

## Invitation to the 2018 Annual General Meeting of Shareholders

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Humanica Public Company Limited

April 2, 2018

14:00-17:00 pm

Register 13.00 pm

at Surasak Room 2-3

Eastin Grand Sathorn

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No. BorChor. 008/2018

21 March 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

Attention: Shareholders of Humanica Public Company Limited

Enclosures: 1. Registration Form

2. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 held on 24 August 2017

3. 2017 Annual Report (CD – Rom)

4. Biography of the Directors who are due to retire by rotation in 2018 and proposed to be re-elected to be the Directors for another term

5. Statement of Proxy Method, Meeting Registration, Document Submission before the Meeting, Voting and Counting of votes at the shareholders' meeting

6. Articles of Association of the Company relating to the shareholders' meeting

7. Information of independent directors who act as proxy for the shareholders' meeting

8. Proxy Form (Form B)

9. Location map of the shareholders' meeting

The Board of Directors of Humanica Public Company Limited (the “Company”) has scheduled the Annual General Meeting of Shareholders (the “AGM”) for the year 2018 on 2 April 2561 at 14.00-17.00 at Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa,

Khet Sathon, Bangkok Metropolis 10120 to consider the agenda items in conjunction with Board of Directors' opinions as follows:

**Agenda 1      Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2017 which was held on 24 August 2017**

**Facts and rationales**

The Extraordinary General Meeting of Shareholders No.1/2017 was held on August 24, 2017 and the Company has prepared the minutes of the said meeting as well as already sent a copy of the minutes of such to the Ministry of Commerce as specified by law, where at the time of the meeting, the Company has not yet been the SEC listed Company. (Details of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2017 as shown in Enclosure 2)

**Opinion of the Board of Directors**

The Board of Directors has considered the aforesaid minutes of the meeting were recorded accurately and completely. Therefore, the shareholders are recommended to adopt the Minutes of the Extraordinary Meeting of Shareholders No.1/2017 which was held on 24 August 2017 as presented by the Board of Directors.

**Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 2      Acknowledgement of the Company's performance for the year 2017**

**Facts and rationales**

The Company has summarized the business operation performance and material changes that occurred in the year 2017, as detailed in the Company's Annual Report which has been sent to the shareholders together with the invitation to the AGM. (Details as shown in Enclosure 3)

**Opinion of the Board of Directors**

The Board of Directors has considered proposing that the 2018 AGM acknowledge the business operation performance and material changes that occurred in the year 2017 as aforementioned.

## **Resolution**

This agenda does not have to be voted by the shareholders as it is a report to the shareholders for acknowledgement.

### **Agenda 3      Approval on the Financial Statements for the year ended 31 December 2017 which has been audited by the certified auditor**

#### **Facts and rationales**

To comply with Section 112 of the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company No. 55, the Board of Directors has prepared the Company's financial statements for the year 2017, ending on December 31, 2017, to be submitted to the 2018 Annual General Meeting of Shareholders for approval. The financial statements for the year ended 31 December 2017 has been considered by the Audit Committee of the Company and audited by the certified auditor. (Details as shown in Enclosure 3)

#### **Opinion of the Audit Committee**

The Board of Directors has considered that the Company's accounting and financial reporting process already has good internal control system. This ensures that the financial statements accurately reflect the financial status and performance of the Company in accordance with the accounting standard prescribed by law. The disclosure of information in the financial statements is sufficient and timely to benefit the shareholders, investors or users who make investment decision based on the financial statements.

#### **Opinion of the Board of Directors**

The Board of Directors has considered that it is appropriate to propose the 2018 AGM to consider approving the financial statement for the year ended 31 December 2017 which has been considered by the Audit Committee of the Company and audited by the certified auditor.

## **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

## **Agenda 4      Approval on the appropriation for legal reserve and dividend payment from the Company's performance for the year 2017**

### **Facts and rationales**

In accordance with Section 116 of the Public Limited Company Act BE 2535, and Item 50 of the Company's Articles of Association, the Company is required to set aside a portion of its annual net profit as reserve for not less than 5% of its annual net profit until the reserve fund is not less than 10% of the registered capital of the Company. At present, the Company has already had the reserve for Baht 7,000,000 (Seven Million Baht) and the Company has to allocate the net profit for the year 2017 as the reserve for an amount of Baht 4,543,906 (Four Million Five Hundred and Forty Thousand Three Thousand Nine Hundred and Six Baht) which will be equal to 5 per cent of the annual net profit for the year 2017. This will make the company to have the legal reserve totaling Baht 11,543,906 (Eleven million five hundred forty three thousand nine hundred and six baht) or 3.4 per cent of its registered capital. In addition, the Company's dividend policy stipulates that when the Company has no other necessities, the Company has a policy to pay dividends at the rate of not less than 50 per cent of the net profit of the separate financial statements after deduction of the corporate income tax for each year, and the dividend payment shall not have a material impact on the normal operation of the Company and its subsidiaries.

In 2017, the Company has the net profit after deduction of the corporate income tax under the separate financial statements in the amount of Baht 90,878,129, representing an earning per share of Baht 0.26 per share. Therefore, the Company can pay dividends to shareholders in accordance with Section 115 of the Public Limited Companies Act BE 2535. According to Articles 47 and 49 of the Company's Articles of Association, the dividend payment shall not be made without the resolution of the shareholders meeting, and the dividends shall be divided equally by the number of shares. Considering the aforesaid, from the net profit in 2017, the Company shall have the ability to pay dividends to its shareholders. The Board of Directors of the Company has resolved to propose to the 2018 AGM to consider and approve the dividend payment from the Company's performance for the year 2017 which shall be made in cash at the rate of Baht 0.03 per share, totaling approximately Baht 20,400,000 in accordance with the Company's dividend payment policy.

