

# ANNUAL REPORT 2016

TOTAL DIGITAL CUSTOMER MANAGEMENT SOLUTIONS



the **XCX** | EXCELLENCE  
CUSTOMER  
EXPERIENCE



**ONE TO ONE  
CONTACTS**  
A SMART COMPANY



Photo Credit : Mr.Terawat Teankapasith

In Remembrance of  
**H.M. King Bhumibol Adulyadej**

Forever in our hearts  
King of kings

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One to One Contacts Public Company Limited.



“A touch of heart to heart”

Our customers is our partners  
dedicated to utmost customer satisfaction.

the **XCX** | EXCELLENCE  
CUSTOMER  
EXPERIENCE





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Moving forward to digital edge  
powered by  
Total Digital Customer Management Solutions





Standard quality policy, we focus on  
Customer needs, Product development,  
Information technology based on  
international standard

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**ISO 9001**

**BUREAU VERITAS**  
Certification



**ISO 20000**

**BUREAU VERITAS**  
Certification



**ISO 27001**

**BUREAU VERITAS**  
Certification





**ELECTRONIC  
COMPLIANCE**



**FINANCE  
& BANKING**



**RETAILS**



**INSURANCE**



**FOOD  
& BEVERAGE**



**AIRLINES**



**TELECOMMUNICATION**

**14 INDUSTRIES**



**GOVERNMENT**

**REAL ESTATE**



**HOSPITAL**

**E-COMMERCE**



**AUTOMOTIVE**

**ENERGY**



**OTHERS**

Our services gain  
Trust worthy, Customer satisfaction  
Appreciation, Inspiration  
From various industries.



To be the CLMV leader in  
Customer Management Solutions



## **VISION**

To be the CLMV leader in Customer Management Solutions by delivering world class quality service beyond clients' expectation.

## **MISSION**

To be the premier leader to offering Contact Center Solutions which respond to customer demand in all dimensions with high quality of products and fully services.

We response every service requirement and continuously invent and develop the innovations to strengthen the effective all business of customer.

## **BUSINESS PHILOSOPHY**

We truly believe that our customer's accomplishment is our success.

We commit to deliver the excellent quality of services to customers based on the operation with the great satisfaction of employees.

We also deeply commit to develop our business in stability and strength with business ethic and integrity to enhance sustainable development of the Company according to customers and shareholders expectation.



# Message from the Board of Directors

In 2016, it is considered the period of time with changing dramatically in many aspects both domestic and foreign countries, for examples the world economic fluctuation, energy prices, macro politic changes, disasters in all over parts of the world, and the dramatic change of technology. These factors affect in the public and private investments.

Many organizations have to operate the business under the changes which significantly influence the clients' behaviors. They are the important variables that encourage the business to adjust itself to catch the dramatic changes in the digital era. The executives of the company are aware of the short-term and long-term impacts that may result the company. In addition, the company handles the technology to prepare the readiness for supporting any changes that may directly affect the company with the attempt to develop the service system and fulfill the policy and vision as the leader of the contact center. Additionally, it aims to strengthen the competitive capability and potential as the provider for total customer management solutions in order to experience and satisfy the clients. It also conforms to the policy of Thailand 4.0, which is the national strategy. For this year, the company was rewarded by Frost & Sullivan for the 2016 Frost & Sullivan Thailand Excellence Awards: Outsourced Contact Center Service Provider of the Year as the private organization that operates the business in the leading contact center of Thailand for four years consecutively.

Moreover, the company places the importance on the personnel development, which is considered the crucial resource of the organization so that they can work effectively to support the dramatic change and catch up with the technological change as well. However, it still keeps in the consciousness of a good provider who takes social responsibility for operating a business sustainably.

Although the 2016 is the year that carries out the business under the economic reversal, the company dedicates the high attempt to earn 969 million baht for the total income and 83 million baht for the net profit.

The company would like to express the gratitude to the shareholders, business alliance, and stakeholders for their trustworthiness to support the performance of the company in all aspects. The company also expresses thanks to the board of directors, executives, and staff of One to One Contacts Public Company Limited for intention and dedication to prolong the business carefully and stably as well as consistency of good corporate governance evermore.



(Mr. Vichai Srikwan)

Chairman of the Board of Directors

# Message from the Executive Committee

In 2016, it was considered one of the crucial year of One To One Contacts Public Company Limited since the overall economy of Thailand has been decelerated. Although the signals of the turnaround in the economy could be possibly noticed, it recovered gradually. It was anticipated that the growth of the Contact Center Service business would be annually increased 11 % with 4,000 million baht out of the market value. As compared with the total income of the company in 2015, it was found that it slightly decreased. However, the company could maintain the net profit satisfactorily, which highly increased 25% or 17 million baht. This was arisen from the investment management of the customer relationship management.

As a matter of fact, the income of the company has decreased in the previous year but it did not mean the company stopped developing the goods and services. In contrast, the company has been developing the goods with the new technology to serve the customers for strengthening the growth of the income base sustainably in the future. Moreover, as the progress of the communication technology in the digital age, the company has developed the services that met the customers' needs in 2016 by developing the non-voice contact center with the variety of servicing channels, particularly the social media which was important and popular with the customers. In 2016, the company has carried out two sections as follows.

1. Goods and services
  - Developed the customer relationship management service for the Omni-channel under the Social One brand with a focus on communicating through the social media such as Facebook, Line, websites, and other social networks.
  - Developed the Chatbot system to be partially implemented in the customer relationship system to support the customer service quickly and save the expenses increasingly.
  - Extended the voice service and non-voice service for every channel.
  
2. Sales and marketing
  - Penetrated the group of new customers through the e-commerce increasingly and emphasized the revenue center service instead of the customer service center.
  - Expanded the new customer base in Cambodia and investigated the data of other markets in CLMV countries to determine the market opportunity that will have potential in the future.

The company kept placing the importance on developing the personnel of the organization to be skillful and competent to give services effectively for maintaining the quality of services based on the operation with the great satisfaction of employees, intending to develop the business continuously, and cooperating with the commercial alliance that had the efficiency and mutual goals of giving services effectively to build the upmost satisfaction of the customers regarding the principles of Good Governance for the sustainable growth.



Mrs. Sukanya Vanichjakkong  
Chairman of Executive Committee





## Board of Directors

### 1. Mr. Vichai Srikwan

- Chairman of the Board of Directors
- Independent Director
- Chairman of the Nominating and Compensation Committee
- Audit Committee

### 2. Mr. Chaisak Angkasuwan

- Vice-Chairman of the Board of Directors
- Independent Director
- Chairman of Corporate Governance Committee
- Audit Committee Member

### 3. Dr. Rathian Srimongkol, M.D.

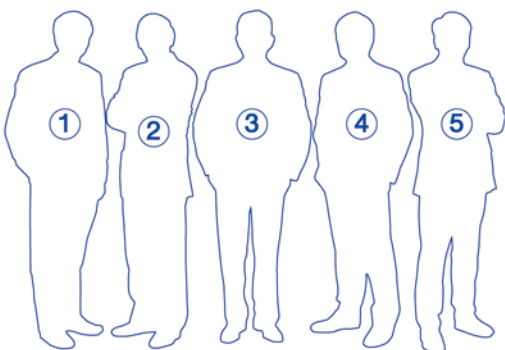
- Independent Director
- Chairman of the Audit Committee
- Nominating and Compensation Committee Member
- Corporate Governance Committee Member

### 4. Dr. Pairoj Boonkongchuen, M.D.

- Independent Director
- Audit Committee Member
- Nominating and Compensation Committee Member
- Corporate Governance Committee Member

### 5. Mr. Charoenrath Vilailuck

- Director
- Executive Committee Member
- Risk Management Committee Member







#### 6.Mr. Watchai Vilailuck

- Director
- Executive Committee Member
- Chairman of the Risk Management Committee

#### 7.Mrs. Sukanya Vanichjakvong

- Director
- Chairman of Executive Committee
- Risk Management Committee Member
- Chairman of the Sustainable Development Committee

#### 8.Mr. Thananan Vilailuck

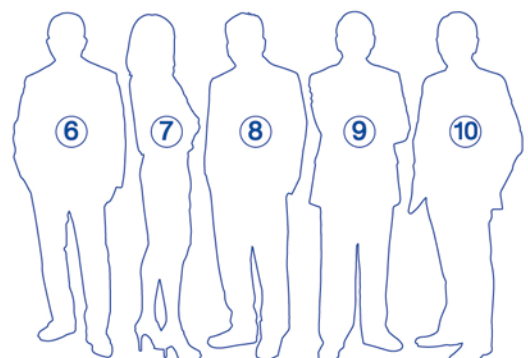
- Director
- Risk Management Committee Member

#### 9.Mr. Sirichai Rasameechan

- Director
- Executive Committee Member
- Corporate Governance Committee Member
- Risk Management Committee Member

#### 10.Mr. Pracha Phathayakorn

- Director
- Executive Committee Member
- Risk Management Committee Member



# Report of the Audit Committee

The Company's Audit Committee is composed of the following independent members, who are knowledge in law, Finance, Accounting and management, the Audit Committee of which each member is qualified upon the determined standard qualities of audit charter has carried out the responsibilities in line with best practices guidelines for audit committee as set out by the Security and Exchange commission. The Audit Committee member as follow:

1. Dr. Rathian Srimongkol, M.D. is the Chairman of Audit Committee with qualifications in finance and accounting.
2. Mr. Vichai Srikwan is the Audit Committee Member.
3. Mr. Chaisak Angkasuwan is the Audit Committee Member.
4. Dr. Pairoj Boonkongchuen, M.D. is the Audit Committee Member with qualifications in finance and accounting.

In 2016, the Audit Committee had the meeting 5 times with the Executive Board of Directors, external auditors as well as internal auditor to examine and discuss the salient features prior to propose to the Board of Directors' consideration as following:

1. **Reviewed and discussed the quarterly financial statements and the 2016 consolidated financial statements** - the Audit Committee received the explanations of the Management and financial auditor on the financial statement to ensure the integrity of it and requirements to disclose information. The Audit Committee was substantially consistent with auditors that the details of the financial statement was significantly presented in consistence with generally accepted accounting principles and disclosure requirements at a certain point in time with regards to users of financial statement to evaluate the nature of, and shareholder with, its interests for investors.
2. **Reviewed and oversaw the performance of risk management and internal control system** - this is to promote confidence in the Company's policies, procedures to succeed in both achieving objectives and ensuring efficient and effective control mechanisms, as a result in internal audit report in 2016 as well as internal control systems assessment with respect to enterprise risk assessment and management in compliance with COSO-ERM (The Committee of Sponsoring Organizations of the Tread way Commission - Enterprise Risk Management)
3. **Reviewed the internal audit program** - the Audit Committee considered the scope of operation, roles and responsibilities, independence of the internal audit and agreed that it is suitable. In addition, the Audit Committee considered the qualification of the head of internal audit regarding education, work experience, and training, they all agree that his qualification is suitable and appointed him to manage the internal audit division, including approval of annual audit plan in compliance with the risk assessment and specific audit areas where related to key working practices.
4. **Reviewed its committee charter** - the Audit Committee considered and reviewed the Audit Committee Charter to ensure critical responsibilities and effectiveness in executing those responsibilities, as well as to promote auditor independence, role and responsibilities, authority and minutes of the meeting in compliance with rules and practice of Corporate Governance concept, together in consistence with regulatory requirements from the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission
5. **Considered connected transactions or any transactions that may be on conflict of interest to the Company's benefit** - this is to be in line with best practices prescribed by the Capital Market Supervisory Board and other relevant parties to ensure reasonableness and transparency into sufficient disclosures, with regards to the best interests of the Company as well as the appropriateness of fees, on an absolute basis and as compared to its peer firms.

6. **Prepared the report of the Audit Committee activity** - the Audit Committee will inform the Board of Directors the result of internal audit and also provide recommendations for improvement of operational management in determining appropriate approach to the unique circumstance, in accordance with legal and regulatory requirements from the Stock Exchange of Thailand.
7. **Selected and appointed of auditors together with audit fees for 2016** - the Audit Committee had assessed the independence, quality of the audit performance, skill, capability, audit experience and the appropriateness of remuneration in the past year. The Audit Committee found that the experienced auditor of EY Office Co., Ltd. was independent and played an important role in the leading external audit, thus nominated auditor of EY Office Co., Ltd. as the Company Auditor and its subsidiaries for 2016.
8. **Conducted self-assessment of the Audit Committee** - the result of the overall assessment is at "Excellent." This was particularly noticeable how efficiently the audit committees carried out their responsibilities delegated by the Board of Directors, in line with best practices guidelines for Audit Committee.

The Audit Committee performing the responsibilities with expertise, competency, and independence has provided related recommendations on the sufficiency of disclosures in areas of common interest of interested persons.

In conclusion, the Audit Committee fulfilled its oversight responsibilities as specified in its audit committee charter, approved by the Board of Directors, and determined that the Board of Directors, Executive Committee and Management discharged their duties in matters of professional ethics and behavior and in accordance with the requirements of good corporate governance, with regards to the achievement of goals and objectives. In addition, the Company provided standard financial reporting, disclosure of sufficient information and maintained compliance with laws and regulations by adoption of internal control processes, appropriate and effective risk management, related matters disclosure, as well as corporate governance best practices, as a result of those significant progress was made in enhanced continual business environment.



Dr. Rathian Srimongkol, M.D.  
Chairman of the Audit Committee



# Report of the Risk Management Committee

Dear Shareholders,

The Board of Directors stressed the importance of risk management to ensure sustainable business growth; hence the Board of Directors has appointed the Risk Management Committee to assist in review and identification of main risk areas as well as recommendations for risk management effectiveness. The Risk Management Committee, of which the membership comprised the Chairman of Risk Management Committee and top management, collaboratively formulated the risk management approach and policy.

In 2016, the Risk Management Committee carried out its duties as assigned by the Board of Directors held 3 meetings with a focus on:

1. Review risk management plan annually with regards to risk management implementation plan applied across the Company.
2. Identify the severity level of risk, together with the impact through strategies and methods to manage related risks.
3. Support and develop risk management continually to cover all organization.
4. Put follow-up into action and assessed risk management procedures in respect of risk management policy and framework as defined.

Thus, the Risk Management Committee ensured that the Company's risk management was effectively executed while continuously conducted in compliance with good corporate governance rules including sufficient and adequate internal control process as well as under all requirements of the governing laws and regulations. The Company thereby has the ability to manage potential risks and sustain economic growth in the long term.



Mr. Watchai Vilailuck  
Chairman of the Risk Management Committee

# Report of the Corporate Governance Committee

Dear Shareholders,

The Company strongly believes in the importance of managing the business operations according to corporate governance policy and business ethics to improve business operations in order to create more transparency, strengthen the confidence and sustainable development. The Board of Directors has written policies on best practice according to corporate good governance principles and assigned Corporate Governance Committee to monitor the business operations in compliance with the corporate government principles of the Stock Exchange of Thailand and Securities and Exchange Commission.

In 2016, the Corporate Governance Committee conducted 3 meetings to follow up and consider various corporate governance matters and reported to the Board of Directors, which could be summarized below:

- Reviewed and Amended of Corporate Governance policies, business ethics and sub-committee charter to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission as well as the international corporate governance criteria which are based on ASEAN CG Scorecard.
- Encouraged the Board of Directors to conduct self-assessment of the Board of Directors, individual director, sub-committees including General Manager assessment and Corporate Secretary assessment annually. Results and form assessments shall be considered for further improvement.
- Encouraged the minority shareholders to propose the agenda and submit any enquiries for consideration in the Annual General Meeting of Shareholders to comply with the Securities and Exchange Act and the Principle of Good Corporate Governance.
- Reviewed the Company's Corporate Governance Report disclosed in the annual report to comply with the regulations of the Stock Exchange of Thailand and Securities and Exchange Commission.

The Corporate Governance Committee encouraged to continual practices of the corporate good governance principles, the Company scored "Excellence" or 5 Stars in the 2016 Corporate Governance Report and was ranked in Top Quartile of the group of companies with market capitalization of Baht 1,000-2,999 million surveyed by Thai Institute of Directors Association (IOD). The Company scored "4TIA" from the jointly survey on quality in convening the 2016 Annual General Meeting of Shareholders by Thai Investors Association and Listed Companies Association.



Mr. Chaisak Angkasuwan  
Chairman of the Corporate Governance Committee

# Report of the Nominating and Compensation Committee

Dear Shareholders,

Given the importance of recruitment and selection of the Board of Directors and Management Team together with the compensation of each individual, the Company nominated the independent candidates performing duties as the Nominating and Compensation Committee of which members were responsible for review of recruitment, selection, as well as approval of caliber directors and management team. In addition, the committee determined remuneration policy for the Board of Directors, Management Team and Sub-committee in consistence with responsibilities, the Company's operation results and market outlook with respect to maintaining and satisfying the committee and management team.

In 2016, the Nominating and Compensation Committee conducted 3 times to consider numerous matters concerning the Company. Results from the meeting, including the comments and recommendations, have been reported to the Board of Directors for consideration. The significant matters considered were summarized below:

- Nominated and proposed candidates who had full qualifications in order to assume the position of directors in case of vacancy and retiring by rotation. The member who has an interest in any agenda shall be abstained from voting and not attend the meeting to consider this agenda.
- Nominated and proposed candidates who had full qualifications in order to assume the position of top management in case of vacancy.
- Considered the remuneration for directors and member of sub-committees in consideration of appropriateness compared to the similar industry.
- Determined annual salary increment and policy on bonus payment based on appropriate level and company's performance.
- Conducted self-assessment of the Nominating and Compensation Committee for 2016 and report to the Board of Directors for development.

The Nominating and Compensation Committee regularly submitted the meeting reports to the Board of Directors. During the year, the Nominating and Compensation Committee performed the responsibilities with integrity, thoroughness, completion, independence, and conciseness to be at the acceptable level as the international standard with respect to the best interest of all shareholders and stakeholders in the extent of corporate governance practices defined by the Stock Exchange of Thailand.



(Mr. Vichai Srikwan)

Chairman of the Nominating and Compensation Committee



# Report of the Sustainable Development Committee

Dear Shareholders,

The Company realized the importance of sustainable development that was vital to business growth in consistent with society and environment concern. The Board of Directors had appointed the Sustainable Development Committee, was responsible for policies, directions, and practices of social and environment responsibility, including the progress in social and environment projects together with projects assessment that were well reported to the Board of Directors.

The Sustainable Development Committee determined the sustainable development policy to be conducted directors, executive and staff with the practical of operating business based on corporate good governance together with society and environment responsibility with regard to the interests of all stakeholders. The Company cultivates staff to awareness operating business on social and environment responsibility.

In 2016, The Company organizes two projects for creating social value. The first project was **Voice for the blind project**, to create audio books for the blind, by reading books give to Foundation for the blind in Thailand under the Royal Patronage H.M. the Queen. This project is an opportunity for us to develop the service for blinds in the future and it used reading and communication skill of staffs to be beneficial. Another project was **Khad Can Call project**. This project set up to be a center for connecting between the deficient schools and donators in order to provide the development quality of life for the youths and student in remote areas.

The Company believes that above projects made a great participate to social responsibility operation and they cultivate social responsibility to staffs and all stakeholders.



Mrs. Sukanya Vanichjakvong  
Chairman of Sustainable Development Committee

# Corporate Social Responsibility Report

## Policy and overall

One To One Contacts Plc. conducts business by considering on responsibility to society and environment as well as good corporate governance for the sustainable growth of both the Company's business and society. Apart from CSR after process, which is done continuously in form of various projects to promote innovation, charity events and donations, the Company concretes more action by setting up working group on social and environmental responsibility for sustainability of the business. The Board of Directors' Meeting approved to establish the Sustainable Development Committee (SD Committee). The quorum consists of director, management and/or any qualified candidates to concretely define policies, action plan in order to comply with the Company's business operation in term of economy, society and environment, and to encourage and support the Company's sustainable development activities including regulate, review, follow the operational progress and evaluate the effectiveness of sustainable development policy implementation and report the Company's sustainable development operation to the Board of Directors. In addition, the Board of Directors' approved SD policies to guideline of the Board of Directors, executives and employees as follows:

### Sustainable Development Policies

1. To conduct business based on good governance principle as well as social and environmental responsibility along with all issues which related to sustainable development by primarily taking into consideration benefits of all stakeholders;
2. To build up corporate culture that can encourage all employees to have conscious mind while performing duties and also to have volunteer spirit which is willing to devote efforts and personal time for benefits of communities as a whole;
3. To promote and educate the employees at all levels on social, environmental and sustainable development awareness to serve as guidelines on social, environmental and sustainable development conservation and development throughout the organization;
4. To encourage on creation of social, environmental and sustainable development projects or activities.

The Company conducts business based on good governance principle and recognizes the importance of all stakeholders. The Company has considered and prioritized stakeholders as well as provided appropriate strategies for sustainable development of business as follows:

Stakeholder	Policies and Strategies
1. Customer	Provide trendy, high-quality, reasonable price of product and service to meet the customers' diversity of needs as well as strengthen and maintain the good relationship between customers and the Company.
2. Employee	Respect for the individual privacy, provide fairly employment, develop the employees' skills and capability, provide both in-house and external training and educating course for more capability of employees, be aware of occupational safety and health of employee and also provide the appropriate compensation.
3. Trade partner	Systematically provide goods and services with the highest standard based on trading condition, contract and business ethics.
4. Shareholder	Operate all business affairs according to the principles of good Corporate Governance and Equitable Treatment for the highest benefits of every shareholder.
5. Creditors	Strictly follow to the agreements or any specific conditions

6. Society as a whole and communities	Give support to society and community in all activities, strengthen good relationship and give corporation for community sustainable development and concrete basis, to cultivate consciousness to the Company's employees on responsibility to the society, community and environment via media and internal activities continually.
7. Environment	Operate the business by considering on environmental conservation and security standard, support environment activities and conservation campaign as well as provide knowledge and training to the employees regarding environmental conservation.
8. Counterpart/Competitor	Conduct all business affairs under just rules and competitions, support free trading.

Details of policies for all stakeholders and implement of policies in the previous year were disclosed in the section "Corporate Governance" under the topic "Business Ethics".

The Company prioritizes stakeholders in order to allocate resources according to the defined priority of associated operations at the highest efficiency and effectiveness for sustainable growth of business. Stakeholders that are directly affected by the Company's operation are customers and employees. Therefore, the Company has set vision and mission to represent the Company's focus on customers by providing trendy, high-quality, reasonable price of products and services and select the integrated innovative products and services to meet the customers' needs as normal operation of the Company as follows:

#### **VISION**

To be the CLMV leader in Customer Management Solutions by delivering world class quality service beyond clients' expectation

#### **Mission**

To be the premier leader to offering Contact Center Solutions which respond to customer demand in all dimensions with high quality of products and fully services. We response every service requirement and continuously invent and develop the innovations to strengthen the effective all business of customer.

Employees are key stakeholders, the Company always realizes that our employees are valuable asset and they are the success factor to accomplish the business goal. The Company provides fairly employment, develops the employees' skills and capability more capability and efficiency of employees. This includes educating and training courses related to corporate social responsibility and anti-corruption. Details were shown in "5. Fair Labor Practices", as well as setting up the policy on Human Management and Development as shown on the section of "Management Structure" under the topic "Human Management and Development Policy".

### Progress and Reporting

The Company conducts business in compliance with the SD Policies and taking into account with all stakeholders. The policies regarding treatments to all stakeholders are stipulated in the Company's Business Ethics. Details are disclosed in the section "Corporate Governance" under topic of "Business Ethics" and posted on the Company's website at [www.onetonecontacts.com](http://www.onetonecontacts.com). The CSR policies comprise 9 operating principles of conduct as follows:

1. Organization Governance
2. Fair Operating Practices
3. Anti-Corruption
4. Respect of Fundamental Human Rights
5. Fair Labor Practices
6. Consumer Responsibility



7. Contribution to the Community and Society
8. Environmental Conservation
9. Innovation and Publication of Innovation from Social Responsibility

Progress of the above 9 operating principles of conduct was as follows:

## 1. Organization Governance

**Promote and make good governance principle become corporate culture, adhere to responsibilities for all stakeholders with transparency and auditability.**

The Company realized on the importance of the good Corporate Governance which will be the fundamental factor for improving standard of business operation to create more transparency, competitiveness and strengthen the confidence of all shareholders, investors and other related parties. Thus written Corporate Governance Policy and Business Ethics, which complied with the Corporate Governance Principles of the Stock Exchange of Thailand (“SET”), have been provided for practices of directors, managements and employees of the Company. The Company has the Corporate Secretary Division which is the compliance unit to supervise and oversee the operations of the Company, the directors and the managements to ensure that they have been correctly complied with the regulations of the SET, the Office of Securities and Exchange Commission (“SEC”) and the Public Company Limited Act including other relevant laws. More details on Corporate Governance initiatives undertaken by the Company in 2016 were shown in “Corporate Governance”. Due to the continual monitor and development of the Company’s Corporate Governance Practices, in 2016, the Company scored “Excellent” or “5 Stars” in the 2016, and was ranked in Top Quartile of the group of companies with market capitalization of more than Baht 1,000-2,999 million surveyed by Thai Institute of Directors Association (IOD). In addition, the Company scored “4TIA” or “Excellence” from the survey on quality in convening the 2016 Annual General Meeting of Shareholders by Thai Investors Association.

## 2. Fair Operating Practices

**Determine to operate business with fairness and with ethical behavior, observe the laws and respect all social rules.**

The Company conducted business and managed work ethically. The Board of Directors has provided the business ethics manual for the Company’s directors, managements and employees to adhere as their practical guidelines on integrity, honesty, standardization, quality, moral and fairness. It also covers the administration of all stakeholder groups, i.e. shareholder, employee, customer, competitor, business partner, creditor including society and the environment. The practical guidelines which include the rights and benefits entitled to all stakeholders have also been specified in the business ethics for the directors, managements and employees. Such Business Ethics has been posted in the Company’s website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)). Moreover, the Board of Directors also assigns the Corporate Governance Committee to oversee the directors, the managements and the employees to ensure that they strictly adhere to this principle. For more details, please see in the section “Corporate Governance” under the topic of “Business Ethics”.

## 3. Anti-Corruption

**Define the anti-corruption policies into the Company’s Code of Business Ethics Manual**

The Company recognizes the importance and anti-corruption in all aspects. The Corporate Governance Committee’s Meeting reviewed anti-corruption policies continually and proposed to the Board of Directors’ Meeting to approve the practical. In 2016 the Company was revising policy, practical and relate framework of Anti-Corruption for preparation to participate with Collective Action Coalition (CAC) in the future. The Company will further consider the suitability and availability to join CAC. The anti-corruption policy in conformity with the Sustainable Development Roadmap for the listed companies by the SEC. The amendment polices were covered the following issues:

- Political neutrality and political assistance
- Donation for charity and support fund
- Receiving and giving present, property or other benefits policies

Furthermore, General Operating Guidelines were as follows:

- The process of risk assessment and risk management
- Protection
- Training and Communication
- Reporting Channels
- Regulatory and monitoring of the implementation of the policy

Result of the implementation of such policies in 2016 caused the following matters:

- No case of misconduct on corruption or breach of the Ethics. It was found only fault that not complied with the Company's regulation and it was amended and clarified the correct procedures to the employees.
- No director and executive resigned due to the issues of corporate governance.
- No case of the Company's negative reputation as a result of failure in the monitoring function of the Board of Directors.

The Company disclosed the policy in the Company's Business Ethics manual and posted on website at [www.onetonecontacts.com](http://www.onetonecontacts.com) for all employees to adhere. Details of Anti-Corruption policy, Guidelines to perform of anti-corruption and the result of the implementation of such policies and training course regarding protection and prevention of corruption were disclosed in the section "Anti-Corruption".

#### 4. Respect of Fundamental Human Rights

**Put emphasis on fundamental human rights, promote and respect rights, freedom and equality. Do not support discrimination based on gender and social status and strongly prohibit child labor/forced labor.**

The Company adheres to human rights principle as a mutual operating principle. All employees shall not undertake any action or shall by no means support any action to violate any human rights. On the contrary, the Company shall create the knowledge-based-organization on human rights as well as cultivate consciousness to the Company's employees to make them adhere to and follow. The policy on non-human right violation has been stated in the business ethics manual as follows:

- **Personal right and freedom:**
  - The Company has policies that employee's personal information is the secret and shall not be sent or disseminated to unauthorized parties;
  - Disclosure or transfer of personal information only upon the owner's consent;
  - The human has right and freedom so long as not violate the right and freedom of others.
- **Equal treatment:**
  - All employees shall be treated equally and there shall not be and discrimination against race, nationality, language, religion, gender, age and education;
  - The employees shall value and respect each other and shall behave oneself appropriated with his/her duty pursuant to the regulations of the Company and the tradition and shall not damage the Company's image;
  - The Company allows the employees to express their potentials fully and shall fix appropriated remuneration pursuant to the Company's regulations and also provide opportunity to the employees to further their education both in university level as well as short term and long term training course;
  - Deliberation related to hiring and judgment of performance should be accurate and fair;

- When performing the work, avoid expressing opinions that have to do with differences of physical and mind, race, nationality, language, religion, gender, age, education, or any other attribute likely to cause conflict;
- Contribute to making the work environment free of oppression and injustice;
- The employee shows respect and tolerance for each other's opinions.

## 5. Fair Labor Practices

**Create safety and healthy workplace, implement the employment conditions which are appropriated with fundamental labor laws as well as enhance skills of personnel on continued basis so that they can have better quality of life.**

The Company always realizes that all employees are the most valuable assets of the Company and they are the successful factors in making the Company achieve its objectives. The Company must respect and obey the laws and ethics in order to establish justice, stability and peace in the society. Therefore, the Company takes good care of and equally treats them with regards to the opportunity, compensation, appointment, transfer including fair and appropriated welfares in various aspects as follows:

1. Respect for the right to work pursuant to the fundamental human right principles. Details are provided under "Corporate Governance" in the topic of "Business Ethics" in the item of "Non-violation of human rights policy".
2. Specify to have "Compensation & Benefit Policy" regarding to employee motivation, internal impartiality and compensation standards, and job value to company, Company essentially determines corporate compensation, benefit and welfare policy being compatible to position accountability, knowledge, and competence with business operation and up-to-date compare to leading companies in industrial competition. In the other hand, Company certainly ensures compensation, benefit and welfare policy aligned to new wage of legal regulation.

For welfare to the employees, the Company has group health insurance (in case of in-patient) for the Company's employees as well as group life insurance which covers all kinds of death, annual medical check-up and provident fund to secure their working life security. The Company also has the social security fund and provision of loan in case of the accident or sickness to the employees as well, loan for employees, fitness center and special discount for Company's products, grant in case of the employee or his/her family died, to arrange for the fitness center and to encourage for the sport competition, both inside and outside the Company to promote health of the employees. Details regarding welfare of employees were disclosed in the section "Corporate Governance" under the topic of "Employee Policies".

3. Define the "Safety and Health Policy", the Company develops policy and system of safety and health of employees in accordance with the requirements of law and performs all necessary measures to ensure the safety of life and health of employees. Furthermore, the Company also has the practical guidelines concretely by appointment of the safety officers, training and cultivate consciousness of safety, occupational health and working environment for the employees, the annual evacuation drill in case of fire, the fingerprint scanning system, medical examination, provide basic medical services as well as serving modern medicine and an annual health check. More details were disclosed in the section "Corporate Governance" under the topic of "Business Ethics" in "Employee policies".
4. Define the "Human Resources Management and Development Policy", The Company emphasizing on increasing performance efficiency and improving working procedure to cope with business working environmental and technology change. The Company analyzes proper manpower planning to prepare for business extension and competition, and any changes as well as performance evaluation and potential assessment, developing individual capabilities at all levels progressively. Indeed, these have to be compatible



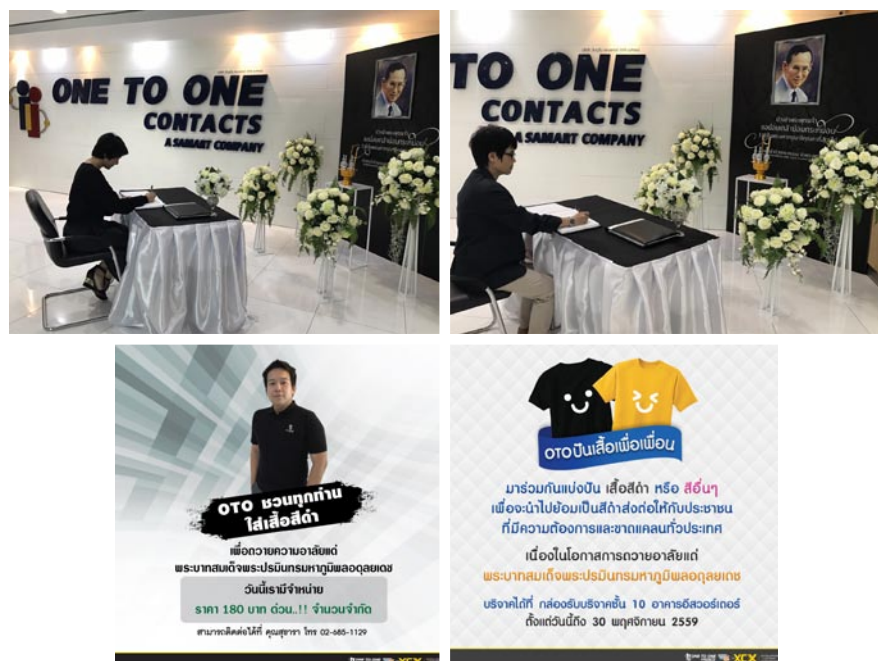
to Company's business vision, missions, operation, and corporate culture simultaneously for corporate sustainable growth. Details regarding Human Resources Management and Development Policy were disclosed in the section "Management Structure" under the topic of "Human Resources" in "Human Resources Management and Development Policy"

### Development on Life Quality of Employee

The Company always recognizes that employees are most valuable resources who drive the Company to success. Thus, the Company focuses on a contribution to the quality of life of employees. In 2016, the Company provided various activities for employees to participate and happy to work as follows:

#### 1. Condolente ceremony of His Majesty King Bhumibol Adulyadej

The Company organized the condolences ceremony on the passing of His Majesty King Bhumibol Adulyadej and distributed black T-shirt to all employees wore on one-year mourning period.



#### 2. Happy Workplace

The Company had continuously organized festive activities for increasing happiness to employees, for example, Fashion on Friday that set clothes theme, Valentine's Day, Chinese New Year, Songkran Festival, Christmas day and Gift Festival.



**3. Employees Birthday Party**

The Company has arranged the birthday party to employees every month. The Company prepared light lunch, cut birthday cakes and shoot photo together with colleagues.



**4. Take care of employees who have illness or accident**

The Company recognizes life of employees and has taken care of them when were ill or accident and admits at the hospital.



**5. Ordination benefit**

The Company has supported employees to ordain and has paid for ordination expense.





6. Annual health check-up

The Company recognizes good health of employees and offered annually health check-up and pap smear for female employees.



7. Club Sunday project

The Company has organized Club Sunday project for employees who were stressing. Employees were able to consult to psychiatrist to strengthen both of the body and emotion.



8. Care and give scholarship to employees' children

The Company has paid attention to employees and their family. It has a project to treat their children at the office as well as set up activities for employees and their children by getting knowledge and coexistence in society. Moreover the Company has given scholarship to employees' children who got high grade education.





**9. Team building activities**

The Company has encouraged team building activities. It believed that the successful of the Company com from the teamwork efficiency. Therefore, team building activities in the levels of employees and management together will make harmony, knowledge sharing as well as good relationship in the organization.



**10. Best Performance award**

The Company evaluated employees' performance together with evaluation of all employees and awarded the oversea trip to employee who got high score on performance.





**11. Create good environment at workplace**

The Company arranged good work environment and created good work atmosphere. It will make willpower to work and efficiency inputs of employees.



**12. Public relations channels**

The Company publicized internal information through various channel, for example, Line: OTO Family, Facebook: OTO society, email and PR board. In additional, it had complimentary board to post customer's compliment, it was proud of employees.



**6. Consumer Responsibility**

**Place importance on manufacturing products and provision of service with good quality and safety.**

The Company strongly believes in building confidence and bringing satisfaction to all customers. Since their trusts are critical to our business, the Company promotes the following policies:

1. Determine to provide and produce commodities and services that are trendy to satiate customers' needs;
2. Provide high-quality products and services at reasonable price;
3. Provide accurate information without any exaggeration that may cause misunderstandings on product's quality and quantity, or special conditions for each product and service;

4. Formulate procedures that permit customers to inform about drawbacks of the products or improper services, because those complaints are valuable for the Company to come up with immediate remedy and improvement for problematic products and services;
5. Provide effective after-sale services for customer's convenience;
6. Guard all customers' information as top secret and refuse to use them for personal benefits;
7. Support all activities that will strengthen, as well as maintain, lasting and healthy relationship between Company and customer.

In addition, the Company is conducting a survey at all loops - 360 degree: clients, business partners, and staff. This leads to the sustainable development as we believe that service comes from happy staff while business partners are continuously supportive.

- Client: The Company is conducting a survey with client who is our employer at least once a year. We always survey end at the touch point, starting from selling process, installation, service delivery, and then after sales service. This includes suggestion and comment from client so that we will improve and develop the service constantly.
- Business Partner: The Company is conducting a survey on service satisfaction at least once a year. This is to ask them questions regarding the convenient at the point of contact, billing service and business cooperation.
- Staff: The Company does the survey on service satisfaction at least once yearly to ask their happiness levels in various perceptions both financially and non-financially. Financially aspect is a question such as compensation, welfare, and etc while the non-financially aspect such as knowledge and skill development, promotion, working atmosphere, communication and management.

Satisfaction level is the 5 scales scoring which calculate client's satisfaction of the top two boxes score - very satisfy, and highest satisfy (top two boxes score).

Details are provided under "Corporate Governance" in the topic of "Business Ethics" in the item of "Customers Policies".



## 7. Contribution to the Community and Society

### Support and develop quality of life as well as prosperity of the community and society.

The Company is well aware that its existence and prosperity today is owing to the support from the communities and the society, hence, the Company places robust emphasis and support on the development of quality of life, prosperity of the communities and Thai society. For the past period, the activities undertaken by the Company under such scope and practical guideline are as follows:

1. Strengthen good relationship with the organizations, both from public and private sectors, as well as the community leaders in various levels so that the works for community development can be harmoniously coordinated on sustainable and concrete basis.
2. To provide the buildings, materials including funds to oversee the livelihood condition and safety of the communities, for instance the construction of bus shelter in front of the Company's office building, donation of rain coats and reflective coats to the traffic police in the areas of Pakkred Local Police Station and Pak Klong Rangsit Local Police Station, support the learning materials and sport equipment to the schools in nearby areas, restoration of the temples and donation of money to the poor in the communities.
3. To raise funds and supply the necessities to help the disaster victims, for instance provision of boats to the government agencies to be used for facilitating the people who were suffered from the flood.
4. To cultivate consciousness to the Company's employees on responsibility to the society, community and environment via media and internal activities continually.

In 2016, The Company organizes two projects for creating social value.

- **Voice for the blind project: One voice two hands one story**

At the present, the visually disordered people do not get support and help on imagine and creative. The Company aim to the business of Company, Fully Contact Center and skill of contact center representative, reading, communication and pronounce, are match to create Voice for the blind project. This project produced audio books for the blind, by reading literatures and novels. Practical guidelines of this activity for employees are to be volunteers and encourage participation in the organization.



- **Khad Can Call project**

There are many the deficient schools in Thailand and don't get support funds, supply the necessities and entertain activities in order to make good quality of life. The company aim that Thai youths are key factor to develop the country. It is a point to organize Khad Can Call project which use main company's business, call center to run the project and there is hotline of Khad can call project at 02-975-5577. It is center information of the deficient schools and donators. The Company plan to develop this project continually. For the long term period, the Company will encourage to develop career path planning for socially disadvantaged students by using experience and skill of contact center business. Trainees of this project will allow to be employees of the Company. This project is developing data base.





“ ร่วมสร้างรอยยิ้มที่สดใสให้กับเด็กๆ  
ในโรงเรียนที่ขาดแคลนได้แล้ววันนี้! ”

สายด่วน โครงการ “ขาดแคลนคอด” ศูนย์กลางบริการข้อมูล  
โรงเรียนที่ขาดแคลนทั่วประเทศ โทร. **02-975-5577**  
[www.khadcancall.com](http://www.khadcancall.com) [facebook.com/khadcancall](https://www.facebook.com/khadcancall)

- **Donate old desk calendars for the blind**

The Company donated old desk calendars that were collected from employees for Educational technology for the blind center. The calendars will be converted to learning media, Braille notebooks.



## 8. Environmental Conservation

**Conduct business by always taking into account the environmental conservation and use resources in the most meaningful way.**

The Company recognizes the duties and responsibilities to environment, the Company has policies to:

1. Operate the business by taking into consideration of conservation and security standard, and also be civility to follow the law and related regulations;
2. Be responsible to utilize natural resources in form of raw materials, investments, human resources, and energies in prudent manners;
3. Support care taking environment activities and conservation campaign continually.

The Company has a policy to strengthen and provide knowledge and training on environment to the employees in the organization, in order to be aware of environmental responsibility as follows:

1. The Company has arranged campaign to cultivate conscious mind on environment and natural resources through employee participation activities;
2. The Company supports environment conservation to social and other organizations as well as disseminating news and information on environment in order to build up image and good understanding on environmental management.
3. The Company has policies to foster the guideline of responsibility to environment for understanding the importance of environment by training the employee continuously for efficient environment system.



