



OTO 013/2015

March 25, 2016

Subject : Invitation to attend the 2016 Annual General Meeting of Shareholders  
To : Shareholders of One To One Contacts Public Company Limited  
Enclosure: 1. Copy of the Minutes of the 2015 Annual General Meeting of Shareholders  
2. CD of the 2015 Annual Report  
3. Information of the proposed directors in replacement of those retired by rotation  
4. The remuneration of the Board of Directors and Committees for 2015  
5. Information of the proposed auditors for 2016  
6. Company's Articles of Association relating to the Shareholders Meeting  
7. Proxy Form  
8. Information of independent directors who may be appointed as proxy in the 2016 Annual General Meeting of Shareholders  
9. Qualifications of Independent Director  
10. Registration, Documents required for attending the meeting, Proxy and Voting in the 2016 Annual General Meeting of Shareholders  
11. Requisition Form for the 2015 Annual Report  
12. Route map of the venue convening the 2016 Annual General Meeting of Shareholders

Notice is hereby given that the Board of Directors of One to One Contacts Public Company Limited has resolved to convene the 2016 Annual General Meeting of Shareholders at 09.00 a.m., on April 29, 2016, at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210. The agendas are as follows:

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

**Rationale** The 2015 Annual General Meeting of Shareholders was held on April 29, 2015. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the meeting date according to the requirement of the laws as well as posted on the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com). The Board of Directors considered that it was correctly recorded as shown in Enclosure 1. However, the Minutes and other related documents to the 2015 Annual General Meeting of Shareholders have been posted on the Company's website together with the invitation of this meeting since March 27, 2015 onwards.

**The Board's Opinion** The Board of Directors considered that the Minutes of the 2015 Annual General Meeting of Shareholders were correctly recorded. The Shareholders should certify the Minutes of the 2015 Annual General Meeting of Shareholders.

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

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

**Rationale** The Board of Directors considered that the Company's operating results and the 2015 Annual Report were correct and sufficient disclosure. The 2015 Annual Report has been posted on the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) since March 27, 2015 onwards and was sent to the shareholders together with the invitation of this meeting as shown in Enclosure 2.

**The Board's Opinion** The Board of Directors considered that Company's operating results and the 2015 Annual Report were correct and sufficient disclosure. The Shareholders should acknowledge the Company's operating results and the 2015 Annual Report.

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

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

**Rationale** The Board of Directors and the Audit Committee considered that the Company's financial statements for the year ended December 31, 2015, which were duly audited by the auditor, were correct and complete in accordance with Thai Financial Reporting Standards, and adequate disclosure. Details were shown in

the section "Financial Statements" in the 2015 Annual Report, which was sent to the shareholders together with the invitation of this meeting as shown in Enclosure 2.

Financial highlights of consolidated financial statements for 2015 were as follows:

| Item               | Amount (Baht) |
|--------------------|---------------|
| Total Assets       | 1,018,558,544 |
| Total Liabilities  | 179,708,170   |
| Total Revenues     | 996,298,581   |
| Net Profit         | 66,228,500    |
| Earnings per Share | 0.24          |

**The Board's Opinion** The Shareholders should approve the Company's financial statements for the year ended December 31, 2015.

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

#### 4. To consider and approve statutory reserve and dividend payment for 2015

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

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

In 2015, consolidated net profit of the Company were Baht 66,228,500 or equivalent to Baht 0.24 per share. The Board of Directors has considered to pay dividend for the 2015 operation at Baht 0.16 per share or equivalent to 67.64% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.07 per share was paid to shareholders on September 9, 2015, thereby having a final dividend of Baht 0.09 per share. The dividend will be paid on May 18, 2016. The Company has provided statutory reserve of Baht 3,500,000 or 5.28% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2015 as required by related law.

The comparison of dividend payment is as follows:

| Details of dividend payment                            | 2015        | 2014        |
|--|-------------|-------------|
| 1. Consolidated Net Profit (Baht)                      | 66,228,500  | 65,985,157  |
| 2. Number of shares                                    | 280,000,000 | 280,000,000 |
| 3. Total dividend payment for fiscal year (Baht/Share) | 0.16        | 0.16        |
| 3.1 First six-months dividend payment                  | 0.07        | 0.11        |
| 3.2 Last six-months dividend payment                   | 0.09        | 0.05        |
| 4. Total dividend (Baht)                               | 44,800,000  | 44,800,000  |
| 5. Dividend payout ratio (%)                           | 67.64       | 67.89       |