The following table compares the dividend payment for the year 2016 and 2017

	2016	2017
Net income from separate financial statements (Baht)	68,342,766	90,878,129
Earnings per share**	0.55	0.26
- Interim Dividend	-	0.125
- Annual Dividend	8.18	0.03*
Total Dividend Payment	90,000,000	82,900,000
Ratio of Dividend Payment Included Interim Dividend	131.69%	91.22%
Remarks		

\*If approved by the shareholders at this 2018 Annual General Meeting of Shareholders

\*\*Basic earnings per share calculated by dividing profit for the year. (Excluding other comprehensive income) by the weighted average number of shares outstanding during the year

However, the rights to receive the dividends as aforementioned are still uncertain until the shareholders' approval is granted at the 2018 AGM. If the AGM resolves to approve the dividend payment as proposed by the Board of Directors. The Board of Directors shall designate the record date for the right to receive the dividend on 9 April 2018. The names will be collected under Section 225 of the Securities and Exchange Act BE 2535 (As amended BE 2551) by closing the share register book on 5 April 2018. The date of dividend payment will be made on 26 April 2018.

In addition, the Annual General Meeting of Shareholders ought to acknowledge the payment of interim dividend made to the shareholders on 24 November 2017 in accordance with the resolution of the Board of Directors Meeting No. 2/2017 which was held on 9 November 2017 approving the payment of interim dividend for the operating results from 1 January 2017 to 30 September 2017, to the shareholders of the Company, each Baht 0.125 per share totaling the dividend paid of Baht 62,500,000.

## **Opinion of the Board of Directors**

The Board of Directors has considered proposing the 2018 AGM to approve the appropriation of net profit as the legal reserve, and to consider and approve the dividend payment from the Company's performance for the year 2017, including to acknowledge the interim dividend payment, per the details proposed above.

## **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

## **Agenda 5      Approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2018**

### **Facts and rationales**

To comply with Section 120 of the Public Limited Companies Act BE 2535, the Annual General Meeting of Shareholders must appoint the auditor and determine the auditing fee annually. The Audit Committee has considered and proposed that the performance of the auditor of the Company, EY Company Limited, in the year 2017 was satisfactory. The auditors have extensive experience and well expertise in auditing the Company and its subsidiaries.

The Board of Directors of the Company has considered and recommended that the Annual General Meeting of Shareholders approve the appointment of EY Company Limited to be the auditor of the Company for the year 2018. One of the following auditors listed below shall audit, review and comment on the Company's financial statements for the year 2018:

- |                             |                               |
|-----------------------------|-------------------------------|
| 1. Ms.Sirirat Sricharoensup | Certified auditor No. 5419 or |
| 2. Ms.Watoo Kayankannavee   | Certified auditor No. 5423 or |
| 3. Ms.Siraphorn Ouaanunkun  | Certified auditor No. 3844    |

The Board of Directors Meeting of the Company has considered and proposed EY Company Limited and the three auditors from EY Company Limited to the Annual General Meeting of Shareholders to be the auditors of the Company and its subsidiaries for the fourth year.



In the case where the above certified auditors are unable to perform their duties, EY Company Limited shall provide other certified auditors from the same office having knowledge, ability and experience equivalent or better to be substitutes.

In addition, EY Company Limited and all the auditors proposed above have no relationship and/or interest with the Company/subsidiaries/management/major shareholders or persons related to such person in a way that will affect the performance of independent duties whatsoever.

For the remuneration the auditor, the Audit Committee has considered the obligation to review and audit the financial statements of the Company, the audit fee for the year 2018 should not be more than Baht 1,825,000 details are as follows:

<b>Humanica Public Company Limited</b>			
Quarterly financial statements review. Baht 245,000 (3 quarters)	amount	735,000	Baht
Annual audit fee for the year ended 31 December 2018	amount	970,000	Baht
Annual report review	amount	120,000	Baht
<b>Total audit fee*</b>	amount	1,825,000	Baht

Remark \* The audit fee above excluding other services and VAT.

### **Opinion of the Board of Directors**

The Board of Directors of the Company, with the approval of the Audit Committee, has considered and recommended that the 2018 AGM approves the appointment of auditors from EY Company Limited. One of the following auditors listed below shall audit, review and comment on the Company's financial statements for the year 2018:

- |    |                          |                               |
|----|--------------------------|-------------------------------|
| 1. | Ms.Sirirat Sricharoensup | Certified auditor No. 5419 or |
| 2. | Ms.Watoo Kayankannavee   | Certified auditor No. 5423 or |
| 3. | Ms.Siraphorn Ouaanunkun  | Certified auditor No. 3844:   |

The audit fee for the Company for the year 2018 shall not exceed Baht 1,825,000 as proposed by the Audit Committee. In the case where the above certified auditors are unable to perform their duties, EY Company Limited shall provide other certified auditors from the same office having knowledge, ability and experience equivalent or better to be substitutes.

### **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

### **Agenda 6      Approval on the re-election of directors retired by rotation to be directors for another term**

#### **Facts and rationales**

According to Section 71 of the Public Limited Company Act BE 2535 and Article 18 of the Company's Articles of Association stating that at the Annual General Meeting of Shareholders, at least one-third of the total number of directors shall be retired by rotation. If the number of directors cannot be divided into three parts, the retirement directors shall be the closest amount to one of the three and the retired directors may be re-elected.

At the 2018 AGM, the directors required to retire by rotation at the rate of one-third of the total number of directors, totaling 3 persons are as follows:

- |    |                         |                       |
|----|-------------------------|-----------------------|
| 1. | Mr.Thanwa Laohasiriwong | Chairman of the Board |
| 2. | Mr.Anotai Adulbhan      | Director              |
| 3. | Mr.Anuphan Kitnitchiva  | Director              |

The selection process of the Company's directors has not been made through the Nomination Committee since currently; the Company does not have the Nomination Committee. However, the nomination of directors at this time, the Company's Board of Directors has jointly considered nominating the directors by considering the structure of the board and Board Diversity policy,

qualifications, experience and expertise, performance as a director of the Company in the past, including being a qualified person in terms of his position as director as well as being an independent director and having no prohibited characteristics under Section 68 of the Public Limited Companies Act BE 2535 and the criteria prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, including other relevant legal requirements.

