



**Minutes of the 2023 Annual General Meeting of Shareholders  
One To One Contacts Public Company Limited (the "Company")**

**Date, Time and Venue** Held on April 25, 2023 at 1.00 p.m., via Electronic Means (E-AGM), in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), broadcast from the Conference Room, 12th floor, Software Park Tower, No. 99/23 Moo. 4, Chaeng Watthana Road., Khlong Kluea Sub-district, Pak Kret District, Nonthaburi 11120. There were directors, management executives, legal officers and auditors attending the meeting via electronic means as follows:

**Directors Present**

- |                                 |  |
|---------------------------------|--|
| 1. Dr. Pakorn Apaphant          | Chairman of the Board of Directors, Independent Director, Chairman of Audit Committee, Chairman of the Nominating and Compensation Committee and Corporate Governance Committee Member                   |
| 2. Dr. Chuket Ounjitti          | Independent Director and Member of the Audit Committee   |
| 3. Mr. Pattarakit Techasikarn   | Independent Director and Member of the Audit Committee   |
| 4. Mr. Priyong Teerasathain     | Independent Director, Chairman of the Corporate Governance Committee, Risk Management Committee Member and Nominating and Compensation Committee Member  |
| 5. Mr. Kanawuthi Wattanadhirach | Director, Chairman of the Executive Committee, Chairman of the Risk Management Committee, Chairman of the Investment Committee, Nominating and Compensation Committee Member and Chief Executive Officer |
| 6. Mr. Panom Ratanarat          | Director   |
| 7. Mr. Subhasiddhi Rakkasikorn  | Director   |
| 8. Mr. Somkit Likitparinya      | Director   |
| 9. Mr. Chaiwat Phithakraktham   | Director, Executive Committee Member, Risk Management Committee Member and Investment Committee Member   |

There are 10 members of the board of Directors, with a director having resigned on February 2, 2023 namely Ms. Saowanee Khaoubol. In which, the Company will propose to the 2023 Annual General Meeting of Shareholders a person for the appointment to the director position to replace the resigned director with less than two months remaining on their term. Therefore, there are only 9 members of the Board of Directors, which represent 100% of all directors.

### Management

1. Mr.Thawee Udomkitchote Acting Vice Chief Executive Officer
2. Ms.Thidarat Kaewyai Assistant Vice President : Finance and Accounting

### Auditor Representatives of EY Office Co., Ltd.

1. Ms. Sarinda Hiranprasertwut
2. Mr. Nawaphol Yamjan

### Company's Legal Counsel

1. Ms.Sirilak Kheawwan

The Stock Exchange of Thailand (SET) has sent officers responsible for tracking and monitoring information on listed companies to be registered as observers in the Company's Annual General Meeting of Shareholders, 3 persons as follows:

1. Ms. Dalat Wongrapharat
2. Ms. Yupalapas Phanomwongkasem
3. Mr. Kittichai Sathitmanwiwat

### Preliminary Proceedings

Mr. Bundit Pratumta informed the meeting his position as the moderator as assigned by One To One Contacts Public Company Limited for the 2023 Annual General meeting of Shareholders and welcomed the directors, shareholders and proxies. Informing the meeting that there were 3 shareholders personally attending the meeting via electronic means totalling up to 980,200 shares, representing 0.1750 percent of the total number of shares sold by the Company and 33 proxies amounting to 424,866,797 representing 75.8691 percent of the shares sold by the Company. There were a total of 36 shareholders, equivalent to 425,846,997 shares representing 76.0441 percent of the shares sold by the Company. A quorum was formed according to the Company's Articles of Association.

Dr. Pakorn Apaphant, Chairman of the board of Directors of One To One Contacts Public Company Limited welcomed those who attended the meeting and addressed the commencement of the 2023 Annual General meeting of Shareholders. Prior to the agendas of the meeting, Mr. Bundit Pratumta was assigned to act as moderator of the meeting, including informing the details for voting to the shareholders, making queries for each agenda and forwarding such questions to those involved in order to answer the shareholders' questions.

The meeting moderator explained the voting method to the shareholders and inquiry for each agendas as follows,

1. As this meeting is held virtually, no ballots were printed.
2. The system will display the number of shares that the shareholders have the right to vote on the shareholder's screen.
3. One share has a right to vote equal to one vote.
4. Each shareholder only has the one right to vote to agree, disagree or to abstain.
5. When counting votes, the Company will deduct the votes from shareholders who disagree, choose to abstain or invalid ballots will be deducted from the total votes of the shareholders attending the meeting and have the right to vote.
6. To vote, shareholders will be asked to go to the E-Voting tab to vote for each agenda within the specified time (1 minute). Once you have clicked to vote, there will be a pop-up asking if the vote is confirmed or not, 'Press Ok' to confirm the vote. In the case that the shareholders wish to change their vote, they can do so by voting again. This can only be done if the agenda has not reached a conclusion, as shareholders will not be able to vote or change their votes once a resolution has been reached.
7. For attendees via mobile device or tablet, please switch the screen from the Zoom application back to the Chrome app to vote at the E-Voting menu.
8. Once the shareholder has finished voting, please return to the E-meeting window on the Zoom application to continue observing the meeting.

The Company has provided the opportunity for shareholders and persons who are authorized (proxies) by the Company's shareholders to ask questions related to the agenda under consideration. Shareholders who wish to ask questions can do so through the following methods:

1. The shareholder may ask through the E-meeting window. Go to the participant menu and press the 'Raise Hand' button, and when the MC calls the shareholder's name, the staff will open the mic for the shareholder to ask the question. Then, the shareholder must press to 'Unmute' and turn on the mic on the device.  
\*Note: In the event that shareholders are unable to speak through the microphone. Please type your question via the Chat menu.
2. Ask questions by typing via the chat menu in the E-meeting (Zoom) window by typing the message and sending it. For each question, you must inform your full name and specify whether the question is coming personally as a shareholder or as a proxy before asking questions each time for the benefit of taking accurate and complete minute meetings.

3. Please select a recipient by sending questions to ABCD Q&A (titled Q&A event). In the case, you did not select as notified the questions will not arrive at the Company.

The Company will prepare minutes of the 2023 Annual General Meeting of Shareholders within 14 days after the meeting has been held and will proceed to share the meeting minutes on the company website. If any shareholder has any objections, he/she must inform the Department of Company Secretary within May 31, 2023. If there is no objection, the Company will deem this an endorsement of the minutes of the 2023 Annual General Meeting of Shareholders as it has been published.

