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Remark: The Company sent the 2016 Annual Report in Enclosure 2 to shareholders together with the invitation of this meeting.



OTO 012/2017

March 17, 2017

Subject : Invitation to attend the 2017 Annual General Meeting of Shareholders  
To : Shareholders of One To One Contacts Public Company Limited  
Enclosure: 

1. Copy of the Minutes of the 2016 Annual General Meeting of Shareholders
2. CD of the 2016 Annual Report
3. Information of the proposed directors in replacement of those retired by rotation
4. Qualifications of Independent Director
5. The remuneration of the Board of Directors and subcommittees for 2016
6. Information of the proposed auditors for 2017
7. Company's Articles of Association relating to the Shareholders Meeting
8. Proxy Form
9. Information of independent directors who may be appointed as proxy in the 2017 Annual General Meeting of Shareholders
10. Registration, Documents required for attending the meeting, Proxy and Voting in the 2017 Annual General Meeting of Shareholders
11. Requisition Form for the 2016 Annual Report
12. Route map of the venue convening the 2017 Annual General Meeting of Shareholders

Notice is hereby given that the Board of Directors of One To One Contacts Public Company Limited has resolved to convene the 2017 Annual General Meeting of Shareholders at 10.00 a.m., on April 19, 2017, at Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210. The agendas are as follows:

**1. To consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders**

**Rationale** The 2016 Annual General Meeting of Shareholders was held on April 29, 2016. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the meeting date according to the requirement of the laws as well as posted on the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com). The Board of Directors considered that it was correctly recorded as shown in Enclosure 1. However, the Minutes and other related documents to the 2016 Annual General Meeting of Shareholders have been posted on the Company's website together with the invitation of this meeting since March 25, 2016 onwards.

**The Board's Opinion** The Board of Directors considered that the Minutes of the 2016 Annual General Meeting of Shareholders were correctly recorded. The Shareholders should certify the Minutes of the 2016 Annual General Meeting of Shareholders.

**Voting** The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**2. To acknowledge the Company's operating results and the 2016 Annual Report**

**Rationale** The Board of Directors considered that the Company's operating results and the 2016 Annual Report were correct and sufficient disclosure. The 2016 Annual Report has been posted on the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) since March 18, 2017 onwards and was sent to the shareholders together with the invitation of this meeting as shown in Enclosure 2.

**The Board's Opinion** The Board of Directors considered that Company's operating results and the 2016 Annual Report were correct and sufficient disclosure. The Shareholders should acknowledge the Company's operating results and the 2016 Annual Report.

**Voting** This agenda is for acknowledgement, therefore there is no vote casting.

**3. To consider and approve the Company's financial statements for the year ended 31<sup>st</sup> December 2016.**

**Rationale** The Board of Directors and the Audit Committee considered that the Company's financial statements for the year ended 31<sup>st</sup> December 2016, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Report Standards, and adequate disclosure. Details were shown in

the section "Financial Statements" in the 2016 Annual Report, which was sent to the shareholders together with the invitation of this meeting as shown in Enclosure 2.

Financial highlights of consolidated financial statements for 2016 were as follows:

Item	Amount (Baht)
Total Assets	1,011,950,960
Total Liabilities	137,464,029
Total Revenues	968,881,166
Net Profit	83,378,160
Earnings per Share	0.30

**The Board's Opinion**

The Board of Directors and Audit Committee considered that the Company's financial statements for the year ended 31<sup>st</sup> December 2016, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Report Standards, and adequate disclosure. The Shareholders should approve the Company's financial statements for the year ended 31<sup>st</sup> December 2016.

**Voting**

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**4. To consider and approve statutory reserve and dividend payment for 2016**

**Rationale**

According to the Public Company Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5 percent of its net earnings for the year after deducting retained loss brought forward (if any) until the reserve reaches 10 percent of the registered share capital.

The Company has policy to pay dividend no less than 50% of its consolidated net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to need for future investment and business plan, future necessity and appropriation.

In 2016, consolidated net profit of the Company were Baht 83,378,160 or equivalent to Baht 0.30 per share. The Board of Directors has considered to pay dividend for the 2016 operation at Baht 0.23 per share or equivalent to 77.24% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.08 per share was paid to shareholders on September 2, 2016, thereby having a final dividend of Baht 0.15 per share. The dividend will be paid on May 15, 2017. The Company has provided statutory reserve of Baht 4,300,000 or 5.16% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2016 as required by related law.

The comparison of dividend payment is as follows:

Details of dividend payment	2016	2015
1. Consolidated Net Profit (Baht)	83,378,160	66,228,500
2. Number of shares	280,000,000	280,000,000
3. Total dividend payment for fiscal year (Baht/Share)	0.23	0.16
- Interim dividend	0.08	0.07
- Final dividend	0.15	0.09
4. Total dividend payment (Baht)	64,400,000	44,800,000
5. Dividend payout ratio (%)	77.24	67.64

**The Board's Opinion**

The Board of Directors recommends Shareholders to approve the dividend payment for 2016 at Baht 0.23 per share. The interim dividend at Baht 0.08 per share was paid to shareholders on 2 September 2016, thereby having a final dividend of Baht 0.15 per share. The dividend will be paid on 15 May 2017. The Company has provided statutory reserve of Baht 4,300,000 or 5.16% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2016 as required by related law.

**Voting** The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**5. To consider and approve the election of Company's directors to replace of those who will retire by rotation.**

**Rationale** Under Article 16 of the Company's Articles of Association, one-third of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following four directors will retire by rotation in this year:

1. Dr. Ratain Srimongkol : Independent Director / Chairman of the Audit Committee / Corporate Governance Committee Member / Nominating and Compensation Committee Member
2. Mr.Thananan Vilailuck : Director / Risk Management Committee Member
3. Mr.Pracha Phathayakorn : Director / Executive Committee Member / Risk Management Committee Member

The Nominating and Compensation Committee, without members who have conflict of interests, had considered all required qualifications of the directors pursuant to the applicable laws, the Company's Articles of Association, and Nomination of Directors and Management as defined in the Company's Corporate Governance Policy, and was of the opinion that the 3 directors who will retire by rotation, namely Dr.Ratain Srimongkol, Mr.Thananan Vilailuck, and Mr.Pracha Phathayakorn have all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience may be applied to enhance the Company's operation efficiency. Therefore, the Nominating and Compensation Committee proposed shareholders to elect the above 3 directors who will retire by rotation to be the Company's directors for another term. Information of the proposed directors in replacement of those retired by rotation and qualifications of Independent Director were shown in Enclosure 3 and 4 respectively.

**The Board's Opinion** The Board of Directors with the advice of Nomination and Compensation Committee, without members who had conflict of interest, recommends Shareholders to approve the election of the 3 directors who will retire by rotation, namely Dr.Ratain Srimongkol, Mr.Thananan Vilailuck, and Mr.Pracha Phathayakorn to be the Company's directors for another term. Dr.Ratain Srimongkol qualify as independent director, the Board of Directors considered that Dr.Ratain Srimongkol is able to express independent opinions according to related regulation.

**Voting** The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**6. To consider and approve the remuneration of the Board of Directors and subcommittees for 2017**

**Rationale** Policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub Committees will be paid appropriately more in accordance with the extra work. The Nominating and Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders. Scope of Responsibilities and Authority of the Board of Directors and Committees were disclosed in the 2016 Annual Report in "Management Structure" under the topic "The Board of Directors" and in "Corporate Governance" under the topic "Sub-committees"

The remuneration of the Board of Directors and Committees in 2016 was in accordance with the resolution of the 2016 Annual General Meeting of Shareholders, held on April 29, 2016 of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. Actual payment of the remuneration for 2016 was Baht 1,860,000 as details in Enclosure 5.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and Committees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2017 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus

without other benefits. The meeting allowance for each meeting participated of the Board of Directors and Committees was proposed at the same amount as previous year as follows:

	Meeting allowance (Bath/Meeting)	
	Chairman	Director
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating & Compensation Committee	15,000	10,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee.

#### **The Board's Opinion**

The Board of Directors with the advice of Nomination and Compensation Committee recommends Shareholders to approve the remuneration of the Board of Directors and Subcommittees for 2017 at the same amount as previous year of not exceeding Bath 4,000,000, consists of meeting allowance for each meeting participated of the Board of directors and Subcommittees, and bonus. The Meeting allowance for each meeting participated of Directors was proposed at the same amount as previous year

#### **Voting**

The resolution for this agenda requires not less than two-thirds of votes of shareholders who attend the meeting and cast their votes.