The Board of Directors of the Company has considered. That the directors who are due to retire by rotation are all qualified, knowledgeable and experienced in the Company's business. In the past, they have served as directors of the company efficiently. Therefore, they are appropriate to be re-elected to be the Company's directors for another term. The Board of Directors of the Company then considers proposing to the 2018 AGM to approve the appointment of the directors who are due to retire by rotation as mentioned above to be re-elected to return to their office for another term. The biography of the three directors is as shown in Enclosure 4.

### **Opinion of the Board of Directors**

The Board of Directors of the Company has considered and recommended that the 2018 AGM approves the re-election of directors retired by rotation to be directors for another term as follows:

- |    |                         |                       |
|----|-------------------------|-----------------------|
| 1. | Mr.Thanwa Laohasiriwong | Chairman of the Board |
| 2. | Mr.Anotai Adulbhan      | Director              |
| 3. | Mr.Anuphan Kitnitchiva  | Director              |

### **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes. The election rules shall be in accordance with Article 18 of the Company's Articles of Association.

## Agenda 7 Approval on the director remuneration for the year 2018

### Facts and rationales

According to Section 90 of the Public Limited Companies Act BE 2535 and Article 33 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company with the resolution from the Annual General Meeting of Shareholders. The Company's Board of Directors Meeting has jointly considered the remuneration structure of the Company's directors, and proposed to the shareholders to consider and approve the remuneration of the Directors and Committee of the Company for the year 2018, consisting of the Board of Directors and the Audit Committee as follows:

Position	Meeting allowance (per meeting)
Chairman of the Board	Baht 35,000
Directors	Baht 25,000
Chairman of the Audit Committee	Baht 30,000
Audit Committee	Baht 25,000

The Audit Committee will also receive remuneration as a director of the Company.

### Opinion of the Board of Directors

The Board of Directors has considered and proposed to the 2018 AGM to consider and approve the remuneration of directors for the year 2018 as proposed above.

### Resolution

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

## **Agenda 8      Approval on the appointment of the Nomination and Remuneration Committee**

### **Facts and rationales**

To consider and approve the appointment of the Nomination and Remuneration Committee as follows:

- |                            |                             |
|----------------------------|-----------------------------|
| 1. Mr.Thanwa Laohasiriwong | Biography is in Enclosure 4 |
| 2. Mr.Soontorn Dentham     | Biography is in Enclosure 8 |
| 3. Mr.Patara Yongvanich    | Biography is in Enclosure 7 |

The meeting allowance is Baht 5,000 per meeting.

### **Opinion of the Board of Directors**

The Board of Directors has considered and proposed to the 2018 AGM to consider and approve the appointment of the Nomination and Remuneration Committee as proposed above.

### **Resolution**

This agenda must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

## **Agenda 9      Other Business (if any)**

### **More Information**

Shareholders are invited to attend the meeting on the date, time and place specified above. The Company will be opened for registration at 13.00 hrs. If the shareholders are not be able to attend the meeting on their own and wish to appoint a proxy to attend the meeting and vote on their behalf, please use the proxy form attached hereto (Enclosure 8). In order to preserve the rights and interests of the shareholders in case they are not able to attend the meeting by themselves, and wish to appoint the independent directors of the Company to attend and vote on their behalf, shareholders may appoint a proxy to any independent director of the Company his name specified in the proxy form (Enclosure 7) to attend the meeting and vote on behalf of the shareholders. Please send the documents to the Company Secretary, Humanica Public Company

Limited, No. 2, Soi Rongmuang 5, Rongmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok 10330 before 29 March 2018.

The Company uses the barcode system for registration and voting count to expedite the process of the registration and processing of votes. The shareholders and proxies are invited to attend the meeting and kindly bring the registration form (Enclosure 1) and other supporting documents (Enclosure 5) to present on the meeting date. The Company will hold the meeting in accordance with the Company's Articles of Association in respect of the shareholders' meeting (Enclosure 6).

The Company has set the record date to be on 12 March 2018 as to determine the right to attend the meeting. The company arranges snacks and beverages for the shareholders and proxies attending the meeting but do not have a gifts.

Sincerely Yours



Mr. Thanwa Laohasiriwong  
Chairman of the Board

By the resolution of the Board of Directors Meeting  
of Humanica Public Company Limited

**Remark:** If any shareholder wishes to receive the 2018 annual report in the form of a book can be obtained at the registration officer on the date of the 2018 Annual General Meeting of Shareholders.

**Extraordinary General Meeting of Shareholders No. 1/2017**

**of**

**Humanica Public Company Limited**

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**Date, Time and Venue**

The meeting was held on 24 August 2017 at 10.00 hrs. at the Company's meeting room, No. 92/25, 11<sup>th</sup> Floor Sathorn Thani Building 2, North Sathorn Rd., Kwaeng Silom, Khet Bangrak, Bangkok Metropolis.

**Meeting Start**

Mr. Thanwa Laohasiriwong, as Chairman of the Meeting, informs the Meeting that number of shareholders attending the Meeting by themselves or by proxies totaling 48 persons, holding a total of 500,000,000 shares which represent 100% of all issued and sold shares of the Company (Total issued shares of the Company is 500,000,000 shares), thus, constituting a quorum of the Meeting in accordance with the Company's Articles of Association.

**Agenda 1      Adoption of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017**

Chairman proposed the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholder No. 1/2017 which was held on 31 July 2017 when the Company has the status as private limited company for considering several matters relating to the conversion of the Company to be Public Company Limited as per details in the copy of the Minutes which was sent to the shareholders, together with the invitation to the Meeting (Enclosure 1).

