

March 27, 2023

Subject	Invitation of the 2023 Annual General Meeting of Shareholders
To	Shareholders of One to One Contacts Public Company Limited
Attachments	<ol style="list-style-type: none">1. Minutes of the 2022 Annual General Meeting of Shareholders2. 2022 Annual Report (56-1 Form One Report) and the financial statements for the year ended December 31, 2022 (QR Code).3. List and profiles of directors due to retire by rotation and nominated for reappointment for another term4. Qualifications of Independent Directors5. Details of remuneration of the Board of Directors and the Sub-Committee for the year 20236. Background of the Auditors for the year 20237. The Company's Articles of Association related to the Shareholders' Meeting8. Proxy Forms9. Details of Independent Directors who can be appointed as proxy by the Shareholders to attend the 2023 Annual General Meeting of Shareholders10. Registration, right to attend the meeting and proxy11. Registering form for attending the Shareholders' Meeting through electronic media (E-AGM)12. Request form for the Physical Annual Report (56-1 Form One Report)13. Guidelines for attending the Shareholders' Meeting through electronic media (E-AGM)

The Board of Directors of One to One Contacts Public Company Limited (the “**Company**”) has resolved to convene the 2023 Annual General Meeting of Shareholders on Tuesday, April 25, 2023 at 1:00 p.m. through electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related laws and regulations, broadcasted from the conference room, 12th Floor, Software Park Building, 99/23 Moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. The meeting agendas are as follows:

Agenda 1 To acknowledge the minutes of the 2022 Annual General Meeting of Shareholders

Facts and Reasons The minutes of the 2022 Annual General Meeting of Shareholders which was held on April 21, 2022 were prepared within 14 days of the meeting date and sent to the Stock Exchange of Thailand (the “SET”) and Ministry of Commerce within the timeframe required by law. The minutes were publicly disclosed on the Company's website (www.onetooncontacts.com) from May 3, 2022 as per the details in **Attachment 1**. Moreover, the Company had provided all shareholders the opportunity to send any issues or objections on such minutes. No shareholders opposed.

The Board's Opinion The Board of Directors considered the minutes of the 2022 Annual General Meeting of Shareholders and opined that it was accurately recorded in accordance with the resolution of the 2022 Annual General Meeting of Shareholders, therefore, it is appropriate to propose to the shareholders' meeting for the acknowledgement of such minutes.

Voting This agenda item is for acknowledgment and thus no resolution is required.

Agenda 2 To acknowledge the Company's operating results for the year 2022

Facts and Reasons In order to comply with Article 34 of the Company's Articles of Association which requires the annual general meeting of shareholders to consider and acknowledge the report of the Board of Directors which presented the Company's operations for the past year. Therefore, the Company had compiled the important matters including the Company's operating results for the year 2022 in the 2022 Annual

Report (56-1 Form One Report), publicly disclosed on the Company's website www.onetoonecontacts.com and the 2022 Annual Report (56-1 Form One Report) is also available to download through the QR Code as follows:



The Board's Opinion The Board of Directors considered the Company's operating results for the year 2022 and opined that it is correct with sufficient disclosure. Thus, it is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2022.

Voting This agenda item is for acknowledgment and thus no resolution is required.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022

Facts and Reasons In order to comply with Section 112 of the Public Limited Company Act, B.E. 2535 (1992) (including its amended) (the "Public Limited Company Act") and Article 34 and 37 of the Company's Articles of Association which requires the Board of Directors to prepare the financial statement (balance sheet) and profit and loss of the Company at the end of the fiscal year in order to propose to the annual general meeting of shareholders for the approval whereby the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the shareholders' meeting. In this regard, the Board of Directors and the Audit Committee considered the financial statement for the year ended on December 31, 2022 which has been audited by the Company's auditor, and opined that it is correct and complete in accordance with Thai Financial Report Standards as shown in the **Attachment 2**, the category of "Financial Statement" of the 2022 Annual Report (56-1 Form One Report), which is summarized as follows:

