

# **INVITATION OF THE 2023** ANNUAL GENERAL MEETING OF SHAREHOLDERS

## TUESDAY, APRIL 25, 2023 TIME: 13.00 P.M.

## THROUGH ELECTRONIC MEDIA ( E-AGM )





No. OTO 017/2566

March 27, 2023

Subject	Invita	ation of the 2023 Annual General Meeting of Shareholders
То	Shar	eholders of One to One Contacts Public Company Limited
Attachments	1.	Minutes of the 2022 Annual General Meeting of Shareholders
	2.	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 term
	4.	Qualifications of Independent Directors
	5.	Details of remuneration of the Board of Directors and the Sub-Committee for the year 2023
	6.	Background of the Auditors for the year 2023
	7.	The Company's Articles of Association related to the Shareholders' Meeting
	8.	Proxy Forms
	9.	Details of Independent Directors who can be appointed as proxy by the Shareholders to attend the 2023
		Annual General Meeting of Shareholders
	10.	Registration, right to attend the meeting and proxy
	11.	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	e Boar	d of Directors of One to One Contacts Public Company Limited (the "Company") has resolved to convene the 2023
Annual General Mee	eting o	f Shareholders on Tuesday, April 25, 2023 at 1:00 p.m. through electronic media (E-AGM) in accordance with the
Emergency Decree	on Elec	ctronic Meeting, B.E. 2563 (2020) and other related laws and regulations, broadcasted from the conference room, 12th
Floor, Software Park	Buildi	ng, 99/23 Moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. The meeting agendas are as follows:
Agenda 1 To	ackno	wledge the minutes of the 2022 Annual General Meeting of Shareholders
Facts and Reasons	The n	ninutes of the 2022 Annual General Meeting of Shareholders which was held on April 21, 2022 were prepared within
14 days of the meeti	ng dat	e and sent to the Stock Exchange of Thailand (the "SET") and Ministry of Commerce within the timeframe required by
law. The minutes we	ere pu	blicly disclosed on the Company's website (www.onetoonecontacts.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 <u>www.onetoonecontacts.com</u> 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 <u>Attachment 2</u>, the category of "Financial Statement" of the 2022 Annual Report (56-1 Form One Report), which is summarized as follows:

ltems	Amount (Million THB)		
items	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

<u>Facts and Reasons</u> 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.

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
<ul> <li>3. Total dividend of the year (THB/per share)</li> <li>Interim Dividend No. 1</li> <li>Interim Dividend No. 2</li> <li>Final Dividend</li> </ul>	:		0.82 0.02 0.80
4. Total of the dividend in approximately (THB)	No dividend payments	No dividend payments	229,600,000
5. Dividend Payment Ratio (%)	-	-	-392.45

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

<u>The Board's Opinion</u> 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

<u>Facts and Reasons</u> 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 <u>no nominations from the minority shareholders to be directors of the Company</u>. Therefore, the Nomination and Remuneration Committee, <u>excluding</u> 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 <u>Mr. Priyong</u> <u>Teerasathain</u> and <u>Mr. Chaiwat Phithakraktham</u> 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 <u>Mr. Priyong Teerasathain</u> and <u>Mr. Chaiwat Phithakraktham</u> 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 <u>Attachment 5.</u>

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 <u>equal to last year</u>, 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:

Meeting allowance (per meeting)	Chairman	Currency: Thai Baht 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 <u>no meeting allowance</u> 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, <u>PricewaterhouseCoopers ABAS Ltd.</u> 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 <u>PricewaterhouseCoopers ABAS Ltd.</u> 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 <u>Attachment 6.</u>

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.	
Details	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 Overseas Subsidiaries	820,000		920,000 USD 2,350	-
Total	2,720,000	_	2,430,000	100,000

<u>The Board's Opinion</u> 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
- 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.

<u>The Board's Opinion</u> 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).

<u>Voting</u> 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 <u>individuals and other companies</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 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 <u>Attachment 8</u> 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 <u>Attachment 9</u>. 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 <u>Attachment 11</u> 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 <u>Attachment 13</u> 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



#### Minutes of the 2022 Annual General Meeting of Shareholders One to One Contacts Public Company Limited

**Date, Time and Venue** The meeting was held on April 21, 2022 at 14:00, via an Electronic Meeting. Conducted in accordance with the Emergency Decree on Conference via Electronic Meeting B.E. 2563 and other rules. The meeting was broadcasted from the meeting room, 12th floor, Software Park Building, 99/23 Moo 4, Chaengwattana Road, Khlong Kluea Subdistrict, Pak Kret District, Nonthaburi Province, 11120. Directors, executives, and auditors attended via Electronic Meeting as follows:

#### **Directors attending the meeting**

Chairman of Audit Committee, Chairman of Nominating and Remuneration Committee, Corporate Governance Committee Member     Independent Director, Audit Committee Member     Independent Director, Audit Committee Member	1
2. Dr. Chuket Ounjitti Independent Director, Audit Committee Member	
2 Mr. Battarakit Tachasikarn Indonendent Director Audit Committee Member	2
3. Mr. Pattarakit Techasikarn Independent Director, Audit Committee Member	3
4. Mr. Priyong Teerasathain Independent Director, Chairman of Corporate Governance Committee,	4
Nominating and Compensation Committee Member,	
Risk Management Committee Member	
5. Mr. Kanawuthi Wattanadhirach Director, Chairman of Executive Committee, Chairman of Risk Management	5
Committee, Chairman of Sustainable Management Committee, Nominating	
and Compensation Committee Member, Corporate Governance Committee	
Member, Chairman of the Investment Committee, Chief Executive Officer	
6. Mr. Panom Ratanarat Director	6
7. Mr. Subhasiddhi Rakkasikorn Director	7
8. Mr. Somkit Likitparinya Director	8
9. Ms. Saowanee Khaoubol Director	9
10. Mr. Chaiwat Phithakraktham Director, Executive Committee Member, Risk Management Committee Membe	1
Sustainable Development Committee Member, Investment Committee Member	

There are a total of 10 directors, with all 10 attending the meeting and representing 100% of the total directors.

#### <u>Management</u>

1 Mr Thawee	Udomkitchote	Acting Vice Chief Executive Officer
2. Ms. Warunee	Poodee	Vice President - Operations & Business Support
3. Ms. Reathairat	Thongjarean	Assistant Vice president - Finance & Accounting

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

1.	Ms. Sarinda	Hiranprasertwut
2.	Ms. Chotiros	Chaiprasert

#### Legal Advisor of the Company from Kudan and Partners Co.,Ltd.

1.	Miss Titawan	Thanasombatphaisarn

2. Miss Viparat Timprathuang

The Stock Exchange of Thailand (SET) sent Ms. Darat Wongpraparat, the officer responsible for tracking information on the listed companies to be an observer at the Company's annual general meeting of shareholders.

<u>Preliminary Proceedings</u> Mr. Bundit Pratumta acted as a moderator the meeting and welcomed the directors, shareholders and proxies. Informing the meeting that there were 5 shareholders personally attending the meeting virtually, with share totaling 961,600 shares representing 0.1717 percent of the total number of company shares sold. There were 118 proxies were appointed, representing 402,304,601 shares, representing 71.8401 percent of the total number of company shares sold. There were a total of 123 shareholders, representing a total of 403,266,201 shares, representing 72.0118 percent of the total number of company shares sold. A quorum was formed according to the Company's Articles of Association.



The meeting moderator explained the voting method to the shareholders and the queries for each agenda as follows:

- 1. As this meeting is held virtually, no ballots were printed.
- 2. The system will display the number of shares that the shareholders have the right to vote on the shareholder's screen.
- 3. One share has a right to vote equal to one vote
- 4. Each shareholder only has the one right to vote to agree, disagree or to abstain.
- 5. When counting votes, the Company will deduct the votes from shareholders who disagree, choose to abstain or invalid ballots will be deducted from the total votes of the shareholders attending the meeting and have the right to vote.
- 6. To vote, shareholders will be asked to go to the E-Voting tab to vote for each agenda within the specified time (1 minute). Once you have clicked to vote, there will be a pop-up asking if the vote is confirmed or not, 'Press Ok' to confirm the vote. In the case that the shareholders wish to change their vote, they can do so by voting again. This can only be done if the agenda has not reached a conclusion, as shareholders will not be able to vote or change their votes once a resolution has been reached.
- 7. For attendees via mobile device or tablet, please switch the screen from the Zoom application back to the Chrome app to vote at the E-Voting menu.
- Once the shareholder has finished voting, please return to the E-meeting window on the Zoom application to continue watching the meeting.

The company has given the opportunity to shareholders and the persons who is authorized (proxies) by the Company's shareholders to ask questions related to the agenda under consideration. For those who wish to ask questions, they will have to inform their first name and surname and specify whether the question is coming personally as a shareholder or as a proxy before asking questions each time for the benefit of taking accurate and complete minute meetings. Shareholders who wish to ask questions can do so through the following means:

- 1) The shareholder may ask through the E-meeting window. Go to the participant menu and press the 'Raise Hand' button, and when the MC calls the shareholder's name, the staff will open the mic for the shareholder to ask the question. Then, the shareholder must press to 'Unmute' and turn on the mic on the device.
- Ask question by typing via the chat menu in the E-meeting (Zoom) window by typing the message and sending it. Shareholder may send the question to ABCD Q&A (Title Q&A)

The Company will prepare the minutes of the 2022 Annual General Meeting of Shareholders within 14 days after the meeting has been held and will proceed the share the meeting minutes on the company website. If any shareholder has any objections, he/she must inform the Department of Company Secretary within May 31, 2022. If there is no objection, the Company will deem this and endorsement of the minutes of the 2022 Annual General Meeting of Shareholders as it has been published. Furthermore, the Company has provided the opportunity to the shareholders to propose an agenda for the 2022 Annual General Meeting. By notifying this information through the website of the Stock Exchange of Thailand (SET) and providing details for the process in proposing the agenda and providing a channel to submit questions on the Company's website. No shareholders have proposed any matters, agenda or submitted any inquiry within the specified time period.

The Chairman conducted the meeting in accordance with the meeting agendas as specified in the invitation letter as follows:

#### Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

The Chairman proposed to the meeting to review and acknowledge the Minutes of the General Meeting of Shareholders No.1/2021, convened on September 20, 2021 by assigning the moderator to present details to the meeting as follows:

The Company has prepared the minutes of the meeting within 14 days from the meeting date, which was then sent to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the time specified by the rules and regulations and published the minutes on the company's website at www.onetoonecontacts.com, on October 1, 2021, with the details provided accordingly. In addition, the



Company gave shareholders the opportunity to submit questions or their objections regarding the minutes of the meeting. No shareholders raised objections.

The Board of Directors reviewed the minutes of the General Meeting of Shareholders No.1/2021, affirming that the records were correct and in accordance with the resolutions of the General meeting of Shareholders No.1/2021. Therefore, the Board of Director sees it appropriate to present the minutes to the Shareholders' meeting.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Regardless, no shareholders asked questions and had any comments. The moderator informed the meeting that this agenda is purely for acknowledgement, and therefore had no need to vote.

Resolution: The meeting acknowledged the Minutes of the Extraordinary General meeting of Shareholders No.1/2021.

#### Agenda 2 To acknowledge the Company's operating results for the year 2021

The Chairman proposed to the meeting to review the Company's operating results for the year 2021 and assigned Mr. Tawee Udomkitchot, Acting Deputy Chief Executive Officer to provide a summarized report of the Company's operating results for the previous year.

Mr. Tawee Udomkitchot, Acting Deputy Chief Executive Officer reported to the meeting that in 2021, the Company has a total revenue of 597.4 million baht (excluding other income), a decreasing of 81.4 million baht when compared to the year 2020, resulting from a decrease from service revenue. Total cost amounted to 489.1 million baht, a decrease of 113.3 million baht from 2020. Gross profit for the year 2021 increased by 31.9 million baht. The Company classifies the revenue as follows:

#### 1. Based on type of revenue

In 2021, the Company's share of recurring revenue was at 94 percent, while it had 6 percent non-recurring revenue.

#### 2. Based on type of service

The Company offers 5 type of services. In 2021, the Company earned the highest proportion of its revenue at 62 percent from fully outsourced contact center management services, 25 percent from outsourced customer service representative, 4 percent from outsourced contact center facility, 6 percent from total turnkey solution and 3 percent from contact center management services. With fully outsourced contact center management services representing recurring revenue. The COVID-19 epidemic situation has resulted in the company having a slight decrease in the proportion of revenue from the outsourced contact center facility compared to the previous year.

#### 3. Based on type of customers' business

The Company divided the customers' business into 2 types, government agency and private sector. They were approximately proportioned at 44 percent and 56 percent respectively.

#### 4. Based on term on contract

Most of the Company's customers have a contract term of 1 year, valued at 429 million baht, or 72 percent of the total revenue. 2-3 years contracts, are worth 155 million baht, or 26 percent of the total revenue. 4-5 years contracts, are worth 13 million baht, accounting for 2 percent of the total revenue.

#### Awards

• Award 2022 Thailand Outsourced Contact Center Service Provider of the Year from Frost & Sullivan as a leading organization in the contact center business in Thailand for the 9th year in a row.

#### Quality Assessment of Corporate Governance

- Corporate Governance Assessment results for 2021 were categorized as "Excellent".
- Quality assessment of the Annual General Meeting of Shareholders for the year 2021 from the Thai Investors Association were categorized as "Excellent."



- Selected as a "List of Sustainable Stocks" for the year 2021 (THIS)
- Progress in joining the group on the practices of 'Thai private sector in anti-corruption'.
  - The Company realizes the importance of anti-corruption and has defined the policies and guidelines on anti-corruption and the operating framework to support participation in the Thai Private Sector Collective Action Coalition Against Corruption (CAC) in the future
  - The Company is currently a member of Partnership Against Corruption for Thailand (PACT Network). In which, Thaipat Institute has joined hands with the Action Coalition that recognizes the importance of anti-corruption practices (Anticorruption in Practice) by working in a network called PACT (Partnership Against Corruption for Thailand).