**Resolution**      The Meeting has considered and unanimously approved the adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2560 as proposed by the Chairman.

**Agenda 2      Approval on the Certification of Qualification of Independent Director**

Chairman proposed to the Meeting that according to the Board of Directors Meeting No. 4/2017 of the Company which was held on 14 July 2017, it was resolved to appoint Mr. Patara Yongvanich to be an independent director of the Company. Since the Company has also engaged the software service from the service provider in which Mr. Patara Yongvanich acts as the director, and

the Board of Directors Meeting No. 1/2017 of the Company held on 11 August 2017 has considered that the qualifications of Mr. Patara Yongvanich has no conflict with his duties or responsibilities or provision of independent business attitude as the independent director of the Company, Details of the Board of Directors' opinion on the qualifications of Mr. Patara Yongvanich are shown in Enclosure 2. Therefore, the Chairman proposed that the meeting consider and approve the qualifications of Mr. Patara Yongvanich to be the independent director of the Company in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor. 39/2559, Re: Application for and Approval of Offer for Sale of Newly Issued Shares (Code Edition).

**Resolution** The meeting has considered and unanimously resolved to appoint Mr. Patara Yongvanich to be the independent director of the Company.

### **Agenda 3      Other business (if any)**

Mr. Soontorn Dentham, the shareholder of the Company (holding 56.04 per cent. of the Company's total issued and sold shares) stated that under the Public Limited Companies Act, shareholders who hold not less than one-third of the total issued shares may propose to consider other matters than those specified in the notice of the meeting.

Since the Extraordinary General Meeting of Shareholders No. 1/2560 held on 31 July 2017 has passed the resolution approving the allotment of new ordinary shares to be allocated to directors and/or employees of the Company excluding directors and/or employees of its subsidiaries. However, the Company intended to also offer shares to the employees of its subsidiaries. It was proposed that the Meeting consider and approve the allotment of 27,000,000 new issued ordinary shares (Twenty Seven Million Shares) to be offered to directors and/or employees of the Company and/or subsidiaries in the same time period and with the offering price equal to the offering price of the Initial Public Offering (IPO).

The Chief Executive Officer and/or the person(s) designated by the Chief Executive Officer are authorized to determine the names of the directors and/or employees of the Company and/or its subsidiaries and the number of shares to be allocated to each director and/or employee including any other information relating to the offering of those shares. If there are any shares remaining from the subscription of directors and/or employees, such remaining shares shall be sold to the public together with newly issued ordinary shares of the Company.

**Resolution** The Meeting has considered and unanimously approved the allotment of 27,000,000 new ordinary shares (Twenty Seven Million Shares) to be offered to the directors and/or employees

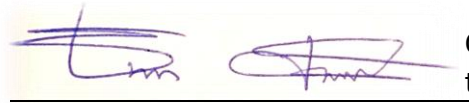


of the Company and its subsidiaries as per details proposed above.

No other matters were proposed to the Meeting for consideration.

The meeting was closed at 12.00 hrs.

(Signature)

A handwritten signature in purple ink, consisting of stylized, overlapping loops and horizontal strokes.

Chairman of  
the Meeting

(Mr. Thanwa Laohasiriwong)

**Directors retiring by rotation who are nominated to be re-elected as directors for another term and the Nominating Committee and Compensation**



<b>Types of nominated Director</b>	Independent Director/Chairman of Audit Committee
<b>Name</b>	Mr.Thanwa Laohasiriwong
<b>Age</b>	52 years
<b>Nationality</b>	Thai
<b>Appointment Date</b>	15 December 2015
<b>Year in position</b>	2 Years 3 Months

**Education**

- Bachelor of Engineering (Computer) Institute of Technology King Mongkut's Institute of Technology Ladkrabang
- Director Certification Program (DCP) Class 43/2014
- Finance for Non-Finance Director (FND) Class 10/2004
- Successful Formulation & Execution of Strategy (SFE) Class 22/2014
- Advanced Audit Committee Program (AACP) Class 20/2015
- Ethical Leadership Program (ELP) Class 1/2015
- Driving Company Success with IT Governance (ITG) Class 2/2016

**Working Experience**

2015 - Present	Chairman and Independent Director of Humanica Public Company Limited.
2016 - Present	Audit and Risk Management Committee of Krung Thai Bank PCL
2014 - Present	Director and Executive Director of TOT Public Company Limited
2014 - Present	Chairman of the Audit Committee of TPBI PCL.
2012 - Present	Audit Committee of Asiasoft Corporation PCL.
2015 - 2016	Chairman and Chairman of the Audit Committee of ASN Broker PCL
2012 - 2016	Member of the Audit Committee of EASY BUY PCL.

**Director / Executive Position**

- In other listed companies: 7 companies (please see above)
- In non-listed companies: None
- In other businesses that may cause conflict of interest to the Company: None

**Securities held in the Company as at 31 December 2017:**

- own 1,500,000 shares

**Relationship among Directors and Executives:** None

**Number of meeting attendance**

- Board of Directors Meeting: 6/6 times

**Illegal Record in past 10 years:** None

**Directors retiring by rotation who are nominated to be re-elected as directors for another term**



**Types of nominated Director** Director (Authorized Director)

**Name** Mr. Anotai Adulbhan

**Age** 44 years

**Nationality** Thai

**Appointment Date** 2 May 2014

**Year in position** 3 Years 10 Months

**Education**

- Master of Business Administration, Kellogg School of Management, Northwestern University, U.S.A.
- Bachelor of Engineering Chulalongkorn University
- Director Accreditation Program (DAP) Class 122/2015

**Working Experience**

2014 - Present	Authorized Director of Humanica Public Company Limited.
2017 - Present	Director of Aisance Company Limited
2016 - Present	Director of Ready Planet Company Limited
2015 – Present	Director of KT Restaurant Co., Ltd.
2014 – Present	Director of Hudson Asia Holdings Pte. Ltd.
2014 - Present	Director of Henderson Capital Asia Limited
2012 - Present	Director of Selic Corp Company Limited
2009 - Present	Director of Lakeshore Capital Partners Co., Ltd.
2000 – Present	Director of Business Commercial Networks Co., Ltd.

