

Subject : Invitation to attend the 2019 Annual General Meeting of Shareholders

To : Shareholders of One to One Contacts Public Company Limited

Enclosure:

1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders
2. 2018 Annual Report in QR code
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 2018
6. Information of the proposed auditors for 2019
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 2019 Annual General Meeting of Shareholders
10. Registration, Documents required for attending the meeting, Proxy and Voting in the 2019 Annual General Meeting of Shareholders
11. Requisition Form for the 2018 Annual Report
12. Route map of the venue convening the 2019 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 2019 Annual General Meeting of Shareholders at 10.30 p.m., on April 26, 2019, at Magic 2 Room, 2nd Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210. The agendas are as follows:

1. To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders

Rationale The 2018 Annual General Meeting of Shareholders was held on April 27, 2018. 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. The Board of Directors considered that it was correctly recorded as shown in Enclosure 1.

The Board's Opinion The Board of Directors considered that the Minutes of the 2018 Annual General Meeting of Shareholders were correctly recorded. The Shareholders should adopt the Minutes of the 2018 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 2018 Annual Report

Rationale The Board of Directors considered that the Company's operating results and the 2018 Annual Report were correct and sufficient disclosure. The 2018 Annual Report has been posted on the Company's website at www.onetoonecontacts.com as shown in Enclosure 2.

The Board's Opinion The Board of Directors considered that Company's operating results and the 2018 Annual Report were correct and sufficient disclosure. The Shareholders should acknowledge the Company's operating results and the 2018 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 31st December 2018

Rationale The Board of Directors and Audit Committee considered that the Company's financial statements for the year ended 31st December 2018, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Report Standards. The Shareholders should approve the Company's financial statements for the year ended 31st December 2018 in Enclosure 2.

Financial highlights of consolidated financial statements for 2018 were as follows:

Item	Amount (Baht)	
	2018	2017
Total Assets	942,247,675	946,523,444
Total Liabilities	90,483,057	83,053,475
Total Revenues	718,272,132	826,664,001
Net Profit	20,608,893	50,447,487
Earnings per Share	0.07	0.18

The Board's Opinion

The Board of Directors and Audit Committee considered that the Company's financial statements for the year ended 31st December 2018, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Report Standards. The Shareholders should approve the Company's financial statements for the year ended 31st December 2018.

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 2018

Rationale

According to the Public Company Act B.E. 2535 and Article of Association of the Company, the Company must have appropriate annual net profit to a reserve fund at least 5 percent of its annual net profit less accumulated loss (if any) until the reserve fund reaches at least 10 percent of the registered capital.

The Company has policy to pay dividend no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability.

In addition, payment for dividend will derive from profits from disposal of investments or fixed assets of the Company or its subsidiaries. The management and the Board of Director will decide whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability.

The subsidiaries' dividend payment policy will be the same as that of the Company.

In 2018, net profit of the Company were Baht 23,188,165 or equivalent to Baht 0.08 per share. The Board of Directors has considered to pay dividend for the 2018 operation at Baht 0.08 per share or equivalent to 96.60% of separate net profit which was **higher** than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.04 per share was paid to shareholders on September 6, 2018, thereby having a final dividend of Baht 0.04 per share. The dividend will be paid on May 22, 2019 subject to the approval of the shareholders meeting. The Company has provided statutory reserve of Baht 1,200,000 or 5.18% of its net earnings for the year in the Company's financial Statement for the year ended 31st December 2018 as required by related law.

The comparison of dividend payment is as follows:

Details of dividend payment		2018	2017
1. Consolidated Net Profit	(Baht)	23,188,165	50,447,487 *
2. Number of shares		280,000,000	280,000,000
3. Total dividend payment for fiscal year	(Baht/Share)	0.08	0.15
- Interim dividend		0.04	0.08
- Final dividend		0.04	0.07
4. Total dividend payment	(Baht)	22,400,000	42,000,000
5. Dividend payout ratio	(%)	96.60	83.25