Furthermore, the Company has provided the opportunity for the shareholders to propose an agenda for the 2023 Annual General Meeting of Shareholders to nominate a person to be elected as the Company director and to submit questions in advance before the meeting. By notifying this information through the website of the Stock Exchange of Thailand (SET) and providing details for the process in proposing the agenda and providing a channel to submit questions on the Company's website. No shareholders have proposed any matters, agenda or submitted any inquiry within the specified time period.

The meeting proceeded in accordance with the meeting agendas as specified in the invitation letter as follows:

**Agenda 1 To acknowledge the minutes of the 2022 Annual General Meeting of Shareholders**

The moderator proposed to the meeting to review and acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders held on April 21, 2022 by assigning the moderator to present the following details to the meeting:

The Company has prepared the minutes of the meeting within 14 days from the meeting date, which was then sent to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the time specified by the rules and regulations and published the minutes on the company's website at [www.onetoonecontacts.com](http://www.onetoonecontacts.com), dated May 3, 2022, with the details as per Attachment 1. In addition, the Company gave shareholders the opportunity to submit questions or their objections regarding the minutes of the meeting. No shareholders raised objections.

The Board of Directors considered the minutes of the 2022 Annual General Meeting of Shareholders and opined that it was accurately recorded in accordance with the resolution of the 2022 Annual General Meeting of Shareholders, therefore, it is appropriate to propose to the shareholders' meeting for the acknowledgement of such minutes.

The moderator provided an opportunity for shareholders to ask questions or express their opinions through typing a message via the Chat Menu or pressing the Raise Hand button to inquire via voice. Regardless, no

shareholders asked questions and had any comments. The moderator informed the meeting that this agenda is purely for acknowledgement, and therefore had no need to vote.

**Resolution:** *The Meeting acknowledged the Minutes of the 2022 Annual General Meeting of Shareholders.*

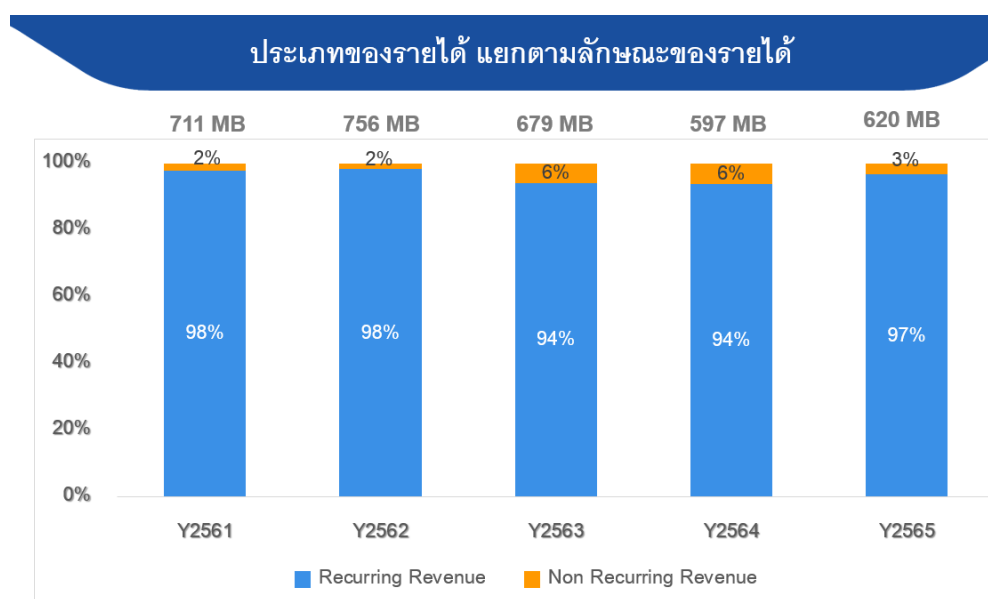
**Agenda 2** To acknowledge the Company's operating results for the year 2022

The moderator informed the meeting that Mr.Thawee Udomkitchote, Acting Vice Chief Executive Officer will present information on this agenda.

Mr.Thawee Udomkitchote summarized and reported to the meeting the Company's operating results for 2022 as follows:

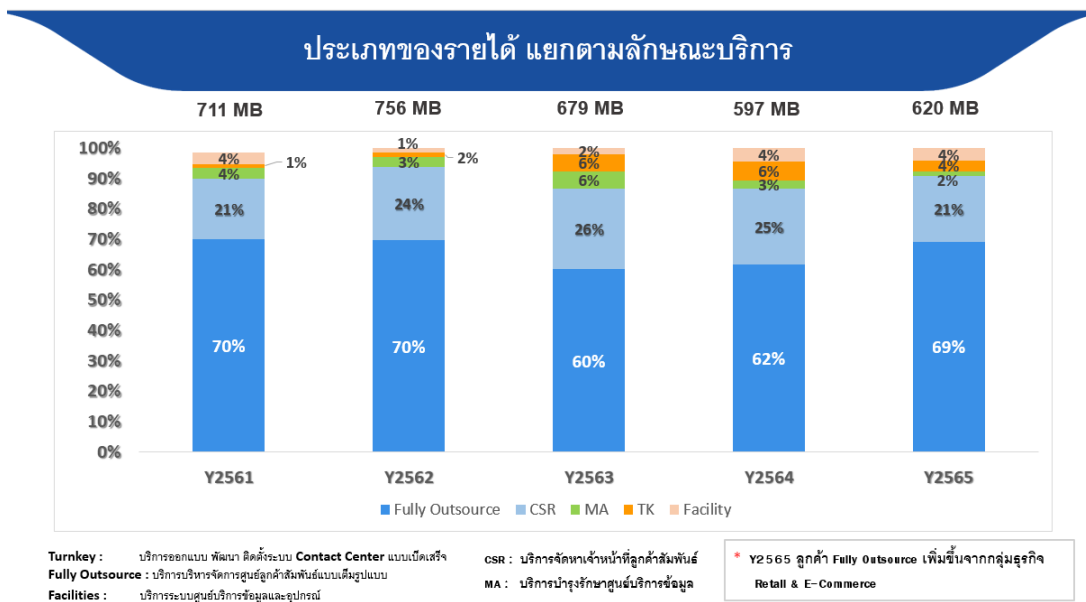
In 2022, the Company had a total income of 620 million baht (excluding other income). The Company divided the types of income into 4 types as follows:

1. **Based on type of revenue**



In 2022, the Company's recurring revenue ratio was 97% higher than the previous year. While, the non-recurring revenue is at 3%.