Items	Amount (Million THB)	
	2022	2021
Total Assets	979.36	1,002.97
Total Liabilities	142.22	98.77
Total Revenue	634.89	657.16
Net Profit (Loss)	(116.22)	55.68
Profit (Loss) per Share	(0.21)	0.17

The Board's Opinion The Board of Directors and Audit Committee considered the Company's financial statements for the year ended December 31, 2022, which was duly audited by the auditor, and is of the view that it is correct, complete and in accordance with Thai Financial Report Standards. Thus, it is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended December 31, 2022.

Voting This resolution must be passed by a majority vote of the Shareholders who attend the meeting and casted their votes.

Agenda 4 To consider and approve the non-appropriation of legal reserves and the omission of dividend payment from the Company's operation in 2022

Facts and Reasons According to the Public Limited Company Act and Article 40 of the Company's Articles of Association, the Company is required to portion a part of the annual net profit as a reserve at not less than 5 percent of the annual net profit, less any accumulated loss brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

The Company has a dividend policy to pay the dividend to the shareholders of not less than 50 percent of net profit after deducting every type of the reserve in the Company's Articles of Association and the laws. However, such dividend payment will be dependent on the investment plans and the expansion of the company's business, the necessities and after taking into consideration the appropriateness.

In addition, the consideration of dividend payment from profits arising from the disposal of investments or fixed assets incurred in the Company or its subsidiaries is at the discretion of the management and the Board of Directors. Taking into account the Company's investment plans and the expansion of the company's business, the necessities, appropriateness, adhering to and complying with the same policy as the Company.

For the fiscal year ended December 31, 2022, the Company had a net loss in the consolidated financial statements of 116.22 million baht, a net loss in the separate financial statements of 134.75 million baht. Therefore, the non-appropriation of legal reserves and omission of dividend payment from the Company's operating results for 2022.

Comparison tables of the dividend payment for the year 2020 and 2022

Details of dividend payment	2022	2021	2020
1. Net Profit (Loss) (THB)	(134,746,147)	31,381,868*	(58,504,585)
2. Number of Shares (Shares)	559,999,995	559,999,995	280,000,000
3. Total dividend of the year (THB/per share)	-	-	0.82
- Interim Dividend No. 1	-	-	0.02
- Interim Dividend No. 2	-	-	0.80
- Final Dividend	-	-	-
4. Total of the dividend in approximately (THB)	No dividend payments	No dividend payments	229,600,000
5. Dividend Payment Ratio (%)	-	-	-392.45

The Board's Opinion The Board of Directors considered the matters and deemed it appropriate to propose to the shareholders' meeting to review and approve the non-appropriation of legal reserves and the omission of dividend payment due to the operating loss.

Voting This resolution must be passed by a majority vote of the Shareholders who attend the meeting and casted their votes.

Agenda 5 **To consider and approve the appointment of the Company's directors to replace those whose terms are ending by rotation**

Facts and Reasons According to the Public Limited Company Act and Article 16 of the Company's Articles of Association which require that at every annual general meeting of shareholders, one-third (1/3) of the directors must retire by rotation from the office. The director who has been in office for the longest shall retire by rotation, but may be re-elected as director again. Therefore, there are four directors listed below who are retired by rotation:

	Name of Directors	Position	Note
1.	Mr. Priyong Teerasathain	Independent Director	
2.	Mr. Chaiwat Phithakraktham	Director	
3.	Ms. Saowanee Khaoubol	Director	Resigned in February
4.	Mr. Panom Ratanarat	Director	Notified non-renewal