*Consolidated net profit

The Board's Opinion The Board of Directors recommends Shareholders to approve the dividend payment for 2018 at Baht 0.08 per share. The interim dividend at Baht 0.04 per share, paid to shareholders on September 6, 2018. The final dividend will be paid from the net profit at Baht 0.04 per share. The dividend will be paid on May 22, 2019 subject to the approval of the shareholders meeting. The Company has provided statutory reserve of Baht 1,200,000 or 5.18% of its net profit for the year in the Company's financial Statement for the year ended 31st December 2018 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 According to the Public Company Act B.E. 2535 and 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 three directors will retire by rotation in this year:

1. Mr. Vichai Srikwan : Chairman of the Board of Directors / Independent Director / Chairman of Nominating and Compensation Committee / Audit Committee Member
2. Mrs. Sukanya Vanichjakvong : Director / Chairman of the Executive Committee Member / Managing Director / Risk Management Committee Member / Chairman of the Sustainable Development Committee
3. Mr. Sirichai Rasameechan : Director / Corporate Governance 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 Mr. Vichai Srikwan, 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. 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 three directors who will retire by rotation, namely Mr. Vichai Srikwan, Mrs. Sukanya Vanichjakvong and Mr. Sirichai Rasameechan to be the Company's directors for another term.

Mr. Vichai Srikwan has qualified to be independent director. The Board of Director considered that they can express their independent opinion to the Company and 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 2019

Rationale Policy of the remuneration of the Board of Directors and subcommittees 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 subcommittees were disclosed in the 2018 Annual Report in "Management Structure" under the topic "The Board of Directors" and in "Corporate Governance" under the topic "Subcommittees"

The remuneration of the Board of Directors and Committees in 2018 was in accordance with the resolution of the 2018 Annual General Meeting of Shareholders, held on April 27, 2018 at the amount of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and subcommittees and bonus without other benefits. Actual payment of the remuneration for 2018 was Baht 1,745,000 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. The Nominating and Compensation Committee considered and proposed to fix the remuneration of the Board of Directors and subcommittees for 2019 at the **same amount** as previous years at the amount of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and subcommittees and bonus without other benefits. The meeting allowance for each meeting participated of the Board of Directors and subcommittees 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 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 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 2019 at the **same amount** as previous years at the amount of not exceeding Bath 4,000,000, consists of meeting allowance for each meeting participated of the Board of directors and Subcommittees, and bonus without other benefits. 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 2019

Rationale

The Audit Committee had selected the Company's auditors for 2019 and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditor for 2019. 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 not 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. Ms. Siriwan Suratepin CPA No. 4604 and/or
(The Company's auditor in 2018, 1 year)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799 and/or
(The Company's auditor in 2015-2017, totaling 3 years)
3. Ms. Siriwan Nidamrong CPA No. 5906
(She has never appointed to auditor of the Company)

Information of the proposed auditors for 2019 was shown in Enclosure 6.

In addition, the Audit Committee had considered and proposed the audit fee for 2019 of Baht 1,350,000, increased from the previous year by Baht 150,000 since there are financial reporting standards. In 2018, 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	2019 (proposed)			2018		
	Audit fee		Non-audit fee	Audit fee		Non-audit fee
	(Baht)	(USD)	(Baht)	(Baht)	(USD)	(Baht)
Company	1,350,000	-	-	1,200,000	-	-
Subsidiaries	360,000	6,700*	-	360,000	6,200*	-
Total	1,710,000	6,700*	-	1,560,000	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 2019:

- | | |
|-----------------------------------|---------------------|
| 1. Ms. Siriwan Suratopin | CPA No. 4604 and/or |
| 2. Mrs. Sarinda Hirunprasurtwutti | CPA No. 4799 and/or |
| 3. Ms. Siriwan Nidamrong | CPA No. 5906 |

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 2019 of Baht 1,350,000 (2018: Bath 1,200,000).