2. Based on type of service



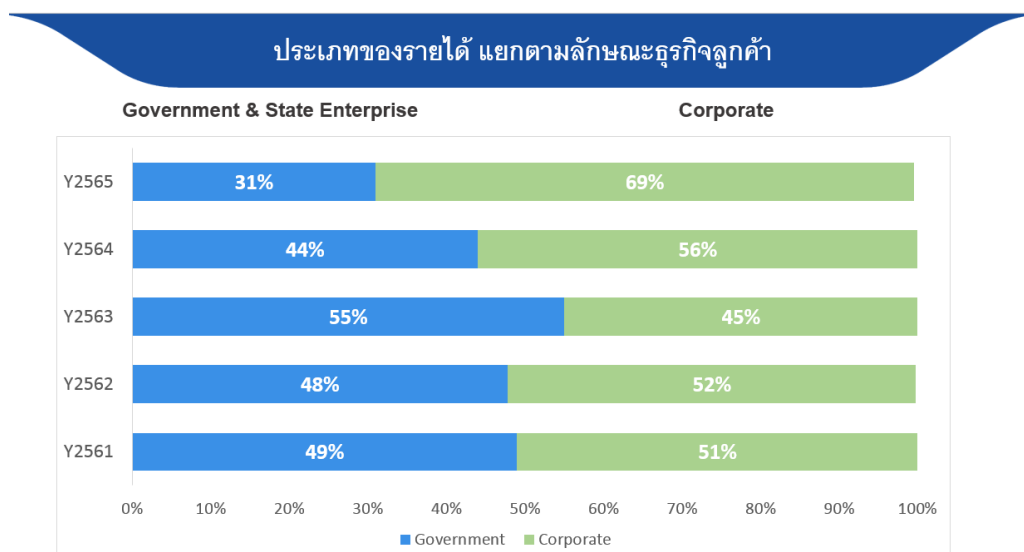
The Company offers 5 types of services. In 2022, the Company's revenue is proportioned as follows:

- 1) Fully Outsourced Contact Center Management Services at 69%
- 2) Outsourced Customer Service Representatives (CSR) at 21%
- 3) Outsourced Contact Center Facilities at 4%
- 4) Design, Development and Installation of Turnkey Contact Centers (Total Turnkey Solutions) at 4%
- 5) Maintenance services for Call Centers (MA) at 2%

Revenue from Fully Outsourced customers increased from the Retail & E-Commerce industry.

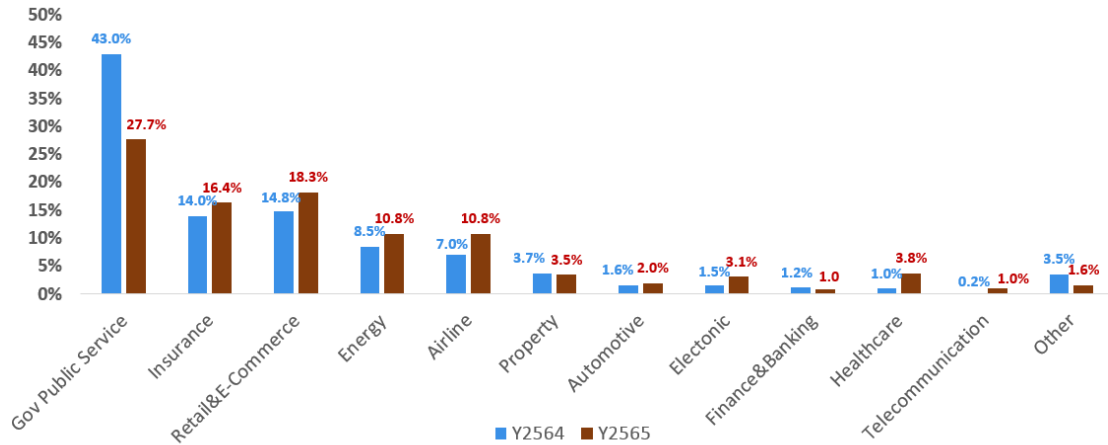
3. Based on the type of Customers

The Company divided the customers' business into 2 types, Government and State Enterprises (Government) at 31% and the Private Sector (Corporate) at 69% respectively.



#### 4. Based on the Customer's business industry

### ประเภทของรายได้ แยกตามธุรกิจของลูกค้า



The company divides its customers' business industry by: Government Services 27.7%, Insurance 16.4%, Retail and E-Commerce 18.3%, Energy 10.8, Airlines 10.8%, Real Estate 3.5%, Automotive 2%, Electronics 3.1%, Finance and Banking 1.0%, Health 3.8%, Telecommunications 1.0%, and Others 1.6%.

#### Awards

- The "2022 Thailand Customer Experience Outsourcing Services Company of the Year" as the leading organization driving business forward by providing excellent services to customers from Frost & Sullivan for the 10th consecutive year.
- Selected as the "Sustainable Stock (THSI) for 2022" from the Stock Exchange of Thailand (SET) for the 3rd consecutive year.
- Received the Corporate Governance Assessment in 2022, rated at "Excellent" (5 stars) for the 7th consecutive year.

#### Progress on joining the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)

- On November 10, 2022, the Board of Directors Meeting No.7/2022 resolved to approve the Company to work towards joining the Thai Private Collective Action Against Corruption : CAC.
- On November 24, 2022, the company submitted a declaration of intent to become a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in order to participate in the next round of assessments for the CAC membership certification.

In this regard, the Board of Directors approved the establishment of a working group to carry out the procedures and processes of the CAC, in order to be considered for and approved for CAC membership.

The Board of Directors considered the Company's operating results for the year 2022 and opined that it is correct with sufficient disclosure. Thus, it is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2022.

The moderator provided an opportunity for shareholders to ask questions or express their opinions by typing a message via the Chat Menu or pressing the Raise Hand button to inquire via voice.

Consequently, the moderator informed the meeting that Mr. Thongtos Panglard, the shareholder's rights protection volunteer proxy from the Thai Investments Association had the following inquiries:

Question : In the investment into Phygital Space Development Company Limited (PSD), there are items which include the acquisition of digital assets as well. In which, later, the Company has informed the disposition of all investment in Phygital Space Development Company Limited (PSD). The questions are, following the initial investment. What was the overall performance? What are the conditions on the sale of digital assets? What are the benefits from the disposition of investment and when will the disposition of such investment be completed?