### **7. To consider and approve the appointment of the Company's auditor and fixing audit fee for 2017**

#### **Rationale**

The Audit Committee had selected the Company's auditors for 2017 and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditor for 2017. EY Office Limited has audited the Company and subsidiaries since the year 2000 and is thoroughly eligible to give useful recommendations to the Company and has no other relation or interests with the Company, subsidiaries, executives, major shareholders or related persons. They can express their independent opinion to the Company's financial statements. In addition, EY Office Limited has been accepted either in Thailand and international level with the professional team having good auditing experience. Any one of the following auditors was authorized to conduct the audit and express an opinion on the Company's financial statements:

1. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799  
(The Company's auditor in 2015-2016, totaling 2 years)
2. Ms. Siriwan Suratepin CPA No. 4604  
(The Company's auditor in 2011-2014, totaling 4 years)
3. Mr. Wichart Lokatekrawee CPA No. 4451  
(The Company's auditor in 2003-2008, totaling 6 years)

Information of the proposed auditors for 2017 was shown in Enclosure 6.

In addition, the Audit Committee had considered and proposed the audit fee for 2017 of Baht 1,100,000, increased from the previous year by Baht 190,000 due to change of Thai financial reporting standards and the regulations of the Securities and Exchange Commission (SEC). In 2016, the Company did not pay any non-audit service fee to the auditors for their other professional and special audit service during the year. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

The Comparison of the audit fee of the Company and subsidiaries are as follows:

Detail	2016 (proposed)			2015		
	Audit fee		Non-audit fee	Audit fee		Non-audit fee
	(Baht)	(USD)	(Baht)	(Baht)	(USD)	(Baht)
Company	1,100,000	-	-	910,000	-	-
Subsidiaries	260,000	6,200*	-	160,000	6,200*	-
Total	1,360,000	6,200*	-	1,070,000	6,200*	-

Remark: An overseas subsidiary paid audit fee to EY Office Limited in that country.

**The Board's Opinion**

The Board of Directors with the advice of Audit Committee recommends Shareholders to approve the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2017:

- |                                   |              |
|-----------------------------------|--------------|
| 1. Mrs. Sarinda Hirunprasurtwutti | CPA No. 4799 |
| 2. Ms. Siriwan Suratepin          | CPA No. 4604 |
| 3. Mr. Wichart Lokatekrawee       | CPA No. 4451 |

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. In addition, the Board of Directors also proposed to approve audit fee for 2017 of Baht 1,100,000 (2016: Bath 910,000).

**Voting**

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**8. Other matters (If any)**

The Company has fixed the Record Date for the right to attend the meeting and to receive dividend on March 16, 2017 and collect the names of shareholders as stipulated in the Section 225 of the Securities and Exchange Act. B.E. 2535 by closing the share registration book on March 17, 2017. The right to receive dividend, as the case may be, is uncertain as it has not yet been approved by the 2017 Annual General Meeting of Shareholders. In case shareholders would like to submit any questions or comments concerning the Company's operation in advance of the 2017 Annual General Meeting of Shareholders, shareholders can send the questions or comments thru the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) or fax to Company Secretary Division at 02-685-0090.

All Shareholders are cordially invited to attend the 2017 Annual General Meeting of Shareholders at the date, time and venue as stated above. In case any shareholders wish to appoint a proxy to attend and vote at the meeting, please fill and sign in the Proxy Form in Enclosure 8. In addition, shareholders may appoint an independent director detailed in Enclosure 9 as proxy to attend and vote at the meeting. The complete Proxy Form should be submitted to the director or his designee before the commencement of the meeting. Please see details of proxy in Enclosure 10.

By resolution of the Board of Directors,



(Mrs. Sukanya Vanichjakvong)  
Director

One To One Contacts Public Company Limited



(Translation)  
Minutes of the 2016 Annual General Meeting of Shareholders  
One To One Contacts Public Company Limited

**Date, Time and Venue** Held on April 29, 2016 at 09.00 a.m. at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210.

### **Directors Present**

1. Mr. Vichai Srikwan Chairman of the Board of Directors / Independent Director / Audit Committee Member and Chairman of the Nominating and Compensation Committee
2. Mr. Chaisak Angkasuwan Vice Chairman of the Board of Directors / Independent Director / Audit Committee Member and Chairman of the Corporate Governance Committee
3. Dr. Rathain Srimongkol, M.D. Independent Director / Chairman of Audit Committee / Nominating and Compensation Committee Member and Corporate Governance Committee Member
4. Dr. Pairoj Boonkongchuen, M.D. Independent Director / Audit Committee Member / Nominating and Compensation Committee Member and Corporate Governance Committee Member
5. Mr. Charoenrath Vilailuck Director / Executive Committee Member and Risk Management Committee Member
6. Mr. Watchai Vilailuck Director / Chairman of Executive Committee and Chairman of Risk Management Committee
7. Mrs. Sukanya Vanichjakvong Director / Managing Director / Executive Committee Member and Chairman of Sustainable Development Committee
8. Mr. Thananan Vilailuck Director and Risk Management Committee Member
9. Mr. Sirichai Rasameechan Director / Executive Committee Member / Risk Management Committee Member and Corporate Governance Committee Member
10. Mr. Pracha Phathayakorn Director / Executive Committee Member and Risk Management Committee Member

### **Management**

1. Ms. Rungjira Kraiwiwa General Manager
2. Mrs. Veeranuch Tang-anant Senior Manager – Finance and Accounting
3. Ms. Thidarat Kaewyai Manager – Accounting
4. Mrs. Rachada Nivasabutr VP- Special Project
5. Mrs. Sasakorn Suppatkul Acting- VP-Sale and Marketing
4. Ms. Methavee Sawisate Corporate Secretary

### **Representatives of EY Office Co., Ltd.**

1. Mrs. Sarinda Hirunprasurtwutti
2. Ms. Natta Sahasutmontree

**Preliminary Proceedings** Mrs. Rachada Nivasabutr, VP- Special Project welcomed shareholders and informed the meeting that there was 35 shareholders attended the meeting either in person or in proxy, representing 198,087,401 shares equivalent to 70.75 percent of total paid up shares of the Company, and the required quorum was met under the Articles of Association of the Company.

Mrs. Rachada Nivasabutr introduces directors, Chairman and members of the committees, management and auditors to the meeting. Then, she clarified the voting procedures to the shareholders as follows:

1. One share would be entitled to one vote;
2. The shareholders would cast their votes for, against, or abstain by marking the voting cards distributed at the registration table;
3. Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards;
4. Only votes cast by those voting against or abstain would be counted. The number of those votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda;

5. Shareholders who appointed a proxy to attend and vote at the meeting, votes cast in the proxy forms; for, against or abstain, have been recorded in the computer and presented to the shareholders compared to total number of shareholders who attended the meeting and have the right to vote for each agenda;
6. Prior to have questions or want to share opinion in all agenda, shareholders and proxy holders have to introduce themselves with number of shares held.

Mrs. Rachada Nivasabutr reported to the shareholders that the end of the meeting, all shareholders must return their voting cards to the staff of company before depart a conference room. She informed to the meeting that for transparency on counting the vote in the meeting, the Meeting has proposed Mr. Synmahut Sookjit, proxy from Bangkok Bank Plc. represent to be the vote witness as well as requested for additional volunteers from the shareholders to be witness. However, no person is volunteered as witness to count the vote this time.

In additional, she informed the Meeting that directors, who were the Company's Shareholders and had conflict of interests in the agenda 5 To consider and approve the election of the Company's directors to replace of those who will retire by rotation and Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2016, expressed their intention to abstain their votes in those agendas.

The Company allowed its shareholders to propose matter(s) to the Board of Directors of the Company for consideration as agenda of the shareholders' meeting with proposing period from September 30<sup>th</sup>, 2015 to January 31<sup>st</sup>, 2016 and also allowed shareholders to submit any enquiries prior to the meeting date of 2016 Annual General Meeting of the Shareholders, from September 30<sup>th</sup>, 2015 until April 28<sup>th</sup>, 2016. However, there was not any enquiry or proposal from the shareholders to be added in the agenda of the AGM 2016. Then the Chairman conducted the meeting according to the following agenda.