Voting

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

8. To consider and approve the amendment to the Company's Article of Association

Rationale

The proposed amendment to the Company's Article of Association is to be in line with Section 60 of the Public Limited Companies Act B.E.2535 (1992) and according to the Order of the Head of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing. The details of the proposed amendment the Company's Article of Association are as follows:

Existing the Article of Association	Proposed Amendment
<p>Article 4 Shares of the Company are ordinary shares and shares entered in a name certificate which is the same share value.</p> <p>Shares of the Company must be fully paid by money or other assets. So that, the Company may issue an ordinary share for any person as if are fully paid because that person give other assets besides money or give permission to use right in literature, art, science, patent, trademark, mould or model diagram, formula or any secret method or propose or give data file regarding experience in industry commercial or science. The Company may issue or sell debenture, convertible debentures, preference shares, preference shares transform into ordinary shares, warrant or any asset under securities and stock exchange law and the Company may convert debentures into ordinary shares or preference shares or may convert preference shares into ordinary shares, so as to, under the laws.</p> <p>Every share shall register on behalf of shareholders in shares registration book</p>	<p>Article 4 Shares of the Company are ordinary shares and shares <u>specified the holder's name</u> which is the same share value.</p> <p>Shares of the Company must be fully paid by money or other assets. So that, the Company may issue an ordinary share for any person as if are fully paid because that person give other assets besides money or give permission to use right in literature, art, science, patent, trademark, mould or model diagram, formula or any secret method or propose or give data file regarding experience in industry commercial or science. The Company may issue or sell debenture, convertible debentures, preference shares, preference shares transform into ordinary shares, warrant or any asset under securities and stock exchange law and the Company may convert debentures into ordinary shares or preference shares or may convert preference shares into ordinary shares, so as to, under the laws.</p> <p>Every share shall register on behalf of shareholders in shares registration book</p>
<p>Article 13 The period of twenty-one (21) days prior to each meeting of the shareholders, the Company may temporarily suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.</p>	<p>Article 13 <u>During the period</u> of twenty-one (21) days prior to each meeting of the shareholders, the Company may temporarily suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.</p>

Existing the Article of Association	Proposed Amendment
<p>Article 23 The Board of Directors meeting shall be attended by at least half of all the directors in order to constitute a quorum.</p> <p>In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.</p> <p>All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting. Each director shall have one vote; however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.</p>	<p>Article 23 The Board of Directors meeting shall be attended by at least half of all the directors in order to constitute a quorum.</p> <p>In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.</p> <p>All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting. Each director shall have one vote; however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.</p> <p><i><u>The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law.</u></i></p>
<p>Article 24 The Chairman or his assignee shall send notices of the summoning of a meeting to the directors at least 7 days prior to such meeting. However, in an emergency case, in order to preserve the right and benefit of the Company, such summoning of meeting may be notified by other means and the meeting date may be fixed sooner than the period of time specified above.</p>	<p>Article 24 The Chairman or his assignee shall send notices of the summoning of a meeting to the directors at least 7 days prior to such meeting. However, in an emergency case, in order to preserve the right and benefit of the Company, such summoning of meeting may be notified by other means and the meeting date may be fixed sooner than the period of time specified above.</p> <p><i><u>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</u></i></p>

The Board's Opinion The Board of Directors recommends Shareholders to approve the amendment to Article 4, 13, 23 and 24 of the Company's Article of Association to be in line with section 60 of Public Limited Companies ACT B.E. 2535 and according to the Order of the Head of the Nation Council for Peace and Order No. 74/2557 Re: Electronic Conferencing

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

9. Other matters (If any)

The Company has fixed the Record Date for the right to attend the meeting and to receive dividend on March 20, 2019. The right to receive dividend, as the case may be, is uncertain as it has not yet been approved by the 2019 Annual General Meeting of Shareholders.

The Company invite shareholders to propose agenda of the 2019 AGM and submit questions or comments concerning the Company's operation in advance, from September 28, 2018 until January 31, 2019. There was **no shareholder proposing the agenda** of the 2019 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 2019 Annual General Meeting of Shareholders, shareholders can send the questions or comments thru the Company's website at www.onetooncontacts.com under "Investor Relations" in subject of "Shareholder's Information" and item "Proposal question and additional agenda concerning the Company's operation in advance of the AGM 2019" or via e-mail: CorporateSecretary@oto.samartcorp.com.

All Shareholders are cordially invited to attend the 2019 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)
Chairman of Executive Committee and Managing Director

Company Secretary Division
Tel: 02-685-1591