

Invitation to the 2020 Annual General Meeting of Shareholders

HUMANICA PUBLIC COMPANY LIMITED

April 27, 2020

Register time 11.00 am.- 1.00 pm.

At Chamchuri Ballroom A

Pathumwan Princess Hotel

Announcement of COVID – 19 prevention policy for Annual General Meeting 2020

According to the epidemic of COVID – 19, our management, together with our Board of Directors, has carefully considered various options and would like to proceed with our AGM on 27 April 2020 as planned.

We recognised the importance of the health of our shareholders, our staff and directors and would like to put in place the following preventive measures we will adopt in holding of our AGM to keep everyone safe:

1. To facilitate the needs of shareholders who may not attend the AGM in person, we will provide a simultaneous webcast of the proceedings of the general meetings. Please check our website at <https://www.humanica.com/investors> for more information on the webcast for more information. However, it will not be possible for us to take vote via the webcast. Shareholders are strongly encourage to appoint our director, Mr. Patara Yongvanich to act as proxy and direct the vote at the AGM. Shareholders may submit the proxy form in accordance to the instruction provided with this notice.

2. We will prepare the venue in a manner to reduce the crowding of attendees and improve ventilation, such as:

- the seats in the venue will be placed a distance apart from one another;
- we will hand out drinks and snack box; and
- we will space out the registration counters.

3. In addition, we will implement precautionary measures at the AGM venue itself, as advised by the Health Authority, including:

- Conduct temperature check, providing hand sanitiser and all attendees are required to sign a health declaration form and provide their travel history and contact details (to facilitate contact tracing, if required) before entering the venue;
- For the health of our stakeholders, we will turn away attendees who are unwell as well as those with travel history to certain countries/regions 14 days preceding the AGM, as per guidelines announced by the Authority.

In the interest of public health including the well-being of shareholders, we strongly encourage you to

- a) utilise options available to participate in AGM without attending in person;
- b) you must cooperate with the precautionary measures we have put in place should you or your proxy wish to attend the general meeting in person; and
- c) you must not attend AGM if you are feeling unwell, been in close contact with COVID-19 patient or have been placed on quarantine orders or stay-at-home notices.

We seek your understanding during this difficult times. Stay safe and stay healthy.

Note: The situation is uncertain and shareholders should check our website closer to date for latest update regarding the AGM 2020.

No. BC. 005/2020

March 30, 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

Attention: Shareholders
Humanica Public Company Limited

- Enclosures:
1. Registration Form
 2. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019
 3. 2019 Annual Report (in QR Code format) and Financial Statement for the year 2019 ended December 31, 2019
 4. Name list and profiles of the directors who are retiring by rotation and being nominated
 5. Details of independent directors (support the appointment of shareholders' proxy)
 6. Guideline for registration, Proxy Method, Presented Document before the Meeting, Voting and Counting of Votes for the 2020 Annual General Meeting of Shareholders
 7. Articles of Association of the Company in relation to the Shareholders' Meeting
 8. Map of the Meeting Venue
 9. Proxy Form (Form A)
 10. Proxy Form (Form B)
 11. Proxy Form (Form C)

Following the Board of Directors Meeting No. 1/2020 of Humanica Public Company Limited (the "Company") held on February 25, 2020 has passed a resolution to approve the 2020 Annual General Meeting of Shareholders to be convened, which will be held on Monday, April 27, 2020 at 13.00 hours at Chamchuri Ballroom A, Pathumwan Princess Hotel, No. 444, MBK Centre Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok Metropolis, to consider the agendas as follows:

Agenda 1 To acknowledge and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019

Facts and Rationales

The 2019 Annual General Meeting of Shareholders held on April 29, 2019 and the Company has prepared the Minutes of the 2019 Annual General Meeting of Shareholders within 14 days and disclosed through the Company's website and submitted to the Ministry of Commerce within the time period required by laws.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019 to the 2020 Annual General Meeting of Shareholders for certification, and the details of Minutes of the 2019 Annual General Meeting of Shareholder recorded are true and complete, as set out under Enclosure 2.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 2 To acknowledge the Company's operation results for the year 2019

Facts and Rationales

To comply with Section 113 of the Public Company Act B.E. 2535 (including its amendment) ("Public Company Act"), the Company is required to arrange to have the Annual Report and circulate to the shareholders of the Company with the invitation to the Annual General Meeting. The Company summarised the overall performance and major changes of the year 2019, details of which are specified in the 2019 Annual Report. The Annual Report is provided in a QR Code Format, as set out in Enclosure 3.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the Company's operating result for the year 2019 to the 2020 Annual General Meeting of Shareholders for acknowledgement.

Votes for Approval

The agenda item is for acknowledgement, and therefore no votes shall be casted.

Agenda 3 To acknowledge the resignation of director and the re-appointment of the director

Facts and Rationales

The Company's Board of Directors has resolved to approve the appointment of Mr. Pana Janviroj to be a director and an independent director replacing Mr. Thanwa Laohasiriwong who resigned from his office, with effective from 25 February 2020 onwards.

Opinion of the Board of Directors

The Company's Board of Directors deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to acknowledge the appointment of Mr. Pana Janviroj as a director and an independent director in place of the resigned director.

Votes for Approval

The agenda item is for acknowledgement, and therefore no votes shall be casted.

Agenda 4 To consider and approve the Financial Statement for the year ended December 31, 2019 which has been audited by the certified auditor

Facts and Rationales

To comply with section 112 of the Public Company Act, the Company is required to arrange to have the balance sheet at the end of the Company's fiscal year (ended December 31 of every years) proposed to shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company's Financial Statement for the year ended December 31, 2019 has been audited by certified public auditor and reviewed & agreed by the Audit Committee as well as approved by the Board of Directors as details set out in Enclosure 3

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose to the Annual General Meeting to consider and approve the Financial Statement for the year ended December 31, 2019, as duly audited and certified by the Company's auditor.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 5 To consider and approve the allocation of profits for the year 2019 as the legal reserve and dividend payment

Facts and Rationales

The Company has its dividend payment policy at the rate of not less than fifty (50) percent of the adjusted net profits based on the Company's financial statement after deducted by the corporate income tax. However, the dividend payment is subjected to the investment plan, conditions and limitations as stipulated in the loan agreement and other relevant agreement (if any) as well as operational result and other relevant matters as the Board of Directors may consider and amend such dividend payment policy from time to time to be appropriate for the necessity and growth for the Company's investment in the future as well as necessity of capital investment and cash flow, in which the payment of dividend will no excess accrued profit and shall be in accordance with the law. Nevertheless, the Board of Directors may consider annual dividends, subject to the approval of the Shareholders' Meeting unless the interim dividends which the Board of Directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so and inform the next Shareholders' Meeting for the acknowledgement.

According to Section 115 and Section 116 of the Public Company Act and Clause 47 – 50 of the Company's Articles of Association required the Company to pay dividends from its profit only and not to pay dividends other than out of profits. In the case where the Company still has an accumulated loss, no dividend shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. The Company is required to set aside at least five (5) percent of its net annual profit as a legal reserve until it reaches ten (10) percent of the Company's registered Capital.

With regard to the dividend payment for the year 2019, the Company paid an interim dividend on September 11, 2019 calculated at the rate of Baht 0.06 per share. In this regard, the Board of Directors has recommended to propose to the shareholders of the Company to consider and approve to pay the additional dividend from the result of the operation and the net profit from July 1, 2019 – December 31, 2019 calculated at Baht 0.06 per share in the amount of Baht 40,800,000 or in the total amount of Baht 81,600,000 annually, calculated at Baht 0.12 per share annually, or 68.46 percent of the profit of the year. Comparison of the dividend payment with the preceding year is as follows:

	2018	2019
Separate net profit (Baht)	104,132,468	119,197,798
Earnings per share**	0.15	0.18
- Interim dividends	0.04	0.06
- Annual dividends	0.06	0.06*
Total dividends (Baht)	68,000,000	81,600,000
Proportion of dividend payment (including interim dividends)	65.30 per cent	68.46 per cent

* If it is approved by the shareholders at the 2020 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 entitlement to the dividends remains uncertain until it is approved by the shareholders at the 2020 Annual General Meeting of Shareholders. In the event that the dividend payment as proposed by the Board of Directors is approved by the Annual General Meeting of Shareholders, the Board of Directors determined the Record Date as on Friday, May 8, 2020 which the shareholders whose names appear on the name list of shareholders shall be entitled to the dividend and the dividend payment shall be made on Tuesday, May 26, 2020.