**Agenda 1 To consider and certify the Minutes of the 2015 Annual General Meeting of Shareholders**

The Chairman proposed the meeting to consider and certify the Minutes of the Annual General Meeting of Shareholder for 2015 held on April 29<sup>th</sup>, 2015 copy of which had been distributed together with the notice of the meeting to all shareholders in order to examine the minutes in advance.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to consider and certify the Minutes of the 2015 Annual General Meeting of Shareholders. He also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

***Resolution: The Meeting certified the Minutes of the 2015 Annual General Meeting of Shareholders with the following votes:***

<b><i>Approved</i></b>	<b><i>198,291,729</i></b>	<b><i>votes, or</i></b>	<b><i>100</i></b>	<b><i>of total votes in the meeting</i></b>
<b><i>Disapproved</i></b>	<b><i>0</i></b>	<b><i>votes, or</i></b>	<b><i>0</i></b>	<b><i>of total votes in the meeting</i></b>
<b><i>Abstained</i></b>	<b><i>0</i></b>	<b><i>votes, or</i></b>	<b><i>0</i></b>	<b><i>of total votes in the meeting</i></b>

**Agenda 2 To acknowledge the Company's operating results and the 2015 Annual Report**

The Chairman proposed the meeting to consider the Company's operating results and the 2015 Annual Report, which had been sent to all shareholders together with the notice of meeting and requested Ms. Rungjira Kraiwiwa, General Manager, to report the Company's operating results in the previous year to the meeting.

The Company's has clearly established the Company's Vision & Mission as follows;

Vision

To be the CLMV leader in Customer Management Solutions by delivering world class quality service beyond clients' expectation

Mission

To be the premier leader to offering Contact Center Solutions which respond to customer demand in all dimensions with high quality of products and fully services. We response every service requirement and continuously invent and develop the innovations to strengthen the effective all business of customer.

Business structure

The Company categorized business into two types:

1. Turnkey Total Solutions
  - Contact Center Setup
  - Software Customization



- Hosted Solution
- Fully Backup Site
- Manage Service
- Disaster Recovery Center
- Maintenance Service
- Solutions Consultant

## 2. Customer Management Solution

- Information Center
- Marketing Campaign
- Tele Survey
- Direct response TV
- Membership Management
- Order Taking
- Data cleansing
- Complaint handling

## Financial Performance

In 2015, the Company generated total revenue of 996.3 million baht, net profit of 66.2 million baht, and net profit per share of 0.24 baht, total asset of 1,018.5 million baht, total liabilities of 179.8 million baht and total shareholders' equity of 838.9 million baht.

## Changes during the year

- The Company provided services cover 13 sectors and expand to major businesses ex., banking, insurance, airline and energy.
- Expand service to oversea  
The Company expanded base customer in Cambodia and studied to expand to Myanmar. The Company is looking partnership to hold shares in contact center business and plan to increase market share to other business and related business of Company.
- Efficiency cost management
  1. Process proficiency
  2. Productivity Maximization
  3. Resource Utilization
  4. Cost Management
- Provide innovation support to contact center service
  - Omni-Channels
  - Cloud system
  - Social CRM
  - New CRM
  - Speech analytics
  - ITR/IVR
- The Company improves and trains the personnel skill to staff continuously
- The company has been receiving the international service standards as follows;
  - The company has been certified ISO 9001: 2008 since 2012 to the present time.
  - The company has been certified ISO/IEC 20000-1: 2011 in IT service management system
  - The company has been certified ISO/IEC 27001: 2013 in Information Security
- Award for the 2015  
The company was awarded the Thailand Outsourced Contact Center Vendor of the Year Award 2015, organized by Frost and Sullivan. This is the fourth time that the company has been consecutively awarded.
- Creating Share Value (CSV) activity
  - The Company organized Voice for the blinds project from 121 famous novels donate to Foundation for the blind in Thailand under the Royal patronage of H.M. the Queen.
- Assessment result in 2015
  - The Company was classified as "Very Good" on the corporate governance of Thai listed companies for 2015.
  - The Company was scored as "Very Good" on the quality assessment of shareholders arrangement for 2015.
- The Company was ranged in level 3 (Established) of Anti-corruption Process Indicator.
- Mr. Sirichai Rasameechan, director reported The Company emphasized the Anti-Corruption. The Company enrolled to be a member of Partnership Against Corruption for Thailand (PACT Network), which has been jointly arranged by Thaipat Institute and the alliances which has main aim on Anti-corruption in Practice. The Company was assessed with 3rd level (Established) of the progress of Anti-Corruption development of Listed Companies for 2015 which indicated the demonstration of policy, communication and training on policies and practices against corruption.

The Company studied about the operating practices to join the CAC. Currently, the Company shall further consider about the appropriateness and readiness on becoming the member of the CAC.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he informed this agenda is for acknowledgement, therefore there is no vote casting. He requested the meeting to certify the Board of Directors' report on the Company's operating results and the annual report for 2015.

**Resolution: The meeting acknowledged the Company's operating results and the 2015 Annual Report.**

**Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2015**

Chairman proposed the meeting to consider and approve the Company's financial statements for the year ended December 31, 2015, which was duly audited by the auditor, which was sent to the shareholders together with the invitation of this meeting. Chairman requested Mr. Pracha Phathayakorn, director and Executive Committee member summarized the Company's financial statements ended December 31, 2015 which is according to Management Discussion and Analysis as follows;

Statement of financial position

In 2015, the Company had total assets of Baht 1,018 million, increase by 12.7%, total liabilities of Baht 179.7 million, increase by 84.1% and shareholders' equity of Baht 838.9 million, increase by 4%. It had Debt to Equity ratio 0.2 times, current ratio of 4.9 times. Current asset increased by 27.5% due to increasing of liabilities from business extension. Non-current asset decreased by 22.5% from depreciation, and current liabilities increased by 95.2% from trade payable increased due to growth of business.

Statement of Comprehensive Income

The Company had total revenue of Baht 996.3 million, increased by 26.1%, net profit of Baht 66.2 million, increased by 0.3% or earning per share of 0.24 Baht, sales and services income increased by 29% from main extension business of outsource, government agencies, airline and insurance group.

Net profit increased by 0.3% because of high competitive and maintain of market share and base customer get a chance to make revenue for the next project. It was reason that some project had less gross profit and net profit was slightly increase from previous year. The Company had return on equities (ROE) by 7.89% and return on asset (ROA) by 6.5%

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to consider and approve the Company's financial statements ended December 31, 2015. He also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

**Resolution: The meeting approved the Company's financial statements for 2015 with the following votes:**

<b>Approved</b>	<b>198,311,029</b>	<b>votes, or</b>	<b>100</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, or</b>	<b>0</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>0</b>	<b>votes, or</b>	<b>0</b>	<b>of total votes in the meeting</b>

**Agenda 4 To consider and approve statutory reserve and dividend payment for 2015**

Chairman requested Mr. Pracha Phathayakorn, director and Executive Committee member to report the meeting. He reported that the Company has policy to pay dividend no less than 50% of its consolidated net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to need for future investment and business plan, future necessity and appropriation.

According to the Public Company Act B.E.2535 and the Company's Article of Association, the Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

The Company has provided statutory reserve of Baht 3,500,000 or 5.28% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2015 as required by related law.

In 2015, consolidated net profit of the Company were Baht 66,228,500 or equivalent to Baht 0.24 per share. The Board of Directors has considered to pay dividend for the 2015 operation at Baht 0.16 per share or equivalent to 67.64% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.07 per share was

paid to shareholders on September 9, 2015, thereby having a final dividend of Baht 0.09 per share. The dividend will be paid on May 18, 2016.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to approve statutory reserve and dividend payment for 2015. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution:** *The meeting approved dividend payment for 2015 at Baht 0.16 per share. The interim dividend at Baht 0.07 per share was paid to shareholders on 9 September 2015, thereby having a final dividend of Baht 0.09 per share to shareholders whose names appear in the Company's registration book on 21 March 2016. The dividend will be paid on 18 May 2016. The Company has provided statutory reserve of Baht 3,500,000 or 5.28% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2015 as required by related law.*

<b>Approved</b>	<b>198,333,708</b>	<b>votes, or</b>	<b>100</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, or</b>	<b>0</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>0</b>	<b>votes, or</b>	<b>0</b>	<b>of total votes in the meeting</b>

**Agenda 5 To consider and approve the election of the Company's directors to replace of those who will retire by rotation**

The Chairman informed the meeting that under the Company's Corporate Governance Policy "the directors who have conflict of interest will not participate and attend in any agenda that they have conflict of interest in both board" Thus, there are four directors who will retire by rotation in 2016 consist of Mr.Vichai Srikwan, Mr.Watchai Vilailuck, Mrs.Sukanya Vanichjakvong and Mr. Sirichai Rasameechan were voluntarily absent from the meeting room to allow shareholders to freely voice their opinion and requested Mr. Chaisak Angkasuwan, Vice Chairman of the Board of Directors and Independent Director to proceed and clarify details for the meeting's consideration.

