



INVITATION LETTER AND DOCUMENTS FOR  
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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OSOTSPA PUBLIC COMPANY LIMITED

Wednesday 30 April 2025 at 10.00 a.m.

via Electronic Means (E-AGM)

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

and other related laws and regulations.

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



31 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: All Shareholders of Osotspa Public Company Limited

Attachments:

1. The Company's Annual Registration Statement/Annual Report 2024 (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 2025
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 2025 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
8. The Company's Articles of Association for the shareholders' meeting
9. Privacy Notice in accordance with Personal Data Protection Act B.E. 2562
10. Question Form for the 2025 Annual General Meeting of Shareholders

Osotspa Public Company Limited ("**the Company**") would like to invite you to the 2025 Annual General Meeting of Shareholders **on Wednesday 30 April 2025 at 10.00 a.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, 28 March 2025 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 2024**

**Fact and Rationale** In accordance with Section 113 of the Public Company Limited Act B.E. 2535 (as amended) (the "**PLCA**") and Article 40 of the Company's Articles of Association, the Board of Directors has prepared a summary report of the Company's past performance and key changes that occurred during the year 2024. This report is part of the Company's Annual Registration Statement/Annual Report 2024 (56-1 One Report). Shareholders can download the details from the QR Code provided in *Attachment No. 1*, which has been sent along with this invitation letter.

**The Board's Opinion** The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to acknowledge the Company's performance results and key changes for the year 2024.

**Voting** This agenda item is for acknowledgment, and therefore, voting is not required.

## Agenda 2 To Consider and Approve the Financial Statements for the Year Ended 31 December 2024

**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 shall be audited by the auditor before being submitted to the annual general meeting of shareholders for consideration and approval.

**The Board's Opinion** The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for the approval of the financial statements for the year ended 31 December 2024 of the Company. The financial statements have been audited by KPMG Phoomchai Audit Ltd., which issued an unqualified opinion. The preparation of the financial statements has complied with the applicable accounting standards. These financial statements have been reviewed and approved by the Audit Committee and the Board of Directors. The key financial position and performance of the Company for the year 2024 are as follows:

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

	Consolidated Financial Statements		Separated Financial Statements	
	2024	2023	2024	2023
Assets	25,135	24,402	25,154	23,983
Liabilities	9,343	7,892	9,018	7,416
Equity attributable to owners of the parent	15,493	16,326	16,137	16,567
Revenue	27,527	26,644	19,821	20,269
Profit for the year attributable to owners of the parent	1,638	2,402	1,822	2,498
EPS (Baht per share)	0.55	0.80	0.61	0.83

The details of the financial statements for the year ended 31 December 2024 are included in the Company's Annual Registration Statement/Annual Report 2024 (56-1 One Report), which can be downloaded via the QR code provided in [\*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 2024 and to Acknowledge the Interim Dividend Payment

**Fact and Rationale** In accordance with 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, from time to time, pay interim dividends to shareholders and shall report such payments at the next shareholders' meeting.

The Company has a policy to pay dividends to shareholders of no less than 60 percent of net profit (profit for the year) according to the Company's consolidated financial statements after deducting reserves as required by law and the Company's Articles of Association.

**The Board's Opinion** For the year ended 31 December 2024, the Company has reported a net profit for the year 2024 of Baht 1,822.28 million, as per the separate financial statements, along with unappropriated retained earnings. The Board of Directors, prioritizing the rights and benefits of the Company's shareholders, deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to approve the dividend payment from the 2024 performance and

retained earnings, as well as to acknowledge the interim dividend payment. The details are as follows:

1. Approved the dividend payment for the year 2024 from the Company's operating results for the period from 1 January 2024 to 31 December 2024, and retained earnings at Baht 0.60 per share, totalling approximately Baht 1,802 million.
2. The Company would like to inform shareholders that in 2024, an interim dividend was paid based on the performance for the first six months of 2024 (from 1 January 2024 to 30 June 2024) at the rate of Baht 0.30 per share, totaling approximately Baht 901 million. This payment was approved by the Board of Directors Meeting No. 8/2024 and was paid to shareholders on 13 September 2024.

As the Company has already made an interim dividend payment as per clause 2, **the remaining dividend payable to shareholders, based on the Company's operating results for the last six months of 2024 and unappropriated retained earnings, is at Baht 0.30 per share, totalling approximately Baht 901 million.**

In this regard, the dividend will be paid at the rate of Baht 0.01 per share from the net profit of the subsidiary businesses that are BOI-promoted and are under tax exemption, and at the rate of Baht 0.29 per share from the net profit of the business subject to corporate income tax at a rate of 20%. Individual shareholders can claim a tax credit of 20/80 of the dividend.