The Nomination and Remuneration Committee has provided the opportunity for minority shareholders to nominate qualified candidates to be elected as directors of the Company during the period from October 3, 2022 to Jan 15, 2023 through the news system of the Stock Exchange of Thailand and published on the Company's website. Thereby, there were no nominations from the minority shareholders to be directors of the Company. Therefore, the Nomination and Remuneration Committee, excluding directors with conflicts of interests, has carried out the nomination process by considering candidates with the knowledge, ability, experience and work history, including the vision, morality, ethics and attitude towards the Company, and those who are able to devote sufficient time to the beneficence of the Company. In addition, selecting candidates eligible to be nominated as directors as prescribed by law, the Company's Articles of Association, and the nomination policy for directors and executives as set out in the Company's corporate governance policy. Accordingly, by proposing the appointment of Mr. Priyong Teerasathain and Mr. Chaiwat Phithakraktham to be reappointed as directors for another term. Mr. Priyong Teerasathain has the qualifications to be the independent director and the Board of Directors has considered and opined that such person is capable of performing his duty and offering his opinions independently without the control of the Executives and majority shareholders of the Company, and has the qualifications in according to relevant regulations and has been holding such position as the Company's independent director for a consecutive period not exceeding 9 years from the date of his initial appointment (including the term of office proposed for appointment on this occasion). In addition, the appointment of the candidate to be the Company's directors to replace the two directors who have resigned and who do not wish to renew their terms, respectively, are named as follows:

- 1) Mrs. Nareerat Ngernnamchokhtanarat in place of Ms. Saowanee Khaoubol (Resigned in February, 2023).
- 2) Mr. Sarayut Yimruen in place of Mr. Panom Ratanarat (reported his intentions not to renew his position as the Company's director)

The list and profiles of all four persons are described in **Attachment 3**.

The Board's Opinion The Board of Directors considered with the advice of the Nomination and Remuneration Committee with careful consideration, in accordance with the proper procedure specified by the Company in order to ensure that the nominated persons are qualified as prescribed by the laws and qualification appropriate to the Company's business. It was deemed appropriate to propose the shareholders' meeting to consider and approve the appointment Mr. Priyong Teerasathain and Mr. Chaiwat Phithakraktham to be reappointed as directors for another term and propose the appointment of Mrs. Nareerat Ngernnamchokhtanarat and Mr. Sarayut Yimruen to replace the two directors who have resigned and who do not wish to renew their terms, respectively.

Voting This resolution must be passed by a majority vote of the Shareholders who attend the meeting and casted their votes.

Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for 2023

Facts and Reasons The Company has set the remuneration policy for the Board of Directors and Sub-committees with transparency, in which the remuneration is deemed appropriate, in line with the competitive and industry rate and relevant with the duties and responsibility of each directors. Directors who are responsible for additional duties and responsibilities in the Sub-committee, will receive additional remuneration in proportion to the increased responsibility or duties. The Nomination and Remuneration Committee will determine the initial remuneration and propose the information to the Board of Directors Meeting for consideration before proposing to the shareholders meeting for an approval.

The details for scope of work of the Board of Directors and the Sub-Committee can be accessed in the 2022 Annual Report (56-1 Form One Report) in the "Corporate Governance Structure" under the topic of "Information on the Board of Directors" and "Sub-committees".

The remuneration for the Board of Directors and the Sub-Committees for 2022 was approved following a resolution of the 2022 Annual General Meeting of Shareholders held on April 21, 2022, in the amount not exceeding THB 4,000,000, proportioned into meeting allowances for the Board of Directors and Sub-Committees, and bonus without other benefits. The remuneration paid in 2022, amounted to 1,120,000 baht, details as described in **Attachment 5**.

