

**(Translation)**  
**Minutes of the 2019 Annual General Meeting of Shareholders**  
**One To One Contacts Public Company Limited**

**Date, Time and Venue** Held on April 26, 2019 at 10.30 a.m. at Magic 2 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210.

**Directors Present**

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Vichai Srikwan             | Chairman of the Board of Directors, Independent Director, Audit Committee Member and Chairman of the Nominating and Compensation Committee |
| 2. Mr. Chaisak Angkasuwan         | Vice Chairman of the Board of Directors, Independent Director, Audit Committee Member and Chairman of the Corporate Governance Committee   |
| 3. Dr. Rathian Srimongkol, M.D.   | Independent Director, Chairman of Audit Committee, Nominating and Compensation Committee Member and Corporate Governance Committee Member  |
| 4. Dr. Pairoj Boonkongchuen, M.D. | Independent Director, Audit Committee Member, Nominating and Compensation Committee Member and Corporate Governance Committee Member       |
| 5. Mr. Watchai Vilailuck          | Director, Executive Committee Member and Chairman of Risk Management Committee   |
| 6. Mrs. Sukanya Vanichjakvong     | Director, Chairman of Executive Committee, Managing Director and Chairman of Sustainable Development Committee                             |
| 7. Mr. Thananan Vilailuck         | Director and Risk Management Committee Member  |
| 8. Mr. Sirichai Rasameechan       | Director, Risk Management Committee Member and Corporate Governance Committee Member   |

There are eight directors participated in the Meeting, equivalent to 100 percent of the total number of directors.

**Management**

- |                            |                                      |
|----------------------------|--------------------------------------|
| 1. Ms. Rungjira Kraiwiwat  | VP-Human resource and administration |
| 2. Mrs. Sasakorn Suppatkul | VP-Sale and Marketing                |
| 3. Ms. Thidarat Kaewyai    | Finance and Accounting Manager       |
| 4. Ms. Methavee Sawisate   | Corporate Secretary                  |

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

1. Ms. Siriwan Suratepin

**Preliminary Proceedings** Ms. Methavee Sawisate Corporate Secretary welcomed shareholders and informed the meeting that there were 15 shareholders attended the meeting in person, representing 409,368 shares, and 21 shareholders by proxy, representing 194,803,848 shares. There were a total of 36 shareholders, representing 195,213,216 shares, equivalent to 69.7190 percent of total paid-up shares of the Company and the required quorum was met under the Articles of Association of the Company.

Corporate Secretary introduces Chairman, directors, managements and auditor to the meeting. Then, she clarified the voting procedures to the shareholders as follows:

1. One share would be entitled to one vote;
2. The shareholders would cast their votes for, against, or abstain by marking the voting cards distributed at the registration table;
3. Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards;
4. Only votes cast by those voting against or abstain would be counted. The number of those votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda;

5. Shareholders who appointed a proxy to attend and vote at the meeting, votes cast in the proxy forms; for, against or abstain, have been recorded in the computer and presented to the shareholders compared to total number of shareholders who attended the meeting and have the right to vote for each agenda;
6. Prior to have questions or want to share opinion in all agenda, shareholders and proxy holders have to introduce themselves with number of shares held.

Corporate Secretary informed to the shareholders must return their voting cards to the staff of company when the meeting finished before they departed a conference room, and for transparency on counting the vote in the meeting, the Meeting asked volunteers from shareholders or proxies to be inspectors the counting of vote. Mr. Synmahut Sookjit, proxy from Bangkok Bank Plc. represent to be inspector the counting of vote as well as requested for additional volunteers from the shareholders to be inspectors. However, no shareholders volunteered as inspector the counting of vote.

Corporate Secretary informed that the Company allowed its shareholders to propose agenda of the 2019 Annual General Meeting of Shareholders with proposing period from September 28<sup>th</sup>, 2018 to January 31<sup>st</sup>, 2019 and also allowed shareholders to submit any enquiries or comments concerning the Company's operation prior to the meeting date of 2019 Annual General Meeting of the Shareholders, from September 28<sup>th</sup>, 2018 until April 25<sup>th</sup>, 2019. However, there was not any enquiry or proposal from the shareholders to be added in the agenda of the 2019 Annual General Meeting of the Shareholders.

Corporate Secretary informed to the shareholders that the Company will complete the minutes of the 2019 Annual General Meeting of Shareholders within 14 days after the meeting. It will publish to shareholders on the Company's website. If any shareholders has any objection, they will notify to corporate secretary section within 31 May 2019. If there are no objection, it shall be presumed that certify the minutes of the 2019 Annual General Meeting of Shareholders.

Then, the Chairman conducted the meeting according to the following agenda.

