

**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**

1.	Dr. Pakorn Apaphant	Chairman of the Board of Directors, Independent Director Chairman of Audit Committee, Chairman of Nominating and Remuneration Committee, Corporate Governance Committee Member
2.	Dr. Chuket Ounjitti	Independent Director, Audit Committee Member
3.	Mr. Pattarakit Techasikarn	Independent Director, Audit Committee Member
4.	Mr. Priyong Teerasathain	Independent Director, Chairman of Corporate Governance Committee, Nominating and Compensation Committee Member, Risk Management Committee Member
5.	Mr. Kanawuthi Wattanadhirach	Director, Chairman of Executive Committee, Chairman of Risk Management 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
7.	Mr. Subhasiddhi Rakkasikorn	Director
8.	Mr. Somkit Likitparinya	Director
9.	Ms. Saowanee Khaoubol	Director
10.	Mr. Chaiwat Phithakraktham	Director, Executive Committee Member, Risk Management Committee Member, 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.

**Management**

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 Chairprasert

**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.

**Preliminary Proceedings** 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.
8. 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.
- 2) 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 of Shareholders to nominate a person to be elected as the Company director and to submit question in advance before the 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](http://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 maintenance service. 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 (Anti-corruption 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.

**Resolution** *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 ratios 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.

**Resolution:** *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
<b>Approved</b>	<b>403,266,201</b>	<b>100</b>
<b>Disapproved</b>	<b>0</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>0</b>
<b>Invalid Ballots</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>403,266,201</b>	<b>100</b>

**Agenda 4** **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 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.

**Resolution** *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:*

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

**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:

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

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.

**Resolution: 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:**

1) <b>Dr. Pakorn Apaphant</b> Independent Director		
<b>Vote</b>	<b>No. of Vote</b>	<b>Percentage (%) of the total number of votes of shareholders who attended the meeting and voted</b>
<b>Approved</b>	<b>403,366,201</b>	<b>100</b>
<b>Disapproved</b>	<b>0</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>0</b>
<b>Invalid Ballots</b>	<b>0</b>	<b>0</b>
<b>Total</b>	<b>403,366,201</b>	<b>100</b>

2) **Mr. Subhasiddhi Rakkasikorn** Director

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

3) **Mr. Somkit Likitparinya** Director

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

**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:



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*

- 1) 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.

***Resolution: 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:***

	<i>Meeting allowance (Baht/Meeting)</i>	
	<i>Chairman</i>	<i>Director</i>
<b><i>Board of Directors</i></b>	<b><i>20,000</i></b>	<b><i>10,000</i></b>
<b><i>Audit Committee</i></b>	<b><i>20,000</i></b>	<b><i>10,000</i></b>
<b><i>Corporate Governance Committee</i></b>	<b><i>15,000</i></b>	<b><i>10,000</i></b>
<b><i>Nominating and Remuneration Committee</i></b>	<b><i>15,000</i></b>	<b><i>10,000</i></b>

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

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

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

**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. Tor.Jor. 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.

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

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.

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

Details	Compensation proposed for the year 2022		Compensation proposed for the year 2021	
	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	-
<b>Total</b>	<b>1,960,000</b>	<b>-</b>	<b>1,760,000</b>	<b>-</b>

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.

***Resolution: 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:

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

**Agenda 8** 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.

**Resolution** *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:*

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

**Agenda 9** **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.

***Resolution*** *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:*

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

**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.

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

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

**Agenda 11** 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.

<b><u>Original Objectives</u></b>	<b><u>Revision Objectives</u></b>
(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 <b>and/or other works</b> 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 E-sports, 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 internet-related 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.

**Resolution** *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:**

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





**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