The moderator of the Board of Directors' meeting has reviewed the operating results for the year 2021 and deemed that the information provided was correct and adequate information was disclosed. Therefore, it is deemed appropriate to submit the report on the operating results of 2021 to the shareholders' meeting for acknowledgement.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Regardless, no shareholders asked questions and had any comments. The moderator informed the meeting that this agenda is purely for acknowledgement, and therefore had no need to vote.

#### <u>Resolution</u> The meeting acknowledged the Company's operating results for the year 2021.

#### Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2021

The Chairman assigned Ms. Reathairat Thongjarean, Assistant Vice president – Finance & Accounting to summarize the important matters from the financial statements ended December 31, 2021, and is in accordance with the management's analysis as follows:

#### Statement of Comprehensive Income

In 2021, the Corporate group's total revenue was 597.4 million baht (excluding other income), a decrease of 81.4 million baht or 12 percent compared to the previous year, a decrease from service revenue. Total cost amounted to 489.1 million baht, a decrease of 113.3 million baht or 18.8 percent. Gross profit for 2021 increased by 31.9 million baht or 41.7 percent, while the gross profit margin was at 18.1 percent.

#### **Statement of Financial Position**

As of December 31, 2021, the Corporate group's total assets amounted to 708.7 million baht, an increase of 153.1 million baht or 27.6 percent compared to 2020, mainly from liquid and non-liquid financial assets. The Corporate group had total liabilities of 98.8 million baht, a decrease of 36.5 million baht or 27 percent when compared to the end of 2020, mainly due to a decrease in leasing contracts and other current liabilities.

#### **Financial Ratio**

Financial rations of the Corporate group as at December 31, 2021 are shown below:

Financial ratios	2021	2022
Liquidity Ratio (times)	9.99	7.32
Debt to Equity Ratio (times)	0.11	0.24
Return on Equity (%)	7.59%	-6.83%



Financial ratios	2021	2022
Return on Assets Ratio (%)	6.55%	-5.84%
Gross margin (%)	18.13%	11.26%
Profit margin before financial expenses and income tax (%)	10.70%	-6.83%
Net profit margin (%)	8.47%	-7.13%

Ms. Reathairat Thongjarean, Assistant Director of Accounting and Finance, reported the opinion of the Board of Directors to the meeting, explaining that the Board of Directors and the Audit Committee reviewed the financial statements for the year ended December 31, 2021, in which the Company's auditors have reviewed and agreed that It is accurate, complete and in accordance with the financial reporting standards. Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the financial statements for the year ended December 31, 2021.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Regardless, no shareholders asked questions and had any comments. Therefore, it was requested for the shareholders to approve the financial statements for the year ended December 31, 2021, stating that the resolution in this agenda must be approved through a majority vote of the shareholders attending and casting their votes.

<u>Resolution:</u> The meeting reviewed and reached a resolution to approve the financial statements for the year ended December 31, 2021 with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,266,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,266,201	100

## <u>Agenda 4</u> To consider and approve the non-appropriation of legal reserve and the omission of dividend payment from the Company's operation in 2021

The Chairman assigned Ms. Reathairat Thongjarean to report to the meeting as follows:

According to the Public Company Act B.E.2535 and the Company's Article of Association, the Company shall allocate not less than 5 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 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 addition, the consideration of dividend payment from profit earned from the sale of investments or fixed assets incurred in the Company or its subsidiaries is subject to discretion by the management and the Board of Directors as to whether dividend will be paid. The management and the Board of Director will make a decision 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 the year 2021, the company had a net profit of 31,371,868 baht after deducting accumulated losses in the separate financial statements of the company. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to review and approve the allocation of the statutory reserve amounting to 1,600,000 baht, representing 5.10 percent of net profit after a deduction of the accumulated loss in the Company's separate financial statements for the year 2021 at the rate prescribed by law and to approve to refrain from paying dividends for the year 2021 to shareholders due to the company's business expansion.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Regardless, no shareholders asked questions and had any comments. Therefore, shareholders were asked to vote to the approve the allocation of the statutory reserve and to refrain from paying dividends for the Company's operating results for the year 2021. The moderator informed that the resolution in this agenda must be approved through a majority vote of the shareholders attending and casting their votes.

<u>Resolution</u> The meeting reviewed and reached a resolution to approve the allocation of statutory reserves and the refrainment from paying dividend for the Company's operating results for the year 2021 with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,258,801	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,258,801	100

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

The Chairman assigned the moderator to report to the meeting as follows:

According to the Public Company Act B.E.2535 and 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 three directors will retire by rotation in this year:

Name	Position
1. Dr. Pakorn Apaphant	Independent Director
2. Mr. Subhasiddhi Rakkasikorn	Director
3. Mr. Somkit Likitparinya	Director

# CONTACTS

To comply with the Good Corporate Governance Policies, the three stakeholders have notified their intentions to not participate in this agenda. The Chairman assigned Mr. Kanawuthi Wattanadhirach to preside as the chairman of the meeting until this agenda has reached its resolution.

The Nominating and Remuneration Committee except for directors who are involved, has reviewed and assessed the qualifications of directors in compliance with the related rules and regulations of the company. After the assessment according to the policies for directors and high-level executives set out in the Company's corporate governance policy, after reviewing the 3 directors who retired by rotation, namely, (1) Dr. Pakorn Apaphant, (2) Mr. Subhasiddhi Rakkasikorn, (3) Mr. Somkit Likitparinya, the agenda moves to consider the appointment of the directors to be re-elected for another term. Those directors 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. Dr. Pakorn Apaphant is a qualified as an independent director. As such, is able to express his opinions independently and not under any influence or control of the management or shareholders of the Company. Furthermore, he has the qualifications in accordance with the relevant criteria and has held the position of independent director of the Company for 9 consecutive years from the date of first appointment. (Included in the agenda on the appointment of the directors, the name and experiences of the directors to retire by rotation and to be nominated to be re-elected as a director for another term)

The Board of Directors has reviewed and assessed the appointment according to the recommendations of the Nominating and Remuneration Committee. Through careful consideration, to ensure that the nominated persons are qualified for the Company's business, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to review and approve the appointment of 3 directors who retired by rotation to be re-elected for another term, namely, (1) Dr. Pakorn Apaphant, (2) Mr. Subhasiddhi Rakkasikorn, (3) Mr. Somkit Likitparinya.

Dr. Pakorn Apaphant is a qualified as an independent director. The Board of Directors assessed that he is able to express his opinions independently and in accordance with the relevant rules and regulations. Furthermore, he has held the position of independent director of the Company for 9 consecutive years from the date of first appointment. (Include the agenda that has been proposed,)

Therefore, the directors involved did not participate in this agenda. In agenda, the Company has provided the opportunity for shareholders to nominate a person to be considered for election as a director. For the 2022 Annual General Meeting of Shareholders', from December 1, 2021 to January 31, 2022, no shareholder has nominated any persons to be considered for the director position.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Regardless, no shareholders asked questions and had any comments. Therefore, shareholders were asked to vote on appointing the individual directors. The moderator informed that the resolution in this agenda must be approved through a majority vote of the shareholders attending and casting their votes.

<u>Resolution</u>: The meeting reviewed and reached the resolution to approve the re-appointment of the directors who retired by rotation, to return to serve as a director for another term with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100

1) Dr. Pakorn Apaphant Independent Director



#### 2) Mr. Subhasiddhi Rakkasikorn Director

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,266,201	100
Disapproved	0	0
Abstained	100,000	0
Invalid Ballots	0	0
Total	403,266,201	100

#### 3) Mr. Somkit Likitparinya Director

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,321,201	100
Disapproved	0	0
Abstained	45,000	0
Invalid Ballots	0	0
Total	403,321,201	100

#### Agenda 6 To consider and approve the remuneration of the Board of Directors and Sub-committees for 2022

The Chairman assigned the moderator to report to the meeting as follows:

The Company policy for 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 appropriate to the duties and responsibilities of each director. The directors who have been assigned additional duties and responsibilities in the sub-committees will receive additional compensation appropriately with the increased responsibility, in which the Nominating and Remuneration Committee will determine initially. Then, the committee will present the information to the Board of Directors' meeting to be reviewed, before proposing to the shareholders' meeting for approval. The details and scope of authority and duties of the Board and Subcommittees can be viewed in the 2021 Annual Report (Form 56-1 One Report), in the "Corporate Governance Structure", under the header, "Board of Directors" and "Information about the Board of Directors and Information about Subcommittees"

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and subcommittees 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 Subcommittees for 2022 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 : THB

Meeting allowance (per Meeting)	Chairman	Chairman
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nomination and Remuneration Committee	15,000	10,000

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

\*Criteria for the consideration of a director's pension

- Provide director's remuneration at no more than 2 percent of the net profit according to the consolidated financial statement. Or, provide remuneration at no more than 2 percent of the annual dividend payment, whichever is greater.
- 2) Calculate the directors' remuneration and when combined with meeting allowances and other additional remunerations given to directors for the whole year, must not exceed the amount approved by the general meeting of shareholders.
- 3) Director's remuneration will be allocated to the directors. The Chairman will receive a ratio of 1.25 : 1.00 or 1.5 : 1.00 (the ratio which the Nominating and Remuneration Committee considers appropriate)
- 4) Directors who are entitled to received remunerations must hold their position until the date that the Board of Directors has approved the annual remuneration payment by considering the attendance throughout the year.

The Board of Directors has considered the recommendations of the Nominating and Compensation Committee and proposed to fix the remuneration of the Board of Directors and Subcommittees for 2022 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.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. Regardless, no shareholders asked questions and had any comments. Therefore, the shareholders were asked to vote on the approval of the Board of Directors' and Subcommittees' remuneration for the year 2022. The moderator informed that the resolution in this agenda must be approved through a majority vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending and casting their votes.

<u>Resolution:</u> The meeting approved the remuneration of the Board of Directors and subcommittees for 2021 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance and bonus without other benefits. The meeting allowance for each meeting participated of the Board of directors and subcommittees was approved at the same amount as previous year as follows:

	Meeting allowance (Baht/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 Remuneration Committee	15,000	10,000



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

	1	
Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100

The meeting reached a resolution to approve with the following votes:

#### Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2022

The chairman assigns the moderator to report to the meeting. The meeting moderator reported to the meeting that to comply with Section 120 of the Public Company Act. and Article 36 of the Company's Articles of Association, which stipulates that the annual general meeting of shareholders consider appointing an auditor and determine the auditor's remuneration every year by appointing an auditor may appoint the same auditor again. according to the announcement of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions, and Methods for Reporting Disclosures of Information on Financial Positions and Operations of Securities Issuing Companies (including any amendments) requiring listed companies to arrange for the rotation of auditors In the event that any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for the past 7 fiscal years, whether in succession or not. The Company may appoint that auditor to be the Company's auditor. only after the expiration of at least 5 consecutive fiscal years

The Audit Committee has conducted the selection of auditors for the year 2022 according to the specified process. and proposed to the Board of Directors for consideration. to present to the shareholders' meeting Consider appointing an auditor from EY Office Company Limited to be the auditor for the year 2022 of the Company because EY Office Company Limited has audited the Company's financial statements. and subsidiaries effectively can always give useful advice to the company also no relationship or interest in the company, subsidiaries, executives, major shareholders or any person related to such person in any way are independent in auditing and express an opinion on the Company's financial statements. It is also a company that has been recognized both in country and international and have a standardized team and have experience in auditing the company's financial statements are good. In this regard, one of the following auditors is required to audit and express an opinion on the Company's financial statements.

list of auditors	Certified Public Accountant No.	Number of years of auditing for the company
1. Ms. Siriwan Suratepin	CPA No. 4604 and/or	3 years (2561-2563)
2. Mrs. Sarinda Hirunprasurtwutti	CPA No. 4799 and/or	1 year (2568-2560 and 2564)
3. Ms. Siriwan Nitdamrong	CPA No. 5906	Has never been an auditor for the company.

In addition, the Audit Committee has agreed to propose the audit fee for the year 2022 in the amount of 1,510,000 baht. The company did not pay any other fees to the auditors for the special audit during the past year. In this regard, the Company will arrange for the



subsidiary to appoint an auditor from the same office to be the auditor of the subsidiary in Thailand as well. The company pays the audit fees to other audit firms in that country.

	Compensation proposed for the year 2022		Compensation proposed for the year 2021	
Details	Audit fee (Baht)	Other service charges (Baht)	Audit fee (Baht)	Other service charges (Baht)
Company	1,510,000	_	1,460,000	_
Subsidiaries	450,000	-	300,000	-
Overseas Subsidiaries	USD 2,350	-	USD 2,850	_
Total	1,960,000	_	1,760,000	_

#### Comparison of the Company's audit fees and its subsidiaries are as follows:

In this regard, the Board of Directors has considered in accordance with the recommendation of the Audit Committee and deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of one of the following auditors: From EY Office Company Limited to be the auditor for the year 2022 as follows:

(1) Ms. Siriwan Suratepin	CPA No. 4604 and/or
(2) Ms. Sarinda Hirunprasurtwutti	CPA No. 4799 and/or
(3) Ms. Siriwan Nitdamrong	CPA No. 5906

In the event that the aforementioned auditors are unable to perform their duties, EY Office Company Limited shall procure another certified public accountant of the Office to audit the accounts. and can express opinions on the Company's financial statements on behalf of the auditors. and deems appropriate to propose to the shareholders' meeting to determine the audit fee for the year 2022 in the amount of 1,510,000 baht (year 2021, the amount of 1,460,000 baht).

The meeting moderator gave the shareholders an opportunity to ask questions or express their opinions. and when no shareholder asked or expressed additional opinions therefore asked the meeting to vote on appointing an auditor and determine the audit fee for the year 2022. He informed the meeting that the resolution in this agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

<u>Resolution</u>: The meeting has considered and resolved to approve the appointment of one of the following auditors from EY Office Company Limited as the Company's auditor for the year 2022 by approving the audit fee for the year 2022 in the amount of 1,510,000 baht.