#### **Agenda 1 To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders**

The Chairman proposed the meeting to consider and certify the Minutes of the Annual General Meeting of Shareholder for 2018 held on April 27<sup>th</sup>, 2018. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the meeting date according to the requirement of the laws as well as posted on the Company's website at [www.onetwoonecontacts.com](http://www.onetwoonecontacts.com). The Board of Directors considered that the Minutes of the 2018 Annual General Meeting of Shareholders were correctly recorded and the copies was distributed together with the notice of the meeting to all shareholders in order to consider the minutes in advance.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders. He also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

***Resolution: The Meeting certified the Minutes of the 2018 Annual General Meeting of Shareholders. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, certified this agenda as follows:***

|                               |                           |                                    |                        |                       |
|-------------------------------|---------------------------|------------------------------------|------------------------|-----------------------|
| <b><i>Approved</i></b>        | <b><i>195,213,216</i></b> | <b><i>votes, equivalent to</i></b> | <b><i>100.0000</i></b> | <b><i>percent</i></b> |
| <b><i>Disapproved</i></b>     | <b><i>0</i></b>           | <b><i>votes, equivalent to</i></b> | <b><i>0.0000</i></b>   | <b><i>percent</i></b> |
| <b><i>Abstained</i></b>       | <b><i>0</i></b>           | <b><i>votes, equivalent to</i></b> | <b><i>0.0000</i></b>   | <b><i>percent</i></b> |
| <b><i>Invalid ballots</i></b> | <b><i>0</i></b>           | <b><i>votes, equivalent to</i></b> | <b><i>0.0000</i></b>   | <b><i>percent</i></b> |

#### **Agenda 2 To acknowledge the Company's operating results and the 2018 Annual Report**

The Chairman proposed the meeting to consider the Company's operating results and the 2018 Annual Report, which had been sent to all shareholders together with the notice of meeting and requested Mrs. Sukanya Vanichjakvong, Chairman of Executive Committee and Managing Director, reported the Company's operating results in the previous year to the meeting.

Mrs. Sukanya Vanichjakvong, Chairman of Executive Committee and Managing Director reported to the meeting that in 2018, the Company had total revenue of Baht 711 million, net profit of baht 21 million. The Company classifies revenue based on 3 categories are as follows:

### 1. Based on type of revenue

In Y2018, the company had 98% of recurring revenue, greater than 2017 and 2016, by 97% and 91% of recurring revenue respectively while it had 2% of non-recurring revenue. The Company will maintain the level of recurring revenue more than 90% for stability of revenue.

### 2. Based on type of services

The Company had 5 services. In 2018, the Company had maximum revenue from fully outsourced contact center management services by 70%, outsourced customer service representative by 20%, Outsources contact center facility by 4%, and total turnkey solution by 2% and contact center maintenance service by 4%.

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

The Company divided 2 types of customers' business, private sectors and government agency. They were approximate portion by 42% and 58% respectively. Private sectors under our services still mainly consists of airline, finance and banking, insurance, and retail and e-commerce.

### Changes during the year

- The Company established new subsidiary, Inno Hub Co.Ltd. which is devoted to development of new digital service innovations. Inno Hub Co.Ltd. helps us develop many digital products and services as follows:
  - Automatic interaction through sound (Voicebot) and message (Chatbot).
  - Virtual Receptionist which interact with the inquirers by AI system.
  - Job Matching which operated by machine learning.
  - The Company received funding for Job Matching project from National Innovation Agency (Public Organization)
  - The company has been promoted by BOI tax exemption in the development of Enterprise Software for 5 years.
- The Company moved office and our contact center to both of Software Park building and Thai Sri building. They were able to support services with 694 seats and 179 seats respectively.
- The Company established a new sector, OTO Customer Services Academy, which will directly oversee the systematical developments in both talent and motivation building of our employees as well as creating cooperation with educational institutions to build quality personnel in the service sector and gave scholarships to students.
- The Company expanded our business by forming an alliance, which could support our business further both of software system and operation.
- The Company received awards in 2018 were as follows:
  - 2018 Thailand Outsourced Contact Center Service Provider of the Year as a private organization which operate a leading contact center business in Thailand for 6 consecutive years.
  - Asia's Most Trusted Contact Center and Customer Management Services Company award as the most trusted contact center and customer service in ASIA, which is held by International Brand Consulting Corporation, USA

### Technology and Competition trends

Technology's change still plays a very important role in any business sector. Every business used new technology that was suitable for their business to increase efficiency and added value to products and services in response to consumer behavior changes based on technology trend. The Contact Center business is one of them which has been adapted due to the rapidly technology changes. It was providing information through voice alone is no longer adequate to serve in the digital age. Trend of technology in Contact Center business were as chatbot, voice AI, omni-channel, virtual agents, cloud contact centers, machine learning.