#### Details of comparison of dividend payments between 2023 and 2024

Lists	2024 (Proposed year)	2023
Profit attributable to owners of the parent (Baht million)	1,822.28	2,402.10
Number of shares (million shares)	3,003.75	3,003.75
Annual dividend payment (Baht per share)	0.60	1.65
- Interim dividend payment from the 1st half operating results (Baht per share)	0.30	0.40
- Special Interim Dividend payment (Baht per share)	N/A	0.80
- <b>The remaining dividend payment (Baht per share)</b>	<b>0.30</b>	<b>0.45</b>
Total approximate dividend payment (Baht million)	1,802	4,956
Total dividend payment paid from net profit after deduction of all legal reserve required by laws and the Company's Articles of Association* (%)	110	206

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

The Board of Directors considers that the proposal for the payment of the annual dividend for the year 2024, as mentioned above, is appropriate and in accordance with Section 115 of the PLCA, the Company's Articles of Association, Clause 42, and the Company's dividend policy.

The dividend will be paid to shareholders whose names appear in the shareholders' list (Record Date) on 9 May 2025, with the dividend payment scheduled for 26 May 2025.

However, the consideration for the dividend payment remains uncertain until it is approved by the 2025 Annual General Meeting of Shareholders.

In addition, the Company is not required to allocate net profit for the year 2024 as legal reserve, as the Company has already appropriated the required legal reserve in full.

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

#### **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 2025 Annual General Meeting of Shareholders, six directors of the Company will retire by rotation, namely:

<b>Name</b>	<b>Position</b>
1. Mr. Krirk Vanikkul	- Independent Director - Member of the Audit Committee
2. Mrs. Wannipa Bhakdibutr	- Director (Executive director) - Member of the Executive Committee - Member of the Risk Management Committee - Member of the Investment Committee
3. Mr. Tasharin Osathanugrah	- Director (Executive director) - Vice Chairman of the Executive Committee
4. Mr. Niti Osathanugrah	- Director (Non-executive director) - Member of the Executive Committee - Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee - Member of the Risk Management Committee - Member of the Investment Committee
5. Mr. Salin Pinkayan	- Director (Non-executive director) - Member of the Executive Committee - Member of the Risk Management Committee - Member of the Investment Committee
6. Mr. Natee Osathanugrah	- Director (Non-executive director)

**The Board's Opinion** The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee therefore recommended to the Board of Directors the re-election of the following six retiring directors for another term: (1) Mr. Krirk Vanikkul, (2) Mrs. Wannipa Bhakdibutr, (3) Mr. Tasharin Osathanugrah, (4) Mr. Niti Osathanugrah, (5) Mr. Salin Pinkayan, and (6) Mr. Natee Osathanugrah, as the Company's directors.

The Board of Directors, excluding the six directors who have a conflict of interest in the agenda, has considered the qualifications, expertise in accordance with the Board Skills Matrix, and past performance as directors of the Company for each individual. The Board has concluded that these individuals possess profound knowledge, capability, and experience that would be beneficial for the Company's current and future operations, as proposed by the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee.

The Company has published the documents and criteria granting minority shareholders the right to propose candidates for consideration to be elected as the Company's directors in advance, for presentation at the 2025 Annual General Meeting of Shareholders. However, no minority shareholder has proposed any qualified candidates for election to the Board of Directors.

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider the re-election of the following six retiring directors for another term: (1) Mr. Krirk Vanikkul, (2) Mrs. Wannipa Bhakdibutr, (3) Mr. Tasharin Osathanugrah, (4) Mr. Niti Osathanugrah, (5) Mr. Salin Pinkayan, and (6) Mr. Natee Osathanugrah.

The profiles of the six retiring directors, as well as the qualifications of an independent director, are provided to the Company's shareholders along with this invitation letter, as detailed in Attachment No. 2.

In addition, the Board of Directors has considered and determined that Mr. Krirk Vanikkul, who is proposed to be re-elected as an independent director for another term, is able to provide independent opinions in accordance with the 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 2025**

**Fact and Rationale** As the Company's Articles of Association do not prescribe a provision on directors' remuneration, Section 90 of the Public Limited Company Act (PLCA) applies. It stipulates that, in the absence of such provisions in the Company's Articles of Association, the payment of money or assets to the Company's directors must be approved by the shareholders' meeting, with 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 2025 including gratuity for the year 2025.

The Board of Directors deems it appropriate to propose to the Shareholders' Meeting for consideration and approval of the remuneration for the Board of Directors and the Sub-Committees for the year 2025, with the following details:

### **1. Meeting allowances (same rate with the year 2024)**

The Company will pay a meeting allowance of Baht 50,000 to each director who is not a full-time employee or an advisor of the Company and attends the meeting by him/herself, for each meeting of the Board of Directors and any Sub-Committees.

Remuneration	2025 (Proposed year) (Unit : Baht)	2024 (Unit : Baht)
Meeting allowances	50,000	50,000

### **2. Monthly remuneration (same rate with the year 2024)**

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	2025 (Proposed year) (Baht per month)	2024 (Baht per month)
<b>1. The Board of Directors</b>		
Chairman	30,000	30,000
Vice Chairman	20,000	20,000
Director	15,000	15,000
<b>2. The Audit Committee</b>		
Chairman	20,000	20,000
Director	15,000	15,000
<b>3. The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee</b>		
Chairman	20,000	20,000
Director	-	-
<b>4. The Risk Management Committee</b>		
Chairman	20,000	20,000
Director	-	-
<b>5. The Executive Committee</b>		
Chairman	-	-
Vice Chairman	-	-
Director	-	-
<b>6. The Investment Committee</b>		
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.