1. Ms. Siriwan Suratepin	CPA No. 4604	and/or
2. Ms. Sarinda Hirunprasurtwutti	CPA No. 4799	and/or
3. Ms. Siriwan Nitdamrong	CPA No. 5906	

In the event that the aforementioned auditors are unable to perform their duties, EY Office Company Limited procures other certified public accountants of the office to audit the accounts. and can express opinions on the Company's financial statements on behalf of the auditors.

The shareholders' meeting resolved to approve with the following votes:



Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100

<u>Agenda 8</u> To consider and approve the reduction of the registered capital of the Company in the amount of 5 baht from the registered capital of 840,000,000 baht to 839,999,995 baht by cutting off 5 unsold registered shares with a par value of 1 baht per share and amending the Memorandum of Association Clause 4 to in accordance with the reduction of the company's capital.

The chairman assigns the moderator to report to the meeting as follows:

In order to comply with the Public Limited Companies, Act B.E. 2535, Section 136 states that a public limited company will increase its capital from the registered amount by issuing more new shares. And it can be done when all shares have been sold and paid for the shares in full. unless the remaining shares are shares issued to support convertible bonds or warrants to purchase shares For the above reasons therefore proposed to the shareholders' meeting to consider and approve the reduction of the registered capital of the Company in the amount of 5 baht from the registered capital of 840,000,000 baht to 839,999,995 baht by cutting off 5 unsold ordinary shares with a par value of 1 baht per share, which It is the remaining shares from the capital increase to be issued and offered to the existing shareholders in proportion to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2564 and amendment to Clause 4 of the Memorandum of Association to be consistent with the reduction of the Company's capital as follows:

Article4.	Registeredcapitalamount	:	839,999,995 baht	(Eight hundred thirty-nine million nine hundred ninety-nine thousand nine hundred ninety-five baht)
	divided into	:	839,999,995 shares	(Eight hundred thirty-nine million nine hundred ninety-nine thousand nine hundred ninety-five shares)
	par value	:	1.00 baht	(one baht)
	divided into			
	common stock	:	839,999,995 shares	(Eight hundred thirty-nine million nine hundred ninety-nine thousand nine hundred ninety-five shares)
	Preferred shares	:	-do not have-	-

In this regard, 280,000,000 ordinary shares remain to support the exercise of the warrants to purchase ordinary shares of One To One Contacts Public Company Limited to the existing shareholders No. 1 (OTO-W1).

In addition, the Board of Directors agrees to propose to the shareholders' meeting to consider and approve the authorization of Chief Executive Officer and/or any other person appointed by The Chief Executive Officer has the power to register the capital increase and



amend the Memorandum of Association at the Department of Business Development. Ministry of Commerce as well as having the power to take any actions necessary to comply with the order of the Registrar to complete the registration process.

The Board has considered deemed appropriate to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's capital including the authorization of Chief Executive Officer and/or any other person appointed by The Chief Executive Officer has the authority to perform the above actions in all respects.

The meeting moderator gave the shareholders an opportunity to ask questions or express their opinions. and when no shareholder asked or expressed additional opinions therefore asked the meeting to vote This must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

<u>Resolution</u> The meeting considered and resolved to approve the reduction of the registered capital of the Company in the amount of 5 baht from the registered capital of 840,000,000 baht to 839,999,995 baht by cutting off 5 unsold registered ordinary shares with a par value of 1 baht per share and amending the Memorandum of Association. 4 to comply with the company's capital reduction The shareholders' meeting resolved to approve with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100

<u>Agenda 9</u> To Consider and approve the increase of registered capital of 55,000,005 baht from the registered capital of 839,999,995 baht to a registered capital of 895,000,000 baht by issuing 55,000,005 new ordinary shares with a par value of 1 baht per share and amending the Memorandum of Association Clause 4 to comply with the increase company capital.

The chairman assigns the moderator to report to the meeting as follows:

Due to the Company's plan to increase its capital for the issuance and allotment of newly issued ordinary shares through a general mandate, the Board of Directors considered it appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of 55,000,005 baht from the original registered capital of the amount of 55,000,005 baht, 839,999,995 baht, a registered capital of 895,000,000 baht by issuing 55,000,005 new ordinary shares with a par value of 1 baht per share. and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital as follows:

Article4.	Registeredcapitalamount	:	895,000,000 baht	(Eight hundred ninety-five million baht)
	divided into	:	895,000,000 shares	(Eight hundred ninety-five million shares)
	par value	:	1.00 baht	(one baht)
	divided into			
	common stock	:	895,000,000 shares	(Eight hundred ninety-five million shares)
	Preferred shares	:	-do not have-	-



In addition, the Board of Directors agrees to propose to the shareholders' meeting to consider and approve the authorization of Chief Executive Officer and/or any other person appointed by The Chief Executive Officer has the power to register the capital increase and amend the Memorandum of Association at the Department of Business Development. Ministry of Commerce as well as having the power to take any actions necessary to comply with the order of the Registrar to complete the registration process.

The Board has considered deemed appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's capital increase including the authorization of Chief Executive Officer and/or any other person appointed by The Chief Executive Officer has the authority to perform the above actions in all respects.

The meeting moderator gave the shareholders an opportunity to ask questions or express their opinions. and when no shareholder asked or expressed additional opinions therefore asked the meeting to vote This must be approved by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.

<u>Resolution</u> The meeting considered and resolved to approve the increase of registered capital in the amount of 55,000,005 baht from the registered capital of 839,999,995 baht to a registered capital of 895,000,000 baht by issuing 55,000,005 new ordinary shares with a par value of 1 baht per share and amending the Memorandum of Association Clause 4 to in accordance with the company's capital increase The shareholders' meeting resolved to approve with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100

#### Agenda 10 To consider and approve the allocation of newly issued ordinary shares through a general mandate

The chairman assigns the moderator to report to the meeting. The meeting moderator reported to the meeting that The Board of Directors considered and agreed to propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares under a general mandate of not more than 55,000,005 shares with a par value of 1 baht per share to offer shares to a private placement. (Private Placement)

However, the price to be offered to the private placement must be the best price according to the market conditions during the offering to investors. This is for the best interests of the Company and its shareholders. which must not be considered a low price according to the price criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand. In addition, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors. Has the authority to take any action in relation to the issuance, offering, allotment and subscription of such newly issued ordinary shares

However, after the offering of the Company's newly issued ordinary shares to a private placement by means of a general mandate The Company's paid-up capital in addition must not exceed 10% of the paid-up capital as of the date of the Board of Directors. resolved to increase the capital through a general mandate (General Mandate) by allocation of such capital increase shares to be completed within the date the company convenes the next annual general meeting of shareholders or within the date required by law Arrange the next annual general meeting of shareholders, whichever is the earliest. The details of the allocation of newly issued ordinary shares are in accordance with the attachment.7



The Board has considered It is therefore appropriate to propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares through a general mandate, including authorizing the Board of Directors to perform various actions, above in all respects

The meeting moderator gave the shareholders an opportunity to ask questions or express their opinions. When no shareholder asked or expressed additional opinions therefore asked the meeting to vote which must be approved by a majority vote of the shareholders who attend the meeting and vote.

<u>Resolution</u> The meeting considered and approved the allocation of newly issued ordinary shares through a general mandate. The shareholders' meeting approved with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,101	100
Disapproved	100	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100

# <u>Agenda 11</u> To consider and approve the revision of the Company's objectives and approve the amendment of Clause 3 of the Memorandum of Association to comply with the change of the Company's objectives (as the attachment).

The chairman assigns the moderator to report to the meeting as follows:

The Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the increase in the Company's objectives. and approve the amendment of Clause 3 of the Memorandum of Association to be in line with the increase in the Company's objectives, summarized as follows:

- 1) Editing the text as it appears in red letters in the Company's objectives No. 1 and No. 25
- 2) Adding 14 more objectives from the existing 42 items, totaling 56 items.

Details are as follows.

Original Objectives	<u>Revision</u> Objectives
(1) buy, supply, receive, rent, leasing, acquire the ownership, adjust, use, and managing the property upon the legal fruit of the property.	(1) Purchase, <b>Sell</b> , Supply, lease, leasing, <b>sub-lease</b> , take ownership, adjust, use, <b>rent</b> , <b>sub-lease</b> and otherwise manage any property covering the legal fruit of the property.
(25) To operate the business of hiring and providing services by sending the company's employee to conduct training service to individuals, juristic person, both inside and outside.	(25) To operate business of hiring and providing training services by sending the company's employee to conduct training services <i>and/or other works</i> to individual, juristic person, in both outside and outside.

#### Amended Objective

(1)	To operate business of training institution, Informal Schools, Formal school, Tutoring School, Vocational training School, Arts School (once authorized by the relevant authorities)
(2)	To operate business of technology services, engineering, architecture, including science.



- (3) To operate business of software writing services, software development, including software writing tutorials.
- (4) To provide online gaming services (E-sports), provide games or provide information about internet gaming (not direct sales or direct markets).
- (5) Selling game equipment, including tools and equipment for used in game.
- (6) To operate online E-sports business, organize electronic sports events, sponsor or conduct activities related to Esports, as well as provide services and supply of equipment materials and/or computer systems for E-sports' service.
- (7) To operate business of a service of sending and recruiting staff and/or E-sports players to participate in a tournaments and/or e-sports at homebased and abroad.
- (8) To operate business of selling, transferring or give permission others to have rights in trademarks, property industry, copyrights, patents, concessions or privileges which the company has legal rights to a person or juristic person.
- (9) To operate business of service, contracting provide, seeking, sending staff to perform various tasks to persons, juristic persons (not employment).
- (10) To operate the business of providing electronic payment services under the Law on Supervision and Provision of Services, Electronic Payments and any other applicable laws and instead provide payment services.
- (11) To operates business of the adjustment of technology for all kinds of applications, including trading of computers and computer equipment. Computer System Development, Improvement of computer program systems as well as internetrelated transactions.
- (12) To place an order and sell Electronics, Electronic monitoring instruments, photocopiers, meters and recording of current flow in electrical circuits Electronic, Counting Machine, Mold Plate Making Machine, Machine used with computers, including all kinds of spare parts and equipment.
- (13) To operate the business of storing, collecting, making, publishing, and publishing statistics of agricultural information, commercial industry, finance, Marketing and analysis and evaluation of business operations
- (14) To conduct a research, develop, collect and process the information technology to increase knowledge and expertise, and also conduct business related to metaverse or any meta-versatility investments, including providing data collection, processing services. Monitor and verify information on the centralized network of Block chain electronic transactions.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the increase in the Company's objectives. and approve the amendment of Clause 3 of the Company's Memorandum of Association to be in line with the increase in the Company's objectives including authorizing the Chief Executive Officer and/or any other person appointed by the Chief Executive Officer to take any necessary action to comply with the Registrar's order to complete the registration process

The meeting moderator gave the shareholders an opportunity to ask questions or express their opinions. When no shareholder asked or expressed additional opinions therefore asked the meeting to vote which must be approved by a vote of not less than three-fourths of the votes of the shareholders who attended the meeting and had the right to vote.

<u>Resolution</u> The meeting considered and approved the amendment of the Company's objectives. and approve the amendment of Clause 3 of the Company's Memorandum of Association to be in line with the increase in the Company's objectives The shareholders' meeting resolved to approve with the following votes:

Vote	No. of Vote	Percentage (%) of the total number of votes of shareholders who attended the meeting and voted
Approved	403,366,201	100
Disapproved	0	0
Abstained	0	0
Invalid Ballots	0	0
Total	403,366,201	100



#### Agenda 12 Other business (if any)

The chairman gave the shareholders an opportunity to propose other matters for consideration, including further inquiries or comments It appears that no shareholder asked any questions, or propose any other matter for consideration. The chairman then adjourned the meeting at 3:36 p.m.

.....

(Dr. Pakorn Apaphant) Chairman

#### List and profiles of directors due to retire by rotation and nominated for reappointment for another term

#### Mr. Priyong Teerasathain

Age: 55 Years

Current position: Independent Director / Chairman of Corporate Governance Committee /

Nominating and Compensation Committee Member / Risk Management Committee Member

Proposed Position : Independent Director

No. of shareholding : - None-

Term of Directorship in the Company: 2 year (Appointment Date: March 8, 2021)

Relationship : - None-

#### Education :

- Bachelor of Business Administration in Accounting, Ramkhamhaeng University
- Bachelor of Laws (Bachelor Program), Thammasat University

#### Training

Director Accreditation Program (DAP 190/2022)Thai Institute of Directors Association (IOD)

Position in others listed companies : (1 ltem)

2022 – Present	Assistant Managing Director of Supervision	Pi Securities PLC.
	and inspection	

Position in non-listed companies : - None-

#### Position in other companies which materially compete directly or have any related business with the Company

(possible conflict of interest) : - None-

#### Working Experiences :

2020 – 2022	Senior Director of Internal Audit	XSpring Capital PLC. Kingsford Securities PLC.
	Managing Director of Supervision and inspection	0
	Managing Director of Supervision and inspection	Country Group Securities PLC.
	Director of Operations Supervision and Inspection	Classic Gold Futures Co., Ltd.
	Department	
	Senior Director of Internal Audit	KTB Securities (Thailand) Co., Ltd.
	Manager of Operations Supervisor	United Securities PLC.
	Supervisor of Marketing Department	Tax Research Center
	Auditor Level 5, Supervisory Audit Department	Financial Sector Restructuring Authority
	and Allocation of Cash Back	
	Audit staff	ASuprederm International Co., Ltd.
Meeting attendance	e for 2022	

	0	
•	Board of Directors' meeting	7/7 times
٠	Nominating and Compensation Committee meeting	3/3 times
•	Audit Committee meeting	2/2 times
•	Risk Management Committee meeting	2/2 times

Expertise: Organization Management and Accounting

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



#### List and profiles of directors due to retire by rotation and nominated for reappointment for another term

#### Mr. Chaiwat Phithakraktham

Age: 37 Years

Current position : Director / Executive Committee Member / Investment Committee Member

Risk Management Committee Member / Sustainable Development Committee Member

Proposed Position : Director

No. of shareholding : - None -

Term of Directorship in the Company: 2 year 3 month (Appointment Date: December 14, 2020)

#### Relationship : - None -

#### Education:

- Master's Degree of Business Administration (Management), Rajamangala University of Technology
- Bachelor's Degree of Business Administration (Marketing), Suan Dusit University

#### Training

• Director Accreditation Program (DAP 184/2021), Thai Institute of Directors Association (IOD)

Position in others listed companies : - None-

#### Position in non-listed companies : (2 Item)

2021 – Present	Director	One to One Professional Co., Ltd.
2021 – Present	Director	Inno Hub Co., Ltd.

Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest) : - None -

#### Working Experiences :

2022 – Mar 2023	Director	Phygital Space Development Co., Ltd.
2021 – 2022	Director	Insight Media Group Co., Ltd.
2017 – 2020	Assistant Manager of Asset Administration, and information	Nex Point PLC.
2016 – 2017	Assistant Manager	Inter Far East Cap Management Co., Ltd.

#### Meeting attendance for 2022

•	Board of Directors' meeting	7/7 times
٠	Executive Committee meeting	3/13 times
•	Investment Committee meeting	6/6 times
•	Risk Management Committee meeting	2/2 times
٠	Sustainable Development Committee meeting	4/4 times

#### Expertise : Business Investment and Marketing

**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

#### Mr. Sarayut Yimruen

Age: 49 Years

Current position : -

Proposed Position : Director

No. of shareholding : - None -

Relationship : - None -

Education:

- Master's Degree of Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor's Degree of Faculty of Business Administration (Cost Account), Rajamangala University of Technology Phra Nakhon

Training : - None -

Position in others listed companies : - None-

Position in non-listed companies : - None-

Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest) : - None -

#### Working Experiences :

Director of Accounting Group	Siam Part Products Co., Ltd.
Accounting Manager	Patum Rice Mill and Granary Co., Ltd.
Assistant Auditor	Dr.Virach & Asscociates Office Co., Ltd.
Special Lecturer	Chaopraya University
Special Lecturer	Ratchathani University
Special Lecturer	Burapha University
Special Lecturer	Southeast Asia University
Lecturer	Rajamangala University of Technology Phra Nakhon
Lecturer	Silpakorn University
Expertise : Accounting and Administration	



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

Mrs. Nareerat Ngernnamchokhtanarat

Age: 53 Years

Current position: -

Proposed Position : Director

No. of shareholding : - None -

Relationship : - None -

Education :

- Master's Degree of Business Administration Program in Management, Kasetsart University
- Bachelor's Degree of Business Administration Program in Advertising and PR, Ramkhamhaeng University

Training : - None -

Position in others listed companies : - None-

Position in non-listed companies : - None-

Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest) : - None -

Working Experiences :

2018 – Present	Chief Executive Officer	Suvarnabhumi Asset Management Co., Ltd.
2001 – Present	Managing Director	QTCG Co., Ltd.
1998 – 2001	Purchasing Manager	Thai Compressor Manufacturing Co., Ltd.
1991 – 1998	Head of Purchasing	Ekarat Generator Co., Ltd.

**Expertise :** Business Administration and Management



#### 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:-

- Holding no more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder; or controlling person of the Company, including the shares held by related persons of the independent director;
- Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person
  of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person
  of the Company unless the foregoing status has ended for at least two years prior to the date of appointment;
- Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or 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.;

The business relationship under first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount staring from three percent of the net tangible assets of the applicant or from twenty million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the notification of the Capital Market Supervisory Board Re: Rules on execution of related party transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person;

- 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,

Mr. Priyong Teerasathain are 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 Mr. Priyong Teerasathain
4	Halding of OTO andiagry charge (as at March 1, 2002)	Mil. Filyong Teerasatilain
1.	<ul> <li>Holding of OTO ordinary shares (as at March 1, 2023)</li> <li>No. of shares</li> <li>% of the total number of voting rights of the Company</li> </ul>	None
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;	None
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;	None
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.;	None
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;	None
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;	None
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;	None
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;	None
9.	Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.	None

#### The Remuneration of the Board of Directors and Committees for 2023

The Nomination and Remuneration Committee has deliberately considered the remuneration of directors and the sub-committee for an appropriateness and comparing with the same type of business industry including the business expansion and the Company's business growth, and thus deemed it appropriate to propose for an approval of the remuneration of the Board of Directors and Sub-committees for 2023 in the amount not exceeding THB 4,000,000, **which is equal to the last year**, consisting of the meeting allowance for each meeting participated of the Board of directors and Sub-committees, and bonus without other benefits. The meeting allowance for each meeting participated of directors was proposed at the same amount as previous year as follows:

		Unit : THB
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 and Remuneration Committee	15,000	10,000

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

#### Actual payment of the remuneration for 2022 was Baht 1,120,000 as follows:

Directors		Cash Remuneration					
		Meeting Allowance <sup>(1)</sup> (Baht)				Performance	Total
	Directors	Board of Directors <sup>(2)</sup>	Audit Committee	Nominating & Compensation Committee	Corporate Governance Committee	Bonus (Baht)	Amount (Baht)
1.	Dr. Pakorn Apaphant Chairman / Independent Director	140,000	80,000	60,000	20,000	-	300,000
2.	Dr. Chuket Ounjitti Director / Independent Director	70,000	40,000	-	-	-	110,000
3.	Mr. Pattarakit Techasikarn Director / Independent Director	70,000	40,000	-	-	-	110,000
4.	Mr. Priyong Teerasathain Director / Independent Director	70,000	-	30,000	30,000	-	130,000
5.	Mr. Kanawuthi Wattanadhirach Director	70,000	-	40,000	20,000	-	130,000
6.	Mr. Panom Ratanarat Director	70,000	-	-	-	-	70,000
7.	Mr. Chaiwat Phithakraktham Director	70,000	-	-	-	-	70,000
8.	Mr. Subhasiddhi Rakkasikorn Director	70,000	-	-	-	-	70,000
9.	Ms. Saowaneei khaoubol Director	70,000	-	-	-	-	70,000
10.	Mr. Somkit Likitparinya <sup>(3)</sup> Director	60,000	=	-	-	-	60,000
	Total	760,000	160,000	130,000	70,000	-	1,120,000

#### <u>Remark</u>

<sup>(1)</sup> There is no remuneration paid to Executive Board Committee, Risk Management Committee, Sustainable Development Committee and Investment Committee.

<sup>(2)</sup> The 2022 meeting allowance was for 7 meetings of the Board of Directors

<sup>(3)</sup> The Board of Directors meeting no.1/2022 that was held on January 14, 2022, appointed to be as director.

1)	Name	:	Ms. Sanicha Akara	akittilap		
,						
	Age	:	41 years			
	Certified Public Accountant (Thailand) No. : 8470					
	Date of Certif	fied Public Accour	ntant (Thailand)	:	1 October 2006	
	Current posit	tion :	Partner			
	Company	Company : PricewaterhouseCoopers ABAS Company Limited.				
	Length of se	rvice :	20 Year			
	Education an	nd training:	- Bachelor's Degr	ree in Accou	nting, Kasetsart University	
	Work experie	ence :	- Khun Sanicha h	as been wor	king with PwC for 20 years.	
	Signatory of	f financial stateme	nts of One to One C	ontacts Pub	lic Company Limited :	
	- None –					
	Shareholding structure in the Company :					
	- None –					
	Interests oth	ner than provision	of audit service to t	he Company	// subsidiaries/ associates or juristic persons which may lead	
	to conflicts	and thwart indepe	ndence :			
	- None -					
	Contact deta	ails				
	Email :	sanicha.akarakitt	lap@pwc.com			
	Phone :	082-894-6154				

2)	Name	:	Ms. Nopanuch Apichatsatien				
	Age	:	49 years				
	Certified Public A	ccountant (Th	ailand) No. : 5266				
	Date of Certified P	Public Account	tant (Thailand) : 1 April 1997				
	Current position	:	Partner				
	Company	:	PricewaterhouseCoopers ABAS Company Limited				
	Length of service	29 year					
	Education and tra	ining:	<ul> <li>Master's Degree in Business administration, Thammasat University</li> <li>Bachelor's Degree in Accounting, Thammasat University</li> </ul>				
	Work experience	:	- Khun Nopanuch has been working with PwC for 29 years.				
	Signatory of financial statements of One to One Contacts Public Company Limited : - None –						
	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						
		banuch.apichats 1-847-0214	satien@pwc.com				
		1-04 <i>1-</i> 0214					

3)	Name	:	Mr. Paiboon Tunkoon				
	Age	:	54 years				
	Certified Public Accountant (Thailand) No.		:	4298			
	Date of Certified Public Accountant (Thailand)		:	since 1993			
	Current posi	tion :	Partner				
Company : PricewaterhouseCoopers ABAS Company Limited					AS Company Limited		
	Length of service : 33 year						
	Education and training : - Bachelor's Degree in Accounting, Kasetsart University				unting, Kasetsart University		
- Master's Degree in Business Administration, Chulalongkorn University					ss Administration, Chulalongkorn University		
	<b>Work experience</b> : - Khun Paiboon has been working with PwC for 33 years.						
	Signatory of financial statements of One to One Contacts Public Company Limited :						
	- None –						
	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 : paiboon.tunkoon@pwc.com						
	Phone :	081-816-9840					

#### 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.

Any 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 of Directors deems appropriate.

One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may submit their names in a request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.

In the case that the Board of Directors does not call a shareholders<sup>1</sup> meeting within forty-five days from the date the request is received from the shareholders, the shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call such meeting within forty-five days from the date the period of forty-five days which the Board of Directors is required to call a shareholders<sup>1</sup> meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.

In the case that the quorum of the shareholders<sup>1</sup> meeting called by the shareholders as prescribed under the fourth paragraph is not formed according to Article 32, the shareholders as prescribed under the fourth paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

- 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 summering 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.

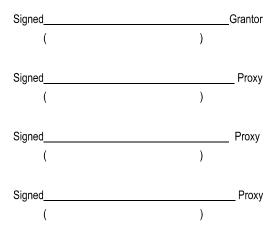
- Article 40 The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.
- Article 41 The Auditor must not be the director, officer, 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.

#### Enclosure 8

				Proxy Form A General Form)					Duty Stamp 20 Baht
					Pla	ace			
				[	Date	M	onth	B.E	
(1)	/We		Nationality	Address	R	Road			
	Sub-district		District		Province _			Post code	
(2)	being a share	holder of	One To One Co	ontacts	Public	Compai	ny Limited		
( )								follows:	
				nary shares with					
			pre	ference shares w	/ith			voting right	
(3)	hereby appoint								
(0)	1.							Age	years
		Residing at No.	Road				Sub-district	0	/
			Prov	ince	C	ountry_		Postal code	
	2.							Age	years
		Residing at No.	Road				_Sub-district		
		District	Prov	ince	C	ountry_		Postal code	
	3.							Age	years
		Residing at No.	Road	<u> </u>			Sub-district		
		District	Prov	ince	C	ountry_		Postal code	

Just only one as my/our proxy to attend and vote on my/our behalf at the <u>2023 Annual General Meeting of Shareholders</u> on <u>25 April 2023</u> at <u>13.00</u> p.m. <u>Through electronic media (E-AGM)</u> 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.



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

#### Enclosure 8

			Prox (Voting is clearly an	y Form B nd definitely spe	cified)		Duty Stamp 20 Baht
					Place		_
					Place		
				Date	Month		
(1)	I/We		Nationality	Address	Road		
	Sub-district		District	Provinc	e	Post code	
(2)	being a share	holder of	One To One Contacts	s Pub	lic Company Limited		
(-)	•		shares wi				
			ordinary s				
(2)	hereby appoint						
(3)						Age	years
		Residing at No	Road		Sub-dist	rict	
			Province				
	2.						
		Deciding of No	Deed		Out-dist.	i at	
		-	Road				
	2		Province				
	3.					Age	years
		Residing at No.	Road		Sub-distr	rict	
			Province				

Just only one as my/our proxy to attend and vote on my/our behalf at the <u>2023 Annual General Meeting of Shareholders on 25 April 2023</u> at <u>13.00</u> p.m. <u>Through electronic media (E-AGM)</u> or at any adjournment thereof.

- (4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:
  - Agenda 1 <u>To acknowledge the minutes of the 2022 Annual General Meeting of Shareholders</u> (This agenda is for acknowledgement; therefore no vote casting is needed)
  - □ Agenda 2 To acknowledge the Company's operating results for the year 2022 (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 December 31, 2022

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

#### 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

- □ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- $\hfill\square$  (b) The proxy has to vote as my/our desire as follows:

O Approve O Disapprove O Abstain

#### Agenda 5 To consider and approve the appointment of the Company's directors to replace those whose terms are

#### ending 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:

App O	prove the election of all proposed Approve	dire O	ctors Disapprove	0	Abstain
App	prove with the appointment of the	Boa	ard of Directors by individual bas	is	
1)	Mr. Priyong Teerasathain O Approve	0	Disapprove	0	Abstain
2)	Mr. Chaiwat Phithakraktham O Approve	0	Disapprove	0	Abstain
3)	Mrs. Nareerat Ngernnamchokht O Approve	anar O	at Disapprove	0	Abstain
4)	Mr. Sarayut Yimruen O Approve	0	Disapprove	0	Abstain

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

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

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

O Approve O Disapprove O Abstain3

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

- □ (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:
  - O Approve O Disapprove O Abstain

#### Agenda 8 To consider and approve the transfer of the Company's business to One To One Professional Company

#### Limited (Subsidiary)

- □ (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:
  - O Approve O Disapprove O Abstain

### □ 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)

- □ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- $\Box$  (b) The proxy has to vote as my/our desire as follows:

O Approve O Disapprove O Abstain

#### Agenda 10 Other (if any)

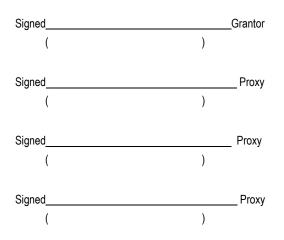
- □ (a) The proxy has the right to consider and vote on my/our behalf in all respects
- □ (b) The proxy has to vote as my/our desire as follows:

O Approve O Disapprove O 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.