In the past year, the government agencies had more new projects. Trend of competition were still quality and price, including the additional of new service providers. Most customers focus on using technology and human combined to serve services as using voice AI provided information of products. The Company expected that the establishment of Inno Hub Co.Ltd. in order to support the changing of technology and develop many digital products and services for customers.

### Assessment result in 2018

- The Company scored "Excellence" or 5 Stars in the 2018 Corporate Governance Report of Thai listed companies
- The Company scored "4TIA" from the jointly survey on quality in convening the 2018 Annual General Meeting of Shareholders by Thai Investors Association and Listed Companies Association.
- Progress of participation with Collective Action Coalition (CAC)  
The Company recognizes the importance of anti-corruption and define continually the anti-corruption policies, general practices 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 Company enrolled to be a member of Partnership Against Corruption for Thailand (PACT Network) which has main aim on Anti-corruption in Practice.

### Corporate social responsibility (CSR)

In 2018, The Company organized three projects for creating social value were as follows:

1. To support 13,000 cancer patients project  
The Company collaborated with the listed company in MAI to organize an event to support 13,000 cancer patients for 2 consecutive years. The main objectives of the event are to be a center of consulting, forwarding inspiration, and create help network to prepare for cancer patients. We will begin with patients in 5 public hospitals, and currently, there are 13 hospitals participating in the project.
2. To support scholarships  
The Company support scholarships for undergraduates who are well-educated but lack of fund in Rajabhak Buriram University which is nearly Contact Center of Company at Buriram branch, consisting of 4 scholarships of Baht 14,000.
3. To create happiness for pediatric patients  
The Company organized Children's Day activities to create happiness for the pediatric patients at the Ramathibodi hospital.

Chairman invited the shareholders to raise any question or opinion.

Mr. Rakkiat Thairporn, shareholder asked, how does the solution to solve the revenue and profit declined in the past 4 years?

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director declared to the meeting that decrease in revenue due to the Company lost of service to government project which the Company has been serving for over 10 years. It was mainly affected revenue but the Company was still maintain existing customers. The Company is going to bid many large projects in this year. Other reason to decrease in revenue was site relocation cost by Bath 40 million.

Mr. Rakkiat Thairporn, shareholder asked the Company will use AI system to provide services. Does it impact to employees?

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director declared to the meeting that it does not impact in short term and for the long term, the Company plans to implement using AI system and human combined to serve services as automatic interaction through audio and message via various channels, such as facebook, web chat. Initially, AI will help with key messages instead of audio. In the first phase, we will use chatbot provide general information and employees will provide complicate information or there are more information to be used which adds value and more employee's skill. This service will be an important to expand the contact center market.

Mr. Rakkiat Thairporn, shareholder asked the new labor protection laws amended that requires employers to provide severance pay from 300 days to 400 days. How does it affect the Company?

Ms. Thidarat Kaewyai, Finance and Accounting Manager declared to the meeting that it will impact to financial statement of Q2/2019 by Baht 4.7 million.

Mrs. Kanlaya Phakakrong, proxy holder from Thai Investors Association asked, Does the Company set strategy or frame work to support the transformation of capital market in the digital age?

Mr. Sirichai Rasameechan, director declared to the meeting that the Company continually monitors changing in capital market transactions. However, that transactions are still risk, high uncertainty, and there is not any law to support. The Company will consider carefully before proceeding. Since the company raised funds from shareholders, the company carefully spending in order not to damage both of the Company and shareholders.

Mrs. Kanlaya Phakakrong, proxy holder from Thai Investors Association asked, When the company will participate with Collective Action Coalition (CAC)?

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director declared to the meeting that the Company defined continually the anti-corruption policies and general practices of Anti-Corruption for preparation to participate with Collective Action Coalition (CAC) in the future. The Company intends that the Company must be certified as a member of CAC when make decision to apply to join CAC. That is a reason why the Company take time to prepare.

No question was raised, then, he informed this agenda is for acknowledgement, therefore there is no vote casting. He requested the meeting to certify the Board of Directors' report on the Company's operating results and the annual report for 2018.

**Resolution: The meeting acknowledged the Company's operating results and the 2018 Annual Report.**

### **Agenda 3 To consider and approve the Company's financial statements for the year ended December 31<sup>st</sup>, 2018**

Chairman proposed the meeting to consider and approve the Company's financial statements for the year ended December 31<sup>st</sup>, 2018, which was duly audited by the auditor, which was distributed to the shareholders together with the invitation of this meeting. Chairman requested Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director summarized the Company's financial statements ended December 31<sup>st</sup>, 2018 which is according to Management Discussion and Analysis as follows;

#### Statement of Comprehensive Income

In 2018, The Company had total revenue of Baht 718 million, decreased by 13.1%, total expense of Baht 698 million, decreased by 10.1% and net profit of Baht 20.6 million, decreased by 59.1%. Although the Company has decreased revenue, still maintained the margin at the same rate. However, selling and administrative expenses increased due to the site relocation costs because team of rental contract ended and increased software developer team. The Company expect to increase sales and decreased cost in the future.