Answer : Mr. Kanawuthi Wattanadhirach, Director, Chairman of the Executive Committee and Chief Executive Officer answered as follows:

From the Company's investment in Phygital Space Development Company Limited (PSD), the operating results for 2022 resulted in a net profit of 3.3 million baht in the part of digital assets specified within the notes by the auditor in the financial statements. The Company has written off the digital assets in the full amount (Provision of Impairment in the Full Amount) and the Company has sold all shares of PSD held by the Company (Disposition of the investment in PSD) on March 31, 2023. The buyer has divided the payment of shares purchase to the Company to 4 total installments. The first installment payment is paid on March 31, 2023 and the final payment will be paid by December 31, 2023. The Company made a profit from the sale of such investment in the amount of 55 million baht. Presently, PSD has ceased to be a subsidiary of the Company.

Question : Investment in the equity instruments of listed companies in 2022, resulted in a loss of 139.7 million baht, a loss resulting in sales of 40.75 million baht and a loss on change in value of 98.997 million baht. Please be informed accordingly.

1. Opinion of the Risk Management Committee in the consideration of investment in equity instruments and whether the Company has the knowledge or expertise in such investment.
2. Will the Company continue to invest in this type of financial instrument?



**Answer** : Mr. Kanawuthi Wattanadhirach, Director, Chairman of the Executive Committee and Chief Executive Officer answered as follows:

The Company's losses incurred from the investment in equity instruments are in part due to the global economy and the effects of war lasting longer than expected. The Company has assigned the responsible person (permanent employees) and the hiring of consultants with the knowledge and expertise to provide consultation and supervision on the investment and planning of the Company. It is in accordance with the Company's investment policy on the management of liquid assets. Since, the Company has not yet invested in new businesses, the Company will gradually reduce the proportion of its investment in this portion to comply with the Capital Market Supervisory Board, which has resolved to revise the rules for the trade of securities for companies that issue securities or listed companies that operate as an Investment Company that invests without participating in the management (Passive Investment), such as investing in securities or digital assets not more than 40% of the total assets in the consolidated financial statements.

The moderator provided an opportunity for shareholders to ask questions or express their opinions.

As there were no further questions or comments, the moderator informed the meeting that voting was not required for this agenda, as it is a report on the Company's 2022 operating results, as is solely for acknowledgement.

**Resolution:** *The meeting acknowledged the Company's operating results for the year 2022.*

**Agenda 3** To consider and approve the Company's financial statements for the year ended December 31, 2022

The moderator informed the meeting that Ms.Thidarat Kaewyai, Assistant Director of the Accounting and Finance Department will be providing information on this agenda.

Ms. Thidarat Kaewyai summarized the key points from the financial statements, in line with the explanation and analysis from the Company's management as follows:

In order to comply with Section 112 of the Public Limited Company Act, B.E. 2535 (1992) (including its amended) (the "Public Limited Company Act") the financial statement (balance sheet) and profit and loss of the Company must be prepared at the end of the fiscal year in order to propose to the Annual General Meeting of Shareholders for the approval whereby the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the shareholders' meeting. In this regard, the Board of Directors and the Audit Committee considered the financial statement for the year ended on December 31, 2022 which has been audited by the Company's auditor, and opined that it is correct and complete in accordance with Thai Financial Report Standards as shown in the **Attachment 2**, the category of "Financial Statement" of the 2022 Annual Report (56-1 Form One Report), which is summarized as follows:

Items	Amount (Million THB)	
	2022	2021
Total Assets	979.36	1,002.97
Total Liabilities	142.22	98.77
Total Revenue	634.89	657.16
Net Profit (Loss)	(116.22)	55.68
Profit (Loss) per Share	(0.21)	0.17

In 2022, the Group of companies had a total revenue of 620.5 million baht (excluding other income), an increase of 23.0 million baht or 3.9% compared to 2021, an increase in revenue arising from providing marketing services on an online platform and from E-sports tournaments from the investment in subsidiaries in early 2022.

Operating profit amounted to 44.8 million baht. Due to a loss from investments in the equity securities of listed companies amounting to 139.7 million baht, which can be divided into losses from the sale of investments in amounting to 40.70 million baht and losses from change in the value at 98.9 million baht, including the provision for total assets of 20.8 million baht. Namely, allowance for impairment of investments at 9 million baht, allowance for impairment of digital assets at 10 million baht, allowance for obsolete products at 1.4 million baht and allowance for expected credit losses at 0.4 million baht. As a result, the operating results for the year 2022 was a loss, with the overall performance of the company resulting in a net loss of 116.2 million baht, an increase of 171.9 million baht or 308.7 percent.

As of December 31, 2022, the Company had total assets of 979.4 million baht, a decrease of 23.6 million baht or 2.4% compared to the end of last fiscal year. Mainly, due to a decrease from current financial assets. Total liabilities of 142.2 million baht, an increase of 43.5 million baht or 44.0 percent compared to the end of last year. Mainly arising from an increase in current liabilities in terms of trade and other payables.

The Board of Directors and Audit Committee considered the Company's financial statements for the year ended December 31, 2022, which was duly audited by the auditor, and is of the view that it is correct, complete and in accordance with Thai Financial Report Standards. Thus, it is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended December 31, 2022.

At the end of the report, the meeting moderator informed to the meeting that Mr. Thongtos Panglard, the shareholder's rights protection volunteer proxy from the Thai Investments Association had the following inquiries:

**Question** : From the comprehensive income statement, other expenses increased from 77,777 baht from 2021 to 168,845,464 baht at the end of 2022. What was this item caused by, and will it reoccur in 2023?

**Answer :** Mr. Kanawuthi Wattanadhirach, Director, Chairman of the Executive Committee and Chief Executive Officer answered as follows:

- 1) The increase in other expenses of approximately 166 million baht mainly came from the Company's investment portfolio. This was caused by a loss from the sales of securities of 40.75 million baht and a loss on change in value of equity instruments in the Company's investment portfolio at the end of the period in the amount of 98.99 million baht.
- 2) Provision from the impairment of investments in the amount of 24 million baht, divided into investment in Inno Hub Company Limited, a subsidiary, in the amount of 15 million baht and investments in the ordinary shares of Hinsitsu Public Company Limited in the amount of 9 million baht. Currently, Hinsitsu is in the process of submitting the application for the offering of sale of newly issued ordinary shares to the general public and listed shares on the Market for Alternative Investment (MAI).
- 3) Provision for the impairment of digital assets to 3 million baht (Six Coin)

In 2022, the Company has already set aside the full amount of reserves.

