

VENTURE INTO THE DIGITAL ERA

56-1 ONE REPORT 2021

ONE TO ONE CONTACTS PUBLIC COMPANY LIMITED





ONE TO ONE
CONTACTS

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VISION

**“ TO SERVE THE NEEDS OF
OUR CUSTOMERS TO UNLOCK
THE BUSINESS OPPORTUNITIES
AND BE RESPONSIBLE FOR
OUR PARTNERS AND
STAKEHOLDERS WITH
ACCOUNTABILITY, MORALITY
AND SUSTAINABILITY ”**

MISSION

“

**FOCUS FAST DELIVERS WITH
WORLD-CLASS SERVICE
BY PREMIUM CX INTEGRATED
WITH A SEAMLESS OMNI-CHANNEL
PLATFORM TO DELIGHT HUMAN
TOUCH BEYOND THE CUSTOMER
EXPECTATION.**

”

268.38

818

“

**CUSTOMER
SUCCESS
IS OUR
SUCCESS**”



AWARDS RECOGNITION



Contact Center World
2006, 2007, 2009, 2012



9 Consecutive Years
2013 - 2021
FROST & SULLIVAN



Asia's Most Trusted Companies Award 2018
International Brand Consulting Corporation (IBC)



Total Innovation Management Award 2017
by National Innovation Agency



Asia's Leading SMEs
Asia Corporate Excellence & Sustainability Awards 2020
MORS Group



Thailand Sustainability Investment (THSI)
2020-2021
The Securities Exchange of Thailand (SET)



Excellent CG Scoring of 2016-2021

QUALITY POLICY

**CUSTOMER NEEDS,
PRODUCT DEVELOPMENT,
INFORMATION TECHNOLOGY BASED ON
INTERNATIONAL STANDARD**

OUR STANDARDS



ISO 9001 : 2015
(Quality Management System : QMS)



ISO 20000-1 : 2018



ISO 27001 : 2013
(Information Security
Management Systems : ISMS)



COPC Certificated Implementation Leader
(Call Center)



ISO/IEC 29110-4-1 : 2018
(Software Project Management
and Software Implementation Processes)

Message from the **Board of Directors**



For the year 2021, the spread of Coronavirus (COVID-19) has made it necessary for the business sector to implement digital transformation. Thus, accelerating the use of technology to maintain business continuity under the current crisis which has changed people's lifestyle and consumer behavior resulting in the New Normal. Almost all business has had to acknowledge the changes and must manage the risks by looking from the outside to the inside, to be able to best manage and adapt the business.

Even though the company's outsourcing business has been affected from the cancellation and downsizing of projects from existing clients which has directly hurt the company's performance, the company has adapted the business structure by implementing 'Digital Transformation' such as the use of robots to assist in internal operations, data management and storage on the Cloud, and using Artificial Intelligence (AI), etc. Moreover, the company prioritized cost reduction, increasing efficiency, reducing risks from unexpected circumstances and utilizing robotics alongside people according to the company's vision of being a leader in 'Hybrid Business Process Management.'

Throughout the year, the Board of Directors has promoted and supported the innovation development and reviewed the use of such innovation and technology to be applied in an appropriate and safe manner to increase business opportunities under the current crisis. The Board of Directors has determined the policies and direction of the company's operation, including supervising to allow for the management to work in accordance with the determined policies and strategies to the highest level of efficiency and effectiveness.



Dr. PAKORN APAPHANT
Chairman of the Board of Directors

Message from the Executive Committee

In the past 2021, the epidemic situation of Corona Virus-19 (Covid-19) continues to affect business operations and people's lives, enabling all business sectors to fully accelerate into a digital society. Technology is being used in business operations so that it can continue to operate under crises. The Executive Board has foreseen the trend of business development in digital format. This will lead to developing the company into a more technology company.

For outsourced businesses, there is still demand for services from both private and public sectors continuously because it reduces the cost of investment, as well as is convenient and quick to expand the service to meet the needs arising from the change in consumer behavior and it takes less effort to contact each other and turn to more Non-voice services (Non-voice services such as Web chat, E-mail, Social media, Digital marketing, Virtual IVR, Chatbot, etc.), which creates a new experience for the customer. Although affected by some projects that have to cancel the service due to the business suspension of service according to government measures or reduce the size of the service, which directly affects the company's performance. On the other hand, the government sector has expanded the service center for Covid-19 in many departments. To help people who have been infected by the virus epidemic in a high amount, also the insurance business has grown from this situation. Therefore, it has become a key account of the company by focusing on finding new customers in the E-commerce and Logistics business sectors due to consumer behavior changes.

This gives these businesses a high growth opportunity. Including offering new service models such as Order Taking Platform, Omni Channel Service, Tele-sales Service, and Total Management Solutions to meet customers' needs and rapidly consumer behavior changes.

Since OTO is a Contact center company, besides the company's focus on continuous technological development. The company also values its employees by providing vaccines and WFH (Work From Home) solutions so that employees are not at risk and all employees are rotated to various projects to enhance service skills and reduce the cost of recruiting new employees. It is about training employees to have a multi-tasking skill. Therefore, the employees can continue to work even if some customers have canceled the service.

However, the company continues to maintain international service standards based on experience and expertise in the business. Which can customize the service model following customers' needs. It also makes a difference in a highly competitive market, developed, and presented a service model that focuses on delivering excellent customer experiences. Including helping the customer to make the organization more flexible continuously expanding business and enhancing the customer's business as well even during the Covid-19 crisis. The company received the "2021 Thailand Customer Experience Outsourcing Service Company of the Year" award from Frost & Sullivan as a private organization that operates in Thailand's leading Outsourcing Contact Center business for the 9th consecutive year. And it is the first year in the Customer Satisfaction Awards category.

In addition, the company does not consider only business goals. The company also attaches importance to social responsibility. As a result, the company was selected on the list of sustainable stocks for the year 2021, which reflects the company's sustainable business operations with environmental considerations and social responsibility that are managed under the principles of corporate governance which lays the foundation for sustainable business operations.



Mr. Kanawuthi Wattanadhirach
Chairman of Executive Committee



BOARD OF DIRECTORS



Dr. Pakorn Apaphant

- Chairman of the Board of Directors
- Independent Director
- Chairman of Audit Committee
- Chairman of Nomination and Remuneration Committee
- Corporate Governance Committee Member

Dr. Chuket Ounjitti

- Independent Director
- Audit Committee Member



Mr. Kanawuthi Wattanadhirach

- Director
- Chairman of Executive Committee
- Chairman of Risk Management Committee
- Chairman of Sustainable Development Committee
- Nominating and Compensation Committee Member
- Corporate Governance Committee Member
- Chairman of the Investment Committee
- Chief Executive Officer

Mr. Panom Ratanarat

- Director

Mr. Chaiwat Phithakraktham

- Director
- Executive committee Member
- Risk Management Committee Member
- Sustainable Development Committee Member
- Investment Committee Member



Mr. Pattarakit Techasikarn

- Independent Director
- Audit Committee Member

Mr. Priyong Teerasathain

- Independent Director
- Chairman of Corporate Governance Committee
- Nominating and Compensation Committee Member
- Risk Management Committee Member



Mr. Subhasiddhi Rakkasikorn

- Director

Ms. Saowanee Khaubol

- Director

Mr. Somkit Likitparinya

- Director



Business Operation and Operating Results

1. Organizational structure and operation of the group of companies
2. Risk management
3. Business sustainability development
4. Management discussion and analysis (MD&A)
5. General information and other material facts

1. Structure and Operations of the Group

One to One Contacts Public Company Limited (“the Company”) was established on August 7, 2000, with an initial registered capital of 20,000,000 baht. The major shareholder is Samart Corporation Public Company Limited. Year 2013 the Company changed to a limited company is a public company and was listed on the Market for Alternative Investment (MAI) on May 15, 2014. At the end of 2020, there was a change in the major shareholder structure as a result, the Company is not a subsidiary of Samart Corporation Plc. ,effective from 9 December 2020. However, it does not affect or change the core business structure in any way. Year 2021, the Company has increased the registered capital to 840,000,000 baht, which is the paid-up capital of 559,999,995 baht.

The company operates as a service provider. Call Center and Customer Service Center It covers the following services:

- 1) Turnkey Total Solutions in Thailand
- 2) Outsourced customer service representative services, covering a complete management and recruitment of customer relation staff, including selection, training, providing hardware and software.
- 3) Outsourced customer management facility at the customer’s site
- 4) Contact Center Equipment Rental and Software Rental Service both ready-made software and Contact Center software that can adjust the work system to suit each business
- 5) Contact Center Maintenance Service

There are 3 subsidiaries of the Company as follows:

1. One to One Professional Company Limited

It was established in 2008 and currently has a paid-up registered capital of 5 million baht. It operates a service center for call centers and customer relations. And receive services as a management consultant for customer service personnel and customer database cleaning service debt collection business and training institutes.

2. One to One (Cambodia) Company Limited*

Founded in 2013 in Cambodia currently has a registered capital of USD 600,000, operates a call center and customer relationship service business. Design, development, and installation of a turnkey call center system in Cambodia. According to plans to expand business in CLMV countries (Cambodia, Laos, Myanmar, and Vietnam).

* Due to the performance of One to One (Cambodia) Co., Ltd. has been facing accumulated losses continuously. In addition, the management has evaluated future performance, competition conditions and situations such as the spread of the COVID-19 virus which very affects the business of One to One (Cambodia) Co., Ltd. The Board of Directors Meeting No. 13/21, held on November 10, 2021, therefore resolved to approve the closure. One to One (Cambodia) Co., Ltd. ended its operations on January 31, 2022.

Innohub Company Limited

Founded in 2018, the company currently has a paid-up registered capital of 50 million baht. And software development and providing digital service innovation development services and investing in other businesses.

1.1 Policy and business overview

The company operates a full-service customer relationship management business both digital and traditional by providing design, development, and installation of a one-stop customer service center system for public and private organizations. The company also offers contact center equipment rental and software rental services both ready-made software and Contact Center software that adapts the work system to suit the business of the organization. To provide customers with the most complete service under the concept “Total Customer Interaction Management Solutions.”

As many organizations are starting to focus on improving customer service to be more efficient. Providing a customer relationship center system requires specialized knowledge that requires system specialists to take care of it. The company is aware of the increasing demand in the service market. Therefore, there are various service formats flexible more responsive to the needs of service users from the former, which was a specialized service to comprehensive management and more diversified service channels.

However, due to the epidemic situation of Coronavirus-19 (Covid-19), all business sectors inevitably transform themselves into a digital society. Technology is being used in business operations so that it can continue to operate under crises. Make lifestyle or the behavior of consumers has changed to become the New Normal for almost every business need to be aware of the changes. The risk must be managed by looking from the external environment to the inside. To best manage the risk and adjust the business, although the company's outsourcing business has been affected by some projects customers have to cancel the service due to suspension or reduce the size of the service, which directly affects the performance of the company. Therefore, the company has changed its business structure to use more Digital Transformation technology, including changing the company's investment policy by expanding the scope of the company's business to other businesses that have the potential to compete to be in line with the behavior of consumers in the new era and increase the opportunity to generate more profits for the company.

The company operates the business by being certified for quality management according to international standards as follows:

ISO 9001: 2015 Quality Management System (QMS)	A standard to certify that the company has a quality management system (Quality management system) in every operation. To demonstrate the quality and good efficiency of the operations in the organization.
ISO 20000-1:2018 IT Service Management	A standard to certify that a company is managing IT services effectively.
ISO 27001: 2013 Information Security Management	Information Security Management Systems (ISMS) standards include the scope of standards covering the quality of management standards of various operations.
ISO 29110 Management Systems and Software Engineering	Standards that certify the quality of management or software products to develop software that is a systematic process according to international standards.
COPC Certificated Implementation Leader	Customer Operations Performance Center (Call Center)

1.1.1 Vision, Mission, Philosophy of Business and corporate values

The company holds a business plan meeting every year. To determine the direction of business operations and set monetary goals and non-monetary goals such as vision, mission, philosophy of business, and corporate values and propose to the Board of Directors for consideration and approval to proceed and communicate to employees as a common practice.

- **Vision**
To serve the needs of our customers to unlock the business opportunities and be responsible for our partners and stakeholders with accountability, morality, and sustainability.
- **Mission**
Focus fast delivers with world-class service by premium CX integrated with a seamless omni-channel platform to delight human touch beyond the customer expectation.

1.1.2 Major changes and development

2018
<ul style="list-style-type: none"> • The company received the “2018 Thailand Outsourced Contact Center Service Provider of the Year” award from Frost & Sullivan as a leading private organization in contact center business in Thailand for the sixth year in a row. • The Company was awarded “Asia’s Most Trusted Contact Center and Customer Management Services Company” as the “Most Trusted Contact Center in Asia and customer relations services” organized by International Brand Consulting Corporation, USA • The Company established a subsidiary named Inno Hub Company Limited to develop innovative digital services.
2019
<ul style="list-style-type: none"> • The Company received the “2019 Thailand Outsourced Contact Center Service Provider of the Year” award from Frost & Sullivan as a leading private organization in contact center business in Thailand for the 7th consecutive year. • One to One (Cambodia) Company Limited increased registered capital to USD 600,000. • The Company was certified for the renewal of ISO 27001:2013 Standard for Information Security Management on September 6, 2019.
2020
<ul style="list-style-type: none"> • The Company has changed the major shareholder structure. As a result, the Company is not a subsidiary of Smart Corporation Plc. From 9 December 2020 • One to One Professional Co., Ltd. increased the registered capital to 5,000,000 baht to operate the cleaning robot business. • The Company received the “2020 Thailand Outsourced Contact Center Service Provider of the Year” award from Frost & Sullivan as a leading private organization in contact center business in Thailand for the 8th consecutive year. • The Company received the “Asia’s Leading SMEs : Asia Corporate Excellence & Sustainability Awards 2020” from MORS Group • The Company received the “Thailand Sustainability Investment (THSI) 2020” from the Stock Exchange of Thailand.
2021
<ul style="list-style-type: none"> • July 27, 2021, the meeting of the Board of Directors No. 9/2021 resolved to approve Inno Hub Co., Ltd. (a subsidiary company) to invest in Insight Media Group Co., Ltd., which operates media production services and advertising in Thailand By purchasing 1,964,000 ordinary shares at a par value of 10 baht per share, the purchase value of this share is 5,000,000 baht. • August 25, 2021 Company, Inno Hub Company Limited (subsidiary company) increased registered capital to 10,000,000 baht (14 February 2022 increased registered capital to 50,000,000 baht) • September 9, 2021, the Board of Directors’ meeting No. 11/2021 resolved to approve the Company Invested in Hinsitsu (Thailand) Public Company Limited, which operates the business of producing silk screen nameplates, label stickers and supplying products according to the needs of customers for electrical appliances customers and electronic both at home and abroad by purchasing ordinary shares from the seller, Simat Technology Public Company Limited, which is the current shareholder of Hinsitsu, amounting to 100,000 shares with a par value of 100 baht per share or equivalent to 10 percent of the total shares. in Hinzitsu The total value of the purchase of shares in this time is 175,000,000 baht.

2021

- September 20, 2021, the Extraordinary General Meeting of Shareholders No. 1/2021 resolved to approve the increase of registered capital in the amount of 560,000,000 baht from the original registered capital of 280,000,000 baht to a new registered capital of 840,000,000 baht by issuing and offering new ordinary shares to shareholders and the issuance of OTO-W1 warrants to the existing shareholders in the ratio of 2 existing shares to 1 warrant.
- November 10, 2021, the Board of Directors Meeting No. 13/2021 resolved to approve Inno Hub Co., Ltd., a subsidiary in which the Company holds 100% of the total shares. Sale of ordinary shares in Insight Media Group Company Limited (“IMG”), which operates the business of providing advertising media production services in Thailand to HPS1 Property Company Limited (not a connected person of the Company), amounting to 1,964,000 shares at face value. Hold 10 baht per share, representing 67.72% of the total shares in IMG. The trading value is 6,000,000 baht. After the disposal of the investment in the subsidiary company, the Company and Inno Hub do not have any remaining shares held in IMG and IMG ceases to be a subsidiary of the Company, without affecting the operating results or the financial position of the company in any way.
- November 10, 2021, the Board of Directors Meeting No. 13/2021 approved the closure. One To One (Cambodia) Co., Ltd. (One To One (Cambodia) ended its operations on January 31, 2022, currently in the liquidation process)
- The company has been standardized “ISO 29110 Management Systems and Software Engineering”
- The Company received the “2021 Thailand Customer Experience Outsourcing Services Company of the Year” award as a private organization capable of driving business by providing excellent service to customers. It has been awarded by Frost & Sullivan for the ninth year in a row.
- The Company has been selected the “Thailand Sustainability Investment (THSI) Year 2021” award from the Stock Exchange of Thailand.

1.1.3 Objectives of fundraising

The Extraordinary General Meeting of Shareholders No. 1/21, held on September 20, 2021, passed a resolution approving the change in the purpose of using the proceeds received from the initial public offering (IPO) according to the registration statement. Specified in the prospectus as follows:

Objective as purpose of using the money (Old)	Objective as purpose of using the money (New)	Outstanding Balance as of 30 Jun 2021
Business Expansion in Domestically and Internationally	Expand investment in new potential businesses and/or as working capital in the business	148.29 million baht

As of December 31, 2021, the Company has fully utilized the remaining proceeds from the initial public offering (IPO) for the purpose of utilizing the proceeds.

The Extraordinary General Meeting of Shareholders No. 1/2021, held on September 20, 2021, resolved to approve the increase of registered capital by issuing and offering no more than 280,000,000 newly issued ordinary shares to the existing shareholders in the ratio of 1 existing ordinary share to 1 newly issued ordinary share. The offering price is 1 baht per share. The company has received a subscription for newly issued ordinary shares in the amount of 279,999,995 baht after deducting expenses. The company has a net balance of 277,049,995 baht.

Report on the use of proceeds received from the offering of newly issued ordinary shares to the existing shareholders as of December 31, 2021

Unit: Million Baht

Objective as purpose of using the money	Plan	Accumulated Use of Proceeds between 1 Jul -31 Dec 2021	Outstanding balance as of Dec 31 2021
1. Investing in other securities for business expansion	197.05	12.05	185.00
2. Financing the Company's liabilities	10.00	10.00	-
3. Work Capital	70.00	16.71	53.29
Total	277.05	38.76	238.29

1.1.4 The commitments that the Company has made in the registration statement for the offering of securities and /or conditions for applying for permission from the Office (if any) and/or conditions for listing securities of the SET (if any)

-None-

1.1.5 Name, location of Head office, type of business, company registration number, telephone, fax, company website Total number and types of shares sold

Company name	One to One Contacts Public Limited Company
Business type	Call center and Customer service
Company registration number	0107556000281
Head office location	99/9 Moo. 4 Software Park building 27 th floor Chaengwattana Rd. Klongklue, Pakkred, Nonthaburi 11120
Telephone	0 2685 0000
Website	www.onetoonecontacts.com
Registered Capital	840,000,000 THB (Eight hundred and forty million baht)
Divided into	840,000,000 share (Eight hundred and forty million shares)
Par value per share	1 THB per share
<u>Divided into</u>	
Ordinary shares	840,000,000 shares
Preferred shares	-None-
Paid-up Registered Capital	559,999,995 THB (Five hundred and fifty-nine million-nine hundred-nine thousand-nine thousand-nine hundred ninety-five baht)

1.2 Nature of business

One to One Contacts Public Company Limited divides the service business into 2 types as follows:

1) Outsourced Contact Center and Digital Management Solutions

The company has 3 main services centers providing management services in Thailand, supporting approximately 2,200 seats, and 1 overseas, where services can be expanded. to support the expansion of customer service. The service of call center and customer relations is divided into 4 types as follows:

1.1) Fully Outsourced Contact Center Management Service

The company provides services for organizations that need to manage their customers through the Contact Center or Customer Management Center without having to invest in setting up the system themselves, which can reduce operating costs by using a full-service Outsourced Contact Center or

Customer Management Center. It offers customer relationship management services covering the business cycle, including short-term and long-term projects and special activities such as marketing and sales promotions. Selling products or services over the phone Customer Service and after-sales service Retaining and building customer loyalty and satisfaction surveys for both internal and external customers, etc.

In this full-service customer relationship center management service. The company will manage the information service or a full-service call center for customers instead. Where the company prepares the location, telephone system, computer system, both Hardware and Software Application, and customer relations officers (Customer Service Representative) as well as supervisors. Quality inspectors provide all by using the company's Contact Center / Customer Management Center to provide services in various fields. There is a system that supports service in a variety of channels, including service via telephone (Voice) through other channels (Non-Voice) such as web chat, email, social media, and through the Digital Services Platform (Self-Services).) such as mobile applications. By providing services in all three channels above, the company has developed a connection to provide services of the Omni channel platform for continuous service (Seamless Experiences) through modern technology.

The company has developed products and digital services to customers To meet the needs of customers in the digital era, such as Web Admin, Chatbot, Digital Survey, and Social CRM, etc., the company provides Chatbot service, providing information on products or services, responding automatically to users. Through both Voice Bot and Text (Chatbot) and support trading, coordination This service reduces the time. and operating costs for customers through various channels such as web chat, Facebook messenger, as well as collecting user data by connecting with CRM for future service development.

1.2) Outsourced Contact Center Facility

The company provides information center systems and equipment for organizations that do not want to invest in installing the system themselves. It helps organizations to have a standardized customer relationship center without having to invest themselves. This is to alleviate the burden of investment costs and create flexibility inefficient management. The service is divided into 6 types as follows:

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
6. The service combines modern technology (Hybrid Contact Center Solution) to support transform or respond to the era where technology is in the process of changing.

1.3) Outsourced Customer Service Representative

The company offers outsourced customer service representative 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.

1.4) 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.

In 2021, the company has introduced technology that can meet the service in the form of a Self-services platform to provide more services. The company has developed software and designed robotic process automation (RPA) processes to help reduce repetitive work time Increase work efficiency and reduce costs. The company has begun to develop and apply to various departments in the organization to help increase work efficiency. This allows employees to focus on the work that includes the HR department, Finance department, Marketing department, etc.

In addition, the company has also developed a visual inspection and processing system to assist with more sophisticated sorting inspection tasks, including the inspection of goods in the warehouse to meet the specified criteria with photos and it is processed to improve further work. And the company also provides a mobile application help desk to manage work processes so that work can be tracked at every step. Which is suitable for the type of work, repair notification, or spare parts disbursement.

2.1.1 Structure of Revenue

Type of revenues	2019		2020		2021	
	MB	%	MB	%	MB	%
1. Revenue from sales and contract work						
1.1 Turnkey Total Solutions	11.77	1.56	39.57	5.83	37.20	6.23
Subtotal	11.77	1.56	39.57	5.83	37.20	6.23
2. Revenue from services						
2.1 Fully Outsourced Contact Center Management Service	527.51	69.75	408.85	60.23	368.27	61.64
2.2 Outsourced Contact Center Facility	11.09	1.47	12.72	1.87	25.77	4.31
2.3 Outsourced Customer Service Representative	181.77	24.03	178.91	26.36	149.72	25.06
2.4 Maintenance Service	24.15	3.19	38.78	5.71	16.46	2.76
Subtotal	744.52	98.44	639.26	94.17	560.22	93.77
Grand Total	756.29	100.00	678.83	100.00	597.42	100.00

2.1.2 Product information

(1) Product characteristics and innovation development

One to One Contacts Public Company Limited, operates outsourced contact center service, which consists of outsourced contact center and customer management services and design, development, and installation of central systems. Turnkey Total Solutions is designed and installed with modern technology systems that can support contact from many channels with customer relations officers who provide information services The company can prepare a work report with various information. of service users and details of various operations to customers after completion of work in addition, customers can check operational reports from the Online Web Report system at any time. The company divides its service business into 2 types as follows:

1. Outsourced Contact Center and Customer Management Services

The company provides three main sites of contact center and customer management service to support the service with over 2,200 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 4 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.

The Company has developed many digital products and services such as Web Admin, Chatbot, Digital Survey and Social CRM in order to satisfy customer's needs in digital era. The Company has just launched chatbot service called "chatone" which provide information for products and services, interact with customers, and support sales coordination. This service saves both customer's time and operation cost through various channels, such as web chat, facebook messenger. There is also a system used for customer data gathering by linking with the CRM to develop the quality of our services even further.

1.2 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 6 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
6. The service combines modern technology (Hybrid Contact Center Solution) to support transform or respond to the era where technology is in the process of changing.

1.3 Outsourced Customer Service Representative

The company offers outsourced customer service representative 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.

1.4 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.

In 2020, the Company had adopted technology that can respond to the service in form of self-services platform to provide more services. The Company has developed software and designed a robotic process automation (RPA) to reduce the time of repetitive work, increase work efficiency and reduce costs. Moreover, the Company developed Object Detection Service, to verify complex products arrangement, it covers the inspection of goods in the warehouse in accordance with criteria with photos and be processed to improve work. In additional the Company also provided Helpmate, mobile application helpdesk to manage work process. It is able to track process of work in every steps. It suites for the notification of repair or spare parts issue.

(2) Marketing and Competition

1) Competitive Strategy of the Company

Throughout the past year, the Coronavirus Disease 2019 (COVID-19) epidemic situation remains the main cause that affects the Company's operations both directly and indirectly due to the Company's affected customers. affected by the epidemic as well. causing some projects to cancel the service or reduce the size of the service as well as changing behavior in life to a New Normal way of life and relying more on technology. Therefore, the company has to adjust the service. by bringing technology and selecting a partner that is suitable for the company's business in order to be able to provide services with efficiency, speed, and responsiveness to the behavior of today's consumers.

In the past year, the group has developed technology and a platform that can connect with customers' businesses in all channels, both offline and online, as follows:

- AR Technology : The company has developed an AR system to be applied to develop products and services in the Covid era. Make shopping online easier. Such as product viewing, product testing, and virtual reality through VR/AR technology can help stimulate interest and help in making better purchasing decisions. Help increase sales for the business

- Mobile application help desk is a mobile application to manage work processes for service recipients to follow up on every step of the process. can control service standards which can create satisfaction with service recipients It is a service that is suitable for the type of repair notification. or spare parts disbursement.

2) Target customers

The service business continues to focus on creating a customer experience that will create satisfaction in service. Therefore, the target customer group of the Company is still a business group that wishes to manage customer relations and information services. and does not set up its customer service center Therefore, the Company's customers are government agencies, state enterprises, and private sectors. The Company's main customers in the private sector are still airlines, banking groups, insurance companies and retail groups

The company can categorize its customers into groups as follows:

Customers	2020		2021	
	Million THB	%	Million THB	%
1. Outsourced Contact Centre and Customer Management Services	639.3	94.2	560.5	93.8
Government and State Enterprises	343.1	50.6	236.9	39.7
Private company	296.2	43.6	323.6	54.2
2. Fully Outsourced Contact Centre Management Service	39.6	5.8	36.9	6.2
Government and State Enterprises	32.2	4.7	26.2	4.4
Private company	7.4	1.1	10.7	1.8
Total	678.9	100.0	597.4	100.0
Government and State Enterprises	375.3	55.3	263.0	44.0
Private company	303.6	44.7	334.4	56.0

3) Pricing policy

The company will consider the main cost consisting of

- **Equipment systems and service locations**

The Company considers the appropriate usage patterns in providing services to each customer and contacts the vendor of the system and/or equipment to consider the suitability of the system and the price to get the right price. In addition, the company will consider the suitability of the location of the service to be able to support the needs of the customers. To provide additional locations the company will mainly consider the cost of renting the premises. However, the company has flexibility in finding a place, because the Contact Center service can be provided from any location if the system is fully equipped.

Customer service officers are a key factor in providing services. The company will consider the needs of customers such as the number of calls that must be received per day, service quality, characteristics of the staff to serve, and the appropriate number of officers. The Human resources cost calculation includes wage rates and other welfare.

- **Management**

The company will consider the cost of management following the Service Level Agreement (SLA) and the level of service quality. Services with high SLAs and service quality levels are also subject to high rates. Because it requires a system and skill of customer service agent with special knowledge and experience.

- **Development of related software**

The company will develop software according to the needs of customers to be consistent with the service operations in various projects. The capabilities of each type of software will vary in price. If the customer has a high or complex software requirement. The company will consider the cost of this increase is appropriate for the software and the project.

The company analyzes all operating costs to determine an optimal profit margin that can compete with the market and competitors and continue to offer service prices to customers.

4) **Contact Center industry business**

Contact Center Business at present, with the advancement of technology to play a role in the operation, the service of Contact Center has changed from the traditional service that is mainly used in voice service to Bringing technology to enhance service efficiency and shifting the service to more online media channels or mobile applications, which are channels that play a huge role in consumer behavior to meet the needs of customers At present, the Contact Center business has digital products and services as follows:

- Cloud Contact Center is the installation of a customer service center system that can provide services anywhere. Quick setup time have a reduced cost very flexible Able to reduce or expand the number of seats in service at any time.
- Voicebot & Chatbot is an automated communication and response system. Conversations through both audio and text. It is to provide information on products or services to interact with users. and support trading, coordinating appointments, booking, or changing promotions, etc. Contact Center businesses use this service to streamline the service process. shorten the time and operating costs for customers through various channels such as web chat, Facebook messenger, Line
- Omnichannel is a system that connects communication information across all channels of customer contact. It can provide a seamless and fully integrated service, providing immediate and continuous access to customer contact information.
- VDO Contact Center is a service contact center face to face with the staff to provide services. Allows customers to communicate with agents confidently. Able to express needs in a more elaborate form than with audio descriptions, for example, an agent can see the scene of an accident. or equipment items that customers want to help fix see documents that customers fill out and do not understand, etc.
- Providing information through Mobile Application, it must be accepted that nowadays communication through Mobile Application is a channel through which the Company can reach its customers. And can provide more customer information than before, such as the function of LINE Customer Connect, customers can use LINE to call staff anytime, anywhere without having to pay a phone fee. and can provide data transmission, photo, video, location to customers via LINE immediately during the conversation.

- **Competition trends and competitors in the current market**

Competition in Contact Center Business In the past, there was competition among the same operators who wanted to compete for market share. And is a large company because this business requires a relatively high investment in the Contact Center system, but at present, the technology that has been used in the Contact Center has developed more and has freeware for small jobs. and easier to use. As a result, the cost of doing the Contact Center business is not as high as in the past. As a result, there are more small entrepreneurs to compete in this business. The current competitive trend has many aspects as follows:

- **Technology**

At present, customers demand digital services with modern technology to create value for their business, causing Contact Center businesses to adjust their service by using technology to support efficient service delivery. And to be in line with customer behavior and can reduce operating costs in the long run. Entrepreneurs who can develop a variety of digital goods and services will have a competitive advantage. But when using technology, customers must choose technology that is suitable for each business service. For example, some service businesses that need to provide complex information, using AI instead of Contact Center, are still unable to satisfy customers. More than receiving services from people. But for businesses that provide simple information, such as real estate business, chatbots are used to transmit land purchase data, which makes it convenient and fast. and greatly reduce the operational process.

- **Partner**

Running a business that is self-sufficient in an age of rapidly changing technology can give businesses a limited time to adapt. Therefore, collaborating in business with partners with expertise in each field, such as the Contact Center system, specialized technology, and marketing channels will be able to build credibility in service quality and can facilitate the benefits of doing business together it is another way to expand the business in a short time and expand each other business.

- **Service and service channels**

Social media communication has now become an integral part of our lives. Therefore, Contact Center operators who adjust their services through social media or mobile applications will allow their businesses to reach the most customers. and can recognize the needs of service users directly which can be used to analyse the behaviour of service users in the future to continue to offer suitable products and services.

In addition, companies that can tailor the services that are suitable for each customer's business. to provide differentiated customer service and has its own uniqueness. This is another factor that is a competitive advantage.

- **Price**

The entry into the Contact Center business of small entrepreneurs tends to cause price competition. Because the aforementioned entrepreneurs are new entrepreneurs with no experience and lack of business understanding may not be able to calculate the cost of the service in full, therefore aiming to compete by reducing the price to get the job.

- **Service quality**

Contact center operators with competitive advantages must develop their employees' skills to be knowledgeable in using technology while with the development of service technology to achieve quality service. The quality of service comes from the use of modern technology. and the skills of employees who can work together effectively. The same operators who dominate the market will have a competitive advantage in this area due to their expertise. and have more experience. In addition, entrepreneurs who have been certified for product quality standards and services according to the ISO standard, which is a certification of service quality with clear indicators it is recognized as a competitive advantage as well.

- **Service satisfaction measurement**

The service business will focus on creating satisfaction in service, which is the creation of a customer experience (Customer Experience) to keep customers with the company as long as possible. The behaviour of service users in the digital age will expect that they must always have access to the service. and can react immediately with the speed of providing information. This will make customers very satisfied with the service. Therefore, most service businesses will choose Contact Center operators that have clear criteria for measuring customer satisfaction. and have a consistent measurement period to be able to analyse the results of the satisfaction measurement to improve service quality.

The company found that the satisfaction survey It is important to improve the service. The company has conducted a customer satisfaction survey. and customers every quarter and produce a summary of the survey results annually to use the results to improve and develop the Company's services to be efficient whether it is a matter of the system involved and the service of personnel. In addition, the satisfaction survey also makes customers of the company confident in the quality of service of the company and wishes to use the service center continuously. In 2021, the survey results Satisfaction is as follows:

(3) Procurement of products or services

1) Procurement of systems and equipment for Contact Center

The company has experience and expertise in managing and providing contact center services at international standards. And the company is ready to provide complete services in cooperation with leading partners who are specialized in providing technical services. advice and practicality This is categorized into different types of expertise based on the nature of specialization.

The company will consider selecting a system that is suitable for the features or nature of the service according to the needs of the customer. and consider the price comparison before offering details to customers for further consideration The same is true for the selection of system service providers. The Company will order equipment from vendors who offer the quality and functionality the Company needs at a reasonable price. However, at some point, the Company may place an order in advance. If during that period, the equipment that the company uses regularly has a price reduction. or can be purchased at a cheap price to reduce service costs.

2) Placement

For the case of outsourcing services for full customer service centers and services using the Contact Center system outside the premises. At present, the company has a total of 3 service locations, capable of serving approximately 2,200 seats. However, the location service is the choice of customers. The customer can choose to use the Company's existing premises or may offer a location where the customer wants the Company to improve the facility to be a call center.

3) Personnel recruitment

The selection of employees of the Company is divided into 2 parts, namely Contact Center personnel and support staff in other positions. The method of supply is as follows.

- **The professional personnel of Contact Center**

The company is open to recruiting Customer Service Representatives (Customer Service Representatives) regularly. All service personnel are required to pass a basic skills test and an interview with each company's staff and customers. To consider the qualifications to meet the requirements that have been set for each customer After receiving employees The company will train service skills. including product-related knowledge training Customer Service Programs and Processes, the use of the customer's production system before the service for 15-45 days depends on the nature of the service that the customer wants before the actual operation.

- **Back Office Staff**

The company has recruited support staff. The company announced the job through the company website. Advertising and public relations on various social media and public relations within the organization including collaborating with a network of educational institutions in recruiting

(4) Assets used in business

- **Main assets used by the Company and its subsidiaries to operate the business**

1) Fixed assets

Details of the company's fixed assets used in important business can be summarized as follows:

Unit: Million

Type/Nature of assets	Net book value as of		Nature of ownership	Obligation
	December 31 2564	December 31 2563		
Office supplies	9.20	9.06	Owner	None
Tools and equipment	11.41	25.97	Owner	None
Computer	3.97	7.99	Owner	None
Vehicle	-	-	Owner	None
Tools and equipment during installation	35.04	0.43	Owner	None
Total	59.62	43.45		

As of December 31, 2021, certain equipment items have been fully depreciated but are still in use. The book value before deduction of accumulated depreciation of such assets amounted to approximately 841 million baht (2020: 814 million baht).







2) Intangible assets

As of December 31, 2021, and December 31, 2020, the Company has intangible assets such as license fees for programs related to contact center services and computer software with a net book value of 28.43 million baht and 32.11 million baht or accounted for 2.8% and 4.6% of the Company's total assets, respectively.