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

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

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

**Rationale**

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

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

The Nominating and Compensation Committee, without members who have conflict of interests, had considered all required qualifications of the directors pursuant to the applicable laws, the Company's Articles of Association, and Nomination of Directors and Management as defined in the Company's Corporate Governance Policy, and was of the opinion that the 4 directors who will retire by rotation, namely Mr.Vichai Srikwan, Mr.Watchai Vilailuck, Mrs.Sukanya Vanichjakkong and Mr.Sirichai Rasameechan have all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience may be applied to enhance the Company's operation efficiency. Therefore, the Nominating and Compensation Committee proposed shareholders to elect the above 4 directors who will retire by rotation to be the Company's directors for another term. Information of the proposed directors in replacement of those retired by rotation and qualifications of Independent Director were shown in Enclosure 3 and 10 respectively.

**The Board's Opinion**

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

**Voting**

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

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

**Rationale**

Policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub Committees will be paid appropriately more in accordance with the extra work. The Nominating and Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders. Scope of Responsibilities and Authority of the Board of Directors and Committees were disclosed in the 2015 Annual Report in "Management Structure" under the topic "The Board of Directors" and in "Corporate Governance" under the topic "Sub-committees"

The remuneration of the Board of Directors and Committees in 2015 was in accordance with the resolution of the 2015 Annual General Meeting of Shareholders, held on April 29, 2015 of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. Actual payment of the remuneration for 2015 was Baht 1,675,000 as details in Enclosure 5.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and Committees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2016 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting

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

|                                       | Meeting allowance (Baht/Meeting) |
|---------------------------------------|----------------------------------|
| Board of Directors                    |                                  |
| Chairman                              | 20,000                           |
| Director                              | 10,000                           |
| Audit Committee                       |                                  |
| Chairman                              | 20,000                           |
| Director                              | 10,000                           |
| Corporate Governance Committee        |                                  |
| Chairman                              | 15,000                           |
| Director                              | 10,000                           |
| Nomination and Compensation Committee |                                  |
| Chairman                              | 15,000                           |
| Director                              | 10,000                           |

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

**The Board's Opinion** The Shareholders should approve the remuneration of the Board of Directors and Committees for 2016 at the same amount as previous year of not exceeding Baht 4,000,000, consists of meeting allowance for each meeting participated of the Board of Directors and Committees at the same amount as previous year, and bonus without other benefits as proposed by the Nominating and Compensation Committee.

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

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

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

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

Information of the proposed auditors for 2016 was shown in Enclosure 5.

In addition, the Audit Committee had considered and proposed the audit fee for 2016 of Baht 970,000, increase from last year due to an increase in transactions of Baht 100,000 and the changes in accounting standards and auditors' report effective in 2016 of Baht 70,000. The proposed audit fee excluded out of pocket expenses relating to audit work such as photo copy expenses, traveling expenses and others.

**The Board's Opinion** The Board of Directors with the advice of Audit Committee recommends Shareholders to approve the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2016:

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

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. In addition, the Board of Directors also proposed to approve audit fee for 2016 of Baht 970,000, increase from last year due to an increase in transactions of Baht 100,000 and the changes in accounting standards and auditors' report effective in 2016 of Baht 70,000.

**Voting**

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

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

The Company has fixed the Record Date for the right to attend the meeting and to receive dividend on March 18, 2016 and collect the names of shareholders as stipulated in the Section 225 of the Securities and Exchange Act. B.E. 2535 by closing the share registration book on March 21, 2016. The right to receive dividend, as the case may be, is uncertain as it has not yet been approved by the 2016 Annual General Meeting of Shareholders. In case shareholders would like to submit any questions or comments concerning the Company's operation in advance of the 2016 Annual General Meeting of Shareholders, shareholders can send the questions or comments thru the Company's website at [www.onetonecontacts.com](http://www.onetonecontacts.com) or fax to Company Secretary Division at 02-685-0090.

All Shareholders are cordially invited to attend the 2016 Annual General Meeting of Shareholders at the date, time and venue as stated above. In case any shareholders wish to appoint a proxy to attend and vote at the meeting, please fill and sign in the Proxy Form in Enclosure 7. In addition, shareholders may appoint an independent director detailed in Enclosure 8 as proxy to attend and vote at the meeting. The complete Proxy Form should be submitted to the director or his designee before the commencement of the meeting. Please see details of proxy in Enclosure 10.

By resolution of the Board of Directors,



(Mrs. Sukanya Vanichjakvong)  
Director

One To One Contacts Public Company Limited