In 2016, the activities were arranged by the Company were as follows:

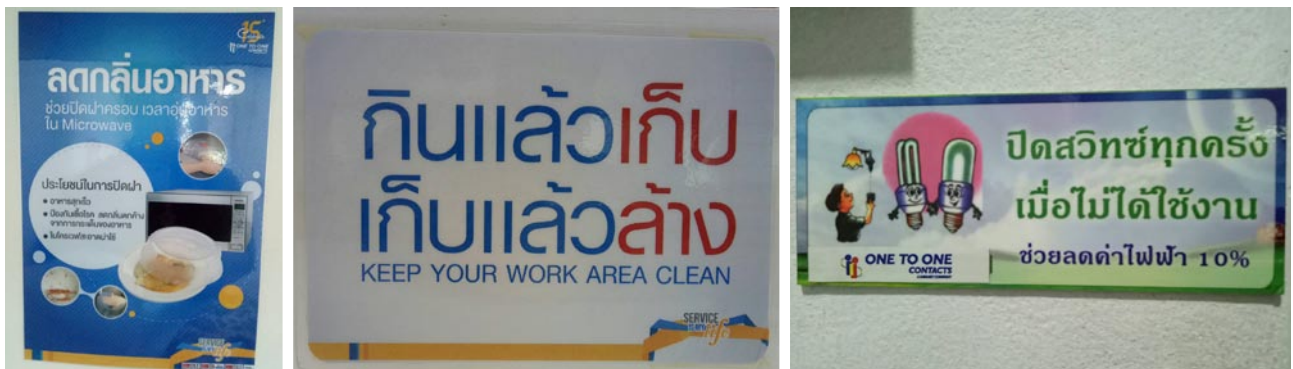
- **Developing products and services valuable to the environment**

We have developed products and services based on the security standards and environmental conservation. We also offer the telecommunications services which are friendly on an environment and use the environment energy worthy for the government and other related vision enterprises such as Automatic Meter Reading projects of PEA.

- **Making employee aware of the valuable resources usage**

The Company has promoted environmental care and efficient use of resources among its employees via both internal communications and the “Reduce and Reuse” and “Happy environment” projects every year.

In 2016, Samart Group organized the project under the concept “Lor Ling changes the world” to encourage the behavioral changing and realize the valuable resources usage through internal public relation for making awareness the efficiency of energy consumption among all employees.



## 9. Innovation and dissemination with responsibility in social, environmental and stakeholders.

**Determine to develop and present innovation on technology application to uplift the standard of living, conserve environment and use resources in the most meaningful way.**

Samart Innovation Award Project is an important activity that Samart Group of Companies conducted continually for more than 14 years with aims to encourage the youth and the new generation entrepreneurs to develop their creativity and capability which can lead to technology innovation. After the end of the contest in each year, the Company has disseminated qualified and winning projects to the public via activities and public relations media constantly. This project cannot only be used as commercial promotion to the contestants but it can also motivate the Thai new innovative developers. For the past year, there were 60 news coverage publicized via newspaper, radio, television and on-line media.

### Business practices that affect social responsibility

As the Company conducts business in compliance with the Sustainable Development Policies through 9 practices, in 2016, the Company and its subsidiaries have not been audited or investigated by the competent authority or any law in any way and the business of the Company and its subsidiaries have not been accused of having negative impacts on society and environment.

### Activities for society and environment

For clarity on the arrangement of the Corporate Social Responsibility (CSR) Project, One to One Contacts Public Company Limited, a company in SAMART Group, has set up the policy and practical guidelines under the promotion framework of the “Quality People and Moral Society”, in 2016 which comprise of the following projects and activities:

**Creation of quality people**

- **SAMART INNOVATION:** This project covers a Technology Innovation Contest, Scholarships, and Technology Training to enhance telecommunication-technology knowledge and work skills namely:

1. **Samart Innovation Awards 2016** The annual contest was in its 14<sup>th</sup> year in 2016, Samart Group joined force with National Science and Technology Development Agency (NSTDA) in organizing “Young Technopreneur Project” which have benefits to the program participants as follows:

- South Korea field trip for top 3 winners to visit the government and private organization which support a Start-up business.
- The winner of *Samart Innovation Awards 2016* or the “Outstanding Inventor of Innovative Prototype” received Baht 200,000 while the first and second runners-up got Baht 100,000 and Baht 50,000 respectively. and *The Business Startup Funds* to 20 outstanding teams, each receiving Baht 20,000.
- Commercial opportunity : During the past five years (2012 to 2016), we have the new developer for technology business sector over 800 person which have created more than 400 proposals and has expanded to the business more than 30 affairs. We also strive to find Thai people who are ready to join us in the future.



2. **Samart Innovation FUND** has awarded scholarships and research grants to telecommunications students in their last year of study at five universities so as to further their knowledge, to develop their final study projects, or to continue their education. These universities are King Mongkut’s University of Technology Thonburi, Thammasat University, King Mongkut’s Institute of Technology Ladkrabang, Kasetsart University and Mahidol University. The project provide 3 scholarships for each institutes with 20,000 baht per scholarship, total value Baht 300,000.

3. **Samart Innovation CAMP** has offered training on necessary telecommunication-technology knowledge and work skills. Conducted under the theme of “Get Ready to be a Professional”, the training took place at King Mongkut’s University of Technology Thonburi, King Mongkut’s Institute of Technology Ladkrabang., Kasetsart University, Rajamangala University of Technology Krungthep, Rajamangala University of Technology Thanyaburi, and Huachiew Chalermprakiet University.

- **SAMART SCHOLARSHIPS** enhanced the scholarships for make the education opportunity.
  - > **SAMART Foundation** provided a research scholarship in master degree to Graduate studies of Mahidol University Alumni Association worth Baht 95,000.
  - > **SAMART Foundation** provided support of repair the temporary learning building of Ban Nong Bua Pattana Thailand Police Patrol school at Tambon Domepradit Amper Namyen Ubon Ratchatani.
  - > **Samart Telcoms Pcl. and Samart Communication Services Co., Ltd.** provided support of Thai education for rural schools. They provided the learning equipments, Satellite and Television amount 10 pieces and scholarships to Police Patrol School as following: Ban Hany Poa School, Hallmarparble School, Ban Na Nok Pek School in Loei and Fah Pratharn School in Nong Khai Province.

- **Sponsorship for SPORTS CAPABILITIES**
  - > **Support for “Thai football with King Power”:** **SAMART GROUP** collaborated with King Power to support Thai football. They lead the smart Thai kids to train with Leicester City Academy in United Kingdom
  - > **Support for “Thai football clubs”:** **SAMART GROUP** has been a sponcer of various Thai football clubs such as Muangthong United F.C., Buriram United F.C., Chonburi F.C., Port F.C. and Phrae United F.C.
  - > **Support for “Thailand Polo Association”:** **SAMART GROUP** collaborated with King Power to consign funds Bath 1,000,000 for Thailand Polo Association.
  - > **SAMART GROUP** support for the Football Association of Thailand
  - > **Support for “the Bocce tournament of 4<sup>th</sup> PEA OPEN 2016”:** **Samart Telcoms Pcl.** provided support to the Bocce tournament of 4<sup>th</sup> PEA OPEN 2016 with PEA Petanque club worth Baht 65,000
  - > **Support for “71<sup>th</sup> Chula-Thammasat Football Match” :** **Samart Corporation Pcl.** provided support for 71<sup>th</sup> Chula-Thammasat Football Matchworth Baht 184,400
  
- **Support for EDUCATIONAL OPPORTUNITIES**
  - > **Support for “IT Ladkrabang Open House 2016”:** **Vision and Security System Co., Ltd.** provided support for IT Ladkrabang Open House 2016 of King Mongkut’s Institute of Technology Lat Krabang Baht 10,000

#### Promotion of the Moral Society

The promotion focused on extending help and relief to the underprivileged or social works, which was conducted via the “Samart...D Club” activities. The “Samart Foundation”, meanwhile, was in charge of promoting Buddhism and charity causes.

- **The condolente ceremony & mourning:** The executives and employee of Samart Group organized the condolences ceremony to mourn on the passing of His Majesty King Bhumibol Adulyadej.
  - > **The 50<sup>th</sup> day of His Majesty King Bhumibol Adulyadej’s passing:** Samart Group organized Merit making ceremony to show mourned and pays their respects.
  - > **Paying respects of His Majesty King Bhumibol Adulyadej:** Samart Group’s employee pay their respects of His Majesty the late King in the Dusit Maha Prasat Throne Hall.
  - > **Donation black clothes:** Samart Group donated black clothes under the project call “Sharing black shirts to Thai underprivileged people”.
- **“Samart - Nation Mini Marathon Run for King”:** **Samart Corporation Pcl. and Vision and Security System Co., Ltd.** joined force with Nation Radio in organizing “Samart-Nation Mini Marathon Run for King” worth Baht 1,000,000
- **Merit Knitting Project:** To organize a happiness weaving activity as dedication to Father of Nation, His Late Majesty the King.



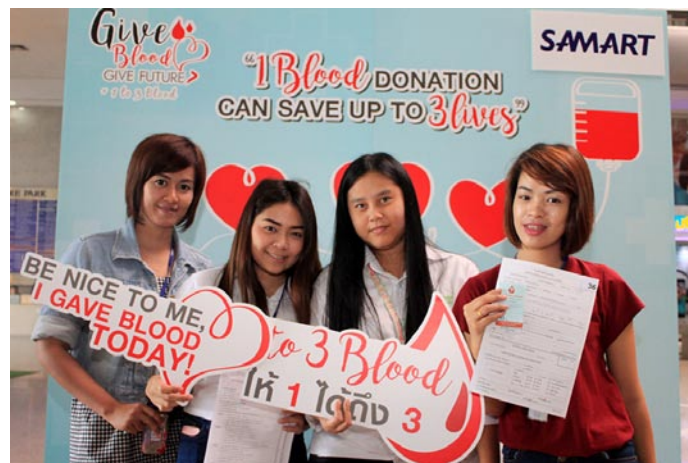
- **The occasion of Mother’s Day:** To contribute jasmine on the occasion of Mother’s Day from The national council on social welfare of Thailand Baht 10,200.



- **Samart Mind Power:** for the promotion of morality, Dhamma and conscience
  - > Dhamma Activities: titled “Mindfulness Meditation Intelligence” including prayer, meditation and Dhamma discussion have been held every Thursday evening.
  - > Dhamma Radio Program: titled “Voice of Dhamma” for bringing Dhamma doctrinal open on the internal radio every Monday.



- **Funds For “DOING GOOD” Project:** Volunteers from the “Samart D-Club” received 6 grants for doing humanitarian activated and also contribute to social development worth Baht 30,000.



- **Blood Donation:** In collaboration with the conjunction of Thai Red Cross Society institutes to organize annual blood donation activity 3 times per year.

## Prevention and protection of corruption

The Company has established policies and general practices of anti-corruption channel to express their opinions and suggestions including channel to report concerns and procedures to protect employees who report such abuse. Anti-corruption policy and practical guidelines including procedures were disclosed in Business Ethics and post on the website of the Company at [www.onetoonecontacts.com](http://www.onetoonecontacts.com).

In addition, the Company maintains system of internal control and risk management to prevent the Company from participating with corruption. The details were disclosed in the section “Internal Control and Risk Management”. The business and financial risks were disclosed in the section “Risk Factors” and “Risk Management Policy” under the topic of “Internal Control and Risk Management” and post on the Company’s website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com).



During the year 2016, the Company' had clearly revised Anti-Corruption policy for preparation to participate with Collective Action Coalition (CAC)as well as studied the operating procedures on participation with CAC. The Company will further consider the suitability and availability to join CAC.

## Pride of the year 2016

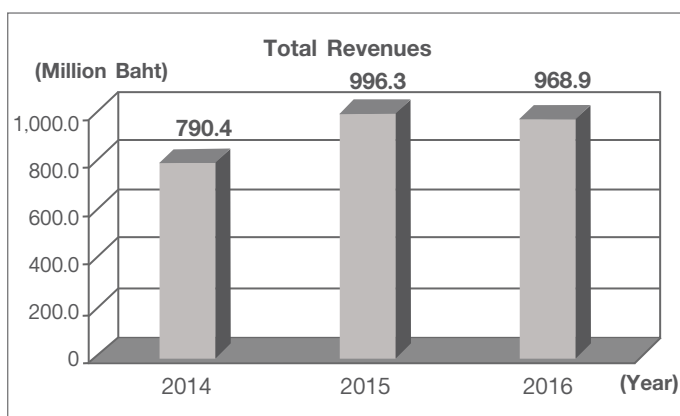
### Four years consecutively excellent awards of Contact Center Business

The Company was awarded 2016 Frost & Sullivan Thailand Excellence Awards: Outsourced Contact Center Provider of the Year from Frost & Sullivan for four years consecutively.

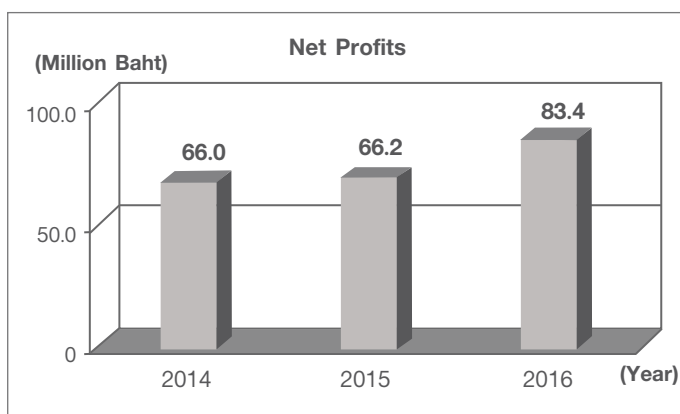


# Financial Highlights

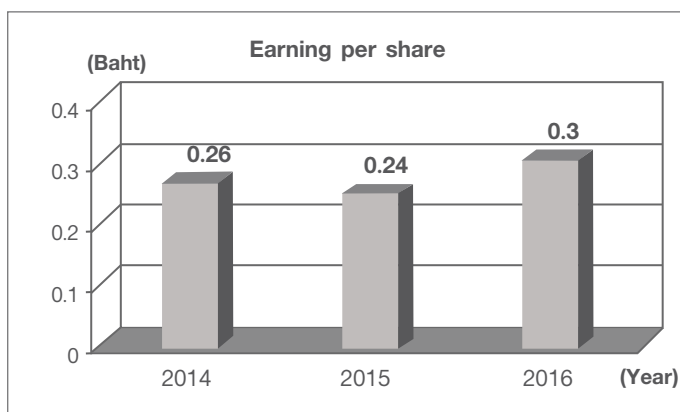
	2014	2015	2016
<b>Result of Operation (Thousand Baht)</b>			
Sales and Contract Work and Service Revenue	773,880	988,176	962,134
Total Revenues	790,433	996,299	968,881
Gross Profit	134,738	141,306	163,439
Net Profit	65,985	66,229	83,378
<b>Financial Position (Thousand Baht)</b>			
Total Assets	903,950	1,018,559	1,011,951
Total Liabilities	97,565	179,708	137,464
Total Shareholders' Equity	806,385	838,850	874,487
<b>Financial Ratio</b>			
Net Profit Margin (%)	8.35	6.65	8.61
Return on Equity (%)	10.96	8.05	9.73
Return on Assets (%)	9.45	6.89	8.21
Debt to Equity Ratio (Times)	0.12	0.21	0.16
Earnings per Share (Baht)	0.26	0.24	0.30
Dividend per Share (Baht)	0.16	0.16	0.23
Dividend Payout Ratio (%)	67.89	67.64	77.24
Book Value per Share (Baht)	2.88	3.00	3.12
Par Value per Share (Baht)	1.00	1.00	1.00
Number of issued and paid up shares (Million Shares)	280.00	280.00	280.00



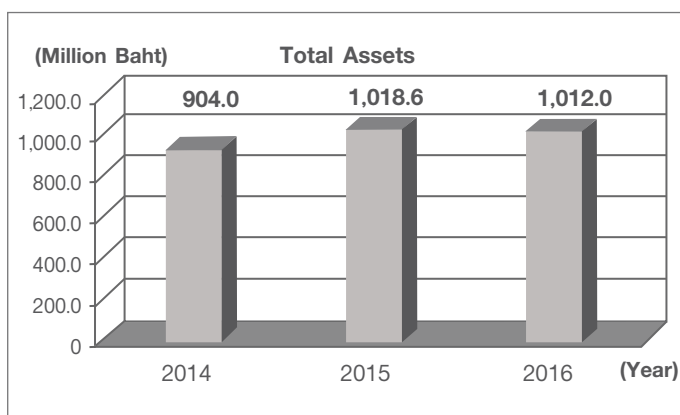
Total revenues was THB 968.9 million, decreased of THB 27.4 million or 2.8% compared to year 2015. It mainly decreased from the revenue from sales and revenue from contract work.



Total net profit was THB 83.4 million, increased of THB 17.1 million or 25.9% compared to year 2015.



Earnings per share was THB 0.30 per share, increased of THB 0.06 per share compared to year 2015.



Total assets was THB 1,012.0 million, decreased of THB 6.6 million or 0.7% compared to end of year 2015. It mainly decreased from equipment and finance lease receivable and accrued income.

# Policy and Overview of Business

## Overview of Business

One To One Contacts Public Company Limited, an subsidiary of Samart Corporation Public Company Limited (“SAMART”), registered capital at nominal amount of THB 20 million on 7 August 2000 and increased of registered capital to THB 100 million in 2005. The Company listed in The Stock Exchange of Thailand (Market for Alternative Investment: MAI) since 15 May 2014.

The Company provides Fully Outsourced Contact Center Services and Turnkey Total Solutions to government agencies and corporations with modern technology and provides rental services both of contact center facilities, software package and contact center system Software which are customized by users which is under the concept of Total Customer Management Solutions with Customized Services.

## Vision, Mission and Philosophy

### Vision

To be the CLMV leader in Customer Management Solutions by delivering world class quality service beyond clients’ expectation

### Mission

To be the premier leader to offering Contact Center Solutions which respond to customer demand in all dimensions with high quality of products and fully services. We response every service requirement and continuously invent and develop the innovations to strengthen the effective all business of customer.

### Business Philosophy

We truly believe that our customer’s accomplishment is our success. We commit to deliver the excellent quality of services to customers based on the operation with the great satisfaction of employees. We also deeply commit to develop our business in stability and strength with business ethic and integrity to enhance sustainable development of the Company according to customers and shareholders expectation.

## The Company Milestone

Year	Milestone Development
2000	<ul style="list-style-type: none"> <li>Registered capital on 7 August with a nominal capital of THB 20 million (fully paid up) with two million shares at THB 10 par value which 100% of the shares are held by SAMART Group.</li> </ul>
2001	<ul style="list-style-type: none"> <li>Provided Turnkey Total Solutions and Fully Outsourced Contact Center Management Service to government agencies and corporate entities.</li> </ul>
2002	<ul style="list-style-type: none"> <li>Started to provide Customer Service Representative Outsourced and to open Call Center Service to other corporate entities.</li> </ul>
2003	<ul style="list-style-type: none"> <li>Operated a Contact Center Facility Outsourced.</li> </ul>
2005	<ul style="list-style-type: none"> <li>Increased of registered capital to THB 100 million with 10 million shares at THB 10 par value in May.</li> <li>Received ISO 9001:2008 certification Accredited</li> </ul>
2006	<ul style="list-style-type: none"> <li>Awarded as No. 1 Thailand Outsourced Contact Center Company of the Year by Frost &amp; Sullivan</li> </ul>
2007	<ul style="list-style-type: none"> <li>Received three awards for Contact Center Services:               <ol style="list-style-type: none"> <li>1) Gold Winner, APAC Best Contact Center (BUG1113)</li> <li>2) Bronze Winner at Contact Center World Awards (BUG1113)</li> <li>3) Generali’s Thailand Best Telemarketing Performance</li> </ol> </li> </ul>



Year	Milestone Development
2008	<ul style="list-style-type: none"> <li>• Established One to One Professional Company Limited (“OTP”), in October as its subsidiary by holding 100.0% shares of OTP to operate consultation service in personnel management and human resource management. However, OTP has not started for operation.</li> <li>• Achieved Software Development Standard CMMI Level 3 certification for Capability Maturity Model Integration, involving development and information technology management processes, designed by Software Engineering Institute (SEI) upon the principle of Good Quality Process Leads to Good Quality Products and Services.</li> </ul>
2009	<ul style="list-style-type: none"> <li>• Obtained the ISO/IEC 20000 certificate in IT Service Management</li> <li>• Two awarded winning Contact Center Services:               <ol style="list-style-type: none"> <li>1) Silver Winner of APAC Best Contact Center (PEA Project)</li> <li>2) Silver Winner of Best Trainer</li> </ol> </li> <li>• Decided to establish One to One Vietnam Co., Ltd., in February, with a registered capital of USD 0.04 million and 100% of the shares are held by the company, aimed to expand to full scale contact center business for public and private organizations in Vietnam.</li> </ul>
2010	<ul style="list-style-type: none"> <li>• Postponed its investment in One to One Vietnam Co., Ltd. due to various factors.</li> </ul>
2011	<ul style="list-style-type: none"> <li>• Established Disaster Recovery Site or DR Site as a reserved center, provided that the company are capable of operating efficiently in emergency case, such as floods and riots, etc.</li> </ul>
2012	<ul style="list-style-type: none"> <li>• Two awarded winning Contact Center Services:               <ol style="list-style-type: none"> <li>1) Silver Winner of APAC Best Mid-sized Contact Center (SRT project)</li> <li>2) Bronze Winner of APAC Best Customer Service (TCCC project)</li> </ol> </li> <li>• Awarded COPC Registered Coordinator by Customer Operation Performance Center (COPC), the world’s leading authority on Contact Center Operations Management.</li> </ul>
2013	<ul style="list-style-type: none"> <li>• Transformed to be public company limited and change par value from THB. 10 to THB.1 on March, 27.</li> <li>• Increased registered capital to THB. 280 million via the issuance of additional 180.0 million ordinary shares, 110.0 million are dividend shares,. The first initial public offering is 70.0 million shares at par value of THB. 1.0 per share.</li> <li>• Established One to One (Cambodia) Company Limited, on September 13, with a nominal capital of USD. 5,000 (THB.155,000) with the main function of providing management services to establish customer relationship and information systems beginning in the first quarter of 2014.</li> <li>• Received ISO/IEC 27001:2005 certification Information Security</li> <li>• The Company was awarded the 2013 Frost &amp; Sullivan Thailand Excellence Awards: Outsourced Contact Center Vendor of the Year from Frost &amp; Sullivan Sullivan as a leader of contact center provider in Thailand</li> </ul>
2014	<ul style="list-style-type: none"> <li>• The Company has been listed in The Stock Exchange of Thailand (MAI) on May 15, 2014.</li> <li>• Provided a Fully Outsourced Contact Center Management Service to customers in private companies in Cambodia in March 2014. The office was located at 18-E4, 4<sup>th</sup> Floor, The iCon Professional Building, 216 Norodom Blvd., Tonle Bassac, Chamkarmorn, Phnom Penh, Kingdom of Cambodia and the Board of Directors approved to increase registered capital to USD. 200,000.</li> <li>• The Company was awarded 2014 Frost &amp; Sullivan Thailand Excellence Awards: Outsourced Contact Center Vendor of the Year from Frost &amp; Sullivan as a leader of contact center provider in Thailand</li> </ul>
2015	<ul style="list-style-type: none"> <li>• The Board of Directors appointed Ms. Rungjira Kraiwiwat as General Manager who has overall responsibility of Managing Director’s duty replacing Mrs. Sukanya Vanichjakvong who resigned from her position as Managing Director.</li> <li>• The Company launched new technologies in the Customer Management Service               <ul style="list-style-type: none"> <li>- Cloud Contact Center</li> <li>- Social Monitoring &amp; Social CRM</li> <li>- Telecom Expense Management Service</li> </ul> </li> <li>• The company started “Work Anywhere” project to change a type of work of staff.</li> </ul>

Year	Milestone Development
	<ul style="list-style-type: none"> <li>The Company was awarded 2015 Frost &amp; Sullivan Thailand Excellence Awards: Outsourced Contact Center Vendor of the Year from Frost &amp; Sullivan as a leader of contact center provider in Thailand</li> </ul>
2016	<ul style="list-style-type: none"> <li>The company launched new service, Social One, its tracking of social media channels for customer's information which impacted to company's image.</li> <li>The Company provided Omni-Channel technology, to integrate data continually across all channels to improve customer satisfaction</li> <li>The company has backed up information on cloud system to prevent information loss according to Business Continuity Plan</li> <li>The company has been certified International Organization for Standardization version 2015 (ISO 9001: 2015)</li> <li>One To One (Cambodia) Co., Ltd. increased registered capital to USD. 440,000.</li> <li>The Board of Directors approved to establish subsidiary in Myanmar with registered capital of USD. 5,000.</li> <li>The Company was awarded 2016 Frost &amp; Sullivan Thailand Excellence Awards: Outsourced Contact Center Service Provider of the Year from Frost &amp; Sullivan as a leader of contact center provider in Thailand</li> </ul>

# Nature of Business

One to One Contacts Public Company Limited divides the services into two types as the followings.

## 1. Outsourced contact center and customer management services

The company provides three main sites of contact center and management service to support the service with over 2,000 seats. Moreover, this service can be possibly adjusted and extended to support the service expansion of the customer's service, contact center service, and customer management service. These kinds of services are categorized into three types as detailed in the followings.

### 1.1 Fully Outsourced Contact Center Management Service

The company provides services for the organization that needs to manage the customers through the contact center or the customer management center without any investment for establishing the system. This can reduce the cost of operation via the outsourced contact center or the total customer management center. For this service, the company provides the total customer management covering the business cycle for the short-term and long-term projects as well as the special activities, for examples marketing and promotion, telemarketing, customer service and after-sales service, customer retention and loyalty, and the survey on the satisfaction of the internal and external customers.

For this kind of service, the company will manage and service the information or as the total customer management service instead of the customers. That is, the company will provide the location, the telephone system, the hardware and software application computer system, customer service representatives, supervisors and quality assurance officer. The customers can be operated the business via the contact center or the customer management center of the company for any services. There are various kinds of systems to support the different services through the voice channel and non-voice channel such as webchat, email, social media, and mobile application.

### 1.2 Outsourced customer service representative

The company offers outsourced customer servicerepresentative services, covering a complete management and recruitment of customer relation staff, including selection, training, monitoring, and quality control to continually maintain the standard of services. The company also provides personnel replacement and staff welfares to reduce worries from corporations on public relation staff management and to ensure that employees provide services at an international standard.

### 1.3 Outsourced Contact center facility

The company provides the outsourced contact center and customer management facility for the organization that doesn't need to install the system itself. This kind of service helps the organization own the contact center without investment. It can also reduce the cost of investment and build up the flexibility for managing the business effectively. This service is divided into five types as the followings.

1. Outsourced contact center and customer management facility at the main site
2. Outsourced contact center and customer management facility at the customer's site
3. Contact center on demand and hosted contact center
4. Cloud contact center
5. Social CRM Management

### 1.4 Contact center Maintenance Service

The Company provides the contact center maintenance service by experienced teams. All problems are resolved professionally and effectively without delay so that the business can continue to run smoothly.

## 2. Total turnkey solutions

The company also provides advice, design and contact center setup services, including total turnkey solutions for organizations that need to invest in and install their own internal systems using the cutting-edge technology by teams of specialist engineers. The company provides all the necessary contact center, hardware, software and applications and arranges them according to the requirements of each specific operation. Basically, the company provides a range of services that achieves utmost efficiency.



# Business Structure

One To One Contacts Plc. has shareholding structure in subsidiaries as following:



## Information of Subsidiary Companies

No.	Company	Type of Business	Registered Capital	Outstanding Ordinary Share	OTO's Holdings	
					No. of share	%
1.	One To One (Cambodia) Co., Ltd. 18-E4, 4 <sup>th</sup> floor, The Icon Professional Building 216, Norodom Blvd., Tonle Bassac, Chamkarmorn, Phnom Penh, Kingdom of Cambodia Tel. (855) 23-932-222 Fax. (855) 23-932-223	Fully Outsourced Contact Center and Customer Management Services in Cambodia.	440,000 (USD)	88,000	88,000	100
2.	One To One Professional Co., Ltd. 99/19 Moo 4 Software Park Building, 17 <sup>th</sup> Fl. Chanengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 Thailand Tel. 0-2685-0000 Fax. 0-2685-0050	Provide Consultancy Service on personal management, recruitment, Contact Center and Customer Management Services and Debt collection.	1 (Million baht)	100,000	99,997	99.99

# Structure of revenues

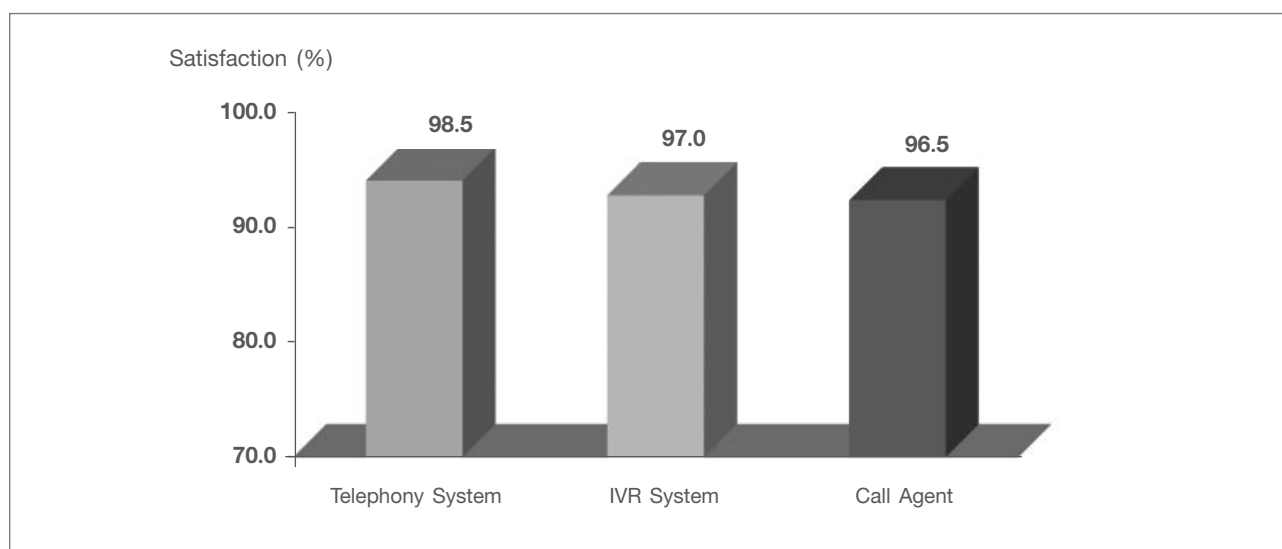
Type of revenues	2014		2015		2016	
	MB	%	MB	%	MB	%
<b>1. Revenue from sales and contract work</b>						
1.1 Turnkey Total Solutions	139.88	18.08	142.89	14.46	87.68	9.11
<b>Subtotal</b>	<b>139.88</b>	<b>18.08</b>	<b>142.89</b>	<b>14.46</b>	<b>87.68</b>	<b>9.11</b>
<b>2. Revenue from services</b>						
2.1 Fully Outsourced Contact Center Management Service	498.56	64.42	618.85	62.62	647.03	67.25
2.2 Outsourced Contact Center Facility	62.98	8.14	114.54	11.59	86.58	9.00
2.3 Outsourced Customer Service Representative	46.84	6.05	88.71	8.98	99.20	10.31
2.4 Maintenance Service	25.62	3.31	23.19	2.35	41.64	4.33
<b>Subtotal</b>	<b>634.00</b>	<b>81.92</b>	<b>845.29</b>	<b>85.54</b>	<b>874.45</b>	<b>90.89</b>
<b>Grand Total</b>	<b>773.88</b>	<b>100.00</b>	<b>988.18</b>	<b>100.00</b>	<b>962.13</b>	<b>100.00</b>

# Customer satisfaction survey

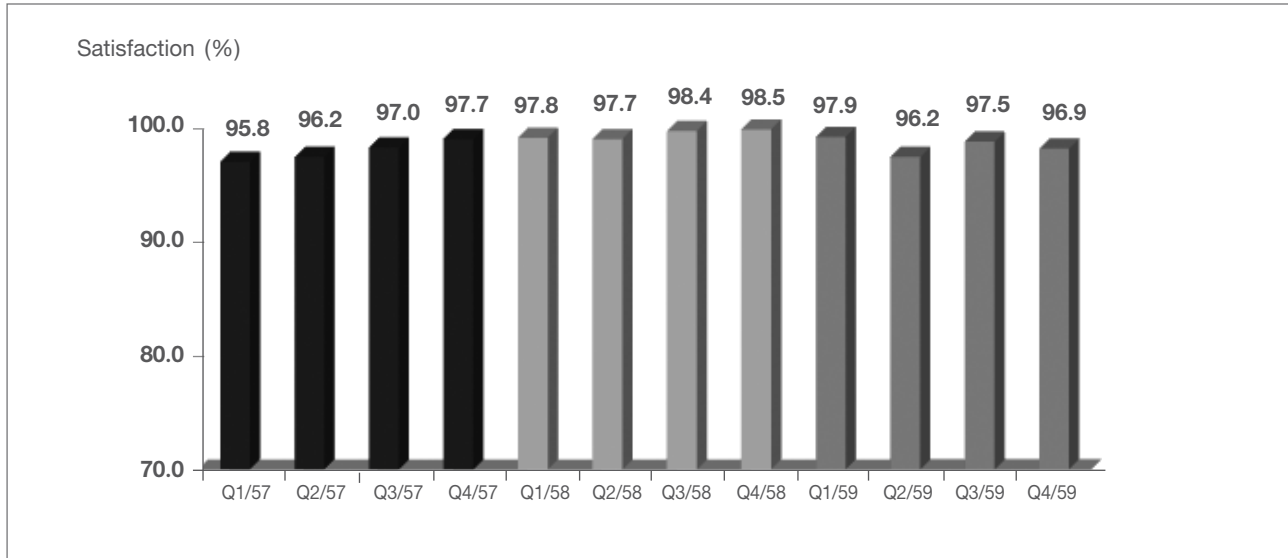
The Company realized the important of providing our services to meet customer's satisfaction and the customer satisfaction survey is one of competitive strategies. The company carries out the survey every quarter, and summarizes it as the overall image annually. The results of the survey will be applied to improve the company's services effectively in terms of related systems and personnel's services. The obtained data is not only used for developing the service, but it also satisfies the organizations that are the company's customers, with the services and that need to use the outsourced contact center as well as renew the long-term contract with the company. In 2016, the company conducted the surveys of the end users' satisfaction that can be summarized as follows.

Number of projects	19 projects
Topics of the survey	<ol style="list-style-type: none"> <li>1. Telephony System</li> <li>2. IVR System (Interactive Voice Recording)</li> <li>3. Call Agent</li> </ol>
Factors that satisfy the end users	<ul style="list-style-type: none"> <li>• Clearly Signal of Telephony System</li> <li>• No drop call during the conversation</li> <li>• Useful Provide and modern information (IVR System)</li> <li>• Good sequence and easy to select menu</li> <li>• Cleary of Voice (IVR System)</li> <li>• Proactive of agent</li> <li>• Understand your requirements</li> <li>• Agent Manner</li> </ul>

Satisfaction survey in 2016



In 2016, the results of the survey reveal that the end users are satisfied with the Telephony System at 98.5% level, the IVR System at 97.0% level, and the Call Agent at 96.5% level. Moreover, it is found that the end users are increasingly satisfied with the company's services since the first quarter in 2014 to the fourth quarter in 2016. The end users' satisfaction of the services is higher from 95.8% at the first quarter in 2014 to 96.9% at the fourth quarter in 2016. Overall, the end users are satisfied with the company services since the first quarter in 2014 to the fourth quarter in 2016 at 97.3% level.





# Changes during the Year

In the last year, Thailand has changed dramatically according to the technology. The government proposed the policy of Thailand 4.0 in order to encourage the startup business. This allowed the retail entrepreneurs to take crucial roles in the business increasingly. The startup business has applied the information technology system as the principle factor for running the business. It also helped the business to present the goods and services directly to the target customers with the lower price as compared to the market price. This encouraged the startup business to become one of the marked businesses in the technology.

For the public sector, it was found that most of the proposed policies mainly focused on the development of public utilities to carry forward the investment and to develop the mass transit, for examples constructing the electric train, the road, and the express way to reduce the traffic jam. As the matter of fact, it could bring about the deflation of establishing the fully contact center. Thus, the company has adjusted itself to such conditions with a focus on expanding the customer base and earning incomes from the private customers increasingly. However, the company still kept the public customer base by means of presenting the quality products with international standard.

As for the private sector, the company has expanded the private customers according to the important groups of industries comprising of the customers from the industries of the financial service business, especially life insurance and insurance, airline, fast-moving consumer goods (FMCG), and e-commerce. The company has exalted the presentation of service for the private customers so that they relied on the worthiness of investment and met their expectation.

In 2016, the company has developed the social media monitoring service under the name Social One for the social CRM management, which might affect the image of the organization. This kind of service allowed the company to expand the service channel through the social media which was popular with the consumers and met their behaviors at the present time. Additionally, the company believed that it could increasingly extend the service for the existing and new customers continuously. Moreover, the company has introduced the Omni-channel technology to connect with all channels of information for giving service continuously, developing the data collection for the in-depth analysis of the customers' behaviors, and proposing the results of the analysis to the entrepreneurs improve customer satisfaction.

The company has run the business based on the business continuity plan for the backup by installing the data on the Cloud in order to prevent the loss of data and the business deflation because of instability of the network. It also prevented any damage that might occur as a result of the disaster in the future.

The company has been running the business according to the policy to control the quality of goods and services with the international standard continuously. Thus, the company has been certified as the followings.

1. International certification of the quality management (ISO9001) version 2015
2. ISO/IEC 20000-1: 2011 for IT service management system which represented that the company ran the business in accordance with the quality management system continuously
3. ISO/IEC 27001: 2013 for information security management system which represented that the company was certified in the data center area at East Water Building since 2013, and extended the range of the supporting area for the data center at the serviceable building in 2015

The company was rewarded by Frost & Sullivan for the 2016 Frost & Sullivan Thailand Excellence Awards: Outsourced Contact Center Service Provider of the Year as the private organization that operates the business in the leading contact center of Thailand for four years consecutively.

# Industry and Competitive Overview

## State of Competition in the Contact Center Service Industry

In the present, the government and private sector consider contact center service as a key organizational addressing customer needs and satisfies. Contact center service is a one of alternative of service which is the first point to make impression to customer. Contact center service becomes increasingly technology-enabled and utilized in many organizations over the last decade. Thus it can be concluded that, in this era of customer centric strategy, contact center nowadays has been considered the most critical factors involved in their customer relationship management. As mentioned, contact center has an ever more important link in building business-to-business relationships, as well as relationships between a business and its end-user customers. However, considering the current state of economy, many organizations seem to be on their edge of break-even point and the cost and performance of a center can be critical to their success, therefore efficient outsourcing may seem like a perfect solution owing to their capability in effectively deliver services better and cheaper. For many companies which have a large customer based from banking, financial services, insurance and telecommunication may prefer in-house contact center while outsourced contact center services are for the small and medium business customer base. According to research, contact center service in Thailand is classified in to 4 main types of service:-

1. *Outsourced contact center service* is a fully outsourced call center management services. Government and private sector for instance, retail store, banking and financial services, and airline business are our target.
2. *Total turnkey solutions service* is a design and implementation based services. Hardware, software and applications are provided for customers which mostly are government and private sector with large business customer based.
3. *Telemarketing service* is a various marketing services via telephone for example member card, credit card, insurance, household applicant, medicine, cosmetic and etc. This target is to make profit from telemarketing.
4. *In-house contact center* is operated and managed all systems and services by a company mostly used in government and big business.

The study of contact center industry trend, it changed in line with changing of customer's behavior in digital era. Customers were able to approach new technology and social media was a key of changing. Contact Center providers were also changes their technology which was supported to non voice service, for examples, email, web chat and service through social media.

## Market Share

Fully outsourced contact center management service in Thailand is continually growth, market value around THB 4,000 million. (Source: the market value projections of Frost & Sullivan (F&S) and OTO estimation). In 2016, the Company had market share by 22% and in 2016-2018 estimate by 11%

The Company provided service both of government and private sector. In 2016, the Company expanded customer in private sector higher than last year and focused on expanding in high growth industries, for examples, financial service, insurance, airline, fast-moving consumer goods (FMCG), and e-commerce. For government sector, the company still kept the government customer base nearly last year although government sector decreased to establish the fully contact center because of investment budget was allocated mainly to develop public utilities.

## Competition trend and competitors

At the present, contact center business Thailand has changed according to clients' behaviours and technology accompany with encouraged to startup business. The startup business has applied the information technology system as the principle factor for running the business. The Company has developed services to non voice service of contact center, for example; email, web chat or service through social media. The Company has trained voice and non voice services to staff for

efficiency services according to changing and met the customer need. The Company believed that it was able to expand service to existing customers and new customers continuously. However, contact center business need specific expertise, investment, and experienced staffs are required for new competitors hence, market share and competition are mostly from previous than the new competitors.

The study of Frost & Sullivan research on the market value of contact center application in Thailand showed that the contact center business in Thailand will expand at approximately (CAGR) of 11% in 2010-2018. Computer Telephony Integration (CTI), Interactive Voice Response (IVR), Outbound System (OB), and Automatic Call Distributer (ACD) are popular contact center Application in Thailand and it has trend of service to Social Media Monitoring, Cloud Contact Center and Omni-Channel Contact Center. The Company has clearly direction to expand those services to maintain a leader of contact center business.

