



Invitation to attend the Annual General Meeting of Shareholders for 2015

Wednesday, 29 April 2015 at 09.00 a.m.

Magic 3 Room, 2nd Floor  
Miracle Grand Covention Hotel





## Contents

	Page
<b>Invitation to attend the 2015 Annual General Meeting of Shareholders</b>	1
<b>Enclosures to the invitation to attend the 2015 Annual General Meeting of Shareholders</b>	
Enclosure 1 : Copy of the Minutes of the 2014 Annual General Meeting of Shareholders	7
Enclosure 3 : Information of the proposed directors in replacement of those retired by rotation	12
Enclosure 4 : Qualifications of Independent Director	16
Enclosure 5 : The remuneration of the Board of Directors and Committees for 2014	19
Enclosure 6 : Information of the proposed auditors for 2015	20
Enclosure 7 : Company's Articles of Association relating to the Shareholders Meeting	23
Enclosure 8 : Proxy Form	25
Enclosure 9 : Information of independent directors who may be appointed as proxy in the 2015 Annual General Meeting of Shareholders	34
Enclosure 10 : Registration, Documents required for attending the meeting, Proxy and Voting in the 2015 Annual General Meeting of Shareholders	35
Enclosure 11: Requisition Form for the 2014 Annual Report	37
Enclosure 12 : Route map of the venue convening the 2015 Annual General Meeting of Shareholders	39

Remark: The Company sent the 2014 Annual Report in Enclosure 2 to shareholders together with the invitation of this meeting.

No. CS/OTO 018/2015

March 27, 2015

Subject : Invitation to attend the 2015 Annual General Meeting of Shareholders  
 To : Shareholders of One to One Contacts Public Company Limited  
 Enclosure: 1. Copy of the Minutes of the 2014 Annual General Meeting of Shareholders  
 2. CD of the 2014 Annual Report  
 3. Information of the proposed directors in replacement of those retired by rotation  
 4. Qualifications of Independent Director  
 5. The remuneration of the Board of Directors and Committees for 2014  
 6. Information of the proposed auditors for 2015  
 7. Company's Articles of Association relating to the Shareholders Meeting  
 8. Proxy Form  
 9. Information of independent directors who may be appointed as proxy in the 2015 Annual General Meeting of Shareholders  
 10. Registration, Documents required for attending the meeting, Proxy and Voting in the 2015 Annual General Meeting of Shareholders  
 11. Requisition Form for the 2014 Annual Report  
 12. Route map of the venue convening the 2015 Annual General Meeting of Shareholders

Notice is hereby given that the Board of Directors of One to One Contacts Public Company Limited has resolved to convene the 2015 Annual General Meeting of Shareholders at 9.00 a.m., on April 29, 2015, at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210. The agendas are as follows:

**1. To consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders**

**Rationale**

The 2014 Annual General Meeting of Shareholders was held on April 23, 2014. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the meeting date according to the requirement of the laws as well as posted on the Company's website at [www.onetooncontacts.com](http://www.onetooncontacts.com). The Board of Directors considered that it was correctly recorded as shown in Enclosure 1. However, the Minutes and other related documents to the 2015 Annual General Meeting of Shareholders have been posted on the Company's website together with the invitation of this meeting since March 27, 2015 onwards.

**The Board's Opinion**

The Shareholders should certify the Minutes of the 2014 Annual General Meeting of Shareholders.

**Voting**

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**2. To acknowledge the Company's operating results and the 2014 Annual Report**

**Rationale**

The Board of Directors considered that the Company's operating results and the 2014 Annual Report were correct and sufficient disclosure. The 2014 Annual Report has been posted on the Company's website at [www.onetooncontacts.com](http://www.onetooncontacts.com) since March 27, 2015 onwards and was sent to the shareholders together with the invitation of this meeting as shown in Enclosure 2.

**The Board's Opinion**

The Shareholders should acknowledge the Company's operating results and the 2014 Annual Report.

**Voting**

This agenda is for acknowledgement, therefore there is no vote casting.

### 3. To consider and approve the Company's financial statements for the year ended December 31, 2014

#### Rationale

The Board of Directors and the Audit Committee considered that the Company's financial statements for the year ended December 31, 2014, which were duly audited by the auditor, were correct and complete in accordance with Thai Financial Reporting Standards, and adequate disclosure. Details were shown in the section "Financial Statements" in the 2014 Annual Report, which was sent to the shareholders together with the invitation of this meeting as shown in Enclosure 2.

Financial highlights of consolidated financial statements for 2014 were as follows:

Item	Amount (Baht)
Total Assets	903,949,896
Total Liabilities	97,565,245
Total Revenues	790,433,193
Net Profit	65,985,157
Earnings per Share	0.26

#### The Board's Opinion

The Shareholders should approve the Company's financial statements for the year ended December 31, 2014.

#### Voting

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

### 4. To consider and approve legal reserve and dividend payment for 2014

#### Rationale

Under the Public Company Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5 percent of its net earnings for the year after deducting retained loss brought forward (if any) until the reserve reaches 10 percent of the registered share capital.

The Company has policy to pay dividend no less than 50% of its consolidated net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to need for future investment and business plan, future necessity and appropriation.

In 2014, consolidated net profit of the Company were Baht 65,985,157 or equivalent to Baht 0.26 per share. The Board of Directors has considered to pay dividend for the 2014 operation at Baht 0.16 per share or equivalent to 67.89% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.11 per share was paid to shareholders on September 3, 2014, thereby having a final dividend of Baht 0.05 per share. The dividend will be paid on May 13, 2015. The Company has provided legal reserve of Baht 3,500,000 or 5.01% of its net earnings for the year in the Company's financial statements for the year ended December 31, 2014 as required by related laws.

The comparison of dividend payment is as follows:

Details of dividend payment	2014	2013
1. Consolidated Net Profit (Baht)	65,985,157	89,655,590
2. Number of shares	280,000,000	210,000,000
3. Total dividend payment for fiscal year (Baht/Share)	0.16	-
3.1 First six-months dividend payment	0.11	-
3.2 Last six-months dividend payment	0.05	-
4. Total dividend (Baht)	44,800,000	-
5. Dividend payout ratio (%)	67.89	-

**The Board's Opinion**

The Shareholders should approve the dividend payment for 2014 at Baht 0.16 per share with dividend payment for the last six-months of 2014 at Baht 0.05 per share to shareholders whose names appear in the Company's registration book on March 20, 2015. The dividend will be paid on May 13, 2015. No legal reserve is required since the Company has provided legal reserve of Baht 3,500,000 or 5.01% of its net earnings for the year in the Company's financial statements for the year ended December 31, 2014 as required by related laws.

**Voting**

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

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

**Rationale**

Under Article 16 of the Company's Articles of Association, one-third of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following three directors will retire by rotation in this year:

1. Mr.Chaisak Angkasuwan : Independent Director / Audit Committee Member / Chairman of the Corporate Governance Committee
2. Dr.Pairoj Boonkongchuen, M.D. : Independent Director / Audit Committee Member / Corporate Governance Committee Member / Nominating and Compensation Committee Member
3. Mr.Charoenrath Vilailuck : Authorized Director / Executive Director

The Nominating and Compensation Committee, without members who have conflict of interests, had considered all required qualifications of the directors pursuant to the applicable laws, the Company's Articles of Association, and Nomination of Directors and Management as defined in the Company's Corporate Governance Policy, and was of the opinion that the 3 directors who will retire by rotation, namely Mr. Chaisak Angkasuwan, Dr. Pairoj Boonkongchuen, M.D. and Mr. Charoenrath Vilailuck have all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience may be applied to enhance the Company's operation efficiency. Therefore, the Nominating and Compensation Committee proposed shareholders to elect the above 3 directors who will retire by rotation to be the Company's directors for another term. Information of the proposed directors in replacement of those retired by rotation and qualifications of Independent Director were shown in Enclosure 3 and 4 respectively.