3) Trademark

As of December 31, 2021, the Company owns the service marks as follows:

No.	Trademark	Service mark	Mark registration number	Protection period
1.		Category 38 Radio information transmission service and communication equipment, equipment rental and communication equipment	၂ 47696	26 June 2029
2.		Category 38 Radio information transmission service and communication equipment, equipment rental and communication equipment	၂ 47697	26 June 2029
3.		Category 36 Tele sales Insurance Agent Services	၂ 47698	26 June 2029
4.		Category 36 Tele sales Insurance Agent Services	၂ 47699	26 June 2029
5.		Category 37 Computer installation, repair, maintenance services	၂ 41723	27 September 2027
6.		Category 37 Computer installation, repair, maintenance services	၂ 41724	27 September 2027
7.		Category 37 Computer installation, repair, maintenance services	၂ 41726	27 September 2027
8.		Category 37 Computer installation, repair, maintenance services	၂ 41727	27 September 2027
9.		Category 37 Computer installation, repair, maintenance services	၂ 41728	27 September 2027
10.		Category 35 Business Management Services and Products distribution	၂ 39781	27 September 2027
11.		Category 38 Equipment rental and communication equipment	၂ 39782	27 September 2027
12.		Category 41 Provide training for employees both on-site and off-site service	၂ 39780	27 September 2027
13.		Category 41 Provide training for employees both on-site and off-site service	၂ 39778	27 September 2027

No.	Trademark	Service mark	Mark registration number	Protection period
14.		Category 37 Computer installation, repair, maintenance services	U 41725	27 September 2027
15.		Category 38,42 Telecommunication information service, Provide services according to the needs of individuals and society.	201101540	12 June 2027
16.		Category 42 List of goods/services, Information of Technology Technical Services, Computer Program Technical Services	201114861	19 November 2028
17.		Category 38 Product/Service list communicate through chatting channel on the Internet, online communication	201114862	19 November 2028
18.		Category 42 List of goods/services, Information of Technology Technical Services, Computer Program Technical Services	201114863	19 November 2028
19.		Category 38 Product/Service list communicate through chatting channel on the Internet, online communication	201114864	19 November 2028

4) Important contract

Office building lease agreement

As of December 31, 2021, the Company has a building lease agreement. The details are as follows.

No.	Location	Counterparties	Contract period	Contract expiration date
1.	Software Park building, 27 th Floor	VILAILUCK INTERNATIONAL HOLDING COMPANY LIMITED	2 Years	30 April 2023
2.	Software Park building, 10 th Floor	National Science and Technology Development Agency (Software Park building)	3 Years	31 July 2024
3.	Software Park building, 6 th Floor (Zone F,G-2,H-2,I)	National Science and Technology Development Agency (Software Park building)	2 Years 11 Months	31 July 2024
4.	Software Park building, 12 th Floor (Zone B,C,E,F,G)	National Science and Technology Development Agency (Software Park building)	2 Years 11 Months	31 July 2024
5.	Software Park building, 12 th J Floor	National Science and Technology Development Agency (Software Park building)	2 Years 10 Months 16 Days	31 July 2024
6.	Software Park building, 12 th I Floor	National Science and Technology Development Agency (Software Park building)	2 Years 9 Months 16 Days	31 July 2024

No.	Location	Counterparties	Contract period	Contract expiration date
7.	SAMART Engineering building (Rangsit)	SAMART corporation public company limited	1 Year	31 July 2022
8.	Thai Sri building	Palangmit Transport Co., Ltd.	3 Years	30 September 2024
9.	Regent house building	Rajdamri building company limited	3 Years	15 May 2024
10.	Buriram castle	SIVA BANA company limited	3 Years	31 December 2023

- Recommendations in Principles and Associated Companies**

The company has the policy to invest in businesses with high growth prospects. Have a certain income and has a level of risk that is appropriate for the return on investment. However, the approval of such investment must be following the Notification of the Capital Market Supervisory Board, Re: Criteria for Significant Transactions Qualifying as Acquisition and Disposal of Assets. And the announcement of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets BE 2547, in which the Company will determine the management policy as well as sending representatives to join as directors in proportion to their shareholding and attend the meeting as a shareholder. The Company's representative has to vote at the meeting under the guidelines or directions considered by the Board of Directors.

- Information about the asset being appraised and appraised price**

The Company and the subsidiaries do not have any asset appraisals during the year 2021.

- Projects that have not yet been delivered**

-None-

1.3 Shareholding Structure of the Group

1.3.1 Shareholding Structure of the Group



Note: One to One (Cambodia) Company Limited ended its operations on January 31, 2022 (currently in the process of liquidation)

General Information of the subsidiary

No.	Company name	Business type	Capital registered	Ordinary share issued (shares)	All shares held by the company	
					Shares amount	%
1.	One to One Professional Company Limited 99/9 Moo. 4 Software Park building 27 th floor Chaengwattana Rd. Klongklue, Pakkred, Nonthaburi 11120 Tel. 0-2685-0000	Provide personnel management consulting services personnel recruitment and call center and customer relations businesses cleaning service debt collection business and training institutions	5.0 Million baht	500,000	499,997	99.99
2.	Innohub Company Limited 99/9 Moo. 4 Software Park building 27 th floor Chaengwattana Rd. Klongklue, Pakkred, Nonthaburi 11120 Tel. 0-2685-0000	Provide research services, software development and digital innovation development services	50.0 Million baht	300,000	299,997	99.99
3.	One to One (Cambodia) Company Limited 18-E4, 4 th 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	Provide call center and customer relations services and installation of a turnkey call center system Service in Cambodia	600,000 USD	120,000	120,000	100

1.3.1 Persons who may have conflicts of interest hold shares in subsidiaries or associated companies in aggregate more than 10 percent of the number of shares with voting rights

-None-

1.3.2 Relationship with the group of major shareholders

-None-

1.3.3 Shareholders

The list of the first 10 major shareholders of the Company as of February 28, 2022, are as follows:

No.	Shareholders	Share amount (shares)	Shareholding (Percent)
1.	Major shareholders ¹⁾	268,069,487	47.88
	- Mr. Boon-aeue Chitthanom	140,089,487	25.02
	- Mr. Nattapong Seetavorarat	92,000,000	16.43
	- Mr. Virat Anurakpuitti	11,980,000	2.14
	- Ms. Kanokrat Wongpapairoj	24,000,000	4.29
2.	Mr. Pinyo Rukaphanmethee	42,038,800	7.51
3.	Ms. Kittiya Utokyota	35,619,200	6.36
4.	MR. Sathaporn Phothong	29,516,600	5.27
5.	Mr. Kajonsit Singsansern	14,000,000	2.50
6.	Mr. Boonlerd lewpornchai	13,195,000	2.36
7.	Mr. Apisit Honglawan	12,715,000	2.27
8.	Ms. Sumitra Rathanapuchpong	10,000,000	1.79
9.	UOB KAY HIAN PRIVATE LIMITED	10,000,000	1.79
10.	Mrs. Nawaporn Rattanachaikanon	6,696,800	1.20
	10 Major shareholders	441,850,887	78.90
	Minority shareholder	118,149,108	21.10
	Total	559,999,995	100.00

Note: Information from Thailand Securities Depository Co., Ltd. as of February 28, 2022

¹⁾ Mr. Boon-aeue Chitthanom, Mr. Nattapong Seetavorarat, Mr. Virat Anurakpuitti and Ms. Kanokrat Wongpapairoj as a group acting in concert according to the announcement with the subject defining a relationship or behaviour that characterizes an action with another person and compliance with Section 246 and Section 247.

1.4 Registered capital/Paid-up capital/No. of shares

The company has a registered capital of 840,000,000 baht, divided into 840,000,000 ordinary shares with a par value of 1 baht per share. Paid-up registered capital 559,999,995 baht. Listed on the Market for Alternative Investment (MAI) on May 15, 2014.

1.5 Issuance of other securities

The Company has issued warrants OTO-W1 in the amount not exceeding 280,000,000 units to the existing shareholders of the company. According to shareholding proportion (Rights Offering) free of charge at the allocation ratio of 2 existing ordinary shares to 1 unit of warrants OTO-W1 according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/21, dated September 20, 2021, with details of warrants OTO-W1 in summary as follows:

<u>Number of warrants</u>	279,998,669 Units
<u>Number of shares that can be exercised</u>	279,998,669 Shares
<u>Warrant allocation</u>	Allocated to the existing shareholders of the company following their respective shareholdings (rights offering) in the ratio of 2 existing ordinary shares per 1 unit of OTO-W1 warrants according to the list of shareholders entitled to be allocated OTO-W1 warrants (record Date) as of November 22, 2021.

Exercise of rights under warrants

1. Schedule for the purchase of newly issued ordinary shares

Warrant holders of OTO-W1 can exercise their rights under the warrants 2 times on the date the OTO-W1 warrants expire 1 year and 6 months, which is on May 31, 2023, and the maturity date of the warrants. 3 years from the date of issuance of the warrants, which falls on November 29, 2024 (Due to Saturday, November 30, 2024, falls on a holiday)

2. Exercise of rights to purchase newly issued ordinary shares

Warrant holders OTO-W1 can exercise their right to purchase all or part of the ordinary shares for warrants OTO-W1 remaining and not exercised within the exercise date the Company will assume that the OTO-W warrant holder does not want to exercise the right under the said OTO-W1 warrant and it shall be deemed that the OTO-W1 warrant is invalid without exercise.

3. Period for notifying the intention to exercise the right

Warrant holders OTO-W1 who wish to exercise the right to purchase the Company's ordinary shares Must notify the intention to continue the company between 8.30 a.m. and 4.00 p.m. on every business day of the Company within 5 business days before each exercise date. If the exercise date falls on the Company's holiday Such exercise date shall be postponed to the last business day before the date of such exercise date. except for the last exercise of intent Must express their intention to exercise their rights not less than 15 days before the last exercise date.

1.6 Dividend policy

Company Policy

The company has the policy to pay dividends to shareholders at the rate of not less than 50 percent of the company's net profit after deducting various reserves. All types as stipulated in the Company's Articles of Association and by law. However, the dividend payment will depend on the investment plan and the expansion of the company's business, including the necessity and other suitability in the future.

In addition, the consideration of dividend payment from profits arising from the disposal of investments or fixed assets incurred in the Company or its subsidiaries is at the discretion of the management and the Board of Directors whether to pay dividends or not and how much. It will be considered from the company's investment and business expansion plans. Including the necessity and other suitability in the future.

Subsidiary Policy

The dividend payment policy of the subsidiary is at the discretion of the management and the Board of Directors whether to pay dividends or not and how much It will be considered from the company's investment and business expansion plans. Including the necessity and other appropriateness in the future by adhering to and complying with the same policy as the Company.

2. Risk Management

2.1 Policy & Risk Management Plan

The Board of Directors appoints the Risk Management Committee. It consists of at least 3 members chosen from a number of directors of the company. The Board of Directors will consider appointing qualified members to be the Chairman of the Risk Management Committee. There is a meeting of the Risk Management Committee to consider new risks that may arise. Also, review the existing risk level that has already been set at least twice a year.

In this regard, the Company has established a policy for risk management and are regularly reviewed to keep up with the changing economic and political situations. The policy for managing risks has included measures in the prevention and management of risks. The Risk Management Committee keep monitoring as following items:

1. Consider the risk management plan and the organizational risk that the management has assessed and rated the risk level. Including considering the impact to be at an acceptable level or reduce the likelihood that it will happen in the future. To ensure that the risk management plan is consistent with the Company's business plans and goals.
2. Follow up and review the implementation of the risk management plan set by the management. This ensures that the company has a systematic and efficient risk management.
3. Review the Risk Management Committee Charter to ensure that it is appropriately consistent with the current situation.

Risk Management Committee is certain that the company is continuous and systematic risk management including proceeding with caution, prudence and efficiency. This will result in the company's business operations achieve the goals.

2.2 Organizational Risk

1. Risk of Competition and economic conditions

The company may be exposed to regional competition risks whenever competitors are large companies in neighboring countries or other countries may enter the market in Thailand causing more competitors and may lose worker in the business to competitors. This will cause the company to have higher cost of training and staff development. Also, may have salary costs and higher compensation for employees. In addition, if the customer that the company currently serves, there is a parent company that the competitor has already served. The Company's customers may change to use the service with the same service provider as the parent company.

The company believes that the services are of internationally accepted standards and able to meet the needs of customers very well, which is a very important factor that makes customers realize the benefits. The company provides services that are internationally accepted standards. Including a variety of services to divide the risk and gives the company the ability to compete and be able to make profits in the changing economic conditions.

2. Risk of technology changed

The change in current technology has made the behavior of consumers change even more towards the digital age. There will be more demand for non-voice or self-service if the company is unable to adjust the service to support technology and change in consumer behavior. This may affect the service, not meeting the requirements and there is a greater risk of losing customers.

Therefore, the company has adjusted the service to meet the needs of consumers by focusing on providing non-voice services, social media communication (Social Media) and software development to support the

change of various technologies. According to customer requirements including providing cleaning services with modern robots to reduce costs and increase operational efficiency for customers. The Company has organized training courses to develop employees to be able to provide both Voice & Non-Voice Service effectively and can create an impression of service to customers continuously.

3. Risk of employee turnover who has skill & experience with contact center

Company's business need employee with Communication & Service skills and the management of many interpersonal relationships. In addition to providing customer service in some projects Customer Relations Officer will require specialized skills and knowledge. The company focuses on employee development in training to continuously enhance skills to be able to serve customers in accordance with operational standards. Therefore, the loss of experienced employee, this is a reason to affect abilities and skills go away. Also, may affect the manpower in the service causing the company to have a high cost of personnel management including the company takes time to develop new replacement employee to be able to replace the resigned employee.

The company has measures to reduce the risk of loss of important employee by planning the rate of reserve employee to support the turnover rate. In order not to affect business operations including wage measures competitive levels of compensation and benefits, and career growth plans are in place to provide incentives to work and reduce the risk of employee turnover.

4. Risk of Covid-19

The Covid-19 epidemic situation has affected all business sectors unable to operate or provide services as usual and some businesses have to interrupt their operations which affects employment. The Company is one of the businesses that are directly and indirectly affected, but the Company has prepared an emergency plan every year, a backup site has been set up in operation (DR site), and the Company has organized a project Work Anywhere, allowing Agent staff to work on-site previously. Therefore, the company can manage the incident in a time and set measures to prevent the spread of Covid-19 and has set guidelines for Back Office employees to be able to work from home (Work from Home) to reduce the spread of the disease and take into account the safety of employees.

In addition, the company has developed a Business Continuity Plan (BCP) and working group to mitigate the impact of a severe epidemic emergency. Employees are unable to perform duties at the Company's office but still able to provide continuous customer service and operations within the company continue to operate efficiently.

5. Risk of Climate Change

Climate change risks are a risk to business growth it is imperative that businesses be aware of climate risks, and an important issue to consider is the impact of the risks and how businesses can adapt & continue to grow under this risk, companies are focusing on climate change and minimizing their impact. The company itself needs to do it step by step with understanding with risk assessment, including the likelihood of impacts which is an important element that can help reduce such problems.

Climate risk needs to be included as a financial risk because it can affect business models for long term cash flow and profitability it also affects the valuation of assets and business value as well. The organization's awareness of the risks and opportunities of climate change through financial reporting, this will allow the organization to allocate funds more efficiently to reduce risks build capacity and increase the financial stability of the organization.

As a result, the company needs to prepare an adaptation plan, find ways to develop and implement a risk assessment in the context of climate change. This can be used to highlight current and future climate change risks, for example to reduce the use of paper in some unnecessary processes and use of energy-saving technologies in various forms used in the data analysis process.

3. Sustainable Business Development

3.1 Sustainable Development Policies and Goals

One To One Contacts Public Company Limited places great importance on running the business with a deep sense of social responsibility, responsibility to the environment and upholding good corporate governance for the sustainability of the business and society as a whole. Moreover, in addition to the ongoing CSR activities such as, promoting innovation, charity events and donations, the Company has made a genuine effort and proceeded to establish a working group on social and environmental responsibility for the sustainability of the business. The Board of Directors approved to establish the Sustainability Development Committee (SD Committee), the quorum consists of directors, company executives and/or qualified candidates to define policies and actions plans for sustainable development that are consistent with the Company’s operations with regard to the economic, society and the environment. As well as, promoting and supporting the activities of the Company, including supervising, reviewing and monitoring the operations, assessing the effectiveness of policy implementation and reporting the results to the Board of Directors. Furthermore, in order to achieve sustainable business development, the Board of Directors has approved sustainable development policies to act as guidelines for the Board of Directors, company executives and employees to adhere to, as follows:

Sustainable Development Policies

- 1) Conduct business on the basis of good cooperate governance, being socially and environmentally responsible, and conduct activities related to sustainable development by taking into account the benefits to all stakeholders.
- 2) Create a corporate culture that encourages all employees to be conscious of their work decisions, a volunteer spirit and the willingness to devote the effort and time for the benefits of the community.
- 3) Promote and educate company employees to be knowledgeable on the guidelines for sustainable development and being socially and environmentally responsible.
- 4) Encourage and promote projects and activities related to sustainable development, environmental and social responsibility.

3.2 Managing the impacts and effects on stakeholders in the business value chain (Value Chain)

To achieve sustainable development, the company is managed according to the principles of good corporate governance, taking into account all stakeholders and reviewed and prioritized the sustainable development issues to take appropriate actions. The policies and action plans taken for the benefit of stakeholders are listed as follows:

Stakeholder	Policies and Strategies
Customers	Develop contemporary product and services of high quality with a fair price to meet the diverse demands of the consumer, as well as, strengthen and maintain a positive relationship between the Company and customers.
Employees	Respect the personal rights of employees, fair employment practices, develop employees’ knowledge and skills, provision of in-house and external training and education. Look after the occupational safety, health and hygiene of the employees and provide appropriate welfare.
Trade Partners	Systematically provide goods and services with the highest standards based on trading conditions, the contract and business ethics.
Shareholders	Conduct business in accordance with the principles of good corporate governance and equitable treatment for the highest benefits of shareholders.
Creditors	Strictly follow the agreements or any specific conditions agreed beforehand.

Stakeholder	Policies and Strategies
Society and Communities	Provide support, build and strengthen relationships, cooperate in sustainable community development. Cultivate an ethical conscience among the employees of the company to realize the responsibility to the society and community through communication and internal activities.
Environment	Conduct business with deliberation for environmental conservation and safety standards. Promote activities preserving nature and campaigns to conserve natural resources, developing knowledge and training to employees regarding environmental conversation.
Competitors	Conduct all business affairs adhering to fair competition rules and promote free trade.

3.3 Environmental Sustainability Management

3.3.1 Environmental Policies and Practices

The Company realizes its duties and responsibilities towards the environment. Adhering to the following principles:

- 1) Conduct business with deliberation for environmental conservation and adhering to safety management standards. Upholding the values of being a good and responsible citizen, compliance with the rules and regulations.
- 2) Social responsibility in the management and use of resources, raw materials, financial capital, human resources and energy.
- 3) Promote activities preserving nature and campaigns to conserve natural resources.

The Company has policies to promote knowledge and training for employees within the company on environmental issues to instill the conscience and performance of duties adhering to values in environmental responsibility.

- 1) The Company raises awareness for the conservation of the environment and natural resources through activities that employees have to consistently participate in.
- 2) The Company supports environmental conservation to society and various organizations, as well as, distribute information about environmental conservation to create a positive image about the Company's environmental sustainability management.
- 3) The Company has a policy to encourage and instill environmental responsibility among employees, to raise awareness on the importance of caring for the environment by providing continuous training and knowledge to support creating an effective environmental management system.

3.3.2 Progress Report on Environmental Sustainability Management

In 2021, the company has conducted campaigns and raised awareness among employees on the sustainable use of resources and organized activities to promote environmental conservation as follows:

OTO Project - Reduce, Recycle, Reuse for the World We Love

The Company created the OTO Project to help reduce, recycle and reuse resources for our world. The Company recognizes the crucial issue of the increasing greenhouse gas emissions and therefore, has set up a campaign for the employees to take part in to reduce emissions of greenhouse gases. The activity starts close with employees taking measures to save water, electricity and separating waste before disposal, reusing, recycling, and by raising awareness and educating employees on the sustainable use of resources.



3.4 Sustainability Management in Social Dimensions

3.4.1 Policies and Guidelines

The Company operates its business strictly adhering to the 9 principles within the Sustainability Development Policies. As a result, the Company and its subsidiaries were not investigated or in the process of being investigated by any relevant authorities within the past year, and have not violated any rules and regulations under any circumstances.

The Company has established policies and guidelines on anti-corruption, the details can be viewed at 'Anti-Corruption, Corruption,' and to follow the action framework as the necessary steps to participate in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in the future. Concurrently, the Company also adheres to the sustainability development policies for listed companies of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The aforementioned policies cover various issues as follows:

- Political Neutrality and Political Contributions
- Donations and Grants
- Receiving and offering gifts, assets or any other benefits.

In addition, the Company has established guidelines for anti-corruption practices as follows:

- Risk Assessment and Risk Management Processes
- Prevention
- Training and communication against corrupt practices
- Reporting channels on corruption
- Supervise, monitor and evaluate the implementation of anti-corruption policies

The Company has provided a channel to receive suggestions and complaints, including the procedures and methods for "reporting information and the protection of whistleblowers." The Company disclosed the policies, the Company's ethical business manual, and the procedures to make reports are published on the company's website as www.onetoonecontacts.com.

Furthermore, to prevent corruption the Company has a system of internal control and risk management. Further details are listed in the "Internal Control, Risk Management, and Anti-Corruption" section.

3.4.2 Overall Operations in Social Dimensions

- **Corporate Respect for Human Rights**

The Company places importance on upholding the human rights, promote and respect individual rights, freedom and equality. The Company does not support discrimination in any shape or form, based on gender, social status, etc. and strongly prohibits child labor/forced labor.

The Company adheres to the human rights principles as a common practice. All employees shall not undertake any action or shall by no means support any action violating human rights. Moreover, the Company will raise awareness and knowledge on the human rights of each individual to the employees of the company to uphold and abide by, and has established policies to prevent an infringement of human rights as stated in the Business Ethics Manual to act as guidelines for compliance, as follows:

Personal rights and freedom:

- o Policies for the security and privacy of employee's personal information to be kept safe and secure, and shall not be sent or disclosed to unauthorized parties.
- o Disclosure or transfer of personal information only upon the owner's consent.
- o An individual may exercise his/her rights or liberties as long as it does not infringe upon the rights and liberties of others.

Equal treatment:

- o All employees must be treated equally and there shall not be any discrimination against race, nationality, language, religion, gender, age and education.
- o All employees must treat each other with respect and shall behave appropriately in accordance with the rules, regulations, Company culture and maintain a positive company image.
- o The Company gives employees the opportunity to showcase their abilities and their full potential. Consequently, the Company shall provide appropriate remuneration pursuant to the company's regulations and provide the opportunity for employees to further their education, as well as, short term and long term training courses.
- o Deliberation related to the hiring and judgment of performance must be accurate and fair.
- o In the process of working, employees must refrain from expressing opinions related to physical and mental differences, race, nationality, language, religion, gender, age, education or any matters that may lead to conflict.
- o Contribute to ensure a work environment free of oppression and injustice.
- o Employees must show respect and tolerance on each other's opinions.

- **Fair Labor Practices**

The Company took actions to create a safe and a hygienic workplace, implement employment conditions which adhere to the fundamental labor laws, continually enhance and develop the skills of employees to help employees achieve a better quality of life.

The Company recognizes that employees are the company's most valuable asset, and it is the most important factor in the company achieving its goals. The Company must respect and abide by the laws, moral and ethical principles to create a fair, sustainable, and peaceful society. Therefore, the Company provides fair care and equal treatment of employees, with regards to the opportunities, remuneration, the appointment, transfer, and proper welfare plans in various aspects as follows:

1. Company commits to and respect the employees' right to work in compliance with the human rights principles. Additional details are provided under the subject of "Corporate Governance," under the topic on "Business Ethics" in the item "Non-Violation of Human Rights Policy."
2. Established a "Compensation & Benefits Policy" factoring in employee motivation in performing their work and duties and establishing a fair and impartial system. An assessment and evaluation of employee remuneration or compensation, appropriate with the level of duties and responsibilities held, in line with the business and at a rate that is competitive or equivalent to other companies within the industry.

The Company is confident that the benefits and compensation policies are both compliant to the regulatory standards and are fair with regards to the standard market rates, nature of the work, short-term and long-term performance of the company and accounting for the ability of the company to provide remuneration, as well as, provide opportunities for employees to make suggestions about their work environment, where such suggestions or complaints will be taken seriously to make changes and create a healthy work environment and positive relationship between employees and the Company.

For employees' welfare, the Company provides life insurance policies for employees which covers all cases of illness, accident, and death. Including, annual health checks, provident fund for employees' stability, social security, and provision of loans in case of accident or illness, allowance in the case of the death of oneself or a family member and fitness and gym facilities. Additional details are provided under the subject, "Corporate Governance," under the topic of "7.5 Human Resources" in the item, "Employee Policies."

3. Establish a "safety and hygiene policy," whereby the company put in place policies and systems for the safety and hygiene of employees in compliance with the regulations, and taking appropriate measures to ensure the safety and hygiene of employees. In addition, the Company provides medical examinations, basic medical services (medicines, etc.), annual health checkups and policies for the enrichment of employee health, as follows:

- Provision of vaccinations against 4 strains of influenza at a special price for employees. Safety policies and practices, such as appointing safety officers, training and raising awareness about occupational safety and health within the working environment. Annual fire evacuation drills, fingerprint scanning systems to enter and exit company premises. Additional details are provided under the subject, “Corporate Governance,” under the topic of “Business Ethics” in the item, “Employee Policies.”
4. Establish “Human Resources Management and Development Policies,” by defining the strategies and policies focusing on increasing management efficiency and development of human resources to adapt to the business environment and technological changes in business operations. The details are listed as follows:
1. Human Resources Management Policy
 - o Manpower planning policy
 - o Recruitment and Selection Policy
 - o Performance Development Policy
 - o Human Resources Management and Development Information Systems Policy
 - o Remuneration and Benefits Policy
 - o Employee Relations and Engagement Policy
 - o Employee Innovation Advancement Policy
 2. Human Resources Development Policy
 - o Career Development Policy
 - o Employee Training and Development Policy
 - o Knowledge Development and Management
 - o Talent Management Policy and Succession Planning

Additional details regarding Human Resources Management and Development Policies are disclosed under the subject, “Management Structure,” under the topic, “Human Resources” in the item “Human Resources Management and Development Policies.”

- **Development of Employees’ Quality of Life**

The Company recognizes that employees are valuable and essential to an organization’s success. Therefore, the Company places huge importance on the development of employees’ quality of life and work-life balance. Throughout 2021, the Company has carried out various activities for employees to participate in and enjoy as follows:

1. **Happy Workplace**

The Company has organized activities observing various festivals for employees to participate in and enjoy, such as, ‘Fashion on Friday,’ which stipulates that there is a dress code that employees are suggested to dress to, and share the happiness throughout various festivals. Such as, Valentine’s Day, Songkran, Halloween, Christmas, Father’s Day, Mother’s Day, gift exchanging on New Year’s Day, and providing special deals for employees. These activities are designed to aid in the employees’ wellbeing and health.



2. Take care of employees through illness, accident, childbirth or loss of life

The Company took care of employees at all times, visiting employees experiencing illness, accidents or childbirth, and providing gifts and encouragement to employees. Including, expressing condolences to the employee and family members in case of loss of life.



3. Ordination Benefit

The company has supported the ordination of employees, supporting the ordination expenses and making merit alongside the employee.



4. Donation of COVID-19 Vaccine

The Company places importance on the health and wellbeing of its employees. Therefore, it provides COVID-19 vaccinations for all employees, free of charge.



5. "Club Mind Friend" Project

The Company organized, "Club Mind Friend" project for stressed employees to participate in and consult directly with a psychiatrist to receive advice, and help reduce anxiety or stress.



6. Activities To Help Society

The Company has organized activities to give back to society, donation of clothes to those facing difficulties, donating lotteries to raise money for those who are disabled to earn some money to make sandalwood flowers, donating calendars to be used for Braille and generate income for the visually impaired by organizing massages from the visually impaired.



7. Campaigns for COVID-19 Prevention Measures in the Company

The Company places huge importance on the prevention of the spread of COVID-19, and established measures to prevent of spread of the epidemic and raised awareness on the importance of building immunity.



8. Annual health checkup

The Company pays attention to the wellbeing and health of its employees and arranges an annual health checkup for the employees.



9. Best Performance Awards

The Company evaluated employees' performances and awarded those who excelled and received high performance scores.



10. Creating a good working environment

The Company has created a good and proper work environment, and believes that a good working environment will raise employee morale, raising motivation and efficiency.



11. Public Relations Channel

The Company has various public relations channels to distribute information, such as, Line: OTO Family, FB: OTO society, email and public relation forums. In addition, the Company has prepared a bulletin board to publicize commendations to make the employees proud.



- **Consumer Responsibility**

The Company places great importance on product development, providing quality service and safety.

The Company emphasizes on creating quality products and services, and believes in achieving consistent customer satisfaction and confidence. The Company has set consumer responsibility policies as follows:

- 1) Committed to procuring, developing and producing modern products and services that serve the customer's needs.
- 2) Provide high-quality products and services at a reasonable price.
- 3) Provide accurate information to customers without any exaggeration which may lead to misunderstandings on the quality, quantity, or condition of the product or service.
- 4) Formulate procedures for customers to inform about product issues or improper service, in order for the Company to prevent and solve problems effectively, promptly and use such information to improve products and services.
- 5) Provide efficient after-sales service to customers.
- 6) Maintain customer confidentiality and non-disclosure of customer information.
- 7) Support various activities to strengthen and maintain a good relationship between customers and the Company.

In addition, the Company conducts surveys at all loops - 360 degree: clients, business partners, and staff. We believe that service that comes from happy staff and supportive partners will lead to sustainable business operations.

- **Client:** The Company conducts customer satisfaction survey at least once a year, and survey customers who call to use end-user service on a monthly basis. We survey customers starting from the service point (touch point), sales process, installation, delivery of services and the after sales-sales service. Including, asking for customer’s opinions and suggestions for the continuous improvement of our service.
- **Business Partner:** The Company conducts a satisfaction survey at least once a year to inquire to business partners about the communication and coordination between the parties, payment of goods and service, commercial cooperation, etc.
- **Employee:** The Company conducts a satisfaction survey at least once a year, a questionnaire on the level of employee’s happiness to work at the company from various perspectives, i.e. financial such as remuneration, benefits and non-monetary such as gaining knowledge and skills, promotions, work environment, communication and management.

To measure the level of satisfaction, the Company uses a 1-5 satisfaction level scale and calculates the satisfaction of the most satisfied customers (top two boxes score). Additional details are disclosed under the subject, “Corporate Governance,” under the topic, “Business Ethics” in the item “Consumer Responsibility.”

- **Development of the Community and Society**

The Company realizes that its existence and success came with the support of the community and society. Therefore, the Company places great important on improving the quality of life and helping Thai communities and society prosper. Activities that have been carried out under the scope of developing the community and society are as follows:

- 1) Building a good relationship private and public organizations, and community leaders to coordinate and cooperate in sustainable and proper community development.
- 2) Provide buildings, materials, equipment and funding to oversee the development of living conditions and safety of the communities.
- 3) Fund raising and provision of necessities for victims of natural disasters.
- 4) To instill and raise awareness among employees on social, community and environmental responsibilities through communication and activities.

In 2021, the Company organized activities for creating social value, as follows:

- **Education Scholarships**

The Company provided scholarships at an undergraduate level at Buriram Rajabhat University, Buriram Province, for academically gifted students who lack the financial means to fund their studies. The Company awarded scholarships to 4 students, funding 14,000 baht for each student.



- **Old Calendar Donation Program**

The Company donated old, unused calendars to the Educational Technology Center for the Blind, Nonthaburi Province for use in the production of Braille print for the visually impaired.



- **Clothing and Accessories Donation Project**

The Company organized activities for employees and executives to participate in to donate clothes and necessities to the Mirror Foundation, to be donated to people in need across the country.



Satisfaction survey

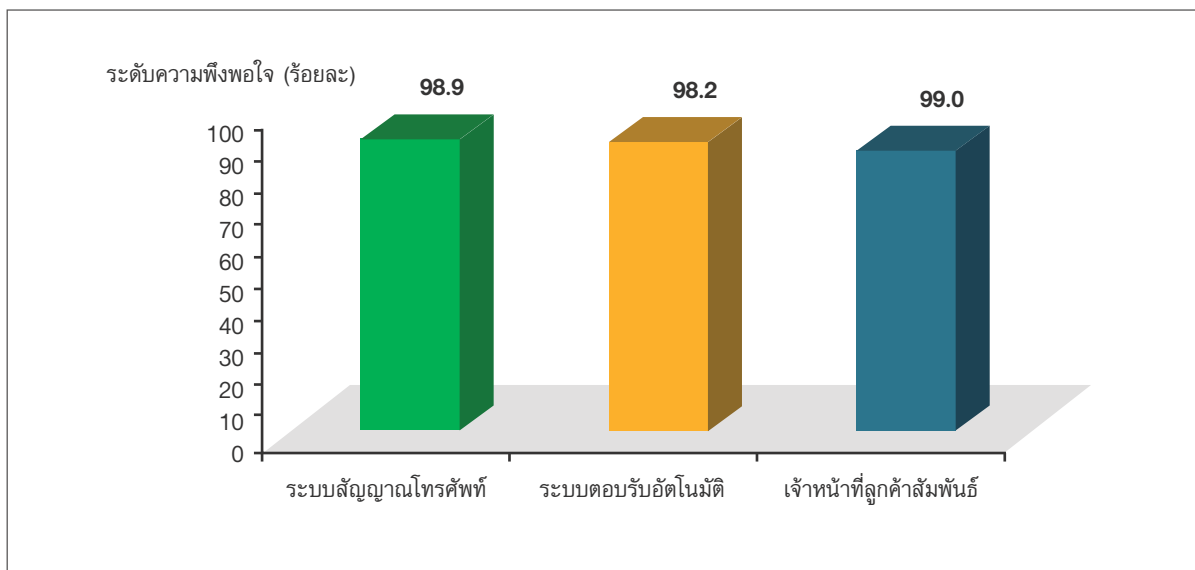
The Company has prioritized to survey the satisfaction of all related persons such as end users, clients and our employees. The Company recognized the satisfaction survey was the most important to improve services. The Company surveyed the satisfaction of end users and clients in every quarter, and prepared annual survey results summary. The survey resolution will be applied to improve the Company’s services effectively in terms of related systems and personnel’s services. In additional, the satisfaction surveyed also make our clients confident in the quality of services of the Company and need to use the outsourced contact center continuously. In 2021, the Company surveyed in three types of satisfaction as follows:

1. End Users satisfaction survey

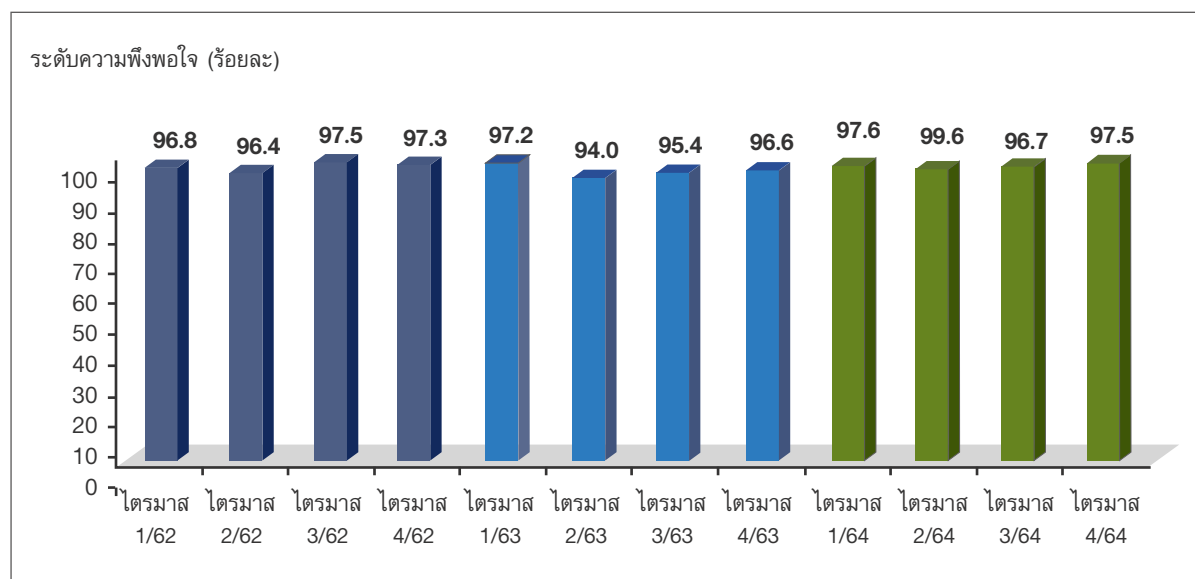
The Company surveyed the end users satisfaction of 5 projects in 3 main factors. The details were as follows:

1. Telephony System
 - Quality of Telephony System, clearly and stable signal
2. IVR System (Interactive Voice Recording)
 - Cleary of Voice
 - There are appropriate number of items and arranged items are easy to use
 - There are accurate and up to date information
3. Customer Service Representative (CSR)
 - CSR have good manners and enthusiastic in service.
 - CSR are able to provide accurate information and meet requirement of customers.
 - CSR are quick to answer the call and provide information.

In 2021, the results of the survey revealed that the end users satisfied with the telephony system was at 98.9 percent, the IVR system was at 98.2 percent, and customer service representative (CSR) was at 99 percent.