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose to the 2020 Annual General Meeting for approval for the allocation of profit as a legal reserve as follows:

1. Dividend payment from the result of the operation and the net profit from July 1, 2019 – December 31, 2019 calculated at Baht 0.06 per shares. The dividend payment shall be paid on

Tuesday, May 26, 2020 and the list of shareholders who are entitled to receive the dividend is determined on Friday, May 8, 2020 (Record Date);

2. The Company as allocated the net profits to be the legal reserve for the year 2019 in the amount of Baht 5,959,889, equivalent to five (5) percent of its net annual profit prescribed by law and according to the Company's Article of Association. This bring the Company's legal reserve total to Baht 22,710,419 or 6.7% of its registered capital.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 6 To consider and approve the election of directors in replacement of the directors who are retiring by rotation

Facts and Retionales

The Company has made available opportunity for the shareholders to nominate the person with suitable qualifications to be considered and elected as the director in advance since January 30, 2020 by publicizing for the shareholders' acknowledgement through the Company's website. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as the director.

The Nomination and Remuneration Committee (excluding the interested members) has considered the recruitment and selection of the personnel, who are deserved to be nominated as the Board of Directors for year 2020, by taking into account the best interest of the Company's operation and according to Section 71 of the Public Company Act and the Company's Article of Association Clause 18 required that at every Annual General Meeting of Shareholders, one-third (1/3) of all directors are due to retire by rotation, if the number of directors cannot be divided exactly into three parts, directors in a number closes to one-third (1/3) shall retire. The directors vacating from office in the first and subsequent years, the director who has helf office longer shall vacate. A director who vacates office under this section may be re-relected. In this 2020 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 3 directors:

- | | | | |
|-----|-------------|-------------|-----------------------|
| (1) | Mr. Anotai | Adulbhan | Chairman of the Board |
| (2) | Mr. Anuphan | Kitnitchiva | Independent Director |

(3) Mr. Patai Padungtin Independent Director and
Member of Audit Committee

In this regard, the Nomination and Remuneration Committee considered the qualifications, knowledge and experience of such three retiring directors in various prospects, the Nomination and Remuneration Committee determined that such three retiring directors are versatile, full of experiences and expertise which will support the Company's business operation. In addition, such three directors are not forbidden and also meet the qualifications of directors required under the Public Company Act and the Securities and Stock Exchanges notifications. It is deemed appropriate to re-elect 3 directors who shall be retired by rotation to resume their position for another term. With regard to Mr. Anuphan Kitnitchiva and Mr. Patai Padungtin, the Company's Board of Directors which possesses no interest in this agenda has considered that these two persons have full and complete qualifications to be the independent directors in accordance with the terms and conditions of the qualification of the Company's independent directors and the relevant regulations which the independent director is able to independently opine his/her opinion. The details of list of directors and biographies of the directors who are retiring by rotation and nominated for re-appointment as appear in Enclosure 4.

Opinion of the Board of Directors

The Board of Directors (excluding the interested members) considered as proposed by Nomination and Remuneration Committee and opined that the aforementioned 3 directors are the persons with knowledges, competencies, expertise of the board skill matrix possessing fine working experience and profiles with leadership, broad vision. It is therefore deemed appropriate to propose to the 2020 Annual General Meeting of Shareholders to re-elect (1) Mr. Anotai Adulbhan; (2) Mr. Anuphan Kitnitchiva; and (3) Mr. Patai Padungtin to resume under their previous position for another term.

Votes for Approval

A resolution on this agenda item shall be approve by majority votes of shareholders, attending the meeting and casting their votes.

Agenda 7 To consider and approve the directors' remuneration for the year 2020

Fact and Rationale

The Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2020 by comparing with the information of remunerative

payment of the other listed companies within the same type of business including the appropriation of the business expansion.

Opinion of the Board of Directors

The Board of Directors considered by the consideration of the Nomination and Remuneration Committee in connection with the appropriateness of directors and sub-committees' remunerations, it is deemed appropriate to propose to the 2020 Annual General Meeting of Shareholders consider and approve the directors and sub-committees' remuneration for the year 2020.

A. Remuneration of the Board of Directors and Sub-Committee

Position	2020 (Proposal) Meeting Allowance (Baht/Person/Each)	2019 Meeting Allowance (Baht/Person/Each)
Chairman of the Board	35,000	35,000
Director	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of Nomination and Remuneration Committee	5,000	5,000
Nomination and Remuneration Committee	5,000	5,000

B. Performance Bonus for 2020

- No performance bonus for 2020 shall be paid to the Company's Board of Directors

C. Other Benefits

- None -

Votes for Approval

A resolution on this agenda shall be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Agenda 8 To consider and approve the change of purpose of the use of the proceeds from the Initial Public Offering (IPO) as disclose in the prospectus

Fact and Rationale

Pursuant to the Notification of the Office of Securities and Exchange Commission No. SorChor. 63/2561 Regarding Change of Purpose of Proceeds Utilization under the Registration Statement and the Draft Prospectus (“Notification No. SorChor. 63/2561”), the immaterial change of the purpose of proceeds utilization as the change of purpose of the proceeds utilization under the registration statement can be made upon an approval of the Company’s board of directors and the Company shall report such change to the subsequent meeting of the shareholders for acknowledgement. In this regard, the Company’s board of directors shall give its opinion regarding the change of the proceeds utilization in particulars as required by the Notification No. SorChor. 63/2561 and the Notification of Capital Market Supervisory Board No. TorChor. 71/2561 Regarding Particulars in the Invitation Letters to the Meeting of Shareholders which contain the change of the proceeds utilization under the registration statement and the draft prospectus.

The Company has proceeded with the initial public offering of its newly issued ordinary shares 180 million shares at the price of Baht 4.00 in the amount of Baht 720 million during November 30 - December 1 and 4, 2017 and started trading on the Stock Exchange of Thailand on 8 December with the purpose of the proceeds utilization as per the Company’s registration statement. In this regard, the Company has considered the appropriateness and the current business operation that the Company has a great working capital allocation and no longer requires reserve allocation to be used as its working capital. The excess allocation of working capital shall impact on a decrease in shareholders’ return. The Company therefore considered and viewed that it should allocate such working capital by way of averaging. The Company desires to move the amount of Baht 300,000,000 from a group of the working capital for business operation into a group of the investment in other companies which has a positive effect on the Company’s business. It is therefore considered proposing the Meeting to approve the change of the proceeds utilization under the registration statement and the draft prospectus in the amount of Baht 300,000,000 from the working capital for business operation as per the Objective No. 5 to the investment in other companies for the Group Company (M&A) as per the Objective No. 4.

Opinion of Board of Directors

The Board of Directors deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to consider acknowledging the immaterial change of the utilization of the proceeds from the initial public offering (IPO) by way of averaging the proceeds among the particulars as disclosed in the registration statement. The immaterial change of the utilization of the proceeds from the initial public offering (IPO) by way of averaging does not require an approval of the shareholders meeting since the Company's Board of Directors has authorized to consider such change in accordance with the Notification No. SorChor. 63/2561. However, the change of the proceeds utilization is deemed the change which affects the Company's investment. To maintain the good corporate governance of the Company, it is therefore considered proposing the shareholders to consider approving such change as if it is a material change of information.

