, Hotel, Real Estate 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	Signed in the Company's financial statements in 2023

4. Ms. Jamjuree Sathapornchaiwat

CPA Registration No.	11567
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	Bachelor of Accountancy, Kasetsart University
Experience	<ul style="list-style-type: none">- Executive Director of KPMG Phoomchai Audit Ltd.- Provide auditing services for Listed companies and Limited Company and provide auditing services in many business groups such as Chemicals, Electronics, Automotives, Transportation, Services, and other businesses.- Member of the Accounting Profession Committee on Education and Accounting Technology Federation of Accounting Professions under the Royal Patronage of His Majesty the King.- Experience in organizing seminars for the board of directors of the group in the Asia Pacific and discussion groups for audit committees in listed 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

Attachment No. 4

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

1. Ms. Penchun Jarikasem (Thai Nationality, Age 69 years old)

Positions in the Company

Independent Director and Chairman 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 28 December 2023) -None-

Special Interest in Proposed Agenda in this Meeting -None-



2. Mr. Krirk Vanikkul (Thai Nationality, Age 69 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 28 December 2023) -None-

Special Interest in Proposed Agenda in this Meeting -None-



3. Mr. Somprasong Boonyachai (Thai Nationality, Age 68 years old)

Positions in the Company

Independent Director, Chairman of the Board of Directors and Chairman 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 28 December 2023) -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 Annual Registration Statement / Annual Report 2023 (56-1 One report). Any independent director who will be acting as proxy for the shareholders does not have a special interest in the election of directors due to being a nominee for the re-election.

Attachment No. 5

Duty Stamp

Baht 20

Proxy Form A

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

I/We..... Nationality.....
Residing at No..... Soi/Alley..... Road.....
Tambol/Sub-district..... Amphur/District.....
Province..... Post code.....
Shareholder of **Osotspa Public Company Limited**, holding the total amount of.....share(s)
and have the 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) Ms. Penchun Jarikasem Age 69 years
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or

(5) Mr. Krirk Vanikkul Age 69 years
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or

(6) Mr. Somprasong Boonyachai Age 68 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 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024 at 2.00 p.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the 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) **Ms. Penchun Jarikasem** Age **69** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240** Or

(5) **Mr. Krirk Vanikkul** Age **69** years
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240** Or

(6) **Mr. Somprasong Boonyachai** Age **68** 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 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024 at 2.00 p.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the 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 2023

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 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 3 To Consider and Approve the Dividend Payment for the Year 2023 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. Mr. Ratch Osathanugrah

- Approve Disapprove Abstain

2. Mrs. Sinee Thienprasiddhi

- Approve Disapprove Abstain

3. Mrs. Sirivipa Supantanet

- Approve Disapprove Abstain

4. Mr. Charamporn Jotikasthira

- Approve Disapprove Abstain

5. General Surapong Suwana-adth

- Approve Disapprove Abstain

Agenda 5 To Consider and Approve the Board of Directors' and the Sub-committees' Remuneration for the Year 2024

- (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 2024

- (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 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024 at 2.00 p.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the 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) Ms. Penchun Jarikasem Age 69 years
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or

(5) Mr. Krirk Vanikkul Age 69 years
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or

(6) Mr. Somprasong Boonyachai Age 68 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 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024 at 2.00 p.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the 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 2023

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 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 3 To Consider and Approve the Dividend Payment for the Year 2023 and to Acknowledge the Interim Dividend Payment

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

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

- (a) The proxy holder shall vote independently as to his/her consideration.
- (b) The proxy holder shall vote according to the shareholder’s requirement as follows:
 - 1. Mr. Ratch Osathanugrah**
 - Approve..... votes
 - Disapprove..... votes
 - Abstain..... votes
 - 2. Mrs. Sinee Thienprasiddhi**
 - Approve..... votes
 - Disapprove..... votes
 - Abstain..... votes
 - 3. Mrs. Sirivipa Supantanet**
 - Approve..... votes
 - Disapprove..... votes
 - Abstain..... votes
 - 4. Mr. Charnporn Jotikasthira**
 - Approve..... votes
 - Disapprove..... votes
 - Abstain..... votes
 - 5. General Surapong Suwana-adth**
 - Approve..... votes
 - Disapprove..... votes
 - Abstain..... votes

Agenda 5 To Consider and Approve the Board of Directors’ and the Sub-committees’ Remuneration for the Year 2024

- (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 2024

- (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 agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

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

Signed.....Grantor
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Signed.....Proxy Holder
(.....)

Remark:

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

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

The appointment of proxy by the shareholder of Osotspa Public Company Limited for **the 2024 Annual General Meeting of Shareholders on Wednesday 24 April 2024 at 2.00 p.m.** The Meeting shall be conducted via electronic means (E-AGM) in accordance with the 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. 6

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 means (E-AGM) must register for attending the 2024 Annual General Meeting of Shareholders (E-AGM) by following all the procedures specified in Attachment No. 6 and No. 7. 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. 7, together with the following documents;

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none"> - An official identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as: <ul style="list-style-type: none"> - Thai national ID card - Driving Licence - Thai civil servant ID card - Thai state enterprise officer ID card - Passport; or - Any other photographed identification document issued by relevant Thai government authority <p style="text-align: center;">(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. 4*.

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. 7*. **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 22 April 2024 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 16-24 April 2024 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 canceling 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 disapproval 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 presenting the approval, disapproval, abstention, or voided ballot (if any) in form of shareholding percentage.

Vote counting in each agenda shall follow the law and the Company's Articles of Association as follows;

1. Agenda 2, 3, 4, and 6, the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting the vote. The Company will calculate the vote from the shareholders present at the meeting and casting the vote which excludes abstain from voting and voided ballot (if any)
2. Agenda 5 related to remuneration of the directors; the resolution shall be passed with the votes of not less than two-thirds of the total votes of shareholders attending the meeting. The Company will calculate the vote from the total votes of shareholders attending the meeting.
3. Vote casting for Proxy Form C, in case that there is no indication of voting and authorized proxy holder does not indicate voting result, the Company shall imply such action as abstain from voting.

Comments and Questions Given by the Attendees

1. Before casting vote in each agenda, the Chairman give the opportunity for attendees to comment or ask question.
 - (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 questions, 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 2024 Annual General Meeting of Shareholders** as in Attachment No. 10 and to Investor Relations via e-mail: ir@osotspa.com

Steps for registration for attending the 2024 Annual General Meeting of Shareholders via Electronic Means (E-AGM)

Process prior the meeting date

- 1. 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 grant the registration during 16-24 April 2024 at 8.00 a.m. - 5.00 p.m. (only on business days, excluding weekends and public holidays) until the meeting is adjourned.**



- 2. 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.6**.

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 22 April 2024 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 10240, Thailand.**

- 3. 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).

- 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.

- 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 22 April 2024 at 3.00 p.m., or you lost your username and password, please contact Quidlab immediately.

Process on the meeting date

- 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.
- 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**”.
- In case the shareholders would like to ask questions during the E-AGM,
 - 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.
 - 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.)
- 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 2024 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 16-24 April 2024 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.

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 matter shall be able to public via electronics means instead of newspapers in compliance with the criteria prescribed by law or the registrar.

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.

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 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.

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 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.

Attachment No. 9

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, Bangkapi, Bangkok 10240, Thailand.

Telephone Number: (+66) 63 206 0173

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

