



(Translation)  
**Minutes of the 2018 Annual General Meeting of Shareholders**  
**One To One Contacts Public Company Limited**

**Date, Time and Venue** Held on April 27, 2018 at 13.30 a.m. at Magic 3 Room, 2<sup>nd</sup> Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok 10210.

**Directors Present**

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Vichai Srikwan             | Chairman of the Board of Directors / Independent Director /<br>Audit Committee Member and Chairman of the Nominating and<br>Compensation Committee |
| 2. Mr. Chaisak Angkasuwan         | Vice Chairman of the Board of Directors / Independent Director /<br>Audit Committee Member and Chairman of the Corporate Governance Committee      |
| 3. Dr. Rathian Srimongkol, M.D.   | Independent Director / Chairman of Audit Committee /<br>Nominating and Compensation Committee Member and<br>Corporate Governance Committee Member  |
| 4. Dr. Pairoj Boonkongchuen, M.D. | Independent Director / Audit Committee Member /<br>Nominating and Compensation Committee Member and<br>Corporate Governance Committee Member       |
| 5. Mr. Charoenrath Vilailuck      | Director / Executive Committee Member and Risk Management Committee Member   |
| 6. Mrs. Sukanya Vanichjakvong     | Director / Chairman of Executive Committee and<br>Chairman of Sustainable Development Committee  |
| 7. Mr. Thananan Vilailuck         | Director and Risk Management Committee Member  |
| 8. Mr. Sirichai Rasameechan       | Director / Risk Management Committee Member and<br>Corporate Governance Committee Member   |
| 9. Mr. Pracha Phathayakorn        | Director / Executive Committee Member and<br>Risk Management Committee Member  |

Mr. Watchai Vilailuck, Director, Executive Committee Member and Chairman of Risk Management Committee who had been requested to attend an emergency meeting. There are nine directors participated in the Meeting, equivalent to 90 percent of the total number of directors.

**Management**

- |                              |  |
|------------------------------|--|
| 1. Ms. Rungjira Kraiwiwat    | General Manager                        |
| 2. Mrs. Veeranuch Tang-anant | Senior Manager – Finance and Accountin |
| 3. Mrs. Rachada Nivasabutr   | VP- Special Project                    |
| 4. Mrs. Sasakorn Suppatkul   | Acting- VP-Sale and Marketing          |
| 5. Ms. Methavee Sawisate     | Corporate Secretary                    |

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

1. Mrs. Sarinda Hirunprasurtwutti

**Preliminary Proceedings** Mrs. Rachada Nivasabutr, VP- Special Project welcomed shareholders and informed the meeting that there were 16 shareholders attended the meeting in person, representing 5,079,578 shares, and 14 shareholders by proxy, representing 194,867,935 shares. There were a total of 30 shareholders, representing 199,947,513 shares, equivalent to 71.4098 percent of total paid-up shares of the Company and the required quorum was met under the Articles of Association of the Company.

Mrs. Rachada Nivasabutr introduces directors, Chairman and members of the committees, management and auditors to the meeting. Then, she clarified the voting procedures to the shareholders as follows:

1. One share would be entitled to one vote;
2. The shareholders would cast their votes for, against, or abstain by marking the voting cards distributed at the registration table;
3. Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards;

4. Only votes cast by those voting against or abstain would be counted. The number of those votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda;
5. Shareholders who appointed a proxy to attend and vote at the meeting, votes cast in the proxy forms; for, against or abstain, have been recorded in the computer and presented to the shareholders compared to total number of shareholders who attended the meeting and have the right to vote for each agenda;
6. Prior to have questions or want to share opinion in all agenda, shareholders and proxy holders have to introduce themselves with number of shares held.

Mrs. Rachada Nivasabutr reported to the shareholders that the end of the meeting, all shareholders must return their voting cards to the staff of company before depart a conference room. She informed to the meeting that for transparency on counting the vote in the meeting, the Meeting has proposed Mr. Synamhut Sookjit, proxy from Bangkok Bank Plc. represent to be inspector the counting of vote as well as requested for additional volunteers from the shareholders to be inspectors. However, no shareholders volunteered as inspector the counting of vote.