**Director / Executive Position**

- In other listed companies: 1 company (please see above)
- In non-listed companies: 7 companies (please see above)

- In other businesses that may cause conflict of interest to the Company: None

**Securities held in the Company as at 31 December 2017:**

- own 1,500,000 shares

**Relationship among Directors and Executives:**      None

**Number of meeting attendance**

- Board of Directors Meeting:      6/6 times

**Illegal Record in past 10 years:**      None

**Directors retiring by rotation who are nominated to be re-elected as directors for another term**



<b>Types of nominated Director</b>	Director
<b>Name</b>	Mr. Anuphan Kitnitchiva
<b>Age</b>	54 years
<b>Nationality</b>	Thai
<b>Appointment Date</b>	31 July 2014
<b>Year in position</b>	3 Years 8 Months

**Education**

- Doctor of Philosophy National Institute of Development Administration
- Master of Laws Thammasat University
- Bachelor of Laws Thammasat University
- Director Certification Program (DCP) Class 130/2010
- Advanced Audit Committee Program (AACP) Class 17/2014
- Role of the Chairman Program (RCP) Class 38/2016
- Successful Formulation & Execution of Strategy (SFE) Class 26/2016

**Working Experience**

2014 - Present	Director of Humanica Public Company Limited.
2014 – Present	Chairman of the Audit Committee of TOT Public Company Limited.
2014 – Present	Chairman of the Audit Committee of Thai Poly Acrylic Public Company Limited
2004 - Present	Director and Managing Director of Dherakupt Law Office

**Director / Executive Position**

- In other listed companies: 2 companies (please see above)
- In non-listed companies: 1 company (please see above)
- In other businesses that may cause conflict of interest to the Company: None

**Securities held in the Company as at 31 December 2017:**

- own 500,000 shares
- spouse 8,934,000 shares

**Relationship among Directors and Executives:**      None

**Number of meeting attendance**

• Board of Directors Meeting:      6/6 times

**Illegal Record in past 10 years:**      None

**Statement of Proxy Method, Meeting Registration, Document Submission before the  
Meeting, Voting and Counting of votes  
For the 2018 Annual General Meeting of Shareholders  
Humanica Public Company Limited  
2 April 2018**

**A. Proxy**

The Company has sent a proxy form for shareholders who are not able to attend the meeting in person, they can consider appointing other person or to appoint the Company's director (according to the list of directors as specified by the Company) to be the proxy for attendance and vote in the shareholders meeting in lieu of appointing other person as a proxy.

- The grantor must appoint only one proxy to attend and vote at the meeting and cannot divide the number of shares for multiple proxies to split the vote.
- The grantor kindly fill in the proxy form and such proxy form must be completely sign by both the principal and proxy.
- The proxy must submit proxy form to the Company's staff at the place of the meeting before attending the meeting.

**B. Registration and Document Submission before the Meeting**

The Company will begin to verify the completeness of the proxy form and will be open for registration at 13.00 hrs. onwards at Surasak Room 2-3, Eastin Grand Sathorn Hotel, No. 33/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The attendee must present the following documents for registration before the meeting (as the case may be).

1. Attend by oneself
  - Registration Form (Enclosure 1)
  - Original Identity Card issued by government agencies such as ID card, Driver's license or passport
2. Attendance by proxy
  - 2.1 Individual shareholder
    - Registration Form (Enclosure 1)
    - Proxy form filled out in full and signed by the shareholder and proxy affixed with THB20 stamp duty
    - A copy of identification card issued by government agencies such as ID card, license or passport, certified true copy by the shareholder
    - Original Identity Card of the proxy issued by government agencies such as ID card, Driver's license or passport
  - 2.2 Shareholder who is a juristic person registered in Thailand
    - Registration Form (Enclosure 1)



- Proxy form, filled out in full, signed by the authorized signatory on behalf of the shareholder and proxy, affixed with the Company Seal (if any) and THB20 stamp duty
- A copy of the Company Affidavit/certificate of registration of the shareholder issued by the Ministry of Commerce or the relevant authorities for no more than 3 months prior to the date of the meeting, which is certified true copy by the authorized person(s) of the shareholder with the company seal affixed (if any) together with a delegation message stating that the attendee has been authorized to act on behalf of the juristic person who is the shareholder
- A copy of the identification card of the authorized signatory on behalf of the shareholder issued by government agencies such as ID card, Driver's license or passport certified true copy by the authorized person on behalf of the shareholder
- Original Identity Card of the proxy issued by government agencies such as ID card, Driver's license or passport

### 2.3 The shareholder is a juristic person registered in a foreign country

- Registration Form (Enclosure 1)
- Proxy form, filled out in full, signed by the authorized signatory on behalf of the shareholder and proxy, affixed with the Company Seal (if any) and THB20 stamp duty
- A copy of the certificate of incorporation or corporate document of the shareholder issued by the relevant authorities showing name, location, head office and the name and authority of the authorized signatory on behalf of the shareholder, which is certified true copy by the authorized person(s) of the shareholder with the company seal affixed (if any)
- A copy of the identification card of the authorized signatory on behalf of the shareholder issued by government agencies such as ID card, Driver's license or passport certified true copy by the authorized person on behalf of the shareholder
- Original Identity Card of the proxy issued by government agencies such as ID card, Driver's license or passport
- English translation of the documents, which are not originally in English certified correctness of the translation by the authorized signatory of the shareholder

Shareholder who wishes to appoint a proxy may appoint any person to attend the meeting or proxy to Mr. Patara Yongvanich, the Company's Independent Director, as Proxy, information of such independent director as shown in Enclosure 7. With this respect, the shareholder can send the completed proxy form to the Company Secretary of Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Kwaeng Rongmuang, Khet Pathumwan, Bangkok Metropolis 10330 within 29 March 2018 or hand in at the meeting place.