**The Board's Opinion**

The Shareholders should approve the re-election of the 3 directors retired by rotation, namely Mr. Chaisak Angkasuwan, Dr. Pairoj Boonkongchuen, M.D. and Mr. Charoenrath Vilailuck to be the Company' directors for another term as proposed by the Nominating and Compensation Committee. The directors who have interests therein were not participation in this agenda.

**Voting**

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**6. To consider and approve the remuneration of the Board of Directors and Committees for 2015**

**Rationale**

Policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry and be appealing enough to attract and retain qualified directors. The 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. Scope of Responsibilities and Authority of the Board of Directors and Committees were disclosed in the 2014 Annual Report in "Management Structure" under the topic "The Board of Directors" and in "Corporate Governance" under the topic "Sub-committees"

The remuneration of the Board of Directors and Committees in 2014 was in accordance with the resolution of the 2014 Annual General Meeting of Shareholders, held on April 23, 2014 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. Actual payment of the remuneration for 2014 was Baht 1,365,000 as details in Enclosure 5.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and Committees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2015 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. The meeting allowance for each meeting participated of the Board of Directors and Committees was proposed at the same amount as previous year as follows:

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

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee since all members are the Company's executives.

**The Board's Opinion**

The Shareholders should approve the remuneration of the Board of Directors and Committees for 2015 at the same amount as previous year of not exceeding Baht 4,000,000, consists of meeting allowance for each meeting participated of the Board of Directors and Committees at the same amount as previous year, and bonus without other benefits as proposed by the Nominating and Compensation Committee.

**Voting**

The resolution for this agenda requires not less than two-thirds of votes of shareholders who attend the meeting and cast their votes.

**7. To consider and approve the appointment of the Company's auditor and fixing audit fee for 2015**

**Rationale**

The Audit Committee had selected the Company's auditors for 2015 and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditor for 2015. EY Office Limited has audited the Company and subsidiaries since the year 2000 and is thoroughly eligible to give useful recommendations to the Company and has no other relation or interests with the Company, subsidiaries, executives, major shareholders or related persons. They can express their independent opinion to the Company's financial statements. In addition, EY Office Limited has been accepted either in Thailand and international level with the professional team having good auditing experience. Any one of the following auditors was authorized to conduct the audit and express an opinion on the Company's financial statements:

1. Ms. Siriwan Suratepin CPA No. 4604  
(The Company's auditor in 2011-2014, totaling 4 years.)
2. Mr. Wichart Lokatekrawee CPA No. 4451  
(The Company's auditor in 2003-2008, totaling 6 years.)
3. Mrs. Sarinda Hirunprasertwuthi CPA No. 4799  
(Never conducted the audit and express an opinion on the Company's financial statements.)

Information of the proposed auditors for 2015 was shown in Enclosure 6.

In addition, the Audit Committee had considered and proposed the audit fee for 2015 at the same amount as previous year of Baht 800,000. The proposed audit fee excluded out of pocket expenses relating to audit work such as photo copy expenses, traveling expenses and others.

**The Board's Opinion**

The Shareholders should appoint any one of the following auditors from EY Office Limited to be the Company's auditor:

1. Ms. Siriwan Suratepin CPA No. 4604
2. Mr. Wichart Lokatekrawee CPA No. 4451
3. Mrs. Sarinda Hirunprasertwuthi CPA No. 4799

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. In addition, shareholders should approve the audit fee for 2015 at the same amount as previous year of Baht 800,000 as proposed by the Audit Committee.

**Voting**

The resolution for this agenda requires the majority votes of shareholders who attend the meeting and cast their votes.

**8. To consider and approve the amendment of Article 12 in Chapter 3 Transfer of Shares of the Company's Articles of Association**

**Rationale**

In accordance with the Securities and Exchange Act, the Company has to amend Article 12 in Chapter 3 Transfer of Shares of the Company's Articles of Association as follows:

**Existing**

Article 12. When the Company's shares have been listed as listed securities in the Stock Exchange of Thailand or Market for Alternative Investment (MAI), form, method and validity with respect to transfer of such shares shall be made in accordance with the laws governing Securities and the Stock Exchange of Thailand.

The Company may assign **the Stock Exchange of Thailand** as its registrar and the regulation relating to share register shall be in accordance with the regulations prescribed by the Registrar.

**Proposal**

Article 12. When the Company's shares have been listed as listed securities in the Stock Exchange of Thailand or Market for Alternative Investment (MAI), form, method and validity with respect to transfer of such shares shall be made in accordance with the laws governing Securities and the Stock Exchange of Thailand.

The Company shall assign **the Thailand Securities Depository Company Limited** as its registrar and the regulation relating to share register shall be in accordance with the regulations prescribed by the Registrar.



**The Board's Opinion** The Shareholders should approve the amendment of Article 12 in Chapter 3 Transfer of Shares of the Company's Articles of Association in accordance with the Securities and Exchange Act as follows:

Article 12. When the Company's shares have been listed as listed securities in the Stock Exchange of Thailand or Market for Alternative Investment (MAI), form, method and validity with respect to transfer of such shares shall be made in accordance with the laws governing Securities and the Stock Exchange of Thailand.

The Company shall assign **the Thailand Securities Depository Company Limited** as its registrar and the regulation relating to share register shall be in accordance with the regulations prescribed by the Registrar.

**Voting** The resolution for this agenda requires not less than three-fourths of votes of shareholders who attend the meeting and cast their votes.

**9. Other matters (If any)**

The Company has fixed the Record Date for the right to attend the meeting and to receive dividend on March 19, 2015 and collect the names of shareholders as stipulated in the Section 225 of the Securities and Exchange Act. B.E. 2535 by closing the share registration book on March 20, 2015. The right to receive dividend, as the case may be, is uncertain as it has not yet been approved by the 2015 Annual General Meeting of Shareholders. In case shareholders would like to submit any questions or comments concerning the Company's operation in advance of the 2015 Annual General Meeting of Shareholders, shareholders can send the questions or comments thru the Company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com) or fax to Company Secretary Division at 02-685-0090.

All Shareholders are cordially invited to attend the 2015 Annual General Meeting of Shareholders at the date, time and venue as stated above. In case any shareholders wish to appoint a proxy to attend and vote at the meeting, please fill and sign in the Proxy Form in Enclosure 8. In addition, shareholders may appoint an independent director detailed in Enclosure 9 as proxy to attend and vote at the meeting. The complete Proxy Form should be submitted to the director or his designee before the commencement of the meeting. Please see details of proxy in Enclosure 10.