The Company allowed its shareholders to propose matter(s) to the Board of Directors of the Company for consideration as agenda of the shareholders' meeting with proposing period from September 29<sup>th</sup>, 2017 to January 31<sup>st</sup>, 2018 and also allowed shareholders to submit any enquiries prior to the meeting date of 2018 Annual General Meeting of the Shareholders, from September 29<sup>th</sup>, 2017 until April 26<sup>th</sup>, 2018. However, there was not any enquiry or proposal from the shareholders to be added in the agenda of the 2018 Annual General Meeting of the Shareholders. Then, the Chairman conducted the meeting according to the following agenda.

#### **Agenda 1 To consider and certify the Minutes of the 2017 Annual General Meeting of Shareholders**

The Chairman proposed the meeting to consider and certify the Minutes of the Annual General Meeting of Shareholder for 2017 held on April 19<sup>th</sup>, 2017. 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 the Minutes of the 2017 Annual General Meeting of Shareholders were correctly recorded and the copies was distributed together with the notice of the meeting to all shareholders in order to consider the minutes in advance.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to consider and certify the Minutes of the 2017 Annual General Meeting of Shareholders. He also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

***Resolution: The Meeting certified the Minutes of the 2017 Annual General Meeting of Shareholders. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, certified this agenda as follows:***

<b><i>Approved</i></b>	<b><i>200,951,213</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>100.0000</i></b>	<b><i>percent</i></b>
<b><i>Disapproved</i></b>	<b><i>0</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>0.0000</i></b>	<b><i>percent</i></b>
<b><i>Abstained</i></b>	<b><i>0</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>0.0000</i></b>	<b><i>percent</i></b>
<b><i>Invalid ballots</i></b>	<b><i>0</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>0.0000</i></b>	<b><i>percent</i></b>

#### **Agenda 2 To acknowledge the Company's operating results and the 2017 Annual Report**

The Chairman proposed the meeting to consider the Company's operating results and the 2017 Annual Report, which had been sent to all shareholders together with the notice of meeting and requested Mrs. Sukanya Vanichjakkong, director and Chairman of Executive Committee, reported the Company's operating results in the previous year to the meeting.

Mrs. Sukanya Vanichjakkong, director and Chairman of Executive Committee reported to the meeting that in 2017, the Company had total revenue of Baht 818 million, net profit of baht 50 million. The Company classifies revenue based on 4 categories are as follows:

1. Based on recurrence of revenue

In Y2016, the company had 97% of recurring revenue, greater than 2016 and 2015, by 91% and 86% of recurring revenue respectively while it had 3% of non-recurring revenue. The Company will maintain the level of recurring revenue by 90-95% for stability of revenue.

2. Based on type of services

The Company had 5 services. In 2016, the Company had maximum revenue from fully outsourced contact center management services by 66%, outsourced customer service representative by 17%, Outsources contact center facility by 7%, and total turnkey solution by 3% and contact center maintenance service by 7%.

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

The Company divided 2 types of customers' business, corporate group and government agency group. They were approximate portion by 44% and 56% respectively. In 2017, the Company extended service to 14 industries. The Company had total revenue more than 60% from government agency, airline and telecommunication. The Company had new customers in airline, energy and real estate industries.

### 4. Based on term of contract

Most of customers had term of contract in 2-3 years by 52%, term of contract in 4-5 years and 1 year by 17 and 31% respectively.