Due to the increase in the number of non-executive directors, and in conjunction with the Board of Directors' appointment of the Investment Committee as an additional sub-committee in November 2024, a reserve has been allocated in case of the appointment of additional non-executive directors and for the payment of meeting allowances for special meetings (if any).

The remuneration in 1, 2, and 3 together **shall not exceed Baht 27 million**, representing an increase of Baht 5 million or 22.73% from the director remuneration proposed in 2024. Such remunerations will be effective until the shareholders' meeting shall have other resolutions.

	2025 (Proposed year)	2024
Remuneration in 1, 2, and 3	not exceed Baht 27 million	not exceed Baht 22 million

- 4. Gratuity for the year 2025:** The Company will pay, on a pro-rata basis, to each director who is not a full-time employee or an advisor of the Company, at a rate not exceeding 0.5 times the total remuneration paid to the Board of Directors and Sub-Committees in 2025. The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee will consider the allocation of the director's gratuity for the year 2025 as appropriate. (The conditions for the payment of the director's gratuity for the year 2025 will remain the same as those for the year 2024).

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 2025**

**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 the appointment of an auditor and determine the auditor's remuneration for the Company each year. In appointing the auditor, the previous auditor may be re-appointed. However, according to the relevant Notifications of the Capital Market Advisory Board, if the auditor of a company listed on the Stock Exchange of Thailand has reviewed or audited and expressed an opinion on the financial statements of such listed company for seven fiscal years (whether consecutive or not), the company must rotate its auditor. The listed company may only re-appoint the same auditor who has retired by rotation if at least five consecutive fiscal years have passed since the termination of their duties.

**The Board's Opinion**

The Audit Committee has proposed to the Board of Directors' Meeting to consider the appointment of an auditor from KPMG Phoomchai Audit Ltd. (KPMG) as the auditor of the Company, responsible for providing an opinion on the Company's financial statements for the fiscal year 2025. In December 2024, the Company conducted a bidding process for audit services for the fiscal year 2025, with KPMG winning the bid. The performance of KPMG's auditor for the fiscal year 2024 was satisfactory, and the operations during 2024 were also considered. The auditor has a comprehensive understanding of the Company's business, expertise in auditing, and an appropriate rate for the auditor's fee.

The Board of Directors has endorsed that it is appropriate to propose to the 2025 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 2025 (profiles and experiences of those auditors shown in Attachment No. 3).

1. Ms. Sirinuch Surapaitoonkorn	Certified Public Accountant License no. 8413 or (Signatory in the Company's financial statements for 2024)
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 2023)
4. Mr. Udomsak Busaraniphan	Certified Public Accountant License no. 10331 (Never sign in the Company's financial statements)



It is hereby informed that the audit firm and the auditors named above are 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 a manner that may have affected their independent performance of auditing duties. Furthermore, none of the nominated auditors has performed duties related to reviewing, auditing, or expressing an opinion on the financial statements of the Company for the past seven fiscal years.

Most of the subsidiaries use KPMG as their auditor, similar to the Company. Although some subsidiaries are audited by other auditors, the Board of Directors will ensure that the financial statements are prepared within the required time frame.

2. To consider and approve the auditor's fee the fiscal year 2025 in the amount of Baht 4,300,000, representing a decrease of Baht 1,150,000 or 21.1% from the auditor's fee for the fiscal year 2024 due to the Company conducting a bidding process for the audit service for the fiscal year 2025 in December 2024, with KPMG winning the bid.

	2025 (Proposed year) (Unit: Baht)	2024 (Unit: Baht)
Auditor's fee for the separated and consolidated financial statements	4,300,000	5,450,000

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

Year	Amount (Unit : Baht)	Details
2024	1,129,000	Preparation of transfer pricing document, legal consultancy and observation on stock destruction
2023	7,549,120	Business due diligence, 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 2025 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 benefit of all shareholders attending the 2025 Annual General Meeting of Shareholders via electronic means (E-AGM), the Company kindly requests all attendees to follow the instructions regarding registration documents, voting procedures, vote counting methods, and the submission of opinions and questions, as outlined in Attachment No. 6. Additionally, the steps for registering to attend the meeting via electronic means (E-AGM) are detailed in Attachment No. 7. This is to ensure the shareholders' full participation in the meeting and voting process.

In case shareholders are unable to attend the E-AGM, they may appoint one of the Company's independent directors as their proxy to attend the meeting and cast votes on their behalf. Shareholders must complete and sign the proxy form (the Company recommends using Proxy Form B, which allows shareholders to clearly specify their voting preferences), as detailed in Attachment No. 5. The proxy form must be affixed with a Baht 20 stamp duty and accompanied by the required documents specified in Attachment No. 6. The signed proxy form must be submitted **by 28 April 2025, at 5:00 p.m.** to the **Company Secretary Department, Osotspa Public Company Limited, 10<sup>th</sup> Floor, Building 5, 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok, Thailand, 10240**. Alternatively, shareholders may submit the proxy form and required documents in electronic form, as specified in Attachment No. 7.