# Risk Factors

## 1. Business Risk

### 1.1 Risk from high of Turnover skilled and experienced personnel in contact center service job.

The company businesses use the skilled personnel in communications, service jobs and the great amount of interpersonal relations administration. Moreover, the customer services in some projects; the customer relations need to use English skill. The company appreciates to improve the personnel skill continuously. The company has trained their staff before start working so they can serve the customers regarding the standard of company service. Thus, losing the competent personnel in any cases may affect to the manpower services. This caused the company for high cost of personnel administration includes spending more time to improve new personnel to replace resigned ones.

However, the company has the standard to reduce the risk from personnel losing by reserved some personnel to support the turnover ratio of the employees and not affect to the personnel planning follow the customer's agreement includes the planning of wage and return in range that available to contend with the market appropriately also can increase the long term of skill in services. There are planning of growth in customer relations career path to employee motivation and reduce the risk of the resignation in employees. Furthermore the Company provided contact center technology which was comfortable to service. Besides, other motivations about employees work for example; the proper fringe benefits, the variation rewards for the employees who work outstandingly by training including overseas work study.

Moreover the Company reduced turnover risk of employees and make ready to expand to CLMV by nominated foreign staffs to share experience and build the multilingual culture in the office.

### 1.2 Risk from the customer in changing policy from employment the outsourced contact center service to manage their in-house contact center

Due to the company has the outsourced contact center service which consists of the total customer management service, customer service representative outsourced and contact center facility outsourced. Those services will make an agreement with customer at least 1-3 years, available to give prior notice agreement and the company charge the service fee monthly. If the customer changes their policy from outsourced contact center to invest and manage their own in-house contact center, the company might get risked in losing those incomes.

The company trusts that the quality service can respond the customer requirement quite well. This is an essential factor that makes customer realize to its benefit compare with in-house contact center. Furthermore, from the experiences of the customers who ever used the outsourced contact center and change to in-house contact center, the customer for more 70% that manage by their own will face the assets management problem also about the skillful employee and the potential unpredictable cost. In the future, this customer might have chance to return to use the service of outsourced contact center service, for all or some parts of the service instead of invest in their in-house contact center.

### 1.3 Free Trade Region Zone Risk

The company might risk from free trade of region zone, the big competitors from neighbor countries or others may put something on the market in Thailand. More competitors occur and may lose the personnel to the business partners. This may cost the company about high expense of personnel training and high salary including high rewards to the employees. Moreover, if the current customers has headquarter in the same country of the competitor; the customers may change to same service of headquarter.



In contrast, the company has potential in the competition and has the international service standard so that the free trade in region zone should be the new chance of overseas business which can expand more customer bases and the business grows continuously. The Company established subsidiary in Cambodia to operate contact center service.

#### 1.4 Contract Extending Risk

The Total Customer Management Service, the Customer Service Representative Outsourced, the Contact Center Facility Outsourced and the Maintenance Service are called “the Outsourced Contact Center” which the income proportion of service revenue and total sales and services revenue is, 81.93% in 2014, 85.54% in 2015 and 90.89% in 2016. Those services will make an agreement with the customer at least 1-3 years which the condition will available to extend an agreement in case of the prior notice includes the discussion of other conditions. The company may get risk to terminate the contract when the contract year ended, this can reduce the company income regarding to fewer service.

In the past, most customers has extended the contract continuously with the company and in longer period, for example; from 1 year contract to 3 years contract and 3 years contract to 5 years due to the company service the customer as the partnership not the business partner.

#### 1.5 Risk of Higher Rent

The company currently makes the contract to rent 3 buildings to be the contact center apart from the customer’s organization. Those 3 buildings are signed in short term contract not over 3 years and might need to make new agreement for the rental (available to adjust price not over than the agreement rate) when the contract has extended. Thus, if the contract is terminated and the rental is higher; the company must carry those expenses which might affect to the company procedure.

However, in the past the company has extended the building rental continuously. Besides, before making the contract; the service of contact center has already estimated the cost which concerned to the rental fee. In case the rental fee has adjusted price, the company also available to adjust the service fee regarding to the higher cost when the service contract with customer has extended. Furthermore, the company service via the telephone network is main principal so the company location is not the main factor. The company is flexible to select the location no need to rent the building only in the city center which the rental fee is very high.

#### 1.6 The Change of Technology Service Risk

Trend of customer’s behaviors changes into digital era. The non voice service of contact center, for example; email, web chat or social media are instead of voice service and system of contact center also changes to non voice service. If the Company do not adjust itself to catch the dramatic changes in technology and client’s behaviors, it affect to our service may not met the customer need and get risk in losing the customer.

The Company had investment policy in non voice service several years ago. The Company invested contact center system and developed software application which was supported non voice service and service through social media along with trained voice and non voice service to staff for efficiency service. The Company services non voice service to customer and it has growth ratio continuously.

#### 1.7 Risk from using the Service System of Information Technology Center Service and Management Agreement Assistance from parent company

The company is in SAMART PCL Group (SAMART Group) on December 30<sup>th</sup>, 2016. SAMART holding shares both direct and indirect for 69.18%, the company can rely on SAMART as in following:

### **Using the Service System of Information Technology Center Service**

SAMART assist the company in the service system of information technology center service such as the service of the information security management (ISO 27001) and the administrative service (ITIL) for organization development and company personnel to the international standard in organization management and more efficient process. The company pays the monthly payment to SAMART (For more information please see the related transaction issue). If SAMART do not assist those issues, the company must invest in the service system of information technology center service on their own or need to rent those systems from another company which the company might need to spend more cost or higher rate than the current rental fee.

### **The Management Agreement Assistance**

SAMART assist the company in general administration management such as being the adviser of finance and accountancy, law service, administrative management and the adviser of human resource management. The company pays the monthly payment to SAMART (For more information please see the related transaction issue). If SAMART do not assist those issues, the company needs to hire an outsourced adviser to assist in taxation plan and an adviser of law. This might reduced the bargaining power in service purchasing and the company might need to spend more cost. Those assistances from SAMART is the proficiency resource administrative management of SAMART Group.

## 2. The Risk in Administration and Management

### **2.1 The Company Risk from the major shareholder hold shares more than 50%**

On December 30<sup>th</sup>, 2016, Vilaluck Group which included SAMART Corporation Plc. and subsidiary company hold shares of One To One Contacts Plc. in total 196,036,493 shares or 70.01% of issued and paid up capital that available to control the resolution in the meeting of the shareholders in most important topics such as board designation or the other votes that need majority vote from the shareholders meeting excepts any issues that the law or the regulation specify the resolution must consist of at least three-fourths of the total votes of shareholders attending the meeting and having voting right. By this, the other shareholders might not available to collect the votes to balance with major shareholder.

However, the Board of Directors consists of the 10 directors. There are 4 independent directors who available to check and balance the decision to approve any issues before propose to the shareholders meeting In case of there is a connected transaction with directors, major shareholders, controlling person of the Company, related company include the person who may have conflicts of interest who are not entitled to vote in those issues. The approval of connected transaction must follow the regulation of the Securities and Exchange Commission and the Stock Exchange of Thailand.

# Major Shareholders

The top ten major shareholders of the Company as at December 30, 2016 are as follows:

No.	Name of Shareholders	Number of Shareholding (Shares)	Percentage
1.	Vilailuck Group <sup>1)</sup>	196,036,493	70.01
	- Samart Corporation Public Company Limited <sup>2)</sup>	191,600,000	68.43
	- Samart Engineering Company Limited	2,100,000	0.75
	- Mr. Watchai Vilailuck <sup>3)</sup>	1,791,700	0.64
	- Mr. Charoenrath Vilailuck <sup>3)</sup>	388,777	0.14
	- Mrs. Siripen Vilailuck <sup>3)</sup>	118,454	0.04
	- Mrs. Sukanya Vanichjakvong <sup>3)</sup>	37,562	0.01
2.	Mr. Suthipoj Ariyasuthiwong	8,663,700	3.09
3.	Mr. Taweecat Chulangkul	4,050,108	1.45
4.	Mr. Khanphon Suephark	4,024,900	1.44
5.	Jade Telecom Company Limited	3,946,500	1.41
6.	Mr. Pongsathorn Charoenkul	2,310,000	0.83
7.	Mr. Jirawat Chantok	1,410,000	0.50
8.	Mr. Chartwut Charoensatit	1,350,000	0.48
9.	Mr. Amporn Srirungroj	1,164,900	0.42
10.	Mrs. Naiyarat Ariyasuthiwong	1,160,000	0.41
	Total of top ten major shareholders	224,116,601	80.04
	Total of minority shareholders	55,883,399	19.96
	<b>Grand total</b>	<b>280,000,000</b>	<b>100.00</b>

Source Thailand Securities Depository Co., Ltd. as at December 30, 2016

<sup>1)</sup> Samart Corporation Public Company Limited, Samart Engineering Company Limited, Mr. Watchai Vilailuck, Mr. Charoenrath Vilailuck, Mrs. Siripen Vilailuck and Mrs. Sukanya Vanichjakvong are acting in concert regarding the determination of the relationship or behavior as an act with another person and comply with section 246 and 247.

<sup>2)</sup> A holding company of which Vilailuck International Holding Co., Ltd. and family hold 18.42% and 27.73% of the total shares respectively.

<sup>3)</sup> Includes holding by spouse and minor children.

# Dividend Payment Policy

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. The Company's subsidiary and associated companies have policy to pay dividend no less than 50% of their net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, and consideration of the Company's financial position.

Detail of dividend payment:

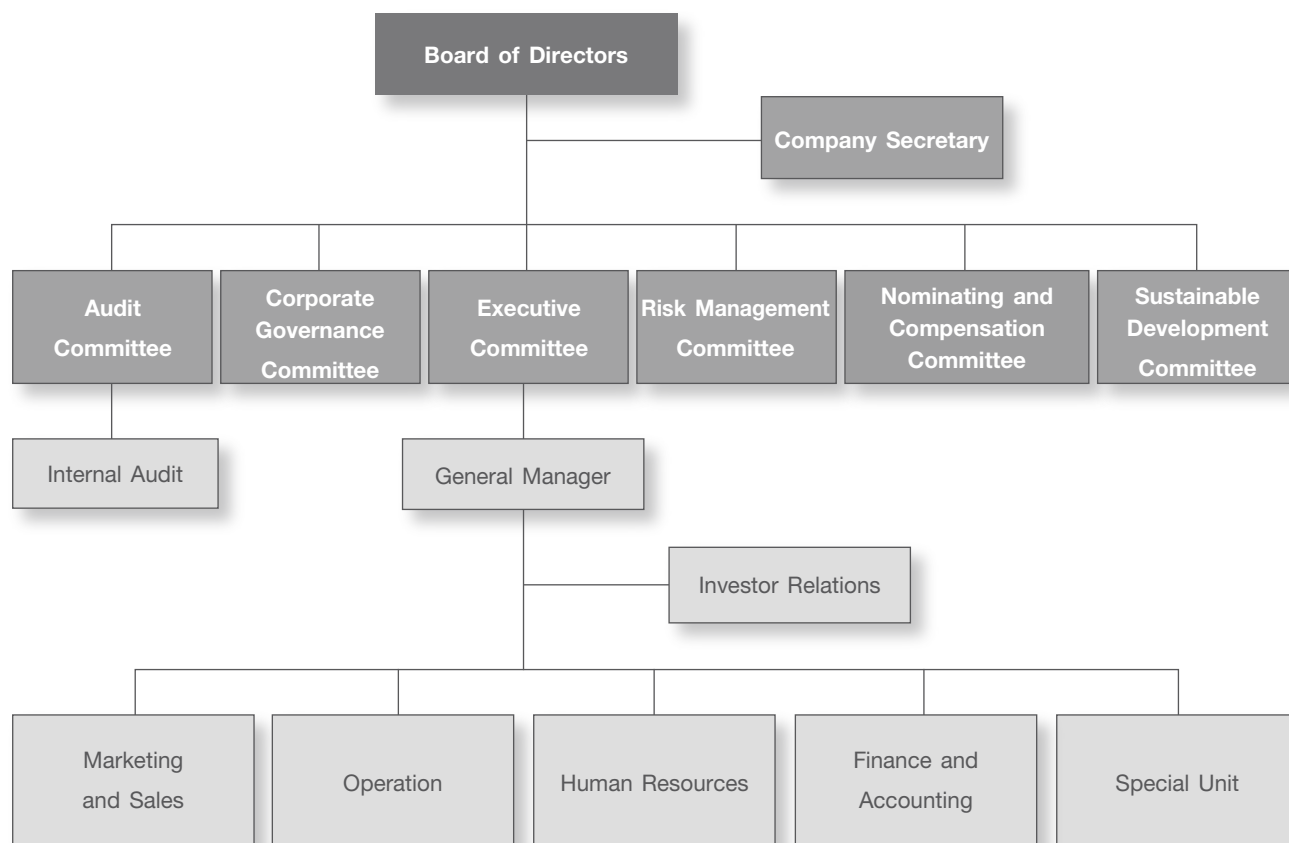
Financial Ratio	2014	2015	2016*
Earnings per share (Baht)	0.26	0.24	0.30
Dividend per share (Baht)	0.16	0.16	0.23
Dividend payout ratio (%)	67.89	67.64	77.24

**Remark** \* The Company has returned profit to its shareholders by way of dividend payment. Dividend for 2016 has been proposed for consideration of the shareholders at 0.23 Baht per share. Interim dividend for first six-month performance was paid on September 2016 at Baht 0.08 per share. The balance of Baht 0.15 will be paid on May 2017 of which subject to the approval of the shareholders. Total dividend payment will be 77.24 % of the consolidated net profit and conformed to the Company's dividend policy that dividend payment will be no less than 50% of its consolidated net profit.



# Management Structure

The management structure of the Company consisted of the Board of Directors and 6 Sub-Committees, Audit Committee, Corporate Governance Committee, Risk Management Committee, Executive Committee, Nominating and Compensation Committee and Sustainable Development Committee, to oversee management and internal control systems to be comply with the Company's policy. Organization chart is presented below:



## Board of Directors

The Board of Directors as of December 31, 2016 consist of 10 members as following:

Name	Position
1. Mr. Vichai Srikwan	Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of the Nominating and Compensation Committee
2. Mr. Chaisak Angkasuwan	Vice Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of the Corporate Governance Committee
3. Dr. Rathian Srimongkol, M.D.	Independent Director / Chairman of the Audit Committee / Corporate Governance Committee Member / Nominating and Compensation Committee Member
4. Dr. Pairoj Boonkongchuen, M.D.	Independent Director / Audit Committee Member / Corporate Governance Committee Member / Nominating and Compensation Committee Member
5. Mr. Charoenrath Vilailuck	Director / Executive Committee Member / Risk Management Committee Member
6. Mr. Watchai Vilailuck	Director / Executive Committee Member / Chairman of the Risk Management Committee
7. Mr. Thananan Vilailuck	Director / Risk Management Committee Member
8. Mrs. Sukanya Vanichjakkong	Director / Chairman of the Executive Committee / Risk Management Committee Member / Chairman of the Sustainable Development Committee
9. Mr. Sirichai Rasameechan	Director / Executive Committee Member / Corporate Governance Committee Member / Risk Management Committee Member
10. Mr. Pracha Phathayakorn	Director / Executive Committee Member / Risk Management Committee Member

The number of directors is in line with the Company's Articles of Associations that the Board of Directors should have at least 7 members. Not less than one half of such members shall have residence within the Kingdom and the directors of the Company shall have qualification as specified by law. All members of the Audit Committee have adequate knowledge and experience to review creditability of the Company's financial statements.

Education and working experience of each director including position in subsidiaries and related companies were shown in the section "Directors, Management, Company Secretary and Head of Internal Audit". Details of Sub-Committee were shown in the section "Corporate Governance" under the topic "Sub-Committees".

### Authorized Directors

Mr. Charoenrath Vilailuck, Mr. Watchai Vilailuck or Mrs. Sukanya Vanichjakkong totaling two persons jointly signs and affix the Company's seal and/or one of the three person jointly sign with Mr. Thananan Vilailuck, or Mr. Sirichai Rasameechan or Mr. Pracha Phathayakorn and affix the Company's seal.

### Qualification of Director

1. Director whose qualification is to comply with the Public Company Act B.E. 2535, regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, the Company's Articles of Association and any other related laws.
2. Director must not be an entrepreneur or a shareholder of any legal entities which shall be company's competitors except for the fact that he/she has been approved at the Shareholder's Meeting.

3. Director must have leadership, vision, and independent consideration for the best benefit of the Company and the shareholders.
4. Director must have various knowledge, experience, and specific skill that suitable for the business operation.
5. Director must have integrity.
6. Director must have sufficient time for fully participation.

#### **Qualification of Independent Director**

The Board of Directors consists of independent director as at least one-third of the total number of directors. Qualifications of Independent Directors are as follow;

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. 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 not less than two years prior to the date of appointment;
3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of executive, major shareholder, controlling persons, or persons to be nominated as executive or controlling person of the Company or subsidiaries;
4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, 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, parent company, subsidiaries, 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, parent company, subsidiaries, associate companies, 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 appointed as a representative of directors of the Company, 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 cause the inability to express independent opinions with regard to the Company's business operations.

#### **Terms of positions**

Pursuant to the Public Company Acts B.E. 2535, at first Annual General Meeting of Shareholders after the registration of the Company and at the first Annual General Meeting of Shareholders in every subsequent year one-third of the directors, who have been longest in office, shall retire. The retired directors are eligible to be re-elected for another term by obtaining

majority vote from the Nominating and Compensation Committee. However the independent directors shall be in post no longer than 3 terms except getting a unanimous approval from the Nominating and Compensation Committee due to his/her contribution to the Company and the Committee ensures that the extra term will not cause or impact to the independent of such director, and shall be approved from the Board of Directors and/or the Company's shareholders.

### **Scope of Responsibilities and Authority of the Board of Directors**

The Board of Directors will focus and ensure that the Company's business will achieve its target and in the direction that create value and best benefit to the shareholders as well as all stakeholders. Any conflict of interest with the Company and its subsidiaries will be prohibited. The Board will also comply with the Company's Ethics with responsibility, due care, and integrity to ensure all Company's businesses are run under Company's objectives, Articles of Association, resolutions of the Board of Directors' and shareholders' meetings as well as laws and regulations of the SET, the SEC and other related laws. Their duties include:

1. Conduct business with responsibility, due care, and integrity uphold the duties according to the law, and the Company's objectives, Articles of Association, resolutions of the Board of Directors and shareholders' meeting as well as disclosure sufficient information to the shareholders.
2. Formulate policies and directions for the Company's operations. The Board must also supervise managerial and administrative departments to deliver all policies and strategies with effectiveness and efficiency.
3. Review and approve the Company's vision and mission annually.
4. Approve annual budget and investment of the Company.
5. Appoint directors and committee members to replace of those who retire by rotation as well as consider the remuneration package for such directors and committees' members, which are proposed by Nominating and Compensation Committee, for further consideration of the shareholders' meeting.
6. Appoint committees to oversee administrative process and internal system to coincide with Company's policies namely, Executive Committee, Risk Management Committee, Corporate Governance Committee, Nominating and Compensation Committee and Sustainable Development Committee. For the appointment of Audit Committee members, the Nominating and Compensation Committee will nominate appropriated candidates propose for further consideration of the Board of Directors and/or shareholders' meeting.
7. Appoint and consider remuneration package, proposed from the Nominating and Compensation Committee, for top executives and company secretary.
8. Summarize financial statements of the Company every end of the fiscal year. Authorize the statements for further consideration of the Annual General Meeting of Shareholders.
9. Nominate appropriated auditor and its remuneration from proposal of the Audit Committee for further consideration of the Annual General Meeting of Shareholders.
10. Ensure that the Company has written Corporate Governance Policy and Business Ethic as well as to ensure that there will be no conflicts of interest at the same time to establish systematic plans for internal control and risk management.
11. Ensure that good corporate governance is implemented to demonstrate the Company's commitment to operate the business with ethics and to bring fair treatment to all stakeholders.
12. In case of entering into any direct or indirect transaction with the Company and subsidiaries, such director has to immediately inform his/her or related parties' interest to the Company.

The Company conducted business and manage the Company's operation ethically and transparently with honesty and due care for the benefit of shareholders and all stakeholders. The Board of Directors has provided the Business Ethics manual for the Company's directors and executives to adhere as their practical guidelines and posted on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)).



### Delegation of Authorities between the Board of Directors and the Management

The Company has specified the delegation of authorities clearly which have been firstly applied since 1995 by specifying approval authority on credit line of the Board of Directors and the Management pursuant to the transaction types, such as finance/accounting/budget, human resources, procurement, general management/administration, marketing and public relations. However, the Company is now improving such policies and operating guidelines to make them more appropriated with the current situation then they shall be further presented to the Board of Directors for approval.

### Delegation of Authorities of the Board of Directors

1. Approve the annual budget and business plan of the Company.
2. Approve the undertaking of financial obligations of the Company, i.e. execution of loan agreement, loan guarantee.
3. Approve the investment project in large business.
4. Approve the establishment of new company.
5. Approve the purchase and disposal of the Company's assets pursuant to the Capital Market Supervisory Board.
6. Approve the undertaking the related transaction of the Company pursuant to the Capital Market Supervisory Board.
7. Approve the policy on increase of annual remuneration and bonus.
8. Approve financial statement of the Company.
9. Approve the opening or closing accounts with the banks.
10. Approve the appointment of the Committee.
11. Approve the appointment of new director to replace the director who is retired by rotation.

The Board of Director also has duties to approve other transactions pursuant to the notification of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and other related laws.

## The Management

The Management as of December 31, 2016 consists of 4 people as follow:

Name	Position
1. Ms. Rungjira Kraiwiat	General Manager / Acting Executive Vice President of Operations / Acting Executive Vice President of Human Resources
2. Mrs. Rachada Nivasabutr	Vice President - Special Project
3. Mrs. Sasakorn Suppatkul	Acting Vice President-Sales and Marketing / Assistant Vice President - Sales and Customer Management
4. Mrs. Veeranuch Tang-anant	Senior Manager - Finance and Accounting

Remark: Mrs. Amaridar Suwanjindar resigned from Acting Executive Vice President of Human Resources on March 31, 2016  
Ms. Duangkamon Tantrabandit rotated to Senior Manager-Admin and Purchasing on March 31, 2016

Details of education, working experience including and position in subsidiaries and related company were shown in the section "The Board of Directors, Management, Company Secretary and Head of Internal Audit".

## Company Secretary

The Board of Directors' Meeting No. 5/2015 on August 10, 2015 approved the appointment of Ms. Methavee Sawisate as company secretary in order to conform to Securities and Exchange Besides, being appointed as company secretary, was appointed as secretary of every sub-committee such as Executive Committee, Corporate Governance Committee, Nominating and Compensation Committee, and Sustainable Development Committee. Thus, the Company set the qualification, role and responsibility of the Company secretary as follow:

### Qualification of the Company secretary

1. Having well-rounded knowledge and understanding of the business
2. Understand role and responsibility of company secretary
3. Having knowledge and understanding concerning legal matters, regulations of the office of SEC and the Stock Exchange of Thailand
4. Do not exploit the Company's business opportunity for personal benefits as well as preserve the confidential information of the Company.
5. Have good human relationship and can coordinate and contact with other agencies inside and outside the Company.
6. Possesses English proficiency.
7. Having working experience on the Company secretary at least 3-5 years.

### Roles and responsibilities of the Company Secretary

1. Perform the duty with responsibility, carefulness, honesty and comply to the law and other related regulations.
2. Supporting the board of directors for their activities including providing consultation to the directors regarding article of association and other regulations from related authorities.
3. Arrange and coordinate the meeting of the committees, subcommittees, shareholder meetings as well as coordinate to ensure all resolutions have been implemented complying with objectives, article of association/shareholders including law and related regulations.
4. Preparing and keeping document of the Company such as a register of directors, call for meeting note, board of directors and shareholders minute of meetings, annual report etc.
5. Keeping the report on interest field by directors and executives as well as submit the copy of report to chairman and to chairman of the audit committee within 7 days from the date that the Company has received the report.

In case where the Company Secretary vacates her position or is incapable of performing her duty, the Nominating and Compensation Committee shall select a new Company Secretary to propose for consideration and approval of the Board of Directors to appoint the new Company Secretary within 90 days from the date on which the Company Secretary has vacated her position or has been incapable of performing her duty. In this regards, the Board of Director shall be empowered to assign any director to perform the duty as the substitutes during such period.

Profile and experience of Ms. Methavee Sawisate was shown in "The Board of Directors, Management, Company Secretary and Head of Internal Audit". During the past year, the Company Secretary has attended the training courses and seminars to strengthen knowledge as follows:

- Fundamental Business Strategies
- Sustainability Reporting
- CSR Evaluation and Data Management
- Sustainability Risk and Materiality Analysis
- Corporate Social Initiatives for Sustainable Development
- Supply Chain and Stakeholder Engagement
- Strategic CSR Management
- Assessment Standard of 2016 Annual General Meeting of Shareholders
- CG Forum 2/2016 "Fiduciary duty of Directors"

### Remuneration for Directors and Management

#### • Remuneration for Directors and Non-Executive Directors

Company has clearly and transparently set the policy of remuneration for director by set the remuneration in appropriate level comparable to the same industry and enough to keep the director with the required quantity. Committee who were assigned with additional duty and responsibilities in subcommittees shall receive the additional remuneration according to the number of additional responsibilities of which the nomination and remuneration

committee shall be the one to consider the preliminary amount and propose to the board of directors for consideration prior to propose further for approval at the shareholders meeting.

The remuneration of the directors and Non-Executive Directors consist of meeting allowance and bonus by which the meeting allowance was approved from shareholders meeting and only pay to the director who attend the meeting. Member of the Board of Directors and Audit Committee receive the same rate of meeting allowance while the Chairman receives 2 times of other members. Chairman of the Nominating and Compensation Committee and the Chairman of Corporate Governance Committee receive 50% more than the committee member. There is no meeting allowance for Executives Committee, Risk Management Committee and Sustainable Development Committees because the members of these committees are the company executives. Bonus is determined by considering the various appropriation and compare to the organization in the same industry and similar size of business together with company operation result, performance and responsibility of the directors and overall business conditions.

The remuneration of directors of the Company and Committees' members was approved from the 2016 Annual General Meeting of Shareholders at the amount of not exceeding Baht 4,000,000. Meeting allowance was fixed and paid to directors attending the meeting as following:

Board of Directors and Audit Committee

-	Chairman	Baht	20,000	per meeting
-	Director	Baht	10,000	per meeting

Nominating and Compensation Committee and Corporate Governance Committee

-	Chairman	Baht	15,000	per meeting
-	Director	Baht	10,000	per meeting

### Cash Remuneration

In 2016, the remuneration to the directors and Sub-Committee were paid as following:

(Unit: Baht)

Director	Meeting Allowance				Bonus	Total Remuneration paid to each Director
	Board of Directors	Audit Committee	Nominating and Compensation Committee	Corporate Governance Committee		
1. Mr. Vichai Srikwan	160,000	50,000	45,000	-	90,000	345,000
2. Mr. Chaisak Angkasuwan	80,000	50,000	-	45,000	50,000	225,000
3. Dr. Rathian Srimongkol, M.D.	80,000	100,000	30,000	30,000	50,000	290,000
4. Dr. Pairoj Boonkongchuen, M.D.	80,000	50,000	30,000	30,000	50,000	240,000
5. Mr. Charoenrath Vilailuck	80,000	-	-	-	50,000	130,000
6. Mr. Watchai Vilailuck	70,000	-	-	-	50,000	120,000
7. Mr. Thananan Vilailuck	60,000	-	-	-	50,000	110,000
8. Mrs. Sukanya Vanichjakvong	80,000	-	-	-	50,000	130,000
9. Mr. Sirichai Rasameechan	60,000	-	-	30,000	50,000	140,000
10. Mr. Pracha Phathayakorn	80,000	-	-	-	50,000	130,000
<b>Total</b>	<b>830,000</b>	<b>250,000</b>	<b>105,000</b>	<b>135,000</b>	<b>540,000</b>	<b>1,860,000</b>

- **Remuneration of Management**

Remuneration of management will be determined in accordance with the principles and policy set by the Nominating and Compensation Committee which is related to the performance of the Company and each management. The remuneration has been set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified management.

Compensation and annual bonus for management will be determined from the Company's operating result, overall economy and performance of each management. Criteria for remuneration and annual bonus will be clarified for acknowledgement before the performance evaluation at the end of the year. The Nominating and Compensation Committee will consider that criteria before proposing to the Board of Directors for consideration and approval.

Apart from the regulations mentioned above for the General Manager's remuneration, the Board of Directors also arrange the annual performance assessment to the General Manager. Each member of the Board of Directors will do the assessment and obtain the result to consider the General Manager's remuneration.

**Cash Remuneration**

In 2016, the Company remuneration was paid management consists of 6 people as following:

Remuneration	Total Amount (Baht)
Salary	6,894,300.00
Bonus	352,900.00
Provident fund <sup>1)</sup>	529,693.00
Social Security Contribution	38,250.00
<b>Total</b>	<b>7,815,143.00</b>

Remark: <sup>1)</sup> The Company paid for provident fund at the ratio of 3-10 percent of the Executive Committee and executives' salary depending on the year of service

**Human Resources**

The Company and its subsidiaries had the number of employees' during the past 3 years as following:

Company	No. of employee (person)		
	2016	2015	2014
1. One To One Contacts Plc.	2,319	1,953	2,045
2. One To One (Cambodia) Co., Ltd.	14	7	10
3. One To One Professional Co., Ltd.	3	4	-
<b>Total</b>	<b>2,336</b>	<b>1,964</b>	<b>2,055</b>

In addition, the Company and its subsidiaries for the past 3 years have expenses regarding employee, consisting of salary, bonus, provident fund and other remunerations which could be categorized as following details:

Types of expense	Total expense (Million Baht)		
	2016	2015	2014
Salary	376.12	376.77	282.11
Bonus	21.81	16.98	17.34
Provident Fund	4.41	3.68	2.81
Others	97.67	93.08	48.05

## Human Resources Management and Development Policy

The company always regards that our employees are valuable and crucial fundamental for the company's sustainable success becoming a leading Contact Center and Customer Management Services related company in the industry. Since the Company achievement depends on qualified and high caliber employees. The Company practically creates Human Resources Management and Development policy emphasizing on increasing performance efficiency and improving working procedure to cope with business working environmental and technology change. The Company analyze proper manpower planning to prepare for business extension and competition, and any changes as well as performance evaluation and potential assessment, developing individual capabilities at all levels progressively. Indeed, these have to be compatible to Company's business vision, missions, operation, and corporate culture simultaneously for corporate sustainable growth.

### 1. Human Resources Management Policy

For responding to Corporate HR Policy, Human Resources Management Policy has mainly been concentrated on:

- **Manpower Planning Policy**

To support all lines of business in the Company, The Company has applied a variety of HR indicators and statistic tools in optimizing manpower planning also balancing among functional workloads to increase HRM & HRD policy efficiencies. These would enhance organizational design and restructuring as well as enable HR manpower policy and costing most effective to company leading to meet company's vision and mission at the first HR procedure.
- **Recruitment & Selection Policy**

The company continuously applies proactive approaches in recruiting capable people at all levels including of sourcing and attracting all levels of candidates by launching Campus Tour and Activities Programs in leading universities, coordinating with business recruitment agency and allied business network to build the Company's branding to all external candidates. In Selection Policy, The company places importance on the selection process, focusing on the most appropriate knowledge, ability and attribute by which their virtues recruitment & selection combines cooperation among original affiliation, specialists in various careers and human resources to ensure that the process of recruitment & selection on good corporate governance. Furthermore, the company has relevantly applied new technology connection and social media to support this process. These would be capable people at all levels and lead them to success their owned career at SAMART leading to be the company's sustainable success.
- **Performance Development Policy**

The Company ensures an equitable and appropriate performance evaluation system through applying KPIs approach cascading organization objectives through division and individual goals and corporate competencies methodologies aligning to business strategic planning at all levels throughout the Company. In 2016, The Company has initially applied new global standard technology (SAP) to support Goal/KPIs and Performance Management i.e. closed monitoring, solution consulting and organizing arrange their owned and subordinators' Goal/KPIs. etc. at individual through top management level leading to be the company's sustainable success efficiently and effectively in organizational strategic management.
- **Human Resources Management and Development Information Systems Policy**

The company conducts application of technology developed by Human Resources Information Systems to support both HRM & HRD functions by increasing speed of work, data accuracy, and decreasing operation cost by applying technology to HR Portal services including of employee recruitment and selection such candidate application online, E-Document Workflow by K2 Application, and payroll services with E-Payslip systems. By the way, the company has also applied for human resource development, such as knowledge management systems including of managing competency assessment systems and individual development



plan (IDP) system. Furthermore, we would fully utilize hris data to support in HRM & HRD Policy decision making for sustainable organization achievement and preparing for the Thailand 4.0 policy.

- **Compensation & Benefit Policy**

The company formulates compensation, benefit and welfare scheme by job analyzing and evaluating all positions, responsibilities and their performances at all levels throughout the Company. By the way, company essentially determines corporate compensation, benefit and welfare policy being compatible to organizational position including of skill, accountability, knowledge, and competence related to business operation and economic situation with comparative analysis among businesses in the same and diversified industry as well as strictly complying to labor law and compliance. These might ensure that our employees would receive appropriate and equitable compensation, benefit and welfare package being competitive in labor market or among leading companies in the industry.

- **Employee Relation & Engagement Policy**

The company places strong emphasis on employee relationship among top executives and employees as well as two-way communication as a mean to communicate top management direction to all employees closely and directly percept employee's innovative, improvement and other open-mind ideas to enhance the Company business operations and other processes known as "Lunch & Learn Project".

Furthermore, Company concentrates on the employee relation and engagement at all levels of employees throughout the Company and also implants them into corporate value along with corporate culture by building synergy professional working-style (Team of Professionals). Hence, these initiate the best cooperation among individual level through corporate level. In 2016, there were a various ER&EE programs and activities to build synergy among employees, executives and organization i.e., Internal Survey Improvement Project, D-Club (CSR program), and other employee clubs.

- **Employee Innovation Recognition Policy**

To become innovation organization, the company has been organizing the SAMART Innovation Award and SAMART Brain2Works Projects for SAMART people. This Project is the contest of ideas in Marketing, Innovation and Business Plan within the Company to encourage all employees at all levels to participate in creating innovation which are actually beneficial to the organization. This enables employees educating and reinforce employees participating in innovations on integral basis and materializing and effectuate the innovative and creativities to solve customer's problems, to develop initiated goods, services and business processes beneficial to the organization, customers need and the society.

## 2. Human Resources Development Policy

The company has a consolidated HRD policy to continuously develop the knowledge and ability of employees being appropriate to their owned position at all levels for leading them to success their owned career at the Company and also achieving business's needs and preparing staff for domestic and oversea business expansion Therefore, the company aspires to develop employees in all careers at all levels by harmonizing a wide range of development tools for increasing their skill, knowledge, capability through corporate culture and code of conduct according with the Company strategy and operation not only for present day but the future business as well.

- **Career Development Policy**

The company defines career development policy by which the company further supports employees in all careers to be continuously developed in their qualifications, knowledge and abilities. Particularly, competency approach has been applied to categorize required business capabilities to Generic competency, Managerial Competency and Functional Competency for analyzing, planning, and leading to individual competency development with diversified development tools for all employee levels. Thus, our employees might be

developed to create their high potential specified by both corporate and Line of business (LOB) levels to support sustainable growth and prepare for business expansion throughout the Company.

- **Employee Training & Development Policy**

The company regards the employees as a key success factor in order to achieve business strategies and goals, resulting in corporate sustainable growth. Hence, The company has HRD policy to continuously develop all employees among qualifications, knowledge and ability in parallel with the human resources development system at all levels as summarized below;

**In-house Training**

To encourages and develop the employees to facilitate the organization's strategies and goals most effectively and efficiently. The company therefore conducts training courses deem necessary, as follows:

For management

The managerial competency program, courses have been designed for management level in order to develop in managerial competency to strengthen leadership and management skills for executives as well as prepare promotion qualification in the future for pre-executive or talent employees. Moreover, this program would elaborately lead executives to support organization's business growth and prepare the Company to become business leader in the industry existed. These courses provide innovated and practical knowledge to be applied to arrange managerial work such as CLMVT Forum 2016 Toward as Shared, Digital 4.0 etc.

For operational staffs

The functional competency program, courses have been designed for developing and enhancing functional knowledge and functional capability related to operational responsibilities and increasing skill of employees for each career and division concerned such as Risk Management course, Project Management courses, Compliance and Law course, Financial and Accounting Standard courses, Computer skill and Technology related course, Marketing and Sales Management course, Information Technology & ISO standard courses, Administrative Management and Working on electrical Safety etc.

For all employees

The Generic Competency Program, courses have been designed to ensure that the employees could perform their work in accordance with the corporate culture at the most efficiency such as Orientation course for new employees, Effective communication, Courses for corporate culture, etc.

Furthermore, to accommodate business expansion, develop employee in English communication skill and achieve their competence continuously, the company thus developed English Communication skills both Classroom Training and E-Learning being used to support a large group of learner both new and current employees, This has enabled employee at all levels developing for this skill more conveniently at anywhere and anytime.

**External Training**

In addition to In-house Training, the Company supports all executives and employees to acquire external standard knowledge and skill from training certified courses conducted or instructed by external reputable institutes both local and international in order to enhance their expertise, knowledge, ability and also updating and exchanging new aspect with other organizations to apply some appropriate approach to organization relevantly.

- **Knowledge Management**

For human resources developing in long term and adding business value, the company thus considers information technology as an important tool for improving staff management efficiency. Project “SAMART knowledge sharing” has been implemented, this promotes knowledge management throughout organization and responds to business’ mission continuously and sustainably.

- **Talent Management Policy and Succession Planning**

The company designed special HRM & HRD programs and tools to prepare excellent performance and high potential employee (talent) for their succession planning including of Job rotation, Job Enlargement & Enrichment, Job assignment, Talent monitoring, and fast-track program preparation. By encouraging them through employee engagement programs as well, these would motivate talent to full utilize their owned skill, knowledge, competence and potential to dedicate performing all missions to achieve the Company’s goals most efficiently.

Furthermore, the company always recognizes the importance of having a succession plan, especially at the top management level. The Company organized Career Path Development Plan to ensure continuity when there is a vacancy or to support expansion of business.

**Summary of training to executives and employees in 2016**

Training course	No. of training	No. of trainee
In-House training		
- Executive	25	153
- Employee	34	2,477
<b>Total</b>	<b>59</b>	<b>2,630</b>
External training		
- Executive	26	42
- Employee	39	39
<b>Total</b>	<b>65</b>	<b>81</b>

**Cost of training for executives and employees**

In 2016, The Company had cost of training for in-house and external were at Baht 1,960,934.35. Total training hours were 4,556 hours per year. Average training per person per year was 14.65 hours which higher than standard of Department of Labor which was set at 6 hours per year. Details of the program were as following:

Internal Training Course

- Advance Planing & Business Analysis
- Annual Work Plan
- CMMI Training
- CMMI Training : Metrics Process
- CMMI Training : Quality Control Process
- CMMI Training : Software Life Cycle Process
- Creating & Strategic Implementation Plan
- Creating Customer Excellent
- Digital 4.0 Mai roo ... Mai rod
- Effective English E-mail Writing Workshop
- E-Learning English for business
- Finance for non Finance
- Introduction ISO 9001:2015
- Introduction Program & Problem Solving
- Go To Mentor 2016 : Quality Management
- Go To Mentor 2016 : Workforce Management
- Go To Program 2016 : Coaching & Mentoring
- Go to Supervisor 2016 : COPC
- Go To Supervisor 2016 : Quality Management
- Go To Supervisor 2016 : Supervisory Skill
- Go To Supervisor 2016 : Workforce Management
- Marketing Strategic & Business Awarness
- Modern Supervisory Program
- Professional Sales Skill
- Sales Skill & Customer Expectation Management
- Security in Electrical Work
- Trainee Electrician

External Training Course

- 89 Issues km of Social Security with the edit
- CG Forum 2/2016 “Fiduciary duty of Directors”
- CLMVT Forum2016 Towards as Shared
- Competency Based Interview
- Customer & Non Customer Analysis
- E-Leader Enterprise Solution Day
- How to Big Data Drives Growth and Innovation
- Microsoft Dynamics CRM Online
- Multiply your Impact
- Quarterly Economic Wrap-Up for Listed Company
- Thailand Oversea Investment Forum 2016
- The Strategy to speak for the training and facilitator.
- The key to a account.
- The incentives to increase efficiency in the operation
- To use the system to promote the development of skilled labor
- The challenge in the management of human
- Sustainability Risk and Materiality Analysis
- Supply Chain and Stakeholder Engagement
- Strategic CSR Management
- Corporate Social Initiatives for Sustainable Development
- Negotiation and Handling Objection Skills
- Interviewing techniques to people that suit the position
- Techniques and the preparation of the accounts receivable
- Management of Change to the success
- Training and Development Management Improvement
- Raising the level of advanced services
- Customer Complaint Management
- Price - Cost Analysis
- WP1DAY
- Coaching and Counseling for Supervisor
- Achieving Success in a Multi-Generational Workplace
- Technical Tax Planning both system and tax audit
- Interviewing Techniques for New Recruiter
- CSR Evaluation and Data Management

# Corporate Governance

The Board of Directors realizes on the importance of the good Corporate Governance which will be the fundamental factor for improving standard of business operation to create more transparency, competitiveness and strengthen the confidence of all shareholders, investors and other related parties. Thus written Corporate Governance Policy and Business Ethics, which comply with the Principles of Good Corporate Governance of SET and Corporate social responsibility and Sustainable development Guidelines, have been provided for practices of directors, management and employees of the Company under the policy guiding principle of being a good corporate citizen, who is accountable to employees, customers and shareholders, and being socially responsible. The Company Secretary Division is a compliance unit to supervise and oversee the operation of the Company, directors and executives to ensure that they been correctly complied with the regulations of the SET, the SEC, the Public Company Limited Act., and other related laws.