### Changes during the year

- The Company had new customers in 7 industries, airline, energy, real estate, finance and banking, food, vehicle and other industries.
- The Company measured customer satisfaction to service. In 2017, The Company received customer satisfaction level at 83%.
- The Company received "Top Innovative Organization" award from National Innovation Agency (Public Organization), which is certified as a company with good business innovations for being the company best prepared for digitalization age business.
- The company was rewarded by Frost & Sullivan for Frost & Sullivan Thailand Excellence Awards: Outsourced Contact Center Service Provider of the Year as the private organization that operates the business in the leading contact center of Thailand for six years consecutively in 2018.
- The Company extend contact center branch to Buriram province, its objective to reduce wage and turnover rate.
- Internal efficiency Development, The company has been receiving the international service standards as follows;
  - The company has been certified ISO 9001: 2008 (version 2015)
  - The company has been certified ISO/IEC 20000-1: 2011 in IT service management system
  - The company has been certified ISO/IEC 27001: 2013 in Information Security

### Market Situation

In the past few years, Services industry changed rapidly. Digital business played a major role. Our provide information service was decreased. The Company increased non-voice services via Email, Web Chat by 20 percent. In the present, customers required complicated services such as sales and business expansion service which included survey and analysis. The Company will transform services to sales conversion and digital services to a line with contact center technology trends such as Virtual agents, Omni-channel, Chatbot, Cloud Contact Center and Data Analytic

### Competition trends

In the past year, The pricing in contact center industry was gradually increasing to high levels. The Company changed strategy to focus in the quality of service and Company set target group of customers who emphasized in quality more than pricing.

The Company has business plan, Roadmap OTO 4.0, the details are as follows:

1. Expansion business to other industries
2. Increasing transformation services to non-voice services by 20-30 percent and develop non-voice service skill to staffs
3. To provide digital services, Chatbot, AI and Self Service
4. Expansion to related business such as Debt collection service and Digital service innovation which provided services by subsidiaries of Company. Digital service innovation was set up for analysis and develop self service to AI

### Assessment result in 2017

- The Company scored "Excellence" or 5 Stars in the 2016 Corporate Governance Report of Thai listed companies
- The Company scored "4TIA" from the jointly survey on quality in convening the 2017 Annual General Meeting of Shareholders by Thai Investors Association and Listed Companies Association.
- Progress of participation with Collective Action Coalition (CAC)  
The Company recognizes the importance of anti-corruption and organized trip to visit Anti Corruption Museum by National Anti-Corruption Commission for staff. Moreover, The company assigned representatives attended the anti-corruption training course and studied about the operating practices to join the CAC and studied the application process

and requirements to be a member of CAC. The Company enrolled to be a member of Partnership Against Corruption for Thailand (PACT Network) which has main aim on Anti-corruption in Practice.

#### Corporate social responsibility (CSR)

In 2017, The Company organized three projects for creating social value were as follows:

1. To support 13,000 cancer patients project  
The Company collaborated with the listed company in MAI to organize an event to support 13,000 cancer patients. The main objectives of the event are to provide knowledge to cancer patients on how to deal with cancer, plan treatment courses for higher survival rate, and encourage them to continue their fight with cancer more effectively through "Survivor Planner". We will begin with patients in 5 public hospitals, and continue our operations in every major hospital throughout 2017.
2. Life & Share website  
The Company set up a Life & Share website to accept funding from those who want to donate to hospitals with shortage issues so that these hospitals can procure additional medical equipment. The donors can donate, make payments, and verify donation details on the Life & Share website. The process is as simple as online shopping, which makes giving back to society a very convenient process and medical equipment will be eventually acquired according to the donor's wish.
3. Braille card project  
The Company collaborated with our customer to make Braille card to be a learning media for the blinds.

Chairman invited the shareholders to raise any question or opinion.

Mr. Pornthep Luasubsuk, proxy holder from Thai Investors Association asked about the Operation of One to One (Cambodia) Co.,Ltd.(OTOC) which is subsidiary of One to One Contact PLC (OTO).

Mrs. Sukanya Vanichjakvong, director and Chairman of Executive Committee declared to the meeting that in the past year, OTOC was able to sales contact center service to The National Social Security Fund (NSSF) in Cambodia and could up-sales in the next time. OTO will find opportunity to increase revenue in OTOC if it can not to increase revenue, we will move services to operate at Buriram branch. It will reduce cost of operation but still maintain quality of services.

