

Connected Transaction

Related transactions which might have conflicts of interest in 2017

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samart Corporation Public Company Limited. ("SAMART")	Samart Corporation Plc. The major shareholder of the company Director of SC (related person) 1. Mr. Charoenrath Vilailuck 2. Mr. Watchai Vilailuck 3. Mr. Sirichai Rasameechan 4. Mr. Thananan Vilailuck.	- A/R for contact center service render - Service Revenues from Contact center service - Prepaid expense	0.051 0.609 0.001	0.051 0.694 0.001	- OTO provides contact center service to SAMART and its subsidiaries. - Telephone system maintenance service fee <u>Audit Committee Opinion</u> - OTO provides contact center service to SAMART group at the same service rate and term of payment as third parties. - Advanced payment of telephone system maintenance service fee is the same term of payment as third parties

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
		<ul style="list-style-type: none"> - A/P for Information Technology System Service - Account Payable - Management Fee - Fee-based service in Data Center - Phone line rental cost - Service Expenditure - Other Expenditure 	<p style="text-align: right;">7.252</p> <p style="text-align: right;">-</p> <p style="text-align: right;">4.800</p> <p style="text-align: right;">12.828</p> <p style="text-align: right;">0.002</p> <p style="text-align: right;">4.088</p> <p style="text-align: right;">0.116</p>	<p style="text-align: right;">7.252</p> <p style="text-align: right;">0.075</p> <p style="text-align: right;">4.800</p> <p style="text-align: right;">15.425</p> <p style="text-align: right;">0.002</p> <p style="text-align: right;">0.877</p> <p style="text-align: right;">0.078</p>	<ul style="list-style-type: none"> - SMART is OTO major supporter via financial and legal consultant, business plan and strategy, IT system service. <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> - SMART supports OTO in various ways as it is OTO's parent company. - Service Pricing is based on hourly rate which the parent company used a maximum markup rate of 5% due to company payment agreement. - SMART offers a lower cost of Management Consulting Contract to compare with other outsourcing.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
					<ul style="list-style-type: none"> - Service pricing for Information Technology Service Center is based on management cost (e.g. computer accessories, hardware, software, internet content and social media rental, payroll, and all bills) and 5% markup for 1 year average cost (regular rate price for SMART Group) without any extra charge for special request such as extra staffs or works. - Compare with installation cost of Information Technology Service Center, the cost of rental SMART facilities and services is lower. - Phone line rental cost is in accordance with TOT invoice. A 6 months advance payment aims to resource saving.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samart Engineering Co., Ltd (“SE”)	<ul style="list-style-type: none"> - SE is a subsidiary of SAMART, the major shareholder of OTO. Director of SE (related person) <ol style="list-style-type: none"> 1. Mr.Charoenrath Vilailuck, 2. Mr.Watchai Vilailuck 3. Mr. Thananan Vilailuck. 	<ul style="list-style-type: none"> - A/R for contact center service render - Service Revenues from Contact center service - Accrued revenue 	0.309	0.096	<ul style="list-style-type: none"> - OTO provides contact Center Service for SAMART group. <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Vision and Security System Co., Ltd (“Vision”)	- Vision is one of the subsidiaries of SAMART group, the major shareholder of OTO. Director of Vision (related person) - Mr. Thananan Vilailuck	- A/R for contact center service - Service Revenues from Contact center service	0.002 0.018	0.002 0.018	- OTO provides contact center service to SAMART group. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
		- CCTV Expenditure	0.353	0.014	- OTO purchased CCTV from Vision for internal and on site usage. <u>Audit Committee Opinion</u> - Vision quoted the CCTV with price, term of payment and condition based on market price.
Samart U-Trans Co., Ltd (“SU”)	- SU is a subsidiary of SAMART, the major shareholder of OTO. Director of SU (related person) 1. Mr.Charoenrath Vilailuck, 2. Mr.Watchai Vilailuck	- Service Revenues from Contact center service	0.002	0.002	- OTO provides contact center service to SAMART group. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samart Raditech Co., Ltd (“SRT”)	<p>- SRT is a subsidiary of SAMART, the major shareholder of OTO.</p> <p>Director of SRT (related person)</p> <p>1. Mr.Charoenrath Vilailuck, 2. Mr.Watchai Vilailuck 3. Mr.Pracha Phathayakorn</p>	- System Expenditure	0.124	-	<p>- OTO purchased E-Learning System for internal company.</p> <p><u>Audit Committee Opinion</u></p> <p>- Samart Raditech quoted the E-Learning with price, term of payment and condition based on market price.</p>
Samart Telcoms PCL (“SAMTEL”)	<p>- SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO.</p> <p>Director of SAMTEL (related person)</p> <p>1. Mr.Charoenrath Vilailuck, 2. Mr.Watchai Vilailuck 3.Mr.Sirichai Rasameechan. 4. Mr. Thananan Vilailuck</p>	<p>- A/R for contact center service</p> <p>- Service Revenues from Contact center service</p>	<p>0.021</p> <p>0.077</p>	<p>0.103</p> <p>0.161</p>	<p>- OTO provides contact center service to SAMART group.</p> <p><u>Audit Committee Opinion</u></p> <p>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</p>