- 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 <u>One To One Contacts</u> Public Company Limited In the <u>2023 Annual General Meeting of Shareholders</u> on <u>25 April 2023</u> at <u>13.00</u> p.m. <u>Through electronic media (E-AGM)</u> 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:	
	O Approve O Disapprove O 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:	
	O Approve O Disapprove O 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:	
	O Approve O Disapprove O 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:	
	O Approve O Disapprove O 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:	
	O Approve O Disapprove O Abstain	

#### Enclosure 8

Proxy Form C (Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)						Duty Stamp 20 Baht
			Place	9		
					<u> </u>	
(1) I/We		NationalityAddress	s <u> </u>	id	_	
Sub-distri	ict	District	Province		Post code	
being a s	hareholder of	One To One Contacts	Public Co	mpany Limited		
holding		shares with		voting right	as follows:	
					votina right	
		ordinary shares v	with		voung right	
		ordinary shares v				
					voting right	vear
		preference share	es with		voting right	
	ooint 1 Residing at No	preference shareRoad	es with	Sub-distric	voting right Age	
	point 1 Residing at No District	preference shareRoad	es with Cour	Sub-distric	voting rightAge ctPostal code_	
	point 1 Residing at No District	preference share Road Province	es with Cour	Sub-distric	voting rightAge ctPostal code_	year
	ooint 1 Residing at No District 2 Residing at No	preference share Road Province Road	es with	Sub-distric	voting right Age ctPostal code Age	year
	2. Residing at No District Residing at No District	preference share Road Province Road	es withCour	Sub-distric	voting rightAge ctPostal code Age ttPostal code	year
	2. Residing at No District Residing at No District	preference share Road Province Road Province	s withCour	Sub-distric ntry Sub-distric ntry	voting rightAge ctPostal code Age ttPostal code	year

Just only one as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on 25 April 2023 at 13.00 p.m. Through electronic media (E-AGM) 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	D	ordinary shares with	_voting right
	٥	preference shares with	_voting right
Total voting	g right is		

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

□ Agenda 1 <u>To acknowledge the minutes of the 2022 Annual General Meeting of Shareholders</u> (This agenda is for acknowledgement; therefore no vote casting is needed)

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

(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 December 31, 2022
  - □ (a) The proxy has the right to consider and vote on my/our behalf in all respects
  - $\hfill\square$  (b) The proxy has to vote as my/our desire as follows:
    - O Approve O Disapprove O Abstain

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

- (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:
  - O Approve O Disapprove O Abstain

#### Agenda 5 To consider and approve the appointment of the Company's directors to replace those whose terms are

#### ending by rotation

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

□ A C	pprove the election of all proposed O Approve	dire O	ctors Disapprove	0	Abstain
ΠA	pprove with the appointment of the	Boa	ard of Directors by individual bas	sis	
1	) Mr. Priyong Teerasathain O Approve	0	Disapprove	0	Abstain
2	) Mr. Chaiwat Phithakraktham O Approve	0	Disapprove	0	Abstain
3	) Mrs. Nareerat Ngernnamchokhta O Approve	anar O	at Disapprove	0	Abstain
4	) Mr. Sarayut Yimruen O Approve	0	Disapprove	0	Abstain

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

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

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

O Approve O Disapprove O Abstain

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

- □ (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:

O Approve O Disapprove O Abstain

#### Agenda 8 To consider and approve the transfer of the Company's business to One To One Professional Company

#### Limited (Subsidiary)

- □ (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:
  - O Approve O Disapprove O Abstain

#### 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).

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

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

O Approve O Disapprove O Abstain

#### Agenda 10 Other (if any)

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

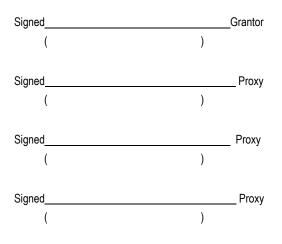
 $\Box$  (b) The proxy has to vote as my/our desire as follows:

O Approve O Disapprove O 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.



- 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 <u>One To One Contacts</u> Public Company Limited In the <u>2023 Annual General Meeting of Shareholders</u> on <u>25 April 2023</u> at <u>13.00</u> p.m. <u>Through electronic media (E-AGM)</u> or at any adjournment thereof.

Agenda	Su	bject				
	🗆 (a)	The proxy has the right t	0 CO	nsider and vote on my/our	r beh	alf in all respects
	🛛 (b)	The proxy has to vote as	s my	/our desire as follows:		
		O Approve	0	Disapprove	0	Abstain
□ Agenda	Sul	bject				
	□ (a)	The proxy has the right t	0 00	nsider and vote on my/our	r beh	alf in all respects
	□ (b)	The proxy has to vote as	s my	/our desire as follows:		
		O Approve	0	Disapprove	0	Abstain
□ Agenda	Sul	bject				
	□ (a)	The proxy has the right t	0 CO	onsider and vote on my/our	r beh	alf in all respects
	□ (b)	The proxy has to vote as	s my	/our desire as follows:		
		O Approve	0	Disapprove	0	Abstain
□ Agenda	Sul	bject				
	□ (a)	The proxy has the right t	о со	nsider and vote on my/our	r beh	alf in all respects
	🛛 (b)	The proxy has to vote as	s my	/our desire as follows:		
		O Approve	0	Disapprove	0	Abstain
□ Agenda	Sul	bject				
	□ (a)	The proxy has the right t	0 CO	nsider and vote on my/our	r beh	alf in all respects
	🛛 (b)	The proxy has to vote as	s my	/our desire as follows:		
		O Approve	0	Disapprove	0	Abstain

# Information of Independent Directors who may be appointed as Proxy in the 2023 Annual General Meeting of Shareholders

Name of Directors	Position	Age (years)	Address	Major Vested Interest in the Agenda considered	Shareholding in the Company (as of March 1, 2023)
1. Dr. Pakorn Apaphant	<ul> <li>Chairman of the Board of Directors</li> <li>Independent Director</li> <li>Chairman of Audit Committee</li> <li>Chairman of Nominating &amp; Compensation Committee</li> <li>Corporate Governance Committee Member</li> </ul>	54	29/87 Moo 7, Bangkok Boulevard Chaengwattana, Bypass Road, Bang Talad, Pak Kred, Nonthaburi 11120	- None -	- None -
2. Dr. Chuket Ounjitti	- Independent Director - Audit Committee Member	52	18/155 Ratchaprarop Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400	- None -	- None -
3. Mr. Pattarakit Techasikarn	- Independent Director - Audit Committee Member	62	542/29 Pracha Rat Bamphen Road, Samsen Nok, Huai Khwang, Bangkok 10310	- None -	- None -
4. Mr. Priyong Teerasathain	<ul> <li>Independent Director</li> <li>Chairman of Corporate Governance Committee</li> <li>Nominating and Compensation Committee Member</li> <li>Risk Management Committee Member</li> </ul>	55	94/130 Kris Garden Condo, A1 Building, 7Fl, Rim Khlong Bang Kapi, Bang Kapi, Bangkok 10310	Agenda 5	- None -

#### **Registration, Required Documents and Proxy**

The Company will hold the 2023 Annual General Meeting of Shareholders on Tuesday, April 25, 2023 at 13.00 p.m. via an Electronic Meeting. Conducted in accordance with the Emergency Decree on Conference via Electronic Meeting B.E. 2563 and other rules. The meeting was broacasted from the meeting room, 12th floor, Software Park Building, 99/23 Moo 4, Chaengwattana Road, Khlong Kluea Subdistrict, Pak Kret District, Nonthaburi Province, 11120.

#### 1. Verification of the identity of shareholders or proxies (within April 20, 2023)

The shareholders or proxies shall deliver the identity documents as specified below to Corporate Secretary Office,

- E-mail : CorporateSecretary@otocontacts.com
- Address : Company Secretary Division
  - One to One Contacts Public Company Limited 99/26 Moo 4, Software Park, 9th Fl., Chaengwattana Road, Klong Gluar, Pak-kred, Nonthaburi 11120

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

#### 1) Individual Shareholders

- 1.1 Attendance in person:
  - Identification card or civil servant identification card or driving license which has not yet expired
  - Passport (in case of foreigner)

#### 1.2 Proxy:

- Proxy form (A or B) per the attached, completely filled in and signed by the proxy grantor and the proxy with duty stamp of Baht 20;
- Copy of identification card or civil servant identification card or driving or passports (in case of foreigner) and certified as true and correct copy of the proxy grantor and the proxy.

#### 2) Juristic Person

- Proxy form (A or B) per the attached, completely filled in and signed by the proxy grantor and the proxy with duty stamp of Baht 20;
- Copy of affidavit, issued by the Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, and certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards or civil servant identification card or driving license or passports (in case of foreigner) of such authorized directors;
- Copy of identification cards or civil servant identification card or driving license or passports (in case of foreigner) and certified
  as true and correct copy of the proxy.

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

- Proxy forms C per the attached, completely filled in and signed by the proxy grantor and the proxy with duty stamp of Baht 20;
- All evidences of Custodian similar to those of the Juristic Person
- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
- Letter certifying that the Custodian is permitted to engage in the custodian business;

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 and send to the following
  - E-mail : CorporateSecretary@otocontacts.com

Address : Company Secretary Division One to One Contacts Public Company Limited 99/26 Moo 4, Software Park, 9<sup>th</sup> Fl., Chaengwattana Road, Klong Gluar, Pak-kred, Nonthaburi 11120

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to case 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. As this meeting is held virtually, no ballots were printed.
- 2. The system will display the number of shares that the shareholders have the right to vote on the shareholder's screen.
- 3. One share has a right to vote equal to one vote
- 4. Each shareholder only has the one right to vote to agree, disagree or to abstain.
- 5. When counting votes, the Company will deduct the votes from shareholders who disagree, choose to abstain or invalid ballots will be deducted from the total votes of the shareholders attending the meeting and have the right to vote.
- 6. To vote, shareholders will be asked to go to the E-Voting tab to vote for each agenda within the specified time (1 minute). Once you have clicked to vote, there will be a pop-up asking if the vote is confirmed or not, 'Press Ok' to confirm the vote. In the case that the shareholders wish to change their vote, they can do so by voting again. This can only be done if the agenda has not reached a conclusion, as shareholders will not be able to vote or change their votes once a resolution has been reached.
- 7. For attendees via mobile device or tablet, please switch the screen from the Zoom application back to the Chrome app to vote at the E-Voting menu.
- 8. Once the shareholder has finished voting, please return to the E-meeting window on the Zoom application to continue watching the meeting.

#### **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.
- 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.

#### Electronic Conference Registration Form (E-AGM)

		Write at		
		Date	Month	B.E
Ours	elvesI	D card/passport n	umber	
Nationality	Address			
E-mail	Mobile Phone		is a shareholder of One	To One Contacts
Public Company Limite	ed, holding a total ofshare			
	eby confirm my attendance and voting in the 2023 Annual G rm of an electronic meeting (E-AGM) by	eneral Meeting of	Shareholders on Tuesda	ay, April 25, 2023
AGM) to my e-mail as	Attend the E-AGM meeting in person and ask the company stated above.	to send a link to a	ttend the meeting via ele	ctronic media (E-
	Assign proxy to Mr. / Mrs. / Ms	۱	Mobile Phone Attend the	E-AGM meeting

instead and ask the company to send the link for the meeting via electronic media (E-AGM) to the email : .....

Sign..... Shareholder

(.....)

Note: Please send the form to verify your identity via email. CorporateSecretary@otocontacts.com by April 20, 2023

#### Requisition Form for the 2022 Annual Report

#### Dear Shareholders,

One to One Contacts Public Company Limited would like to inform you that if you would like to receive the 2022 56-1 One Report in hard copy, please fill in the blank form and send back to the Company by e-mail: CorporateSecretary@otocontacts.com or by mail. The Company will send the 2022 56-1 One Report to you as requested

Shareholder Name
Address
Telephone

Enclosure 12



Stamp 3 Baht

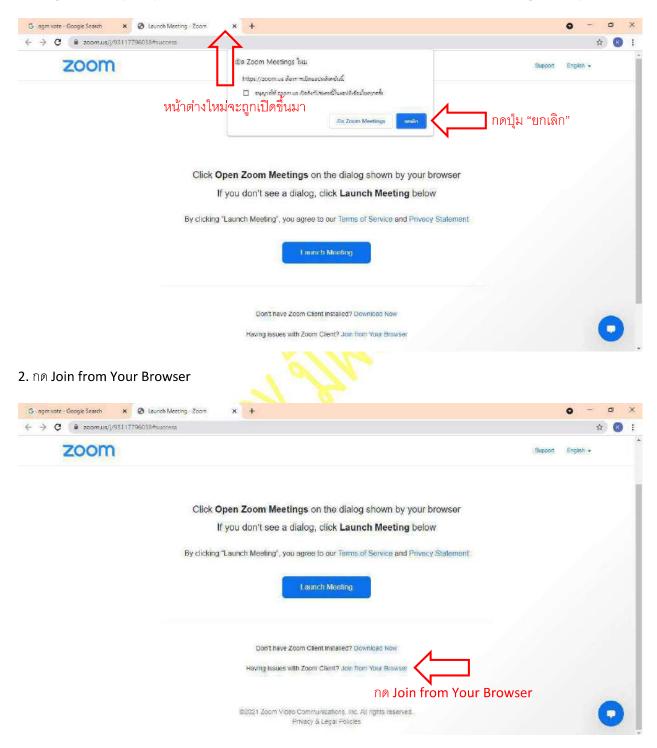
То

One to One Contacts Public Company Limited Corporate Secretary Division 99/26 Moo 4 Software Park Building, 9<sup>th</sup> Fl. Chanengwattana Rd.,Klong Gluar, Pak-kred, Nonthaburi 11120 Thailand