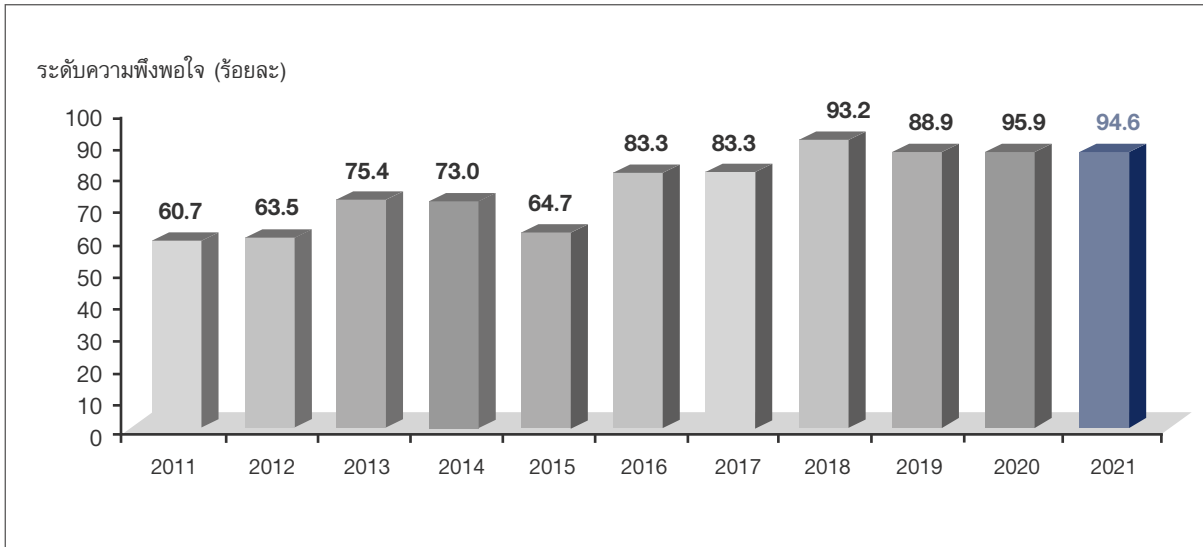


Moreover, in 2019-2021, the overall satisfaction level of the Company's services in each quarter was higher than 90 percent, which in the 4th quarter of the year 2021, the average end users satisfaction level was as high as 99.5 percent



2. Clients satisfaction survey

The Company surveyed clients satisfaction of 56 projects in 5 topics covering the quality of customer service representative (CSR), quality of services, information accuracy and fast in service, report preparation and quality of system. In 2021, the level of clients satisfaction with Company's services was at 94.6 percent.

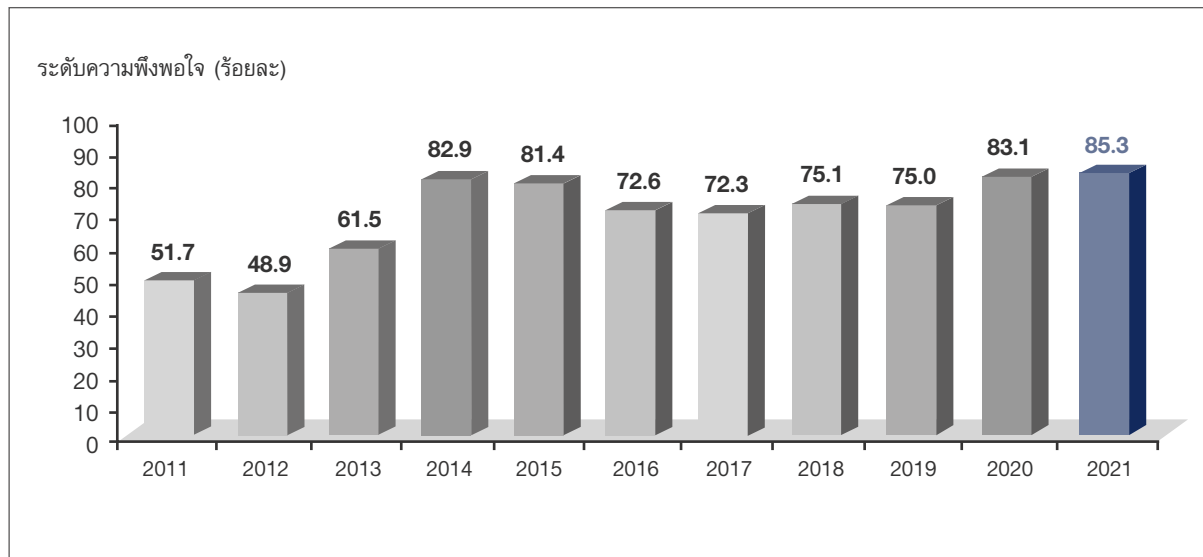


3. Employees satisfaction survey

The Company surveyed 811 employees satisfaction by 360-degree survey on the following topics:

- Division had defined objectives and targets of work
- Employees had capacity to do assignment and improve knowledge. Their jobs were valuable contribution to the organization and employees had career path.
- Supervisors were taking care, hearing opinion and paying compliment to employees
- Colleagues had cooperation and friendship
- Company provided equipment supply and facilities.

The results of satisfaction survey, employees satisfied to work with the Company, was good. In 2021, the level of employees satisfaction was at 85.3 percent which was increased from the previous year.



4. Management Discussion and Analysis

Business Overview

Business overview of One to One Contacts Public Company Limited and its subsidiaries (“the Group”) for the year 2021 compared to the prior year are as follows;

For the year 2021 the Group reported total revenues (excluded other income) at THB 597.4 million, decreased by THB 81.4 million or 12.0% when compared to the prior year. It decreased from the revenue from services. The total cost was reported at THB 489.1 million, decreased by THB 113.3 million or 18.8%. The gross profit for the year 2021 was increased by THB 31.9 million or 41.7% and gross profit margin to revenues was at 18.1%.

The Group reported Net profits for the year 2021 at THB 55.7 million, increased by THB 104.5 million or 214.0%. when compared to the same period of prior year. It resulted from the increasing of gross profit margin and the increasing of other income by THB 57.9 million from Investments in equity securities of registered companies including other income from reversal of impairment loss on financial asset 32.5 million. Net profit ratio increased from the prior year was at 8.4%.

Revenues

The structure of revenues for the year ended 31 December 2021 and 2020 are as follows;

Unit: THB million	Y2021	Y2020	% Change
1. Revenue from sales and contract work	37.2	39.6	-6.0
1.1 Turnkey Total Solutions	37.2	39.6	-6.0
2. Revenue from services	560.2	639.2	-12.4
2.1 Fully Outsourced Contact Center Management Service	368.3	408.8	-9.9
2.2 Outsourced Contact Center Facility	25.8	12.7	102.5
2.3 Outsourced Customer Service Representative	149.7	178.9	16.3%
2.4 Maintenance Service	16.4	38.8	-57.5
Total	597.4	678.8	-12.0

1. Revenue from sales and from contract work

Turnkey Total Solutions generated revenue of THB 37.2 million in this year, decreased by THB 2.4 million or 6.0% when compared to the prior year.

2. Revenue from services

Revenue from services for this year was totally at THB 560.2 million, decreased by THB 79.0 million or 12.4% when compared to the prior year. The details are as follows;

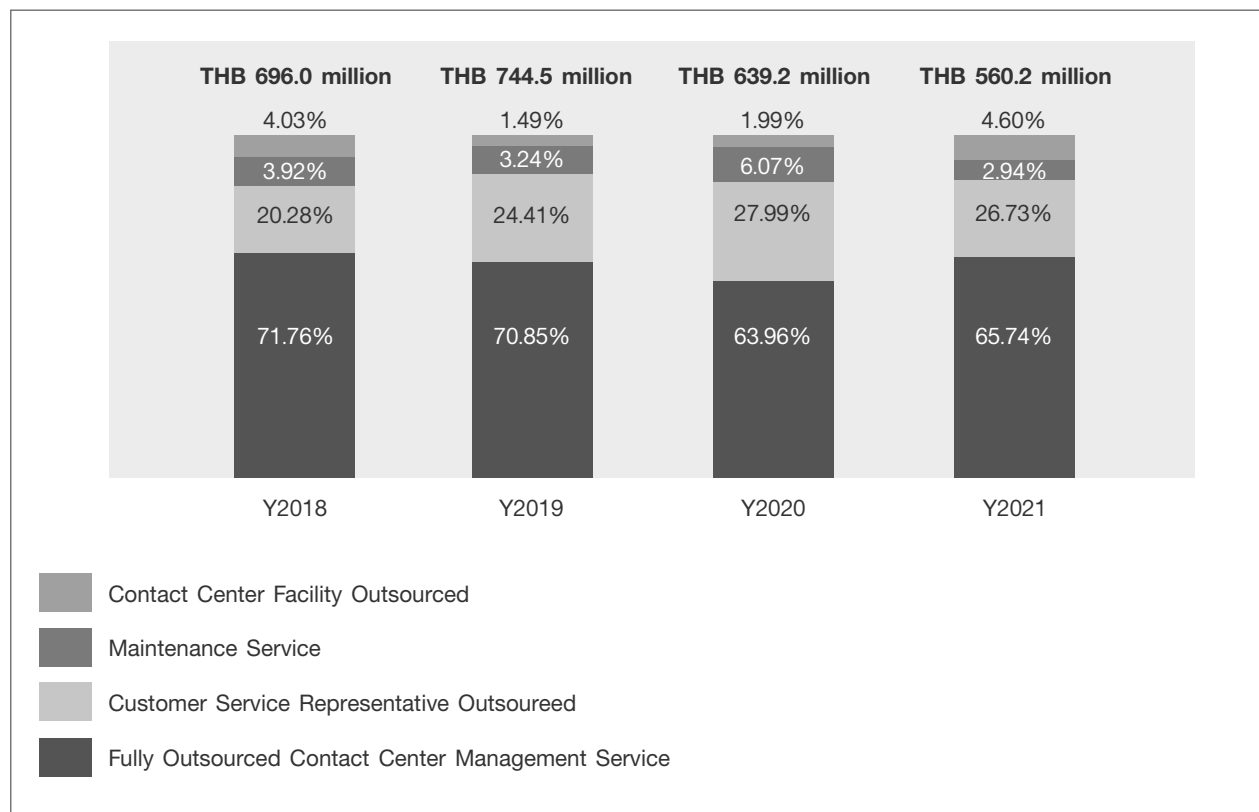
2.1 Revenue from Fully Outsourced Contact Center Management Service for this year was THB 368.3 million, decreased by THB 40.5 million or 9.9% when compared to the prior year. It was mainly decreased from the Government and State enterprise customer and Private sector’s customer in the airline business.

2.2 Revenue from Contact Center Facility Outsourced for this year was THB 25.8 million, increased by THB 13.1 million or 102.5% when compared to the prior year. It was mainly increased from Private sector’s customer.

2.3 Revenue from Customer Service Representative Outsourced for this year was THB 149.7 million, decreased by THB 29.2 million or 16.3% when compared to the prior year. It mainly decreased by the Government and State enterprise customer.

2.4 Revenue from Maintenance Service for this year was THB 16.4 million, decreased by THB 22.4 million or 57.5% when compared to the prior year. It mainly decreased from end of contract with Government and State enterprise customer.

The structure of revenue from services



Gross Profit

For this year, gross profit margin of the Group was reported at THB 108.3 million and gross profit margin to revenues was at 18.1%, increased from 11.3% of the prior year. It main Gross profit margin increased from cost management.

Selling Expenses, Administrative Expenses and Other Expenses

The Group has selling expenses, administrative expenses and other expenses for this year, totally at THB 112.8 million, increased from the prior year by THB 30.7 million or 37.5%. It mainly increase from consultant fees, legal consultant fees, office moved expense and provision for impairment of intangible assets.

Net Profit

The Group reported Net profits for the year 2021 at THB 55.7 million, increased by THB 104.5 million or 214.0%. when compared to the same period of prior year. It resulted from the increasing of gross profit margin and the increasing of other income by THB 57.9 million from Investments in equity securities of registered companies including other income from reversal of impairment loss on financial asset 32.5 million. Net profit ratio increased from the prior year was at 8.4%.

Financial Position

Total assets

As at 31 December 2021, the Group reported total assets at THB 1,002.9 million, increased by THB 304.7 million or 43.6% when compared to the end of the prior year. It was mainly increased from other current financial assets and other non current financial assets.

Total liabilities

As at 31 December 2021 the Group reported total liabilities at THB 98.8 million, decreased by THB 36.5 million or 27.0% when compared to the end of prior year. It was mainly decreased from lease liabilities and other current liabilities.

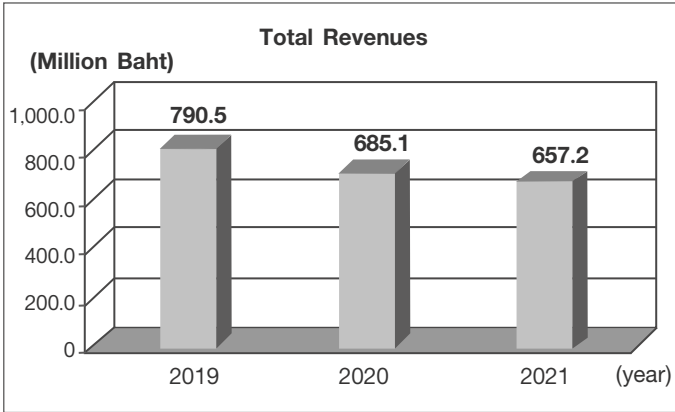
Financial ratio

The Group reported financial ratio as at 31 December 2021 as follows:

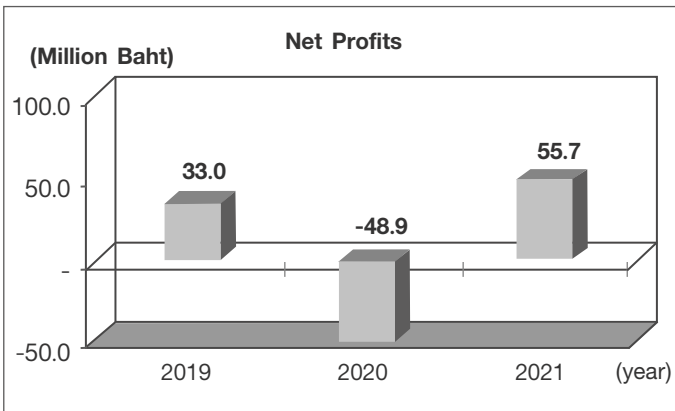
Financial ratio	Y2021	Y2020
Liquidity (times)	9.99	7.32
Debt to Equity (times)	0.11	0.24
Return on Equity (%)	7.59%	-6.83%
Return on Assets (%)	6.55%	-5.84%
Gross Profit Margin (%)	18.13%	11.26%
EBIT Margin (%)	10.70%	-6.83%
Net Profit Margin (%)	8.47%	-7.13%

Information Financial Highlights

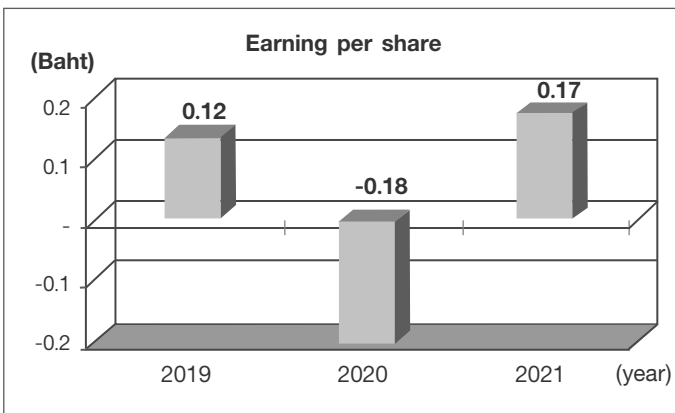
	2019	2020	2021
Result of Operation	(Thousand Baht)		
Sales and Contract Work and Service Revenue	756,284	678,835	597,414
Total Revenues	790,528	685,090	657,159
Gross Profit	84,211	76,444	108,327
Net Profit	33,009	(48,851)	55,679
Financial Position	(Thousand Baht)		
Total Assets	975,037	698,260	1,002,970
Total Liabilities	107,530	135,246	98,771
Total Shareholders' Equity	867,507	563,014	904,198
Financial Ratio			
Net Profit Margin (%)	4.18	(7.13)	8.47
Return on Equity (%)	3.84	(6.83)	7.59
Return on Assets (%)	3.44	(5.84)	6.55
Debt to Equity Ratio (Times)	0.12	0.24	0.11
Earnings per Share (Baht)	0.12	(0.18)	0.17
Dividend per Share (Baht)	0.13	0.82	-
Dividend Payout Ratio (%)	98.13	(392.45)	-
Book Value per Share (Baht)	3.10	2.01	1.61
Par Value per Share (Baht)	1.00	1.00	1.00
Number of issued and paid up shares (Million Shares)	280.00	280.00	560.00



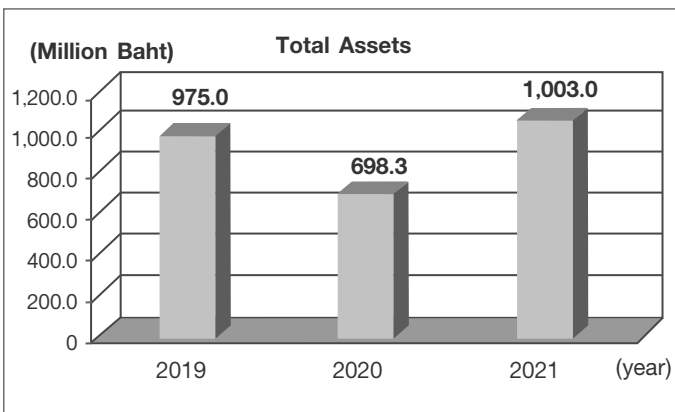
Total revenues was THB 657.2 million, decreased of THB 27.9 million or 4.0% compared to year 2020. It mainly decreased from the revenue from services income.



Total net profit was THB 55.7 million, increased of THB 104.5 million or 214.0% compared to year 2020.



Earnings(loss) per share was THB 0.17 per share, increased of THB 0.35 per share compared to year 2020.



Total assets was THB 1,003.0 million, increased of THB 304.7 million or 43.6% compared to end of year 2020. It was mainly Increased from current investments and other current financial assets.

Summary financial position and the performance of One To One Contacts Public Company Limited and its subsidiaries

(Unit: Thousand Baht)

	Accounting Period ended December 31		
	2019	2020	2021
Cash and cash equivalents	77,543	306,381	192,923
Current Investment	475,737	-	-
Trade and other receivables	168,158	122,953	84,998
Accrued income	74,088	51,968	48,466
Equipment	61,353	43,450	59,627
Total Assets	975,037	698,260	1,002,970
Trade and other payables	73,631	38,753	46,235
Total liabilities	107,530	135,246	98,771
Capital issued and fully paid	280,000	280,000	560,000
Total shareholders' equity	867,507	563,014	904,198
Service income	744,516	639,263	560,217
Revenue form contract work	11,768	36,436	35,683
Revenue from sales	-	3,136	1,513
Other income	34,244	6,256	59,745
Total Revenues	790,528	685,090	657,158
Cost of services	662,020	563,087	465,931
Cost of contract work	10,053	37,139	22,100
Cost of sales	-	2,165	1,056
Selling expense administrative and others	82,769	129,514	112,763
Total expense	754,842	731,905	586,835
Profit (loss) for the year	33,009	(48,851)	55,679
Profit (loss) attributable to equity holders of the Company	0.12	(0.18)	0.17
Net cash flow from operating activities	129,144	38,238	118,759
Net cash flow from (used in) investing activities	(471,189)	461,826	(498,535)
Net cash flow from (used in) financing activities	(19,599)	(271,248)	266,119

The Group reported financial ratio

		2019	2020	2021
LIQUIDITY RATIO				
Liquidity Ratio	times	9.68	7.32	9.99
Quick Ratio	times	8.89	6.38	9.23
Cash flow liquidity Ratio	times	1.58	0.46	1.62
Receivable turnover	times	3.80	4.00	4.95
Collection period	days	94.70	89.97	72.66
Inventory turnover	times	172.53	80.53	55.91
Average holding period	times	2.09	4.47	6.44
Payable turnover ratio	times	54.31	51.36	67.67
Collection period	days	6.63	7.01	5.32
Cash conversion cycle	days	90.16	87.43	73.78
PROFITABILITY RATIO				
Gross profit margin	(%)	11.13	11.26	18.13
Operating profit margin	(%)	4.70	(7.30)	11.45
Other margin	(%)	4.33	0.91	9.09
Cash to profit ratio	(%)	363.17	(77.20)	173.60
Net profit margin	(%)	4.18	(7.13)	8.47
Debt to equity ratio	(%)	3.84	(6.83)	7.59
EFFICIENCY RATIO				
Total asset turnover	(%)	3.44	(5.84)	6.55
Return on fixed assets	(%)	71.88	(0.87)	84.00
Net fixed assets turnover	tines	0.82	0.82	0.77
FINANCIAL POLICY RATIO				
Debt to equity ratio	tines	0.12	0.24	0.11
Interest coverage ratio	tines	-	-	-
Ability to settle obligations ratio	tines	2.76	0.14	0.43
Dividend payout	(%)	98.13	(392.45)	-

5. General and Other Information

Company Information

Company	:	One To One Contacts Public Company Limited
Symbol	:	OTO
Business Type	:	Fully Outsourced Contact Center and Customer Management Services, and total turnkey solution
Head Office Address	:	99/9 Moo 4 Software Park Building, 27 th Fl. Chanengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 Thailand
Branch Office Address	:	444/8 Moo 15, Isan, Mueang Buriram, Buriram 31000, Thailand
Registration No.	:	0107556000281
Home Page	:	www.onetoonecontacts.com
Telephone	:	0-2685-0000
Registered Capital	:	840,000,000 Baht
Issued and Paid up Capital	:	559,999,995 ordinary shares
Par Value	:	1 Bath per share

Juristic person in which the Company holds shares of at least 10%

Company	:	One To One Professional Company Limited
Head Office Address	:	99/9 Moo 4 Software Park Building, 27 th Fl. Chanengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 Thailand
Business Type	:	Provide Consultancy Service on personal management, recruitment, Contact Center and Customer Management Services, Debt collection, Cleaning Service, and training institute.
Registration No.	:	0105551118940
Telephone	:	0-2685-0000
Registered Capital	:	5,000,000 Baht
Issued and Paid up Capital	:	500,000 ordinary shares
Par Value	:	10 Bath per share

Juristic person in which the Company holds shares of at least 10%

Company	:	Inno Hub Company Limited
Head Office Address	:	99/9 Moo 4 Software Park Building, 27 th Fl. Chanengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 Thailand
Business Type	:	Digital Service Innovation
Registration No.	:	0205561009107
Telephone	:	0-2685-0000
Registered Capital	:	50,000,000 Baht
Issued and Paid up Capital	:	5,000,000 ordinary shares
Par Value	:	10 Bath per share

Currently, it is in the process of liquidation of the business cessation.

Company	:	One to One Cambodia Company Limited
Head Office Address	:	18-E4, 4 th floor, The Icon Professional Building, 216, Norodom Blvd., Tonle Bassac, Chamkarmorn, Phnom Penh, Kingdom of Cambodia
Business Type	:	Fully Outsourced Contact Center and Customer Management Services, and total turnkey solution in Cambodia.
Registration No.	:	00004142
Telephone	:	(855) 23-932-222
Fax	:	(855) 23-932-223
Homepage	:	www.otoc.com.kh
Registered Capital	:	600,000 USD
Issued and Paid up Capital	:	120,000 ordinary shares
Par Value	:	5 USD per share

Other Reference

Company Registrar	:	Thailand Securities Depository Co., Ltd.
Office location	:	93 The Stock Exchange of Thailand Building, Ratchadaphisek Rd., Din Daeng, Bangkok 10400, Thailand
Telephone	:	0-2009-9999
Fax	:	0-2009-9476
Auditor	:	Ms. Siriwan Suratepin
		Certified Public Accountant (C.P.A.) License No. 4604
Address	:	EY Office Limited 33 rd Fl., Lake Ratchada Office Complex, 193/136-137 Ratchadaphisek Rd., Klongtoey, Bangkok 10110, Thailand
Telephone	:	0-2264-9090
Fax	:	0-2264-0789-90

Legal disputes

As of December 31, 2021, the Company and its subsidiaries have no legal disputes. which may cause damage to the company and subsidiaries higher than 5% of the shareholders' equity and there are no other legal disputes that may affect the Company's business operations. and significant subsidiaries



Corporate Governance

6. Corporate Governance Policy
7. Corporate Governance Structure and Material Facts
Related to the Board, Subcommittees, Executives,
Employees and Others
8. Report on Key Operating Results Related to
Corporate Governance
9. Internal Control and Related Party Transactions

6. Corporate Governance Policy

6.1 Overview of the Policy and Guidelines

Corporate Governance Policy

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 relevant laws.

The company received scored of the Corporate Governance Assessment in 2021 in the “Excellent” level (5 stars) and ranked Top Quartile of companies with a market capitalization of less than 1,000 million baht, surveyed by the Thai Institute of Directors (IOD).

6.1.1 Policy and guideline Related to 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:

1. Qualification 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 the Directors have contributed their best to the Company which may concern from their participation in the meeting. Details of directors’ qualification shown in “7.2 Information on the Board of Directors.” or the charter of the Board of Directors which are displayed on the company website (www.onetoonecontacts.com)

2. The Independent of the Board of Directors

• Separation of Chairman and Chief Executive Officer

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 Chief Executive Officer. The 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 Board of Directors and Chief Executive Officer

The Company has clearly set the separate roles and responsibilities of the Board of Directors and Chief Executive Officer. 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. The Company disclosed the scope of role and responsibilities of the Board of Directors in the "Management Structure" under the heading "Board of Directors".

6.1.2 Policy and guidelines related to shareholders and stakeholders

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 2021 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 submit question in advance for 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 is 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 2022 Annual General Meeting of Shareholders, the Company allowed shareholders to propose agenda or submitted the enquiries concerning the Company's operation at least 3 months in advance prior to the end of the fiscal year from September 30, 2021. The period time for proposing agenda ended December 31, 2021. Any questions can send to the Company prior to the date of the 2022 Annual General Meeting of Shareholders. The Company notified and disclosed contact channels and period for proposing agenda and enquiries via the SET's communication system on September 30, 2021, and provide details of the procedures on the Company's website (www.onetoonecontacts.com), under "Investor Relation" on the topic of "Proposal question and additional agenda concerning the Company's operation in advance of the 2022 AGM".

- **The right to nominate a person to be a director by minority shareholders**

The Company is aware of the rights and equality of shareholders following the principles of good corporate governance, shareholders nominate a person to be a director. This will help select qualified persons to serve as the Company's directors. And able to perform duties efficiently for the best interests of the Company and all stakeholders. Including helping the company able to comply with the principles of good corporate governance concretely. In the year 2022, the Company has informed the shareholders of the channel and time for receiving the matter via the SET's news system on December 1, 2021 and details the criteria for nominating a person to be a director. From 1 December 2021 to 31 January 2022 on the company website (www.onetoonecontacts.com) under the category of "Investor Relations" under the heading "Shareholder Information" subject to "Nomination of Persons to be Directors for the 2022 Annual General Meeting of Shareholders."

- **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. The Company was prior to notify and specify date, time and place that comfort the shareholders to participate in the meeting for convenience and encourage shareholders to attend the meeting.

The 2021 Annual General Meeting of Shareholders of the Company held on April 28, 2021, by organizing electronic meetings (E-AGM) in accordance with the rules stipulated in the law relating to electronic conferencing. Broadcast the meeting at Cosmos Room, Best Western Plus Wanda Grand Hotel, No. 111 Moo 4, Chaengwattana Road, Khlong Kluea Subdistrict Pak Kret District Nonthaburi Province Due to the situation of the coronavirus disease 2019 (COVID-19) epidemic that was more severe at that time. Where was convenience for transportation and accommodated number of shareholders. The rights of shareholder to participate in the meeting are as follows:

Before the Meeting Date

The 2021 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 32 days prior to the meeting date. 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) on the section of "Investor Relations" under the topic of "The 2021 Annual General Meeting of Shareholders" 32 days prior to the meeting date for the shareholders to have sufficient time for consideration. Thailand Securities Depository Co., Ltd. (TSD), the Company's registrar was directly delivered Brief form of Invitation letter and QR code to shareholders. The QR code were contained the detail of notice of shareholders meeting, fact and rationales, 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. The Company posted all documents on company website 32 days prior to the meeting date of which better than what required by laws. Moreover, the notice of shareholders meeting was published on the newspaper 3 consecutive days and 20 days prior to the meeting date.

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

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 equipment are sufficient for registration to review on required documents more than 1 hour prior to commencement of the meeting. There were 9 directors attended in the 2021 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. Master of Ceremonies (M.C.) introduced all members of Board of Directors, total shareholders attending in the meeting and total shares that entitled to vote to the shareholders for acknowledgement. In the 2020 Annual General Meeting of Shareholders, there were total 29 shareholders attending the meeting either in person or in proxy. M.C. declared vote casting, counting procedures and other related matters for shareholder's acknowledgement before chairman started 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, abstain and invalid ballots 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

Resolution of the meeting was disclosed to the SET with voting details, approved, disapproved, sustained and invalid ballots, 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) 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. If 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.onetoonecontacts.com).

- **Profit Sharing**

On dividend payment, the Company has policy to pay dividend to the shareholders of 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. The details in the topic. "Dividend Policy"

2. 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 share. Proxy form requiring documents were 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. In addition, voting cards were provided for each agenda, especially, the agenda of appointment of directors of which been appointed by individual. In the 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. More details are shown in "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 for directors, managements, and employees to perform and disclosed on the Company's website (www.onetoonecontacts.com).

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. 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 "7.4 Information on Executives" under the topic of "Remuneration for Directors and Management policy".
- 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 and derivative holding of directors and executives shall be reported to the Board of Directors' meeting every time. The 2021 securities and derivative holding information of the directors and the executives were shown below:

Number of ordinary shares and warrants to purchase shares of the Company

Name	December 31, 2020		Acquired / Dispose during the year				December 31, 2021	
	OTO	OTO-W1	OTO ¹⁾		OTO-W1 ²⁾		OTO	OTO-W1
			buy/receive	Sell/transfer	buy/receive	Sell/transfer		
Board of Directors								
1. Dr. Pakorn Apaphant	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
2. Dr. Chuket Ounjitti **	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
3. Mr. Pattarakit Techasikarn **	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
4. Mr. Priyong Teerasathain **	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
5. Mr. Kanawuthi Wattanadhirach	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
6. Mr. Chaiwat Phithakraktham	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
7. Mr. Panom Ratanarat	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
8. Mr. Subhasiddhi Rakkasikorn **	-	-	100,000	-	178,000	-	100,000	178,000
Spouse and minor children*	-	-	-	-	-	-	-	-
9. Ms. Saowanee Kaoubol **	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-

Name	December 31, 2020		Acquired / Dispose during the year				December 31, 2021	
	OTO	OTO-W1	OTO ¹⁾		OTO-W1 ²⁾		OTO	OTO-W1
			buy/receive	Sell/transfer	buy/receive	Sell/transfer		
Executive								
10. Mr.Thawee Udomkitchote **	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
11. Ms. Warunee Poodee	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
12. Mr. Krissada Boontuang	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
13. Mrs. Sasakorn Suppatkul	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
14. Mr. Virat Gechakupt	-	-	-	-	-	-	-	-
Spouse and minor children*	-	-	-	-	-	-	-	-
15. Ms. Chutima Insawang	100	-	100	-	100	-	200	100
Spouse and minor children*	-	-	-	-	-	-	-	-
16. Mr. Chanatip Pumhirun **	-	-	980,200	-	1,540,000	-	980,200	1,540,000
Spouse and minor children*	-	-	-	-	-	-	-	-

Remark: * Spouse, cohabiting couple and minor children, including a juristic person whose shares exceeding thirty percent of the total voting rights are held by directors and executives, including their spouse or cohabiting couple, and minor children.

** enter during the year

¹⁾ Common Stock

²⁾ Warrant

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 information to shareholders, investors and any related parties via SET's Communication system, Company's website (www.onetoonecontacts.com), Company's Annual Report and Form 56-1, press release and 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:

- **Information Disclosure Policy**

The Company appreciates on management and business operations in accordance with the principles of good corporate governance. To ensure that the information disclosure is accurate, complete transparency and equal, complied with laws and the relevant regulations. Therefore, the Company has established information disclosure policy to be a guideline for directors and employees as follows:

1. Information disclosure in both financial and non-financial should be accurate, complete, sufficient, reliable and on time to ensure that shareholders and stakeholders of the Company receive the information equally.
2. Information disclosure of the Company must be prepared carefully, clearly, accurately, and transparently.
3. Be careful to disclose important information that affects the price or value of the Company's securities and complying with the regulations and announcement of the SET.
4. Clearly appoint a responsible person to disclose the Company's information to public.

The persons who have the right to disclose important information not yet disclosed to the public are as follows:

1. Executive Chairman
2. Chief Executive Officer (CEO)
3. Manager of Investor Relation of the Company
4. Authorized person from Executive Chairman or Chief Executive Officer

Those who do not relevant or assigned duties cannot provide information or interview to the media or public about the Company's business.

- **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 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) 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 Shows, analysts meetings, conference calls, etc. The Company's Investor Relations could be contacted at phone number 0-2685-0000 or via www.onetoonecontacts.com or e-mail address at investor.r@otocontact.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

- **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
- Directors '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 in the Company's Annual Report and Form 56-1. in "8. Report on key operating results related to corporate governance" under the topic of "Remuneration for Directors ".

- **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. They consider financial information are consistent with strategies and core policies. 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 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, The Company made Report of the Board of Directors' responsibility for the Financial Reports was also attached in the Company's 56-1 One Report.

6.2 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 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 24, 2020. The Company's Business Ethics covered the following topics:

1. Conflicts of Interest
2. Responsibilities to shareholder
3. Employee policies
4. Safety of Life and Health of Employees Policies
5. Ethics of the Employees
6. Customer policies
7. Trade partners policies
8. Creditor policies
9. Counterpart/Competitor policies
10. Anti-corruption policies
11. Money Laundering policies
12. Tax policy
13. Sustainable Development Policy
14. Non violation of human right policies
15. Operating policy on non-infringement of intellectual property or copyright
16. Suggestions and complaints
17. Procedures and methods on "Notifying the information on misconduct and the protection of the informant"

The company has published the complete "Business Ethics" is posted on the Company's website. (www.onetoonecontacts.com)

6.3 Material changes and developments regarding policy, guidelines and corporate governance system in the preceding year

- **Compliance with Good Corporate Governance in the past year.**

The Board of Directors has reviewed the corporate governance policy, business ethics and subcommittees charter annually every year at least once a year by applying the Corporate Governance Code 2017 (CG CODE) of the Securities and Exchange Commission (SEC), as well as the criteria for assessing the corporate governance survey project. Listed companies as guidelines to apply to suit the company's business operations. In 2021, the Board of Directors approved the following important guidelines:

1. The Board of Directors approve the number of meetings of the Board of Directors to suit the duties and responsibilities. Responsibilities of the Board of Directors and the nature of the Company's business operations by scheduling more than 6 meetings per year.
2. The Board of Directors approve the right of minority shareholders to nominate a person to be a director in the general meeting of shareholders considering the rights of equality.

- **The compliance with the Principles of Good Corporate Governance in other areas**

The Company conducts the business in comply with the Corporate Governance Code 2016 (CG Code) and assessment of the Principles of Good Corporate Governance by the Thai Institute of Directors (IOD). However, there are some areas that the Company has not yet followed such regulations, the Company applies it for the best practice of the business operation of which details as follows:

Attention to Stakeholders

The Company has not yet prepared a Corporate Social Responsibility Report within the framework of the Global Reporting Initiative (GRI). However, the Company has made a Corporate Social Responsibility Report as part of its annual report.