Any shareholder who wishes to appoint a proxy to attend and vote at the meeting on their behalf must complete and sign the appropriate proxy form—Form A, Form B, or Form C (for foreign shareholders appointing a custodian in Thailand)—as provided in Attachment No. 5. The proxy form must be affixed with a Baht 20 stamp duty and accompanied by the required documents specified in Attachment No. 6. Additionally, shareholders must follow the Steps for Registration to attend the 2025 Annual General Meeting of Shareholders via Electronic Meeting (E-AGM), as detailed in Attachment No. 7.

If any shareholder has a query regarding the meeting agenda or would like to submit a question in advance, they may contact [IR@osotspa.com](mailto:IR@osotspa.com) using the Question Form for the 2025 Annual General Meeting of Shareholders, as provided in Attachment No. 10.

Please be informed and kindly attend the 2025 Annual General Meeting of the Shareholders on the specific date and time. The Company would like to thank all shareholders for their continued cooperation.

Sincerely yours,



(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](mailto:IR@osotspa.com)

**Annual Registration Statement / Annual Report 2024  
(Form 56-1 One Report) in QR Code**



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**Shareholders can download Annual Registration Statement / Annual Report 2024 (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 2024 will be available from 31 March 2025 onwards.

## **Attachment No. 2**

### **Profiles of 6 directors retiring by rotation and nominated for re-election as directors**

#### **1. Mr. Krirk Vanikkul**

**Age** 71 years old (born in 1954), **Nationality** Thai

**Nominate as** Independent Director

**Current Positions in the Company**

- Independent Directors
- Audit Committee

**Date of Appointment as a Director**

**(since the transformation to public company limited)** 22 March 2018  
(positioned for 7 years)

**Relationship with other Directors and Executives** -None-

**Shareholding in OSP** (as of 10 January 2025) -None-

**Education/Training**

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

**Director Training**

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

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

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

Period	Position	Company
2024 - Present	Vice Chairman of the Board of Directors and Independent Director	L.P.N. Development PCL
2021 - 1 Jun 2022	Independent Director	SCB X Public Company Limited
2018 - 2023	- Independent Director, - Member of the Audit Committee, - Member of the Nomination, Remuneration, Good Corporate Governance and Sustainability Committee	L.P.N. Development PCL
2015 - 2017	Independent Director	Italian-Thai Development PCL

**Positions in other Companies/Organizations**

Period	Position	Company / Organization
2021 - Present	Chairman of the Board of Directors	L P P Property Management Company Limited
2012 - Present	Member of the Council of State	Office of the Council of State
2018 - 2024	Chairman of the Risk Oversight Committee	The Siam Commercial Bank PCL
2017 - 2018	Member of the Executive Committee	
2015 - 2024	Independent Director	
2015 - 2018	Expert Commission Member	Office of Knowledge Management and Development (Public Organization)



- ✓ 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: 17/17 times (equivalent to 100 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
3. Audit Committee Meeting attendance: 11/11 times (equivalent to 100 percent)
4. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)

**Relationship Characteristics of Nominated Persons Qualified as Independent Directors**

Relationship characteristics	Name of nominated person qualified as Independent Director (Mr. Krirk Vanikkul)
<b>Holding of the Company Share</b> <ul style="list-style-type: none"> <li>- Number</li> <li>- Percentage of the total issued shares having voting rights (%)</li> </ul>	<p>None</p> <p>None</p>
<b>Being close relatives to other directors/ executive/ major shareholders of the Company/controlling person of company and its subsidiaries</b>	None
<b>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</b> <ul style="list-style-type: none"> <li>- Be an executive director, staff, employee or advisor who receives salary.</li> <li>- Be a professional service provider (such as an auditor or a lawyer)</li> <li>- 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)</li> </ul>	<p>None</p> <p>None</p> <p>None</p>

## 2. MRS. Wannipa Bhakdibutr

**Age** 62 years old (born in 1963), **Nationality** Thai

**Nominate as:** Director (Executive Director)

### **Current Positions in the Company**

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

**Date of Appointment as a Director (since the transformation to public company limited)** 13 December 2018 (positioned for 6 years and 4 months)

**Relationship with other Directors and Executives** -None-

**Shareholding in OSP** (as of 10 January 2025)

Held 1,300,313 shares or 0.043 percent of the total issued shares having voting rights

### **Education/Training**

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

### **Director Training**

- Program The Board's Role in Mergers and Acquisitions (BMA) 3/2023
- Certificate of What Board Needs to Know about Digital Assets by Thai Institute of Directors Association (2022)
- Certificate of Subsidiary Governance Program by Thai Institute of Directors Association (2022)
- Director Certification Program (DCP) 246/2017
- ESG Trends in Thailand's Power Business and Ways to Achieve Sustainability Program by PricewaterhouseCoopers ABAS Ltd.