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samart Communication Services Co., Ltd (“SCS”)	- SCS is a subsidiary of SAMTEL, SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO. Director of SCS (related person) 1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck.	- A/R for contact center service - Accrued Income from contact center service - Service Revenues from Contact center service	0.166 0.151 2.986	0.492 0.001 2.131	- OTO provides contact center service to SAMART group. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
		- A/P for system's facilities freight and installation - Service and installation charge	1.144 2.345	0.347 -	- OTO hired SCS for system implement carrying and setting TOT system nationwide. All expenses were recorded as cost of production and selling administrative expense. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of SCS provided to OTO was consistent to third parties.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Thai Trade Net Co., Ltd (“TTN”)	TTN is a subsidiary of SAMTEL, SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO Director of TTN (related person) 1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck.	- Service Revenues from Contact center service	0.151	0.151	- OTO provides contact center service to SAMART group. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
PosNet Co., Ltd (“PN”)	PN is a subsidiary of SAMTEL, SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO Director of PN (related person) 1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck.	- Service Revenues from Contact center service	-	0.051	- OTO provides contact center service to SAMART group. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samart Comtech Co., Ltd (“SCT”)	<p>SCT is a subsidiary of SAMTEL, SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO</p> <p>Director of SCT (related person)</p> <p>1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck.</p>	<p>- A/R for contact center service</p> <p>- Service Revenues from Contact center service</p>	<p>0.007</p> <p>0.077</p>	<p>0.007</p> <p>0.149</p>	<p>- OTO provides contact center service to SAMART group</p> <p><u>Audit Committee Opinion</u></p> <p>- The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</p> <p>- OTO sell and install Call Center System to SCT so as to support SCT customer relationship management with a regular payment term and condition.</p>
		<p>- A/P for configuration switch</p> <p>- Service configuration switch</p>	<p>1.139</p> <p>0.130</p>	<p>-</p> <p>-</p>	<p>- OTO hired SCT for configuration switch.</p> <p><u>Audit Committee Opinion</u></p> <p>- The fee and payment terms and conditions of SCT provided to OTO was consistent to third parties.</p>

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samarterware Co., Ltd (“STW”)	<p>STW is a subsidiary of SAMTEL, SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO</p> <p>Director of STW (related person) 1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck.</p>	<p>- A/R for contact center service</p> <p>- Service Revenues from Contact center service</p>	<p>0.001</p> <p>0.009</p>	<p>0.001</p> <p>0.009</p>	<p>- OTO provides contact center service to SAMART group</p> <p><u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</p>
Samart Infonet Co., Ltd (“SIF”)	<p>- SIF is a subsidiary of SAMTEL, SAMTEL is a subsidiary of SAMART which is the major shareholder of OTO</p> <p>Director of SIF (related person) Mr.Watchai Vilailuck.</p>	<p>- A/R for contact center service</p> <p>- Service Revenues from Contact center service</p>	<p>0.003</p> <p>0.038</p>	<p>0.003</p> <p>0.038</p>	<p>- OTO provides contact center service to SAMART group</p> <p><u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.</p>

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
		<ul style="list-style-type: none"> - A/P for internet and network system - Internet access service fees - Selling administrative expense 	<p style="text-align: center;">1.992</p> <p style="text-align: center;">7.077</p> <p style="text-align: center;">0.163</p>	<p style="text-align: center;">1.013</p> <p style="text-align: center;">6.528</p> <p style="text-align: center;">0.152</p>	<p>- SIF provided internet and network access to OTO. All expenses were record as cost of production and Selling administrative expense.</p> <p><u>Audit Committee Opinion</u></p> <p>-Service fees for internet and network access provided by SIF is at a regular price which can be compared to other service providers.</p>