Mr. Chaisak Angkasuwan reported under Article 16 of the Company's Articles of Association, one-third (1/3) of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following four directors will retire by rotation in this year:

1. Mr.Vichai Srikwan Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of the Nominating and Compensation Committee
2. Mr. Watchai Vilailuck Authorized Director / Executive Chairman / Chairman of Risk Management Committee
3. Mrs.Sukanya Vanichjakvong Authorized Director / Executive Director / Risk Management Committee Member / Chairman of Sustainable Development Committee
4. Mr. Sirichai Rasameechan Authorized Director / Executive Director / Risk Management Committee Member / Corporate Governance Committee Member

All four directors requested to vote abstain in this agenda to reelect themselves to be director for another term.

The Nominating and Compensation Committee, without members who have conflict of interests, had considered all required qualifications of the directors pursuant to the applicable laws, the Company's Articles of Association, and Nomination of Directors and Management as defined in the Company's Corporate Governance Policy, and was of the opinion that the 4 directors who will retire by rotation, namely Mr.Vichai Srikwan, Mr.Watchai Vilailuck, Mrs.Sukanya Vanichjakvong and Mr.Sirichai Rasameechan have all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience may be applied to enhance the Company's operation efficiency.

The Board of Directors with the advice of Nomination and Compensation Committee, without members who had conflict of interest, recommends Shareholders to approve the election of the 4 directors who will retire by rotation, namely Mr.Vichai Srikwan, Mr.Watchai Vilailuck, Mrs. Sukanya Vanichjakvong and Mr.Sirichai Rasameechan to be the Company's directors for another term. The directors who have interests therein were not participation in this agenda.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting approve the election of the Company's directors to replace of those who will retire by rotation. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution:** *The meeting approved the election of the 4 directors who retired by rotation, namely Mr.Vichai Srikwan, Mr.Watchai Vilailuck, Mrs.Sukanya Vanichjakvong and Mr. Sirichai Rasameechan to be the Company's directors for another term with the following votes:*

1) <i>Mr. Vichai Srikwan</i>	<i>Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of the Nominating and Compensation Committee</i>		
<i>Approved</i>	198,333,708	<i>votes, or</i>	100 <i>of total votes in the meeting</i>
<i>Disapproved</i>	0	<i>votes, or</i>	0 <i>of total votes in the meeting</i>
<i>Abstained</i>	0	<i>votes, or</i>	0 <i>of total votes in the meeting</i>
2) <i>Mr. Watchai Vilailuck</i>	<i>Authorized Director / Executive Chairman / Chairman of Risk Management Committee</i>		
<i>Approved</i>	195,904,732	<i>votes, or</i>	98.78 <i>of total votes in the meeting</i>
<i>Disapproved</i>	0	<i>votes, or</i>	0 <i>of total votes in the meeting</i>
<i>Abstained</i>	2,428,976	<i>votes, or</i>	1.22 <i>of total votes in the meeting</i>
3) <i>Mrs. Sukanya Vanichjakvong</i>	<i>Authorized Director / Executive Director / Risk Management Committee Member / Chairman of Sustainable Development Committee</i>		
<i>Approved</i>	198,296,146	<i>votes, or</i>	99.98 <i>of total votes in the meeting</i>
<i>Disapproved</i>	0	<i>votes, or</i>	0 <i>of total votes in the meeting</i>
<i>Abstained</i>	37,562	<i>votes, or</i>	0.02 <i>of total votes in the meeting</i>
4) <i>Mr. Sirichai Rasameechan</i>	<i>Authorized Director / Executive Director / Risk Management Committee Member / Corporate Governance Committee Member</i>		
<i>Approved</i>	198,321,784	<i>votes, or</i>	99.99 <i>of total votes in the meeting</i>
<i>Disapproved</i>	0	<i>votes, or</i>	0 <i>of total votes in the meeting</i>
<i>Abstained</i>	11,924	<i>votes, or</i>	0.01 <i>of total votes in the meeting</i>

#### **Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2016**

Chairman reported the meeting that the Company had policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors.

The remuneration of the Board of Directors and Committees in 2015 was in accordance with the resolution of the 2015 Annual General Meeting of Shareholders, held on April 29, 2015 of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. Actual payment of the remuneration for 2015 was Baht 1,675,000.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and Committees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2016 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. The meeting allowance for each meeting participated of the Board of Directors and Committees was proposed at the same amount as previous year as follows:

	Unit (Baht)	
	<u>Chairman</u>	<u>Member</u>
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
The Nominating and Compensation Committee	15,000	10,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to approve the remuneration of the Board of Directors and Subcommittees for 2016. He also informed that this agenda shall be requires not less than two-thirds of votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the remuneration of the Board of Directors and Committees for 2016 at the same amount as previous year of not exceeding Baht 4,000,000 consist of meeting allowance and bonus without**

*other benefits. The meeting allowance for each meeting participated of the Directors and Committees was approved at the same amount as previous year as follows:*

	Chairman	Unit: Baht Director
Board of Directors	20,000	10,000
Audit committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating and Compensation Committee	15,000	10,000

*There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee. The votes for this agenda were as follows:*

<b>Approved</b>	<b>195,466,469</b>	<b>votes, or</b>	<b>98.55</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, or</b>	<b>0</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>2,867,239</b>	<b>votes, or</b>	<b>1.45</b>	<b>of total votes in the meeting</b>

**Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2016**

Chairman reported the meeting that Audit Committee had selected the Company's auditors for 2016 and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditor for 2016. EY Office Limited has audited the Company and subsidiaries since the year 2000 and is thoroughly eligible to give useful recommendations to the Company and has no other relation or interests with the Company, subsidiaries, executives, major shareholders or related persons. They can express their independent opinion to the Company's financial statements. In addition, EY Office Limited has been accepted either in Thailand and international level with the professional team having good auditing experience. Any one of the following auditors was authorized to conduct the audit and express an opinion on the Company's financial statements:

1. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799  
(The Company's auditor in 2015, totaling 1 year.)
2. Ms. Siriwan Suratepin CPA No. 4604  
(The Company's auditor in 2011-2014, totaling 4 years.)
3. Mr. Wichart Lokatekrawee CPA No. 4451  
(The Company's auditor in 2003-2008, totaling 6 years.)

In addition, the Audit Committee had considered and proposed the audit fee for 2016 of Baht 970,000, increase from last year due to an increase in transactions of Baht 100,000 and the changes in accounting standards and auditors' report effective in 2016 of Baht 70,000.

Chairman invited the shareholders to raise any question or opinion.

Mr. Pornsak Chaiwanichaya, proxy holder from Thai Investors Association asked for the increasing of audit fee. Is it reasonable of their duty?

Mr. Pracha Phathayakorn declared audit fee increase from last year due to an increase in transactions and the changes in accounting standards and auditors' report effective in 2016 which is a regulation of Stock Exchange of Thailand and Securities and Exchange Commission. Subsidiaries' audit fee increase from One To One Professional Co., Ltd. has more transactions, and audit fee of One To One (Cambodia) Co., Ltd. is not change from previous year.

No question was raised, then, he requested the Meeting approve the appointment of the Company's auditor and fixing audit fee for 2016. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2016 with the audit fee for 2016 of Baht 970,000.**

- |                                   |              |
|-----------------------------------|--------------|
| 1. Mrs. Sarinda Hirunprasurtwutti | CPA No. 4799 |
| 2. Miss Siriwan Suratepin         | CPA No. 4604 |
| 3. Mr. Wichart Lokatekrawee       | CPA No. 4451 |

*In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The votes for this agenda were as follows:*

<i>Approved</i>	<b>198,336,708</b>	<i>votes, or</i>	<b>100</b>	<i>of total votes in the meeting</i>
<i>Disapproved</i>	<b>0</b>	<i>votes, or</i>	<b>0</b>	<i>of total votes in the meeting</i>
<i>Abstained</i>	<b>0</b>	<i>votes, or</i>	<b>0</b>	<i>of total votes in the meeting</i>

#### **Agenda 8 Other matters (If any)**

Chairman invited the shareholders to raise any question or opinion. There were some questions from shareholders as follows:

Mr. Pornsak Chaiwanichaya, proxy holder from Thai Investors Association asked “ Why was difference of weighted average number of ordinary share in 2014 and 2015?”

Mr. Pracha Phathayakorn declared, the Company increased of the company’s registered capital from 255,000,000 shares to 280,000,000 shares in 2014.

Mr. Pornsak Chaiwanichaya asked “ Why did the profit before income tax expenses and income tax expenses in 2015 reduce with approximate amount?”

Mr. Pracha Phathayakorn declared the Company received tax benefit from deferred tax cause income tax has been reduced.