**Question :** The trade account receivables over 12 months in the amount of 34.97 million baht (provision set for the whole amount) belong to Public Company debtor who are in the process of rehabilitation. What is the update on the Company's action on tracking such debts, and the results of the rehabilitation request and the chance to receive said account receivables.

**Answer :** Ms. Thidarat Kaewyai, Assistant Director of the Accounting and Finance Department answered as follows:

The debtor is in the process of rehabilitation according to its plan. In which, the Company has regularly followed up and as of April 21, 2023, the Company has received information that the Company is a creditor of the said debtor in Group 10, which according to the business rehabilitation plan, the Company will receive a total of 8 installments, paid every half year in the amount equal and paid to all creditors at the same time in the group. The first installment will be paid within June 2024 and the last installment will be paid by December 2027.

**Question :** According to the auditor's note. There is a foreign trade debtor in the amount of 42.0 million baht. In which, the management believe it will receive the full payment. What is the debt from the trade? When is the payment due? What is the chance to get reimbursed and will a lawsuit be pursued as a course of action.

**Answer :** Ms. Thidarat Kaewyai, Assistant Director of the Accounting and Finance Department answered as follows:

The account receivables belong to Phyigital Space Development Company Limited or PSD, an indirect subsidiary of the Company, operating in the business of providing platform services related to gaming and participating in E-sports competitions. The aforementioned trade accounts receivables come from the

participation of E-sports tournament, a share of item sales within the game to the player base around the world. The tournament organizer provides a share of the item sales to the teams which participate in the tournament and the prize from tournament standing. The Company is confident that it will receive such payment within 4-6 months. However, in 2023, PSD is no longer a subsidiary of the Company.

The moderator provided an opportunity for shareholders to ask questions or express their opinions.

As there were no further questions or comments, the moderator requested for the shareholders to approve the financial statements for the year ended December 31, 2022, and informed the meeting that the resolution in this agenda must be approved through a majority vote of the shareholders attending the meeting and casting their votes.

***Resolution:*** *The meeting resolved to approve the financial statements for the year ended December 31, 2022, with the majority of votes from the shareholders who attended the meeting and having the right to vote.*

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

**Agenda 4** To consider and approve the non-appropriation of legal reserves and the omission of dividend payment from the Company's operations in 2022

The moderator informed the meeting that Ms. Thidarat Kaewyai will be providing information on this agenda.

Ms. Thidarat Kaewyai reported to the meeting that according to the Public Limited Company Act and Article 40 of the Company's Articles of Association, the Company is required to portion a part of the annual net profit as a reserve at not less than 5 percent of the annual net profit, less any accumulated loss brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

The Company has a dividend policy to pay the dividend to the shareholders of not less than 50 percent of net profit after deducting every type of the reserve in the Company's Articles of Association and the laws. However,

such dividend payment will be dependent on the investment plans and the expansion of the company's business, the necessities and after taking into consideration the appropriateness.

In addition, the consideration of dividend payment from profits arising from the disposal of investments or fixed assets incurred in the Company or its subsidiaries is at the discretion of the management and the Board of Directors. Taking into account the Company's investment plans and the expansion of the company's business, the necessities, appropriateness, adhering to and complying with the same policy as the Company.

For the fiscal year ended December 31, 2022, the Company had a net loss in the consolidated financial statements of 116.22 million baht, a net loss in the separate financial statements of 134.75 million baht. Therefore, to request the shareholders meeting to consider and approve the non-appropriation of legal reserves and omission of dividend payment for the year 2022 from the 2022 Company's operating results.

The moderator provided an opportunity for shareholders to ask questions or express their opinions.

As there were no further questions or comments, the moderator requested for the shareholders to approve the non-appropriation of legal reserves and the omission of dividend payment from the Company's operations in 2022, and informed the meeting that the resolution in this agenda must be approved through a majority vote of the shareholders attending the meeting and casting their votes.

***Resolution: The Meeting resolved to approve the non-appropriation of legal reserves allocation of the Company and approved the suspension of dividend payment for the Company's operating results for the year 2022 due to the net profit (loss) of the Company's operating results from 2022. The meeting, by a majority vote of shareholders who attended the meeting and cast their votes, approved this agenda item with the following votes:***

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

**Agenda 5 To consider and approve the appointment of the Company's directors to replace those whose terms are ending by rotation**

The moderator reported to the meeting that according to the Public Limited Company Act and Article 16 of the Company's Articles of Association which require that at every annual general meeting of shareholders, one-third (1/3) of the directors must retire by rotation from the office. The director who has been in office for the longest shall retire by rotation, but may be re-elected as director again. Therefore, there are four directors listed below who are retired by rotation:

Name of Director	Position	Note
1. Mr. Priyong Teerasathain	Independent Director	
2. Mr. Chaiwat Phithakraktham	Director	
3. Ms. Saowanee Khaoubol	Director	Resigned in February
4. Mr. Panom Ratanarat	Director	Notified non-renewal

The Nomination and Remuneration Committee has provided the opportunity for minority shareholders to nominate qualified candidates to be elected as directors of the Company during the period from October 3, 2022 to January 15, 2023 through the news system of the Stock Exchange of Thailand and published on the Company's website. Thereby, there were no nominations from the minority shareholders to be directors of the Company. Therefore, the Nomination and Remuneration Committee, excluding directors with conflicts of interests, has carried out the nomination process by considering candidates with the knowledge, ability, experience and work history, including the vision, morality, ethics and attitude towards the Company, and those who are able to devote sufficient time to the beneficence of the Company. In addition, selecting candidates eligible to be nominated as directors as prescribed by law, the Company's Articles of Association, and the nomination policy for directors and executives as set out in the Company's corporate governance policy. Accordingly, by proposing the appointment of Mr. Priyong Teerasathain and Mr. Chaiwat Phithakraktham to be reappointed as directors for another term. Mr. Priyong Teerasathain has the qualifications to be the independent director and the Board of Directors has considered and opined that such person is capable of performing his duty and offering his opinions independently without the control of the Executives and majority shareholders of the Company, and has the qualifications in according to relevant regulations and has been holding such position as the Company's independent director for a consecutive period not exceeding 9 years from the date of his initial appointment (including the term of office proposed for appointment on this occasion). In addition, the appointment of the candidate to be the Company's directors to replace the two directors who have resigned and who do not wish to renew their terms, respectively, are named as follows:

- 1) Proposed the appointment of Mrs. Nareerat Ngernnamchokhtanarat in place of Ms. Saowanee Khaoubol who had resigned as the Company director in February, 2023.