Votes for Approval

A resolution shall be approved by the votes of no less than three-fourth (3/4) of the shareholders attending the meeting and being entitled to vote without an objection of 10 percent of all votes of the shareholders attending the meeting and being entitled to vote

Agenda 9 To consider and approve the appointment of auditor and the determination of auditor's fee for the year 2020

Fact and Rationale

Section 120 of the Public Company Act required the Annual General Meeting of Shareholders to consider the appointment of auditor and to determine the auditors fee of the Company at every year. The former auditor may be re-appointed. The auditor shall not be a director, staff, employee or person holding any position in the Company. However, with reference to the Notification of the Capital Market Supervisory Board which prescribes that in the occurrence that the auditor of a listed company in the Stock Exchange of Thailand has performed his/her duties on reviewing or auditing, and expressing opinion on the financial statements of such listed company for more than seven (7) accounting periods (regardless of consecutiveness), such listed company must rotate its auditor. The listed company may appoint a new auditor from the same audit firm as that of the previous auditor. The listed company may re-appoint the same auditor who is retired by rotation pursuant to the aforementioned condition only if it passes the lapse of at least five (5) consecutive accounting periods from the date on which such auditor has vacated from his/her duty.

Opinion of Audit Committee

The Audit Committee has considered the expertise, the professional standard, and the appropriateness of the auditor's fee and proposed the Board of Directors' Meeting to appoint the auditor from Deloitte Touche Tohmatsu Jaiyos Compay Limited ("Deloitte") as the Company's auditor for the year 2020 as Deloitte is a leading international auditing firm with strong auditing experience and expertise, a good understanding of the Company's business, a proven record of efficient and standardized work processes, and audit fee appropriate for the amount of work and comparable to the rates applied to other companies in the same level. Furthermore, Deloitte performed to a high standard in their work over the past year. The Audit Committee thus deemed it appropriate to propose the Board of Directors to submit to the Annual General Meeting of Shareholders for approval.

Opinion of Board of Directors

The Board of Directors has considered approving, as proposed by the Audit Committee, that it is appropriate to propose the 2020 Annual General Meeting of Shareholders to consider approving the appointment of the auditors from Deloitte to be the auditor of the Company and its 3 subsidiaries for the year 2020 and determining the auditor's fee for the year 2020 with details as follows:

1. Appointment of the following auditors from Deloitte to be the Company's auditor for the year 2020

Name of Auditor	Certified Public Accountant No.	Year(s) of the appointment as the Company's auditor
1. Ms. Wimolporn Boonyusthian	4067	Being the auditor who expressed opinion and signed on the Company's financial statements for year 2019, totaling 1 year
2. Mr. Choopong Surachutikarn	4325	Never expressed opinion and signed on the Company's financial statements

Name of Auditor	Certified Public Accountant No.	Year(s) of the appointment as the Company's auditor
3. Ms.JuntiraJuntrachaichoate	6326	Never expressed opinion and signed on the Company's financial statements

to singly act as the auditor and give opinion on the Company's financial statements. In the absence of the above-named auditors, Deloitte is authorized to identify one other Certified Public Accountant within Deloitte to act as the auditor and give opinion on the financial statements of the Company and its subsidiaries in place of such auditor.

It is noted that Deloitte and the auditors named above have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

The auditor of the Company and the auditor of its subsidiaries are of the same auditing firm except overseas subsidiaries which have external auditors from other audit firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Determination of auditor's fee for the year 2020

The remuneration inservices for auditing in year 2020 at totaling Baht 1,975,000 per year for annually auditing the Company's separated financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements, increase Baht 105,000 or 5.6% from 2019.

	2020 (Proposal) (Baht)	2019 (Baht)
Audit Fee of the Comapny	1,975,000	1,870,000
Audit Fee for 3 Subsidiaries	895,000	885,000
Non-Audit Fee	No	No
Total*	2,870,000	2,755,000

* The audit fee above excludes miscellaneous related expenses such as document/printing, communication etc and VAT.

Votes for Approval

A resolution on this agenda item shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Agenda 10 Other matters (if any)

Fact and Rationale

According to Section 105, Paragraph 2 of the Public Limited Companies Act B.E. 2535 (as amended), the shareholders may propose the shareholders' meeting to consider matters other than those proposed in the notice calling for the meeting if such shareholders hold shares not less than one-third of the Company's total issued shares.

Opinion of Board of Directors

The Board of Directors deemed it appropriate to contain this agenda to give shareholders an opportunity to propose the Shareholders' Meeting to consider matters other than those proposed in the notice calling for the meeting.

The Company, hereby, invites the Shareholders to attend the 2020 Annual General Meeting of Shareholders at the abovementioned date, time, and venue. The Company has scheduled the date to determine the names of the shareholders who are entitled to attend the 2020 Annual General Meeting of

Shareholders (Record Date) on Wednesday, March 11, 2020. In this regard, the Company will arrange the registration and documents submission at the venue on the meeting date from 11.00 a.m. onwards.

In order to accelerate and facilitate the resitration process, the Company has also publicized the notice Annual General Meeting of Shareholders together with the supplementary documents and other relevant documents on the Company's website (www.humanica.com) since March 30, 2020.

In case that the shareholders are able to attend the meeting, please bring your identification card to show, the Shareholder, who is unable to attend yourself and wishes to appoint a representative to attend and vote at the meeting on his/her behalf, please completed and duly executed the enclosed proxy (form A or B only) as appears in Enclosure 9 and Enclosure 10 affix stamp Baht 20 as well as attach documents or evidence presenting the shareholders status who entitled to attend the meeting and deliver to the meeting prior to the meeting commencing. In this regard, the Company request you to deliver such Proxy to the Company before April 16, 2020.

While for the foreign shareholders who has appointed a Custodian as the share depository and keeper, please use Proxy Form C. (as appear in Enclosure 11).

Shareholders wish to appoint the Company's independent director as a proxy to attend the meeting and vote on their behalves, the shareholder can appoint a proxy by using Proxy Form for the Company's independent director Mr. Patara Yongvanich, the detail appear in Enclosure 5, who possess no special interest rather than other directors, to attend the meeting and vote on the shareholders' behalves.

The Company uses the barcode system for registration and vote counting 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 (Details as per Enclosure 6) to present on the meeting date.

Sincerely yours,
Mr. Anotai Adulbhan
Chairman of the Board

Remark: If any shareholder wishes to receive the 2019 Annual Report in the form of a book, it can be obtained at the registration officer on the date of the 2020 Annual General Meeting of Shareholders.

Minutes of the Annual General Meeting of Shareholders No.1/2019
of
Humanica Public Company Limited

Date, Time and Venue

Humanica Public Company Limited (the “Company”) held the Annual General Meeting of Shareholders for 2019 on 29 April 2019 at 9.00 a.m. at Surasak Room 2-3, Eastin Grand Sathorn Hotel, 33/1 Sathon Tai Rd., Khwaeng Yan Nawa, Khet Sathon, Bangkok (the “Meeting”). Mr. Thanwa Laohasiriwong, Chairman of the Board of Directors, presided as the Chairman of the Meeting. The Chairman called the meeting to order and introduced attending directors, executives and invitees to the Meeting.