Mr. Pornthep Luasubsuk, proxy holder from Thai Investors Association asked about the strategy of increasing revenue compensates revenue which lost bidding Government agency project.

Mrs. Sukanya Vanichjakvong, director and Chairman of Executive Committee reported to the meeting that the Company has plan to increase revenue in the sectors which has opportunity to growth such as Government bank, and bidding mage projects from Government agency. The value of the compensate projects may not be equal to value of the lost project but margin may be more than due to the lost projects had extend scope of work with same budget. Moreover The Company extended other business in subsidiaries, One to One Professional Co., Ltd. operated debt collection service and Inno Hub Co., Ltd. operated digital service innovation.

No question was raised, then, he informed this agenda is for acknowledgement, therefore there is no vote casting. He requested the meeting to certify the Board of Directors' report on the Company's operating results and the annual report for 2017.

***Resolution: The meeting acknowledged the Company's operating results and the 2017 Annual Report.***

#### **Agenda 3 To consider and approve the Company's financial statements for the year ended December 31<sup>st</sup>, 2017**

Chairman proposed the meeting to consider and approve the Company's financial statements for the year ended December 31<sup>st</sup>, 2017, which was duly audited by the auditor, which was distributed to the shareholders together with the invitation of this meeting. Chairman requested Mr. Pracha Phathayakorn, director and Executive Committee member summarized the Company's financial statements ended December 31<sup>st</sup>, 2017 which is according to Management Discussion and Analysis as follows;

#### Statement of Comprehensive Income

In 2017, The Company had total revenue of Baht 818.2 million, decreased by 15%, total expense of Baht 776.3 decreased by 12.3% and net profit of Baht 50.4 million, decreased by 39.6% or earning per share of 0.18 due to the Company lost bidding Government agency project. It is normal business risk which has a term of service contact and other, customer changed policy to manage own in-house contact center. Most of customer returned to use our service because of they found

management and cost problem. Furthermore, Turnkey Solution service is one of factor to do non recurring revenue due to it has term of service and does not make revenue every year.

#### Statement of financial position

The Company had total assets of Baht 946.5 million, decrease by 6.5 %, total liabilities of Baht 83.1 million, decrease by 39.6% and shareholders' equity of Baht 863.4 million, decrease by 1.3%. Current asset of Baht 825.4 million decreased by 1.2% due to decreasing of trade account receivable and accrued revenue which received payment during the year. Non-current asset of Baht 121.1 million decreased by 31.5% from depreciation for the year, current liabilities of Baht 69.9 million decreased by 41.6% due to trade payable decreased and non-current liabilities of Baht 13.2 million decreased by 26.2% from deposit refund.

#### Financial ratio

The Company had net profit margin ratio by 6.10, return on equities (ROE) by 5.81%, return on asset (ROA) by 5.15%, debt to equity ratio by 0.10 time, current ratio by 11.81 times. All financial ratio of the Company showed financial stability of the Company.

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

Mr. Nutthi Suramathakul, shareholder asked about the resolution of prosecution with government agency

Mrs. Sukanya Vanichjakvong, director and Chairman of Executive Committee declared to the meeting that both of the Civil Court and the Appeal Court judged the Company won and ordered the government agency has to repay the full amount of debt, with interest charged. The government agency filed an appeal with the Supreme Court. Presently, the case is under consideration of the Supreme Court.

Mr. Nutthi Suramathakul, shareholder asked about Plan to spend cash of Company, furthermore the Company plan to spend to extend business in overseas. Does Company plan to spend cash to pay dividend or other benefit to shareholders?

Mr. Pracha Phathayakorn, director and Executive Committee member reported to the meeting that Company has cash amount Baht 400 million which is spending to extend business in overseas subject to economic and market situation which are unexpected. The Board of directors still considers paying dividend to shareholders.

Mr. Nutthi Suramathakul, shareholder asked about the business advantage which the Company signed MOU with Leader contact center in Korea.