- 2) Proposed the appointment of Mr. Sarayut Yimruen in place of Mr. Panom Ratanarat who had reported his intentions not to renew his position as the Company's director.

The Board of Directors considered with the advice of the Nomination and Remuneration Committee with careful consideration, in accordance with the proper procedure specified by the Company in order to ensure that the nominated persons are qualified as prescribed by the laws and qualification appropriate to the Company's business. It was deemed appropriate to propose the shareholders' meeting to consider and approve the appointment Mr. Priyong Teerasathain and Mr. Chaiwat Phithakraktham to be reappointed as directors for another term and propose the appointment of Mrs. Nareerat Ngernnamchokhtanarat and Mr. Sarayut Yimruen to replace the two directors who have resigned and who do not wish to renew their terms, respectively.

In which, Mr. Priyong Teerasathain is qualified as an independent director. The Board of Directors has considered that such person is able to provide opinions independently and in accordance with the relevant rules, and has held the position of independent director of the Company for not more than 9 consecutive years from the date of first appointment (including the current agenda to propose for appointment).

Therefore, the involved directors did not participate in this agenda. The Company has provided the opportunity for shareholders to nominate a person to be considered for election as a director for the 2023 Annual General Meeting of Shareholders, from October 3, 2022 to January 15, 2023, and there were no shareholders nominating any persons to be considered for the director position.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. As there were no further questions or comments, the moderator requested for the shareholders to approve the appointment of each individual directors. And informed the meeting that the resolution in this agenda must be approved through a majority vote of the shareholders attending the meeting and casting their votes.

***Resolution:*** *The meeting resolved to approve the reappointment of directors and the appointment of directors to replace the directors who have resigned and who do not wish to renew their terms as the Company's directors by a majority vote of the shareholders who attended the meeting and cast their votes, with the following votes:*

- 1) Mr. Priyong Teerasathain Independent Director

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

2) Mr. Chaiwat Phithakraktham Director

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

3) Mrs. Nareerat Ngernnamchokhtanarat Director

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100



4) Mr. Sarayut Yimruen Director

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

**Agenda 6** To consider and approve the remuneration of the Board of Directors and Sub-committees for 2023

The moderator reported to the meeting that The Company has set a clear and transparent policy on the remuneration of the Board of Directors and Sub-Committees. The remuneration is at an appropriate level, comparable to the same industry, And suitable for the duties and responsibilities of each director. The directors assigned more duties and responsibilities in the sub-committee Will receive additional compensation according to the amount of increased responsibility which the Nomination and Remuneration Committee Compensation will initially consider the remuneration. Then present the information to the Board of Directors meeting for consideration before presenting it to the shareholders' meeting for approval.

The details of the scope of authority of the Board of Directors and sub-committees In the Annual Report 2022 (Form 56-1 One Report) in "Corporate Governance Structure" under the heading "Board of Directors" and "Information about the Board of Directors and information about Sub-Committees."

The nomination and Remuneration Committee has carefully reviewed the remuneration of the Board of Directors and sub-committees as to their suitability and compared with the same type of industry, Including considering the expansion of the business. Therefore, as the Company grows, it is appropriate to propose to consider and approve the remuneration of the Board of Directors. And sub-committees for 2023 within the amount not exceeding 4,000,000 baht, the same as the previous year. Divided into the meeting allowance of the Board of Directors. and sub-committees and gratuities without any other benefits. In this regard, the meeting allowance per meeting for directors attending the meeting is the same as the previous year as follows:

Unit: Baht

Meeting allowance (Baht/Meeting)	Chairman	Director
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nominating and Remuneration Committee	15,000	10,000

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

\*Criteria for considering director's bonus

- 1) *The director's bonus shall not exceed 2% of the net profit according to the consolidated financial statements. In this regard, the consideration shall be mainly based on the profit from normal business operations of the Company, the directors' bonus shall not exceed 2% of annual dividend payment whichever is greater;*
- 2) *The calculation of the director's bonus and the meeting allowances and other remunerations given to directors for the whole year shall not exceed the amount approved by the general meeting of shareholders;*
- 3) *Directors' bonus allocated to directors by the chairman will receive at a rate of 1.2 parts to 1.5 parts (with the Nomination and Remuneration Committee considering it as appropriate), while other directors will receive at the rate of 1 part per person.*
- 4) *Directors who are entitled to receive the directors' bonus must hold office until the date that the Board of Directors has approved the annual remuneration payment by considering the proportion of attendance throughout the year.*

The Board of Directors considered with the advice of Nomination and Remuneration Committee and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for Board of Directors and Sub-committees for 2023 of not exceeding THB 4,000,000 which is equal to last year, proportioned into the meeting allowance for each meeting participated by the Board of Directors and Sub-Committees, and bonus\* without other benefits. The meeting allowance for each meeting participated by directors was proposed at the same amount as previous year.

The moderator allowed the shareholders to ask questions or express their opinions. And when there were no shareholders asking questions or making additional comments. Moderator asked the meeting to approve the

remuneration of the Board of Directors. And sub-committees for the year 2023 informed the meeting that the resolution of this agenda must be passed by votes of not less than two-thirds (2/3) of the total number of votes of the shareholders and proxy holders who attend the meeting.

*Resolution: The meeting resolved to approve the remuneration for Board of Directors and Sub-committees for 2023 of not exceeding THB 4,000,000 which is equal to last year proportioned into the meeting allowance for each meeting participated by the Board of Directors and Sub-Committees, and bonus\* without other benefits. The meeting allowance for each meeting participated by directors was proposed at the same amount as previous year as follows:*

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

*There is no meeting allowance for the Executive Committee, the Risk Management Committee, Sustainable Development Committee and Investment Committee. The meeting approved the agenda with a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting and having the right to vote as follows:*

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

**Agenda 7 To consider and approve the appointment of the Company's audit and audit fee for 2023**

The moderator reported to the meeting that in compliance with Section 120 of the Public Limited Companies Act and Article 36 of the Company's Articles of Association which requires that the annual general meeting of shareholders shall consider appointing the auditor and determining the audit fees every year, where the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. TorJor.