The Nomination and Compensation Committee has carefully reviewed the remuneration for the Board of Directors and the Sub-Committees and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for Board of Directors and Sub-committees for 2023 of not exceeding THB 4,000,000 which is equal to last year, proportioned into the meeting allowance for each meeting participated by the Board of Directors and Sub-Committees, and bonus* without other benefits. The meeting allowance for each meeting participated by directors was proposed at the same amount as previous year as follows:

Currency: Thai Baht

Meeting allowance (per meeting)	Chairman	Director
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nomination & Compensation Committee	15,000	10,000

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

*Criteria for considering director's bonus

1. The director's bonus shall not exceed 2% of the net profit according to the consolidated financial statements. In this regard, the consideration shall be mainly based on the profit from normal business operations of the Company, the directors' bonus shall not exceed 2% of annual dividend payment whichever is greater;
2. The calculation of the director's bonus and the meeting allowances and other remunerations given to directors for the whole year shall not exceed the amount approved by the general meeting of shareholders;
3. Directors' bonus allocated to directors by the chairman will receive at a rate of 1.25 parts to 1.5 parts (with the Nomination and Remuneration Committee considering it as appropriate), while other directors will receive at the rate of 1 part per person.
4. Directors who are entitled to receive the directors' bonus must hold office until the date that the Board of Directors has approved the annual remuneration payment by considering the proportion of attendance throughout the year.

The Board's Opinion The Board of Directors considered with the advice of Nomination and Remuneration Committee and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for Board of Directors and Sub-committees for 2023 of not exceeding THB 4,000,000 which is equal to last year, proportioned into the meeting allowance for each meeting participated by the Board of Directors and Sub-Committees, and bonus* without other benefits. The meeting allowance for each meeting participated by directors was proposed at the same amount as previous year.

Voting This resolution must be passed by votes of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

Agenda 7 To consider and approve the appointment of the Company's audit and audit fee for 2023

Facts and Reasons In compliance with Section 120 of the Public Limited Companies Act and Article 36 of the Company's Articles of Association which requires that the annual general meeting of shareholders shall consider appointing the auditor and determining the audit fees every year, whereby the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinion on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after at least 5 consecutive fiscal years have elapsed.

The Audit Committee has selected the auditor, PricewaterhouseCoopers ABAS Ltd. and determined the audit fees for 2023 after working together with the management and taking into account the quality, credibility, independence and experience of the auditor, as well as, the appropriate audits fees. Therefore, the Audit Committee proposed to the Board of Directors for consideration and to propose to the Shareholders' Meeting to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for 2023. Thus, any one of the following auditors is the Company's auditor for the year 2023, for auditing and commenting the financial statements of the Company:

Name of Auditor	Auditor's Number	Number of years auditing for the Company
1. Ms. Sanicha Akarakittilap	CPA No. 8470 and/or	Never audit or express an opinion on the Company's financial statements
2. Ms. Nopanuch Apichatsatien	CPA No. 5266 and/or	Never audit or express an opinion on the Company's financial statements
3. Mr. Paiboon Tunkoon	CPA No. 4298	Never audit or express an opinion on the Company's financial statements

The aforementioned auditors have no conflict of interest or connected person with the Company, the Company's subsidiary, the Executive, and the major shareholders or such related person, and may independently investigate and comment on the financial statements of the Company. PricewaterhouseCoopers ABAS Ltd. is well known in the country and internationally, with the international standards and experience to audit the Company's financial statements. The information and details on the auditor proposed for appointment in 2023 are described in **Attachment 6.**

In addition, the Audit Committee deemed it appropriate to fix the audit fees for the year 2023 for the Company in the amount of THB 1,900,000. The comparison of the audit fee of the Company and the Company's subsidiary are as follows:

Details	Proposed Remuneration for PricewaterhouseCoopers ABAS Ltd in 2023.		Proposed Remuneration for EY Office Limited in 2022.	
	Audit Fee (THB)	Other service fees (THB)	Audit Fee (THB)	Other service fees (THB)
The Company	1,900,000	-	1,510,000	100,000
Subsidiary	820,000	-	920,000	-
Overseas Subsidiaries	-	-	USD 2,350	-
Total	2,720,000	-	2,430,000	100,000

The Board's Opinion The Board of Directors with the advice of Audit Committee deemed it appropriate to propose the shareholders' meeting to consider and approve the appointment of any one of the following auditors from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor for the year 2023: (1) Ms. Sanicha Akarakittilap CPA No. 8470 and/or (2) Ms. Nopanuch Apichatsatien CPA No. 5266 and/or (3) Mr. Paiboon Tunkoon CPA No. 4298.