By resolution of the Board of Directors,



(Mrs. Sukanya Vanichjakvong)  
President  
One to One Contacts Public Company Limited

(Translation)

**Minutes of the Annual General Meeting of Shareholders 2014  
of  
One to One Contacts Public Company Limited**

**Time and Venue** The meeting was held on 23 April 2014 at 10.30 a.m. at Meeting Room, 35/F Software Park Building, No. 99/1 Moo 4 Chaengwattana Road, Klong Klur, Pakkret, Nonthaburi 11120

**Directors/Chairman of Committees Present**

1. Samart Corporation Public Company Limited	By Mr.s Sukanya Vanichjakvong	Proxy
2. Samart Comtech Co., Ltd.	By Ms. Chotika Kumloonvesarat	Proxy
3. Samart Telcom Public Company Limited	By Mr. Jong Diloksombat	Proxy
4. Samart Engineering Co., Ltd.	By Mr. Tawee Udomkitchoti	Proxy

**Preliminary Proceedings** There were 4 shareholders attended the meeting in person proxy, representing 210,000,000 shares out of 210,000,000 shares of the Company of which equivalent to 100 percent of total paid up shares of the Company.

Mrs. Sukanya Vanichjakvong acted as Chairman of the meeting and declared commencement of the meeting. Then, she clarified the voting procedures to the shareholders as follows:

1. A shareholder is entitled to number of votes in equivalent to number of shares he/she holds: 1 share to 1 vote.
2. The shareholders would cast their votes for approval, disapproval or stay abstain by marking the voting cards distributed at the registration desk.
3. In case the shareholder disapproved or abstain in any agenda, he/she can cast the vote in the ballot and raise up the hand so the company officer will recognize and collect the ballot.
4. Only the votes to disapproved and abstain will be counted in each issue. The votes to distributed and abstain will then be deducted from the total votes in the meeting to obtain the remaining concurrence in each issue.
5. Shareholder who appointed proxy to vote at the Meeting by specifying their votes in the proxy form, the Company will record the pre-votes from such proxy form in the computerized system. After the votes in each agenda, the Company will show result of all votes; approve, disapprove and abstain, with percentage of total votes in the meeting.
6. In each agenda, if any shareholder or proxy would like to express any opinion or ask any question, please raise their hands, define whether shareholder or proxy and introduce their names to the Meeting, and then proceed.

Once the shareholders were informed of the vote casting procedure, the Chairman would then go through the agenda as follows:-

**Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2013**

The Chairman proposed the meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholder no.2/2013 held on 21 August 2013 copy of which had been distributed together with the notice of the meeting to all shareholders in order to examine the minutes in advance.

The Chairman requested the Shareholders to put forward their questions and comment. No questions were raised, then, the Chairman requested the Meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholder no.2/2013.

**Resolution :** *The meeting resolved to certify the Minutes of the Extraordinary General Meeting of Shareholders no.2/2013, with the following votes:*

<b>Total</b>	<b>4</b>	<b>Shareholders</b>	<b>representing</b>	<b>210,000,000</b>	<b>shares</b>
<b>Approved</b>	<b>210,000,000</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>

**Agenda 2 To certify the Company's operating results for the year 2013**

The Chairman proposed the meeting to consider the Company's operating results in the past year that the company provided the service to manage customer service and fully contact center management service to both government and private sectors. From the performance of 2013, the company had the net profit of Baht 90 million, a 20.2% increased from the same period of last year's. The total revenue was at Baht 684 million. Although the cost of sales and service was decreased, the revenue on fully outsourced is on the other hand increased with the high profit ratio. This led to the increase of continuous of net profit. Details were shown in the 2013 Annual Report which had distributed together with the notice of the AGM. In addition, there was a major change as following:-

- The transformation to public company and to bring in the company to be listed in The Stock Exchange of Thailand  
To support the business expansion of call center both domestically and internationally, the company would transform to public and would be listed in The stock Exchange of Thailand as follows:-
  - Changed of par value from Baht 10 to Baht 1 and increased of the existing registered capital of Baht 100 million to Baht 280 million so the total shares would be 280 million shares to support the dividend payment of 110 million shares and to support the issuance of initial public offering of ordinary share (IPO) for 70 million shares
  - Dividend payment at 1:1:1 share for 110 million shares
  - Changed the company organization including the internal management, policy, procedure, and other requirements of listed company in The Stock Exchange of Thailand
- The establishment of the subsidiary in Cambodia  
The company had established the subsidiary in Cambodia: One to One (Cambodia) Company Limited to do the call center business on 13 September 2013 with the registered capital of USD 5,000.

There were no inquiries nor comments had raised, the Chairman requested the Meeting to acknowledge the Company's operation results and Annual Report for the year 2013.

**Resolution :** *The meeting resolved to certify the Company's operating results and Annual Report for the year 2013, with the following votes:*

<b>Total</b>	<b>4</b>	<b>Shareholders</b>	<b>representing</b>	<b>210,000,000</b>	<b>shares</b>
<b>Approved</b>	<b>210,000,000</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>

**Agenda 3 To consider and approve the Company's finance statements for the year ended 31 December 2013**

The Chairman proposed the meeting to consider and approve the Company's finance statements for the year ended 31 December 2013, which was duly audited by the auditor. In addition, the Board of Directors and the Audit Committee considered it to be correct, complete in accordance with the generally accepted accounting principles with adequate disclosure as appeared in the 2013 Annual Report. The Chairman summarized the financial statements to the meeting as follows:

**Income statements**

In 2013, the Company and its subsidiaries reported total revenues from sales and service of Baht 684 million, a Baht 205 or 23.1% decreased from the same period of last year. The main reason was the decrease of revenue in design and development of Turnkey Total Solutions and the Customer Service Representative (CSR). However, the company had the continuous revenue from Fully Outsourced.

Cost of goods sold and services was decreased for Baht 202 million in relation to the decrease of revenue of sales and service. The Company has a net profit of Baht 166 million which had been highly adjusted from 19% in 2012 to 24.3% in 2013 due to the high profit ratio and proportion of the fully outsourced service.

Selling and administrative expense had been decreased to Baht 3 million or 4.6% from the same period of last year due to the decrease of selling and service expense.

In 2013, the Company reported the net profit of Baht 90 million, a 15 million or 20.2% increased from the same period of last year. The ratio of net profit was being adjusted from 8.3% in 2012 to 13% in 2013 in relation to the increase of profit ratio.

The Chairman requested the Shareholder to inquire and comment. As no inquiries or comments had raised, the Chairman requested the Meeting to consider and approve the Company's Balance Sheets and Income Statements for the year ended 31 December 2013.

**Resolution** : *The meeting resolved to approve the Company's finance statements for the year ended 31 December 2013, with the following votes:*

<b>Total</b>	<b>4</b>	<b>Shareholders</b>	<b>representing</b>	<b>210,000,000</b>	<b>shares</b>
<b>Approved</b>	<b>210,000,000</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>

**Agenda 4** To consider and approve not to allocate of the legal reserve and the omission of dividend payment for 2013

The Chairman reported to the meeting that according to the Board's resolution no. 1/2014 on 13 February 2014 to consider the operating result, earning surplus, net profit, liquidity, cash flow even though the company had net profit of Baht 89.66 million the company was now being listed in the Stock Exchange of Thailand to support the business expansion. The Company would propose the shareholders to consider and approve not to allocate of the legal reserve and the omission of dividend payment for 2013

**Resolution** : *The meeting considered and approved as follows:*

- *Acknowledged not to allocate the legal reserve of the Company.*
- *Acknowledged the omission of dividend payment for the company's operating result of 2013*

*The meeting resolved to approve dividend payment for 2013 with the following votes:*

<b>Total</b>	<b>4</b>	<b>Shareholders</b>	<b>representing</b>	<b>210,000,000</b>	<b>shares</b>
<b>Approved</b>	<b>210,000,000</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>

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

The Chairman informed the meeting that according to the Company's Articles of Association no. 16 stated that "at the Annual General Meeting of Shareholders, one third (1/3) of the Directors be retire by rotation." For this year, three directors who will retire are as follows:

1. Dr. Rathian Srimongkol, M.D. Independent Director / Chairman of Audit Committee
2. Mr. Thananan Vilailuck Executive Director
3. Mr. Pracha Phathayakorn Executive Director

The said directors were eligible to be re-elected. In addition, The Board of Directors excluded Directors who has conflict of interest to be in lined with the Nominating & Compensation Committee that such directors have experience and knowledge as well as had contributed to the Company. The resolution of Nomination and Remuneration Committee proposed the appointment of Dr. Rathian Srimongkol, M.D., Mr. Thananan Vilailuck, and Mr. Pracha Phathayakorn to be re-elected.