## 1. Corporate Governance Policy and Business Ethics

### 1.1 Corporate Governance Policy

The Board of Directors realize on the importance of good Corporate Governance which will create more transparency, competitiveness and strengthen the confidence to shareholders, investors and all related parties. The written Corporate Governance Policy was provided both in Thai and English, and posted on the Company's website for acknowledgement of employees and others. The policy focuses on internal control and internal audit system, and the overseeing of the operation of the management to comply with policy effectively for long-term benefits of shareholders under the terms of the law and business ethics. The Corporate Governance Committee will oversee the employees to strictly comply with the policy. The Corporate Governance Policy will be annually reviewed and revised to comply with new regulations. The latest revision of the Corporate Governance Policy, which complies with the Principles of Good Corporate Governance for listed companies of the SET, has been approved by the Board of Directors of the Company on February 18, 2016. The Policy covered the following issues:

#### 1. Rights of Shareholders

The Company emphasizes and recognizes the importance of the rights of all shareholders equitably; minority shareholders, major shareholders, institutional investors or foreigners. The Company does not hinder or create barriers to allow shareholders to communicate with each other. All rights that the Company's shareholders obtained in 2016 were as follows:

- **Rights to get share certificate, sell, purchase or transfer the Company's shares**

Thailand Securities Depository Co., Ltd. ("TSD") has been appointed as the Company's registrar to provide all services for all transactions related to registration of the Company's shares.

- **Rights to propose agenda and send question in advance of the Shareholders' Meeting**

The Company is aware of the shareholders' rights and equitable treatment to the shareholders under the good corporate governance and to comply with laws. It's the Company policy to allow the shareholders to propose agenda of the shareholders' meeting and submit the enquiries concerning the Company's operation prior to the meeting date provided that they must comply with criteria on proposing of meeting agenda for shareholders' meeting as per specified by the Company's Board of Directors.

In the 2017 Annual General Meeting of Shareholders, the Company allowed shareholders to propose agenda or submit the enquiries at least 3 months in advance prior to the end of the fiscal year from September 30, 2016. The period time for proposing agenda ended January 31, 2017. Any questions can send to the Company prior to the date of the 2017 General Meeting of Shareholders. The



Company notified and disclosed contact channels and period for proposing agenda and enquiries via the SET on September 30, 2016 and also provide details of the procedures on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)), under "Investor Relation" on the topic of "Proposal question and additional agenda concerning the Company's operation in advance of the AGM".

- **Participation in the Shareholders' Meeting.**

The Company is aware of the shareholders' rights and equitable treatment to participate in the shareholders' meeting, be informed conditions and procedures of meeting as well as having proxy to vote and comment in the meeting on behalf of the shareholders. With realize on convenience to shareholders and to encourage them to attend the shareholders' meeting, the Company is prior to notify and specify date, time and place that comfort the shareholders to participate in the meeting.

There was only one meeting in 2016, the 2016 Annual General Meeting of Shareholders held on April 29, 2016 at Miracle Grand Convention Hotel, Vibhavadee-Rangsit Road, Laksi, Donmuang, Bangkok, where is convenience for transportation and capability to cover with number of shareholders. The rights of shareholder to participate in the meeting are as follows:

**Before the Meeting Date**

The 2016 Annual General Meeting of Shareholders, the shareholders would be informed on the date and agenda of the shareholders' meeting via the SET's communication system 35 days prior to the meeting date. At the same time, the Company also disclosed the notice of shareholders meeting as well as related documents in both languages, Thai and English, on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) on the section of "Investor Relations" under the topic of "The Annual General Meeting of Shareholders" 35 days prior to the meeting date for the shareholders to have sufficient time for consideration. Some documents were directly delivered to the shareholders by TSD, the Company's registrar, 29 days prior to the meeting date of which better than what required by laws. The notice of shareholders meeting contain fact, rationales, an opinion of the Board of Directors for each agenda, conditions and procedures of meeting as well as other related document with sufficient information for shareholders' consideration. Moreover, the notice of shareholders meeting was published on the newspaper 3 consecutive days and 19 days prior to the meeting date.

To facilitate the institutional investors to participate in the shareholders' meeting, the Company tries to contact them in advance to assist them in proxy preparation and registration.

**On the Meeting Date**

Meeting procedures has been set to conform to laws and considering on shareholders' convenience. The Company is aware of the equitable of shareholders' right and their comfort to participate in the shareholders' meeting. Appropriated technology and equipments are sufficient for registration to review on required documents more than 1 hour prior to commencement of the meeting. There were 10 directors attended in the 2016 Annual General Meeting of Shareholders. Moreover, Chairman of all committees, the Company's management and external auditors were also present in the meeting in order that the shareholders could ask questions during the meeting. Chairman of the Board of Directors was Chairman of the meeting introduced all Board members, total shareholders attending in the meeting and total shares that entitled to vote to the shareholders for acknowledgement. In the 2016 Annual General Meeting of Shareholders, there were 53 shareholders attending the meeting either in person or in proxy. In addition, the Company invited proxy of Bangkok Bank PLC. to inspect the vote casting transparently as well as requested for additional volunteers from shareholders to inspect the vote casting. The Chairman declared vote casting, counting procedures and other related

matters for shareholder's acknowledgement before commencement of the meeting to be in line with the agenda without any additional topic from what have been expressed in the invitation letter. Voting cards were provided for significant agenda. Voting result in term of approval, disapproval or abstain for each agenda were transparently presented to the meeting. The shareholders were encouraged to express their opinions and raise any questions, either in the agenda or any other questions related to the Company's business, at the meeting. All questions had been answered and taken in the minutes of meeting as well as the opinions from the shareholders. After the shareholders' meeting, the shareholders were requested to return the voting cards to keep as evidence

#### **After the Shareholders' Meeting**

Resolution of the meeting was disclosed to the SET with voting details, approved, disapproved and sustained, of each agenda on the same day of the meeting date. Full minutes of meeting of which contained the attendance record of the directors, summary of questions and answers during the meeting in both Thai and English had been sent to the SET and related parties within 14 days after the meeting date as well as posted on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) for verification.

- **Appointment / Dismissal of Directors of the Company and Approve their Remuneration**

According to the Company's Articles of Association, at the Annual General Meeting of Shareholders, one third (1/3) of the Directors has to be retired by rotation. Election for replacement is required. The retired directors are eligible to be re-elected for another term. The election of the Board of Directors shall be in accordance with the rules and procedures as follows:

- Each shareholder shall have one vote on each share.
- In voting, a shareholder shall vote in accordance with the number of votes each shareholder for one or several directors. The said shareholder may not allot any number of his/her votes to any person.
- The person obtaining the highest and higher votes respectively shall be elected as directors equal to the number of directors required or ought to be elected at such a 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.

Apart from the appointment of Directors, the shareholders also have rights to remove any director from the office before the expiration of his/her term of office by having votes of not less than three quarters (3/4) of the number of shareholders attending the meeting and having the rights to vote and the aggregate number of shares shall be not less than one half (1/2) of the shares held by all the shareholders attending the meeting and having the rights to vote.

In every General Meeting of Shareholders, the shareholders have the rights to consider and approve the remuneration for all directors and members of sub-committees. Adequate Information of all candidates for being considered and appointed as directors or members of committees was also delivered for shareholders' consideration.

- **Appointment of Auditors and approval of their remuneration**

In every Annual General Meeting of Shareholders, one of the agenda is the appointment of Company's auditors and consideration of their remuneration. The Company will propose name of the auditors with sufficient details and remuneration for consideration of the shareholders.

- **Regularly and timely obtained adequate information, business performance and management policy.**

The Company concerns on Shareholders' rights and not only disclosed Company's information via the SET's communication system but also posted all significant and updated information on the Company's website (www.onetonecontacts.com).

- **Profit Sharing**

The Company will return profit to its shareholders in form of dividend payment. 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.

In the 2016 Annual General Meeting of Shareholders, the Meeting approved dividend payment for 2015 to shareholders at Baht 0.16 per share or equivalent to 67.64 per cent of consolidated net profit after deduction of all reserves which was higher than rate stipulated by the Company's dividend payment policy.

In addition, the Board of Directors' No. 6/2016 on August 8, 2019, approved the interim dividend payment for the first six months of 2016 at Baht 0.08 per share, totaling Baht 22.4 Million or equivalent to 59.24% of consolidated net profit after deduction of all reserves. The see more details on the topic. "Dividend Policy"

In addition, apart from such shareholders' rights, the Company does not prevent or obstruct any opportunities to allow the shareholders to communicate with each other.

## **2. Equitable Treatment of Shareholders**

The Company realizes to protect and due care for the interests of all major and minor shareholders as fairly basis. In addition, the Company sets policy for equitably treatment to all shareholders for attending and vote in the shareholders' meetings, sharing in profits, regularly and timely obtained adequate information, business performance and management policy. In the shareholders' meeting, each shareholder shall have one vote on each ordinary share. Proxy form and requiring documents are delivered together with the invitation letter for shareholders who would like to appoint a proxy. Proxy form, which contains detail of voting as approve, disapprove or abstain, as well as details of independent directors also are attached for shareholders consideration as alternative proxy and also required document, evidence and proxy method, has been prepared in Thai and English for convenience of the shareholders. The Company's voting cards were provided for each agenda, especially, the agenda of appointment of directors of which been appointed by individual. In every shareholders meeting, the meetings will conduct to be in line with the agenda without any additional topic from what have been expressed in the invitation letter otherwise rights of the shareholders who could not participate in the meeting by themselves will be deprived. In addition, the Company set criteria about Inside Information Monitoring of which details is shown on the section of "Inside Information Control".

## **3. Attention to Stakeholders**

The Company is aware of the support from each stakeholder should increase the competitiveness and ability to generate more benefit for long-term succession and realized the importance of all stakeholders i.e. shareholders, employees of the Company and its subsidiaries, customers, competitors, lenders, societies and environment as well as providing more channels for the stakeholders to contact directly to the Company in order to provide either comments or recommendations which will be benefit to the Company. Thus, general

rules and practices have been set for directors, management and employees in the Company's Business Ethics to cover rights and equitable benefits to all stakeholders and posted on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)).

The latest edition of the Business Ethics, which was approved from the resolution of the Board of Directors on February 18, 2016, has revised and added more clearly contents in Treatment of Trade Partners Policy regarding non-violation of human rights or intellectual property. Details regarding Attention to Stakeholders are shown on the section of "Business Ethics".

#### **4. Disclosure and Transparency**

The Company has strong determination to reveal accurate complete, consistent and updated information, both financial and general information that related to Company's business. The complete, consistent and updated information will truly reflect Company's financial performance and future business direction. The Company has a disclosure policy to disclose information of any significant and future business operation directions, so that shareholders and stakeholders can access information conveniently and speedily as follows:

- To submit the financial report and Management Discussion and Analysis (MD&A) to the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission Thailand ("SEC") within the specified timeframe. The financial report did not have any transactions where the auditor opinioned with qualified, the financial statement has also never been revised under the order of the SET and the SEC. In order to make the investors are more well informed and understand the changes occurred to the financial position and operating results of the Company in each quarter and post it on the Company's website and the SET's communication system.
- Criteria on provision of remuneration to directors and executives have been clearly disclosed. More details are shown in "Management Structure" under the topic of "Remuneration of Directors and Management".
- Details on connected transactions have been clearly disclosed to prevent a conflict of interest. More details are shown in "Connected Transactions".
- Shareholding information of directors and executives has been disclosed in the Annual Report and the Annual Disclosure information. In addition, the Company has a policy requiring directors and executives to report the change in their securities holding within 3 business days from the date the securities have been purchased, sold, transferred or accepted transfer. The Company Secretary's unit shall coordinate on submission of such report to the SET and the SEC. Moreover, it is also specified that any change of such securities holding of directors and executives shall be reported to the Board of Directors' meeting every time. The 2016 securities holding information of the directors and the executives were shown below:

Directors / Executives	No. of share held (shares) on 31 Dec 2015	No. of shares Acquired / (Disposed)	Total of shares held on 31 Dec 2016
1. Mr. Vichai Srikwan	-	-	-
2. Mr. Chaisak Angkasuwan	-	-	-
3. Dr. Rathian Srimongkol, M.D.	-	-	-
4. Dr. Pairoj Boonkongchuen, M.D	-	-	-
5. Mr. Charoenrath Vilailuck	388,777	-	388,777
6. Mr. Watchai Vilailuck	2,428,972	(637,272)	1,791,700
7. Mr. Thananan Vilailuck	-	-	-
8. Mrs. Sukanya Vanichjakvong	37,562	-	37,562
9. Mr. Sirichai Rasameechan	11,924	-	11,924
10. Mr. Pracha Phathayakorn	-	-	-
11. Ms. Rungjira Kraiwiat	1,490	-	1,490
12. Mrs. Rachada Nivasabutr	-	-	-
13. Mrs. Sasakorn Suppatkul	-	-	-
14. Mrs. Veeranuch Tang-anant	-	-	-

Remarks: Include holding by spouse and minor children.

Furthermore, the Company also has a policy on the report of transaction which has conflict of interest of the directors and the executives as follows:

- 1) The director and the executive shall submit the first report on transaction with interest within 30 days from the date he/she is appointed to be the director or the executive pursuant to the specified report form.
- 2) The Director and the executive shall report a change of transaction with interest within 30 days from the date of such change pursuant to the specified report form.
- 3) Report on transaction with interest shall be kept at the Company Secretary and the Company secretary shall arrange to submit a copy of such report to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the Company received such report.

The Company were disclosed to shareholders, investors and any related parties via SET's Communication system, Company's website ([www.onetooncontacts.com](http://www.onetooncontacts.com)), press release and Company's Annual Report and Form 56-1 as well as participated in the "Opportunity Day" which arranged by the SET.

The Board of Directors has to ensure that the Company's disclosures are transparency and strictly complied by laws, Company's and any related regulations. The Company has never been notified any offense by the SEC or the SET on such matter. The Board has major concerned on transparency and disclosure in the following areas:

#### 4.1 Provide multi channels for disclosure of information apart from the SET's communication system

##### - Annual Report and Form 56-1

The Board of Directors has to ensure that Annual Report contains adequate information with accuracy, clarity and could create understanding to the shareholders and related parties on the Company's operation and its performance for the previous year as well as the management structure, performance of the Board of Directors and all sub-committees.



- **Company's website**

The Board of Directors is aware of the efficiency of website disclosure to the shareholders and related persons as well as equitably and easily of getting information. The Board of Directors therefore ensures the Company not only provides all significant information of the Company in the Company's Annual report but also on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) in both languages, Thai and English. The disclosed information comprised of Corporate Governance Policy, Business Ethics, General News, Financial Statement as well as Annual Report, Form 56-1, etc.

- **Investors Relation**

The Company has also set up an Investors Relation section to provide Company's information and activities for investors, shareholders, analysts and general public via Company's website, Road Show, analysts meetings, conference calls, etc. The Company's Investor Relations could be contacted at phone number 0 2685 0025 or via [www.onetoonecontacts.com](http://www.onetoonecontacts.com) or e-mail address at [investor.r@oto.samartcorp.com](mailto:investor.r@oto.samartcorp.com). Ethics of the investor relations are as follows:

1. Conduct duties with integrity
2. Disclose necessary information completely and fairly to all relevant groups equally
3. Allow all relevant groups to access and enquire the information
4. Perform duties by mainly adhering to benefits of the shareholders and the stakeholders
5. Preserve confidential information of the Company and must not use inside information for personal gain
6. Perform duties at his/her best and professionally
7. Keep on studying to develop efficiency of the work
8. Observe the principle on not accepting the appointment during the period close to financial statement announcement and the practical guidelines on securities trading specified by the Company

In addition to the above, the announcement on the Company's financial performance has been arranged for investors, analysts and public on a quarterly basis with participation of the executives.

Meetings with investors and analysts in 2016 were summarized below:

- Analyst Meeting	30	Times
- Announcement of Company's Performance	1	Times
- Road Show	7	Times

**4.2 Disclosure of Information of the Board of Directors and Committees**

- Structure, Roles and Responsibilities of the Board as well as performance of the Board and each Committee, also, Directors' Information was disclosed in the Company's website;
- Directors and Management's Remunerations: Policy of Directors' Remuneration has been clearly and transparently set to be comparable to the general practice in 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.

The above information and remuneration of each board member have been disclosed on the Company's Annual Report and Form 56-1 in "Management Structure" under the topic of "Remuneration of directors and management".

#### **4.3 Accountability to the Financial Statement**

The Board of Directors is responsible for the Company's consolidated financial statements and any financial information which been disclosed in the Company's Annual Report. Such financial statements were prepared in accordance with the general accepted accounting standard in Thailand with appropriated financial policy. The reports were carefully considered and prepared with sufficient information in the notes to financial statements. The financial statements have been audited and commented independently by the authorized auditors of the SEC to increase confidence and reliability of financial report.

The Board of Directors also set out and maintained for the efficiency of the Company's internal control system to ensure that the financial information had been correctly and accurately booked and sufficient to maintain the Company's assets and be aware of weak points in order to prevent whether from any dishonesty or significant error. The Board of Directors had appointed the Audit Committee of which comprised independent directors to be responsible for the quality of the financial statements and the internal control system and disclosed such opinion in the Annual Report under the Report of the Audit Committee. Moreover, Report of the Board of Directors' responsibility on the Company's Financial Statements was also attached in the Company's Annual Report.

### **5. Roles and Responsibilities of the Board of Directors**

As the Board of Directors is the key success of Corporate Governance practice for the highest benefit of the Company, thus, the Company sets policies relating to roles and responsibilities of the Board i.e. composition, qualification of directors in order that the Board performs duty effectively in the following details:

#### **5.1 Composition of the Board of Directors**

The Board of Directors comprise of directors who have various knowledge, experience, transparent working background, nobility and integrity and must have occupational diversification. In addition, they have the skills that advantage to the Company's business, such as accounting & finance, management, strategic planning, laws and corporate governance and other without sexual discrimination. The Board will also have leadership and vision to carry on the Company's business and achieve its objectives. The Company has 10 directors who complied with the qualification that been described under "Management Structure". In addition, all of the Directors have contributed their best to the Company which may concern from their participation in the meeting. Details of directors' qualification and number of attendant in the meeting were shown in "Meeting of the Board of Directors and Sub-Committees"

#### **5.2 The Independent of the Board of Directors**

- **Separation of Chairman and Managing Director / General Manager**

For best benefit of the shareholders and to strike a balance of power within the Company, the Chairman of the Board of Directors is not the same person as Managing Director / General Manager. The Company's Chairman of the Board of Directors is an independent director who has the qualifications of independent director in accordance with the SET's notification and has no business relation with any management of the Company. Roles and Responsibilities of the Chairman of the Board of Directors and Managing Director / General Manager are as follows:

### **Roles and Responsibilities of the Chairman of the Board of Directors**

- To be responsible as the leader of the Board of Directors to oversee, monitor and supervise the operations of the Executive Board and other committees to make them achieve the objectives pursuant to the specified plan.
- To act as the Chairman of the Board of Directors' Meeting and the Shareholders' Meeting.
- To have a casting vote in case the Board of Directors' meeting has a tie vote.

### **Roles and Responsibilities of Managing Director / General Manager**

1. Manage and control general business operation of the Company to comply with its objectives, policy and the Articles of Association.
2. Consider investment plans before proposing to the Executive Board and the Board of Directors for further approval.
3. Act on behalf or in the name of the Company as delegation of authorities defined in the Company's policy and practice.
4. Carry out any assignment from the resolutions of the Board of Directors and/or the Company's shareholders meetings.

The delegation of authorities, duties and responsibilities of Managing Director / General Manager shall not be delegated or further assigned that authorize Managing Director / General Manager or its attorney to approve any transactions that Managing Director / General Manager or connected persons or any persons who may have conflict of interest have done with the Company or its subsidiaries unless such transactions are complied with the Company's policy or principle approved by the Board of Directors. Such connected transactions shall be proposed to the Board of Directors' and / or shareholders' meetings for approval to comply with the notification of the Stock Exchange of Thailand, the Securities and Exchange Commission (SEC) or related law.

- **Balance between members**

More than half of the members of the Board of Directors are not a part of executive team. Within this half, one third of the directors and shall at least 3 members are independent members who have no relations, business or personal, with the Company's executives. Free from executives' influences, they oversee the Company's direction with neutrality and pay careful attention to the rights of shareholder and stakeholder. To strike a balance of power within the Company, the positions of Chairman of the Board of Directors and Managing Director / General Manager must not be attained by the same person. The Chairman of the Board of Directors should be an independent member.

The Board of Directors of the Company as of December 31, 2016 comprised of 10 members with various qualifications, skills, experience and expertise. Composition of the members is as follows:

- 4 Independent Directors (more than one-third of the Board of Directors)
- 0 Executive Directors
- 6 Non-Executive Directors

Non-Executives Directors consists of 6 persons, Mr. Charoenrath Vilailuck, Mr. Watchai Vilailuck, Mr. Thananan Vilailuck, Mrs. Sukanya Vanichjakvong, Mr. Sirichai Rasameechan and Mr. Pracha Phathayakorn have working experience relating to the Company's business.

The shareholders could have confidence that the directors as representatives of the shareholders could perform their duty without any influence or control by management of the Company by the above structure.

- **Roles and Responsibilities of the Board of Directors and Managing Director / General Manager**

The Company has clearly set the separate roles and responsibilities of the Board of Directors and Managing Director / General Manager. The Board of Directors will focus and ensure that the Company's business will achieve its target and in the direction that create value and best benefit to the shareholders as well as all stakeholders. Any conflict of interest with the Company and its subsidiaries will be prohibited. The Board will also comply with the Company's Ethics with responsibility, due care, and integrity to ensure all Company's businesses are run under Company's objectives, Articles of Association, resolutions of the Board of Directors' and shareholders' meetings as well as laws and regulations of the SET, the SEC and other related laws. At the same time, Managing Director / General Manager who is the management's leader will focus on general management of the Company.

### 5.3 Being Director in other Listed Companies

- **Policy for directors to serve as directors in other listed companies**

For efficiency of being the director, the Board of Directors of the Company has set the policy for all directors to be the director in any listed companies not exceeding 5 companies. However, there is not any of the existing 10 directors of the Company is being the director in listed companies over than 5 companies and also could participate and contribute to the Company with efficiency of which better than not exceed 5 companies according to guideline of Corporate Governance.

- **Policy for top executives to serve as directors in other companies**

The management of the Company will also be obtained approval from the Executive Committee prior to be a director in any companies of which are not have either similar business or being the Company's competitors.

### 5.4 Transparency of Nomination

The Board of Directors ensures the Company to provide transparency process of nomination of directors and management of the Company of which the details are disclosed under "Nomination of Directors and Management"

### 5.5 Accountabilities of the Board of Directors

#### **Board of Director's Activities in the previous year**

##### **5.5.1 Set vision, mission, policy and business direction**

The Board of Directors involved and agreed on set out the Company's vision, mission, Corporate Governance Policy, Business Ethics, strategies, goal, direction, business plan, budget, internal control and internal audit systems, and risk management as well as to govern the management to follow such business plan and budget with efficiency and profitability for economic value to the Company and the best stability to the shareholders. In addition, the Board of Directors has not only ensure the Company and its management to oversee the value of all stakeholders, neither derive personal benefit nor create any rivalry with the Company and its subsidiaries, but also conducted the business with great awareness in ethical, moral and compliance to the Company's Articles of Associations as well as laws and regulations of the SET and the SEC.

The Company's vision, mission, Corporate Governance Policy and Business Ethics have been posted on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) under the governance of the Corporate Governance Committee to have all employees to strictly conform and practice.

#### 5.5.2 Monitoring on Business Ethics

The Company conveyed business ethics practices via various channels and also specified that all directors, executives and employees have responsibility to acknowledge and comply with the Company's policies and regulations. The supervisors or the superior officers at all level have to monitor the compliance with the business ethics as well as to give recommendation and advise in case there is a problem on making decision or performing the works concerning the business ethics which have not been specified elsewhere. However, such recommendation must be based on the legal rules and it must not against the policy or business ethics of the Company, must not have negative impact to the Company's image including must not cause negative effect to the Company's stakeholders. The Company shall revise and improve its business ethics policy continually to make it always appropriate and up-to-date.

In the event that it is found that there is a violation of the business ethics, the supervisor shall undertake the necessary measures to solve or make good of such action or may issue a warning notice, as the case may be. The wrongdoer shall be subject to disciplinary penalty and may also be faced with legal penalty, if such action is against the law.

According to regulation of the adequacy evaluation of internal control and comply with Corporate Governance of the Company. In 2016, the Company provided Business Ethics assessment for management to evaluate their practice of business ethics and report to Audit Committee. The questionnaire covered the following areas:

1. Conflicts of Interest
2. Responsibilities to shareholder
3. Employee Policies
4. Ethics of the Employees
5. Customer policies
6. Trade partners policies
7. Creditor policies
8. Counterpart/Competitor policies
9. Anti-corruption policies
10. Money Laundering policies
11. Tax policy
12. Responsibility to society as a whole
13. Responsibility to communities
14. Responsibility to environment
15. Non violation of human right policies

The Business Ethics self-Assessment, evaluated by management in the above areas, ha an excellent evaluation by obtaining average score of 99.58%

- Moreover, the Company also has one more channel to receive the misconduct information or complaint or opinion on violation of law or ethics including on the behavior which may lead to the corruption or inequality treatment, the details on procedures and methods on informing such information, as well as the protection of the informant can be found on the section of



“Procedures and methods on notifying the information on misconduct and the protection of the informant”

### **5.5.3 Appointment of Sub-Committees**

For governing the management to comply with the approved policies and having better efficiency, the Board of Directors appointed the following 6 committees to help the Board for consideration in significant matters:

- Audit Committee
- Executive Committee
- Corporate Governance Committee
- Nominating and Compensation Committee
- Risk Management Committee
- Sustainable Development Committee

Roles and responsibilities of each committee were disclosed under “Sub-Committees”. In addition, Committees’ Charters have also been set and disclosed on the Company’s website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)).

### **5.5.4 Meeting of the Board of Directors and Sub-Committees**

#### **1) The Board of Directors**

The Board of Directors’ Meeting schedule has been set as quarterly basis with certain agenda. The meeting schedule will be sent to each director by the Company Secretary for preparation and arrangement for meeting participation. However, additional unscheduled board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The operating results will be regularly reviewed. The notice of the Board of Directors’ meeting as well as meeting materials will be delivered by the Company Secretary to all directors at least 7 days prior to the meeting date for consideration. To comply with the Company’s Articles of Association, unless any urgent matters, the notice of the Board of Directors’ meeting will be delivered by the Company Secretary to all directors 5 working days prior to the meeting date for consideration. In addition, if directors would like to propose the agenda, they will inform prior to the meeting date or propose as other matters in the meeting. In addition, the Board of Directors set its quorum of the meeting to be at least 2/3 of all directors attending the meeting.

The average length of the meeting is approximately 2 hours. In 2016, there were 8 meetings as follows:

Directors	Position	Date of appointment	Term of position (year/month)	Number of attendance / total number of meeting
1. Mr. Vichai Srikwan	Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of the Nominating and Compensation Committee	March 27, 2013	3/9	8/8
2. Mr. Chaisak Angkasuwan	Vice Chairman / Independent Director / Audit Committee Member / Chairman of the Corporate Governance Committee / Nominating and Compensation Committee Member	March 27, 2013	3/9	8/8
3. Dr. Rathian Srimongkol, M.D.	Independent Director / Chairman of the Audit Committee / Corporate Governance Committee Member / Nominating and Compensation Committee Member	March 27, 2013	3/9	8/8
4. Dr. Pairoj Boonkongchuen, M.D	Independent Director / Audit Committee Member / Corporate Governance Committee Member / Nominating and Compensation Committee Member	March 27, 2013	3/9	8/8
5. Mr. Charoenrath Vilailuck	Director / Chief Executive Officer / Risk Management Committee Member	March 27, 2013	3/9	8/8
6. Mr. Watchai Vilailuck	Director / Executive Director / Chairman of the Risk Management Committee	March 27, 2013	3/9	7/8
7. Mr. Thananan Vilailuck	Director / Risk Management Committee Member	March 27, 2013	3/9	6/8
8. Mrs. Sukanya Vanichjakkong	Director / Chairman of Executive Committee / Risk Management Committee Member / Chairman of the Sustainable Development Committee	March 27, 2013	3/9	8/8
9. Mr. Sirichai Rasameechan	Director / Executive Director / Corporate Governance Committee Member / Risk Management Committee Member	March 27, 2013	3/9	6/8
10. Mr. Pracha Phathayakorn	Director / Executive Director / Risk Management Committee Member	March 27, 2013	3/9	8/8

In 2016, the Board of Directors considered the following agendas:

- Considered Strategic implement planning for 2016
- Approved the Company's financial statement for 2015 and quarterly financial statements of 2016
- Acknowledged 2015 performance of sub-committees
- Acknowledged the change in Securities holding of directors and executives from the last meeting
- Approved the revision of the Company's Corporate Governance Policy, Business Ethics and charter of sub-committees

- Approved statutory reserve and dividend payment for 2015
- Considered the election of Company's directors to replace of those who will retire by rotation
- Considered the appointment of the Company's auditor and fixing audit fee for 2016
- Approved the remuneration of the Board of Directors and committee for 2016
- Approved Directors and officers liability Insurance
- Approved the election of directors of sub-committees to replace of those who will retire by rotation
- Approved the changing of authorize signature of the Company for financial documents
- Approved the 2016 criteria of assessment of the Board of Directors, Sub-Committees, General Manager and Company Secretary
- Approved to fixed the date of the Board of Directors, sub-committees and 2017 AGM
- Other agendas relating to the Company's operation

The minutes for all meetings had been taken, kept and been ready for verification by the directors or any related parties.

In addition, the minutes of the meeting were written and approved by the Board of Directors. Then, such approved minutes were kept for further examination by the Board of any related parties.

## 2) Sub-Committees

In 2016, numbers of each meeting and time attendance of each member were summarized below:

Directors / Executive	Number of Attendance / Total Number of Meeting					
	Audit Committee	Executive Committee	Corporate Governance Committee	Nominating and Compensation Committee	Risk Management Committee	Sustainable Development Committee
1. Mr. Vichai Srikwan	5/5			3/3		
2. Mr. Chaisak Angkasuwan	5/5		3/3			
3. Dr. Rathian Srimongkol, M.D.	5/5		3/3	3/3		
4. Dr. Pairoj Boonkongchuen, M.D.	5/5		3/3	3/3		
5. Mr. Charoenrath Vilailuck		12/12			3/3	
6. Mr. Watchai Vilailuck		12/12			3/3	
7. Mr. Thananan Vilailuck					3/3	
8. Mrs. Sukanya Vanichjakvong		12/12			3/3	2/2
9. Mr. Sirichai Rasameechan		12/12	3/3		3/3	
10. Mr. Pracha Phathayakorn		12/12			3/3	
11. Ms. Rungjira Kraiwiwat						2/2
12. Mrs. Rachada Nivasabutr						2/2
13. Ms. Chatchanee Wangroatrit						2/2
14. Ms. Methavee Sawisate						2/2

## 3) Meeting among members of non-executive directors

During the year, non-executive directors convened non-executive directors' meeting without any participation of management in order to discuss any management issue freely.

All sub-committees carried out their duties assigned by the Board of Directors, regularly report the performance to the Board of Directors, and provide annual performances report to shareholders in the Annual Report.

## **5.6 Conflicts of Interest**

To prevent conflicts of interest, the Company has drawn out guidelines for directors and employees to perform as details in “Business Ethics”.

## **5.7 Internal Control, Internal Audit and Risk Management**

Please see details in “Internal Control and Risk Management” and “Anti-Corruption”.

## **5.8 The assessment of the Board of Directors, Sub-Committees, Managing Director / General Manager, Company Secretary and Head of Internal Audit**

### **5.8.1 Board Self-Assessment and Director Self-Assessment**

The Corporate Governance Committee is responsible for self-assessment of the Board of directors and individual director to annually review and evaluate directors’ performance to comply with Corporate Governance of the Company. Comments and recommendations from the assessments are further considered in the Board of Directors’ meeting for improvement.

#### **Board Self-Assessment**

The Corporate Governance Committee has initiated the Self Assessment form for board members to review and evaluate their performance for 2016 as a whole. The assessment form, approved by the Board of Directors in its meeting No. 8/2016 on December 14, 2016, was submitted to all directors for assessment. The questionnaire covered the following areas:

1. Structure and Qualification
2. Roles and Responsibilities
3. Meeting
4. Accountability
5. Relationship with management
6. Self Development and Development

The 2016 Board Self-Assessment, evaluated by 10 directors in the above areas, has an excellent evaluation by obtaining average score of 96.80%.

#### **Director Self-Assessment**

The Corporate Governance Committee has initiated the Self Assessment form for director to evaluate their performance. The result of assessment was used to develop the performance of director. The assessment form, approved by the Board of Directors in its No. 8/2016 on December 14, 2016, was submitted to all directors for assessment. The questionnaire covered the following areas:

1. Structure and Qualification
2. Meeting
3. Roles and Responsibilities
4. Self-development

The 2016 Director Self-Assessment, evaluated by 10 directors in the above areas, has an excellent evaluation by obtaining average score of 95.00%.

### 5.8.2 The Audit Committee Self-Assessment

The Audit Committee Self-Assessment is implemented for the Audit Committee to evaluate its own performance in the past year with regards to the compliance with prudent practices and effectiveness. The questionnaire covered the following areas:

1. Structure and Qualification
2. Meeting
3. Roles & Responsibilities
4. Development & Training
5. Auditing Activities
6. Relationship between head of internal audit unit, external auditors and the Company's executives

The 2016 Audit Committee Self-Assessment, evaluated by 4 Audit Committee members in the above areas, has an excellent evaluation by obtaining average score of 99.81%.

### 5.8.3 Sub-Committee Self-Assessment

The Corporate Governance Committee has initiated the self-assessment form of sub-committees annually. The assessment result is considered to continuously improve the performance of the committee and to comply with roles and responsibilities as assigned by the Board of Directors. The assessment form, approved by the Board of Directors in its meeting No. 8/2016 on December 14, 2016, was submitted to all sub-committees members for assessment. The criteria for self-assessments of Executive committee, Corporate Governance Committee, Nominating and Compensation Committee, Risk Management Committee and Sustainable Development Committee covered the following areas:

1. Structure and Qualification
2. Meeting
3. Roles & Responsibilities
4. Development and Training.

The results of each Sub-Committee Self-Assessment are shown below:

	Result	Average Score (%)
1. Executive Committee	Excellent	94.75
2. Risk Management Committee	Excellent	91.11
3. Nominating and Compensation Committee	Excellent	100.00
4. Corporate Governance Committee	Excellent	99.61
5. Sustainable Development Committee	Excellent	92.29

### 5.8.4 Managing Director / General Manager Assessment

The Corporate Governance Committee conducts Managing Director / General Manager Assessment annually. The form has been approved by the Board of Directors in its meeting No. 8/2016 on December 14, 2016 and was submitted to all directors for assessment. Assessment result would be considered for remuneration adjustment. The questionnaire covered the following areas:

1. Leadership
2. Strategy formulation
3. Financial planning and performance
4. Board relations
5. Risk management and internal control



6. Human resources management
7. Succession
8. Product and service knowledge
9. Good corporate governance and code of business conduct

The 2016 GM Assessment, evaluated by the Company's 10 directors in the above areas, has a very good evaluation by obtaining average score of 84.63%.

#### **5.8.5 Company Secretary Assessment**

The Board of Directors conducts the Company Secretary assessment annually. Results of the assessment will use to develop working performance of Company Secretary to support the Board of Directors in compliance with the roles and regulations of the SET and the SEC. In 2016, the Board of Directors considered the criteria of Company Secretary Assessment in its meeting no. 8/2016 on December 14, 2016. The form of Assessment was submitted to each director for assessment in the following areas:

1. Knowledge
2. Compliance
3. Communication and Coordination
4. Documentation
5. Meeting
6. Corporate Governance

The 2016 Company Secretary Assessment, evaluated by 10 directors in the above areas, has an excellent evaluation by obtaining average score of 91.33%.

#### **5.8.6 Head of Internal Audit Assessment**

The Audit Committee is assigned by the Board of Directors to assess performance of Head of Internal Audit annually. Results of the assessment will use to develop working performance of Head of Internal Audit and Internal Audit Office in both audit work and independent consulting on governance, risk management and other control. The form has been approved by the Audit Committee in its meeting No. 5/2016 on December 14, 2016 and was submitted to each member for assessment in the following areas:

1. Purpose, Authority and Responsibility
2. Independence and Objectivity
3. Qualification and Professional
4. Continuous Improvement
5. Internal Audit Office Management
6. Knowledge and Competency

The 2016 Head of Internal Audit Assessment, evaluated by 4 Audit Committee members in the above areas, has an excellent evaluation by obtaining average score of 96.48%.

#### **5.9 Development of Directors and Management**

The Company specified that whenever there is a change of director, there shall be an orientation for a new director every time in order to get sufficient information before his or her post. In addition, director's manual, document and useful information which shall be beneficial to the duty operation of the new director shall be provided, in order that such new director can be ready to conduct his/her duty. The Company Secretary shall be a coordinator for the orientation with the following matters:

- Matters that should be known: Nature of business, business structure, directors' structure, scope of power and duty, related laws as well as policies and practical guidelines for supervising the Company's business.
- General knowledge of the business: Business operation guidelines to enhance knowledge and understanding on business and various operations of the Company.
- Arrange to have a meeting with the Chairman and the Executive Chairman /CEO to enquire in-depth information about business operation of the Company.

In addition, to support and increase knowledgeable of the directors, periodical training will be provided especially the Director Accreditation Program (DAP) and Director Certification Program (DCP) and other programs relating to director which arranged by the Thai Institute of Directors (IOD), 4 directors had joined DCP program, 3 directors had joined DAP program and 3 directors had joined both DCP and DAP program. IOD training course of each director is shown in "Directors, Management, Company Secretary and Head of Internal Audit". Each year, the Company shall submit the training courses arranged by various institutes to the Committee members for their consideration on attendance pursuant to their needs.

In 2016, Dr. Rathian Srimongkol, M.D., attended the training courses, "The UK Experience on Implementing the Enhanced Auditor Reporting".

## 1.2 Business Ethics

As the Company conducts the business with great awareness in ethical practices, the Board of Directors has provided the written Thai-English Business Ethics for directors, management and employees of the Company and subsidiaries since 2005 in order to set as the practical working guidelines with honesty, to be in standard, quality and integrity which including an attention of all stakeholders, related transaction, compliance with the laws, assets prevention and conflict of interest. The Company's directors, management and employees must perform and comply with strictly. It is also posted on the Company's website for employees and the outsider's acknowledgement. The Company reviews Business Ethics annually of which the latest issue was approved by the Board of Directors on February 18, 2016 which was added policies, Money Laundering Policy, Tax Policy and revision of Treatment of Trade partners Policy in part of do not violate human rights or intellectual property. The Company's Business Ethics covered the following topics:

- **Conflict of Interest**

To prevent conflicts of interest, the Company has drawn out guidelines for directors and employees in the Company's Business Ethics to follow:

1. Avoid all actions that may cause conflicts of interest with the Company.
2. In case that directors or employees commit any action related to the Company, the particular director and employee will be treated like an outsider, and will play no part in decision-making process.
3. Refuse to use Company's information obtained in their posts for an opportunity to derive personal benefits by creating rivalry with the Company or involving in related businesses.
4. Refuse to use Company's information for securities purchase for personal benefits or to leak Company's information to outsiders for their benefits. Any trading of the Company's securities within 1 month prior to disclosure of either the Company's financial performance or any other information that may affect securities' price is prohibited.
5. Refuse to reveal Company's classified information e.g. electronic information, financial situation, work's plans, business information, Company's future plans and others.

On any conflict of interest transaction, before entering into the transaction, the Company specified that the Board of directors, Managements, Employees and relevant parties must disclose the transactions with interest to the Audit Committee to consider the appropriateness of such transactions. The Audit Committee will carefully review prior to submit with opinion either on such conflict or connection to the Board of Directors for further review and to ensure that the transaction has to be complied with the SET's regulations, information of the transaction i.e. value of transaction, party involved and necessity etc., has been disclosed in the Company's Annual Report, Form 56-1 and the auditor's note in the financial statements. Any consideration of the connected transaction, the directors who may have conflict of interest will neither participate nor vote in such meeting both in the Board of Director's and the Shareholders' Meeting. Details of the transactions which may have any conflict of interest in 2016 are provided under "Related Transactions".

- **Responsibilities to shareholder**

The Company is aware of its role to protect and due care for the interests of all major and minor shareholders by granting rights to every shareholders to propose an agenda and send a question in advance, attend, vote and have comments in the shareholders' meeting, to share in profits, regularly and timely obtained adequate information, business performance and management policy. Details of shareholders' rights are shown under the topic of "1. Rights of Shareholders".

- **Employee policies**

The Company highly regards all of the employees as valuable resources and is a major factor to drive the business performance to achieve its goals. As a result, it is the Company's policy to treat employees fairly in all respects, employment opportunity, reasonable remuneration, promotion, welfare. There is always be the nurse(s) stationed in the infirmary everyday at the Company's office building and the doctor shall visit and treat sick employees twice a week. The Company also has the medical treatment welfare for the employees (in case of out-patient) who are treated at the government and private hospitals. The employees shall be entitled to the annual medical treatment fee pursuant to their level. In 2016, total amount of medical treatment fee reimbursed by the employees of the Company and its subsidiaries amounted to Baht 800,305.02 Moreover, the Company also has group health insurance (in case of in-patient) for the Company's employees which is made with Allianz Ayudhya Assurance Public Company Limited. (AZAY) as well as group life insurance which covers all kinds of death, annual medical check-up and provident fund to secure their working life security under the name of "the Registered Samart Group Provident Fund". The Company also has the social security fund and provision of loan in case of the accident or sickness to the employees as well, loan for employees, fitness center and special discount for Company's products etc.