Mr. Pornsak Chaiwanichaya asked about income and risk of operation in the future

Mrs. Sukanya Vanichjakvong declared as follows;

#### Income

Outsource contact center business grow continuously. In 2016, the Company expects to receive income increase by 15 percent. The Company has more major customers, extend call center business to Myanmar and looking partnership to merge with relate business. The Company provides more services to existing customers and expands the customer base to the key industrial sectors including energy, real estate and insurance groups. The Company start to change services form only outsource service to sale conversion.

#### Risk

The Company has risk management committee to manage risk and risk of our business is wage. The Company plan to expand business to neighbor country to take advantage in language skill and low wage to reduce operation cost.

Mr. Chayawat Karawatana, shareholder asked meaning of sale conversion.

Mrs. Sukanya Vanichjakvong declared, in the present Outsource Contact Center service not only service o inform product’s detail but also to up sale or close sale add value to customer’s product. The Company improves and trains the personnel skill to staff continuously for supporting increase sale.

Mr. Chayawat Karawatana, shareholder asked “Why were amount of income increase every quarter but gross margin decrease?”

Mrs. Sukanya Vanichjakvong declared, it was from extension of business, management and increasing of wage but in this year the Company will renew contact with increase wage. Margin should be increased. The Company expects to earn income from outsource service about 80percent and receives gross profit about 9-10 percent.

Mr. Chayawat Karawatana, shareholder asked “Why were trade accounts receivable - related parties and unrelated parties increase?”

Mr. Pracha Phathayakorn declared trade accounts receivable - related parties were paid in early year and trade accounts receivable - unrelated parties is State Railway of Thailand, it is pending on court with amount 70,000,000 baht

No question was raised, then, the Chairman thanked the shareholders for attending the meeting and declared the meeting closed at 10.20 a.m.

(Mr. Vichai Srikwan)  
Chairman

(Ms. Methavee Sawisate)  
Secretary

### Information of the Proposed Directors in Replacement of those Retired by Rotation

#### 1 Dr. Rathian Srimongkol, M.D.

**Age :** 58 Years

**Position:** Independent Director / Chairman of the Audit Committee /  
Corporate Governance Committee Member / Nominating and Compensation  
Committee Member

**Relationship:** None

**Education:**

- Master's Degree in Business Administration, Thammasat University
- Master's Degree in Public Administration Program, Suan Sunandha Rajabhat University
- Bachelor's Degree in Sciences, Mahidol University
- Doctor of Medicine, Faculty of Medicine Siriraj Hospital, Mahidol University

**Training**

- Thai Institute of Directors Association (IOD)
  - Financial Statements Demystified for Director Program (FSD), 2009
  - Role of the Chairman Program (RCP), 2008
  - Directors Certification Program (DCP), 2001
- Diploma in National Defence for The Joint State-Private Sector Course (Class 21), National Defence College of Thailand
- Leadership Program, Class 11 Capital Market Academy
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 9, King Prajadhipok's Institute
- Corporate Governance Program for Director and Senior Management of State Enterprises and Public, King Prajadhipok's Institute, State Enterprise Policy Office and Office of the Public Sector Development

**Position in others listed companies:**

2012 – Present	Chief Executive Officer / Director	Krungthai Card Plc.
2009 – Present	Independent Director / Vice Chairman / Chairman of the Audit Committee / Sustainable Development Committee Member and Risk Management Committee Member	Inorama Ventures Plc.

**Position in non-listed companies:**

2015 – Present	Director	Thai Listed Companies Association
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**Working Experiences:**

2011 – 2011	Vice President	Thanachart Bank Plc.
2010 – 2011	Chairman of the Audit Committee / Director	Inorama Polyester Industries Plc.
2008 – 2011	Executive Vice President	Siam City Bank Plc.
2008 – 2010	Director	TOT Plc.

**Expertise:** Accounting, Financial and Banking Management

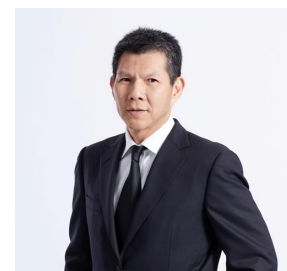
**Proposed Position:** Independent Director

**Term of Directorship in the Company:** 4 years

**Meeting attendance for 2016**

- Board of Directors' meeting 8/8 times
- Audit Committee meeting 5/5 times
- Corporate Governance meeting 3/3 times
- Nominating and Compensation meeting 3/3 times

**Contribution:** Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.



## Information of the Proposed Directors in Replacement of those Retired by Rotation

### 2 Mr. Thananan Vilailuck

**Age :** 50 Years

**Position:** Director / Risk Management Committee Member

**Relationship:** Mr.Charoenrath Vilailuck, Mr. Watchai Vilailuck, and Mrs. Sukanya Vanichjakvong's younger brother



**Education:**

- Master's Degree in of Engineering, University of Florida, USA
- Bachelor's Degree in Engineering, Kasetsart University

**Training**

- Director Accreditation Program (DAP), in 2004, Thai Institute of Directors Association (IOD)

**Position in others listed companies:**

May 2016 - Present	Risk Management Committee Member	Samart Telcoms Plc.
Apr 2016 - Present	Director / Executive Director	Samart Telcoms Plc.
Apr 2016 - Present	Director	Samart Corporation Plc.
2015 - Present	Executive Vice President - Corporate Strategy	Samart Corporation Plc.
2013 - Present	Sustainable Development Committee Member	Samart Corporation Plc.
2011 - Present	Director	Siam Sport Syndicate Plc.
2009 - Present	Risk Management Committee Member	Samart Corporation Plc.
2007 - Present	Executive Director	Samart Corporation Plc.

**Position in non-listed companies:**

Present	Director	Vilailuck International Holding Co., Ltd. and companies in group.
Present	Director	Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)

**Working Experiences:**

2003 - Apr 2016	Director	Samart I-Mobile Plc.
2013 - 2015	Chairman of Sustainable Development Committee	Samart I-Mobile Plc.
2012 - 2015	Acting Managing Director - Mobile Business	Samart I-Mobile Plc.
2006 - 2015	President of Mobile Multimedia	Samart Corporation Plc.
2006 - 2015	President	Samart I-Mobile Plc.
2005 - 2015	Risk Management Committee Member	Samart I-Mobile Plc.
2003 - 2015	Executive Committee Member	Samart I-Mobile Plc.

**Expertise:** Industrial Engineering, ICT and ICT Business Management

**Proposed Position:** Director

**Term of Directorship in the Company:** 4 years

**Meeting attendance for 2016**

- Board of Directors' meeting 6/6 times
- Risk Management Committee meeting 3/3 times

**Contribution:** Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.



### Information of the Proposed Directors in Replacement of those Retired by Rotation

#### 3 Mr. Pracha Phathayakorn

**Age :** 54 Years

**Position:** Director / Executive Director / Risk Management Committee Member

**Relationship:** None

**Education**

- Master's Degree in Financial and International Business Management Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor's Degree in Accounting Chulalongkorn University

**Training**

- Thai Institute of Directors Association (IOD)
  - Director Certificate Program(DCP) in 2009
  - Monitoring the Internal Audit Function (MIA) in 2008
  - Monitoring the System of Internal Control and Risk Management (MIR) in 2008
  - Monitoring the Quality of Financial Reporting (MFR) in 2007
  - Audit Committee Program (ACP) in 2006
  - Director Accreditation Program (DAP) in 2005
- Investment Banking License, Association of Thai Securities Companies

**Position in others listed companies:**

2015 - Present	Director / Chief Operating Officer	Samart I-Mobile Plc.
2014 - Present	Executive Director / Risk Management Committee Member	Samart I-Mobile Plc.
2013 - Present	Sustainable Development Committee Member	Samart I-Mobile Plc
2013 - Present	Sustainable Development Committee Member	Samart Corporation Plc.
2011 - Present	Executive Vice President -Finance and Accounting	Samart Corporation Plc.

**Position in non-listed companies:**

Mar 2017 - Present	Director	One To One Professional Co., Ltd.
2015 - Present	Director	Euromill Hotel Co.,Ltd.
2013 - Present	Director	One To One (Cambodia) Co., Ltd.
Present	Director	Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)

**Working Experiences:**

2012 - May 2016	Risk Management Committee Member	Samart Corporation Plc.
2015 - Feb 2016	President	Samart I-Mobile Plc.
2012 - 2015	Executive Vice President	Samart I-Mobile Plc.
2005 - 2011	Independent Director / Audit Committee Member	Eternity Grand Logistics Plc.
2005 - 2011	President	Paresa Corporation Co., Ltd.