Mrs. Sukanya Vanichjakvong, director and Chairman of Executive Committee reported to the meeting that the Company can expand customer's based in new group and we exchange and develop technology for contact center service to replace manpower.

Mr. Nutthi Suramathakul, shareholder asked about depreciation of equipment which have been fully depreciated but are still in use. How long does company use that equipment? Does Company has plan to purchase equipment?

Mrs. Sukanya Vanichjakvong, director and Chairman of Executive Committee declared to the meeting some equipment have been fully depreciated but it cannot use to operate because they are obsolete and not match with Omni-Channel era. The Company is evaluating benefit compare with pro and cons, including cost and profit between operate on cloud contact center and contact center facility. In the future the Company is able to operate on cloud contact center system, Company will provide service suddenly and not invest in other equipment.

Mr. Pracha Phathayakorn, director and Executive Committee member has more declared that the Company cannot define period to use for equipment which have been fully depreciated and are still in use, including cannot define value of investment to new equipment subject to acceptance of technology changes and portion of customer demand to select existing or new technology.

No question was raised, then, he requested the Meeting to consider and approve the Company's financial statements ended December 31, 2017. He also informed that this agenda shall be approved by the majority votes of shareholders attending the meeting and having the right to vote.

**Resolution: The meeting approved the Company's financial statements for year ended 31<sup>st</sup> December 2017. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:**

<b>Approved</b>	<b>201,915,654</b>	<b>votes, equivalent to</b>	<b>100.0000</b>	<b>percent</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>
<b>Abstained</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>
<b>Invalid ballots</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>

**Agenda 4 To consider and approve statutory reserve and dividend payment for 2017**

Chairman requested Mr. Pracha Phathayakorn, director and Executive Committee member to report the meeting. He reported that 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.

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

The Company has provided statutory reserve of Baht 2,700,000 or 5.35% of its net earnings for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2017 as required by related law.

In 2017, consolidated net profit of the Company were Baht 50,447,487 or equivalent to Baht 0.18 per share. The Board of Directors has considered to pay dividend for the 2017 operation at Baht 0.15 per share or equivalent to 83.25% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.08 per share, paid from the retained earnings on 5 September 2017. The final dividend will be paid from the retained earnings at Baht 0.07 per share. The record date to determine the list of shareholders who are entitled to receive dividend on March 21, 2018. The dividend will be paid on May 21, 2018.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to approve statutory reserve and dividend payment for 2017. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved dividend payment for 2017 at Baht 0.15 per share. The final dividend will be paid from the retained earnings at Baht 0.07 per share. The record date to determine the list of shareholders who are entitled to receive dividend on March 21, 2018. The dividend will be paid on May 21, 2018. The Company has provided statutory reserve of Baht 2,700,000 or 5.35% of its net profit for the year in the Company's financial Statement for the year ended 31<sup>st</sup> December 2017 as required by related law. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:**

<b>Approved</b>	<b>201,915,654</b>	<b>votes, equivalent to</b>	<b>100.0000</b>	<b>percent</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>
<b>Abstained</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>
<b>Invalid ballots</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>

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

The Chairman informed the meeting that under the Company's Corporate Governance Policy "the directors who have conflict of interest will not participate and attend in any agenda that they have conflict of interest in both board" Thus, there are three directors who will retire by rotation in 2018 consist of Mr. Chaisak Angkasuwan, Dr. Pairoj Boonkongchuen, M.D. and Mr. Charoenrath Vilailuck were voluntarily absent from the meeting room to allow shareholders to freely voice their opinion and clarify details for the meeting's consideration.

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

- |                                   |  |
|-----------------------------------|--|
| 1) Mr. Chaisak Angkasuwan         | Vice Chairman of the Board of Directors / Independent Director /<br>Chairman of Corporate Governance Committee / Audit Committee Member    |
| 2) Dr. Pairoj Boonkongchuen, M.D. | Independent Director / Audit Committee Member /<br>Corporate Governance Committee Member /<br>Nominating and Compensation Committee Member |
| 3) Mr. Charoenrath Vilailuck      | Director / Executive Committee Member /<br>Risk Management Committee Member  |

All three directors were not shareholders

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.