Development programs, both internal through e-learning and external training courses, are continually provided for all levels of employees. In addition, the Company has provided educational support by awarding scholarship to employees with aims to enhance their knowledge and skills. Please see more details about the employees on the section of "Management Structure" under the topic of "Human Resources Management and Development Policy".

In addition, the Company emphasizes on the safety of life and health of employees as the following policies:

1. The Company is committed to developing and creating safety and health of employees in accordance with the requirements of the law.
2. The Company will perform all necessary measures to ensure the safety of life and health of employees.
3. The Company seeks to control and prevent losses caused by fire, accidents and illness from working and maintain a safe working environment for employees as well as promoting and raising awareness of health care workers.

4. The Company will support adequate and appropriate resources in accordance with the requirements of the law and commit to develop human resources with knowledge and awareness of safety and health of employees.
5. The Company is aware that a safety and health of employees is very important, it was the duties and responsibilities of executive, supervisors at all levels and employee to comply with the rules and the requirements of the law.

Further more, the Company also allowed such practical guidelines concretely as follows:

1. To appoint the safety officers and the relevant persons in all levels to take responsibility, supervise and monitor the strictly compliance with safety, occupational health and working environment policy.
2. To fortify the employees at all levels with knowledge, consciousness and joint responsibility, for instance, to arrange for the training and cultivate consciousness of safety, occupational health and working environment for the employees, as well as to arrange for the training on health by arranging the Healthy Week and the Safety Week and etc.
3. To conduct the annual evacuation drill in case of fire as well as to designate the assembly points of all offices.
4. To use the fingerprint scanning system so only the eligible persons can enter and exit the office building for safety of life and properties of the employees and the Company.
5. To provide the medical treatment, modern medicine provision service and basic medical service in all offices.
6. To arrange for the medical checkup every year.
7. To arrange for the fitness center and to encourage for the sport competition, both inside and outside the Company to promote health of the employees.

#### **Statistic of accidents occurred of absence of works in 2016**

The Company has not any accidents or illness from work absent from work.

The Company trained and informed the prudent operating guidelines standards with regards to good manner and ethics of the employees via the orientation of the new employees, Employee Manual and HR website at [www.samarthre.com](http://www.samarthre.com). Such ethics have been written in the working regulations of the Company for the employee's adherence and disclosed on the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com).

- **Treatment of customers policy**

The Company has policy to build up satisfaction and confidence on continued basis to the Company's valued customers and disclose such practices in the Company's Business Ethics. The Company provides modern and high-quality products and services at reasonable price for customers' satisfaction and needs as well as providing product and equipment from factory which has been certified as international standard. In 2016, the company has improved the social media monitoring service and launched service under the name Social One, its tracking of social media channels for customer's information which affect to company's image. The Company provided Omni-Channel technology, to integrate data from all channels for giving service continually to improve customer satisfaction.

- **Treatment of Trade partners policy**

The Company has policy to equitably and fairly treat its trade partners by taking into consideration of the Company's interest and on mutual benefits basis and disclose such practices in the Company's Business Ethics. The Company has clearly defined in evaluation and selection of trade partners as well as developing and maintaining good relationship between all partners with trust and confidence, keep in touch with customer in order to share each other opinion and refusing to accept any personal benefit offered by partners as well as refusing to fabricate or falsify information that will cause misunderstandings to partners,

avoid purchase products and/or services from partner who violates human rights or infringe intellectual property and follow up information whether the partner infringes human right or intellectual property or not. If found such behavior, the Company will avoid purchase products and/or services from the partner who has such illegal behavior.

Moreover, the Company has strictly complied with the business partner treatment policy by selecting the qualified business partner to enter into the Approved Vendor List and prices have been compared before the purchase order has been made. The Company also has the policy not to corrupt, extort, embezzle or not tolerate such action. The business partner must not propose or take bribery or any illegal reward from the Company and the business partner must not give the reward or propose personal benefit in whatsoever form to the employee as a result of business undertaking. Such policy has been inspected by the management under the document and the supporting particulars and it also has been audited by the neutral auditor both from the inside and outside the organization.

- **Treatment of Creditors policy**

The Company conforms to its Principle of Business Operation in order to the respect and admission of the Creditors and strictly complied with all the terms and conditions agreed upon in a transaction and strictly follow each covenanted condition, pay debt, loan, interest and other guarantee in time and specific conditions. In the event that any particular condition could not be met, the Company will prior inform the Creditors and seeking mutual accepted solution. In case the Company could not follow the covenanted condition, the Company will foregone notify to creditor for solving problem.

- **Counterpart/Competitor policy**

The Company has policy to conduct all business affairs under rules and fair competitions to encourage trading without fraudulently and inappropriately seeking confidential information of its competitors, or damage competitors' reputations by abusive accusation. The Company will not intervene or has a secret transaction that give negative impact to competitors and give benefit to the Company. The Company also refuses to violate intellectual property rights of business' counterparts /competitors. The policy has been disclosed in the Company's Business Ethics. In addition, the Company sets the policy that all employees shall acknowledge and sign the agreement of non-disclosure confidential information, non-violation of concealment of computer related and non-infringement of intellectual property.

- **Anti-corruption policy**

The Company operates business by adhering to good corporate governance principle. Anti-corruption policy has been specified as fraudulent act might occur from operation and transaction with the stakeholders, where directors, executives and employees of the Company, subsidiaries and affiliated companies shall strictly comply with. The Company disclosed the policy in the Company's Business Ethics manual and posted on website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) for all employees to adhere. Details of Anti-Corruption policy, Guidelines to perform of anti-corruption and the result of the implementation of such policies are shown on the section of "Anti-Corruption".

The Corporate Governance Meeting no.3/2016 which was held on 14 December 2016 had clearly revised Anti-Corruption policy for preparation to participate with Collective Action Coalition (CAC). The Company will further consider the suitability and availability to join CAC. It will be finished in 2017.

- **Money Laundering policy**

The Company recognizes the importance and compliances to the related rules and laws relating to money laundering. The Company will adhere to the law and regulation regarding the provisions of the Anti-Money Laundering Act B.E. 2542 and its amendment.



- **Tax policy**

The Company has clearly defined tax practices to be in line with law as follows:

1. Manage tax planning by paying the taxation rightfully and completely according to the legal requirements.
2. Submit tax within the time frame as prescribed by laws.
3. Provide risk assessment that may have an impact on tax exposure.

- **Sustainable Development policy**

The Company recognizes to the sustainable development of business that it has to develop together with realize to social and environment responsibilities and corporate governance, the sustainable development policy as follows:

1. To conduct business based on good governance principle as well as social and environmental responsibility along with all issues which related to sustainable development by primarily taking into consideration benefits of all stakeholders;
2. To build up corporate culture that can encourage all employees to have conscious mind while performing duties and also to have volunteer spirit which is willing to devote efforts and personal time for benefits of communities as a whole;
3. To promote and educate the employees at all levels on social, environmental and sustainable development awareness to serve as guidelines on social, environmental and sustainable development conservation and development throughout the organization;
4. To encourage on creation of social, environmental and sustainable development projects or activities.

Furthermore, the Company provides Corporate Social Responsibility Report or Sustainable Development Report by initiating the report as part of the Annual Report. In the near future, the Company plan to issue Sustainable Development Report in separate report. The Company provides the practical guideline of responsibility to societies, communities and environment as follows:

**Responsibility to societies and communities**

The Company recognizes that it can survive and grow in a society that is vigorous and prosperous. Therefore, to bring about societal progress, the Company participated in societal improvements with financial support to all activities that aim to maintain beneficial cultures, customs and rituals. Moreover, the Company will involve in religious activities regularly. The Company also participated in many activities for development of social, education, vocation, athletic ability as well as sanction for outreach people and victims. In addition, the Company has strengthened the closed relationship with the surrounding and nearby communities by building up good relationship with the private and public organizations as well as the community leaders in many levels, so that the cooperation from all parties can be smoothly coordinated for sustainable and concreted development of the communities.

In 2016, SAMART Group has continued our efforts to promote “Quality People and Moral Society” and also implemented a variety of activities for public benefits. Details of the projects and activities are shown in “Corporate Social Responsibility”

**Responsibility to environment**

The Company conducts business with recognition of environmental conservation and standard management of safety. It is also the Company’s policy to become a responsible corporate citizen to comply with all relevant laws and regulations and be responsible for utilizing natural resources in prudent manners. For motivation of the employees to continually conform to the Company’s policy, announcement via the Company’s PR boards, e-mail, internal radio, mobile media, newsletter and road show are provided, for example, Project “Lor Ling Plien Lok” with aim to encourage the behavioral changing and realize the use of

resources with the most benefits. In addition, the Company educates employees on environmental awareness as details shown on the section of “Corporate Social Responsibility” under “Environmental Conservation”.

- **Non violation of human right policies and practices**

The Company provides non violation of human right policies and practices in the Company’s Business ethics and emphasize on human right as a common practices. All employees shall not act or support any action to violate any human rights. The Company has policies that employee’s personal information, i.e. medical treatment record, working experience, is the secret and shall not be sent or disseminated to unauthorized parties. Disclosure or transfer of personal information is only upon the owner’s consent. Furthermore, the Company treats all employees equitable, no person shall be discriminated against regardless of race, nationality, language, religion, sex, age and education. The Company has opportunity for the employee to show their capability by set appropriate remuneration and has opportunity for more education both in higher education, and short-term/long-term training. Deliberation related to hiring and judgment of performance should be accurate and fair as well as avoid comments or any other matters that may lead to conflict.

In addition, the Company communicates such matters to employees to acknowledge and observe through HR website at [www.samarthre.com](http://www.samarthre.com). However, if any employee receives unfair comment on the matter, the Company also allows employees to suggest, complaint about abuses as well as other related matters. The Company will resolve such problems for benefits to all parties and create good working relationships together.

- **Operating policy on non-infringement of intellectual property or copyright**

The Company has an operating policy on non-infringement of intellectual property or copyright. The method employed by the Company regarding this matter is that all employees are required to sign their names in memorandum of understanding to not commit any computer crime and to not infringe any intellectual property. The Company has specified the policy on usage of information technology system of Samart Group and software program of the employee shall be inspected to prevent any usage of piracy software and software which is unrelated to work.

- **Opinion or suggestion**

The Board of Directors respects the importance of all stakeholders in participation of the Company’s success and discloses related important information to stakeholders sufficiently in a timely and transparent manner. Thus the feedback channels for all stakeholders to return their complaints, comments or recommendations are provided for improvement. Those channels consist of direct mail to the following address via Company’s website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) under “Contact Us”.

Mailing Address:	Secretary to the Audit Committee One To One Contacts Public Company Limited 1, East Water building, 11th floor, Vipavadeerangsit Soi 5, Jomphon, Jatujak Bangkok 10900 THAILAND
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Secretary to the Audit Committee will collect the information, and proposes the Audit Committee to consider and summarize for further report to the Board of Directors. In addition, the Company has the policy to defend the appellant by keeping appellants’ information as secret.

- **Procedures and methods on notifying the information on misconduct and the protection of the informant**

The Company adheres to good corporate governance principles and encourages its employees to examine

and oversee any action which is against the corporate governance principles, ethics, rules and regulations of the Company, laws or any action which might cause damages to the Company including rights violation. If such action is found, the employee can notify the clue on misconduct behavior to the Company by sending document and/or evidence to the Chairman of the Audit Committee. Such document and/or evidence may be sent by the employees themselves or via the postal service. However name and surname of the sender must also be notified for convenience on enquiry and/or contact for more information. The Company will not consider if the name is not identified.

The Chairman of the Audit Committee shall then investigate and analyze such matter and if it is found that it has factual basis, it shall be sent to the Company's Audit Committee for further consideration.

The Company shall protect the employee who notifies such information, the informant or whistle blower, by not disclosing the name of the informant to any person. Only the Chairman of the Audit Committee shall know such information.

The employee can find the method on informing the clue and the protection of the informant at the public relations media of the Company, i.e. the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) and Human Resources' website at [www.samarthre.com](http://www.samarthre.com) and etc.

The Company's Vision, Mission, Corporate Governance Policy and Business Ethics have been publicized on the Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) and communicated to management and employees via email, in form of weekly Tips on Corporate Governance and poster on PR board. In addition, the Corporate Governance Committee is entrusted to oversee the duties of directors, management and employees to abide strictly.

## 2. Sub-committees

### Composition

The Company's sub-committee consists of 6 sub-committees; the Audit Committee, the Corporate Governance Committee, the Executive Committee, the Risk Management Committee, the Nominating and Compensation Committee, and the Sustainable Development Committee. Details of directors, qualification, term of positions and roles and responsibilities are as follows:

#### 1) **Audit Committee** as of December 31, 2016:

1.	Dr. Rathian Srimongkol, M.D.	Chairman (Independent Director)
2.	Mr. Vichai Srikwan	Member (Independent Director)
3.	Mr. Chaisak Angkasuwan	Member (Independent Director)
4.	Dr. Pairoj Boonkongchuen, M.D.	Member (Independent Director)
	Mr. Songpol Sangkajonkiat	Secretary

#### Qualifications of the Audit Committee

1. The Audit Committee members shall be appointed by the Board of Directors and/or shareholders' meetings.
2. All members should be Independent Directors as the definition of independent director qualification from the SEC.
3. Not being a director assigned by the Board of Directors to take part in the business decision of the Company, parent company, subsidiaries, associate company, same-level subsidiaries, major shareholder or controlling person of the Company.
4. Not being a director of parent company, subsidiaries, and same-level subsidiaries which is a listed Company.
5. Having sufficient knowledge, experience, and time to perform duties as the Audit Committee members.

6. At least 1 member of the Audit Committee shall have sufficient knowledge and experience to review the reliability of financial statement, the Company has to define in filling form, Form 56-1 and Form 56-2 for name of the Audit Committee member who has that qualification, and has to define his/her qualification in the certification of the Audit Committee profile that should be sent to the SET.

#### **Terms of positions**

Term of the Audit Committee member is 3 years. All members shall be in post no longer than 3 terms except getting a unanimous approval from the Nominating and Compensation Committee and the Committee ensures that the extra term will not cause or impact to the independent of such director, and shall be approved from the Board of Directors and/or the shareholders' meetings.

#### **Roles and Responsibilities of the Audit Committee**

1. Review the Company's financial statement to ensure its accuracy and adequacy.
2. Review the Company's internal control, and internal audit system to ensure that they are suitable and efficient, to determine the independence of internal audit unit, as well as to propose the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit.
3. Review the Company's compliance with the Securities and Exchange Act, the regulations of the SET and the laws relating to the Company's business.
4. Propose for consideration and approval of the Board of Directors and shareholders' meeting on the appointment, termination of the external auditor and also propose its remuneration for further consideration.
5. Attend a non-management meeting with an auditor at least once a year.
6. Review the connected transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the law and the regulations of the SET, and are reasonable and for the highest benefit of the Company.
7. Prepare report of the Audit Committee to be disclosed in the annual report with at least information defined in the notification of the SET.
8. Perform any other activities as assigned by the Board of Directors.

#### **2) Executive Committee as of December 31, 2016:**

1.	Mrs. Sukanya Vanichjakvong	Chairman
2.	Mr. Charoenrath Vilailuck	Member
3.	Mr. Watchai Vilailuck	Member
4.	Mr. Sirichai Rasameechan	Member
5.	Mr. Pracha Phatthayakorn	Member
	Ms. Methavee Sawisate	Secretary

#### **Terms of positions**

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and management propose for further consideration and appointment from the Board of Directors in the first board meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

#### **Scope of Responsibilities and Authority of the Executive Committee**

1. Set Company's strategies and business plan as well as the Company's management structure and delegation of authorities for further approval of the Board of Directors.
2. Audit, monitor and implement the Company's policies and management practices to conform to the assignment from the Board of Directors efficiently.
3. Consider and approve annual budget and investment of the Company for further approval of the Board of Directors.

4. Consider remuneration policy and salary structure and propose to the Nominating and Compensation Committee for consideration prior to further approval of the Board of Directors.
5. Act on behalf or in the name of the Company as delegation of authorities defined in the Company's policy and practice.
6. Carry out other work as assigned by the Board of Directors.

The delegation of authorities, duties and responsibilities of the Executive Committee shall not be delegated or further assigned that authorize the Executive Committee or its attorney to approve any transactions that the Executive Committee or connected persons or any persons who may have conflict of interest have done with the Company or its subsidiaries unless such transactions are complied with the Company's policy or principle approved by the Board of Directors. Such connected transactions shall be proposed to the Board of Directors' and/or shareholders' meetings for approval to comply with the notification of the Stock Exchange of Thailand, the Securities and Exchange Commission (SEC) or related law.

**3) Corporate Governance Committee** as of December 31, 2016:

- |    |                                |           |                        |
|----|--------------------------------|-----------|------------------------|
| 1. | Mr. Chaisak Angkasuwan         | Chairman  | (Independent Director) |
| 2. | Dr. Rathian Srimongkol, M.D.   | Member    | (Independent Director) |
| 3. | Dr. Pairoj Boonkongchuen, M.D. | Member    | (Independent Director) |
| 4. | Mr. Sirichai Rasameechan       | Member    |                        |
|    | Ms. Methavee Sawisate          | Secretary |                        |

**Terms of positions**

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and/or any qualified candidates propose for further consideration and appointment from the Board of Directors in the first board meeting after the Annual General Meeting of Shareholders. The Chairman of the Committee has to be nominated from the Company's Independent Director. However, the retired members are eligible to be re-elected for another term.

**Scope of Responsibilities and Authority of the Corporate Governance Committee**

1. Responsible for governing and monitoring business operation and performance of sub-committees, management and employees of the Company to comply with the principles of good corporate governance, Company's policies and related laws.
2. Establish and review the Company's significant procedures and practices to comply with the principles of good corporate governance.
3. Regularly review the Company's policies, principles and practices.
4. Provide suggestions relevant to business ethics and best practices to the Company's directors, management and employees.
5. Ensure that the principles of good corporate governance are performed on practice continuously and appropriately.
6. Report to the Board of Directors the Company's good corporate governance along with its opinions for the practices and recommendations for appropriate improvements.

**4) Nominating and Compensation Committee** as of December 31, 2016:

- |    |                                |           |                        |
|----|--------------------------------|-----------|------------------------|
| 1. | Mr. Vichai Srikwan             | Chairman  | (Independent Director) |
| 2. | Dr. Rathian Srimongkol, M.D.   | Member    | (Independent Director) |
| 3. | Dr. Pairoj Boonkongchuen, M.D. | Member    | (Independent Director) |
|    | Ms. Methavee Sawisate          | Secretary |                        |



### Terms of positions

One-third of the Nominating and Compensation Committee, who have been longest in office, shall retire by rotation every year. The retired directors are eligible to be re-elected for another term by obtaining majority vote from the Board of Directors. In case of vacancy, the Nominating and Compensation Committee will consider an appropriate person from the members of the Board of Directors and/or any qualified candidates and propose to the Board of Directors for appointment.

### Scope of Responsibilities and Authority of the Nominating and Compensation Committee

1. Recruit, select, and nominate appropriate candidates for independent directors, Chairman of the Board, Board of Directors proposed for consideration and approval of Board of Directors' and/or the shareholders' meetings when those positions are vacant due to termination of terms or other reasons.
2. Recruit, select, and nominate appropriate candidates for position members of each committee, Managing Director/General Manager, top management and company secretary proposed to consideration of Board of Directors when such position is vacant as well as propose criteria for selecting candidates for the succession plan.
3. Propose to the Board of Directors the guidelines and reasonable remuneration packages for all members of the boards and executives of which must be complimented to their duties, conform to the Company's operating performance and market's atmosphere.
4. Evaluate the Company's performance for consideration of the annual bonus and merit increase.
5. Review the Company's salary structure and any other remuneration.
6. Screen and verify the list of the candidates proposed to the director with the relevant agencies to ensure that they are not blacklisted or have been revoked from the list of such agencies.
7. In case the director who is retired by rotation is proposed to be re-elected to resume the position, his/her contribution and track record on attendance of the Board of Directors' meeting and the Shareholders' meeting must also be taken into consideration.

### 5) Risk Management Committee as of December 31, 2016:

1.	Mr. Watchai Vilailuck	Chairman
2.	Mr. Charoenrath Vilailuck	Member
3.	Mr. Thananan Vilailuck	Member
4.	Mrs. Sukanya Vanichjakvong	Member
5.	Mr. Sirichai Rasameechan	Member
6.	Mr. Pracha Phatthayakorn	Member
	Mr. Songpol Sangkajonkiat	Secretary

### Terms of positions

Term of the Risk Management Committee Member is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors for further consideration and appointment from the Board of directors in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term. The nominated committee's member will appoint the chairman of Risk Management Committee from the committee's members.

### Scope of Responsibilities and Authority of the Risk Management Committee

1. Set clear business directions, identify, analyze and investigate significant risk factors as well as specify strategies to manage those risks.
2. Set risk management standards for use as guidelines in each work unit.
3. Supervise to ensure that such measures are fully communicated and employees have complied with them.
4. Provide for a systematic and continued evaluation and analysis of damage that may occur to make sure that risk survey has covered all processes of business operations.

5. Support and develop risk management continually to cover all organization and comply with international standard.

**6) Sustainable Development Committee** as of December 31, 2016:

1.	Mrs. Sukanya Vanichjakvong	Chairman
2.	Ms. Rungjira Kraiwiwat	Member
3.	Mrs. Rachada Nivasabutr	Member
4.	Ms. Chatchanee Wangroatrit	Member
5.	Ms. Methavee Sawisate	Member & Secretary

**Terms of positions**

Term of each member is 1 year. The Nominating and Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and management and/or any qualified candidates propose for further consideration and appointment from the Board of Directors in the first board meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

**Roles and Responsibilities of the Sustainable Development Committee**

1. Set target, policy, strategy and framework for sustainable development to conform to the Company's operating in economy, social and environment
2. Encourage activities to meet the Company's sustainable development policy
3. Monitor progress of sustainable development activities and evaluate the effectiveness of the implementation of the Company's sustainable development activities
4. Report the Company's sustainable development activities to the Board of Directors

All sub-committees carried out their duty and had the meeting regularly and had written minutes. The significant issues of the previous year including number of meeting of each sub-committee are shown in "Other Company's Corporate Practices" on the topic of "Meeting of the Board of Directors and Sub-Committee".

### 3. Nomination of Directors and Management

The Nominating and Compensation Committee has been appointed by the Board of Directors in order to select, and nominate appropriate candidates for positions of Chairman of the Boards, members of the Boards and other committees, Managing Director/General Manager, managements and company secretary as well as consider the appropriate remuneration for such directors and management. Whenever the position of directors are vacant, the Nominating and Compensation Committee will consider the suitable candidate from IOD's Director Pool and proceed to select the candidate who have qualification as specified by the relevant laws and regulations with regards to qualification, experience, knowledge, capabilities beneficial to the Company and in accordance with the Company's strategy. The suitable candidate will be proposed to the Board of Directors for approval for further approval of the shareholders in case of vacancy by rotation or appointing of new director. The elected directors should obtain majority vote from shareholders who attend the meeting and have voting right. Each shareholder shall have one vote on each share. In voting, a shareholder shall vote in accordance with the number of votes each shareholder has for one or several directors. The said shareholder may not allot any number of his/her votes to any person. In addition, the Company proposed shareholders to elect the directors on an individual basis to allow shareholders to elect the desirable directors. For election of independent directors, the Nominating and Compensation Committee will nominate any person who is fully complied with the qualifications of Independent Directors under the Company's policy as well as complying to such requirements of the SEC and the SET as a minimum and propose to the Board of Director and/or the shareholders' meeting in case of rotation or others. Moreover, the Board of Directors of the Company has also appointed other committees to help the Board on its business either audit or

consideration any significant matters. Such Committees are the Executive Committee, the Audit Committee, the Risk Management Committee, the Corporate Governance Committee, the Nominating and Compensation Committee and the Sustainable Development Committee. The nomination of members of the committee will be selected and nominated by the Nominating and Compensation Committee prior to propose for consideration of the Board of Directors of the Company.

#### **Executive Succession Plan**

The Company is aware of the importance of executive succession plan when any executive position is vacant. In order to create confidence for investors, shareholders and employees on the continuity operation of the Company, an Executive Succession Plan has been considered. The potential candidate will be selected, trained and developed to be ready to accommodate the vacant position in the future.

#### 4. Supervision on Operation of the Subsidiary and the Associated Company

Before establishment of any new company, the responsible managing department shall propose such matter to the meeting of the Board of Directors for consideration and approval before the registration of the new company is arranged. The Board of Directors shall consider on appointment of the executives who shall hold positions of director and management of such subsidiary and the associated company including scope of authority and responsibility of the directors and the management who shall be the Company's representatives in such company. The management of the subsidiary and the associated company shall report business performance of the Company they are responsible to the Executive Committee every month. Any investments or substantial operations as per specified in the delegation of authorities must be performed pursuant to the policies specified and they must be presented to the meeting of the Executive Committee as well. The management of the subsidiary and the associated company must present the annual business plan to the meeting of Executive Committee and the Board of Directors for consideration and approval every year. If performance of any company has not achieved as per the targeted plan, the management must clarify to the meeting of Executive Committee. In case business operation encountered a lot of problems, the management is required to clarify to the Executive Committee as the watch list so that precaution and corrective measures can be closely monitored and taken.

The subsidiary and the associated company must have the internal control system or measure that the Company's Internal Audit Department can audit and report to the Audit Committee and the Executive Committee. If internal control system of any company is defective which may likely cause risks and damage to the Company, the Executive Committee shall order such company to make good and rectify defects in such internal control system immediately. In addition, if the subsidiary has to conduct any transaction which is required to comply with the regulations of the Company or of the relevant laws and which is required to be approved from the shareholders' meeting of such subsidiary, i.e. capital increase, capital decrease or dissolution of subsidiary and etc., such transaction shall be proposed for the Executive Committee's consideration and approval on voting guideline during the shareholders' meeting of such subsidiary.

In the event where the subsidiary performs any transaction about acquisition or disposal of assets, the Company shall treat the same way as criteria on acquisition and disposal of assets of its own which must be pursuant to criteria on undertaking the significant transaction on asset acquisition or disposal as per specified by the Capital Market Supervisory Board. In case the subsidiary has performed any transaction with its related persons, the Company shall not involve in such matter, except the subsidiary has performed any transaction with the related person of the Company, then the Company shall comply with the criteria on related transaction announced by the Capital Market Supervisory Board.

## 5. Inside Information Control

The Company will inspect to ensure no inside information of which is material, undisclosed and confidential leak to public or be used from unauthorized for personal benefit. IT system has been implemented for a secure access for all users inside and outside the firewall in conjunction with the Company's own user authentication and security system. In addition, the Company sets as policy that all employees shall acknowledge and sign the agreement of non-disclosure confidential information, non-violation of concealment of computer related and non-infringement of intellectual property. New employee shall sign this agreement together with employment contract. It was also set forth in the Company's Corporate Governance Policy and Business Ethics to refuse the directors, management and employees of the Company to use Company's inside information for personal benefits. Any trading of the Company's securities within one month prior to disclosure of either Company's financial performance or any other information that may affect securities' price is prohibited. To ensure that the policy is acknowledge and complied, the Company will notify the year plan schedule of such periods in advance to all directors and executives. Every quarter, the Company has also delivered such notice to directors and executives to acknowledge. In 2016, there is no case of insider trading from the Company's directors and executives. The press releases for the corporate governance are published on a weekly basis to all employees via email, tips and poster in the Company's promotion board. The Directors and management of the Company had been informed on their duties and punishment regarding to report on securities holdings of themselves, their spouse and any minor children to the Stock Exchange of Thailand (SET) within 3 days from the transaction date according to the Securities and Exchange Act B.E. 2535. Any change in securities holdings, such directors and managements have to report the Company Secretary for coordination and preparing report submit to the Securities and Exchange Commission (SEC). In addition, the Company has set as a policy to report on securities holdings of directors in every meeting of the Board of Directors. In case that any director or managements violates the regulations, the warning notice will be made to that director or management to avoid re-misconduct.

In case of conflict of interest, it is the Company's Policy to have the directors, management, employees and related parties to disclose such interests to the Audit Committee for consideration of the transaction to be complied to the SET's regulations and any governing laws and regulations prior to further submit for consideration of either the Board of Directors or the shareholders. The directors who have conflict of interest will not participate in any agenda that they have conflict of interest. Moreover, any conflict of interest transactions with the connected persons will be disclosed in "Connected Transaction".

General practices for conflict of interest protection have been set not only in the Company's Business Ethics but also in "5. Roles and Responsibilities of the Board of Directors" under the topic of "Conflict of Interest". Such practices have been delivered to all directors, management and employees. The Corporate Governance Committee will monitor and ensure that Company's regulations, Corporate Governance Policy and Business Ethics have been strictly and continually complied.

Moreover, the Corporate Governance Committee has been established to ensure that good corporate governance is being conducted continuity at all levels in accordance to legal requirement and the Company's Articles of Associations.

6. The compliance with the Principles of Good Corporate Governance in other areas  
The Company conducts the business in comply with the Principles of Good Corporate Governance by the SET.  
However, there are some areas that the Company has not yet followed as follows:

#### **Equity Treatment of Shareholders**

1. The Company does not entitle the right for minority shareholders to participate in the nomination and appointment of director. However, the Board of Directors has appointed the Nomination Committee and Compensation Committee to recruit, select and nominate candidates for the position of director from IOD's Director Pool and proceed to select the candidate who is qualified as the relevant laws and regulations with regards to qualification, experience, knowledge and ability that is advantage and needed to the Company, then propose to the Board of Directors / the shareholder's meeting for further approval.
2. The Company has not yet determined to perform the election of directors by using cumulative vote. However, the Company entitled the shareholders to vote for the election of directors individually. Each shareholder shall have one vote for each share as stipulated by the Company's Articles of Associations so that the shareholders have the right to elect director with their need.
3. The Company has not established a policy regarding directors and top management to declare their own trading of the Company's share at least 1 day prior to the trade date to the Board of Directors or the assigned person. However, the Company establishes the policy that director and executives must report the change of holding Company's share in every board meeting.

#### **Roles and Responsibilities of the Board of Directors**

1. The Company has no policy for executive directors to serve as directors in other listed companies not more than 2 listed companies. However, the Company has set the policy for all directors to be the director in any listed companies not exceeding 5 companies. In addition, the management of the Company will also be obtained approval from the Executive Committee prior to be a director in any companies of which are not have either similar business or being the Company's competitors. The Nomination Committee and Compensation Committee are responsible to consider and nominate the candidate who is knowledge, capability and has sufficient time to perform his duty.
2. There is no independent woman director in the Company's Board of Directors. However, one of the Company's Non-Executive Directors is a woman. Nonetheless, the Company does not have a policy on sexual discrimination in employment at all.
3. As of December 31, 2016, portion of independent directors is equivalent to 40% of total directors which are less than 50% as stipulated by the principles of good corporate governance. And portion of non-executive directors in the Board of Directors is equivalent to 100% higher than 66% as stipulated by the principles of good corporate governance.
4. The Company has not yet participated with anti-corruption project; Collective Action Coalition (CAC). However, the Company applied for a member of Partnership Corruption for Thailand (PACT) Network in order to attend the training course and get any instructions and procedures for anti-corruption. In addition, the Company's representatives are regularly sent to join in the Network meeting and in 2016 the Company was revising policy, practical and relate framework of Anti-Corruption for preparation to participate with Collective Action Coalition (CAC). The Company will further consider the suitability and availability to join CAC.



# Internal Control and Risk Management

## Internal Control

The Company is consistently aware of the internal control system by emphasizing in each activity efficiency and proper operation. The Board of Directors, being responsible for internal control system to enhance good corporate governance, has assigned the Audit Committee to supervise the adequacy of the Company's internal control system; to evaluate the accuracy and the transparency of financial statement including to follow the related regulations and laws resulting in the prevention of conflicts of interests or connected transactions finally to propose to the Board's consideration. There also is the Internal Audit monitoring Company's operation and following the results directly to the Audit Committee for more effectively internal control.

The Company has applied the international standard of the Committee of Sponsoring Organization of the Tread way Commission - Enterprise Risk Management (COSO-ERM) to ensure the internal control system and risk management effectively. In 2016, the Board has reported the Adequacy Evaluation of Internal Control Process of the Securities and Exchange Commission (SEC) which no any significant errors were found in all 8 areas:

### 1. Adequacy of control organization and environment

- The Company distributes business ethics handbooks to be a guideline for the matters of Committee, Executives and Employees.
- Board of Directors has qualifications which comply to Public Company Act B.E. 2535, any related laws and regulations of the Stock Exchange of Thailand (SET) and Company's Articles of Association who has various knowledge, capability, experience and diversity of professional fields that suitable for the company's business. Those are being selected according to the rules of the Charter of the Audit Committee.
- An appropriate line of structure is created to clearly classify roles and responsibilities of the Executives and highly concern with the Company's benefits.
- The Company always develops and retains personnel by giving the constant trainings as well as supporting educations to all employees levels. Also, the Executives and employees are being prepared practically to higher position or work capability. Nonetheless, the Company has the succession plan process to prepare the lack of knowledge and capabilities in a timely manner.
- The Board and Executives have determined quantity of work to numbers of employees which create an appropriate duty on each personnel. The Key Performance Indicator (KPI) is established to measure employees performance and incentives. The competency is the tool to develop human resources in motivation and reward on outstanding personnel.

### 2. Establish clear business objectives corresponding to strategic goal

- Identify and describe the objectives by holding management meeting twice a year.
- The Company defines its objectives corresponding to vision and strategies which are established in The Company Annual Report (Strategic Implementation Plan - SIP).

### 3. Completeness of key indicator of evidence

- Analyze the process and steps to assess significant risks that probably impact the objectives and goal achievement. These risks which come from external and internal factors are considered with strategies, operation, finance and regulation of law by assessing from low to high risk level for every unit in the organization.
- Risk Management Committee who bring ERM to analyze business risk, set risk management policy, identify and evaluate as well as formulate risk strategies; finally, follow and report the results at risk management meeting.

#### 4. Efficiency of risk evaluation

- Risk Management Committee conduct strategies in risk management, regulate and evaluate each company's unit including follow up the progress in risk management meeting.
- The Company has covered 4 main risks: Business Risk, Financial Risk, Operational Risk and Information Technology Risk (IT Risk) which probably impact the company's operation. Risk Management Committee support to have the management and all employees to continually aware of risk management. Then, the Internal Audit will follow the results to align with planned Risk Management.
- The Company has evaluated the tendency of dishonest actions such as frauds, corruptions to prevent the damages.
- The Company has defined the ways to evaluate risk systematically and ruled in each proper level of risk evaluation; considering risk factors from Business Risk, Financial Risk, Operational Risk and IT Risk.

#### 5. Effectiveness in response to risks

- The highest level of risk will be implemented firstly and considered options effectively
- Constantly evaluate and follow up.

#### 6. Adequacy of Executives Control Activities

- To minimize the damages of risk, the Company appoints policies and procedures which are appropriately involving activities, duties, and task to control over risk.
- The Company has prevented the Company's connected transaction to any related or conflict persons corresponding to regulations of SET and SEC by proposing to either the meeting of the Executive Committee, Audit Committee, Board of Directors or Shareholders.
- The Corporate IT Center governs the Company's policies and regulations to hardware, software and operating system complying to the ISO 27001.
- The Company applies not only ITIL Standard (an Information Technology Infrastructure Library) to support customers demand but also CMMI (Capability Maturity Model Integration) to control, investigate and store documents and software appropriately and securely.
- The Executives Board of Directors, Audit Committee and Subcommittee consider and approve any transactions complying to SET and SEC.
- There are the Division of Finance and Law follow and govern as well as the Internal and External Auditing examine each transaction with third party with correctiveness.
- The Division of Monitoring set up Investment Evaluation regarding to Budget Planning.
- After the Company monitors its subsidiaries financial reports, the Senior Executives report overall company's operation at Performance Meeting monthly basis.
- Not only the Audit Committee but also Internal Auditing examine company's operation regarding to regulations and laws.

#### 7. Proper in Information System and Communications

- There is an Intelligent Data Center to collect accurate and update data for powerful data analysis that allow best decision-making. The Company has applied to the Information Security Management System (ISO 27001). Also, a Back Up Site backup data and Enterprise Resource Planning to ensure the information security.
- Invest a modern technology in which the IT Center has considered the cost of each unit so that it could cover an appropriate size and quantity at present. This investment could support the expansion of the business in the future, too. Moreover, the company has estimated cost in developing software in proper timing and inspected the quality of QC and QA under the Capability Maturity Model Integration (CMMI).
- Exchange internal information via website, e-mail and database etc.
- Create employees channel for giving opinion or suggestion that are usefulness and value added for the Company to the Audit Committee Secretary postal service or e-mail.

- Provide Stakeholders channel to examine any clues via website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) ; or in part of 'Contact Us' as the following details:  
Mail To: The Audit Committee Secretary  
One To One Contacts Public Company Limited  
1 Eastwater Bldg. 11Fl. Vipavadeerangsit Soi 5  
Jatujak, Bangkok 10900. THAILAND
- Propose special or secret channels to Stakeholders (outside the Company) via website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) or postal service to the Audit Committee Secretary.

#### 8. Consistency of tracking system to improve business plan

- Appropriate tracking performance to cover various aspects that are necessary in business goal by reporting monthly at Management Committee meeting.
- The Internal Audit to follow and evaluate the internal audit system and report directly to the Audit Committee quarterly.
- Internal control system is investigated by the Internal Audit. If any faults occur, the Executives will be informed to collaboratively find solutions, defined timely feedback and report to the Audit Committee. The Internal Audit then firstly report these investigation and follow the solutions and lastly inform the results to the Audit Committee.

In the Board of director meeting No.1/2017 on 20th February, four members of Audit Committee and the Board agreed that both Company and its subsidiaries have effectively and appropriately internal control system for Company's operation as well as adequate control system to any transactions with Stakeholders, Committee, Executives or related persons.

Moreover, the Company Auditor : Ms. Sarinda Hirunprasurtwutti, Certified Public Accountant License No.4799, examined Financial Report for the year end 31 December 2016 that there was no faults corresponding to internal control system.

#### Internal Audit

By directly reporting to the Auditing Committee, the Internal Auditing Department is independent and honest to assign the improvement of the Charter and the instruction of auditing to be up-to-date in which measure the reference of task for promoting and improve corporate good governance and add value to Stakeholders to develop sustainable organization.

The Internal Auditing Department is responsible for evaluating the effective of internal control and risk management system including governing the Company's operation corresponding to annual auditing report which considers from the objectives, strategies, overall mission, risk based audit approach including key control point and additional opinion of the administrators.

The Audit Committee not only approves the auditing plan and gives any suggestion such as measurement of internal control and risk management to achieve Company's strategies and objectives but also constantly follow up the evaluation to ensure that these systems are always evaluated and adjusted.

To estimate the effectiveness of risk management system, the Internal Auditing Department review the identification of evidences or risk factors which impact objectives and methods of employees risk management for ensuring the accurate identifications, appropriate estimation and systematically managing risks.

To estimate risk frauds from external and internal of organization, the Internal Auditing Department has evaluated any clues and probability of those frauds then finds the preventive ways that ensure the Company the most prevention and achieve its objectives.

The Board has assigned the responsibility of the Internal Auditing Chief to be the Audit Committee Secretary who supports Audit Committee's duties and responsibilities for accomplishing the Company's operation by setting the Auditing Committee meeting quarterly. Also, the roles of the Chief are to consult and suggest any aspects that are useful for organization and to develop efficient internal control and support consistently self-employees development.

## Head of Internal Audit

During the Meeting of the Audit Committee No. 1/2016 on February 18, 2016, the meeting resolved to appoint Mr. Songpol Sangkajonkiat, who has keen knowledge and experiences on audit works, to be the head of the Company's

Internal Audit Unit and can operate the work independently with the support from the Audit Committee. The consideration of the appointment, removal and relocation of the head of internal audit are required to have an approved from the Audit Committee. Please see more details on qualifications of the head of internal audit under Topic "Curriculum Vitae of Head of Internal Audit" the head of Internal Audit give suggestion to the Company's executives and employees on efficient performance

## Risk Management

The Company realizes the importance of risk management continually; thus appoint the Risk Management Committee comprising of directors of the Company to govern the most effective risk management. Eventually, three meeting were held in 2016.

Moreover, Risk Management is the important structure in business operation and all concerned department. The Company has annually defined the Corporate Risk Profile consisting of the strategic risk, business risk, operational risk and financial risk, considered even risks that occurred during operational year, classified the level of agreeable risk and ways as well as constantly reviewed those risks for achieving goal and strategies of the Company to ensure Shareholders and Stakeholders.

Considering from each concerned department plans to risk factors, the Risk Management Committee both follow and measure the results of risk management to be reliable. When the level of risk decreases, the risk management is implemented effectively.

In addition, the Company discloses the risk management policies on Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)).

# Anti-Corruption

The Company conducts all business affairs under principles of good corporate governance. Anti-Corruption Policy is set to prevent all corruptions that may arise from operating activities and contacts with stakeholders which the directors, executives and employees of the Company, its subsidiaries and associated companies must strictly adhere. The Corporate Governance Committee's Meeting had reviewed Anti-Corruption Policy and proposed to the Board of Directors' Meeting to consider and approve the policy. The Anti-Corruption Policy has been disclosed in the Company's Business Ethics manual and posted on the Company's websites at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) for directors, executives and employees to adhere. Details of the policy are as follows;

## Anti-Corruption Policy

### 1. Political neutrality and political assistance

The Company is a politically neutral business entity that supports lawful operations and democratic form of government with the King as Head of State. Directors, executives, and employees enjoy their political rights and freedom under the law. However, they must not deprive Company of neutrality and compromise it through their involvement in politics or use its resources to do so.