Fold

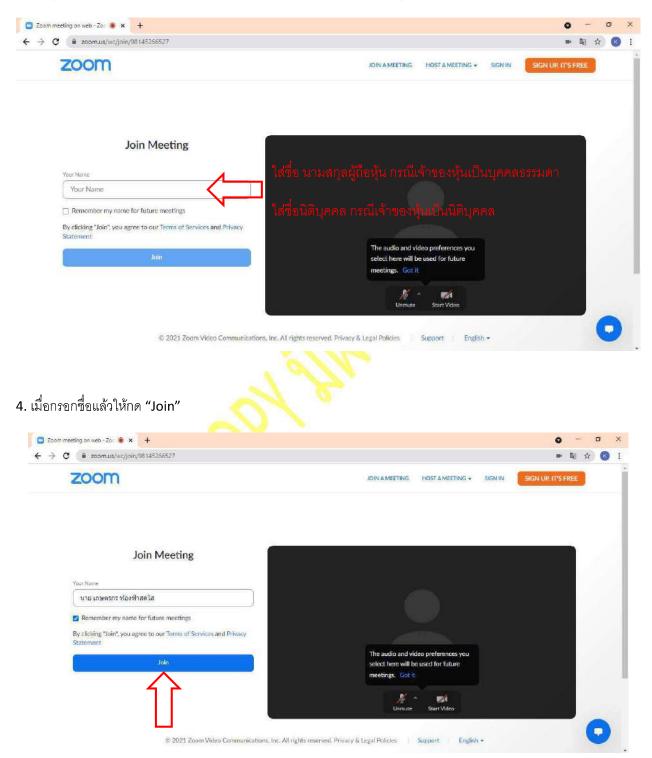
### <u>การใช้งาน E-Meeting</u>

1. เมื่อผู้เข้าร่วมประชุมกดปุ่ม "E-Meeting" กรณีที่ใช้ใน Laptop จะมีการเปิดหน้าต่างใหม่ขึ้นมาตามรูป ให้กดปุ่ม "ยกเลิก"



3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



 จะมีข้อความ "Please wait, the meeting host will let you in soon." ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

Please wait, the meeting host will let you in soon. 🔾

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

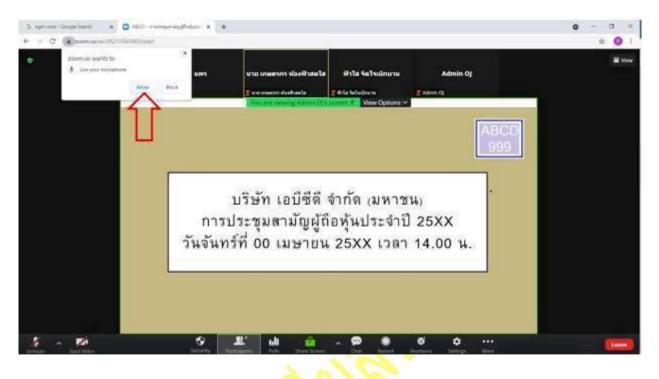


6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟ<mark>นของเค</mark>รื่องคอมพิวเตอร์ตนเองก่อน และจึงกด "Join Audio by Computer"

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		🤨 Phone Call				Computer Aud	iÓ		
							กดตรงนี้เพื่อใช้ระบบไม		มโดอโฟน
			Join Audio	by Comp	uter	~	เเดเตราวารเพ	ยเมาะบบเ	มเครเพน
							ของคอมพิว	เตอร์	
					รุณาเปิด	ดไมโครโฟนของ	อุปกวณ์ให้พร้อ		
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join Audio		Particip	anta Shar	e Screen	Chat				

7. กด "Allow" เพื่อให้เข้าถึงไมโครโฟน



8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง

	🕽 ABCD- การประชุมภาษัญษัตะ 🛞 🗴 🕂	•	-	٥	×
	96038/join?track_id=&jimf_code=&imeeting_result=&tk=&icap=undefined&treTK=&im=true&po=1&tepk=EjmxSsq.48QDib86N-GmdPUCr5YOSxhv นาย เกษตรกร ห้องฟ้าสดใส่ น.ส. ฟ้าใส่ จิดใจเน็กบาน # ABCD Q&A You are viewing ABCD Q&A/s screen X View Options ~ ABCD QQQ		ų,	Ŷ U	i View
	บริษัท เอบีซีดี จำกัด (มหาชน) การประชุมสามัญผู้ถือหุ้นประจำปี 25XX วันจันทร์ที่ 00 เมษายน 25XX เวลา 14.00 น.				
8 - <b>1</b> 4					
Unmute Start Video	Participants Share Screen, Chat Reactions Settings More			Le	ave

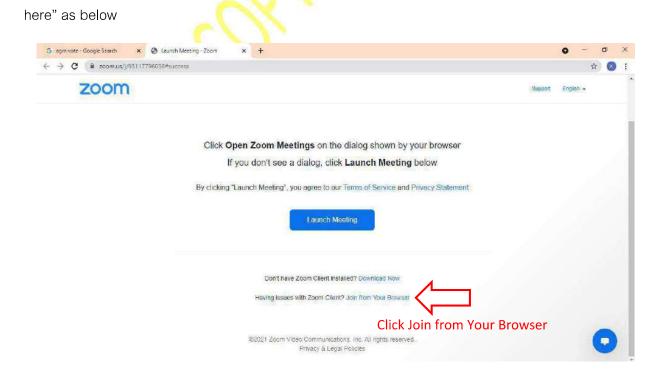
### Instruction : E-Meeting

1. Once you click at "E-Meeting". If you are in Desktop or Laptop, the new tab will be opened as

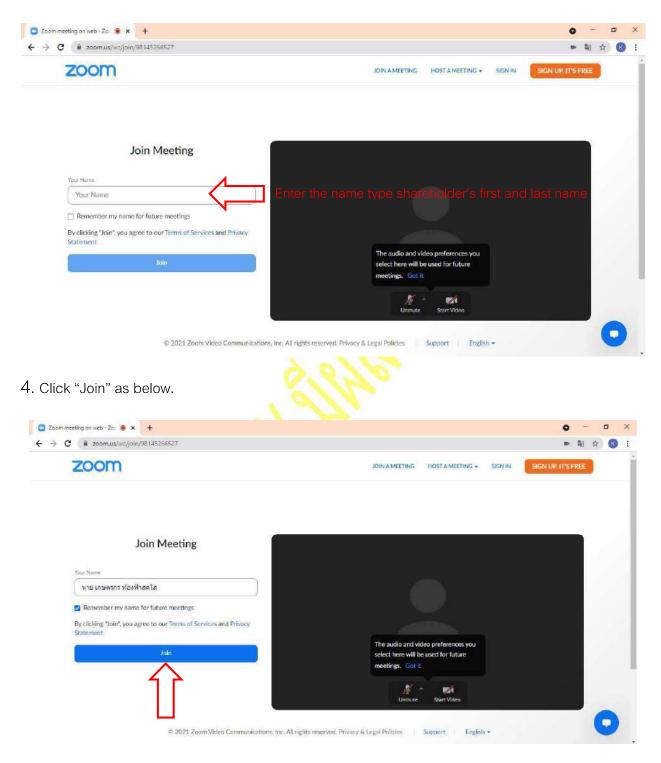
below

zoom	เป็ด Zoom Meetings ใหม	Support English *
The n	https://zoom.us.dearn.münaedwäreduid exp.prikt zoom.us.dearinswitchusedid.eesid.eesideerneft new tab will be opened Rig Zoom Meetings	Click "Cancel"
	Click <b>Open Zoom Meetings</b> on the dialog shown by your browser If you don't see a dialog, click <b>Launch Meeting</b> below	
	By clicking "Launch Meeting", you agree to our Terms of Service and Privacy Statement	nt
		nt

2



3. Please type shareholder's first and last name in below text box.



5. Then "Please wait, the meeting host will let you in soon." Message will be displayed. Please wait until the host verify all information and let you in the meeting.

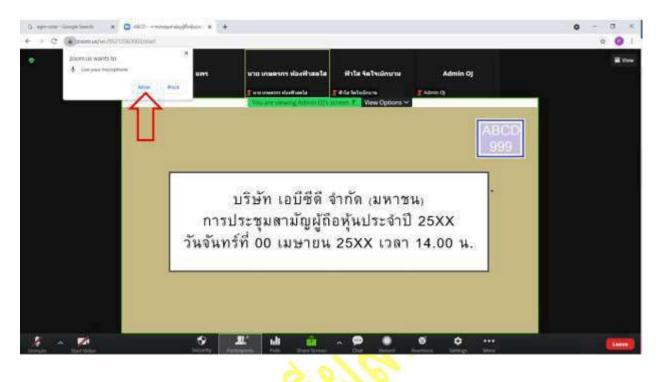
Please wait, the meeting host will let you in soon. 🔾

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

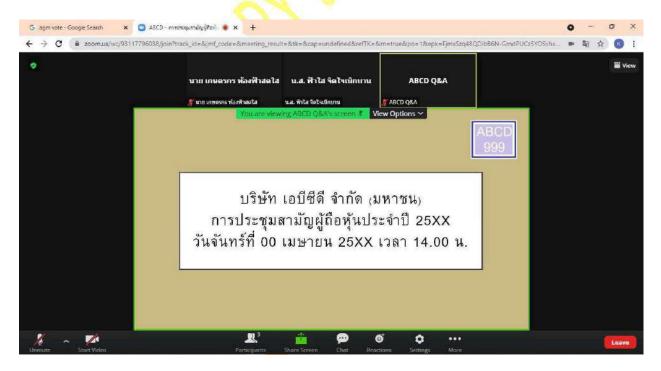
6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)

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	🕊 Phone Call	🗖 Computer Au	dio	×
	Join Audio b	y Computer	Click "Join Audi	o by Computer"
	***Plea	se don't forget to allow	the zoom to use mi	crophone
Join Audio Start Video	Radicipants Share S			Leave Meeting

7. Click "Allow"



8. Once you successfully join the E-Meeting. You will see all menu as below.



### ้ขั้นตอนการรับข้อมูลเพื่อเข้าร่วมประชุม ผ่านทางอีเมล์

1. เมื่อผู้ถือหุ้นได้รับการตรวจสอบยืนยันตัวตนจากบริษัทฯ แล้ว ผู้ถือหุ้นจะได้รับอีเมล์จาก E-Meeting Service

ซึ่งจะจัดส่งโดย บริษัท โอเจ อินเตอร์เนชั่นแนล จำกัด (<u>e-agm@ojconsultinggroup.com</u>)

2. ให้ผู้ถือหุ้น ตรวจสอบ ชื่อ นามสกุล และวัน เวลาที่ท่านสามารถกด Link เพื่อเข้าร่วมประชุม

้ 3. เมื่อถึง วันและเวลาที่กำหนด ให้กดที่ <u>"กดที่ Link นี้"</u> เพื่อเปิด Web Browser ระบบจะให้กรอก **เลขที่บัญชีผู้ถือหุ้น** และ

หมายเลขอ้างอิง (เลขที่บัตรประชาชนของผู้ถือหุ้น) และกดปุ่ม "ลงทะเบียนเข้าร่วมประชุม"

	บริษัท เอบีซีดี <del>จำ</del> กัด (มหาชน)
	(ABCD PUBLIC COMPANY LIMITED)
	การประชุมสามัญผู้ถือหุ้นประจำปี 25XX (Annual General Meeting of Shareholder in Year 20XX)
	วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น. (Monday, April 00, 20XX at 2.00 p.m.)
	กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม (Please provide information for meeting registration)
	เลขที่บัญชีผู้ถือหุ้น
	(Shareholder Account Number)
	(Identification Number/Passport Number)
	ผู้ถือหุ้นได้อ่านและตกลงผูกพันตาม <mark>ข้อตกลงและเงื่อนไขในการ</mark> เร่วมระชมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับ
	<u>ารวมระบุมด เนลออเลกทรอนกล</u> รวมถึง เหตุ ภามยนยอมเกยากบ มูลส่วนบุคคล แล้ว
	nareholder has read and accepted the term and condition about
	endance of shareholder meetings through E-Meeting and has giver
COL	nsent to use personal information)
	<b>ลงทะเบียนเข้าร่วมประชุม</b>

กรณีที่ผู้ถือหุ้น กดเข้า Link ก่อนเวลาที่กำหนด ระบบจะแจ้งว่า <u>"ระบบยังไม่เปิดให้เข้าร่วมประชุมแบบ online</u>"

### 4. กดปุ่ม "**ยืนยันเข้าร่วมประชุม**"

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน) (ABC<mark>D</mark> PUBLIC COMPANY LIMITED)

การประชุมสามัญผู้ถือหุ้นประจำปี 25XX (Annual General Meeting of Shareholder in Year 20XX)

> วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น. (Monday, April 00, 20XX at 2.00 p.m.)

> ยินดีต้อนรับ นายุ โอเจ มีหุ้นเยอะ

(Welcome นาย โอเจ มีหุ้นเยอะ )

ถือหุ้นจำนวน 300,000,000 หุ้น

(No. of shares: 300,000,000 shares)

ยืนยันเข้าร่วมประชุม

(Confirm to attend the meeting)

5. เมื่อยืนยันเข้าร่วมประชุมแล้ว จะมีปุ่มให้เลือก 2 ปุ่<mark>มคือ E-Meeting และ</mark> E-Voting (ตามรูปด้านล่าง)

 E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

 มริษัท เอบีซีดี จำกัด (มหาชน)

 (ABCD PUBLIC COMPANY LIMITED)

 การประชุมผสามัญผู้ถือหุ้นประจำปี 25XX

 (Annual General Meeting of Shareholder in Year 20XX)

 วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น.

 (Monday, April 00, 20XX at 2:00 p.m.)