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

The Board of Directors with the advice of Nomination and Compensation Committee, without members who had conflict of interest, recommends Shareholders to approve the election of the 3 directors who will retire by rotation, namely Mr. Chaisak Angkasuwan, Dr. Pairoj Boonkongchuen, M.D. and Mr. Charoenrath Vilailuck to be the Company's directors for another term. The directors who have conflict of interests therein were not participation in this agenda.

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

**Resolution:** *The meeting approved the election of the 3 directors who retired by rotation, namely Mr. Chaisak Angkasuwan, Dr. Pairoj Boonkongchuen, M.D. and Mr. Charoenrath Vilailuck to be the Company's directors for another term. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:*

<b>1) Mr. Chaisak Angkasuwan</b>	<b><i>Vice Chairman of the Board of Directors / Independent Director/ Audit Committee Member/ Chairman of Corporate Governance Committee</i></b>		
<b><i>Approved</i></b>	<b>201,915,654</b>	<b><i>votes, equivalent to</i></b>	<b>100.0000 percent</b>
<b><i>Disapproved</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b><i>Abstained</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b><i>Invalid ballots</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b>2) Dr. Pairoj Boonkongchuen, M.D.</b>	<b><i>Independent Director / Audit Committee Member / Nominating and Compensation Committee Member / Corporate Governance Committee Member</i></b>		
<b><i>Approved</i></b>	<b>200,667,254</b>	<b><i>votes, equivalent to</i></b>	<b>99.3817 percent</b>
<b><i>Disapproved</i></b>	<b>1,248,400</b>	<b><i>votes, equivalent to</i></b>	<b>0.6183 percent</b>
<b><i>Abstained</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b><i>Invalid Ballots</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b>3) Mr. Charoenrath Vilailuck</b>	<b><i>Director / Executive Committee Member / Risk Management Committee Member</i></b>		
<b><i>Approved</i></b>	<b>201,915,654</b>	<b><i>votes, equivalent to</i></b>	<b>100.0000 percent</b>
<b><i>Disapproved</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b><i>Abstained</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>
<b><i>Invalid ballots</i></b>	<b>0</b>	<b><i>votes, equivalent to</i></b>	<b>0.0000 percent</b>

## **Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2018**

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

The remuneration of the Board of Directors and subcommittees in 2017 was in accordance with the resolution of the 2017 Annual General Meeting of Shareholders, held on April 19, 2017 of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and subcommittees and bonus without other benefits. Actual payment of the remuneration for 2017 was Baht 2,300,000.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and subcommittees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2018 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus without other benefits. The meeting allowance for each meeting participated of the Board of Directors and Committees was proposed at the same amount as previous year as follows:

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

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

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to approve the remuneration of the Board of Directors and Subcommittees for 2018. He also informed that this agenda shall be requires not less than two-thirds of votes of shareholders who attend the meeting and cast their votes.

***Resolution: The meeting approved the remuneration of the Board of Directors and subcommittees for 2018 at the same amount as previous year of not exceeding Baht 4,000,000 consists of meeting allowance and bonus without other benefits. The meeting allowance for each meeting participated of the Board of directors and subcommittees was approved at the same amount as previous year as follows:***

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

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

<b><i>Approved</i></b>	<b><i>201,915,654</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>100.0000</i></b>	<b><i>percent</i></b>
<b><i>Disapproved</i></b>	<b><i>0</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>0.0000</i></b>	<b><i>percent</i></b>
<b><i>Abstained</i></b>	<b><i>0</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>0.0000</i></b>	<b><i>percent</i></b>
<b><i>Invalid ballots</i></b>	<b><i>0</i></b>	<b><i>votes, equivalent to</i></b>	<b><i>0.0000</i></b>	<b><i>percent</i></b>

## **Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2018**

The Chairman reported the meeting that Audit Committee had selected the Company's auditors for 2018 according to process and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's auditor for 2018. 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. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799 *and/or*  
(The Company's auditor in 2015-2017, totaling 3 years.)
2. Ms. Siriwan Suratepin CPA No. 4604 *and/or*  
(The Company's auditor in 2011-2014, totaling 4 years.)
3. Mr. Wichart Lokatekrawee CPA No. 4451  
(The Company's auditor in 2003-2008, totaling 6 years.)