### 2. Donation for charity and support fund

The Company supports community and social development to upgrade the quality of life, enhance the economy, and strengthen communities and society through business processes or donation for charity used for public charity only. Moreover, the support fund for Company's business must have a clear proof of documents in compliance with the Company's regulations.

### 3. Receiving and giving present, property or other benefits policies

Receiving or giving any benefits as tradition and morality to express gratitude or maintaining business relation as usual should be done with appropriateness. The Company will not encourage or expect the receiving person to ignore his/her duty and/or return favor from giving inappropriate present, property or other benefits with the following practices:-

1. Receiving and giving property or other benefits that could improperly influence decision making:
  - The employee of company shall not receive or give money, property, merchandise or any benefits involving anyone whose intention is to persuade the employee to commit or omit anything contrary to duty.
  - Receiving present or property shall be compliance with morals, and shall not be illegal as well as such gift or property shall not be illegal.
  - Paying for business expenses such as meals and other forms of hospitality that are directly connected to performance of business commitments is acceptable, but such expenses must be reasonable.
  - Giving present, property or other benefits to government officer in Thailand and other countries must be sure that it shall not against the law and local tradition.
2. Receiving or giving present and the memento:
  - Before receiving or giving present or memento, should make sure that such an action does not violate the law and the Company's regulations. Gifts exchanged in the normal course of business should be inexpensive and appropriate to the occasion.
  - Avoid receiving or giving present or memento that could unfairly influence a decision in the performance of one's duties. If it is necessary to receive a gift of unusually high value from someone doing business with the Company, report the matter to the superior.
  - Keep records of expenses as evidence of the value of present or memento given, so that can be examined later.



- If the employee has been assigned or permitted by the superior to assist an outside agency, the employee may receive money, item, or present according to the guidelines or standards that agency has set.
3. Transactions with the government sector:
- Conduct properly and honestly when in contact with government officials or agencies.
  - Always remember that the laws, rules, and customs of each place may have diverse conditions, procedures, or methods of proceeding.
  - Comply with the laws of each country or locality in matters pertaining to hiring government employees as consultants or employees of the Company. Such hiring must be transparent and appropriate.

## General Operating Guidelines

### 1. The process of risk assessment and risk management.

The Company has an Internal Audit Department to audit operations which may tend to have risks of all departments of each company, including risks from corruption to ensure that all departments have appropriated internal control system in place, both on preventive control and detective control. If it is found that any department does not have adequate internal control system or there is a corruption case, such matter shall be reported to the Audit Committee and the high level executives. Preventive guidelines must have also been reported in order to improve the internal control system.

### 2. Protection

To ensure that the remuneration provided to the employees are adequate, focused on creation of consciousness and it must not be the source for corruption. The Human Resource Department shall compile the survey results report on wage adjustment in each year from the well-known institutes, both domestically and internationally as well as exchange information with the Human Resource Department of other companies in the telecommunication and computer businesses. The information gained shall be used for consideration on provision of remuneration to the employees.

### 3. Training and Communication

To encourage operations pursuant to anti-corruption policies by providing training to employees to promote honesty, integrity and best practices on good conduct and ethics for employees including code of business ethics of the Company during the orientation of the new employees. All employees can access to such information via HR Website ([www.samarthre.com](http://www.samarthre.com)).

### 4. Reporting Channels

To supervise on compliance with anti-corruption policies, the Company encourages its employees and stakeholders to report any policy violations, unfair practices or any misconduct, i.e. against good governance principles, code of business ethics, rules & regulations of the Company or the laws. Such matter can be reported to the Chairman of the Audit Committee via postal services at the designated address provided in the Company's website or it can be submitted by person. The Chairman of the Audit Committee shall proceed pursuant to the procedures and then forward to the members of the Audit Committee for further consideration. The Company shall protect the whistle blower by not disclosing name of such whistle blower to any person.

### 5. Regulatory and monitoring of the implementation of the policy.

The Internal Audit Department shall summarize the audit result only the corruption issues of each department during the previous year and report to the Audit Committee annually with recommendations to solve the problems.

Result of the implementation of such policies in last year caused the following matters:

- No case of misconduct on corruption or breach of the ethics. It was found only fault that not complied with the company's regulation and it was amended and clarified the correct procedures to the employees.
- No director and executives resigned due to the issues of corporate governance.
- No case of the Company's negative reputation as a result of failure in the monitoring function of the Board of Directors.

Moreover, the Company is also aware of the importance on anti-corruption, hence, the Company's representatives are sent to attend various meetings in relation to the prevention and detection of fraud in organizations such as General Practice for Anti-corruption by IOD and IT Fraud Prevention and Information Security Governance by the SET and the Institute of Internal Auditors of Thailand etc.

# Connected Transaction

Related transactions which might have conflicts of interest in 2016

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
Samart Corporation Public Company Limited. ("SAMART")	Samart Corporation Plc. The major shareholder of the company  Director of SC (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck 3. Mr. Sirichai Rasameechan	<ul style="list-style-type: none"> <li>- A/R for contact center service render</li> <li>- Service Revenues from Contact center service</li> <li>- Prepaid expense</li> </ul>	<ul style="list-style-type: none"> <li>0.051</li> <li>2.069</li> <li>0.001</li> </ul>	<ul style="list-style-type: none"> <li>0.051</li> <li>0.609</li> <li>0.001</li> </ul>	<p>OTO provides contact center service to SAMART and its subsidiaries.</p> <p>Telephone system maintenance service fee</p> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- OTO provides contact center service to SAMART group at the same service rate and term of payment as third parties.</li> <li>- Advanced payment of telephone system maintenance service fee is the same term of payment as third parties</li> </ul>
		<ul style="list-style-type: none"> <li>- A/P for Information Technology System Service</li> <li>- Operating system expense</li> <li>- Fee-based service in IT contact center systems</li> <li>- Phone line rental cost</li> <li>- Service Expenditure</li> <li>- Other Expenditure</li> </ul>	<ul style="list-style-type: none"> <li>1.714</li> <li>4.800</li> <li>7.632</li> <li>0.035</li> <li>-</li> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>7.252</li> <li>4.800</li> <li>12.828</li> <li>0.002</li> <li>4.088</li> <li>0.116</li> </ul>	<p>SAMART is OTO major supporter via financial and legal consultant, business plan and strategy, IT system service.</p> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- SAMART supports OTO in various ways as it is OTO's parent company.</li> <li>- Service Pricing is based on hourly rate which the parent company used a maximum markup rate of 5% due to company payment agreement.</li> <li>- SAMART offers a lower cost of Management Consulting Contract to compare with other outsourcing.</li> </ul>

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
Samart Engineering Co., Ltd ("SE")	<ul style="list-style-type: none"> <li>- SE is a subsidiary of SAMART, the major shareholder of OTO.</li> <li>Director of SE (related person)</li> <li>1. Mr. Charoenrath Vilailuck,</li> <li>2. Mr. Watchai Vilailuck</li> <li>3. Mr. Sirichai Rasameechan</li> </ul>	<ul style="list-style-type: none"> <li>- A/R for contact center service render</li> <li>- Service Revenues from Contact center service</li> <li>- accrued revenue</li> </ul>	<p>0.464</p> <p>5.165</p> <p>0.145</p>	<p>0.309</p> <p>1.783</p> <p>0.145</p>	<ul style="list-style-type: none"> <li>- Service pricing for Information Technology Service Center is based on management cost (e.g. computer accessories, hardware, software, internet content and social media rental, payroll, and all bills) and 5% markup for 1 year average cost (regular rate price for SAMART Group) without any extra charge for special request such as extra staffs or works.</li> <li>- Compare with installation cost of Information Technology Service Center, the cost of rental SAMART facilities and services is lower.</li> <li>- Phone line rental cost is in accordance with TOT invoice. A 6 months advance payment aims to resource saving.</li> <li>- OTO provides contact Center Service for SAMART group.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</li> </ul>
		A/P for Digital set top box	0.004		<ul style="list-style-type: none"> <li>- OTO purchased Digital set top box from Samart Engineering.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- Samart Engineering quoted the Digital set top box with price, term of payment and condition based on market price.</li> </ul>

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
Vision and Security System Co., Ltd ("Vision")	<ul style="list-style-type: none"> <li>- Vision is one of the subsidiary of SAMART group, the major shareholder of OTO.</li> <li>Director of Vision (related person)               <ul style="list-style-type: none"> <li>- Mr. Sirichai Rasameechan</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>- A/R for contact center service</li> <li>- Service Revenues from Contact center service</li> </ul>	<ul style="list-style-type: none"> <li>0.002</li> <li>0.018</li> </ul>	<ul style="list-style-type: none"> <li>0.002</li> <li>0.018</li> </ul>	<ul style="list-style-type: none"> <li>- OTO provides contact center service to SAMART group.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</li> </ul>
Samart U-Trans Co., Ltd ("SU")	<ul style="list-style-type: none"> <li>- SU is a subsidiary of SAMART, the major shareholder of OTO.</li> <li>Director of SU (related person)               <ol style="list-style-type: none"> <li>1. Mr. Charoenrath Vilailuck,</li> <li>2. Mr. Watchai Vilailuck</li> <li>3. Mr. Sirichai Rasameechan.</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>- A/P for CCTV</li> <li>- CCTV Expenditure</li> </ul>	<ul style="list-style-type: none"> <li>0.017</li> <li>0.048</li> </ul>	<ul style="list-style-type: none"> <li>0.353</li> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>- OTO purchased CCTV from Vision for internal and on site usage.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- Vision quoted the CCTV with price, term of payment and condition based on market price.</li> </ul>
Samart Raditech Co., Ltd ("SET")	<ul style="list-style-type: none"> <li>- SET is a subsidiary of SAMART, the major shareholder of OTO.</li> <li>Director of SET (related person)               <ol style="list-style-type: none"> <li>1. Mr. Charoenrath Vilailuck,</li> <li>2. Mr. Watchai Vilailuck</li> <li>3. Mr. Sirichai Rasameechan.</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>- Service Revenues from Contact center service</li> <li>- System Expenditure</li> </ul>	<ul style="list-style-type: none"> <li>0.002</li> <li>-</li> </ul>	<ul style="list-style-type: none"> <li>0.002</li> <li>0.124</li> </ul>	<ul style="list-style-type: none"> <li>- OTO provides contact center service to SAMART group.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</li> </ul> <ul style="list-style-type: none"> <li>- OTO purchased E-Learning System for internal company.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- Samart Raditech quoted the E-Learning with price, term of payment and condition based on market price.</li> </ul>

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
Smart Telcoms PCL ("SAMTEL")	<ul style="list-style-type: none"> <li>- SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO.</li> <li>- SAMTEL is the shareholder of OTO</li> </ul> <p>Director of SAMTEL (related person)</p> <ol style="list-style-type: none"> <li>1. Mr. Charoenrath Vilailuck,</li> <li>2. Mr. Watchai Vilailuck</li> <li>3. Mr. Sirichai Rasameechan.</li> </ol>	<ul style="list-style-type: none"> <li>- A/R for contact center service</li> <li>- Service Revenues from Contact center service</li> </ul>	<ul style="list-style-type: none"> <li>0.007</li> <li>0.563</li> </ul>	<ul style="list-style-type: none"> <li>0.021</li> <li>0.077</li> </ul>	<p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- OTO provides contact center service to SAMART group.</li> <li>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</li> <li>- OTO sells and installs Call Center System to SAMTEL so as to support SAMTEL customer relationship management with a regular payment term and condition.</li> </ul>
Smart Communication Services Co., Ltd ("SCS")	<ul style="list-style-type: none"> <li>- SCS is a subsidiary of SAMTEL, the major shareholder of OTO.</li> </ul> <p>Director of SCS (related person)</p> <ol style="list-style-type: none"> <li>1. Mr. Charoenrath Vilailuck</li> <li>2. Mr. Watchai Vilailuck.</li> </ol>	<ul style="list-style-type: none"> <li>- A/R for contact center service</li> <li>- Accrued Income from contact center service</li> <li>- Service Revenues from Contact center service</li> <li>- Prepaid expense</li> </ul>	<ul style="list-style-type: none"> <li>0.324</li> <li>0.316</li> <li>3.574</li> <li>0.154</li> </ul>	<ul style="list-style-type: none"> <li>0.166</li> <li>0.151</li> <li>2.986</li> <li>-</li> </ul>	<p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- OTO provides contact center service to SAMART group.</li> <li>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</li> </ul>
		<ul style="list-style-type: none"> <li>- A/P for system's facilities freight and installation</li> <li>- Service and installation charge</li> </ul>	<ul style="list-style-type: none"> <li>-</li> <li>1.169</li> </ul>	<ul style="list-style-type: none"> <li>1.144</li> <li>2.345</li> </ul>	<p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- OTO hired SCS for system implement carrying and setting TOT system nationwide. All expenses were recorded as cost of production and selling administrative expense.</li> <li>- The fee and payment terms and conditions of SCS provided to OTO was consistent to third parties.</li> </ul>



Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessity of Transactions
Thai Trade Net Co., Ltd ("TTN")	TTN is a subsidiary of SAMTEL, the shareholder of OTO.  Director of TTN (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck. 3. Mr. Sirichai Rasameechan.	- Service Revenues from Contact center service	0.151	0.151	- OTO provides contact center service to SAMART group.  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
PosNet Co., Ltd ("PN")	PN is a subsidiary of SAMTEL, the shareholder of OTO.  Director of PN (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck. 3. Mr. Sirichai Rasameechan.	- Service Revenues from Contact center service	0.035	-	- OTO provides contact center service to SAMART group.  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
Smart Comtech Co., Ltd ("SCT")	- SCT is a subsidiary of SAMTEL, OTO shareholder. - SCT is the shareholder of OTO  Director of SCT (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck.	- A/R for contact center service - Service Revenues from Contact center service	0.057 0.124	0.007 0.077	- OTO provides contact center service to SAMART group  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties. - OTO sell and install Call Center System to SCT so as to support SCT customer relationship management with a regular payment term and condition.
		- A/P for configuration switch - Service configuration switch	- -	1.139 0.130	- OTO hired SCT for configuration switch.  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of SCT provided to OTO was consistent to third parties.

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
Samartware Co., Ltd (“STW”)	STW is a subsidiary of SAMTEL, OTO shareholder.  Director of STW (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck.	- A/R for contact center service - Service Revenues from Contact center service	0.001 0.009	0.001 0.009	- OTO provides contact center service to SAMART group  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
Samart Infonet Co., Ltd (“SIF”)	- SIF is a subsidiary of SAMTEL, OTO shareholder.  Director of SIF (related person) Mr. Watchai Vilailuck.	- A/R for contact center service - Service Revenues from Contact center service	0.003 0.038	0.003 0.038	- OTO provides contact center service to SAMART group  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
		- A/P for internet and network system - Internet access service fees - Selling administrative expense	3.492 6.406 0.169	1.992 7.077 0.163	- SIF provided internet and network access to OTO. All expenses were record as cost of production and Selling administrative expense.  <u>Audit Committee Opinion</u> - Service fees for internet and network access provided by SIF is at a regular price which can be compared to other service providers.
Samart I-Mobile PCL (“SIM”)	- SIM is a subsidiary of SAMART, the major shareholder of OTO.  Director of SIM (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck. 3. Mr. Sirichai Rasameechan. 4. Mr. Thananan Vilailuck.	- A/R for contact center service - Accrued Income from contact center service - Service Revenues from Contact center service	24.767 0.615 7.787	3.529 1.097 9.966	- OTO provides contact center service to SAMART group and specific field of contact center service to SIM.  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties. - OTO provided specific field of contact center service to SIM in accordance with customer usage on the regular rate of Service charge.

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessity of Transactions
		<ul style="list-style-type: none"> <li>- A/P (mobile phone)</li> <li>- Other Payable</li> <li>- Administrative expense (mobile phone)</li> <li>- Service expenses</li> </ul>	<p>0.027</p> <p>-</p> <p>0.088</p> <p>-</p>	<p>0.014</p> <p>0.797</p> <p>0.142</p> <p>0.745</p>	<ul style="list-style-type: none"> <li>- OTO purchased mobiles from SIM.</li> <li>- OTO purchased SIM Open service for internal company or staff welfare.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- OTO purchased mobiles and accessories for the company and staffs usage from SIM with a regular payment term and condition.</li> </ul>
I-Mobile Plus Co., Ltd (“IMP”)	<p>IMP is a subsidiary of SIM, OTO shareholder.</p> <p>Director of IMP (related person)</p> <ol style="list-style-type: none"> <li>1. Mr. Charoenrath Vilailuck</li> <li>2. Mr. Watchai Vilailuck.</li> <li>3. Mr. Sirichai Rasameechan.</li> <li>4. Mr. Thananan Vilailuck.</li> </ol>	<ul style="list-style-type: none"> <li>- A/R for contact center service</li> <li>- Accrued Income from contact center service</li> <li>- Service Revenues from Contact center service</li> </ul>	<p>10.359</p> <p>0.721</p> <p>7.196</p>	<p>-</p> <p>-</p> <p>2.166</p>	<ul style="list-style-type: none"> <li>- OTO provides contact center service to SAMART group.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- IMP’s customer information are related with many departments so as to get an easier and more convenient way to manage customer information, OTO has provided customer service representative outsourced and contact center facility outsourced instead of fully outsourced contact center management.</li> <li>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</li> </ul>
		<ul style="list-style-type: none"> <li>- A/P (Air Card/Internet)</li> <li>- Purchasing goods</li> <li>- Other expense</li> </ul>	<p>0.010</p> <p>0.093</p> <p>0.002</p>	<p>0.010</p> <p>0.119</p> <p>0.005</p>	<ul style="list-style-type: none"> <li>- OTO purchased goods and services from IMP, an internet accessibility provider via air card.</li> <li>All expenses are recorded as department expenses.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- Pricing of goods and service fees provided by IMP is at a regular price which can be compared to other service providers</li> </ul>

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
Multimedia Co., Ltd (“BUG”)	<ul style="list-style-type: none"> <li>- BUG is a subsidiary of SIM, OTO shareholder.</li> <li>Director of BUG (related person)               <ol style="list-style-type: none"> <li>1. Mr. Charoenrath Vilailuck</li> <li>2. Mr. Sirichai Rasameechan</li> <li>3. Mr. Thananan Vilailuck.</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>- A/R for contact center service</li> <li>- Accrued Income from contact center service</li> <li>- Service Revenues from Contact center service</li> </ul>	<ul style="list-style-type: none"> <li>0.013</li> <li>1.619</li> <li>21.041</li> </ul>	<ul style="list-style-type: none"> <li>12.967</li> <li>1.415</li> <li>20.386</li> </ul>	<ul style="list-style-type: none"> <li>- OTO provides contact center service to SMART group and specific field of contact center service for BUG 1113 project.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- The fee and payment terms and conditions of contact center service provided to SMART group were consistent to third parties.</li> <li>- Over a decade of providing contact center service to BUG, or BUG 1113, service fees were determined by revenue sharing based on minute usage. However, OTO decided to increase its service fee twice, while BUG requested to inform minimum minute service usage one month in advance as a reciprocity</li> <li>- Gross Profit Margin on BUG 1113 project is significantly decreased in some quarter as a result of the downfall of customers which impact on OTO’s CSR workforce plan. However, the latest efficient CSR allocation plan leads to the growth of gross profit margin.</li> <li>- Audit committee commented that BUG1113 project bring OTO to illustrious contact center service. Service providing to BUG is in a reasonable rate price and the company still gain gross profit margin in this project.</li> </ul>
		<ul style="list-style-type: none"> <li>- A/P for service purchase</li> <li>- Deposit account</li> <li>- Selling goods and service expense</li> </ul>	<ul style="list-style-type: none"> <li>1.428</li> <li>0.505</li> <li>2.956</li> </ul>	<ul style="list-style-type: none"> <li>0.150</li> <li>0.505</li> <li>0.622</li> </ul>	<ul style="list-style-type: none"> <li>- BUG provided SMS services to OTO which all expensed are recorded as selling goods and service expense for each department.</li> </ul> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> <li>- BUG provided SMS services to OTO for internal usage and for OTO’s customers. The fee and payment terms and conditions of service provided by BUG were consistent to third parties</li> </ul>

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessity of Transactions
I-Sport Co., Ltd ("I-Sport")	I-Sport is a subsidiary of SIM, OTO shareholder. Director of I-Sport (related person) 1. Mr. Watchai Vilailuck. 2. Mr. Pairoj Boonkongchuen.	- A/R for contact center service - Accrued Income from contact center service - Service Revenues from Contact center service	- - -	0.102 0.048 0.420	- OTO provides contact center service to SMART group.  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SMART group were consistent to third parties.
Vilailuck International Holding Co., Ltd ("VIH")	Mr. Charoenrath Vilailuck, Mr. Watchai Vilailuck and Ms. Sukanya Vanichjakkong are the directors of OTO and major shareholders of VIH.  Director of VIH (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck. 3. Mr. Thananan Vilailuck	- Deposit account	1.523	1.523	- OTO has rented area for its operation from VIH. Rental, utilities and service fee are charged according to rental agreement  <u>Audit Committee Opinion</u> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.
		- A/P for rental and utilities fee - Other Payable - Rental and utilities expense - Others expense	0.867 0.006 8.989 0.750	0.004 0.004 9.140 0.714	- OTO has rented area for its operation from VIH. Rental, utilities, and service fee are charged according to rental agreement. - Others expense as parking space rental and others extra fee  <u>Audit Committee Opinion</u> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.

Related Parties	Relationship	Transaction Type	2015 (THB. millions)	2016 (THB. millions)	Necessary of Transactions
WIN Performance Co., Ltd	WIN Performance is the same director of OTO.  Director of WIN (related person) 1. Mr. Watchai Vilailuck.	- Service Revenues from goods service - Service Revenues from Contact center service	- -	1.325 37.270	- OTO provides contact center service to SAMART group.  <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
IQ wine Co., Ltd.	Mr.Thananan Vilailuck is the director of OTO and the major shareholder of IQ Wine Co., Ltd.  Director of IQ Wine (related person) Mr. Thananan Vilailuck.	- Purchase of products	0.009	-	- The Company purchased goods from Best Cellar and IQ Wine under the normal business terms and condition.  <u>Audit Committee Opinion</u> - Pricing of goods provided by the two company are at a regular price which can be compared to other purchasers.
Palangmitr Transport Co., Ltd	Director of Palangmitr Transport Co., Ltd. is a spouse of Mrs. Sukanya Vanichjakkong, director of OTO	- Deposit account  - Rental fee	0.374  3.047	0.374  3.413	OTO has rented area for its operation from Palangmitr Transport Co., Ltd. Rental, and other service fees are charged according to rental agreement  <u>Audit Committee Opinion</u> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.  OTO has rented area for its operation from Palangmitr Transport Co., Ltd. Rental, and other service fees are charged according to rental agreement  <u>Audit Committee Opinion</u> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.



## Materiality Criteria for Related Party Transactions which might have conflicts of interest

### 1. Necessity and Rationale of Transactions

OTO's Audit Committee had the opinion that the above said inter-company transaction is necessary and proper to be done for the best benefits of the Company. The conditions were set according to the general trade conditions.

### 2. Measures and Steps of Approval for Connected Transactions

In order to avoid conflict of interest from connected transactions, the Audit Committee verified before submitted to the Board of Directors' and shareholders' meeting for approval respectively on the basis of OTO's stipulation and value of transactions. The directors, managers and the stakeholders who have the beneficial interest shall have no right to vote on that matter. The approval on the connected transaction would be complied with the regulations and notifications of the Stock Exchange of Thailand (SET).

#### 2.1 General term and condition for business transaction

Business transaction with General terms and conditions shall have been approved by the Board of Directors. However, in such case, the executive board has the right to approve, without the beneficial interest and/or bargaining power, trade transaction as person of ordinary prudence would exercise in business dealing.

The 5th meeting (August 23, 2013) held by Board of Directors, shareholders and audit committee announce the "Materiality Criteria for Related Party Transactions" as follows:

- Pricing for goods and services based on cost estimate or a markup rate of at least 15%.
- Service Pricing is based on hourly rate which the parent company used a maximum markup rate of 5% due to company payment agreement.
- Pricing for fixed assets sales is based on net book value and addition of conversion costs.

All general business transactions have to be reported at the meeting of the Audit Committee and the meeting of the Board of Directors on quarterly basis.

Business transaction with special terms and conditions shall have been verified before submitted to the Board of Directors' and shareholders' meeting for approval respectively on the basis of OTO's stipulation and value of transactions. The approval on the connected transaction would be complied with the regulations and notifications of the Stock Exchange of Thailand (SET) and the regulations on disclosure of information concerning the connected transactions

In such case of business transaction which Audit Committee has inexperienced, an independent financial advisor's opinion, appointed by the company, shall have been submitted to the Board of Directors' and shareholders' meeting for approval respectively on the basis of OTO's stipulation and value of transactions. All related transaction along with footnotes to financial statement shall disclose in annual report.

#### 2.2 Policy and Trend in Future Connected Transactions

The Company may have any suitable connected transaction with the normal business based regarding to the terms and conditions of general trade on the basis of OTO's stipulation and value of transactions as well as strictly comply with SET's regulations and notifications. Audit Committee opinion of necessary of transactions will be required and disclosed in footnotes to financial statement report for any conflict which might occur.

Future Connected Transactions are as follows:

*Purchase of goods and services*

OTO purchase goods and services from SMART group for operation and customer service support such as CCTV, mobile, SMS, internet access.

Sales prices are determined at market price, or a markup rate of at least 15% if there is unknown market price.

*Maintenance Service*

Although the maintenance crew activities are critical to support after sale services, OTO maintenance crew will provide service in Bangkok area only. In case of lack of staff or service area is in the provinces, OTO hires maintenance team from SAMART group to support our service as it is a worthy investment. Moreover, any delay of maintenance will be charged as stated in the contract and agreement. Service Pricing based on cost estimate or a markup rate of at least 15%.

*Area rental for business operation*

OTO has rented area for its operation and customer services from PalangmitrTransport Co., Ltd. and Vilailuck International Holding Co., Ltd (“VIH”) are charged at the amount stated in the agreement.

# Management Discussion and Analysis for the Year 2016

## Business Overview

Business overview of One to One Contacts Public Company Limited and its subsidiaries (“the Group”) for the year 2016 compared to the prior year are as follows:

For the year 2016, the Group reported total revenues at THB 968.9 million, decreased by THB 27.4 million or 2.8% when compared to the prior year. It mainly decreased from the revenue from sales and revenue from contract work. The total cost was reported at THB 798.7 million, decreased by THB 48.2 million or 5.7%. The gross profit margin for the year 2016 was increased by THB 22 million or 3.1% and gross profit margin to total revenues was at 17%.

The Group reported total net profit for the year 2016 at THB 83.4 million, increased by THB 17.1 million or 25.9% when compared to the prior year. It resulted from the increasing of gross profit margin which due to the cost reduction. Net profit to total revenues was at 8.6% which increased from the prior year.

## Revenues

The structure of revenues for the year ended 31 December 2016 and 2015 are as follows:

(Unit: THB million)

	Y2016	Y2015	% Change
<b>1. Revenue from sales and contract work</b>	<b>87.7</b>	<b>142.9</b>	<b>-38.6%</b>
1.1 Turnkey Total Solutions	87.7	142.9	-38.6%
<b>2. Revenue from services</b>	<b>874.4</b>	<b>845.3</b>	<b>3.4%</b>
2.1 Fully Outsourced Contact Center Management Service	647.0	618.9	4.5%
2.2 Outsourced Contact Center Facility	88.6	114.5	-24.4%
2.3 Outsourced Customer Service Representative	99.2	88.7	11.8%
2.4 Maintenance Service	41.6	23.2	79.3%
<b>Total revenues from sales, contract work and services</b>	<b>962.1</b>	<b>988.2</b>	<b>-2.6%</b>

### 1. Revenue from sales and contract work

**1.1 Turnkey Total Solutions** generated revenue of THB 87.7 million in this year, decreased by THB 55.2 million or 38.6% when compared to the prior year. It was mainly decreased from the Government and State Enterprise sector.

### 2. Revenue from services

Revenue from services for this year was totally at THB 874.4 million, increased by THB 29.1 million or 3.4% when compared to the prior year. The details are as follows:

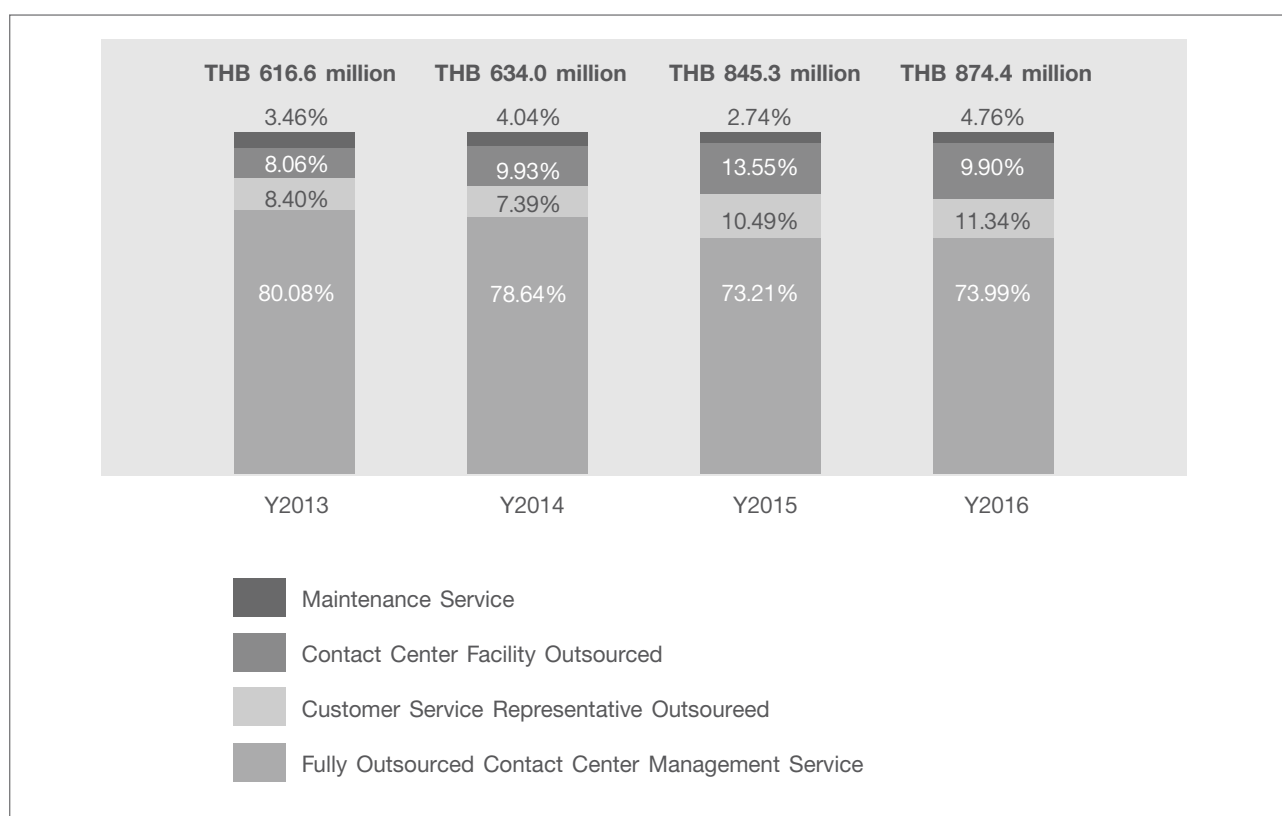
**2.1 Revenue from Fully Outsourced Contact Center Management Service** for this year was THB 647.0 million, increased by THB 28.1 million or 4.5% when compared to the prior year. It was resulted from the expansion of service to the existing customer which conform to their business expanding and the increasing in number of new customers. The increasing revenues mainly come from the Private sector like Consumer goods, Energy and Insurance, etc.

**2.2 Revenue from Contact Center Facility Outsourced** for this year was THB 86.6 million, decreased by THB 27.9 million or 24.4% when compared to the prior year. It was mainly decreased from the Government and State Enterprise sector and the insurance of private sector.

**2.3 Revenue from Customer Service Representative Outsourced** for this year was THB 99.2 million, increased by THB 10.5 million or 11.8% when compared to the prior year. It mainly increased both from new customers and existing customers of the Government and State Enterprise sector.

**2.4 Revenue from Maintenance Service** for this year was THB 41.6 million, increased by THB 18.4 million or 79.3% when compared to the prior year. It increased from new projects of the Government and State Enterprise sector.

The structure of revenue from services



## Gross Profit

For this year, gross profit margin of the Group was reported at THB 163.4 million and gross profit margin to total revenues at 17%, increased from 14.3% of the prior year. It was mainly due to the cost management and the decreasing in depreciation during the year.

## Net Profit

The Group reported net profit for this year at THB 83.4 million, increased by THB 17.1 million or 25.9% when compared to the prior year. It resulted from the increasing of gross profit margin. Net profit to total revenues was at 8.6% which increased from the prior year.

## Financial Position

### Total assets

As at 31 December 2016, the Group reported total assets at THB 1,012.0 million, decreased by THB 6.6 million or 0.6% when compared to the end of the prior year. It was mainly from the depreciation of equipments during the year and also the debt collection of finance lease receivable.

### **Total liabilities**

As at 31 December 2016, the Group reported total liabilities at THB 137.5 million, decreased by THB 42.2 million or 23.5% when compared to the end of the prior year. It decreased mainly from trade and other payables. Debt to equity ratio of the Group as at 31 December 2016 was at 0.16 times.

### **Liquidity**

The liquidity ratio (current assets to current liabilities) of the Group as at 31 December 2016 was at 6.96 times.

The Group reported the increased in cash and cash equivalents at THB 86.7 million or 32.9% when compared to the end of the prior year which generated from and used in each activities as follows:

- Net cash flows generated from operating activities at THB 135.4 million, increased by THB 47.9 million or 54.8% from the prior year.
- Net cash flows used in investing activities at THB 0.9 million, decreased by THB 33.3 million or 97.3% from the prior year.
- Net cash flows used in financing activities at THB 47.7 million, increased by THB 14.1 million or 42.1% from the prior year.

# Report of the Board of Directors' Responsibility on the Financial Report

The Board of Directors is responsible for the Company's consolidated financial statements and any financial information which been disclosed in the Company's annual report. Such financial statements were prepared in accordance with the general acceptance-accounting standard in Thailand with appropriated financial policy. The reports were carefully considered and prepared with sufficient information in the notes to the financial statements and been generally practiced.

The Board of Directors also set out and maintained for the efficiency internal control system to obtain reasonable assurance that the financial information had been correctly booked in proper way and completely enough to maintain the Company's assets and be aware of weak point in order to prevent whether from any dishonesty or significant error.

The Board of Directors had appointed the Audit Committee of which comprised 4 independent directors with qualification according to SET/SEC regulations and notification for being the audit committee's members to responsible for the quality of the financial statements and the internal control system. The opinion of the Audit Committee has already been disclosed in the annual report.

The Company's consolidated financial statements have been audited by EY Office Limited with full support from the Board of Directors in order to have the auditor to audit and provide their opinion in accordance with the accounting standard and such opinion has been disclosed in the Company's Annual Report.

The Board of Directors satisfied the Company's internal control system that was sufficient to obtain reasonable assurance in the Company's consolidated financial statements as of 31 December 2016, which was accurate and complied to the accounting standard and related law and regulations.



(Mr. Vichai Srikwan)  
Chairman



(Mrs. Sukanya Vanichjakvong)  
Chairman of Executive Committee



# Independent Auditor's Report

To the Shareholders of One to One Contacts Public Company Limited

## Opinion

I have audited the accompanying consolidated financial statements of One to One Contacts Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2016, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of One to One Contacts Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of One to One Contacts Public Company Limited and its subsidiaries and of One to One Contacts Public Company Limited as at 31 December 2016, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

## Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

## Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

### *Revenue recognition relating to long-term service contracts*

The Group have disclosed its policies on revenue recognition for service provided under long-term service contracts in Note 4.1 to the financial statements. The Group recognised revenue from long-term service contracts of approximately Baht 874 million (or 90% of the Group total revenue) which directly affect profit or loss of the group. In addition, the service contracts side terms are varied. There are therefore risks with respect to amount and timing of the recognition of revenue for long-term service contracts.

I assessed and tested the internal controls of the Group with respect to the revenue cycle, including contract process, by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. On a sampling basis, I selected long-term service contracts made with customers in order to read the contracts to consider the conditions relating to revenue recognition, including making enquiry of the management about the terms of these contracts relevant to revenue recognition. I also examined, on a sampling basis, the accounting transactions related to service revenue accounts during the year and near the end of the

accounting period with supporting documents and reviewed credit notes issued after the period-end. In addition, I performed analytical procedures on disaggregated data to detect any irregularities in service revenue throughout the period, particularly for accounting entries made through journal vouchers, and reviewed the disclosures made in the notes to the financial statements with respect to the basis of revenue.

#### *Allowance for doubtful accounts*

As discussed in Note 5.2, 9 and 11 to the financial statements, as at 31 December 2016, the Group have outstanding trade and other receivables of approximately Baht 344 million and accrued income of approximately Baht 105 million (or totaling 44% of the Group's total assets), including significant amounts of past due balances. The Group filed a lawsuit against a trade receivable in which the Civil Court ordered that receivable to repay the debts to the Group. However, such receivable appealed against the Court and at present, the case is being considered by the Appeal Court. In determining an allowance for doubtful accounts, the management exercise considerable judgement in estimating the losses that may be incurred in collection of the receivables. Therefore, there is a risk with respect to the amount of the allowance for doubtful accounts.

I have also assessed the allowance for doubtful accounts calculated by the management by reviewing receivable aging report and accrued income aging report, including the basis applied in determining allowance for doubtful accounts, and the past experience of debt collection. I also challenge management as to the follow up of overdue receivables, long outstanding of accrued revenue and any dispute with customers and pending legal cases, including challenge management's assessment as to the possibility in recoverability of the receivable. In addition, I review the subsequent receipt and invoice that the Group issued after the period-end.

#### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mrs. Sarinda Hirunprasurtwutti.



Sarinda Hirunprasurtwutti  
Certified Public Accountant (Thailand) No. 4799  
EY Office Limited  
Bangkok: 16 February 2017

# Financial Statements

One to One Contacts Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	350,138,581	263,400,910	344,967,523	258,526,649
Temporary investment in trading securities	8	960,000	1,300,000	960,000	1,300,000
Trade and other receivables	9	344,418,632	329,708,187	347,659,284	340,863,287
Current portion of finance lease receivable	10	-	37,345,185	-	37,345,185
Accrued income	11	104,858,513	140,912,379	104,723,317	140,677,653
Inventories	12	9,226,332	16,799,529	9,226,332	16,799,529
Other current assets	13	25,551,476	21,643,809	25,435,084	21,553,733
<b>Total current assets</b>		<b>835,153,534</b>	<b>811,109,999</b>	<b>832,971,540</b>	<b>817,066,036</b>
<b>Non-current assets</b>					
Investment in subsidiaries	14	-	-	15,786,497	7,468,097
Equipment	15	117,420,484	176,063,397	114,404,806	171,258,797
Intangible assets	16	26,586,529	12,843,619	25,823,111	11,870,738
Deferred tax assets	23	19,501,027	10,415,486	19,501,027	10,415,486
Other non-current assets		13,289,386	8,126,043	12,813,340	7,646,570
<b>Total non-current assets</b>		<b>176,797,426</b>	<b>207,448,545</b>	<b>188,328,781</b>	<b>208,659,688</b>
<b>Total assets</b>		<b>1,011,950,960</b>	<b>1,018,558,544</b>	<b>1,021,300,321</b>	<b>1,025,725,724</b>

The accompanying notes are an integral part of the financial statements.

One to One Contacts Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Trade and other payables	17	86,769,434	135,160,033	86,064,109	134,719,484
Income tax payable		1,856,621	-	1,846,939	-
Other current liabilities	18	31,360,910	29,024,395	31,243,501	28,999,961
<b>Total current liabilities</b>		<b>119,986,965</b>	<b>164,184,428</b>	<b>119,154,549</b>	<b>163,719,445</b>
<b>Non-current liabilities</b>					
Provision for long-term employee benefits	19	12,166,174	10,212,852	12,166,174	10,212,852
Other non-current liabilities		5,310,890	5,310,890	5,310,890	5,310,890
<b>Total non-current liabilities</b>		<b>17,477,064</b>	<b>15,523,742</b>	<b>17,477,064</b>	<b>15,523,742</b>
<b>Total liabilities</b>		<b>137,464,029</b>	<b>179,708,170</b>	<b>136,631,613</b>	<b>179,243,187</b>
<b>Shareholders' equity</b>					
Share capital					
Registered					
280,000,000 ordinary shares of Baht 1 each		280,000,000	280,000,000	280,000,000	280,000,000
Issued and fully paid up					
280,000,000 ordinary shares of Baht 1 each		280,000,000	280,000,000	280,000,000	280,000,000
Share premium		304,418,692	304,418,692	304,418,692	304,418,692
Retained earnings					
Appropriated - statutory reserve	20	21,300,000	17,000,000	21,300,000	17,000,000
Unappropriated		268,461,608	236,983,443	278,950,016	245,063,845
Other components of shareholders' equity		306,631	448,239	-	-
<b>Total shareholders' equity</b>		<b>874,486,931</b>	<b>838,850,374</b>	<b>884,668,708</b>	<b>846,482,537</b>
<b>Total liabilities and shareholders' equity</b>		<b>1,011,950,960</b>	<b>1,018,558,544</b>	<b>1,021,300,321</b>	<b>1,025,725,724</b>

The accompanying notes are an integral part of the financial statements.