### **C. Voting and ballot counting**

The Chairman of the meeting will inform the voting method and vote counting for the meeting before entering into the agenda.

1. Voting

- To count one share as one vote.
- Voting on each agenda item - the Chairman will ask the meeting whether any shareholder against or abstained. Please raise your hand.
- If any shareholder raised his hand for against or abstain, such shareholder shall record the resolution, disapproval or abstention, in the ballot paper which the staff gave them before the meeting and the Chairman would have the officers take the voting cards of the shareholders disagreed or abstained. The shareholders, who did not raise their hands at the meeting, shall be deemed to approve the proposed resolution of the meeting.
- If no shareholder raised his hand for against or abstain, it shall be deemed that the meeting unanimously approved the meeting as proposed by the Chairman. Unless the shareholder has marked in the proxy form that he/she wishes to vote against or abstain where the Company has recorded such disapproval or abstention votes in each resolution on each agenda.
- Shareholder who appoints a proxy to attend the meeting and give the proxy authority to vote based on shareholder's intention as specified in the proxy form. The Company will record the voting that the shareholder has specified in the proxy form in advance, after the registration by the proxy. This is to accommodate the proxy so that the proxy does not have to fill out in ballot papers at the meeting.

2. Vote counting

- In counting of votes on each agenda, the Company will count the votes of the shareholders present in the meeting and the shareholders by proxy as registered in advance at the time of registration by the proxy, for against and abstention, and deduct those from the total number of shares attending the meeting and having the right to vote on each agenda item
- The Chairman will announce the result of voting on each agenda item by the end of each agenda by having details of how many votes approves, against or abstain including the proportional ratio

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

Article 34. Meetings of shareholders are held at the location the Company headquarters is seated or nearby provinces.

Article 35. The board of directors shall call for shareholders meeting at least once a year which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Other shareholder's meetings are called the "extraordinary meeting".

The board of directors will summon any extraordinary meeting as they deem appropriate or when the shareholders holding the shares amounting of not less than ten (10) percent of the total number of shares wholly sold may request the board of director in writing to call for an extraordinary meeting at any time provided that the reasons of request for calling such meeting shall be clearly stated in the said written request. In this respect, the board of directors shall proceed to call for a shareholder meeting to be held within forty-five (45) days from the date of receipt of the request from the said shareholders.

If the board of directors do not proceed a shareholder meeting within forty-five (45) days from the date of receipt of the request from the shareholders, one or more shareholders holding the shares amounting to not less than amount to be required are entitled to hold the meeting within forty (45) days from the expiration of the period specified in the preceding paragraph and in such case, such shareholder meeting shall be deemed to be a meeting called by the board of director where the company must be accountable for any essential expenses incurred from the shareholder meeting and facilitate the shareholder meeting as appropriate. However, if the number of shareholders attending the shareholder meeting is not a quorum, all shareholders who requested to call the shareholder meeting at that time shall be jointly and severally liable for the costs incurred from the holding of such shareholder meeting.

Article 36. To summon a shareholder's meeting, the board of directors shall prepare a notice thereof specifying the place, date, time, the agenda and the matters to be proposed at the meeting (together with details as may be reasonable) by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including submission of any comments by the board of directors on such matter (if any). Such notice shall be sent to the shareholders and registrar not later than seven (7) days prior to the date of such meeting and published not less than three (3) days prior to the date of the meeting by newspapers for three (3) consecutive days.

Article 37. At a shareholder's meeting, there shall be not less than twenty five (25) shareholders and proxies (if any) or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less

than one-third (1/3) of the total number of shares sold at a shareholder meeting in order to form a quorum.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If that meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be sent to shareholders at least seven days prior to the meeting date. In the subsequent meeting, the quorum is not required.

Article 38. In the shareholder's meeting, any shareholder can authorize a proxy to vote for him/her. The delegation of powers requires the signature of the authorizer on the proxy, of which the format is stipulated by the registrar of the public company limited. A proxy must be submitted to the Chairman of the Board of Directors or the person he has designated before the proxy attends such a meeting and a proxy must contain the following issues at least:

- a) The number of shares the authorizer is holding,
- b) The name of the proxy,
- c) The ordinal number of the meeting to be attended and to cast the vote by the proxy.

Article 39. The shareholders' meeting shall be in accordance with the agenda set forth in the notice of the meeting unless the meeting has a resolution to change the order of the agenda by not less than two thirds (2/3) of the total number of shareholders attending the meeting.

After the shareholders' meeting has already considered matters in the notice of the meeting, shareholders holding not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the notice of the meeting.

In the event that the shareholders' meeting cannot completely consider the matter as set out in the notice of the meeting or additional matters as proposed by shareholders and it is necessary to postpone the consideration, the shareholders meeting is required to determine the place, date and time of the subsequent shareholders' meeting and the notice shall be sent to the shareholders not later than 7 days prior to the date of such meeting and published not less than 3 days prior to the date of the meeting by newspapers for 3 consecutive days.

Article 40. The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present or cannot perform his duty, and if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no vice chairman or if the vice chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be chairman of the meeting.

Article 41. In the shareholders' meeting, every shareholder shall be entitled for one (1) vote for one (1) share.

If any shareholder has a special interest in any matter, such shareholders shall not be entitled to vote on that matter except for voting on the election of the directors.

Article 42. Except as otherwise provided herein or other cases as required by law, any vote or any approval at shareholders' meeting shall require the majority votes of the shareholders attending the meeting and having right to vote. In case of equal votes, the Chairman of the meeting shall have an additional vote as a casting vote.