Attending Directors

- | | |
|-----------------------------|---|
| 1. Mr. Thanwa Laohasiriwong | Chairman of the Board of Directors and Independent Director |
| 2. Mr. Soontorn Dentham | Vice Chairman of the Board of Directors and Chief Executive Officer |
| 3. Mr. Anuphan Kitnitchiva | Director |
| 4. Mr. Anotai Adulbhan | Director |
| 5. Mr. Thanachart Numnonda | Audit Committee Member and Independent Director |
| 6. Mr. Patai Padungtin | Audit Committee Member and Independent Director |

Director Absent

- | | |
|--------------------------|--|
| 1. Mr. Patara Yongyanich | Chairman of the Audit Committee and Independent Director |
|--------------------------|--|

Attending Executives

- | | |
|---------------------------------|---|
| 1. Miss Chuenchom Techarungkiat | Chief Operating Officer – Human Resources Solutions |
| 2. Mrs. Sasithorn Hirunsak | Chief Operating Officer – Financial and Accounting Solutions |
| 3. Mr. Thanawat Thawornpradit | Chief Accounting and Finance Officer and Company Secretary |
| 4. Miss Lim Bee Bee | Chief Operating Officer – Commercial and International Business |

Auditor from EY Office Limited

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|-----------------------------|
| 1. Miss Watoo Kayankannavee |
|-----------------------------|

Legal Advisor from Benja Advisory Company Limited

1. Mr. Lirlit Petchvorakul

Shareholder registration and votes counting were undertaken by OJ International Company Limited.

At the beginning of the Meeting, there were 163 shareholders present in person or by proxy, representing 493,473,497 shares which equal to 72.5696% of the total issued shares of the Company, thus constituting the quorum pursuant to Article 37 of the Company's Articles of Association.

The Meeting's moderator then informed the Meeting of voting procedures whereby shareholders and proxy holders shall have one vote per each share held by them. Shareholders and proxy holders cannot divide their votes, except for custodians of foreign security holders who were granted a C-Form proxy. B-Form proxy holders must cast their votes in accordance with the choices pre-determined by the relevant shareholders. The three choices are approved, disapproved or abstained from voting. Before casting votes on each agenda item, shareholders would be allowed to ask questions which were relevant to the agenda item in question. Shareholders who wished to do so shall raise their hands and introduce themselves to the Meeting. Votes would be counted by using a barcode system and declared at the end of each agenda item. In cases of tie votes, the Chairman shall have a casting vote. Ballots shall be considered void if multiple choices were chosen or if there was an amendment without a signature affixed therewith or if the ballots do not have any signature affixed thereon. Agenda items 1 and 2 were for the Meeting's information and did not require voting. Agenda items 3 through 6 required a majority of eligible votes represented at the Meeting. Agenda item 7 required at least two-thirds of eligible votes represented at the Meeting.

The Meeting proceeded in accordance with the agenda items and resolved as follows:

Agenda Item 1: Acknowledgement of the Minutes of the Previous Meeting

The Chairman informed the Meeting that, following the previous Annual General Meeting of Shareholders No. 1/2018 held on 2 April 2018, the Company prepared and published the minutes of that meeting on the Company's website on 17 April 2018 and allowed shareholders who attended the meeting to propose amendments to the minutes but no shareholders submitted any such proposal.

No shareholder asked any question.

The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders No. 1/2018 of the Company.

Agenda Item 2: Acknowledgement of the Report on Company's Performance

The Chairman invited Mr. Soontorn Dentham, Chief Executive Officer, to report the Company's performance for the year 2018 to the Meeting. Khun Soontorn reported as follows:

The Company's overall earnings before interest and taxes (EBIT) in 2018 increased from 109.66 million Baht to 140.32 million Baht which was an increase of 28% from the previous year, deriving from 22.6% growth of the Company's HR solutions business which increased from 89.08 million Baht to 109.18 million Baht. The Company's profits from financial solutions business also grew 32.7% from 23.94 million Baht to 31.78 million Baht.

Thailand remained the key business location of the Company. HR solutions which were the main business of the Company continued to grow and constituted 77.8% of the Company's total revenues. Financial solutions also grew although they were still a small part of the Company's businesses constituting only 22.6%.

The Company provided HR solutions services in Thailand and also in Malaysia and Singapore, the only two foreign countries in which the Company operated. Out of 77.8% of the Company's total revenues from HR solutions, 63.2% came from Thailand and the remaining 14.6% came from foreign countries. The Company's growth in foreign markets was 15.6%, less than that of Thailand which was at 24.3%. The main reason was that the Company still focused more on Thailand. As part of a continued plan from last year, the Company would try to introduce new products and services in Thailand, especially by expanding its customer base from large corporations to SMEs.

The Company's compound annual growth rate (CAGR) during the past five years from 2014 through 2018 was 25.2% with continuous growth in revenues. Last year, the growth rate of Company's revenues was less than 10% due to the Company's commitment to certain major projects and the level of the Company's production

capacity which did not allow the Company to accept other major works. The Company's gross profit margin continued to grow every year from 32.2% in 2014 to 44.6% in 2018. The Company's net profit margin also continued to grow from 12.3% in 2014 to 23.3% in 2018. The Company heavily focuses on profits and aims to achieve a net profit margin at 30% of revenues based on the Company's business model which has recurring income while most of the Company's costs and expenses are relatively stable. Therefore, the Company expects an increased gross profit margin.

With regard to the Company's assets and liabilities, following the initial public offering (IPO) in 2017, the Company's assets significantly increased, most of which was cash received from the IPO. In 2018, the Company's assets continued to grow, with conversion of current assets to non-current assets because the Company utilized cash received from the IPO by making several investments. There was not much change to the Company's liabilities between 2016 and 2018. The Company's debt to equity ratio improved from 0.83 in 2015 to 0.09 in 2018. The Company's liabilities were mostly current liabilities from normal business operations.

The Company still focuses on its core current businesses which are HR solutions and financial solutions. Large enterprises remain as the Company's focus for HR solutions business meanwhile the Company would introduce new products and services for both existing and new customers, particularly SMEs because this is the largest segment in Thailand. In the past, the Company did not focus on this segment because it was highly competitive and the competition in this segment heavily based on prices. However, the Company is now ready to enter into this market by introducing WorkPlaze, a new mobile-based HR software application aimed at SMEs. This is part of the Company's business plan which continues from last year although there were some changes in the development process. The Company co-invested in this project with its partners, with a new start-up company established in Singapore to develop this product. Apart from co-investment, the Company is also responsible for the Thailand market of this new product. The Company also plans to improve its marketing methods to better capture the mass market of SMEs by partnering with financial institutions and other parties, the discussions of which are still ongoing.

Another important product of the Company is flexible benefits for employees. The product is both a platform and consultancy services. Flexible benefits are a global trend which already takes place in developed countries such as Singapore and Hong Kong although fixed benefits are still prevailing in Thailand. Execution of flexible benefits requires both knowledge of HR departments and also software technologies. The Company will launch

a platform to enable its customers to execute flexible benefits, with a consulting team to assist its customers on implementing because most customers still lack the know-how. The management believes that this product is new to Thailand and it is the Company's new business opportunity because owners of similar platforms in other countries still cannot enter into the market in Thailand due to their high prices.

No shareholder asked any question.

The Meeting acknowledged the Company's performance for the year 2018 and plans for future businesses.

Agenda Item 3: Approval of 2018 Audited Financial Statements

The Chairman requested the Meeting to consider the Company's audited financial statements for the fiscal year ended 31 December 2018 which were previously provided to the shareholders together with an invitation to the Meeting.

No shareholder asked any question.

Resolution: The Meeting then approved the Company's audited financial statements for the year ended 31 December 2018 by the following votes:

Approved:	504,864,990	votes, equivalent to	99.9901%
Disapproved:	0	votes, equivalent to	0.0000%
Abstained:	50,000	votes, equivalent to	0.0099%
Void ballots:	0	votes, equivalent to	0.0000%

Remark: As at the time of passing this resolution, there were additional shareholders present at the Meeting, representing 11,441,493 additional shares.

Agenda Item 4: Declaration of Dividends

The Chairman invited Khun Soontorn, the Chief Executive Officer, to inform the Meeting about dividends and allocation of reserves.