#### Statement of financial position

The Company had total assets of Baht 942.2 million, slightly decreased, it was mainly from the decreased of cash and cash equivalent due to the relocation costs during the end of the year. Total liabilities of Baht 90.5 million, increased by 8.9%, it increased mainly from trade and other payables of site relocation which had due payment on 2019 and the provision for long-term employee benefits.

#### Financial ratio

The Company had net profit margin ratio by 2.87, return on equities (ROE) by 2.40%, return on asset (ROA) by 2.18%, debt to equity ratio by 0.11 time, current ratio by 11.02 times. Decreasing of financial ratio cause by revenue decreased and relocation costs increased. However the Company showed financial stability and has enough cash invest in new projects or businesses in the future.

The Chairman invited the shareholders to raise any question or opinion.

Mr. Rakkiat Thairporn, shareholder asked about the progress of prosecution with government agency

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director declared to the meeting that both of the Civil Court and the Appeal Court judged the Company won and ordered the government agency has to repay the full amount of debt, with interest charged. The government agency filed an appeal with the Supreme Court. Presently, the case is under consideration of the Supreme Court. If there is further progress, the company will disclose to shareholders.

Mr. Rakkiat Thairporn, shareholder asked the Company has assets consisting of land, buildings and office equipment in the amount of Baht 80.40 million, which some parts were already fully depreciated. How much proportion of it can be used? Does new technologies impact on assets?

Ms. Thidarat Kaewyai, Finance and Accounting Manager declared to the meeting that the Company had more amount of equipment which were already fully depreciated but can not specify the duration of use, its depend on the nature of each type of asset. For site relocation the Company invested in technologies which impacted more assets increased.

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director has more declared to the meeting that the contact center equipment which were already fully depreciated the Company could be rented to customers or could use other benefits, its utilize old equipment. The company did not buy a new contact center equipment on the period of site relocation, but additional servers.

Mr. Rakkiat Thairporn, shareholder asked the company has directors who can manage the credit card business to grow. Does the company have a plan to invest in a credit card business?

Dr. Rathian Srimongkol, M.D., Independent Director, Chairman of Audit Committee declared to the meeting that the Company should invest in businesses which was related to the core business of the company and must ensure that the business has a competitive advantage. The management had considered but must consider suitable projects for the company

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director has more declared to the meeting that the Board of Directors meeting had considered many projects to invest in the past year. They respected to benefit of

shareholders and carefully to invest due to economic recession. The Company will consider the appropriate and interesting project to spend cash to invest for benefits.

No question was raised, then, he requested the Meeting to consider and approve the Company's financial statements ended December 31, 2018. He also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

**Resolution: The meeting approved the Company's financial statements for year ended 31<sup>st</sup> December 2018. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:**

|                        |                    |                             |                 |                |
|------------------------|--------------------|-----------------------------|-----------------|----------------|
| <b>Approved</b>        | <b>197,060,176</b> | <b>votes, equivalent to</b> | <b>100.0000</b> | <b>percent</b> |
| <b>Disapproved</b>     | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |
| <b>Abstained</b>       | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |
| <b>Invalid ballots</b> | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |

#### **Agenda 4 To consider and approve statutory reserve and dividend payment for 2018**

Chairman requested Mrs. Sukanya Vanichjakvong, Chairman of Executive Committee and Managing Director reported to the meeting. She reported that the Company has policy to pay dividend no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability. In addition, payment for dividend will derive from profits from disposal of investments or fixed assets of the Company or its subsidiaries. The management and the Board of Director will decide whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability. The subsidiaries' dividend payment policy will be the same as that of the Company.

According to the Public Company Act B.E.2535 and the Company's Article of Association, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

The Company has provided statutory reserve of Baht 1,200,000 or 5.18% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2018 as required by related law.

In 2018, net profit of the Company were Baht 23,188,165 or equivalent to Baht 0.08 per share. The Board of Directors has considered to pay dividend for the 2018 operation at Baht 0.08 per share or equivalent to 96.60% of separate net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.04 per share was paid to shareholders on September 6, 2018. The final dividend will be paid from the retained earnings at Baht 0.04 per share. The record date to determine the list of shareholders who are entitled to receive dividend on March 20, 2019. The dividend will be paid on May 22, 2019.

The Chairman invited the shareholders to raise any question or opinion.

Mr. Rakkiat Thairporn, shareholder asked, Would the company consider to pay a special dividend to shareholders if the Company win the lawsuit and receives payment of full amount of debt?

Mr. Vichai Srikwan, Chairman said the Company will consider this recommendation.