 ยินดีด้อนรับ นาย โอเจ มีหุ้นเยอะ

 (Welcome นาย โอเจ มีหุ้นเยอะ)

 ถือหุ้นจำนวน 300,000,000 หุ้น

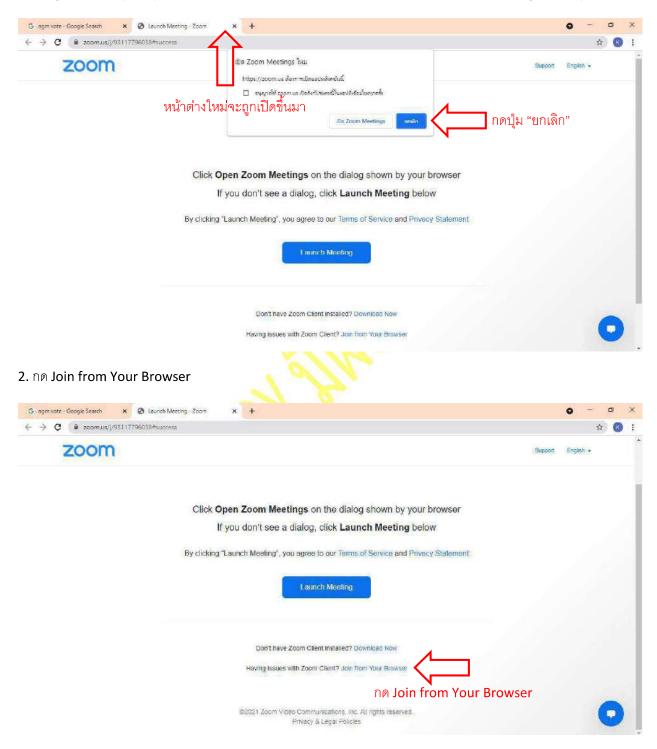
 (No. of shares: 300,000,000 shares)

6. กดปุ่ม "E-Meeting" เพื่อเข้าชมระบบภาพและเสียงสดจากที่ประชุม

7. กดปุ่ม "E-Voting" เพื่อลงคะแนนในแต่ละวาระการประชุม

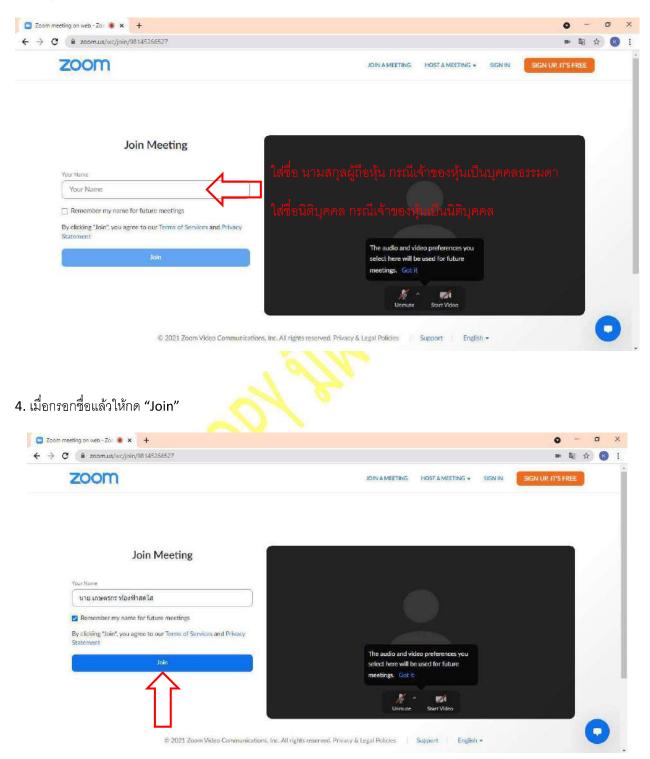
### <u>การใช้งาน E-Meeting</u>

1. เมื่อผู้เข้าร่วมประชุมกดปุ่ม "E-Meeting" กรณีที่ใช้ใน Laptop จะมีการเปิดหน้าต่างใหม่ขึ้นมาตามรูป ให้กดปุ่ม "ยกเลิก"



3. จะปรากฏหน้าจอเพื่อให้ใส่ชื่อผู้ถือหุ้น โดย

กรณีที่ผู้ถือหุ้นเป็นบุคคลธรรมดา ให้กรอกชื่อ นามสกุลของเจ้าของหุ้น กรณีที่ผู้ถือหุ้นเป็นนิติบุคคล ให้กรอกชื่อนิติบุคคล



 จะมีข้อความ "Please wait, the meeting host will let you in soon." ให้ผู้เข้าร่วมประชุม รอผู้ดำเนินการประชุม ตรวจสอบข้อมูล และยอมรับเข้าห้องประชุม

Please wait, the meeting host will let you in soon. 🔾

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

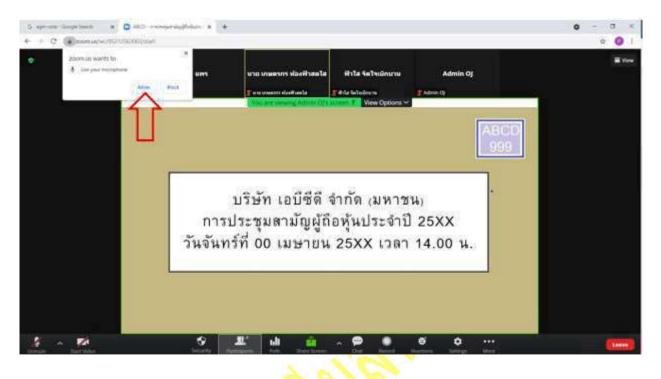


6. เมื่อได้รับการตรวจสอบแล้วจึงสามารถเข้าร่วม E-Meeting เพื่อรับชมภาพและเสียงได้

เมื่อเข้าห้องประชุมแล้ว จะต้องเปิดไมโครโฟ<mark>นของเค</mark>รื่องคอมพิวเตอร์ตนเองก่อน และจึงกด "Join Audio by Computer"

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		🤨 Phone Call				Computer Aud	iÓ		
							กดตรงนี้เพื่อใช้ระบบไม		มโดอโฟน
			Join Audio	by Comp	uter	~	เเดเตราวารเพ	ยเมาะบบเ	มเครเพน
							ของคอมพิว	เตอร์	
					รุณาเปิด	ดไมโครโฟนของ	อุปกวณ์ให้พร้อ		
0	<b>1</b>			4	0				
join Audio		Particip	anta Shar	e Screen	Chat				

7. กด "Allow" เพื่อให้เข้าถึงไมโครโฟน

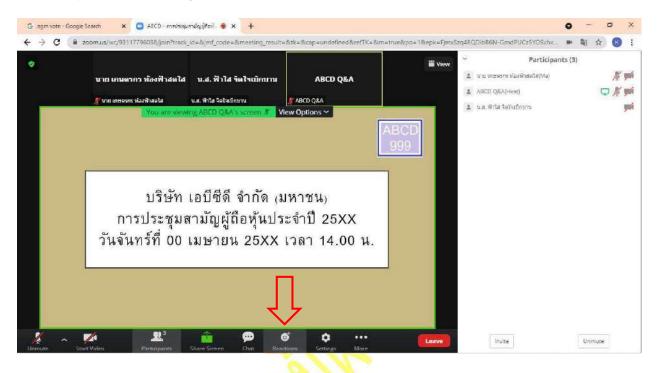


8. เมื่อเข้าสู่ E-Meeting สมบูรณ์จะได้หน้าจอตามรูปด้านล่าง

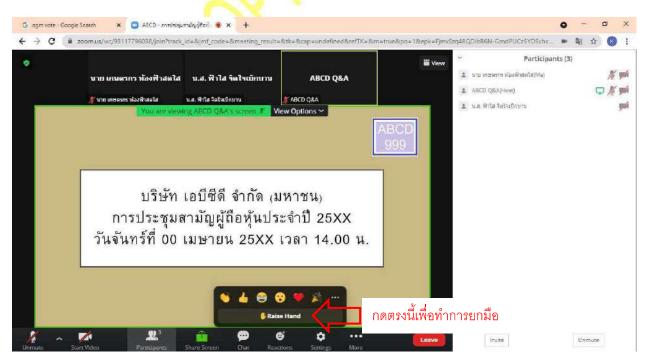
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	96038/join?track_id=&jimf_code=&imeeting_result=&tk=&icap=undefined&treTK=&im=true&po=1&tepk=EjmxSsq.48QDib86N-GmdPUCr5YOSxhv นาย เกษตรกร ห้องฟ้าสดใส่ น.ส. ฟ้าใส่ จิดใจเน็กบาน # ABCD Q&A You are viewing ABCD Q&A/s screen X View Options ~ ABCD QQQ		ų,	Ŷ U	i View
	บริษัท เอบีซีดี จำกัด (มหาชน) การประชุมสามัญผู้ถือหุ้นประจำปี 25XX วันจันทร์ที่ 00 เมษายน 25XX เวลา 14.00 น.				
8 - <b>1</b> 4					
Unmute Start Video	Participants Share Screen, Chat Reactions Settings More			Le	ave

### <u>การยกมือสามารถทำได้ เมื่อผู้ดำเนินการประชุมเปิดโอกาสให้สอบถาม โดยมีวิธีดัง ต่อไปนี้</u>

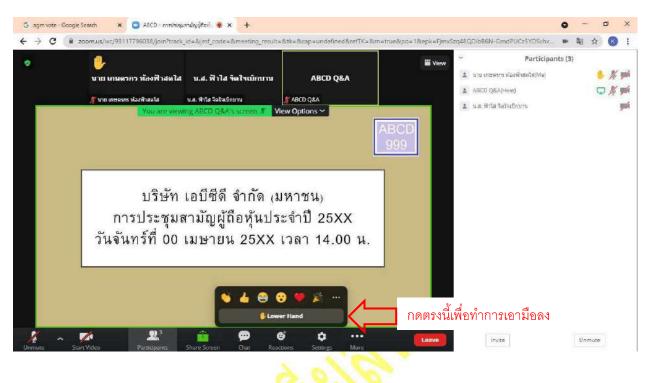
### 1. กดไปที่ปุ่ม "Reaction" ตามรูปด้านล่าง



2. กดปุ่ม "Raise Hand" จะมีสัญลักษณ์รูปมือปรากฏข้างชื่อของผู้เข้าร่วมประชุม

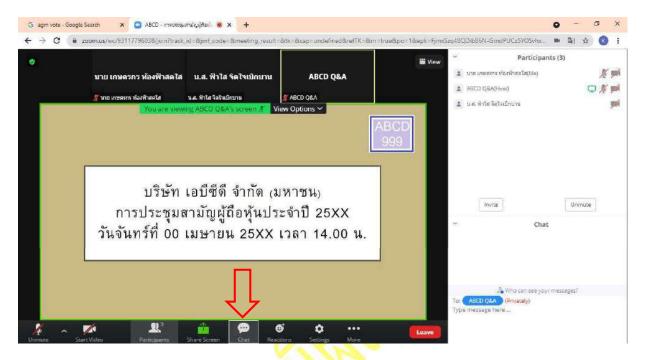


3. เมื่อสอบถามเสร็จเรียบร้อย ให้กดปุ่ม "Lower Hand" เพื่อเป็นการเอามือลง



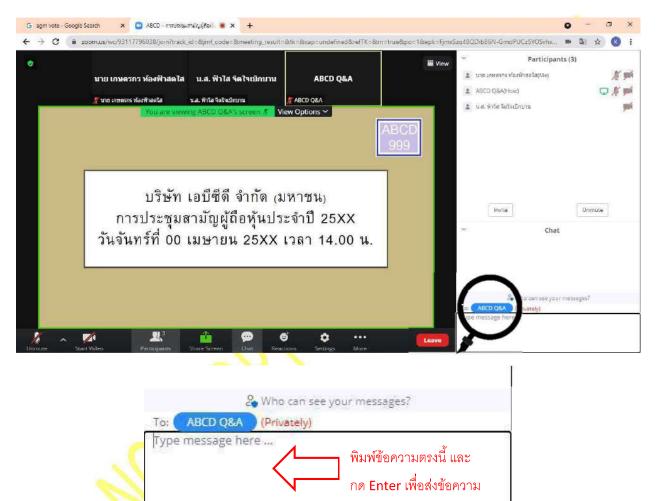
### กรณีที่ผู้ถือหุ้น ต้องการสอบถามผ่านระบบแชท สามารถทำได้ดังนี้

## 1. คลิ๊กที่ปุ่ม "Chat" ตามรูปด้านล่าง



 เมื่อกดปุ่ม Chat แล้ว จะมีเครื่องมือขึ้นมาตามรูป ในการพิมพ์ข้อความทาง Chat ให้ท่านเลือกผู้รับโดยส่งคำถามไปที่ ABCD Q&A (ชื่องาน Q&A) เท่านั้น

กรณีที่ท่านไม่ได้เลือกตามที่แจ้ง คำถามของท่านจะส่งมาไม่ถึงทางบริษัท ให้ผู้เข้าร่วมประชุมพิมพ์ข้อความ ตรงพื้นที่ตามรูป ด้านล่าง และเมื่อพิมพ์เสร็จให้กด Enter เพื่อส่งข้อความ



#### <u>การใช้งาน E-Voting</u>

1. ผู้เข้าร่วมประชุม สามารถเลือกการลงคะแนน "เห็นด้วย", "ไม่เห็นด้วย" และ "งดออกเสียง" (ตามรูปด้านล่าง)

สำหรับวาระแจ้งเพื่อทราบ ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนได้



2. เมื่อกดเลือกการลงคะแนนแล้ว ระบบจะมี Pop Up สอบถามอีกครั้งนึงว่า ยืนยันการลงคะแนนหรือไม่ ให้กดตกลงเพื่อเป็น การยืนยันการลงคะแนน

กรณีที่ผู้เข้าร่วมประชุม ต้องการเปลี่ยนการลงคะแนนสามารถทำได้ ด้วยการกดเลือกคะแนนใหม่อีกครั้ง

 เมื่อท่านลงคะแนนเสร็จเรียบร้อยแล้ว ขอให้ท่านกลับมายังหน้าต่าง E -Meeting (Zoom) เพื่อรับชมภาพและเสียงของการ ประชุมต่อ โดยเจ้าหน้าที่จะทำการรวบรวมคะแนนทั้งหมดจากในระบบลงคะแนน

\*\*\* กรณี<mark>ที่วา</mark>ระได้ถูกปิดวาระไปแล้ว ผู้เข้าร่วมประชุมจะไม่สามารถลงคะแนนหรือเปลี่ยนคะแนนได้

#### How to participate in an E-AGM

1. Please submit the form and required document (per an attachment no. #). Once your document is verified. You will receive an email from E-Meeting Service by OJ International Co., Ltd.