In the that case such auditors are unable to perform their duty, PricewaterhouseCoopers ABAS Ltd shall provide other auditors to audit and inspect the Company's financial statements on behalf of the such auditors, and agreed to propose to the Shareholders' Meeting to determine the audit fee for the year 2023 in the amount of THB 1,900,000 (For the year of 2022 is in the amount of THB 1,610,000)

Voting This resolution must be passed by a majority vote of the Shareholders who attend the meeting and casted their votes.

Agenda 8 To consider and approve the transfer of the Company's business to One To One Professional Company Limited (Subsidiary)

Facts and Reasons The Board of Directors considered and agreed to propose to the shareholders' meeting to consider and approve the transfer of the Company's business to One To One Professional Company Limited (OTP), a subsidiary in which the Company holds 100% of the shares. This is to keep in line with the policy to restructure the Call Center OTO Group to move forward to becoming a Holding Company, creating further opportunities for the Company to grow by expanding through investments in both current and new industries and businesses, domestically and internationally, and/or through subsidiaries.

Business Transfer Policies

- 1) The Company's current customers are to be transferred at the end of contract
- 2) Customers who are unable to be transferred due to the following reasons:
 - ✓ Requiring Certified Standard in provision of service
 - ✓ Require Site Reference
 - ✓ Prohibition of Transfer or Outsource within the contract
- 3) New Contact Center Customers will serviced by OTP
- 4) Capital Cost and Back Office Expenses remain in-house until the changes are made. The Company will collect service fee from OTP within the scope approved by the Audit Committee (AC).

The transfer of business to the subsidiary does not have a notable effect on the Total Assets of the Group Company in any way. However, such business transfer is considered the transfer of a core part of the Company's business and as such, must be conducted in compliance with the Section 107 (2) (a) of the Public Limited Companies Act B.E. 2535 (including its amendment). This resolution must be passed by votes of not less than three-fourths of the total number of votes of the shareholders and proxy holders who attend the meeting.

The Board's Opinion The Board of Directors considered and agreed to propose to the shareholders' meeting to consider and approve the transfer of the Company's business to One To One Professional Company Limited (Subsidiary).

Voting This resolution must be passed by votes of not less than three-fourths of the total number of votes of the shareholders and proxy holders who attend the meeting.

Agenda 9 To consider and approve the addition of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be in line with the Company's additional objectives (according to the attachment)

Facts and Reasons The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the addition of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be in line with the Company's additional objectives. Details are as follows;

Objectives to be amended

Original Objective	Revised Objective
(Article 25) Business operations in the provision of services in the recruitment and training of personnel, sending Company personnel to conduct on-site or external training on customer service and/or various tasks for individuals and other companies.	(Article 25) Business operations in the provision of services in the recruitment and training of personnel <u>by sourcing</u> and sending personnel to conduct on-site or external training on customer service and/or various tasks both <u>domestically and internationally</u> (not a recruitment operation).
(Article 51) Business operations in the provision of services, contracting of services, support manpower and staffing of personnel to perform tasks for individuals and other companies. (not a recruitment operation).	(Article 51) Business operations in the provision of services, contracting of services, support manpower and staffing of personnel to perform tasks both <u>domestically and internationally</u> (not a recruitment operation).