The resolutions of the shareholders' meeting in the following cases must receive votes of not less than three quarters (3/4) of the total number of votes of the shareholders attending the meeting and having right to vote.

- (1) the sale or transfer of the entire or substantial part of the Company's business to other person;
- (2) the purchase or acceptance of transfer of the business of other public company (s) or private company (s) by the Company;
- (3) the making, amending or terminating any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person (s) for the purpose of profit and loss sharing;
- (4) the Amendments to the Memorandum of Association or Article of Association of the Company;
- (5) the increasing or reducing the Company's capital;
- (6) the issuance and offering of debentures of the Company; or
- (7) the Amalgamation or dissolution of the Company.

**Details of independent directors who act as proxy for the shareholders' meeting and the Nominating Committee and Compensation**



**Type of nominated Director** Independent Director / Chairman of the Audit Committee

**Name** Mr.Patara Yongvanich

**Age** 41 years old

**Nationality** Thai

**Appointment Date** 2 May 2014

**Year in position** 3 Years 10 Months

**Education**

- MBA, Cornell University, U.S.A.
- Master of Industrial Engineering, Stanford University, U.S.A.
- Bachelor's Degree in Mechanical Engineering, Cornell University, U.S.A.
- Director Accreditation Program (DAP) Class 134/2017

**Working Experience**

2014 - Present Chairman of the Audit Committee Humanica Public Company Limited.

2013 - Present Director of Rhipe Thailand (Software Company in Bangkok)

**Director / Executive Position**

- In other listed companies: None
- In non-listed companies: 1 company (please see above)
- In other businesses that may cause conflict of interest to the Company: 1 company (please see above)

**Securities held by the Company as at 31 December 2017:**

- own 1,200,000 shares

**Relationship among Directors and Executives:** None

**Number of meeting attendance**

• Board of Directors Meeting: 9/9 times

**Illegal Record in past 10 years:** None

**Biography of the Nominating Committee and Compensation**



<b>Types of nominated Director</b>	Vice Chairman/Chief Executive Officer
<b>Name</b>	Mr. Soontorn Dentham
<b>Age</b>	61 years
<b>Nationality</b>	Thai
<b>Appointment Date</b>	29 July 2003
<b>Year in position</b>	14 Years 8 Months

**Education**

- Bachelor of Commerce and Accountancy Thammasat University
- Director Certification Program (DCP) Class 219/2016
- Executive Program: Strategic Planning - Sasin & University of Michigan
- E Business Program - University of Melbourne
- Leading in a Disruptive World Program – Stanford University

**Working Experience**

2003 - Present	Vice Chairman and Chief Executive Officer of Humanica Public Company Limited.
2016 – Present	Director of Humanica Asia Pte. Ltd.
2016 – Present	Director of Professional Outsourcing Solutions Ltd.
2016 - Present	Director of Accounting & Business Advisory Co.,Ltd.
2006 - Present	Director of Tan Khun Thai Co.,Ltd
2003 – Present	Director of Docuxpert Asia Co.,Ltd
2003 – Present	Director of Thailand Land Development (Na Na 1994) Co.,Ltd

**Director / Executive Position**

- In other listed companies: None
- In non-listed companies: 6 companies (please see above)