No question was raised, then, he requested the Meeting to approve statutory reserve and dividend payment for 2018. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved dividend payment for 2018 at Baht 0.08 per share. The interim dividend at Baht 0.04 per share, paid to shareholders on September 6, 2018. The final dividend will be paid from the net profit at Baht 0.04 per share. The record date to determine the list of shareholders who are entitled to receive dividend on March 20, 2019. The dividend will be paid on May 22, 2019. The Company has provided statutory reserve of Baht 1,200,000 or 5.18% of its net profit for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2018 as required by related law. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:**

|                        |                    |                             |                 |                |
|------------------------|--------------------|-----------------------------|-----------------|----------------|
| <b>Approved</b>        | <b>197,060,176</b> | <b>votes, equivalent to</b> | <b>100.0000</b> | <b>percent</b> |
| <b>Disapproved</b>     | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |
| <b>Abstained</b>       | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |
| <b>Invalid ballots</b> | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |

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

The Chairman informed the meeting that under the Company's Corporate Governance Policy "the directors who have conflict of interest will not participate and attend in any agenda that they have conflict of interest in both board" Thus, there are three directors who will retire by rotation in 2019 consist of Mr. Vichai Srikwan, Mrs. Sukanya Vanichjakvong and Mr. Sirichai Rasameechan were voluntarily absent from the meeting room to allow shareholders to freely voice their opinion and requested Mr. Chaisak Angkasuwan, Vice Chairman and Independent Director to proceed and clarify details for the meeting's consideration.

Mr. Chaisak Angkasuwan, Vice Chairman and Independent Director reported that according to the Public Company Act B.E.2535 and Article 16 of the Company's Articles of Association, one-third (1/3) of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following three directors will retire by rotation in this year:

1. Mr. Vichai Srikwan : Chairman of the Board of Directors, Independent Director , Audit Committee Member and Chairman of Nominating and Compensation Committee
2. Mrs. Sukanya Vanichjakvong : Director, Chairman of the Executive Committee Member, Managing Director, Chairman of the Sustainable Development Committee and Risk Management Committee Member
3. Mr. Sirichai Rasameechan : Director, Corporate Governance Committee Member and Risk Management Committee Member

The Nominating and Compensation Committee, without members who have conflict of interests, had considered all required qualifications of the directors pursuant to the applicable laws, the Company's Articles of Association, and Nomination of Directors and Management as defined in the Company's Corporate Governance Policy, and was of the opinion that the 3 directors who will retire by rotation, namely Mr. Vichai Srikwan, Mrs. Sukanya Vanichjakvong and Mr. Sirichai Rasameechan have all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience may be applied to enhance the Company's operation efficiency.

Mr. Vichai Srikwan, had qualified to be independent directors. The Board of Directors considered qualifications of the Independent Director underlying the Company's Corporate Governance Policy are more intensive than the minimum requirement of the Securities Exchange Commission (SEC), those qualifications of Mr. Vichai Srikwan, is completed with all regulations and he can express independent opinion.

The Board of Directors with the advice of Nomination and Compensation Committee, without members who had conflict of interest, recommends Shareholders to approve the election of the 3 directors who will retire by rotation, namely Mr. Vichai Srikwan, Mrs. Sukanya Vanichjakvong and Mr. Sirichai Rasameechan to be the Company's directors for another term. The directors who have conflict of interests therein were not participation in this agenda.

The Chairman invited the shareholders to raise any question or opinion.

Mr. Naynrit Phutwatthana shareholder asked, the Company should allow minor shareholders to propose representative to be as directors. How the Company has criteria and procedures for nomination director?

Dr. Rathian Srimongkol, M.D., Independent Director, Chairman of Audit Committee declared to the meeting that all independent directors are representative of minor shareholders. The definition of an independent director is independent from the management and consideration of directors will be based on benefit of the shareholders.

Mr. Naynrit Phutwatthana shareholder asked, Do independent directors hold share of company?

Dr. Rathian Srimongkol, M.D., Independent Director, Chairman of Audit Committee declared to the meeting that independent directors have been hold share of Company. As the criteria of Company specified independent director can hold share of

company not more than 0.5 percent of the total number of voting rights of the Company and he asked to recheck that the main point of this question was shareholder would like independent directors hold share of company.

Mr. Naynrit Phutwatthana shareholder said yes.