In addition, Dr. Rathian Srimongkol, M.D. was an independent director and the Chairman of the Audit Committee.

The Nomination and Remuneration Committee whom of which was not including directors who were of conflict of interest in this agenda, had considered the Dr. Rathian Srimongkol, M.D. was able to perform and freely express the opinion as being appointed by the Board of Directors. Also he was not being controlled by the major shareholder and not being the family member of such person. Besides, he has qualification required by SEC; therefore the meeting would request Dr. Rathian to be resume the Independent Director and the Chairman of Audit Committee

The Chairman requested the Shareholders to inquires and comment. As no inquiries or comments had been given, then the Chairman requested the Meeting to appoint by voting for each nominated director.

**Resolution** : *The meeting resolved to appoint the directors who will retire by rotation to be the Company's directors for another term with the following votes:*

- 1) **Dr. Rathian Srimongkol Independent Director / Chairman of audit Committee**

<b>Total</b>	<b>4</b>	<b>Shareholders</b>	<b>representing</b>	<b>210,000,000</b>	<b>shares</b>
<b>Approved</b>	<b>210,000,000</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>
<b>Abstained</b>	<b>-</b>	<b>Votes</b>	<b>equal to</b>	<b>-</b>	<b>of total votes in the meeting</b>

*(Dr. Rathian Srimongkol, M.D. who has conflict of interest abstained voting)*

2) *Mr. Thananan Vilailuck* *Executive Director*

<i>Total</i>	<i>4</i>	<i>Shareholders</i>	<i>representing</i>	<i>210,000,000</i>	<i>shares</i>
<i>Approved</i>	<i>210,000,000</i>	<i>Votes</i>	<i>equal to</i>	<i>100%</i>	<i>of total votes in the meeting</i>
<i>Disapproved</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>	<i>of total votes in the meeting</i>
<i>Abstained</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>	<i>of total votes in the meeting</i>

*(Mr. Thananan Vilailuck who has conflict of interest abstained voting)*

3) *Mr. Pracha Phathayakorn* *Executive Director*

<i>Total</i>	<i>4</i>	<i>Shareholders</i>	<i>representing</i>	<i>210,000,000</i>	<i>shares</i>
<i>Approved</i>	<i>210,000,000</i>	<i>Votes</i>	<i>equal to</i>	<i>100%</i>	<i>of total votes in the meeting</i>
<i>Disapproved</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>	<i>of total votes in the meeting</i>
<i>Abstained</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>	<i>of total votes in the meeting</i>

*(Mr. Pracha Phathayakorn who has conflict of interest abstained voting)*

**Agenda 6** To consider and approve the 2014 remuneration for directors and sub directors

The Chairman proposed the according to the Act of Public Company B.E. 2535 Section 90 stated that in case the Company's Articles of Association did not mention that the payment of remuneration is in line with the resolution of the shareholder's meeting that will be comprised of 2/3 votes out of the total votes of the shareholders who attend the meeting. The Nomination and Remuneration Committee had considered the remuneration of the Board of Directors and Committees for the year 2014 which comprise meeting allowance and annual performance bonus at the same amount as previous year of not exceeding Baht 4,000,000. The meeting allowance for each meeting participated of the Board of Directors and Committees same as previous year as follows:

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

The Chairman requested the Shareholders to inquire and comment. As no inquire nor comments had been raised, the Chairman requested the meeting to consider and approve the remuneration of the Board of Directors and Committees for the year 2014.

**Resolution** : *The meeting resolved to approved the remuneration of the Committee for the year 2014 not exceeding Baht 4,000,000 which comprise meeting allowance and annual performance bonus as proposed, with the following votes:*

<i>Total</i>	<i>4</i>	<i>Shareholders</i>	<i>representing</i>	<i>210,000,000</i>	<i>shares</i>
<i>Approved</i>	<i>210,000,000</i>	<i>Votes</i>	<i>equal to</i>	<i>100%</i>	<i>of total votes in the meeting</i>
<i>Disapproved</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>	<i>of total votes in the meeting</i>
<i>Abstained</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>	<i>of total votes in the meeting</i>

**Agenda 7** To consider and approve the appointment of Company's auditor and fix their remuneration for 2014

The Chairman was to clarify details for the meeting's consideration and indicated that in 2014 the Board of Directors, through consideration of the Audit Committee, agreed to appoint the auditor from EY Office Limited to be the Company's auditor for the year of 2014 as an international standard firm, has been the Company's audit firm since 2000. The audit team not only has an excellent performance but they also have no relation or conflict of interest in the Company, parent company, subsidiaries, same-level subsidiaries, management, major shareholders or related persons. The Company's auditors any one of the following auditors for consideration will comprise of

1. Miss Siriwan Suratepinp CPA No. 4604, and/or
2. Mr. Wichart Lokatekrawee CPA No. 4451, and/or
3. Mrs. Sarinda Hirunprasertwuthi CPA No. 4799

In the event that those auditors are unable to perform their duties, Ernst & Young office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statement in their place. The audit fee

was limited to Baht 1,115,000 (excluding any miscellaneous expenses such as traveling and photo copy expenses etc.). If there is a substantial increase in business activities of the Company in the year, then the audit fee may be reviewed.

The Chairman requested the Shareholder to inquire and comment. As no inquiries nor comments had were raised, the Chairman requested the meeting to consider and appoint the Company's auditor and fix their remuneration for the year 2014.

**Resolution :** *The Meeting resolved to appoint the Auditor from EY Office Limited as the Company's auditor for 2014, by one of the following auditor would conduct auditing process and express comments on the Company's financial statement;*

- |    |              |                   |              |
|----|--------------|-------------------|--------------|
| 1. | Miss Siriwan | Suratepin         | CPA No. 4604 |
| 2. | Mr. Wichart  | Lokatekrawee      | CPA No. 4451 |
| 3. | Mrs. Sarinda | Hirunprasertwuthi | CPA No. 4451 |

*In the event that those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. And fixed their remuneration of not exceed Baht 1,115,000 per annum (excluding any miscellaneous expenses such as travelling and photo copy expenses etc.). If there is a substantial increase in business activities of the Company in the year, then the audit fee may be reviewed, with the following votes:*

<b>Total</b>	<b>4</b>	<b>Shareholders</b>	<b>representing</b>	<b>210,000,000</b>	<b>shares</b>
<b>Approved</b>	<b>210,000,000</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>	<b>of total votes in the meeting</b>
<b>Disapproved</b>	-	<b>Votes</b>	<b>equal to</b>	-	<b>of total votes in the meeting</b>
<b>Abstained</b>	-	<b>Votes</b>	<b>equal to</b>	-	<b>of total votes in the meeting</b>

**Agenda 8** Other matters

The Chairman requested the Shareholder to inquire and comment. As no inquiries nor comments had were raised, The Chairman thanked the Shareholders for attending the meeting and declared the meeting closed at 11.45 a.m.