- In other businesses that may cause conflict of interest to the Company: None

**Securities held in the Company as at 31 December 2017:**

- own                    288,233,900 shares

- spouse                500,000 shares

**Relationship among Directors and Executives:**            None

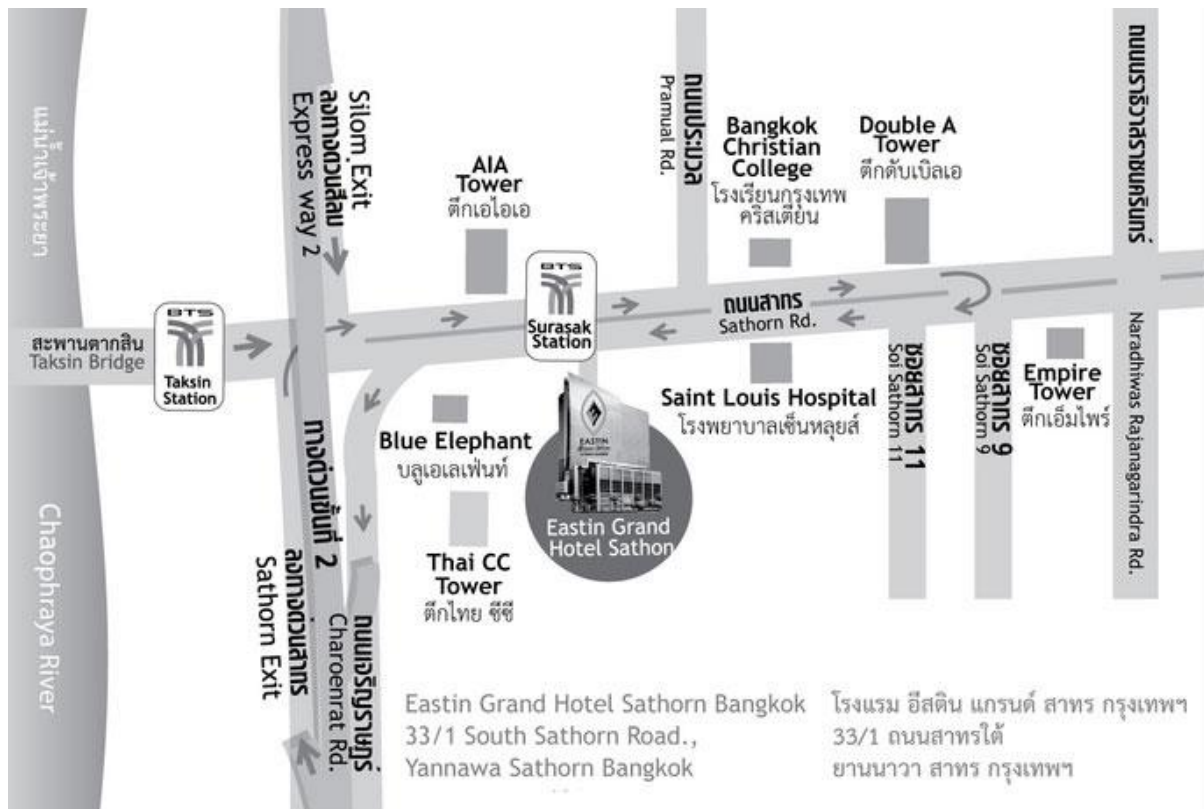
**Number of meeting attendance**

- Board of Directors Meeting:    6/6 times

**Illegal Record in past 10 years:**    None

Humanica Public Company Limited

Map of the Annual General Meeting of Shareholders for the year 2018



**Proxy Form (Form B)**

Affixed  
Stamp  
Duty

Made .....

Date.....Month .....Year .....

(1) I/We.....Nationality .....residing/located  
at.....Road .....Sub-  
district .....District .....Province .....Postal  
Code .....

(2) Being shareholder of Humanica Public Company Limited holding the total  
numbers of ..... shares and have rights to vote equal to ..... votes as  
follows:

☐ Ordinary shares ..... shares and have the rights to vote equal  
to .....vote

☐ Preference shares ..... shares and have the rights to vote equal  
to .....vote

(3) Hereby appoints

☐ 1. ....Age .....years residing/located at  
No. ....Road .....Sub-  
district .....District .....Province .....Postal  
Code.....

2. ....Age .....years residing/located at  
No. ....Road .....Sub-  
district .....District .....Province .....Postal  
Code.....

3. ....Age .....years residing/located at  
No. ....Road .....Sub-  
district .....District .....Province .....Postal  
Code.....

☐ Independent Director of the Company Mr. Patra Yongvanic (details of  
Independent Director as shown in Enclosure 7)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at  
2018 Annual General Meeting of Shareholder to be held on 2 April 2018 at 14.00 pm  
at Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan  
Nawa, Khet Sathorn, Bangkok Metropolis 10120 or at any adjournment thereof to  
any other day, time and venue.

(4) In this meeting, I/We grant my/our proxy to consider and vote on my/our behalf as follows:

☐ **Agenda 1 Adoption of the Minutes of the Extraordinary Meeting of Shareholders No.1/2017 which was held on 24 August 2017**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:
- |                              |                                  |                                  |
|------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
|------------------------------|----------------------------------|----------------------------------|

☐ **Agenda 2      Acknowledgement of the Company's performance for the year 2017**  
This agenda does not have to be voted by the shareholders as it is a report to shareholders for acknowledgement.

☐ **Agenda 3      Approval on the Financial Statements for the year ended 31 December 2017 which has been audited by the certified auditor**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:
- |                              |                                  |                                  |
|------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
|------------------------------|----------------------------------|----------------------------------|

☐ **Agenda 4**      **Approval on the appropriation for legal reserve and dividend payment from the Company's performance for the year 2017**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:
- |                              |                                  |                                  |
|------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
|------------------------------|----------------------------------|----------------------------------|

☐ **Agenda 5      Approval on the appointment and the determination of the remuneration for the Company's auditor for the year 2018**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:
- |                              |                                  |                                  |
|------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> For | <input type="checkbox"/> Against | <input type="checkbox"/> Abstain |
|------------------------------|----------------------------------|----------------------------------|

☐ **Agenda 6      Approval on the re-election of directors retired by rotation to be directors for another term**

☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:

☐ Election of all proposed directors to replace those who retire by rotation  
☐ For                      ☐ Against                      ☐ Abstain

☐ Election of some director to replace those who retire by rotation as follows:

1. Mr.Thanwa Laohasiriwong

☐ For                      ☐ Against                      ☐ Abstain

2. Mr.Anotai Adulbhan

☐ For                      ☐ Against                      ☐ Abstain

3. Mr.Anuphan Kitnitchiva

☐ For                      ☐ Against                      ☐ Abstain

☐ **Agenda 7      Approval on the director remuneration for the year 2018**

☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:  
☐ For                                      ☐ Against                      ☐ Abstain

☐ **Agenda 8      Approval on the appointment of the Nomination and Remuneration Committee**

☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:  
☐ For                                      ☐ Against                      ☐ Abstain

☐ **Agenda 9      Other business (if any)**

☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:  
☐ For                                      ☐ Against                      ☐ Abstain

(5) If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in the meeting except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein shall be deemed to be the actions performed by myself/ourselves.

Signed..... Grantor  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Remarks:

1. The shareholder appointing the proxy shall appoint one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. In the Agenda for the election of directors, the vote may be made for all or certain directors.
3. In case where the statement exceeds those specified above, additional details may be specified in the attachment to Proxy Form (Form B)

## Attachment to Proxy Form (Form B)

A proxy is granted by a shareholder of Humanica Public Company Limited.

For the 2018 Annual General Meeting of Shareholder to be held on Monday, 2, April 2018 at 14.00 pm at Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa, Khet Sathon, Bangkok Metropolis or at any adjournment to any other day, time and venue.

☐ **Agenda..... Approval on.....**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:
- ☐ For ☐ Against ☐ Abstain

☐ **Agenda..... Approval on.....**

- ☐ (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ (b) The proxy shall have right to approve in accordance with my/our intention as follows:
- ☐ For ☐ Against ☐ Abstain

☐ **Agenda.....Approval on the election of directors (continued)**

**Name of Director .....**

☐ For ☐ Against ☐ Abstain

**Name of Director .....**

☐ For ☐ Against ☐ Abstain

**Name of Director .....**

☐ For ☐ Against ☐ Abstain

**Name of Director .....**

☐ For ☐ Against ☐ Abstain

**Name of Director .....**

☐ For ☐ Against ☐ Abstain