Equity Treatment of Shareholders

1. 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.
2. 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

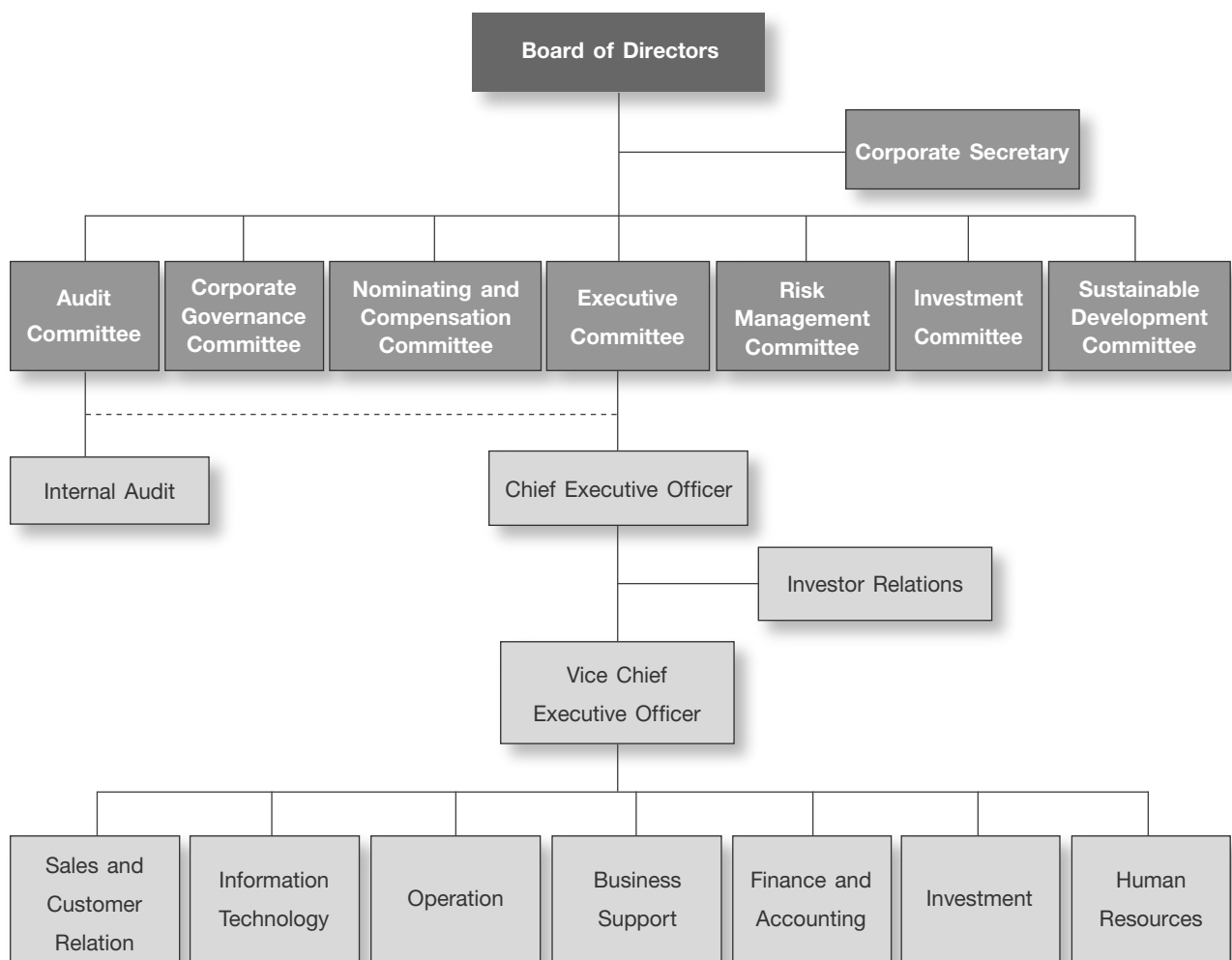
1. The Company has no policy for executive directors to serve as directors in other listed companies not more than 2 listed companies. However, the Company has set the policy for all directors to be the director in any listed companies not exceeding 5 companies. In addition, the management of the Company 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. The Board of Directors has 40% of independent directors of total directors which is less than 50% as stipulated by the principles of good corporate governance, while the Board of Directors has 80% of the non-executive directors which is within the principles of good corporate governance set at 66%.
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 to attend the training course and get any instructions and procedures for anti-corruption.

The Company studied the application process and requirements to be a member of CAC and improved our anti-corruption policy, guidelines, and other associated procedures to prepare to join Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

7. Corporate Governance Structure and material Facts Related to the Board, Subcommittees, Executives, Employees, and Others

7.1 Corporate Governance Structure

The management structure of the Company consisted of the Board of Directors and 7 Sub-Committees have been appointed to oversee management and internal control systems to be comply with the Company's policies, namely Audit Committee, Corporate Governance Committee, Risk Management Committee, Executive Committee, Nominating and Compensation Committee Sustainable Development Committee and Investment Committee, with organization chart as of December 31, 2021, is presented below



7.2 Information on the Board of Directors

7.2.1 Composition of the Board of Directors

1. The Board of Directors shall consist of not more than seven (7) persons. Not less than one half of the total number of directors shall have residence within the Kingdom.
2. The Board of Directors must be at least one-third of independent director out of total number of directors, and at least 3 persons.
3. The Board of Directors may elect one of the directors as chairman. When considering appropriate, the Board of Directors may elect one or many directors to be vice chairman(s).

Qualification of directors

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 responsibility, carefulness, and integrity, and operate with business ethic.
6. Director must have sufficient time for fully participation.

7.2.2 The Information of the Board of Directors and controlling person of the Company.

The Board of Directors as of December 31, 2021 consist of 10 members as following:

Name	Position
1. Dr. Pakorn Apaphant	Chairman of the Board of Directors / Independent Director Chairman of Audit Committee / Chairman of the Nominating and Compensation Committee / Corporate Governance Committee Member
2. Dr. Chuket Ounjitti	Independent Director / Audit Committee Member
3. Mr. Pattarakit Techasikarn	Independent Director / Audit Committee Member
4. Mr. Priyong Teerasathain	Independent Director / Chairman of Corporate Governance Committee / Nominating and Compensation Committee Member / Risk Management Committee Member
5. Mr. Kanawuthi Wattanadhirach	Director / Nominating and Compensation Committee Member / Corporate Governance Committee Member / Chairman of Executive Committee / Chairman of Risk Management Committee / Chairman of Investment Committee / Chairman of Sustainable Development Committee / Chief Executive Officer
6. Mr. Chaiwat Phithakraktham	Director / Executive Committee Member / Risk Management Committee Member / Investment Committee Member / Sustainable Development Committee Member / Corporate Secretary
7. Mr. Panom Ratanarat	Director
8. Mr. Subhasiddhi Rakkasikorn	Director
9. Ms. Saowanee Khaoubol ¹⁾	Director
10. Mr. Somkit Likitparinya ²⁾	Director

Remarks: ¹⁾ The Board of Directors Meeting no. 13/2021 was held on November 10, 2021 approved to appoint as director

²⁾ The Board of Directors Meeting no. 1/2022 was held on January 14, 2022 approved to appoint as director

Which can see details of the Company's directors' profiles in Attachment 1 "Details of Directors, Executives, Person assigned the highest responsibility in accounting and finance Persons assigned to be directly responsible for overseeing bookkeeping and company secretary.

The Board of Directors consists of directors who are knowledgeable, competent, experienced, transparent, ethical as well as having a variety of professions and have experiences that are beneficial to the Company's business operations such as financial accounting skills management, strategy, legal and corporate governance, or others without gender discrimination. Which will help the company's operations to achieve the objectives and goals set. All 10 of the Company's directors have qualifications following the qualifications of the Company's directors as specified. In addition, all 10 directors also devoted their time and full efforts to perform the duties of a director. Which can see the number of times the directors attend the meeting. Each of you can get on the topic. "The attendance of the meetings and the remuneration of individual committees.

Authorized director to bind the company

Mr. Kanawuthi Wattanadhirach and Mr. Chaiwat Phithakraktham, two directors jointly sign and affix the company's seal.

7.2.3 Information related to the roles and duties of the Board of Directors

Roles and Responsibilities of the Board of Directors

1. Conduct business with responsibility, due care, and integrity and ensure the Company's operations comply with the law, Company's objectives, Articles of Association, resolutions of the Board of Directors and shareholders' meeting to protect the rights and benefits of the Company and shareholders.
2. Formulate policies and directions for the Company's operations including supervising management to proceed all policies and strategies with effectiveness and efficiency.
3. Define and review the Company's vision, mission, and strategies by prioritize and promote to use of appropriate and safe innovation and technology to increase business opportunities, including ensure effective company-wide communication to drive the business in the same direction.
4. Approve annual budget and investment of the Company as well as ensure proper resource allocation, appropriate control and monitor the implementation of the Company's strategies and annual plans.
5. Appoint directors and committee members to replace of those who retire by rotation as well as consider the remuneration package for directors and committee members, which are proposed by Nominating and Compensation Committee, for further consideration of the shareholders' meeting. The Board of Directors also consider the appointment of directors in case of vacancy due to any reason other than the expiration of the term unless the remaining term of office of the director is less than 2 months. The replacing director shall hold office only for the remaining term of the replaced director.
6. Appoint committees to oversee administrative process and internal system to coincide with Company's policies and approve the charter of all committees.
7. Appoint Chief Executive Officer and also define his/her roles and responsibilities as well as monitor Chief Executive Officer perform his/her duties as assigned.
8. Appoint Company Secretary and also define his/her roles and responsibilities as well as monitor Company Secretary perform his/her duties as assigned.
9. Approve policy, structure, criteria of remuneration for directors, committees, Chief Executive Officer, top management and employees as well as propose remuneration for directors and committees for further approval from the shareholders' meeting.
10. Prepare quarterly and annual financial statements to disclose or propose to the shareholders' meeting for approval, as the case may be, and includes to supervise the important information disclosure that are accurately, sufficiently and on time to comply with related rules and regulations.

11. Nominate appropriated auditor and its remuneration from proposal of the Audit Committee for further consideration of the Annual General Meeting of Shareholders.
12. Provide the written Corporate Governance Policy and Business Ethic, and ensure the Company has prevent conflicts of interest as well as supervise to internal control and risk management systems.
13. 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.
14. In case of entering into any direct or indirect transaction with the Company and its subsidiaries, such director should immediately inform his/her or related parties' interest to the Company.
15. Supervise to ensure that succession plans for Chief Executive Officer and key executives are in place.
16. Encourage and promote innovation and meet social and environmental responsibilities
17. Approve interim dividend payment to shareholders and report its dividend payment in the next shareholders' meeting.
18. Approve the acquisition or disposal of the Company's assets in according with the rules of the Capital Market Supervisory Board.
19. Approve the connected transactions of the Company in according with the rules of the Capital Market Supervisory Board.
20. Organize an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year.
21. Continuously monitor performance of the Company and its subsidiaries to comply with the operation plans and budgets of the Company.
22. Supervise subsidiary and affiliate to comply with the Company's policy.

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).

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.

Delegation of Authorities between the Board of Directors and the Management

The Company has written the delegation of authorities and the Company has revised policies and procedures in 2017 to be appropriate and in line with the current situation. It was specified approval authority on credit line of the Board of Directors, Executive Committee, Chief Executive Officer and Management pursuant to the transaction types, such as finance /accounting /budget, human resources, procurement, administration, marketing and public relations. In this regard, the latest version of the approval authority has been approved by the Executive Committee Meeting No. 9/21, dated August 31, 2021, effective from September 1, 2021 onwards.

Roles and Responsibilities of the Chairman of the Board of Directors

1. Oversee, monitor, and ensure that the Board of Directors efficiently carries out its duties to achieve the Company's objectives.
2. Ensure that all directors contribute to the Company's ethical culture and good corporate governance.
3. Set the board meeting agenda by discussing with the Chief Executive Officer which important matters should be included.
4. Allocate sufficient time for management to propose topics, and for directors to debate important matters thoroughly. Encourage directors to exercise independent judgement in the best interest of the Company.
5. Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the board and management.

Roles and Responsibilities of Chief Executive Officer

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. Consider the criteria and procedures for nomination and recruiting person to be top management together with the Nomination and Compensation Committee.
4. Entering into any transaction bidding the Company conforming to the Company's Delegation of Authorities;
5. 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 Chief Executive Officer shall not be delegated or further assigned that authorize Chief Executive Officer or its attorney to approve any transactions that Chief Executive Officer 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. One-third of the Board of 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 Chief Executive Officer 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, 2021 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)
- 2 Executive Directors
- 4 Non-Executive Directors

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

7.3 Sub-committees

The Company's sub-committee consists of 7 sub-committees: the Audit Committee, the Corporate Governance Committee, the Executive Committee, the Risk Management Committee, the Nominating and Compensation Committee, the Sustainable Development Committee, and Investment Committee. Details of directors, qualification, term of positions and roles and responsibilities are as follows:

1) Audit Committee

- | | | | |
|----|--|----------|------------------------|
| 1. | Dr. Pakorn Apaphant | Chairman | (Independent Director) |
| 2. | Dr. Chuket Ounjitti | Director | (Independent Director) |
| 3. | Mr. Pattarakit Techasikarn | Director | (Independent Director) |
| 4. | Mr. Yuthaveera Achawangkul ¹⁾ | Director | (Independent Director) |

Remarks: ¹⁾ Resigned from director on November 30, 2021

The Audit Committee No. 2 and No. 3 are directors who have sufficient knowledge and experience to be able to review the accuracy and reliability of the Company's financial statements. You can see details of the Company's directors' profiles. In Attachment 1 "Details of Directors, Executives, Persons assigned the highest responsibility in Accounting and Finance, Persons assigned to be directly responsible for overseeing bookkeeping and company 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 of the Audit Committee should be Independent Directors with the qualifications as specified in the announcement of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand
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 in accounting or finance to review the reliability of financial statement, the Company has to define in filling form, Form 56-1 one report 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.

Scope of Responsibilities and Authority of the Audit Committee

1. Review the Company's financial report to ensure its accuracy with adequate, reliable, and timely disclosure.
2. Review the Company's internal control, and internal audit systems to ensure that they are suitable and efficient, and consider the independence of internal audit unit, as well as to propose the appointment, transfer, and dismissal of the head of internal audit or any other unit in charge of internal audit.
3. Consider and approve the manpower and necessary resources for working process of the internal audit unit, approve the annual audit plan including significant changes in the audit plan.
4. 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.
5. Propose for consideration and approval of the Board of Directors' and shareholders' meeting on the selection, appointment, termination of the external auditors including propose their remuneration for further consideration.
6. Arrange the Audit Committee's meeting with auditors without management of the Company at least once a year.
7. Review the connected transactions or the transactions that may lead to conflicts of interests to comply with the Securities and Exchange Act, and the regulations of the SET and the SEC, including the related laws which are effectively with the Company and/or the Company's business to ensure that the transactions are reasonable with the highest benefit of the Company.
8. Prepare report of the Audit Committee to disclose in the annual report with at least information defined in the regulations of the SET.
9. Review the scope of authorities, roles, and responsibilities of the Audit Committee in accordance with the situation.
10. Audit and investigate concerned persons to gain the clear information within the scope of authority.

11. Engage the specialist for competent advice and assistance auditing as considered by the Audit Committee with Company's expenses.
12. Perform any other activities as assigned by the Board of Directors.

In 2021, the Audit Committee held a total of 6 meetings with the Audit Committee attending and reported to the Board of Directors. Also has meetings with auditors and those responsible for accounting and finance to review the financial reports every quarter.

The Audit Committee has reported the annual performance in the Audit Committee's report.

2) Executive Committee

- | | | |
|----|------------------------------|---------------------------------|
| 1. | Mr. Kanawuthi Wattanadhirach | Chairman of Executive Committee |
| 2. | Mr. Chaiwat Phithakraktham | Director |
| 3. | Ms. Warunee Poodee | Director |
| 4. | Ms. Chutima Insawang | Director |

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 and review the Company's vision, mission, strategies, and business plan as well as the Company's management structure and delegation of authorities for further approval from the Board of Directors.
2. Review and monitor the operating performance of the Company and subsidiaries to achieve the goal.
3. Audit, monitor and implement the Company's policies and management practices to conform to the assignment from the Board of Directors efficiently.
4. Consider and approve annual budget and investment of the Company for further approval from of the Board of Directors.
5. Determine policy, structure, criteria for remuneration of employees and management together with the Chief Executive Officer and propose to the Nominating and Compensation Committee for consideration prior to further approval from the Board of Directors.
6. Has the authority to approve the act of binding the Company as delegation of authorities defined in the Company's policy and practice.
7. Report the significant performance of the Executive Committee to the Board of Directors on a regular basis.
8. Review the roles and responsibilities of the Executive Committee in accordance with the situation.
9. Perform any other activities 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.

In 2021, the Executive Committee held 14 meetings, of which all Executive Directors attended while holding office.

The Executive Committee has reported the annual performance in the Executive Committee's report.

3) Corporate Governance Committee

- | | | | |
|----|--|----------|------------------------|
| 1. | Mr. Priyong Teerasathain ¹⁾ | Chairman | (Independent Director) |
| 2. | Dr. Pakorn Apaphant | Director | (Independent Director) |
| 3. | Mr. Kanawuthi Wattanadhirach | Director | |

Remarks: ¹⁾ The Board of Directors Meeting No. 1/2022 on January 14, 2022, resolved to approve the appointment as a director.

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. However, the retired members are eligible to be re-elected for another term.

Roles and Responsibilities of the Corporate Governance Committee

1. Responsible for governing and monitoring business operation and performance of committees, management and employees of the Company to comply with the principles of good corporate governance, the Company's policies and related laws.
2. Establish corporate governance policy including social responsibility and anti-corruption.
3. Establish and review the Company's significant procedures and practices to comply with the good corporate governance policy.
4. Regularly review the Company's policies, principles and practices.
5. Provide suggestions relevant to business ethics and best practices to the Company's directors, management and employees.
6. Ensure that the good corporate governance policy are performed in practice continuously and appropriately.
7. Review the roles and responsibilities of the Corporate Governance Committee in accordance with the situation.
8. Report to the Board of Directors regarding the Company's good corporate governance with comments and recommendations for appropriate improvements.
9. Perform any other activities as assigned by the Board of Directors.

In 2021, the Corporate Governance Committee held 2 meetings with all members of the Corporate Governance Committee attending while holding office.

The Corporate Governance Committee has reported the annual performance in the report of the Corporate Governance Committee.

4) Nominating and Compensation Committee

- | | | | |
|----|--|----------|------------------------|
| 1. | Dr. Pakorn Apaphant | Chairman | (Independent Director) |
| 2. | Mr. Priyong Teerasathain ¹⁾ | Director | (Independent Director) |
| 3. | Mr. Kanawuthi Wattanadhirach | Director | |

Remarks: ¹⁾ The Board of Directors Meeting No. 1/2022 on January 14, 2022, resolved to approve the appointment as a director.

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.

Roles and Responsibilities of the Nominating and Compensation Committee

1. Recruit, select, and nominate appropriate candidates for the position of independent directors, and directors, and propose for consideration and approval from the 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 the position of director in each committee, Chief Executive Officer, and Company Secretary and propose for consideration of the Board of Directors' meeting when such position is vacant as well as proposed criteria for selecting candidates for the succession plan.
3. Determine and review qualification, criteria, and procedures for nomination of directors, committees, Chief Executive Officer, top management, and Company Secretary to propose for approval from the Board of Directors' meeting.
4. Determine policy, structure, and criteria for remuneration, whether in cash, securities or otherwise, of directors, committees, Chief Executive Officer, top management, and employees in accordance with the Company's strategy, goal and operating results as well as market conditions to propose for further approval from the Board of Directors.
5. Review the roles and responsibilities of the Nominating and Compensation Committee in accordance with the situation.
6. Perform any other activities as assigned by the Board of Directors.

In 2021, the Nomination and Remuneration Committee there were 7 meetings with nomination and remuneration for all attendees while holding office.

The Nomination and Remuneration Committee has been reported the annual performance in the report of the Nomination and Remuneration Committee.

5) Risk Management Committee

- | | | | |
|----|------------------------------|----------|------------------------|
| 1. | Mr. Kanawuthi Wattanadhirach | Chairman | |
| 2. | Mr. Priyong Teerasathain | Director | (Independent Director) |
| 3. | Mr. Chaiwat Phithakraktham | Director | |

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.

Roles and Responsibilities of the Risk Management Committee

1. Set clear business directions, identify, analyze and investigate significant risk factors as well as determine strategy for managing those risks to the Company's acceptable risk level.
2. Set the risk management policy and propose for approval from the Board of Directors to use as guideline for each division according to its responsibility with the following 4 aspects:
 - 1) Financial Risk
 - 2) Operational Risk
 - 3) Strategic Risk
 - 4) Compliance Risk
3. Supervise to ensure effective communication of such measures thoroughly the Company and employees continuously comply with those measures.
4. Review the roles and responsibilities of the Risk Management Committee in accordance with the situation.
5. Provide efficiently assessment and review of possible damage that may occur to ensure that risk exploration covers all processes of the business operations.
6. Support and develop risk management to cover throughout the organization and ensure that it is complied with the international standard.

7. Provide professional opinions from external consultants as necessary with company's expense.
8. Perform any other activities as assigned by the Board of Directors.

In 2021, the Risk Management Committee there were 2 meetings with all Risk Management Committee members attending while holding office.

The Risk Management Committee has reported the annual performance in the Risk Management Committee's report.

6) Sustainable Development Committee

- | | | |
|----|------------------------------|---------------------------------|
| 1. | Mr. Kanawuthi Wattanadhirach | Chairman of Executive Committee |
| 2. | Ms. Warunee Poodee | Director |
| 3. | Mr. Chaiwat Phithakraktham | Director |
| 4. | Ms. Chutima Insawang | Director |

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 policy, strategy and action plan for sustainable development to comply with the Company's business operation in term of economy, society and environment for further approval from the Board of Directors.
2. Encourage and support the Company's activities to achieve the SD policy such as labor and employee management, employee welfare, employee development, training and promotion, and development of communities and society around the Company's area.
3. Monitor, review, follow up the operational progress and evaluate the effectiveness of SD policy implementation.
4. Review the roles and responsibilities of the Sustainable Development Committee in accordance with the situation.
5. Perform any other activities as assigned by the Board of Directors.

In 2021, the Sustainable Development Committee 2 meetings were held, with all members of the Sustainability Development Committee attending while holding office.

The Sustainability Development Committee has reported its annual performance in the Sustainable Development Committee Report.

7) Investment Committee

- | | | |
|----|------------------------------|------------------------|
| 1. | Mr. Kanawuthi Wattanadhirach | Chairman |
| 2. | Mr. Surapong Saeheng | Director |
| 3. | Mr. Chaiwat Phithakraktham | Director and 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 Investment Committee

To consider and formulate different types of investment policies This includes the acquisition and disposal of deposits, debt instruments, equity instruments, derivatives, mutual funds and other alternative assets carefully such as:

1. Investment limit
2. Fund type
3. Acceptable risk level
4. Preferred return
5. Investment period
6. Investment portfolio ratio
7. Supervisors responsible for investments such as securities companies (securities companies), asset management companies (asset management companies), etc.

In 2021, the Investment Committee there were 22 meetings with all investment directors attending while in office.

The Investment Committee has reported its annual performance in the Investment Committee's report.

7.4 Information on Executives

7.4.1 The Executives as of March 1, 2022 consists of 10 people as follow:

Name	Position
1. Mr. Kanawuthi Wattanadhirach	Chief Executive Officer
2. Mr. Thawee Udomkitchote	Acting - Vice Chief Executive Officer
3. Ms. Warunee Poodee	Vice President - Operations & Business Support
4. Mrs. Sasakorn Suppatkul	Vice President -Sales and CR
5. Mr. Praphan Somboonngern ²⁾	Vice President -Information Technology
6. Mr. Krissada Boontuang	Assistant Vice President - Operations
7. Mr. Virat Gechakupt	Assistant Vice President - Information Technology
8. Ms. Chutima Insawang	Assistant Vice President - Human Resource
9. Mr. Chanatip Pumhiran	Assistant Vice President - Investment
10. Ms. Reathairat Thongjarean ¹⁾	Assistant Vice President - Finance and Accounting

Remarks: ¹⁾ Appointed on February 1, 2022

²⁾ Appointed on March 1, 2022

However, the organizational structure can be found in the topic "7.1 Corporate Governance Structure" and details of educational qualifications. and work experience, Attachment 1 "Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and the Company's secretary."

7.4.2 Management's Remuneration Policy

- **Management's Remuneration Policy**

Remuneration of the top managements shall be in accordance with principles and policies specified by the Nominating & Compensation Committee. Such remuneration is in the appropriated level and can be comparable with the rate of the same industry by taking into consideration duties, responsibilities and performance of the Company as well as performance of each top management. In addition, it must be able to motivate and retain the qualified and capable personnel.

Annual remuneration and bonus of the top managements shall have the fixed consideration criteria by based on performance of the Company, overall economic conditions and performance of each top managements. These criteria shall be explained in advance before they can be used for the assessment at the end of the year. The Nominating and Compensation Committee shall consider prior propose to the Board of Directors for approval.

• **Chief Executive Officer’s Remuneration Policy (CEO)**

Remuneration of the CEO is not only consideration in accordance with Management’s Remuneration Policy, but the Board of Directors also set the performance evaluation of Chief Executive Officer annually by each Director in order to be a reference for remuneration consideration. The policy of remuneration are as follows:

	Category	The purpose & link to the principle of remuneration
Fixed Pay	Salary & other benefits, such as, Provident fund	To motivate and retain the competent Chief Executive Officer.
Short Term Incentive	Annual bonus	To reward for the success of achieving the goals as defined for each year.
Long Term Incentive	Compensation according to Stock Option* & provident fund in the part that the Company contributes and increases according to year of work experience	<ul style="list-style-type: none"> To motivate and retain the competent Chief Executive Officer. To ensure alignment between interests of Chief Executive Officer and shareholder. To promote the growth and value to shareholders in long term.

Remark: * The Stock Option will be depend on the Board of Directors’ consideration which will be based on the appropriate time and situation.

7.4.3 Cash Remuneration and Remuneration other

In 2021, the Company was paid remuneration to managements. The Company did not paid remuneration to management who are directors or managements in subsidiary, the details are as following:

Remuneration	Total Amount (Baht)
Salary	20,219,383.33
Bonus	432,100.00
Provident fund ¹⁾	591,495.00
Social Security Contribution	36,600.00
Total	21,279,578.33

Remark: ¹⁾ The Company paid provident fund to management at the rate of 3-10 percent of salary depending on the year of service

7.5 Human Resources

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

Company	No. of employee (person)		
	2021	2020	2019
1. One To One Contacts Plc.	1,163	1,407	2,143
2. One To One (Cambodia) Co., Ltd.	10	10	15
3. One To One Professional Co., Ltd.	94	78	13
4. Inno Hub Co., Ltd.	2	17	20
Total	1,269	1,512	2,191

In 2021, the Company and its subsidiaries classify employees as follows:

Company	No. of employee (person)		
	Male	Female	Handicapped
1. One To One Contacts Plc.	301	844	18
2. One To One (Cambodia) Co., Ltd.	4	6	-
3. One To One Professional Co., Ltd.	13	81	-
4. Inno Hub Co., Ltd.	2	-	-

The Company and its subsidiaries have no significant labor disputes in the past 3 years.

The Company and its subsidiaries had expenses regarding employee which are consisting of salary, bonus, provident fund and other remunerations which could be categorized as following details:

Types of expense	Total expense (Million Baht)		
	2021	2020	2019
Salary	277.17	353.50	403.88
Bonus	8.30	16.42	14.28
Provident Fund	3.51	5.63	6.22
Others	42.60	79.70	81.73

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 leader of contact center and customer Management Services, and digital technology. The Company has determine human resource strategies and policies that emphasize on increasing efficiency of management and human resource development and create 4 corporate cultures together, such as Think Ahead, Customer Focus, Team of Professional and Commit to Excellence, which are suitable for business operations in the digital age. Beginning with the analysis of manpower planning to prepare for business extension, competition, and any changes in accordance with the policy, mission and culture 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, include supporting new business of the company in the future.

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 and cost efficiencies. These would enhance organizational design and restructuring as well as enable HR manpower policy and costing most effective to company business and support new business leading to meet company's vision and mission.

- **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 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. It is able to control, inspect, and manage performance of executives and employees at all levels. The Company use results in ongoing human resource development in order to achieve the mission of the company with efficiency and sustainability

- **Human Resources Management and Development Information Systems Policy:**

The company conducts information technology to apply in human resource management and development to support both human resource management and development process to be quick, accurate, appropriate, safe and reduce costs in every step to efficiency, such as employee recruitment and selection online, Individual Development Plan for personnel development planning the Individual Development Plan (IDP) for personnel development planning, E-Document Workflow application, and payroll services with E-Payslip. Furthermore, The Company would fully utilize hris data to support in HRM & HRD Policy decision making for sustainable organization achievement.

- **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. The Company has compensation and benefit policy to provide appropriate compensation to employees, which is consistent with the performance in both the short term compensation is the bonus and long term compensation is provident fund which a welfare that is a financial guarantee for employees

- **Employee Relation & Engagement Policy:**

The company attaches great importance to the creation of inter-company Executives and employees at all levels by organizing activities to promote relationships and engagement at all levels between executives and employees as well as promote teamwork by focus on creating values and corporate culture for professional collaboration.

- **Employee Innovation Recognition Policy :**

The company encourages employees to participate in the development of innovations that are beneficial to the organization. The company emphasized to promote innovation within the organization and therefore established a subsidiary that provides digital service innovation to develop products, services and business processes beneficial to the organization customers 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 overseas 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 guiding to individual competency development with diversified development methods for each levels. This is to build and develop the potential of the employees to support the growth of the company's business.

- **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 deemed necessary, as follows:

For management:

The managerial competency program, courses have been designed for first line, middle and top 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 Creating & Strategic Implementation Plan, Modern Supervisory Program, 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 Skill standard and test development 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. The Company has developed an Elearning System, 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 2021

Training course	No. of training	No. of trainee
In-House training		
- Executive	9	42
- Employee	9	90
Total	18	132
External training		
- Executive	13	25
- Employee	4	7
Total	17	32

Online Training	No. of hours	No. of trainee
- Executive	406	38
- Employee	901	92
Total	1,307	130

Cost of training for executives and employees

In 2021, The Company had cost of training for in-house and external were at Baht 397,627 Total training hours were 3,964 hours per year. Average training per person per year was 25.5 hours which higher than standard of Department of Labor which was set at 6 hours per year. However, the aforementioned training hours does not include training hours Online Training. Details of the program were as following:

Internal Training Course

- Basic Costing #1
- OTO Product Knowledge
- Risk Management & Refresh ISO 9001 : 2015
- Tiger Soft Program present
- Sales of services PDPA
- Cleaning Structure
- Knowledge of the operation of cleaning staff & Workshop
- Basic Costing #2
- Internal Auditor ISO/IEC 27001:2013

External Training Course

- CMMI V2.0 Building Development Excellence
- CMMI V2.0 Foundations of Capability
- COPC Management Training Series with certification Exam
- Corporate Governance for Executives (CGE)
- Digital Marketing Certificate (DMC80X)
- Personal Data Protection Act. (PDPA)
- Trade and Development Regional Forum 2021
- The Secret Sauce Strategy Forum 2022
- Review of tax laws and accounting standards
- Privacy & Security Summit 2021
- State-owned enterprise performance appraisal system according to the new appraisal system
- Basic Accounting and Financial Statement Analysis
- Physiognomy to select various types of talent of the organization #3
- National Internal Auditor Certificate

Online Training

- Excel : 7 Basic Techniques help piling on the graph
- 10 Ways to make money in the stock market
- 25 Basic Essentials of Adobe Photoshop CC
- Advance Excel
- 5 things I will do when I'm infected with covid and still can't find a bed
- Agile 101: Unlock Agile Mindset
- Basic Excel
- Alternative Assets and Investment Strategy Overview
- CGR Workshop 2/2021
- Basic First Aid for Medical Emergency #2
- Data Analytics for Business
- Excel to prepare for the entrance exam (concise, short, concise version)
- Designing
- Excel Speed Work
- Digital workforce Key success to automate business finance
- first AID
- FinTech I know it's been a long time
- Free Basic Writing teach you to write simple english
- GRAMMAR Summary, easy to understand
- Free IELTS Vocab Prepare your vocabulary before taking the IELTS exam
- Innovation SHIFT Innovative Shortcuts
- inw Excel teach Excel
- Master Skill 4.0 Communication Canvas
- iso iec20000
- Master Skill 4.0 Section IKIGAI happiness can be created
- iso9001
- Know Your Neighbors
- Master Skill 4.0 Section The Future of Leadership in AI Era
- Operation & Workforce Management
- Personal Data Protection Act. (PDPA)
- Master Skill 4.0 Section Building a brand in the digital age
- Power BI
- PowerPoint easy to digest 101
- Microsoft Visio Training Course
- Privacy & Security Summit 2021
- Modern slavery: Tackling the greatest human rights Challenge of our time
- Road to Certify CAC 4/2021
- The huawei Cloud team (system contact center)
- O2O - Online to Offline Reverse the idea of winning millions.
- The Secret Sauce Strategy Forum 2022
- P01 Business Sustainability Fundamentals (Preliminary To Corporate Sustainability)
- Trusted Digital Economy in the next normal
- Industry BIM
- PPT 7 Idea For better presentation results (Practical)
- SME Webinar
- RE01 preparation Sustainability Disclosure One Report
- Popular topics that SMEs want to know the most
- SD Professional Sharing 3/2021: Climate Change Business risks that should not be overlooked and reporting greenhouse gases in One Report
- Sniper Marketing : Marketing really works have to shoot to hit the target
- Sustainability, ESG and a company's reporting
- System Thinking for Business Systematic business thinking
- Startup Laws for Startup Businesses
- Managing negative emotions at work
- Using E-form & Workflow (for Requester and Approver) : Alfresco
- Using the function of creating annual registration Statement (56-1 One Report) on the SETLink system
- Document Action Request: DAR) : Alfresco
- Service Marketing
- Reading and converting data obtained from Google Form to be processed, such as converting text to numbers
- Service introduction e-Stamp Duty
- Collect the first hundred thousand tips for success (1 Hrs.)
- 56-1 One Report Under the Business and Human Rights Program for Businesses in the Thai Capital Market (Phase 1)
- Comprehension test on the Personal Data Protection Act (PDPA)
- Spark ideas, get started coding with Excel
- Business and human rights and human rights data entry guidelines
- Penetrate the service business ... conquer the hearts of the 50+ years
- Tips with excel 7 The formula we need to know for a New Normal life.
- Use Excel like a pro
- Tackle the problem, conquer the English language
- Prepare to make changes for sustainability One Report
- Prepare yourself for One Report
- Prepare before investing - Understand for success in Investing

- Excel Techniques with Shortcut Keys
- PowerPoint Techniques
- How to prepare when unlocking covid-19 what to do With business
- DAP e-Shareholder Meeting service
- How to manage people for the organization to be sustainable
- The role of the company secretary in raising the level of CG in Anti-Corruption
- Turning taxes into retirement
- Raising awareness of government officials in accordance with anti-corruption good governance
- A proactive change leader in the digital age
- Personal Data Protection Act
- Present • Catch up • Write - Think and write to keep up with the current trends.
- Where does the electricity come from?
- More than 100 must-know answers, see technical stocks
- How to start a business to continue and grow with LEAN THINKING
- Newbie wanting to play stocks
- Learn to do simple basic accounting with Flow Accounting system
- Newbie stock analysis with Stock Radars
- Easy investment, Warren Buffett style with Jitta.com
- Short learning, easy to understand Class and Object with Java language
- How to choose stocks or assets to invest
- each how to make Excel automatically combine multiple sheets of data
- Create Dashboard using Microsoft Excel
- Teaching Excel : VLOOKUP
- Course ISOIEC 20000 2018 and 27001 2013 (2 hrs.)
- Teaching Excel : 22 Techniques that “excel users” must know
- Extroverts who are introverts
- Teaching Excel : 7 excel formulas

7.6 Other important information

7.6.1 Persons assigned the highest responsibility in accounting and finance, who assigned to be directly responsible for overseeing bookkeeping. Company Secretary, Head of Internal Audit, and Head of Compliance.

- **Authorized person who is assigned the highest responsibility in accounting and finance.**
Ms. Rutairat Thongcharoen, Assistant Director of Accounting and Finance. Has been assigned the highest responsibility in the accounting and finance department (CFO - Chief Financial Officer), which is a person who is fully qualified to hold the position of the highest responsible person in the accounting and finance line. The person assigned the highest responsibility in accounting and finance. According to attachment 1 titled “Details of Directors, Executives, Persons with Controlling Authority, Persons assigned the highest responsibility in accounting and finance, Persons assigned to be directly responsible for overseeing bookkeeping, and company secretary.
- **Authorized person who are directly responsible for accounting supervision.**
Ms. Thidarat Kaewyai, Senior Accounting and Finance Manager assigned to be directly responsible for supervising accounting which such person is an accountant who has the qualifications and conditions of being an accountant by the rules prescribed in the notification of the Department of Business Development. According to attachment 1 titled “Details of Directors, Executives, Persons with Controlling Authority Person assigned the highest responsibility in accounting and finance, Persons assigned to be directly responsible for overseeing bookkeeping and company secretary.
- **Company Secretary**
The Nomination and Remuneration Committee considers and selects qualified persons proposed to the Board of Directors Meeting No. 7/21, held on May 12, 2021, has resolved to appoint Mr. Chaiwat Pitakraktham. who has all the qualifications as specified by the company to hold the position of the Company secretary. He was also appointed as the secretary of the sub-committees including the Executive Committee, Corporate Governance Committee, Nomination, and Remuneration Committee, Sustainable Development Committee, and investment committee.

According to Attachment 1 titled “Details of Directors, Executives, Persons with Controlling Authority, Person assigned the highest responsibility in accounting and finance, Persons assigned to be directly responsible for overseeing bookkeeping and Company Secretary” and the topic “Duties and Responsibilities of Company Secretary.”

- **Head of Internal Audit**

Mr. Thatchawit Jarukasemthitipat, Internal Audit Manager was assigned to be responsible for the Head of the Internal Audit of the company on February 24, 2022. Further details are shown in Part 2 under the topic “9 Internal Control and Related Transactions” and details about the Chief of Internal Audit according to Attachment 3 titled “Details of the Head of Internal Audit and the Head of the company’s supervisory (Compliance)”

- **Head of Compliance Department**

The company determines the work to supervise the operations of the company. It is the responsibility of the company secretary. It is responsible for ensuring that the Company, Directors, and Executives comply with the regulations of the Stock Exchange of Thailand. The Securities and Exchange Commission (SEC), the Public Company Act, and other relevant laws under the supervision of the company secretary.