Khun Soontorn informed the Meeting that, considering cash flow circumstances of the Company and the Company's policy to payout at least 50% of its net profits of each fiscal year, the Board of Directors recommended a total dividend payment for the fiscal year 2018 at the rate of Baht 0.10 per share, equaling to 65.3% of the Company's net profits from 2018. Given that interim dividends at the rate of Baht 0.04 per share (with the total amount of interim dividend payment being 27.20 million Baht) were previously declared and paid to the shareholders based on the Company's performance for the period between 1 January 2018 and 30 June 2018, pursuant to a resolution of the Board of Directors Meeting No. 3/2018 held on 14 August 2018, therefore, further dividends at the rate of Baht 0.06 per share was recommended to be declared by this Meeting.

No shareholder asked any question.

Resolution: The Meeting acknowledged the payment of interim dividends and approved further dividend payment based on the Company's performance for the year 2018 at the rate of Baht 0.06 per share (with the total amount of further dividend payment being 40.80 million Baht), by the following votes:

Approved:	504,878,990	votes, equivalent to	99.9901%
Disapproved:	0	votes, equivalent to	0.0000%
Abstained:	50,000	votes, equivalent to	0.0099%
Void ballots:	0	votes, equivalent to	0.0000%

Remark: As at the time of passing this resolution, there were additional shareholders present at the Meeting, representing 14,000 additional shares.

Agenda Item 5: Appointment of Auditors and Approval of Their Remuneration

The Chairman invited Mr. Thanachart Numnonda, an Audit Committee Member and Independent Director, to present details to the Meeting.

Khun Thanachart explained to the Meeting that the Audit Committee had considered and made recommendations to the Board of Directors that:

- (a) the following auditors from Deloitte Touche Tohmatsu Jaiyos Company Limited be appointed as external auditors of the Company for the fiscal year 2019:
- Miss Wimolporn Boonyusthian (certified auditor no. 4067);
- Mr. Choopong Surachutikarn (certified auditor no. 4325); and/or
- Miss Juntira Juntrachaichoat (certified auditor no. 6326); and
- (b) the auditors' remuneration for the fiscal year 2019 be fixed at 1.87 million Baht.

The Board of Directors was of the opinion that Deloitte Touche Tohmatsu Jaiyos Company Limited is a leading international audit firm having expertise in auditing, the proposed audit fee was appropriate and that Deloitte Touche Tohmatsu Jaiyos Company Limited and all of the aforementioned auditors do not have any relationship and/or interest with the Company, its subsidiaries, executives, major shareholders or other persons relating thereto in any manner which may affect their ability to perform their independent duties.

The Chairman then further explained to the Meeting that the Company had used EY Office Limited for five years and, therefore, as a matter of good practice, the Board of Directors believed that it would be appropriate to change the Company's auditors.

No shareholder asked any question.

Resolution: The Meeting then approved the appointment of Ms. Wimolporn Boonyusthian (certified auditor no. 4067), Mr. Choopong Surachutikarn (certified auditor no. 4325) and Ms. Juntira Juntrachaichoat (certified auditor no. 6326), all of which from Deloitte Touche Tohmatsu Jaiyos Company Limited, as the Company's external auditors and the Meeting also approved their aggregate remuneration for 2019 at 1.87 million Baht, by the following votes:

Approved:	504,883,790	votes, equivalent to	99.9901%
Disapproved:	0	votes, equivalent to	0.0000%
Abstained:	50,000	votes, equivalent to	0.0099%
Void ballots:	0	votes, equivalent to	0.0000%

Remark: As at the time of passing this resolution, there were additional shareholders present at the Meeting, representing 4,800 additional shares.

Agenda Item 6: Re-election of Directors who Retired by Rotation

Pursuant to Section 71 of the Public Companies Act B.E. 2535 (A.D. 1992) and Article 18 of the Company's Articles of Association, at least one third of the total number of directors of the Company shall retire by rotation at each annual general meeting of the shareholders. At this Meeting, the following three directors retired by rotation but all of which were eligible for re-election:

- | | | |
|----|-------------------------|----------------------|
| 1. | Mr. Soontorn Dentham | Director |
| 2. | Mr. Patara Yongvanich | Independent Director |
| 3. | Mr. Thanachart Numnonda | Independent Director |

The Company's Nomination and Remuneration Committee had considered qualifications of director candidates by considering their competency, experience and expertise as well as their past performance as directors of the Company. The Board of Directors had considered qualifications of the three retiring directors and was of the view that it would be appropriate to have them re-elected as directors of the Company. The Board of Directors then proposed to the Meeting that the three retired directors be re-elected as directors of the Company.

For transparency and good corporate governance, the Chairman asked all retired directors to leave the meeting room before voting and then invited the shareholders to ask questions.

No shareholder asked any question.

Resolution: The Meeting acknowledged the retirement by rotation and approved the re-election of all of the above directors who retired by rotation, by the following votes:

Agenda Item 6.1: Mr. Soontorn Dentham (Director)

Approved:	502,970,491	votes, equivalent to	98.5401%
Disapproved:	7,451,700	votes, equivalent to	1.4599%
Abstained:	0	votes, equivalent to	0.0000%

Void ballots: 0 votes, equivalent to 0.0000%

Remark: As at the time of passing this resolution, there were additional shareholders present at the Meeting, representing 5,488,401 additional shares.

Agenda Item 6.2: Mr. Patara Yongvanich (Independent Director)

Approved:	415,273,591	votes, equivalent to	81.3588%
Disapproved:	95,148,600	votes, equivalent to	18.6411%
Abstained:	0	votes, equivalent to	0.0000%
Void ballots:	0	votes, equivalent to	0.0000%

Agenda Item 6.3: Mr. Thanachart Numnonda (Independent Director)

Approved:	510,422,191	votes, equivalent to	100.0000%
Disapproved:	0	votes, equivalent to	0.0000%
Abstained:	0	votes, equivalent to	0.0000%
Void ballots:	0	votes, equivalent to	0.0000%

Agenda Item 7: Approval of Directors' Remuneration

The Chairman invited Mr. Anotai Adulbhan, a member of the Company's Nomination and Remuneration Committee, to present details to the Meeting.

Khun Anotai explained to the Meeting that the Nomination and Remuneration Committee proposed the following remuneration to directors of the Company (same as last year):

Position	Meeting Allowance (Baht / person / time)
Chairman of the Board of Directors	35,000
Members of the Board of Directors	25,000
Chairman of the Audit Committee	30,000
Members of the Audit Committee	25,000
Chairman of the Nomination and Compensation Committee	5,000
Members of the Nomination and Compensation Committee	5,000

No shareholder asked any question.

Resolution: The Meeting approved remuneration of the Company's directors by the following votes:

Approved:	515,822,091	votes, equivalent to	99.9903%
Disapproved:	0	votes, equivalent to	0.0000%
Abstained:	50,000	votes, equivalent to	0.0097%
Void ballots:	0	votes, equivalent to	0.0000%

Remark: As at the time of passing this resolution, there were additional shareholders present at the Meeting, representing 5,449,900 additional shares.

Agenda Item 8: Other Agenda (If Any)

The Chairman informed the Meeting that the Company, through the Stock Exchange of Thailand, had previously invited shareholders to propose other agenda items but no shareholder did so. As such, there was no other agenda to consider at this Meeting.

Nevertheless, the Chairman invited shareholders and proxy holders to ask the Board of Directors or the management of the Company.

Mr. Apibal Ariyakulkan, a shareholder, asked the following questions:

1. Has the Company already had any customer for the flexible benefits product? Can the Company disclose the name of at least one customer?
2. Has the Company already had any large SME as a customer? Can the Company disclose the name of at least one customer? Or is this product still under development?
3. Given that the Company relies heavily on information technologies, does the Company have any system to ensure that its data would not be hacked?