\_\_\_\_\_  
Chairman  
(Mrs. Sukanya Vanichjakvong)

\_\_\_\_\_  
Secretary  
(Ms. Chadaporn Paitoon)

## Information of the Proposed Directors in Replacement of Those Retired by Rotation

## 1) Mr. Chaisak Angksuwan

**Age** : 65 years

**Title** : Independent Director /  
Deputy Chairman of the Board of Directors /  
Audit Committee Member /  
Chairman of Corporate Governance Committee



**Education** : - Master's Degree in Public Administration – Government Agencies and Private Sectors Management, NIDA  
- Bachelor's Degree in Law, Thammasat University  
- The National Defence College (Class 4414)

**Training Course** : - Air Transport Economics Curriculum, Philippines  
- Airport Management Curriculum, Singapore  
- Senior Crisis Management Curriculum, USA  
- Executive Leadership Development Program, Office of The Civil Service Commission, Class 26  
- Public Law Program, Class 11, Thammasat University  
- Corporate Governance for Director and Executive for State Enterprise and Public Organization, Class 2, Public Director Institution

Training courses from Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) in 2010
- Executive Program, Class 10, Capital Market Academy

**Experience**

2013-Present	Independent Director / Deputy Chairman of the Board of Directors / Audit Committee Member / Chairman of Corporate Governance Committee	One to One Contacts Plc.
2011-2013	Director	Thai Airways Plc
2011-2013	Deputy Chairman	Transport Co., Ltd.
2005-2013	Chairman	Aeronautical Radio of Thailand Ltd.
2002-2005	Director and Consultant	Aeronautical Radio of Thailand Ltd.
2005-2008	Director	Thailand Airport Authority Plc.
2004-2010	Director	Thai Aviation Industries Ltd.
2004-2007	Director	Tourism Authority of Thailand

**Position proposed** : Deputy Chairman of the Board of Directors

**Term of Directorship in the Company** : 1 years 9 months (As at December 31, 2014)

**Meeting attendance for 2013** : Board of Directors' meeting 5/5 times

**Contribution** : Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.

## 2) Dr. Pairoj Boonkongchuen, M.D.

**Age** : 52 years

**Title** : - Independent Director  
- Audit Committee Member  
- Nominating and Compensation Committee Member  
- Corporate Governance Committee Member



**Education** : - Bachelor's Degree in Medicine, Siriraj Hospital, Mahidol University  
- License to practice Medicine no. 13041, The Medical Council of Thailand  
- 1<sup>st</sup> year of Residency Doctor, Department of Medicine  
- Higher Diploma in Clinical Sciences, Mahidol University  
- 2<sup>nd</sup> & 3<sup>rd</sup> year of Residency Doctor – Neurology, Department of Medicine  
- Certificate in Neurology, The Medical Council  
- Diploma of Clinical Neurology, Institution of Neurology, University of London  
- Clinical Research Assistant in Movement Disorders, The National Hospital for Neurology and Neurosurgery

Training courses from Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP)
- National Defence College (Government jointly with Private Sector), Class 21
- CAGS in Finance Program, Management College, Mahidol University
- Executive Program, Class 11, Capital Market Academy
- Strategy and Innovation of Business in Asia Class 2, Management College, Mahidol University jointly with MIT, USA

**Experience**

2013-Present	Independent Director / Audit Committee Member / Nominating and Compensation Committee Member / Corporate Governance Committee Member	One to One Contacts Plc.
2011-Present	Deputy Director of Medical Center Somdej Prathepratana – Management Division	Faculty of Medicine, Ramathibodi Hospital,
2005-Present	Director	Boonkongchuen Land Co., Ltd.
2003-Present	Lecturer – Neurology	Faculty of Medicine, Ramathibodi Hospital
2010-2011	Director of Heart Center & Coronary Artery Disease	Faculty of Medicine, Ramathibodi Hospital
1991-2002	Doctor – Neurology	Division of Medicine, Bhumibol Hospital
1986-1988	Doctor	Chandarubeksa and Bhumibol

**Position proposed** : Director

**Term of Directorship in the Company** : 1 year 9 months (As at December 31, 2014)

**Meeting attendance for 2013** : Board of Directors' meeting 5/5 times

**Contribution** : Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.



3) Mr. Charoenrath Vilailuck

**Age** : 55 years

**Title** : - Authorized Director / Executive Director  
- Risk Management Committee Member

**Education** : - Bachelor's Degree in Electrical Engineering, University of New Castle, Australia

**Training Course** : - National Defence College (Government jointly with Private Sector), Class 1  
- Executive Program on Urban Management Development (Metropolitan Class 1) Urban Development Institution



Training courses from Thai Institute of Directors Association (IOD):

- Certificate in Director Certification Program (DCP)
- Certificate in Director Accreditation Program (DAP)

**Experience**

2013-Present	Authorized Director / Executive Director Risk Management Committee Member	One to One Contacts Pcl.
1995-Present	President & CEO /	Samart Corporation Pcl.
1993-Present	Director	Samart Corporation Pcl.
2008-Present	Chairman of Risk Management Committee	Samart Corporation Pcl.
2003-Present	Director	Samart I-Mobile Pcl.
1996-Present	Director / Executive Director	Samart Telecom Pcl.
1993-Present	Director	Vilailuck International Holdings Ltd. (Subsidiaries and affiliates of One to One Contacts Plc)

**Position proposed** : Director

**Term of Directorship in the Company** : 1 years 9 months (As at December 31, 2014)

**Meeting attendance for 2013** : Board of Directors' meeting 5/5 times

**Contribution** : Participated in consideration of policy, business structure, direction and strategies of the business of the Company and its subsidiaries.

## Shareholdings in One to One Contacts Plc. of the proposed directors (As at March 27, 2015)

Proposed Directors	No. of shares <sup>d</sup>	% of issued shares
1. Mr. Chaisak Angkasuwan	-	-
2. Dr. Pairoj Boonkongchuen, M.D.	-	-
3. Mr. Charoenrath Vilailuck	388,777	0.13%

Note <sup>d</sup> including shares of spouse and immature children

## The positions in other listed companies and non-listed companies

Proposed Directors	Other Listed Companies		Other Non-Listed Companies	Competitive with OTO
	No.	Position		
1. Mr. Chaisak Angkasuwan	-	-	-	None
2. Dr. Pairoj Boonkongchuen, M.D.	-	-	1	None
3. Mr. Charoenrath Vilailuck	3	1. Samart Corporation Plc. - President / CEO/ - Chairman of Risk Management Committee 2. Samart I-Mobile Plc - Director 3. Samart Telecom Plc. - Director	41*	None

Remark \* Most companies are related with OTO

**Qualifications of Independent Director  
One to One Contacts Plc.**

The qualifications of the Independent Director underlying the Company's Corporate Governance Policy are more intensive than the minimum requirement of the Securities Exchange Commission (SEC) as following:-

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company or juristic person who may have conflicts of interest unless the foregoing status has ended no less than two years prior to the date of application filing with the office;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries;
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.;
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, 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, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, 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 who has been appointed as a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.