Further details are shown in Part 2 under the topic “9. Internal Control and Related Transactions” and details about the Company’s supervisory supervisor (Compliance) are available in Attachment 3 under the topic of “Details of Compliance”. Head of Internal Audit and the Head of the company’s supervisory (Compliance)”

7.6.2 Head of Investor Relations and contact information

Ms. Nittaya Uthakayotha, Senior Manager Company Secretary Section assigned to the position Investor Relations. In this regard, investors can contact Investor Relations at telephone numbers 0-2685-0000 or send inquiries via the Company’s website at www.onetoonecontacts.com or at email investor.r@otocontacts.com

7.6.3 Auditor’s Remuneration

- **Audit Fee**

In 2021, the Company and its subsidiaries pay the Audit Fee to EY Office Company Limited for 1,460,000 THB and 300,000 THB respectively, and pay 2,850 USD to EY Office Company Limited in Cambodia.

- **Other service fees other than audit work (Non-Audit Fee)**

The Company and its subsidiaries did not pay any other service fees to the auditor during the year.

8. Key Performance in Corporate Governance Report

8.1 Summary of the performance of the Board of Directors in the past year

In 2021, even though the company is faced with the epidemic situation of the Corona virus (Covid-19), the Board of Directors still attaches great importance to the corporate governance of the company. By reviewing policies and operating guidelines to ensure compliance with good governance including monitoring and supervising the business to meet the set goals and considering the benefits of all stakeholders.

8.1.1 Selection, development and evaluation of duty performance of the Board of Directors

- **Independent Director**

The Board of Directors stipulates those independent directors must have all the qualifications in accordance with the rules and conditions prescribed in the Notification of the Securities and Exchange Commission. Capital Market Supervisory Board and Stock Exchange of Thailand each independent director must meet the following criteria:

Qualification of Independent Director

1. Holding no more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder; or controlling person of the Company, including the shares held by related persons of the independent director.
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 for at least two years prior to the date of appointment
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or subsidiaries:
4. Neither 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 have ended for at least two years prior to the date of appointment:

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 have ended for at least 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 advisors 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 of the same nature and in significant competition with the business of the Company or subsidiaries or not being a significant partner in a partnership or an executive director, employee, staff, advisor who earning regular monthly salary, or holding shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes a business of the same nature and in significant competition with the business of the Company or subsidiaries:
9. Not having any characteristic which cause the inability to express independent opinions on the Company's business operations.

- **Nomination of Directors and Management**

- **Nomination of Directors**

The Nominating and Compensation Committee has been appointed by the Board of Directors to select, and nominate appropriate candidates for positions of members of the Boards and other committees, Chief Executive Officer, other executives, and company secretary as well as consider the appropriate remuneration for such directors and management with the following criteria and procedures:

1. The Nominating and Compensation Committee will select and nominate the appropriate candidate regarding qualifications, experience, knowledge, ability that will be beneficial to the Company and consider the diversification in the board's structure, including gender, age, ethnicity and nationality. The Nominating and Compensation Committee will also consider the necessary skills that are still lacking to achieve the Company's business strategy and using the database of IOD. The appropriate candidates, who have qualifications as specified by the relevant laws, will propose to the Board of Directors' or the Shareholders' Meeting for approval in accordance with the Company's Articles and Association.
2. 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 and requirements of the SEC and the SET to propose to the Board of Directors' and/or the Shareholders' Meeting for approval in case of rotation or others.
3. Determining whether to recommend a director for re-election, the Nomination and Compensation Committee will consider relevant factors such as past performance, directors' dedication, history of attendance and participation in meeting, number of listed companies that each director holds tenure in of not exceeding five listed companies, and other contributions to the activities undertaken by the Board of Directors. In the case of independent directors, their respective independent qualifications shall also be considered.
4. The appointment of the Board members shall comply with the Company's Articles of Association and all relevant laws. Selection of the directors shall be transparent and clear through initially consider of the Nomination and Corporate Governance Committee with the following criteria and procedures in the shareholders' meeting:
 - (1) Each shareholder shall have one vote on each share.
 - (2) In voting, a shareholder shall vote in accordance with the number of votes each shareholder has under (1) for one or several directors. The said shareholder may not allot any number of his votes to any person.
 - (3) 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.

The Company proposed shareholders to elect the directors on an individual basis to allow shareholders to elect the desirable directors.

In case a directorship becomes vacant by any reason other than the expiration of the term, the Board of Directors shall elect a person possessing the qualifications and being under no prohibitions under the relevant laws as a replacing director at the Board of Directors' Meeting, unless the remaining term of such director is less than two months. The replacing director shall hold office only for the remaining term of the replaced director. The resolution of the Board of Directors' Meeting must be passed by votes of not less than three-fourths of the remaining directors.

5. For nomination of sub-committee, the Nominating and Compensation Committee will consider appropriate knowledge and ability, composition of the entire committees, criteria of directorship and independence of director prior to propose to the Board of Directors for approval.

- **Nomination of Top Management**

The Company has criteria and procedures for nomination of top management with the process start from recruiting internal and external persons who have leadership skills, ability to manage the organization and good understanding of company's products and services and propose to the Nominating and Compensation Committee consider favor of person to be Top Management to propose to the Board of Directors for approval.

- **Executive Succession Plan**

The Company is aware of the importance of executive succession plan when any executive position is vacant. 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. The Company will review the succession plan for top management on an annual basis.

In addition, the Company should encourage the Chief Executive Officer to invite key management to attend the Board of Directors' meetings and/or the Executive Committee's meetings to present details on the agenda items related to matters that they are directly responsible for, and to allow the board to gain familiarity with key management and assist succession planning.

- **The assessment of the Board of Directors, Sub-Committees, Chief Executive Officer / General Manager, Company Secretary and Head of Internal Audit**

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 2021. The Board of Directors meeting no. 13/2021 held on November 10, 2021, approved assessment form and 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 2021 Board Self-Assessment, it has an **excellent** evaluation by obtaining average score of 93.28%.

- **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 to efficiency. The assessment form, approved by the Board of Directors in its No. 13/2021 on November 10, 2021, 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 2021 Director Self-Assessment, it has an **excellent** evaluation by obtaining average score of 93.71%.

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 2021 Audit Committee Self-Assessment, it has a **very good** by obtaining average score of 88.47%.

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 meeting no. 13/2021 on November 10, 2021, was submitted to all sub-committee's members for assessment. The criteria for self-assessments of Executive committee, Corporate Governance Committee, Nominating and Compensation Committee, Risk Management Committee, Sustainable Development Committee, and Investment Committee covered the following areas:

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

The resolutions of Sub-Committee Self-Assessment are shown below:

	Result	Average Score (%)
1. Executive Committee	Excellent	91.08
2. Risk Management Committee	Very Good	88.19
3. Nominating and Compensation Committee	Excellent	96.13
4. Corporate Governance Committee	Excellent	97.66
5. Sustainable Development Committee	Excellent	88.75
6. Investment Committee	Excellent	82.29

4. Chief Executive Officer Assessment

The Corporate Governance Committee conducts Chief Executive Officer Assessment annually. The form has been approved by the Board of Directors in its meeting no. 13/2021 on November 10, 2021, 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 2021 Chief Executive Officer Assessment, evaluated in the above 9 topics, it has an **Excellent** evaluation by obtaining average score of 91.70%.

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 2021, the Board of Directors considered the criteria of Company Secretary Assessment in its meeting no. 10/2021 on November 10, 2021. 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 2021 Company Secretary Assessment, evaluated in the above 6 topics, it has an **excellent** evaluation by obtaining average score of 93.42%.

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.13/2021 on November 10, 2021, 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 2021 Head of Internal Audit Assessment, evaluated in the above 6 topics, it has an **excellent** evaluation by obtaining average score of 83.22%.

- **Development of Directors and Management**

- **Development of Directors**

The Company specified that whenever there is a change of director, there shall be an orientation for a new director every time 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 knowledge of the directors, the Company also encourages all directors to strengthen their skills and knowledge for performing their duties including knowledge and understanding of relevant law and standards, and other applicable obligations, risk factors, and the Company’s business environment. The board should receive accurate, timely and clear information, including timely and regular updates. 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), 1 director had joined DCP program, and 5 directors had joined 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 according to their needs.

In 2021, the directors attended the training courses to enhance their knowledge and skills. The details are as follows:

Directors	Training courses
1. Mr. Kanawuthi Wattanadhirach	- Anti - Corruption Governance Course, office of Public Sector Anti - Corruption Commission (PACC) and The Comptroller General’s Department
2. Mr. Panom Ratanarat	- Advanced Audit Committee Program (AACP) 40/2021 Thai Institute of Directors (IOD)
3. Mr. Chaiwat Phithakraktham	- Director Accreditation Program (DAP) 184/2021 Thai Institute of Directors (IOD)

- **Development of Management**

The Company develops our management through chief executive courses to further enhance their leadership skills and knowledge, resulting in higher management efficiency. This will also prepare them for future promotions in accordance with their line of work and further enhance all lines of business in the company to be able to compete and take leading positions in their respective industry both in the present and in the future.

In 2021, there were managements attended the training courses to enhance their knowledge. The details are as follows:

Managements	Training courses
1. Ms. Warunee Poodee	<ul style="list-style-type: none"> – Basic Costing 1/2021 – Privacy & Security Summit 2021
2. Mrs. Sasakorn Suppatkul	<ul style="list-style-type: none"> – ICDL Profile Certificate: Module Data Protection (PDPA) – ICDL Digital Marketing – Corporate Governance for Executives Certificate form Thai Institute of Director
3. Mr. Krissada Boontuang	<ul style="list-style-type: none"> – Personal Data Protection Act (PDPA) – ENP (Emergency Number Professional) NENA – Management COPC Customer Experience Standards

8.1.2 Meeting of the Board of Directors and Remuneration for Directors

- **Meeting of the Board of Directors**

1) The Board of Directors

The Board of Directors meeting shall be attended by at least half of all the directors to constitute a quorum. In the case of the Chairman of the Board of Directors is not present or unable to discharge his duties, if any the meeting has Vice-Chairman, he/she shall serve as a Chairman. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the directors who attend the meeting, shall elect one of their members as the Chairman of the meeting and votes. The Board of Directors set its quorum of the meeting to be at least 2/3 of all directors attending the meeting.

The Board of Directors sets the meeting schedule in advance throughout the year and the schedule of the meeting has been set at least 6 meetings per year. 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 5 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 7 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.

The average length of the meeting is approximately 2 hours. In 2021, there were 13 meetings as follows:

Directors	Position	Date of appointment	Term of position (year / month)	Number of / attendance / Total number of meeting
1. Dr. Pakorn Apaphant	Chairman of Nominating and Remuneration Committee / Chairman of the Board of Directors / Chairman of Audit Committee / Independent Director / Corporate Governance Committee Member	December 14, 2020	1 Year 1 Month	13/13
2. Dr. Chuket Ounjitti	Independent Director / Audit Committee Member	April 28, 2021	8 Month	7/7

Directors	Position	Date of appointment	Term of position (year / month)	Number of / attendance / Total number of meeting
3. Mr. Pattarakit Techasikarn	Independent Director / Audit Committee Member	April 28, 2021	8 Month	7/7
4. Mr. Priyong Teerasathain	Risk Management Committee Member / Independent Director / Chairman of the Corporate Governance Committee / Nomination and Remuneration Committee	March 8, 2021	10 Month	8/8
5. Mr. Kanawuthi Wattanadhirach	Chairman of Risk Management Committee / Chairman of Sustainable Development Committee / Corporate Governance Committee Member / Chairman of Executive Committee / Chief Executive Officer / Chairman of Investment Committee / Nominating and Compensation Committee Member / Director	December 14, 2020	1 Year 1 Month	13/13
6. Mr. Chaiwat Phithakratham	Risk Management Committee Member / Sustainable Development Committee Member / Investment Committee Member / Director / Executive Committee Member	December 14, 2020	1 Year 1 Month	13/13
7. Mr. Panom Ratanarat	Director	December 14, 2020	1 Year 1 Month	12/13
8. Mr. Subhasiddhi	Director Rakkasikorn	June 11, 2021	6 Month	5/5
9. Ms. Saowanee Kaoubol	Director	November 10, 2021	1 Month	0/0
10. Mr. Yuthaveera Achawangkul ¹⁾	Independent Director / Director	February 24, 2021	9 Month	8/8
11. Dr. Sarayut Rueansuwan ²⁾	Director	March 8, 2021	8 Month	7/7
12. Ms. Kittika Chatchaval ³⁾	Independent Director / Audit Committee Member / Chairman of Corporate Governance Committee / Nominating and Compensation Committee Member	December 14, 2020	5 Month	6/6
13. Mr. Piyapoj Ruthirago ³⁾	Independent Director / Audit Committee Member	January 5, 2021	4 Month	4/4
14. Mrs. Sukanya Vanichjakvong ⁴⁾	Director / Chairman of Executive Committee / Risk Management Committee Member / Chairman of Sustainable Development Committee	March 27, 2013	8 Year 1 Month	5/5

Directors	Position	Date of appointment	Term of position (year / month)	Number of / attendance / Total number of meeting
15. Mr. Boonlerd lewporchai ⁵⁾	Director / Executive Committee Member / Corporate Governance Committee Member	December 14, 2020	3 Month	4/4
16. Mr. Tanawat Ueasiripan ⁵⁾	Director	January 5, 2021	2 Month	2/2
17. Mr. Vichai Srikwan ⁶⁾	Chairman of the Board of Directors / Independent Director / Audit Committee Member / Chairman of Nominating and Remuneration Committee	March 27, 2013	7 Year 10 Month	1/1
18. Dr. Pairoj Boonkongchuen ⁶⁾	Independent Director / Audit Committee Member / Corporate Governance Committee Member / Nominating and Compensation Committee Member	March 27, 2013	7 Year 10 Month	1/1
19. Mr. Watchai Vilailuck ⁶⁾	Director / Executive Committee Member / Chairman of Risk Management Committee	March 27, 2013	7 Year 10 Month	1/1

- Remark:**
- 1) Resigned from the director on November 30, 2021
 - 2) Resigned from the director on November 1, 2021
 - 3) Expiration of term of directorship on April 28, 2021
 - 4) Resigned from the director on April 26, 2021
 - 5) Resigned from the director on March 6, 2021
 - 6) Resigned from the director on January 5, 2021

In 2021, the Board of Directors considered the following agendas:

- Approved the Company's financial statement
- Considered the appointment of the Audit Committee and Sub-Committees
- Consider and approve changes in the organizational structure and set up an investment department
- Considered the appointment of the Investment Committee, Investment policy and Investment budget
- Consider and approve the opening of a private fund account and securities accounts for investing in ordinary shares
- Consider and approve the authorization of the order submission and sales orders in ordinary shares
- Considered the appointment of the Corporate Secretary
- Approved the changing of authorized signature of the Company for financial documents
- Consider and approve the bonus payment as a special case
- Consider and approve the review of compliance with good corporate governance principles.
- Consider and approve the amendment of the corporate governance policy and subcommittees charter
- Consider and approve the closure of a subsidiary in Cambodia
- Consider and approve the increase of registered capital of Inno Hub Company Limited (subsidiary)
- To consider and approve the opinion of the Company on the Tender Offer (Form 250-2)
- Consider and approve the increase of registered capital

- Consider and approve the increase in company objectives and approve the amendments to the memorandum of association.
- Consider and approve the change in the subscription date for newly issued ordinary shares.
- Consider and approve the allocation of the Company's newly issued ordinary shares.
- Consider and approve the issuance and allocation of warrants to purchase ordinary shares of Company No. 1

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 2021, the 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	Investment Committee
1. Mr. Watchai Vilailuck ¹⁾				1/1			
2. Dr. Pairoj Boonkongchuen ¹⁾				1/1			
3. Dr. Pakorn Apaphant	6/6		2/2	7/7			
4. Ms. Kittika Chatchaval ¹²⁾	1/1		1/1	4/4			
5. Mr. Piyapoj Ruthirago ²⁾	1/1						
6. Dr. Chuket Ounjitti ³⁾	5/5						
7. Mr. Pattarakit Techasikarn ³⁾	5/5						
8. Mr. Yuthaveera Achawangkul ⁴⁾	4/5		1/1	2/2			
9. Mr. Priyong Teerasathain ⁵⁾					1/1		
10. Mr. Kanawuthi Wattanadhirach ⁶⁾		14/14	1/1	7/7	2/2	2/2	22/22
11. Mr. Boonlerd lewpornchai ⁷⁾		3/3	1/1		1/1		
12. Mrs. Sukanya Vanichjakvong ⁸⁾		3/3					
13. Mr. Chaiwat Phithakraktham ⁹⁾		14/14			1/1	2/2	22/22
14. Ms. Warunee Poodee		14/14				2/2	
15. Ms. Chutima Insawang ¹⁰⁾		11/11				2/2	
16. Mr. Surapong Sae-Heng							22/22

- Remark:**
- ¹⁾ Resigned from the director on January 5, 2021
 - ²⁾ Expiration of term of directorship on April 28, 2021
 - ³⁾ The Board of Directors Meeting Approved the appointment as an Audit Committee on April 28, 2021
 - ⁴⁾ Resigned from the director on November 30, 2021
 - ⁵⁾ The Board of Directors Meeting Approved the appointment as a Risk Management Committee on May 12, 2021
 - ⁶⁾ The Board of Directors Meeting Approved the appointment as a Corporate Governance Committee on March 8, 2021
 - ⁷⁾ Resigned from the director on March 6, 2021
 - ⁸⁾ Resigned from the director on April 26, 2021
 - ⁹⁾ The Board of Directors Meeting Approved the appointment as a Risk Management Committee on March 8, 2021
 - ¹⁰⁾ The Board of Directors Meeting Approved the appointment as an Executive Committee on March 8, 2021

3) Meeting among members of non-executive directors

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

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.

- **Remuneration for Directors**

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 1 time more than other members. Chairman of the Nominating and Compensation Committee and the Chairman of Corporate Governance Committee receive 50 percent 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 appropriations and compared 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 2021 Annual General Meeting of Shareholders at the amount 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 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 2021, the Company paid remuneration to the directors and sub-committees which the Company has not paid remuneration to directors and executive committee members who are directors in subsidiary, with the following details:

(Unit: Baht)

Directors	Meeting Allowance				Bonus	Total Remuneration paid to each Director
	Board of Directors	Audit Committee	Nominating and Compensation Committee	Corporate Governance Committee		
Dr. Pakorn Apaphant	250,000	120,000	100,000	20,000	120,000	610,000
Dr. Chuket Ounjitti	70,000	50,000	-	-	43,077	163,077
Mr. Pattarakit Techasikarn	70,000	50,000	-	-	43,077	163,077
Mr. Yuthaveera Achawangkul	80,000	40,000	20,000	-	-	140,000
Mr. Priyong Teerasathain	80,000	-	-	-	55,385	135,385
Mr. Kanawuthi Wattanadhirach	130,000	-	70,000	10,000	80,000	290,000
Mr. Panom Ratanarat	120,000	-	-	-	73,845	193,846

(Unit: Baht)

Directors	Meeting Allowance				Bonus	Total Remuneration paid to each Director
	Board of Directors	Audit Committee	Nominating and Compensation Committee	Corporate Governance Committee		
Mr. Chaiwat Phithakraktham	130,000	-	-	-	80,000	210,000
Mr. Subhasiddhi Rakkasikorn	50,000	-	-	-	30,769	80,769
Dr. Sarayut Rueansuwan	70,000	-	-	-	-	70,000
Ms. Kittika Chatchaval	60,000	10,000	40,000	15,000	-	125,000
Mr. Piyapoj Ruthirago	40,000	10,000	-	-	-	50,000
Mrs. Sukanya Vanichjakvong	50,000	-	-	-	-	50,000
Mr. Boonlerd Iewpornchai	40,000	-	-	10,000	-	50,000
Mr. Tanawat Ueasiripan	20,000	-	-	-	-	20,000
Mr. Vichai Srikwan	20,000	-	15,000	-	-	35,000
Dr. Pairoj Boonkongchuen	10,000	-	10,000	-	-	20,000
Mr. Watchai Vilailuck	10,000	-	-	-	-	10,000
Total	1,300,000	280,000	255,000	55,000	526,154	2,416,154

8.1.3 Supervision of subsidiaries and associated companies

The Board of Directors supervises the operations of subsidiaries and associated companies as follows:

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.

For establishment of a new company or investing in significant portion in other businesses between 20% and 50% of shares with voting rights, and the amount of investment or may have to more invest significantly, the Board of Directors should ensure that shareholder agreements or other agreements are in place to enable the Company's performance monitoring and participation in management, including for approval of significant transactions and decisions. This is to ensure that the Company has sufficient, accurate, and timely information for the preparation of its financial statements that conform to the relevant standards.

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.

In 2021, associated companies or subsidiaries comply with the policy of supervising subsidiaries and associated companies. And no actions that cause conflicts of interest including the preparation of financial reports and important transactions can be carried out and disclosed in their entirety accurately and within the specified time.

8.1.4 Monitoring of compliance with the corporate governance policy and guidelines

1) 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 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 2021 are provided under "Related Transactions".

2) Inside Information Control

The Company set criteria about inside information usage control for personal advantage, 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 contact. 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 2020, there is no case of insider trading from the Company's directors and executives. The press releases for the corporate governance are published on 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 and derivative holdings of themselves, their spouse, cohabiting couple and any minor children, including a juristic person whose shares exceeding thirty percent of the total voting rights are held by directors and executives, including their spouse or cohabiting couple, and 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 and derivative 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 and derivative 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 with legal requirement and the Company's Articles of Associations.

3) Anti-Corruption

The Company operates a business by placing importance on anti-corruption, and adhering to ethics, integrity, and management with transparency as well as taking accountability to all stakeholders. In this regard, the Company has established appropriate guidelines for all related parties such as directors, executives/management and employees, and the review of compliance with the set guidelines has been determined to perform continually.

3.1 Duties and Responsibilities

1. The Board of Directors is responsible for setting up the anti-corruption policy, which includes a code of conduct of business.
2. The Executive Committee is responsible for supporting the implementation of the anti-corruption policy at all managerial levels and all relevant employees.
3. The Audit Committee is responsible for overseeing the internal audit activities to be consistent with international standards.

3.2 Anti-Corruption Policy

The Company operates a business by adhering to good corporate governance. Consequently, the anti-corruption policy is established to be the guidance for all related parties such as directors, executives/management, and employees to strictly follow. The major principles of the anti-corruption policy are specified as below.

3.2.1 Political Impartiality and Code of Conduct

The Company has the policy to operate a business with political impartiality that covers compliance with the laws and democratic governance with the King as Head of State. Thereby, directors, executives/management, and employees, who have political rights and liberties pursuant to the laws, commit not to perform any acts including resource usage that cause the loss of impartiality or damages from the involvement in political activities. In addition, the Company also has the policy to operate a business with ethics, integrity, and management with transparency by implementing in the organizational culture of the Company.

3.2.2 Donation for Charity and Supporting Fund

The Company promotes community and social development for quality-of-life improvement through business processes or donations for the charity that shall be supported by completed evidence and in line with the Company's rules, which specify that the donation and the fund shall be applied for business support and public charities.

3.2.3 Receiving or Giving Gifts, Gratuities, Assets or Other Benefits.

Improper receiving or giving gifts, gratuities, assets, or other benefits causes the support or obligation that affects decision-making for business operations, which incur damages or losses to the Company. Thereby, the Company does not support such kind of the operations and determines that directors, executives/management, employees, and relevant persons shall adhere to the following key principles:

- Conduct the receiving or giving ethically and legally by being aware of laws, rules or traditions of each country or locality that may contain different conditions or practices and strictly following them. The rules include the hiring of a government employee in term of consultant or permanent staff of the Company by defining transparent and suitable employment conditions
- Conduct the receiving or giving appropriately and honestly by covering the transactions with government agencies

- Not conduct the receiving or giving to any persons who intend to persuade others to perform inappropriate activities or omit to perform the right actions.
- Not conduct the receiving or giving that has the influence in unfair decision making for operating responsible duties
- Conduct the receiving or giving with low value and suitable for each occasion and report to supervisor in case of necessity in conducting the transactions whose value are higher than business usual
- Conduct the receiving or giving according to the rules specified by external agencies in case of being assigned from supervisor to support the external agencies
- Conduct the spending of expenses for business entertainment and other expenses which are directly relevant to abiding business contracts reasonably
- Conduct the document keeping of the financial evidence that clearly present the value of the receiving or giving and are auditable as requested

Practice Guidelines

1. Risk Management

The Company clearly structures risk management by establishing the Board of directors and executives to oversee their management and their employees in all levels to apply the practice guidelines consistent with the Company's policy. In addition, the committee for risk management is also set for overseeing the managing of relevant risks to be conducted in appropriate manners.

2. Building a Preventive Organizational Culture

The Company supports directors, executives/management and employees at all levels to perform their operations with no fraud and no corruption including adhering to ethics, integrity, and management with transparency as well as be responsible for all stakeholders by giving fair compensations and rewards to outstanding staff together with punishing the staff who violates the Company's policies and rules.

3. Training Arrangement and Communication

The Company arranges the staff training to promote honestly and inform the practice guidelines for the standard of good behavior, Code of Conduct and business ethics. The training and communications are performed via new employee orientation and additional training during employment as well as electronic communications such as websites and applications.

4. Reporting

The Company encourages directors, executives/management, employees and stakeholders to report the violation of the Company's policy as well as unfair practices by providing reporting channels to inform any traces of improper activities, which include the breach of good governance, code of conduct/business ethics, policy and rules of the Company or laws. Thereby, the Company provides mail and e-mail as reporting channels directly to the internal Audit department and protects informers by not disclosing their name to any persons.

5. Monitoring of Policy Compliance

The Company establishes the Internal Audit department to monitor the policy compliance of each business unit as risk base basis in Order to ensure that the Company has the appropriate internal control systems. In case that the deficiencies, which incur significant damages to the Company, are found from inadequate internal control systems of any business units, the Internal Audit department will report the audit results directly to the Audit Committee and the Board of Directors, respectively.

6. Penalty

Any actions that directly or indirectly violate this policy will be considered disciplinary punishment according to the rules set by the Company as well as legal penalties in case of illegal acts.

In summary, the Company brings the mentioned policies and practice guidelines of Internal Control, Risk Management and Anti-Corruption into practice appropriately.

4) Whistle Blowing

- **Suggestions and complaints**

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 and transparently. The Company provides channels for all stakeholders to send suggestions and complaints that is beneficial to the Company. Those channels consist of direct mail or E-mail as informed at the Company's website (www.onetoonecontacts.com)

Mailing Address : Internal Audit Department
One to One Contacts Public Company Limited
99/9 Moo 4 Software Park Building,
27 Fl. Chaengwattana Rd., Klong Gluar.
Pak-kred, Nonthaburi 11120 Thailand

or E-mail address : auditcommitteesecretary@otocontacts.com

The Internal Audit Department will collect the suggestion and complain, then, inspect and analyze the information according to the procedures and methods on "Notifying the information on misconduct and the protection of the informant"

- **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 stakeholders to examine and oversee any action which is against the corporate governance principles, ethics, rules and regulations of the Company, laws, corruption or any action which might cause damages to the Company including rights violation. If such action is found, the stakeholders can notify the clue on misconduct behavior to the Company by sending information and/or document and/or concerned evidence (as the Company's form to notify the information on misconduct) to Internal Audit Department. If the name and surname of the informant is specified, it will be more beneficial to the Company for convenience on enquiry and/or contact for more information.

In the year 2021, the company has "no" complaints or corruption or legal disputes. that may have a significant impact on the Company's business in any way

8.2 Report on the results of duty performance of the Audit Committee in the past year

Details as attachment 6: Report of the Audit Committee

8.3 Summary of the results of duty performance of subcommittees

Details as attachment 7: Report of the Executive committee

Details as attachment 8: Report of the Nominating and Compensation committee

Details as attachment 9: Report of the Corporate Governance Committee

Details as attachment 10: Report of the Risk Management Committee

Details as attachment 11: Report of the Sustainable Development Committee

Details as attachment 12: Report of the Investment Committee

9. Internal Control and Related Party Transactions

9.1 Internal Control

Opinions of the Board of Directors and the Audit Committee on the Company's Internal Control System

The Board of Directors and company executives have placed great importance on the company's internal control system, acknowledging it as a mechanism to ensure the management confidence in reducing business risks, allowing effective operations of the business with appropriate resource distribution in order to achieve the targets.

The Board of Directors has assigned the Audit Committee to supervise the adequacy and efficiency of the internal control system, the company's risk management system, ensure the company's compliance with the relevant laws and regulations, prevent potential conflicts of interest arising from transactions with related parties, monitoring the company's operations and abuse or unauthorized use of company assets and to protect the company's assets from loss, leakage or through fraudulent misconduct. Thereby, the company has established mechanisms to monitor and review operations. The internal audit department which works independently, is responsible for auditing and evaluating company performance and the adequacy of the internal control system, review the risk management system and the corporate governance. Furthermore, the company has assessed the adequacy of the internal control system, the compliance and pursuant to the COSO (The Committee of Sponsoring Organizations of the Treadway Commission) standards and Enterprise Risk Management (ERM) framework to support the implementation of the internal control system and risk management for the company to operate effectively and efficiently. Additionally, the Audit Committee has assessed the adequacy of the internal audit department and reported to the Board of Directors annually by referencing the "Internal Control System Sufficiency Assessment Form" of the Securities and Exchange Commission of Thailand (SEC).

The Board of Directors and the Audit Committee holds the opinion that the company's internal control system is adequate and sufficient, with the key contents summarized as follows:

- **Internal Control**

The Company has established an effective internal control system, which includes a clear and streamlined organizational structure and chain of command, set business goals and key performance indicator (KPI) for the employees to have clear guidelines and targets to work towards while being aware of their duties and responsibilities to comply with the internal control system in order to achieve the goals set by the company.

- **Risk Assessment**

The Company has conducted a risk assessment including major risks such as, financial risk, market risk, technological risk and fraud risk by assessing the risk levels, the tendencies of such risks along with specifying the guidelines to control and mitigate such risks. The company has presented the results of the assessment and guidelines to mitigate the risks to the Risk Management Committee meeting to review the appropriateness by taking into account the probabilities and impact it could have on the company's operations in order for the company to take appropriate risk management measures efficiently.

- **Operational Control**

The Company has clearly defined the duties and responsibilities of each employee's positions, the delegation of authority, guidelines for appropriate workplace conduct, regularly reviewed the work performance and compliance with the rules, regulations, and manual for the delegation of authority to ensure the proper and effective conduct of duties and responsibilities. For transactions with related parties or transactions with potential conflict of interest, the Board of Directors has resolved to approve the principle for transactions between related parties to comply with the laws by allowing the management to enter into transactions, trades or agreements with related parties as long as the nature of the transaction complies with the law and

regulations defined by the Securities and Exchange Commission of Thailand (SEC) and The Stock Exchange of Thailand (SET). Nonetheless, such transactions, trades or agreements must be conducted in the same rational manner with bargaining power that one would do so when conducting a transaction with a general party without the influence of a person in position of influence such as a director, executive or a related person. For transactions that are being conducted continuously and transaction that may occur in the future, the management has set a regulatory framework to act as guidelines for such transactions to occur and to be reviewed by the Audit Committee and notified to the Board of Directors within a reasonable amount of time. If the company in the future has conducted a transaction with a party where a conflict of interests may arise, the company will arrange for the Audit Committee to review and assess said transaction.

- **Information and Communication System**

The Company has placed great importance on the informational systems and data communication, promoting and continually developing an accurate and up to date system. Thereby, utilizing modern and efficient technologies, including the secure management of information beginning from the collection, processing, storage and follow-up of the information to enable for an effective work performance and the use of data to assist in the work of the management, employees, shareholders and stakeholders and to ensure that the relevant parties receive complete and accurate information within a reasonable amount of time. Moreover, the company has established policies on the security and use of company information in accordance with the generally accepted accounting principles to present accurate, complete and transparent financial information which are also certified by a qualified external auditor.

- **Monitoring System**

The Board of Directors has established an internal control system that covers all aspects of the company, such as accounting and finance. The Board of Directors meetings and monitoring system ensures the operations of the company complies with the rules and regulations, and asset management is conducted in accordance with the set goals. The Board of Directors, Executive Committee along with the company executives work to monitor the goals, supervise and implement strategic plans and projects, and monitor the performance of the company to compare with the targets and report to the Board of Directors. Furthermore, the company has an internal audit department that works independently, which works consistently to monitor compliance with internal control system as well as provide suggestions to improve upon performances that are below the assessment standards. The company encourages the internal audit department to perform its duties in accordance with the international standards on auditing, where the responsible individual in each department is responsible for overseeing the compliance with the internal control system, and the internal audit department performs the audit and reports directly to the audit committee.

Conclusion

The Board of Directors and Audit Committee has concluded from the various assessments of the internal control mechanisms, internal control, risk assessment, operational control, informational and communication systems and monitoring system that the company has an adequate and sufficient internal control system in place. The company has an acceptable level of risk management, accounting and financial reporting systems that are accurate, reliable, in compliance with the law and the regulations pertaining to the business. The external auditor did not express any notable opinion on the company's internal control system in the audit report.

Internal Audit

The internal audit department works independently, reports directly to the Audit Committee and conducts its work according to the Charter of Internal Audit where the duties and responsibilities of the department are clearly defined. In addition, the department has developed an audit program that uses risk levels to determine the priorities of various tasks. The internal audit department then, communicates its work and operations to the senior management and the Board of Directors by exchanging information, coordinating, and by considering the services of quality assurance providers and consultants.

Head of Internal Audit Department

The Audit Committee meeting No. 3/2021, held on June 11, 2021, approved to appoint Ms. Nipaporn Thongpan as the head of the internal audit department. Then, the Audit Committee meeting No. 1/2022, held on February 24, 2022, approved to appoint Mr. Thatchawit Jarukasemthitipat to replace the previously appointed head of internal audit department after reviewing his qualifications, the Audit Committee is confident that the duly appointed head of the internal audit department has the knowledge, ability and experience to adequately perform the internal audit's duties that are summarized as follows:

1. Proposing the annual audit plan to the Audit Committee for approval.
2. Overseeing the operations of the internal audit department, provide consultation to auditees, and review department compliance with the standards.
3. Head of Internal Audit Department reports directly to the Board of Directors, which supervises the internal audit department to operate independently, fairly, and perform duties in accordance with the professional standards of auditing.

In this regard, the appointment, dismissal and transfer of the head of the Internal Audit department shall be approved by the Audit Committee.

9.2 Connected Transaction

The Company had disclosed the connected transactions for the past 3 years on the Company website (www.onetonecontacts.com). The Company had transactions with related parties who might have conflicts of interest for the year ended 31 December 2020 and 2021 as follows:

Related Party	Relationship	Transaction Type	2020 (THB. millions)	2021 (THB. millions)*	Necessity
1. Palangmit Transport Co., Ltd.	Director of Palangmit Transport Co., Ltd. is a spouse of Mrs. Sukanya Vanichjakkong* director of OTO	- Deposit - Rental expenses	0.634 3.803	0.634 1.268	- Palangmit provides rental services at CM Tower <u>Audit Committee Opinion</u> Product/service rate and trade terms are provided as the same as third parties
2. Vilailuck International Holding Co., Ltd. (VIH)	- Vilailuck International Holding Co., Ltd.** is an associate of OTO	- Deposit - Trade accounts payable - Other payables - Rental expenses - Utility expenses - Other expenses	3.385 - 2.027 4.899 10.492 0.868	3.658 4.650 0.072 1.354 2.603 0.209	- VIH provides rental service at Software Park building <u>Audit Committee Opinion</u> - Product/service rate and trade terms are provided as the ("VIH") same as third parties

Remark: * Mrs.Sukanya Vanichjakkong Resigned from director on April 26, 2021

** Vilailuck International Holding Company Limited end of being an associate of One to One Contacts Public Company Limited on April 26, 2021

Related Party	Relationship	Transaction Type	2020 (THB. millions)	2021 (THB. millions)*	Necessity
3. Inno Hub Co., Ltd. (INH)	- Joint Directors: 1. Mr. Kanawuthi Wattanadhirach 2. Mr. Chaiwat Phithakraktham	- Short term loans - Other accounts receivable - Accrued revenues - Trade accounts payable - Cost of contract work - Accrued expenses - Interest Income - Cost of service	11,000 1,971 - 0.191 7,052 1,473 0.155 -	- - 0.067 0.578 3,575 0.115 0.118 1,000	- OTO provides contact center service to Honda call to line project. - OTO uses development Application service for Pepsi and Consular Affairs project - Short-term Loans - OTO uses application maintenance services for Consular Affairs project <u>Audit Committee Opinion</u> - Product/service rate and trade terms including interest income are provided as the same as third parties.
4. One to One Professional Co., Ltd. (OTP)	- Joint Directors: 1. Mr. Kanawuthi Wattanadhirach 2. Mr. Chaiwat Phithakraktham	- Short term loans - Other accounts receivable - Accrued revenues - Management service income - Other payables - Other expenses - Interest Income - Cost of service	17,000 4,492 - 0.500 0.140 0.875 0.168	- - 0.010 0.660 - - 0.189 1,855	- Management service - Short-term Loans - OTO uses a maid service. <u>Audit Committee Opinion</u> - Product/service rate and trade terms including interest income are provided as the same as third parties.