No question was raised, then, he requested the Meeting approve the election of the Company's directors to replace of those who will retire by rotation. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the election of the 3 directors who retired by rotation, namely Mr. Vichai Srikwan, Mrs. Sukanya Vanichjakvong and Mr. Sirichai Rasameechan to be the Company's directors for another term. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:**

|                                      |   |                             |                         |
|--------------------------------------|---|-----------------------------|-------------------------|
| <b>1) Mr. Vichai Srikwan</b>         | <b>Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of Nominating and Compensation Committee</b>                           |                             |                         |
| <b>Approved</b>                      | <b>197,060,176</b>  | <b>votes, equivalent to</b> | <b>100.0000 percent</b> |
| <b>Disapproved</b>                   | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |
| <b>Abstained</b>                     | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |
| <b>Invalid ballots</b>               | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |
| <br>                                 |   |                             |                         |
| <b>2) Mrs. Sukanya Vanichjakvong</b> | <b>Director / Chairman of the Executive Committee Member / Managing Director / Chairman of the Sustainable Development Committee / Risk Management Committee Member</b> |                             |                         |
| <b>Approved</b>                      | <b>196,803,314</b>  | <b>votes, equivalent to</b> | <b>99.8697 percent</b>  |
| <b>Disapproved</b>                   | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |
| <b>Abstained</b>                     | <b>256,862</b>  | <b>votes, equivalent to</b> | <b>0.1303 percent</b>   |
| <b>Invalid Ballots</b>               | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |
| <br>                                 |   |                             |                         |
| <b>3) Mr. Sirichai Rasameechan</b>   | <b>Director / Corporate Governance Committee Member / Risk Management Committee Member</b>  |                             |                         |
| <b>Approved</b>                      | <b>197,048,252</b>  | <b>votes, equivalent to</b> | <b>99.9939 percent</b>  |
| <b>Disapproved</b>                   | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |
| <b>Abstained</b>                     | <b>11,924</b>   | <b>votes, equivalent to</b> | <b>0.0061 percent</b>   |
| <b>Invalid ballots</b>               | <b>0</b>  | <b>votes, equivalent to</b> | <b>0.0000 percent</b>   |

#### **Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2019**

Chairman reported the meeting that the Company had policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors.

The remuneration of the Board of Directors and subcommittees in 2018 was in accordance with the resolution of the 2018 Annual General Meeting of Shareholders, held on April 27, 2018 of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and subcommittees and bonus without other benefits. Actual payment of the remuneration for 2018 was Baht 1,745,000.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and subcommittees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2019 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. The meeting allowance for each meeting participated of the Board of Directors and Committees was proposed at the same amount as previous year as follows:

|                                       | Meeting allowance (Bath/Meeting) |               |
|---------------------------------------|----------------------------------|---------------|
|                                       | <u>Chairman</u>                  | <u>Member</u> |
| Board of Directors                    | 20,000                           | 10,000        |
| Audit Committee                       | 20,000                           | 10,000        |
| Corporate Governance Committee        | 15,000                           | 10,000        |
| Nominating and Compensation Committee | 15,000                           | 10,000        |



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

The Chairman invited the shareholders to raise any question or opinion.

Mr. Naynrit Phutwatthana shareholder asked, How many number of the Board of Directors and subcommittees meetings were in the past year? How many number of meetings did each directors participate?

Ms. Methavee Sawisate, Corporate Secretary reported to the meeting that the Company disclosed the detail of the Board of Directors and subcommittees meetings in the 2018 annual report. In the past year the Board of Directors held 7 meetings, the Audit Committee held 5 meetings, Corporate Governance committee held 3 meetings, and Nominating and Remunerating committee held 3 meetings. Moreover the Company specified the number of meetings of each directors participated in annual report

No question was raised, then, he requested the Meeting to approve the remuneration of the Board of Directors and Subcommittees for 2019. He also informed that this agenda shall be requires not less than two-thirds of votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the remuneration of the Board of Directors and subcommittees for 2019 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance and bonus without other benefits. The meeting allowance for each meeting participated of the Board of directors and subcommittees was approved at the same amount as previous year as follows:**

|  | <i>Meeting allowance (Bath/Meeting)</i> |                 |
|--|---|-----------------|
|  | <i>Chairman</i>                         | <i>Director</i> |
| <i>Board of Directors</i>                    | <i>20,000</i>                           | <i>10,000</i>   |
| <i>Audit committee</i>                       | <i>20,000</i>                           | <i>10,000</i>   |
| <i>Corporate Governance Committee</i>        | <i>15,000</i>                           | <i>10,000</i>   |
| <i>Nominating and Compensation Committee</i> | <i>15,000</i>                           | <i>10,000</i>   |

***There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee. The Meeting, by not less than two-thirds of votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:***

|                        |                    |                             |                 |                |
|------------------------|--------------------|-----------------------------|-----------------|----------------|
| <i>Approved</i>        | <i>197,060,176</i> | <i>votes, equivalent to</i> | <i>100.0000</i> | <i>percent</i> |
| <i>Disapproved</i>     | <i>0</i>           | <i>votes, equivalent to</i> | <i>0.0000</i>   | <i>percent</i> |
| <i>Abstained</i>       | <i>0</i>           | <i>votes, equivalent to</i> | <i>0.0000</i>   | <i>percent</i> |
| <i>Invalid ballots</i> | <i>0</i>           | <i>votes, equivalent to</i> | <i>0.0000</i>   | <i>percent</i> |