(<u>e-agm@ojconsultinggroup.com</u>). There is a Link to log – in an E-AGM in this email.

2. Please read an email and check that all information is yours. The link will be valid as the date mention in an email. (You cannot log in before the date / time mentioned in an email.)

3. On the valid date, please click at the link in an email. The web browser will be opened. Please fill shareholder account number (10 digits) and Identification Number (Thai ID Card No.) or Passport Number. Then check at term and condition. Finally, click Register.

E-AGM: ระบบประชุมผู้ถือหุ้นและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์

บริษัท เอบีซีดี จำกัด (มหาชน) (ABCD PUBLIC COMPANY LIMITED) การประชุมสามัญผู้ถือหุ้นประจาปี 25XX (Annual General Meeting of Shareholder in Year 20XX) วันจันทร์ที่ 00 เมษายน 25XX เวลา 14:00 น. (Monday, April 00, 20XX at 2.00 p.m.)

กรุณาระบุข้อมูลเพื่อลงทะเบียนเข้าร่วมประชุม (Please provide information for meeting registration)

> เลขที่บัญชีผู้ถือหุ้น (Shareholder Account Number)

0

เลขที่บัตรประชาชน (Identification Number/Passport Number)

ผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการ เข้าร่วมระชุมผ่านสื่ออิเล็กทรอนิกส์ รวมถึงให้ความยินยอมเกี่ยวกับ ข้อมูลส่วนบุตตล แล้ว

(Shareholder has read and accepted the term and condition about attendance of shareholder meetings through E-Meeting and has given consent to use personal information)

ลงทะเบียนเข้าร่วมประชุม

(Register)

4. Review your information (Name and No. of shares) then click at "Confirm to attend the meeting"



6. Click at "E-Meeting" in order participate Live Meeting by Zoom

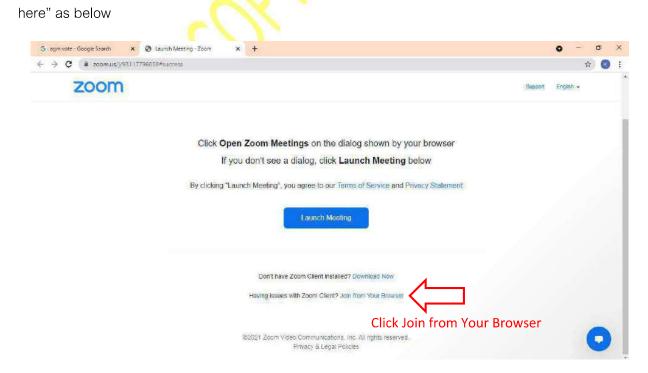
7. Click at "E-Voting" to cast your vote.

#### Instruction : E-Meeting

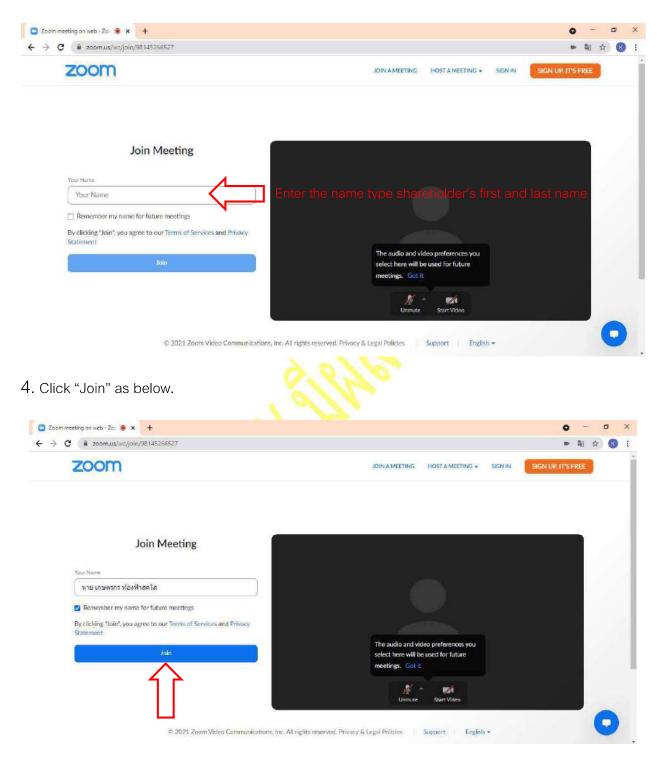
1. Once you click at "E-Meeting". If you are in Desktop or Laptop, the new tab will be opened as

below

zoom	เป็ด Zoom Meetings ใหม	Support English +
The	https://zoom.us ส่องการเปิดเลยปหลังหยังนี้ augnitiki zoom.us เปิดหลับระเหน่นี้ในอย่างส่องมันขาวครั้ง new tab will be opened เปิด Zoom Meetings	Click "Cancel"
	Click Open Zoom Meetings on the dialog shown by your browser	
	If you don't see a dialog, click Launch Meeting below By clicking "Launch Meeting", you agree to our Terms of Service and Privacy Statement	
	By clicking "Launch Meeting", you agree to our Terms of Service and Privacy Statement	



3. Please type shareholder's first and last name in below text box.



5. Then "Please wait, the meeting host will let you in soon." Message will be displayed. Please wait until the host verify all information and let you in the meeting.

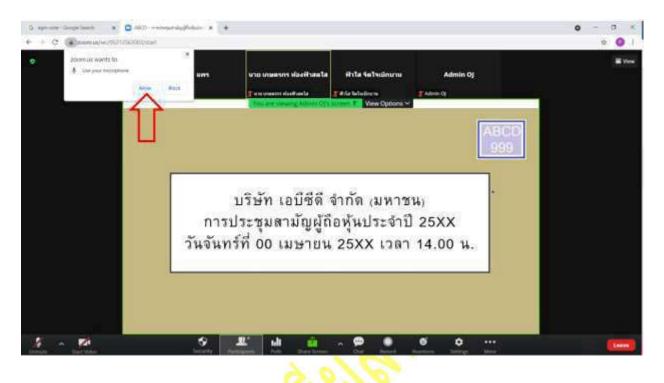
Please wait, the meeting host will let you in soon. 🔾

ABCD - การประชุมสามัญผู้ถือหุ้นประจำปี 25xx

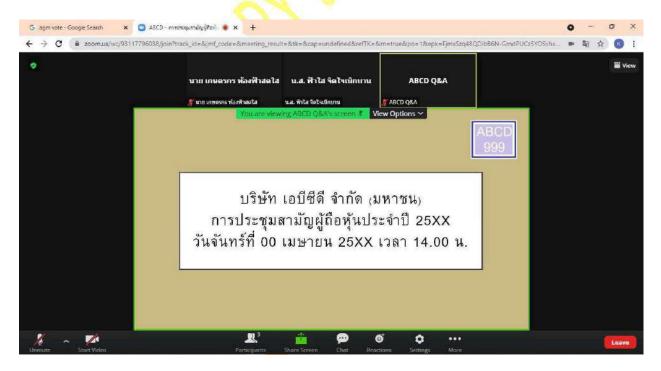
6. Once you are in the E-Meeting, please click at Join with Computer Audio to hear Live as below picture. (If you would like to speak, please don't forget to allow the zoom to use microphone)

0 0				25
	🕊 Phone Call	🗖 Computer Au	dio	×
	Join Audio b	y Computer	Click "Join Audi	o by Computer"
	***Plea	se don't forget to allow	the zoom to use mi	crophone
Join Audio Start Video	Radicipants Share S			Leave Meeting

7. Click "Allow"

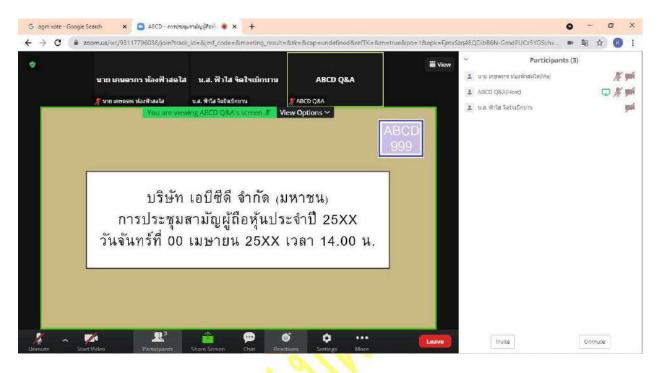


8. Once you successfully join the E-Meeting. You will see all menu as below.



#### How to ask question by speak through microphone

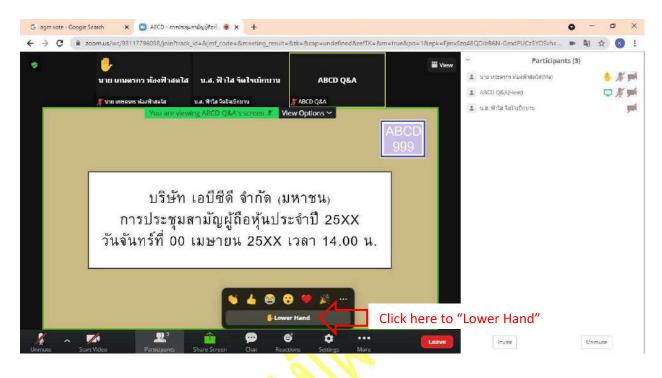
#### 1. Click at "Reaction" as below



2. Click "Raise Hand" and the sign will be displayed beside your name as below

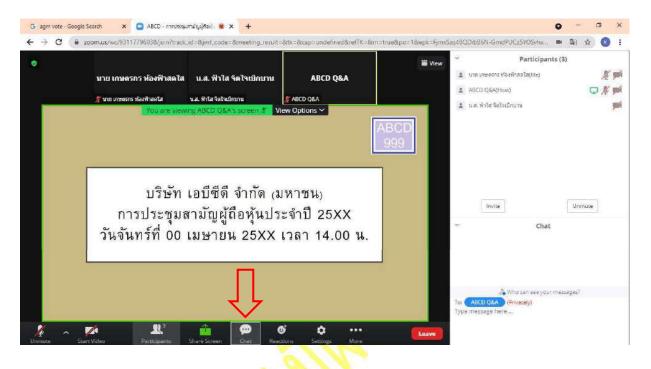
G agm vote - Googk	e Search 🗙 🛄 ABCD - mətəsiquə zacom.us/wc/93117796038/join?track_i		litk=∩=undefined&refTK	=&m=true&po=1&epk=	FjmxSzq48Q	DibB6N-GmdPUCzSYOS/hx	0	- 呵 ☆	o K	×
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	การประชุมส	อบีซีดี จำกัด (ม ามัญผู้ถือหุ้นประ มษายน 25XX เ	ะจำปี 25XX							
Unmute St	ar Video Parádipanta 1	A Carlos Contra	Hand	Click here t		ise Hand"		Unmut		

3. Host will allow you to unmute your microphone to ask your question. Please click unmute. Once you finish, please click "Lower Hand"

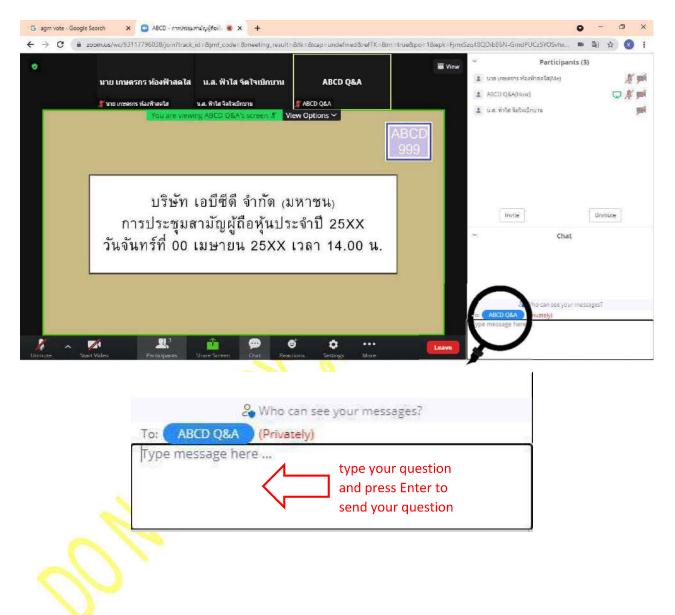


How to ask question by Chat

1. Click at "Chat" as below



2. The text box will displayed as below. To type a message by Chat, you have to select a recipient to send ABCD Q&A question only. If you do not select, your question will not be sent to the company. You can type your question and press Enter to send your question to ABCD Q&A



#### How to case your vote by E-Voting

1. When you would like to cast your vote, please go to main tab (in Chrome) then click at "E-

Voting". There are 3 options to vote in each agenda (Approve, Disapprove and Abstain)



2. Once you cast your vote, there is a pop up for you to make a confirmation. If you would like to

change your vote, you can do by do the same. However, you cannot change or vote if the agenda is closed.

3. Once you finish your vote, please switch back to the E-Meeting Tab (Zoom) to resume your

meeting.

ONE TO ONE CONTACTS PUBLIC COMPANY LIMITED 99/26 Moo 4, Software Park, 9<sup>th</sup> Floor, Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120 Thailand Tel : +66 2685 0000 Email : contactus@otocontacts.com www.onetoonecontacts.com Facebook : onetoonecontacts