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Samart Digital PCL (“SDC”)	- SDC is a subsidiary of SAMART, SDC is a subsidiary of SAMART which is the major shareholder of OTO Director of SDC (related person) 1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck. 3. Mr.Sirichai Rasameechan. 4. Mr. Thananan Vilailuck.	- A/R for contact center service - Accrued Income from contact center service -Service Revenues from Contact center service	3.529 1.097 9.966	2.524 0.329 7.843	- OTO provides contact center service to SAMART group and specific field of contact center service to SDC. <u>Audit Committee Opinion</u> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties. - OTO provided specific field of contact center service to SDC in accordance with customer usage on the regular rate of Service charge.
		- A/P (mobile phone) - Other Payable - Administrative expense (mobile phone) - Service expenses - Other Expense	0.014 0.797 0.142 0.745 -	- 0.014 0.115 0.367 0.073	- OTO purchased mobiles from SDC. - OTO purchased SDC Open service for internal company or staff welfare. <u>Audit Committee Opinion</u> - OTO purchased mobiles and accessories for the company and staffs usage from SDC with a regular payment term and condition.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
I-Mobile Plus Co., Ltd (“IMP”)	IMP is a subsidiary of SDC, SDC is a subsidiary of SAMART which is the major shareholder of OTO Director of IMP (related person) 1. Mr.Watchai Vilailuck. 2. Ms.Sukanya Vanichjakvong 3. Mr.Pracha Phathayakorn	- Service Revenues from Contact center service	2.166	-	- OTO provides contact center service to SAMART group. <u>Audit Committee Opinion</u> - IMP's customer information are related with many departments so as to get an easier and more convenient way to manage customer information, OTO has provided customer service representative outsourced and contact center facility outsourced instead of fully outsourced contact center management. - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties.
		- A/P (Internet) - Purchasing goods - Other expense	0.011 0.119 0.005	- 0.036 0.002	- OTO purchased goods and services from IMP, an internet accessibility provider. All expenses are recorded as department expenses. <u>Audit Committee Opinion</u> - Pricing of goods and service fees provided by IMP is at a regular price which can be compared to other service providers

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Multimedia Co., Ltd (“BUG”)	<p>- BUG is a subsidiary of SDC, SDC is a subsidiary of SAMART which is the major shareholder of OTO</p> <p>Director of BUG (related person)</p> <ol style="list-style-type: none"> 1. Mr.Watchai Vilailuck. 2. Ms.Sukanya Vanichjakvong 3. Mr.Pracha Phathayakorn 	<ul style="list-style-type: none"> - A/R for contact center service - Accrued Income from contact center service - Service Revenues from Contact center service 	<p>12.967</p> <p>1.415</p> <p>20.386</p>	<p>7.350</p> <p>2.117</p> <p>17.064</p>	<p>- OTO provides contact center service to SAMART group and specific field of contact center service for BUG 1113 project.</p> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> - The fee and payment terms and conditions of contact center service provided to SAMART group were consistent to third parties. - Over a decade of providing contact center service to BUG, or BUG 1113, service fees were determined by revenue sharing based on minute usage. However, OTO decided to increased its service fee twice, while BUG requested to inform minimum minute service usage one month in advance as a reciprocity - Gross Profit Margin on BUG 1113 project is significantly decreased in some quarter as a result of the downfall of customers which impact on OTO's CSR workforce plan. However, the latest efficient CSR allocation plan leads to the growth of gross profit margin. - Audit committee commented that BUG1113 project bring OTO to illustrious contact center service. Service providing to BUG is in a reasonable rate price and the company still gain gross profit margin in this project.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
		<ul style="list-style-type: none"> - A/P for service purchase - Deposit account - Selling goods and service expense - Purchase Expense 	<p>0.150</p> <p>0.505</p> <p>0.622</p> <p>-</p>	<p>0.024</p> <p>0.505</p> <p>-</p> <p>0.174</p>	<p>- BUG provided SMS services to OTO which all expensed are recorded as selling goods and service expense for each department.</p> <p><u>Audit Committee Opinion</u></p> <p>- BUG provided SMS services to OTO for internal usage and for OTO's customers. The fee and payment terms and conditions of service provided by BUG were consistent to third parties</p>
I-Sport Co., Ltd (“I-Sport”)	<p>I-Sport is a subsidiary of SDC, SDC is a subsidiary of SMART which is the major shareholder of OTO.</p> <p>Director of I-Sport (related person)</p> <p>1. Mr. Watchai Vilailuck.</p> <p>2. Ms. Sukanya Vanichjakvong</p> <p>3. Mr. Pairoj Boonkongchuen .</p>	<ul style="list-style-type: none"> - A/R for contact center service - Accrued Income from contact center service - Service Revenues from Contact center service 	<p>0.102</p> <p>0.048</p> <p>0.420</p>	<p>0.051</p> <p>-</p> <p>0.285</p>	<p>- OTO provides contact center service to SMART group.</p> <p><u>Audit Committee Opinion</u></p> <p>- The fee and payment terms and conditions of contact center service provided to SMART group were consistent to third parties.</p>