On the appointment of directors who will retire by rotation, there is one independent director to be considered for re-election, Mr. Chaisak Angkasuwan, and Dr. Pairoj Boonkongchuen, M.D.. Such directors are complied with SEC's independent director qualifications and has no relationship with major shareholders and the managements of the Company as follows:

Relationship Characteristics	Proposed Independent Director	
	Mr. Chaisak Angkasuwan	Dr. Pairoj Boonkongchuen, M.D.
1. Holding of OTO ordinary shares (as at March 27, 2015) - No. of shares - % of the total number of voting rights of the Company	No	No
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the office;	No	No
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries;	No	No
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.;	No	No
5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, 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, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, 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;	No	No

Relationship Characteristics	Proposed Independent Director	
	Mr. Chaisak Angkasuwan	Dr. Pairoj Boonkongchuen, M.D.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;	No	No
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	No	No
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.	No	No

### The Remuneration of the Board of Directors and Committees for 2014

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 & Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The Shareholders in the 2014 Annual General Meeting approved remuneration for directors of the Company and Committees' members in 2014 at the amount of not exceeding Bath 4,000,000. Actual payment of the remuneration for 2014 was Baht 1,365,000 as follows:

Directors	Cash Remuneration					
	Meeting Allowance <sup>(1)</sup> (Baht)				Performance Bonus (Baht)	Total Amount (Baht)
	Board of Directors <sup>(2)</sup>	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee		
1. Mr. Vichai Srikwan Chairman / Independent Director	100,000	40,000	-	45,000	60,000	245,000
2. Mr. Chaisak Angkasuwan Director / Independent Director	50,000	40,000	30,000	-	40,000	160,000
3. Dr. Rathian Srimongkol, MD. Director / Independent Director	50,000	80,000	20,000	30,000	40,000	220,000
4. Dr. Pairoj Boonkongchuen, M.D. Director / Independent Director	50,000	40,000	20,000	30,000	40,000	180,000
5. Mr. Charoenrath Vilailuck Director	50,000	-	-	-	40,000	90,000
6. Mr. Watchai Vilailuck Director	50,000	-	-	-	40,000	90,000
7. Mrs. Sukanya Vanichjakvong Director	50,000	-	-	-	40,000	90,000
8. Mr. Thananan Vilailuck Director	50,000	-	-	-	40,000	90,000
9. Mr. Sirichai Rasameechan Director	50,000	-	20,000	-	40,000	110,000
10. Mr. Pracha Phathayakorn Director	50,000	-	-	-	40,000	90,000
<b>Total</b>	<b>550,000</b>	<b>200,000</b>	<b>90,000</b>	<b>60,000</b>	<b>420,000</b>	<b>1,365,000</b>

*Remark* : <sup>(1)</sup> There is no remuneration paid to Executive Board Committee, Risk Management Committee, Sustainable Committee as they all are executives of the company who already received the remuneration as company executive

<sup>(2)</sup> The 2014 meeting allowance was for 5 meetings of the Board of Directors.

**Information of the Proposed Auditor for 2015**

**1) Siriwan Suratepin**



- Age** : 44 years
- Certified Public Accountant (Thailand) No.** : 4604
- Date of Certified Public Accountant (Thailand)** : 25 December 1995
- Current position** : Partner
- Company** : EY Office Limited
- Length of service** : November 1992 - present
- Education and training** : - Bachelor's Degree in Accounting, Thammasart University  
- Master's Degree in Accounting, Thammasart University  
- Graduate Diploma in Auditing, Thammasart University  
- Graduate Diploma in English for Careers, Thammasart University
- Work experience** : - Khun Siriwan has been working with EY Office Limited for 23 years and has taken the position of Partner at EY Office Limited for 10 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, manufacturing, distribution, servicing, hospitality, computer and technology industry.  
- Khun Siriwan is an approved auditor by the Securities and Exchange Commission and the Stock Exchange.  
- She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One to One Contacts Plc. :**

4 years (2011-2014)

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/subsidiaries/associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

**Contact details**

**Email** : Siriwan.Suratepin@th.ey.com  
**Phone** : 0-2264-9090  
**Fax** : 0-2264-0789-90

**2) Wichart Lokatekrawee**



**Age** : 47 years  
**Certified Public Accountant (Thailand) No.** : 4451  
**Date of Certified Public Accountant (Thailand)** : 1 October 1994  
**Current position** : Partner  
**Company** : EY Office Limited  
**Length of service** : April 1991 - present

**Education and training** : - Bachelor's Degree in Accounting, Thammasart University  
- Master's Degree in Accounting, Thammasart University  
- Graduate Diploma in Auditing, Thammasat University

**Work experience** : - Khun Wichart has been working with EY Office Limited for 24 years and has taken the position of Partner at EY Office Limited for 13 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, healthcare, manufacturing, and particularly, in automotive and parts, chemical products, retailing and servicing.  
- Khun Wichart is an approved auditor by the Securities and Exchange Commission Thailand.  
- He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One to One Contacts Plc. :**

6 years (2001-2006)

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/subsidiaries/associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

**Contact details**

**Email** : Wichart.Lokatekrawee@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90



**3) Sarinda Hirunprasertwuthi**

**Age** : 43 years  
**Certified Public Accountant (Thailand) No.** : 4799  
**Date of Certified Public Accountant (Thailand)** : 1 April 1996  
**Current position** : Partner  
**Company** : EY Office Limited  
**Length of service** : June 1993 - present



**Education and training** : - Bachelor's Degree in Accounting, Thammasart University  
- Master's Degree in Accounting, Chalulalongkorn University

**Work experience** : - Khun Sarinda has been working with EY Office Limited for 22 years and has taken the position of Partner at EY Office Limited for 3 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, healthcare, manufacturing, and particularly, in automotive and parts, chemical products, retailing and servicing.  
- Khun Sarinda is an approved auditor by the Securities and Exchange Commission Thailand.  
- She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of One to One Contacts Plc. :**

-None-

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/subsidiaries/associates or juristic persons which may lead to conflicts and thwart independence:**

-None-

**Contact details**

**Email** : Sarinda.Hirunprasurtwutti@th.ey.com  
**Phone** : 0-2264-9090  
**Fax** : 0-2264-0789-90

**Company's Articles of Association relating to the Shareholders Meeting**

**Directors' Qualifications, Election and Rotation of Directors**

**Article 14** The Company must maintain no less than 7 Directors in the Board; of which, at least half of the Directors must reside in the Kingdom of Thailand and possess the qualifications specified by the applicable laws.

**Article 15** The election of the Board of Directors shall be in accordance with rules and procedures as follows:

- (1) Each shareholder shall have one vote on each share.
- (2) To elect one or several directors, a shareholder shall vote in accordance with the number of votes each shareholder possesses as in (1). The said shareholder may not allot any number of his votes to any person.
- (3) The person obtaining the highest and higher votes respectively which are more than a half of the number of shares of the Shareholders attending the meeting and having the rights to vote, shall be elected as directors equal to the number of directors required or ought to be elected in that 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.

**Article 16** At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for re-election.

**Article 20** At the Annual General of Shareholder's Meeting, any directors may be retired prior to his turn with the vote of not less than three-fourths out of the total number of shareholders who attend the meeting and have the right to vote, whose shares of which are not less than half of the total number of shareholding out of the shareholders attending the meeting and have right, to vote.