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

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

Period	Position	Company
2021 - April 2024	Independent Director	Electricity Generating PCL

#### **Positions in other Companies/Organizations**

Period	Position	Company
2023 - Present	Director	The Thai Rice Foundation Under Royal Patronage
2022 - Present	Honorary Director	Marketing Association of Thailand
2022 - Present	Vice President	Energy Drink Manufacturers Association
2018 - Present	President	
2022 - Present	Director	Osotspa Yanhee Beverage Co., Ltd.
2020 - Present	Director	Osotspa Loin Hein (Thailand) Co., Ltd.
2019 - Present	Director	O2C Co., Ltd.
2018 - Present	Director	Oventure Pte. Ltd.
2017 - Present	Director	Osotspa Enterprises Singapore Pte. Ltd.



Period	Position	Company
2017 - Present	Director	Osotspa Enterprises Singapore Pte. Ltd.
2016 - Present	Director	Osotspa Taisho Pharmaceuticals Co., Ltd.
2016 - Present	Director	House Osotspa Foods Co., Ltd.
2016 - Present	Director	Yamamura International (Thailand) Co., Ltd.
2017 - 2023	Director	Uni. Charm (Thailand) Co., Ltd.
2016 - 2023	Director	Siam Glass Industry Co., Ltd.
2016 - 2023	Director	Siam Glass Ayutthaya 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: 17/17 times (equivalent to 100 percent)
2. Executive Committee Meeting attendance: 13/15 times (equivalent to 86.67 percent)
3. Risk Management Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
4. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)

### 3. Mr. Tasharin Osathanugrah

**Age** 58 years old (born in 1967), **Nationality** Thai

**Nominate as:** Director (Executive Director)

#### **Current Positions in the Company**

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

**Date of Appointment as a Director (since the transformation to public company limited)** 22 March 2018 (positioned for 7 years)

#### **Relationship with other Directors and Executives**

- Aunt of Mr. Natee Osathanugrah
- Cousin of Directors and Executives, Mr. Ratch Osathanugrah, Mr. Thana Chaiprasit, Mr. Pratharn Chaiprasit and Mr. Niti Osathanugrah

#### **Shareholding in OSP** (as of 10 January 2025)

Held 85,292,500 shares or 2.84 percent of the total issued shares having voting rights

#### **Education/Training**

- Secondary Ravena High US

#### **Director Training**

- Director Accreditation Program (DAP) 124/2016

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

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

#### **Positions in other Companies/Organizations**

Period	Position	Company
Present	Director	Siam Glass Industry Co., Ltd.
Present	Director	Siam Glass Ayutthaya Co., Ltd.
Present	Director	SSB Enterprise Co., Ltd.
Present	Director	Osotspa Innovation Center Co., Ltd.
Present	Director	Osotspa Dairy Co., Ltd.
2019 - Present	Director	O2C Co., Ltd.
Ended 2020	Director	Osotspa Beverages Co., Ltd.
Ended 2019	Director	Greensville Co., Ltd.

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

#### **Meeting Attendance in the past year**

1. Board of Directors Meeting attendance: 16/17 times (equivalent to 94.12 percent)
2. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)





#### 4. Mr. Niti Osathanugrah

**Age** 52 years old (born in 1973), **Nationality** Thai

**Nominate as:** Director (Non-Executive Director)

##### **Current Positions in the Company**

- Director
- Member of the Risk Management Committee
- Member of the Executive Committee
- Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
- Member of the Investment Committee
- Authorized Director

**Date of Appointment as a Director (since the transformation to public company limited)** 22 March 2018 (positioned for 7 years)

##### **Relationship with other Directors and Executives**

- Aunt of Mr. Natee Osathanugrah
- Cousin of Directors and Executives, Mr. Ratch Osathanugrah, Mr. Thana Chaiprasit, Mr. Pratharn Chaiprasit and Mr. Tasharin Osathanugrah

**Shareholding in OSP** (as of 10 January 2025) Held 723,097,300 shares or 24.07 percent of the total issued shares having voting rights

##### **Education/Training**

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

##### **Director Training**

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

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

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

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



**Positions in other Companies/Organizations**

Period	Position	Company
2020 - Present	Director	Tokio Marine Safety Insurance (Thailand) PCL.
2019 - Present	Member of Finance Committee	The Council of University of the Thai Chamber of Commerce
2015 - Present	Managing Director	Pichaisawat Co., Ltd.
2015 - Present	Managing Director	Bangkok Rinvest Co., Ltd.
2012 - Present	Director	Osathanugrah Foundation
2021 - Present	- Member of ASEAN and East Asia Committee - Member of Retail and Services Committee	The Thai Chamber of Commerce
2017 - Present	- Director - Member of Tax, Law and Regulation Committee	
2017 - 2020	Member of the Risk Management Committee	
2004 - 2021	Director	Safety Insurance PCL
1991 - April 2022	Director	Osathanugrah Holding 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: 17/17 times (equivalent to 100 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
3. Nomination, Remuneration, Corporate Governance and Sustainable Development Committee attendance: 12/12 times (equivalent to 100 percent)
4. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)
5. Risk Management Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
6. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)

## 5. Mr. Salin Pinkayan

**Age** 57 years old (born in 1968), **Nationality** Thai

**Nominate as:** Director (Non-Executive Director)

### **Positions in the Company**

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

**Date of Appointment as a Director (since the transformation to public company limited)** 22 March 2018 (positioned for 7 years)

**Relationship with other Directors and Executives** -None-

**Shareholding in OSP** (as of 10 January 2025) -None-

### **Education/Training**

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

### **Director Training**

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

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

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

### **Positions in other Companies/Organizations**

Period	Position	Company/Organization
2011 - Present	President	Southeast Asia Technology Co., Ltd.
2003 - Present	Director and Managing Director	Thai Developer Co., Ltd.
2002 - Present	Director	Creative Travel Co., Ltd.
1993 - Present	Director and Managing Director	Modern Technology Consultants Co., Ltd.
1993 - Present	Director	Dynamic Engineering Consultants Co., Ltd.
1993 - Present	Director	Bangkok Engineering Services & Technology Co., Ltd.