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
Vilailuck International Holding Co., Ltd (“VIH”)	Mr.Charoenrath Vilailuck, Mr.Watchai Vilailuck and Ms.Sukanya Vanichjakvong are the directors of OTO and major shareholders of VIH. Director of VIH (related person) 1. Mr.Charoenrath Vilailuck 2. Mr.Watchai Vilailuck. 3. Mr. Thananan Vilailuck	- Deposit account	1.523	1.629	- OTO has rented area for its operation from VIH. Rental, utilities ,and service fee are charged according to rental agreement <u>Audit Committee Opinion</u> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.
		- A/P for rental and utilities fee - Other Payable - Rental and utilities expense - Others expense	0.004 0.004 9.140 0.714	1.778 0.019 9.567 0.525	- OTO has rented area for its operation from VIH. Rental, utilities,and service fee are charged according to rental agreement. - Others expense as parking space rental and others extra fee <u>Audit Committee Opinion</u> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
WIN Performance Co., Ltd	Mr. Watchai Vilailuck, a director of the OTO, is a major shareholder of WIN Performance Co.,Ltd	<ul style="list-style-type: none"> - Account Receivable - Service Revenues from goods service - Service Revenues from Contact center service 	<ul style="list-style-type: none"> - 1.325 37.270 	<ul style="list-style-type: none"> 1.995 - 15.630 	<ul style="list-style-type: none"> - OTO provides contact center service to SMART group. <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> - The fee and payment terms and conditions of contact center service provided to SMART group were consistent to third parties.
Palangmitr Transport Co., Ltd	Director of Palangmitr Transport Co., Ltd. is a spouse of Mrs. Sukanya Vanichjakvong, director of OTO	<ul style="list-style-type: none"> - Deposit account 	0.374	0.374	<p>OTO has rented area for its operation from Palangmitr Transport Co., Ltd. Rental, and other service fees are charged according to rental agreement</p> <p><u>Audit Committee Opinion</u></p> <ul style="list-style-type: none"> - Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.

Related Parties	Relationship	Transaction Type	2016 (THB. millions)	2017 (THB. millions)	Necessary of Transactions
		- Rental fee	3.413	1.990	<p>OTO has rented area for its operation from Palangmit Transport Co., Ltd. Rental, and other service fees are charged according to rental agreement</p> <p><u>Audit Committee Opinion</u></p> <p>- Area rental is for customer services with a rental rate. The rate rental is at a regular price which can be compared to other rentals nearby.</p>

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

1. Necessity and Rationale of Transactions

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

2. Measures and Steps of Approval for Connected Transactions

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

2.1 General term and condition for business transaction

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

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

- Pricing for goods and services based on cost estimate or a markup rate of at least 15%.
- Pricing for the Contact Center Service has used a markup rate of at least 10%.
- Service Pricing is based on hourly rate which the parent company used a maximum markup rate of 5% due to company payment agreement.
- Pricing for fixed assets sales is based on net book value and addition of conversion costs.

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

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

In such case of business transaction which Audit Committee has inexperienced, an independent financial advisor's opinion, appointed by the company, shall have been submitted to the Board of Directors' and shareholders' meeting for approval respectively on the basis of OTO's stipulation

and value of transactions. All related transaction along with footnotes to financial statement shall disclose in annual report.

2.2 Policy and Trend in Future Connected Transactions

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

Future Connected Transactions are as follows:

Purchase of goods and services

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

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

Maintenance Service

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

Area rental for business operation

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