

**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 <u>Mrs.Sukanya Vanichjakvong*</u> director of OTO	- Deposit - Rental expenses	0.634 3.803	0.634 1.268	- Palangmitr 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)	- <u>Vilailuck International Holding Co., Ltd.**</u> 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 Vanichjakvong Resigned from director on April 26, 2021

\*\* Vilailuck International Holding Company Limited end of being an associate of One to One Contracts 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	11.000	-	- OTO provides contact center service to Honda call to line project.
		- Other accounts receivable	1.971	-	
		- Accrued revenues	-	0.067	
		- Trade accounts payable	0.191	0.578	- OTO uses development Application service for Pepsi and Consular Affairs project
		- Cost of contract work	7.052	3.575	
		- Accrued expenses	1.473	0.115	
		- Interest Income	0.155	0.118	- Short-term Loans
		- Cost of service	-	1.000	- 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.

Related Party	Relationship	Transaction Type	2020 (THB. millions)	2021 (THB. millions)	Necessity
4. One to One Professional Co., Ltd. (OTP)	- Joint Directors: 1. Mr. Kanawuthi Wattanadhirach 2. Mr. Chaiwat Phithakraktham	- Short term loans	17.000	-	- Management service
		- Other accounts receivable	4.492	-	
		- Accrued revenues	-	0.010	
		- Management service income	0.500	0.660	
		- Other payables	0.140	-	
		- Other expenses	0.875	-	
		- Interest Income	0.168	0.189	- Short-term Loans
		- Cost of service		1.855	- 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.