#### **Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2019**

The Chairman reported the meeting that Audit Committee had selected the Company's auditors for 2019 according to process and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditor for 2019. EY Office Limited has audited the Company and subsidiaries since the year 2000 and is thoroughly eligible to give useful recommendations to the Company and has no other relation or interests with the Company, subsidiaries, executives, major shareholders or related persons. They can express their independent opinion to the Company's financial statements. In addition, EY Office Limited has been accepted either in Thailand and international level with the professional team having good auditing experience. Any one of the following auditors was authorized to conduct the audit and express an opinion on the Company's financial statements:

1. Ms. Siriwan Suratepin CPA No. 4604 and/or  
(The Company's auditor in 2018, 1 year)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799 and/or  
(The Company's auditor in 2015-2017, totaling 3 years)
3. Ms. Siriwan Nidamrong CPA No. 5906  
(She has never appointed to be auditor of the Company)

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The Board of Directors with the advice of the Audit Committee had considered and proposed the audit fee for 2019 of Baht 1,350,000, (2018: Baht 1,200,000) increase from last year due to the changes in accounting standards and auditors' report of Baht

150,000. The Company had not pay any non- audit fee during the year. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting approve the appointment of the Company's auditor and fixing audit fee for 2019. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2019 with the audit fee for 2019 of Baht 1,350,000.**

- 1. Ms. Siriwan Suratepin** CPA No. 4604 and/or
- 2. Mrs. Sarinda Hirunprasurtwutti** CPA No. 4799 and/or
- 3. Ms. Siriwan Nidamrong** CPA No. 5906

***In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:***

|                        |                    |                             |                 |                |
|------------------------|--------------------|-----------------------------|-----------------|----------------|
| <b>Approved</b>        | <b>197,060,176</b> | <b>votes, equivalent to</b> | <b>100.0000</b> | <b>percent</b> |
| <b>Disapproved</b>     | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |
| <b>Abstained</b>       | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |
| <b>Invalid ballots</b> | <b>0</b>           | <b>votes, equivalent to</b> | <b>0.0000</b>   | <b>percent</b> |

#### **Agenda 8 To consider and approve the amendment to the Company's Article of Association**

The Chairman reported the meeting that the Board of Directors proposed amendment to the Company's Article of Association is to be in line with Section 60 of the Public Limited Companies Act B.E.2535 (1992) and according to the Order of the Head of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing. The details of the proposed amendment the Company's Article of Association are as follows:

##### **Existing**

Article 4 Shares of the Company are ordinary shares and shares entered in a name certificate which is the same share value.

Shares of the Company must be fully paid by money or other assets. So that, the Company may issue an ordinary share for any person as if are fully paid because that person give other assets besides money or give permission to use right in literature, art, science, patent, trademark, mould or model diagram, formula or any secret method or propose or give data file regarding experience in industry commercial or science. The Company may issue or sell debenture, convertible debentures, preference shares, preference shares transform into ordinary shares, warrant or any asset under securities and stock exchange law and the Company may convert debentures into ordinary shares or preference shares or may convert preference shares into ordinary shares, so as to, under the laws.  
Every share shall register on behalf of shareholders in shares registration book

##### **Proposed Amendment**

Article 4 Shares of the Company are ordinary shares and shares specified the holder's name which is the same share value.

Shares of the Company must be fully paid by money or other assets. So that, the Company may issue an ordinary share for any person as if are fully paid because that person give other assets besides money or give permission to use right in literature, art, science, patent, trademark, mould or model diagram, formula or any secret method or propose or give data file regarding experience in industry commercial or science. The Company may issue or sell debenture, convertible debentures, preference shares, preference shares transform into ordinary shares, warrant or any asset under securities and stock exchange law and the Company may convert debentures into ordinary shares or preference shares or may convert preference shares into ordinary shares, so as to, under the laws.  
Every share shall register on behalf of shareholders in shares registration book

##### **Existing**

Article 13 The period of twenty-one (21) days prior to each meeting of the shareholders, the Company may temporarily suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.

#### Proposed Amendment

Article 13 During the period of twenty-one (21) days prior to each meeting of the shareholders, the Company may temporarily suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.

#### Existing

Article 23 The Board of Directors meeting shall be attended by at least half of all the directors in order to constitute a quorum.

In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.

All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting. Each director shall have one vote; however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.

#### Proposed Amendment

Article 23 The Board of Directors meeting shall be attended by at least half of all the directors in order to constitute a quorum.

In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.

All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting. Each director shall have one vote; however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.

The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law.

#### Existing

Article 24 The Chairman or his assignee shall send notices of the summoning of a meeting to the directors at least 7 days prior to such meeting. However, in an emergency case, in order to preserve the right and benefit of the Company, such summoning of meeting may be notified by other means and the meeting date may be fixed sooner than the period of time specified above.