The Criteria for Connected Transactions, which might have conflicts of interest

1. Necessity and Rationale of the Transactions

The Audit Committee had the opinion that the above said inter-company transactions were reasonable and necessary for the Company's operations. The conditions were set according to the general trade terms and conditions.

2. Measures and Steps of Approval for the Connected Transactions

The connected transactions will be reviewed by the Audit Committee in order to prevent conflicts of interest and proposed to the Board of Directors 'meeting and the shareholders' meeting for approval respectively by concerning on the terms, conditions and value of the transactions.

In this regard, the directors, the management and the stakeholders who have conflicts of interest will not participate in approving the connected transactions. The approval on the connected transactions will be in accordance with the Securities and Exchange Act, regulations, announcements, orders or requirements of the Stock Exchange of Thailand.

2.1 Principles for business transactions with general trade terms and conditions

The connected transactions that are general trade conditions must be approved in principles by the Board of Directors. The management can approve the transactions if their trade terms and conditions are the same manner that any person should do with general contracting parties in the same situation on the basis of bargaining power without any influence in the status of a director, executive or related person.

The Board of Directors Meeting no. 6/2019 that was held on November 6, 2019 which the Audit Committee members participated, approved in principles of the criteria for establishing the policy of connected transactions as follows:

- Pricing for selling goods and services is based on market price. If there is no market price, it will be based on cost plus margin which must be not over 15%.
- Pricing for the Contact Center Service is based on cost plus margin which must be not lower than 10%.
- Pricing for IT service of parent company is based on the pricing specified in agreed contract. The parent company set the pricing by base on cost plus margin which must be not over 5%
- Pricing for selling fixed assets is based on net book value plus margin as the condition of assets.
- Pricing for space rental and utility fee is based on market price which is assessed by comparing the pricing of nearby areas or the pricing which have the same charging rate as specified in effective agreement of the company.

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.

In such case of business transaction which Audit Committee has inexperienced, an independent financial advisor will be appointed to provide opinion to the Audit Committee, the Board of Directors' and shareholders for approval respectively in order to ensure that the transactions are conducted reasonably by considering on the Company's benefits. All connected transactions are disclosed in annual reports and financial notes, which have been reviewed by the external auditor of the Company.

2.2 Policy and Future Trend of the Connected Transactions

In the future, the Company may proceed the connected transactions as necessary by considering on general trade terms and conditions, which can refer to the same business type of the third parties, and adhering to the necessity and the Company's benefits as well as strictly following SET's regulations and notifications.

In case that the connected transactions are proceeded, the Audit Committee's opinion of the necessity and the appropriateness of the transactions will be required as well as details of the transactions will be disclosed in annual reports and financial notes, which have been reviewed by the external auditor of the Company.



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Report of the Board of Directors' Responsibility for the Financial Reports

The Board of Directors is responsible for the Company's consolidated financial statements and any financial information which disclose in the annual report. They consider financial information are consistent with strategies and core policies. The financial statements were prepared in accordance with the Thailand accounting standards with appropriated financial policies and continual practice under careful consideration and prepared with sufficient information in the notes to the financial statements. The consolidated financial statements as at 31 December 2021 were audited by Mrs. Sarinda Hirunprasurtwutti, auditor of EY Office Limited. The Board of Directors supported auditor with documents and information in order to audit and provided their opinion in accordance with the financial accounting standard and such opinion has been disclosed in the Independent Auditor's report.

The Board of Directors appointed the Audit Committee which is comprised of independent directors to examine accounting policy, quality of the financial report and the internal control system. The Audit Committee's opinion regarding the mentioned issues appeared in the Audit Committee's report.

The Board of Directors has maintained sufficient internal control system and to ensure with reasonable assurance that the accounting information is accurate, complete and sufficient to maintain the Company's assets and to prevent fraud or significant unusual transactions.

In the Board of Directors' opinion, the internal control system of the Company was sufficient to obtain reasonable assurance in the consolidated financial statements of Company and its subsidiaries as at 31 December 2021, which was accurate and complied to the accounting standard and related law and regulations.



(Dr. Pakorn Apaphant)
Chairman of the Board of Directors
and Chief Executive Officer



(Mr. Kanawuthi Wattanadhirach)
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 2021, 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 2021, 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 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 the matter that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. Those 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 those 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 those 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 those matters are described below.

Revenue recognition relating to long-term service contracts

The Group has disclosed its policies on revenue recognition for service provided under long-term contracts in Note 4.1 to the financial statements. The amount of revenue that the Group recognised from such service contracts in each period forms a significant portion of the Group's total revenue and 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 recognition.

Allowance for expected credit losses

As at 31 December 2021, the Group had significant balances of trade accounts receivable and accrued income (accounting for 13% of total assets in the consolidated and separate financial statements). Determining the net realisable value as disclosed in Note 8 to the financial statements requires significant judgment of management, particularly with regard to estimated losses that may be incurred from uncollectible debts when debtors are unable to pay, and the timing of such recognition. This impact the amount of allowance for expected credit losses to be set aside. Therefore I gave significant attention to allowance for expected credit losses.

I assessed and gained an understanding of the internal controls of the Group relevant to the determination of allowance for expected credit losses by making enquiry of the responsible executives, gaining an understanding of the basis applied in determining the allowance for expected credit losses and reviewing the consistency of the application. I also reviewed the debtor aging analysis report, tested the correctness of aging therein, including reviewing the related assumption in estimating the expected credit losses in aging report and, for long outstanding debts on debtor aging analysis report, considered the credit terms given and assessed collectability by taking into account historical debt collection experience. Moreover, I analysed financial information of debtor to assess the financial status of major and long outstanding trade accounts receivable, considered subsequent collections after the period-end date, tested the calculation of the allowance for expected credit losses according to the policy set by the management, and enquired about the rationale for the recording of specific allowances. I also considered the reasonableness and adequacy of the allowance for expected credit losses.

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:

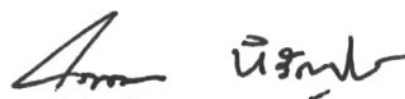
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting 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.

I am responsible for the audit resulting in this independent auditor's report.



(Sarinda Hirunprasurtwutti)

Certified Public Accountant (Thailand) No. 4799

EY Office Limited

Bangkok: 22 February 2022

Financial Statements

One to One Contacts Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	7	192,923,395	306,380,986	186,301,110	301,778,657
Trade and other receivables	6, 8	84,998,320	122,953,479	83,941,964	127,088,058
Short-term loans to related parties	6	1,700,000	-	24,500,000	28,000,000
Accrued income	6, 9	48,465,788	51,968,206	47,117,227	50,570,369
Inventories	10	5,785,588	11,709,458	4,356,544	4,954,391
Other current financial assets	11	326,726,576	2,689,981		326,726,576
2,689,981					
Other current assets	12	48,109,072	59,921,907	46,416,129	58,326,239
Total current assets		708,708,739	555,624,017	719,359,550	573,407,695
Non-current assets					
Investment in subsidiaries	13	-	-	14,964,556	7,964,556
Equipment	14	59,626,710	43,449,694	55,672,235	35,315,654
Right-of-use assets	17	23,977,137	52,750,692	23,757,287	51,611,118
Intangible assets	15	28,432,834	32,116,222	27,847,224	24,470,837
Deferred tax assets	24	1,354,343	7,198,869	-	6,687,195
Other non-current financial assets	11	180,606,914	6,103,875	180,251,647	5,775,241
Other non-current assets		262,876	1,016,457	257,916	581,747
Total non-current assets		294,260,814	142,635,809	302,750,865	132,406,348
Total assets		1,002,969,553	698,259,826	1,022,110,415	705,814,043

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 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	6, 16	46,234,584	38,753,048	43,614,102	37,369,124
Current position of lease liabilities	17	11,659,044	11,958,231	11,517,970	11,029,830
Income tax payable		-	1,316	-	-
Other current liabilities	18	13,020,433	25,185,337	12,373,400	25,562,945
Total current liabilities		70,914,061	75,897,932	67,505,472	73,961,899
Non-current liabilities					
Lease liabilities, net of current position	17	13,112,754	42,901,368	13,027,864	42,675,404
Provision for long-term employee benefits	19	10,110,116	15,296,820	9,554,196	14,030,298
Deferred tax liabilities	24	2,981,566	-	2,981,566	-
Other non-current liabilities		1,652,759	1,149,586	1,608,159	1,149,586
Total non-current liabilities		27,857,195	59,347,774	27,171,785	57,855,288
Total liabilities		98,771,256	135,245,706	94,677,257	131,817,187
Shareholders' equity					
Share capital					
Registered					
840,000,000 ordinary shares of Baht 1 each (2020: 280,000,000 ordinary shares of Baht 1 each)					
	20	840,000,000	280,000,000	840,000,000	280,000,000
Issued and fully paid up					
559,999,995 ordinary shares of Baht 1 each (2020: 280,000,000 ordinary shares of Baht 1 each)					
		559,999,995	280,000,000	559,999,995	280,000,000
Share premium		304,418,692	304,418,692	304,418,692	304,418,692
Retained earnings					
Appropriated - statutory reserve					
	21	28,700,000	27,100,000	28,700,000	27,100,000
Unappropriated (deficits)					
		10,798,841	(48,564,512)	34,314,471	(37,521,836)
Other components of shareholders' equity		280,769	59,940	-	-
Total shareholders' equity		904,198,297	563,014,120	927,433,158	573,996,856
Total liabilities and shareholders' equity		1,002,969,553	698,259,826	1,022,110,415	705,814,043

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 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Profit or loss:					
Revenues					
Services income		560,217,333	639,263,136	537,045,410	623,112,772
Revenues from contract work		35,683,341	36,435,667	35,396,490	35,445,667
Revenues from sales		1,513,176	3,135,948	-	-
Other income		58,713,624	789,769	57,467,747	1,285,779
Total revenues		656,127,474	679,624,520	629,909,647	659,844,218
Expenses	23				
Cost of services		465,931,328	563,087,492	439,502,260	546,187,625
Cost of contract work		22,099,917	37,138,674	24,033,936	38,068,071
Cost of sales		1,055,697	2,164,865	-	-
Selling and services expenses		5,719,980	6,741,648	2,948,177	3,282,396
Administrative expenses		102,383,306	75,187,577	95,193,748	67,031,757
Other expenses		4,659,313	103,424	77,777	19,829,185
Total expenses		601,849,541	684,423,680	561,755,898	674,399,034
Operating profit (loss)		54,277,933	(4,799,160)	68,153,749	(14,554,816)
Finance income		1,031,208	5,465,774	1,331,589	5,779,741
Finance cost		(1,913,386)	(2,712,942)	(1,868,226)	(2,634,670)
Reversal of impairment loss on financial assets (loss)		15,014,368	(47,481,626)	15,014,368	(47,481,626)
Profit (loss) before income tax expenses		68,410,123	(49,527,954)	82,631,480	(58,891,371)
Income tax (expenses) income	24	(12,730,652)	676,941	(13,737,776)	386,786
Profit (loss) for the year		55,679,471	(48,851,013)	68,893,704	(58,504,585)

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 (continued)
For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Other comprehensive income:					
<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		220,829	27,692	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods		220,829	27,692	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial gain on defined benefit plan		6,604,852	2,406,649	5,678,253	2,453,507
Less: Income tax effect	24	(1,320,970)	(481,330)	(1,135,650)	(490,701)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		5,283,882	1,925,319	4,542,603	1,962,806
Other comprehensive income for the year		5,504,711	1,953,011	4,542,603	1,962,806
Total comprehensive income for the year		61,184,182	(46,898,002)	73,436,307	(56,541,779)
Basic earnings (loss) per share	25				
Profit (loss) attributable to equity holders of the Company		0.17	(0.18)	0.21	(0.21)
Weighted average number of ordinary share (shares)		335,999,999	280,000,000	335,999,999	280,000,000

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 2021

(Unit: Baht)

	Consolidated financial statements					
	Issued and 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 (deficits)		
Balance as at 1 January 2020	280,000,000	304,418,692	27,100,000	255,955,706	32,248	867,506,646
Loss for the year	-	-	-	(48,851,013)	-	(48,851,013)
Other comprehensive income for the year	-	-	-	1,925,319	27,692	1,953,011
Total comprehensive income for the year	-	-	-	(46,925,694)	27,692	(46,898,002)
Dividend paid (Note 26)	-	-	-	(257,594,524)	-	(257,594,524)
Balance as at 31 December 2020	280,000,000	304,418,692	27,100,000	(48,564,512)	59,940	563,014,120
Balance as at 1 January 2021	280,000,000	304,418,692	27,100,000	(48,564,512)	59,940	563,014,120
Profit for the year	-	-	-	55,679,471	-	55,679,471
Other comprehensive income for the year	-	-	-	5,283,882	220,829	5,504,711
Total comprehensive income for the year	-	-	-	60,963,353	220,829	61,184,182
Increase share capital (Note 20)	279,999,995	-	-	-	-	279,999,995
Transferred retained earnings to statutory reserve (Note 21)	-	-	1,600,000	(1,600,000)	-	-
Balance as at 31 December 2021	559,999,995	304,418,692	28,700,000	10,798,841	280,769	904,198,297

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 2021

(Unit: Baht)

	Separate financial statements				
	Issued and paid up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated (deficits)	
Balance as at 1 January 2020	280,000,000	304,418,692	27,100,000	276,614,467	888,133,159
Loss for the year	-	-	-	(58,504,585)	(58,504,585)
Other comprehensive income for the year	-	-	-	1,962,806	1,962,806
Total comprehensive income for the year	-	-	-	(56,541,779)	(56,541,779)
Dividend paid (Note 26)	-	-	-	(257,594,524)	(257,594,524)
Balance as at 31 December 2020	280,000,000	304,418,692	27,100,000	(37,521,836)	573,996,856
Balance as at 1 January 2021	280,000,000	304,418,692	27,100,000	(37,521,836)	573,996,856
Profit for the year	-	-	-	68,893,704	68,893,704
Other comprehensive income for the year	-	-	-	4,542,603	4,542,603
Total comprehensive income for the year	-	-	-	73,436,307	73,436,307
Increase share capital (Note 20)	279,999,995	-	-	-	279,999,995
Transferred retained earnings to statutory reserve (Note 21)	-	-	1,600,000	(1,600,000)	-
Balance as at 31 December 2021	559,999,995	304,418,692	28,700,000	34,314,471	927,433,158

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

One to One Contacts Public Company Limited and its subsidiaries

Cash flows statement

For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Cash flows from operating activities					
Profit (loss) before tax		68,410,123	(49,527,954)	82,631,480	(58,891,371)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities: Depreciation and amortisation	14, 15, 17	45,271,374	47,893,390	37,820,706	44,001,339
Gain on disposal of financial assets	11.1.1	(19,441,903)	-	(19,441,903)	-
Gain on disposal of investment of subsidiary	13.3	(1,000,000)	-	-	-
Gain on security investment measured at fair value to profit or loss	11.1.1	(30,193,541)	(450,000)	(30,193,541)	(450,000)
Allowance for expected credit losses (reversal)	8	(14,067,861)	46,260,844	(14,067,861)	46,260,844
Allowance for other non-current financial assets (reversal)		(946,506)	1,220,782	(946,506)	1,220,782
Allowance for impairment of investment in subsidiary	13	-	-	-	19,725,911
Provision for long-term employee benefits	19	1,418,148	1,531,550	1,202,151	1,147,844
Provision for projects loss (reversal)		(4,577,450)	3,354,477	(4,577,450)	3,354,477
Provision for impairment of intangible assets	15	4,581,536	-	-	-
Loss on write-off withholding tax deduct at source		18,260	103,425	8,183	103,275
Net difference of right-of-use assets and lease liabilities arising from termination of contract	17	(2,292,609)	-	(2,292,609)	-
Transfer intangible assets to expense	15	1,887,559	173,282	1,850,202	173,282
Loss on write-off fixed assets		1,917,905	-	1,917,905	-
(Gain) loss on disposal of equipment and intangible assets		1,299,880	(113,258)	(414,215)	(113,258)
Unrealised (gain) loss on exchange		41,096	(37,357)	41,096	(37,357)
Interest income		(1,031,208)	(5,465,774)	(1,331,588)	(5,779,741)
Interest expense	17.2, 17.3	1,814,881	2,558,533	1,790,933	2,513,946
Profit from operating activities before changes in operating assets and liabilities		53,109,684	47,501,940	53,996,983	53,229,973

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

One to One Contacts Public Company Limited and its subsidiaries

Cash flows statement (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Operating assets (increase) decrease					
Trade and other receivables		51,995,645	(1,628,918)	57,201,032	(179,872)
Accrued income		3,502,418	22,119,393	3,453,142	23,345,831
Inventories		5,923,870	(8,457,871)	597,847	(1,753,015)
Other current financial assets		-	230,757	-	230,757
Other current assets		3,110,480	5,475,748	2,661,872	5,515,263
Other non-current financial assets		1,443,467	(585,582)	1,470,100	(660,891)
Other non-current assets		753,581	1,228,806	323,831	1,663,516
Operating liabilities increase (decrease)					
Trade and other payables		2,546,327	(34,865,182)	1,309,769	(35,475,322)
Other current liabilities		(7,587,454)	5,952,242	(8,612,095)	6,094,886
Other non-current liabilities		503,173	109,825	458,573	111,825
Cash flows from operating activities		115,301,191	37,081,158	112,861,054	52,122,951
Cash paid for income tax		(14,447,741)	(12,622,001)	(13,869,717)	(12,334,900)
Cash received from withholding tax refundable		17,905,107	14,583,661	17,905,107	14,583,661
Cash paid for provision for long-term employee benefits		-	(805,021)	-	(805,021)
Net cash flows from operating activities		118,758,557	38,237,797	116,896,444	53,566,691
Cash flows from investing activities					
Cash received for fixed deposit at bank		-	475,126,832	-	475,126,832
Cash paid for short-term loans to subsidiaries	6	(1,700,000)	-	(8,000,000)	(22,000,000)
Cash received from repayment of short-term loans to subsidiaries	6	-	-	11,500,000	-
Cash received from interest income		1,028,962	6,067,692	1,314,890	6,396,244
Cash paid for purchase of financial assets	11	(571,508,862)	-	(571,508,862)	-
Proceeds from disposal of financial assets	11.1.1	122,107,711	-	122,107,711	-
Purchase of investment of subsidiary	13.3	(5,000,000)	-	-	-
Cash received from disposals of investment of subsidiary	13.3	6,000,000	-	-	-
Cash paid for investment in subsidiaries	13	-	-	(7,000,000)	(3,000,000)
Proceeds from disposals of equipment		4,395,528	128,430	495,528	99,020
Cash paid for acquisition of equipment and intangible assets		(53,857,844)	(19,497,188)	(48,354,394)	(10,016,424)
Net cash flows from (used in) investing activities		(498,534,505)	461,825,766	(499,445,127)	446,605,672

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

One to One Contacts Public Company Limited and its subsidiaries

Cash flows statement (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Cash flows from financing activities					
Cash received from short-term bank loan		30,000,000	-	30,000,000	-
Cash paid for short-term bank loan		(30,000,000)	-	(30,000,000)	-
Cash paid for lease liabilities	17.2	(13,881,208)	(13,653,780)	(12,928,859)	(12,714,269)
Proceeds from increase in share capital	20	279,999,995	-	279,999,995	-
Dividend paid	26	-	(257,594,524)	-	(257,594,524)
Net cash flows from (used in) financing activities		266,118,787	(271,248,304)	267,071,136	(270,308,793)
Net increase in translation adjustments		199,570	22,689	-	-
Net increase (decrease) in cash and cash equivalents		(113,457,591)	228,837,948	(115,477,547)	229,863,570
Cash and cash equivalents at beginning of year		306,380,986	77,543,038	301,778,657	71,915,087
Cash and cash equivalents at end of year	7	192,923,395	306,380,986	186,301,110	301,778,657
Supplement disclosures of cash flows information					
Non-cash items					
Increase (decrease) in payable for equipment and intangible assets		4,923,734	(5,115)	4,923,734	(204,632)
Increase in receivable for sale of equipment		-	(190,004)	-	(2,340,000)
Acquisition of right-of-use assets under lease agreements	17	4,994,899	416,558	4,994,899	416,558

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

1. General information

1.1 Corporate information

One to One Contacts Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in providing customer contact center services. Its registered address is at 99/9, Moo 4, Software Park Building, 27th Floor, Chaengwattana Road, Klong Glur, Pak-Kred, Nonthaburi.

On 9 December 2020, Samart Corporation Public Company Limited, the Group’s former parent company, disposed all of the Company’s shares to the individual group investors. Therefore, after the completion of this transaction, the Company is no longer be Samart Corporation Public Company Limited’s subsidiary.

1.2 Coronavirus disease 2019 Pandemic

A wave of the Coronavirus disease 2019 pandemic has slowed down the economic recovery, adversely impacting most businesses and industries. This situation significantly affects the Group’s business activities in terms of terms of service and customer payment abilities and this is significantly impacting the Group’s financial position, operating results, and cash flows at present, and is expected to do so in the future. The Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

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, 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	
			2021 Percent	2020 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 and cleaning service	Thailand	100	100

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021 Percent	2020 Percent
One to One (Cambodia) Company Limited	Provide customer contact center services	Cambodia	100	100
Inno Hub Company Limited	Provide research and development related to software program, robot, equipment, tooling and artefact innovation	Thailand	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 Group has 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

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Revenues from contracts with customers

The Group accounts for a contract with a customer when it has entered into an agreement between counter parties that creates enforceable rights and obligations. The Group has to identify its performance obligations and allocate a transaction price to each obligation on an appropriate basis.

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, net of value added tax ("VAT"). Depending on the terms of the contract and the laws that apply to the contract, control of the goods or services may be transferred over time or at a point in time.

The Group principally earns revenue are as follows:

Revenue from customer contact center services

Customer contact center services comprise a comprehensive range of services, from project design and planning of customer contact center services, based on the customer's requirement and installation of hardware and/or software which are treated as a single performance obligation. Revenue is recognised over time when services have been rendered taking into account the stage of completion, using an input method, based on comparison of actual costs incurred up to the end of the period and total anticipated costs to be incurred to completion.

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 recognised at the point in time when control of the goods is transferred to the customer, generally upon delivery of the goods. Sales is measured at the amount of consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts and allowances to customers.
Interest income

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

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Costs to fulfil contracts with customers

The Group recognises costs to fulfil a customer contract as an asset provided that the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future and the costs are expected to be recovered. The asset recognised is amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

4.3 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.

4.4 Inventories

Finished goods and supplies are valued at the lower of cost (under the weighted average method) and net realisable value.

4.5 Investment

Investment in subsidiaries are accounted for in the separate financial statements using the cost method.

4.6 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.

4.7 Intangible assets

Intangible assets is recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and allowance for impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line 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.

4.8 Related party transactions

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

They also include associates, and individuals or enterprises 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.

4.9 Lease

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Building and building's improvement 2 - 10 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.10 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of equipment, right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an assets 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.

The Group will recognise an impairment loss in profit or loss.

4.11 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.

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

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats 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 defined benefit plans are recognised immediately in other comprehensive income.

Provision for vacation

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

4.13 Provisions

Provisions are recognised when the Group has 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.

4.14 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 Group recognises 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 Group reviews and reduces 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 Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.15 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

At initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 60 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLS are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial assets is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.16 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 Group applies 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 Group measures 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 Group determines 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 Identification of performance obligations

In identifying performance obligations relating to the provision of customer contract center services, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

5.2 Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

5.3 Allowance for expected credit losses of trade receivables and contract assets

In determining an allowance for expected credit losses of trade receivables and contract assets, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

5.4 Equipment and depreciation

In determining depreciation of equipment, the management is required to make estimates of the useful lives and residual values of the Group's 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.

5.5 Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

5.6 Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

During the years, the Group 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. Outsourced Contact Center Services are determined at cost plus a margin not less than 10 percent.
3. 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.
4. Management fees and rental expenses are charged at the amount stated in the agreement.
5. Other service income and expenses are charged at a mutually agreed price.
6. Guarantee fee is charged between the parties at a rate of 0.3 percent per annum.
7. 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	
	2021	2020	2021	2020
<u>Transactions with subsidiary company</u> (eliminate from the consolidated financial statements)				
Cost of contract work	-	-	3.6	7.1
Cost of service	-	-	2.9	0.6
Other income	-	-	0.7	0.5
Interest income	-	-	0.3	0.3
<u>Transactions with parent company</u> (Until 9 December 2020 which was date of non-controlling by the parent company)				
Service income	-	-	-	0.3
Cost of service	-	0.2	-	0.2
Management fee expenses	-	4.5	-	4.5
IT service fee expenses	-	14.5	-	14.5
Rental and utility expenses	-	10.6	-	10.6
Other expenses	-	4.0	-	4.0
<u>Transactions with related companies</u>				
Sales and service income	-	18.7	-	18.7
Purchase of goods and service	-	2.6	-	2.6
Rental and utility expenses	5.2	19.8	5.2	19.8
Other expenses	0.2	1.3	0.2	1.3

The balances of the accounts as at 31 December 2021 and 2020 between the Company and its related parties were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Trade accounts receivable - related parties (Note 8)</u>				
Related companies (related by directors)	-	76	-	76
Total trade accounts receivable - related parties	-	76	-	76
<u>Other receivables - related parties (Note 8)</u>				
Subsidiary companies	-	-	4,312	6,462
Total other receivables - related parties	-	-	4,312	6,462
<u>Accrued income - related parties (Note 9)</u>				
Subsidiary companies	-	-	10	-
Related companies (related by directors)	-	1,087	-	1,087
Total accrued income - related parties	-	1,087	10	1,087
<u>Deposit - related parties</u>				
Related companies (related by directors)	-	6,801	-	6,801
Total deposit - related parties	-	6,801	-	6,801
Less: Allowance for assets impairment	-	(192)	-	(192)
Total deposit-related parties-net	-	6,609	-	6,609

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Trade accounts payable - related parties (Note 16)</u>				
Subsidiary companies	-	-	-	191
Related companies (related by directors)	-	2,292	-	2,292
Total trade accounts payable - related parties	-	2,292	-	2,483
<u>Other payables - related parties (Note 16)</u>				
Subsidiary companies	-	-	-	140
Related companies (related by directors)	-	6,742	-	6,742
Total other payables - related parties	-	6,742	-	6,882
<u>Short-term loan to related parties</u>				
Subsidiary companies	-	-	22,800	28,000
Related company (related by directors)	1,700	-	1,700	-
Total short-term loan to related parties	1,700	-	24,500	28,000

Short-term loans to related parties

As at 31 December 2021 and 2020, the balances of loans between the Group and the movement in loans are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Balance as at 31 December 2020	During the year		Balance as at 31 December 2021
		Increase	Decrease	
Short-term loans to related parties				
<i>Related company</i>				
Insight Media Group Company Limited	-	1,700	-	1,700
Total	-	1,700	-	1,700

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2020	During the year		Balance as at 31 December 2021
		Increase	Decrease	
Short-term loans to related parties				
<i>Subsidiary companies</i>				
Inno Hub Company Limited	11,000	5,300	(10,500)	5,800
One to One Professional Company Limited	17,000	1,000	(1,000)	17,000
<i>Related company</i>				
Insight Media Group Company Limited	-	1,700	-	1,700
Total	28,000	8,000	(11,500)	24,500

Directors and management's benefits

During the years ended 31 December 2021 and 2020, the Company had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2021	2020
Short-term employee benefits	25,334	20,696
Post-employment benefits	237	168
Total	25,571	20,864

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash	119	73	74	39
Bank deposits	192,804	306,308	186,227	301,739
Total	192,923	306,381	186,301	301,778

As at 31 December 2021, bank deposits carried interests between 0.05 and 0.25 percent per annum (2020: between 0.10 and 1.30 percent per annum).

8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Trade accounts receivable - related parties</u> (Note 6)				
Aged on the basis of due dates				
Not yet due	-	76	-	76
Total trade accounts receivable - related parties	-	76	-	76
<u>Trade accounts receivable - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	58,787	58,602	56,940	56,933
Past due				
Up to 3 months	23,115	53,467	22,277	52,809
3 - 6 months	132	17,964	132	17,964
6 - 12 months	132	35,330	132	35,330
Over 12 months	34,969	5,963	34,969	5,963
Total trade accounts receivable - unrelated parties	117,135	171,326	114,450	168,999
Total trade accounts receivable	117,135	171,402	114,450	169,075
Less: Allowance for expected credit losses	(34,969)	(49,037)	(34,969)	(49,037)
Total trade accounts receivable - net	82,166	122,365	79,481	120,038

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Other receivables</u>				
Other receivables - related parties (Note 6)	-	-	4,312	6,462
Other receivables - unrelated parties	2,830	588	132	588
Accrued interest income	2	-	17	-
Total other receivables	2,832	588	4,461	7,050
Total trade and other receivables - net	84,998	122,953	83,942	127,088

As at 31 December 2021, trade accounts receivable - unrelated parties of the Company included amounts of Baht 34.9 million (2020: Baht 36.6 million), which were receivable from a public company that filed a petition with the Court for business rehabilitation. The Company has evaluated the situation and chance to receive repayments from such debtor. Therefore, as at 31 December 2021 the allowance for expected credit losses was recorded in full amount which the management believes that it was appropriate, considering for the current situation.

The normal credit term is 30 to 60 days.

Set out below is the movement in the allowance for expected credit losses of trade.

(Unit: Million Baht)

	Consolidated/Separate financial statements	
	2021	2020
Beginning balance	49.0	2.7
Increase (decrease) in allowance for expected credit losses	(14.1)	46.3
Ending balance	34.9	49.0

9. Accrued income

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Accrued income - related parties</u> (Note 6)				
Aged on the basis of record dates				
Up to 3 months	-	1,087	10	1,087
Total accrued income - related parties	-	1,087	10	1,087
<u>Accrued income - unrelated parties</u>				
Aged on the basis of record dates				
Up to 3 months	47,201	48,294	45,842	46,896
3 - 6 months	876	1,203	876	1,203
6 - 12 months	389	1,384	389	1,384
Total accrued income - unrelated parties	48,466	50,881	47,107	49,483
Total	48,466	51,968	47,117	50,570

10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Service contracts in process	4,361	4,954	4,357	4,954
Finished goods	600	5,940	-	-
Supplies	825	815	-	-
Total	5,786	11,709	4,357	4,954

11. Other financial assets

11.1 Other current financial assets

(Unit: Thousand Baht)

	Consolidated/Separate financial statements	
	2021	2020
<u>Debt instruments at amortised cost</u>		
Deposits	1,630	1,630
Total debt instruments at amortised cost	1,630	1,630
<u>Financial assets at FVTPL</u>		
Listed equity investments (Note 11.1.1)	325,097	1,060
Total financial assets at FVTPL	325,097	1,060
Total other current financial assets	326,727	2,690

11.1.1 Listed equity investments

Movements of the listed equity investments account during the year ended 31 December 2021 were summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements
Balance as at 1 January 2020	610
Gain on change in value	450
Balance as at 31 December 2020	1,060
Increase during the year	396,509
Disposals during the year	
Proceeds from disposal of listed equity investments	(122,108)
Gain on disposals	19,442
Total	(102,666)
Gain on change in value	30,194
Balance as at 31 December 2021	325,097

11.2 Other non-current financial assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<u>Debt instruments at amortised cost</u>				
Deposits	5,881	7,325	5,526	6,996
Less: Allowance for expected credit losses	(274)	(1,221)	(274)	(1,221)
Total debt instruments at amortised cost - net	5,607	6,104	5,252	5,775
<u>Financial assets at FVTPL</u>				
Non-listed equity instruments (Note 11.2.1)	175,000	-	175,000	-
Total financial assets at FVTPL	175,000	-	175,000	-
Total other non-current financial assets - net	180,607	6,104	180,252	5,775

11.2.1 Non-listed equity investments

Movements of the non-listed equity investments account during the year ended 31 December 2021 were summarised below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements
Balance as at 1 January 2021	-
Increase during the year	175,000
Balance as at 31 December 2021	175,000

On 9 September 2021, the meeting of the Board of Directors of the Company passed the resolution to approve the Company to invest in Hinsitsu (Thailand) Public Company Limited (“Hinsitsu”), which is currently engaging in business of manufacturing of silk screen name plates and label stickers per order of customers relating to electrical and electronic for both domestic and overseas markets by acquiring 100,000 ordinary shares with a par value of Baht 100 per share from Simat Technologies Public Company Limited, representing 10 percent of total shares capital of Hinsitsu at a purchase price of totaling Baht 175 million. In this regard, the Company has successfully signed the shares purchase agreement with Simat Technologies Public Company Limited and fully paid for such shares on 30 September 2021.

12. Other current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Withholding tax deducted at source	39,421	48,122	38,566	47,814
Prepaid expenses	6,850	10,172	6,164	9,004
Undue input value added tax	619	692	608	693
Others	1,219	936	1,078	815
Total	48,109	59,922	46,416	58,326

The Group has regarded withholding tax deducted at source as an asset since it intends to request and has 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 Group and the results of the Group's tax audit by the Revenue officials.

However, the management has used judgement to assess the outcome of the refund claims and believes that no loss will result. Therefore, no allowance for diminution in value of withholding tax deducted at sources is recorded as at the end of reporting period.

13. Investments in subsidiaries

13.1 Details of investments 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	
	2021	2020	2021 (%)	2020 (%)	2021	2020	2021	2020	2021	2020
One to One Professional Company Limited	Baht 5 Million	Baht 5 Million	100	100	5,000	5,000	(35)	(35)	4,965	4,965
One to One (Cambodia) Company Limited	600,000 USD	600,000 USD	100	100	19,725	19,725	(19,725)	(19,725)	-	-
Inno Hub Company Limited	Baht 10 Million	Baht 13 Million	100	100	10,000	3,000	-	-	10,000	3,000
Total					34,725	27,725	(19,760)	(19,760)	14,965	7,965

During the year 2020, the Company recognised allowance for impairment of investment in One to One (Cambodia) Company Limited, (a subsidiary company), of Baht 19.7 million as other expenses in the separate comprehensive income statement due to current economic uncertainty and the subsidiary's continuing operating loss.

13.2 Increase in registered share capital of subsidiary company

- On 24 February 2020, a meeting of the Board of Director of the Company passed a resolution to approve the increase of One to One Professional Company Limited, a subsidiary company, share capital from Baht 2 million (200,000 ordinary shares of Baht 10) to Baht 5 million (500,000 ordinary shares of Baht 10 each) through an issuance of addition 300,000 ordinary shares of Baht 10 each. The Company fully paid the share subscription in March 2020. The subsidiary company registered the share capital increase with the Ministry of Commerce on 20 March 2020.
- On 27 July 2021, the meeting of the Board of Directors of the Company passed a resolution to approve the increase in the registered share capital of Inno Hub Company Limited, a subsidiary company, from Baht 3 million (300,000 ordinary shares of Baht 10 each) to Baht 10 million (1,000,000 ordinary shares of Baht 10 each) through an issuance of 700,000 additional ordinary shares at a par value of Baht 10 each, totaling Baht 7 million. The subsidiary company fully called-up the share capital, and the Company fully paid the share subscription on 20 August 2021. The subsidiary company has registered the share capital increase with the Department of Business Development, Ministry of Commerce on 25 August 2021.

13.3 Investments of subsidiary

On 27 July 2021, the meeting of the Board of Directors of the Company passed the resolution to approve Inno Hub Company Limited, a subsidiary company, to invest in Insight Media Group Company Limited, which presently operates business in advertising media production services in Thailand by acquiring 1,964,000 ordinary shares with a par value of Baht 10 per share, representing 67.72 percent of all shares in such company from existing shareholders at a purchase price of totaling Baht 5 million. In addition, within 4 months from the completion of the acquisition of existing shares transaction, the subsidiary company will acquire of 1,000,000 newly issued ordinary shares of Insight Media Group Company Limited at a par value of Baht 10 each, totaling Baht 10 million. After the completion of such two transactions, the subsidiary company will hold 2,964,000 ordinary shares of Insight Media Group Company Limited for total of Baht 15 million, representing 76 percent of registered shares capital of Insight Media Group Company Limited.

On 2 August 2021, the subsidiary company has entered into a purchase and sales agreement to purchase ordinary shares of Insight Media Group Company Limited from the existing shareholders of that company at the mutually agreed price of Baht 5 million and settled the acquisition of the existing shares transaction on 2 August 2021.