Objectives to be added

1. To operate the business of manufacturing and sale of engines, parts, accessories related to all types of electric vehicles.
2. To operate the business of manufacturing, import, distribution and sale of electric cars, buses and electric vehicles of all types. Including energy storage systems, power generation systems and equipment used with power generations systems. Different types of power generation systems, including the products, parts, accessories and related products.
3. To operate service centers for all types of electric vehicles, providing services on after-sales service, consultation, electric vehicle maintenance and repair for all types of electric vehicles and all types of products as specified. Including the replacement of vehicles, both free of charge or paid.
4. To operate the business of manufacturing, import, distribution, maintenance and repair of electric vehicle chargers and all types of electric vehicles. Including its equipment, parts, components, and electronic and electrical equipment.
5. To operate services offering climate solutions focusing on carbon emissions. Including the planning and implementation of projects to reduce carbon emission in the agricultural sector and land use.
6. To operate services in the procurement, trade, and exchange of carbon credit or create projects to reduce carbon dioxide emissions. This includes the qualification of research data to international standards, assessing the feasibility of projects, preparation of reports and presentations as well as the implementation of projects to reduce carbon emissions.
7. To operate in the power plant business from renewable energy sources such as solar energy, wind power, wave power, geothermal energy and biogas. Including, electricity generation using fuel from biomass or bioenergy from the residues of materials used in agricultural or industrial production from wood for sale to the Electricity Generating Authority of Thailand (EGAT), Metropolitan Electricity Authority(MEA),and/or the Provincial Electricity Authority (PEA).
8. To operate the business of manufacturing and distributing generators. Including, the production and distribution of circuit boards, tools, parts and related equipment in the production of electricity from renewable energy sources and/or fuel.

In this regard, the Board of Directors of the Company proposed to the shareholders' meeting to consider and approve the authorization of the Chief Executive Officer and/or any other person authorized by the Chief Executive Officer to have the power to take any arrangements in relation to the registration of the amendment the change of the Company's objectives and the amendment of the Memorandum

of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

The Board's Opinion The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the addition of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be in line with the Company's additional objective. Including, the authorization of the Chief Executive Officer and/or any other person authorized by the Chief Executive Officer to have the power to perform the aforementioned tasks.

Voting This resolution must be passed by votes of not less than three-fourths of the total number of votes of the shareholders and proxy holders who attend the meeting.

Agenda 10 Other (if any)

The Company has fixed the list of shareholders who have the right to attend the 2023 Annual General Meeting of the Shareholders on March 29, 2023, and the Company has provided the opportunity for shareholders to propose matters for inclusion as the meeting agenda from October 3, 2022 to January 15, 2023. None of the shareholders have proposed any matters to be included in the meeting agenda for the 2023 Annual General Meeting of Shareholders.

If the shareholders wish to send any questions before the meeting date, the shareholders can send the questions through the Company website (www.onetoonecontacts.com) under the topic of "Investors Relations" of "Information of Shareholders" and in the subject of "Question Submission and Agenda Proposal before the 2023 Annual General Meeting or via E-Mail: CorporateSecretary@otocontacts.com

The Company hereby invites the shareholders to attend the 2023 Annual General Meeting through Electronic media (E-AGM) on the day and time as specified on the first page of this invitation. Hereby, join the meeting from 11.30 a.m. onwards.

In the case of the shareholders being unable to attend the meeting by themselves and wish to appoint any person to attend and vote on their behalf in this meeting, please fill out the details and sign the proxy form as in the **Attachment 8** in which the shareholders can choose the proxy such as the independent director of the Company as the name listed with the details in the **Attachment 9**. If the shareholders wish to attend the meeting through electronic media (E-AGM), the Company requires the shareholder or proxy to send the registration form for the 2023 Annual General Meeting through electronic media (E-AGM) as per **Attachment 11** and identification documents to the Email: CorporateSecretary@otocontacts.com within April 20, 2023.

In this regard, the details and instructions for the 2023 Annual General Meeting through Electronic Medias (E-AGM) is in **Attachment 13** and Company Website (www.onetoonecontacts.com) in the 'investor relation' section.

Yours Sincerely,



(Dr. Prakorn Arphaphan)
Chairman of the Board of Directors

Company Secretary
Telephone no. 02-6851591