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

### **Meeting Attendance in the past year**

1. Board of Directors Meeting attendance: 17/17 times (equivalent to 100 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)
3. Risk Management Committee Meeting attendance: 4/4 times (equivalent to 100 percent)
4. Executive Committee Meeting attendance: 15/15 times (equivalent to 100 percent)
5. Joint Meeting between the Audit Committee and the Risk Management Committee attendance: 2/2 times (equivalent to 100 percent)



## 6. Mr. Natee Osathanugrah

**Age** 37 years old (born in 1988), **Nationality** Thai

**Nominate as:** Director (Non-Executive Director)

### **Positions in the Company**

- Director

**Date of Appointment as a Director (since the transformation to public company limited)** 27 April 2022 (positioned for 3 years)

**Relationship with other Directors and Executives** -None-

- Son of Mr. Ratch Osathanugrah
- Nephew of Directors and Executives,  
Mr. Thana Chaiprasit, Mr. Pratharn Chaiprasit,  
Mr. Tasharin Osathanugrah and Mr. Niti Osathanugrah

**Shareholding in OSP** (as of 10 January 2025)

Held 75,480,650 shares or 2.51 percent of the total issued shares having voting rights, the total shares including other persons who was Acting in Concert were 436,156,175 shares or 14.52 percent of the total issued shares having voting rights.

### **Education**

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

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

Period	Position	Company/Organization
2019 - April 2024	Marketing Executive	Osotspa Public Company Limited

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

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

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

### **Meeting Attendance in the past year**

1. Board of Directors Meeting attendance: 16/17 times (equivalent to 94.12 percent)
2. Non-Executive Director Committee Meeting attendance: 1/1 time (equivalent to 100 percent)



### **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 2025**

#### **1. Ms. Sirinuch Surapaitoonkorn**

<b>CPA Registration No.</b>	8413
<b>Audit Firm</b>	KPMG Phoomchai Audit Ltd.
<b>Education</b>	<ul style="list-style-type: none"><li>- Master of Accountancy, Chulalongkorn University</li><li>- Bachelor of Accountancy, Thammasat University</li></ul>
<b>Experience</b>	<ul style="list-style-type: none"><li>- Audit Partner of KPMG Phoomchai Audit Ltd.</li><li>- Experience in auditing profession for more than 20 years</li><li>- Membership of the Federation of Accounting Professions</li><li>- Experience in auditing both separated and consolidated financial statements, including provide audit reports to the auditor of the group company in accordance with Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS). She is currently serving clients are both customers registered in Thailand as well as customers with investors from Japan as shareholders in various industries, for example, consumer businesses, food and beverage businesses, industrial market.</li></ul>
<b>Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties</b>	None
<b>Used to be the auditor and express an opinion on financial statements of the Company</b>	Signed in the Company's financial statements in 2024

#### **2. Ms. Orawan Chunhakitpaisan**

<b>CPA Registration No.</b>	6105
<b>Audit Firm</b>	KPMG Phoomchai Audit Ltd.
<b>Education</b>	<ul style="list-style-type: none"><li>- Master of Accountancy, Thammasat University</li><li>- Bachelor of Accountancy, Thammasat University</li></ul>
<b>Experience</b>	<ul style="list-style-type: none"><li>- Audit Partner of KPMG Phoomchai Audit Ltd.</li><li>- Experience in auditing profession for more than 25 years</li><li>- 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.</li></ul>
<b>Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties</b>	None
<b>Used to be the auditor and express an opinion on financial statements of the Company</b>	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"><li>- Audit Partner of KPMG Phoomchai Audit Ltd.</li><li>- Experience in auditing profession for more than 20 years</li><li>- Provide auditing services for businesses such as consumer goods, service, transportation, health care, hotel, real estate for both domestic and international companies</li></ul>
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. Mr. Udomsak Busaraniphan

CPA Registration No.	10331
Audit Firm	KPMG Phoomchai Audit Ltd.
Education	Bachelor of Accountancy, Kasetsart University
Experience	<ul style="list-style-type: none"><li>- Audit Partner of KPMG Phoomchai Audit Ltd.</li><li>- Provide auditing services for businesses such as consumer businesses, transportation and logistics, retails, automotives, and services for both domestic and international companies including listed companies.</li><li>- He serves clients in both local and international companies of various industries such as real estate, industrial, markets, retail and consumer markets, hotel, automotive, logistics and other services.</li><li>- He was a member of sub-committee of technical accounting standard committee at Federation of Accountancy Professions (TFAC) during 2014-2017</li><li>- He is a sub-committee of TFRS for NPAEs and TFRS for PAEs at Federation of Accountancy Professions (TFAC)</li><li>- He is a member of sub-committee on study of the Implementation of Financial Reporting Standards for non-publicly interest entity (2017 – Present)</li></ul>
Relationship or interest with the Company, subsidiaries, management, major shareholders or related person(s) with above parties	None
Used to be the auditor and express an opinion on financial statements of the Company	Never