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The Board of Directors with the advice of the Audit Committee had considered and proposed the audit fee for 2018 of Baht 1,200,000, (2017: Baht 1,100,000) increase from last year due to the changes in accounting standards and auditors' report of Baht 100,000. The Company had not pay any non- audit fee during the year. Auditors from the same office shall also be appointed auditors of the Company's subsidiaries.

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting approve the appointment of the Company's auditor and fixing audit fee for 2018. He also informed that this agenda shall be requires the majority votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2018 with the audit fee for 2018 of Baht 1,200,000.**

1. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799 *and/or*
2. Miss Siriwan Suratepin CPA No. 4604 *and/or*
3. Mr. Wichart Lokatekrawee CPA No. 4451

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

<b>Approved</b>	<b>201,915,654</b>	<b>votes, equivalent to</b>	<b>100.0000</b>	<b>percent</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>
<b>Abstained</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>
<b>Invalid ballots</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>

#### **Agenda 8 To consider and approve the amendment to Article 30 of the Company's Article of Association**

The Chairman reported the meeting that the Board of Directors proposed amendment to the Company's Article of Association is to be in line with Section 100 of the Public Limited Companies Act B.E.2535 (1992), which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation. The details of the proposed amendment to Article 30 of the Company's Article of Association are as follows:

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.

Any 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 of Directors deems appropriate.

One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may submit their names in a request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall

proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.

In the case that the Board of Directors does not call a shareholders' meeting within forty-five days from the date the request is received from the shareholders, the shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call such meeting within forty-five days from the date the period of forty-five days which the Board of Directors is required to call a shareholders' meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.

In the case that the quorum of the shareholders' meeting called by the shareholders as prescribed under the fourth paragraph is not formed according to Article 32, the shareholders as prescribed under the fourth paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

The Chairman invited the shareholders to raise any question or opinion. No question was raised, then, he requested the Meeting to approve the amendment to Article 30 of the Company's Article of Association. He also informed that this agenda shall be requires not less than third-fourths of votes of shareholders who attend the meeting and cast their votes.

**Resolution: The meeting approved the amendment to Article 30 of the Company's Article of Association are as follows:**

**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.*

*Any 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 of Directors deems appropriate.*

*One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may submit their names in a request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.*

*In the case that the Board of Directors does not call a shareholders' meeting within forty-five days from the date the request is received from the shareholders, the shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call such meeting within forty-five days from the date the period of forty-five days which the Board of Directors is required to call a shareholders' meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.*

*In the case that the quorum of the shareholders' meeting called by the shareholders as prescribed under the fourth paragraph is not formed according to Article 32, the shareholders as prescribed under the fourth paragraph shall be collectively responsible to the Company for expenses arising from such meeting.*

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

<b>Approved</b>	<b>201,915,654</b>	<b>votes, equivalent to</b>	<b>100.0000</b>	<b>percent</b>
<b>Disapproved</b>	<b>0</b>	<b>votes, equivalent to</b>	<b>0.0000</b>	<b>percent</b>

<i>Abstained</i>	<i>0 votes, equivalent to</i>	<i>0.0000 percent</i>
<i>Invalid ballots</i>	<i>0 votes, equivalent to</i>	<i>0.0000 percent</i>

**Agenda 9 Other matters (if any)**

Chairman invited the shareholders to raise any question or opinion. No question was raised, then, the Chairman thanked the shareholders for attending the meeting and declared the meeting closed at 14.50 p.m.

(Mr. Vichai Srikwan)  
Chairman

(Ms. Methavee Sawisate)  
Corporate Secretary