**Expertise:** Accounting, Financial and Business Management

**Proposed Position:** Director

**Term of Directorship in the Company:** 4 years

**Meeting attendance for 2016**

- Board of Directors' meeting 8/8 times
- Executive Committee meeting 12/12 times
- Risk Management Committee meeting 3/3 times

**Contribution:** Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.



**Shareholding in One to One Contact Plc. of the proposed directors (As at March 1, 2016)**

Nominated	The number of shares *	% of issued shares
1. Dr. Rathian Srimongkol, M.D.	-None-	-None-
2. Mr. Thananan Vilailuck	-None-	-None-
3. Mr. Pracha Phathayakorn	-None-	-None-

Remarks \* Include holding by spouse and minor children

**The position in others listed companies**

Nominated	Position in others listed companies		Other Businesses (non-listed companies)	Position in Rival company
	Items	Type of directors		
1. Dr. Rathian Srimongkol, M.D.	2	1. Krungthai Card Plc. - Director - Chief Executive Officer 2. Indorama Ventures Plc. - Independent Director - Vice Chairman - Chairman of the Audit Committee - Sustainable Development Committee Member - Risk Management Committee Member	1	-None-
2. Mr. Thananan Vilailuck	3	1. Smart Corporation Plc. - Director - Executive Director - Risk Management Committee Member - Sustainable Development Committee Member - Executive Vice President – Corporate Strategy 2. Smart Telcoms Plc. - Director - Executive Director - Risk Management Committee Member 3. Siam Sport Syndicate Plc. - Director	16*	-None-
3. Mr. Pracha Phathayakorn	2	1. Smart Corporation Plc. - Sustainable Development Committee Member - Executive Vice President -Finance and Accounting 2. Smart I-Mobile Plc. - Director - Executive Director - Chief Operating Officer - Risk Management Committee Member - Sustainable Development Committee Member	11*	-None-

Remarks \* Most of Company and its related companies.

**The position in non-listed companies****1. Dr. Rathian Srimongkol, M.D.**

No.	Company
1	Thai Listed Companies Association

**2. Mr. Thananan Vilailuck**

No.	Company	No.	Company
1	Best Cellar Co., Ltd.	9	Phuphatara Co., Ltd.
2	I.Q Wine Co., Ltd.	10	Teleconnext Co., Ltd.
3	Easy Golf Co., Ltd.	11	Siam Sport Television Co., Ltd.
4	Wine Gallery (Phuket) Co., Ltd.	12	Kampot Power Plant Co., Ltd.
5	Wine Gallery (Samui) Co., Ltd.	13	Cambodia Smart Co., Ltd.
6	Wine Gallery (Chiang Mai) Co., Ltd.	14	Contact-In-One Co., Ltd.
7	Vilailuck Development Co., Ltd.	15	Smart Inter Holding Co., Ltd.
8	Wilailak Agriculture Industry Co., Ltd.	16	Vilailuck International Holding Co., Ltd.

**3. Mr. Pracha Phathayakorn**

No.	Company	No.	Company
1	One To One (Cambodia) Co., Ltd.	7	I-Mobile Plus Co., Ltd.
2	One To One Professional Co., Ltd.	8	Smart Mobile Services Co., Ltd.
3	Euromill Hotel Co.,Ltd.	9	Smart Multimedia Co., Ltd.
4	Phoinikas Co.,Ltd.	10	Teda Co., Ltd.
5	Secure Asia Co., Ltd.	11	Transec Power Services Co., Ltd.
6	Sim2Asset Co., Ltd.		

**Qualifications of Independent Director  
One To One Contacts Plc.**

The qualifications of the Independent Director underlying the Company's Corporate Governance Policy are more intensive than the minimum requirement of the Securities Exchange Commission (SEC) as following:-

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company or juristic person who may have conflicts of interest unless the foregoing status has ended no less than two years prior to the date of application filing with the office;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries;
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, 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, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.;
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.

On the appointment of directors who will retire by rotation, there is one independent director to be considered for re-election, Dr. Rathian Srimongkol, M.D. is complied with SEC's independent director qualifications and has no relationship with major shareholders and the managements of the Company as follows:

Relationship Characteristics	Proposed Independent Director
	Dr. Rathian Srimongkol, M.D.
1. Holding of OTO ordinary shares (as at March 1, 2017) - No. of shares - % of the total number of voting rights of the Company	No
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the office;	No
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries;	No
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, 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, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.;	No
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;	No

<b>Relationship Characteristics</b>	<b>Proposed Independent Director</b>
	Dr. Rathian Srimongkol, M.D.
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	No
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.	No

### The Remuneration of the Board of Directors and Committees for 2016

Policy of directors' remuneration has been clearly and transparently set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub Committees will be paid appropriately more in accordance with the extra work. The Nominating & Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The Shareholders in the 2016 Annual General Meeting approved remuneration for directors of the Company and Committees' members in 2016 at the amount of not exceeding Bath 4,000,000. Actual payment of the remuneration for 2016 was Bath 1,860,000 as follows:

Directors	Cash Remuneration					
	Meeting Allowance <sup>(1)</sup> (Baht)				Performance Bonus (Baht)	Total Amount (Baht)
	Board of Directors <sup>(2)</sup>	Audit Committee	Nominating & Compensation Committee	Corporate Governance Committee		
1. Mr. Vichai Srikwan Chairman / Independent Director	160,000	50,000	45,000	-	90,000	345,000
2. Mr. Chaisak Angkasuwan Director / Independent Director	80,000	50,000	-	45,000	50,000	225,000
3. Dr. Rathian Srimongkol, MD. Director / Independent Director	80,000	100,000	30,000	30,000	50,000	290,000
4. Dr. Pairoj Boonkongchuen, M.D. Director / Independent Director	80,000	50,000	30,000	30,000	50,000	240,000
5. Mr. Charoenrath Vilailuck Director	80,000	-	-	-	50,000	130,000
6. Mr. Watchai Vilailuck Director	70,000	-	-	-	50,000	120,000
7. Mr. Thananan Vilailuck Director	60,000	-	-	-	50,000	110,000
8. Mrs. Sukanya Vanichjakvong Director	80,000	-	-	-	50,000	130,000
9. Mr. Sirichai Rasameechan Director	60,000	-	-	30,000	50,000	140,000
10. Mr. Pracha Phathayakorn Director	80,000	-	-	-	50,000	130,000
<b>Total</b>	<b>830,000</b>	<b>250,000</b>	<b>105,000</b>	<b>135,000</b>	<b>540,000</b>	<b>1,860,000</b>

*Remark : (1) There is no remuneration paid to Executive Board Committee, Risk Management Committee and Sustainable Development Committee.*

*(2) The 2016 meeting allowance was for 8 meetings of the Board of Directors.*

## Information of the Proposed Auditor for 2017

## 1) Mrs. Sarinda Hirunprasurtwutti



- Age** : 45 years
- Certified Public Accountant (Thailand) No.** : 4799
- Date of Certified Public Accountant (Thailand)** : 1 April 1996
- Current position** : Partner
- Company** : EY Office Limited
- Length of service** : June 1993 - present
- Education and training** : - Bachelor's Degree in Accounting, Thammasart University  
- Master's Degree in Accounting, Chalulalongkorn University
- Work experience** : - Mrs. Sarinda Hirunprasurtwutti has been working with EY Office Limited for 24 years and has taken the position of Partner at EY Office Limited for 5 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, healthcare, manufacturing, and particularly, in automotive and parts, chemical products, retailing and servicing.  
- She is an approved auditor by the Securities and Exchange Commission Thailand.  
- She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One To One Contacts Plc. :**

- 2 years (2015 - 2016)

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/subsidiaries/associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

**Contact details**

**Email** : Sarinda.Hirunprasurtwutti@th.ey.com  
**Phone** : 0-2264-9090  
**Fax** : 0-2264-0789-90



## Information of the Proposed Auditor for 2017

## 2) Ms. Siriwan Suratepin



- Age** : 46 years
- Certified Public Accountant (Thailand) No.** : 4604
- Date of Certified Public Accountant (Thailand)** : 25 December 1995
- Current position** : Partner
- Company** : EY Office Limited
- Length of service** : November 1992 - present
- Education and training** : - Bachelor's Degree in Accounting, Thammasart University  
 - Master's Degree in Accounting, Thammasart University  
 - Graduate Diploma in Auditing, Thammasart University  
 - Graduate Diploma in English for Careers, Thammasart University
- Work experience** : - Ms. Siriwan Suratepin has been working with EY Office Limited for 25 years and has taken the position of Partner at EY Office Limited for 12 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, manufacturing, distribution, servicing, hospitality, computer and technology industry.  
 - She is an approved auditor by the Securities and Exchange Commission and the Stock Exchange.  
 - She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One to One Contacts Plc. :**