#### Proposed Amendment

Article 24 The Chairman or his assignee shall send notices of the summoning of a meeting to the directors at least 7 days prior to such meeting. However, in an emergency case, in order to preserve the right and benefit of the Company, such summoning of meeting may be notified by other means and the meeting date may be fixed sooner than the period of time specified above.

The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to approve the amendment to Article 4, 13, 23 and 24 of the Company's Article of Association. He also informed that this agenda shall be requires not less than third-fourths of votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the amendment to Article 4, 13, 23 and 24 of the Company's Article of Association to be in line with section 60 of Public Limited Companies ACT B.E. 2535 and according to the Order of the Head of the Nation Council for Peace and Order No. 74/2557 Re: Electronic Conferencing. The details are as follows:**

**Article 4** Shares of the Company are ordinary shares and shares specified the holder's name which is the same share value.

Shares of the Company must be fully paid by money or other assets. So that, the Company may issue an ordinary share for any person as if are fully paid because that person give other assets besides money or give permission to use right in literature, art, science, patent, trademark, mould or model diagram, formula or any secret method or propose or give data file regarding experience in industry commercial or science. The Company may issue or sell debenture, convertible debentures, preference shares, preference shares transform into ordinary shares, warrant or any asset under securities and stock exchange law and the Company may convert debentures into ordinary shares or preference shares or may convert preference shares into ordinary shares, so as to, under the laws.

Every share shall register on behalf of shareholders in shares registration book

**Article 13** During the period of twenty-one (21) days prior to each meeting of the shareholders, the Company may temporarily suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.

**Article 23** The Board of Directors meeting shall be attended by at least half of all the directors in order to constitute a quorum.

In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.

All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting.

Each director shall have one vote; however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.

The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law.

**Article 24** The Chairman or his assignee shall send notices of the summoning of a meeting to the directors at least 7 days prior to such meeting. However, in an emergency case, in order to preserve the right and benefit of the Company, such summoning of meeting may be notified by other means and the meeting date may be fixed sooner than the period of time specified above.

The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.

The Meeting, by not less than third-fourths of votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:

|                 |             |                      |          |         |
|-----------------|-------------|----------------------|----------|---------|
| Approved        | 197,060,176 | votes, equivalent to | 100.0000 | percent |
| Disapproved     | 0           | votes, equivalent to | 0.0000   | percent |
| Abstained       | 0           | votes, equivalent to | 0.0000   | percent |
| Invalid ballots | 0           | votes, equivalent to | 0.0000   | percent |

#### **Agenda 9** Other matters (If any)

Chairman invited the shareholders to raise any question or opinion.

Mr. Rakkiat Thairporn, shareholder proposed the Company has a lot of cash in hand and offered the company invest in share of Company by treasury stock approximately 5-10% of share registered.

Mrs. Sukanya Vanichjakkong, Chairman of Executive Committee and Managing Director said the Company will consider about treasury stock matter. The Company is willing to do, if that matter is maintain benefit to shareholders.

Mr. Manop Chancharoensuk, shareholder asked to the relocation cost by Baht 40 million. How much relocation cost did Company book in last year?

Ms. Thidarat Kaewyai, Finance and Accounting Manager declared to the meeting that the Company had booked relocation cost by Bath 28 million in 2018 and there are some cost will book in Q1/2562.

Mr. Manop Chancharoensuk, shareholder asked, How are businesses in oversea deploying chatbot and AI?

Mrs. Sukanya Vanichjakvong, Chairman of Executive Committee and Managing Director reported to meeting that in oversea business deployed Chabot or AI to serve various types of services, it was not only used as a contact center business. Currently, the largest contact center is in the Philippines. There are about 1 million workers in this business. The trend of changing chatbot to be a part of the contact center service, it has not make clearly impact. The company developed chatbot to serve our customer in real estate project. The Company used chatbot to send information about land transaction. People who want to sell land can directly contact to the company without going through a broker. The company can provide this service in addition to contact center services and the company must monitored feedback of services which developed to meet the needs of customers or not and it can further develop to anything. For voice AI can provide general information of products such as interest rate, loan documents and employees will provide complicate information or use AI provide information via webchat.

Mr. Naynrit Phutwatthana shareholder said the Company had profit but its stock price was continually decline. He would like the Company has measures to maintain the stock price at least to be at the level of 5.40 baht which was IPO price before trading on the stock.

Mrs. Sukanya Vanichjakvong, Chairman of Executive Committee and Managing Director said the Company receive the suggestion for consideration.

No question was raised, then, the Chairman thanked the shareholders for attending the meeting and declared the meeting closed at 12.10 p.m.

(Mr. Vichai Srikwan)  
Chairman of the Board of Directors

(Ms. Methavee Sawisate)  
Corporate Secretary