The Chairman invited Khun Soontorn, the Chief Executive Office, to answer the questions. Khun Soontorn's responses were as follows:

1. The Company cannot disclose the names of its customers for flexible benefits at this moment but the Company has been in discussions with multiple prospective customers who expressed their interest in the product, some of which already received workshops from the Company but the Company is still preparing proposals for them. They are all major organizations. Given that the Company has customers in several countries, some of them use the Company's services not only in Thailand but also other countries and they already use and are familiar with similar platforms in other countries. They are waiting for the Company to offer this service. The Company is currently adjusting its systems and preparing its internal operations and teams to be ready to provide the service when this product is officially launched. The process may take about two months before the Company is ready to provide this service.
2. With respect to SMEs, from our market surveying together with our potential channel partners which are banks, there are several prospective customers who are interested in the Company's product. The system is completed but it is still under testing. It should be ready by the third quarter. The Company

is also preparing sales and marketing and operation teams. The Company does not merely sell the software to SMEs but also provide its customers an option to outsource certain functions as a total back-office solution. This will include accounting, finance, HR, payroll and IT outsourcing, i.e., a complete back-office outsourcing. The Company believes that there are demands for supporting functions services. SMEs are at disadvantage because, naturally, most people want to work in a large and well-known organization. Although SMEs may have the same budget as large organizations to hire people, but if people can choose, they probably work for a large organization. As such, there is a demand from SMEs. This issue is how to get SMEs to know the Company. In the past, the Company was not known to SMEs because the Company focused on large organizations. This is a problem for the Company to solve, how to improve its marketing and public relations. The Company probably would not emphasize on the number of sales teams but digital marketing and channel partners, although a new sales team specifically for SMEs is also needed due to different sales methods required.

3. For the third question regarding data security, the Company sets IT risks as a top priority because the Company provides services on technology-based platforms. The Company cannot allow the systems to fail, not just because of hacking but also from various other possible causes of system failure. The Company invested significantly on this matter. Technologies are what differentiate the Company from its competitors. Most competitors are not comparable with the Company because undertaking of security risk management requires a lot of investment. Creating operations to support systems that are always online also requires a lot of investment. This is something small competitors cannot undertake even if they have money because it requires other factors such as experience and other competencies. The Company also received ISO27001 which is an ISO for information security before being listed in the Stock Exchange. All of this are parts of the Company's investment to enhance the confidence of large organizations, especially international organizations as well as the Company's partners which require routine audit of the Company's systems from time to time.

Mr. Chokechai Sakulvisit, a shareholder, asked the following questions:

1. The Company sets a target for its net profit margin at 30% but what is the Company's target in terms of the number of users of HR solutions in the next three years? Based on my research, during the third

quarter of 2017 before the Company was listed in the Stock Exchange, the Company had about 300,000 users but I'm not sure about the current the growth.

2. What is the management's growth targets in the next three years given that HR outsourcing has been the Company's main source of revenues?

The Chairman invited Khun Soontorn, the Chief Executive Office, to answer the questions. Khun Soontorn's responses were as follows:

1. The Company's targets are not just profit margin, whether gross or net, because that is only one dimension of it. The Company's growth plan emphasizes both top-line and bottom-line and also headcount. The Company's internal target is to exceed 500,000 headcounts within three years. However, the Company emphasizes more on selling more products to staff of the Company's customers, not by using a hard-sell approach though but by improving their personal life and helping them to work better. This is the Company's mission statement. For example, in respect of flexible benefits, the Company does not sell insurance but the Company assists its customers to better take care of their employees. However, welfare benefits that companies provide to most of their employees are group insurances. This is what the Company will do.
2. Regarding the Company's business model and where the Company would go from now, the Company would not do anything that it is not ready. The Company is not an organization that would hold frequent press conferences just to create an image or price. The Company's main goal is to assist staff of its customers and to assist its customers. The Company emphasizes on a business model that is a B2B2C. The Company would not give away software for free just to create headcounts without considering profits and losses, like other start-up companies do.

No shareholder asked any further question.

The Chairman informed the Meeting that the minutes of this Meeting would be posted on the Company's website for shareholders to review. Any shareholder who wishes to propose any adjustment to the minutes may contact the Company.

**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Type of nominated Director	Chairman of the Board of Directors (Authorized Legal Representative)
Name	Mr. Anotai Adulbhan
Age	47 years old
Nationality	Thai
Starting date of directorship	July 14, 2017
Term of service	First term: July 14, 2017 – April 2, 2018 Second term: April 2, 2018 – AGM 2020



Educational Background and Training Course

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

Working Experience

2014 – Present	Chairman of the Board of Directors - Humanica Public Company Limited A company engages in enterprise software and payroll services.
2019 - Present	Director - nForce Secure Co., Ltd. A company engages in distributor of Cyber Security.
2018 - Present	Director - AAA Assets Co., Ltd. A company engages in an investment business.
2018 - Present	Director - Pharma Management Co., Ltd. A company engages in an investment business.
2017 – Present	Director - Aisance Co., Ltd. A company engages in distributor of cosmeceuticals.
2014 - Present	Director - Hudson Asia Holdings Pte. Ltd. A company engages in an investment business.
2012 - Present	Director - Selic Corp Public Company Limited A company engages in distributor of industrial adhesives products.
2009 - Present	Director - Lakeshore Capital Partners Co., Ltd. A company engages in the business of consulting and management.
2016 - 2018	Director - Ready Planet Co., Ltd. A company engages in the business of service provider for website.
2015 - 2019	Director - KT Restaurant Co., Ltd. A company engages in the business of restaurant.

Director / Executive Position

- In other listed companies: 1 company (please see above)
- In non-listed companies: 6 company (please see above)
- In other businesses that may cause conflict of interest to the Company: None

The Company's securities holdings as of December 31, 2019:

- Own 300,000 shares

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 5/5 times

Illegal Record in past 10 years: None

**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Type of nominated Director	Director / Independent Director
Name	Mr. Anuphan Kitnitchiva
Age	56 years old
Nationality	Thai
Starting date of directorship	July 14, 2017
Term of service	First term: July 14, 2017 – April 2, 2018 Second term: April 2, 2018 – AGM 2020



Educational Background and Training Course

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

Working Experience

2014 - Present	Independent Director - Humanica Public Company Limited A company engages in enterprise software and payroll services.
2014 - Present	Chairman of the Audit Committee - Thai Poly Acrylic Public Company Limited A company engages in the business of acrylic sheets distribution.
2004 - Present	Director and Managing Director - Dherakupt International Law Office Ltd. A company engages in the business of legal and tax consultant.
2014 - 2018	Chairman of the Audit Committee - TOT Public Company Limited A company engages in the business of telecommunication.

Director / Executive Position

- In other listed companies: 1 company (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

The Company's securities holdings as of December 31, 2019:

- Own 500,000 shares
- Spouse 4,639,100 shares

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 5/5 times

Illegal Record in past 10 years: None

**Profiles of Candidate Directors Retiring by Rotation for Appointment
as the Company's Directors for Another Term**

Type of nominated Director	Audit Committee / Independent Director
Name	Mr. Patai Padungtin
Age	40 years old
Nationality	Thai
Starting date of directorship	January 31, 2019
Term of service	First term: January 31, 2019 – AGM 2020



Educational Background and Training Course

- Bachelor of Engineering (Civil Engineering), Chulalongkorn University
- Director Accreditation Program (DAP), Batch 158/2019

Working Experience

2019 - Present	Independent Director / Audit Committee - Humanica Public Company Limited A company engages in enterprise software and payroll services.
2018 - Present	Director - Bulk One Group Co., Ltd. A company engages in the enterprise solutions for construction and real estate industry
2011 - Present	Director - Bulk Asia Co., Ltd A company engages in B2B Construction Material E-commerce.