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

**1. Ms. Penchun Jarikasem** (Thai Nationality, Age 70 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 10 January 2025) -None-

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



**2. General Surapong Suwana-adth** (Thai Nationality, Age 68 years old)

**Positions in the Company**

Independent Director and Member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

**Address** Osotspa Public Company Limited

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

**Shareholding in OSP** (as of 10 January 2025) -None-

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



**3. Mr. Somprasong Boonyachai** (Thai Nationality, Age 69 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 10 January 2025) -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 2024 (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.

**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 **70** years  
Residing at **Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240** Or
- ☐ (5) **General Surapong Suwana-adth** Age **68** 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 **69** 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 2025 Annual General Meeting of Shareholders on Wednesday 30 April 2025 at 10.00 a.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 70 years  
Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok 10240 Or
- ☐ (5) General Surapong Suwana-adth Age 68 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 69 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 2025 Annual General Meeting of Shareholders on Wednesday 30 April 2025 at 10.00 a.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 2024**

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 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 3 To Consider and Approve the Dividend Payment for the Year 2024 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. Krirk Vanikkul**

☐ Approve ☐ Disapprove ☐ Abstain

**2. Mrs. Wannipa Bhakdibutr**

☐ Approve ☐ Disapprove ☐ Abstain

**3. Mr. Tasharin Osathanugrah**

☐ Approve ☐ Disapprove ☐ Abstain

**4. Mr. Niti Osathanugrah**

☐ Approve ☐ Disapprove ☐ Abstain

**5. Mr. Salin Pinkayan**

☐ Approve ☐ Disapprove ☐ Abstain

**6. Mr. Natee Osathanugrah**

☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 5 To Consider and Approve the Board of Directors' and the Sub-committees' Remuneration for the Year 2025**

- ☐ (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 2025**

- ☐ (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 2025 Annual General Meeting of Shareholders on Wednesday 30 April 2025 at 10.00 a.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 70 years  
 Residing at Osotspa Public Company Limited 348 Ramkhamhaeng Road, Hua Mak Sub-district,  
Bang Kapi District, Bangkok 10240 Or
- ☐ (5) General Surapong Suwana-adth Age 68 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 69 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 2025 Annual General Meeting of Shareholders on Wednesday 30 April 2025 at 10.00 a.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 2024**

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 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 3 To Consider and Approve the Dividend Payment for the Year 2024 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. Krirk Vanikkul**

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

**2. Mrs. Wannipa Bhakdibutr**

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

**3. Mr. Tasharin Osathanugrah**

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

**4. Mr. Niti Osathanugrah**

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

**5. Mr. Salin Pinkayan**

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

**6. Mr. Natee Osathanugrah**

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

**Agenda 5 To Consider and Approve the Board of Directors' and the Sub-committees' Remuneration for the Year 2025**

☐ (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 2025**

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

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

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

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

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

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

Signed.....Grantor

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Signed.....Proxy Holder

(.....)

Remark:

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

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

The appointment of proxy by the shareholder of Osotspa Public Company Limited for **the 2025 Annual General Meeting of Shareholders on Wednesday 30 April 2025 at 10.00 a.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

**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 2025 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
<b><u>Natural Person</u></b>	<ul style="list-style-type: none"> <li>- An official identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as:               <ul style="list-style-type: none"> <li>- Thai national ID card</li> <li>- Driving Licence</li> <li>- Thai civil servant ID card</li> <li>- Thai state enterprise officer ID card</li> <li>- Passport; or</li> <li>- Any other photographed identification document issued by relevant Thai government authority</li> </ul> </li> </ul> <p>(Collectively as "ID Document")</p>	<ul style="list-style-type: none"> <li>- An official passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<b><u>Juristic Person</u></b> (This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)	<ul style="list-style-type: none"> <li>- Copy of an affidavit, issued no longer than 1 year by Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s).</li> <li>- ID Document of the authorized director(s) or passport in case the authorized director(s) is foreigner, such ID Document must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) with corporate seal affixed (if any)</li> <li>- Passport of the authorized director(s) and such ID Document must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>

**Remarks:**

1. In the case where **any document is made outside Thailand**. Please have the document certified by the notary public **no later than 1 year** prior to the meeting date.
2. If **an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person.**

## 2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

2.1 The Company has prepared three Proxy Forms for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (*sui juris*); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 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, please choose either sending the proxy form along with the required documents in electronic forms as clause 2.2 or sending the proxy form along with the required documents by mail to the following Company's address

- (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 28 April 2025 at 5.00 p.m.**