44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinion on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after at least 5 consecutive fiscal years have elapsed.

The Audit Committee has selected the auditor, PricewaterhouseCoopers ABAS Ltd. and determined the audit fees for 2023 after working together with the management and taking into account the quality, credibility, independence and experience of the auditor, as well as, the appropriate audits fees. Therefore, the Audit Committee proposed to the Board of Directors for consideration and to propose to the Shareholders' Meeting to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for 2023. Thus, any one of the following auditors is the Company's auditor for the year 2023, for auditing and commenting the financial statements of the Company:

Name of Auditor	Auditor's Number	Number of years auditing for the Company
1. Ms. Sanicha Akarakittilap	CPA No. 8470 and/or	Never audit or express an opinion on the Company's financial statements
2. Ms. Nopanuch Apichatsatien	CPA No. 5266 and/or	Never audit or express an opinion on the Company's financial statements
3. Mr. Paiboon Tunkoon	CPA No. 4298	Never audit or express an opinion on the Company's financial statements

The aforementioned auditors have no conflict of interest or connected person with the Company, the Company's subsidiary, the Executive, and the major shareholders or such related person, and may independently investigate and comment on the financial statements of the Company. PricewaterhouseCoopers ABAS Ltd. is well known in the country and internationally, with the international standards and experience to audit the Company's financial statements. The information and details on the auditor proposed for appointment in 2023.

In addition, the Audit Committee deemed it appropriate to fix the audit fees for the year 2023 for the Company in the amount of THB 1,900,000. The comparison of the audit fee of the Company and the Company's subsidiary are as follows:

Comparison of audit fees of companies and their subsidiaries are as follows:

Details	Proposed Remuneration for PricewaterhouseCoopers ABAS Ltd in 2023.		Proposed Remuneration for EY Office Limited in 2022.	
	Audit Fee (THB)	Other service fees (THB)	Audit Fee (THB)	Other service fees (THB)
The Company	1,900,000	–	1,510,000	100,000
Subsidiary	820,000	–	920,000	–
Overseas Subsidiaries	–	–	USD 2,350	–
<b>Total</b>	<b>2,720,000</b>	<b>–</b>	<b>2,430,000</b>	<b>100,000</b>

The Board of Directors with the advice of Audit Committee deemed it appropriate to propose the shareholders' meeting to consider and approve the appointment of any one of the following auditors from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor for the year 2023: (1) Ms. Sanicha Akarakittilap CPA No. 8470 and/or (2) Ms. Nopanuch Apichatsatien CPA No. 5266 and/or (3) Mr. Paiboon Tunkoon CPA No. 4298. In the that case such auditors are unable to perform their duty, PricewaterhouseCoopers ABAS Ltd shall provide other auditors to audit and inspect the Company's financial statements on behalf of the such auditors, and agreed to propose to the Shareholders' Meeting to determine the audit fee for the year 2023 in the amount of THB 1,900,000 (For the year of 2022 is in the amount of THB 1,610,000).

The moderator allowed the shareholders to ask questions or express their opinions. And when there were no shareholders asking questions or making additional comments. The moderator asked the meeting to approve the appointment of the auditor and to determine the audit fee for the year 2023. Finally, he informed the meeting that the resolution for this agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

***Resolution: The Meeting approved the appointment of one of the following auditors from PricewaterhouseCoopers ABAS Ltd to be the Company's auditor for 2023 with the approval of the audit fee for 2023. amount 1,900,000 baht***

1. Ms. Sanicha Akarakittilap                      CPA No. 8470 and/or
2. Ms. Nopanuch Apichatsatien                CPA No. 5266 and/or
3. Mr. Paiboon Tunkoon                            CPA No. 4298

***In the that case such auditors are unable to perform their duty, PricewaterhouseCoopers ABAS Ltd shall provide other auditors to audit and inspect the Company's financial statements on behalf of the such auditors,***

The shareholders meeting resolved to approve with a majority vote of the shareholders who attended the meeting and voted as follows:

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and cast their votes
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

**Agenda 8** To consider and approve the transfer of the Company's business to One To One Professional Company Limited (Subsidiary)

The moderator informed the meeting that Mr. Tawee Udomkitchot would present the information on this agenda.

Mr. Tawee Udomkitchot reported to the meeting as follows:

The Company aims to transfer the Company's Call Center business to One To One Professional Co., Ltd. (OTP), a subsidiary of the Company. This aligns with the policy to restructure the Call Center OTO Group business to become a holding company to become more independent with flexible management. Creating further opportunities for the Company to grow by expanding through investments in both current and new industries and businesses, domestically and internationally, and/or through subsidiaries. The business transfer policies are as follows:

1. The Company's current customers are to be transferred at the end of contract
2. Customers who are unable to be transferred due to the following reasons:
  - Requiring Certified Standard in provision of service
  - Require Site Reference
  - Prohibition of Transfer or Outsource within the contract
3. New Contact Center Customers will serviced by OTP
4. Capital Cost and Back Office Expenses remain in-house until the changes are made. The Company will collect service fee from OTP within the scope approved by the Audit Committee (AC).

However, the restructuring of the Call Center OTO Group business in which the Company aims for OTP to operate mainly in the Call Center-related business while the Company is still working as an Operating Company due to the transfer of only some customers. Current customers of the Company will be transferred at the end of the contract. Except for some customers who cannot be transferred due to certain conditions, such as government customers, new customers will be made on behalf of OTP, and the Company will continue to manage OTP by collecting management fees from OTP until it has changed.

The transfer of business to the subsidiary does not have a notable effect on the Total Assets of the Group Company in any way. However, such business transfer is considered the transfer of a core part of the Company's business and as such, must be conducted in compliance with the Section 107 (2) (a) of the Public Limited Companies Act B.E. 2535 (including its amendment). This resolution must be passed by votes of not less than three-fourths of the total number of votes of the shareholders and proxy holders who attend the meeting.

The Board of Directors considered and agreed to propose to the shareholders' meeting to consider and approve the transfer of the Company's business to One To One Professional Company Limited (Subsidiary), which holds 100% of all shares according to the details presented above.