Director / Executive Position

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

The Company's securities holdings as of December 31, 2019: None

Family Relationship among Directors and Executives: None

Number of Meeting Attendance

- Board of Directors' Meeting: 5/5 times

Illegal Record in past 10 years: None

Clarification Proxy Method, Meeting Registration, Presented Document before the Meeting,
Voting and Counting of Votes for the Annual General Meeting of Shareholders of 2020
Humanica Public Company Limited
April 27, 2020

A. Proxy Method

The Company has provided three (3) types of proxy form in accordance with the forms prescribed by the regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 for shareholders who are unable to attend the meeting in person to appoint any person or a proposed independent director of the Company as shown in *Enclosure 5* as proxy to attend and vote at the shareholders' meeting. The three (3) proxy forms are as follows:

1. Form A is a general form which is simple and uncomplicated (*Enclosure 9*);
2. Form B is an explicit form with fixed and specific details authorizing proxy (*Enclosure 10*); and
3. Form C is a form to be used specifically by shareholders who are specified in the register as foreign investors and have appointed a custodian in Thailand for the safekeeping of the shares (*Enclosure 11*).

In the event that the shareholder is unable to attend the shareholders' meeting in person, such shareholder can appoint any person as proxy as follows:

- A shareholder shall select only one of the above proxy forms;
- General shareholder shall select either Form A or Form B. Only one type of proxy form can be selected;
- Shareholders who are foreign investors and have appointed a custodian in Thailand for the safekeeping of the shares shall select Form C;
- A shareholder shall appoint only one proxy to attend and vote at the meeting and cannot divide the number of shares for multiple proxies to split the votes;
- A shareholder shall fill in the proxy form and such proxy form must be properly signed by both the grantor and proxy;
- An appointed proxy must submit the proxy form to the Company's staff at the place of the meeting before attending the meeting in order for the Company to verify the completeness and accuracy of the proxy form;
- In case the shareholders choose to appoint Mr. Patara Yongvanich, the Company's independent director, as the proxy, the shareholders shall deliver the completed proxy form with the supporting documents as shown below to the Company Secretary of Humanica Public Company Limited, at No. 2 Soi Rongmuang 5, Rongmuang Rd., Kwaeng Rongmuang, Khet Pathumwan, Bangkok 10330 within April 10, 2020 or hand it in at the meeting place.

B. Registration and Document Submission before the Meeting

The Company will begin the registration and verify the completeness of the proxy form at 12.00 p.m. onwards at Jamjuree Ballroom A, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330. The attendee must present the following documents, as may be applicable, for registration before attendance.

1. Attending in person
 - 1.1 Individual
 - (1) Registration form signed by the shareholder (*Enclosure 1*); and

- (2) An original and valid personal official document issued by government authorities, e.g. identification card, government officer identification card, driver license or passport, including evidence of name or last name's change.

1.2 Juristic Person by Authorized Representative (Authorized Director)

- (1) Registration form signed by the authorized representative (Authorized Director) attending the meeting (*Enclosure 1*);
- (2) Copy of an affidavit of the juristic shareholder issued by the Ministry of Commerce of not more than 3 months prior to the date of the meeting and certified as true copy by the authorized representative (Authorized Director) with the details showing that the authorized representative (Authorized Director) attending the meeting has the authority to act on behalf of the juristic shareholder; and
- (3) An original and valid personal official document issued by government authorities of the authorized representative (Authorized Director) as specified in clause 1.1 (2).

2. Proxy

2.1 Individual

- (1) Registration form signed by the proxy (*Enclosure 1*);
- (2) The proxy form (either Form A or Form B), correctly and completely filled in and signed by the grantor and the proxy and affixed with Baht 20 stamp duty;
- (3) Copy of valid personal official document issued by government authorities of the grantor as specified in clause 1.1 (2) which is a certified true copy by the grantor; and
- (4) An original and valid personal official document issued by government authorities of the proxy as specified in clause 1.1 (2).

2.2 Juristic Person incorporated in Thailand

- (1) Registration form signed by the proxy (*Enclosure 1*);
- (2) The proxy form (either Form A or Form B), correctly and completely filled in and signed by the authorized representative (Authorized Director) as the grantor and the proxy and affixed with the company seal (if any) and Baht 20 stamp duty. In cases where the person who signs the proxy form is not an authorized director as specified in the affidavit, the attendee shall present the power of attorney showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic shareholder. All complete power of attorneys must be made uninterruptedly;
- (3) Copy of an affidavit of the juristic shareholder issued by the Ministry of Commerce of not more than 3 months prior to the date of the meeting and certified true copy by the authorized representative and affixed with the company seal (if any) with the details showing that the person who signs the proxy form as the grantor has the authority to act on behalf of the juristic shareholder;
- (4) Copy of valid personal official document issued by government authorities of the authorized representative as specified in clause 1.1 (2) which is a certified true copy by the said authorized person; and
- (5) An original and valid personal official document issued by government authorities of the proxy as specified in clause 1.1 (2).

2.3 For Foreign Investor appointing the Custodian in Thailand for the safekeeping of the shares

- (1) Registration form signed by the Custodian in Thailand (*Enclosure 1*);

- (2) The proxy form C correctly and completely filled in and signed by the grantor and the proxy and affixed with the company seal (if any) and Baht 20 stamp duty.;
- (3) Same corporate documents of the juristic shareholder as specified in clause 1.2 (2) or clause 2.2 (3), certified as true copy by the authorized person(s) of the shareholder with the company seal affixed (if any);
- (4) Letter certifying that the person signing the proxy form is authorized to operate custodian business. In case the original documents are not in English, an English translation shall be prepared and certified true and correct translation by the shareholder or the authorized representative of juristic person;
- (5) Copy of valid personal official document issued by government authorities of the authorized representative as specified in clause 1.1 (2) which is a certified true copy by the said authorized person; and
- (6) An original and valid personal official document issued by government authorities of the proxy as specified in clause 1.1 (2).

Notes:

The Proxy form must be affixed with Baht 20 stamp duty, crossed and the date on which such proxy is made, specified.

C. Voting and ballot counting

The Chairman of the meeting (“Chairman”) will inform the attendees of the voting method and vote counting before proceeding with the next agenda.

1. Voting

- One vote per share.
- For voting on each agenda, the Chairman will ask whether or not any shareholder disapproves or abstains from voting and such shareholder to raise their hand.
 - If any shareholder raises his/her hand for disapproval or abstention, such shareholder shall record the resolution as disapproval or abstention in the ballot paper given before the meeting and the Chairman would have the staff taking the disapproved or abstained ballot of the shareholder(s) for vote counting. Shareholders who do not raise their hands at the meeting shall be deemed to approve the proposed resolution of each agenda.
 - If no shareholder raises his/her hand for disapproval or abstention, it shall be deemed that the shareholders have unanimously approved the proposed agenda by the Chairman, unless a shareholder has marked in the proxy form that he/she wishes to vote no or to abstain where the Company has recorded such disapproval or abstention votes in each resolution on each agenda.
 - Shareholders who appoint a proxy to attend the meeting and give their 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 facilitate the proxy so that the proxy does not have to fill in the ballots at the meeting and shall combine the said votes together with the above voting.

2. Vote counting

- In counting the votes on each agenda, the Company will count the votes of the shareholders present at the meeting and voting by proxy as registered in advance at the time of registration by the proxy, for disapproval and abstention, and deduct those from the total number of shares held by shareholders 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 with the details of how many votes are approved, disapproved or abstained including the proportional ratio.

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

Article 17. The director shall be elected in Shareholders' Meeting in accordance with the following rules and procedures.

- (1) Each shareholder's number of votes will be equal to the number of shares held;
- (2) Each shareholder may vote to elect one or many persons to be a director. If a number of individuals are proposed as directors, the shareholders cannot distribute their votes for each director; and
- (3) The persons receiving the most votes in descending order shall be elected as directors, which shall be equal to the number of directors that should have or be elected at that time. In the event that there are persons receiving equal votes in respective orders and the number of directors exceeds the number of directors that should have or be elected at that time, the director shall be selected by drawing lots method in order to get the number of directors required.