The fair value of the identifiable assets acquired and liabilities assumed of Insight Media Group Company Limited as at the acquisition date, based on the estimates made by the subsidiary company are summarised as follows:

(Unit: Thousand Baht)

Cash and cash equivalents	3,474
Trade and other receivables	2,997
Withholding tax deducted at source	420
Other current assets	1,601
Equipment	12,035
Other non-current financial assets	2,772
Other non-current assets	9,521
Trade and other payables	(14,581)
Lease liabilities	(5,502)
Provision for long-term employee benefits	(1,054)
Other current liabilities	(1,528)
Net assets from acquisition of subsidiary company	10,155
Less: Non-controlling interests at 32.28 percent	(3,278)
Net assets from acquisition of subsidiary company in proportion of shareholding at 67.72 percent	6,877
Cash used in acquisition of investment in subsidiary company	(5,000)
Discrepancy	1,877

However, on 29 October 2021, the meeting of the Board of Directors of Inno Hub Company Limited, a subsidiary company, passed a resolution to approve the disposal of all investment in Insight Media Group Company Limited to a company.

Subsequently on 3 November 2021, a subsidiary company has entered into the share purchase agreement with such company at a total price of Baht 6 million and the disposal of investment has been completed under the share purchase agreement on 30 November 2021. The Company therefore did not recognised the discrepancy between the fair value of the net assets acquired being higher than the cost of investment in profit or loss.

Movements of investment in Insight Media Group Company Limited during the year ended 31 December 2021 were summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements
Balance as at 1 January 2021	-
Increase during the year	5,000
Disposals during the year	
Proceeds from disposal of listed equity investments	(6,000)
Gain on disposals	1,000
Total	(5,000)
Balance as at 31 December 2021	-

13.4 Dissolution of subsidiary company

On 10 November 2021, the meeting of the Board of Directors of the Company passed a resolution to approve the dissolution of One to One (Cambodia) Company limited, a subsidiary company. Such subsidiary company would operate until January 2022.

Currently, the process of registering that company's dissolution and its subsequent liquidation are in progress.

14. Equipment

(Unit: Thousand Baht)

	Consolidated financial statements					
	Office equipment	Tools and equipment	Computer	Motor vehicles	Equipment under installation	Total
Cost						
1 January 2020	43,847	667,177	223,604	2,241	-	936,869
Additions	80	10,592	72	-	431	11,175
Disposals and write-off	(2,260)	(3,745)	(1,020)	-	-	(7,025)
Transfer in/(Transfer out)	(15)	15	-	-	-	-
Translation adjustment	(6)	(10)	(11)	-	-	(27)
31 December 2020	41,646	674,029	222,645	2,241	431	940,992
Additions	4,583	6,857	1,038	-	36,405	48,883
Disposals and write-off	(11,173)	(24,096)	(12,192)	(2,241)	-	(49,702)
Transfer in/(Transfer out)	1,173	616	-	-	(1,789)	-
Translation adjustment	190	280	287	-	-	757
31 December 2021	36,419	657,686	211,778	-	35,047	940,930
Accumulated depreciation						
1 January 2020	30,127	635,521	207,627	2,241	-	875,516
Depreciation for the year	3,764	17,257	8,058	-	-	29,079
Accumulated depreciation on disposals and write-off	(2,258)	(3,744)	(1,020)	-	-	(7,022)
Translation adjustment	958	(979)	(10)	-	-	(31)
31 December 2020	32,591	648,055	214,655	2,241	-	897,542
Depreciation for the year	4,038	16,023	5,050	-	-	25,111
Accumulated depreciation on disposals and write-off	(9,583)	(18,083)	(12,181)	(2,241)	-	(42,088)
Translation adjustment	174	280	284	-	-	738
31 December 2021	27,220	646,275	207,808	-	-	881,303

(Unit: Thousand Baht)

	Consolidated financial statements					
	Office equipment	Tools and equipment	Computer	Motor vehicles	Equipment under installation	Total
Net book value						
31 December 2020	9,055	25,974	7,990	-	431	43,450
31 December 2021	9,199	11,411	3,970	-	35,047	59,627
Depreciation for the year						
2020 (Baht 26.4 million included in cost of services, and the balance in selling and administrative expenses)						29,079
2021 (Baht 20.2 million included in cost of services, and the balance in selling and administrative expenses)						25,111

(Unit: Thousand Baht)

	Separate financial statements					
	Office equipment	Tools and equipment	Computer	Motor vehicles	Equipment under installation	Total
Cost						
1 January 2020	42,135	664,505	218,539	2,241	-	927,420
Additions	-	3,560	1,385	-	431	5,376
Disposals and write-off	(2,260)	(6,056)	(1,020)	-	-	(9,336)
31 December 2020	39,875	662,009	218,904	2,241	431	923,460
Additions	4,582	1,408	983	-	36,405	43,378
Disposals and write-off	(11,173)	(15,915)	(12,192)	(2,241)	-	(41,521)
Transfer in / (out)	1,173	616	-	-	(1,789)	-
31 December 2021	34,457	648,118	207,695	-	35,047	925,317
Accumulated depreciation						
1 January 2020	28,649	632,932	204,374	2,241	-	868,196
Depreciation for the year	3,709	15,301	7,961	-	-	26,971
Accumulated depreciation on disposals and write-off	(2,258)	(3,745)	(1,020)	-	-	(7,023)
31 December 2020	30,100	644,488	211,315	2,241	-	888,144
Depreciation for the year	3,976	12,171	4,876	-	21,023	
Accumulated depreciation on disposals and write-off	(9,583)	(15,517)	(12,181)	(2,241)	-	(39,522)
31 December 2021	24,493	641,142	204,010	-	-	869,645
Net book value						
31 December 2020	9,775	17,521	7,589	-	431	35,316
31 December 2021	9,964	6,976	3,685	-	35,047	55,672
Depreciation for the year						
2020 (Baht 24.4 million included in cost of services, and the balance in selling and administrative expenses)						26,971
2021 (Baht 17.9 million included in cost of services, and the balance in selling and administrative expenses)						21,023

As at 31 December 2021, certain equipment items of the Group has been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 841 million (2020: Baht 814 million) and separate financial statements: Baht 834 million (2020: Baht 808 million).

15. 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
Cost						
1 January 2020	88,232	1,957	90,189	83,066	1,544	84,610
Additions	1,562	7,098	8,660	1,184	3,251	4,435
Disposals	(32)	-	(32)	(32)	-	(32)
Transfer in/(Transfer out)	6,301	(6,474)	(173)	2,114	(2,287)	(173)
Translation adjustment	(4)	-	(4)	-	-	-
31 December 2020	96,059	2,581	98,640	86,332	2,508	88,840
Additions	5,716	4,183	9,899	5,716	4,183	9,899
Transfer in/(Transfer out)	1,592	(3,479)	(1,887)	560	(2,410)	(1,850)
Translation adjustment	126	-	126	-	-	-
31 December 2021	103,493	3,285	106,778	92,608	4,281	96,889
Accumulated amortisation						
1 January 2020	60,596	-	60,596	59,653	-	59,653
Amortisation for the year	5,954	-	5,954	4,736	-	4,736
Disposals	(20)	-	(20)	(20)	-	(20)
Translation adjustment	(6)	-	(6)	-	-	-
31 December 2020	66,524	-	66,524	64,369	-	64,369
Amortisation for the year	7,115	-	7,115	4,673	-	4,673
Translation adjustment	124	-	124	-	-	-
31 December 2021	73,763	-	73,763	69,042	-	69,042
Allowance for impairment loss:						
31 December 2020	-	-	-	-	-	-
Increase during the year	4,582	-	4,582	-	-	-
31 December 2021	4,582	-	4,582	-	-	-
Net book value						
31 December 2020	29,535	2,581	32,116	21,963	2,508	24,471
31 December 2021	25,148	3,285	28,433	23,566	4,281	27,847

As at 31 December 2021, 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 48.5 million (2020: Baht 44.7 million) and the Company only Baht 47.9 million (2020: Baht 44.0 million).

16. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Trade accounts payable - unrelated parties	7,304	4,860	6,711	4,752
Trade accounts payable - related parties (Note 6)	-	2,292	-	2,483
Other payables - unrelated parties	9,245	2,968	9,041	2,231
Other payables - related parties (Note 6)	-	6,742	-	6,882
Accrued project cost	1,007	1,706	574	449
Accrued expenses	28,679	20,185	27,288	20,572
Total trade and other payables	46,235	38,753	43,614	37,369

17. Leases

The Group has lease contracts for various items of assets used in its operations. Leases generally have lease terms between 2 - 5 years.

17.1 Right-of-use assets

Movements of right-of-use assets account during the years ended 31 December 2021 and 2020 were summarised below.

(Unit: Thousand Baht)

	Building and improvement	
	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2020	65,538	63,906
Addition during the year	417	-
Depreciation for the year	(13,204)	(12,295)
Net book value as at 31 December 2020	52,751	51,611
Addition during the year	4,995	4,995
Decrease from termination of contract during the year	(20,724)	(20,724)
Depreciation for the year	(13,045)	(12,125)
Net book value as at 31 December 2021	23,977	23,757

17.2 Lease liabilities

The carrying amounts of lease liabilities as at 31 December 2021 and 2020 are presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Lease payments	25,840	62,334	25,607	61,148
Less: Deferred interest expenses	(1,068)	(7,474)	(1,061)	(7,443)
Total	24,772	54,860	24,546	53,705
Less: Portion due within one year	(11,659)	(11,958)	(11,518)	(11,030)
Lease liabilities - net of current portion	13,113	42,902	13,028	42,675

Movements of the lease liability account during the years ended 31 December 2021 and 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Beginning balance	54,860	65,538	53,705	63,906
Add: Addition during the year	4,995	417	4,995	-
Accretion of interest	1,815	2,559	1,791	2,514
Less: Payments during the year	(13,882)	(13,654)	(12,929)	(12,715)
Termination of contract during the year	(23,016)	-	(23,016)	-
Ending balance	24,772	54,860	24,546	53,705

17.3 Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Depreciation expenses of right-of-use assets	13,045	13,204	12,125	12,294
Interest expenses on lease liabilities	1,815	2,559	1,791	2,514
Expense relating to short-term leases	3,228	4,036	3,228	4,036
Expense relating to lease of low-value assets	-	17	-	17

17.4 Other

The Group had total cash outflows for leases for the year ended 31 December 2021 of Baht 17.1 million (2020: Baht 17.7 million) (the Company only: Baht 16.2 Million (2020: Baht 16.8 million)), including the cash outflow related to short-term lease.

18. Other current liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Undue output VAT	7,568	11,051	7,415	11,044
Value added tax payable	3,111	156	2,831	820
Others	2,341	13,978	2,127	13,699
Total other current liabilities	13,020	25,185	12,373	25,563

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 financial statements		Separate financial statements	
	2021	2020	2021	2020
Provision for long-term employee benefits at beginning of year	15,297	16,977	14,030	16,141
Included in profit or loss:				
Current service cost	1,528	1,272	1,354	1,177
Interest cost	175	260	156	244
Transfer employees	-	-	(23)	(273)
Gain on settlement	(285)	-	(285)	-
Benefit paid during the year	-	(805)	-	(805)
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	(108)	-	(106)	-
Financial assumptions changes	(1,455)	(347)	(1,395)	(267)
Experience adjustments	(5,042)	(2,060)	(4,177)	(2,187)
Provision for long-term employee benefits at end of year	10,110	15,297	9,554	14,030

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cost of service	925	1,026	836	898
Selling expenses	52	22	15	14
Administrative expenses	441	484	351	236
Total expenses recognised in profit or loss	1,418	1,532	1,202	1,148

The Group expects, that there is no long-term employee benefits payment during the next year.

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 13 years (2020: 13 years).

Significant actuarial assumptions are summarised below:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2021	2020
	(% per annum)	(% per annum)
Discount rate	1.7 - 1.9	1.1 - 1.6
Salary increase rate	2.5 - 5.0	2.5 - 5.0
Turnover rate	0 - 34	0 - 32

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below:

(Unit: million Baht)

	Consolidated financial statements				
	Increase 1 %		Decrease 1%		
	2021	2020	2021	2020	
	Discount rate	(1.1)	(1.6)	1.2	1.8
Salary increase rate	1.1	1.6	(1.0)	(1.4)	
	Increase 20%		Decrease 20%		
	2021	2020	2021	2020	
	Turnover rate	(1.8)	(2.4)	2.4	3.3

(Unit: million Baht)

	Separate financial statements				
	Increase 1 %		Decrease 1%		
	2021	2020	2021	2020	
	Discount rate	(1.0)	(1.4)	1.2	1.6
Salary increase rate	1.1	1.4	(1.0)	(1.3)	
	Increase 20%		Decrease 20%		
	2021	2020	2021	2020	
	Turnover rate	(1.7)	(2.1)	2.4	2.9

20. Share capital

On 20 September 2021, the Extraordinary General Meeting of shareholders of the Company No. 1/2021 passed the resolutions approving the following.

20.1 Approve the issuance and allocation of warrants to purchase ordinary share of the Company No.1 (“OTO-W1 Warrants”) not over 280,000,000 warrants at an offering price of Baht 0 per unit to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) at the allocation ratio of 2 ordinary shares to 1 unit of OTO-W1 Warrants. The exercise ratio is 1 unit of OTO-W1 Warrant for 1 ordinary share and the exercise price is Baht 3 per share. The OTO-W1 Warrants have three years maturity from the issuance date of warrants. The warrants can be exercised 2 times when the warrants are due at 1 year and 6 months and at the maturity date of 3 years from the issuance date of warrants.

The Company fixed the Record Date on 22 November 2021 for determining the shareholders for entitlement to be allocated.

20.2 Approve the increase in the Company’s registered share capital from Baht 280 million (280,000,000 ordinary shares of Baht 1 each) to Baht 840 million (840,000,000 ordinary shares of Baht 1 each) through the issuance of 560,000,000 additional ordinary shares at a par value of Baht 1 each for the allocation of not more than 280,000,000 newly-issued ordinary shares at a par value of Baht 1 each, to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), with an allocation ratio of 1 existing ordinary share to 1 newly-issued ordinary share at Baht 1 each, and the allocation of not more than 280,000,000 newly-issued ordinary shares at a par value of Baht 1 each, to accommodate the exercise of the OTO-W1 Warrants as described above. The Company registered the increase of share capital with the Ministry of Commerce on 23 September 2021.

Subsequently in October 2021, the Company completely received share subscription of 279,999,995 new ordinary shares amounting to Baht 279,999,995 from the existing shareholders of the Company. The Company registered the increase in the paid-up share capital with the Ministry of Commerce on 28 October 2021, totaling paid-up share capital of Baht 559,999,995 after the registration.

Reconciliation of share capital

	Consolidated and separate financial statements	
	(Number of shares)	(Baht)
Registered share capital		
As at 1 January 2021	280,000,000	280,000,000
Increase from approval of the Extraordinary General Meeting of shareholders of the Company on 20 September 2021	560,000,000	560,000,000
As at 31 December 2021	840,000,000	840,000,000

21. 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, the Company set aside an additional statutory reserve of its net profit of Baht 1.6 million (2020: nil).

22. Revenue from contracts with customers

22.1 Revenue recognised in relation to contract balances

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2021	2020
Revenue recognised in during the year that was included in contract liabilities at the beginning of the year	705	55
	705	55

22.2 Revenue to be recognised for the remaining performance obligations

As at 31 December 2021, revenue of the Group totaling Baht 663.0 million (2020: Baht 525.3 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are incompleting which the Group expects to respect of the performance obligations under contracts within 5 years (2020: 5 years).

23. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Salaries and wages and other employee benefits	386,863	463,434	368,645	438,907
Depreciation	38,156	41,376	33,148	39,268
Purchase equipment and service of project for sales	8,163	21,214	7,122	20,903
Rental and service expenses from operating lease agreements	21,184	26,500	19,928	25,204
Repair and maintenance expenses	26,490	37,259	24,442	36,264
Changes in work in process	(594)	1,702	(598)	1,753
Amortisation expenses	7,115	5,610	4,673	4,736
Expected credit losses	35	46,261	35	46,261
Loss on impairment of investment in subsidiary	-	-	-	19,725
Loss on impairment of intangible assets	4,582	-	-	-

24. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current income tax:				
Current income tax charge	5,225	203	5,205	158
Deferred tax:				
Relating to origination and reversal of temporary differences	7,506	(880)	8,533	(545)
Income tax expense (income) reported in the statement of comprehensive income	12,731	(677)	13,738	(387)

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax relating to net actuarial gain	1,321	481	1,136	491
	1,321	481	1,136	491

The reconciliation between accounting profit and income tax expenses was shown below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Accounting profit (loss) before tax	68,410	(49,528)	82,631	(58,891)
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by applicable tax rate	13,682	(9,906)	16,526	(11,778)
Effects of:				
Non-deductible expenses	70	60	66	60
Additional expense deductions allowed	(507)	(1,857)	(507)	(1,857)
Previously deductible temporary differences and unrecognised tax losses that is used to reduce current tax expense	(2,737)	-	(2,592)	-
Unrecognised tax losses	1,857	(2,162)	-	-
Deferred tax assets not recognised / reversal	347	13,199	245	13,199
Others	19	(11)	-	(11)
Total	(951)	9,229	(2,788)	11,391
Income tax expenses (income) reported in the statement of comprehensive income	12,731	(677)	14,783	(387)

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deferred tax assets				
Unrealised loss from revaluation of temporary investment	-	680	-	680
Accrued project cost	201	341	115	90
Provision for long-term employee benefits	2,022	3,060	1,911	2,806
Accrued vacation leave	130	142	127	138
Depreciation difference from tax rate	915	729	678	729
Allowance for expected credit losses	55	548	55	548
Leases	159	422	158	419
Allowance for impairment of intangible assets	916	-	-	-
Others	2	1,277	2	1,277
Total	4,400	7,199	3,046	6,687
Deferred tax liabilities				
Unrealised gain from revaluation of temporary investment	(6,028)	-	(6,028)	-
Total	(6,028)	-	(6,028)	-
Deferred tax assets (liabilities) - net	(2,452)	7,199	(2,982)	6,687
Statement of financial position				
Deferred tax assets	1,354	7,199	-	6,687
Deferred tax liabilities	(2,982)	-	(2,982)	-
Deferred tax assets (liabilities) - net	(1,628)	7,199	(2,982)	6,687

As at 31 December 2021, the Group had deductible temporary differences and unused temporary differences tax losses of Baht 77.01 million and USD 0.18 million (equivalent to Baht 5.9 million) (2020: Baht 78.99 million and USD 0.28 million (equivalent to Baht 8.4 million)) on which deferred tax assets have not been recognised as the Group believes future taxable profits may not be sufficient to allow utilization of temporary differences and unused tax losses. The unused tax losses will expire by 2026.

25. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

26. Dividends

	Approved by	Total dividends (Million)	Dividends per share (Baht)	Paid on
2020				
Dividends from 2019 earnings	A meeting of Board of Directors on 10 April 2020	36.4	0.13	
Less: Interim dividend on earnings for the period as from January to June 2019	A meeting of Board of Directors on 6 August 2019	(8.4)	(0.03)	5 September 2019
Dividends from earnings for the year 2019 paid in 2020		28.0	0.10	5 May 2020
Add: Interim dividend on earnings for the period as from January to June 2020	A meeting of Board of Directors on 10 August 2020	5.6	0.02	3 September 2020
Interim dividend on retain earnings as at 31 October 2020	A meeting of Board of Directors on 20 November 2020	224.0	0.80	18 December 2020
Total dividends for 2020		257.6	0.92	

There was no dividend announcement during the current year.

27. 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 Group is 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 Group' operating segments for the year ended 31 December 2021 and 2020.

(Unit: Thousand Baht)

	Outsourced Contact Center Services and System Maintenance		Turnkey Total Solutions		Total reportable segments		Adjustments and eliminations		Consolidated	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Sale, contract work and service income										
Revenue from external customers	560,217	620,303	37,197	39,572	597,414	659,875	-	-	597,414	659,875
Revenue from related parties	2,855	19,836	3,583	7,052	6,438	26,888	(6,438)	(7,928)	-	18,960
Total sale, contract work and service income	563,072	640,139	40,780	46,624	603,852	686,763	(6,438)	(7,928)	597,414	678,835
Cost of sales, contract work and services	(468,795)	(563,963)	(26,730)	(46,356)	(495,525)	(610,319)	6,438	7,928	(489,087)	(602,391)
Segment profit	94,277	76,176	14,050	268	108,327	76,444	-	-	108,327	76,444
Other income									58,713	790
Selling and services expenses									(5,720)	(6,742)
Administrative expenses									(102,383)	(75,188)
Other expenses									(4,659)	(103)
Finance income									1,031	5,466
Finance cost									(1,913)	(2,713)
Reversal of impairment loss on financial assets (loss)									15,014	(47,482)
Operating profit (loss)									68,410	(49,528)
Income tax (expense) income									(12,731)	677
Profit (loss) for the year									55,679	(48,851)
Timing of revenue recognition:										
Revenue recognised over time									597,414	678,835
Total revenue from contracts with customers									597,414	678,835

Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Thousand Baht)

	2021	2020
Revenue from external customers		
Thailand	595,187	674,325
Cambodia	2,227	4,510
Total	597,414	678,835
<i>Non-current assets (Other than financial instruments and deferred tax assets)</i>		
Thailand	112,037	129,097
Cambodia	263	236
Total	112,300	129,333

Major customers

For the year 2021, the Company obtained revenue from one major customer in an amount of Baht 48.3 million (2020: Baht 131.4 million), arising from Outsourced Contact Center Services and System Maintenance.

28. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group contributed to the fund monthly at the rate of 3 percent to 10 percent of basic salary, and the employees contributed to the fund monthly at the rate 3 percent to 15 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 2021, the Group contributed amounting to Baht 4.5 million (2020: Baht 6.1 million) were recognised as expenses.

29. Commitments and contingent liabilities

The Group has commitments and contingent liabilities other than those disclosed in other notes as follow:

29.1 Operating lease commitments and services agreements

The Group has future lease payments required under short-term leases, leases of low-value assets and service agreements as follows.

As at 31 December 2021 and 2020, future minimum lease payments required under these non-cancelable operating leases contracts were as follows.

(Unit: Million)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Currency: Baht				
Payable:				
In up to 1 year	16.7	38.7	16.4	38.3
In over 1 and up to 3 years	9.2	40.9	9.1	40.2
	25.9	79.6	25.5	78.5

29.2 Guarantees

As at 31 December 2021, there were outstanding bank guarantees of approximately Baht 73.2 million (2020: Baht 74.8million) 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	
	2021	2020
Performance guarantees	72.9	74.5
Guarantee electricity use	0.3	0.3
	73.2	74.8

30. Fair value of financial instruments

As at 31 December 2021 and 2020, the Company had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	As at 31 December 2021		
	Consolidated and separate financial statements		
	Level 1	Level 3	Total
Assets measured at fair value			
Financial assets measured at FVTPL			
Listed equity investments	325.1	-	325.1
Non-listed equity investment	-	175.0	175.0

(Unit: Million Baht)

	As at 31 December 2020		
	Consolidated and separate financial statements		
	Level 1	Level 3	Total
Assets measured at fair value			
Financial assets measured at FVTPL			
Equity instruments	1.10	-	1.10

31. Financial instruments

Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans and investments in Equity instruments. The financial risks associated with these financial instruments and how they are managed is described below.

31.1 Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and contract assets

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and contract assets are regularly monitored. In addition, the majority of sales and services of the Group are supplied to creditworthy customers such as state enterprises, government agencies and financial institutions. It has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

31.2 Market risk

There are two types of market risk comprising interest rate risk and currency risk.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks and short-term loan to related parties. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to market rate.

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statements									
	Fixed interest rates within 1 year		Floating interest rate		Non- interest bearing		Total		Effective interest rate (% per annum)	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<u>Financial Assets</u>										
Cash and cash equivalent	-	-	192.8	306.3	0.1	0.1	192.9	306.4	0.05-0.25	0.05-0.65
Trade and other receivables	-	-	-	-	85.0	122.9	85.0	122.9	-	-
Short-term loans to related parties	1.7	-	-	-	-	-	1.7	-	0.67, 1.95	-
Accrued income	-	-	-	-	48.5	52.0	48.5	52.0	-	-
	1.7	-	192.8	306.3	133.6	175.0	328.1	481.3		
<u>Financial liabilities</u>										
Trade and other payables	-	-	-	-	46.2	38.8	46.2	38.8	-	-
	-	-	-	-	46.2	38.8	46.2	38.8		

(Unit: Million Baht)

	Separate financial statements									
	Fixed interest rates within 1 year		Floating interest rate		Non- interest bearing		Total		Effective interest rate (% per annum)	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<u>Financial Assets</u>										
Cash and cash equivalent	-	-	186.2	301.7	0.1	0.1	186.3	301.8	0.05-0.25	0.05-0.65
Trade and other receivables	-	-	-	-	83.9	127.1	83.9	127.1	-	-
Short-term loans to related parties	24.5	28.0	-	-	-	-	24.5	28.0	0.67, 1.95	1.95
Accrued income	-	-	-	-	47.1	50.6	47.1	50.6	-	-
	24.5	28.0	186.2	301.7	131.1	177.8	349.8	507.5		
<u>Financial liabilities</u>										
Trade and other payables	-	-	-	-	43.6	37.4	43.6	37.4	-	-
	-	-	-	-	43.6	37.4	43.6	37.4		

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from advance to subsidiaries and trading transactions that are denominated in foreign currencies.

The balances of financial liabilities denominated in foreign currencies as at 31 December 2021 and 2020 are summarised below.

Foreign currency	Consolidated / Separate financial statements		Exchange rate as of 31 December	
	2021	2020	2021	2020
	(Million)	(Million)	(Baht per 1 foreign currency unit)	
Financial liabilities				
US dollar	0.01	0.01	33.5929	30.2068

Foreign currency sensitivity

As at 31 December 2021 and 2020, the Company's exposure to foreign currency changes is not material.

31.3 Liquidity risk

The Group monitors the risk of shortage of liquidity position by maintain level of cash and cash equivalent and has credit lines with various banks. As at 31 December 2021, the Group has assessed the sufficient of the group's net working capital to refinancing its debt in financial statements and concluded it is to be low.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities and derivative financial instruments as at 31 December 2021 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at 31 December 2021		
	Within 1 year	1 - 5 years	Total
Non-derivatives			
Trade and other payables	46,235	-	46,235
Lease liabilities (Note 17)	11,659	13,113	24,772
Total non-derivatives	57,894	13,113	71,007

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at 31 December 2020		
	Within 1 year	1 - 5 years	Total
Non-derivatives			
Trade and other payables	38,753	-	38,753
Lease liabilities (Note 17)	11,958	42,902	54,860
Total non-derivatives	50,711	42,902	93,613

(Unit: Thousand Baht)

	Separate financial statements		
	As at 31 December 2021		
	Within 1 year	1 - 5 years	Total
Non-derivatives			
Trade and other payables	43,614	-	43,614
Lease liabilities (Note 17)	11,518	13,028	24,546
Total non-derivatives	55,132	13,028	68,160

(Unit: Thousand Baht)

	Separate financial statements		
	As at 31 December 2020		
	Within 1 year	1 - 5 years	Total
Non-derivatives			
Trade and other payables	37,369	-	37,369
Lease liabilities (Note 17)	11,030	42,675	53,705
Total non-derivatives	48,399	42,675	91,074

31.4 Fair values of financial instruments

Since the majority of the Group's 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.

The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, trade and other receivables and trade and other payables, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of equity securities is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.

During the current year, there were no transfers within the fair value hierarchy.

31.5 Reconciliation of recurring fair value measurements, of financial assets, categorised within Level 3 of the fair value hierarchy.

(Unit: Thousand Baht)

	Consolidated financial statements and Separate financial statement Non-listed equity investment
	Balance as of 1 January 2020
Balance as of 31 December 2020	-
Acquired during the year (fair value as at acquisition date)	175,000
Balance as of 31 December 2021	175,000

Key assumptions used in the valuation are summarised below.

Financial instrument	Valuation technique	Significant unobservable output	Rates
Non-listed equity investment	Discounted cash flow	Weighted average cost of capital	8.73%

32. 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 2021, the Group's debt-to-equity ratio was 0.1:1 (2020: 0.2:1) and the Company's debt-to-equity ratio was 0.1:1 (2020: 0.2:1).

33. Events after the reporting period

On 14 January 2022, the meeting of the Board of Directors of the Company passed the resolution as follows:

33.1 Approve the establishment of a joint venture company between Inno Hub Company Limited, a subsidiary company, and Inter Pharma Public Company Limited, to engage in developing, inventing and selling of healthcare and aesthetic innovation products as well as companion animal health product for pets. The subsidiary company will hold 50% of the shares of this joint venture, amounting to Baht 5 million. On 7 December 2021, the subsidiary company has successfully signed the memorandum of understanding with Inter Pharma Public Company Limited.

33.2 Approve Inno Hub Company Limited, a subsidiary company, to invest in Social Bureau business of Blockchain Prime Holding Company Limited, which operates a platform development business using Blockchain technology and Artificial Intelligence by enter into share subscription agreement of Blockchain Prime Holding's newly issued ordinary shares of 200,000 ordinary shares with a par value of Baht 100 each. The value of this share subscription is equal to Baht 20 million, or equivalent to 20 percent of newly registered shares capital of Blockchain Prime Holding Company Limited. On 19 January 2022, the subsidiary company has successfully signed the share subscription agreement with such company.

33.3 Approve Inno Hub Company Limited, a subsidiary company, to invest in shares of Battlelab Venture Company Limited, which operates an online game service platform, with investment value of not more than Baht 23 million.

33.4 Approve the increase in the registered share capital of Inno Hub Co., Ltd., a subsidiary company, from Baht 10 million (1,000,000 ordinary shares of Baht 10 each) to Baht 50 million (5,000,000 ordinary shares of Baht 10 each) through an issuance of 4,000,000 additional ordinary shares at a par value of Baht 10 each, totaling Baht 4 million. The subsidiary company fully called-up the share capital, and the Company fully paid the share subscription on 8 February 2022. The subsidiary company has registered the share capital increase with the Department of Business Development, Ministry of Commerce on 14 February 2022.

34. Reclassification

Certain accounts in the statement of comprehensive income for the year ended 31 December 2020 were reclassified to conform with current year's classification as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	As reclassified	As previously reported	As reclassified	As previously reported
Other income	790	6,256	1,286	7,066
Other expenses	103	47,585	19,829	67,311
Finance income	5,466	-	5,780	-
Impairment loss on financial assets	47,482	-	47,482	-

The reclassifications had no effect to previously reported loss or shareholders' equity.

35. Approval of financial statements

These financial statements were authorised for issue by the Company's authorised directors on 22 February 2022.

Attachment 1

Details of Directors, Executives, Controlling Persons, the Person Assigned to Take the Highest Responsibility in Accounting and Finance, the Person Assigned to Take Direct Responsibility for Accounting Supervision and the Company's Secretary.

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
1. Dr. Pakorn Apaphant - Chairman of the Board of Directors - Independent Director - Chairman of Audit Committee - Chairman of Nominating and Remuneration Committee - Corporate Governance Committee Member (Appointment Date: December 14, 2020)	53	- Ph.D. Civil Engineering (Geomatics), Purdue University, Indiana, USA - Master's Degree in Civil Engineering (Remote Sensing/GIS), Purdue University, Indiana, USA - Bachelor's Degree in Engineering, Mechanical Engineering, King Mongkut's Institute of Technology Ladkrabang <u>Training</u> <u>Training courses from Thai Institute of Directors Association (IOD):</u> <ul style="list-style-type: none"> • How to Develop a Risk Management Plan (HRP), Class of 27/2020 • Risk Management Program for Corporate Leaders (RCL), Class of 20/2020 • Financial Statements for Directors (FSD), Class of 35/2018 • Audit Committee Program (ACP), Class of 34/2011 • Director Accreditation Program (DAP), Class of 72/2008 - Leadership Program, (Class 30) Capital Market Academy - Corporate Governance for Directors and Senior Executives of Regulators, State Enterprises and Public Organizations (PDI), Class 17, King Prajadhipok's Institute - Politics and Governance in Democratic Systems for Executives (Class 20), King Prajadhipok's Institute - Promotion of a Peaceful Society (Class 4), King Prajadhipok's Institute - Young Leadership in Democratic Governance (Class 3), King Prajadhipok's Institute <u>Expertise</u> Technology, Mechanical engineering, and Geospatial	- None -	- None -	Chairman of Nominating and Remuneration Committee Chairman of the Board of Directors Chairman of Audit Committee / Independent Director / Corporate Governance Committee Member <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> Executive Director Director and Audit Committee member Director <u>Working experiences</u> Director Director Director Chairman Director Director Director Executive Director	One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Plc. Geo-Informatics and Space Technology Development Agency (Public Organization) Dhanarak Asset Development Co., Ltd. DAD SPV Co., Ltd. Electricity Generating Authority of Thailand Expressway Authority of Thailand Geo-Informatics and Space Technology Development Agency (Public Organization) Nex Point Plc. Eastern Commercial Leasing Plc. Data Mining Co.,Ltd Software Industry Promotion Agency (Public Organization) Loxley Co., Ltd.	

Remark: (*) Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
2. Dr. Chuket Ounjitti - Independent Director - Audit Committee Member (Appointment Date: April 28, 2021)	51	<ul style="list-style-type: none"> - Ed.D in Mathematics, Ball State University, Muncie, Indiana, USA - Master of Arts in Actuarial Science, Ball State University, Muncie, Indiana, USA - Master of science in Finance, Chulalongkorn University - Master of Engineering (Industrial Engineering) Chulalongkorn University - Bachelor of Engineering (Industrial Engineering), Chulalongkorn University - Council of Engineering license <p>Training</p> <ul style="list-style-type: none"> - Maintaining peace and order for the public management by Government sector joint with Private sector, Police education Bureau, Royal Thai Police - Corporate Governance for Directors and Senior Executives of Regulators, State Enterprises and Public Organizations (PDI 21), King Prajadhipok's Institute - Budget Management for Executive (class4), Budget Bureau, Ministry of Finance - Finance and fiscal Executive in Public Sector (class 3) The Comptroller General's Department, Ministry of Finance - Advanced Certificate Course in Public Economics Management for Executives (PEM 13), King Prajadhipok's Institute - Thammasat Leadership Program (TLP 3), Foundation of Thammasat Leadership Program <p>Expertise Engineering, Finance and Accounting</p>	- None -	- None -	Apr.2021-Present Independent Director / Audit Committee Member One To One Contacts Plc.	<p>Position in others listed companies - None -</p> <p>Position in non-listed companies Honorary Counselor</p> <p>Promoting and developing the Distance system education Under HRH. Princess Maha Chakri Sirindhorn's Royal initiatives OTP news Co., Ltd. Business Administration, Dhurakij Pundit University ES Global Co., Ltd.</p> <p>Working experiences Sub-Committee</p> <p>Counselor of Transportation Committee Executive Board</p> <p>Sustainable tourism development Under HRH. Princess Maha Chakri Sirindhorn's Royal Initiatives National Legislative Assembly Precise Green Products Co., Ltd.</p>	

Remark: (*) Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
<p>4. Mr. Piyong Teerasathain</p> <ul style="list-style-type: none"> - Independent Director - Chairman of Corporate Governance Committee - Nominating and Compensation Committee Member - Risk Management Committee Member <p>(Appointment Date: March 8, 2021)</p>	54	<ul style="list-style-type: none"> - Bachelor of Business Administration in Accounting, Ramkhamhaeng University - Bachelor of Laws (Bachelor Program), Thammasat University <p>Training</p> <ul style="list-style-type: none"> - Internal Audit Practice (Course 2) organized by the Federation of Accounting Professions Under royal patronage - Mini MBA, Modern Marketing Management, Class 1, University of the Thai Chamber of Commerce - Audit of financial institutions - Guidelines for Derivatives (DRG) - Developing knowledge of business group operations and reporting of suspicious transactions of financial institutions - Fundamentals course And techniques for supervising operations For supervisors of operations Securities (Compliance Officer) - Professional standards For securities regulators (middle level), Thai Securities Companies Association - Professional standards For supervisors of securities operations (For Executive / Head Compliance) - Knowledge of Money Laundering Laws - Supervision and audit of financial institutions - Knowledge of law Personal Information Act <p>Expertise Accounting and Audit</p>	- None -	- None -	<p>Jan 2022-Present Chairman of Corporate Governance Committee / Nominating and Compensation Committee Member</p> <p>May,2021-Present Risk Management Committee Member</p> <p>Mar,2021-Present Independent Director</p> <p>2020-Present Position in others listed companies Senior Director of Internal Audit</p> <p>Position in non-listed companies - None -</p> <p>Working experiences Managing Director of Supervision and inspection Managing Director of Supervision and inspection Director of Operations Supervision and Inspection Department Senior Director of Internal Audit Manager of Operations Supervisor Supervisor of Marketing Department Auditor Level 5, Supervisory Audit Department and Allocation of Cash Back Audit staff</p>	<p>One To One Contacts Plc.</p> <p>One To One Contacts Plc. One To One Contacts Plc.</p> <p>XSpring Capital Plc.</p> <p>Kingsford Securities Plc.</p> <p>Country Group Securities Plc.</p> <p>Classic Gold Futures Co., Ltd.</p> <p>KTB Securities (Thailand) Co., Ltd. United Securities Plc. Tax Research Center Financial Sector Restructuring Authority Suprederm International Co., Ltd.</p>	

Remark: ⁽¹⁾ Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
5. Mr. Kanawuthi Wattanadhirach - Director - Chairman of Executive Committee - Chairman of Risk Management Committee - Chairman of Investment Committee - Chairman of Sustainable Development Committee - Corporate Governance Committee member - Nominating and Compensation Committee Member - Chief Executive Officer (Appointment Date: December 14, 2020)	62	- Bachelor of Business Administration (Accounting), Ramkhamhang University - Bachelor's Degree of Laws, Sukhothai Thammathirat University Training - Director Accreditation Program (DAP), Class of 150/2018, Thai Institute of Directors Association (IOD) - Anti-Corruption Governance Course, Office of Public Sector Anti-Corruption Commission (PACC) and The Comptroller General's Department Expertise Management and Laws	- None -	- None -	May, 2021-Present Apr, 2021-Present Jan, 2021-Present Dec, 2020-Present 29 Jan, 2022-Present Dec, 2020-Present Dec, 2020-Present Mar, 2021-Present Jul, 2021-Jan, 2022 2018-2020 2018-2020 2018-2020 2018-2020 2018-2019 2018-2018 2005-2008	Chairman of Risk Management Committee / Chairman of Sustainable Development Committee / Corporate Governance Committee Member Chairman of Executive Committee / Chief Executive Officer Chairman of Investment Committee Nominating and Compensation Committee Member / Director Position in others listed companies Director / Nominating and Compensation Committee Member Position in non-listed companies Chairman of the Board of Directors Chairman of the Board of Directors Chairman of the Board of Directors Working experiences Director Director / Vice Chief Executive Officer Director Director Director Director Director Director DVP- Operation Services Bureau	One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Plc. Trinity Watthana Plc. Inno Hub Co., Ltd. One to One Professional Co., Ltd. One to One Cambodia Co., Ltd. Insight Media Group Co., Ltd. Nex Point PLC. SPP Fintech Co., Ltd. SPP Intelligence Co., Ltd. Nex Express Co., Ltd. Skyfrog Co., Ltd. Terabyte Net Solution PLC. Thailand Securities Depository Co., Ltd.