The moderator allowed the shareholders to ask questions or express their opinions. By typing a message via chat menu or pressing the raise hand button to inquire via voice. As there were no shareholders asking questions or expressing opinions, The moderator informed that this agenda must be approved by a vote of at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

*Resolution: Approved the transfer of the Company's business (Call Center Business) to One To One Professional Company Limited (OTP), a wholly-owned subsidiary of Company in order to restructure the Call Center OTO Group business. The Call Center business will be mainly transferred, and the Company will continue operating as an Operating Company due to existing contracts and a partial relocation of customers to OTP, remaining customers of the Company will be transferred at the end of the contract. Except, certain customers who may not be transferred to OTP due to certain conditions, such as, Government (Public) Companies. New customers will be gained by OTP and the Company will continue to manage OTP and charge management fees from OTP until further changes. The meeting, by not less than three-fourths of the votes of shareholders who attended the meeting and having the right to vote, approved this agenda item as follows:*

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and having the right to vote
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

Agenda 9 To consider and approve the addition of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be in line with the Company's additional objectives

The moderator informed to the meeting as follows:

The Board of Directors resolved to propose to the Shareholders' Meeting to consider and approve the addition of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be in line with the Company's additional objectives. Details are as follows;

Objectives to be amended

Original Objective	Revised Objective
(Article 25) Business operations in the provision of services in the recruitment and training of personnel, sending Company personnel to conduct on-site or external training on customer service and/or various tasks for individuals and other companies.	(Article 25) Business operations in the provision of services in the recruitment and training of personnel <u>by sourcing</u> and sending personnel to conduct on-site or external training on customer service and/or various tasks both <u>domestically and internationally</u> (not a recruitment operation).
(Article 51) Business operations in the provision of services, contracting of services, support manpower and staffing of personnel to perform tasks for individuals and other companies. (not a recruitment operation).	(Article 51) Business operations in the provision of services, contracting of services, support manpower and staffing of personnel to perform tasks both <u>domestically and internationally</u> (not a recruitment operation).



### Objectives to be added

1. To operate the business of manufacturing and sale of engines, parts, accessories related to all types of vehicles.
2. To operate the business of manufacturing, import, distribution and sale of electric cars, buses and electric vehicles of all types. Including energy storage systems, power generation systems and equipment used with power generations systems. Different types of power generation systems, including the products, parts, accessories and related products.
3. To operate service centers for all types of electric vehicles, providing services on after-sales service, consultation, electric vehicle maintenance and repair for all types of vehicles and all types of products as specified. Including the replacement of vehicles, both free of charge or paid.
4. To operate the business of manufacturing, import, distribution, maintenance and repair of electric vehicle chargers. Including its equipment, parts, components, and electronic and electrical equipment.
5. To operate services offering climate solutions focusing on carbon emissions. Including the planning and implementation of projects to reduce carbon emission in the agricultural sector and land use.
6. To operate services in the procurement, trade, and exchange of Carbon Credit or create projects to reduce carbon dioxide emissions. This includes the qualification of research data to international standards, assessing the feasibility of projects, preparation of reports and presentations as well as the implementation of projects to reduce carbon emissions.
7. To operate in the power plant business from renewable energy sources such as solar energy, wind power, wave power, geothermal energy and biogas. Including, electricity generation using fuel from biomass or bioenergy from the residues of materials used in agricultural or industrial production from wood for sale to the Electricity Generating Authority of Thailand, Metropolitan Electricity Authority and/or the Provincial Electricity Authority.
8. To operate the business of manufacturing and distributing generators. Including, the production and distribution of circuit boards, tools, parts and related equipment in the production of electricity from renewable energy sources and/or fuel.

Therefore, the Board of Directors of the Company resolved to propose to the shareholders' meeting to consider and approve the authorization of the Chief Executive Officer and/or any other person authorized by the Chief Executive Officer to have the power to take any arrangements in relation to the registration of the amendment the change of the Company's objectives and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to complete the registration process.

The moderator provided an opportunity for shareholders to ask questions or express their opinions. As there were no further questions or comments, the moderator requested for the shareholders to approve the agenda and informed the meeting that the resolution in this agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

***Resolution:*** *The meeting resolved to approve the addition of the Company's objectives, and the amendment of the Memorandum of Association Clause 3 of the Company to be in line with the Company's additional objectives by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote with the following votes:*

Votes	Number of votes	Percentage of the total votes of shareholders who attended the meeting and having the right to vote
Approved	425,846,997	100
Disapproved	0	0
Abstained	0	0
Invalid ballots	0	0
Total	425,846,997	100

**Agenda 10 Other matters (if any)**

At the end of the report, the meeting moderator informed to the meeting that Mr. Thongtos Panglard, the shareholder's rights protection volunteer proxy from the Thai Investments Association had the following inquiries:

**Question** : 1. Goals, plans and guidelines for business operations in 2023.

2. From the COVID-19 situation unwinding and the overall Thai economy recovering. What is the view on the Company's operation in 2023, is the Company concerned about any specific risk. For investor confidence, does the Company have guidelines for managing such risks.

**Answer** : Mr. Kanawuthi Wattanadhirach, Director, Chairman of the Executive Committee and Chief Executive Officer answered as follows:

- The Company's business plan for 2023 is divided into 2 parts. The first part is the Call Center business, the original business which the Company plans to move the operations to One To One Professional Company

Limited, a subsidiary to achieve flexibility in management. The revenue from the call center business may decrease from before. Therefore, it is necessary for the Company to acquire new businesses to offset the decline in revenue. In order to strengthen the business of the group of Companies, in 2023, the Company has set a target for the Call Center business to grow by 10% from 2022 and for new businesses, the Company aims to focus on investments in environmental projects. As the Company has disclosed information through the Stock Exchange of Thailand (SET), the establishment of subsidiaries in the business related to Electric Vehicles (EV) and Carbon Credits in order to generate additional income for the Company while contributing to solving environmental issues and supporting the Net Zero policy.

- Although the COVID-19 situation has seemed to ease over the past few months, the Company is still alert and is aware of the new wave of COVID-19 outbreaks after the Songkran festival. The Company has appointed a working group to monitor and come up with a plan for COVID-19 and set the Risk Management Committee to supervise and manage the strategies and an emergency response plan annually.

The moderator provided an opportunity for shareholders to propose additional matters for consideration, and ask questions or express their opinions. As there were no questions or comments, or any other matters for further consideration the meeting was adjourned at 14.45.

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(Dr, Pakorn Apaphant)

Chairman