Article 23. The shareholders may pass a resolution to dismiss any directors prior to the expiry of his office with not less than three-fourths (3/4) votes from the number of shareholders present at the meeting and have voting rights, which a total of shares not less than half (1/2) of the shares held by the shareholders attending the meeting and have voting rights.

Article 34. Meetings of shareholders are held at the location the Company is headquartered or in 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 shareholders' meetings are called "extraordinary meetings".

The board of directors will summon any extraordinary meeting as they deem appropriate or when shareholders holding shares amounting to 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 with 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 the amount 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 shareholders' meeting shall be deemed to be a meeting called by the board of directors where the company must be accountable for any essential expenses incurred from holding the shareholders' meeting and facilitating the shareholders' meeting as appropriate. However, if the number of shareholders attending the shareholders' meeting does not form a quorum, all shareholders who have requested to call the shareholders' meeting at that time shall be jointly and severally liable for the costs incurred from the holding of such shareholders' meeting.

Article 36. To summon a shareholders' 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 in newspapers for three (3) consecutive days.

Article 37. At a shareholders' meeting, there shall be not less than twenty five (25) shareholders and proxies (if any) or not less than 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, no quorum is required.

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

- a) The number of shares the grantor is holding,
- b) The name of the proxy,
- c) The ordinal number of 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 shareholders of not less than two thirds (2/ 3) of the total number of shareholders attending the meeting resolve to change the order of the agenda.

After the shareholders consider 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 to consider matters other than those specified in the notice of the meeting.

In the event that the shareholders 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 meeting for consideration, it must be determined at the shareholders' meeting 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 the 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.

Humanica Public Company Limited
Map of the Venue
2020 Annual General Meeting of Shareholders

At Jamjuree Ballroom A, Pathumwan Princess Hotel, 444 MBK Center,
Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330.



Proxy Form A.

Please attach
stamp duty of
Baht 20

Made
Date.....MonthYear

(1) I/We.....Nationalityresiding/located at.....
Road Sub-districtDistrictProvince
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 sharesshares and have the rights to vote equal tovote
- Preference shares.....shares and have the rights to vote equal tovote

(3) Hereby appoints

- 1.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or
- 2.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or
- 3.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

Independent Director of the Company, **Mr. Patara Yongvanich** (details of Independent Director as shown in
Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2020 to be held on April 27, 2020 at 13.00-16.00 p.m. at Jamjuree Ballroom A, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time and venue.

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

SignedGrantor
(.....)
SignedProxy
(.....)
SignedProxy
(.....)
SignedProxy
(.....)

Remarks

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

Proxy Form B.

Please attach
stamp duty of
Baht 20

Made
Date.....MonthYear

(1) I/We.....Nationalityresiding/located at.....
Road Sub-districtDistrictProvince
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 sharesshares and have the rights to vote equal tovote
- Preference shares.....shares and have the rights to vote equal tovote

(3) Hereby appoints

1.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

2.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

3.Ageyears residing/located at No.
RoadSub-district.....District.....Province.....
Postal Code..... or

Independent Director of the Company, **Mr. Patara Yongvanich** (details of Independent Director as shown in
Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of
Shareholder for the year 2020 to be held on April 27, 2020 at 13.00-16.00 p.m. at Jamjuree Ballroom A, Pathumwan Princess
Hotel, 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330 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 To acknowledge and certify the Minutes of the 2019 Annual General Meeting of Shareholders
held on April 29, 2019
 - (a) The proxy shall have the right on my/our behalf to consider and approve independently
as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve
 - Disapprove
 - Abstain
- Agenda 2 To acknowledge the Company's operation results for the year 2019
No casting of votes in this agenda
- Agenda 3 To acknowledge the resignation of director and the re-appointment of the director
No casting of votes in this agenda
- Agenda 4 To consider and approve the Financial statement for the year ended December 31,2019 which has been
audited by the Company's certified auditors
 - (a) The proxy shall have the right on my/our behalf to consider and approve independently
as deemed appropriate.

- (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.

SignedGrantor
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

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 Annual General Meeting of Shareholders of 2020 to be held on April 27, 2020 at 13.00-16.00 p.m. at Jamjuree Ballroom A, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330 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 deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

- Agenda..... Approval on.....
 - (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

- Agenda..... Approval on.....
 - (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

- Agenda..... Approval on the election of directors (continued)
 - Name of Director
 - Approve Disapprove Abstain
 - Name of Director
 - Approve Disapprove Abstain
 - Name of Director
 - Approve Disapprove Abstain
 - Name of Director
 - Approve Disapprove Abstain
 - Name of Director
 - Approve Disapprove Abstain

Proxy Form C.

(For the shareholders who are a foreign investor and has appointed a custodian in Thailand to be a share depository and share keeper)

Please attach stamp duty of Baht 20

Made
Date.....MonthYear

(1) I/We.....Nationality
Residing/located at.....
.....

As the custodian of

Being a shareholder of **Humanica Public Company Limited.**

Holding the total amount of.....shares

and have rights to vote equal to.....votes as follows:

- Ordinary shares.....shares and have the rights to vote equal tovote
- Preference shares.....-.....shares and have the rights to vote equal to-.....vote

(2) Hereby appoint (Please choose one of followings)

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

Independent Director of the Company, **Mr. Patara Yongvanich** (details of Independent Director as shown in Enclosure 5)

Anyone of these persons to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholder for the year 2020 to be held on April 27, 2020 at 13.00-16.00 p.m. at Jamjuree Ballroom A, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment thereof to any other day, time and venue.

(3) I/We hereby grant my/our proxy to attend and vote at the Meeting and cast votes on my/own behalf as follows:

- A. Grant proxy in accordance with the total amount of my/our shares and having the right to vote.
 - B. Grant partial of my/our proxy as follows:
 - Ordinary sharesshares and have the rights to vote equal tovote
 - Preference shares.....-.....shares and have the rights to vote equal to-.....vote
- Total voting right.....Votes

(4) I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

- Agenda 1 To acknowledge and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019**
 - (a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.
 - (b) The proxy shall have right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> Approve	Votes	<input type="checkbox"/> Disapprove	Votes	<input type="checkbox"/> Abstain	Votes
----------------------------------	-------	-------------------------------------	-------	----------------------------------	-------

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

Approve

Votes Disapprove

Votes Abstain

Votes

- (5) If the proxy does not vote in accordance 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 this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

Signed Grantor
(.....)

Signed Proxy
(.....)

SignedProxy
(.....)

SignedProxy
(.....)

Remarks

1. This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. The documents needed to be attached to this Proxy form are:
 - Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
 - Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. In the Agenda for the appointment of the directors, the votes may be made for all or certain directors.
5. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

Attachment to Proxy Form C.

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

For the Annual General Meeting of Shareholders of 2020 to be held on April 27, 2020 at 13.00-16.00 p.m. at Jamjuree Ballroom A, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330 or at any adjournment to any other day, time and venue.

<input type="checkbox"/>	Agenda.....	Approval on.....						
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.							
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/>	Agenda.....	Approval on.....						
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.							
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/>	Agenda.....	Approval on.....						
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.							
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/>	Agenda.....	Approval on.....						
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.							
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/>	Agenda.....	Approval on.....						
<input type="checkbox"/>	(a) The proxy shall have the right on my/our behalf to consider and approve independently as deemed appropriate.							
<input type="checkbox"/>	(b) The proxy shall have right to approve in accordance with my/our intention as follows:							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
<input type="checkbox"/>	Agenda.....	Approval on the election of directors (continued)						
	Name of Director							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
	Name of Director							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
	Name of Director							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
	Name of Director							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
	Name of Director							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes
	Name of Director							
<input type="checkbox"/>	Approve	Votes	<input type="checkbox"/>	Disapprove	Votes	<input type="checkbox"/>	Abstain	Votes