One to One Contacts Public Company Limited and its subsidiaries  
Statement of comprehensive income  
For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Profit or loss:</b>					
<b>Revenues</b>	6				
Services income		874,452,385	845,286,001	867,666,065	841,413,953
Revenues from contract work	21	83,135,754	93,655,459	82,564,298	93,655,459
Revenues from sales		4,545,467	49,234,117	4,545,467	49,234,117
Other income		6,747,560	8,123,004	7,315,613	7,843,742
<b>Total revenues</b>		968,881,166	996,298,581	962,091,443	992,147,271
<b>Expenses</b>	6, 22				
Cost of services		723,202,136	721,493,937	717,936,162	717,161,377
Cost of contract work	21	73,145,177	91,012,961	72,768,226	91,012,961
Cost of sales		2,347,407	34,362,867	2,347,407	34,362,867
Selling expenses		3,069,576	3,009,384	3,069,576	3,009,384
Administrative expenses		64,533,227	63,422,807	61,060,345	59,922,277
Other expenses		340,000	2,341,504	340,000	2,341,504
<b>Total expenses</b>		866,637,523	915,643,460	857,521,716	907,810,370
<b>Profit before finance cost and income tax expenses</b>		102,243,643	80,655,121	104,569,727	84,336,901
Finance cost		(136,797)	(136,612)	(108,547)	(128,480)
<b>Profit before income tax expenses</b>		102,106,846	80,518,509	104,461,180	84,208,421
Income tax expenses	23	(18,728,686)	(14,290,009)	(18,675,014)	(14,253,636)
<b>Profit for the year</b>		83,378,160	66,228,500	85,786,166	69,954,785
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currency		(141,608)	447,126	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods		(141,608)	447,126	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss on defined benefit plan		-	(763,464)	-	(763,464)
Less: Income tax effect		-	152,693	-	152,693
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		-	(610,771)	-	(610,771)
<b>Other comprehensive income for the year</b>		(141,608)	(163,645)	-	(610,771)
<b>Total comprehensive income for the year</b>		83,236,552	66,064,855	85,786,166	69,344,014
<b>Basic earnings per share</b>	24				
Profit attributable to equity holders of the Company		0.30	0.24	0.31	0.25
Weighted average number of ordinary share (shares)		280,000,000	280,000,000	280,000,000	255,452,055

The accompanying notes are an integral part of the financial statements.



One to One Contacts Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2016

(Unit: Baht)

	Consolidated financial statements					
	Issued and fully paid up share capital	Share premium	Retained earnings		Other components of equity Exchange differences on translation of financial statements in foreign currency	Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated		
<b>Balance as at 1 January 2015</b>	280,000,000	304,418,692	13,500,000	208,464,846	1,113	806,384,651
Profit for the year	-	-	-	66,228,500	-	66,228,500
Other comprehensive income for the year	-	-	-	(610,771)	447,126	(163,645)
Total comprehensive income for the year	-	-	-	65,617,729	447,126	66,064,855
Dividend paid (Note 25)	-	-	-	(33,599,132)	-	(33,599,132)
Transferred retained earnings to statutory reserve (Note 20)	-	-	3,500,000	(3,500,000)	-	-
<b>Balance as at 31 December 2015</b>	280,000,000	304,418,692	17,000,000	236,983,443	448,239	838,850,374
<b>Balance as at 1 January 2016</b>	280,000,000	304,418,692	17,000,000	236,983,443	448,239	838,850,374
Profit for the year	-	-	-	83,378,160	-	83,378,160
Other comprehensive income for the year	-	-	-	-	(141,608)	(141,608)
Total comprehensive income for the year	-	-	-	83,378,160	(141,608)	83,236,552
Dividend paid (Note 25)	-	-	-	(47,599,995)	-	(47,599,995)
Transferred retained earnings to statutory reserve (Note 20)	-	-	4,300,000	(4,300,000)	-	-
<b>Balance as at 31 December 2016</b>	280,000,000	304,418,692	21,300,000	268,461,608	306,631	874,486,931

The accompanying notes are an integral part of the financial statements.

One to One Contacts Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2016

(Unit: Baht)

	Separate financial statements				
	Issued and fully paid up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	
<b>Balance as at 1 January 2015</b>	280,000,000	304,418,692	13,500,000	212,818,963	810,737,655
Profit for the year	-	-	-	69,954,785	69,954,785
Other comprehensive income for the year	-	-	-	(610,771)	(610,771)
Total comprehensive income for the year	-	-	-	69,344,014	69,344,014
Dividend paid (Note 25)	-	-	-	(33,599,132)	(33,599,132)
Transferred retained earnings to statutory reserve (Note 20)	-	-	3,500,000	(3,500,000)	-
<b>Balance as at 31 December 2015</b>	280,000,000	304,418,692	17,000,000	245,063,845	846,482,537
<b>Balance as at 1 January 2016</b>	280,000,000	304,418,692	17,000,000	245,063,845	846,482,537
Profit for the year	-	-	-	85,786,166	85,786,166
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	85,786,166	85,786,166
Dividend paid (Note 25)	-	-	-	(47,599,995)	(47,599,995)
Transferred retained earnings to statutory reserve (Note 20)	-	-	4,300,000	(4,300,000)	-
<b>Balance as at 31 December 2016</b>	280,000,000	304,418,692	21,300,000	278,950,016	884,668,708

The accompanying notes are an integral part of the financial statements.

One to One Contacts Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Cash flows from operating activities</b>					
Profit before tax		102,106,846	80,518,509	104,461,180	84,208,421
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:					
Depreciation and amortisation	15, 16	89,336,565	118,308,970	87,373,026	116,494,260
Increase (decrease) in allowance for doubtful accounts		(375,005)	321,505	(375,005)	321,505
Gain on disposal of equipment		(43,599)	(55,531)	(43,599)	(55,531)
Transfer equipment to cost of services		421,074	1,416,832	421,074	1,416,832
Loss on change in value of temporary investment in trading securities	8	340,000	2,020,000	340,000	2,020,000
Provision for long-term employee benefits	19	1,953,322	1,457,142	1,953,322	1,457,142
Unrealised (gain) loss on exchange		(220,787)	221,979	192,004	(369,935)
Dividend income		-	(45,000)	-	(45,000)
Interest income		(4,530,231)	(4,315,958)	(4,522,415)	(3,462,150)
Profit from operating activities before changes in operating assets and liabilities		188,988,185	199,848,448	189,799,587	201,985,544
Operating assets decrease (increase)					
Trade and other receivables		(14,335,440)	(120,686,314)	(7,623,758)	(120,943,421)
Finance lease receivable	10	-	(51,360,000)	-	(51,360,000)
Accrued income		36,053,866	7,691,062	35,954,336	7,925,788
Inventories		7,573,197	1,250,240	7,573,197	1,250,240
Other current assets		(3,854,628)	(8,303,298)	(3,881,351)	(8,284,689)
Other non-current assets		(5,163,343)	(1,539,401)	(5,166,770)	(1,497,874)
Operating liabilities increase (decrease)					
Trade and other payables		(50,176,549)	69,415,039	(50,441,325)	69,355,374
Other current liabilities		2,339,709	10,732,547	2,243,540	10,759,365
Other non-current liabilities		-	(117,000)	-	(117,000)
Cash flows from operating activities		161,424,997	106,931,323	168,457,456	109,073,327

The accompanying notes are an integral part of the financial statements.

One to One Contacts Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
<b>Cash flows from operating activities (continued)</b>					
Dividend income from temporary investment in trading securities		-	45,000	-	45,000
Cash received from withholding tax refundable		-	1,494,911	-	1,494,911
Cash paid for income tax		(26,013,840)	(21,001,147)	(25,913,616)	(20,964,820)
<b>Net cash flows from operating activities</b>		<b>135,411,157</b>	<b>87,470,087</b>	<b>142,543,840</b>	<b>89,648,418</b>
<b>Cash flows from investing activities</b>					
Cash received from interest income		3,355,416	4,645,793	3,347,600	3,791,985
Cash received from finance lease receivable	10	38,520,000	12,840,000	38,520,000	12,840,000
Proceeds from disposals of equipment		54,338	57,009	844,313	57,009
Cash paid for acquisition of equipment and intangible assets		(42,870,801)	(51,801,086)	(42,835,118)	(51,064,370)
Cash paid for investment in subsidiary	14	-	-	(8,318,400)	(749,977)
<b>Cash flows used in investing activities</b>		<b>(941,047)</b>	<b>(34,258,284)</b>	<b>(8,441,605)</b>	<b>(35,125,353)</b>
<b>Cash flows from financing activities</b>					
Dividend paid	25	(47,661,361)	(33,544,640)	(47,661,361)	(33,544,640)
<b>Net cash flows used in financing activities</b>		<b>(47,661,361)</b>	<b>(33,544,640)</b>	<b>(47,661,361)</b>	<b>(33,544,640)</b>
<b>Decrease in translation adjustments</b>		<b>(71,078)</b>	<b>(64,309)</b>	<b>-</b>	<b>-</b>
<b>Net increase in cash and cash equivalents</b>		<b>86,737,671</b>	<b>19,602,854</b>	<b>86,440,874</b>	<b>20,978,425</b>
Cash and cash equivalents at beginning of year		263,400,910	243,798,056	258,526,649	237,548,224
<b>Cash and cash equivalents at end of year</b>	7	<b>350,138,581</b>	<b>263,400,910</b>	<b>344,967,523</b>	<b>258,526,649</b>
<b>Supplement disclosures of cash flows information</b>					
Non-cash item					
Increase in equipment payables		2,068,103	789,800	2,068,103	789,800
Transferred equipment under installation to intangible assets		10,438,718	-	10,438,718	-
Transferred work in process to equipment and intangible assets		-	6,825,753	-	6,825,753
Dividend payables	25	-	61,366	-	61,366

The accompanying notes are an integral part of the financial statements.

## 1. General information

One to One Contacts Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its parent company is Samart Corporation Public Company Limited which was incorporated in Thailand. The Company is principally engaged in providing customer contact center services. Its registered address is at 99/19, Moo 4, Software Park Building, 17<sup>th</sup> Floor, Chaengwattana Road, Klong Glur, Pak-Kred, Nonthaburi.

## 2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

### 2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of One to One Contacts Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”):

Company’s name	Nature of business	Country of incorporation	Percentage of shareholding	
			2016 Percent	2015 Percent
One to One Professional Company Limited	Provide company personnel to perform work regarding providing information, news and information center on-site and off-site	Thailand	100	100
One to One (Cambodia) Company Limited	Provide customer contact center services	Cambodia	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary company are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.

- f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

### 3 New financial reporting standards

#### (a) Financial reporting standards that became effective in the current year

During the year, the Company and subsidiaries have adopted the revised (revised 2015) and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

#### (b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised financial reporting standards and interpretations (revised 2016) which is effective for fiscal years beginning on or after 1 January 2017. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards.

The management of the Company and its subsidiaries believe that the revised and new financial reporting standards and interpretations will not have any significant impact on the financial statements when they are initially applied. However, one standard involves changes to key principles, which are summarised below.

#### **TAS 27 (revised 2016) Separate Financial Statements**

This revised standard stipulates an additional option to account for investments in subsidiaries, joint ventures and associates in separate financial statements under the equity method, as described in TAS 28 (revised 2016) Investments in Associates and Joint Ventures. However, the entity is to apply the same accounting treatment for each category of investment. If an entity elects to account for such investments using the equity method in the separate financial statements, it has to adjust the transaction retrospectively.

At present, the management of the Company and its subsidiaries is evaluating the impact of this standard to the financial statements in the year when it is adopted.

### 4. Significant accounting policies

#### 4.1 Revenue recognition

##### *Rendering of service*

Service income is recognised when services have been rendered taking into account the stage of completion.

Facility rental service and customer service representative outsource are recognised as revenue on a monthly basis, as stipulated in the agreement.

##### *Sales of goods*

Sales of goods are recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.



*Sales of equipment including designation and installation*

Sales of equipment including designation and installation are recognised as income by reference to the stage of completion.

*Revenue from sales under finance lease agreement*

Finance lease receivable have been recorded based on the contractual value. The difference between the contractual value and the value equivalent to the cash price of the asset is recognised as unearned interest income. Interest income on finance lease is recognised over the term of the lease using the effective interest rate.

*Interest income*

Interest income is recognised on an accrual basis based on the effective interest rate.

**4.2 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

**4.3 Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

**4.4 Investment**

a) Investment in securities held for trading is stated at fair value. Changes in the fair value of these securities, which is based on the latest bid price of the last working day of the year as quoted on the Stock Exchange of Thailand, are recorded in profit or loss.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

b) Investment in subsidiaries is accounted for in the separate financial statements using the cost method.

**4.5 Equipment and depreciation**

Equipment is stated at cost less accumulated depreciation and allowances for loss on impairment of assets (if any).

Depreciation of equipment is calculated by reference to its cost on the straight-line basis over the following estimated useful lives:

Tools and equipment	-	3 years and 5 years
Office equipment and computer	-	3 years 5 years and 10 years
Motor vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on equipment under installation.

An item of equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### **4.6 Intangible asset**

Intangible asset with finite life is amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible asset is reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

Intangible asset, which is computer software, has useful life of 3 years, 5 years and 10 years.

No amortization is provided on computer software under installation.

#### **4.7 Related party transactions**

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

#### **4.8 Long-term leases**

Leases of building which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

#### **4.9 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of the reporting period.

Gains and losses on exchange are included in determining income.

#### **4.10 Impairment of assets**

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

#### **4.11 Employee benefits**

##### ***Short-term employee benefits***

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

##### ***Post-employment benefits***

###### ***Defined contribution plans***

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

#### *Defined benefit plans*

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

#### **Provision for vacation**

The Company and its subsidiaries have set up provision for vacation which is calculated in accordance with the Company's and its subsidiaries' policy and formula, taking into consideration the employee's salary, the number of service years and the unused vacation days.

### **4.12 Provisions**

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

### **4.13 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

#### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

#### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

### **4.14 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and

maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## 5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures and actual results could differ. Significant judgements and estimates are as follows:

### 5.1 Construction contracts

The Company and its subsidiary recognise contract revenue by reference to the stage of completion of the contract activity, when the outcome of a construction contract can be estimated reliably. The stage of completion is measured by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. Significant assumptions are required to estimate the total contract cost and the recoverable variation works that will affect the stage of completion. The management is required to make judgement and estimates based on past experience and knowledge of the project engineers.

### 5.2 Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgements and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

### 5.3 Equipment and depreciation

In determining depreciation of equipment, the management is required to make estimates of the useful lives and residual values of the Company's and its subsidiaries' equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review equipment for allowance for diminution in value on a periodical basis and record losses on diminution in value in the period when it is determined that their recoverable amount is lower than the carrying cost. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

## 6. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties. The pricing policies for these related party transactions are summarised as follows:

1. Sales and service prices are determined at market price, if there is unknown market price, sales and service prices will be determined at cost plus a margin not over 15 percent. However, the pricing policy is subject to change depending on the type of business and market competition at the time being.
2. IT service fees expenses to parent company are charged at the amount stated in the agreement which parent company sets base on cost plus a margin not over 5 percent.
3. Management fees and rental expenses are charged at the amount stated in the agreement.
4. Other service income and expenses are charged at a mutually agreed price.
5. Guarantee fee is charged between the parties at a rate of 0.3 percent per annum.
6. Directors and management's benefit expenses are charged as approved by shareholders' meeting or contractually agreed price.

Significant business transactions between the Company and its related parties were summarised as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Transactions with subsidiary company</u> (eliminate from the consolidated financial statements)				
Other income	-	-	1	-
<u>Transactions with parent company</u>				
Service income	1	2	1	2
Cost of service	4	-	4	-
Management fee expenses	5	5	5	5
IT service fee expenses	13	8	13	8
Other expenses	0.1	0.04	0.1	0.04
<u>Transactions with related companies</u>				
Sales and service income	39	46	39	46
Other income	-	0.05	-	0.05
Purchase of goods and service	15	11	15	11
Purchase of fixed assets	0.5	0.03	0.5	0.03
Rental and utility expenses	13	12	13	12
Other expenses	1	1	1	1

The balances of the accounts as at 31 December 2016 and 2015 between the Company and its related parties were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Trade accounts receivable - related parties</u> (Note 9)				
Parent company	51	51	51	51
Subsidiary companies	-	-	-	1,275
Related companies (related by shareholders)	17,106	35,997	17,106	35,997
Total trade accounts receivable - related parties	17,157	36,048	17,157	37,323
<u>Other receivables - related parties</u> (Note 9)				
Subsidiary companies	-	-	4,037	10,231
Total other receivables - related parties	-	-	4,037	10,231

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Accrued income - related parties</u> (Note 11)				
Related companies (related by shareholders)	2,909	3,415	2,909	3,415
Total accrued income - related parties	2,909	3,415	2,909	3,415
<u>Deposit - related parties</u>				
Related companies (related by director)	1,897	1,897	1,897	1,897
Total deposit - related parties	1,897	1,897	1,897	1,897
<u>Trade accounts payable - related parties</u> (Note 17)				
Related companies (related by shareholders or director)	3,304	5,787	3,304	5,787
Total trade accounts payable - related parties	3,304	5,787	3,304	5,787
<u>Other payables - related parties</u> (Note 17)				
Parent company	7,252	1,714	7,252	1,714
Related companies (related by shareholders or director)	951	43	951	43
Total other payables - related parties	8,203	1,757	8,203	1,757
<u>Customer deposit - related parties</u>				
Related companies (related by shareholders)	505	505	505	505
Total customer deposit - related parties	505	505	505	505

#### Directors and management's benefits

During the years ended 31 December 2016 and 2015, the Company had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2016	2015
Short-term employee benefits	9,592	13,807
Post-employment benefits	84	94
Total	9,676	13,901

#### **Agreements with related parties**

##### *Long-term rental and service agreements with related companies*

- a) The Company entered into office space rental and facility service agreements with Vilailuck International Holding Co., Ltd., a related company, for its operation. This contract will be expired in April 2017. The Company has to pay a monthly rental and service fee approximately Baht 0.8 million.
- b) The Company entered into office space rental and facility service agreements with Palungmit Transport Co., Ltd., a related company, for its operation. This contract will be expired in July 2017. The Company has to pay a monthly rental and service fee approximately Baht 0.3 million.

The commitment under the operating lease agreements with the related parties are disclosed in Note 28.1 to the financial statements.

##### *Service and management agreements with the parent company*

- c) In January 2016, the Company entered into a one-year management agreement with Samart Corporation Public Co., Ltd., the parent company. The Company has to pay a monthly service fee of Baht 0.4 million (2015: Baht 0.4 million). Subsequently, on 1 January 2017, the Company extended the service contract for a



period of 1 year, expiring on 31 December 2016. The Company has to pay a monthly service fee of Baht 0.4 million.

- d) In May 2016, the Company entered into one-year information technology management agreement with Smart Corporation Public Co., Ltd., the parent company. The Company has to pay a monthly service fee approximately Baht 1.3 million (2015: Baht 0.6 million).

## 7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Cash	121	118	108	113
Bank deposits	350,018	263,283	344,860	258,414
<b>Total</b>	<b>350,139</b>	<b>263,401</b>	<b>344,968</b>	<b>258,527</b>

As at 31 December 2016, bank deposits carried interests between 0.10 and 1.40 percent per annum (2015: between 0.10 and 1.28 percent per annum).

## 8. Temporary investment in trading securities

Common stock	Consolidated and Separate financial statements					
	2016			2015		
	Shares (Thousand Shares)	Cost (Thousand Baht)	Fair value (Thousand Baht)	Shares (Thousand Shares)	Cost (Thousand Baht)	Fair value (Thousand Baht)
Samart I-Mobile Plc.	1,000	3,860	960	1,000	3,860	1,300
Less: Change in value		(2,900)			(2,560)	
<b>Total</b>		<b>960</b>			<b>1,300</b>	

Movements of the temporary investment in trading securities account for the year ended 31 December 2016 and 2015 were summarised below.

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2016	2015
<b>Balance at beginning of the year</b>	1,300	3,320
Loss on change in value	(340)	(2,020)
<b>Balance as at end of the year</b>	<b>960</b>	<b>1,300</b>

## 9. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Trade accounts receivable - related parties (Note 6)</u>				
Aged on the basis of due dates				
Not yet due	3,136	1,621	3,136	1,621
Past due				
Up to 3 months	7,583	376	7,583	376
3 - 6 months	5,783	-	5,783	-
6 - 12 months	655	-	655	-
Over 12 months	-	34,051	-	35,326
Total trade accounts receivable - related parties	17,157	36,048	17,157	37,323
<u>Trade accounts receivable - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	88,400	72,923	87,755	72,572
Past due				
Up to 3 months	84,512	69,374	84,381	69,374
3 - 6 months	23,682	33,816	23,682	33,816
6 - 12 months	55,934	73,029	55,934	73,029
Over 12 months	74,645	44,778	74,645	44,778
Total	327,173	293,920	326,397	293,569
Less: Allowance for doubtful debts	-	(375)	-	(375)
Total trade accounts receivable - unrelated parties - net	327,173	293,545	326,397	293,194
Total trade accounts receivable - net	344,330	329,593	343,554	330,517
<u>Other receivables</u>				
Advance payment	89	115	68	115
Other receivables - related parties (Note 6)	-	-	4,037	10,231
Total other receivables	89	115	4,105	10,346
<b>Total trade and other receivables - net</b>	<b>344,419</b>	<b>329,708</b>	<b>347,659</b>	<b>340,863</b>

On 2 November 2015, the Company filed a lawsuit with the Civil Court, seeking settlement of a government agency as a trade account receivable (unrelated party) that were past due totaling approximately Baht 78.4 million (included accrued income amounted to approximately Baht 3.7 million) for contact center service. On 21 November 2016, the Civil Court ordered that such government agency has to repay the full amount of debt, together with interest charged to the Company. Later, on 19 January 2017, the government agency appealed against the Civil Court's verdict, and at present, the case is being considered by the Appeal Court. However, the Company's management believes that full settlement will be received. Therefore as at 31 December 2016, the Company has not set aside any allowance for doubtful accounts for such debtor.

## 10. Finance lease receivable

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2016	2015
Finance lease receivable (contractual value)	51,360	51,360
Less: Receipts	(51,360)	(12,840)
Finance lease receivable	-	38,520
Less: Unearned interest income	-	(1,175)
Finance lease receivable - net of unearned interest income	-	37,345
Less: Current portion of finance lease receivable	-	(37,345)
Finance lease receivable - net of current portion	-	-

## 11. Accrued income

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>Accrued income - related parties (Note 6)</u>				
Aged on the basis of record dates				
Up to 3 months	2,909	3,415	2,909	3,415
Total accrued income - related parties	2,909	3,415	2,909	3,415
<u>Accrued income - unrelated parties</u>				
Aged on the basis of record dates				
Up to 3 months	84,724	133,555	84,588	133,321
3 - 6 months	3,010	200	3,010	200
6 - 12 months	1,348	-	1,348	-
Over 12 months	12,868	3,742	12,868	3,742
Total accrued income - unrelated parties	101,950	137,497	101,814	137,263
Total	104,859	140,912	104,723	140,678

## 12. Inventories

(Unit: Thousand Baht)

	Cost	
	Consolidated and Separate financial statements	
	2016	2015
Contracts in process	9,226	16,800
Total	9,226	16,800

### 13. Other current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Prepaid expenses	16,462	13,495	16,419	13,407
Withholding tax deducted at source	4,215	4,161	4,161	4,161
Undue input value added tax	1,661	1,827	1,661	1,827
Others	3,213	2,161	3,194	2,159
<b>Total</b>	<b>25,551</b>	<b>21,644</b>	<b>25,435</b>	<b>21,554</b>

The Company and its subsidiaries have regarded withholding tax deducted at source as an asset since they intend to request and have the right to claim for refund of it. However, the net realisable value of tax is subject to the exercise of the claim right by the Company and its subsidiaries and the results of the Company's and its subsidiaries' tax audit by the Revenue officials.

### 14. Investment in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

(unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment of investment		Carrying amounts based on cost method-net	
	2016	2015	2016 (%)	2015 (%)	2016	2015	2016	2015	2016	2015
One to One Professional Company Limited	1 Million Baht	1 Million Baht	100	100	1,000	1,000	(35)	(35)	965	965
One to One (Cambodia) Company Limited	440,000 USD	200,000 USD	100	100	14,821	6,503	-	-	14,821	6,503
<b>Total</b>					<b>15,821</b>	<b>7,503</b>	<b>(35)</b>	<b>(35)</b>	<b>15,786</b>	<b>7,468</b>

#### 14.1 Additional share capital

14.1.1 On 10 September 2016, One to One (Cambodia) Company Limited, a subsidiary company, registered an increase of its share capital from USD 200,000 to USD 440,000 with the Ministry of Commerce of Kingdom of Cambodia. The Company paid in share capital of USD 5 per share for 48,000 shares, totalling USD 240,000 or equal to approximately Baht 8.3 million, in September 2016.

14.1.2 On 23 November 2015, the meeting of the Board of Directors of One to One Professional Company Limited passed a resolution approving to call up the remaining 75% of its registered share capital, or equivalent to Baht 0.75 million. The Company paid for the share subscription for 100,000 ordinary shares at Baht 7.5 each, totaling Baht 0.75 million in December 2015.

#### 14.2 Establishment of subsidiary company

On 8 July 2016, a Meeting of the Board of Directors of the Company passed a resolution approving the joint establishment with Solutions Hub Co., Ltd., of a new company named MyanOne Co., Ltd. in Myanmar to provide contact center service. This new company has an initial registered capital of USD 50,000. The Company will hold 60 percent of share capital in this joint venture company. Subsequently, on 14 December 2016, a Meeting of the Board of Directors of the Company passed a resolution approving the establishment of the above company as a subsidiary instead of the joint establishment. The Company will hold 100 percent of share capital of the Company, with an initial registered capital of USD 50,000. Currently, the Company is in the process of the establishing this subsidiary company.

## 15. Equipment

(Unit: Thousand Baht)

	Consolidated financial statements					
	Office equipment	Tools and equipment	Computer	Motor vehicles	Equipment under installation	Total
<b>Cost</b>						
1 January 2015	41,281	650,029	176,813	4,858	6,430	879,411
Additions	892	2,284	10,890	-	37,259	51,325
Disposals	(651)	(2,269)	(3,295)	-	-	(6,215)
Transfer in/(Transfer out)	81	(262)	4,665	-	(6,826)	(2,342)
Translation adjustment	168	197	260	-	-	625
31 December 2015	41,771	649,979	189,333	4,858	36,863	922,804
Additions	934	24,237	2,658	-	9,117	36,946
Disposals	(61)	(235)	(3,850)	-	-	(4,146)
Transfer in/(Transfer out)	-	18,150	16,970	-	(45,980)	(10,860)
Translation adjustment	(14)	(20)	(22)	-	-	(56)
31 December 2016	42,630	692,111	205,089	4,858	-	944,688
<b>Accumulated depreciation</b>						
1 January 2015	30,010	453,249	157,299	2,838	-	643,396
Depreciation for the year	5,919	91,936	11,219	523	-	109,597
Accumulated depreciation on disposals	(651)	(2,268)	(3,294)	-	-	(6,213)
Accumulated depreciation on transfer out	-	(27)	(217)	-	-	(244)
Translation adjustment	48	55	102	-	-	205
31 December 2015	35,326	542,945	165,109	3,361	-	746,741
Depreciation for the year	3,203	68,057	12,874	523	-	84,657
Accumulated depreciation on disposals	(61)	(225)	(3,849)	-	-	(4,135)
Translation adjustment	1	3	1	-	-	5
31 December 2016	38,469	610,780	174,135	3,884	-	827,268
<b>Net book value</b>						
31 December 2015	6,445	107,034	24,224	1,497	36,863	176,063
31 December 2016	4,161	81,331	30,954	974	-	117,420
<b>Depreciation for the year</b>						
2015 (Baht 107.7 million included in cost of services, and the balance in selling and administrative expenses)						109,597
2016 (Baht 83.3 million included in cost of services, and the balance in selling and administrative expenses)						84,657

(Unit: Thousand Baht)

	Separate financial statements					
	Office equipment	Tools and equipment	Computer	Motor vehicles	Equipment under installation	Total
<b>Cost</b>						
1 January 2015	39,506	647,822	173,397	4,858	6,429	872,012
Additions	892	1,593	10,874	-	37,230	50,589
Disposals	(651)	(2,269)	(3,295)	-	-	(6,215)
Transfer in/(Transfer out)	81	(262)	4,665	-	(6,826)	(2,342)
31 December 2015	39,828	646,884	185,641	4,858	36,833	914,044
Additions	934	24,225	2,658	-	9,093	36,910
Disposals	(61)	(235)	(3,850)	-	-	(4,146)
Transfer in/(Transfer out)	-	18,096	16,970	-	(45,926)	(10,860)
31 December 2016	40,701	688,970	201,419	4,858	-	935,948
<b>Accumulated depreciation</b>						
1 January 2015	29,711	452,747	155,970	2,838	-	641,266
Depreciation for the year	5,542	91,460	10,451	523	-	107,976
Accumulated depreciation on disposals	(651)	(2,268)	(3,294)	-	-	(6,213)
Accumulated depreciation on transfer out	-	(27)	(217)	-	-	(244)
31 December 2015	34,602	541,912	162,910	3,361	-	742,785
Depreciation for the year	2,814	67,476	12,080	523	-	82,893
Accumulated depreciation on disposals	(61)	(225)	(3,849)	-	-	(4,135)
31 December 2016	37,355	609,163	171,141	3,884	-	821,543
<b>Net book value</b>						
31 December 2015	5,226	104,972	22,731	1,497	36,833	171,259
31 December 2016	3,346	79,807	30,278	974	-	114,405
<b>Depreciation for the year</b>						
2015 (Baht 106.1 million included in cost of services, and the balance in selling and administrative expenses)						107,976
2016 (Baht 81.6 million included in cost of services, and the balance in selling and administrative expenses)						82,893

As at 31 December 2016, certain equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 672 million (2015: Baht 464.6 million).



## 16. Intangible assets

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Computer software	Computer software under installation	Total	Computer software	Computer software under installation	Total
<b>Cost</b>						
1 January 2015	50,741	-	50,741	49,514	-	49,514
Additions	1,265	-	1,265	1,265	-	1,265
Transfer in	682	-	682	682	-	682
31 December 2015	52,688	-	52,688	51,461	-	51,461
Additions	4,003	3,990	7,993	4,003	3,990	7,993
Transfer in/(Transfer out)	13,985	(3,546)	10,439	13,985	(3,546)	10,439
31 December 2016	70,676	444	71,120	69,449	444	69,893
<b>Accumulated amortisation</b>						
1 January 2015	31,224	-	31,224	31,072	-	31,072
Amortisation for the year	8,712	-	8,712	8,518	-	8,518
Translation adjustment	(92)	-	(92)	-	-	-
31 December 2015	39,844	-	39,844	39,590	-	39,590
Amortisation for the year	4,679	-	4,679	4,480	-	4,480
Translation adjustment	10	-	10	-	-	-
31 December 2016	44,533	-	44,533	44,070	-	44,070
<b>Net book value</b>						
31 December 2015	12,844	-	12,844	11,871	-	11,871
31 December 2016	26,143	444	26,587	25,379	444	25,823

As at 31 December 2016, certain intangible assets items have been fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 37.2 million (2015: Baht 4.1 million).

## 17. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Trade payable - unrelated parties	13,654	79,114	13,654	79,114
Trade payable - related parties (Note 6)	3,304	5,787	3,304	5,787
Other payables - unrelated parties	5,706	3,893	5,600	3,759
Other payables - related parties (Note 6)	8,203	1,757	8,203	1,757
Accrued project cost	5,843	10,485	5,843	10,485
Accrued expenses	50,059	34,124	49,460	33,817
Total trade and other payables	86,769	135,160	86,064	134,719

## 18. Other current liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Undue output VAT	22,020	23,924	22,007	23,924
Value added tax payable	6,980	587	6,922	587
Others	2,361	4,513	2,315	4,489
<b>Total other current liabilities</b>	<b>31,361</b>	<b>29,024</b>	<b>31,244</b>	<b>29,000</b>

## 19. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2016	2015
<b>Provision for long-term employee benefits at beginning of year</b>	10,213	7,992
Included in profit or loss:		
Current service cost	1,616	1,113
Interest cost	337	344
Included in other comprehensive income:		
Actuarial loss arising from		
Demographic assumptions changes	-	199
Financial assumptions changes	-	1,877
Experience adjustments	-	(1,312)
<b>Provision for long-term employee benefits at end of year</b>	<b>12,166</b>	<b>10,213</b>

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2016	2015
Cost of service	1,679	1,212
Selling expenses	20	14
Administrative expenses	254	231
<b>Total expenses recognised in profit or loss</b>	<b>1,953</b>	<b>1,457</b>

The Company and its subsidiaries have no long-term employee benefits payment during the next year.

As at 31 December 2016, the weighted average duration of the liabilities for long-term employee benefit is 22 years (2015: 22 years).

Significant actuarial assumptions are summarised below:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2016	2015
	(% per annum)	(% per annum)
Discount rate	3.3	3.3
Salary increase rate	4 - 7	4 - 7
Turnover rate	0 - 24	0 - 24

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2016 and 2015 are summarised below:

(Unit: million Baht)

	Consolidated and Separate financial statements			
	Increase 1 %		Decrease 1%	
	2016	2015	2016	2015
	Discount rate	(1.7)	(1.5)	2.1
Salary increase rate	2.1	1.8	(1.8)	(1.5)
	Increase 20%		Decrease 20%	
	2016	2015	2016	2015
	Turnover rate	(2.2)	(1.8)	3.0

## 20. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

During the year 2016, the Company set aside an additional statutory reserve of its net profit of Baht 4.3 million (2015: Baht 3.5 million).

## 21. Supplemental disclosure for revenues from contract work

Supplemental disclosure for revenues from the contract work for the years ended 31 December 2016 and 2015 were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Revenues from the contract work recognised	83,136	93,655	82,564	93,655
Cost of the contract work recognised	(73,145)	(91,013)	(72,768)	(91,013)
Recognised profits	9,991	2,642	9,796	2,642

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Cost of the contract work related to future activity recognised as work in progress - beginning balance	-	-	-	-
Cost of the contract work incurred in the year	73,145	91,013	72,768	91,013
The contract work incurred and recognised as contract expenses in the year	(73,145)	(91,013)	(72,768)	(91,013)
Cost of the contract work to future activity recognised as work in progress - ending balance	-	-	-	-
Unbilled contract revenue - beginning balance	47,984	27,969	47,984	27,969
Revenues from the contract work recognised	83,136	93,655	82,564	93,655
Progress billings	(114,419)	(73,640)	(113,895)	(73,640)
Unbilled contract revenue - ending balance	16,701	47,984	16,653	47,984

## 22. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Salaries and wages and other employee benefits	534,887	526,606	532,636	524,982
Depreciation	84,657	109,597	82,893	107,976
Purchase equipment and service of project for sales	67,711	100,818	67,711	100,818
Rental expenses from operating lease agreements	41,430	38,182	39,118	36,024
Repair and maintenance expenses	45,562	44,185	45,210	43,708
Changes in work in process	7,574	1,250	7,574	1,250
Amortisation expenses	4,679	8,712	4,480	8,518

## 23. Income tax

Income tax expenses for the years ended 31 December 2016 and 2015 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<b>Current income tax:</b>				
Current income tax charge	27,815	19,101	27,761	19,065
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(9,086)	(4,811)	(9,086)	(4,811)
<b>Income tax expense reported in the statement of comprehensive income</b>	<b>18,729</b>	<b>14,290</b>	<b>18,675</b>	<b>14,254</b>

The reconciliation between accounting profit and income tax expenses was shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Accounting profit before tax	102,107	80,519	104,461	84,208
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by applicable tax rate	20,421	16,104	20,892	16,842
Effects of:				
Non-deductible expenses	129	298	129	298
Additional expense deductions allowed	(2,509)	(735)	(2,346)	(735)
Unrecognised tax losses from subsidiaries	634	747	-	-
Others	54	(2,124)	-	(2,151)
Total	(1,692)	(1,814)	(2,217)	(2,588)
Income tax expenses reported in the statement of comprehensive income	18,729	14,290	18,675	14,254

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position	
	Consolidated and Separate financial statements	
	2016	2015
<b>Deferred tax assets</b>		
Allowance for doubtful accounts	-	75
Unrealised loss from revaluation of temporary investment	580	512
Accrued project cost	1,169	2,097
Provision for long-term employee benefits	2,433	2,043
Accrued vacation leave	143	108
Depreciation difference from tax rate	10,729	6,416
Finance lease	3,847	-
Others	600	225
Total	19,501	11,476
<b>Deferred tax liabilities</b>		
Financial lease	-	1,060
Total	-	1,060
<b>Deferred tax assets - net</b>	19,501	10,416

As at 31 December 2016, the subsidiaries had unused tax losses of USD 0.37 million (equivalent to Baht 12.4 million) and Baht 0.02 million (2015: USD 0.28 million (equivalent to Baht 9.15 million) and Baht 0.03 million) on which deferred tax assets have not been recognised as the subsidiaries believe future taxable profits may not be sufficient to allow unused tax losses. The unused tax losses will expire by 2021.

## 24. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

## 25. Dividends

	Approved by	Total dividends (Million Baht)	Dividends per share (Baht)	Paid on
<b>2016</b>				
Dividends from 2015 earnings	Annual General Meeting of the shareholders on 29 April 2016	44.8	0.16	
Less: Interim dividend on earnings for the period as from January to June 2015	A meeting of Board of Directors on 10 August 2015	(19.6)	(0.07)	9 September 2015
Dividends from earnings for the year 2015 paid in 2016		25.2	0.09	18 May 2016
Add: Interim dividend on earnings for the period as from January to June 2016	A meeting of Board of Directors on 8 August 2016	22.4	0.08	2 September 2016
Total dividends for 2016		47.6	0.17	
<b>2015</b>				
Dividends from 2014 earnings	Annual General Meeting of the shareholders on 29 April 2015	44.8	0.16	
Less: Interim dividend on earnings for the period as from January to June 2014	A meeting of Board of Directors on 7 August 2014	(30.8)	(0.11)	3 September 2014
Dividends from income for the year 2014 paid in 2015		14.0	0.05	13 May 2015
Add: Interim dividend on earnings for the period as from January to June 2015	A meeting of Board of Directors on 10 August 2015	19.6	0.07	9 September 2015
Total dividends for 2015		33.6	0.12	

## 26. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and services and have 2 reportable segments as follows:

1. Outsourced Contact Center Services and System Maintenance. Outsourced Contract Center Services consists of fully outsource contact center management service, customer service representative outsourcing service and contact center facility outsourcing service.
2. Turnkey Total Solutions provides convergent and ready-made systems for organizations that want to invest and install systems that are compatible with their businesses in order to improve efficiency in customer service.



The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Company and its subsidiaries' operating segments for the year ended 31 December 2016 and 2015.

(Unit: Thousand Baht)

	Outsourced Contact Center Services and System Maintenance		Turnkey Total Solutions		Total reportable segments		Adjustments and eliminations		Consolidated	
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
Sales and service income										
Revenue from external customers	834,818	797,505	50,031	142,890	884,849	940,395	-	-	884,849	940,395
Revenue from related parties	39,635	47,781	37,650	-	77,285	47,781	-	-	77,285	47,781
Total sales and service income	874,453	845,286	87,681	142,890	962,134	988,176	-	-	962,134	988,176
Cost of sales and services	(723,544)	(721,499)	(75,546)	(125,376)	(799,090)	(846,875)	395	6	(798,695)	(846,869)
Segment profit	150,909	123,787	12,135	17,514	163,044	141,301	395	6	163,439	141,307
Other income									6,748	8,123
Selling expenses									(3,070)	(3,010)
Administrative expenses									(64,533)	(63,423)
Other expenses									(340)	(2,342)
Finance cost									(137)	(137)
Profit before income tax expense									102,107	80,518
Income tax expenses									(18,729)	(14,290)
Profit for the year									83,378	66,228

### Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Thousand Baht)

	2016	2015
<i>Revenue from external customers</i>		
Thailand	879,434	936,758
Cambodia	5,415	3,637
Total	884,849	940,395
<i>Non-current assets (Other than financial instruments and deferred tax assets)</i>		
Thailand	153,041	190,777
Cambodia	4,255	6,256
Total	157,296	197,033

### Major customers

For the year 2016, the Company obtained revenue from one major customer in an amount of Baht 170.3 million, arising from Outsourced Contact Center Services and System Maintenance (2015: One major customer in an amount of Baht 170.3 million, arising from Outsourced Contact Center Services and System Maintenance).

## 27. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company and its employees contributed to the fund monthly at the rate of 3 percent to 10 percent of basic salary. The fund, which is managed by Bangkok Bank Public Company Limited, will be paid to the employees upon termination in accordance with the fund rules. During the year 2016, the Company contributed amounting to Baht 5.2 million (2015: Baht 4.6 million) were recognised as expenses.

## 28. Commitments and contingent liabilities

The Company and its subsidiaries have commitments and contingent liabilities other than those disclosed in other notes as follow:

### 28.1 Operating lease commitments

The Company has entered into several lease agreements in respect of the rental and services. The terms of agreements are generally between 1 and 3 years.