Remark: ⁽¹⁾ Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
6. Mr. Panom Ratanarat - Director (Appointment Date: December 14, 2020)	46	<ul style="list-style-type: none"> - Masters Degree of Master of Business Administration, Ramkhamhaeng University - Bachelor's Degree of Business Administration (Finance and Banking), Ramkhamhaeng University <p>Training</p> <ul style="list-style-type: none"> - Director Accreditation Program (DAP), Class of 151/2018, Thai Institute of Directors Association (IOD) - Advance Audit Committee Program (AACP), Class of 40/2021, Thai Institute of Directors Association (IOD) <p>Expertise</p> Management, finance and banking	- None -	- None -	Director <u>Position in others listed companies</u> Director Independent Director / Audit Committee Member Director <u>Position in non-listed companies</u> Director Director Director <u>Working experiences</u> Independent Director / Audit Committee Member Director / Executive Committee Member Director of Debt Instrument	One To One Contacts PLC. Planet Communications Asia PLC. Health Empire Corporation PLC. TMC Industrial PLC. Mitrbumrung Co., Ltd. TRC Utility Co., Ltd. Planet Utility Co., Ltd. Simat Technologies PLC UBIS (Asia) PLC. RHB Securities (Thailand) PLC.	
7. Mr. Chaiwat Phithakraktham - Director - Executive Committee Member - Investment Committee Member - Risk Management Committee Member - Sustainable Development Committee Member (Appointment Date: December 14, 2020)	36	<ul style="list-style-type: none"> - Master's Degree of Business Administration (Management), Rajamangala University of Technology - Bachelor's Degree of Business Administration (Marketing), Suan Dusit University <p>Training</p> <ul style="list-style-type: none"> - Director Accreditation Program (DAP), Class of 184/2021, Thai Institute of Directors Association (IOD) <p>Expertise</p> Business Investment and Marketing	- None -	- None -	Risk Management Committee Member / Sustainable Development Committee Member Investment Committee Member Director / Executive Committee Member <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> Director Director	One To One Contacts PLC. One To One Contacts PLC. One To One Contacts PLC. One To One Contacts PLC. One To One Contacts PLC. One to One Professional Co., Ltd. Inno Hub Co., Ltd.	

Remark: ⁽¹⁾ Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
7. Mr. Chaiwat Phithakraktham (Cont.)					<p>Jul. 2021-Jan. 2022 2017-2020</p> <p>2016-2017</p>	<p>Working experiences</p> <p>Director Assistant Manager of Asset Administration, and information Assistant Manager</p>	<p>Insight Media Group Co., Ltd. Nex Point PLC. Inter Far East Cap Management Co., Ltd.</p>
8. Mr. Subhasidhi Rakkasikorn - Director (Appointment Date: June 11, 2020)	51	<p>- Business Administration - Assumption University</p> <p>Training</p> <ul style="list-style-type: none"> - Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD) - The Young Tigers Workshop at Bali (Asia Pacific Professionals Development Program) - Systematic Thinking - Executive Workshop by Shin corp - Young Executive Development Program, Bachelor of Business Administration, Thammasat University - Management Accounting - Faculty of Commerce and Accountancy, Chulalongkorn University <p>Expertise</p> <p>Management and Accounting</p>	- None -	- None -	<p>Jun.2021-Present</p> <p>Position in others listed companies</p> <ul style="list-style-type: none"> - None - <p>Position in non-listed companies</p> <ul style="list-style-type: none"> - None - <p>Working experiences</p> <p>Deputy Chief Executive Officer Independent Director and Audit Committee Member CEO Advisor Consultant Consultant Chief Marketing Officer</p>	<p>One To One Contacts PLC.</p> <p>Aurora Design Co., Ltd. Nex Point PCL.</p> <p>Aurora Design Co., Ltd. Sathaporn Marketing Co., Ltd. Insight Media Group Co., Ltd. Samart I-Mobile PCL.</p>	

Remark: (*) Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
12. Ms. Warunee Poodee - Vice President - Operations & Business Support - Executive Committee Member - Sustainable Development Committee Member (Appointment date: Jun 5, 2019)	48	- Bachelor's Degree of Accounting, Rajamangala Institute of Technology, (Khlong 6) - Master of Business Administration, Chulalongkorn University Training - Basic Costing (class 1/2021) - Privacy & Security Summit 2021 - ILO Enhanced Caller Management - ILO Recruit, Hire, Retain, Promote for Success	- None -	- None -	Aug. 2020-Present Vice President - Operations & Business Support Nov. 2019-Present Executive Committee Member May 2019-Present Sustainable Development Committee Member Position in others listed companies - None - Position in non-listed companies - None - Working experiences Assistant Vice President - Operations Assistant Vice President - Customer Business Monitoring & Quality Management	One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Plc.	
13. Mrs. Sasakorn Suppatkul - Vice President -Sales and CR (Appointment Date: Jun 16, 2020)	51	- Master's Degree Business Administration, Srinakharinwirot University - Bachelor's Degree Communication Arts, Bangkok University Training - ICDL Profile Certificate : Module Data Protection (PDPA) in 2021 - ICDL Digital Marketing in 2021 - Corporate Governance for Executives Certificate form Thai Institute of Director in 2021	- None -	- None -	Jan.2022-Present Vice President - Sales & CR Position in others listed companies - None - Position in non-listed companies - None - Working experiences Assistant Vice President -Sales Vice President - Sales Acting Vice President - Sales and Marketing	One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Plc.	

Remark: ⁽¹⁾ Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
14. Mr. Praphan Somboongern - Vice President -Information Technology (Appointment Date: Mar 1, 2022)	44	- Bachelor's Degree of Science (B.Sc.), Computer Science, Burapha University Training - None -	- None -	- None -	Mar.2022-Present Vice President - Information Technology <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> <u>Position in others listed companies</u> - None - Working experiences Product Director	One To One Contacts Plc. SCM Technologies Co., Ltd.	
15. Ms. Chutima Insawang - Assistant Vice President - Human Resource (Appointment Date: Mar 2, 2021)	46	- Bachelor of Engineering Program in Irrigation Engineering, Kasetsart University Training - Physiognomy course Selection of different types of talent for the organization Faculty of Commerce and Accountancy, Thammasat University - Anti-Corruption: The Practical Guide (ACPG), The Thai Institute of Directors Association (IOD) - Thailand Pioneering Leadership Training Program, Canaan Farmers School, Korea - Executive Development Program to become a professional international, Rajamangala University of Technology Phra Nakhon - Strategic CSR Management, The Stock Exchange of Thailand (SET) - Supply Chain and Stakeholder Engagement - Corporate Social Initiatives for Sustainable Development - CSR Evaluation and Data Management - Sustainability Reporting	- None -	- None -	Mar.2021 -Present Assistant Vice President - Human Resource Mar.2021 -Present Executive Committee Member Apr.2021 -Present Sustainable Development Committee Member <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> Director Director Working experiences Director Director Senior Manager	One To One Contacts Plc. One To One Contacts Plc. One To One Contacts Plc. One to One Professional Co., Ltd. One to One Cambodia Co., Ltd. Insight Media Group Co., Ltd. Inno Hub Co., Ltd. Nex Point Plc.	

Remark: ⁽¹⁾ Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
16. Mr. Krissada Boontuang - Assistant Vice President - Operations (Appointment date: Jun 5, 2019)	48	- Bachelor's Degree of Economics, Ramkhamhaeng University Training - PDPA in 2021 - ENP (Emergency Number Professional) NENA in 2021 - COPC Customer Experience Standards 2021	- None -	- None -	May 2019-Present 2008-2019	Assistant Vice President - Operations <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> - None - Working experiences Senior Manager of Operations	One To One Contacts Plc. One To One Contacts Plc.
17. Mr. Virat Gechakupt - Assistant Vice President - Information Technology (Appointment Date: Jun 16, 2020)	38	- Bachelor's Degree Mathematics for Innovation Development, King Mongkut's Institute of Technology Ladkrabang Training - Internal Auditor ISO/IEC 20000-1:2018 - Security by Design - 10X Sale boot camp	- None -	- None -	Jun.2020-Present 2019-Present	Assistant Vice President - Information Technology <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> Director Working experiences - None -	One To One Contacts Plc. Ingus Biz Part., Ltd.
18. Mr. Chanatip Pumhiran - Assistant Vice President - Investment (Appointment Date: Jul 1, 2021)	37	- Master's Degree of Science in Economics, London School of Economics and Political Science - Master of Business Administration, Mahidol University - Master's Degree of Science in Finance, Thammasat University - Bachelor's Degree of Arts (Economics) Thammasat University Training - None -	0.175	- None -	Jul.2021-Present Oct.2019-Jun.2021 Jan.2019-Apr.2019 Jul.2016-Nov.2018	Assistant Vice President - Investment <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> - None - Working experiences Assistant to the Dean Vice President Portfolio Manager	One To One Contacts Plc. Faculty of Medicine Siriraj Hospital, Mahidol University United Overseas Bank Limited, Singapore Social Security Office

Remark: (*) Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
19. Ms. Reathairat Thongjarean - Assistant Vice President - Finance and Accounting (Appointment Date: Feb 1, 2022) (The person assigned to take the highest responsibility in Accounting and Finance, on February 24, 2022)	38	<ul style="list-style-type: none"> - Master's Degree of Finance and Banking, Ramkhamhaeng University - Bachelor's Degree of Accounting, Ramkhamhaeng University - High Vocational Certificate Program in Accountancy, Wimal Business Administration Technological School <p>Training</p> <ul style="list-style-type: none"> - Forecast Budget for management - Reporting financial for Management - Financial Highlight and Performance Highlights - Financial Analysis for Business - Digital Assets tax update - Training CPD 12hour/Year 	- None -	- None -	Feb2022-Present Assistant Vice President - Finance and Accounting One To One Contacts Plc. <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> - None - Working experiences Chief Financial Officer Chief Financial Officer Director of Analysis, Financial Planning and Budgeting and Accounting Director Frontline Engineering Co., Ltd. International Engineering Co., Ltd. PMart Superstore Co., Ltd.		
20. Ms. Thidararat Kaewyai - Senior Manager - Accounting (The person assigned to take direct responsibility for accounting supervision, on March 5, 2019)	47	<ul style="list-style-type: none"> - Master's Degree, Faculty of Management University of the Thai Chamber of Commerce - Bachelor's degree, Faculty of Accounting, Bangkok University <p>Training</p> <p>In 2021, accounting training, total 26.30 hrs.</p> <ul style="list-style-type: none"> - Review of important tax laws and accounting standards To the audit work of the tax auditor (12.30 hrs.) - Basic Accounting and Financial Statement Analysis (14 hrs.) - Always ready...when the revenue officer checks the tax - Finance Report Trends 2021 - Finance Transformation: Consolidation and Reporting (LucaNet) - What's trending in the capital market? - Sustainability, ESG and a company's reporting 	- None -	- None -	Apr:2020 - Present Senior Manager - Accounting One To One Contacts Plc. <u>Position in others listed companies</u> - None - <u>Position in non-listed companies</u> - None - <u>Working experiences</u> Manager - Accounting 2009-Apr:2020 One To One Contacts Plc.		

Remark: (*) Include holding by spouse and minor children

Name-Surname / Position / Appointment date	Age (Year)	Education and Training	Shareholding in Company (%)	Relationship with the Board	Working Experience last 5 years		
					During	Position	Company / Department
21. Mr. Chaiwat Phithakraktham - Company Secretary (Appointment Date: May 12, 2021) Details in no. 7	36	- Master's Degree of Business Administration (Management), Rajamangala University of Technology - Bachelor's Degree of Business Administration (Marketing), Suan Dusit University	- None -	- None -	May 2021-Present	Company Secretary	One To One Contacts Plc.

Remark: ^(*) Include holding by spouse and minor children

Attachment 2

Details of the Directors of Subsidiaries

Name of Directors	Subsidiaries		
	Inno Hub Co., Ltd.	One To One (Cambodia) Co., Ltd.	One To One Professional Co., Ltd.
1. Mr. Kanawuthi Wattanadhirach	X	X	X
2. Mr. Chaiwat Phithakraktham	/		/
3. Ms. Chutima Insawang		/	/
4. Mr. ADAM Insawang ¹⁾	/		

Remarks: x = Chairman, / = Director

¹⁾ Resolution to appoint a director on February 7, 2022

Attachment 3

Heads of the Internal Audit

Mr. Thatchawit Charukasemthitiphat

Age 48 Years

Education:

- Bachelor's Degree of Business Administration, Accounting and Finance, Rajamangala University of Technology Rattanakosin

Training:

- Certificate of Internal Auditor in Thailand (CPIAT Class 66)
- Courses on caution in closing accounts in order to prepare financial statements in accordance with accounting standards and submitting financial statements
- e-Tax Invoice & e-Receipt course, preparation, delivery and storage of electronic tax invoices and electronic receipts.

Working Experience:

Apr. 2021 - Feb. 2022	Accounting Manager	One To One Contacts Plc.
2019 - 2020	Accounting Manager	Nakhonchai Air Co., Ltd.
2015 - 2018	Accounting and Personnel Manager	Customize Plus Co., Ltd.

Heads of Compliance

The Company does not have a supervisory unit to oversee the Company's operations. However, the Company specifies that Compliance is the responsibility of the Company Secretary. by the duties of the company secretary In regards to the supervision of the Company's operations, namely

- Perform duties responsibly caution and honesty legal and related regulations
- Oversee the activities of the Board of Directors as well as giving advice to directors on the Company's articles of association and rules of the relevant departments
- Manage and coordinate the Board of Directors meeting sub-committees and shareholder meeting including supervising and coordinating the implementation of the objectives Articles of Association Resolution of the Board of Directors/Shareholders as well as other relevant legal and regulatory requirements
- Prepare and maintain various documents of the company, such as the director registration meeting notice Minutes of the Board of Directors and Shareholders Meeting Company's annual report, etc.
- Keeping stakeholder reports reported by directors or executives of the company. as well as submit a copy of such report to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 working days from the date the company receives the report.

Please see the Duties and Responsibilities of the Company Secretary in "Corporate Governance Structure" and the history of education and work of the company secretary can be found in Attachment 1 "Details of Directors, Executives, Persons with Power of Control Person assigned the highest responsibility in accounting and finance Persons assigned to be directly responsible for overseeing bookkeeping and company secretary

Attachment 4

Assets for Business Undertaking and Details of Asset Appraisal

1. Main assets used by the Company and its subsidiaries to operate the business

1.1 Fixed assets

Details of the company's fixed assets used in important business can be summarized as follows:

Unit: Million

Type/Nature of assets	Net book value as of		Nature of ownership	Obligation
	December 31 2564	December 31 2563		
Office supplies	9.20	9.06	Owner	None
Tools and equipment	11.41	25.97	Owner	None
Computer	3.97	7.99	Owner	None
Vehicle	-	-	Owner	None
Tools and equipment during installation	35.04	0.43	Owner	None
Total	59.62	43.45		




As of December 31, 2021, certain equipment items have been fully depreciated but are still in use. The book value before deduction of accumulated depreciation of such assets amounted to approximately 841 million baht (2020: 814 million baht).









1.2 Intangible assets




As of December 31, 2021, and December 31, 2020, the Company has intangible assets such as license fees for programs related to contact center services and computer software with a net book value of 28.43 million baht and 32.11 million baht or accounted for 2.8% and 4.6% of the Company's total assets, respectively.

1.3 Trademark

As of December 31, 2021, the Company owns the service marks as follows:

No.	Trademark	Service mark	Mark registration number	Protection period
1.		Category 38 Radio information transmission service and communication equipment, equipment rental and communication equipment	๒ 47696	26 June 2029
2.		Category 38 Radio information transmission service and communication equipment, equipment rental and communication equipment	๒ 47697	26 June 2029
3.		Category 36 Tele sales Insurance Agent Services	๒ 47698	26 June 2029

No.	Trademark	Service mark	Mark registration number	Protection period
4.		Category 36 Tele sales Insurance Agent Services	1J 47699	26 June 2029
5.		Category 37 Computer installation, repair, maintenance services	1J 41723	27 September 2027
6.		Category 37 Computer installation, repair, maintenance services	1J 41724	27 September 2027
7.		Category 37 Computer installation, repair, maintenance services	1J 41726	27 September 2027
8.		Category 37 Computer installation, repair, maintenance services	1J 41727	27 September 2027
9.		Category 37 Computer installation, repair, maintenance services	1J 41728	27 September 2027
10.		Category 35 Business Management Services and Products distribution	1J 39781	27 September 2027
11.		Category 38 Equipment rental and communication equipment	1J 39782	27 September 2027
12.		Category 41 Provide training for employees both on-site and off-site service	1J 39780	27 September 2027
13.		Category 41 Provide training for employees both on-site and off-site service	1J 39778	27 September 2027
14.		Category 37 Computer installation, repair, maintenance services	1J 41725	27 September 2027
15.		Category 38,42 Telecommunication information service, Provide services according to the needs of individuals and society.	201101540	12 June 2027
16.		Category 42 List of goods/services, Information of Technology Technical Services, Computer Program Technical Services	201114861	19 November 2028

No.	Trademark	Service mark	Mark registration number	Protection period
17.	 CHAT ONE	Category 38 Product/Service list communicate through chatting channel on the Internet, online communication	201114862	19 November 2028
18.		Category 42 List of goods/services, Information of Technology Technical Services, Computer Program Technical Services	201114863	19 November 2028
19.		Category 38 Product/Service list communicate through chatting channel on the Internet, online communication	201114864	19 November 2028

1.4 Important contract

Office building lease agreement

As of December 31, 2021, the Company has a building lease agreement. The details are as follows.

No.	Location	Counterparties	Contract period	Contract expiration date
1.	Software Park building, 27 th Floor	Vilailuck International Holding Co., Ltd.	2 Years	30 April 2023
2.	Software Park building, 10 th Floor	National Science and Technology Development Agency (Software Park building)	3 Years	31 July 2024
3.	Software Park building, 6 th Floor (Zone F,G-2,H-2,I)	National Science and Technology Development Agency (Software Park building)	2 Years 11 Months	31 July 2024
4.	Software Park building, 12 th Floor (Zone B,C,E,F,G)	National Science and Technology Development Agency (Software Park building)	2 Years 11 Months	31 July 2024
5.	Software Park building, 12 th J Floor	National Science and Technology Development Agency (Software Park building)	2 Years 10 Months 16 Days	31 July 2024
6.	Software Park building, 12 th I Floor	National Science and Technology Development Agency (Software Park building)	2 Years 9 Months 16 Days	31 July 2024
7.	SAMART Engineering building (Rangsit)	Samart Corporation Public Co., Ltd.	1 Year	31 July 2022
8.	Thai Sri building	Palangmit Transport Co., Ltd.	3 Years	30 September 2024
9.	Regent house building	Rajdamri Building Co., Ltd.	3 Years	15 May 2024
10.	Buriram castle	Siva Bana Co., Ltd.	3 Years	31 December 2023

2. Recommendations in Principles and Associated Companies

The company has the policy to invest in businesses with high growth prospects. Have a certain income and has a level of risk that is appropriate for the return on investment. However, the approval of such investment must be following the Notification of the Capital Market Supervisory Board, Re: Criteria for Significant Transactions Qualifying as Acquisition and Disposal of Assets. And the announcement of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition or Disposition of Assets BE 2547, in which the Company will determine the management policy as well as sending representatives to join as directors in proportion to their shareholding and attend the meeting as a shareholder. The Company's representative has to vote at the meeting under the guidelines or directions considered by the Board of Directors.

3. Information about the asset being appraised and appraised price

The Company and the subsidiaries do not have any asset appraisals during the year 2021.

Attachment 5

Unabridged Policy and Guidelines on Corporate Governance and unabridged Business Ethics Prepared by the Company

The company has established policies and guidelines for corporate governance, business ethics and subcommittees charter As a guideline for business operations and performance of directors, executives and employees, the complete manual can be found on the company website. www.onetoonecontacts.com/wp-content/uploads/2022/03/Attachment-5__Unabridged-policy-and-guidelines-en__.pdf

- Corporate Governance Policy
- Business ethics
- Charter of the Sub-Committee
 - Charter of the Board of Directors
 - Charter of the Audit Committee
 - Charter of the Executive Committee
 - Charter of the Nominating & Compensation Committee
 - Charter of the Board Charter corporate governance
 - Charter of the Risk Management Committee
 - Charter of the Sustainable Development Committee
 - Charter of the Investment Committee

Attachment 6

Report of the Audit Committee

Dear Shareholders,

One To One Contacts Public Company Limited's Audit Committee is appointed by the company's board of directors and consists of 3 independent directors, Dr. Pakorn Apaphan as the Chairman of the Committee, Dr. Chuket Ounjitti, and Mr. Pattarakit Techasikarn. All of the Audit Committee members are completely qualified according to the Audit Committee's charter which is prepared in accordance with the requirements of the Securities and Exchange Commission of Thailand ("SEC") and The Stock Exchange of Thailand ("SET").

In 2021, the Audit Committee performed duties in accordance within the scope of responsibilities assigned by the Board of Directors in order to ensure the company's good corporate governance and adequate internal control by taking into account the best interests of all shareholders and stakeholders including overseeing that company's executives conduct their duties in accordance with the company's policies with integrity and responsibilities. In 2021, there were 6 Audit Committee meetings with the presence of Dr. Pakorn Apaphan as the Chairman of the Audit Committee, Dr. Chuket Ounjitti, and Mr. Pattarakit Techasikarn as the Audit Committee members. The senior management from Accounting and Finance Department, including Chief Financial Officer (CFO), Head of Internal Audit, and external auditors at all meetings, but without the management. The summary of key contents are as follows:

- **Reviewed quarterly and annual financial statements, financial analysis and business performance of the company and subsidiaries**

The Audit Committee and external auditors reported quarterly and annual financial statements and financial analysis of the company and subsidiaries, along with adhering to the accounting policies and important information provided from the management.

The Audit Committee holds the opinion that the reports are well founded, reliable, with full disclosure of information and correctly prepared adhering to the financial reporting standards.

- **Audited and reviewed transactions with related parties or transactions with potential conflict of interest**

The Audit Committee audited and reviewed the transactions of related parties or transactions with potential conflict of interest including the disclosure of such information, in accordance with the guidelines and requirements set by the SEC and other relevant organizations, to ensure that the disclosures are complete, reasonable, transparent and adequate according to good corporate governance and within the best interest of the company.

The Audit Committee holds the opinion that the mentioned transactions have been through a transparent review process, is conducted in the best interest of the company with adequate disclosure of information.

- **Reviewed company's compliance with the laws and regulations set by relevant organizations**

The Audit Committee has reviewed compliance with the Securities and Exchange Act, regulations of the SEC, the requirements set by the SET, laws adhering to the company's business and obligations that may arise from contracts with third parties.

The Audit Committee holds the opinion that the company has strictly complied with the aforementioned laws and regulations.

- **Reviewed the adequacy of the internal control system**

The Audit Committee has reviewed and approved the annual internal audit plan, assessing the internal control system by reviewing reports from internal audit department and providing recommendations to the management and internal audit department to improve the operations and ensure an appropriate and adequate internal control system.

- **Reviewed the performance of the internal audit department**

The Audit Committee reviewed and evaluated the performance of the internal audit department and the head of department by reviewing the responsibilities and duties held and ability to meet the standards that are set. In addition, the committee provided counselling to ensure that internal audit activities are independent, efficient and effective which will assist the company in achieving its goals.

- **Nomination and selection of the company's external auditor for 2021**

The Audit Committee selected and nominated external auditors and their remunerations for the year 2021 to the Board of Directors to further nominate to the shareholders' meeting by assessing their standard of practice and counselling including the appropriate remuneration, knowledge, expertise and experience in auditing.

The Audit Committee nominated 'EY Company Limited' as the external auditor to the Board of Directors to further nominate to the shareholders' meeting, to be in charge of auditing in 2021 for the company and its subsidiaries, by assessing its independence and quality of previous auditing.

- **Evaluated the performance of the Audit Committee to the Board of Directors for 2021**

The Audit Committee reported to the Board of Directors on a quarterly basis and has provided useful recommendations to the management, resulting in the management taking appropriate actions from the recommendations received. It showed that the Audit Committee has performed all its assigned duties with competency, carefulness, and independence as well as presenting constructive opinions and recommendations providing value to the company for the benefit of all stakeholders.

The Audit Committee has conducted the annual review and assessment of its own performance to ensure the completeness of its duties, and are conducted in accordance with the Charter of the Audit Committee.

In summary, in 2021, the Audit Committee holds the opinion that the board of directors, management and executive directors of the company are fully committed in performing their duties in order to achieve the company's goals and targets while upholding a high standard of professionalism. Financial data is reported accurately and reliably in accordance with the Generally Accepted Accounting Principles (GAAP). There has been adequate information disclosure as well as a strict compliance to the regulations of SEC and SET.



(Dr. Pakorn Apaphant)
Chairman of the Audit Committee

Attachment 7

Report of the Executive Committee

In the past 2021, the epidemic situation of Corona Virus-19 (Covid-19) continues to affect business operations and people's lives, enabling all business sectors to fully accelerate into a digital society. Technology is being used in business operations so that it can continue to operate under crises. The Executive Board has foreseen the trend of business development in digital format. This will lead to developing the company into a more technology company.

For outsourced businesses, there is still demand for services from both private and public sectors continuously because it reduces the cost of investment, as well as is convenient and quick to expand the service to meet the needs arising from the change in consumer behavior and it takes less effort to contact each other and turn to more Non-voice services (Non-voice services such as Web chat, E-mail, Social media, Digital marketing, Virtual IVR, Chatbot, etc.), which creates a new experience for the customer. Although affected by some projects that have to cancel the service due to the business suspension of service according to government measures or reduce the size of the service, which directly affects the company's performance. On the other hand, the government sector has expanded the service center for Covid-19 in many departments. To help people who have been infected by the virus epidemic in a high amount, also the insurance business has grown from this situation. Therefore, it has become a key account of the company by focusing on finding new customers in the E-commerce and Logistics business sectors due to consumer behavior changes. This gives these businesses a high growth opportunity. Including offering new service models such as Order Taking Platform, Omni Channel Service, Tele-sales Service, and Total Management Solutions to meet customers' needs and rapidly consumer behavior changes.

Since OTO is a Contact center company, besides the company's focus on continuous technological development. The company also values its employees by providing vaccines and WFH (Work From Home) solutions so that employees are not at risk and all employees are rotated to various projects to enhance service skills and reduce the cost of recruiting new employees. It is about training employees to have a multi-tasking skill. Therefore, the employees can continue to work even if some customers have canceled the service.

However, the company continues to maintain international service standards based on experience and expertise in the business. Which can customize the service model following customers' needs. It also makes a difference in a highly competitive market, developed, and presented a service model that focuses on delivering excellent customer experiences. Including helping the customer to make the organization more flexible continuously expanding business and enhancing the customer's business as well even during the Covid-19 crisis. The company received the "2021 Thailand Customer Experience Outsourcing Service Company of the Year" award from Frost & Sullivan as a private organization that operates in Thailand's leading Outsourcing Contact Center business for the 9th consecutive year. And it is the first year in the Customer Satisfaction Awards category.

In addition, the company does not consider only business goals. The company also attaches importance to social responsibility. As a result, the company was selected on the list of sustainable stocks for the year 2021, which reflects the company's sustainable business operations with environmental considerations and social responsibility that are managed under the principles of corporate governance which lays the foundation for sustainable business operations.



(Kanawuthi Wattanadhirach)
Chairman of the Executive committee

Attachment 8

Report of the Nominating and Compensation Committee

Dear Shareholders,

The Board of Directors has appointed the Nomination and Compensation Committee to screen and select the appropriate candidates to serve as directors and sub-committee members to determine the human resource strategies and policies to increase the efficiency of human resources management and development as well as reviewing the policies regarding the compensation structure and payment in accordance with the company's strategy and operational goals.

The Nomination and Compensation Committee has fulfilled all duties assigned by the Board of Directors in accordance with the Charter of the Nomination and Compensation Committee. In 2021, the committee held 7 meetings, with the key contents summarized as follows:

- Nominated and proposed the qualified candidates for vacant director positions and to replace directors whose terms are ending.
- Reviewed the nomination and selection of candidates to serve as sub-committee members.
- Reviewed the nomination and selection of candidates to serve as the company secretary.
- Reviewed the appropriate compensation for the Board of Directors and sub-committee members, commensurate with the duties and responsibility held, and in line with the industry rate.
- Reviewed the criteria for rate of salary increase and annual bonus in line with the company's performance.
- Reviewed and amended the Nomination and Compensation Committee's charter to keep in line with good corporate governance.

Throughout the years, the Nomination and Compensation Committee has performed its duties with care, prudence, transparency and integrity in accordance with the corporate governance principles for the benefit of the shareholders and all stakeholders. The Nomination and Compensation Committee has conducted self-assessment for the year 2021 in order to develop and improve the operational efficiency.

In the name of the Nomination and Compensation Committee,



(Dr. Pakorn Apaphant)

Chairman of the Nomination and Compensation Committee

Attachment 9

Report of the Governance Committee

Dear Shareholders,

The company recognizes the importance of conducting business operations in accordance with good corporate governance guidelines alongside ethical business management while also taking into consideration stakeholders' benefits for the sustainable growth. Therefore, the Board of Directors has appointed the Corporate Governance Committee to supervise the operations and management systems to comply with the principles of corporate good governance, company policy and the related criteria, including the transparent disclosure of information and creating a high standard of performance, competitive advantages and competencies resulting in added value to the business.

The Corporate Governance Committee has fulfilled all duties assigned by the Board of Directors in accordance with the Charter of the Corporate Governance Committee. In 2021, the committee held 2 meetings, with the key contents summarized as follows:

1. Reviewed and amended the corporate governance policies to improve operational guidelines of committees, executives, and employees in accordance with the principles of good corporate governance. The committee focused on reviewing and revising the corporate governance policy to promote sustainable business operations while maintaining long-term performance, adding value and creating credibility for shareholders and stakeholders.
2. The Corporate Governance Committee realizes the rights and equality of all shareholders. Thus, the committee has encouraged minor shareholders to nominate candidates as their representative to be appointed as directors, to propose agendas at the shareholder meeting and submit questions for the company prior to the annual general meeting of shareholders.
3. Reviewed the self-evaluation criteria of the Board of Directors, individual directors and sub-committees, along with the assessment of the Chief Executive Officer (CEO) and company secretary in order to improve the operational efficiencies.

The Corporate Governance Committee has consistently worked for the implementation of good corporate governance principles, thus resulting in the Corporate Governance Assessment for 2021 rating the company "Excellent" (5 stars) and being ranked in the Top Quartile within the group of companies with a market capitalization of less than 1 Billion Baht in a survey by the Thai Institute of Directors (IOD). The company received a quality assessment and evaluation at the level of "4TIA" from the 2021 Annual General Meeting of Shareholders from the Thai Investors Association due to the commitment to good corporate governance. Thus, enabling the company to achieve effective and quality management systems alongside transparent disclosure of information, and for the company to achieve higher standards of performance to create stronger competitive advantages and adding value to the business.

In the name of the Corporate Governance Committee,



(Dr. Pakorn Apaphant)

Chairman of the Corporate Governance Committee

Attachment 10

Report of the Risk Management Committee

Dear Shareholders,

The Risk Management Committee of One to One Contacts Public Company Limited consists of 3 members. The Board of Directors considers and appoints a qualified member to be the Chairman of the Risk Management Committee and The Risk Management Committee consists of Mr. Kanawuthi Wattanadhirach as Chairman of the Risk Management Committee, Mr. Priyong Teerasathain, and Mr. Chaiwat Phithakraktham as a risk management committee.

The Company attaches great importance to the company's business risk management. To achieve the objectives and goals the company assigns risk-responsible persons in various departments and has regularly assessed risk factors that may affect business operations. Including the risks and opportunities of climate change are considered.

The Risk Management Committee has served to monitor and control risks. There is a critical assessment and grading of key risks such as Financial risk, Market risk, Information technology risk, Fraud risk, and Climate change risks. In the year 2021, there were a total of 2 meetings, the results of which can be summarized as follows:

1. Consider the risk management plan and corporate risk in 2021 that the management has assessed and clarified the risk level. To consider the impact to an acceptable level or reduce the feasibility of future occurrences to ensure that the risk management plan is consistent with the Company's business plans and goals.
2. Follow up and review the implementation of the risk management plan set by the Company's management to ensure that the Company has systematic and efficient risk management by assigning the Internal Audit Department to monitor and review the Company's risk management to achieve the set goals.
3. Review the Risk Management Committee Charter under the current situation appropriately.

The Risk Management Committee has considered that the company has continuous and systematic risk management. Including proceeding with caution, prudence, and efficiency which will result in the company's objective achievement in business operation according to the prepared work plan.



(Mr. Kanawuthi Wattanadhirach)

Chairman of the Risk Management Committee

Attachment 11

Report of the Sustainable Development Committee

Dear Shareholders

The Sustainability Development Committee has established policies and plans to develop the organization for sustainable operations. Consistent with business operations based on good governance and social and environmental responsibility taking into account the benefits of all groups of stakeholders and create an organizational culture so that employees are conscious of their work and take into account social and environmental responsibilities.

In 2021, the company has been selected in the list of sustainable stocks Thailand Sustainability Investment (THSI) year 2021 for the second year. This reflects the importance of sustainable business development by taking into account society, the environment and good governance (ESG) in its operations.

The company also recognizes the importance of the amount of greenhouse gases in the global atmosphere. Therefore, we have organized the project “OTO to help reduce for the world we love” to be a part of environmental responsibility and the company has supported scholarships for students who behave well, study well, lack funds. to improve the quality of life good, including donating necessary items to the Mirror Foundation to pass on to the needy in various areas across the country. In addition, the Sustainability Development Committee supports other activities. Let executives and employees participate in doing social contributions every year to create awareness of business operations that take into account social and environmental responsibility.

Sustainable Development Committee I hope that all employees are involved in various activities. This will make everyone aware of the importance of social and environmental responsibility for sustainable coexistence in society of all sectors.



(Mr. Kanawuthi Wattanadhirach)

Chairman of Sustainable Development Committee

Attachment 12

Report of the Investment Committee

Dear Shareholders,

The Investment Committee was established for the management of the Company's cash by focusing on and placing importance on the balance between the "Capital Preservation" and "Return on Investment" under acceptable risk, for the benefit of the Company and with sufficient liquidity to be converted into cash if need be through clear investment policy and framework. The Investment Committee has carefully evaluated investments in order to receive an appropriate rate of return under acceptable risk.

The Investment Committee has invested into three types of investments:

1. Private Funds
2. Self-managed securities
3. Bank deposits and/or government bonds and/or debentures with a rating not lower than BBB+ and/or other debt instruments as determined by the Investment Committee

From the operating results from 2021, the Company has received returns from investments in common stocks in both private funds and in self-managed securities, and others at a satisfactory level in line with the Company's investment policy. The Investment Committee remains committed to being well informed and diligent, analyzing information to achieve worthwhile investment and the highest returns for the Company.



(Mr. Kanawuthi Wattanadhirach)
Chairman of the Investment Committee



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