**Shareholder's Meetings**

**Article 30** The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request.

**Article 31** In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning stating place, date, time and agenda, matters to be proposed in the meeting, together with appropriate details, and send them to the shareholders not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

**Article 32** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**Article 33** The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
- (2) In the following cases, by the vote of not less than three-quarters of the total number of shareholders present at the meeting and entitled to vote:
  - (a) The sale or transfer of the whole or essential parts of business of the Company to other persons;
  - (b) The purchase or acceptance of transfer of businesses of companies or private companies;
  - (c) Executing, amending or terminating the contract relating to the leasing of businesses of the Company in whole or in essential parts, the assignment to any person to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective of sharing profit and loss.

**Article 34** Other topics to be discussed in the Annual General Meeting shall be as follows:

- (1) To consider the report of the Board of Directors regarding the Company's businesses in the previous year;
- (2) To consider and approve a financial statement;
- (3) To consider the distribution of profit;
- (4) To elect the directors replacing those retired by rotation;
- (5) To appoint an auditor;
- (6) Other topics.

### **Others**

**Article 37** The Board of Directors shall arrange the balance sheet and the profit and loss statement at the end of the accounting period to be presented at the Annual General Meeting of Shareholders for approval. Such balance sheet and profit-and-loss statement must be examined by the auditor before presenting in the shareholders meeting.

**Article 38** The Board of Directors must furnish the shareholders with the following documents to, together with the summoning notice of the Annual Ordinary Meeting:

- (1) A copy of the balance sheet and profit-and-loss statement examined by the auditor together with the auditor's report.
- (2) Annual report of the Board of Directors.

**Article 39** No dividend can be disbursed except for profit. If the Company retains accumulated loss, dividend cannot be disbursed.

Dividend is disbursed in proportion of number of shares and equally allocated per share.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

**Article 40** The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

**Article 41** The Auditor must not be the director, officer, employee, or in any position in the company

**Article 43** The Auditor has the duty to attend the Annual General Meeting of Shareholders every time that has been considered the balance sheet and problem regarding the company's accounting to explain to shareholders. The company therefore must forward the meeting document to auditor.

**Proxy Form A  
(General Form)**

Duty Stamp  
20 Baht

Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_  
(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ **One to One Contacts** \_\_\_\_\_ Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(3) hereby appoint  
1. \_\_\_\_\_ Age \_\_\_\_\_ years

Please mark  
a sign in front  
of only one  
proxy's name

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

or  2. Mr. Vichai Srikwan Age 65 years Address 25/819 Road Chaengwattana  
Tambol/Kwaeng Bangtalad Amphoe/Khet Pakkret Province Nonthaburi Post code 11120

or  3. Mr. Chaisak Angkasuwan Age 65 years Address 34 Road Charoennakorn 64  
Tambol/Kwaeng Daokanong Amphoe/Khet Thonburi Province Bangkok Post code 10600

or  4. Dr. Rathian Srimongkol, M.D. Age 54 years Address 22 Road Ramkhamhaeng  
Tambol/Kwaeng Huamark Amphoe/Khet Bangkapi Province Bangkok Post code 10240

or  5. Miss Rapeepan Luangaramrut Age 52 years Address 174/1 Road Sukhumvit 65  
Tambol/Kwaeng Prakanong Nua Amphoe/Khet Wattana Province Bangkok Post code 10110

Just only one as my/our proxy to attend and vote on my/our behalf at the **2015 Annual General Meeting of Shareholders**  
on 29 April 2015 at 9.00 a.m. at **Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi  
Rangsit Road, Laksi, Donmuang, Bangkok 10210.** or at any adjournment thereof.

Any acts performed by the proxy holder in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Appointer  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Note : A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes



**Proxy Form B**  
(Voting is clearly and definitely specified)

Duty Stamp 20 Baht
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Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of \_\_\_\_\_ **One to One Contacts** \_\_\_\_\_ Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(3) hereby appoint  
1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

or  2. Mr. Vichai Srikwan Age 65 years Address 25/819 Road Chaengwattana  
Tambol/Kwaeng Bangtalad Amphoe/Khet Pakkret Province Nonthaburi Post code 11120

or  3. Mr. Chaisak Angkasuwan Age 65 years Address 34 Road Charoennakorn 64  
Tambol/Kwaeng Daokanong Amphoe/Khet Thonburi Province Bangkok Post code 10600

or  4. Dr. Rathian Srimongkol, M.D. Age 54 years Address 22 Road Ramkhamhaeng  
Tambol/Kwaeng Huamark Amphoe/Khet Bangkapi Province Bangkok Post code 10240

or  5. Miss Rapeepan Luangaramrut Age 52 years Address 174/1 Road Sukhumvit 65  
Tambol/Kwaeng Prakanong Nua Amphoe/Khet Wattana Province Bangkok Post code 10110

Please mark a sign in front of only one proxy's name
---

Just only one as my/our proxy to attend and vote on my/our behalf at the **2015 Annual General Meeting of Shareholders**  
on 29 April 2015 at 9.00 a.m. at **Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit  
Road, Laksi, Donmuang, Bangkok 10210.** or at any adjournment thereof.

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects  
 (b) The proxy has to vote as my/our desire as follows:  
 Approve       Disapprove       Abstain

**Agenda 2 To acknowledge the Company's operating results and the 2014 Annual Report**

(This agenda is for acknowledgement, therefore no vote casting is needed)

**Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2014**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects  
 (b) The proxy has to vote as my/our desire as follows:  
 Approve       Disapprove       Abstain



- Agenda 4 To consider and approve legal reserve and dividend payment for 2014**
- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain
- Agenda 5 To consider and approve the election of Company's directors to replace of those who will retire by rotation**
- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve the election of all proposed directors
- Approve       Disapprove       Abstain
- Approve with the appointment of the Board of Directors by individual basis
- 1) Mr. Chaisak Angkasuwan
- Approve       Disapprove       Abstain
- 2) Dr. Pairoj Boonkongchuen, M.D.
- Approve       Disapprove       Abstain
- 3) Mr. Charoenrath Vilailuck
- Approve       Disapprove       Abstain
- Agenda 6 To consider and approve the remuneration of the Board of Directors and Committees for 2015**
- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain
- Agenda 7 To consider and approve the appointment of Company's auditor and fixing audit fee for 2015**
- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain
- Agenda 8 To consider and approve the amendment of Article 12 in Chapter 3 Transfer of Shares of the Company's Articles of Association**
- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows
- Approve       Disapprove       Abstain
- Agenda 9 Other Matters (If any)**
- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows
- Approve       Disapprove       Abstain

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Appointer  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

- Note :**
1. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes
  2. On the election of Directors, shareholder may either elect the nominated directors as a whole or by individual.
  3. Additional agenda from the above, the Continuation of Proxy Form B is allowed.