**Osotspa Public Company Limited**

**Company Secretary Department, 10th Floor, Building 5**

**348 Ramkhamhaeng Rd., Huamak, Bangkapi, 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
<b><u>Natural Person</u></b>	<ul style="list-style-type: none"> <li>- An official ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- An official ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<b><u>Juristic Person</u></b>	<ul style="list-style-type: none"> <li>- An official ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit, issued no longer than 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)</li> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- An official ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) with the corporate seal affixed (if any)</li> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<b><u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u></b>		<ul style="list-style-type: none"> <li>- Please prepare the same documents as explained for the Juristic Person above.</li> <li>- A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy</li> <li>- A confirmation letter that the signatory has been licensed to engage in custodian business</li> </ul>

**Remarks:**

1. In the case where **any document is made outside Thailand**. Please have the document certified by the notary public **no later than 1 year** prior to the meeting date.
2. If **an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person.**

3. Shareholders or proxies who wish to attend the E-AGM, please submit the application form for attending the E-AGM in advance from 21-30 April 2025 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](http://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**

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.
  - 1.1 **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.
  - 1.2 **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 2025 Annual General Meeting of Shareholders** as in Attachment No. 10 and to Investor Relations via e-mail: [ir@osotspa.com](mailto:ir@osotspa.com)

**Steps for registration for attending the 2025 Annual General Meeting of Shareholders  
via Electronic Means (E-AGM)**

**Process prior the meeting date**

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



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

It will take you to the sample screen below. **The Company shall grant for the registration from 21-30 April 2025 at 8.00 a.m. - 5.00 p.m. (only on business days, excluding weekends and public holidays) until the meeting is adjourned.**

The screenshot shows the FOQUS Document Registration System for E-Meeting interface. It includes the FOQUS logo, the system name in Thai and English, and the company name Quidlab Company Limited. Below this, it states the purpose of the system and the date of the Annual General Meeting (September 14, 2025). There are links for Thai and English manuals. Two input fields are visible: 'Shareholder's registration No.' and 'ID Card Number / Passport Number'. A 'Submit' button is at the bottom, along with a link to 'Accept terms'.

- 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**.

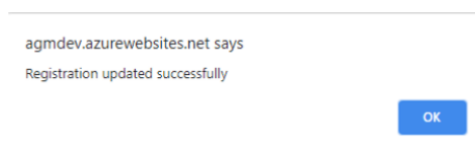
For any shareholder who authorizes one of the Company's independent directors to attend and vote by proxy, please choose either sending the proxy form along with the required documents in electronic forms via QR Code or URL or sending the proxy form along with the required documents by mail to the following Company's address within 28 April 2025 by 5.00 p.m. The vote casting shall be as indicated in the proxy.

**Company Secretary Department, 10th Floor, Building 5**

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

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

4. When you finished filling in the information, you can send the information by clicking on “Submit” button. Once the information was submitted, there would be a 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](mailto:info@quidlab.com)

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

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

**Kindly do not share username and password to other persons.**

In case of you do not receive your username and password by 28 April 2025 at 3.00 p.m., or you lost your username and password, please contact Quidlab immediately.

#### **Process on the meeting date**

6. For attending the meeting, the shareholders can use any devices i.e., computer, laptop, tablet or smartphone. The shareholders are required to read through the manual thoroughly as sent to you via email. The E-Meeting System will be opened 60 minutes prior to the meeting at 9.00 a.m. to facilitate the shareholders to login the meeting. However, the live broadcast shall only begin at 10.00 a.m.
7. For casting votes during the E-AGM, the shareholders may cast their votes in each agenda item to either “**Approve**” or “**Disapprove**” or “**Abstain**” from voting. For the shareholders who do not cast their votes in any agenda item, the system will automatically count your votes as “**Approve**”.
8. In case the shareholders would like to ask questions during the E-AGM,
- (1) **By message**, please click on “Ask Question” menu item, then type in the questions in chat box, and click “Send”. The questions will be automatically sent to the Company to address relevant agenda items.
  - (2) **By voice**, please click on “Hand Symbol” and wait for the Company’s approval. Once the Company approved, the Company’s staffs will allow you to turn on your camera and microphone then you can ask questions (Remark: This option is only available to shareholder who consent for the system to access your camera and microphone.)
9. For the questions that are not addressed during the meeting, the Company shall provide the answers in the appendix of the minutes of the meeting.

**Scan QR Code for the invitation letter for the 2025 Annual General Meeting of Shareholders, Supporting documents and Form 56-1 One Report for the year 204**



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

**during 21-30 April 2025 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.

**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, 8<sup>th</sup> Floor, Building 2**

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

**Telephone Number: (+66) 63 206 0173**

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

**แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568**  
(Question Form for the 2025 Annual General Meeting of Shareholders)

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

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

ในฐานะเป็น ☐ ผู้ถือหุ้น ☐ ผู้รับมอบอำนาจจากผู้ถือหุ้นชื่อ.....

as a shareholder / a proxy granted by shareholder, namely

ขอส่งคำถามเกี่ยวกับวาระการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ของบริษัท โอสดสกา จำกัด (มหาชน) ดังนี้  
would like to submit question(s) relating to agenda of the 2025 Annual General Meeting of  
Shareholders of Osotspa Public Company Limited as follows:

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