As at 31 December 2016 and 2015, future minimum lease payments required under these non-cancellable operating leases contracts were as follows.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Currency: Baht				
Payable within				
1 year	30.6	35.6	30.6	35.3
2 - 3 years	22.2	39.1	22.2	39.0
	52.8	74.7	52.8	74.3

(Unit: Million)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Currency: US dollar				
Payable within				
1 year	0.06	0.06	-	-
2 - 3 years	0.11	-	-	-
	0.17	0.06	-	-

## 28.2 Guarantees

As at 31 December 2016, there were outstanding bank guarantees of approximately Baht 103.6 million (2015: Baht 135.2 million) issued by banks on behalf of the Company in respect of certain performance bonds as required in the normal course of business. The details of bank guarantees are as follows:

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	2016	2015
Performance guarantees	103.3	134.9
Guarantee electricity use	0.3	0.3
	103.6	135.2

## 29. Fair value hierarchy

As at 31 December 2016, the Company had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated and Separate financial statements	
	Level 1	
<b>Assets measured at fair value</b>		
Held for trade investments Equity instruments	1.0	

## 30. Financial instruments

### 30.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade and other receivables, accrued income, investments, and trade and other payables. The financial risks associated with these financial instruments and how they are managed is described below.

#### **Credit risk**

The Company and its subsidiaries are exposed to credit risk primarily with respect to its trade and other accounts receivables and accrued income. The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the majority of sales and services of the Company and its subsidiaries are supplied to creditworthy customers such as state enterprises, government agencies and financial institutions. In addition, it has a large customer base. The Company and its subsidiaries do not anticipate material losses from its debt collection. The maximum exposure to credit risk is limited to the carrying amounts of trade and other accounts receivables and accrued income as stated in the statement of financial position.

### Interest rate risk

The Company's and its subsidiaries' exposure to interest rate risk relates primarily to its deposit with financial institutions. However, since most of the Company's and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2016 and 2015, significant financial assets and liabilities classified by type of interest rate are summarised in the table below.

(Unit: Million Baht)

	Consolidated financial statements									
	Fixed interest rates within 1 year		Floating interest rate		Non - interest bearing		Total		Effective interest rate (% per annum)	
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
<u>Financial Assets</u>										
Cash and cash equivalent	285.5	236.9	64.0	26.4	0.6	0.1	350.1	263.4	0.10 - 1.40	0.10 - 1.28
Temporary investment in trading securities	-	-	-	-	1.0	1.3	1.0	1.3	-	-
Trade and other receivables	-	-	-	-	344.4	329.7	344.4	329.7	-	-
Financial lease receivable	-	37.3	-	-	-	-	-	37.3	-	0.70
Accrued income	-	-	-	-	104.9	140.9	104.9	140.9	-	-
	285.5	274.2	64.0	26.4	450.9	472.0	800.4	772.6		
<u>Financial liabilities</u>										
Trade and other payables	-	-	-	-	86.8	135.2	86.8	135.2	-	-
	-	-	-	-	86.8	135.2	86.8	135.2		

(Unit: Million Baht)

	Separate financial statements									
	Fixed interest rates within 1 year		Floating interest rate		Non - interest bearing		Total		Effective interest rate (% per annum)	
	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
<u>Financial Assets</u>										
Cash and cash equivalent	285.5	236.9	59.2	21.5	0.3	0.1	345.0	258.5	0.10 - 1.40	0.10 - 1.28
Temporary investment in trading securities	-	-	-	-	1.0	1.3	1.0	1.3	-	-
Trade and other receivables	-	-	-	-	347.7	340.9	347.7	340.9	-	-
Financial lease receivable	-	37.3	-	-	-	-	-	37.3	-	0.70
Accrued income	-	-	-	-	104.7	140.7	104.7	140.7	-	-
	285.5	274.2	59.2	21.5	453.7	483.0	798.4	778.7		
<u>Financial liabilities</u>										
Trade and other payables	-	-	-	-	86.1	134.7	86.1	134.7	-	-
	-	-	-	-	86.1	134.7	86.1	134.7		

### Foreign currency risk

The Company's and its subsidiaries' exposure to foreign currency risk arises mainly from advance to subsidiaries and trading transactions that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currencies as at 31 December 2016 and 2015 are summarised below.

Foreign currency	Consolidated financial statements		Separate financial statements		Exchange rate as at 31 December	
	2016	2015	2016	2015	2016	2015
	(Million)		(Million)		(Baht per 1 foreign currency unit)	
<b>Financial assets</b>						
US dollar	-	-	0.1	0.2	35.5660	35.9233
<b>Financial liabilities</b>						
US dollar	0.04	0.9	0.04	0.9	36.0025	36.2538

### 30.2 Fair values of financial instruments

Since the majority of the Company's and its subsidiaries' financial instruments are short-term in nature or carrying interest at rates closed to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

### 31. Capital management

The primary objectives of the Company's capital management is to ensure that it has an appropriate financing structure in order to support its business and maximise shareholder value. As at 31 December 2016, the Group's debt-to-equity ratio was 0.2:1 (2015: 0.2:1) and the Company's debt-to-equity ratio was 0.2:1 (2015: 0.2:1).

### 32. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised directors on 16 February 2017.

# Audit Fee

In 2016, the Company and subsidiaries paid audit fee to the Company's auditor, EY Office Limited, amounting to Baht 910,000 and Baht 160,000 respectively, and out of pocket expenses relating to audit work such as traveling expenses, photo copy expenses and others totaling Baht 18,599 and paid to EY Office Limited in Cambodia amounting to 6,200 USD or equivalent to 218,837 Baht, and out of pocket expenses relating to audit work such as traveling expenses, photo copy expenses and others totaling 200 USD or equivalent to 7,059 Baht.



# Directors, Management, Company Secretary, and Head of Internal Audit

as at December 31, 2016

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<p><b>1. Mr. Vichai Srikwan</b></p> <ul style="list-style-type: none"> <li>- Chairman of the Board of Directors</li> <li>- Independent Director</li> <li>- Chairman of the Nominating and Compensation Committee</li> <li>- Audit Committee Member</li> </ul> <p>(Appointment date: March 27, 2013)</p>	67	<ul style="list-style-type: none"> <li>- Master's Degree in Political Science, Thammasat University</li> <li>- Bachelor's Degree in Political Science, Chulalongkorn University</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Certification Program (DCP), Class of 11/9/2009</li> <li>• Role of the Chairman Program (RCP), Class of 22/2009</li> <li>- Corporate Governance Program for Director and Senior Management of State Enterprises and Public, Public Director Institute (PDI) and King Prajadhipok's Institute</li> </ul> <p><b>Expertise</b></p> <p>Government Administration and regulation and Senior Position Nomination</p>	-None-	-None-	<p>2013 - Present</p> <p>2016 - Present</p> <p>2016 - Present</p> <p>2013 - Present</p> <p>2013 - Present</p> <p>2011 - Present</p> <p>2011 - Present</p> <p>2009 - Present</p> <p>2009 - Present</p> <p>2008 - Present</p> <p>2010 - 2016</p> <p>2010 - 2016</p> <p>2013 - 2015</p> <p>2009 - 2011</p> <p>2009 - 2011</p> <p>2008 - 2010</p>	<p>Chairman of the Board of Directors / Independent Director /</p> <p>Chairman of Nominating and Compensation Committee / Audit Committee Member</p> <p><b>Position in others listed companies</b></p> <p>-None-</p> <p><b>Position in non-listed companies</b></p> <p>Chairman of Senior Position Nomination</p> <p>Chairman of Senior Position Nomination</p> <p>Chairman of Senior Position Nomination</p> <p>Chairman of the Audit Committee and Assessment of Effectiveness of Public Service</p> <p>President of the University Council</p> <p>Chairman of Disaster Prevention and Mitigation Foundation</p> <p>Executive Director</p> <p>Consultants of University Council</p> <p>Chairman of Senior Position Nomination</p> <p><b>Working experiences</b></p> <p>Qualified members, The Government Administration of Office of the Decentralization to the Local Government Organization Committee</p> <p>Chairman of Senior Position Nomination</p> <p>Chairman of Senior Position Nomination</p> <p>Chairman</p> <p>Chairman</p> <p>Director</p>	<p>One To One Contacts Plc.</p> <p>Ministry of Commerce</p> <p>Ministry of Labour</p> <p>Ministry of Foreign Affairs</p> <p>Ministry of Tourism and Sports</p> <p>Suratthani Rajabhat University</p> <p>Ministry of Interior</p> <p>Somdet Phra Srinagarindra Parks Foundation under the Royal Patronage</p> <p>Christian University, NakhonPathom</p> <p>National Office of Buddhism</p> <p>Office of the Permanent Secretary, Prime Minister Office</p> <p>Ministry of Tourism and Sports</p> <p>Office of the Public Sector Development Commission</p> <p>Provincial Electricity Authority</p> <p>Tourism Authority of Thailand</p> <p>TOT Public Company Limited</p>

Remark: (\*)Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<p><b>2. Mr. Chaisak Angkasuwan</b></p> <ul style="list-style-type: none"> <li>- Vice Chairman of the Board of Directors</li> <li>- Independent Director</li> <li>- Chairman of Corporate Governance</li> <li>- Audit Committee Member</li> </ul> <p>(Appointment date: March 27, 2013)</p>	67	<ul style="list-style-type: none"> <li>- Master's Degree in Political Science, National Institute of Development Administration (NIDA)</li> <li>- Bachelor's Degree in Law, Thammasat University</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Certification Program (DCP), Class of 129/2010</li> <li>• Public Director Institute (PDI) Class of 2/2009</li> <li>• Director Accreditation Program (DAP), 2006</li> <li>• The Role of Chairman (RCM) in 2006</li> <li>- Certificate in Air Transport Economics, Philippines</li> <li>- Certificate in Airport Management, Singapore</li> <li>- Certificate in Senior Crisis Management, United State of America</li> <li>- Certificate in Senior Executive Program (SEP.1) Class 26</li> <li>- Certificate in Public Law, Class 11, The Faculty of Law, Thammasat University</li> <li>- Leadership Program, Class 10, Capital Market Academy</li> <li>- Corporate Governance Program for Director and Senior Management of State Enterprises and Public</li> <li>- The National Defence College (NDC 4414)</li> </ul> <p><b>Expertise</b> Laws, Government and Corporate Management</p>	-None-	-None-	<p>2013 - Present</p> <p>2014 - Present</p> <p>2009 - 2011</p> <p>2009 - 2011</p> <p>2005 - 2011</p> <p>2004 - 2010</p> <p>2005 - 2008</p>	<p>Vice Chairman of the Board of Directors / Independent Director / Chairman of Corporate Governance Committee / Audit Committee Member</p> <p><b>Position in others listed companies</b> Independent Director / Audit Committee Member</p> <p><b>Position in non-listed companies</b> -None-</p> <p><b>Working experience</b> Vice Chairman of Aeronautical Director Chairman of the board of directors Director Director</p>	<p>One To One Contacts Plc.</p> <p>SNC Former Plc.</p> <p>The Transport Co., Ltd Thai Airways International Plc. Aeronautical Radio of Thailand Plc. Thai Aviation Industry Co., Ltd. Airports of Thailand Plc.</p>

Remark: (\*)Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<b>3. Dr. Rathian Srimongkol, M.D.</b> - Independent Director - Chairman of the Audit Committee - Corporate Governance Committee Member - Nominating and Compensation Committee Member  <i>(Appointment date: March 27, 2013)</i>	57	<ul style="list-style-type: none"> <li>- Master's Degree in Business Administration, Thammasat University</li> <li>- Master's Degree in Public Administration Program, Suan Sunandha Rajabhat University</li> <li>- Bachelor's Degree in Sciences, Mahidol University</li> <li>- Doctor of Medicine, Faculty of Medicine Siriraj Hospital, Mahidol University</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Financial Statements Demystified for Director Program (FSD), 2009</li> <li>• Role of the Chairman Program (RCP), 2008</li> <li>• Directors Certification Program (DCP), 2001</li> <li>- Diploma in National Defence for The Joint State-Private Sector Course (Class 21), National Defence College of Thailand</li> <li>- Leadership Program, Class 11 Capital Market Academy</li> <li>- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 9, King Prajadhipok's Institute</li> <li>- Corporate Governance Program for Director and Senior Management of State Enterprises and Public, King Prajadhipok's Institute, State Enterprise Policy Office and Office of the Public Sector Development</li> <li>- Leadership Program for Managers, CC Knowledge Base Co., Ltd.</li> <li>- Economic Leader Forum (ELF), The Thammasat Economics Association</li> <li>- Professional Presentation Skills, CC Knowledge Base Co., Ltd.</li> <li>- Leading the Way into the Futures Business, TFEX, GSB</li> <li>- Bourse Game, Citibank, Singapore</li> <li>- Bonds Trading, Continental Illinois National Bank, The United State of America</li> <li>- Corporate Finance, Citibank School of Banking, New York, The United State of America</li> <li>- Advanced Management Program for Overseas Bankers, Wharton Business School, University of Pennsylvania</li> </ul> <p><b>Expertise</b> Accounting, Financial and Banking Management</p>	-None-	-None-	2013 - Present  2012 - Present 2009 - Present  2015 - Present  2011 - 2011 2010 - 2011  2008 - 2011 2008 - 2010	Independent Director / Chairman of the Audit Committee / Corporate Governance Committee Member / Nominating and Compensation Committee Member  <b>Position in others listed companies</b> Chief Executive Officer / Director Independent Director / Vice Chairman / Chairman of the Audit Committee / Sustainable Development Committee Member and Risk Management Committee Member  <b>Position in non-listed companies</b> Director  <b>Working experiences</b> Vice President Chairman of the Audit Committee/ Director Executive Vice President Director	One To One Contacts Plc.  Krungthai Card Plc. Indorama Ventures Plc.  Thai Listed Companies Association  Thanachart Bank Plc. Indorama Polyester Industries Plc.  Siam City Bank Plc. TOT Plc.

Remark: (\*) Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<p><b>4. Dr. Pairoj Boonkongchuen, M.D.</b></p> <ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Audit Committee Member</li> <li>- Corporate Governance Committee Member</li> <li>- Nominating and Compensation Committee Member</li> </ul> <p>(Appointment date: March 27, 2013)</p>	54	<p>Doctor of Medicine, Mahidol University Siriraj Hospital, Mahidol University</p> <ul style="list-style-type: none"> <li>- Higher Graduate Diploma (Clinical Medical Sciences), Mahidol University</li> <li>- Certificated of Neurology, The Medical Council of Thailand</li> <li>- Diploma of Clinical Neurology, Institute of Neurology University of London, United Kingdom</li> <li>- Clinical Research Assistant in Movement Disorders, The National Hospital for Neurology and Neurosurgery, Middlesex Hospital, University College London Hospital, United Kingdom</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) in 2005</li> <li>- Leadership Program (class 11), Capital Market Academy</li> <li>- Diploma in National Defence for The Joint State-Private Sector Course (Class 21), National Defense College of Thailand</li> <li>- CAGS in Finance, College of Management, Mahidol University</li> <li>- Strategy and Innovation of Business in Asia, Class 2, College of Management, Mahidol University and MIT, USA</li> </ul> <p><b>Expertise</b></p> <p>Financial, Organization Management and Medical</p>	-None-	-None-	<p>2010 - Present</p> <p>Independent Director / Audit Committee Member / Corporate Governance Committee Member / Nominating and Compensation Committee Member</p> <p><b>Position in others listed companies</b></p> <ul style="list-style-type: none"> <li>- None -</li> </ul> <p><b>Position in non-listed companies</b></p> <ul style="list-style-type: none"> <li>Director of Ramachibodi Chakri Naruebodindra Hospital</li> <li>Director of Queen Sirikit Medical Center</li> <li>Director</li> <li>Professor of Neurology Unit Department of Medicine, Faculty of Medicine</li> </ul> <p>2010 - Present</p> <p>One To One Contacts Plc.</p>	<p>Faculty of Medicine Ramathibodi Hospital, Mahidol University</p> <p>Faculty of Medicine Ramathibodi Hospital, Mahidol University</p> <p>Boonkong Chuen Land Co., Ltd.</p> <p>Faculty of Medicine Ramathibodi Hospital, Mahidol University</p>	
<p><b>5. Mr. Charoenrath Vliailuck</b></p> <ul style="list-style-type: none"> <li>- Authorized Director</li> <li>- Executive Committee Member</li> <li>- Risk Management Committee Member</li> </ul> <p>(Appointment date: March 27, 2013)</p>	56	<p>Bachelor's Degree in Engineering (Electrical Engineering), The University of Newcastle, Australia</p> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP) in 2004</li> <li>• Director Certificate Program (DCP) in 2004</li> <li>- Leadership Program, Class 19, Capital Market Academy (CMA) in 2014</li> </ul>	0.138% (388,777 shares)	<p>Elder brother of Mr. Watchai Vliailuck, Mrs. Sukanya Vanichjakkong and Mr. Thananan Vliailuck</p>	<p>2013 - Present</p> <p>Director / Executive Committee Member / Risk Management Committee Member</p> <p><b>Position in others listed companies</b></p> <ul style="list-style-type: none"> <li>Risk Management Committee Member</li> <li>Risk Management Committee Member</li> <li>Chairman of Risk the Management Committee</li> <li>Director</li> </ul> <p>2011 - 2015</p> <p>2010 - 2011</p> <p>2013 - Present</p> <p>May 2016 - Present</p> <p>May 2016 - Present</p> <p>2008 - Present</p> <p>2003 - Present</p> <p>One To One Contacts Plc.</p>	<p>Faculty of Medicine Ramathibodi Hospital, Mahidol University</p> <p>Faculty of Medicine Ramathibodi Hospital, Mahidol University</p> <p>Faculty of Medicine Ramathibodi Hospital, Mahidol University</p> <p>Samart I-Mobile Plc.</p> <p>Samart Telecoms Plc.</p> <p>Samart Corporation Plc.</p> <p>Samart I-Mobile Plc.</p>	

Remark: (\*) Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<b>5. Mr. Charoenrath Vialluck (continued)</b>		<ul style="list-style-type: none"> <li>- Chief Executive Course for Urban Development Management, (Class 1) Urban Green Development Institute, Bangkok in 2012 (BMA 1)</li> <li>- National Defence Course for the joint State-Private SecTors, Class 18, in 2005 - 2006 National Defence College of Thailand (NDC 18)</li> </ul> <p><b>Expertise</b> Electrical Engineering, Telecommunication and Business Management</p>			1996 - Present 1995 - Present 1993 - Present  2008 - Present Present  Present	Director / Executive Directors Executive Chairman / CEO Director  <b>Position in non-listed companies</b> Chairman of the Board of Directors Director  Director	Smart Telecoms Plc. Smart Corporation Plc. Smart Corporation Plc.  One To One Professional Co., Ltd. Vialluck International Holding Co., Ltd. and companies in group. Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)
<b>6. Mr. Watchai Vialluck</b> - Authorized Director - Executive Committee Member - Chairman of Risk Management Committee  <i>(Appointment Date: March 27, 2013)</i>	54	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Thammasat University</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP), in 2004</li> <li>- Top Executive Program in Energy Literacy for a Sustainable Future (Class 6), Thailand Energy Academy (TEA) in 2015</li> <li>- Top Executive Program in Industrial development and Investment (Class 2), Institute of Business and Industrial Development (IBID) in 2015</li> <li>- The 5<sup>th</sup> Training Course on Administrative Justice for Executives, Institute of Administrative Justice, The Office of the Administrative Courts of Thailand in 2013 - 2014</li> <li>- ASEAN Executive Management Program Class 2, The Secretariat of Prime Minister, Office of the Civil Service Commission (OCSC), Chulalongkorn University in 2013</li> </ul>	0.640% (1,791,700 shares)	Mr. Charoenrath Vialluck's younger brother and an elder brother of Mrs. Sukanya Vamchajakvong and Mr. Thananan Vialluck,	May 2016 - Present 2013 - Present  Nov 2016 - Present Nov 2016 - Present  May 2016 - Present  2014 - Present 2013 - Present 2012 - Present 2004 - Present 2003 - Present 2000 - Present	Executive Committee Member Director and Chairman of Risk Management Committee  <b>Position in others listed companies</b> President of Mobile Multimedia Chief Executive Officer / Chairman of Executive Committee / Chairman of the Risk Management Committee Chairman of the Risk Management Committee  Acting Chief Operating Officer of Call Center LOB Chairman of the Sustainable Development Committee Acting Managing Director - Service Provider Business Chief Operating Member of Risk Management Director President	One To One Contacts Plc. One To One Contacts Plc.  Smart Corporation Plc. Smart I-Mobile Plc.  Smart Telecoms Plc.  Smart Corporation Plc. Smart Corporation Plc. Smart I-Mobile Plc. Smart Corporation Plc. Smart I-Mobile Plc. Smart Corporation Plc.

Remark: (\*) Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<b>6. Mr. Watchai Vialluck (continued)</b>		<ul style="list-style-type: none"> <li>- Senior Executives on Justice Administration Batch Program, Class 15, National Justice Academy, Office of Judiciary in 2011 - 2012</li> <li>- Leadership Program, Class 11, Capital Market Academy (CMA) in 2010 - 2011</li> <li>- Diploma in National Defence for The Joint State-Private Sector Course, Class 21, National Defence College of Thailand in 2008 - 2009</li> <li>- Certificate in Strategic Planning &amp; Implementation, University of Michigan Business School, Singapore in 2000</li> <li>- Certificate in Management Program UK in 1985</li> </ul> <p><b>Expertise</b> Accounting, Financial, Business Management and Telecommunication</p>			<ul style="list-style-type: none"> <li>2000 - Present 1996 - Present 1993 - Present Present</li> </ul> <p>Present</p> <p>Present</p>	<ul style="list-style-type: none"> <li>Chairman of Executive Committee Director</li> <li>Director</li> <li>Acting Head of Utilities and Transportations &amp; Technology Related Services</li> </ul> <p><b>Position in non-listed companies</b></p> <ul style="list-style-type: none"> <li>Director</li> <li>Director</li> </ul>	<ul style="list-style-type: none"> <li>Samart Telecoms Plc.</li> <li>Samart Telecoms Plc.</li> <li>Samart Corporation Plc.</li> <li>Samart Corporation Plc.</li> </ul> <p>Vialluck International Holding Co., Ltd. and companies in group.</p> <p>Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)</p> <p>One To One Contacts Plc.</p> <p>Samart I-Mobile Plc.</p> <p>Samart I-Mobile Plc.</p> <p>One To One Contacts Co., Ltd.</p>
<b>7. Mrs. Sukanya Vanichjakhong</b> <ul style="list-style-type: none"> <li>- Authorized Director</li> <li>- Chairman of Executive Committee</li> <li>- Risk Management Committee Member</li> <li>- Chairman of Sustainable Development Committee</li> </ul> <p>(Appointment Date: March 27, 2013)</p>	50	<ul style="list-style-type: none"> <li>- Master's Degree in Business (International Marketing) Marketing, Chuo University, Japan</li> <li>- Bachelor's Degree in Mass Communications, Thammasat University</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Certificate Program (DCP), Class of 176/2013</li> </ul> <p><b>Expertise</b> Contact Center system Management, International Marketing and ICT Business Management</p>	0.0134% (37,562 shares)	<ul style="list-style-type: none"> <li>Mr. Charoenrath Vialluck, and Mr. Watchai Vialluck, 's Younger sister and the elder sister of Mr. Thananan Vialluck</li> </ul>	<ul style="list-style-type: none"> <li>May 2016 - Present</li> <li>2013 - Present</li> </ul> <p>May 2016 - Present</p> <p>May 2016 - Present</p> <p>Nov 2015 - Present</p>	<ul style="list-style-type: none"> <li>Chairman of Executive Committee Director / Risk Management Committee Member / Chairman of Sustainable Development Committee</li> </ul> <p><b>Position in others listed companies</b></p> <ul style="list-style-type: none"> <li>Sustainable Development Committee Member</li> <li>Corporate Governance Committee Member / Nominating and Compensation Committee Member</li> <li>Director / President / Chairman of the Sustainable Development Committee / Executive Director / Risk Management Committee Member</li> </ul>	<ul style="list-style-type: none"> <li>One To One Contacts Plc.</li> <li>One To One Contacts Plc.</li> </ul> <p>Samart Corporation Plc.</p> <p>Samart I-Mobile Plc.</p> <p>Samart I-Mobile Plc.</p>

Remark: (\*) Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
7. Mrs. Sukanya Vanichjakvong (continued)					2013 - Present 2008 - Present Present	<b>Position in non-listed companies</b> Chairman of the Board of Directors Director Director	One To One (Cambodia) Co., Ltd. One To One Professional Co., Ltd. Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)
					2009 - May 2016 2013 - Apr. 2016 2000 - 2015 2000 - 2013	<b>Working experiences</b> Risk Management Committee Member Executive Director Managing Director Director	Samart Corporation Plc. One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Co., Ltd.
8. Mr. Thanan Vaniluck - Director - Risk management Committee Member  (Appointment Date: March 27, 2013)	49	- Master's Degree in of Engineering, University of Florida, USA - Bachelor's Degree in Engineering, Kasetsart University  <b>Training courses from Thai Institute of Directors Association (IOD) :</b> • Director Accreditation Program (DAP), in 2004  <b>Expertise</b> Industrial Engineering, ICT and ICT Business Management	- None -	Mr.Charoenrath Vilailuck, Mr. Watchai Vilailuck, and Mrs. Sukanya Vanichjakvong's younger brother	2013 - Present  May 2016 - Present Apr 2016 - Present Apr 2016 - Present 2015 - Present  2013 - Present 2011 - Present 2009 - Present 2007 - Present  Present Present	<b>Position in others listed companies</b> Risk Management Committee Director / Executive Director Director Executive Vice President - Corporate Strategy Sustainable Development Committee Director Risk Management Committee Executive Director  <b>Position in non-listed companies</b> Director Director	One To One Contacts Plc.  Samart Telcoms Plc. Samart Telcoms Plc. Samart Corporation Plc. Samart Corporation Plc.  Samart Corporation Plc. Siam Sport Syndicate Plc. Samart Corporation Plc. Samart Corporation Plc.  Vilailuck International Holding Co., Ltd. and companies in group. Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)

Remark: (\*)Include holding by spouse and minor children



Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
8. Mr. Thananan Vilailuck (continued)					<p>2003 - Apr 2016 2013 - 2015</p> <p>2012 - 2015</p> <p>2006 - 2015 2006 - 2015 2005 - 2015 2003 - 2015</p>	<p><b>Working experiences</b></p> <p>Director Chairman of Sustainable Development Committee Acting Managing Director - Mobile Business President of Mobile Multimedia President Risk Management Committee Member Executive Committee Member</p>	<p>Samart I-Mobile Plc. Samart I-Mobile Plc. Samart I-Mobile Plc. Samart Corporation Plc. Samart I-Mobile Plc. Samart I-Mobile Plc. Samart I-Mobile Plc.</p>
9. Mr. Sirichai Rasameechan - Authorized Director - Executive Committee Member - Risk Management Committee Member - Corporate Governance Committee Member (Appointment Date: March 27, 2013)	66	<p>- Master's Degree in Accounting Thammasat University - Bachelor's Degree in Accounting Thammasat University</p> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>Director Certificate Program (DCP) in 2000</li> <li>Finance for Non-Finance Director Program in 2000</li> </ul> <p><b>Expertise</b> Accounting, Financial and Organization Management</p>	0.0043% (11,924 Shares)	-None-	<p>2013 - Present</p> <p>May 2016 - Present 2013 - Present 2005 - Present 2004 - Present 2000 - Present 1998 - Present 1996 - Present</p> <p>2013 - Present 2008 - Present Present Present Present</p>	<p>Director / Executive Committee Member / Risk Management Committee Member / Corporate Governance Committee Member</p> <p><b>Position in others listed companies</b></p> <p>Risk Management Committee Member Vice Chairman of Sustainable Development Committee Corporate Governance Committee Member Risk Management Committee Member Executive Vice Chairman Director / Executive Director Director Samart Corporation Plc.</p> <p><b>Position in non-listed companies</b></p> <p>Director Director Lecturer Director Director</p>	<p>One To One Contacts Plc. Samart Telecom Plc. Samart Corporation Plc. Samart Corporation Plc. Samart Corporation Plc. Samart Telecom Plc.</p> <p>One To One (Cambodia) Co., Ltd. One To One Professional Co., Ltd. Thai Institute of Directors Association (IOD) Nirvana Memorial Park Co., Ltd. Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)</p>

Remark: (\*) Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
9. Mr. Sirichai Rasameechan (continued)					2008 - May 2016 2014 - 2015 2005 - 2015 2008 - 2013	Nominating and Compensation Committee Member Director Risk Management Committee Member Director	Samart I-Mobile Plc. Samart I-Mobile Plc. Samart I-Mobile Plc. One To One Contact Co., Ltd.
10. Mr. Pracha Phathayakorn - Authorized Director - Executive Committee Member - Risk Management Committee Member  (Appointment Date: March 27, 2013)	53	<ul style="list-style-type: none"> <li>- Master's Degree in Financial and International Business Management Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- Bachelor's Degree in Accounting Chulalongkorn University</li> </ul> <p><b>Training courses from Thai Institute of Directors Association (IOD) :</b></p> <ul style="list-style-type: none"> <li>• Director Certificate Program(DCP) in 2009</li> <li>• Monitoring the Internal Audit Function (MIA) in 2008</li> <li>• Monitoring the System of Internal Control and Risk Management (MIR) in 2008</li> <li>• Monitoring the Quality of Financial Reporting (MFR) in 2007</li> <li>• Audit Committee Program (ACP) in 2006</li> <li>• Director Accreditation Program (DAP) in 2005</li> <li>- Investment Banking License, Association of Thai Securities Companies</li> </ul> <p><b>Expertise</b> Accounting, Financial and Business Management</p>	-None-	-None-	2013 - Present  2015 - Present 2014 - Present  2013 - Present 2013 - Present 2011 - Present  2015 - Present 2013 - Present Present  2012 - May 2016 2015 - Feb 2016 2012 - 2015 2005 - 2011 2005 - 2011	<p>Director / Executive Committee Member / Risk Management Committee Member</p> <p><b>Position in others listed companies</b> Director / Chief Operating Officer Executive Director / Risk Management Committee Member Sustainable Development Committee Member Sustainable Development Committee Member Executive Vice President -Finance and Accounting</p> <p><b>Position in non-listed companies</b> Director Director Director</p> <p><b>Working experiences</b> Risk Management Committee Member President Executive Vice President Independent Director/ Audit Committee Member President</p>	One To One Contacts Plc.  Samart I-Mobile Plc. Samart I-Mobile Plc. Samart I-Mobile Plc. Samart I-Mobile Plc. Samart Corporation Plc. Samart Corporation Plc.  Euromill Hotel Co., Ltd. One To One (Cambodia) Co., Ltd. Related Companies of One To One Contacts Plc. (as details in Directors and Managements in subsidiaries and Related Companies)  Samart Corporation Plc. Samart I-Mobile Plc. Samart I-Mobile Plc. Eternity Grand Logistics Plc. Paresa Corporation Co., Ltd.

Remark: (\*)Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<b>11. Ms. Rungjira Kraiwat</b> - General Manager - Sustainable Development Committee Member - Acting Vice President Operations and Information and Technology - Acting Vice President Human Resources  (Appointment Date: August 9, 2013)	50	- Bachelor's Degree in Political Sciences (Cum Laude), Chulalongkorn University - Mini MBA, School of Business and Accounting Thammasat University - Financial Statements for Non Finance Management, Thailand 2014 - Contact Centre Technology, G-Force Melbourne Australia 2013 - Contact Centre Management, Kepco Power Centre of Japan 2012 - Contact Centre Management, Dasan Contact Centre Korea 2011 - NICE IEX Workforce Management System, A Nice Company 2011 - Best Practice Contact Centre Strategy, Advance Diploma of Customer Contact Management 2011 - Contact Centre Technology, G-Force Singapore 2011 - Secret of Effective Business Coaching, Dr. Marshall Goldsmith Thailand 2011 - Service Management, Servion Company India 2010 - Competency Base Management, Image Consultant and Service Thailand 2010 - Symposium, Contact Centre Association of Singapore 2009	0.0005% (1,490 shares)	- None -	Jul 2016 - Present Acting Vice President-Human Resources One To One Contacts Plc. 2015 - Present General Manager One To One Contacts Plc. 2013 - Present Sustainable Development Committee Member One To One Contacts Plc. 2002 - Present Acting Vice President-Operations and Information and Technology One To One Contacts Plc.	- None - Position in others listed companies - None - Position in non-listed companies - None - Working experiences Risk Management Committee Member Acting Vice President of Sales and Customer Management One To One Contacts Plc. One To One Contacts Plc.	
<b>12. Mrs. Rachada Nivasabutr</b> - Vice President-Special Project - Sustainable Development Committee Member  (Appointment Date: August 9, 2013)	53	- Bachelor's Degree in Foreign Languages Thammasat University - Mini MBA, School of Business and Accounting Thammasat University - Executive Leadership, IMIA Center for Strategic Business Study	-None-	-None-	Apr 2016 - Present Vice President - Special Project Sustainable Development Committee Member One To One Contacts Plc. 2013 - Present Position in others listed companies - None - Position in non-listed companies - None - Working experiences Risk Management Committee Member Vice President - General Affairs General Manager - Turnkey Business Unit One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Co. Ltd.		

Remark: (\*)Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<b>13. Mrs. Sasakorn Suppatkul</b> - Acting Vice President-Sales and Marketing - Assistant Vice President - Sales and Customer Management  <i>(Appointment Date: April 1, 2015)</i>	46	<ul style="list-style-type: none"> <li>- Master's Degree Business Administration, Srinakharinwirot University</li> <li>- Bachelor's Degree Communication Arts, Bangkok University</li> <li>- Value-Added Selling: How To compete on value, 2015</li> <li>- Modern Marketing Management, 2014</li> <li>- Financial Statements for Non Finance Management, 2014</li> </ul>	-None-	-None-	Apr. 2016 - Present Acting Vice President-Sales and Marketing  2004 - Present Assistant Vice President Sales and Customer Management  <b>Position in others listed companies</b> - None -  <b>Position in non-listed companies</b> - None -  <b>Working experiences</b> - None -	One To One Contacts Plc.  One To One Contacts Plc.	
<b>14. Mrs. Veeranuch Tang-anant</b> - Senior Manager - Finance and Accounting  <i>(Appointment Date: April 1, 2016)</i>	32	<ul style="list-style-type: none"> <li>- Bachelor 's Degree Commerce and Accountancy, Chulalongkorn University</li> <li>- Financial accounting for accountant, 2016</li> <li>- Tax planning and auditing, 2016</li> </ul>	-None-	-None-	Apr 2015 - Present Senior Manager - Finance and Accounting  <b>Position in others listed companies</b> - None -  <b>Position in non-listed companies</b> - None -  <b>Working experiences</b> Internal Audit Manager Audit Manager	One To One Contacts Plc.  Beacon Offshore Co., Ltd. KPMG Phoomchai Audit Co., Ltd.	
<b>15. Ms. Methavee Sawisate</b> - Company Secretary - Sustainable Development Committee Member  <i>(Appointment Date: April 1, 2015)</i>	39	<ul style="list-style-type: none"> <li>- Master 's Degree of Economics (Business Economics), Major in Financial Economics National Institute of Development Administration (NIDA)</li> <li>- Bachelor 's Degree Economics, major in Financial and Banking, The University of The Thai Chamber of Commerce (UTCC)</li> <li>- Certificate of Company Secretary Program (Class 35/2010), Thai Institute of Directors</li> <li>- Certificate of Fundamental Practice for Corporate Secretary (FPCS 21/2009), Thai Listed Companies Association</li> </ul>	-None-	-None-	May 2016 - Present Sustainable Development Committee Member 2015 - Present Company Secretary  <b>Position in others listed companies</b> - None -  <b>Position in non-listed companies</b> - None -  <b>Working experiences</b> Assistant Company Secretary	One To One Contacts Plc.  One To One Contacts Plc.  The Post Publishing Plc.	

Remark: (\*)Include holding by spouse and minor children

Name-Surname/ Position/Appointing Date	Age (Year)	Education and Training	Shareholding in Company <sup>(*)</sup> (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<b>16. Ms. Chatchanee Wangroaitrit</b> - Senior Manager Business Development - Sustainable Development Committee Member (Appointment Date: May 9, 2016)	40	<ul style="list-style-type: none"> <li>- Master's Degree in Public Administration Chulalongkorn University</li> <li>- Bachelor's Degree in Law, Bangkok University</li> <li>- Performance Measurement, CONC, Thammasart University</li> <li>- Modern Marketing, SAMART Corp</li> <li>- Project Feasibility Study Program, Innovation Training Center</li> <li>- Certificate of Executive Financial Management Program, Chulalongkorn University</li> </ul>	-None-	-None-	May 2016 - Present Sustainable Development Committee Member One To One Contacts Plc. 2016 - Present Senior Manager Business Development and Marketing One To One Contacts Plc. <b>Position in others listed companies</b> - None - <b>Position in non-listed companies</b> - None -	One To One Contacts Plc. One To One Contacts Plc.	
<b>17. Mr. Songpol Sangkajonkiat</b> - Internal Audit Manager (Appointment Date: 18 February, 2016)	44	<ul style="list-style-type: none"> <li>- Master's Degree in Business Administration (MBA), Ramkhamhaeng University</li> <li>- Bachelor's Degree in Accounting, The University of the Thai Chamber of Commerce</li> <li>- Pass Course Lead Audit Tor ISO 27001 (IRCA), The British Standards Institution (BSI)</li> <li>- Pre - CIA (Chulalongkorn University for 6 months), The Institute of Internal Auditors of Thailand (IIAT)</li> <li>- IT Audit, Federation of Accounting Professions</li> <li>- Risk Management, Management and Psychology Institute</li> <li>- Internal Audit Procedures, The Institute of Internal Auditors of Thailand (IIAT)</li> </ul>	-None-	-None-	Feb 2016 - Present Internal Audit Manager One To One Contacts Plc. Dec 2016 Monitoring Manager <b>Position in others listed companies</b> - None - 2013 - 2015 Freelancer, Senior Business Consultant <b>Position in non-listed companies</b> - None - 2007 - 2013 Corporate Strategist <b>Working experiences</b> Corporate Strategist and Business Monitoring Manager One To One Contacts Plc. Freelancer, Senior Business Consultant TEAM Consulting Engineering and Management Co., Ltd. (A Member of TEAM Group of Companies) Corporate Strategist TEAM Group of Companies	One To One Contacts Plc. TEAM Consulting Engineering and Management Co., Ltd. (A Member of TEAM Group of Companies) TEAM Group of Companies One To One Contacts Plc. Business online Plc.	

Remark: (\*)Include holding by spouse and minor children



### The Board of Directors and Committees

Directors of Sub-Committees	Board of Directors	Executive Board	Audit Committee	Risk Management Committee	Corporate Governance Committee	Nominating and Compensation Committee	Sustainable Development Committee
1. Mr. Vichai Srikwan	x		/			x	
2. Mr. Chaisak Angkasuwan	/		/		x		
3. Dr. Rathian Srimongkol	/		x		/	/	
4. Dr. Pairoj Boonkongchuen	/		/		/	/	
5. Mr. Charoenrath Vilailuck	/	/		/			
6. Mr. Watchai Vilailuck	/	/		x			
7. Mrs. Sukanya Vanichjakkong	/	x		/			x
8. Mr. Thananan Vilailuck	/			/			
9. Mr. Sirichai Rasameechan	/	/		/	/		
10. Mr. Pracha Phathayakorn	/	/		/			
11. Ms. Rungjira Kraiwitwat							/
12. Mrs. Rachada Nivasabutr							/
13. Ms. Chatchanee Wangroattrit							/
14. Ms. Methavee Sawisate							/

Remark : x = Chairman, / = Director, Committee Member

### Directors of subsidiaries in its core business

Name	Subsidiaries	
	One To One (Cambodia) Co., Ltd.	One To One Professional Co., Ltd.
1. Charoenrath Vilailuck		x
2. Mrs. Sukanya Vanichjakkong	x	/
3. Mr. Sirichai Rasameechan	/	/
4. Mr. Pracha Phathayakorn	/	

Remark : x = Chairman, / = Director



# General and Other Information

## Company Information

<b>Company</b>	:	<b>One to One Contacts Public Company limited</b>
Symbol	:	OTO
Head Office Address	:	99/19 Moo 4 Software Park Building, 17 <sup>th</sup> Fl. Chanengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 Thailand
Branch Office Address	:	1 East Water Building, 10 <sup>th</sup> -12 <sup>th</sup> Fl., Soi Vipavadee Rangsit 5, Vipavadee Rangsit Rd., Jomphol, Jatujak, Bangkok 10900 Thailand
Registration No.	:	0107556000281
Home Page	:	<a href="http://www.onetoonecontacts.com">http://www.onetoonecontacts.com</a>
Telephone	:	0-2685-0000
Facsimile	:	0-2685-0090
Registered Capital	:	280,000,000 Baht
Issued and Paid up Capital	:	280,000,000 ordinary shares
Par Value	:	1 Bath per share

## Other Reference

<b>Company Registrar</b>	:	<b>Thailand Securities Depository Co., Ltd.</b> 93 The Stock Exchange of Thailand Building, Ratchadaphisek Rd., Din Daeng, Bangkok 10400, Thailand
Telephone	:	0-2009-9999
Facsimile	:	0-2009-9476
<b>Auditor</b>	:	<b>Mrs. Sarinda Hirunprasartwutti</b> Certified Public Accountant (C.P.A.) License No. 4799
Address	:	EY Office Limited 33 <sup>rd</sup> Fl., Lake Ratchada Office Complex, 193/136-137 Ratchadaphisek Rd., Klongtoey, Bangkok 10110 Thailand
Telephone	:	0-2264-9090
Facsimile	:	0-2264-0789-90

More information have been disclosed on Company's website ([www.onetoonecontacts.com](http://www.onetoonecontacts.com)) via Annual information Disclosure of the Company (56-1 Form) and the SEC's website ([www.sec.or.th](http://www.sec.or.th))





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