Continuation of Proxy Form B

The proxy as the shareholder of One to One Contacts Public Company Limited  
 In the 2015 Annual General Meeting of Shareholders on 29 April 2015 at 9.00 a.m. at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210 or at any adjournment thereof.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject The appointment of Company's directors (Addition)

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

Candidate's Name \_\_\_\_\_

Approve       Disapprove       Abstain

**Proxy Form C**  
**(Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)**

Duty Stamp 20 Baht
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Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_  
As a Custodian for \_\_\_\_\_  
being a shareholder of \_\_\_\_\_ **One to One Contacts** \_\_\_\_\_ Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(2) hereby appoint

1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

or  2. Mr. Vichai Srikwan Age 65 years Address 25/819 Road Chaengwattana  
Tambol/Kwaeng Bangtalad Amphoe/Khet Pakkret Province Nonthaburi Post code 11120

or  3. Mr. Chaisak Angkasuwan Age 65 years Address 34 Road Charoennakorn 64  
Tambol/Kwaeng Daokanong Amphoe/Khet Thonburi Province Bangkok Post code 10600

or  4. Dr. Rathian Srimongkol, M.D. Age 54 years Address 22 Road Ramkhamhaeng  
Tambol/Kwaeng Huamark Amphoe/Khet Bangkapi Province Bangkok Post code 10240

or  5. Miss Rapeepan Luangaramrut Age 52 years Address 174/1 Road Sukhumvit 65  
Tambol/Kwaeng Prakanong Nua Amphoe/Khet Wattana Province Bangkok Post code 10110

Please mark a sign in front of only one proxy's name
---

Just only one as my/our proxy to attend and vote on my/our behalf at the **2015 Annual General Meeting of Shareholders**  
on **29 April 2015** at **9.00** a.m. at **Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi  
Rangsit Road, Laksi, Donmuang, Bangkok 10210.** or at any adjournment thereof.

(3) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

with total number of holding shares and voting right  
 a part of  \_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
 \_\_\_\_\_ preference shares with \_\_\_\_\_ voting right  
Total voting right is \_\_\_\_\_

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To consider and certify the Minutes of the 2014 Annual General Meeting of Shareholders**  
 (a) The proxy has the right to consider and vote on my/our behalf in all respects  
 (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 2 To acknowledge the Company's operating results and the 2014 Annual Report**  
(This agenda is for acknowledgement, therefore no vote casting is needed)



**Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2014**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 4 To consider and approve legal reserve and dividend payment for 2014**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

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

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve the election of all proposed directors
    - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
  - Approve with the appointment of the Board of Directors by individual basis
    - 1) Mr. Chaisak Angkasuwan \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
    - 2) Dr. Pairoj Boonkongchuen, M.D. \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_
    - 3) Mr. Charoenrath Vilailuck \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 6 To consider and approve the remuneration of the Board of Directors and Committees for 2015**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 7 To consider and approve the appointment of Company's auditor and fixing audit fee for 2015**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 8 To consider and approve the amendment of Article 12 in Chapter 3 Transfer of Shares of the Company's Articles of Association**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Agenda 9 Other Matters (If any)**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Appointer  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

Signed \_\_\_\_\_ Proxy Holder  
( )

- Note :**
1. This Proxy Form C shall be applicable only for the Shareholders who appoint the Custodian in Thailand.
  2. The following documents shall be attached with this proxy Form:
    - (1) Power of Attorney from shareholder authorizing a custodian to sign the proxy form on behalf of the shareholder.
    - (2) Certified letter of Custodian on permission for custodian business.
  3. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes.
  4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
  5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in Continuation of Proxy Form C.



Continuation of Proxy Form C

The proxy as the shareholder of One to One Contacts Public Company Limited  
 In the Annual General Meeting of Shareholders 2014 on April 29<sup>th</sup>, 2014 at 10.00 a.m. at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210 or at any adjournment thereof.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda \_\_\_\_\_ Subject The appointment of Company's directors (Addition)

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

Candidate's Name \_\_\_\_\_  
 Approve \_\_\_\_\_  Disapprove \_\_\_\_\_  Abstain \_\_\_\_\_

**Information of Independent Directors who may be appointed as Proxy in  
the 2015 Annual General Meeting of Shareholders**

<b>1. Mr. Vichai Srikwan</b>		
<b>Age</b>	: 65 years	
<b>Address</b>	: 25/819 Moo 6 Chaengwattana Road, Bangtalad, Pakkret, Nonthaburi 11120	
<b>Position in the Company</b>	: - Independent Director - Chairman of the Board of Directors - Audit Committee Member - Chairman of Nominating & Compensation Committee	
<b>Shareholding in the Company</b>	: -	
<b>Interest in the Agenda considered</b>	: Agenda 6	
<b>2. Mr. Chaisak Angkasuwan</b>		
<b>Age</b>	: 65 years	
<b>Address</b>	: 37 Charoennakorn 64 Road, Daokanong, Thonburi, Bangkok 10600	
<b>Position in the Company</b>	: - Independent Director - Audit Committee Member - Chairman of Corporate Governance Committee	
<b>Shareholding in the Company</b>	: -	
<b>Interest in the Agenda considered</b>	: Agenda 5 Agenda 6	
<b>3. Dr. Rathian Srimongkol, M.D.</b>		
<b>Age</b>	: 54 years	
<b>Address</b>	: 22 Soi Ramkhamhaeng 14 (Mankaen 1), Huamark, Bangkapi, Bangkok 10240	
<b>Position in the Company</b>	: - Independent Director - Chairman of Audit Committee - Nominating & Compensation Committee Member - Corporate Governance Committee Member	
<b>Shareholding in the Company</b>	: -	
<b>Interest in the Agenda considered</b>	: Agenda 6	
<b>4. Dr. Pairoj Boonkongchuen, M.D.</b>		
<b>Age</b>	: 52 years	
<b>Address</b>	: 174/1 Sukhumvit 65 Road, Prakanong Nua, Wattana Bangkok 10110	
<b>Position in the Company</b>	: - Independent Director - Audit Committee Member - Nominating & Compensation Committee Member - Corporate Governance Committee Member	
<b>Shareholding in the Company</b>	: -	
<b>Interest in the Agenda considered</b>	: Agenda 5 Agenda 6	

**Registration, Documents required for attending the meeting, Proxy and Voting in  
the 2015 Annual General Meeting of Shareholders**

**1. Registration**

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 08.00 a.m. on 29 April 2015 at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210 as route map of the venue shown in Enclosure 11.

**2. Documents Required for Attending the Meeting**

**1) Individual Shareholders**

1.1 Attendance in person:

- Identification card/Government official identification card
- Passport (in case of foreigner)

1.2 Proxy:

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Certified copies of identification cards / government official identification cards or passports (in case of foreigner) of the appointer and the proxy.

**2) Juristic Person**

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy holder.

**3) For Foreign Investor Appointing Custodian in Thailand**

- All evidences of Custodian similar to those of the Juristic Person, the Custodian can select only one of three Proxy Forms (A or B) or Alternative form C of Proxy could be download from the Company's website, [www.onetoonecontacts.com](http://www.onetoonecontacts.com);
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case of foreign documentation, English translation is required for the Non-English with certification of correctness of the translation by the Shareholder, for individual, or the authorized representative(s) of the Shareholder, for Juristic Person.

**3. Proxy**

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Enclosure 9) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to case the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

**4. Voting**

**Voting Procedures**

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

**Resolution of the Meeting**

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.





**Requisition Form for the 2014 Annual Report**

Dear Shareholders,

One to One Contacts Public Company Limited would like to inform you that if you would like to receive the 2014 Annual Report in hard copy, please fill in the blank form and send back to the Company by facsimile : 02-685-0090 or by mail. The Company will send the 2014 Annual Report to you as requested

Shareholder Name .....

Address .....

.....

.....

Telephone .....



Stamp  
3 Baht

To

One to One Contacts Public Company Limited  
Corporate Secretary Division  
99/19 Moo 4, Software Park, 17/F  
Chaengwattana Road, Klong Gluar,  
Pak-kret, Nonthaburi 11120

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Route Map of the Venue Convening the 2015 Annual General Meeting of Shareholders  
At Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel  
No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210  
Tel. 02 575-5599 Fax. 02 575-5555