4 years (2011-2014)

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/subsidiaries/associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

**Contact details**

- Email** : Siriwan.Suratepin@th.ey.com
- Phone** : 0-2264-9090
- Fax** : 0-2264-0789-90

## Information of the Proposed Auditor for 2017

## 3) Mr. Wichart Lokatekrawee



- Age** : 49 years
- Certified Public Accountant (Thailand) No.** : 4451
- Date of Certified Public Accountant (Thailand)** : 1 October 1994
- Current position** : Partner
- Company** : EY Office Limited
- Length of service** : April 1991 - present
- Education and training** : - Bachelor's Degree in Accounting, Thammasart University  
- Master's Degree in Accounting, Thammasart University  
- Graduate Diploma in Auditing, Thammasat University
- Work experience** : - Mr. Wichart Lokatekrawee has been working with EY Office Limited for 26 years and has taken the position of Partner at EY Office Limited for 15 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, healthcare, manufacturing, and particularly, in automotive and parts, chemical products, retailing and servicing.  
- He is an approved auditor by the Securities and Exchange Commission Thailand.  
- He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One to One Contacts Plc. :**

6 years (2001-2006)

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/subsidiaries/associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

**Contact details**

**Email** : Wichart.Lokatekrawee@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90

## Company's Articles of Association relating to the Shareholders Meeting

### Directors' Qualifications, Election and Rotation of Directors

**Article 14** The Company must maintain no less than 7 Directors in the Board; of which, at least half of the Directors must reside in the Kingdom of Thailand and possess the qualifications specified by the applicable laws.

**Article 15** The election of the Board of Directors shall be in accordance with rules and procedures as follows:

- (1) Each shareholder shall have one vote on each share.
- (2) To elect one or several directors, a shareholder shall vote in accordance with the number of votes each shareholder possesses as in (1). The said shareholder may not allot any number of his votes to any person.
- (3) The person obtaining the highest and higher votes respectively which are more than a haft of the number of shares of the Shareholders attending the meeting and having the rights to vote, shall be elected as directors equal to the number of directors required or ought to be elected in that meeting. In the event that persons receiving votes in respective orders receive equal votes and the number of directors exceeds the positions required or ought to be, the chairman of the meeting shall have a casting vote.

**Article 16** At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for re-election.

**Article 20** At the Annual General of Shareholder's Meeting, any directors may be retired prior to his turn with the vote of not less than three-fourths out of the total number of shareholders who attend the meeting and have the right to vote, whose shares of which are not less than half of the total number of shareholding out of the shareholders attending the meeting and have right, to vote.

### Shareholder's Meetings

**Article 30** The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request.

**Article 31** In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning stating place, date, time and agenda, matters to be proposed in the meeting, together with appropriate details, and send them to the shareholders not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

**Article 32** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and

the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**Article 33** The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
- (2) In the following cases, by the vote of not less than three-quarters of the total number of shareholders present at the meeting and entitled to vote:
  - (a) The sale or transfer of the whole or essential parts of business of the Company to other persons;
  - (b) The purchase or acceptance of transfer of businesses of companies or private companies;
  - (c) Executing, amending or terminating the contract relating to the leasing of businesses of the Company in whole or in essential parts, the assignment to any person to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective of sharing profit and loss.

**Article 34** Other topics to be discussed in the Annual General Meeting shall be as follows:

- (1) To consider the report of the Board of Directors regarding the Company's businesses in the previous year;
- (2) To consider and approve a financial statement;
- (3) To consider the distribution of profit;
- (4) To elect the directors replacing those retired by rotation;
- (5) To appoint an auditor;
- (6) Other topics.

#### Others

**Article 37** The Board of Directors shall arrange the balance sheet and the profit and loss statement at the end of the accounting period to be presented at the Annual General Meeting of Shareholders for approval. Such balance sheet and profit-and-loss statement must be examined by the auditor before presenting in the shareholders meeting.

**Article 38** The Board of Directors must furnish the shareholders with the following documents to, together with the summoning notice of the Annual Ordinary Meeting:

- (1) A copy of the balance sheet and profit-and-loss statement examined by the auditor together with the auditor's report.
- (2) Annual report of the Board of Directors.

**Article 39** No dividend can be disbursed except for profit. If the Company retains accumulated loss, dividend cannot be disbursed.

Dividend is disbursed in proportion of number of shares and equally allocated per share.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

**Article 40** The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

**Article 41** The Auditor must not be the director, officer, employee, or in any position in the company

**Article 43** The Auditor has the duty to attend the Annual General Meeting of Shareholders every time that has been considered the balance sheet and problem regarding the company's accounting to explain to shareholders. The company therefore must forward the meeting document to auditor.

**Proxy Form A  
(General Form)**

Duty Stamp 20 Baht
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- Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_
- (1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_
- (2) being a shareholder of \_\_\_\_\_ **One To One Contacts** \_\_\_\_\_ Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(3) hereby appoint

1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

Please mark a sign in front of only one proxy's name
---

- or  2. Mr. Vichai Srikwan Age 68 years Address 25/819 Road Chaengwattana  
Tambol/Kwaeng Bangtalad Amphoe/Khet Pakkret Province Nonthaburi Post code 11120
- or  3. Mr. Chaisak Angkasuwan Age 68 years Address 37 Road Charoennakorn (soi 64)  
Tambol/Kwaeng Daokanong Amphoe/Khet Thonburi Province Bangkok Post code 10600
- or  4. Dr. Rathian Srimongkol, M.D. Age 58 years Address 22 Road Ramkhamhaeng (soi 14)  
Tambol/Kwaeng Huamark Amphoe/Khet Bangkapi Province Bangkok Post code 10240
- or  5. Dr. Pairoj Boonkongchuen, M.D. Age 55 years Address 174/1 Road Sukhumvit (soi 64)  
Tambol/Kwaeng Prakanong Nua Amphoe/Khet Wattana Province Bangkok Post code 10110

Just only one as my/our proxy to attend and vote on my/our behalf at the **2017 Annual General Meeting of Shareholders**  
on **19 April 2017** at **10.00** a.m. at **Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit  
Road, Laksi, Donmuang, Bangkok 10210** or at any adjournment thereof.

Any acts performed by the proxy holder in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Note : A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes

**Proxy Form B**  
(Voting is clearly and definitely specified)

Duty Stamp 20 Baht
--------------------------

Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ **One To One Contacts** \_\_\_\_\_ Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(3) hereby appoint

1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

Please mark a sign in front of only one proxy's name
---

or  2. Mr. Vichai Srikwan Age 68 years Address 25/819 Road Chaengwattana  
Tambol/Kwaeng Bangtalad Amphoe/Khet Pakkret Province Nonthaburi Post code 11120

or  3. Mr. Chaisak Angkasuwan Age 68 years Address 37 Road Charoennakorn (soi 64)  
Tambol/Kwaeng Daokanong Amphoe/Khet Thonburi Province Bangkok Post code 10600

or  4. Dr. Rathian Srimongkol, M.D. Age 58 years Address 22 Road Ramkhamhaeng (soi 14)  
Tambol/Kwaeng Huamark Amphoe/Khet Bangkapi Province Bangkok Post code 10240

or  5. Dr. Pairoj Boonkongchuen, M.D. Age 55 years Address 174/1 Road Sukhumvit (soi 64)  
Tambol/Kwaeng Prakanong Nua Amphoe/Khet Wattana Province Bangkok Post code 10110

Just only one as my/our proxy to attend and vote on my/our behalf at the **2017 Annual General Meeting of Shareholders**  
on **19 April 2017** at **10.00** a.m. at **Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit  
Road, Laksi, Donmuang, Bangkok 10210.** or at any adjournment thereof.

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders**

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve       Disapprove       Abstain

**Agenda 2 To Acknowledge the Company's operating results and the 2016 Annual Report**

(This agenda is for acknowledgement, therefore no vote casting is needed)

**Agenda 3 To consider and approve the Company's financial statements for the year ended 31<sup>st</sup> December 2016**

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve       Disapprove       Abstain

**Agenda 4 To consider and approve statutory reserve and dividend payment for 2016**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain

**Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve the election of all proposed directors
- Approve       Disapprove       Abstain
- Approve with the appointment of the Board of Directors by individual basis
- 1) Dr. Rathain Srimongkol, M.D.
- Approve       Disapprove       Abstain
- 2) Mr. Thananan Vilailuck
- Approve       Disapprove       Abstain
- 3) Mr. Pracha Phathayakorn
- Approve       Disapprove       Abstain

**Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2017**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain

**Agenda 7 To Consider and approve the appointment of the Company's auditor and fixing audit fee for 2017**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain

**Agenda 8 Other matters (if any)**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

- Note :
1. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes
  2. On the election of Directors, shareholder may either elect the nominated directors as a whole or by individual.
  3. Additional agenda from the above, the Continuation of Proxy Form B is allowed.



**Continuation of Proxy Form B**

The proxy as the shareholder of One To One Contacts Public Company Limited  
 In the **2017 Annual General Meeting of Shareholders** on **19 April 2017** at **10.00** a.m. at **Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210** or at any adjournment thereof.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject The appointment of Company's directors (Addition)

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

**Proxy Form C**  
**(Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)**

Duty Stamp 20 Baht
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Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_  
As a Custodian for \_\_\_\_\_  
being a shareholder of \_\_\_\_\_ **One To One Contacts** \_\_\_\_\_ Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(2) hereby appoint

1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

Please mark a sign in front of only one proxy's name
---

- or  2. Mr. Vichai Srikwan Age 68 years Address 25/819 Road Chaengwattana  
Tambol/Kwaeng Bangtalad Amphoe/Khet Pakkret Province Nonthaburi Post code 11120
- or  3. Mr. Chaisak Angkasuwan Age 68 years Address 37 Road Charoennakorn (soi 64)  
Tambol/Kwaeng Daokanong Amphoe/Khet Thonburi Province Bangkok Post code 10600
- or  4. Dr. Rathian Srimongkol, M.D. Age 58 years Address 22 Road Ramkhamhaeng (soi 14)  
Tambol/Kwaeng Huamark Amphoe/Khet Bangkapi Province Bangkok Post code 10240
- or  5. Dr. Pairoj Boonkongchuen, M.D. Age 55 years Address 174/1 Road Sukhumvit (soi 64)  
Tambol/Kwaeng Prakanong Nua Amphoe/Khet Wattana Province Bangkok Post code 10110

Just only one as my/our proxy to attend and vote on my/our behalf at the **2017 Annual General Meeting of Shareholders**  
on **19 April 2017** at **10.00** a.m. at **Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit  
Road, Laksi, Donmuang, Bangkok 10210.** or at any adjournment thereof.

(3) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

- with total number of holding shares and voting right  
 a part of  \_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
 \_\_\_\_\_ preference shares with \_\_\_\_\_ voting right  
Total voting right is \_\_\_\_\_

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To consider and certify the Minutes of the 2016 Annual General Meeting of Shareholders**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects  
 (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 2 To Acknowledge the Company's operating results and the 2016 Annual Report**

(This agenda is for acknowledgement, therefore no vote casting is needed)

**Agenda 3 To consider and approve the Company's financial statements for the year ended 31<sup>st</sup> December 2016**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 4 To consider and approve statutory reserve and dividend payment for 2016**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation.**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve the election of all proposed directors
    - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
  - Approve with the appointment of the Board of Directors by individual basis
    - 1) Dr. Rathain Srimongkol, M.D. \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
    - 2) Mr. Thananan Vilailuck \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
    - 3) Mr. Pracha Phathayakorn \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2017**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2017**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 8 Other matters (if any)**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

- Note :
1. This Proxy Form C shall be applicable only for the Shareholders who appoint the Custodian in Thailand.
  2. The following documents shall be attached with this proxy Form:
    - (1) Power of Attorney from shareholder authorizing a custodian to sign the proxy form on behalf of the shareholder.
    - (2) Certified letter of Custodian on permission for custodian business.
  3. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes.
  4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
  5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in Continuation of Proxy Form C.

**Continuation of Proxy Form C**

The proxy as the shareholder of One To One Contacts Public Company Limited  
 In the **2017 Annual General Meeting of Shareholders** on **April 19<sup>th</sup>, 2017** at **10.00** a.m. at **Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210** or at any adjournment thereof.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject The appointment of Company's directors (Addition)

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Information of Independent Directors who may be appointed as Proxy in  
the 2017 Annual General Meeting of Shareholders**

<p><b>1. Mr. Vichai Srikwan</b></p> <p><b>Age</b> : 68 years</p> <p><b>Address</b> : 25/819 Moo 6 Chaengwattana Road, Bangtalad, Pakkret, Nonthaburi 11120</p> <p><b>Position in the Company</b> : - Chairman of the Board of Directors - Independent Director - Audit Committee Member - Chairman of Nominating &amp; Compensation Committee</p> <p><b>Shareholding in the Company</b> : -None-</p> <p><b>Interest in the Agenda considered</b> : Agenda 6</p>	
<p><b>2. Mr. Chaisak Angkasuwan</b></p> <p><b>Age</b> : 68 years</p> <p><b>Address</b> : 37 Charoennakorn 64 Road, Daokanong, Thonburi, Bangkok 10600</p> <p><b>Position in the Company</b> : - Vice Chairman of the Board of Directors - Independent Director - Audit Committee Member - Chairman of Corporate Governance Committee</p> <p><b>Shareholding in the Company</b> : -None-</p> <p><b>Interest in the Agenda considered</b> : Agenda 6</p>	
<p><b>3. Dr. Rathian Srimongkol, M.D.</b></p> <p><b>Age</b> : 58 years</p> <p><b>Address</b> : 22 Soi Ramkhamhaeng Road (soi14), Huamark, Bangkok, Bangkok 10240</p> <p><b>Position in the Company</b> : - Independent Director - Chairman of Audit Committee - Nominating &amp; Compensation Committee Member - Corporate Governance Committee Member</p> <p><b>Shareholding in the Company</b> : -None-</p> <p><b>Interest in the Agenda considered</b> : Agenda 5 Agenda 6</p>	
<p><b>4. Dr. Pairoj Boonkongchuen, M.D.</b></p> <p><b>Age</b> : 55 years</p> <p><b>Address</b> : 174/1 Sukhumvit Road (soi 65), Prakanong Nua, Wattana, Bangkok 10110</p> <p><b>Position in the Company</b> : - Independent Director - Audit Committee Member - Nominating &amp; Compensation Committee Member - Corporate Governance Committee Member</p> <p><b>Shareholding in the Company</b> : -None-</p> <p><b>Interest in the Agenda considered</b> : Agenda 6</p>	

**Registration, Documents required for attending the meeting, Proxy and Voting in  
the 2017 Annual General Meeting of Shareholders**

**1. Registration**

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 09.00 a.m. on 19 April 2017 at Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210 as route map of the venue shown in Enclosure 12.

**2. Documents Required for Attending the Meeting**

**1) Individual Shareholders**

1.1 Attendance in person:

- Identification card/Government official identification card
- Passport (in case of foreigner)

1.2 Proxy:

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of the shareholder and the proxy holdr.

**2) Juristic Person**

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy holder.

**3) For Foreign Investor Appointing Custodian in Thailand**

- All evidences of Custodian similar to those of the Juristic Person, the Custodian can select only one of three Proxy forms (A, B or C)
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case of foreign documentation, English translation is required for the Non-English with certification of correctness of the translation by the Shareholder, for individual, or the authorized representative(s) of the Shareholder, for Juristic Person.

In case of the original documents are not English, English translation shall be required and certified true and correct translation by the Shareholder (in case of individual Shareholder) or the authorized representative(s) of the Shareholder (in case of Juristic Person).

**3. Proxy**

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific proxy Form
- Form C: Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Shareholders who are not able to attend the meeting, may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Enclosure 9) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

The document or evidence that the shareholders need to show in their presence of participation in the meeting is based on the operational guidelines of the related regulatory agencies. Anyhow, the company does not regulate any document or evidence in sense of too much barriers or overburden to the shareholders.

#### 4. **Voting**

##### **Voting Procedures**

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

##### **Resolution of the Meeting**

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.



**Requisition Form for the 2016 Annual Report**

Dear Shareholders,

One To One Contacts Public Company Limited would like to inform you that if you would like to receive the 2016 Annual Report in hard copy, please fill in the blank form and send back to the Company by facsimile: 02-685-0090 or by e-mail: CorporateSecretary@oto.samartcorp.com or by mail. The Company will send the 2016 Annual Report to you as requested

Shareholder Name.....

Address.....

.....

.....

Telephone.....



Stamp  
3 Baht

To

One To One Contacts Public Company Limited  
Corporate Secretary Division  
1 East Water Bldg. 11 Fl.  
Vibhavadi Rangsit Soi 5, Vibhavadi Rangsit Road,  
Jatujak, Bangkok 10900

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**Route Map of the Venue Convening the 2017 Annual General Meeting of Shareholders  
At Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel  
No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210  
Tel. 02-575-5599 Fax. 02-575-5555**

